

CHEMED CORP
Form PRRN14A
April 20, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. 2)

Filed by the Registrant ..

Filed by a Party other than the Registrant x

Check the appropriate box:

- x Preliminary Proxy Statement
- .. Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- .. Definitive Proxy Statement
- .. Definitive Additional Materials
- o Soliciting Material Under Rule 14a-12

CHEMED CORPORATION
(Name of Registrant as Specified in Its Charter)

MMI INVESTMENTS, L.P.
MCM CAPITAL MANAGEMENT, LLC
JOHN S. DYSON
CLAY B. LIFFLANDER
SCOTT J. CROMIE
JAMES FOY
PETER A. MICHEL
CARROLL R. WETZEL, JR.

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.

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(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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PRELIMINARY COPY SUBJECT TO COMPLETION
DATED APRIL 20, 2009

MMI INVESTMENTS, L.P.

_____, 2009

Dear Fellow Stockholder:

MMI Investments, L.P., a Delaware limited partnership (“MMI Investments”), MCM Capital Management, LLC, a Delaware limited liability company (“MCM”), John S. Dyson (“Mr. Dyson”), Clay B. Lifflander (“Mr. Lifflander”), Scott J. Cromie (“Mr. Cromie”), James Foy (“Mr. Foy”), Peter A. Michel (“Mr. Michel”) and Carroll R. Wetzel, Jr. (“Mr. Wetzel”) (collectively, the “MMI Group” or “we”) are the beneficial owners of an aggregate of 800,001 shares of common stock of Chemed Corporation (“Chemed” or the “Company”), representing approximately 3.5% of the outstanding shares of common stock of the Company. All members of the MMI Group are participants in this solicitation. For the reasons set forth in the attached Proxy Statement, the MMI Group believes that the Board of Directors of the Company is not acting in the best interests of its stockholders. The MMI Group is therefore seeking your support at the annual meeting of stockholders (the “Annual Meeting”) scheduled to be held on May 29, 2009 at 11:00 a.m. local time at The Queen City Club located at 331 East Fourth Street, Cincinnati, Ohio, for the following:

1. To elect the MMI Group’s slate of five (5) director nominees to the Company’s Board of Directors in opposition to certain of the Company’s incumbent directors;
2. To ratify the selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as independent accountants for the Company and its consolidated subsidiaries for 2009; and
3. To transact any other business that may properly come before the Annual Meeting or any adjournment(s) of such meeting.

We are not seeking control of the Board of Directors. Rather, we are seeking five (5) seats on the Board of Directors to ensure that the interests of the stockholders, the true owners of Chemed, are vigorously represented in the boardroom by truly independent representatives. The Board is currently composed of eleven (11) directors with one existing vacancy. Through the attached Proxy Statement, we are soliciting proxies, pursuant to Rule 14a-4(d)(4) of the Securities Exchange Act of 1934, as amended, to elect not only our five (5) director nominees, but also the candidates who have been nominated by Chemed other than _____, _____, _____, _____ and _____. This gives stockholders the ability to vote for the total number of directors up for election at the Annual Meeting. The names, backgrounds and qualifications of Chemed’s nominees, and other information about them, can be found in the Company’s proxy statement. There is no assurance that any of Chemed’s nominees will serve as directors if our nominees are elected.

The MMI Group urges you to carefully consider the information contained in the attached Proxy Statement and then support its efforts by signing, dating and returning the enclosed GOLD proxy card today.

If you have already voted a proxy card furnished by the Company’s management, you have every right to change your vote by signing, dating and returning a later dated proxy.

If you have any questions or require any assistance with your vote, please contact MacKenzie Partners, Inc., which is assisting us, at its address and toll-free number listed on the following page.

Thank you for your support.

MMI INVESTMENTS, L.P.

By: MCM Capital Management, LLC
General Partner

By: Name: Jerome J. Lande
Title: Executive Vice President

If you have any questions, require assistance in voting your GOLD proxy card,
or need additional copies of the MMI Group's proxy materials, please call
MacKenzie Partners at the phone numbers listed below.

