
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-3
RULE 13E-3 TRANSACTION STATEMENT
(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)
(Amendment No. 3)

ROTO-ROOTER, INC.
(Name of Issuer)

CHEMED CORPORATION
(Name of Person(s) Filing Statement)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)
778786103
(CUSIP Number of Class of Securities)

Mr. Kevin J. McNamara
Chemed Corporation
2600 Chemed Center
255 East Fifth Street
Cincinnati, OH 45202

(Name, Address and Telephone Number of Person(s) Authorized to Receive
Notices and Communications
on Behalf of the Person(s) Filing Statement)

Copies to:
Richard Hall, Esq.
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

August 14, 1996
(Date Tender Offer First Published, Sent or Given to Security Holders)

This statement is filed in connection with (check the appropriate
box):

- a. The filing of solicitation material or an information
statement subject to Regulation 14A [17 CFR 240.14a-1 to
240.14b-1]. Regulation 14C [17 CFR 240.14c-1 to 240.14c-101] or
Rule 13e-3(c) [240.13e.3(c)] under the Securities Exchange Act of
1934.
- b. The filing of a registration statement under the Securities
Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information
statement referred to in checking box (a) are preliminary copies:

Page 1 of 7 Pages

Chemed Corporation hereby amends and supplements its Rule 13E-3
Transaction Statement on Schedule 13E-3 (the "Statement") originally
filed on August 14, 1996, as amended by Amendments No. 1 and No. 2,
with respect to its offer to purchase any and all outstanding shares
of Common Stock, par value \$1.00 per share, of Roto-Rooter, Inc., a
Delaware corporation, at a price of \$41.00 net in cash per share, as
set forth in this Amendment No. 3. Capitalized terms not defined
herein have the meanings assigned thereto in the Statement.

The cross reference sheet below is being supplied pursuant to General Instruction F to Schedule 13E-3 and shows the location in the Schedule 14D-1 originally filed by Chemed Corporation with the Securities and Exchange Commission on August 14, 1996 (as amended, the "Schedule 14D-1") of the information required to be included in response to the items of this Statement. The information in the Schedule 14D-1, including all exhibits thereto, is hereby expressly incorporated herein by reference and the responses to each item to this Statement are qualified in their entirety by the provisions of the Schedule 14D-1. All cross references in this Statement, other than cross references to the Schedule 14D-1, are to the Offer to Purchase.

CROSS REFERENCE SHEET

Item in Schedule 13E-3

Where located in
Schedule 14D-1

Item 17(d)

Item 11(a)(1)-(a)(9)

Item 12. Present Intention and Recommendation of Certain Persons
with Regard to the Transaction.

Item 12(b) is hereby amended to add the following information:

On August 15, William R. Griffin, the President and Chief Executive Officer of the Company, who is also an Executive Vice President and a director of the Purchaser, asked Kevin J. McNamara, the Vice Chairman of the Company, who is also the President and a director of the Purchaser, whether the Board of Directors of the Company (the "Roto- Rooter Board") should retain a law firm to advise the directors as to how they should respond to the Offer. Mr. McNamara told Mr. Griffin that the Roto-Rooter Board was free to retain any law firm not affiliated with the Purchaser and that it was for the Roto-Rooter Board to determine whether or not to retain outside counsel. During the next several days, Mr. Griffin spoke with several law firms in Ohio but ultimately decided that it would be better for the Roto-Rooter Board to retain a Delaware law firm. Mr. Griffin asked Mr. McNamara to recommend a Delaware law firm that the Roto-Rooter Board could retain. After discussing the matter with Richards, Layton & Finger, the Purchaser's Delaware law firm, Mr. McNamara recommended to Mr. Griffin the firm of Morris, Nichols, Arsht & Tunnell ("Morris Nichols").

On August 20, 1996, at a meeting of the Roto-Rooter Board, Alan Stone, a partner of Morris Nichols, was invited to address the Roto-Rooter Board with respect to the Offer. Mr. Stone advised the Roto-Rooter Board that it should create a special committee to formally respond to the Offer. Mr. Stone informed the Roto-Rooter Board that the only director he believed was sufficiently independent to serve on the special committee was Donald E. Saunders. Mr. Saunders, a director of the Company, was an employee for 25 years at DuBois Chemicals, Inc., formerly a wholly-owned subsidiary of the Purchaser. After deliberation, the Roto- Rooter Board approved resolutions (1) creating a special committee (the "Special Committee") with full authority and responsibility to determine the Company's response to the Offer and to prepare the Company's Solicitation/Recommendation Statement on Schedule 14D-9 (the "Schedule 14D-9"), (2) appointing Mr. Saunders to act as the Special Committee and (3) authorizing the Special Committee

to retain legal and financial advisors to assist it in responding to the Offer. The Roto-Rooter directors who are also directors or employees of the Purchaser, other than Mr. Griffin, abstained from voting on such resolutions; Mr. Griffin voted in favor of each resolution. The Special Committee retained Morris Nichols as its legal advisor and J.J.B. Hilliard, W.L. Lyons, Inc. ("Hilliard") as its financial advisor.

On August 26, 1996, the Special Committee informed the Roto-Rooter Board that it had determined to take a neutral position with respect to the Offer. After consulting with legal and financial advisors, the Special Committee concluded that the Offer Price is fair, and that stockholders should make a determination whether to tender based upon their own unique circumstances. The Special Committee's conclusion is set forth in the Schedule 14D-9 which the Company filed with the Commission on August 27, 1996. The Special Committee reached its conclusion without having received a written opinion from Hilliard as to the fairness of the Offer; however, in reaching its conclusion, the Special Committee did review financial analyses and research prepared by Hilliard. The Special Committee informed the Roto-Rooter Board that it was still seeking a written opinion from Hilliard as to the fairness of the Offer.

On August 30, 1996, Hilliard delivered to the Special Committee a written opinion as to the fairness of the Offer (the "Fairness Opinion"). The Fairness Opinion concludes that as of the date thereof and based upon and subject to the factors and assumptions set forth therein, the Offer Price is fair to the Company's stockholders (other than the Purchaser) from a financial point of view. On August 30, 1996, the Company filed an amendment to its Schedule 14D-9 with the Commission, which includes a copy of the Fairness Opinion and a summary of Hilliard's analyses. In a letter dated August 30, 1996 which the Roto-Rooter Board is mailing to the Company's stockholders and which is filed as an exhibit to the amendment to the Schedule 14D-9, the Roto-Rooter Board states that the Special Committee has not changed its neutral position with respect to the Offer. On August 30, 1996, the Company issued a press release announcing that the Special Committee had received the Fairness Opinion.

Item 17. Material to be Filed as Exhibits.

Item 17(d) is hereby amended to read as follows:

(d) The Exhibits to Schedule 14D-1 that are referred to in Items 11(a) (1) through 11(a) (9) of Schedule 14D-1 are incorporated herein by reference.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 3 to the Statement is true, complete and correct.

Dated: September 3, 1996

CHEMED CORPORATION,

by /s/ Kevin J. McNamara
Name: Kevin J. McNamara
Title: President