ELMERS RESTAURANTS INC
Form 10-Q
February 22, 2005

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549
FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JANUARY 3, 2005

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM ________________ TO _________________

COMMISSION FILE NUMBER 0-14837

ELMER'S RESTAURANTS, INC.
(Exact name of registrant as specified in its charter)

OREGON	_______	93-0836824
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)		(I.R.S. EMPLOYER IDENTIFICATION NO.)
11802 S.E. Stark St. Portland, Oregon	97216	(503) 252-1485
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)	(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Securities registered pursuant to Section 12(b) of the Act:
None

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, no par value

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [X]

Indicate by checkmark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes [ ] No [X]

Number of shares of Common Stock outstanding at February 15, 2005: 1,842,945

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PART 1 - Financial Information

Item 1. Financial Statements

ELMER'S RESTAURANTS, INC., AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

		January 3,
		(Unaudit
ASSETS		
Current assets:		
Cash and cash equivalents	$	2
Marketable securities		
Accounts receivable		
Notes receivable - franchisees and related parties, current portion		
Inventories		
Prepaid expenses and other		
Income taxes receivable		
Total current assets		4
Notes receivable - franchisees and related parties, net of current portion		
Property, buildings and equipment, net		8
Goodwill		4
Intangible assets		
Market value of interest rate swap agreement		
Other assets		
Total assets	$	19
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Notes payable, current portion	$	
Accounts payable		1
Accrued expenses		
Accrued payroll and related taxes		
Accrued income tax		
Total current liabilities		2
Notes payable, net of current portion		4
Deferred income taxes		1
Deferred lease obligation		
Obligation under interest rate swap		
Total liabilities		8
Commitments and contingencies		
Shareholders' equity		
Common stock, no par value; 10,000,000 shares authorized, 1,840,900		

shares issued and outstanding.		6
Retained earnings		4
Accumulated other comprehensive gain (loss), net of taxes		
Total shareholders' equity		10
Total liabilities and shareholders' equity	$	19

The accompanying notes are an integral part of the condensed consolidated financial statements.

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ELMER'S RESTAURANTS, INC., AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	For the forty weeks ended		
	January 3, 2005	January 5, 2004	J
	(Unaudited)	(Unaudited)	(
REVENUES	$ 25,499,856	$ 25,600,462	
COSTS AND EXPENSES:			
Cost of restaurant sales:			
Food and beverage	7,488,581	7,689,431	
Labor and related costs	8,596,177	8,494,869	
Restaurant operating costs	3,622,354	3,515,805	
Occupancy costs	1,582,137	1,581,561	
Depreciation and amortization	710,224	632,967	
Restaurant opening costs	-	127,776	
General and administrative expenses	2,003,878	1,868,970	
Net (gain) loss on disposition of property	(128,278)	4,071	
Net loss on impairment of equipment	140,000	-	
	24,015,073	23,915,450	
INCOME FROM OPERATIONS	1,484,783	1,685,012	
OTHER INCOME (EXPENSE):			
Interest income	55,895	65,524	
Interest expense	(307,042)	(294,090)	
Loss on debt extinguishment	-	(32,500)	
Gain (loss) on sale of marketable securities	10,673	57,838	
Income before provision for income taxes	1,244,309	1,481,784	
Income tax provision	(398,000)	(499,000)	

NET INCOME	$ 846,309	$ 982,784	
PER SHARE DATA:			
Net income per share - Basic	$ 0.46	$ 0.48	
Weighted average number of common shares outstanding - Basic	1,825,276	2,036,441	
Net income per share - Diluted	$ 0.44	$ 0.46	
Weighted average number of common shares outstanding - Diluted	1,927,132	2,134,112	

The accompanying notes are an integral part of the condensed consolidated financial statements.

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ELMER'S RESTAURANTS, INC., AND SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

	Common Stock			
	Shares	Amount	Retained earnings	Accumul comprehens
BALANCE, March 29, 2004	1,816,335	$6,216,136	$3,391,413	
Stock option exercise	24,565	124,414		
Tax benefit from disqualified stock option exercise		19,000		
Comprehensive income:				
Net Income	-	-	846,309	
Change in net unrealized gain (loss) on available for sale securities, net of taxes				
Change in fair market value of interest rate swap agreement, net of taxes				
Total comprehensive income			846,309	
BALANCE, January 3, 2005	1,840,900	$6,359,550	$4,237,722	

(unaudited)

The accompanying notes are an integral part of the condensed consolidated financial statements.

