Reconciliation of Non-GAAP Items (Unaudited)

(in thousands)	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018	Three Months Ended December 31, 2018
Revenue			
Nurse and allied solutions	337,029	338,179	329,317
Locum tenens solutions	80,490	103,117	81,850
Other workforce solutions	114,922	81,193	117,468
	532,441	522,489	528,635
Segment operating income (1)			
Nurse and allied solutions	47,922	51,805	45,521
Locum tenens solutions	5,701	9,958	7,027
Other workforce solutions	26,188	19,851	27,104
	79,811	81,614	79,652
Unallocated corporate overhead	13,834	15,095	13,281
Adjusted EBITDA (2)	65,977	66,519	66,371
Adjusted EBITDA margin (3)	12.4%	12.7%	12.6%
Depreciation and amortization	11,710	7,886	11,449
Share-based compensation (4)	5,186	2,864	2,861
Acquisition, integration and other costs (5)	4,029	568	1,884
Income from operations	45,052	55,201	50,177
Operating margin (6)	8.5%	10.6%	9.5%
Interest expense, net, and other (7)	5,673	5,335	(217)
Income before income taxes	39,379	49,866	50,394
Income tax expense	5,257	7,185	14,781
Net income	34,122	42,681	35,613

Reconciliation of Non-GAAP Items (Unaudited)

Continued from page 1

	Three Months Ended		
	March 31,		December 31,
	2019	2018	2018
GAAP diluted net income per share (EPS)	$ 0.71	$ 0.87	$ 0.74
Adjustments:			
Amortization of intangible assets	0.14	0.09	0.14
Acquisition, integration and other costs (5)	0.09	0.01	0.04
Equity investment fair value changes (7)	—	—	(0.13)
Debt financing related costs	—	0.01	—
Tax effect of above adjustments	(0.06)	(0.03)	(0.01)
Tax correction related to prior periods (8)	—	(0.05)	—
Tax effect of COLI fair value changes (9)	(0.03)	—	0.04
Excess tax benefits (10)	(0.10)	(0.09)	(0.01)
Adjusted diluted EPS (11)	0.75	0.81	0.81

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 three months ended March 31, 2019 was impacted by two modifications and a new vesting condition that resulted in accelerated expense recognition.

(5) Acquisition, integration and other costs of $4,029,000 for the three months ended March 31, 2019 include $2,100,000 of extraordinary legal expenses and a decrease in contingent consideration liabilities for recently acquired companies of $700,000. 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) As a result of the adoption of a new accounting pronouncement on January 1, 2018, the Company measures equity investments, except those accounted for using the equity method of accounting, at fair value with changes in fair value recognized through net income. For the three months ended December 31, 2018, changes in fair value of equity investments recognized in interest expense, net, and other were $5,990,000. Since the changes in fair value are unrelated to the Company's operating performance, we exclude their impact from the calculation of adjusted diluted EPS.

(8) 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.

(9) The Company recorded a net tax benefit of $1,527,000 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 months ended March 31, 2019. Since this change in fair value is unrelated to the Company's operating performance, we exclude the impact on adjusted diluted EPS.

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Reconciliation of Non-GAAP Items (Unaudited)

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(10) The consolidated effective tax rate for the three months ended March 31, 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 $4,569,000 and $4,518,000 for the three months ended March 31, 2019 and 2018, 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.

(11) **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 June 30, 2019
Adjusted EBITDA margin [1]	12.0%
Deduct:	
Share-based compensation	0.9%
Acquisition, integration and other costs	1.0%
EBITDA margin	10.1%
Depreciation and amortization	2.3%
Operating margin	7.8%

(1) Guidance percentage metrics are approximate.