DAVIS BRUCE N Form SC TO-T/A March 11, 2005

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

SCHEDULE TO (AMENDMENT NO. 12)

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)

Calculation of Filing Fee

Transaction valuation*

\$6,019,091

Amount of filing fee**
\$708.45

*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

Form or Registration No.: SC TO-T/13E-3

Date Filed: December 20, 2004

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:

- [X] third-party tender offer subject to Rule 14d-1.
- [] issuer tender offer subject to Rule 13e-4.
- [X] going-private transaction subject to Rule 13e-3.
- [X] 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: $[\]$

CUSIP No. 2	 289393					
1	NAME OF	REPORTING Linda Eli	PERSON lis-Bolto	n		
	I.R.S. I	DENTIFICA: N/A	TION NO.	OF ABOVE PERSON		
2	CHECK AP	PROPRIATE	BOX IF A	MEMBER OF A GROUP (a	a) X	(b) _
3	SEC USE	ONLY				
4	SOURCE O	F FUNDS				00
5		X IF DISCI 2(d) OR 2		LEGAL PROCEEDINGS IS REQUIRE	ED PUR	SUANT
6	CITIZENS		ACE OF OR tates of	GANIZATION America		
NUMBER		7	SOLE VO	TING POWER		
SHARES BENEF OWNED BY	EACH			-0- shares		
REPORTING WITE		8	SHARED	VOTING POWER		
				-1,939,119- shares*		
		9	SOLE DI	SPOSITIVE POWER		
				-0- shares		
		10	SHARED	DISPOSITIVE POWER		
				-1,939,119- shares*		
11	AGGREGAT PERSON	E AMOUNT I	BENEFICIA	LLY OWNED BY EACH REPORTING	1,	939 , 119*
12	CERTAIN			AMOUNT IN ROW 11 EXCLUDES		_
13				ED BY AMOUNT IN ROW 11		92.0%
14	TYPE OF	REPORTING				IN

^{*}Includes 1,075,192 shares contributed to ERI Acquisition Corp. ("Purchaser") by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's Restaurants, Inc. ("Elmer's") exercisable within 60 days from March 11, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

1					
1	NAME OF	REPORTING Karen K.			
	I.R.S. I	DENTIFICA: N/A	ION NO. OF ABOVE PERSON		
2		PROPRIATE	BOX IF A MEMBER OF A GRO	UP (a)	X (b) _
	SEC USE				
4	SOURCE O				00
5		X IF DISC 2(d) OR 2	OSURE OF LEGAL PROCEEDING	_	PURSUANT
6	CITIZENS		CE OF ORGANIZATION ates of America		
NUMBER		7	SOLE VOTING POWER		
SHARES BENEF OWNED BY	EACH		-0- shares		
REPORTING WITH		8	SHARED VOTING POWER		
			-1,939,119- sh	ares*	
		9	SOLE DISPOSITIVE POWER		
			-0- shares		
		10	SHARED DISPOSITIVE POWER	 R	
			-1,939,119- sh	ares*	
11	AGGREGAT PERSON	E AMOUNT I	ENEFICIALLY OWNED BY EAC	H REPORTING	1,939,119
12	CHECK BO		GGREGATE AMOUNT IN ROW 1	1 EXCLUDES	_
13	PERCENT	OF CLASS I	EPRESENTED BY AMOUNT IN	 ROW 11	92.0
14	TYPE OF	REPORTING	PERSON		IN

