

I2 TECHNOLOGIES INC  
Form 425  
November 09, 2009

Filed by: i2 Technologies, Inc.

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

of the Securities Exchange Act of 1934

Subject Company: i2 Technologies, Inc.

Commission File No.: 000-28030

### **Forward Looking Statements**

Statements contained herein concerning projections or expectations of financial or operational performance or economic outlook, or concerning other future events or results, or which refer to matters which are not historical facts, are forward-looking statements within the meaning of the federal securities laws. Similarly, statements that describe the objectives, expectations, plans or goals of JDA Software Group, Inc. ( JDA ) or i2 Technologies, Inc. ( i2 ) are forward-looking statements. Forward-looking statements include, without limitation, the expected timetable for completing the transaction, future financial and operating results, benefits and synergies of the transaction, future opportunities for the combined company and any other statements about the future expectations, beliefs, goals, plans or prospects of the management of i2 and JDA. Any statements that are not statements of historical fact (including statements containing the words believes, plans, anticipates, expects, estimates similar expressions) should also be considered to be forward-looking statements.

There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including: the ability to obtain the approval of i2 s stockholders; the ability to obtain regulatory approvals; the ability to consummate the transaction; the ability of JDA to successfully integrate i2 s operations and employees; and the other factors described in the following documents filed with the Securities and Exchange Commission (the SEC ): i2 s 2009 Annual Report on Form 10-K, i2 s most recent Quarterly Report on Form 10-Q, JDA s 2009 Annual Report on Form 10-K and JDA s most recent Quarterly Report on Form 10-Q. Neither JDA nor i2 assumes any obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law.

### **Additional Information**

This communication is being made in respect of the proposed transaction involving JDA and i2. In connection with the proposed transaction, JDA plans to file with the SEC a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus and each of JDA and i2 plan to file with the SEC other documents regarding the proposed transaction. The definitive Joint Proxy Statement/Prospectus will be mailed to stockholders of JDA and i2. INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC by JDA and i2 through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders may obtain free copies of the Registration Statement and Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC from JDA by directing a request to JDA Software Group, Inc., 14400 North 87th Street, Scottsdale,

Arizona 85260, Attention: Investor Relations (telephone: (480) 308-3000) or going to JDA's corporate website at [www.jda.com](http://www.jda.com), or from i2 by directing a request to i2 Technologies, Inc., 11701 Luna Road, Dallas, Texas 75234, Attention: Investor Relations (telephone (469) 357-1000) or going to i2's corporate website at [www.i2.com](http://www.i2.com).

JDA, i2 and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding JDA's directors and executive officers is set forth in JDA's proxy statement for its 2009 Annual Meeting of Stockholders, which was filed with the SEC on April 7, 2009, and Annual Report on Form 10-K filed with the SEC on March 13, 2009. Information regarding i2's directors and executive officers is set forth in i2's proxy statement for its 2009 Annual Meeting of Stockholders, which was filed with the SEC on April 28, 2009, and Annual Report on Form 10-K filed with the SEC on March 12, 2009. Additional information regarding the interests of such potential participants will be included in the Joint Proxy Statement/Prospectus and the other relevant documents filed with the SEC (when available).

\* \* \* \* \*

Filed below is a presentation given to JDA and i2 associates on November 6, 2009 regarding JDA's proposed acquisition of i2.

