

ANDERSONS INC
Form 11-K
June 28, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K
ANNUAL REPORT
PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

(Mark One):

☒ **Annual Report Pursuant To Section 15(d) Of The Securities Exchange Act Of 1934**
for the fiscal year ended December 31, 2005

or

☐ **Transition Report Pursuant To Section 15(d) Of The Securities Exchange Act Of 1934**
for the transition period from _____ to _____
Commission file number 000-20557

- A. Full title of the plan and the address of the plan, if different from that of the issuer named below: The Andersons, Inc. Retirement Savings Investment Plan.
- B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: The Andersons, Inc., 480 West Dussel Drive, Maumee, Ohio 43537.
-

Report of Independent Registered Public Accounting Firm

To The Pension Committee
The Andersons, Inc. Retirement
Savings Investment Plan

We have audited the accompanying statement of net assets available for plan benefits of The Andersons, Inc. Retirement Savings Investment Plan as of December 31, 2005 and 2004 and the related statement of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2005 and 2004 and the changes in net assets available for plan benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year as of December 31, 2005 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to those basic financial statements taken as a whole.

/s/ Plante & Moran, PLLC

Toledo, Ohio
June 20, 2006

The Andersons, Inc. Retirement Savings Investment Plan**Statement of Net Assets Available for Plan Benefits**

| | December 31 | |
|---|--------------------|-----------------------|
| | 2005 | 2004 |
| Assets | | |
| Participant-directed investments (Note 2): | | |
| Mutual funds: | | |
| Spartan U.S. Equity Index Fund | \$ 16,566,704 | \$ 16,854,685 |
| Fidelity Magellan Fund | 13,359,343 | 17,153,130 |
| Fidelity Growth and Income Portfolio | 10,196,553 | 11,006,372 |
| Fidelity U.S. Bond Index Fund | 13,540,734 | 14,093,399 |
| Fidelity Money Market Trust, Retirement Government Money Market Portfolio | 7,137,158 | 6,650,659 |
| Fidelity Low-priced Stock Fund | 10,330,369 | 9,669,823 |
| Fidelity Contrafund | 7,661,794 | 5,093,801 |
| Janus Enterprise Fund | 4,402,936 | 4,293,616 |
| Fidelity Freedom Income Fund | 242,043 | 269,800 |
| Fidelity Freedom 2000 Fund | 363,112 | 424,050 |
| Fidelity Freedom 2005 Fund | 13,578 | 10,526 |
| Fidelity Freedom 2010 Fund | 3,502,157 | 3,470,520 |
| Fidelity Freedom 2015 Fund | 6,407 | 52 |
| Fidelity Freedom 2020 Fund | 1,715,415 | 1,232,889 |
| Fidelity Freedom 2025 Fund | 166,719 | 27 |
| Fidelity Freedom 2030 Fund | 852,650 | 731,026 |
| Fidelity Freedom 2035 Fund | 63,149 | 636 |
| Fidelity Freedom 2040 Fund | 196,577 | 82,139 |
| Dodge and Cox Stock Fund | 6,000,899 | 3,963,106 |
| Allianz RCM Global Technology Instl Fund | 1,445,767 | 1,643,939 |
| First Eagle Overseas Fund | 5,707,055 | 3,114,727 |
| Fidelity Small Cap Stock Fund | 929,000 | 683,276 |
| Masters Select International Fund | 6,177,901 | 4,579,240 |
| American Beacon Small Cap Value Fund | 1,244,669 | 670,275 |
| Vanguard Short-Term Corporate Fund | 146,997 | 96,776 |
| Common stock of The Andersons, Inc. | 5,415,150 | 2,810,278 |
| Loans receivable from plan participants | 2,499,851 | 2,357,517 |
| Net Assets Available for Plan Benefits | 119,884,687 | \$ 110,956,284 |

See Notes to Financial Statements

The Andersons, Inc. Retirement Savings Investment Plan

Statement of Changes in Net Assets Available for Plan Benefits

| | Year Ended December 31 | |
|--|-------------------------------|--------------------|
| | 2005 | 2004 |
| Additions | | |
| Contributions: | | |
| Participants | 4,396,226 | \$ 4,302,678 |
| Employer | 1,459,618 | 1,422,858 |
| Transfers from other qualified plans | 271,478 | 240,606 |
| Total contributions | 6,127,322 | 5,966,142 |
| Investment income: | | |
| Interest and dividends | 5,885,387 | 2,574,104 |
| Net appreciation in fair value of investments during the year (Note 4) | 4,146,204 | 8,492,060 |
| Total additions | 16,158,913 | 17,032,306 |
| Deductions | | |
| Payments made to active and terminated participants | 7,219,559 | 4,516,848 |
| Investment fees | 10,951 | 14,472 |
| Total deductions | 7,230,510 | 4,531,320 |
| Net Increase | 8,928,403 | 12,500,986 |
| Net Assets Available for Plan Benefits Beginning of year | 110,956,284 | 98,455,298 |
| Net Assets Available for Plan Benefits End of year | \$ 119,884,687 | \$ 110,956,284 |

