



**LETTER TO STOCKHOLDERS
FROM THE PRESIDENT AND CEO
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
PROXY STATEMENT
2011 ANNUAL REPORT**

In connection with the 2012 Annual Meeting of Stockholders, we have collected the Letter to Stockholders from the President and CEO, Notice of Annual Meeting of Stockholders, Proxy Statement and 2011 Annual Report under one cover. A summary annual report will also be available on First Industrial's website.

**First Industrial Realty Trust, Inc.
www.firstindustrial.com**

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LETTER TO STOCKHOLDERS FROM THE PRESIDENT AND CEO

Fellow Shareholders,

In 2011, the First Industrial team made substantial progress on our strategic path which is based upon three fundamental aspects of our business — strengthening our balance sheet, leasing up our properties to drive cash flow, and refocusing our portfolio through active asset management. Due to our achievements in these areas, First Industrial is moving from defense to offense, marking 2012 as a year for “getting after growth”.

Leasing demand for industrial space grew, following the lead of the overall U.S. economy. Like the economy, the industrial market moved in fits and starts last year. With confidence still fragile, businesses reacted with hesitation to several significant events including the tragic natural disasters in Japan, the U.S. budget impasse and credit ratings downgrades, and the lingering European debt crisis. As a result, the real GDP growth rate was just 1.7% for the year. For our business, however, even modest growth is good for demand, and we improved our portfolio occupancy by 290 basis points for the full year to 87.9%.

Our progress was reflected in our stock price as we gained nearly 17% for the year. For the second consecutive year, we were in the top quartile of all REITs and outpaced the Morgan Stanley REIT index (RMZ) and other publicly-traded industrial-only REITs.

Balance Sheet — Building Strength, Adding Flexibility

We have worked hard to rebuild our capital position since the capital market crisis, and made some significant additional steps during the past year that will stand us in good stead for the future.

Major capital actions included two equity raises for net proceeds of approximately \$200 million at a weighted average net price per share of \$11.66. These offerings were critical in our delevering efforts as they were done at the upper end of our trading range for the year. As we have said and done, we are mindful of dilution, and will continue to be as we evaluate our ongoing capital needs.

During the year, we also completed two major fixed rate secured financing transactions — one for proceeds of \$178.3 million, with a term of seven years at an interest rate of 4.45%; the other for \$77.6 million, with a term of 10 years at 4.85%. Both financings had loan-to-value ratios of approximately 70% and 30-year amortization schedules.

Through our capital actions along with proceeds from property sales, we reached our target Debt to EBITDA ratio range of 6.5x to 7.5x more than a year ahead of schedule. We reduced our net debt by approximately \$246 million to finish the year at 7.4x. Despite reaching our target range, we remain a levered company, especially when factoring in our \$275 million of preferred stock outstanding, so we will continue to work on lowering this leverage metric. Our preferred means is by growing cash flow to impact the denominator, but we will also affect the numerator through capital market and investment/divestment activities.

A major piece of the puzzle for our capital strength, flexibility, and reduced borrowing costs was closing on our new \$450 million unsecured credit facility agreement in December. We achieved greater capacity and better terms than our prior facility — and our original expectations. The line carries a three-year term, with a one-year extension option and is expandable to \$500 million, subject to certain conditions. Payments are interest-only initially at LIBOR plus 210 basis points (and the rate can improve as we improve our leverage ratio), plus a facility fee on the unused portion that ranges from 25 to 35 basis points.

This new line of credit gives us significant capacity to manage debt maturities and fund select growth opportunities, whether acquisitions or developments, at a lower interest rate compared to our prior facility. Current capacity on our line of credit exceeds the total of our notes coming due in April 2012 and June 2014. This execution was indicative of our Company’s progress and the improvement of the financial markets. We thank our banking partners for their support and continued confidence.

We are pleased to reach the position we are in today — with a clear runway for our senior notes maturities through 2014, and capacity for investment for growth or debt repurchases. Nevertheless, effective balance sheet management is an ongoing discipline, and the lessons of the recent past regarding leverage are firmly implanted in our memory. Like most companies in the real estate business, we have benefited from the capital market environment supported by the Fed's accommodative fiscal policies. We cannot and will not plan to run our business as if interest rates will remain near zero forever. As managers of our shareholder's capital, we will continually seek out and execute on opportunities to both strengthen our balance sheet and reduce our cost of capital. We have some opportunities to lower borrowing costs in the next few years through the prepayment of mortgages with minimal prepayment penalties, as well as bond buybacks where they make sense.