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JDA to Acquire i2  
Associate Presentation  
November 6, 2009

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#### Forward-Looking Statements

This presentation contains forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The words anticipate, believe, estimate, expect, intend, will, should and similar expressions, as they relate to us, are intended to identify forward-looking statements. These statements reflect management's current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. These factors include but are not limited to: the unprecedented volatility in the global economy; the risk that the future business operations of i2 will not be successful; the risk that we will not realize all of the anticipated benefits from our acquisition of i2; the risk that customer retention and revenue expansion goals for the i2 transaction will not be met and that disruptions from the i2 transaction will harm relationships with customers, employees and suppliers; the risk that we will not successfully raise adequate financing for the intended structure; the risk that if our intended financing structure is not successful that our alternative financing structure will not be successful; the risk that unexpected costs will be incurred; the outcome of litigation and regulatory proceedings to which we may be a party; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; development of new products and services; interest rates and cost of borrowing; our ability to protect our intellectual property rights; our ability to maintain and improve cost efficiency of operations, including savings from restructuring actions; changes in foreign currency exchange rates; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the foreign countries in which we do business; reliance on third parties for manufacturing of products and provision of services; and other factors that are set forth in the Risk Factors section and other sections of our 2009 Annual Report on Form 10-K and i2's 2009 Annual Report on Form 10-K filed with the Securities and Exchange Commission. Neither JDA nor i2 assumes any obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law.

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Agenda  
Welcome

Jack Wilson  
Introductory Remarks  
Hamish Brewer  
Financials  
Pete Hathaway  
Sales & Marketing  
Jason Zintak  
Services  
Chris Moore  
Products  
Namita  
Dhallan  
Associate Focus  
Brian Boylan  
Integration Process  
Sue Holstad  
Q&A  
Hamish Brewer

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Welcome

Jack Wilson, i2 CEO

Jack Wilson, i2 CEO

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Introductory Remarks  
Hamish Brewer, JDA CEO  
Hamish Brewer, JDA CEO



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What About Last Year?

JDA and i2 wanted to conclude this deal a year ago

We became victims of the financial crisis

The fact that we re doing this again should clearly  
underscore that:

We believe in the combination

We value the i2 business

We are committed to making this work

We have built a robust two tier deal structure which  
maximizes deal certainty

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S&M

16.9% of

sales

R&D

13.9% of

sales

G&A

9.9% of sales

Europe

20%

US  
70%  
Asia  
9%

Services  
\$114  
Maintenance  
\$176  
Software  
\$95

JDA Overview

Leading end-to-end supply chain company

Focused on retail, manufacturing, wholesale,  
distribution and services industries

Market leadership in tier one and mid-market  
Global Presence

5,800 customers and 1,800+ associates

Customers in over 60 countries  
Broad based predictable revenues

Approximately 46% of revenue is recurring

60-70% of license revenues come from  
existing customers

No single customer represents more than 4%  
of revenues

91-92% maintenance retention in 2009

30%  
46%  
24%

Operating Revenue Composition (LTM)  
Geographic Revenue Composition (LTM)

25%  
33%  
42%

Operating Cost Composition (LTM)

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JDA Vision / Mission

Enabling supply chain and pricing excellence  
through superior solutions and domain expertise  
that empower our customers to make optimal  
decisions that  
achieve real results.

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JDA At-A-Glance

A  
leader  
in  
Integrated  
Planning  
and  
Optimization  
systems  
focused

on

Manufacturing, Retail, Wholesale, Distribution and Services Industries

5,800+ customers, 1,800+ employees

An experienced integrator of enterprise software companies

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The Most Complete, Integrated Suite of Supply Chain  
Planning, Execution and Optimization Solutions  
Available  
JDA's  
Unique Offering  
Integrated, End-to-End SCM  
Production  
Materials  
Distribution

Retail  
Consumer  
Shipping



Our Customers  
The Definition of Our Success  
Over 5,800 **Customers Worldwide**  
60-70%  
of software license revenue comes from existing customers

Over 70% of Revenue >75% margin

Support 75% margin

Retail half of TTM revenue

36% increase in TTM software

ASP s up 106% Y/Y

91-92% estimated maintenance  
retention for the year

New maintenance 18.9% of software  
license in Q2 09

Consulting margin improved to 18%;  
utilization to 57%

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JDA Leadership  
Hamish Brewer  
CEO  
Jason Zintak  
EVP, Sales &  
Mktg  
Pete Hathaway  
CFO/EVP

