

To the Chancery Clerk of Desoto County, Mississippi,

The real property described herein is situated in the Northeast quarter of Section 24, Township 1, South, Range 8 West, Chickasaw Cession, of Desoto County, Mississippi.

SPECIAL WARRANTY DEED

STATE OF MISSISSIPPI

COUNTY OF DESOTO

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Helen of Troy L.P., a Texas limited partnership, does hereby grant, bargain, sell, convey and specially warrant unto HLIT ADC1, LLC, a Mississippi limited liability company, the following land and property, lying and being situated in Desoto County, Mississippi, and being more particularly described as follows, to-wit:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART OF

This deed is made subject to those matters as stated on Exhibits "B" and "C" attached.

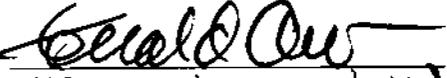
The ad valorem taxes for the year 2006 covering the above described property are to be prorated as of the date of this conveyance.

WITNESS our signatures on this the 1st day of February, 2006.

GRANTOR:

HELEN OF TROY L.P.

By: Helen of Troy Nevada Corporation, General Partner

By: 
Printed Name: GERALD J. RUBIN
Title: CHAIRMAN, CEO & PRESIDENT

After Recording, Return To:

X Baskin, McCarroll, McCaskill & Campbell, PA

PO Box 190

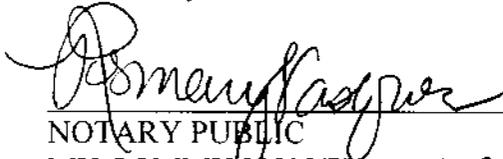
Southaven, MS 38671

(662) 349-0664

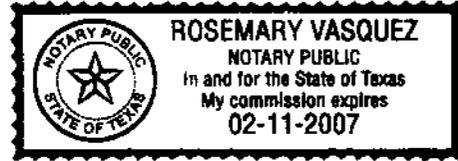
File No: 905045 Initials: SDH

Personally appeared before me, the undersigned, a Notary Public within and for said State and County, duly commissioned and qualified, Gerald J. Rubin, with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged himself/herself to be the Chairman, CEO & President of Helen of Troy Nevada Corporation, a Texas corporation, on behalf of said corporation, in its capacity as sole general partner of Helen of Troy, L.P., a Texas limited partnership, on behalf of said limited partnership, the within named bargainor, and that he/she as such Chairman, CEO & President, being authorized so to do, executed the foregoing instrument, for the purposes therein contained by signing the name of the corporation by himself/herself as such officer.

Witness my hand and seal at office this 1st day of February, 2005.



NOTARY PUBLIC
MY COMMISSION EXPIRES: 2-11-07



Property Address: 101 Airport Industrial Drive
Southaven, Mississippi

Mail tax bills to: Three Lincoln Centre
5430 LBJ Freeway, Suite 800
Dallas, Texas 75240
Attention: Dewitt T. Hicks III

Grantor's Address: Helen of Troy, L.P. Tel: 915-225-8033
1 Helen of Troy Plaza
El Paso, Texas 79912
Attention: Chairman, CEO & President

With a copy to: General Counsel
1 Helen of Troy Plaza
El Paso, Texas 79912

Grantee's Address: Three Lincoln Centre Tel: 972-201-2800
5430 LBJ Freeway, Suite 800
Dallas, Texas 75240
Attention: Dewitt T. Hicks III

Prepared by: Vincent D. Carson
1 Helen of Troy Plaza
El Paso, Texas 79912
Tel: 915-225-8033