Leasing to Drive Internal Growth and Value

Improving cash flow from our portfolio through leasing has been our mantra, as it is a source of internal growth and the main driver of value of our Company. Our goal is to reach 92% occupancy by the end of 2013 primarily through leasing, as well as the impact of sales of non-strategic assets. We made solid progress with the aforementioned 290 basis points of improvement in 2011 — but there is clearly more work to do.

The industry's fundamental backdrop is favorable towards our occupancy goal. In the fourth quarter, the national industrial market enjoyed its sixth consecutive quarter of positive absorption. New supply is at 20-year lows. Speculative building is limited to a handful of markets like Southern California, Houston, Miami and Central Pennsylvania, and almost exclusively to larger warehouse distribution product.

Demand for space is coming from a range of tenants, especially internet retailers, food related companies, and third party logistics providers (3PLs) serving a number of industries. There is still a fair amount of competing supply in most markets, but absorption is happening and tenants' options are dwindling as the economy grows. Demand for larger distribution spaces has led the market's recovery. A welcome sign for us and the market has been the re-emergence of smaller users seeking space or expanding, which we are experiencing across most of our markets.

Cash flow from our portfolio continues to improve as we improve occupancy and capture the higher than average rent escalations we have structured into our leases the past few years. These "bumps" have helped offset rental rate declines we have endured from the rollover of leases signed during the market peaks in 2007 and 2008. In 2011, even with the benefit of escalations on in-place leases, cash rental rates decreased 11.8%. This simply isn't good enough. We need to do better, and expect less of a decline in 2012.

With industrial leases typically five years in duration, rollover comparisons should reach an inflection point sometime next year or so if economic growth continues. We also get "another bite at the apple" for leases we signed with shorter terms during the market bottoms of 2009 and 2010 that come due for renewal in what should be a much better environment comparatively.

Another area for potential improvement is leasing and capital expenditure costs. At \$2.64 per square foot in 2011, these costs were simply too high, and we must be vigilant and work hard to reduce them in 2012 and beyond. In the current environment where tenants have some choices, we have been investing in tenant improvements to help win leasing deals. As space is absorbed in the marketplace and as we stabilize our portfolio, these costs should move downward. We can also bring them down over time as we modify our portfolio through dispositions, and make new investments primarily in distribution assets where these costs are typically lower than other asset types.

Retaining tenants is critical towards reaching our occupancy goals. Retention also impacts our bottom line as keeping a tenant is generally better economically than finding a new one in terms of rental rate changes and leasing costs. We had a solid year by this metric, retaining 72% of our tenants by square footage. Our team is focused on delivering results that approach this level in 2012 and will strive to improve over time. Renewed focus on superior customer service, long a hallmark of the Company, is a key way we can differentiate ourselves in the marketplace as we compete to retain customers and attract new ones.

Repositioning Our Portfolio

Our shareholders entrust us with capital to add value through active portfolio management beyond what can be achieved through passive management. If we don't, we are not doing our jobs. One way we are doing so is through our on-going asset sales program. We are performing "addition by subtraction" by selling assets that

don't fit our long-term vision for our portfolio. Quantitatively, we came up a bit short on our \$100 million sales goal for the year, with \$86.6 million of sales completed. Qualitatively, we were successful in monetizing some of our more challenged properties at good pricing, helped by sales to users. 2011 asset sales were completed at an approximately 40% premium to written-down book value and at an in-place yield of less than 5% when including land. Sales were also consistent with our portfolio strategy of reducing our exposure in the Midwest.

We remain focused on our portfolio refinement mission in 2012, with a goal of selling \$75 million to \$100 million of assets. We will continue to extract the best value we can in the sales process. Our improved financial position enables us to say "no" when a deal doesn't make economic sense. User sales remain a key focus due to the better pricing typically achieved. Execution of user sales leverages the power of our established platform through the collaboration and coordination between our regional teams and dispositions group. We also have some buildings that require incremental leasing to maximize their value when selling to local investors. As we generate proceeds from future sales, we will use them for either new investments or debt reduction, depending on the relative value of opportunities we see.

Using Our Platform to Drive External Growth

As a result of our accomplishments throughout 2011, we re-initiated new investment activities which had been largely dormant since mid-2008. As I mentioned at the outset, in 2012, we can now more fully turn our attention to growth — continuing to execute on the lease-up opportunities within our existing portfolio and through new acquisitions and developments.