^{*}Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

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CUSIP No. 2	289393							
1	NAME OF 1	REPORTING Richard B	PERSON Buckley					
	I.R.S. II	DENTIFICAT N/A	CION NO. OF ABO	VE PERSON				
2			BOX IF A MEMBE	R OF A GROUP	(a)	X	(b)	_
3	SEC USE	ONLY						
4	SOURCE O	F FUNDS						00
5			COSURE OF LEGAL	PROCEEDINGS	IS REQUIRED	PURS	UANT	_
6	CITIZENS		ACE OF ORGANIZA tates of Americ	а				
NUMBER SHARES BENEI OWNED BY REPORTING WIT	EACH PERSON	8 9	SHARED VOTING -1,9 SOLE DISPOSIT	OWER shares POWER 39,119- share IVE POWER shares				
			-1,9 	39 , 119- share 	es* 			
11	AGGREGATI PERSON	E AMOUNT E	BENEFICIALLY OW	NED BY EACH F	REPORTING	1 , 9	39 , 1	19*
12	CHECK BOX		AGGREGATE AMOUN	I IN ROW 11 E	XCLUDES		I	_
13	PERCENT (OF CLASS E	REPRESENTED BY	AMOUNT IN ROW	7 11		92	.0%
14	TYPE OF I	REPORTING	PERSON					IN

^{*}Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

1	NAME OF	REPORTING Thomas C.						
	I.R.S. I	DENTIFICAT N/A	ION NO. OF	ABOVE PERSON				
2				MBER OF A GROUP		X	(b)	_
	SEC USE	ONLY						
	SOURCE O							00
5		X IF DISCL 2(d) OR 2		GAL PROCEEDINGS IS		PURS	SUAN	г _
6			CE OF ORGAN	IZATION				
			SOLE VOTING	G POWER				
SHARES BENEF OWNED BY	EACH		-1	0- shares				
REPORTING WITH		8	SHARED VOT	ING POWER				
			-:	1,939,119- shares	+			
	•	9	SOLE DISPO	SITIVE POWER				
			-1	0- shares				
		10	SHARED DIS	POSITIVE POWER				
			-:	1,939,119- shares	k			
11	AGGREGATI PERSON	E AMOUNT B	ENEFICIALLY	OWNED BY EACH REE	PORTING	1,9	39,	119*
12	CHECK BOX		GGREGATE AM	OUNT IN ROW 11 EXC	CLUDES			_
13	PERCENT (OF CLASS R	EPRESENTED	BY AMOUNT IN ROW 1	L1		92	2.0%
14	TYPE OF	REPORTING	PERSON					IN

6 -----CUSIP No. 289393

^{*}Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

1 NAME OF REPORTING PERSON David D. Connor I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ______ CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY SOURCE OF FUNDS CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY -0- shares OWNED BY EACH REPORTING PERSON -----8 SHARED VOTING POWER WITH -1,939,119- shares* _____ 9 SOLE DISPOSITIVE POWER -0- shares _____ 10 SHARED DISPOSITIVE POWER -1,939,119- shares* ______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,939,119* ______ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 TYPE OF REPORTING PERSON

CUSIP No. 289393

1 NAME OF REPORTING PERSON

^{*}Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

Stephanie M. Connor

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

		IV / A						
2				MEMBER OF A GRO	-) X	(b)	1_1
	SEC USE							
4	SOURCE O	F FUNDS						00
5		X IF DISCL 2(d) OR 2		LEGAL PROCEEDIN	GS IS REQUIRE		SUAN'	T _
6	CITIZENS	HIP OR PLA United St		ANIZATION				
		7	SOLE VOT	ING POWER				
SHARES BENE	EACH			-0- shares				
REPORTING WIT		8		OTING POWER				
				-1,939,119- sh	ares*			
		9	SOLE DIS	POSITIVE POWER				
				-0- shares				
		10	SHARED D	ISPOSITIVE POWE	 R			
				-1,939,119- sh	ares*			
11	AGGREGAT: PERSON	E AMOUNT B	ENEFICIAL	LY OWNED BY EAC	H REPORTING	1,	939,	119*
12	CHECK BO		GGREGATE	AMOUNT IN ROW 1	1 EXCLUDES			_
13	PERCENT			D BY AMOUNT IN	 ROW 11		9:	2.0%
		REPORTING						IN