See Notes to Financial Statements

The Andersons, Inc. Retirement Savings Investment Plan

**Notes to Financial Statements
December 31, 2005 and 2004**

Note 1 Significant Accounting Policies

The accounting records of The Andersons, Inc. Retirement Savings Investment Plan (the Plan) are maintained on the accrual basis by The Andersons, Inc. (the Plan Sponsor). Plan assets are maintained by Fidelity Management Trust Company (the Trustee) and monitored by the pension committee established by the Plan Sponsor.

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Unpaid withdrawals due to terminated participants have not been deducted in determining assets available for benefits for financial reporting purposes or from total assets in the Plan's annual return on Form 5500. These amounts totaled \$1,140,058 and \$572,210 at December 31, 2005 and 2004, respectively.

Investments are stated at fair value. The fair values of the Plan's investments in mutual funds are based on net asset values on the last business day of the plan year. The fair value of the Plan's investments in The Andersons, Inc. common stock is based on NASDAQ closing market prices on the last business day of each plan year. Participant loans are stated at their outstanding balances, which approximates fair value.

Note 2 Description of the Plan

The Plan is a defined contribution plan that covers substantially all employees of The Andersons, Inc. and its wholly owned subsidiary, The Andersons Mower Center, Inc. The Plan provides for retirement, disability, and death benefits for participants who meet certain eligibility requirements, including attaining age 21. Full-time employees are eligible to begin deferring money into the Plan on the first day of the month after being hired. Part-time employees are eligible to begin deferring money into the Plan upon meeting the one-year of service requirement. Employer matching contributions are to be made only after a participant has one year of service and 1,000 hours of service.

The Andersons, Inc. Retirement Savings Investment Plan

**Notes to Financial Statements
December 31, 2005 and 2004**

Note 2 Description of the Plan (Continued)

Employee contributions may be made by salary reduction up to 50 percent of annual compensation (in .50 percent increments) subject to the maximum annual contribution allowed by law. Employer matching contributions are made at the rate of 50 percent of employee contributions, with a maximum contribution of 3 percent of annual compensation. Participants vest ratably over five years in the employer's matching contributions. Participants are fully vested in their contributions to the Plan.

The Plan may accept rollover contributions from IRAs or from other qualified defined benefit or contribution plans of The Andersons, Inc. or participants' former employers.

Forfeited balances of terminated accounts are used to reduce future employer contributions. The balance of forfeited nonvested accounts was not material in 2005 or 2004. The Plan Sponsor may make supplemental contributions to the Plan at its sole discretion.

Each participant directs Fidelity Management Trust Company to invest any or all of his or her account in one or more of the following mutual fund investments:

Spartan U.S. Equity Index Fund -Invests primarily in the common stocks of the 500 companies that make up the Standard & Poor's 500 Index

Fidelity Magellan Fund Seeks long-term capital appreciation through investment in common stocks and convertible securities issued by domestic or foreign companies

Fidelity Growth and Income Portfolio Invests primarily in common and preferred stocks, convertible securities, and fixed-income securities of foreign or domestic companies that offer long-term growth while providing current income

Fidelity U.S. Bond Index Fund Invests in U.S. government and agency obligations, corporate obligations, mortgaged-backed obligations, and U.S. dollar-denominated obligations of foreign governments

Fidelity Money Market Trust, Retirement Government Money Market Portfolio Invests in obligations issued or guaranteed as to principal and interest by the U.S. government, its agencies, or instrumentalities

Fidelity Low-Priced Stock Fund Invests in stocks of undervalued or small companies that offer the possibility for significant growth

Fidelity Contrafund Invests in undervalued common stocks of smaller, lesser known companies with the potential for significant growth

Janus Enterprise Fund Invests primarily in common stocks; it usually invests at least 50 percent of its equity assets in securities of medium-sized companies whose share price and return will vary

The Andersons, Inc. Retirement Savings Investment Plan

**Notes to Financial Statements
December 31, 2005 and 2004**

Note 2 Description of the Plan (Continued)

Fidelity Freedom Income Fund Invests in a combination of stocks, bonds, and money market mutual funds with an allocation strategy tied to the target retirement date based on the number of years until the fund's target retirement date

Fidelity Freedom 2000 Fund Invests in approximately 26 percent in Fidelity stock mutual funds, 38 percent in Fidelity bond mutual funds, and 36 percent in Fidelity money market mutual funds