In 2011, we made some headway towards our goal of adding quality buildings in our target markets. In the second quarter, we acquired a 664,000 square-foot bulk distribution building in Houston leased to Michelin. We also developed the 692,000 square-foot First Inland Logistics Center ("FILC") in Southern California, built to LEED standards, which was completed in the first quarter of 2012. These are two great examples of how we can use our platform and team to execute on investment opportunities. Of course, the final critical part of the investment execution for speculative developments like FILC is getting them leased. Our team is focused on bringing home a tenant for this state-of-the-art building, and I look forward to letting you know when we do.

Thus far in 2012, we acquired our partner's 85% interest in a 390,000 square-foot distribution building in Central Pennsylvania leased to Navistar with our total investment, including our original share, at \$21.8 million at approximately a 7.1% going-in cap rate.

Our team is hard at work identifying attractive acquisition and development opportunities of high quality properties, with a focus on the target markets of Southern California, Seattle, Houston, Miami, New Jersey, the Baltimore/Washington Corridor, and Central Pennsylvania.

Finding attractive new investments is a challenge as the market is highly competitive for quality distribution assets across the country. While disappointing from a new investment perspective, the strong demand has positive implications for the value of our assets. Our best opportunities will come from assets in which we can use our platform, such as buildings that require stabilization or select developments, like the bulk distribution buildings we are planning in Central Pennsylvania on land we already own.

Acknowledgements and Appreciation

On behalf of the Company and my fellow board members, I would like to extend my thanks and best wishes to Bob Slater, who is retiring from our board this year after many years of service.

I would also like to thank every member of the First Industrial team for their contributions and for their commitment to executing our strategic plan.

Getting After Growth

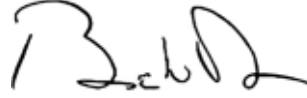
We are excited to be "getting after growth" in 2012 as we expect to drive improved cash flow from gaining occupancy and rental rate escalations on in-place leases, more than offsetting rental rate declines on rollovers.

As we get after external growth, we will be disciplined as we deploy capital generated from sales, comparing our potential investment opportunities to the economics of debt repurchases. We will use our platform to put capital to work in the right properties and markets that can deliver long-term rental rate growth.

We are on our way towards our goal of being a dividend-paying REIT once again. We reached one milestone towards reinstating a dividend by closing on our new line of credit in December. The other milestone we laid out was to make more progress in leasing. As we do so this year, the dividend will continue to be an important part of our regular discussions with our board.

On behalf of my First Industrial teammates, I would like to thank you for your support and confidence. We will continue to work steadfastly to add value for you by executing our plan and achieving our goals.

Sincerely,

A handwritten signature in black ink, appearing to read 'B. Duncan', with a stylized flourish at the end.

Bruce W. Duncan
President and Chief Executive Officer



FIRST INDUSTRIAL REALTY TRUST, INC.

311 South Wacker Drive

Suite 3900

Chicago, Illinois 60606

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 10, 2012

NOTICE IS HEREBY GIVEN that the 2012 Annual Meeting of Stockholders (the "Annual Meeting") of First Industrial Realty Trust, Inc. (the "Company") will be held on Thursday, May 10, 2012 at 9:00 a.m. at the 10th Floor Conference Room, 311 South Wacker Drive, Chicago, Illinois 60606 for the following purposes:

1. To elect two Class III Directors of the Company to serve until the 2015 Annual Meeting of Stockholders, each until his respective successor is duly elected and qualified;
2. To approve, on an advisory (i.e. non-binding) basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement for this meeting;
3. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012; and
4. To consider and act upon any other matters that may properly be brought before the Annual Meeting and at any adjournments or postponements thereof.

Any action may be taken on the foregoing matters at the Annual Meeting on the date specified above, or on any date or dates to which, by original or later adjournment, the Annual Meeting may be adjourned, or to which the Annual Meeting may be postponed.

The Board of Directors has fixed the close of business on March 21, 2012 as the record date for the Annual Meeting. Only stockholders of record of the Company's common stock at the close of business on that date will be entitled to notice of and to vote at the Annual Meeting and at any adjournments or postponements thereof.

You are requested to fill in and sign the enclosed Proxy Card, which is being solicited by the Board of Directors, and to mail it promptly in the enclosed postage-prepaid envelope. Any proxy may be revoked by delivery of a later dated proxy. Stockholders of record who attend the Annual Meeting may vote in person, even if they have previously delivered a signed proxy. "Street name" stockholders who wish to vote in person will need to obtain a duly executed proxy form from the institution that holds their shares prior to the Annual Meeting.