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

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CUSIP No. 289393

1 NAME OF REPORTING PERSON Bruce N. Davis

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON $\ensuremath{\mathrm{N/A}}$

		N/A						
2	CHECK API			MEMBER OF A GROU		X	(b)	1_1
3	SEC USE	ONLY						
4	SOURCE O							00
5		X IF DISCI 2(d) OR 2		LEGAL PROCEEDING	S IS REQUIRED	PUR:	SUAN'	T _
6			CE OF ORGA ates of An	ANIZATION				
		7	SOLE VOT	ING POWER				
SHARES BENE	EACH			-0- shares				
REPORTING WIT		8		OTING POWER				
				-1,939,119- sha	res*			
		9	SOLE DISE	POSITIVE POWER				
				-0- shares				
		10	SHARED DI	SPOSITIVE POWER				
				-1,939,119- sha	res*			
11	AGGREGATI PERSON	E AMOUNT E	BENEFICIALI	LY OWNED BY EACH	REPORTING	1,	939,	119*
12	CHECK BOX		GGREGATE A	AMOUNT IN ROW 11	EXCLUDES			_
13	PERCENT (REPRESENTEI	BY AMOUNT IN R	OW 11		9:	2.0%
		REPORTING	PERSON					IN

^{*}Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

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QUATE N. 200202

CUSIP No. 289393

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

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON $_{\rm N/A}$

		N/A							
2	CHECK AP	PROPRIATE I	BOX IF A M	EMBER OF A	GROUP	(a)	X	(b)	1_1
3	SEC USE	ONLY							
4	SOURCE O	F FUNDS							00
5		X IF DISCLO		EGAL PROCEE		S REQUIRED	PURS	SUAN'	r _
6	CITIZENS	TIZENSHIP OR PLACE OF ORGANIZATION United States of America							
		7	SOLE VOTI	NG POWER					
SHARES BENEF	EACH			-0- shares					
REPORTING WITH		8	SHARED VO	TING POWER					
				-1,939,119-	shares	*			
		9	SOLE DISP	OSITIVE POW	 ER				
				-0- shares					
		10	SHARED DI	SPOSITIVE P	OWER				
				-1,939,119-	shares	*			
11	AGGREGAT PERSON	E AMOUNT BI	ENEFICIALL	Y OWNED BY	EACH RE	PORTING	1,9	939,	 L19*
12	CHECK BO		GGREGATE A	MOUNT IN RO	 W 11 EX	CLUDES			 _
13	PERCENT	OF CLASS RI	EPRESENTED	BY AMOUNT	IN ROW	11		92	2.0%
14	TYPE OF	 REPORTING I	PERSON						IN

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

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CUSIP No. 289393

1 NAME OF DEDOD

1 NAME OF REPORTING PERSON Douglas A. Lee

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

N/A

		N/A							
2	CHECK APE			EMBER OF A GROUP	` '	X	(b)	1_1	
3	SEC USE C								
4	SOURCE OF	FUNDS						00	
5		IF DISCLO		EGAL PROCEEDINGS	IS REQUIRED	PURS	SUAN	г _	
6		TIZENSHIP OR PLACE OF ORGANIZATION United States of America							
		7	SOLE VOTII	NG POWER					
SHARES BENEF	EACH		-	-0- shares					
REPORTING WITH		8	SHARED VO	TING POWER					
			-	-1,939,119- shar	es*				
	-	9	SOLE DISPO	OSITIVE POWER					
			-	-0- shares					
	=	10	SHARED DI	SPOSITIVE POWER					
			-	-1,939,119- shar	es*				
11	AGGREGATE PERSON	AMOUNT BE	ENEFICIALL	Y OWNED BY EACH	REPORTING	1,9	939,	L19*	
12		HECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES ERTAIN SHARES _							
13	PERCENT C	OF CLASS RE	EPRESENTED	BY AMOUNT IN RC	W 11		92	2.0%	
14	TYPE OF F	REPORTING E	PERSON					IN	