105 Madison Avenue
New York, NY 10016
proxy@mackenziepartners.com

(212) 929-5500 (Call Collect)
or
TOLL-FREE (800) 322-2885

2009 ANNUAL MEETING OF STOCKHOLDERS
OF
CHEMED CORPORATION

PROXY STATEMENT
OF
MMI INVESTMENTS, L.P.

PLEASE SIGN, DATE AND MAIL THE ENCLOSED GOLD PROXY CARD TODAY

MMI Investments, L.P., a Delaware limited partnership ("MMI Investments"), MCM Capital Management, LLC, a Delaware limited liability company ("MCM"), John S. Dyson ("Mr. Dyson"), Clay B. Lifflander ("Mr. Lifflander"), Scott J. Cromie ("Mr. Cromie"), James Foy ("Mr. Foy"), Peter A. Michel ("Mr. Michel") and Carroll R. Wetzel, Jr. ("Mr. Wetzel") (collectively, the "MMI Group" or "we") are significant stockholders of Chemed Corporation, a Delaware corporation ("Chemed" or the "Company"). All members of the MMI Group are participants in this solicitation. The MMI Group believes that the Board of Directors of the Company (the "Board") is not acting in the best interests of its stockholders. The MMI Group is therefore seeking your support at the annual meeting of stockholders scheduled to be held on May 29, 2009, at 11:00 a.m. local time at The Queen City Club located at 331 East Fourth Street, Cincinnati, Ohio, including any adjournments or postponements thereof and any meeting which may be called in lieu thereof (the "Annual Meeting"), for the following:

1. To elect the MMI Group's director nominees, Scott J. Cromie, James Foy, Clay B. Lifflander, Peter A. Michel and Carroll R. Wetzel, Jr. (the "MMI Nominees"), to serve as directors until the 2010 annual meeting of stockholders and until their respective successors shall have been elected and qualified, in opposition to certain of the Company's incumbent directors whose terms expire at the Annual Meeting;
2. To ratify the selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as independent accountants for the Company and its consolidated subsidiaries for 2009; and
3. To transact any other business that may properly come before the Annual Meeting or any adjournment(s) of such meeting.

This Proxy Statement is soliciting proxies to elect not only the five (5) MMI Nominees, but also the candidates who have been nominated by the Company other than _____, _____, _____, _____ and _____. This gives stockholders who wish to vote for the MMI Nominees the ability to vote for the total number of directors up for election at the Annual Meeting.

As of _____, 2009, the approximate date on which this Proxy Statement and the enclosed GOLD proxy card are first being mailed to stockholders, the members of the MMI Group were the beneficial owners of an aggregate of _____ shares of common stock of the Company, par value \$1.00 per share (the "Shares"), which currently represent approximately ___% of the issued and outstanding Shares.

Chemed has set the record date for determining stockholders entitled to notice of and to vote at the Annual Meeting March 31, 2009 (the "Record Date"). The mailing address of the principal executive offices of Chemed is 2600 Chemed Center, 255 East Fifth Street, Cincinnati, Ohio 45202-4726. Stockholders of record at the close of business on the Record Date will be entitled to vote at the Annual Meeting. According to Chemed, as of the Record Date, there were 22,583,072 Shares outstanding and entitled to vote at the Annual Meeting. The participants in this solicitation intend to vote all of their Shares which they are entitled to vote FOR the election of the MMI Nominees and the candidates who have been nominated by the Company other than _____, _____, _____, _____ and _____.

This proxy statement (this "Proxy Statement") and the enclosed GOLD proxy card are first being furnished to stockholders on or about _____, 2009.

THIS SOLICITATION IS BEING MADE BY THE MMI GROUP AND NOT ON BEHALF OF THE BOARD OF DIRECTORS OR MANAGEMENT OF THE COMPANY. THE MMI GROUP IS NOT AWARE OF ANY OTHER MATTERS TO BE BROUGHT BEFORE THE ANNUAL MEETING. SHOULD OTHER MATTERS, WHICH THE MMI GROUP IS NOT AWARE OF A REASONABLE TIME BEFORE THIS SOLICITATION, BE BROUGHT BEFORE THE ANNUAL MEETING, THE PERSONS NAMED AS PROXIES IN THE ENCLOSED GOLD PROXY CARD WILL VOTE ON SUCH MATTERS IN THEIR DISCRETION.