Mike Bridge  
SVP Legal  
Brian Boylan  
SVP HR  
Duane Kotsen  
SVP CSG  
Tom Dzierzk  
SVP Americas  
Chris Moore  
EVP Services  
Wayne Usie  
SVP Retail  
David Johnston  
SVP, Supply  
Chain  
Brian Mort  
RVP EMEA  
Stephen McNulty  
RVP AP  
Andy Archer  
RVP, Services  
Industries  
Dave King  
SVP Product  
Dev & Mgmt

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Center Of Excellence (CoE) Structure  
Global  
ITG

Global  
HR  
Global  
Development  
Global  
Sales  
Global  
Fin & Accting  
Global  
Services  
Global  
Support  
Global  
Education  
Director, ITG  
CoE  
Director, Finance  
AsPac  
Director, HR  
CoE  
Director,  
Mgd  
&  
Implementation  
Services  
Director, Support  
Services  
Director, PD &  
Services  
Industries  
Director,  
Education  
Services  
Sales Support  
Pre-Sales  
Salil  
Joshi  
GVP & Managing  
Director  
Dave King  
SVP, Product  
Development  
CoE

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Strong, Consistent Cash Flows  
JDA has a proven  
track record of



profitable  
operations and  
prudent fiscal  
management

(\$80)  
(\$85)  
(\$60)  
(\$40)  
(\$20)  
(\$5)  
(\$5)  
\$20  
\$40  
\$60  
\$80  
\$100  
\$130  
\$148  
\$125  
\$160  
\$180  
(\$125)  
\$200  
(\$150)  
(\$100)  
(\$50)  
\$0  
\$50  
\$100  
\$150  
\$200  
Jul-  
2006  
Sep-  
2006  
Dec-  
2006  
Mar-  
2007  
Jun-  
2007  
Sep-  
2007  
Dec-  
2007  
Mar-  
2008  
Jun-  
2008  
Sep-

2008  
Dec-  
2008  
Mar-  
2009  
Jun-  
2009  
Sep-  
2009  
Net Cash (Debt)  
Cumulative CFFO  
(\$ in millions)

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Financials

Pete Hathaway, JDA CFO

Pete Hathaway, JDA CFO

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Transaction Structure

\$12.70/share  
cash

\$5.30/share  
stock  
or  
0.256x  
shares  
of  
JDA  
common  
stock  
1

\$6.00/share  
cash

\$12.00/share  
stock  
or  
0.580x  
shares  
of  
JDA  
common  
stock  
1  
By  
December  
18  
th

,  
JDA  
will  
communicate  
the  
definitive  
structure  
which  
will  
be  
presented  
to

the i2 shareholders. Proxy will contain one proposal.

JDA will pay  
estimated cash  
and stock in  
exchange for  
each i2 share:  
Cash funding

from cash on  
hand plus:

Other:

Both  
structures  
offer

i2  
shareholders

a  
share  
in  
the

combined  
company

Designed for deal certainty

~\$275mm

senior  
notes  
2

Proceeds to be placed into  
escrow

Majority cash consideration

More accretive to JDA earnings

Backed by firm commitment for  
\$120mm bank loan and \$20mm  
revolver

Capped terms & no syndication  
risk

Proceeds to be placed in escrow

Majority stock consideration

Intended Structure

Alternative Structure

\$18.00

in

Cash

&

Stock

Mix

1

(1)

Stock value based on \$18.00 per share value based on JDA's closing stock price as of Wednesday, November 4, 2009. The final  
stock consideration is dependent upon the final transaction structure used and closing i2 and JDA equity share counts. The exact

value will depend on the JDA stock price at closing.

(2)

Senior notes to be marketed on a best efforts basis.