^{*}Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

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CUSIP No. 289393

1 NAME OF REPORTING PERSON
Debra A. Woolley-Lee

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON $\ensuremath{\mathrm{N/A}}$

2	CHECK API	PROPRIATE	BOX IF A MEMBER OF	A GROUP	(a)	X	(b)	_
3	SEC USE (ONLY						
4	SOURCE OF	F FUNDS						00
5		CK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT ITEMS 2(d) OR 2(e)						
6	CITIZENS	TIZENSHIP OR PLACE OF ORGANIZATION United States of America						
		7	SOLE VOTING POWER					
SHARES BENER OWNED BY REPORTING	EACH		-0- share	es				
REPORTING WITE		8	SHARED VOTING POWE	 ER				
			-1,939,13	19- shares	*			
	-	9	SOLE DISPOSITIVE H	POWER				
			-0- share	es				
	-	10	SHARED DISPOSITIVE	E POWER				
			-1,939,13	19- shares	*			
11	AGGREGATI PERSON	E AMOUNT B	CNEFICIALLY OWNED H	BY EACH RE	PORTING	1,9	39,1	119*
12	CHECK BOX		GREGATE AMOUNT IN	ROW 11 EX	CLUDES			_
13	PERCENT (OF CLASS R	PRESENTED BY AMOUN	NT IN ROW	 11		92	2.0%
14	TYPE OF I	REPORTING	PERSON					IN

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

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CUSIP No. 289393

1 NAME OF REPORTING PERSON
David Mann

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

N/A ------

2	CHECK API	CK APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) _						
3	SEC USE (ONLY						
4	SOURCE OF	F FUNDS					00	
5		X IF DISCL 2(d) OR 2	OSURE OF LEGAL PROCEEDINGS IS REQUIRE (e)	ED	PURS	UAN	г _	
6	CITIZENS		CE OF ORGANIZATION ates of America					
NUMBER SHARES BENEI			SOLE VOTING POWER					
OWNED BY	EACH		-0- shares					
REPORTING WITH			SHARED VOTING POWER					
			-1,939,119- shares*					
	-	9	SOLE DISPOSITIVE POWER					
			-0- shares					
	-	10	SHARED DISPOSITIVE POWER					
			-1,939,119- shares*					
11	AGGREGATE PERSON	E AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING		1,9	939,	 L19*	
12	CHECK BOX		GGREGATE AMOUNT IN ROW 11 EXCLUDES				_	
13	PERCENT (ERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 92.0%						
14	TYPE OF E	REPORTING	PERSON				IN	

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

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CUSIP No. 289393

1 NAME OF REPORTING PERSON
Sheila J. Schwartz

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

2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) |X| (b) |_|

3	SEC USE	ONLY		
4	SOURCE O	F FUNDS		00
5		X IF DISCL 2(d) OR 2	OSURE OF LEGAL PROCEEDINGS IS REQUIRED	1_1
6	-		CE OF ORGANIZATION ates of America	
NUMBER SHARES BENEE			SOLE VOTING POWER	
OWNED BY REPORTING	EACH		-0- shares	
WITE		8	SHARED VOTING POWER	
			-1,939,119- shares*	
		9	SOLE DISPOSITIVE POWER	
			-0- shares	
		10	SHARED DISPOSITIVE POWER	
			-1,939,119- shares*	
	AGGREGAT PERSON	E AMOUNT E	SENEFICIALLY OWNED BY EACH REPORTING	1,939,119*
12	CHECK BO		GGREGATE AMOUNT IN ROW 11 EXCLUDES	_
13	PERCENT	OF CLASS F	EPRESENTED BY AMOUNT IN ROW 11	92.0%
14	TYPE OF	REPORTING	PERSON	IN

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

CUSIP No	. 289393	
1	NAME OF REPORTING PERSON Gerald A. Scott	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A	
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) X (b) _