THE MMI GROUP URGES YOU TO SIGN, DATE AND RETURN THE GOLD PROXY CARD IN FAVOR OF THE ELECTION OF THE MMI NOMINEES.

IF YOU HAVE ALREADY SENT A PROXY CARD FURNISHED BY CHEMED MANAGEMENT TO THE COMPANY, YOU MAY REVOKE THAT PROXY AND VOTE FOR THE ELECTION OF THE MMI NOMINEES AND THE CANDIDATES WHO HAVE BEEN NOMINATED BY THE COMPANY OTHER THAN _____, _____, _____, _____ AND _____ BY SIGNING, DATING AND RETURNING THE ENCLOSED GOLD PROXY CARD. THE LATEST DATED PROXY IS THE ONLY ONE THAT COUNTS. ANY PROXY MAY BE REVOKED AT ANY TIME PRIOR TO THE ANNUAL MEETING BY DELIVERING A WRITTEN NOTICE OF REVOCATION OR A LATER DATED PROXY FOR THE ANNUAL MEETING TO THE MMI GROUP, C/O MACKENZIE PARTNERS, INC., WHICH IS ASSISTING IN THIS SOLICITATION, OR TO THE SECRETARY OF CHEMED, OR BY VOTING IN PERSON AT THE ANNUAL MEETING.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting

This Proxy Statement and our GOLD proxy card are available at http://www._____.

IMPORTANT

Your vote is important, no matter how few Shares you own. The MMI Group urges you to sign, date and return the enclosed GOLD proxy card today to vote FOR the election of the MMI Nominees.

- If your Shares are registered in your own name, please sign and date the enclosed GOLD proxy card and return it to the MMI Group, c/o MacKenzie Partners, Inc., in the enclosed envelope today.
- If your Shares are held in a brokerage account or bank, you are considered the beneficial owner of the Shares, and these proxy materials, together with a GOLD voting form, are being forwarded to you by your broker or bank. As a beneficial owner, you must instruct your broker, trustee or other representative how to vote. Your broker cannot vote your Shares on your behalf without your instructions.
- Depending upon your broker or custodian, you may be able to vote either by toll-free telephone or by the Internet. Please refer to the enclosed voting form for instructions on how to vote electronically. You may also vote by signing, dating and returning the enclosed voting form.

Since only your latest dated proxy card will count, we urge you not to return any proxy card you receive from the Company. Even if you return the Company's proxy card marked "withhold" as a protest against the incumbent directors, it will revoke any proxy card you may have previously sent to the MMI Group. Remember, you can vote for our five nominees only on our GOLD proxy card. So please make certain that the latest dated proxy card you return is the GOLD proxy card.

If you have any questions regarding your proxy,
or need assistance in voting your Shares, please call:

105 Madison Avenue
New York, NY 10016
proxy@mackenziepartners.com

(212) 929-5500 (Call Collect)
or
TOLL-FREE (800) 322-2885

REASONS FOR THE SOLICITATION

We have decided to nominate five highly qualified and independent director nominees for election to the Board due to our concerns regarding Chemed's business strategy and the entrenchment at Chemed, including the high concentration of current or former executives on the current Board. We believe the election of the MMI Nominees represents the best means for stockholders to maximize the value of their Shares. The MMI Nominees are truly independent and collectively have vast experience serving on public company boards¹. Additionally, certain of the MMI Nominees have extensive executive-level experience in the healthcare industry (outside of the hospice industry) and in industries that provide services for residential and commercial properties (including experience in the plumbing service industry²), as further discussed in their biographical extracts included in this Proxy Statement. The MMI Nominees are fully committed to pursuing efforts to increase stockholder value. Although the current Board may technically comply with the requirements of the New York Stock Exchange and SEC rules relating to board "independence," we believe the existence of various interrelationships of current directors with Chemed and entities that have had close past ties to Chemed calls into question the true independence of the Board. The Board currently contains three current Chemed employees, five former employees of Chemed or entities that have had close past ties to Chemed and two members whose employers received significant funding from Chemed, or a closely-related entity, within recent years (one of whom was just named Chairman).³ We believe this insularity and interlocking influence has obstructed reasoned debate within the Board on crucial matters such as strategic configuration, particularly relating to a separation of Chemed's Vitas and Roto-Rooter businesses, and executive compensation.

