

**United States Bankruptcy Court
DISTRICT OF DELAWARE**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): GSI Group Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): NONE	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec./or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 98-0110412	Last four digits of Soc. Sec./or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. & Street, City, and State): 125 Middlesex Turnpike Bedford, MA <div style="text-align: right;">ZIPCODE 01730</div>	Street Address of Joint Debtor (No. & Street, City, and State): N/A <div style="text-align: right;">ZIPCODE</div>
County of Residence or of the Principal Place of Business: Middlesex	County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): N/A <div style="text-align: right;">ZIPCODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):

ZIPCODE

Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to Chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY																						
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): GSI Group Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed: NONE	Case Number:	Date Filed:
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Location Where Filed:	Case Number:	Date Filed:
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Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: See attached Rider 1	Case Number: _____	Date Filed:
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District: District of Delaware	Relationship:	Judge:
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Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [her or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. 342(b).

X _____
 Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box.)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtors(s): **GSI Group Inc.**

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X _____
Signature of Attorney for Debtor (s)

MARK MINUTI, ESQUIRE (Bar No. 2659)

Printed Name of Attorney for Debtor(s)

SAUL EWING LLP

Firm Name

222 DELAWARE AVENUE, SUITE 1200

Address

WILMINGTON, DE 19899

(302) 421-6840

Telephone Number

-and-

WILLIAM R. BALDIGA, ESQUIRE (BBO #542125)

Printed Name of Attorney for Debtor(s)

BROWN RUDNICK LLP

Firm Name

ONE FINANCIAL CENTER

Address

BOSTON, MA 02111

(617) 856-8586

Telephone Number

November 20, 2009

Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X S. Edelstein
Signature of Authorized Individual

SERGIO EDELSTEIN

Printed Name of Authorized Individual

PRESIDENT & CHIEF EXECUTIVE OFFICER

Title of Authorized Individual

November 20, 2009

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date
Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

RIDER 1

Pending Bankruptcy Cases Filed by Affiliates of the Debtor:
Each Concurrently Filed in the United States Bankruptcy Court
For the District of Delaware

On the date of this petition, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101- 1532. Contemporaneously with the filing of their petitions, such entities filed a motion requesting joint administration of their chapter 11 cases.

1. MES International, Inc.¹
2. GSI Group Corporation
3. GSI Group Inc.

1708684 v1

¹ MES International, Inc. was the first of these affiliates to commence its chapter 11 case.

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

In re:)	
MES INTERNATIONAL, INC., ¹	)	Chapter 11
Debtor.	)	Case No. _____
)	
In re:	)	Chapter 11
GSI GROUP INC.,	)	Case No. _____
Debtor.)	
)	
In re:	)	Chapter 11
GSI GROUP CORPORATION,	)	Case No. _____
Debtor.	)	Joint Administration Requested

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is: 000-25705.
2. The following financial data is the latest available information and refers to Debtor's condition on November 6, 2009.
 - (a) Total assets: \$555 million
 - (b) Total debt: \$370 million
 - (c) Debt securities held by more than 500 holders: None
 - (d) Number of shares of preferred stock: None
 - (e) Number of shares of common stock: unlimited authorized and 47,733,255 issued and outstanding

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.

3. Brief description of debtor's business: The Debtor and its affiliates design, develop, manufacture and sell photonics-based solutions (consisting of lasers, laser systems and electro-optical components), precision motion devices, associated precision motion control technology and systems.
4. List of names of any person who directly or indirectly owns, control, or holds, with power to vote, 5% or more of the voting securities of the debtor:

Beneficial Owner	Percentage Ownership
Stephen W. Bershad	10.94%
T. Rowe Price Associates, Inc.	5.8%
Franklin Resources, Inc.	7.8%
Royce & Associates	9.46%
Mackenzie Financial Corporation	6.3%
Howson Tattersall Investment Counsel Limited	7.7%

[remainder of the page left intentionally blank]

**CERTIFICATE OF RESOLUTIONS OF THE BOARD OF DIRECTORS OF
GSI GROUP INC., A DELAWARE CORPORATION, AUTHORIZING FILING OF A
PETITION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Sergio Edelstein, do hereby certify:

