

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

IN RE OPNEXT, INC.

SECURITIES LITIGATION

Case No. 08-CV-920-JAP-LHG

PROOF OF CLAIM AND RELEASE

DEADLINE FOR SUBMISSION: FEBRUARY 5, 2010.

IF YOU PURCHASED OR OTHERWISE ACQUIRED THE COMMON STOCK OF OPNEXT, INC. ("OPNEXT") PURSUANT OR TRACEABLE TO OPNEXT'S FEBRUARY 14, 2007 INITIAL PUBLIC OFFERING (THE "IPO") DURING THE TIME PERIOD BETWEEN FEBRUARY 14, 2007 AND FEBRUARY 13, 2008, INCLUSIVE (THE "CLASS PERIOD"), THEN YOU ARE A "CLASS MEMBER" AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

Excluded from the Class are Defendants, the officers and directors of the Company, and, at all relevant times, the members of their immediate families, their legal representatives, heirs, successors or assigns, and any entity in which Defendants have or had a majority interest.

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND MAIL IT BY FIRST-CLASS MAIL, POSTMARKED NOT LATER THAN **FEBRUARY 5, 2010** TO THE FOLLOWING ADDRESS:

Opnext Securities Litigation Settlement
c/o Rust Consulting, Inc.
P.O. Box 2212
Faribault, MN 55021-1612

YOUR FAILURE TO SUBMIT YOUR CLAIM BY **FEBRUARY 5, 2010** WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOUR RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS LITIGATION. DO NOT MAIL OR DELIVER YOUR CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL, AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by **FEBRUARY 5, 2010**, and if a postmark is indicated on the envelope and it is mailed first-class, and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

NOTE: Separate Proofs of Claim should be submitted for each separate legal entity (for example, a claim from Joint Owners should not include separate transactions of just one of the Joint Owners, an Individual should not combine his or her IRA transactions with transactions made solely in the Individual's name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity no matter how many separate accounts that entity has (for example, a corporation with multiple brokerage accounts should include all transactions made in Opnext common stock during the Class Period on one Proof of Claim, no matter how many accounts the transactions were made in).

REMINDER CHECKLIST

1. Please be sure to sign this Proof of Claim on page 5. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
2. Please be sure to enter your tax identification number in Part I, Section C of the Proof of Claim Form. For most individuals, this is your Social Security number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.
3. Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
4. Do NOT use highlighter on the Proof of Claim or any supporting documents.
5. If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.

NOTICE REGARDING ELECTRONIC FILES

Certain claimants with large numbers of transactions may request to, or may be requested to, submit information regarding their transactions in electronic files. All Claimants MUST submit a manually signed paper Proof of Claim form listing all their transactions whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at (800) 804-6915 or visit their website at www.OpnextSecuritiesLitigation.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

NOTE: RECEIPT ACKNOWLEDGMENT NEEDED

The Claims Administrator will send a written confirmation of its receipt of your Proof of Claim. Do not assume your claim is submitted until you receive written confirmation of its receipt. Your claim is not deemed fully filed until the Claims Administrator sends you written confirmation of its receipt of your Proof of Claim. If you do not receive an acknowledgement postcard within thirty (30) days of your mailing the Proof of Claim, then please call the Claims Administrator toll free at (800) 804-6915.



**MUST BE POSTMARKED
NOT LATER THAN
FEBRUARY 5, 2010**

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY
In re Opnext, Inc. Securities Litigation
No. 08-CV-920-JAP-LHG

For Official Use Only

PROOF OF CLAIM AND RELEASE
USE BLUE OR BLACK INK ONLY

PART I. CLAIMANT IDENTIFICATION – Complete either Section A or B and then proceed to C. Please type or print.

A. Complete this Section **ONLY** if the Beneficial Owner is an individual, joint, or IRA account. Otherwise, proceed to B.

Last Name (Beneficial Owner) <input style="width: 95%; height: 25px;" type="text"/>	First Name (Beneficial Owner) <input style="width: 95%; height: 25px;" type="text"/>
Last Name (Joint Beneficial Owner, if applicable) <input style="width: 95%; height: 25px;" type="text"/>	First Name (Joint Beneficial Owner) <input style="width: 95%; height: 25px;" type="text"/>
Name of IRA Custodian, if applicable <input style="width: 98%; height: 25px;" type="text"/>	
If this account is an IRA, and if you would like any check that you MAY be eligible to receive made payable to the IRA account, please include "IRA" in the "Last Name" box above (e.g., Jones IRA).	