ELMER'S RESTAURANTS, INC., AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For t
	January 3 2005
	(unaudited
Cash flows from operating activities:	
Net income	$ 84
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation and amortization	71
(Gain) loss on disposition of equipment	(12
Loss of impairment of equipment	14
Gain on sale of marketable securities	(1
Loss on debt extinguishment	
Changes in assets and liabilities:	
Current assets	(10
Other assets	(5
Accounts payable	(23
Accrued expenses	(7
Accrued payroll and related taxes	(22
Income taxes	24
Net cash provided by operating activities	1,10
Cash flows from investing activities:	
Additions to property, buildings and equipment	(63
Purchases of available-for-sale securities	(35

Proceeds from sale of available-for-sale securities	44
Principal collected on note receivables	3
Proceeds from sale of assets	42
Construction in progress	
Net cash provided by (used in) investing activities	(9
Cash flows from financing activities:	
Issuance of notes payable	6
Repurchase of convertible notes	
Net change in principal debt service accounts	
Payments on notes payable	(31
Repurchase of common stock	
Sale of common stock under stock option plan	12
Net cash (used in) provided by financing activities	(12
Net change in cash and cash equivalents	89
Cash and cash equivalents, beginning of period	1,60
Cash and cash equivalents, end of period	$ 2,49
Supplemental disclosures of cash flow information:	
Cash paid during the period for:	
Interest	$ 22
Income taxes	$ 11
Supplemental disclosures of non-cash transactions:	
Deferred lease obligation recognized on lease renewal	$ 14
Change in unrealized (gain) loss on available-for-sale securities, net of taxes	$ (1
Change in fair market value of interest rate swap agreement, net of taxes	$ 1
Tax benefit from disqualified stock option exercise	1
Note receivable issued for franchise fee receivable	$

The accompanying notes are an integral part of the condensed consolidated financial statements.

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ELMER'S RESTAURANTS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed financial statements have been prepared in accordance with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. These interim financial statements do not include all the information and footnotes necessary for a fair presentation of financial position and results of operations and cash flows in conformity with generally accepted accounting principles in the United States of America. These condensed financial statements should be read in conjunction with the financial statements and related notes contained in the Company's Annual Report on Form 10-K for the year ended March 29, 2004. Operating results reflected in the interim consolidated financial statements are not necessarily indicative of the results that may be expected for the year ending March 28, 2005.

In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly the financial position of the Company and its subsidiaries, and their results of operations and cash flows.

The Company had comprehensive income of $847,452 for the forty weeks ended January 3, 2005. This was composed of net income of $846,309 and an increase in the market value of an interest rate swap agreement of $19,699 (net of taxes), offset by a decline in the market value of available-for-sale securities of $18,556 (net of taxes).

INTEREST RATE SWAP AGREEMENT - In June 2003, in conjunction with the modification of the Wells Fargo Bank real estate debt agreement discussed below, the Company entered into an interest rate swap agreement with Wells Fargo Bank to reduce the impact of changes in interest rates on its floating rate mortgage. The debt modification and related swap agreement effectively changes the Company's interest rate exposure on the Wells Fargo Bank real estate debt to a fixed percentage rate of 6.17%. The notional amount of the swap agreement as of January 3, 2005 was $1.0 million. The interest rate swap agreement matures May 24, 2010.

Under the terms of the swap agreement, the Company has committed to paying or receiving interest on the spread between 30-day LIBOR and a fixed rate of 3.92%. If 30-day LIBOR exceeds 3.92%, the Company receives interest income from the bank equal to the spread. If 30-day LIBOR is less than 3.92%, the Company makes interest payments to the bank equal to the spread. The 30-day LIBOR rate is fixed on a monthly basis by the bank.

The swap is inversely correlated to the related hedged long-term debt and is therefore considered an effective cash flow hedge of the underlying long-term debt. The level of effectiveness of the hedge is measured by changes in the fair value of the hedged long-term debt resulting from fluctuations in interest rates. As a matter of policy, the Company does not enter into derivative transactions for trading or speculative purposes.

The interest rate swap agreement qualifies as a cash flow hedge under Statement of Financial Accounting Standards (SFAS) No. 133, Accounting for Derivative Instruments and Hedging Activities. SFAS No. 133 requires that the fair value of derivative instruments be recorded and changes in the fair value of the derivative instruments be recognized in other comprehensive income. As of January 3, 2005 the market value of the swap agreement was $164 and results in the recognition of $19,699 (net of tax effect) in other comprehensive gain during the 40 weeks then ended.

STOCK OPTIONS - SFAS No. 123, Accounting for Stock-Based Compensation, defines a fair value-based method of accounting for employee stock options and similar equity instruments, and encourages all companies to adopt that method of accounting for all of their employee stock compensation plans. It encourages, but does not require, companies to record compensation costs for stock-based employee compensation plans at fair value. The Company has chosen to account for stock-based compensation using the intrinsic value method prescribed in

Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations.

