#### 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)

#### Calculation of Filing Fee

Transaction valuation\*

\$6,019,091

Amount of filing fee\*\*
\$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

\_\_\_\_\_\_

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.
- $[{\tt X}]$  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: [X]

CUSIP No	. 289393 								
1	NAME OF	REPORTING Linda El	PERSON lis-Bolton						
	I.R.S. I	DENTIFICA N/A	TION NO. OF ABOVE PERSON						
2	CHECK AP	PROPRIATE	BOX IF A MEMBER OF A GROUP (a)	X  (b)  _	_				
3	SEC USE	ONLY							
4	SOURCE O	F FUNDS		C	00				
5		HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED URSUANT TO ITEMS 2(d) OR 2(e)  _							
6	CITIZENS		ACE OF ORGANIZATION tates of America						
NUMBER		7	SOLE VOTING POWER						
SHARES BENEI OWNED BY	EACH		-0- shares						
REPORTING WITH	PERSON	8	SHARED VOTING POWER						
			-2,106,369- shares*						
		9	SOLE DISPOSITIVE POWER						
			-0- shares						
		10	SHARED DISPOSITIVE POWER						
			-2,106,369- shares*						
11	AGGREGAT REPORTIN		BENEFICIALLY OWNED BY EACH	2,106,36	 59*				
12	CHECK BO		AGGREGATE AMOUNT IN ROW 11 EXCLUDES	l_	_				
13	PERCENT	OF CLASS	REPRESENTED BY AMOUNT IN ROW 11	10	0%				
14	TYPE OF	 REPORTING	PERSON	 I	N				

<sup>\*</sup>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.

CUSIP No	. 289393				
1	NAME OF 1	REPORTING Karen K.			
	I.R.S. II	DENTIFICA: N/A	TION NO. OF ABOVE PERSON		
2	CHECK API	PROPRIATE	BOX IF A MEMBER OF A GROUP (a	)  X	(b)  _
	SEC USE				
4	SOURCE O				00
5			LOSURE OF LEGAL PROCEEDINGS IS REQUIR 2(d) OR 2(e)	ED	_
6	CITIZENS		ACE OF ORGANIZATION tates of America		
NUMBER		7	SOLE VOTING POWER		
OWNED BY REPORTING	EACH		-0- shares		
WITH	PERSON -	8	SHARED VOTING POWER		
			-2,106,369- shares*		
	-	9	SOLE DISPOSITIVE POWER		
			-0- shares		
	-	10	SHARED DISPOSITIVE POWER		
			-2,106,369- shares*		
11	AGGREGATI REPORTING		BENEFICIALLY OWNED BY EACH	2,	106,369*
12	CHECK BOX		AGGREGATE AMOUNT IN ROW 11 EXCLUDES		_
13		OF CLASS I	REPRESENTED BY AMOUNT IN ROW 11		100.0%
			PERSON		IN

<sup>\*</sup>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 NAME OF REPORTING PERSON Richard P. Buckley I.R.S. IDENTIFICATION NO. OF ABOVE PERSON CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X| (b) |\_| SEC USE ONLY SOURCE OF FUNDS CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION United States of America NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY OWNED BY EACH -0- shares REPORTING PERSON -----8 SHARED VOTING POWER WITH -2,106,369- shares\* \_\_\_\_\_ 9 SOLE DISPOSITIVE POWER -0- shares 10 SHARED DISPOSITIVE POWER -2,106,369- shares\* \_\_\_\_\_\_

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

common stock of Elmer's exercisable within 60 days from April 19, 2005.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

CERTAIN SHARES

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<sup>14</sup> 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

1	NAME OF	REPORTING Thomas C	F PERSON C. Connor	
	I.R.S. I	DENTIFICA N/A	TION NO. OF ABOVE PERSON	
2	CHECK AP	PROPRIATE	BOX IF A MEMBER OF A GROUP	(a)  X  (b)  _
3	SEC USE			
4	SOURCE O			00
5			CLOSURE OF LEGAL PROCEEDINGS IS F	REQUIRED
6	CITIZENS		JACE OF ORGANIZATION	
NUMBER		7	SOLE VOTING POWER	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 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	AGGREGAT REPORTIN		BENEFICIALLY OWNED BY EACH	2,106,369
12	CHECK BO		AGGREGATE AMOUNT IN ROW 11 EXCLU	 JDES  _
13	PERCENT	OF CLASS	REPRESENTED BY AMOUNT IN ROW 11	100.0
14	TYPE OF	REPORTING	; PERSON	 NI

common stock of Elmer's exercisable within 60 days from April 19, 2005.

