

**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
)	Related to Docket No. 15

**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**

Upon the motion (the "Motion")² of the Debtors in the above captioned chapter 11 cases seeking an order and upon consideration of the Declaration of Sergio Edelstein, Ph.D., in Support of First Day Pleadings filed contemporaneously herewith; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors;

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 Capitalized terms utilized herein without definition shall have the meanings ascribed to them in the Motion.

and it appearing that due notice of the Motion has been given and no other or further notice need be given; and upon the proceedings before the Court; and good and sufficient cause appearing therefor, it is hereby

ORDERED that the Debtors are authorized to: (a) maintain the Cash Management System in the ordinary course of their business, in substantially the same form as the Cash Management System described in the Motion; (b) implement ordinary course changes to their Cash Management System; and (c) open and close bank accounts and continue to use their Bank Accounts in the names and with the account numbers existing immediately prior to the commencement of the above captioned bankruptcy cases with notice of the same to be provided to the U.S. Trustee and any official committee(s) appointed in these chapter 11 cases; and it is further

ORDERED that the Debtors are authorized to continue to use their Business Forms substantially in the forms existing immediately before the Petition Date without reference to their status as debtors in possession and the corresponding bankruptcy cases number; provided, however, that any checks ordered post-petition shall contain the designation of “Debtors in Possession” with the corresponding bankruptcy number as required by Rule 2015-2 of the Local Rules; and it is further

ORDERED that the Banks are authorized to continue to follow the instructions of all parties authorized to issue instruction with respect to the Bank Accounts and to accept and honor all representations from the Debtors as to which checks, drafts, wires, or ACH transfers should be honored or dishonored consistent with any order(s) of this Court and governing law, whether such checks, drafts, wires, or ACH transfers are dated prior to, on or subsequent to the Petition Date; and it is further

ORDERED that (i) the existing deposit agreements between the Debtors and the Banks shall continue to govern the post-petition cash management relationship between the Debtors and the Banks, and that all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect, (ii) the Debtors and the Banks may, without further Order of this Court, agree to and implement changes to the cash management systems and procedures in the ordinary course of business, including, without limitation, the opening and closing of bank accounts, and (iii) in the course of providing cash management services to the Debtors, each of the Banks is authorized, without further Order of this Court, to deduct from the appropriate accounts of the Debtors its customary fees and expenses associated with the nature of the deposit and cash management services rendered to the Debtors, whether arising prepetition or post-petition (the “Bank Fees”), and further, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including, without limitation, returned items that result from automated clearing house transactions, wire transfers, or other electronic transfers of any kind, regardless of whether such items were deposited or transferred prepetition or post-petition and regardless of whether the returned items relate to prepetition or post-petition items or transfers; and it is further

ORDERED that should any of the Banks honor a prepetition check, automated clearing house debit, wire transfer, or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtors to honor such prepetition check or item, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of customary item handling procedures, it

shall not be deemed to be nor shall they be liable to the Debtors or their estates or otherwise in violation of this Order; and it is further

ORDERED that the Debtors shall at all times maintain sufficient balances in accounts at each of the Banks so as to secure their obligations to the Banks for cash management and related services to the Debtors, and no liens on any Bank account granted to any creditor (including any DIP lender) shall take priority over the Bank Fees of the Bank where the account is located; and it is further

ORDERED that the Banks are authorized to debit the Debtors' accounts in the ordinary course of business and without further order of this Court on account of all checks drawn on the Debtors' accounts which are cashed at the Banks' counters or exchanged for cashier's or official checks by the payees thereof prior to the Petition Date; and it is further

ORDERED, that the Debtors are authorized to deposit funds in accordance with their established deposit practices in effect as of the commencement of these cases and, to the extent such deposit practices are not consistent with the requirements of section 345(b) of the Bankruptcy Code or of the U.S. Trustee Operating Guidelines for Chapter 11 Cases, such requirements are waived for sixty (60) days, on an interim basis only, without prejudice to the Debtors' right to seek a further interim or final waiver; and it is further

