

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
MES INTERNATIONAL, INC., ¹)	Chapter 11
Debtor.)	Case No. 09-14109 (PJW)
In re:)	Chapter 11
GSI GROUP INC.,)	Case No. 09-14110 (PJW)
Debtor.)	
In re:)	Chapter 11
GSI GROUP CORPORATION,)	Case No. 09-14111 (PJW)
Debtor.)	Joint Administration Requested

**NOTICE OF AGENDA OF MATTERS SCHEDULED AND NOTICE OF FIRST-DAY
HEARING ON NOVEMBER 23, 2009 AT 4:00 P.M. BEFORE THE
HONORABLE PETER J. WALSH, U.S. BANKRUPTCY JUDGE**

**This Agenda sets forth items in the order they appear in the first day motions binders
delivered to the Court. The status of each is set forth below.**

1. Voluntary Petitions
 - a. MES International, Inc.
 - b. GSI Group Inc.
 - c. GSI Group Corporation

Status: Listed for information purposes only.

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.

2. Affidavit of Sergio Edelstein, Ph.D. in Support of First Day Pleadings [Filed: 11/20/09; Docket No. 3]

Status: The Affidavit will be relied upon as evidentiary support for the motions listed below.

Administrative Matters

3. Motion of Debtors for Order Authorizing Joint Administration of Their Chapter 11 Cases Pursuant to Fed. R. Bankr. P. 1015(b) and Local Rule 1015-1 [Filed: 11/20/09; Docket No. 4]

Status: This matter will be going forward.

4. Motion of Debtors for an Order Authorizing the Debtors to (I) File a Consolidated List of Creditors; (II) File a Consolidated List of Debtors' Twenty Creditors Holding Largest Unsecured Claims; and (III) Mail Initial Notices [Filed: 11/20/09; Docket No. 5]

Status: This matter will be going forward.

5. Application for an Order Authorizing the Debtors to Retain and Employ the Garden City Group, Inc. as Claims, Noticing, and Balloting Agent Pursuant to 28 U.S.C. § 156(c), Rule 2002(f) of the Federal Rules of Bankruptcy Procedure and Local Rule 2002-1(f) as of the Petition Date [Filed: 11/20/09; Docket No. 6]

Status: This matter will be going forward.

Professional Retention Related Motions and Applications

6. Application for Order Authorizing the Retention and Employment of Brown Rudnick LLP as Bankruptcy Counsel, *Nunc Pro Tunc* as of the Petition Date, Pursuant to Bankruptcy Code Sections 327(a) and 1107(a), Fed. R. Bankr. P. 2014(a) and 2016(b), and Local Bankruptcy Rule 2014-1 [Filed: 11/20/09; Docket No. 8]

Status: This matter will be served out on notice to be heard at a date and time to be determined. This matter will not be going forward.

7. Application of Debtors for an Order Authorizing the Retention and Employment of Saul Ewing LLP as Co-Counsel to the Debtors Pursuant to 11 U.S.C. § 327(a) *Nunc Pro Tunc* to the Petition Date [Filed: 11/20/09; Docket No. 9]

Status: This matter will be served out on notice to be heard at a date and time to be determined. This matter will not be going forward.

8. Application of Debtors for an Order Authorizing the Retention and Employment of Wilson Sonsini Goodrich & Rosati as Special Counsel to the Debtors Pursuant to 11 U.S.C. § 327(e), *Nunc Pro Tunc* to the Petition Date [Filed: 11/20/09; Docket No. 10]

Status: This matter will be served out on notice to be heard at a date and time to be determined. This matter will not be going forward.

9. Application of Debtors for an Order Under 11 U.S.C. §§ 327(a), 328(a), and 1107(b) and Fed. R. Bankr. P. 2014(a) and 2016 Authorizing Employment and Retention of CRG Partners Group LLC, As Financial Advisors to Debtors, *Nunc Pro Tunc* to the Petition Date [Filed: 11/20/09; Docket No. 11]

Status: This matter will be served out on notice to be heard at a date and time to be determined. This matter will not be going forward.

10. Motion of Debtors for an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Official Committee Members [Filed: 11/20/09; Docket No. 12]

Status: This matter will be served out on notice to be heard at a date and time to be determined. This matter will not be going forward.