CUSIP No. 289393

NAME OF REPORTING PERSON 1 David D. Connor I.R.S. IDENTIFICATION NO. OF ABOVE PERSON CHECK APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X| (b) |\_| 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 -2,106,369- shares\* \_\_\_\_\_ 9 SOLE DISPOSITIVE POWER -0- shares 10 SHARED DISPOSITIVE POWER -2,106,369- shares\* \_\_\_\_\_ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,106,369\* 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 \*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 Stephanie M. Connor

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

		N/A					
2	CHECK API	PROPRIATE	BOX IF A MEMBER OF A GROUP	(a)  X	(b)  _		
3	SEC USE						
4	SOURCE O				00		
5			LOSURE OF LEGAL PROCEEDINGS IS RI 2(d) OR 2(e)	EQUIRED	_		
6	CITIZENS		ACE OF ORGANIZATION tates of America				
		7	SOLE VOTING POWER				
HARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 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	AGGREGATI REPORTING		BENEFICIALLY OWNED BY EACH	2	,106,369		
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES  CERTAIN SHARES  _					
13	PERCENT (	OF CLASS I	REPRESENTED BY AMOUNT IN ROW 11		100.0		
14	TYPE OF I	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

Bruce N. Davis

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

		14/ 11					
2	CHECK API	PROPRIATE	BOX IF A MEMBI	ER OF A GROUP	(a)	(d)	1_1
3	SEC USE	ONLY					
4	SOURCE O	F FUNDS					00
5			OSURE OF LEGAI 2(d) OR 2(e)	L PROCEEDINGS IS	REQUIRED		_
6	CITIZENS		CE OF ORGANIZA ates of Americ	ATION			
		7	SOLE VOTING H	POWER			
SHARES BENEF	EACH		-0-	shares			
REPORTING PER	PERSON -	8	SHARED VOTING	G POWER			
			-2,2	106,369- shares*			
	-	9	SOLE DISPOSIT	TIVE POWER			
			-0-	shares			
	•	10	SHARED DISPOS	SITIVE POWER			
			-2,2	106,369- shares*			
11	AGGREGATI REPORTING		ENEFICIALLY OV	WNED BY EACH		2,106	,369*
12		HECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES  ERTAIN SHARES  _					
13	PERCENT (	OF CLASS R	EPRESENTED BY	AMOUNT IN ROW 11	 L	1	00.0%
14	TYPE OF I	REPORTING	PERSON				IN

<sup>\*</sup>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

NAME OF REPORTING PERSON Corydon H. Jensen, Jr.

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

		N/A						
2	CHECK API	PROPRIATE 1	BOX IF A MEMBER	R OF A GROUP	(a)  ∑	۲  (k	o)	_
3	SEC USE	ONLY						
4	SOURCE O	F FUNDS						00
5			OSURE OF LEGAL 2(d) OR 2(e)	PROCEEDINGS IS	REQUIRED			_
6	CITIZENS		CE OF ORGANIZAT ates of America					
	OF	7	SOLE VOTING PC	OWER				
SHARES BENEFICIALL OWNED BY EACH			-0- s	shares				
REPORTING WITH		8	SHARED VOTING	POWER				
			-2,10	)6,369- shares*				
	-	9	SOLE DISPOSITI	IVE POWER				
			-0- s	shares				
	-	10	SHARED DISPOSI	ITIVE POWER				
			-2,10	)6,369- shares*				
11	AGGREGATI REPORTING		ENEFICIALLY OWN	NED BY EACH		2,10	)6 <b>,</b> 3	69*
12	CHECK BOX		GGREGATE AMOUNT	IN ROW 11 EXCL	UDES			_
13	PERCENT (	OF CLASS RI	EPRESENTED BY A	AMOUNT IN ROW 11			100	.0%
14	TYPE OF I	REPORTING I	PERSON					IN

<sup>\*</sup>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

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

		N/A									
2	CHECK API	PROPRIATE		A MEMBER				(a)	X	(b)	_
3	SEC USE										
	SOURCE O										00
5	PURSUANT	X IF DISC:	2(d) OF	R 2(e)	PROCEE	DINGS IS	REQU	JIREI	)		_
6		HIP OR PLA United S	ACE OF (	DRGANIZAT	CION						
NUMBER SHARES BENE	OF										
OWNED BY	EACH			-0- s	hares						
REPORTING PERSON WITH		8	SHAREI	O VOTING	POWER						
				-2,10	6 <b>,</b> 369-	- shares*	ŧ				
	-	9	SOLE I	DISPOSITI	VE POW	IER					
				-0- s	hares						
	-	10	SHAREI	DISPOSI	TIVE P	OWER					
				-2,10	6,369-	shares*	ŧ.				
11	AGGREGATI REPORTING	E AMOUNT I	BENEFIC	FALLY OWN	IED BY	EACH			2,	,106	, 369*
12	CHECK BOX	X IF THE A	AGGREGAT	ΓΕ AMOUNT	IN RC		CLUDES				_
13	PERCENT (	OF CLASS	REPRESEI	NTED BY A	MOUNT						00.0%
14		REPORTING									IN