CHEMED REFUSES TO TAKE ACTION EVEN THOUGH IT ACKNOWLEDGES THE CLEAR MERITS OF A TAX-FREE SPIN-OFF: MARKET WEAKNESS IS NO EXCUSE TO PUT OFF LONG-TERM STRATEGY.

CHEMED'S EXECUTIVES HAVE REVERSED POSITIONS ON A TAX-FREE SPIN-OFF SEVERAL TIMES – CAN THEY BE TRUSTED TO EXECUTE IN THE FUTURE?

CHEMED'S BOARD LACKS THE INDEPENDENCE TO HOLD MANAGEMENT ACCOUNTABLE. WE BELIEVE THEIR ALLEGED CONSIDERATION OF A SPIN-OFF MAY BE AN ATTEMPT TO DEFLECT SCRUTINY OF THEIR STRATEGY AND ENTRENCHMENT.

THE MMI INVESTMENTS' NOMINEES BRING INDUSTRY EXPERTISE, GENUINE INDEPENDENCE AND ALIGNMENT WITH CHEMED'S TRUE OWNERS, THE STOCKHOLDERS.

MMI Investments is the owner of 800,000 shares of the Company's common stock, representing approximately 3.5% of the outstanding shares. MMI Investments is a long-only value fund focused on small-cap companies with longstanding, differentiated businesses generating significant, consistent cash flow. As long-term investors we have held Chemed stock for over two years and are prepared to hold our stock well beyond 2009.

¹ Messrs. Cromie and Foy have not previously served on the board of directors of a public company.

² See the biographical extract for Mr. Cromie, specifically his experience with The Service Master Company.

³ See table on page 8.

We invested in Chemed because of the strength and consistency of cash flow in both its businesses – Vitas, the leading for-profit provider of hospice care and Roto-Rooter, the leading provider of plumbing/drain-cleaning services nationally – despite our concerns that these businesses might never reach their full potential value due to their highly unorthodox combination and an entrenched Board. We decided to invest due to our belief that the stock market had significantly undervalued the recession-resistance and growth prospects for both Vitas and Roto-Rooter, and because management had publicly acknowledged the benefits of the separation of these businesses. On a May 11, 2004 earnings conference call (shortly following the Company’s purchase of a controlling interest in Vitas (the “Vitas Purchase”)), CEO Kevin McNamara stated the following: “Long-term, we recognize they will need to be separated. You certainly get maximum value from a pure play.”⁴ We agreed and built a significant position in Chemed common stock.

As noted above and elsewhere in this Proxy Statement, we believe that the interlocking relationships on the current Board have influenced its decisions and inaction on the separation of Chemed’s Vitas and Roto-Rooter businesses, which we believe would unlock significant stockholder value. Our views have been formed in part by Chemed management’s shifting positions and conflicting public statements regarding its conglomerate structure and strategy in the five years since the Vitas Purchase. In that time, Chemed management’s public statements have veered significantly, stating at the outset that “Long-term separation is inevitable”⁴, and as recently as November 2008 that “long-term perspective is that it looks like the two companies will remain joined at the hip.”⁵ Management’s dramatic reversal prompted us to inquire publicly on February 12, 2009, of the Board’s view of a split-up, which we believe could be implemented on a tax-free basis. Rather than a response from the new chairman or an independent director designee, on March 16, 2009, MMI Investments received a public response from a management insider, CEO Kevin McNamara, informing us that even though the Board agrees that “given the proper economic circumstances a separation could create substantial shareholder value”, and that “the Board has already positioned Chemed’s businesses to facilitate such a separation,” the Board nevertheless would maintain the current conglomerate structure indefinitely due to vague concerns about timing and potential value destruction. We believe this pattern demonstrates arbitrary, short-term thinking at best, and at worst an attempt by an entrenched board to maintain its holding company infrastructure. Regardless of the cause, we believe Chemed stockholders deserve better.