By Order of the Board of Directors

W. Ed Tyler
Chairman of the Board

Bruce W. Duncan
President and CEO

Chicago, Illinois
April 5, 2012

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD IN THE POSTAGE-PREPAID ENVELOPE PROVIDED.



FIRST INDUSTRIAL REALTY TRUST, INC.

311 South Wacker Drive

Suite 3900

Chicago, Illinois 60606

PROXY STATEMENT

FOR THE 2012 ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 10, 2012

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of First Industrial Realty Trust, Inc. ("First Industrial" or the "Company") for use at the 2012 Annual Meeting of Stockholders of the Company to be held on Thursday, May 10, 2012, and at any adjournments or postponements thereof (the "Annual Meeting"). At the Annual Meeting, stockholders will be asked to vote (i) on the election of two Class III Directors, (ii) to approve, on an advisory (i.e. non-binding) basis, the compensation of the Company's named executive officers as disclosed in this Proxy Statement, (iii) to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year and (iv) to act on any other matters properly brought before them.

This Proxy Statement and the accompanying Notice of Annual Meeting and Proxy Card are first being sent to stockholders on or about April 5, 2012. The Board of Directors has fixed the close of business on March 21, 2012 as the record date for the Annual Meeting (the "Record Date"). Only stockholders of record of Common Stock at the close of business on the Record Date will be entitled to notice of and to vote at the Annual Meeting. As of the Record Date, there were 88,225,342 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. Holders of Common Stock outstanding as of the close of business on the Record Date will be entitled to one vote for each share held by them on each matter presented to the stockholders at the Annual Meeting.

Stockholders of the Company are requested to complete, sign, date and promptly return the accompanying Proxy Card in the enclosed postage-prepaid envelope. Shares represented by a properly executed Proxy Card received prior to the vote at the Annual Meeting and not revoked will be voted at the Annual Meeting as directed on the Proxy Card. If a properly executed Proxy Card is submitted and no instructions are given, the persons designated as proxy holders on the Proxy Card will vote (i) FOR the election of the two nominees for Class III Directors named in this Proxy Statement, (ii) FOR the approval, on an advisory basis, of the compensation of our named executive officers, (iii) FOR the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year and (iv) in their own discretion with respect to any other business that may properly come before the stockholders at the Annual Meeting or at any adjournments or postponements thereof. It is not anticipated that any matters other than those set forth in the Proxy Statement will be presented at the Annual Meeting.

The presence, in person or by proxy, of holders of at least a majority of the total number of outstanding shares of Common Stock entitled to vote is necessary to constitute a quorum for the transaction of business at the Annual Meeting. The affirmative vote of the holders of a majority of the votes cast with a quorum present at the Annual Meeting is required (i) for the election of directors, (ii) for the approval, on an advisory basis, of the compensation of our named executive officers and (iii) for the ratification of the appointment of the Company's independent registered public accounting firm. Broker non-votes will not be counted as votes cast or entitled to vote and, accordingly, will have no effect on the majority vote required, although they will be counted for quorum purposes. Abstentions will not be counted as votes cast.

A stockholder of record may revoke a proxy at any time before it has been exercised by filing a written revocation with the Secretary of the Company at the address of the Company set forth above, by filing a duly executed proxy bearing a later date, or by appearing in person and voting by ballot at the Annual Meeting. Any

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stockholder of record as of the Record Date attending the Annual Meeting may vote in person whether or not a proxy has been previously given, but the presence (without further action) of a stockholder at the Annual Meeting will not constitute revocation of a previously given proxy. “Street name” stockholders who wish to vote in person will need to obtain a duly executed proxy form from the institution that holds their shares prior to the Annual Meeting.

In the pages preceding this Proxy Statement is a Letter to Stockholders from the Company’s President and Chief Executive Officer. Also, Appendix A to this Proxy Statement contains the Company’s 2011 Annual Report, including the Company’s financial statements for the fiscal year ended December 31, 2011 and certain other information required by the rules and regulations of the Securities and Exchange Commission (the “SEC”). Neither the Letter to Stockholders from the Company’s President and Chief Executive Officer nor the Company’s 2011 Annual Report, however, are part of the proxy solicitation material. See “Other Matters-Incorporation by Reference” herein.