11. Motion of Debtors for an Order Authorizing the Retention and Employment of Professionals Used in the Ordinary Course of Business [Filed: 11/20/09; Docket No. 13]

Status: This matter will be served out on notice to be heard at a date and time to be determined. This matter will not be going forward.

First Day Motions Pertaining to Business Operations

12. Motion of Debtors for an Order Authorizing (I) Payment of Pre-Petition Employee Wages, Salaries, and Other Compensation; (II) Reimbursement of Pre-Petition Employee Business Expenses; (III) Payment of Pre-Petition Tax and Other Withholdings to Third-Parties; (IV) Contributions to Pre-Petition Employee Health and Other Benefit Programs and Continuation of Such Programs; (V) Payment of Workers' Compensation Obligations and Other Insurance Premiums; and (VI) Related Relief [Filed: 11/20/09; Docket No. 14]

Status: This matter will be going forward.

13. Motion of Debtors for an Order (I) Approving Continued Use of Existing Bank Accounts, Business Forms, and Cash Management System, (II) to Obtain Limited Waiver of the Requirements of 11 U.S.C. § 345(b), and (III) Granting Post-Petition Intercompany Claims Administrative Priority [Filed: 11/20/09; Docket No. 15]

Status: This matter will be going forward.

14. Motion of Debtors for an Order Authorizing, But Not Directing, the Payment of Certain Prepetition Sales, Use, Franchise and Income Taxes, Licensing Fees, and Similar Obligations [Filed: 11/20/09; Docket No. 16]

Status: This matter will be going forward.

15. Motion of Debtors for an Interim and Final Order Pursuant to 11 U.S.C. §§ 105 and 366 of the Bankruptcy Code (I) Finding Utilities Adequately Assured of Future Performance, (II) Enjoining Utilities from Altering, Refusing, Discontinuing, or Interfering with Utility Service, and (III) Establishing Procedures for Determining Requests for Additional Adequate Protection [Filed: 11/20/09; Docket No. 17]

Status: This matter will be going forward. The Debtors will seek entry of a proposed Interim Order attached to the Motion.

16. Motion of Debtors for (I) an Order Authorizing Payment of Certain Prepetition Claims of Critical Vendors and (II) an Order Authorizing But Not Directing, After Notice and a Hearing, the Debtors to Pay Certain Obligations Arising in Connection with Goods Received by the Debtors within the Twenty Day Period Before the Petition Date [Filed: 11/20/09; Docket No. 18]

Status: This matter will be going forward.

17. Motion of Debtors for Entry of an Order Authorizing, But Not Requiring, Debtors to Honor Certain Prepetition Obligations to Customers and to Otherwise Continue Customer Warranty Program and Practices in the Ordinary Course of Business [Filed: 11/20/09; Docket No. 19]

Status: This matter will be going forward.

18. Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. § 105(a) Enforcing Protections of 11 U.S.C. §§ 362, 365(e)(1) and 525 [Filed: 11/20/09; Docket No. 20]

Status: This matter will be going forward.

19. Motion of Debtors for an Order Confirming the Administrative Expense Priority Status of the Debtors' Undisputed and Liquidated Obligations for Post-Petition Delivery of Requested Goods and Provision of Requested Services [Filed: 11/20/09; Docket No. 21]

Status: This matter will be going forward

20. Motion of Debtors for an Order Authorizing the Debtors to Assume Plan Support Agreement Pursuant to 11 U.S.C. § 365 [Filed: 11/20/09; Docket No. 22]

Status: This matter will be served out on notice to be heard at a date and time to be determined. This matter will not be going forward.

21. Joint Chapter 11 Plan of Reorganization for MES International, Inc., GSI Group Inc. and GSI Group Corporation [Filed: 11/20/09; Docket No. 23]

Status: This matter will not be going forward.

22. Disclosure Statement Relating to Joint Chapter 11 Plan of Reorganization for MES International, Inc., GSI Group Inc. and GSI Group Corporation [Filed: 11/20/09; Docket No. 24]

Status: This matter will be served out on notice to be heard at a date and time to be determined. This matter will not be going forward.

Dated: November 20, 2009

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