

COMSYS IT PARTNERS INC

Form 425

February 22, 2010

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PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933, AS AMENDED

SUBJECT COMPANY: COMSYS IT PARTNERS, INC.

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Manpower Inc. (NYSE: MAN)

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This presentation includes forward-looking statements which are subject to risks and uncertainties. Actual results might differ materially from those projected in the forward-looking statements. Additional information concerning factors that could cause actual results to materially differ from those in the forward-looking statements is contained in the Company's Annual Report on Form 10-K dated December 31, 2009, which information is incorporated herein by reference, and such other factors as may be described from time to time in the Company's SEC filings.

This presentation does not constitute an offer of any securities for sale. The exchange offer related to the acquisition of COMSYS IT Partners, Inc. has not commenced. Manpower intends to commence an exchange offer and file a Schedule TO and a registration statement on Form S-4, and COMSYS intends to file a Solicitation/Recommendation Statement on Schedule 14D-9 with the Securities and Exchange Commission in connection with the transaction. Manpower and COMSYS expect to mail a Preliminary Prospectus, the Schedule 14D-9 and related exchange offer materials to stockholders of COMSYS.

These documents, however, are not currently available. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY ARE AVAILABLE BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT MANPOWER, COMSYS AND THE TRANSACTION.** Documents filed with the SEC by Manpower and COMSYS may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov), and at Manpower's website at [www.manpower.com](http://www.manpower.com) or COMSYS' website at [www.comsys.com](http://www.comsys.com).

Forward-Looking Statement

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Manpower Inc. (NYSE: MAN)

February 2010

At Manpower, our job is helping the world work,  
and today it's more important than ever before.

Despite the challenging business  
environment, we remain true to our long-  
term strategy. This is no easy task: It  
requires careful planning, expertise and  
agility. With confidence and focus  
Manpower will emerge stronger and  
smarter than ever.

OUR VISION is to lead in the  
creation and delivery of services  
that enable our clients to win in  
the changing world of work.

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Manpower Inc. (NYSE: MAN)

February 2010

Manpower Facts

2009 Segment Revenues in millions (\$)

2009 Segment Operating Unit Profit\* in millions (\$)

400,000 clients

28,000 employees

82 countries/territories

\$16 billion in revenues in 2009

3 million placements

4,000 offices

9 million trained

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Americas 2,561.0 (16%)

France 4,675.5 (29%)

EMEA 6,322.5 (39%)

Asia Pacific 1,728.0 (11%)

Right Management 559.4 (4%)

Jefferson Wells 192.3 (1%)

\*Excludes non-recurring items as detailed in our earnings release and further explained on our website.

Americas (4.0)

France 26.4

EMEA 73.0

Asia Pacific 29.1

Right Management 113.4

Jefferson Wells (15.4)

Manpower Inc. (NYSE: MAN)

February 2010

We Offer Solutions for Employers of all Sizes

End-to-End Services for the  
Employment Lifecycle

Our comprehensive range of services  
allows us to help employers raise their  
productivity through improved quality,  
efficiency and cost-reduction strategies  
at every stage of their business evolution.

And because we focus on their talent  
needs, they can concentrate on their  
core business activities.

The Manpower Group of Companies:

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A Recognized Leader

Recent accolades

In 2009, Institutional Investor magazine named Manpower the Most Shareholder-Friendly Company in the Business & Professional Services category for the fourth year in a row, based on interviews with directors of research, chief investment officers, portfolio managers and analysts.

In 2009, Manpower was named as one of Fortune's most admired companies in the staffing industry for the seventh year in a row by a group of 10,000 executives, directors and security analysts.

Forbes magazine named Manpower to its 2008 list of the best-managed companies for the sixth time, citing Manpower's integrity in the areas of accounting and governance, financial condition and earnings quality. Manpower ranked 119th on the 2009 Fortune 500 list of the largest companies in America.

Manpower ranked 432nd on the 2009 Fortune Global 500 list of the largest companies in the world.