Fidelity Freedom 2005 Fund Invests in approximately 47 percent in Fidelity stock mutual funds, 40 percent in Fidelity bond mutual funds, and 13 percent in Fidelity money market mutual funds

Fidelity Freedom 2010 Fund Invests in approximately 49 percent in Fidelity stock mutual funds, 41 percent in Fidelity bond mutual funds, and 10 percent in Fidelity money market mutual funds

Fidelity Freedom 2015 Fund Invests in approximately 59 percent in Fidelity stock mutual funds, 37 percent in Fidelity bond mutual funds, and 4 percent in Fidelity money market mutual funds

Fidelity Freedom 2020 Fund Invests in approximately 71 percent in Fidelity stock mutual funds and 29 percent in Fidelity bond mutual funds

Fidelity Freedom 2025 Fund Invests in approximately 74 percent in Fidelity stock mutual funds and 26 percent in Fidelity bond mutual funds

Fidelity Freedom 2030 Fund Invests in approximately 83 percent in Fidelity stock mutual funds and 17 percent in Fidelity bond mutual funds

Fidelity Freedom 2035 Fund Invests in approximately 83 percent in Fidelity stock mutual funds and 17 percent in Fidelity bond mutual funds

Fidelity Freedom 2040 Fund Invests in approximately 85 percent in Fidelity stock mutual funds and 15 percent in Fidelity bond mutual funds

Dodge and Cox Stock Fund Invests in broadly diversified portfolio of stocks, with at least 80 percent of its total assets in common stocks

Allianz RCM Global Technology Instl Fund Invests primarily in assets of global technology companies whose size, share price, and return will vary

First Eagle Overseas Fund Invests primarily in equities issued by non-U.S. corporations, primarily in small- and medium-sized companies traded in mature markets, and may invest in emerging markets

Fidelity Small Cap Stock Fund Invests at least 80 percent of its assets in common stocks of companies with small market capitalization

Masters Select International Fund Seeks long term growth of capital, investing in common stocks of issuers located outside of the United States, including countries in both developed and emerging markets

The Andersons, Inc. Retirement Savings Investment Plan

**Notes to Financial Statements
December 31, 2005 and 2004**

Note 2 Description of Plan (Continued)

American Beacon Small Cap Value Fund Seeks long term capital appreciation and current income. This fund normally invests at least 80 percent of its assets in equity securities of United States companies with market capitalization of \$3 billion or less

Vanguard Short-Term Corporate Fund Seeks a high level of current income and capital preservation. This fund invests at least 80 percent of its assets in short and intermediate term corporate bonds and other corporate fixed income obligations

Common Stock of The Andersons, Inc. Consists of common stock issued by The Andersons, Inc. with performance directly tied to the performance of the Company

No assets of any self-directed account may be used for the benefit of any other account or participant.

The Plan Sponsor has the right under the Plan to terminate the Plan and the trust at any time. In the event of termination, participants become fully vested in their individual accounts.

Additional information about the plan agreement and limitations on contributions is available from the human resources department of the Plan Sponsor or from designated individuals at the participating employers.

Participants may borrow up to 50 percent of their vested account balances. The minimum loan amount is \$1,000 and the maximum is \$50,000. Each participant may only have one loan outstanding and each loan bears interest at a fixed rate equal to the prime rate at the end of the quarter previous to initiation of the loan plus one percent.

The Plan Sponsor pays substantially all costs of administering the Plan, including trustee fees. The Plan pays investment fees.

Certain amounts on the 2004 financial statements have been reclassified to conform with the 2005 presentation.

Note 3 Benefits

A participant is entitled to a benefit representing his or her salary reduction contributions, the vested amount of employer contributions, and allocated income thereon (including realized and unrealized gains and losses). Upon termination of employment due to retirement, permanent disability, or death, a participant or his or her beneficiary is entitled

The Andersons, Inc. Retirement Savings Investment Plan**Notes to Financial Statements
December 31, 2005 and 2004****Note 3 Benefits (Continued)**

to receive distribution of the vested account balance, in a lump sum or in monthly installments.

Withdrawals of employer and employee salary reduction contributions and related income thereon, during the participant's employment, are prohibited unless the participant can show immediate and extreme financial hardship as determined by the Pension Committee.

Note 4 Investments

The Plan's investments at December 31, 2005 and 2004 are held by the Trustee. The Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in fair value as follows:

| | Year Ended December 31 | |
|----------------------------------|------------------------|-------------|
| | 2005 | 2004 |
| Net appreciation in fair value: | | |
| Mutual funds | \$1,950,627 | \$7,487,601 |
| The Andersons, Inc. common stock | 2,195,577 | 1,004,459 |
| Total | \$4,146,204 | \$8,492,060 |

Note 5 Transactions with Parties-in-Interest

Fees paid by the Plan Sponsor to parties-in-interest for legal, accounting, and other services rendered to the Plan are based on customary and reasonable rates for such services. In addition, certain investments held by the Plan are invested in securities managed by the Plan's custodian, Fidelity Investments Institutional Operations Company, Inc.