Under SFAS No. 123 no compensation cost has been recognized for the plan. Had compensation cost for the stock-based compensation plan been determined, based on the fair value of options at the date of grant consistent with the provisions of SFAS No. 123, the Company's pro forma net income and pro forma earnings per share would have been as follows:

	January 3, 2005		January 5
	12 weeks	40 weeks	12 weeks
Net income - as reported (unaudited)	$313,356	$846,309	$289,151
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects	(7,242)	(24,138)	(18,326)
Net income - pro forma	$306,114	$822,171	$270,825
Basic earnings per share - as reported	$0.17	$0.46	$0.14
Diluted earnings per share - as reported	$0.16	$0.44	$0.14
Basic earnings per share - pro forma	$0.17	$0.46	$0.13
Diluted earnings per share - pro forma	$0.16	$0.43	$0.13

As of January 3, 2005 the Company had outstanding option grants for 413,537 shares, of which 307,419 options were vested. As of January 5, 2004 the Company had outstanding option grants for 460,624, shares of which 280,502 options were vested.

GUARANTEES - In connection with the sale of three Elmer's restaurants to Southern Oregon Elmer's LLC (the "Buyer") in May 2002, the Company agreed to guarantee Grants Pass and Medford real estate leases until April 2007 and a Roseburg real estate lease which could extend until 2018 if all options are exercised by the Buyer. The Company is also a guarantor on a franchisee lease in Nampa, Idaho until 2007. The Company is a guarantor of the lease on the Company's recently refranchised Palm Springs location until April 2007 and on a rolling twelve-month basis thereafter until 2020. In all cases, the franchisees have indemnified the Company against all losses incurred as guarantor. In addition, the franchisees' principals and their spouses have personally guaranteed the franchisee's indemnification obligation.

In the event of default by the franchisee of the guaranteed lease, the Company could be required to pay all rent and other payments due under the terms of the leases. As of January 3, 2005, the maximum potential liability under these guarantees is $1,009,223. In the event of default, the Company expects it would exercise its right to reoccupy and continue to operate the restaurants.

RECENT TRANSACTIONS AND EVENTS

Receipt of Going Private Offer

August 6, 2004, the Company announced that it had received a non-binding proposal for a going private transaction from a purchaser group led by Bruce N. Davis, the Company's Chairman of the Board, Chief Executive Officer and President, and consisting of the Company's Board of Directors and 12 additional shareholders. A copy of the proposal was attached to the Press Release dated August 6, 2004 and available in the 8-K filed with the SEC on August 6, 2004. The 8-K is also available on the Company's website www.elmers-restaurants.com.

The acquisition group filed a Schedule TO with the SEC on December 20, 2004. The tender offer is an offer to purchase all outstanding shares not owned by the acquisition group at a cash price of $7.50 per share. February 17, 2005 the acquisition group extended the tender offer until March 10, 2005. The group reported that

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sufficient shares had been tendered as of February 2, 2005 to control 89% of the outstanding shares of the Company's stock. The acquisition group has announced their intent, if successful in the tender offer, to take the Company private and to de-register the Company as a reporting company under the Securities Exchange Act of 1934. Copies of all SEC filings related to the tender offer are available, free of charge, at the SEC's website www.sec.gov, or at the Company's website, www.elmers-restaurants.com.

Sale of Palm Springs Restaurant

March 30, 2004, the Company refranchised the Company's Elmer's Restaurant in Palm Springs, California. The buyer executed a 25-year franchise agreement and assumed the Company's operating lease obligations. The Company remains a guarantor of the lease until April 2007 and on a rolling twelve-month basis thereafter until 2020. The sales price of $415,000 was received in cash and resulted in a pretax gain of approximately $129,000. Assets sold included prepaids and inventory of approximately $16,000, transaction expenses of $28,000 and equipment of approximately $242,000.

Franchise Opening

Elmer's newest franchised restaurant opened on January 24, 2005. This 5,900 square foot restaurant in Walla Walla, Washington was constructed next to a new Holiday Inn Express also owned by the franchise group.

On January 24, 2005 the Company signed a 25-year franchise agreement with the new owner of the franchised Elmer's located in Vancouver, Washington (Andresen location).

On September 7, 2004 a franchised restaurant opened in Eugene, Oregon. The 6,000 square foot restaurant in Eugene, Oregon occupies a converted Izzy's restaurant site.

On June 28, 2004 the company signed a 25-year franchise agreement with the new owner of the franchised Elmer's located in Pocatello, ID.

On March 15, 2004 a 4,500 square foot franchise restaurant in Corvallis, Oregon opened. It occupies a converted Lyon's restaurant site.

On July 21, 2003 a 5,000 square foot franchise restaurant in Coeur d'Alene, Idaho opened. It occupies a converted Village Inn site.

Lottery Commission

March 31, 2004, the Oregon Lottery Commission approved a new six-year retailer contract effective June 27, 2004. The impact of this contract is discussed further under Revenues on page 13.

RECENTLY ISSUED ACCOUNTING STANDARDS

Statement of Financial Accounting Standards No. 123 (revised 2004) - In December 2004, the FASB revised SFAS No. 123, "Accounting for Stock Based Compensation." This statement supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees," and its related implementation guidance. The Statement requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. The cost will be recognized over the period during which an employee is required to provide service in exchange for the award - the requisite service period (usually the vesting period).

