Reconciliation of Non-GAAP Items (Unaudited)

(in thousands)	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	Three Months Ended March 31, 2019	Six Months Ended June 30, 2019	Six Months Ended June 30, 2018
Revenue					
Nurse and allied solutions	331,627	332,728	337,029	668,656	670,907
Locum tenens solutions	82,074	107,297	80,490	162,564	210,414
Other workforce solutions	121,476	118,083	114,922	236,398	199,276
	535,177	558,108	532,441	1,067,618	1,080,597
Segment operating income [1]					
Nurse and allied solutions	48,694	43,936	47,922	96,616	95,741
Locum tenens solutions	7,128	13,371	5,701	12,829	23,329
Other workforce solutions	27,127	28,576	26,188	53,315	48,427
	82,949	85,883	79,811	162,760	167,497
Unallocated corporate overhead	16,217	15,823	13,834	30,051	30,918
Adjusted EBITDA [2]	66,732	70,060	65,977	132,709	136,579
Adjusted EBITDA margin [3]	12.5%	12.6%	12.4%	12.4%	12.6%
Depreciation and amortization	12,718	10,606	11,710	24,428	18,492
Share-based compensation [4]	3,702	3,281	5,186	8,888	6,145
Acquisition, integration and other costs [5]	5,156	1,358	4,029	9,185	1,926
Income from operations	45,156	54,815	45,052	90,208	110,016
Operating margin [6]	8.4%	9.8%	8.5%	8.4%	10.2%
Interest expense, net, and other	6,065	6,376	5,673	11,738	11,711
Income before income taxes	39,091	48,439	39,379	78,470	98,305
Income tax expense	10,222	12,910	5,257	15,479	20,095
Net income	28,869	35,529	34,122	62,991	78,210

Reconciliation of Non-GAAP Items (Unaudited)

Continued from page 1

	Three Months Ended			Six Months Ended	
	June 30,		March 31,	June 30,	
	2019	2018	2019	2019	2018
GAAP diluted net income per share (EPS)	$ 0.61	$ 0.73	$ 0.71	$ 1.32	$ 1.60
Adjustments:					
Amortization of intangible assets	0.15	0.13	0.14	0.29	0.22
Acquisition, integration and other costs (5)	0.11	0.02	0.09	0.20	0.03
Debt financing related costs	—	—	—	—	0.01
Tax effect of above adjustments	(0.07)	(0.04)	(0.06)	(0.13)	(0.07)
Tax correction related to prior periods (7)	—	—	—	—	(0.05)
Tax effect of COLI fair value changes (8)	(0.01)	—	(0.03)	(0.04)	—
Excess tax benefits (9)	(0.02)	(0.01)	(0.10)	(0.12)	(0.10)
Adjusted diluted EPS (10)	0.77	0.83	0.75	1.52	1.64

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Reconciliation of Non-GAAP Items (Unaudited)

(1) **Segment operating income** represents net income plus interest expense (net of interest income) and other, income tax expense, depreciation and amortization, unallocated corporate overhead, acquisition and integration costs, extraordinary legal expenses, legal settlement accrual increases and share-based compensation.

(2) **Adjusted EBITDA** represents net income plus interest expense (net of interest income) and other, income tax expense, depreciation and amortization, acquisition and integration costs, extraordinary legal expenses, legal settlement accrual increases and share-based compensation. Management believes that adjusted EBITDA provides an effective measure of the Company's results, as it excludes certain items that management believes are not indicative of the Company's operating performance and is a measure used in the Company's credit agreement and the indenture governing our 5.125% Senior Notes due 2024. Adjusted EBITDA is not intended to represent cash flows for the period, nor has it been presented as an alternative to income from operations or net income as an indicator of operating performance. Although management believes that some of the items excluded from adjusted EBITDA are not indicative of the Company's operating performance, these items do impact the statement of comprehensive income, and management therefore utilizes adjusted EBITDA as an operating performance measure in conjunction with GAAP measures such as net income.

(3) **Adjusted EBITDA margin** represents adjusted EBITDA divided by revenue.

