

Edgar Filing: ELMERS RESTAURANTS INC - Form SC TO-T/A

ELMERS RESTAURANTS INC  
Form SC TO-T/A  
April 22, 2005

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

SCHEDULE TO  
(AMENDMENT NO. 13)

TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

ELMER'S RESTAURANTS, INC.  
(NAME OF SUBJECT COMPANY (ISSUER))

BRUCE N. DAVIS  
LINDA ELLIS-BOLTON  
KAREN K. BROOKS  
RICHARD P. BUCKLEY  
DAVID D. CONNOR  
STEPHANIE M. CONNOR  
THOMAS C. CONNOR  
CORYDON H. JENSEN, JR.  
DEBRA A. WOOLLEY-LEE  
DOUGLAS A. LEE  
DAVID C. MANN  
SHEILA J. SCHWARTZ  
GERALD A. SCOTT  
WILLIAM W. SERVICE  
DENNIS M. WALDRON  
GARY N. WEEKS  
GREG W. WENDT  
RICHARD C. WILLIAMS  
DOLLY W. WOOLLEY  
DONALD W. WOOLLEY AND  
DONNA P. WOOLLEY, TOGETHER  
WITH ERI ACQUISITION CORP., AS OFFEROR  
(NAMES OF FILING PERSONS (IDENTIFYING STATUS AS OFFEROR,  
ISSUER OR OTHER PERSON))

COMMON STOCK, NO PAR VALUE  
(TITLE OF CLASS OF SECURITIES)

289393  
(CUSIP NUMBER OF CLASS OF SECURITIES)

JEFFREY C. WOLFSTONE, ESQ.  
GREGORY L. ANDERSON, ESQ.  
BENJAMIN G. LENHART, ESQ.  
LANE POWELL PC  
601 SW SECOND AVENUE, SUITE 2100  
PORTLAND, OREGON 97204  
(503) 778-2100

(NAME, ADDRESS, AND TELEPHONE NUMBERS OF  
PERSON AUTHORIZED TO RECEIVE NOTICES AND  
COMMUNICATIONS ON BEHALF OF FILING PERSONS)

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Calculation of Filing Fee

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Transaction valuation\* Amount of filing fee\*\*  
\$6,019,091 \$708.45  
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\*Estimated for purposes of calculating the filing fee only. This calculation assumes the purchase of 756,601 shares of common stock of Elmer's Restaurants, Inc. at the tender offer price of \$7.50 per share of common stock. The transaction value also includes the offer price of \$7.50 less \$4.81, which is the average exercise price of outstanding options, multiplied by 128,098, the estimated number of options outstanding not held by the Filing Persons listed above.

\*\*The amount of filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Fee Rate Advisory No. 6 for fiscal year 2005, equals \$117.70 per million of transaction value, or \$708.45.

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$708.45  
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Form or Registration No.: SC TO-T/13E-3  
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Date Filed: December 20, 2004  
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Filing Party: Bruce N. Davis, Linda Ellis-Bolton,  
Karen K. Brooks, Richard P. Buckley, David D. Connor, Stephanie M. Connor,  
Thomas C. Connor, Corydon H. Jensen, Jr., Debra A. Woolley-Lee, Douglas A. Lee,  
David C. Mann, Sheila J. Schwartz, Gerald A. Scott, William W. Service, Dennis  
M. Waldron, Gary N. Weeks, Greg W. Wendt, Richard C. Williams, Dolly W. Woolley,  
Donald W. Woolley, and Donna P. Woolley, together with ERI Acquisition Corp.

[ ] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: [X]

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 CUSIP No. 289393  
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|----|--|--|
| 1  | NAME OF REPORTING PERSON<br>Linda Ellis-Bolton   |  |
|    | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A   |  |
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY   |  |
| 4  | SOURCE OF FUNDS  | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                           |  |
|    | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH              |  |
|    | 7  | SOLE VOTING POWER<br><br>-0- shares                                  |
|    | 8  | SHARED VOTING POWER<br><br>-2,106,369- shares*                       |
|    | 9  | SOLE DISPOSITIVE POWER<br><br>-0- shares                             |
|    | 10   | SHARED DISPOSITIVE POWER<br><br>-2,106,369- shares*                  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES<br>CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11   | 100%   |
| 14 | TYPE OF REPORTING PERSON   | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of ERI Acquisition Corp. ("Purchaser") with and into Elmer's Restaurants, Inc. ("Elmer's"); and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