3	SEC USE	SEC USE ONLY					
4	SOURCE O		00				
5	СНЕСК ВО	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRE TO ITEMS 2(d) OR 2(e)					
6	CITIZENS						
NUMBER SHARES BENEF	OF		SOLE VOTING POWER				
OWNED BY	EACH		-0- shares				
REPORTING WITH		8	SHARED VOTING POWER				
			-1,939,119- shares*				
		9	SOLE DISPOSITIVE POWER				
			-0- shares				
		10	SHARED DISPOSITIVE POWER				
			-1,939,119- shares*				
11	AGGREGAT PERSON	E AMOUNT E	SENEFICIALLY OWNED BY EACH REPORTING	1,939,119*			
12	CHECK BO		AGGREGATE AMOUNT IN ROW 11 EXCLUDES	_			
13	PERCENT	OF CLASS F	REPRESENTED BY AMOUNT IN ROW 11	92.0%			
14	TYPE OF	REPORTING	PERSON	IN			

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

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CUSIP No. 289393

1 NAME OF REPORTING PERSON
William W. Service

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

2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY

4	SOURCE OF FUNDS						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PUR TO ITEMS 2(d) OR 2(e)						
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America						
		7	SOLE VOTING POWER				
SHARES BENEF	EACH		-0- shares				
REPORTING WITH		8	SHARED VOTING POWER				
			-1,939,119- shares*				
	-	9	SOLE DISPOSITIVE POWER				
			-0- shares				
	-	10	SHARED DISPOSITIVE POWER				
			-1,939,119- shares*				
	AGGREGATI PERSON	E AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	1,939,119*			
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES						
13	PERCENT (OF CLASS F	REPRESENTED BY AMOUNT IN ROW 11	92.0%			
14	TYPE OF I	REPORTING	PERSON	IN			

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

CUSIP No.	289393				
1	NAME OF REPORTING PERSON Dennis M. Waldron				
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A				
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)	X	(b)	_
3	SEC USE ONLY				

4	SOURCE OF FUNDS						
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PUR TO ITEMS 2(d) OR 2(e)						
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America						
NUMBER SHARES BENE			SOLE VOTING POWER				
OWNED BY			-0- shares				
REPORTING PERSON WITH			SHARED VOTING POWER				
			-1,939,119- shares*				
		9	SOLE DISPOSITIVE POWER				
			-0- shares				
		10	SHARED DISPOSITIVE POWER				
			-1,939,119- shares*				
	AGGREGATI PERSON	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	1,939,1	19*		
	CHECK BOX		AGGREGATE AMOUNT IN ROW 11 EXCLUDES	 I ₋	_		
13			REPRESENTED BY AMOUNT IN ROW 11	92	.0%		
	TYPE OF 1	REPORTING			IN		

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

CUSIP No	289393	
1	NAME OF REPORTING PERSON Gary M. Weeks	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A	
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) X (b) _
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) _							
6		ITIZENSHIP OR PLACE OF ORGANIZATION United States of America						
NUMBER	OF	7	SOLE VOTING POWER					
SHARES BENE: OWNED BY REPORTING	EACH		-0- shares					
		8	SHARED VOTING POWER					
			-1,939,119- shares*					
		9	SOLE DISPOSITIVE POWER					
			-0- shares					
		10	SHARED DISPOSITIVE POWER					
			-1,939,119- shares*					
11	AGGREGAT PERSON	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	1,939,119*				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES _							
13			REPRESENTED BY AMOUNT IN ROW 11	92.0%				
	TYPE OF	REPORTING	PERSON	IN				

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

CUSIP No.	289393	
1	NAME OF REPORTING PERSON Greg W. Wendt	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A	
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b)	_
3	SEC USE ONLY	
4	SOURCE OF FUNDS C	00

