

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/04/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RC Holdings Corp.		06/04/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Finisar Corporation
Street Address:	1308 Moffett Park Drive
City:	Sunnyvale
State/Country:	CALIFORNIA
Postal Code:	94089
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2660447	CROSS CAVITY
Registration Number:	2678816	GENOA

CORRESPONDENCE DATA

Fax Number: (650)843-4001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 650-843-4000
 Email: agray@morganlewis.com
 Correspondent Name: Andrew J. Gray IV
 Address Line 1: Two Palo Alto Square, Suite 700
 Address Line 2: 3000 El Camino Real
 Address Line 4: Palo Alto, CALIFORNIA 94306

NAME OF SUBMITTER:	Andrew J. Gray
Signature:	/ajg/

CH \$65.00 2660447

Date:

06/15/2005

Total Attachments: 2

source=rcholdingsmergerwfinisar#page1.tif

source=rcholdingsmergerwfinisar#page2.tif

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

RC Holdings, Corp.
(a California corporation)

into

Finisar Corporation
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE
DELAWARE GENERAL CORPORATION LAW)

Finisar Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company is the owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of RC Holdings Corp., a California corporation (the "Subsidiary").
2. The Company, by the following resolutions adopted on June 4, 2004 by the Board of Directors of the Company, hereby merges Subsidiary into the Company:

"Merger of RC Holdings Corp. into the Company"

WHEREAS, Company is the legal and beneficial owner of one hundred percent (100%) of the outstanding shares of each class of stock of RC Holdings Corp., a California corporation (the "RC Holdings").

WHEREAS, it is deemed in the best interests of Company and Company's stockholders to consolidate its operations by merging RC Holdings with and into Company (the "Merger").

WHEREAS, Section 253 of the Delaware General Corporation Law (the "DGCL") provides that if a Delaware corporation owns at least ninety percent (90%) of the outstanding shares of each class of stock of a subsidiary corporation, such subsidiary corporation may be merged with and into the parent Delaware corporation upon the adoption of an appropriate resolution by the Board of Directors of the parent Delaware corporation and the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State.

RESOLVED, that the Merger is approved and that the Company shall merge RC Holdings into itself and assume all obligations of RC Holdings pursuant to Section 253 of the DGCL.

RESOLVED FURTHER, that upon the Merger becoming effective, all issued and outstanding shares of each class of stock of RC Holdings are cancelled.

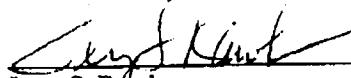
RESOLVED FURTHER, that the Restated Certificate of Incorporation and Bylaws of the Company shall not be amended and shall remain the Restated Certificate of Incorporation and Bylaws of the surviving corporation.

RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized and directed to execute all documents, agreements and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to carry out and perform the purposes of these resolutions.

RESOLVED FURTHER, that the Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the applicable laws of any other jurisdiction and will cause to be performed all necessary acts within Delaware and California and in any other applicable jurisdiction necessary and appropriate to effect the Merger."

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its President and Chief Executive Officer on this 4th day of June, 2004.

Finisar Corporation,
a Delaware corporation



Jerry S. Rawls
President and Chief Executive Officer

s