<sup>\*</sup>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
Debra A. Woolley-Lee

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

N/A

		N/A						
2	CHECK API	PROPRIATE	BOX IF A M	EMBER OF A GRO	UP (a	a)  X	(b)	_
3	SEC USE	YLNC						
4	SOURCE O	F FUNDS						00
5		X IF DISCLO		EGAL PROCEEDIN	GS IS REQUI	RED		_
6	CITIZENS	HIP OR PLA United St	CE OF ORGA ates of Am					
	OF	7	SOLE VOTI	NG POWER				
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH				-0- shares				
		8	SHARED VO	TING POWER				
				-2,106,369- sh	ares*			
	-	9	SOLE DISE	OSITIVE POWER				
				-0- shares				
		10	SHARED DI	SPOSITIVE POWE	R			
				-2,106,369- sh	ares*			
11	AGGREGATI REPORTING		ENEFICIALI	Y OWNED BY EAC	Н	2,	,106,	369*
12	CHECK BOX		GGREGATE A	MOUNT IN ROW 1	1 EXCLUDES			_
13	PERCENT (	OF CLASS R	EPRESENTED	BY AMOUNT IN	ROW 11		10	0.0%
14	TYPE OF I	REPORTING	 PERSON					IN

<sup>\*</sup>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.

1 NAME OF REPORTING PERSON David Mann

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

2	CHECK API	PROPRIATE	BOX IF A M	IEMBER OF A GF	ROUP	(a)	X	(b)	1_1
	SEC USE	 ONLY							
4	SOURCE OF	F FUNDS							00
5			SURE OF I	•	NGS IS RE	QUIREI	)		_
6	CITIZENS		ACE OF ORGA ates of Am	ANIZATION					
	OF	7	SOLE VOTI	NG POWER					
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH				-0- shares					
		8	SHARED VO	TING POWER					
				-2,106,369- s	shares*				
	-	9	SOLE DISF	OSITIVE POWER	 R				
				-0- shares					
	-	10	SHARED DI	SPOSITIVE POW	 IER				
				-2,106,369- s	shares*				
11	AGGREGATI REPORTING		BENEFICIALI	Y OWNED BY EA	 лСН		2,	106,	,369*
12		HECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES  ERTAIN SHARES  _							
13	PERCENT (	OF CLASS R	REPRESENTED	BY AMOUNT IN	ROW 11			1(	00.0%
14	TYPE OF I	 REPORTING	PERSON						IN

<sup>\*</sup>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

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			OSURE OF LEGAL PROCEEDINGS IS REÇ 2(d) OR 2(e)	UIREI	)		_		
6	CITIZENS	TIZENSHIP OR PLACE OF ORGANIZATION United States of America							
NUMBER		7	SOLE VOTING POWER						
SHARES BENER	EACH		-0- shares						
REPORTING WITH		8	SHARED VOTING POWER						
			-2,106,369- shares*						
	-	9	SOLE DISPOSITIVE POWER						
			-0- shares						
	-	10	SHARED DISPOSITIVE POWER						
			-2,106,369- shares*						
11	AGGREGATE REPORTING		BENEFICIALLY OWNED BY EACH		2,	106,	,369*		
12	CHECK BOX		AGGREGATE AMOUNT IN ROW 11 EXCLUDE	is			I_I		
13	PERCENT (	OF CLASS F	REPRESENTED BY AMOUNT IN ROW 11			1(	00.0%		
14	TYPE OF F	REPORTING	PERSON				IN		

<sup>\*</sup>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 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	ONLY				
4	SOURCE O	F FUNDS		00		
5			LOSURE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) OR 2(e)	_		
6	CITIZENS		ACE OF ORGANIZATION tates of America			
	OF		SOLE VOTING POWER			
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			-0- shares			
REPORTING WITH		8	SHARED VOTING POWER			
			-2,106,369- shares*			
		9	SOLE DISPOSITIVE POWER			
			-0- shares			
		10	SHARED DISPOSITIVE POWER			
			-2,106,369- shares*			
11		E AMOUNT G PERSON	BENEFICIALLY OWNED BY EACH	2,106,369*		
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES				
13	PERCENT	OF CLASS	REPRESENTED BY AMOUNT IN ROW 11	100.0%		
14	TYPE OF	REPORTING	PERSON	 IN		

