

SUN HEALTHCARE GROUP, INC.

BOARD OF DIRECTORS EXECUTIVE COMMITTEE CHARTER

Adopted January 30, 2001

Membership:

The Executive Committee (the “Committee”) of the Board of Directors (the “Board”) shall consist of both employee directors and non-employee directors. The Committee shall have at least three members, a majority of which shall be non-employee directors. Committee members shall be appointed at least annually by the full Board. The Chairman of the Committee shall also be appointed by the full Board.

Purpose and Powers:

The primary purpose of the Committee is to assist the Board in fulfilling its responsibilities in an efficient and timely manner during the interval between regular meetings of the full Board. In performing this role, the Committee is empowered to exercise all powers and authority of the Board if Board action is needed during the interval between meetings of the Board, provided that the Committee may not take any action which (i) would require the approval of the stockholders of the Company, (ii) would be in contravention of the powers that a committee may exercise pursuant to the Delaware General Corporation Law or (iii) is in contravention of specific directions given by the full Board

Meetings:

The Executive Committee shall meet, in person or by conference telephone between regular meetings of the full Board as frequently as circumstances require. Notwithstanding the Bylaws of the Company, the Committee may not take action without a meeting by written consent of the members. The Committee may ask other members of the Board or management or outside parties to participate in meetings and provide pertinent information as necessary. All of the Committee members must be in attendance to constitute a quorum for the transaction of business and the affirmative vote of a majority of the members in attendance shall be necessary for the adoption by it of any resolution. Written minutes shall be prepared for each meeting and highlights of each meeting shall be reported at the next regular meeting of the full Board.