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) _						
6	CITIZENS	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America					
NUMBER OF SHARES BENEFICIALLY			SOLE VOTING POWER				
OWNED BY REPORTING			-0- shares				
			SHARED VOTING POWER				
			-1,939,119- shares*				
	_	9	SOLE DISPOSITIVE POWER				
			-0- shares				
	-	10	SHARED DISPOSITIVE POWER				
			-1,939,119- shares*				
11	AGGREGATE PERSON	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	1,939,119*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES						
13	PERCENT (OF CLASS	REPRESENTED BY AMOUNT IN ROW 11	92.0%			
14	TYPE OF F		G PERSON	IN			

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

CUSIP No. 2	 289393	
1	NAME OF REPORTING PERSON Richard C. Williams	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A	
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b)	_
3	SEC USE ONLY	
4	SOURCE OF FUNDS	00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUAN	 T

	TO ITEMS	_				
6	CITIZENS	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America				
NUMBER OF SHARES BENEFICIALL OWNED BY EACH			SOLE VOTING POWER -0- shares			
REPORTING WIT	PERSON	 8	SHARED VOTING POWER			
			-1,939,119- shares*			
		9	SOLE DISPOSITIVE POWER			
			-0- shares			
		10	SHARED DISPOSITIVE POWER			
			-1,939,119- shares*			
11	AGGREGAT PERSON	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	1,939,119*		
12	CHECK BO		AGGREGATE AMOUNT IN ROW 11 EXCLUDES	_		
			REPRESENTED BY AMOUNT IN ROW 11	92.0%		
	TYPE OF			IN		

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

CUSIP No	. 289393
1	NAME OF REPORTING PERSON Dolly W. Woolley
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) _
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)

6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America					
NUMBER		7	SOLE VOTING POWER			
OWNED BY REPORTING	EACH		-0- shares			
WIT		8	SHARED VOTING POWER			
			-1,939,119- shares*			
		9	SOLE DISPOSITIVE POWER			
			-0- shares			
		10	SHARED DISPOSITIVE POWER			
			-1,939,119- shares*			
11	AGGREGAT PERSON	E AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	1,939,119*		
12	CHECK BO		AGGREGATE AMOUNT IN ROW 11 EXCLUDES	_		
13	PERCENT	OF CLASS	REPRESENTED BY AMOUNT IN ROW 11	92.0%		
	TYPE OF		G PERSON	IN		

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

CUSIP No.	289393	
1	NAME OF REPORTING PERSON Donald W. Woolley	
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON N/A	
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b)	_
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)	<u>_</u>

CITIZENSHIP OR PLACE OF ORGANIZATION United States of America 7 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH -0- shares REPORTING PERSON -----8 SHARED VOTING POWER -1,939,119- shares* 9 SOLE DISPOSITIVE POWER -0- shares 10 SHARED DISPOSITIVE POWER -1,939,119- shares* AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,939,119* CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 ______

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

TYPE OF REPORTING PERSON

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CUSIP No. 289393

1 NAME OF REPORTING PERSON
Donna P. Woolley

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

2 CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP
(a) |X| (b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) |_|

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

oniced bedeep of interior				
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			SOLE VOTING POWER	
			-0- shares	
WITH		8	SHARED VOTING POWER	
			-1,939,119- shares*	
		9	SOLE DISPOSITIVE POWER	
			-0- shares	
		10	SHARED DISPOSITIVE POWER	
			-1,939,119- shares*	
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,939,119*			
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES _			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 92.0%			
14	TYPE OF REPORTING PERSON IN			

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

CUSIP No.	289393
1	NAME OF REPORTING PERSON ERI Acquisition Corp.
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 11-3740393
2	CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X (b) _
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)
6	CITIZENSHIP OR PLACE OF ORGANIZATION Oregon

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON		7	SOLE VOTING POWER	
			-0- shares	
WITH		8	SHARED VOTING POWER	
			-1,939,119- shares*	
		9	SOLE DISPOSITIVE POWER	
			-0- shares	
	_	10	SHARED DISPOSITIVE POWER	
			-1,939,119- shares*	
11		E AMOUNT B	SENEFICIALLY OWNED BY EACH REPORTING	
	PERSON		1,939,1	 19*
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES _			
13	PERCENT C	OF CLASS R	REPRESENTED BY AMOUNT IN ROW 11 92	
		REPORTING		CO

*Includes 1,075,192 shares contributed to Purchaser by the Continuing Shareholders; 266,667 options to purchase common stock of Elmer's exercisable within 60 days from February 3, 2005; and 599,503 Shares accepted by Purchaser in the cash tender offer.

