

ANDERSONS INC
Form 10-Q/A
February 21, 2006

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q/A
(Amendment No. 2)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 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 000-20557

THE ANDERSONS, INC.

(Exact name of registrant as specified in its charter)

OHIO

(State of incorporation
or organization)

34-1562374

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

480 W. Dussel Drive, Maumee, Ohio
(Address of principal executive offices)

43537

(Zip Code)

(419) 893-5050

(Telephone Number)

(Former name, former address and former fiscal year,
if changed since last report.)

Indicate by check 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 No

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

Indicate by check whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The registrant had 7.5 million common shares outstanding, no par value, at October 28, 2005.

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EXPLANATORY NOTE

This Amendment No. 2 on form 10-Q/A for the quarter ended September 30, 2005 is being filed to revise exhibit 31.3 to correct the inadvertent omission of item b) of paragraph 5. This Amendment No. 2 to the Report continues to speak as of the date of the Report, and we have not updated the disclosures contained in this Amendment No. 2 to the Report to reflect any events that occurred at a date subsequent to the filing of the Report. The filing of this Amendment No. 2 to the Report is not a representation that any statements contained in items of the Report other than that information being amended are true or complete as of any date subsequent to the date of the Report. The revisions do not affect the remaining information set forth in the Report, the remaining portion of which, have not been amended.

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Item 6. Exhibits

Signatures

Exhibit Index The Andersons, Inc.

Exhibit 31.1 302 Certification for President and CEO

Exhibit 31.2 302 Certification for Vice President and CIO

Exhibit 31.3 302 Certification for Finance and Treasurer

Exhibit 32.1 906 Certification for CEO, CIO, Vice President

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Item 6. Exhibits

(a) Exhibits

31.1 Certification of the President and Chief Executive Officer under Rule 13(a)-14(a)/15d-14(a)

31.2 Certification of the Vice President, Controller and CIO under Rule 13(a)-14(a)/15d-14(a)

31.3 Certification of the Vice President, Finance and Treasurer under Rule 13(a)-14(a)/15d-14(a)

32.1 Section 1350 Certifications

Signatures

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

THE ANDERSONS, INC.
(Registrant)

Date: February 21, 2006

By /s/Michael J. Anderson
Michael J. Anderson
President and Chief Executive Officer

Date: February 21, 2006

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

Date: February 21, 2006

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

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The Andersons, Inc.**

No. Description

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32.1 Section 1350 Certifications

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