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CUSIP No. 289393

|    |  |  |
|----|--|--|
| 1  | NAME OF REPORTING PERSON<br>Karen K. Brooks  |  |
|    | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A   |  |
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY   |  |
| 4  | SOURCE OF FUNDS  | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                           |  |
|    | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH              |  |
| 7  | SOLE VOTING POWER  | -0- shares   |
| 8  | SHARED VOTING POWER  | -2,106,369- shares*  |
| 9  | SOLE DISPOSITIVE POWER   | -0- shares   |
| 10 | SHARED DISPOSITIVE POWER   | -2,106,369- shares*  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES<br>CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11   | 100.0%   |
| 14 | TYPE OF REPORTING PERSON   | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

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|    |  |  |
|----|--|--|
| 1  | NAME OF REPORTING PERSON<br>Richard P. Buckley   |  |
|    | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A   |  |
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY   |  |
| 4  | SOURCE OF FUNDS  | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                           |  |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                          |  |
| 7  | SOLE VOTING POWER  | -0- shares   |
| 8  | SHARED VOTING POWER  | -2,106,369- shares*  |
| 9  | SOLE DISPOSITIVE POWER   | -0- shares   |
| 10 | SHARED DISPOSITIVE POWER   | -2,106,369- shares*  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                               | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                        | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11   | 100.0%   |
| 14 | TYPE OF REPORTING PERSON   | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

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|    |  |  |
|----|--|--|
| 1  | NAME OF REPORTING PERSON<br>Thomas C. Connor   |  |
|    | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A   |  |
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY   |  |
| 4  | SOURCE OF FUNDS  | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                           |  |
|    | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH              |  |
| 7  | SOLE VOTING POWER  | -0- shares   |
| 8  | SHARED VOTING POWER  | -2,106,369- shares*  |
| 9  | SOLE DISPOSITIVE POWER   | -0- shares   |
| 10 | SHARED DISPOSITIVE POWER   | -2,106,369- shares*  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES<br>CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11   | 100.0%   |
| 14 | TYPE OF REPORTING PERSON   | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

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|    |  |  |
|----|--|--|
| 1  | NAME OF REPORTING PERSON<br>David D. Connor  |  |
|    | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A   |  |
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY   |  |
| 4  | SOURCE OF FUNDS  | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                           |  |
|    | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH              |  |
|    | 7  | SOLE VOTING POWER<br>-0- shares                                      |
|    | 8  | SHARED VOTING POWER<br>-2,106,369- shares*                           |
|    | 9  | SOLE DISPOSITIVE POWER<br>-0- shares                                 |
|    | 10   | SHARED DISPOSITIVE POWER<br>-2,106,369- shares*                      |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES<br>CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11   | 100.0%   |
| 14 | TYPE OF REPORTING PERSON   | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

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|    |  |  |
|----|--|--|
| 1  | NAME OF REPORTING PERSON<br>Stephanie M. Connor  |  |
|    | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A   |  |
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY   |  |
| 4  | SOURCE OF FUNDS  | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                           |  |
|    | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH              |  |
|    | 7  | SOLE VOTING POWER<br>-0- shares                                      |
|    | 8  | SHARED VOTING POWER<br>-2,106,369- shares*                           |
|    | 9  | SOLE DISPOSITIVE POWER<br>-0- shares                                 |
|    | 10   | SHARED DISPOSITIVE POWER<br>-2,106,369- shares*                      |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES<br>CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11   | 100.0%   |
| 14 | TYPE OF REPORTING PERSON   | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

1 NAME OF REPORTING PERSON

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Bruce N. Davis

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
N/A

|    |   |  |
|----|---|--|
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS   | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                        |  |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                       |  |
| 7  | SOLE VOTING POWER   | -0- shares   |
| 8  | SHARED VOTING POWER   | -2,106,369- shares*  |
| 9  | SOLE DISPOSITIVE POWER  | -0- shares   |
| 10 | SHARED DISPOSITIVE POWER  | -2,106,369- shares*  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  | 100.0%   |
| 14 | TYPE OF REPORTING PERSON  | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