This Statement is effective for public entities as of the beginning of the first interim reporting period that begins after June 15, 2005. Management estimates that the effect of adopting this Statement will result in the recognition of approximately $16,600 of additional compensation expense, net of taxes, during fiscal year 2006.

On September 30, 2004, FASB issued a proposed Board-directed Staff Position, FSP EITF Issue 03-1-a, "Implementation Guidance for the Application of Paragraph 16," of EITF issue No. 03-1, "The Meaning of

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Other-Than-Temporary Impairment and Its Application to Certain Investments." The proposed FSP will provide implementation guidance with respect to debt securities that are impaired solely due to interest rates and/or sector spreads and analyzed for other-than-temporary impairment under paragraph 16 of EITF Issue 03-1. The Board has delayed the effective date to provide further implementation guidance. This delay does not suspend the requirement to recognize other-than-temporary impairments as required by existing authoritative literature. The delay of the effective date for paragraphs 10 through 20 of EITF Issue 03-1 will be superseded concurrent with the final issuance of FSB EITF Issue 03-1-a. Management does not anticipate adoption of EITF Issue 03-1-a will have a significant impact upon the Company's consolidated financial statements.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Elmer's Restaurants, Inc. (the "Company" or "Elmer's") (NASDAQ Small Cap Market symbol: ELMS), located in Portland, Oregon, is a franchisor and operator of full-service, family oriented restaurants under the names "Elmer's Breakfast o Lunch o Dinner" and "Mitzel's American Kitchen" and an operator of delicatessen restaurants under the names "Ashley's", "Cooper's" and "Richard's Deli and Pub." The Company is an Oregon corporation and was incorporated in 1983. Walter Elmer opened the first Elmer's restaurant in Portland, Oregon in 1960, and the first franchised restaurant opened in 1966. The Company acquired the Elmer's franchising operation in January 1984 from the Elmer family.

The Company franchises or operates a total of 34 full-service, family-oriented restaurants, with a warm, friendly atmosphere and comfortable furnishings. Most of the restaurants are decorated in a home style, with fireplaces in the dining rooms. The restaurants are primarily freestanding buildings, ranging in size from 4,600 to approximately 9,000 square feet with seating capacities ranging from 120 to 220. A portion of the dining room in most restaurants may also be used for private group meetings by closing it off from the public dining areas. The menu offers an extensive selection of items for breakfast, lunch and dinner.

CRITICAL ACCOUNTING POLICIES

The Company's reported results are affected by the application of certain accounting policies that require subjective or complex judgments. These judgments involve estimates that are inherently uncertain and may have a significant impact on our quarterly or annual results of operations and financial condition. Changes in these estimates and judgments could have significant effects on the Company's results of operations and financial condition in future years. We believe the Company's most critical accounting policies cover accounting for long-lived assets - specifically the acquisition and depreciation of property, buildings and equipment, and the valuation of intangible assets. Additional critical accounting policies govern revenue recognition and accounting for stock options.

Property, Buildings and Equipment

When the Company purchases property, buildings and equipment, the assets are recorded at cost. However, when the Company acquires an operating restaurant or business, the Company must allocate the purchase price between the fair market value of the tangible assets acquired and any excess to goodwill. The fair market value of restaurant equipment fixtures and furnishings in an operating restaurant is difficult to separate from the going concern value of the restaurant. Most of the value of the equipment is due to the fact that it is in the restaurant and working. The Company values in-place equipment with reference to replacement cost, age and condition, and utility in its intended use.

Intangible Assets

The Company reviews the valuation of its goodwill and intangible assets annually based on its third quarter financial statements and assesses for events occurring in the interim indicating possible impairment. If the fair values of the intangibles were less than their recorded values, an impairment loss would be recognized. The fair values of the reporting units are estimated using multiples of earnings before interest, taxes, depreciation and amortization. The Company has 7 reporting units. The reporting units are made up of the franchise business,

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operating restaurants or groups of operating restaurants. The determination of a reporting unit is made at the time of acquisition. The market for these intangibles is limited and the realizable value will differ from the fair values estimated by using a multiple of earnings.

Depreciation

Property, buildings and equipment are depreciated using the straight-line method over their estimated useful lives. The useful lives of the individual assets are estimated by the Company's management based upon their experience in the restaurant industry. Generally buildings are depreciated over 35 years and equipment is depreciated over a range of 3 to 10 years. Leasehold improvements are amortized on a straight-line method over their estimated useful lives or the term of the related lease, whichever is shorter. Periodically the Company reviews the net book value of its depreciable assets to determine if there is any possible impairment of value. The Company recognized a $140,000 impairment loss on the write down of property and equipment with a carrying value of approximately $155,000 to a fair value of $15,000 during the twelve weeks ended July 19, 2004. Differences between the realized lives and the estimated lives could result in changes to the Company's results from operations in future years

as well as changes in the rate of recurring capital expenditures.