<sup>\*</sup>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 William W. Service

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

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

3	SEC USE (	ONLY		
4	SOURCE OF			00
5		K IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) OR 2(e)	_
6	CITIZENSI		CE OF ORGANIZATION ates of America	
NUMBER SHARES BENEI		7	SOLE VOTING POWER	
OWNED BY REPORTING	EACH		-0- shares	
WITH	ILKSON	8	SHARED VOTING POWER	
	-		-2,106,369- shares*	
		9	SOLE DISPOSITIVE POWER	
			-0- shares	
		10	SHARED DISPOSITIVE POWER	
			-2,106,369- shares*	
11	AGGREGATI REPORTING		ENEFICIALLY OWNED BY EACH	2,106,369*
12	CHECK BOX		GGREGATE AMOUNT IN ROW 11 EXCLUDES	_
13	PERCENT (	OF CLASS R	EPRESENTED BY AMOUNT IN ROW 11	100.0%
14	TYPE OF I	REPORTING	PERSON	IN

<sup>\*</sup>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
Dennis M. Waldron

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

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	CITIZENS	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America			
		7	SOLE VOTING POWER		
SHARES BENEI OWNED BY REPORTING	EACH		-0- shares		
WITH		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  _				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 100.0%				
14	TYPE OF REPORTING PERSON IN				

<sup>\*</sup>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
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 OC			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				
		7	SOLE VOTING POWER			
SHARES BENEI OWNED BY	EACH		-0- shares			
REPORTING PE WITH		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  _					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 100.0%					
14	TYPE OF REPORTING PERSON IN					

<sup>\*</sup>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
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

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			
		7	SOLE VOTING POWER	
SHARES BENEI OWNED BY REPORTING	EACH		-0- shares	
WITH		8	SHARED VOTING POWER	
			-2,106,369- shares*	
		9	SOLE DISPOSITIVE POWER	
			-0- shares	
		10	SHARED DISPOSITIVE POWER	
			-2,106,369- shares*	
11				2,106,369*
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES  _			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 100.09			100.0%
14	TYPE OF REPORTING PERSON IN			

<sup>\*</sup>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
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

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 SHARES BENE		7	SOLE VOTING POWER	
OWNED BY	EACH		-0- shares	
WITH		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  _			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 100.0%			
14	TYPE OF REPORTING PERSON IN			

<sup>\*</sup>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
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

		TO ITEMS	2(d) OR 2(e)		_
6	CITIZENS	FIZENSHIP OR PLACE OF ORGANIZATION  United States of America			
NUMBER C		7	SOLE VOTING	POWER	
OWNED BY REPORTING			-0	- shares	
WITH	FERSON	8	SHARED VOTI	NG POWER	
			-2	,106,369- shares*	
	-	9	SOLE DISPOS	ITIVE POWER	
			-0	- shares	
	-	10	SHARED DISP	OSITIVE 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   _				
13	PERCENT (	OF CLASS	REPRESENTED B	Y AMOUNT IN ROW 11	100.0%
14	TYPE OF REPORTING PERSON IN				

<sup>\*</sup>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
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
OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION United States of America			6		
	R OF 7 SOLE VOTING POWER				
	-0- shares		SHARES BENEF OWNED BY REPORTING		
	8 SHARED VOTING POWER	OIN	WITH		
	-2,106,369- shares*				
	9 SOLE DISPOSITIVE POWER	9			
	-0- shares				
	0 SHARED DISPOSITIVE POWER	10			
	-2,106,369- shares*				
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,106,369*					
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES  CERTAIN SHARES  _					
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 100.0%			13		
TN	TYPE OF REPORTING PERSON				

<sup>\*</sup>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
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

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

	Ţ	United States of America		
NUMBER OF		7	SOLE VOTING POWER	
OWNED BY EARPORTING PI	ACH		-0- shares	
WITH		8	SHARED VOTING POWER	
			-2,106,369- shares*	
		9	SOLE DISPOSITIVE POWER	
			-0- shares	
		10	SHARED DISPOSITIVE POWER	
			-2,106,369- shares*	
	GGREGATE EPORTING		BENEFICIALLY OWNED BY EACH	2,106,369*
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES  _			
13 PI	ERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW 11	
14 T	YPE OF RI	EPORTING	PERSON	IN

<sup>\*</sup>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

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.

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#### 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

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Linda Ellis-Bolton Gerald A. Scott

/s/ KAREN K. BROOKS /s/ SHEILA J. SCHWARTZ

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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	

#### EXHIBIT INDEX

EXHIBIT DESCRIPTION

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