1. That I am the duly authorized President and Chief Executive Officer of GSI Group Inc., a Delaware corporation.
2. That at a special meeting of the Board of Directors of the Company duly held on November 13, 2009, the following resolutions were duly adopted in accordance with the requirements of the General Corporation Law of Delaware, and the same remain in full force and effect, without modifications as of the date hereof:

WHEREAS, GSI Group, Inc. a company continued under the laws of New Brunswick (the "Company") and certain holders of notes in May 2009 reached agreement on a non-binding term sheet (the "Term Sheet") to restructure the Company's and certain of its subsidiaries' outstanding obligations under such 11% Senior Notes (the "Notes") issued by GSI Group Corporation ("GSI"), a wholly owned subsidiary of the Company, and guaranteed by the Company (the "Reorganization"); and

WHEREAS, in the judgment of the Board of Directors of the Company (the "Board") and to consummate the Reorganization, it is desirable and in the best interests of the Company to, jointly with GSI and MES International, Inc. ("MES"), a wholly owned subsidiary of MicroE Systems, Inc., a wholly-owned subsidiary of GSI, file a voluntary petition (the "Petition") for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and the Board wishes to approve such action.

Voluntary Petition for Relief under Chapter 11

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company that the Company shall be, and the Company hereby is, authorized to file the Petition in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and thereby commence chapter 11 proceedings for the Company (the "Chapter 11 Case").

RESOLVED, that, in the Company's capacity as sole shareholder of GSI and pursuant to the Bylaws of GSI, the Board determines in its judgment that is desirable and in the best interests of GSI that GSI shall be, and GSI hereby is, authorized to file the Petition in the United States Bankruptcy Court for and thereby commence chapter 11 proceedings for GSI (the "GSI Chapter 11 Case" and together with the Chapter 11 Case, the "Chapter 11 Cases").

RESOLVED, that the President and Chief Financial Officer of the Company (each an "Authorized Officer," and together the "Authorized Officers"), shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to execute and file on behalf of the Company all petitions, schedules, lists and

other motions, papers or documents, and to take any and all actions that they deem necessary or proper to obtain appropriate relief including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business.

RESOLVED, that the Company is authorized to make applications to the courts or other governmental authorities of any other jurisdiction which, in the opinion of any of the Authorized Officers, is necessary for the purposes of having any order issued in the Chapter 11 Case recognized, enforced or given effect to.

RESOLVED, that, the Company in its capacity as sole shareholder of GSI and pursuant to the Bylaws of GSI, authorize, direct and empower the President and Chief Executive Officer of GSI (the "GSI Authorized Officer"), in the name of and on behalf of GSI, to execute and file on behalf of GSI all petitions, schedules, lists and other motions, papers or documents, and to take any and all actions that they deem necessary or proper to obtain appropriate relief including, without limitation, any action necessary to maintain the ordinary course operation of GSI's business.

RESOLVED, that the Authorized Officers be, and they hereby are, authorized to employ the law firm of Brown Rudnick LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers prior to filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of Brown Rudnick LLP.

RESOLVED, that the Authorized Officers be, and they hereby are, authorized to employ the law firm of Saul Ewing LLP as Delaware bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and, in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers prior to filing of the Chapter 11 Case, and cause to be filed an appropriate application for authority to retain the services of Saul Ewing LLP.

RESOLVED, to confirm the continued retention of Wilson, Sonsini Goodrich & Rosati Professional Corporation as general corporate counsel for the Company; and, in connection therewith, that the Authorized Officers be, and they hereby are, authorized to execute appropriate retention agreements, pay appropriate retainers prior to filing of the Chapter 11 Case, and cause to be filed an appropriate application for authority to retain the services of Wilson, Sonsini Goodrich & Rosati Professional Corporation.

RESOLVED, that the Authorized Officers be, and they hereby are, authorized to employ appropriate advisors (including without limitation LaBarge Weinstein Professional Corporation, Stewart McKelvey, The Garden City Group, Inc., Kekst and Company

Incorporated and CRG Partners) (collectively, the "Advisors") to represent and assist the Company in connection with the Reorganization; and, in connection therewith, the Authorized Officers are hereby authorized to execute appropriate retention agreements, pay appropriate retainers prior to filing of the Chapter 11 Case and cause to be filed an appropriate application for authority to retain the services of the Advisors.