PROPOSAL I ELECTION OF DIRECTORS

Pursuant to the Company’s articles of incorporation, the maximum number of members allowed to serve on the Company’s Board of Directors is twelve. The Board of Directors of the Company currently consists of eight seats and is divided into three classes, with the directors in each class serving for a term of three years and until their successors are duly elected and qualified. The term of one class expires at each Annual Meeting of Stockholders. Pursuant to the Amended and Restated Bylaws of the Company (the “Bylaws”), vacancies on the Board of Directors may be filled by a majority vote of the directors, and directors elected to fill vacancies shall hold office until the next Annual Meeting of Stockholders.

At the Annual Meeting, two directors will be elected to serve as Class III Directors until the 2015 Annual Meeting of Stockholders and until their successors are duly elected and qualified. Effective as of the date of the Annual Meeting, Robert J. Slater, currently a Class III Director, will complete his service as a member of the Board of Directors. The Board of Directors has nominated John Rau and W. Ed Tyler to serve as Class III Directors (the “Nominees”). Messrs. Rau and Tyler are currently serving as Class III Directors of the Company. Each of the Nominees has consented to be named as a nominee in this Proxy Statement. The Board of Directors anticipates that each of the Nominees will serve as a director if elected. However, if any person nominated by the Board of Directors is unable to accept election, the proxies will vote for the election of such other person or persons as the Board of Directors may recommend.

The Board of Directors recommends a vote FOR the Nominees.

BROKER NON-VOTES

Stockholders of the Company who have received this Proxy Statement from their broker or other fiduciary should have received instructions for directing how that broker or fiduciary should vote the stockholder’s shares. It will be the broker’s or fiduciary’s responsibility to vote the stockholder’s shares for the stockholder in the manner directed. The stockholder must complete, execute and return the voting instruction form in the envelope provided by the broker.

Under the rules of the New York Stock Exchange (the “NYSE”), brokers generally may vote on routine matters, such as the ratification of an independent public accounting firm, but may not vote on non-routine matters unless they have received voting instructions from the person for whom they are holding shares. If there is a non-routine matter presented to stockholders at a meeting and the stockholder’s broker or fiduciary does not receive instructions from the stockholder on how to vote on that matter, the broker or fiduciary will return the proxy card to the Company, indicating that he or she does not have the authority to vote on that matter. This is generally referred to as a “broker non-vote” and may affect the outcome of the voting on those matters.

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The proposal described in this Proxy Statement for the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2012 is considered a routine matter under the NYSE rules. Each of the other proposals is considered a non-routine matter under NYSE rules and could result in broker non-votes. We therefore encourage stockholders to provide directions to their broker as to how the stockholder wants their shares voted on all matters to be brought before the Annual Meeting. The stockholder should do this by carefully following the instructions the broker gives the stockholder concerning its procedures. This ensures that the stockholder's shares will be voted at the meeting.

INFORMATION REGARDING NOMINEES AND DIRECTORS

The following biographical descriptions set forth certain information with respect to the two Nominees for election as Class III Directors, the continuing directors whose terms expire at the Annual Meetings of Stockholders in 2013 and 2014 and certain executive officers, based on information furnished to the Company by such persons. The following information is as of March 21, 2012, unless otherwise specified.

Class III Nominees for Election at 2012 Annual Meeting — Term to Expire in 2015

John Rau

Director since 1994

Mr. Rau, 63, has been a director of the Company since June 1994. Since December 2002, Mr. Rau has served as President and Chief Executive Officer and as a director of Miami Corporation, a private asset management firm. From January 1997 to March 2000, he was a director, President and Chief Executive Officer of Chicago Title Corporation (NYSE: CTZ), and its subsidiaries, Chicago Title and Trust Co., Chicago Title Insurance Co., Ticor Title Insurance Co. and Security Union Title Insurance Co. Mr. Rau was a director of BorgWarner, Inc. from 1997 to 2006, a director of William Wrigley Jr. Company from March 2005 until the company sold to Mars, Inc. in September 2008 and a director of Nicor, Inc. from 1997 until it was sold to AGL Resources Inc. in December 2011, and continues as a director of AGL Resources Inc. Mr. Rau is a director of BMO Financial Corp. and BMO/Harris Bank, and served as a director of LaSalle Bank, N.A. until its 2007 sale to Bank of America. From July 1993 until November 1996, Mr. Rau was Dean of the Indiana University School of Business. From 1991 to 1993, Mr. Rau served as Chairman of the Illinois Economic Development Board and as special advisor to Illinois Governor Jim Edgar. From 1990 to 1993, he was Chairman of the Banking Research Center Board of Advisors and a Visiting Scholar at Northwestern University's J.L. Kellogg Graduate School of Management. During that time, he also served as Special Consultant to McKinsey & Company, a worldwide strategic consulting firm. From 1989 to 1991, Mr. Rau served as President and Chief Executive Officer of LaSalle National Bank. From 1979 to 1989, he was associated with The Exchange National Bank, serving as President from 1983 to 1989, at which time The Exchange National Bank merged with LaSalle National Bank. Prior to 1979, he was associated with First National Bank of Chicago. Mr. Rau's extensive experience in the banking and title insurance industries provides the Board of Directors with valuable insight into the matters of corporate and real estate finance, as well as financial services management and risk management. Moreover, Mr. Rau's financial expertise is valuable to the Company's Audit Committee, on which he currently serves.

