

This instrument prepared by:

Haynes and Boone, LLP  
2323 Victory Avenue, Suite 700  
Dallas, Texas 75219  
Attn: D. Brack Bryant

662 996 1112

Indexing Instructions: The real property described herein is situated in the Northeast Quarter of Section 24, Township 1 South, Range 8 West, Chickasaw Cession, DeSoto County, Mississippi, LOT 3, Final Plat of Lots 5-8, Airport Industrial Park, P.B.P. & Revision of Lots 3 & 4, Airport Industrial Park, P.B.P., PLAT BOOK 84, Pages 30-32

**SPECIAL WARRANTY DEED**

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00), cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of all of which is hereby acknowledged, HLIT ADC1, LLC, a Mississippi limited liability company ("Grantor"), does hereby sell, convey and warrant specially unto LIT Industrial Limited Partnership, a Delaware limited partnership ("Grantee"), the land more particularly described on Exhibit A, together with all improvements and appurtenances, situated in DeSoto County, Mississippi ("Subject Property").

Grantor's special warranty is subject to the Permitted Exceptions set forth on Exhibit B.

The parties have prorated 2012 ad valorem taxes between themselves as of the date of this conveyance. Grantee has the obligation to pay the 2012 ad valorem taxes when due.

In witness whereof, Grantor, acting by and through its duly authorized general partner, has executed this instrument on the date below its signature, and effective on the 1 day of June, 2012 (the "Effective Date").

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**SIGNATURE PAGE(S) FOLLOWS.**

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HLIT ADC1, LLC,  
a Mississippi limited liability company

By: *M. Thomas Mason*

M. Thomas Mason

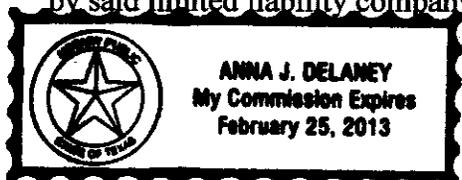
Executive Vice President

Date: April 4, 2012

STATE OF TEXAS

COUNTY OF DALLAS

Personally appeared before me, the undersigned authority in and for the said county and state, on this 4<sup>th</sup> day of April, 2012, within my jurisdiction, the within named M. Thomas Mason, who acknowledged to me that he is Executive Vice President of HLIT ADC1, LLC, a Mississippi limited liability company, and that for and on behalf of said limited liability company, and as the act and deed of said limited liability company, he executed the above and foregoing instrument, after first having been duly authorized by said limited liability company.



*Anna J. Delaney*  
Notary Public

My Commission expires:  
2-25-2013

Grantor's Address:  
c/o Clarion Partners  
2650 Cedar Springs Road, Suite 850  
Dallas, TX 75201  
Telephone: 214-647-4900

Grantee's Address:  
c/o Hillwood Development Company, LLC  
3090 Olive St., Suite 300  
Dallas, TX 75219  
Telephone: 214-303-5535

**Exhibit A**  
**To**  
**Special Warranty Deed**  
**Property Description**

Tract 1:

Lot 3, Final Plat of Lots 5-8, Airport Industrial Park P.B.P. & Revision of Lots 3 & 4, Airport Industrial Park P.B.P., as recorded in Plat Book 84, Pages 30-32 and being in the Northeast Quarter of Section 24, Township 1 South, Range 8 West, DeSoto County, Mississippi.

Tract 2:

Easement Estate created pursuant to Easement Agreements by and between JMH Development, LLC and Industrial Developments International, Inc. dated effective March 30, 2001, and recorded on April 5, 2001 in Deed Book 390, Page 30, and dated November 30, 2011, and recorded January 25, 2002 in Deed Book 410, Page 352, in the Office of the Chancery Clerk of DeSoto County, Mississippi (As it relates to Drainage Easements).

**Exhibit B**  
**To**  
**Special Warranty Deed**  
**Permitted Exceptions**

1. Property taxes, including any assessments collected with taxes, for the year 2012 that are a lien not yet due.
2. The protective covenants, building setback lines, utility easements and other restrictions as shown upon or contained in instrument filed of record in the office of the aforesaid chancery clerk, and recorded in said office in Plat Book 77, Pages 7-8, and Plat Book 84, Pages 30-32, in the Office of the Chancery Clerk of DeSoto County, Mississippi, and as shown on survey of Lot 3, Airport Industrial Business Park, P.B.P. Subdivision by Harris & Associates Land Surveyors, dated February 1, 2012, last revised March 1, 2012. (Affects Tracts 1 and 2)
3. Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Airways Distribution Center in Deed Book 405, Page 720, in the Office of the Chancery Clerk of DeSoto County, Mississippi and as shown on survey of Lot 3, Airport Industrial Business Park, P.B.P. Subdivision by Harris & Associates Land Surveyors, dated February 1, 2012, last revised March 1, 2012. (Affects Tract 1)
4. Easements and covenants granted in Easement Agreement of record in Deed Book 390, Page 30, in the Office of the Chancery Clerk of DeSoto County, Mississippi and as shown on survey of Lot 3, Airport Industrial Business Park, P.B.P. Subdivision by Harris & Associates Land Surveyors, dated February 1, 2012, last revised March 1, 2012. (Affects Tract 1)
5. 15' public drainage easement per Plat Book 84, Page 30, in the Office of the Chancery Clerk of DeSoto County, Mississippi and as shown on survey of Lot 3, Airport Industrial Business Park, P.B.P. Subdivision by Harris & Associates Land Surveyors, dated February 1, 2012, last revised March 1, 2012. (Affects Tract 1)
6. That certain unrecorded Lease Agreement between Helen of Troy, L.P., a Texas Limited Partnership as Lessee and HLIT ADC1, LLC as Lessor. (Affects Tract 1)
7. Right of Way Easement to Entergy dated March 23, 2009, and filed for record on April 16, 2009 in Book 606, Page 482, in the Office of the Chancery Clerk of DeSoto County, Mississippi and as shown on survey of Lot 3, Airport Industrial Business Park, P.B.P. Subdivision by Harris & Associates Land Surveyors, dated February 1, 2012, last revised March 1, 2012. (Affects Tract 1)

8. The protective covenants, building setback lines, utility easements and other restrictions as shown upon or contained in instrument filed of record in the office of the aforesaid chancery clerk, and recorded in said office in Plat Book 74, Page 24, Plat Book 76, Page 26, Plat Book 77, Page 16, and Plat Book 86, Page 10, all in the Office of the Chancery Clerk of DeSoto County, Mississippi. (Affects Tract 2)