

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. 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,

Edgar Filing: I2 TECHNOLOGIES INC - Form 425

Arizona 85260, Attention: Investor Relations (telephone: (480) 308-3000) or going to JDA's corporate website at 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.

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.

Copyright 2009 JDA Software Group, Inc. - CONFIDENTIAL
JDA to Acquire i2
Associate Presentation
November 6, 2009

Copyright 2009 JDA Software Group, Inc. - CONFIDENTIAL

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.

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL

Welcome

Jack Wilson, i2 CEO

Jack Wilson, i2 CEO

Copyright 2009 JDA Software Group, Inc. - CONFIDENTIAL
Introductory Remarks
Hamish Brewer, JDA CEO
Hamish Brewer, JDA CEO

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL

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

Copyright 2009 JDA Software Group, Inc. - CONFIDENTIAL

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)

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

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.

Copyright 2009 JDA Software Group, Inc. - CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.
-

CONFIDENTIAL

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%

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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 Dzersk
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

Copyright
2009
JDA
Software
Group,
Inc.

-
CONFIDENTIAL
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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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)

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL

Financials

Pete Hathaway, JDA CFO

Pete Hathaway, JDA CFO

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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 ex

value will depend on the JDA stock price at closing.

(2)

Senior notes to be marketed on a best efforts basis.

Copyright 2009 JDA Software Group, Inc. - CONFIDENTIAL

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.

Copyright 2009 JDA Software Group, Inc. - CONFIDENTIAL

(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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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

JDA

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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)

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.
-
CONFIDENTIAL
Administration

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
Sales & Marketing
Jason Zintak, EVP

Jason Zintak, EVP
Sales & Marketing
Sales & Marketing

Copyright 2009 JDA Software Group, Inc. -

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
Sales & Marketing

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
Sales & Marketing

Marketing Team Objectives

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

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:

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL

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

Copyright 2009 JDA Software Group, Inc. - CONFIDENTIAL
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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL

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

Partner Portal

Partner Portal

Alliance Doctrine -

Alliance Doctrine -

Scorecard
Scorecard

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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

Copyright
2009
JDA
Software
Group,
Inc.

-
CONFIDENTIAL
JDA Services
Chris Moore, EVP
Chris Moore, EVP
JDA Services

JDA Services

Copyright
2009

JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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

Copyright
2009
JDA
Software
Group,
Inc.

-
CONFIDENTIAL
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

Copyright
2009

JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

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

Copyright 2009 JDA Software Group, Inc. -

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.
-

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
JDA Products
Namita Dhallan, GVP

Namita Dhallan, GVP
Product Management Group
Product Management Group

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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

Copyright 2009 JDA Software Group, Inc. -

CONFIDENTIAL

Today's Industry Challenges

Supply

Demand

SUPPLIERS

SUPPLIERS

SERVICE

SERVICE

PROVIDERS

PROVIDERS
CLIENTS
CLIENTS
CHANNELS
CHANNELS
CONSUMERS
CONSUMERS

Copyright
2009
JDA
Software
Group,
Inc.

-
CONFIDENTIAL
The Capabilities Needed

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
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

Copyright
2009
JDA
Software
Group,
Inc.

-
CONFIDENTIAL
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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
JDA Enterprise Architecture

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

Product Roadmap Next Steps

Conduct detailed solution reviews

Work together to create joint roadmaps

Meet customer commitments

Address market needs

Maintain investment protection policy

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
Associate Focus
Brian Boylan, SVP

Brian Boylan, SVP
Human Resources
Human Resources

Copyright
2009
JDA
Software
Group,
Inc.

-
CONFIDENTIAL
JDA's Guiding Principles

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.

-
CONFIDENTIAL
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

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
High Associate Retention

Copyright 2009 JDA Software Group, Inc. -
CONFIDENTIAL
JDA Global Headcount
2008 & 2009
Average Tenure >5.6 years (>7.5, excluding CoE)

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
Integration Planning
Sue Holstad, Sr. Director

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

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

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

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

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.

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
Integration Team Structure
Functional Teams

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL

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

Copyright

2009

JDA

Software

Group,

Inc.

-

CONFIDENTIAL

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

Copyright
2009
JDA
Software
Group,
Inc.

-

CONFIDENTIAL
Closing Remarks & Q&A
Hamish Brewer, JDA CEO

Hamish Brewer, JDA CEO

Copyright
2009
JDA
Software
Group,
Inc.

-
CONFIDENTIAL
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.

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,

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.

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).