The MMI Nominees, Scott J. Cromie, James Foy, Clay B. Lifflander, Peter A. Michel and Carroll R. Wetzel, Jr., bring operational and strategic experience in both residential services and healthcare, a strong track record of public company board service and effective governance, strategic alternatives review and execution expertise, and total uncompromised independence and stockholder alignment. We are not seeking control of the Board. The MMI Nominees, if elected, will comprise a minority of the Board and will be wholly independent, with no vested interest in any single strategic direction, other than taking the steps necessary to enhance stockholder value.

The MMI Nominees will serve you, the stockholders and true owners of Chemed, not executive allegiances and entrenched interests. They will bring expertise and objectivity to Chemed, not derive their livelihood from it.

⁴ “One issue that is on many of your mind is synergy, or lack synergy between our business segments. From an operational basis, these are minimal. Certainly on a high level, they are overall corporate benefits in regards to tax, financial, treasury, Sarbanes-Oxley and related public reported requirements. However, the greatest benefit to the segments is the strength generated from the combined cash flows of the businesses. Long-term, we recognize they will need to be separated. You certainly get maximum value from a pure play. However, the plumbing segment is just beginning to emerge from the recession. Their adjusted EBITDA is well below the historical high. In addition, the current run rate of adjusted EBITDA from the plumbing and drain cleaning segment is more than adequate to meet the current debt support, plus provide remaining free cash flow to fund the hospice expansion strategy. At this point in time, from a cash flow perspective, these business models are complementary. Long-term separation is inevitable.” Bloomberg Transcript of the Company’s First Quarter of Fiscal 2004 Earnings Conference Call, Page 5.

5 “CHE stock has not traded at a discount related to the very disparate parts of the entity. We said from the start that if that was the case we’d be willing to divest or spinoff whatever made the most sense – and we just haven’t seen that discount at least hither fore. There’s some tax very low tax basis associated with Roto-rooter – we bought it for \$20mm – and there’s other limitations on any kind of tax-free spinoff at this point, technical issues with regard to that. So, long term perspective is that it looks like the two companies will remain joined at the hip.” CEO Kevin McNamara’s comments at the Oppenheimer Healthcare Conference, November 3, 2008.

5

IF VITAS AND ROTO-ROOTER WERE SEPARATE COMPANIES TODAY, WOULD ANYONE ENDORSE COMBINING THEM, REGARDLESS OF THE ENVIRONMENT?

On February 12, 2009, MMI Investments sent a letter to the Board requesting their response to our proposal that Chemed split up via a tax-free spin-off, suggesting a split-up could generate significant stockholder value and noting that, contrary to recent statements by management, such a transaction would be relatively simple to execute. On March 16, 2009, Chemed's CEO Kevin McNamara responded, stating, among other things, that:

- "...we are well positioned to separate the businesses if and when the time is right."
- "We agree that given the proper economic circumstances a separation could create substantial shareholder value."
- "...executing a separation in the current market environment, including the current state of the equity and credit markets, would be risky and could impair, rather than create, value for Chemed's current stockholders."

We are pleased that the Board has acknowledged the simplicity of execution and potential value creation of a split-up of Chemed. We note however that the Board's objection on the basis of current markets chooses to ignore several points:

- Spin-offs take time to execute – on average more than eight months from announcement to execution for spin-offs of comparable size since 2006.⁶
- The current market malaise will not last forever – we believe a board should position itself during market weakness to take greatest advantage when markets rebound.
- Waiting for strengthening in markets before beginning a spin-off process likely means missing several quarters of capital markets strength.

With a limited ability to call special meetings, stockholders are given only one chance a year to hold management and the Board accountable. We believe it's wiser to get our homework done while it rains, so when the sun comes out we can take full advantage.

WE BELIEVE THE CHEMED BOARD'S RESPONSE AMOUNTS TO: "TRUST US – WE'LL REVISIT SEPARATION IN EARNEST AT A LATER DATE." LET'S CONSIDER THEIR RECORD:

The following are excerpts from statements made by Chemed management over the past several years regarding a separation of Vitas and Roto-Rooter:

⁶ Based on spin-offs of 100% interests in subsidiaries with greater than \$250 million of value announced since January 1, 2006.