1 NAME OF REPORTING PERSON  
Corydon H. Jensen, Jr.

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
N/A

|    |   |  |
|----|---|--|
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS   | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                        |  |
|    | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH           |  |
| 7  | SOLE VOTING POWER   | -0- shares   |
| 8  | SHARED VOTING POWER   | -2,106,369- shares*  |
| 9  | SOLE DISPOSITIVE POWER  | -0- shares   |
| 10 | SHARED DISPOSITIVE POWER  | -2,106,369- shares*  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  | 100.0%   |
| 14 | TYPE OF REPORTING PERSON  | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

1 NAME OF REPORTING PERSON  
Douglas A. Lee

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I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

N/A

|    |   |  |
|----|---|--|
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS   | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                        |  |
|    | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH           |  |
| 7  | SOLE VOTING POWER   | -0- shares   |
| 8  | SHARED VOTING POWER   | -2,106,369- shares*  |
| 9  | SOLE DISPOSITIVE POWER  | -0- shares   |
| 10 | SHARED DISPOSITIVE POWER  | -2,106,369- shares*  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  | 100.0%   |
| 14 | TYPE OF REPORTING PERSON  | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

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1 NAME OF REPORTING PERSON  
Debra A. Woolley-Lee

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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N/A

|    |   |  |
|----|---|--|
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS   | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                        |  |
|    | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH           |  |
| 7  | SOLE VOTING POWER   | -0- shares   |
| 8  | SHARED VOTING POWER   | -2,106,369- shares*  |
| 9  | SOLE DISPOSITIVE POWER  | -0- shares   |
| 10 | SHARED DISPOSITIVE POWER  | -2,106,369- shares*  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  | 100.0%   |
| 14 | TYPE OF REPORTING PERSON  | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

1 NAME OF REPORTING PERSON  
David Mann

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
N/A

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|    |   |  |
|----|---|--|
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS   | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                        |  |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                       |  |
| 7  | SOLE VOTING POWER   | -0- shares   |
| 8  | SHARED VOTING POWER   | -2,106,369- shares*  |
| 9  | SOLE DISPOSITIVE POWER  | -0- shares   |
| 10 | SHARED DISPOSITIVE POWER  | -2,106,369- shares*  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  | 100.0%   |
| 14 | TYPE OF REPORTING PERSON  | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

1 NAME OF REPORTING PERSON  
Sheila J. Schwartz

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
N/A

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|    |   |  |
|----|---|--|
| 2  | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3  | SEC USE ONLY  |  |
| 4  | SOURCE OF FUNDS   | 00   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                        |  |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                       |  |
| 7  | SOLE VOTING POWER   | -0- shares   |
| 8  | SHARED VOTING POWER   | -2,106,369- shares*  |
| 9  | SOLE DISPOSITIVE POWER  | -0- shares   |
| 10 | SHARED DISPOSITIVE POWER  | -2,106,369- shares*  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 2,106,369*   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                     | <input type="checkbox"/>   |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  | 100.0%   |
| 14 | TYPE OF REPORTING PERSON  | IN   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

|   |  |  |
|---|--|--|
| 1 | NAME OF REPORTING PERSON<br>Gerald A. Scott      |  |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A |  |
| 2 | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP     | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |

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|    |   |                          |
|----|---|--------------------------|
| 3  | SEC USE ONLY  |                          |
| 4  | SOURCE OF FUNDS   | 00                       |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/> |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                        |                          |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                       |                          |
| 7  | SOLE VOTING POWER   | -0- shares               |
| 8  | SHARED VOTING POWER   | -2,106,369- shares*      |
| 9  | SOLE DISPOSITIVE POWER  | -0- shares               |
| 10 | SHARED DISPOSITIVE POWER  | -2,106,369- shares*      |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 2,106,369*               |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                     | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  | 100.0%                   |
| 14 | TYPE OF REPORTING PERSON  | IN                       |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

|   |  |  |
|---|--|--|
| 1 | NAME OF REPORTING PERSON<br>William W. Service   |  |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A |  |
| 2 | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP     | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |

