

PROMISSORY NOTE

Principal amount \$850,000.00 DATE, 11/APRIL/2011

FOR VALUE RECEIVED, I Rotech Healthcare Inc. (Borrower) promise to pay Asertec Medical service limited. (Lender) the sum of Eight Hundred and fifty Thousand Dollars (\$850,000.00), and interest at the yearly rate of 8% on the unpaid balance as specified below.

Repayment shall be made in one lump payment in lawful money of the United States on: 04/September/2011.

If the borrower fails to make any payment when due or fails to comply with any other terms of this promissory note, the loan will be considered in default of which at that point legal measures will be introduced.

Payment will be applied first to interest and then to principal.

This note may be prepaid by the borrower at any time in whole or in part without premium or penalty.

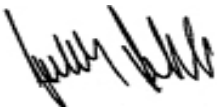
In the event of the borrower's death, the unpaid indebtedness remaining on the note shall be canceled.

The borrower must promptly inform the lender of any change in name or address.

If the lender prevails in a lawsuit to collect on this note, borrower will pay lender's court costs, collection agency cost, and attorney's fees in an amount the court finds to be reasonable.

Both borrower and lender acknowledge the receipt of a completed copy of this instrument.

**ROTECH HEALTHCARE INC.
Steven Alsene (Borrower)**



**ASERTEC MEDICAL SERVICE LIMITED
Grenham Donal Falley (Lender)**



**Signed in the presence of :
Witness: David Brown**



Witness: Brian Shawn

