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DAVIS BRUCE N  
Form SC TO-C  
August 09, 2004

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

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(D) (L) OR 13(E) (L)  
OF THE SECURITIES EXCHANGE ACT OF 1934

ELMER'S RESTAURANTS, INC.  
(NAME OF SUBJECT COMPANY (ISSUER))

BRUCE N. DAVIS  
LINDA ELLIS-BOLTON  
KAREN BROOKS  
RICHARD P. BUCKLEY  
THOMAS C. CONNOR  
DAVID D. CONNOR  
FRANKLIN HOLDINGS, LLC  
CORYDON H. JENSEN  
DOUGLAS A. LEE  
DAVID MANN  
SHEILA J. SCHWARTZ  
GERALD A. SCOTT  
WILLIAM W. SERVICE  
DENNIS M. WALDRON  
GARY N. WEEKS  
GREG WENDT  
RICHARD C. WILLIAMS  
DANIEL G. WOOLLEY  
DONALD W. WOOLLEY

DONNA P. WOOLLEY, TOGETHER  
ON BEHALF OF ERI ACQUISITION CORP., AN ENTITY TO BE FORMED, 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.  
LANE POWELL SPEARS LUBERSKY LLP  
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* | Amount of filing fee |
| Not Applicable         | Not Applicable       |
| -----                  | -----                |

\*Set forth the amount on which the filing fee is calculated and state how it was

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determined.

[ ] 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: -----
Form or Registration No.: -----
Filing Party: Date Filed: -----

[X] 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.
[ ] 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: [ ]

This Tender Offer Statement on Schedule TO is filed by the Filing Persons above. Pursuant to General Instruction D to Schedule TO, this Schedule TO relates to pre-commencement communications by the Filing Persons above.

This communication is provided for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of Elmer's Restaurants, Inc. Neither the Filing Persons nor their affiliate to be formed have commenced the tender offer that is referred to in this communication. At such time, if ever, as the tender offer is commenced, the Filing Persons or their affiliate will file with the Securities and Exchange Commission a Schedule TO and related exhibits (including an offer to purchase, a letter of transmittal and other related documents). Shareholders of Elmer's Restaurants, Inc. are strongly encouraged to read the Schedule TO and related exhibits when they become available because they will contain important information about the tender offer and merger. The Schedule TO and related exhibits will be available without charge at the Securities and Exchange Commission's website at http://www.sec.gov and will be delivered without charge to all shareholders of Elmer's Restaurants, Inc.

Item 12. Exhibits.

- Exhibit 99.1 Proposal Letter to Elmer's Restaurants, Inc. dated August 5, 2004.
Exhibit 99.2 Text of Press Release issued by Elmer's Restaurants, Inc. on August 6, 2004.

EXHIBIT INDEX
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Table with 2 columns: EXHIBIT NO. and DESCRIPTION. Contains entries for Exhibit 99.1 and Exhibit 99.2.