ORDERED that the Court shall consider the Debtors' request for authorization to (a) make transfers to their subsidiaries and affiliates, (b) honor and make payments in respect of post-petition Intercompany Balances to subsidiaries and affiliates, and (c) make such payments on behalf of their subsidiaries and affiliates to third parties in accordance with prior practice at a hearing scheduled for December 18, 2009 at 1:30 [p.m.] (EST) with objections due by December 11, 2009 at 4:00 [p.m.] (EST); and it is further

ORDERED that the Debtors shall continue to maintain records related to the Intercompany Balances, so that transactions can be ascertained, traced and accounted for on applicable intercompany accounts; and it is further

ORDERED, for banks at which the Debtors hold accounts that are a party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, within fifteen (15) days from the date of entry of this Order the Debtors shall (a) contact each bank, (b) provide each bank with each of the Debtors' employer identification numbers, and (c) identify each of their accounts held at such banks as being held by a debtor in possession; and it is further

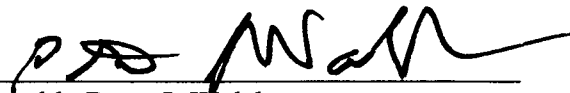
ORDERED, for banks that are not a party to a Uniform Depository Agreement with the Office of the United States Trustee for the District of Delaware, the Debtors shall use their good-faith efforts to cause the bank to execute a Uniform Depository Agreement in a form prescribed by the Office of the United States Trustee within forty-five (45) days of the date of the entry of this Order; and it is further

ORDERED that Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors; and it is further

ORDERED that notwithstanding the possible applicability of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

Dated: Nov. 23, 2009



Honorable Peter J. Walsh
United States Bankruptcy Judge

EXHIBIT "A"

EXHIBIT "B"

BANK ACCOUNTS			
Bank	Address	Account #	Type of Account
GSI Group Corporation			
Bank of America	100 Federal Street Boston, MA 02110	52195411	Operating
Bank of America	100 Federal Street Boston, MA 02110	4627179802	Depository Account
Bank of America	100 Federal Street Boston, MA 02110	80050605	Accounts Payable
Bank of America	100 Federal Street Boston, MA 02110	4621208371	Paymode
HSBC	115 High Street, Oliver Tower Boston, MA 02110	90337476	Disbursement Account
JP Morgan Chase	One Chase Manhattan Plaza New York, NY 10005	1093756	Depository*
GSI Group Corporation, Korea Branch			
HSBC, Korea	#25 HSBC Building Bong Lae- Dong, 1GA Choong Gu, Seoul, Korea	002-641025-298	Checking Account
HSBC, Korea	#25 HSBC Building Bong Lae- Dong, 1GA Choong Gu, Seoul, Korea	002-641025-001	Checking Account
The Korea Exchange Bank	#1573-1, Seocho-dong, Seochu-Gu, Seoul, Korea	107-22-03893-8	Savings Account
The Shinhan Bank	#275-6, Yangjae-Dong, Seocho-Gu, Seoul, 137-130, Korea	140-007-470983	Savings Account
GSI Group Corporation, Taiwan Branch			
HSBC, Taiwan	17F, No. 3-1, Yuan Qu Street, Nankang District Taipei 115, Taiwan	001-265974-061	Savings Account
HSBC, Taiwan	17F, No. 3-1, Yuan Qu Street, Nankang District Taipei 115, Taiwan	001-265974-031	Savings Account
HSBC, Taiwan	17F, No. 3-1, Yuan Qu Street, Nankang District Taipei 115, Taiwan	001-265974-001	Checking Account
The Shanghai Commercial & Savings Bank, Ltd.	19, Min Sheng Road, Hsinchu, Taiwan	34102000018196	Savings Account
GSI Group Inc.			
Bank of America	100 Federal Street Boston, MA 02110	447372205	Operating
Bank of America	100 Federal Street Boston, MA 02110	447372106	Operating

*The bank account maintained at JP Morgan Chase is inactive and in the process of being closed.