Named a Global High Performer in 2007, Manpower ranked 1,306th on the 2009 Forbes Global 2000 ranking of the largest public companies in the world.

In 2009, Manpower was named one of America's greenest "big" companies by Newsweek Magazine. The U.S. Green Building Council awarded Manpower Gold Status under LEED certification system for its "green" headquarters.

Since 2008, Manpower has been listed on the FTSE4Good Index Series, which measures the performance of companies that meet globally recognized corporate responsibility standards, and facilitates investment in those companies.

America's Most Shareholder-Friendly

America's Most Admired Companies

America's Best Managed Companies

Fortune America 500

Fortune Global 500

Forbes Global 2000

Greenest Big Companies in America

FTSE4Good Index

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Organization  
and Culture

Evolving our  
organization  
and culture  
requires attracting  
and

retaining high  
quality people for  
the long term.

It also requires  
creating an  
environment that  
promotes  
entrepreneurship,  
rewards high  
performance, and  
motivates us to  
reach our full  
potential.

Improving our  
efficiency  
means achieving  
speed, quality and  
effective use of  
resources  
throughout all our  
operations.

Efficiency  
Demonstrating our  
commitment to  
innovation  
requires us to  
continuously  
capture creativity in  
local markets, and  
replicate this  
around the world.

Our role is to  
develop and  
expand our  
capabilities, while  
creating services  
targeted to what's  
new and what's  
next in the world of  
work.

Innovation

Thought  
Leadership  
Maintaining our  
thought  
leadership  
means  
continuously  
anticipating future  
dynamics of the  
market and  
contributing to the  
design of social  
and employment  
systems on a  
global basis.  
Generating more  
revenue  
requires us to  
develop strategic  
insights about  
our clients'  
needs and  
goals, elevating  
and broadening  
our mutually-  
beneficial  
relationships and  
measuring our  
contribution to  
our clients'  
businesses.  
Revenue  
Key Strategies



Manpower Inc. (NYSE: MAN)

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2010 Global Strategic Priorities

To achieve our vision, better service our clients and candidates, and differentiate ourselves from our competition, the Manpower group of companies will focus on:

Manpower Experience

- Candidate Experience
- Client Experience

Digital Strategy

- MyPath
- Direct Talent

- Direct Office / Direct Time

Manpower Professional

- ICT, Engineering, Finance and Accounting

- Go-to-Market Strategy

- Enhanced Business Model

New Services & Sectors

- Manpower Business Solutions

-RPO (Recruitment Process Outsourcing)

-MSP (Managed Service Programs)

-TBO (Task Based Outsourcing)

- Workforce Strategy
- Government Sector

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Specialty

Core

Margins

Staffing

HR Consulting

Where We're Going

Permanent

Professional

Outplacement

F&A

MBS

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February 2010  
COMSYS Acquisition Summary  
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February 2010  
Announced  
\$17.65 per share; \$431 million enterprise value  
Purchase Price  
50% stock / 50% cash, with option to pay all cash  
Consideration  
April 2010  
Expected Closing  
\$20 million by 2011 (3% of revenue)  
Synergies  
Accretive in 2010, excluding intangible amortization costs  
EPS Accretive

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COMSYS Business Overview

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- Third largest IT staffing and managed solutions company in the U.S. with \$650 million in revenue.
    - Project Management
    - Business Analysis
    - Network Infrastructure
    - Business Intelligence
  - Applications Programming and Development
  - Quality Assurance and Testing
  - Workforce Solutions (RPO and MSP)
  - National footprint with 52 branches
  - Diversified client base across several high-growth industry sectors
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Combined Professional Staffing Business

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Combined revenue of Manpower Professional and COMSYS will be over \$2.5 billion

Combined number of contractors on assignment daily will be over 25,000

Combined footprint will be 400 offices

Combined MSP offering will be total flow through dollars of \$3.5 billion

\* Includes Manpower Professional, Elan and Comsys

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\$975M

\$185M

2009 Pro forma

1999

11%

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Diversifying Via Specialty Services

Evolution of Specialty Gross Margin

Manpower Professional

Elan

COMSYS

Jefferson Wells

Right Management

Gross margin from specialty  
services now exceeds one-third of  
our total gross margin.