W. Ed Tyler

Director since 2000

Mr. Tyler, 59, has been a director of the Company since March 2000, served as Lead Director from October 2008 to January 2009 and has served as non-executive Chairman of the Board of Directors since January 2009. Mr. Tyler also served as the Company's interim Chief Executive Officer from October 2008 to January 2009. Mr. Tyler is a director of Nanophase Technologies Corporation (NASDAQ: NANX). Mr. Tyler was appointed CEO of Ideapoint Ventures in 2002. Ideapoint Ventures is an early stage venture fund that focuses on nanotechnologies. Prior to joining Ideapoint Ventures, Mr. Tyler served as Chief Executive Officer and a director of Moore Corporation Limited, a provider of data capture, information design, marketing services, digital

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communications and print solutions, from 1998 to 2000. Prior to joining Moore Corporation, Mr. Tyler served in various capacities at R.R. Donnelley & Sons Company, most recently as Executive Vice President and Chief Technology Officer, from 1997 to 1998, and as Executive Vice President and Sector President of Donnelley's Networked Services Sector, from 1995 to 1997. Mr. Tyler's extensive experience as a senior executive and director of other companies, both private and publicly traded, is extremely valuable to the Board of Directors. Moreover, this experience, coupled with Mr. Tyler's prior service as interim Chief Executive Officer of the Company, affords Mr. Tyler a unique perspective, and helps him facilitate communications between the Company's senior executives and the Board of Directors in his role as Chairman of the Board.

Class I Continuing Directors — Term to Expire in 2013

Matthew S. Dominski

Director since 2010

Mr. Dominski, 57, has been a director of the Company since March 2010. He also presently serves as a director of CBL & Associates Properties, Inc., one of the largest shopping mall real estate investment trusts in the United States. From 1993 through 2000, Mr. Dominski served as Chief Executive Officer of Urban Shopping Centers ("Urban"), formerly one of the largest regional mall property companies in the country and also a publicly traded real estate investment trust. Following the purchase of Urban by Rodamco North America in 2000, Mr. Dominski served as Urban's President until 2002. In 2003, Mr. Dominski formed Polaris Capital, LLC, a Chicago, Illinois based real estate investment firm of which he currently is joint owner. From 1998 until 2004, Mr. Dominski served as a member of the Board of Trustees of the International Council of Shopping Centers. Mr. Dominski's extensive experience leading other public and private real estate companies, both as a senior executive and a director, is a valuable asset to the Board of Directors.

H. Patrick Hackett, Jr.

Director since 2009

Mr. Hackett, 60, has been a director of the Company since December 2009. Mr. Hackett is the Chief Executive Officer of HHS Co., a real estate company located in the Chicago area. Previously, he served as the President and Chief Executive Officer of RREEF Capital, Inc. and as Principal of The RREEF Funds, an international commercial real estate investment management firm. Mr. Hackett taught real estate finance at the Kellogg Graduate School of Management for 15 years when he also served on the real estate advisory boards of Kellogg and the Massachusetts Institute of Technology. He serves on the boards of Wintrust Financial Corporation (NASDAQ: WTFC) and Textura Corporation. Mr. Hackett is a director of North Shore Bank. Mr. Hackett provides the Board of Directors with valuable real estate finance expertise, and the Board of Directors further benefits from Mr. Hackett's experience on other boards in the financial services sector. In addition, Mr. Hackett's financial expertise is valuable to the Company's Audit Committee, which he has chaired since June 2010 and within which he is an "audit committee financial expert."

