

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

In re:)	
MES INTERNATIONAL, INC., ¹)	Chapter 11
Debtor.)	Case No. 09-14109
In re:)	
GSI GROUP INC.,)	Chapter 11
Debtor.)	Case No. 09-14110
In re:)	
GSI GROUP CORPORATION,)	Chapter 11
Debtor.)	Case No. 09-14111
)	Joint Administration Requested
)	Related to Docket No. 14

**ORDER AUTHORIZING, BUT NOT DIRECTING (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**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (the "Debtors") seeking entry of an order, pursuant to sections 105(a), 363(b), 507(a)(4)-(5), 541, 1107, and 1108 of the Bankruptcy Code, authorizing, but not directing, the

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.

Debtors, in accordance with their existing policies, to (i) pay all pre-petition wages, salaries, and other compensation owed to the Debtors' employees and independent consultants subject to the limitations set forth below; (ii) reimburse all pre-petition business expenses owed to the Debtors' employees and independent consultants; (iii) pay pre-petition tax and other withholdings to third-parties; (iv) make contributions to pre-petition health and other employee benefit programs; (v) honor workers' compensation obligations and other insurance premiums; and (vi) grant related relief; and due and sufficient notice of the Motion having been given; and it appearing that the relief requested by the Motion is in the best interest of the Debtors' estates, the Debtors' creditors, and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein; and the Court having reviewed the Motion and considered the arguments made at the hearing; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Subject to the requirements of sections 507(a)(4) and (5) of the Bankruptcy Code, where applicable, the Debtors are hereby authorized, but not obligated, to pay to their employees, temporary employees and independent consultants all fees, wages, salaries, and commissions (including all federal, state, and local payroll taxes, deductions, and withholdings pertaining to any payments made pursuant to this Order) that have accrued by virtue of the services rendered in the approximate amount of \$935,200; provided, however, that no employee shall receive an amount in excess of \$10,950 on account of any such wages and salaries.
3. The Debtors are hereby authorized, but not obligated, to allow their employees to continue to accrue and utilize vacation time in accordance with existing policies and practices.

4. The Debtors are hereby authorized, but not obligated, to pay all out-of-pocket business and business-related expenses incurred by their employees and independent consultants that arose or accrued prior to the Petition Date in the approximate amount of \$100,000 in accordance with existing policies and practices.

5. The Debtors are hereby authorized, but not obligated, to pay to or for the benefit of the Debtors' employees all of the Employee Benefits (as defined in the Motion), including without limitation the Medical Plans and the Dental Plan, the 401(k) Plan and all other premiums or amounts that arose or accrued prior to the Petition Date provided that no payments to any individual employee on account of these benefits shall exceed \$10,950.

6. The Debtors are hereby authorized, but not obligated, to forward the Employee Deductions (as defined in the Motion) to the appropriate parties.

7. The Debtors are hereby authorized, but not obligated, to continue their Bonus Plan and Awards Program as to non-insiders of the Debtors, up to a cap of \$10,000 per recipient or an overall cap of \$40,000. The Court will consider authorization of the full Bonus Plan and Awards Program 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).

8. To the extent that any of the relief requested in the Motion relates to payments to an insider as such term is defined in section 101(31) of the Bankruptcy Code, the Court will consider authorization of such payments 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).

9. 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.

10. Nothing in the Motion or this Order shall be deemed to violate or permit a violation of section 503(c) of the Bankruptcy Code.

11. Neither this Order nor the Debtors' payment of any amounts authorized by this Order shall (i) result in any assumption of any executory contracts by the Debtors or (ii) impose any administrative, pre-petition, or post-petition liabilities upon the Debtors.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

13. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

14. The Court shall retain jurisdiction with respect to all matters arising from or related to implementation of this Order.

Dated: Nov. 23, 2009


United States Bankruptcy Judge