The Company recently undertook a comprehensive review of its accounting practices for leases and amortization of leasehold improvements, in light of a public letter published February 7, 2005 by Donald T. Nicolaisen, Chief Accountant for the Securities and Exchange Commission. The Company has determined that any resulting variances would not have a material affect on the Company's financial statements.

Revenue Recognition

The Company's revenue is primarily from cash and credit card transactions. As such, restaurant revenue is generally recognized upon receipt of cash or credit cards receipts. Franchise fees based upon a percent of the franchisees gross sales are recognized as the franchisees' sales occur. Revenue from the lottery, which includes traditional ticket based games and video poker games, is recorded on a commission basis, net of state regulated payouts. Expenses are recorded using accrual accounting based upon when goods and services are used.

Stock Options

The Company accounts for its stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Based on this methodology the Company has not recorded any compensation costs related to its stock options since all options have been issued at an exercise price equal to or greater than the market value of the Company's stock at the time of issuance.

In Note 1 Basis of Presentation, we provide pro forma disclosures of net income and earnings per share as if the method prescribed by SFAS No. 123, Accounting for Stock-Based Compensation, had been applied in measuring compensation expense. A change to recognize compensation expense for all options granted using a fair value approach in regularly reported financial results would have a significant impact on our results of operations.

HIGHLIGHTS OF HISTORICAL RESULTS. The Company reported net income of $313,356 and $846,309, or $.17 and $.46 in basic earnings per share, for the 12 and 40-week periods ended January 3, 2005. These results are compared to reported net income of $289,151 and $982,784, or $.14 and $.48 per share for the 12 and 40-week periods ended January 5, 2004. The Company's total assets as of January 3, 2005 were $19.3 million, which is an increase of approximately $.3 million over total assets as of March 29, 2004. In the 40 weeks ended January 3, 2005, working capital increased approximately $1,111,000 while notes payable (net of current portion) decreased $279,000. Cash provided by operating activities totaled ($1,106,458) for the 40 weeks ended January 3, 2005 compared to $2,436,301 for the 40 weeks ended January 5, 2004. The decrease in cash provided from operations is primarily attributable to the timing of payroll tax and worker's compensation insurance premiums as well as pay down of negative working capital attributable to the sale of the Palm Springs restaurant.

COMPARISON OF RESULTS OF OPERATIONS. The following discussion and analysis presents the Company's results of operations for the 12 and 40-week periods ended January 3, 2005 and January 5, 2004.

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For the 12 and 40-week periods ended January 3, 2005, the Company's net income increased 8.4% and decreased 13.9% from the comparable periods ended January 5, 2004. Net income as a percentage of total revenue decreased from 3.8% for the 40-week period ended January 5, 2004, to 3.3% for the 40 weeks ended January 3, 2005, primarily due to changes in the lottery contract with the State of Oregon. Net income as a percentage of total revenue increased from 3.8% for the 12-week period ended January 5, 2004, to 4.0% for the 12 weeks ended January 3, 2005.

Dollar amounts in thousands except per share data	RESULTS OF OPERATIONS FOR THE 40 WEEKS ENDED JANUARY 3, 2005		RESULTS OF OPER FOR THE 40 WEEK JANUARY 5, 2
	Amount	Percent of Revenues	Amount
Revenues	$25,500	100.0 %	$25,600
Restaurant costs and expenses	21,999	86.3 %	22,042
General and administrative expenses	2,004	7.9 %	1,869
Loss (Gain) on sale of land, buildings and equipment and loss on impairment	12	.1 %	4
Income from operations	1,485	5.8 %	1,685
Non operating income (expense)	(240)	(.9)%	(203)
Net income	846	3.3 %	983
Basic earnings per share	$0.46		$0.48

Dollar amounts in thousands except per share data	RESULTS OF OPERATIONS FOR THE 12 WEEKS ENDED JANUARY 3, 2005		RESULTS OF OPER FOR THE 12 WEEK JANUARY 5, 2
	Amount	Percent of Revenues	Amount
Revenues	$7,862	100.0 %	$7,705
Restaurant costs and expenses	6,764	86.0 %	6,701
General and administrative expenses	577	7.4 %	517
Loss (Gain) on sale of land, buildings and equipment and loss on impairment	1	-- %	--
Income from operations	520	6.6 %	487
Non operating income (expense)	(60)	(.8)%	(51)
Net income	313	4.0 %	289
Basic earnings per share	$0.17		$0.14

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Dollar amounts in thousands	REVENUES FOR THE 40 WEEKS ENDED JANUARY 3, 2005	REVENUES FOR THE 40 WEEKS ENDED JANUARY 5, 2004
	Percent of	Percent of