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Purchase Price Overview

Purchase of i2 Equity (\$18.00 per share)

(1)

\$ 434.4

Plus: Retirement of i2 2.5% Convertible Preferred

(2)

121.7

Gross Acquisition Cost

\$ 556.1

Less: Available i2 Cash at Transaction Close (Estimated)



160.0

Net Acquisition Cost = Enterprise Value

\$ 396.1

i2 LTM Revenue

Enterprise Value / LTM Revenue

\$ 231.8

1.7 x

i2 LTM EBITDA

Enterprise Value / LTM EBITDA

\$ 61.2

6.5 x

(\$ in millions)

Note: LTM revenue and EBITDA as of Sept 30, 2009

(1) \$18.00 per share value based on JDA's closing stock price as of Wednesday, November 4, 2009. The final mix between pe upon the final transaction structure used and closing i2 and JDA equity share counts.

(2) Illustrative settlement value based on change of control premium on face value and accrued dividends.

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(1) Includes 1.2mm for warrants which are assumed at close.

(2) Illustrative settlement value based on change of control premium on face value of Convertible Preferred and accrued dividends.

(3) Including financing related costs, restructuring and advisor and legal fees.

(4) Senior notes marketed on a best efforts basis.

Estimated Transaction Sources & Uses

Sources

Available Cash from JDAS and ITWO (at close)

\$255

JDAS Equity

290

Term Loan

120

Total Sources

\$665

Uses

Purchase of ITWO Equity

(1)

\$434

Retirement of ITWO Convertible Preferred

(2)

122

Various Transaction Costs

(3)

32

Assumed Cash to Opening Balance Sheet

77

Total Uses

\$665

Sources

Available Cash from JDAS and ITWO (at close)

\$255

JDAS Equity

129

Senior Notes

(4)

275

Total Sources

\$659

Uses

Purchase of ITWO Equity

(1)

\$434

Retirement of ITWO Convertible Preferred

(2)

122

Various Transaction Costs

(3)

35

Assumed Cash to Opening Balance Sheet

68

Total Uses

\$659

(\$ in millions)

Intended Structure

Alternate Structure

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JDA  
i2  
Combined

Total Revenues

\$385

\$232

\$617

Total EBITDA (Pre-Synergies)

\$98

\$61

\$159

EBITDA Synergies (Net of Dis-synergies)

(1)

\$20

Pro Forma EBITDA with Net Synergies

\$179

Total EBITDA Margin (Pre-Synergies)

25.8%

EBITDA Synergies (Net of Dis-synergies)

(1)

3.1%

Pro Forma EBITDA Margin with Net Synergies

28.9%

JDA

i2

JDA + i2

Pro Forma Combined LTM Operating

Stats

(September 30, 2009)

(\$ in millions)

(1) Reflects operating expense savings and some revenue dis-synergies.

Pro Forma Operating Statistics

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Services Revenues (LTM)  
\$176  
\$77  
\$253

\$0  
\$50  
\$100  
\$150  
\$200  
\$250  
\$300  
Maintenance Revenues (LTM)  
\$385  
\$232  
\$617  
\$0  
\$150  
\$300  
\$450  
\$600  
\$750  
\$900  
Total Revenues (LTM)  
Significant Increase In Scale  
Note: LTM as of Sep 30, 2009  
+  
\$95  
\$53  
\$148  
\$0  
\$25  
\$50  
\$75  
\$100  
\$125  
\$150  
\$175  
+  
+  
\$114  
\$102  
\$216  
\$0  
\$50  
\$100  
\$150  
\$200  
\$250  
\$300  
+  
Software Revenues (LTM)  
(\$ in millions)

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Summary of Anticipated Financial Benefits

Significantly Increases Scale

Expands revenues and EBITDA by over 60% on an LTM basis



Positive Financial Impact

Accretive to first-year EPS

Margin expansion with ~\$20mm of near-term net EBITDA synergies

Significant deferred tax assets

Conservative Capital Structure

Less than 2.0x maximum leverage (under Intended Structure)