B. Complete this Section **ONLY** if the Beneficial Owner is an Entity; i.e., corporation, trust, estate, etc. Then, proceed to C.

Entity Name <input style="width: 98%; height: 25px;" type="text"/>
Name of Representative, if applicable (Executor, administrator, trustee, c/o, etc.) <input style="width: 98%; height: 25px;" type="text"/>

C. Account/Mailing Information:

Specify one of the following:		
<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Corporation	<input type="checkbox"/> UGMA Custodian
<input type="checkbox"/> Other: <input style="width: 75%; height: 20px;" type="text"/>	<input type="checkbox"/> IRA	<input type="checkbox"/> Partnership
<input type="checkbox"/> Estate	<input type="checkbox"/> Trust	
Number and Street or P.O. Box <input style="width: 98%; height: 25px;" type="text"/>		
City <input style="width: 95%; height: 25px;" type="text"/>	State <input style="width: 15%; height: 25px;" type="text"/>	Zip Code <input style="width: 20%; height: 25px;" type="text"/>
Foreign Province and Postal Code <input style="width: 95%; height: 25px;" type="text"/>	Foreign Country <input style="width: 98%; height: 25px;" type="text"/>	
Telephone Number (Day) <input style="width: 95%; height: 25px;" type="text"/>	Telephone Number (Evening) <input style="width: 98%; height: 25px;" type="text"/>	
E-mail Address <input style="width: 95%; height: 25px;" type="text"/>	Account Number <input style="width: 98%; height: 25px;" type="text"/>	
Enter Taxpayer Identification Number below for the Beneficial Owner(s).		
Social Security No. (for individuals) <input style="width: 95%; height: 25px;" type="text"/>	or	Taxpayer Identification No. <input style="width: 98%; height: 25px;" type="text"/>



* O P N T *



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PART III. CLAIMANT'S STATEMENT

1. I affirm that I purchased or otherwise acquired the common stock of Opnext, Inc. ("Opnext") pursuant or traceable to Opnext's February 14, 2007 Initial Public Offering (the "IPO") during the time period between February 14, 2007 and February 13, 2008, inclusive.

2. By submitting this Proof of Claim, I state that I believe in good faith that I am a Class Member as defined above and in the Notice of Pendency of Class Action and Proposed Settlement, Motion for Attorneys' Fees and Settlement Fairness Hearing (the "Notice"), or am acting for such person; that I am not a Defendant in the Action or anyone excluded from the Class; that I have read and understand the Notice; that I believe that I am entitled to receive a share of the Net Settlement Fund; that I elect to participate in the proposed Settlement described in the Notice; and that I have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member (for example, as an executor, administrator, trustee, or other representative), you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)

3. I consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I understand and agree that my claim may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my status as a Class Member and the validity and amount of my claim. No discovery shall be allowed on the merits of the Action or Settlement in connection with processing of the Proofs of Claim.

4. I have set forth where requested above all relevant information with respect to each purchase or other acquisition of Opnext common stock during the time period between February 14, 2007 and February 13, 2008, inclusive, and each sale, if any, of such securities. I agree to furnish additional information (including transactions in other Opnext securities) to the Claims Administrator to support this claim if requested to do so.

5. I have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, acquisition, sale or retention of Opnext common stock listed below in support of my claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)

6. I understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your Recognized Claim. In some cases the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives of the subject securities, such as options.)

7. I hereby acknowledge that, upon the occurrence of the Effective Date, by operation of law, I on behalf of myself and on behalf of my heirs, executors, administrators, predecessors, successors, and assigns (or, if I am submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, I on behalf of it, him, her or them and on behalf of its, his, her or their heirs, executors, administrators, predecessors, successors, and assigns) shall fully and completely release, remise and discharge each of the "Released Parties" of all "Settled Claims," as defined in the Notice.

8. I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(c) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding, or (b) I (we) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.





UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM FORM IS TRUE, CORRECT AND COMPLETE.

Executed this ____ day of _____, 20__ in _____, _____.
 (City) (State/County)

Signature of Claimant

(Print name here)

Signature of Joint Claimant, if any

(Print name here)

Signature of person signing on behalf of Claimant

(Print name here)

Capacity of person signing on behalf of Claimant, if other than an individual (e.g., Executor, President, Custodian, etc.)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
 THANK YOU FOR YOUR PATIENCE.**

**THIS PROOF OF CLAIM MUST BE SUBMITTED NOT LATER THAN
 FEBRUARY 5, 2010, AND MUST BE MAILED TO:**

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