	Amount	Revenues	Amount	Revenues
Restaurant operations:				
Restaurant sales	$21,281	83.5%	$21,476	83.9%
Lottery	3,197	12.5%	3,268	12.8%
	24,478	96.0%	24,744	96.7%
Franchise operations	1,022	4.0%	856	3.3%
Total revenues	$25,500	100.0%	$25,600	100.0%

Dollar amounts in thousands	REVENUES FOR THE 12 WEEKS ENDED JANUARY 3, 2005		REVENUES FOR THE 12 WEEKS ENDED JANUARY 5, 2004	
	Amount	Percent of Revenues	Amount	Percent of Revenues
Restaurant operations:				
Restaurant sales	$6,544	83.2%	$6,477	84.0%
Lottery	1,044	13.3%	992	12.9%
	7,588	96.5%	7,469	96.9%
Franchise operations	274	3.5%	236	3.1%
Total revenues	$7,862	100.0%	$7,705	100.0%

REVENUES. Revenues for the 12 and 40 weeks ended January 3, 2005 were 2.0% more and .4% less, respectively, than for the comparable periods in 2004. Revenues from same store restaurant operations showed an increase of 3.3% and (0.6%) for the 12 and 40 weeks ended January 3, 2005 respectively, over the comparable periods in 2004. Same store sales at the core Elmer's brand increased 1.6% and decreased 0.3% for the 12 and 40 weeks ended January 3, 2005. The Company defines same store sales as restaurants that were Company owned and operating continuously from April 1, 2003 through January 3, 2005. Revenue from franchise operations increased $38,000 in the third quarter due to increases in initial franchise fees as well as increases in royalty income.

March 31, 2004, the Oregon Lottery Commission approved a new six-year retailer contract effective June 27, 2004. If the new commission structure had been applied to sales for the year ended March 29, 2004, it would have reduced commissions by approximately $435,000, or 10%. The following table shows the pro forma impact by quarter.

Quarter ended:	Adverse impact
July 19, 2004	$93,000
October 11, 2004	250,000
January 3, 2005	96,000
March 28, 2005	(10,000)
July 25, 2005	6,000

The Lottery has installed additional terminals in most Company locations and the Company expects year over year sales increases to reduce, but not eliminate, the impact of the new lower rates. The $93,000 impact in the quarter ended July 19, 2004 was more than offset by increased sales prior to the contracts effective date of June 27, 2004. For the quarter ended October 11, 2004, lottery commissions declined by $135,000 from the prior year. For the quarter ended January 3, 2005 lottery commissions increased by $52,000 from the prior year.

RESTAURANT COSTS AND EXPENSES. A comparison of restaurant costs and expenses as a percent of revenue for the 40 and 12 weeks ended January 3, 2005 and January 5, 2004 are as follows:

Dollar amounts in thousands	RESTAURANT COSTS & EXPENSES FOR THE 40 WEEKS ENDED JANUARY 3, 2005		RESTAURANT COSTS & E FOR THE 40 WEEKS E JANUARY 5, 200	
	Amount	Percent	Amount	P
Cost of restaurant sales:				
Food and beverage	$7,489	29.4%	$7,689	
Labor and related costs	8,596	33.7%	8,495	
Restaurant operating costs	3,622	14.2%	3,516	
Occupancy costs	1,582	6.2%	1,581	
Depreciation and amortization	710	2.8%	633	
Restaurant opening and closing expenses	--	--	128	
Total Cost of Restaurant Sales	$21,999	86.3%	$22,042	

Dollar amounts in thousands	RESTAURANT COSTS & EXPENSES FOR THE 12 WEEKS ENDED JANUARY 3, 2005		RESTAURANT COSTS & E FOR THE 12 WEEKS E JANUARY 5, 200	
	Amount	Percent	Amount	P
Cost of restaurant sales:				
Food and beverage	$2,334	29.7%	$2,248	
Labor and related costs	2,594	33.0%	2,582	
Restaurant operating costs	1,119	14.2%	1,078	
Occupancy costs	474	6.0%	474	
Depreciation and amortization	243	3.1%	192	
Restaurant opening and closing expenses	--	--	128	
Total Cost of Restaurant Sales	$6,764	86.0%	$6,701	

The Company operated 15 restaurants and 13 delis during 2003 and 2004. Restaurant costs and expenses as a proportion of sales decreased 1.0% for the 12-week period ended January 3, 2005 over the comparable period in 2004. For the 40-week period ended January 3, 2005, food and beverage expenses increased by .5% of sales, principally due to a decline in sales of low margin items at the Company's deli operations during the first fiscal quarter. Food and beverage costs at the Company's Elmer's restaurants increased .54% of sales while labor and related costs increased 1.0%.

