

**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

**CORRECTED CONSOLIDATED LIST OF THIRTY CREDITORS
HOLDING LARGEST UNSECURED CLAIMS**

Set forth below is a list of creditors holding the thirty (30) largest unsecured claims against MES International, Inc., GSI Group Inc. and GSI Group Corporation (collectively, the "Debtors") as of November 20, 2009. The list has been prepared from the books and records of the Debtors.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. Inclusion of a claim on the attached consolidated list is not an admission that the amounts listed are undisputed, fixed and liquidated nor an admission that the amounts are owed by more than one of the Debtors.

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.

Name of creditor and complete mailing address including zip code	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>The Bank of New York Mellon Trust Company, N.A. 222 Berkeley Street, 2nd Floor Boston, MA 02116 Attn: Vaneta I. Bernard, VP Tel.: (617) 536-3292 Fax: (617) 351-2401</p>	<p>Indenture Trustee</p>		<p>\$210,000,000.00</p>
<p>Liberty Harbor Master Fund I, L.P. 1 New York Plaza New York, NY 10004 Tel.: (212) 855-9624 Fax: (212) 428-3889</p>	<p>Noteholder</p>		<p>\$70,000,000.00</p>
<p>Highbridge International LLC 9 West 57 Street, 27th Floor New York, NY 10019 Tel.: (212) 287-4900 Fax: (212) 287-4915</p>	<p>Noteholder</p>		<p>\$47,500,000.00</p>
<p>Tennenbaum Opportunities Partners V, LP 2951 28th Street, Suite 1000 Santa Monica, CA 90405 Tel.: (310) 566-1000 Fax: (310) 899-4950</p>	<p>Noteholder</p>		<p>\$20,743,000.00</p>
<p>Tinicum Capital Partners II, L.P. One Maritime Plaza, Suite 1650 San Francisco, CA 94111</p>	<p>Noteholder</p>		<p>\$15,000,000.00</p>
<p>Special Value Opportunities Fund, LLC c/o Tennenbaum Capital Partners, LLC 2951 28th Street, Suite 1000 Santa Monica, CA 90405 Tel.: (310) 566-1000 Fax: (310) 899-4950</p>	<p>Noteholder</p>		<p>\$13,347,000.00</p>

Name of creditor and complete mailing address including zip code	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Special Value Continuation Partners, L.P. c/o Tennenbaum Capital Partners, LLC 2951 28 th Street, Suite 1000 Santa Monica, CA 90405 Tel.: (310) 566-1000 Fax: (310) 899-4950	Noteholder		\$7,778,000.00
Special Value Expansion Fund, LLC c/o Tennenbaum Capital Partners, LLC 2951 28 th Street, Suite 1000 Santa Monica, CA 90405 Tel.: (310) 566-1000 Fax: (310) 899-4950	Noteholder		\$5,632,000.00
Hale Capital Partners, LP 570 Lexington Avenue, 49 th Floor New York, NY 10022 Tel.: (212) 751-8800 Fax: (212) 751-8822	Noteholder		\$5,000,000.00
Softchoice Corporation 1400 Hancock Street Quincy, MA 01269 Tel.: (888) 549-7638 Fax: (888) 549-7639	Trade Debt	Disputed	\$151,303.00
EPIQ EDiscovery Solutions 90 Park Avenue, 8 th Floor New York, NY 10017 Tel.: (212) 225-9200 Fax: (212) 225-9201	Professional Services	Disputed	\$111,484.00
Revolution Partners Heritage on the Garden 75 Park Plaza Boston, MA 02116 Tel.: (617) 375-4219	Professional Services		\$100,558.00