Note 6 Income Tax Status

The Internal Revenue Service ruled on March 31, 2003, applicable for the amendments executed February 19, 2002, that the Plan for The Andersons, Inc. and The Andersons Mower Center, a participating employer, qualifies under Section 401(a) of the Internal Revenue Code (the Code) and that the trust, therefore, is exempt from taxation. The Plan is required to operate in conformity with the Code and ERISA to maintain its tax-exempt status. The Plan's administrator is not aware of any course of action or events that have occurred that might adversely affect the Plan's qualified status.

The Andersons, Inc. Retirement Savings Investment Plan

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Item 4i
EIN 34-1562374 Plan No. 002
December 31, 2005

| Issuer | Identity of Issue | Cost | Fair Value |
|-------------------------------------|---|------|------------------------|
| Fidelity Investments | Spartan U.S. Equity Index Fund Mutual fund | * | \$ 16,566,704 |
| Fidelity Investments | Fidelity Magellan Fund Mutual fund | * | 13,359,343 |
| Fidelity Investments | Fidelity Growth and Income Portfolio Mutual fund | * | 10,196,553 |
| Fidelity Investments | Fidelity U.S. Bond Index Fund Mutual fund | * | 13,540,734 |
| Fidelity Investments | Fidelity Money Market Trust, Retirement Government Money Market Portfolio Mutual fund | * | 7,137,158 |
| Fidelity Investments | Fidelity Low-priced Stock Fund Mutual fund | * | 10,330,369 |
| Fidelity Investments | Fidelity Contrafund Mutual fund | * | 7,661,794 |
| Fidelity Investments | Janus Enterprise Fund Mutual fund | * | 4,402,936 |
| Fidelity Investments | Fidelity Freedom Income Fund Mutual fund | * | 242,043 |
| Fidelity Investments | Fidelity Freedom 2000 Fund Mutual fund | * | 363,112 |
| Fidelity Investments | Fidelity Freedom 2005 Fund | * | 13,578 |
| Fidelity Investments | Fidelity Freedom 2010 Fund Mutual fund | * | 3,502,157 |
| Fidelity Investments | Fidelity Freedom 2015 Fund | * | 6,407 |
| Fidelity Investments | Fidelity Freedom 2020 Fund Mutual fund | * | 1,715,415 |
| Fidelity Investments | Fidelity Freedom 2025 Fund | * | 166,719 |
| Fidelity Investments | Fidelity Freedom 2030 Fund Mutual fund | * | 852,650 |
| Fidelity Investments | Fidelity Freedom 2035 Fund | * | 63,149 |
| Fidelity Investments | Fidelity Freedom 2040 Fund Mutual fund | * | 196,577 |
| Fidelity Investments | Dodge and Cox Stock Fund Mutual fund | * | 6,000,899 |
| Fidelity Investments | Allianz RCM Global Technology Instl Fund Mutual fund | * | 1,445,767 |
| Fidelity Investments | First Eagle Overseas Fund Mutual fund | * | 5,707,055 |
| Fidelity Investments | Fidelity Small Cap Stock Fund Mutual fund | * | 929,000 |
| Fidelity Investments | Masters Select International Fund Mutual fund | * | 6,177,901 |
| Fidelity Investments | American Beacon Small Cap Value Fund Mutual fund | * | 1,244,669 |
| Fidelity Investments | Vanguard Short-Term Corporate Fund Mutual fund | * | 146,997 |
| The Andersons, Inc. Participants | The Andersons, Inc. common stock Participant loans with interest ranging from 5.00 percent to 10.50 percent | * | 5,415,150 2,499,851 |
| | | | \$ 119,884,687 |

* Cost
information is
not required
Schedule 1

SIGNATURES

Pursuant to the requirements of the Securities Exchange act of 1934, the Plan Administrator has duly caused this Annual Report to be signed on its behalf by the undersigned hereunto duly authorized.

The Andersons, Inc. Retirement Savings Investment Plan
(Name of Plan)

The Andersons, Inc.
(Registrant)

Date: June 28, 2006

By /s/ Michael J. Anderson

Michael J. Anderson
President and Chief Executive Officer

Date: June 28, 2006

By /s/ Richard R. George

Richard R. George
Vice President, Controller and CIO
(Principal Accounting Officer)

Date: June 28, 2006

By /s/ Gary L. Smith

Gary L. Smith
Vice President, Finance and Treasurer
(Principal Financial Officer)