GENERAL AND ADMINISTRATIVE EXPENSES. General and administrative ("G&A") expenses were 7.4% and 7.9% of total revenue for the 12 and 40 weeks ended January 3, 2005, compared to 6.7% and 7.3% in the comparable periods in 2004. Corporate wages were up $100,000 due to additional marketing and franchise support expenses.

LOSS (GAIN) ON LAND, BUILDINGS AND EQUIPMENT. Loss on sale of land, buildings and equipment increased from 0.0% of sales for the 12 weeks ending January 5, 2004 to .1% for the current quarter. The Company sold

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the Palm Springs restaurant to a franchisee for a net gain of approximately $129,000. The Company recognized a $140,000 impairment loss on the write down of property and equipment from a carrying value of approximately $155,000 to a fair value of $15,000. The Company was not prepared to exercise its renewal option without significant rent concessions from the landlord, and over six months of negotiations, the landlord had not indicated any willingness to do so. A loss was recognized when management determined that it was likely that a restaurant lease would not be renewed. However, in December 2004, the Company reached a five-year renewal agreement with the landlord which included a $145,000 rent concession. The rent concession is recorded as a deferred lease obligation and will be amortized over the renewal period as a reduction to rent expense.

INCOME FROM OPERATIONS. Income from operations decreased $200,229 to $1,484,783 year to date when compared with the prior year to date period.

NON-OPERATING INCOME/(EXPENSE). Non-operating expense was (.8)% and (.9)% of total revenues for the 12 and 40 weeks ended January 3, 2005 compared to (.7)% and (.8)% of total revenues in the comparable period in 2004. The Company had a loss on marketable securities of $136 for the 12 weeks ending January 3, 2005 against a gain of $8,800 for the 12 weeks ending January 5, 2004. For the 40 weeks ending January 3, 2005 gains on marketable securities were $10,673 compared to a gain of $10,800 in marketable securities last year.

LIQUIDITY AND CAPITAL RESOURCES. As of January 3, 2005 the Company had cash and cash equivalents of approximately $2.5 million representing an increase from March 29, 2004 of approximately $900,000. Cash provided by operations was $1,100,000. Cash used in investing activities was $91,000, principally from the capital expenditures of $640,000 and partially offset by sale of the Palm Springs restaurant.

The Company's primary liquidity needs arise from debt service on indebtedness, operating lease requirements and the funding of capital expenditures. The Company's primary source of liquidity during the year is the operation of its restaurants, franchise fees earned from its franchisees, cash on hand, and borrowings. As of January 3, 2005, the Company had outstanding indebtedness of $3.7 million with GE Capital and $1.4 million in real estate debt with Wells Fargo Bank.

On January 14, 2004 the Company purchased 204,255 shares of its Common Stock, representing approximately 10% of the then outstanding shares, at a purchase price of $6.43 per share in accordance with the terms of a tender offer. The aggregate price of the shares purchased by the Company through the tender offer was approximately $1,313,000. Fees and expenses associated with the tender offer were approximately $17,000, which was expensed in the Company's 4th Quarter ended March 29, 2004.

The Wells Fargo Bank real estate debt agreement was amended in June 2003 to change the fixed interest rate of 8% to a variable interest rate based on LIBOR. In conjunction with this modification, the Company entered into an interest rate swap agreement, which effectively fixed the interest rate at 6.17%. The mortgages now have a weighted-average maturity of 7.5 years, bear interest at an average rate of 6.0%, require monthly payments of principal and interest, and are collateralized by three real estate assets. As of January 3, 2005 the market value under this agreement was $164 and resulted in the recognition of $19,699 (net of tax effect) in other comprehensive gain.

Certain of the Company's debt agreements require compliance with debt covenants. The most restrictive covenants require the Company to maintain a maximum ratio of total liabilities, excluding subordinated debt, to tangible net worth plus subordinated debt of 3.5 to 1.0, and a ratio of cash generation (defined as net income before taxes, interest expense, depreciation and amortization) to total interest expense plus the prior period current maturities of long-term debt of at least 2.0 to 1.0. Management believes that the Company is in compliance with such requirements.

Elmer's Restaurants, Inc., like most restaurant businesses, is able to operate with nominal or deficit working capital because sales are for cash and inventory turnover is rapid. Renovation and/or remodeling of existing restaurants is either funded directly from available cash or, in some instances, is financed through outside lenders. Construction or acquisition of new restaurants is generally, although not always, financed by outside lenders.

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The Company believes that it will continue to be able to obtain adequate financing on acceptable terms for new restaurant construction, acquisitions and franchising and that cash generated from operations will be adequate to meet its financial needs and to pay operating expenses for the foreseeable future, although no assurances can be given.