(4) Share-based compensation for the six months ended June 30, 2019 was impacted by two modifications during the first quarter and effective in 2019, a new vesting condition that resulted in accelerated expense recognition.

(5) Acquisition, integration and other costs of $5,156,000 and $9,185,000 for the three and six months ended June 30, 2019, respectively, include extraordinary legal expenses of approximately $2,500,000 and $4,600,000, respectively. These expenses were partially offset by decreases in contingent consideration liabilities for recently acquired companies of $1,458,000 and $2,158,000 for the three and six months ended June 30, 2019, respectively. Beginning in 2019, we exclude the impact of extraordinary legal expenses from the calculation of adjusted EBITDA because we believe that these expenses are not indicative of the Company's operating performance.

(6) **Operating margin** represents income from operations divided by revenue.

(7) During the first quarter of 2018, the Company recorded a net tax benefit of $2,501,000 to adjust for an immaterial out-of-period error identified in that quarter related to the income tax treatment of fair value changes in the cash surrender value of its company owned life insurance for years ended December 31, 2015 through December 31, 2017. These fair value changes had not previously been included as a benefit in the tax provision of the related years.

(8) The Company recorded a net tax benefit of $575,000 and $2,102,000 related to the income tax treatment of the fair value changes in the cash surrender value of its company owned life insurance for the three and six months ended June 30, 2019, respectively. Since these changes in fair value are unrelated to the Company's operating performance, we exclude the impact on adjusted diluted EPS.

Reconciliation of Non-GAAP Items (Unaudited)

Continued from page 3

(9) The consolidated effective tax rate for the three and six months ended June 30, 2019 was favorably affected by the recording of excess tax benefits relating to equity awards vested and exercised during the period. As a result of the adoption of a new accounting pronouncement on January 1, 2017, we no longer record excess tax benefits as an increase to additional paid-in capital, but record such excess tax benefits on a prospective basis as a reduction of income tax expense, which amounted to $973,000 and $576,000 for the three months ended June 30, 2019 and 2018, respectively. For the six months ended June 30, 2019 and 2018, excess tax benefits recorded as a reduction of income tax expense were $5,542,000 and $5,094,000, respectively. The magnitude of the impact of excess tax benefits generated in the future, which may be favorable or unfavorable, is dependent upon the Company's future grants of share-based compensation, the Company's future stock price on the date awards vest or exercise in relation to the fair value of the awards on the grant date or the exercise behavior of the Company's stock appreciation rights holders. Since these favorable tax benefits are largely unrelated to our current year's income before taxes and is unrepresentative of our normal effective tax rate, we exclude their impact on adjusted diluted EPS.

(10) **Adjusted diluted EPS** represents GAAP diluted EPS excluding the impact of the (A) amortization of intangible assets, (B) acquisition and integration costs, (C) extraordinary legal expenses, (D) legal settlement accrual increases, (E) changes in fair value of equity investments since January 1, 2018, (F) deferred financing costs, (G) tax effect, if any, of the foregoing adjustments, (H) excess tax benefits relating to equity awards vested and exercised since January 1, 2017, and (I) correction of prior periods error. Management included this non-GAAP measure to provide investors and prospective investors with an alternative method for assessing the Company's operating results in a manner that is focused on its operating performance and to provide a more consistent basis for comparison between periods. However, investors and prospective investors should note that this non-GAAP measure involves judgment by management (in particular, judgment as to what is classified as a special item to be excluded from adjusted diluted EPS). Although management believes the items excluded from adjusted diluted EPS are not indicative of the Company's operating performance, these items do impact the statement of comprehensive income, and management therefore utilizes adjusted diluted EPS as an operating performance measure in conjunction with GAAP measures such as GAAP diluted EPS.

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Reconciliation of Guidance Adjusted EBITDA Margin to Guidance Operating Margin

	Three Months Ending September 30, 2019
Adjusted EBITDA margin (1)	12.0%
Deduct:	
Share-based compensation	0.8%
Acquisition, integration and other costs	0.8%
EBITDA margin	10.4%
Depreciation and amortization	2.7%
Operating margin	7.7%

(1) Guidance percentage metrics are approximate.

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