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DAVIS BRUCE N
Form SC TO-T/A
February 28, 2005

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

SCHEDULE TO
(AMENDMENT NO. 10)

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. 10 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; and as further amended and/or supplemented by Amendment No. 9 filed February 17, 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.

ITEM 12. EXHIBITS.

- (a) (1) (xxii) Press Release waiving material adverse change condition dated February 28, 2005.
- (a) (1) (xxiii) Shareholder Letter regarding OTR broker instructions dated February 28, 2005.
- (a) (1) (xxiv) Shareholder Letter regarding broker instructions dated February 28, 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: February 28, 2005

ERI ACQUISITION CORP.

By: /s/ BRUCE N. DAVIS

Name: Bruce N. Davis
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

EXHIBIT INDEX

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