Incremental Business Opportunity

Enhanced market presence expands competitive opportunities

Larger addressable market through complementary verticals

Significant cross-selling / up-selling opportunities across 6,000+ customers

A leader in Supply Chain Planning & Execution across Manufacturing /  
Retail Sectors

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Administration

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Finance & Accounting  
By The Numbers  
AMERICAS  
EMEA  
ASPAC  
India  
Total  
TEAM  
Associates

Associates  
Associates  
Associates  
Associates  
Revenue  
23  
5  
2  
30  
General Ledger  
17  
9  
1  
10  
37  
Tax  
4  
4  
Internal Audit  
1  
1  
FP&A  
5  
1  
1  
1  
8  
Financial Systems  
5  
5  
Other  
2  
2  
TOTAL  
57  
15  
4  
11  
87

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Finance & Accounting

Experienced, Global Presence

Stable management team with over 50 years at  
JDA

Accounting staff located in Arizona, UK, Sweden,  
Japan, Singapore, India, Australia, China, Mexico,  
and Chile

Use state-of-the-art applications such as PeopleSoft  
and Hyperion

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Sales & Marketing  
Jason Zintak, EVP

Jason Zintak, EVP  
Sales & Marketing  
Sales & Marketing

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Sales At-A-Glance

JDA has performed

well in the current

economic environment

with growing license

sales

Global Presence

5,800+ customers



in 60 countries

71 of the Top 100 Retailers

83 of the Top 100 CG Manufacturers

1,800+ employees  
around the globe

**CUSTOMERS**

Trailing Twelve Month Software

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Marketing Team Objectives

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Brand Management

Sales Support

Lead-generation through: direct mail, e-marketing, advertising, webinars, presentations, collateral, video

Database Management

Salesforce.com

External-  
and Internal-facing Web Support and Applications

Analyst Relations

Corporate Communications

Case studies, press releases, scripting, editorial content, whitepapers, media relations

Event Management & Support for industry-leading supply chain events:

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Vertical Sales Strategy & Support

Competitive Positioning & Industry Messaging

Customer Executive Management

Executive Sponsorship Program

Industry Thought Leadership

Analyst Briefings & White Papers

Marketing Content Ownership

Product Strategy Field Contribution

Partner Field Management

Industry Team Objectives

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Sales Process / Salesforce.com

Deals Under  
\$125k

Phone and Web  
Driven

Virtual Presales



High Touch

Audits

80% plus Win-Rate

Vertical Industry  
Teams

Presales Intensive

Heavy Reference  
Selling

Custom  
Demonstrations

Limited Proof of  
Concepts

30 % Business  
Development

Campaign  
Driven

Outbound  
Calling

30% CRM Program

Targeted  
Accounts

Trusted Advisor

40% AE Driven

10 accounts

Weekly  
Management  
Review

Presales  
Discovery  
Process

Strategy Calls

Weekly Forecast  
Reviews

Quarterly Deep  
Dives in Person  
Demand Gen  
Qualification  
Process  
Sales Cycle  
Inside Sales

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Pre-Sales Team  
a competitive

differentiator in sales cycles

The presales team -  
Who are they?

Real world experience + JDA knowledge/tenure + selling skills

Treat each presentation/demonstration as a Unique Customer Event

Develop customized process flows with customer data

Develop customized leave behind materials

Execute Value Selling and Solution Selling

Use unique combination of products to solve the business needs that drive financial improvement for customers

Provide specific financial metrics to articulate value

Speak to broad best practices and deep functionality

Interview Process

Real world scenarios  
use cases, present 1, coach, present 2

Best Practice / Value Workshops

Continuous innovation and cross training

Knowledge forums

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JDA Alliance Program: 200 participating  
companies *and growing!*

Partner Portal

Partner Portal

Alliance Doctrine -

Alliance Doctrine -

Scorecard  
Scorecard

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Themes in the Last Year  
Supply Chain in Retail is up

Chico's, Sports Authority, IKEA etc.