Plan Support Agreement

RESOLVED, that the Authorized Officers and GSI Authorized Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of and on behalf of the Company and GSI, as applicable to negotiate, execute and deliver a Plan Support Agreement on terms substantially in the form presented to the Board (the "Plan Support Agreement") by and among the Company, GSI, MES, The Bank of New York Mellon Trust Company, N.A., solely in its capacity as Trustee (the "Trustee") to the Noteholders, and each of the Consenting Noteholders (as defined therein), with such additions and modifications as such Authorized Officer or GSI Authorized Officer, as applicable, in his sole discretion, may deem necessary or appropriate and in the best interest of the Company or GSI, as applicable, the execution and delivery thereof to be conclusive evidence of such Authorized Officer's or GSI Authorized Officer's approval thereof and authority thereunder.

RESOLVED, that the Authorized Officers and GSI Authorized Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of and on behalf of the Company and GSI, as applicable to negotiate, execute and deliver a Side Letter to the Plan Support Agreement on terms substantially in the form presented to the Board (the "Side Letter") by and among the Company, GSI, MES and each of the Consenting Noteholders, with such additions and modifications as such Authorized Officer or GSI Authorized Officer, as applicable, in his sole discretion, may deem necessary or appropriate and in the best interest of the Company or GSI, as applicable, the execution and delivery thereof to be conclusive evidence of such Authorized Officer's or GSI Authorized Officer's approval thereof and authority thereunder.

Plan of Reorganization Under Chapter 11 and Actions Contemplated Therein

WHEREAS, the Company in connection with the Petition, is proposing to execute and cause to be filed with the Bankruptcy Court a Joint Plan of Reorganization pursuant to Chapter 11 of the Bankruptcy Code and accompanying disclosure statement (together, the "Plan").

WHEREAS, the Plan, as provided in the Term Sheet, contemplates that (i) 12.25% Senior Secured PIK Election Notes ("PIK Notes") in an aggregate amount of \$104,100,000 be issued by GSI and guaranteed by the Company and certain of its subsidiaries, and that such PIK Notes be governed by an Indenture to be filed with Bankruptcy Court as a Plan document ("Indenture"), (ii) the Company issue warrants to purchase common shares of the Company ("Common Shares") in the form of warrant to be filed with Bankruptcy Court as a Plan document ("Warrants").

WHEREAS, the Plan contemplates that the Company provide to GSI Group

Limited, a company organized under the laws of England and Wales and wholly owned subsidiary of the Company ("GSI UK"), certain arrangements with respect to registration under the Securities Act of 1933, as amended, with respect to the Common Shares to be issued to GSI UK under the Plan, pursuant to the terms and conditions of that certain Registration Rights Agreement, by and between the Company and GSI UK (the "Registration Rights Agreement").

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopt and approve in all respects the Plan substantially in the form this date presented to the Board; and that the Authorized Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to negotiate, execute, verify and cause to be filed with the Bankruptcy Court the Plan with such additions and modifications thereto as such Authorized Officer in his sole discretion, may deem necessary or appropriate, and in the best interest of the Company, the execution and filing thereof to be conclusive evidence of such Authorized Officer's approval thereof and authority thereunder.

RESOLVED, that the Company, in its capacity as sole shareholder of GSI and pursuant to the Bylaws of GSI, adopt and approve in all respects the Plan in the name of and on behalf of GSI substantially in the form this date presented to the Board; and that the GSI Authorized Officer shall be and hereby is, authorized, directed and empowered, in the name and on behalf of GSI, to negotiate, execute, verify and cause to be filed with the Bankruptcy Court the Plan with such additions and modifications thereto as the GSI Authorized Officer in his sole discretion, may deem necessary or appropriate, and in the best interest of GSI, the execution and filing thereof to be conclusive evidence of the GSI Authorized Officer's approval thereof and authority thereunder.

RESOLVED, that the Company hereby adopt and approve in all respects the Indenture substantially in the form this date presented to the Board; and that the Authorized Officers, shall be, and each of them, acting alone, hereby is, authorized in the name and on behalf of the Company to negotiate, file with the Bankruptcy Court, execute and deliver the Indenture, with such additions and modifications as such Authorized Officer in his sole discretion, may deem necessary or appropriate, and in the best interest of the Company, the filing, execution and delivery thereof to be conclusive evidence of such Authorized Officer's approval thereof and authority thereunder.