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|       |  |                          |
|-------|--|--------------------------|
| 3     | SEC USE ONLY   |                          |
| ----- |  |                          |
| 4     | SOURCE OF FUNDS  | 00                       |
| ----- |  |                          |
| 5     | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/> |
| ----- |  |                          |
| 6     | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                           |                          |
| ----- |  |                          |
|       | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH              |                          |
| 7     | SOLE VOTING POWER  |                          |
|       |  | -0- shares               |
| ----- |  |                          |
| 8     | SHARED VOTING POWER  |                          |
|       |  | -2,106,369- shares*      |
| ----- |  |                          |
| 9     | SOLE DISPOSITIVE POWER   |                          |
|       |  | -0- shares               |
| ----- |  |                          |
| 10    | SHARED DISPOSITIVE POWER   |                          |
|       |  | -2,106,369- shares*      |
| ----- |  |                          |
| 11    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                            | 2,106,369*               |
| ----- |  |                          |
| 12    | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES<br>CERTAIN SHARES                     | <input type="checkbox"/> |
| ----- |  |                          |
| 13    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11   | 100.0%                   |
| ----- |  |                          |
| 14    | TYPE OF REPORTING PERSON   | IN                       |
| ----- |  |                          |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

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CUSIP No. 289393  
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|       |  |  |
|-------|--|--|
| 1     | NAME OF REPORTING PERSON<br>Dennis M. Waldron    |  |
|       | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A |  |
| ----- |  |  |
| 2     | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP     | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| ----- |  |  |
| 3     | SEC USE ONLY                                     |  |

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|    |   |                          |
|----|---|--------------------------|
| 4  | SOURCE OF FUNDS   | 00                       |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/> |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                        |                          |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                       |                          |
| 7  | SOLE VOTING POWER<br>-0- shares   |                          |
| 8  | SHARED VOTING POWER<br>-2,106,369- shares*  |                          |
| 9  | SOLE DISPOSITIVE POWER<br>-0- shares  |                          |
| 10 | SHARED DISPOSITIVE POWER<br>-2,106,369- shares*   |                          |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 2,106,369*               |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                     | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  | 100.0%                   |
| 14 | TYPE OF REPORTING PERSON  | IN                       |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

|   |  |  |
|---|--|--|
| 1 | NAME OF REPORTING PERSON<br>Gary M. Weeks        |  |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A |  |
| 2 | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP     | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY                                     |  |

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|       |  |   |
|-------|--|---|
| 4     | SOURCE OF FUNDS  | 00  |
| ----- |  |   |
| 5     | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>                        |
| ----- |  |   |
| 6     | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                           |   |
| ----- |  |   |
|       | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH              |   |
|       | 7  | SOLE VOTING POWER<br>-0- shares                 |
| ----- |  |   |
|       | 8  | SHARED VOTING POWER<br>-2,106,369- shares*      |
| ----- |  |   |
|       | 9  | SOLE DISPOSITIVE POWER<br>-0- shares            |
| ----- |  |   |
|       | 10   | SHARED DISPOSITIVE POWER<br>-2,106,369- shares* |
| ----- |  |   |
| 11    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON                            | 2,106,369*                                      |
| ----- |  |   |
| 12    | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES<br>CERTAIN SHARES                     | <input type="checkbox"/>                        |
| ----- |  |   |
| 13    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11   | 100.0%  |
| ----- |  |   |
| 14    | TYPE OF REPORTING PERSON   | IN  |
| ----- |  |   |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

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CUSIP No. 289393  
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|       |  |  |
|-------|--|--|
| 1     | NAME OF REPORTING PERSON<br>Greg W. Wendt        |  |
|       | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A |  |
| ----- |  |  |
| 2     | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP     | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| ----- |  |  |
| 3     | SEC USE ONLY                                     |  |
| ----- |  |  |
| 4     | SOURCE OF FUNDS                                  | 00   |

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|    |   |                          |
|----|---|--------------------------|
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/> |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                        |                          |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                       |                          |
| 7  | SOLE VOTING POWER<br>-0- shares   |                          |
| 8  | SHARED VOTING POWER<br>-2,106,369- shares*  |                          |
| 9  | SOLE DISPOSITIVE POWER<br>-0- shares  |                          |
| 10 | SHARED DISPOSITIVE POWER<br>-2,106,369- shares*   |                          |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 2,106,369*               |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                     | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  | 100.0%                   |
| 14 | TYPE OF REPORTING PERSON  | IN                       |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

|   |  |  |
|---|--|--|
| 1 | NAME OF REPORTING PERSON<br>Richard C. Williams  |  |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A |  |
| 2 | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP     | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY                                     |  |
| 4 | SOURCE OF FUNDS                                  | 00   |