Category Management is up

Planogram

Generator new and differentiated

Transportation Sales are up

Demand for classic licenses increasing

Manufacturing

Inventory Optimization, Master Planning

Price and Revenue Optimization

Beating custom solutions

SAP Retail

More of a Partner than Competitor

Oracle Retail

Struggling in the Market

Logility

Non Retail

Trying to buy their way in every deal

Optimization vs

Transaction

165 new customer logos over 4 Q s



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JDA Services  
Chris Moore, EVP  
Chris Moore, EVP  
JDA Services

JDA Services

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JDA Services  
Technical / Performance  
Services

Performance Tuning

Database Administration  
Support Services

Help Desk and Online

Software Innovations

Advanced Support  
Strategic Services

Process Design & Innovation

Organizational Alignment  
Education Services

Product/Process  
Training

Certification

Customization  
Implementation Services

Project Planning and Delivery

Continuing Optimization  
Managed Services

Outsourced  
Operations

Workforce  
Augmentation

Optimization Services

Help Desk Transition

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Why JDA Services?

Proven Delivery Model  
Ensures ROI

We are the Real Demand Chain Results company!

Connection to JDA s  
On-Going Customer Value

JDA Support and Managed Services are our  
conduit to Implementation , Education, and Technical Services

Continuous Optimization  
Through Deep Domain Expertise and  
Thought Leadership

From JDA Support through Strategic Consulting and then back to

Implementation

Extending  
the  
Customers  
Operation

with  
Global  
Delivery  
and  
Supply Chain Results

The go-live is just the beginning of the next phase of interaction and ROI  
with JDA Services  
No Other Company Provides This Value

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Managed Services -  
JDA's #1 Initiative for 2009  
Hardware & Admin  
Services

Hardware Administration

Software Administration

Performance Management

Problem Management

Security Management  
Optimization Services

JDA Industry & Business Expertise

Perform/ Evaluate/ Run

Deliver Business Results  
Transition / Help Desk

Transition Services

On-site/Knowledge Support

24X7 Availability/Dedicated  
Resources  
Advanced Customer  
Support

Assisted Services

Business Critical Assistance

Application Expert Services  
Technical Assistance



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Other Initiatives

Development of Managed Services offering

(E)nterprise

(A)ccount

(M)anager

role

JDA customer relationship lead on our

biggest

accounts

similar

to

the

CBM

role

Implementation of new Forecasting and Scheduling and T&E system

More involvement of our CoE

consultants in project work

Standardization

worldwide

on

key

processes

in

implementation

and

support

services

Global services sales and maintenance renewal teams

Development of continuous leader and development programs and emphasis on product and business skills certification

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Chris Moore

Executive Vice President

JDA Services

George Jarzebowski

GVP Worldwide

Support Services

Duane Kotsen

SVP Worldwide

Implementation Services

Marjean

Murray

GVP Worldwide

Business Development

Joe King

GVP Worldwide

Managed Services

Stan Stoots

GVP Product

Development

Gary Myers

GVP Technical

Services

Stacy Parker

Project Manager

JDA Services

JDA Services Organization

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JDA Services  
JDA's Team of Professionals  
Delivering Supply Chain Results  
5,800+ Customers  
700+ Global Services Associates  
Unparalleled Expertise/Unmatched Service  
Over 10,000 years of experience with JDA Solutions  
90%+ Customer Satisfaction Rating

Every 2.5 days a customer goes live with a JDA Solution  
using JDA Services

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JDA Services 2009

Over 400 JDA Services associates are certified in JDA  
Solutions and all will be certified by end of 2009

68 major project Go Lives

this year so far

98 current major projects going on right now

Continued expansion of our Center of Excellence for  
Consulting, Support and Managed Services

Increased attachment rates on maintenance and  
implementations to new software and upgrades / renewals

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JDA Products  
Namita Dhallan, GVP