EXHIBIT "A" TO SPECIAL WARRANTY DEED

Legal Description

PROPERTY DESCRIPTION OF LOT 3, ACCORDING TO THE PLAT OF LOTS 5-8, AIRPORT INDUSTRIAL PARK, P.B.P. & REVISION OF LOTS 3 & 4, AIRPORT INDUSTRIAL PARK P.B.P., IN THE NORTHEAST QUARTER OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 8 WEST, DESOTO COUNTY, MISSISSIPPI, AS RECORDED IN PLAT BOOK 84 PAGE 30-32 AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT BEING THE RECOGNIZED AND ACCEPTED NORTHEAST CORNER OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 8 WEST, CHICKASAW CESSION; THENCE SOUTH 00 DEGREES 09 MINUTES 32 SECONDS WEST WITH THE CENTERLINE OF AIRWAYS BOULEVARD A DISTANCE OF 1672.98 FEET TO A POINT; THENCE SOUTH 89 DEGREES 57 MINUTES 51 SECONDS WEST A DISTANCE OF 53.00 FEET TO A POINT AT THE SOUTH END OF A CURVE LOCATED AT THE SOUTHWEST CORNER OF AIRWAYS BOULEVARD (106 FOOT RIGHT-OF-WAY) AND AIRPORT INDUSTRIAL DRIVE (68 FOOT RIGHT-OF-WAY); THENCE NORTHWESTWARDLY ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 35.00 FEET, DELTA ANGLE 89 DEGREES 57 MINUTES 44 SECONDS, ARC LENGTH 54.95 FEET, TANGENT 34.98 FEET, CHORD NORTH 44 DEGREES 49 MINUTES 20 SECONDS WEST 49.48 FEET TO A POINT IN THE SOUTH LINE OF AIRPORT INDUSTRIAL DRIVE; THENCE NORTH 89 DEGREES 48 MINUTES 13 SECONDS WEST WITH THE SOUTH LINE OF AIRPORT INDUSTRIAL DRIVE A DISTANCE OF 180.45 FEET TO AN IRON PIN SET IN THE WEST LINE OF LOT 4, AIRPORT INDUSTRIAL BUSINESS PARK P.B.P. SUBDIVISION AS RECORDED IN PLAT BOOK 84 PAGE 30, IN SOUTHAVEN, DESOTO COUNTY MISSISSIPPI, SAID IRON PIN BEING THE TRUE POINT OF BEGINNING; THENCE SOUTHERLY WITH THE WEST LINE OF SAID LOT 4 THE FOLLOWING CALLS:

SOUTH 00 DEGREES 11 MINUTES 47 SECONDS WEST A DISTANCE OF 75.29 FEET; THENCE SOUTH 52 DEGREES 27 MINUTES 35 SECONDS EAST A DISTANCE OF 74.85 FEET; THENCE SOUTH 00 DEGREES 11 MINUTES 47 SECONDS WEST A DISTANCE OF 520.20 FEET TO AN IRON PIN SET IN THE SOUTH LINE OF SAID LOT 4; THENCE SOUTH 89 DEGREES 48 MINUTES 13 SECONDS EAST WITH THE SOUTH LINE OF LOT 4 A DISTANCE OF 156.34 FEET TO AN IRON PIN SET IN THE WEST LINE OF AIRWAYS BOULEVARD; THENCE SOUTH 00 DEGREES 09 MINUTES 32 SECONDS WEST WITH THE WEST LINE OF AIRWAYS BOULEVARD A DISTANCE OF 239.11 FEET TO A PK NAIL SET IN THE SOUTH LINE OF SAID SUBDIVISION; THENCE NORTH 89 DEGREES 48 MINUTES 13 SECONDS WEST WITH THE SOUTH LINE OF SAID SUBDIVISION A DISTANCE OF 1571.14 FEET TO AN IRON PIN SET ON CURVE IN THE EAST LINE OF MARKET PLACE DRIVE (68' RIGHT-OF-WAY); THENCE NORTHEASTWARDLY WITH THE EAST LINE OF MARKETPLACE DRIVE AND ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 334.00 FEET, DELTA ANGLE 31 DEGREES 12 MINUTES 17 SECONDS, ARC LENGTH 181.90 FEET, TANGENT 93.27 FEET, CHORD NORTH 15 DEGREES 47 MINUTES 55 SECONDS EAST 179.66 FEET TO AN IRON PIN SET AT A POINT OF TANGENCY; THENCE