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|    |   |                          |
|----|---|--------------------------|
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/> |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America                        |                          |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                       |                          |
|    | 7 SOLE VOTING POWER   | -0- shares               |
|    | 8 SHARED VOTING POWER   | -2,106,369- shares*      |
|    | 9 SOLE DISPOSITIVE POWER  | -0- shares               |
|    | 10 SHARED DISPOSITIVE POWER   | -2,106,369- shares*      |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                            | 2,106,369*               |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES                     | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  | 100.0%                   |
| 14 | TYPE OF REPORTING PERSON  | IN                       |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

|   |  |  |
|---|--|--|
| 1 | NAME OF REPORTING PERSON<br>Dolly W. Woolley             |  |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A         |  |
| 2 | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP             | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY   |  |
| 4 | SOURCE OF FUNDS  | 00   |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED |  |

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PURSUANT TO ITEMS 2(d) OR 2(e)

|    |   |                          |
|----|---|--------------------------|
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America              |                          |
|    | NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH |                          |
| 7  | SOLE VOTING POWER   |                          |
|    |   | -0- shares               |
| 8  | SHARED VOTING POWER   |                          |
|    |   | -2,106,369- shares*      |
| 9  | SOLE DISPOSITIVE POWER  |                          |
|    |   | -0- shares               |
| 10 | SHARED DISPOSITIVE POWER  |                          |
|    |   | -2,106,369- shares*      |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON               | 2,106,369*               |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES<br>CERTAIN SHARES        | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11                              | 100.0%                   |
| 14 | TYPE OF REPORTING PERSON  | IN                       |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

|   |  |  |
|---|--|--|
| 1 | NAME OF REPORTING PERSON<br>Donald W. Woolley  |  |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A   |  |
| 2 | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY   |  |
| 4 | SOURCE OF FUNDS  | OO   |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |

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|    |   |                          |
|----|---|--------------------------|
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America    |                          |
|    | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH   |                          |
| 7  | SOLE VOTING POWER   | -0- shares               |
| 8  | SHARED VOTING POWER   | -2,106,369- shares*      |
| 9  | SOLE DISPOSITIVE POWER  | -0- shares               |
| 10 | SHARED DISPOSITIVE POWER  | -2,106,369- shares*      |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON        | 2,106,369*               |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11                    | 100.0%                   |
| 14 | TYPE OF REPORTING PERSON  | IN                       |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

|   |   |  |
|---|---|--|
| 1 | NAME OF REPORTING PERSON<br>Donna P. Woolley  |  |
|   | I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>N/A  |  |
| 2 | CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP  | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY  |  |
| 4 | SOURCE OF FUNDS   | 00   |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | <input type="checkbox"/>   |

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|   |  |                          |
|---|--|--------------------------|
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION<br>United States of America       |                          |
|   | 7  | SOLE VOTING POWER        |
| NUMBER OF<br>SHARES BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>WITH |  | -0- shares               |
|   | 8  | SHARED VOTING POWER      |
|   |  | -2,106,369- shares*      |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | -0- shares               |
|   | 10   | SHARED DISPOSITIVE POWER |
|   |  | -2,106,369- shares*      |
| 11  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH<br>REPORTING PERSON        | 2,106,369*               |
| 12  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES<br>CERTAIN SHARES | <input type="checkbox"/> |
| 13  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11                       | 100.0%                   |
| 14  | TYPE OF REPORTING PERSON   | IN                       |

\*Includes 1,842,945 shares owned by the Continuing Shareholders pursuant to the merger of Purchaser with and into Elmer's; and 263,424 options to purchase common stock of Elmer's exercisable within 60 days from April 19, 2005.

