

**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. 17

**INTERIM 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 ASSURANCE**

Upon the motion (the “Motion”)² of the Debtors in the above captioned chapter 11 cases seeking entry of an order, pursuant to sections 105 and 366 of title 11 of the United States Code (the “Bankruptcy Code”) (a) finding utility providers (each a “Utility” and collectively, the “Utilities”) adequately assured of future performance; (b) enjoining Utilities from altering, refusing, discontinuing, or interfering with service to the Debtors; and (c) establishing

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.

procedures for determining requests for additional adequate assurance; and upon consideration of the Motion and the Declaration of Sergio Edelstein, Ph.D. in Support of First Day Pleadings; and it appearing that the notice of the Motion was good and sufficient under the circumstances and that no other or further notice need be given, and this Court finding good cause for the relief requested thereby, it is hereby

ORDERED that the Motion is granted on an interim basis; and it is further

ORDERED that the Debtors are authorized, but not directed, to pay on a timely basis and in accordance with their pre-petition practices, all undisputed invoices for post-petition Utility Services provided by the Utilities; and it is further

ORDERED that the Debtors shall, on or before twenty (20) days after the Petition Date, deposit \$65,000, representing a sum equal to 50% of the Debtors' estimated average monthly cost of Utility Services over the course of the last twelve (12) months prior to the Petition Date (the "Adequate Assurance Deposit"), into an interest-bearing, newly-created, segregated account (the "Adequate Assurance Account") pending further order of the Court, for the purpose of providing the Utilities identified on Exhibit A to the Motion adequate assurance of future payment of their post-petition Utility Services to the Debtors without prejudice to each Utility's right to request additional adequate assurance in accordance with the procedures set forth in this Order; and it is further

ORDERED that, except in accordance with the procedures set forth herein and absent further order from this Court, all Utilities are hereby (i) enjoined from altering, refusing, interfering with, disturbing, or discontinuing Utility Services to the Debtors on account of commencement of these chapter 11 cases or any unpaid invoice for pre-petition services or while a request for adequate assurance or payment in accordance with the procedures set forth in the

Motion is pending; and (ii) deemed to have received adequate assurance of payment in compliance with section 366 of the Bankruptcy Code; and it is further

ORDERED that any Utility seeking additional adequate assurance from the Debtors in the form of an additional deposit or other security be required to make a request in accordance with the procedures set forth below; and it is further

ORDERED that the Debtors shall serve a copy of the Motion, together with the proposed Final Order, upon the Utilities listed on Exhibit A, within three (3) days after the date of entry of this Interim Order; and it is further

ORDERED that if a Utility is not satisfied with the Adequate Assurance Deposit provided by the Debtors and seeks additional adequate assurance in the form of an additional deposit or other security, the Utility shall serve such a request in writing (the "Request") so that it is received by the Debtors and their counsel at the following addresses: (i) GSI Group Inc., Sergio Edelstein, Ph.D, President and CEO, 125 Middlesex Turnpike, Bedford, MA 01730; (ii) Brown Rudnick LLP, One Financial Center, Boston, MA 02111, Attn: William R. Baldiga, Esq.; and (iii) Saul Ewing LLP, 222 Delaware Avenue, Suite 1200, P.O. Box 1266, Wilmington, DE 19899, Attn: Mark Minuti, Esq.; and it is further

ORDERED that the Request shall (i) be in writing; (ii) set forth the location(s) for which Utility Services are provided; (iii) provide the associated account number; (iv) include a summary of the Debtors' payment history relevant to the affected account, including any security deposits; (v) explain the reasons why the Utility believes that the Proposed Adequate Assurance is not sufficient to assure future payment; and (vi) the amount and nature of any assurance of future payment that would be satisfactory to the Utility; and it is further

ORDERED that without further order of the Court, the Debtors may enter into an agreement granting additional adequate assurance to any Utility who served a Request upon the

Debtors, if the Debtors, in their sole discretion, determine that the Request is reasonable; and it is further

ORDERED that if a consensual resolution of the Request is not reached within thirty (30) days after service of the Request upon the Debtors and their counsel, the Debtors shall request a hearing before this Court for determination of adequate assurance of payment pursuant to section 366(c)(3) of the Bankruptcy Code (the “Determination Hearing”) with respect to such Utility and the Determination Hearing shall be scheduled for the next omnibus hearing date established by this Court. Such hearing will be without prejudice to the right of any Utility to seek relief separately under section 366(c)(3) of the Bankruptcy Code (also, a “Determination Hearing”); and it is further

