

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re:	:	Chapter 11
	:	
MES INTERNATIONAL, INC., <i>et al.</i> ¹	:	Case No. 09-09-14109 (PJW)
	:	
Debtors.	:	Joint Administration Pending
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**VERIFIED STATEMENT OF DORSEY & WHITNEY (DELAWARE) LLP
PURSUANT TO BANKRUPTCY RULE 2019(a)**

ERIC LOPEZ SCHNABEL certifies as follows:

1. I am an attorney at law and a member of the law firm of Dorsey & Whitney (Delaware) LLP (the “Firm”). I am admitted to practice before the United States Bankruptcy Court for the District of Delaware. On behalf of the Firm, I hereby provide this verified statement (the “Statement”) as required by Bankruptcy Rule 2019 in connection with the Firm’s representation in these chapter 11 cases of certain holders (the “Noteholders”) of the Debtors’ 11% Senior Notes (the “Senior Notes”) due 2013 issued by GSI Group Corporation (the “Issuer”). The Noteholders are identified on Exhibit A hereto. The Senior Notes were issued by the Issuer under that certain Indenture, dated as of August 20, 2008, by and among the Issuer, GSI Group, Inc. and Eagle Acquisition Corporation, as guarantors, and The Bank of New York Mellon Trust Company, N.A., as trustee.

2. As of the date hereof, each Noteholder holds the Senior Notes and, as such, each is a creditor of the above-captioned Debtors. As of the date hereof, the aggregate principal amount of the Senior Notes held or managed by the Noteholders is approximately \$170

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: MES International, Inc. (1964); GSI Group Inc. (0412); and GSI Group Corporation (9358). The Debtors’ headquarters is located at 125 Middlesex Turnpike, Bedford, MA 01730.

million. The aggregate principal amount of all of the Senior Notes outstanding is approximately \$210 million.

3. The Firm reserves the right to amend and/or supplement this Statement as may be necessary.

Dated: Wilmington, DE
November 20, 2009

I hereby certify that the foregoing is true and correct to the best of my knowledge.

DORSEY & WHITNEY (DELAWARE) LLP

By 

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Attorneys for Certain Holders of 11% Senior
Notes

EXHIBIT A
TO
STATEMENT OF
DORSEY & WHITNEY (DELAWARE) LLP
PURSUANT TO BANKRUPTCY RULE 2019(a)

Name	Principal Amount Held	Address
LIBERTY HARBOR MASTER FUND I, L.P.	\$70,000,000	c/o Liberty Harbor, LLC 1 New York Plaza New York NY 10004
HIGHBRIDGE INTERNATIONAL LLC	\$47,500,000	c/o Highbridge Capital Management, LLC 9 West 57 Street, 27th Floor New York, New York 10019
TENNENBAUM OPPORTUNITIES PARTNERS V, LP	\$20,743,000	c/o Tennenbaum Capital Partners, LLC 2951 28th Street, Suite 1000 Santa Monica, CA 90405
SPECIAL VALUE CONTINUATION PARTNERS, L.P.	\$7,778,000	c/o Tennenbaum Capital Partners, LLC 2951 28th Street, Suite 1000 Santa Monica, CA 90405
SPECIAL VALUE EXPANSION FUND, LLC	\$5,632,000	c/o Tennenbaum Capital Partners, LLC 2951 28th Street, Suite 1000 Santa Monica, CA 90405
SPECIAL VALUE OPPORTUNITIES FUND, LLC	\$13,347,000	c/o Tennenbaum Capital Partners, LLC 2951 28th Street, Suite 1000 Santa Monica, CA 90405
HALE CAPITAL PARTNERS, LP	\$5,000,000	570 Lexington Ave, 49th Floor New York, New York 10022