

04-24-2003

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102429148

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
CFRC, Inc. **4-7103**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **NEVADA**
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Cross Country, Inc.
Internal Address: Suite 200
Street Address: 6551 Park of Commerce Blvd.
City: Boca Raton State: Florida Zip: 33487

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 1, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/292,888; 76/292.886

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,491,664; 2,109,800; 2,122,225; 2,582,007;
2,699,586; 2,232,172; 2,005,308; 2,005,309

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jennifer deWolf Paine, Esq.
 Internal Address: Room 1872
Proskauer Rose LLP
 Street Address: _____
1585 Broadway
 City: New York State: NY Zip: 10036-8299

6. Total number of applications and registrations involved: **10**

7. Total fee (37 CFR 3.41)..... \$ 26500
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
16-2500
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jennifer deWolf Paine, Esq.
Name of Person Signing

Jennifer deWolf Paine
Signature

4/14/03
Date

Total number of pages including cover sheet, attachments, and document: **3**

04/24/2003 ECDOPER 00000028 162500 76292888

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:6521 40.00 CH
02 FC:6522 225.00 CH

TRADEMARK
REEL: 002716 FRAME: 0886

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT OF U.S. TRADEMARKS *Nunc Pro Tunc*

WHEREAS, CFRC, Inc., a Nevada corporation located and doing business at 2325-B Renaissance Drive, Las Vegas, Nevada 89119 ("Assignor"), is the recorded owner of the U.S. Trademark Registrations and Applications listed on Schedule A attached hereto (the "Marks"); and

WHEREAS, Cross Country, Inc., a Delaware corporation located and doing business at 6551 Park of Commerce Blvd., Suite 200, Boca Raton, Florida 33487 ("Assignee"), has been using the Marks and has previously acquired rights in the Marks from Assignor;

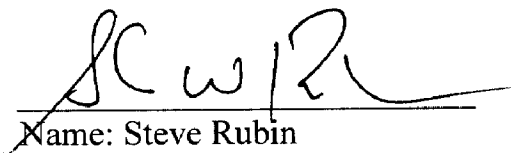
WHEREAS, Assignee wishes to formalize its acquisition of all right, title, and interest in and to the Marks, including the registrations therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Marks, the U.S. Trademark Registrations and Applications and all other registrations and applications to register the Marks, the right to recover for any and all past infringements of the Marks, and the goodwill of the business in connection with which the Marks are used.

This assignment is to clarify the rights of the parties as both parties acknowledge and agree that they have been, and this assignment is effective *nunc pro tunc* as of May 1, 2002.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as of this 11TH day of APRIL, 2003.

CFRC, INC.

By: 
Name: Steve Rubin
Title: Secretary

SCHEDULE A

Mark	Reg No.	Serial No.	Reg. Date	Filing Date
ASSIGNMENT AMERICA & Design	2,582,007	76/292,885	6/18/02	7/31/01
CROSS COUNTRY	2,109,800	75/069,063	10/28/97	3/7/96
CROSS COUNTRY	-----	76/292,888	-----	7/31/01
CROSS COUNTRY & Design	2,699,586	76/292,887	3/25/03	7/31/01
CROSS COUNTRY NURSES	1,491,664	73/683,701	6/7/88	9/8/87
CROSS COUNTRY STAFFING	2,122,225	75/061,488	12/16/97	2/23/96
CROSS COUNTRY TRAVCORPS & Design	-----	76/292,886	-----	7/31/01
DISCOVER THE FREEDOM	2,232,172	75/441,822	3/16/99	2/27/98
CLINFORCE	2,055,308	75/116,063	4/22/97	6/7/96
MISCELLANEOUS DESIGN	2,005,309	75/116,073	4/22/97	6/7/96