Executive Vice President Tim O'Toole, "Roto-Rooter to Buy Vitas Healthcare, May Spin It Off" – Bloomberg News, December 19, 2003:

- "Tim O'Toole, Roto-Rooter's executive vice president and treasurer, said the company had no interest in selling Vitas, though would 'investigate the opportunity of it becoming a public company, independent from us.'"
 - "We do not see long-term running one business with two divisions – one plumbing and one hospice"

CEO Kevin McNamara, Q104 Earnings Call, May 11, 2004:

- "One issue that is on many of your mind is synergy, or lack synergy between our business segments. From an operational basis, these are minimal."
- "Long-term, we recognize they will need to be separated. You certainly get maximum value from a pure play."
 - "Long-term separation is inevitable."

CEO Kevin McNamara, Oppenheimer Healthcare Conference, November 3, 2008:

- "CHE stock has not traded at a discount related to the very disparate parts of the entity."
- "So, long term perspective is that it looks like the two companies will remain joined at the hip."

CEO Kevin McNamara, J.P. Morgan Healthcare Conference, January 13, 2009:

- "People are quick to say 'well what about a tax-free spinoff?' . . . I wouldn't expect that to happen, it still doesn't create much value."
- "Roto-Rooter probably wouldn't exist as a separate company for very long. Probably just result in a sale, probably soon after that and it would just be a slightly different tax situation, but in any event a substantial tax result would happen, you know, in relative short order."
- "And then just to completely close the issue, let me say with regard to that convertible debenture issue, which I said had worked out and was very propitious for us - good time, good rate. We're not looking at any likely dilution from it and in the mean time it's a rate of 1 7/8 percent so given the fact that any kind of a sale of Roto-Rooter would upset that and make us give the holders the option to close out that deal we're very reluctant to do that as well."

Our frustration with management's reversal and alleged obstacles to a tax-free spin-off led us to write our February 12, 2009 letter, asserting that a tax-free spin-off would enhance value long-term and would be simple to execute. As described above, in Chemed's March 16, 2009 letter, Mr. McNamara's responded:

- "We agree that given the proper economic circumstances a separation could create substantial shareholder value."

7 "People are quick to say 'well what about a tax-free spinoff?'; there's technical reasons why that couldn't have been done for first a five year period and now an extended period just due to some intricacies of original Florida corporation that we bought the vehicle at. But it still doesn't create, I wouldn't expect that to happen, it still doesn't create much value. Roto-Rooter probably wouldn't exist as a separate company for very long. Probably just result in a sale, probably soon after that and it would just be a slightly different tax situation, but in any event a substantial

tax result would happen, you know, in relative short order. And then just to completely close the issue, let me say with regard to that convertible debenture issue, which I said had worked out and was very propitious for us -good time, good rate. We're not looking at any likely dilution from it and in the meantime it's a rate of 1 7/8 percent so given the fact that any kind of a sale of Roto-Rooter would upset that and make us give the holders the option to close out that deal we're very reluctant to do that as well." CEO Kevin McNamara's comments at the J.P. Morgan Healthcare Conference, January 13, 2009.

- “We agree with the statement in your letter that, ‘A spin-off of one of Chemed’s businesses would be relatively simple’”.
- We note that Mr. McNamara’s letter makes no further mention of obstacles to a tax-free spin-off from tax issues or the convertible debentures.

Which is more likely:

That Chemed’s board has studiously concluded that the combination of Roto-Rooter and Vitas continues to make sense,

or...

That they are committed to maintaining their conglomerate infrastructure?

CHEMED CORPORATE GOVERNANCE: TRUE INDEPENDENCE & OBJECTIVITY OR ENTRENCHMENT & TECHNICAL COMPLIANCE WITH INDEPENDENCE STANDARDS?

We believe that the true independence of ten of the eleven current members of the Board is in serious doubt by reason of current employment with Chemed, former employment with Chemed, a series of interrelationships with certain entities that have had close past ties to Chemed, employment by an entity that has received significant monies directly or indirectly from Chemed, family relationships, or in many cases several of these factors. The following chart indicates the existence of these factors for each of the current Chemed directors.

The Current Chemed Board