% of Total GP

\* 2009 Pro forma includes the results of COMSYS IT Partners

\*

33%

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Exciting Growth Opportunities

SOURCE: Manpower estimates

Italy 0.9%+++16%

Nordics 1.0%+++30%

Germany 1.4%+++5%

Japan 1.8%++ 3%

US 1.5%+ 3%

France 2.1%+ 21%

UK 3.5%+ 4%

Staffing Market

Penetration

Growth

Opportunity

Manpower

Market Share

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- First foreign company to receive a license to provide temporary staffing services in China; largest network with 19 offices in 19 cities

Capitalizing on Emerging Markets

Manpower continues to shape labor policy in emerging economies, resulting in new sources of revenue.

- Extensive network in Eastern Europe with 136 offices in 12 countries
  - Established operations in the Middle East with the 2007 acquisition of one of the leading professional staffing and recruitment companies in the region
    - First to provide employment services in Vietnam
    - India's largest ITeS staffing firm with 22 offices in 13 cities

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Financial Highlights

- Quarter Financial Summary
- Full Year Cash Flow Summary
  - Balance Sheet
  - Trend Analysis: Revenue and Operating Profit
  - Operating Cash Flows
  - Return on Invested Capital
    - Financial Targets
- Record of Long-Term Growth

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Financial Summary - Fourth Quarter

(\$ in millions, except EPS)

- (1) Constant currency is further explained in our quarterly filings with the SEC.
- (2) 2009 excludes reorganization charges of \$12.7M.
- (3) 2008 excludes the impact of the French business tax refund, French payroll tax change, and \$37.2M of reorganization charges.

(1)

(2)

(3)

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February 2010  
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Cash Flow Summary - Full Year

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February 2010  
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Balance Sheet  
December 31, 2009 (\$ in millions)

Assets
\$6,214
3,071
2,128
1,015
Cash
Accounts Receivable
Other Assets
Liabilities
& Equity
\$6,214
2,537
2,920
Other Liabilities
Total Debt
Equity
757

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Trend Analysis

(1) Excludes non-recurring items as detailed in our earnings release and further explained on our website. As reported, operating

profit was \$41.7M in 2009, \$493.5M in 2008 and \$811.2M in 2007 and OP% was 0.3%, 2.3% and 4.0%, respectively.

25

20

15

10

5

0

50.0%

35.0%

20.0%

5.0%

-10.0%

-25.0%

+9.0%

+10.0%

+7.9%

+2.1%

-2.6%

+0.4%

+20.8%

10.8

15.8

17.6

20.5

21.5

2000

2001

2002

2003

2004

2005

2006

2007

2008

Dollars in Billions

% = Variance in constant currency

Revenue

750

600

450

300

150

0

7.5%

7.0%  
 4.5%  
 3.0%  
 1.5%  
 0.0%  
 +17.6%  
 +21.9%  
 +8.4%  
 +43.1%  
 +1.5%  
 -7.9%  
 +47.5%  
 311.0  
 233.1  
 259.1  
 428.8  
 532.1  
 680.6  
 631.4  
 2000  
 2001  
 2002  
 2003  
 2004  
 2005  
 2006  
 2007  
 2008

Dollars in Millions

% = Variance in constant currency

Operating Profit

OP% 2.9% 2.3% 2.2% 2.1% 2.7% 2.7% 3.0% 3.3% 2.9% 0.8%

+0.5%  
 -12.9%  
 (1)  
 (1)  
 20  
 16.0  
 -20.9%  
 2009  
 2009  
 12.1  
 +13.1%  
 136.3  
 -78.1%  
 237.6  
 -21.6%

Y-O-Y Growth

in CC%

OP Margin

(1)

397.8

10.5

10.5

14.7

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Operating Cash Flows

(\$ in millions)

\* Free Cash Flow is equal to cash provided by operating activities less capital expenditures, and is further explained on our website.

