



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

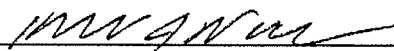
JOHN MCPADDEN, SR.,)
)
 Plaintiff,)
)
 v.)
)
 SANJIV S. SIDHU, STEPHEN BRADLEY, HARVEY B.)
 CASH, RICHARD L. CLEMMER, MICHAEL E.)
 MCGRATH, LLOYD G. WATERHOUSE, JACKSON L.)
 WILSON, JR., ROBERT L. CRANDALL and)
 ANTHONY DUBREVILLE,)
)
 Defendants.)
)
 and i2 TECHNOLOGIES, INC.,)
)
 Nominal Defendant.)

C.A. No. 3310-CC

**DEFENDANTS' MOTION TO DISMISS
THE SHAREHOLDER'S DERIVATIVE COMPLAINT**

Defendants, by their undersigned attorneys, hereby move to dismiss the complaint in this action on the grounds that (i) the complaint fails to state a claim upon which relief can be granted; (ii) plaintiff lacks standing to assert the claims alleged in the complaint, in that he has failed to make a pre-suit demand pursuant to Chancery Court Rule 23.1 or to plead adequate reasons why such a demand would have been futile; and (iii) any claims against the defendants for monetary damages are barred by Article Tenth of the certificate of incorporation of i2 Technologies, Inc., which limits liability of directors pursuant to 8 Del. C. § 102(b)(7).

MORRIS, NICHOLS, ARSHT & TUNNELL LLP



Kenneth J. Nachbar (#2067)
1201 North Market Street
P.O. Box 1347
Wilmington, DE 19899-1347
(302) 658-9200
Attorneys for Defendants

OF COUNSEL:

BINGHAM MCGUTCHEN, LLP
Jordan Hershman
Michael D. Blanchard
150 Federal Street, 18th Floor
Boston, MA 02110
(617) 951-8455

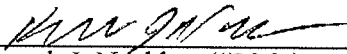
December 18, 2007

CERTIFICATE OF SERVICE

It is hereby certified that on December 18, 2007, a copy of the foregoing DEFENDANTS' MOTION TO DISMISS THE SHAREHOLDER'S DERIVATIVE COMPLAINT was served on the following counsel of record in the manner indicated:

BY E-FILING:

Norman M. Monhait, Esquire
ROSENTHAL, MONHAIT, & GODDESS, P.A.
919 Market Street
Citizens Bank Center, Suite 1401
Wilmington, Delaware 19899-1070



Kenneth J. Nachbar (#2067)