RESOLVED, that the Company, in its capacity as sole shareholder of GSI and pursuant to the Bylaws of GSI, adopt and approve in all respects the Indenture in the name of and on behalf of GSI substantially in the form this date presented to the Board; and that the GSI Authorized Officer, shall be and hereby is, authorized in the name and on behalf of GSI to negotiate, file with the Bankruptcy Court, execute and deliver the Indenture, with such additions and modifications as the GSI Authorized Officer in his sole discretion, may deem necessary or appropriate, and in the best interest of GSI, the filing, execution and delivery thereof to be conclusive evidence of the GSI Authorized Officer's approval thereof and authority thereunder.

RESOLVED, that the Company hereby adopt and approve in all respects the Registration Rights Agreement substantially in the form this date presented to the Board; and that the

Authorized Officers, shall be, and each of them, acting alone, hereby is, authorized in the name and on behalf of the Company to negotiate, file with the Bankruptcy Court, execute and deliver the Registration Rights Agreement, with such additions and modifications as such Authorized Officer in his sole discretion, may deem necessary or appropriate, and in the best interest of the Company, the filing, execution and delivery thereof to be conclusive evidence of such Authorized Officer's approval thereof and authority thereunder.

RESOLVED, that the Company hereby is, authorized to, upon emergence from the Chapter 11 Case, issue Warrants in accordance with the provisions of and as contemplated by the Plan, including the exercise price thereof, and that the Authorized Officers, shall be, and each of them, acting alone, hereby is, authorized in the name and on behalf of the Company to negotiate and file with the Bankruptcy Court, execute and deliver, or cause to be executed and delivered, the Warrants with such additions and modifications as such Authorized Officer in his sole discretion, may deem necessary or appropriate, and in the best interest of the Company, the filing, execution and delivery thereof to be conclusive evidence of such Authorized Officer's approval thereof and authority thereunder.

RESOLVED, that the Company hereby is, authorized to, upon emergence from the Chapter 11 Case, issue Common Shares of the Company in accordance with the provisions of and as contemplated by the Plan, including the issue price thereof, and that the Authorized Officers, be and each of them hereby is, authorized and empowered to execute and deliver, or cause to be executed and delivered, one or more certificates representing Common Shares in accordance with the provisions of and as contemplated by the Plan, said shares to be fully paid and nonassessable and to be issued and delivered without further authorization by the Board of Directors.

RESOLVED, that the Company hereby is, authorized to reserve, at all times, for issuance such number of Common Shares of the Company to be issued upon the exercise of the Warrants, if at all, into Common Shares as provided for in the Warrants; and that the number of Common Shares so reserved be adjusted from time to time as the number of shares issuable upon exercise of the Warrants may be adjusted from time to time, so that at all times there is reserved Common Shares a sufficient number of such shares for issuance upon the exercise of the Warrants and that the Authorized Officers, be and each of them hereby is, authorized and empowered to execute and deliver, or cause to be executed and delivered, to the holders of the Warrants, upon exercise of the Warrants in accordance with the terms of the Warrants, one or more certificates representing Common Shares, immediately upon exercise of the Warrants, said shares to be fully paid and nonassessable and to be issued and delivered without further authorization by the Board of Directors.

RESOLVED, that the Company in its capacity as sole shareholder of GSI and pursuant to the Bylaws of GSI, authorize GSI to, upon emergence from the Chapter 11 Case, issue PIK Notes in accordance with the provisions of and as contemplated by the Indenture, and that the GSI Authorized Officers, shall be, and each of them, acting alone, hereby is, authorized in the name and on behalf of the Company to execute and deliver the PIK Notes with such additions and modifications as such GSI Authorized Officer in his sole discretion, may deem necessary or appropriate, and in the best interest of GSI, the execution and delivery thereof to be conclusive evidence of such GSI Authorized Officer's approval thereof and authority thereunder.