Namita Dhallan, GVP  
Product Management Group  
Product Management Group

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Product Development & Product  
Management  
Dave King  
SVP Product  
Dev & Mgmt  
Rob Thomas  
GVP Dev  
SCM & Arch  
Rick Frazier  
Jaci  
Rutiser  
Sr. Dirs  
Dev Support

Namita Dhallan  
GVP Prod Mgmt  
Salil  
Joshi  
Mng  
Dir  
CoE  
Tom Drolet  
GVP Dev  
Retail  
Jean Yatska  
GVP Prod Mgmt  
Retail

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Today's Industry Challenges

Supply

Demand

SUPPLIERS

SUPPLIERS

SERVICE

SERVICE

PROVIDERS

PROVIDERS  
CLIENTS  
CLIENTS  
CHANNELS  
CHANNELS  
CONSUMERS  
CONSUMERS

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The Capabilities Needed

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Optimize the Consumer-Driven Supply Chain

One View of Demand

Integrated Planning & Execution Optimization

Improve Visibility and Productivity

Streamline Logistics

Respond Rapidly to Market Realities  
Assembly  
Materials  
Distribution  
Warehouse

Store  
Consumer  
Shipping  
From Raw Materials To Consumers  
Supply Chain  
Demand Chain



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Assortment  
Assortment  
Management  
Management  
Space & Category Mgmt  
Space & Category Mgmt  
Replenishment

Replenishment  
& Allocation  
& Allocation  
Workforce Management  
Workforce Management  
Enterprise  
Enterprise  
Planning  
Planning  
Demand  
Demand  
Management  
Management  
Collaboration  
Collaboration  
Master  
Master  
Planning  
Planning  
Fulfillment  
Fulfillment  
Manufacturing  
Manufacturing  
Scheduling  
Scheduling  
Network & Inventory  
Network & Inventory  
Optimization  
Optimization  
Merchandise Operations  
Merchandise Operations  
Analytics  
Analytics  
Transportation  
Transportation  
Management  
Management  
Pricing & Promotion  
Pricing & Promotion  
JDA s Solution Suite

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JDA Enterprise Architecture

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Product Roadmap Next Steps

Conduct detailed solution reviews

Work together to create joint roadmaps

Meet customer commitments

Address market needs

Maintain investment protection policy

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Associate Focus  
Brian Boylan, SVP

Brian Boylan, SVP  
Human Resources  
Human Resources

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JDA's Guiding Principles

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Commitment to Associate Expertise

Corporate objective to continually raise level of associate expertise

Continuous Learning and Development (CLD) requirement  
established for each associate

Minimum of 20 hours annually

> 1650 certifications in total

> 750 certifications in 2009

Corporate goals established for expertise levels

Increase product certifications 10% by year end

Associate Development plans a key component of JDA Perform



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Culture of Recognition  
10788 Nominations in total  
Peer to Peer recognition process  
Individual & Team recognition  
Quarterly & Annual Excellence Awards  
0  
500  
1000

1500  
2000  
2500  
3000  
3500  
2005  
2006  
2007  
2008  
2009

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JDA Community Involvement in Q3

Donations to Tsunami victims in ASPAC

Working with School for the Blind in Hyderabad

Blood Drive in Hyderabad

Benefit for Susan G. Komen Cancer Foundation in  
Scottsdale

Benefit for Humane Society in Scottsdale

Strawberry Tea and Mountain climb raising money to fight  
breast cancer in EMEA

Volunteering at School for the Blind

Humane Society in Scottsdale

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High Associate Retention

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JDA Global Headcount  
2008 & 2009  
Average Tenure >5.6 years (>7.5, excluding CoE)

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What did we learn about i2

Associates

Strong commitment to customers

Strong work ethic

Culture of innovation

Committed to keeping skills fresh & gaining  
technical proficiency

Desire for continued learning and growth

Willingness to share knowledge

Community Involvement



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What this acquisition means from an  
Associate perspective