Free Cash Flow \*

Capital Expenditures

130.3

82.6

212.9

281.0

227.9

223.4

187.4

268.8

359.1

432.2

87.3

58.5

55.5

67.9

77.6

80.0

91.6

279.1

119.5

167.9

169.4

193.7

698.9

93.1

792.0

340.6

191.2

Share Repurchases

2000

\$20.0

2001

\$3.3

2002

\$30.7

2003

-

2004

-

2005

\$217.6

2006

\$235.9



2007  
\$419.2  
2008  
\$125.4  
21  
379.2  
35.1  
2009  
-  
414.3

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Return on Invested Capital\* (ROIC)

\* Return on Invested Capital is defined as operating profit after tax divided by the average monthly total of net debt (total debt less cash and cash equivalents) and equity for the year, and is further explained on our website.

2009, 2008 and 2007 exclude non-recurring items as detailed in our earnings releases.

2007

2006

2005

2004

2003

11.4%

13.3%

10.9%

9.8%

15.6%

2008

13.0%

22

2009

5.7%

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Financial Targets

Revenue

Growth

>

Market

Operating

Profit

Margin

>

4%

EPS

Growth

>

15%

Constant

Currency

ROIC

>

15%

SG&A

Expense

<

80% of

Gross

Profit

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Strong Record of Long-Term Growth

- Balanced service portfolio
- Geographic diversification
- Well positioned for emerging market growth
  - Clear, effective strategy
  - Seasoned management team
- Industry leader with superior brand recognition

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### Additional Information

This presentation is being filed by Manpower Inc. pursuant to Rule 425 under the Securities Act of 1933. This presentation does not constitute an offer of any securities for sale. The exchange offer described above has not commenced. Manpower intends to commence an exchange offer and file a Schedule TO and a registration statement on Form S-4, and COMSYS intends to file a Solicitation/Recommendation Statement on Schedule 14D-9, with the Securities and Exchange Commission in connection with the transaction. Manpower and COMSYS expect to mail a Preliminary Prospectus, the Schedule 14D-9 and related exchange offer materials to stockholders of COMSYS. These documents, however, are not currently available. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THESE DOCUMENTS CAREFULLY WHEN THEY ARE AVAILABLE BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT MANPOWER, COMSYS AND THE TRANSACTION. Documents filed by Manpower with the SEC may be obtained without charge at the SEC's website at [www.sec.gov](http://www.sec.gov) and at Manpower's website at [www.manpower.com](http://www.manpower.com). Documents filed by COMSYS with the SEC may be obtained without charge at the SEC's website and at COMSYS' website at [www.comsys.com](http://www.comsys.com).

### Forward-Looking Statements

This presentation contains statements, including statements regarding timing, completion and results of the proposed transaction, that are forward-looking in nature and, accordingly, are subject to risks and uncertainties. Actual results may differ materially from those described or contemplated in the forward-looking statements. Factors that may cause actual results to differ materially from those contained in the forward-looking statements include, among others, the risk that the exchange offer and the merger will not close; the risk that Manpower's business and/or COMSYS' business will be adversely impacted during the pendency of the exchange offer and the merger; the risk that the operations of the two companies will not be integrated successfully; the risk that Manpower's expected cost savings and other synergies from the transaction may not be fully realized, realized at all or take longer to realize than anticipated; the risk that demand for and acceptance of Manpower's or COMSYS' products or services may be reduced; the impact of economic conditions; the impact of competition and pricing; and other factors found in the Manpower's and COMSYS' reports filed with the SEC, including the information under the heading 'Risk Factors' in Manpower's Annual Report on Form 10-K for the year ended December 31, 2009 and COMSYS' Annual Report on Form 10-K for the fiscal year ended December 28, 2008, which information is incorporated herein by reference.