Name of creditor and complete mailing address including zip code	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Shanghai GES Information Technology Co., Ltd NO. 668 Li Shi Zhen Rd Shanghai Zangjiang Hi-Tech Park Shanghai China 201203	Trade Debt		\$54,299.00
Lorom Industrial Co. Ltd. 6380 Flank Drive, Suite 300 Harrisburg, PA 17112	Trade Debt		\$41,662.00
Pyrophotonics Lasers Inc. 275 Kesmark Dollard-des-Ormeaux Quebec, H9B 3J1 Tel.: (514) 904-9000 Fax: (514) 684-0400	Trade Debt		\$41,000.00
NStar P.O. Box 4508 Woburn, MA 01888-4508 Tel: (800) 340-9822	Utility		\$36,527.00
Timken Super Precision Department AT40127 Atlanta, GA 31192-0127 Tel.: (603) 355-4593 Fax: (603) 355-4555	Trade Debt		\$29,383.00
GES US (New England) Inc. 790 Chelmsford Street Lowell, MA 01851 Tel.: (978) 459-4434 Fax: (978) 459-9925	Trade Debt		\$28,191.00
ABA-PGT/Plastics Gearing Tech 10 Gear Drive P.O. Box 8270 Manchester, CT 06042 Tel.: (860) 649-4591 Fax: (860) 643-7619	Trade Debt		\$28,047.00

Name of creditor and complete mailing address including zip code	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Nippon Pulse America Inc. 4 Corporate Drive Radford, VA 24141 Tel.: (540) 633-1677 Fax: (540) 633-1674	Trade Debt		\$25,790.00
JDS Uniphase 2789 Northpoint Parkway Santa Rosa, CA 95407 Tel.: (800) 498-5378	Trade Debt		\$20,815.00
Proto-Pac Engineering Co., Inc. 299 Ballardvale Street Wilmington, MA 01887 Tel.: (978) 520-0100 Fax: (978) 520-0101	Trade Debt		\$20,697.00
SMT Mechatronics SDN BHD PTD 37442, Jalan Perindustrian 3 Kawasan Perindustrian Senai Fasa II 81400 Senai MY	Trade Debt	Disputed	\$20,196.00
125 Middlesex Turnpike LLC 205 Newbury Street Framingham, MA 01701 Tel.: (508) 739-1234 Fax: (508) 739-1235	Landlord		\$20,146.00
Metro Circuits 205 LaGrange Avenue Rochester, NY 14613 Tel.: (585) 254-2980 Fax: (585) 254-4614	Trade Debt		\$19,224.00
Wyatt International Limited Wyatt Housse 72 Francis Road Edgbaston Birmingham B16 8SP Great Britain Tel.: 44-121-454-8181	Trade Debt	Disputed	\$17,432.00

Name of creditor and complete mailing address including zip code	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
<p>Wiltold Trzeciakowski, Individually and on behalf of all others similarly situated David Pastor Gilman and Pastor, LLP 63 Atlantic Avenue, 3rd Floor Boston, MA 02110 Tel.: (617) 742-9700 Fax: (617) 742-9701</p>	<p>Litigation Party</p>	<p>Contingent/ Unliquidated/Disputed</p>	<p>Unknown</p>
<p>Aeroflex Colorado Springs, Inc. 4350 Centennial Boulevard Colorado Springs, CO 80907 Tel.: (719) 594-8000</p>	<p>Subcontractor</p>	<p>Unliquidated</p>	<p>Unknown</p>
<p>Silver Oak Capital, L.L.C. c/o The Bank of New York Mellon Trust Company, N.A. 222 Berkeley Street, 2nd Floor Boston, MA 02116 Attn: Vaneta I. Bernard Tel.: (617) 536-3292 Fax: (617) 351-2401</p>	<p>Noteholder</p>		<p>Unknown</p>
<p>UBS O'Connor LLC c/o The Bank of New York Mellon Trust Company, N.A. 222 Berkeley Street, 2nd Floor Boston, MA 02116 Attn: Vaneta I. Bernard Tel.: (617) 536-3292 Fax: (617) 351-2401</p>	<p>Noteholder</p>		<p>Unknown</p>

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF DEBTORS

I, Sergio Edelstein, President and Chief Executive Officer of MES International, Inc., GSI Group Inc. and GSI Group Corporation, declare under penalty of perjury that I have read the Consolidated List of Creditors Holding the 20 Largest Unsecured Claims submitted herewith and that it is true and correct to the best of my information and belief.

Dated: November 20, 2009

S. Edelstein

Sergio Edelstein
President and Chief Executive Officer of MES
International, Inc., GSI Group Inc. and GSI Group
Corporation