3,000 + quality associates with similar values &  
commitment levels

3,000 + associates sharing knowledge

New opportunities for associate growth and development

Growth track for technical associates

More opportunities to recognize extraordinary performance

Having an associate base that is second to none in the  
industry

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Integration Planning  
Sue Holstad, Sr. Director

Sue Holstad, Sr. Director  
Acquisitions, Transitions & Planning  
Acquisitions, Transitions & Planning

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Creating The Integration Plan

Organizational Objectives:

Integrate to a combined company quickly and efficiently

Combined company will operate as one company on day one

Use the work performed last year as a base review and adapt as needed

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Creating The Integration Plan

Guiding Principles:

Respectfully communicate and collaborate with  
team members

Minimize the impact to business and on-going  
operating profitability

Consider that we are under an Nondisclosure  
Agreement, but we are still competitors until the  
close.

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Integration Team Structure  
Functional Teams

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Transition Planning Timeline

Integration Planning Kick Off

November 6

Integration Plans Complete

January 22

Day One

Detailed Schedule Complete

February 4

Post Close Communications Plan (30, 60, 90 days)

external and internal

defined

February 4

Close

February 8-15

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Ongoing Communication

Bi-weekly updates on the progress of the planning activities

Intranet sites

Presentations

FAQ s

Integration\_Team@i2.com

Integration.Team@jda.com

Press Releases



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Closing Remarks & Q&A  
Hamish Brewer, JDA CEO

Hamish Brewer, JDA CEO

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Rule 425 Statement

In connection with the proposed transaction involving JDA and i2, JDA plans to file with the Securities and Exchange Commission (the SEC) a Registration Statement on Form S-4 containing a Joint Proxy Statement/Prospectus and each of JDA and i2 plan to file with the SEC other documents regarding the proposed transaction. The definitive Joint Proxy

Statement/Prospectus

will  
be  
mailed  
to  
stockholders  
of  
JDA  
and  
i2.

INVESTORS  
AND  
SECURITY  
HOLDERS  
ARE

URGED  
TO  
CAREFULLY  
READ  
THE  
JOINT  
PROXY  
STATEMENT/PROSPECTUS  
AND  
OTHER  
DOCUMENTS  
FILED WITH THE SEC IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN  
IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain free copies of the Registration Statement and the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC by JDA and i2 through the website maintained

by  
the  
SEC  
at  
[www.sec.gov](http://www.sec.gov).

In  
addition,  
investors  
and  
security  
holders  
may  
obtain  
free  
copies  
of  
the  
Registration Statement and Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC  
from  
JDA  
by  
directing  
a  
request  
to  
JDA  
Software  
Group,  
Inc., 14400  
North  
87  
Street,  
Scottsdale,

Arizona  
85260,  
Attention:  
Investor  
Relations  
(telephone:  
(480)  
308-3000)

or  
going  
to  
JDA's  
corporate  
website  
at  
[www.jda.com](http://www.jda.com),

or from i2 by directing a request to i2 Technologies, Inc., One i2 Place, 11701 Luna Road, Dallas, Texas 75234,

Attention:  
Investor  
Relations  
(telephone  
(469)  
357-1000)

or  
going  
to  
i2's  
corporate  
website  
at  
[www.i2.com](http://www.i2.com).

JDA, i2 and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction.

Information regarding JDA's directors and executive officers is set forth

in JDA s  
proxy statement for its 2009 Annual Meeting of Stockholders, which was filed with the SEC on April 7, 2009,  
and Annual Report on Form 10-K filed with the SEC on March 13, 2009. Information regarding i2 s directors and  
executive officers is set forth in i2 s proxy statement for its 2009 Annual Meeting of Stockholders, which was filed with  
the SEC on April 28, 2009, and Annual Report on Form 10-K filed with the SEC on March 12, 2000. Additional  
information regarding the interests of such potential participants will be included in the Joint Proxy  
Statement/Prospectus  
and  
the  
other  
relevant  
documents  
filed  
with  
the  
SEC  
(when  
available).