

ANDERSONS INC  
Form 8-K  
January 05, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

December 29, 2005

The Andersons, Inc.

(Exact name of registrant as specified in its charter)

Ohio

000-20557

34-1562374

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

480 West Dussel Drive, Maumee, Ohio

43537

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

419-893-5050

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

See disclosure under Item 2.03 of this Current Report, which is incorporated by reference in this item 1.01.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On December 29, 2005, The Andersons Rail Operating I, LLC ("TARO I"), a wholly owned subsidiary of The Andersons Inc. ("The Andersons") entered into a new long term debt agreement ("Term Loan Agreement") with several banks including Siemens Financial Services, Inc. acting as Agent. Under the Term Loan Agreement, TARO I borrowed \$41 million with a term of 7 years and a 40% balloon payment due at maturity. The proceeds from the loan are being used to acquire, from The Andersons, 2,293 railcars and related leases which are covered by the Security Agreement, incorporated herein by reference and attached hereto as exhibit 10.14. The Andersons will use the proceeds from the sale for general corporate purposes. The Andersons will also provide for the management of the railcars (as set forth in the Management Agreement, incorporated herein by reference and attached hereto as exhibit 10.15) and will provide for the servicing of the leases (as set forth in the Servicing Agreement, incorporated herein by reference and attached hereto as exhibit 10.16).

The foregoing description of the Term Loan Agreement does not purport to be complete and is qualified in its entirety by reference to the agreement which is filed as exhibit 10.17 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

10.14 Security Agreement, dated as of December 29, 2005, made by The Andersons Rail Operating I, LLC in favor of Siemens Financial Services, Inc. as Agent.

10.15 Management Agreement, dated as of December 29, 2005, made between The Andersons Rail Operating I, LLC and The Andersons Inc., as the Manager.

10.16 Servicing Agreement, dated as of December 29, 2005, made by The Andersons Rail Operating I, LLC and The Andersons Inc., as the Servicer.

10.17 Term Loan Agreement, dated as of December 29, 2005, between The Andersons Rail Operating I, LLC, as borrower, the lenders named herein, and Siemens Financial Services, Inc., as Agent and Lender.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

The Andersons, Inc.

*January 5, 2006*

By: *Michael J. Anderson*

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*Name: Michael J. Anderson*

*Title: President and CEO*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|----------------------|
| 10.14              | Security Agreement   |
| 10.15              | Management Agreement |
| 10.16              | Servicing Agreement  |
| 10.17              | Term Loan Agreement  |