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ELMERS RESTAURANTS INC  
Form SC TO-T/A  
March 04, 2005

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

SCHEDULE TO  
(AMENDMENT NO. 11)

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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This Amendment No. 11 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; and as further amended and/or supplemented by Amendment No. 10 filed February 28, 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.

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### ITEM 12. EXHIBITS.

- (a) (1) (xxv)            Loan Agreement between Purchaser and GE Capital Franchise Finance Corporation and related exhibits.

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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 4, 2005

ERI ACQUISITION CORP.

By: /s/ BRUCE N. DAVIS

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Name: Bruce N. Davis  
Title: President and CEO

/s/ LINDA ELLIS-BOLTON

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Linda Ellis-Bolton

/s/ KAREN K. BROOKS

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Karen K. Brooks

/s/ RICHARD P. BUCKLEY

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Richard P. Buckley

/s/ DAVID D. CONNOR

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David D. Connor

/s/ STEPHANIE M. CONNOR

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Stephanie M. Connor

/s/ THOMAS C. CONNOR

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Thomas C. Connor

/s/ BRUCE N. DAVIS

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Bruce N. Davis

/s/ CORYDON H. JENSEN, JR.

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Corydon H. Jensen, Jr.

/s/ DEBORAH A. WOOLLEY-LEE

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Debra A. Woolley-Lee

/s/ DOUGLAS A. LEE

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Douglas A. Lee

/s/ DAVID C. MANN

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David C. Mann

/s/ GERALD A. SCOTT

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Gerald A. Scott

/s/ SHEILA J. SCHWARTZ

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Sheila J. Schwartz

/s/ WILLIAM W. SERVICE

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William W. Service

/s/ DENNIS M. WALDRON

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Dennis M. Waldron

/s/ GARY N. WEEKS

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Gary N. Weeks

/s/ GREGORY W. WENDT

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Gregory W. Wendt

/s/ RICHARD C. WILLIAMS

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Richard C. Williams

/s/ DOLLY W. WOOLLEY

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Dolly W. Woolley

/s/ DONALD W. WOOLLEY

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Donald W. Woolley

/s/ DONNA P. WOOLLEY

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Donna P. Woolley

EXHIBIT INDEX

EXHIBIT	DESCRIPTION
(a) (1) (xxv)	Loan Agreement between Purchaser and GE Capital Franchise Finance Corporation and related exhibits.