NORTH 00 DEGREES 11 MINUTES 47 SECONDS EAST WITH THE EAST LINE OF MARKETPLACE DRIVE A DISTANCE OF 755.45 FEET TO AN IRON PIN SET AT A POINT OF CURVATURE; THENCE NORTHEASTWARDLY ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 35.00 FEET, DELTA ANGLE 105 DEGREES 31 MINUTES 13 SECONDS, ARC LENGTH 64.46 FEET, TANGENT 46.04 FEET, CHORD NORTH 52 DEGREES 57 MINUTES 23 SECONDS EAST 55.73 FEET TO AN IRON PIN SET AT A POINT OF COMPOUND CURVATURE IN THE SOUTH LINE OF AIRPORT INDUSTRIAL DRIVE (68' RIGHT-OF-WAY); THENCE SOUTHEASTWARDLY WITH THE SOUTH LINE OF AIRPORT INDUSTRIAL DRIVE AND ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 566.00 FEET, DELTA ANGLE 04 DEGREES 42 MINUTES 53 SECONDS, ARC LENGTH 46.57 FEET, TANGENT 23.30 FEET, CHORD SOUTH 71 DEGREES 55 MINUTES 34 SECONDS EAST 46.56 FEET TO A POINT OF TANGENCY; THENCE SOUTH 69 DEGREES 34 MINUTES 07 SECONDS EAST WITH THE SOUTH LINE OF AIRPORT INDUSTRIAL DRIVE A DISTANCE OF 83.20 FEET TO AN IRON PIN SET AT A POINT OF CURVATURE; THENCE SOUTHEASTWARDLY WITH THE SOUTH LINE OF AIRPORT INDUSTRIAL DRIVE AND ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 634.00 FEET, DELTA ANGLE 20 DEGREES 14 MINUTES 06 SECONDS, ARC LENGTH 223.90 FEET, TANGENT 113.13 FEET, CHORD SOUTH 79 DEGREES 41 MINUTES 10 SECONDS EAST 222.74 FEET TO A POINT OF TANGENCY; THENCE SOUTH 89 DEGREES 48 MINUTES 13 SECONDS EAST WITH THE SOUTH LINE OF AIRPORT INDUSTRIAL DRIVE A DISTANCE OF 920.79 FEET TO THE POINT OF BEGINNING AND CONTAINING 28.71 ACRES.

EXHIBIT "B" TO SPECIAL WARRANTY DEED

Grantee acknowledges that except for any express warranties and representations contained in this deed and that certain Purchase and Sale Agreement dated December 19, 2005 between Grantor and Grantee (the "Purchase Agreement"), Grantee is not relying on any written, oral, implied or other representations, statements or warranties by Grantor or any agent of Grantor or any real estate broker or salesman. Except with respect to those representations, warranties and agreements contained in the Purchase Agreement, all previous written, oral, implied or other statements, representations, warranties or agreements, if any, are merged herein.

EXHIBIT C**Permitted Exceptions**

1. Any lease, grant, exception or reservation of minerals or mineral rights on and under the subject land.
2. General and special taxes or assessments for 2006 and subsequent years not yet due and payable.
3. Matters of record in Plat Book 77, Pages 7-8, in the Office of the Chancery Clerk of DeSoto County, Mississippi, as reflected on survey dated January 18, 2006, by Joe S. Wiseman, PLS No. 02818, last revised January 31, 2006.
4. Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Airways Distribution Center in Deed Book 405, Page 720, in the aforesaid Clerk's office.
5. Easements and covenants granted in Easement Agreement of record in Deed Book 390, Page 30, records aforesaid, as reflected on survey dated January 18, 2006, by Joe S. Wiseman, PLS No. 02818, last revised January 31, 2006.
6. 15' public drainage easement per Plat Book 84, Page 30, as reflected on survey dated January 18, 2006, by Joe S. Wiseman, PLS No. 02818, last revised January 31, 2006.
7. Matters of record in Plat of Lots 5-8, Airport Industrial Park P.B.P. & Revision of Lots 3 and 4, Airport Industrial Park P.B.P., filed October 31, 2003 in Plat Book 84, Pages 30-32, as reflected on survey dated January 18, 2006, by Joe S. Wiseman, PLS No. 02818, last revised January 31, 2006.
8. Matters as reflected on survey dated January 18, 2006, by Joe S. Wiseman, PLS No. 02818, as follows:
 - (a) Light poles;
 - (b) Drain inlets;
 - (c) Drain pipes;
 - (d) Lamp base;
 - (e) Headwall;
 - (f) Conc. Flume;
 - (g) Fire hose connection;
 - (h) Fire post indicator valves;
 - (i) Pad mounted transformer;
 - (j) Storm drains;
 - (k) Water valve;
 - (l) Poles and wire line;
 - (m) Sewer man holes; and
 - (n) Drain manholes.
9. That certain Lease Agreement between Helen of Troy L.P., a Texas limited partnership as Lessee and HLIT ADC1, LLC, a Mississippi limited liability company as Lessor.