This Amendment No. 13 amends and /or supplements the Tender Offer Statement and Rule 13e-3 Transaction Statement filed under cover of Schedule TO on December 20, 2004 by ERI Acquisition Corp., an Oregon corporation ("Purchaser"), and the individuals listed thereon, as amended and/or supplemented by Amendment No. 1 filed on January 11, 2005; as further amended and/or supplemented by Amendment No. 2 filed on January 13, 2005; as further amended and/or supplemented by Amendment No. 3 filed January 18, 2005; as further amended and/or supplemented by Amendment No. 4 filed on January 19, 2005; as further amended and/or supplemented by Amendment No. 5 filed January 19, 2005; as further amended and/or supplemented by Amendment No. 6 filed January 21, 2005; as further amended and/or supplemented by Amendment No. 7 filed February 3, 2005; as further amended and/or supplemented by Amendment No. 8 filed February 8, 2005; as further amended and/or supplemented by Amendment No. 9 filed February 17, 2005; as further amended and/or supplemented by Amendment No. 10 filed February 28, 2005; as further amended and/or supplemented by Amendment No. 11 filed March 4, 2005, and as further amended and/or supplemented by Amendment No. 12 filed March 11, 2005 which reported the results of the tender offer (the original filing together with all amendments and supplements, collectively, the "Schedule TO"). The Schedule TO relates to the offer by Purchaser to purchase all of the outstanding shares of common stock, no par value per share (the "Shares"), of

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Elmer's Restaurants, Inc., an Oregon corporation ("Elmer's"), not currently owned by the Continuing Shareholders (as defined in the Offer to Purchase), at a purchase price of \$7.50 per Share, in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 20, 2004, as amended January 18, 2005 and February 8, 2005 (the "Offer to Purchase") and in the related Letter of Transmittal, as amended. The information and exhibits set forth in the Offer to Purchase and in the related Letter of Transmittal are incorporated herein by reference.

This Amendment also constitutes an amendment to the Schedule 13D filed on August 6, 2004, as amended by Amendment No. 1 filed on August 9, 2004; as amended and restated by Amendment No. 2 filed November 19, 2004; by Amendment No. 4 to the Schedule TO filed January 19, 2005, by Purchaser and the Continuing Shareholders; by Amendment No. 8 to the Schedule TO filed February 8, 2005, by Purchaser and the Continuing Shareholders, and by Amendment No. 12 to the Schedule TO filed March 11, 2005, by Purchaser and the Continuing Shareholders.

-----  
ITEM 4. TERMS OF THE TRANSACTION

The Schedule TO is hereby amended and supplemented by reference to the press release attached hereto as Exhibit (a) (i) (xxvii) hereto.

ITEM 12. EXHIBITS.

(a) (1) (xxvii) Press Release announcing merger issued by Elmer's dated April 21, 2005.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 21, 2005

ERI ACQUISITION CORP.

By: /s/ BRUCE N. DAVIS

-----  
Name: Bruce N. Davis  
Title: President and CEO

/s/ LINDA ELLIS-BOLTON

/s/ GERALD A. SCOTT

-----  
Linda Ellis-Bolton

-----  
Gerald A. Scott

/s/ KAREN K. BROOKS

/s/ SHEILA J. SCHWARTZ

-----  
Karen K. Brooks

-----  
Sheila J. Schwartz

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/s/ RICHARD P. BUCKLEY

-----  
Richard P. Buckley

/s/ DAVID D. CONNOR

-----  
David D. Connor

/s/ STEPHANIE M. CONNOR

-----  
Stephanie M. Connor

/s/ THOMAS C. CONNOR

-----  
Thomas C. Connor

/s/ BRUCE N. DAVIS

-----  
Bruce N. Davis

/s/ CORYDON H. JENSEN, JR.

-----  
Corydon H. Jensen, Jr.

/s/ DEBORAH A. WOOLLEY-LEE

-----  
Debra A. Woolley-Lee

/s/ DOUGLAS A. LEE

-----  
Douglas A. Lee

/s/ DAVID C. MANN

-----  
David C. Mann

/s/ WILLIAM W. SERVICE

-----  
William W. Service

/s/ DENNIS M. WALDRON

-----  
Dennis M. Waldron

/s/ GARY N. WEEKS

-----  
Gary N. Weeks

/s/ GREGORY W. WENDT

-----  
Gregory W. Wendt

/s/ RICHARD C. WILLIAMS

-----  
Richard C. Williams

/s/ DOLLY W. WOOLLEY

-----  
Dolly W. Woolley

/s/ DONALD W. WOOLLEY

-----  
Donald W. Woolley

/s/ DONNA P. WOOLLEY

-----  
Donna P. Woolley

EXHIBIT INDEX

EXHIBIT

DESCRIPTION

(a) (1) (xxvii) Press Release announcing merger issued by Elmer's dated April 21, 2005.