

BEVERLY ENTERPRISES, INC.
CORPORATE GOVERNANCE GUIDELINES

1. Director Qualifications

The Board will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange. The Nominating and Compensation Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. Nominees for directorship will be selected by the Nominating and Compensation Committee in accordance with the policies and principles in its charter following consultation with the Chairperson of the Board. The invitation to join the Board should be extended by the Board itself, by the Chairperson of the Nominating and Compensation Committee and the Chairperson of the Board.

The Board presently has nine members. It is the sense of the Board that a size of nine to twelve is appropriate. The Board would consider adding to its current size to accommodate the availability of an outstanding candidate.

It is the sense of the Board that directors whose responsibilities significantly change from those held when they were first elected to the Board should volunteer to resign from the Board. This does not mean that, in every instance, directors whose responsibilities significantly change from those held when first elected to the Board must resign. Rather, there should be an opportunity for the Board through the Nominating and Compensation Committee to review the continued propriety of Board membership under the circumstances.

Directors should advise the Chairperson of the Board and the Chairperson of the Nominating and Compensation Committee in advance of accepting an invitation to serve on another public company board.

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating and Compensation Committee will review each director's continuation on the Board every three years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

2. Director Responsibilities

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's articles of incorporation, by-laws and any indemnification agreements, and to exculpation as provided by state law and the Company's articles of incorporation.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

The Board has no policy with respect to the separation of the offices of Chairperson and the Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination when it elects a new chief executive officer.

The Chairperson will establish the agenda for each Board meeting. Promptly after the annual organizational meeting of the Board, the Chairperson will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The non-management directors will meet in executive session on a regular basis. The director who presides at these meetings will be chosen by the non-management directors. It is the intent of the Board to periodically rotate the director who presides at these executive sessions. The Company's proxy statement will disclose a procedure for interested persons to communicate directly with the non-management directors as a group.

The Board believes that the management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is expected that Board members would do this with the knowledge of the management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

3. Board Committees

The Board will have at all times an Audit and Compliance Committee, a Quality Committee and a Nominating and Compensation Committee (the “Standing Committees”). All of the members of the Audit and Compliance, and Nominating and Compensation Committees will be independent directors under the criteria established by the New York Stock Exchange. Committee members will be appointed by the Board upon recommendation of the Nominating and Compensation Committee after consultation with the Chairperson of the Board with consideration of the desires of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not believe that rotation should be mandated as a policy.

Each committee will have its own charter. The charters will set forth the purposes, authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

A Chairperson shall preside over each meeting of a Standing Committee. The term of a Chairperson of a Standing Committee shall be three (3) years. Unless the Board determines that there is not a qualified director to succeed a Chairperson of a Standing Committee who has served a three (3) year term, or other unique circumstances obtain, rotation of a Standing Committee Chairperson is mandatory after a three (3) year term. This guideline applies to incumbent Standing Committee Chairpersons as of the date these Corporate Governance Guidelines are adopted by the Board.

The Nominating and Compensation Committee, in consultation with the Chairperson of the Board, shall nominate directors to serve as Chairpersons of the Standing Committees. The Board shall have the authority to elect Chairpersons of the Standing Committees.

The Chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. Promptly after the annual organization meeting of the Board, each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors as part of the Director Manual.

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

4. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between a director and an officer or employee of the Company.

The Board welcomes regular attendance at each Board meeting of senior officers of the Company. If the CEO wishes to have additional Company personnel attendees on a regular basis, this suggestion should be brought to the Board for approval.

5. Director Compensation

The form and amount of director compensation will be determined by the Nominating and Compensation Committee in accordance with the policies and principles set forth in its charter, and the Nominating and Compensation Committee will conduct a periodic review of director compensation. The Nominating and Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

6. Director Orientation and Continuing Education

All new directors must participate in the Company's Orientation Program, which should be conducted within two months of the date new directors are elected. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. In addition, the Orientation Program will include visits to Company headquarters. All other directors are also invited to attend the Orientation Program.

7. CEO Evaluation and Management Succession

The Nominating and Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board of Directors will review the Nominating and Compensation Committee's report in order to ensure that the CEO is providing the best leadership for the Company in the long and short-term.

The Nominating and Compensation Committee should make an annual report to the Board on succession planning. The entire Board will work with the Nominating and

Compensation Committee to nominate and evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

8. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Compensation Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.