L. Peter Sharpe

Director since 2010

Mr. Sharpe, 65, has been a director of the Company since November 2010. He recently retired as President and Chief Executive Officer of Cadillac Fairview Corporation, a position he has held from March 2000 through December 31, 2010. Prior to March 2000, Mr. Sharpe held various positions at Cadillac Fairview Corporation, including serving as its Executive Vice President of Operations from 1990 to 2000. From 2009 through 2010, Mr. Sharpe served as Chairman of the Board of Directors of the International Council of Shopping Centers, the global trade association of the shopping center industry, and also serves as a director of Multiplan Empreendimentos Imobiliários S.A. (Bovespa: MULT3), one of the leading developers, owners and operators of shopping centers in Brazil. Previously, Mr. Sharpe served as a director on the boards of Legacy REIT, from 1997 to 2001, and Fairmont Hotels & Resorts, from 2001 to 2006. Mr. Sharpe's experience managing large real estate development companies, and serving on the boards of real estate investment trusts, has provided him with real estate knowledge and corporate organizational skills that benefit our Board of Directors tremendously. In addition to his executive experience, inclusive of managing a substantial real estate entity for an institutional ownership constituency, Mr. Sharpe has a substantial background in real estate investment leasing and operations

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activities. Moreover, Mr. Sharpe's financial expertise, and his experience serving on the Audit Committees of other publicly traded real estate companies, is valuable to the Company's Audit Committee, on which he currently serves.

Class II Continuing Directors — Term to Expire in 2014

Bruce W. Duncan

Director since 2009

Mr. Duncan, 60, has been President, Chief Executive Officer and a Director of the Company since January 2009. He also presently serves as the chairman of the Board of Directors of Starwood Hotels & Resorts Worldwide, Inc. (NYSE: HOT) ("Starwood"), a leading worldwide hotel and leisure company, a position he has held since May 2005. From April to September 2007, Mr. Duncan served as Chief Executive Officer of Starwood on an interim basis. Mr. Duncan has served as a Director of Starwood since 1999. He also was a senior advisor to Kohlberg Kravis & Roberts & Co. from July 2008 until January 2009. From May 2005 to December 2005, Mr. Duncan was Chief Executive Officer and Trustee of Equity Residential (NYSE: EQR) ("EQR"), a publicly traded apartment company. From January 2003 to May 2005, he was President, Chief Executive Officer and Trustee, and from April 2002 to December 2002, President and Trustee of EQR. From December 1995 until March 2000, Mr. Duncan served as Chairman, President and Chief Executive Officer of Cadillac Fairview Corporation, a real estate operating company. From January 1992 to October 1994, Mr. Duncan was President and Co-Chief Executive Officer of JMB Institutional Realty Corporation providing advice and management for investments in real estate by tax-exempt investors and from 1978 to 1992, he worked for JMB Realty Corporation where he served in various capacities, culminating as Executive Vice President and a member of the Board of Directors. Mr. Duncan's extensive experience leading other publicly traded real estate companies, both as a senior executive and a director, is critical to his ability to lead the Company as its Chief Executive Officer, and is a valuable asset to the Board of Directors. Moreover, as the Company's Chief Executive Officer, Mr. Duncan brings to our Board of Directors his in-depth knowledge of our business, strategy, operations, competition and financial position. Mr. Duncan's membership on the Board of Directors is critical to ensuring appropriate coordination and communication between the Company's executive officers and the Board of Directors.

Kevin W. Lynch

Director since 1994

Mr. Lynch, 59, has been a director of the Company since June 1994. Mr. Lynch is the co-founder and Principal of The Townsend Group ("Townsend"), an institutional real estate consulting firm, which provides real estate consulting for pension funds and institutional investors. In his capacity as Principal, Mr. Lynch is responsible for strategic development and implementation of client real estate portfolios. Mr. Lynch is also responsible for new product development. Prior to founding Townsend, Mr. Lynch was associated with Stonehenge Capital Corporation, where he was involved in the acquisition of institutional real estate properties and the structuring of institutional real estate transactions. Mr. Lynch is a director of Lexington Realty Trust (NYSE: LXP). Mr. Lynch is a member of the Pension Real Estate Association, the National Council of Real Estate Investment Fiduciaries and the European Association for Investors in Non-listed Real Estate Vehicles. He is a frequent speaker at industry conferences and has presented in Amsterdam and Frankfurt for the benefit of the Association of Foreign Investors in Real Estate and as a guest lecturer at Columbia University and Tel Aviv University. Mr. Lynch is currently on the Advisory Board for the European Institutional Real Estate Letter. The Board of Directors benefits from Mr. Lynch's over 20 years of experience in advising U.S. and international institutional providers of real estate capital. Mr. Lynch is also sophisticated in matters of real estate execution and finance, and is keenly aware of developments in the capital markets, and is thereby a valuable resource to the Board of Directors.