ORDERED that pending resolution of such dispute at the Determination Hearing, the relevant Utility (i) shall be restrained from altering, refusing, discontinuing, or interfering with service to the Debtors on account of commencement of these chapter 11 cases or any unpaid charges for pre-petition services or on account of any objections to the Proposed Adequate Assurance and (ii) shall be deemed to have adequate assurance of payment under section 366 of the Bankruptcy Code in the form of the Adequate Assurance Deposit furnished by the Debtors until and unless this Court enters a final order finding otherwise; and it is further

ORDERED that any Utility that does not timely file and serve a Request shall be deemed to have received adequate assurance under section 366 of the Bankruptcy Code in the form of the portion of the Adequate Assurance Deposit equal to 50% of the average monthly bill for such Utility over the course of the last twelve months prior to the Petition Date; and it is further

ORDERED that nothing in this Interim Order or the Motion shall be deemed to constitute post-petition assumption of any agreement pursuant to section 365 of the Bankruptcy Code or to create an administrative expense liability; and it is further

ORDERED that a final hearing, if required, on the Motion will be held on December 18, 2009 at 1:30pm (EST). The deadline by which any objection to the Motion must be filed and served on counsel to the Debtors is December 11, 2009 at 4:00pm (EST). If no objections are filed to the Motion, this Court may enter a Final Order on the Motion without further notice or hearing; and it is further

ORDERED that the terms and conditions of this Interim Order shall be effective and enforceable immediately upon its entry; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Interim Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: Nov. 23, 2009

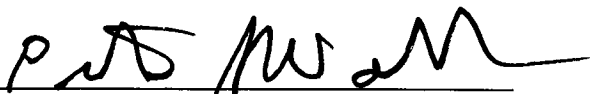

The Honorable Peter J. Walsh
United States Bankruptcy Judge

EXHIBIT A

UTILITY PROVIDERS

United States Utility Providers			
Utility Provider	Account Numbers	Address	Type Service
A T & T	Master acct 18000028672	1100 Walnut, Floor 18 South Kansas City, MO 84108	Phone/Data
A T & T	0516671709001	P.O. Box 2969 Omaha, NB 68103-2969	Phone/Data
A T & T	GSIG-GSIB03	P.O Box 13146 Newark, NJ 07101-5646	Phone/Data
A T & T	GSIG-GSIB02	P.O Box 13146 Newark, NJ 07101-5646	Phone/Data
A T & T	1310602730302	P.O. Box 2969 Omaha, NB 68103-2969	Phone/Data
A T & T	0534628617001	P.O. Box 2969 Omaha, NB 68103-2969	Phone/Data
A T & T	0504014379001	P.O. Box 2969 Omaha, NB 68103-2969	Phone/Data
A T & T	0534627201001	P.O. Box 2969 Omaha, NB 68103-2969	Phone/Data
A T & T	8310000769012	P.O. Box 16740 Mesa, AZ 85201	Phone/Data
A T & T	74661	P.O. Box 13128 Newark, NJ 07101-5628	Phone/Data
Amerigas	5299074259	6435 Highland Road Waterford, MI 48327-1605	Gas
Cisco Webex	105718	P.O. Box 49216, San Jose, CA 95161-9216	Teleconferencing
Constellation New Energy	29015-04007	P.O. Box 25225, Leigh Valley, PA 18002-5225	Electric
Constellation New Energy	77635-34002	P.O. Box 25225, Leigh Valley, PA 18002-5225	Electric
Constellation New Energy	59730-24006	P.O. Box 25225, Leigh Valley, PA 18002-5225	Electric
Consumer Energy	100005707060	40220 Grand River Avenue, Novi, MI 48375-2116	Gas
E.L. Harvey & Sons, Inc.	17362	68 Hopkinton Road Westboro, MA 01581-2126	Waste Removal
E.L. Harvey & Sons, Inc.	27003	68 Hopkinton Road Westboro, MA 01581-2126	Waste Removal
Global Crossing	22624	1499 West 121 st Avenue Westminister, CO 80234-3429	Teleconferencing
Global Crossing	204804419	P.O. Box 790407	Teleconferencing
National Grid	45646-16841	P.O. Box 1005 Woburn, MA 01807-0005	Electric
National Grid	49326-19242	P.O. Box 1005 Woburn, MA 01807-0005	Electric
National Grid	75982-34011	P.O. Box 960 Northborough, MA 10532-0960	Electric
National Grid	01221-96016	P.O. Box 960 Northborough, MA 10532-0960	Electric
National Grid	01223-16018	P.O. Box 960 Northborough, MA 10532-0960	Electric
NSTAR	28305710015	P.O. Box 4508, Woburn, MA 01888-4508	Electric
NSTAR	28291890011	P.O. Box 4508, Woburn, MA 01888-	Electric

