

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1
TENDER OFFER STATEMENT
(Pursuant to Section 14(d)(1) of the Securities Exchange Act of
1934)
(Amendment No. 2)

ROTO-ROOTER, INC.
(Name of Subject Company)

CHEMED CORPORATION
(Bidder)

Common Stock, Par Value \$1.00 Per Share
(Title of Class of Securities)
778786103
(CUSIP Number of Classes 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 Bidder)

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

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CUSIP No. 778786103

14D-1

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Chemed Corporation Tax ID# 31-0791746

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

3 SEC USE ONLY

4 SOURCES OF FUNDS

BK, WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(e) OR 2(f) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,990,333 Shares

8 CHECK IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES CERTAIN SHARES

[]

9 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7):

None

10 TYPE OF REPORTING PERSON

CO

Chemed Corporation hereby amends and supplements its Tender Offer Statement on Schedule 14D-1 (the "Statement") originally filed on August 14, 1996, as amended by Amendment No. 1, 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 (the "Offer Price"), as set forth in this Amendment No. 2. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

Item 10. Additional Information.

Item 10(f) of the Statement is hereby amended to read as follows:

(f) The information set forth in the Offer to Purchase and the Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1) and (a)(2), respectively, is incorporated herein by reference. In addition, the information set forth in the Offer to Purchase under "The Tender Offer--Certain Information Concerning the Company" shall be amended so that footnote (a) to the table on page 28 of the Offer to Purchase entitled "Roto- Rooter, Inc. Selected Consolidated Financial Data" reads in its entirety as follows:

"(a) Includes nonrecurring expense of \$538,000 pretax (\$355,000 after tax or \$.07 per Share) of legal, investment banking and other expenses relating to the Purchaser's attempted acquisition of the outstanding Shares in 1995."

On August 20, 1996, the Board of Directors of Roto- Rooter, Inc. declared a quarterly cash dividend of \$0.20 per Share (the "Third Quarter Dividend"), payable on September 6, 1996, to stockholders of record on August 22, 1996 (the "Record Date"). Holders of record of the Shares on the Record Date will be entitled to receive the Third Quarter Dividend whether or not they tender their Shares pursuant to the Offer, and no adjustment will be made to the Offer Price or to any other terms of the Offer as a result of the declaration or payment of the Third Quarter Dividend to such stockholders.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in Amendment No. 2 to the Statement is true, complete and correct.

Dated: August 22, 1996

CHEMED CORPORATION,

by /s/ Kevin J. McNamara

Name: Kevin J. McNamara
Title: President