Articles of Reorganization

WHEREAS, the Company, once the Petition is approved by the Bankruptcy Court and the resulting Chapter 11 order is recognized, enforced or given effect to by the Court of Queens Bench of New Brunswick, is proposing to execute and cause to be filed with the Corporate Affairs Branch of the Province of New Brunswick (the "NB Corporate Affairs"), articles of reorganization which among other things adds certain language as required by Section 1123(a)(6) of the Bankruptcy Code and effect a change in the name of the Company to Excel Technology, Inc. or such other name as may be approved by the Authorized Officer (the "Articles").

NOW, THEREFORE, BE IT RESOLVED, that the Company hereby adopt and approve in all respects the Articles substantially in the form this date presented to the Board; and that the Authorized Officer shall be and hereby is authorized, directed and empowered, in the name of and on behalf of the Company, to negotiate, execute, verify and cause to be filed with NB Corporate Affairs the Articles with such additions and modifications thereto as such Authorized Officer in his sole discretion, may deem necessary or appropriate, and in the best interest of the Company, the execution and filing thereof to be conclusive evidence of such Authorized Officer's approval thereof and authority thereunder.

Formation of Subsidiaries and Transfer of Shares of GSI Group Limited

WHEREAS it is determined to be in the best interests of the Company to form, or cause to be formed, two companies, one to be known as GSI Limited Holdings Corporation ("Holdings") and a wholly owned subsidiary of the Company, and the other to be known as GSI Limited Holdings II Corporation ("Holdings II") and an indirect wholly owned subsidiary of the Company;

WHEREAS it is intended that the Company will transfer all of the outstanding shares of GSI Group Limited to Holdings in exchange for shares of Holdings and thereafter Holdings will transfer all of the outstanding shares of GSI Group Limited to Holdings II in exchange for shares of Holdings II;

NOW THEREFORE BE IT RESOLVED, that the Company is authorized to form each of Holdings and Holdings II, or cause the same to be formed, as bodies corporate under the laws of the Province of New Brunswick or any other jurisdiction in Canada and with such names or other names, all as determined by the Authorized Officers, or any of them;

RESOLVED, the Company is authorized to transfer all of the outstanding shares in GSI Group Limited held by it to Holdings in exchange for shares of Holdings (the "Holdings Share Consideration") and for that purpose the Company is authorized to enter into, and the Authorized Officer is authorized to negotiate, settle, execute and deliver for and on behalf of the Company, a share transfer agreement in such form and containing such terms and conditions, including without limitation, the amount and class of the Holdings Share Consideration, as the Authorized Officer shall approve, such approval to be conclusively evidenced by the execution thereof;

RESOLVED, the Company is authorized to cause Holdings to transfer all of the outstanding shares in GSI Group Limited to be acquired by it from the Company to Holdings II in exchange for shares of Holdings II (the "Holdings II Share Consideration") and for that purpose the Company is authorized to cause Holdings II to enter into a share transfer agreement in such form and containing such terms and conditions, including without limitation, the amount and class of the Holdings Share II Consideration, as the Authorized Officer shall approve, such approval to be conclusively evidenced by the execution thereof.

RESOLVED, that the Authorized Officers are, and each of them, acting alone, is, authorized, directed and empowered, in the name of and on behalf of the Company (i) to enter into, execute, deliver or approve all such agreements, documents, resolutions, subscriptions and instruments, (ii) take or cause to be taken all such actions, (iii) to make or cause to be made all such payments (including subscriptions for shares in Holdings or Holdings II and required filing fees), and (iv) to make or cause to be made all such filings, as is, in each case, necessary to give effect to the foregoing.

General

RESOLVED, that the Authorized Officers and the GSI Authorized Officer, as applicable, shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of and on behalf of the Company or GSI, as applicable, (i) to take or cause to be taken any and all actions, (ii) to make or cause to be made all payments (including but not limited to payments of expenses, retainers and filing fees), (iii) to make or cause to be made all federal, state and local governmental, administrative and/or regulatory filings as may be required or advisable under the laws or regulations of any jurisdiction, and (iv) to negotiate, enter into, execute, deliver and perform all other documents, agreements, certificates or instruments as may be necessary, appropriate, convenient or proper, in each case to effectuate the intent of, and the transactions contemplated by, the foregoing resolutions, and the execution and delivery thereof by such Authorized Officer or the GSI Authorized Officer, as applicable to be conclusive evidence of such approval.

