

The attached Management's Discussion and Analysis of Financial Condition and Results of Operations for fiscal 2005 second quarter ended July 31, 2004 was issued by the Company on September 14, 2004, and is filed herewithin as Exhibit II.

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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, thereunto duly authorized.

The Descartes Systems Group Inc.

(Registrant)

Date: September 15, 2004

By: /s/J. Scott Pagan
Name: J. Scott Pagan
Title: General Counsel and Corporate Secretary

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EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| I | <u>Consolidated Financial Statements and notes thereto for fiscal 2005 second quarter, dated as</u> |

of September 14, 2004.

II

Management's Discussion and Analysis of
Financial Condition and Results of Operations
for fiscal 2005 second quarter, dated as of
September 14, 2004.

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