CONTRACTUAL OBLIGATIONS

The Company makes a range of contractual commitments in the ordinary course of business and in conjunction with the acquisition and sale of restaurants. The following table shows the Company's contractual obligations:

	Commitment expiration period			
	Total amount committed	1 year or less	1-3 years	4-5
Term debt	$5,086,331	$449,237	$1,214,578	$1,1
Operating leases	4,783,266	1,214,302	1,831,244	1,1
Guarantees	1,009,223	393,115	592,373	
Totals	$10,878,820	$2,056,654	$3,638,195	$2,3

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS:

Certain statements in this Form 10-Q constitute "forward-looking statements" which we believe are reasonable and within the meaning of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. Such forward-looking statements involve known and unknown risks, uncertainties, and other factors relating to the Company's business, financial condition, and operations which may cause the actual results, performance, or achievements of Elmer's Restaurants, Inc. (individually and collectively with its subsidiaries, herein the "Company") to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions; the ability to accomplish stated goals and objectives; successful integration of acquisitions; the impact of competitive products and pricing; success of operating initiatives; development and operating costs; advertising and promotional efforts; adverse publicity; acceptance of new product offerings; consumer trial and frequency; availability, locations, and terms of sites and contracts for restaurant development; changes in business strategy or development plans; changes in regulations affecting lottery commissions; availability of gambling outlets that compete with lottery games; quality of management; availability, terms and deployment of capital; the results of financing efforts; business abilities and judgment of personnel; availability of qualified personnel; food, labor and employee benefit costs; changes in costs associated with compliance, or the failure to comply with, government regulations; continued NASDAQ listing; weather conditions; construction and remodeling schedules; and other factors referenced in this Form 10-Q.

Market Risks

The Company invests excess cash beyond its working capital requirements in liquid marketable securities. These securities consist primarily of corporate and government bond mutual funds focusing on issues with medium and short term maturities. The Company actively manages its portfolio to reduce interest rate risk. However, an increase in interest rate levels will tend to reduce the value of the portfolio.

Certain of the Company's outstanding financial instruments are subject to market risks, including interest rate risk. Such financial instruments are not currently subject to foreign currency risk or commodity price risk. A rise in prevailing interest rates could have adverse effects on the Company's financial condition and results of operations. The fair value of financial instruments approximated the book value at January 3, 2005.

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ITEM 4. CONTROLS AND PROCEDURES

The Company's President and its Corporate Controller, after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-14(c) and 15d-14(c)) as of January 3, 2005 on Form 10-Q (the "Evaluation Date"), have concluded that as of the Evaluation Date, the Company's disclosure controls and procedures were adequate and effective to ensure that material information relating to the Company and its consolidated subsidiaries would be made known to them by others within those entities, particularly during the period in which this quarterly report on Form 10-Q was being prepared.

There were no significant changes in the Company's internal controls or in other factors that could significantly affect the Company's disclosure controls and procedures subsequent to the Evaluation Date, nor any significant deficiencies or material weaknesses in such disclosure controls and procedures requiring corrective actions. As a result, no corrective actions were taken.

PART II - OTHER INFORMATION

ITEM 5. OTHER INFORMATION

In accordance with amendments adopted on May 21, 1998 to Rule 14a-4 under the

Securities and Exchange Act of 1934, if notice of a shareholder proposal to be raised at the annual meeting of shareholders is received at the principal executive offices of the Company after May 15, 2005 (45 days prior to the month and date in 2005 corresponding to the date on which the Company mailed its proxy materials for the 2004 annual meeting), proxy voting on that proposal when and if raised at the 2005 annual meeting will be subject to the discretionary voting authority of the designated proxy holders. Any shareholder proposal to be considered for inclusion in proxy materials for the Company's 2005 annual meeting must be received at the principal executive office of the Company no later than January 21, 2005.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a) Exhibits:

Exhibits required to be attached by Item 601 of Regulation S-K are listed in the Exhibit Index of this Form 10-Q and are incorporated herein by this reference.

b) Reports on Form 8-K:

June 23, 2004 reporting fiscal year end financial results.
August 6, 2004 reporting going private proposal.
September 2, 2004 reporting first quarter financial results.
November 18, 2004 reporting second quarter financial results.
December 21, 2004 reporting receipt of tender offer proposal for going private transaction.
February 18, 2005 reporting a potential change to a material contract.

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SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, Elmer's Restaurants, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Elmer's Restaurants, Inc.

By: /s/ BRUCE N. DAVIS

Bruce N. Davis
Chief Executive Officer and President

Dated: February 22, 2005

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EXHIBIT INDEX

Exhibit No.	Description	Sequ Pag
3	(i) Restated Articles of Incorporation of the Company (Incorporated herein by reference from Exhibit No. 3.1 to the Company's Annual Report on Form 10-K for the year ended March 31, 1988.)	
3	(ii) By-Laws of the Company, as amended. (Incorporated herein by reference from Exhibit 3.2 of the Company's Annual Report on Form 10-K for the year ended March 31, 1990.)	
31.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, of Chief Executive Officer and President.	
31.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, of Secretary and Corporate Controller.	
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Chief Executive Officer and President.	
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Secretary and Corporate Controller.	