RESOLVED, that the Authorized Officers and the GSI Authorized Officer, as applicable, shall be, and each of them, acting alone, hereby is, authorized, directed and empowered to cause the Company or GSI, as applicable, and such of its affiliates as management deems appropriate to enter into, execute, deliver, certify, file, record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take such other actions, as in the judgment of such Authorized Officer or the GSI Authorized Officer, as applicable, shall be necessary, proper, and desirable to prosecute to a successful completion the Chapter 11 Cases and to carry out and put into effect the purposes of the foregoing resolutions, and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions.

RESOLVED, that notwithstanding anything contrary in the foregoing resolutions, in the event that any action to be taken by an Authorized Officer or the GSI Authorized Officer, as applicable, in furtherance of the foregoing resolutions is anticipated by such Authorized Officer or the GSI Authorized Officer, as applicable, to adversely affect, or if the

Company or GSI, as applicable, is advised by its counsel that such action is reasonably likely to adversely affect, the interests of the Company or GSI, as applicable, in favor of the interests of any of the Company's or GSI's Affiliates (as such term is defined in section 101(2) of the Bankruptcy Code), the Authorized Officers or the GSI Authorized Officer, as applicable, shall have no authority to take such action unless approved by the independent members of the Board.

RESOLVED, that any and all acts taken and any and all certificates, instruments, agreements or other documents executed on behalf of the Company or GSI by the Authorized Officers or the GSI Authorized Officer, as applicable, prior to the adoption of the foregoing resolutions with regard to any of the transactions, actions, certificates, instruments, agreements or other documents authorized or approved by the foregoing resolutions be, and they hereby are, ratified, confirmed adopted and approved.

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IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of November, 2009.

GSI GROUP INC.,
a Delaware corporation

By: S. Edelstein

Name: Sergio Edelstein

Title: President and Chief Executive Officer

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

In re:)	
MES INTERNATIONAL, INC., ¹	)	Chapter 11
Debtor.	)	Case No. _____
In re:	)	Chapter 11
GSI GROUP INC.,	)	Case No. _____
Debtor.)	
In re:	)	Chapter 11
GSI GROUP CORPORATION,	)	Case No. _____
Debtor.	)	Joint Administration Requested

**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>Tinicum Capital Partners II, L.P. One Maritime Plaza, Suite 1650 San Francisco, CA 94111</p>	<p>Noteholder</p>		<p>\$50,000,000.00</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>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 30 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

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

In re:)	
MES INTERNATIONAL, INC., ¹)	Chapter 11
Debtor.)	Case No. _____
<hr/>		
In re:)	Chapter 11
GSI GROUP INC.,)	Case No. _____
Debtor.)	
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In re:)	Chapter 11
GSI GROUP CORPORATION,)	Case No. _____
Debtor.)	Joint Administration Requested

CORPORATE OWNERSHIP STATEMENT

In accordance with Rules 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, GSI Group Inc. (the “Debtor”) hereby states that each of the following persons or entities directly or indirectly own 10% or more of the equity interests of the Debtor:

<u>Name and Address</u>	<u>Ownership Percentage</u>
Stephen W. Bershad c/o Christopher J. Hewitt, Esq. Jones Day 901 Lakeside Avenue Cleveland, OH 44114	10.94% ²

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 The ownership interest is reflected in the disclosures most recently filed with the Securities & Exchange Commission


The following is a list of any corporation whose securities are publicly traded in which the Debtor directly or indirectly owns 10% or more of any class of the corporation's equity interests, and any general or limited partnership or joint venture in which the Debtor owns an interest:

<u>Name and Address</u>	<u>Ownership Percentage</u>
None	N/A

DECLARATION REGARDING CORPORATE OWNERSHIP STATEMENT

I, Sergio Edelstein, President and Chief Executive Officer of GSI Group Inc., a company continuing to be organized under the laws of the Province of New Brunswick, Canada, declare under penalty of perjury under the laws of the United States of America that I have read the foregoing Corporate Ownership Statement and that it is true and correct to the best of my information and belief.

Dated: November 20, 2009
Bedford, Massachusetts



Sergio Edelstein

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