Reconciliation of Non-GAAP Items (Unaudited)

(in thousands)	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Three Months Ended June 30, 2018	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Revenue					
Nurse and allied solutions	306,292	302,933	332,728	977,199	917,183
Locum tenens solutions	101,102	111,415	107,297	311,516	322,473
Other workforce solutions	119,448	80,058	118,083	318,724	239,722
	526,842	494,406	558,108	1,607,439	1,479,378
Segment operating income [(1)]					
Nurse and allied solutions	42,165	40,807	43,936	137,906	134,638
Locum tenens solutions	10,992	14,438	13,371	34,321	39,028
Other workforce solutions	29,010	19,890	28,576	77,437	61,788
	82,167	75,135	85,883	249,664	235,454
Unallocated corporate overhead	14,739	13,438	15,823	45,657	43,409
Adjusted EBITDA [(2)]	67,428	61,697	70,060	204,007	192,045
Adjusted EBITDA margin [(3)]	12.8%	12.5%	12.6%	12.7%	13.0%
Depreciation and amortization	11,296	8,132	10,606	29,788	23,759
Share-based compensation [(4)]	1,809	2,477	3,281	7,954	7,720
Acquisition and integration costs [(5)]	(452)	260	1,358	1,474	1,323
Legal settlement accrual increases [(6)]	12,140	-	-	12,140	-
Income from operations	42,635	50,828	54,815	152,651	159,243
Operating margin [(7)]	8.1%	10.3%	9.8%	9.5%	10.8%
Interest expense, net, and other	4,649	4,837	6,376	16,360	14,895
Income before income taxes	37,986	45,991	48,439	136,291	144,348
Income tax expense	10,068	17,863	12,910	30,163	52,957
Net income	27,918	28,128	35,529	106,128	91,391

Reconciliation of Non-GAAP Items (Unaudited)

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	Three Months Ended			Nine Months Ended	
	September 30,		June 30,	September 30,	
	2018	2017	2018	2018	2017
GAAP diluted net income per share (EPS)	$0.58	$0.57	$0.73	$2.17	$1.85
Adjustments:					
Amortization of intangible assets	0.14	0.09	0.13	0.36	0.28
Acquisition and integration costs [5]	(0.01)	0.01	0.02	0.03	0.03
Legal settlement accrual increases [6]	0.25	0.00	0.00	0.25	0.00
Equity investment fair value changes [8]	(0.03)	0.00	0.00	(0.03)	0.00
Debt financing related costs	0.00	0.00	0.00	0.01	0.00
Tax effect of above adjustments	(0.09)	(0.04)	(0.04)	(0.16)	(0.12)
Tax correction related to prior periods [9]	0.00	0.00	0.00	(0.05)	0.00
Excess tax benefits [10]	0.00	0.00	(0.01)	(0.11)	(0.11)
Adjusted diluted EPS [11]	$0.84	$0.63	$0.83	$2.47	$1.93

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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, 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, 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 September 30, 2018 was partially offset by a $1,610,000 reduction related to performance equity awards.
(5) Acquisition and integration costs of $874,000 for the three months ended September 30, 2018 were partially offset by a decrease in contingent consideration liabilities for recently acquired companies of $1,326,000.
(6) During the third quarter of 2018, the Company recorded increases to its legal accruals established in connection with settlement agreements entered into during September and October 2018 in two class actions related to wage and hour claims, both of which are considered probable. For the three months ended September 30, 2018, the increases amounted to $12,140,000. Since the settlements are largely unrelated to the Company's operating performance, we excluded the impact on adjusted EBITDA and adjusted diluted EPS for the three months ended September 30, 2018. Amounts recorded in prior quarters in these two class actions and legal accruals related to other matters are immaterial and their impact was not excluded from adjusted EBITDA or adjusted diluted EPS.
(7) **Operating margin** represents income from operations divided by revenue.
(8) As a result of the adoption of a new accounting pronouncement on January 1, 2018, the Company now 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 and nine months ended September 30, 2018, changes in fair value of equity investments recognized in interest expense, net, and other were $1,359,000. Since this favorable change in fair value is unrelated to the Company's operating performance, we excluded the impact on adjusted diluted EPS for the three and nine months ended September 30, 2018.
(9) 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 this 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.

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Reconciliation of Non-GAAP Items (Unaudited)

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(10) The consolidated effective tax rate for the three and nine months ended September 30, 2018 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 $5,000 and $56,000 for the three months ended September 30, 2018 and 2017, respectively. For the nine months ended September 30, 2018 and 2017, excess tax benefits recorded as a reduction of income tax expense were $5,099,000 and $5,381,000, 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 excluded their impact on adjusted diluted EPS for the three and nine months ended September 30, 2018 and 2017.

(11) **Adjusted diluted EPS** represents GAAP diluted EPS excluding the impact of the (A) amortization of intangible assets, (B) acquisition and integration costs, (C) legal settlement accrual increases, (D) changes in fair value of equity investments since January 1, 2018, (E) deferred financing costs, (F) tax effect, if any, of the foregoing adjustments, (G) excess tax benefits relating to equity awards vested and exercised since January 1, 2017, and (H) 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.

Reconciliation of Guidance Adjusted EBITDA Margin to Guidance Operating Margin

	Three Months Ending December 31, 2018		
	Low(1)		**High(1)**
Adjusted EBITDA margin	12.0%		12.5%
Deduct:			
Share-based compensation		0.6%	
Acquisition and integration costs		0.2%	
EBITDA margin	11.2%		11.7%
Depreciation and amortization		2.1%	
Operating margin	9.1%		9.6%

(1) Guidance percentage metrics are approximate.