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This Amendment No. 12 amends and /or supplements the Tender Offer Statement and Rule 13e-3 Transaction Statement filed under cover of Schedule TO filed on December 20, 2004 by ERI Acquisition Corp., a newly formed 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; and as further amended and/or supplemented by Amendment No. 11 filed March 4, 2005 (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 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 is 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; as amended and restated by Amendment No. 4 to the Schedule TO filed January 19, 2005, by Purchaser and the Continuing Shareholders; and as amended and restated by Amendment No. 8 to the Schedule TO filed February 8, 2005, by Purchaser and the Continuing Shareholders.

ITEMS 1-11 AND 13.

The Schedule TO is hereby amended and supplemented by adding the following disclosure, as appropriate, for Items 1-11 and 13 thereof:

> The Offer expired at 5:00p.m. Eastern Standard Time on Thursday, March 10, 2005. Following the expiration of the Offer, we accepted for purchase and payment all Shares validly tendered in the Offer. We were informed of preliminary results by the depositary that 599,503 Shares were validly tendered (and not properly withdrawn) as of the expiration date of the Offer and intends to make prompt payment for such tendered shares. The depositary for the Offer has preliminarily advised Purchaser that approximately 599,503 shares were validly tendered (and not properly withdrawn) in the Offer. These shares, together with 1,075,192 shares held by Purchaser, represent approximately 91% of the outstanding common stock of the Company.

Purchaser will acquire the remaining ownership interest of the Company not owned by Purchaser through a short-form merger pursuant to which the Company's remaining shareholders (other than Purchaser and the Company's shareholders properly exercising dissenters' rights) will be entitled to receive \$7.50 per share in cash, without interest. Purchaser intends to complete the merger as soon as practicable. As a result of the merger, the Company will be wholly owned by the Continuing Shareholders.

ITEM 12. EXHIBITS.

Press Release announcing expiration of the Offer issued by (a)(1)(xxvi) Purchaser dated March 11, 2005.

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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: March 11, 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
/s/ RICHARD P. BUCKLEY	/s/ William W. Service
Richard P. Buckley	William W. Service
/s/ DAVID D. CONNOR	/s/ DENNIS M. WALDRON
David D. Connor	Dennis M. Waldron
/s/ STEPHANIE M. CONNOR	/s/ GARY N. WEEKS
Stephanie M. Connor	Gary N. Weeks
/s/ THOMAS C. CONNOR	/s/ GREGORY W. WENDT
Thomas C. Connor	Gregory W. Wendt
/s/ BRUCE N. DAVIS	/s/ RICHARD C. WILLIAMS
Bruce N. Davis	Richard C. Williams
/s/ CORYDON H. JENSEN, JR.	/s/ DOLLY W. WOOLLEY
Corydon H. Jensen, Jr.	Dolly W. Woolley
/s/ DEBORAH A. WOOLLEY-LEE	/s/ DONALD W. WOOLLEY
Debra A. Woolley-Lee	Donald W. Woolley
/s/ DOUGLAS A. LEE	/s/ DONNA P. WOOLLEY
Douglas A. Lee	Donna P. Woolley
/s/ DAVID C. MANN	
David C. Mann	

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EXHIBIT INDEX

EXHIBIT DESCRIPTION

(a) (1) (xxvi) Press Release announcing expiration of the Offer issued by Purchaser dated March 11, 2005.