		4508	
Town of Bedford	61-0000164-0	10 Mudge Way, Bedford MA 01730	Water
Town of Bedford	57-0040013-0	10 Mudge Way, Bedford MA 01730	Water
Town of Bedford	57-0040042-0	10 Mudge Way, Bedford MA 01730	Water
Xcel Energy	53-2200505-6	P.O. Box 840, Denver, CO 80201	Gas & Electric
Verizon	02129083044343353	P.O. Box 12045 Trenton, NJ 08650-2045	Phone
Verizon	0062212301075	P.O. Box 12045 Trenton, NJ 08650-2045	Phone
Verizon	78127103044343353	P.O. Box 110 Albany, NY 12250-0001	Phone
Verizon	617 M16-8788 788	P.O. Box 4832 Trenton, NJ 08650-4832	Phone
Verizon	685265695	P.O. Box 4003 Acworth, GA 30101	Phone
Verizon	617 815 4017 268 008 3	P.O. Box 110 Albany, NY 12250-0001	Phone
Watertown DATA Ctr	71428	P.O. Box 13128 Newark, NJ 07101-5628	Data
Korea Office Utility Providers			
Utility Provider	Account Numbers	Address	Type Service
City Water		94 Seosomun-Ro, Seodaemun-Gu, Seoul, 120-030, Korea	Water
Daehan City Gas	11520580000	27-1 Daechi 3-dong, Gangnam-gu, Seoul, 135 834, Korea	Gas
GS Gangnam	00607203	Yukyung Bldg. 239-1 Nonhyun-Dong, Gangnam-Gu, Seoul, 135-830, Korea	Internet
KEPCO	014-668793	167, Samsong 1-dong, Kangnam-gu Seoul 135-791, Korea	Electric
KT Telecom Services	20067937	106-6 Guro 5-Dong, Guro-Gu,, Seoul, 152-704, Korea	Office Security
KT	220-84-0020	206 Jeongja-Dong, Bundang-Gu, Seongnam City, Gyeonggi-do, 463-711, Korea	Internet
KT	00013102281	206 Jeongja-Dong, Bundang-Gu, Seongnam City, Gyeonggi-do, 463-711, Korea	Telephone
KT	10032215511	206 Jeongja-Dong, Bundang-Gu, Seongnam City, Gyeonggi-do, 463-711, Korea	Telephone
LG Dacom	220-84-00206	706-1 Yeoksam 2-Dong, Gangnam-Gu, Seoul, 135-918, Korea	Telephone
SK Telecop	220-84-00206	SK T-Tower, ulziro #2Ga,#11,Joong-Gu, Seoul, 100-999, Korea	Telephone
Taiwan Office Utility Providers			
Utility Provider	Account Numbers	Address	Type Service
Chunghwa Telecom Company	A28426013001001	No.21-3, Sec. 1, Xinyi Rd., Zhongzheng Dist., Taipei City 10048, Taiwan (R.O.C.)	Telephone/ Internet
Chunghwa Telecom Company	A28426013001002	No.21-3, Sec. 1, Xinyi Rd., Zhongzheng Dist., Taipei City 10048, Taiwan (R.O.C.)	Telephone/ Internet
Chunghwa Telecom Company	GA00428	No.21-3, Sec. 1, Xinyi Rd., Zhongzheng Dist., Taipei City 10048, Taiwan (R.O.C.)	Conference Calls
Taiwan Power Company	04-22-3068-65-5	No.400, Sec. 2, Jhonghua Rd., East	Electric

		Dist., Hsinchu City 30060, Taiwan (R.O.C.)	
Taiwan Power Company	06-16-1959-40-3	No.400, Sec. 2, Jhonghua Rd., East Dist., Hsinchu City 30060, Taiwan (R.O.C.)	Electric
Taiwan Water Corporation	22-62686985-4	No.2-1, Sec. 2, Shuangshi Rd., North Dist., Taichung City 404, Taiwan (R.O.C.)	Water
Taiwan Water Corporation	31-10178211-6	No.2-1, Sec. 2, Shuangshi Rd., North Dist., Taichung City 404, Taiwan (R.O.C.)	Water