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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)

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Calculation of Filing Fee

Transaction valuation*	Amount of filing fee**
\$6,019,091	\$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: []

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CUSIP No. 289393		

1	NAME OF REPORTING PERSON Linda Ellis-Bolton	
	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 United States of America	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*

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	92.0%

14	TYPE OF REPORTING PERSON	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.

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CUSIP No. 289393									
1	NAME OF REPORTING PERSON Karen K. Brooks								
	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 OO								
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 United States of America								
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<table border="1"> <tr> <td>7</td> <td>SOLE VOTING POWER -0- shares</td> </tr> <tr> <td>8</td> <td>SHARED VOTING POWER -1,939,119- shares*</td> </tr> <tr> <td>9</td> <td>SOLE DISPOSITIVE POWER -0- shares</td> </tr> <tr> <td>10</td> <td>SHARED DISPOSITIVE POWER -1,939,119- shares*</td> </tr> </table>	7	SOLE VOTING POWER -0- shares	8	SHARED VOTING POWER -1,939,119- shares*	9	SOLE DISPOSITIVE POWER -0- shares	10	SHARED DISPOSITIVE POWER -1,939,119- shares*
7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,939,119*								
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 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 Richard P. Buckley	
	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 United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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

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1	NAME OF REPORTING PERSON Thomas C. Connor	
	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 United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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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1	NAME OF REPORTING PERSON David D. Connor	
	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 United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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

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Stephanie M. Connor

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 United States of America	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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
Bruce N. Davis

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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	
	United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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
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 United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER	-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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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
Douglas A. 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 United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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
Debra A. Woolley-Lee

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 United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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
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 United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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 Sheila J. Schwartz
	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"/>

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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 United States of America	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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) <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 United States of America	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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	(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 United States of America	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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 Dennis M. Waldron
	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

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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 United States of America	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*

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	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.

17

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) <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 United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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 Greg W. Wendt	
	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

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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 United States of America	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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 Richard C. Williams	
	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	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	

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TO ITEMS 2(d) OR 2(e)		_
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 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 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 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 OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) _	

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6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,939,119*	
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 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 Donald W. Woolley	
	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 OO	
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 United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER -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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,939,119*
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	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 Donna P. Woolley 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 OO
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

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United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
		-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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,939,119*
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		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 ERI Acquisition Corp.		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON 11-3740393		
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 Oregon		

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
		-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	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,939,119*
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		92.0%
14	TYPE OF REPORTING PERSON		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.

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

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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.

- (a) (1) (xxvi) Press Release announcing expiration of the Offer issued by 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

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Title: President and CEO

/s/ LINDA ELLIS-BOLTON

Linda Ellis-Bolton

/s/ KAREN K. BROOKS

Karen K. Brooks

/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/ GERALD A. SCOTT

Gerald A. Scott

/s/ SHEILA J. SCHWARTZ

Sheila J. Schwartz

/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

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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.