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INFORMATION REGARDING EXECUTIVE OFFICERS AND OTHER SENIOR MANAGEMENT

Scott A. Musil

Mr. Musil, 44, has been Chief Financial Officer of the Company since March 2011 and Chief Accounting Officer of the Company since March 2006. He served as acting Chief Financial Officer of the Company from December 2008 to March 2011. Mr. Musil has also served as Senior Vice President of the Company since March 2001, Treasurer of the Company since May 2002 and Secretary of the Company since March 2012. Mr. Musil previously served as Controller of the Company from December 1995 to March 2012, Assistant Secretary of the Company from May 1996 to March 2012 and Vice President of the Company from May 1998 to March 2001. Prior to joining the Company, he served in various capacities with Arthur Andersen & Company, culminating as an audit manager specializing in the real estate and finance industries. Mr. Musil is a certified public accountant. His professional affiliations include the American Institute of Certified Public Accountants and National Association of Real Estate Investment Trusts (“NAREIT”).

Johannson L. Yap

Mr. Yap, 49, has been the Chief Investment Officer of the Company since February 1997 and Executive Vice President — West Region since March 2009. From April 1994 to February 1997, he served as Senior Vice President — Acquisitions of the Company. Prior to joining the Company, Mr. Yap joined The Shidler Group in 1988 as an acquisitions associate, and became Vice President in 1991, with responsibility for acquisitions, property management, leasing, project financing, sales and construction management functions. Between 1988 and 1994, he participated in the acquisition, underwriting and due diligence of several hundred million dollars of commercial properties. His professional affiliations include Urban Land Institute, NAREIT and the Council of Logistics Management.

David Harker

Mr. Harker, 53, has been Executive Vice President — Central Region since March 2009. From April 2005 to March 2009 he served as Executive Director — Investments of the Company. From 2002 to April 2005, he served as a Senior Regional Director of the Company and from 1998 to 2002 he served as a Regional Director of the Company, with responsibility for the Company’s portfolio in Nashville, St. Louis, Louisville and Memphis. Prior to joining the Company, Mr. Harker was a Vice President of the Trammell Crow Company from 1992 to 1998. His professional affiliations include the Society of Industrial and Office Realtors.

Peter O. Schultz

Mr. Schultz, 49, has been Executive Vice President — East Region since March 2009. From January 2009 to March 2009 he served as Senior Vice President — Portfolio Management of the Company. From November 2007 to December 2008, he served as a Managing Director of the Company, with responsibility for the Company’s East Region. From September 2004 to November 2007, he served as a Vice President — Leasing of the Company, with responsibility for the Company’s leasing team and asset management plan implementation in the East Region. From January 2001 to September 2004, he served as a Senior Regional Director of the Company, with responsibility for the Company’s portfolio in Eastern Pennsylvania and Southern New Jersey. From March 1998 to December 2000, he served as a Regional Director of the Company, with responsibility for the Company’s portfolio in Eastern Pennsylvania. Prior to joining the Company, Mr. Schultz served as President and Managing Partner of PBS Properties, Inc. from November 1990 to March 1998, prior to which time he was Director of Marketing and Sales for the Pickering Group and Morgantown Properties. His professional affiliations include National Association of Industrial and Office Properties.

THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

The Board of Directors. The Board of Directors currently consists of eight seats and, effective as of the date of the Annual Meeting and the completion of Mr. Slater’s service as a member of the Board of Directors, the Board will reduce its size to seven seats. A majority of the members of the Board of Directors are independent as

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affirmatively determined by the Board of Directors. In determining the independence of its members, the Board of Directors applied the following standards:

- 1) The member must meet the definition of “Independent Director” contained in the Company’s Charter, which requires that he or she be neither an employee of the Company nor a member of The Shidler Group.
- 2) After taking into account all relevant facts and circumstances, the Board of Directors must determine that the member has no material relationships with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Relationships to be considered include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships.
- 3) The member must satisfy the independence tests set forth in Section 303A.02(b) of the Listed Company Manual of the NYSE.

Applying such standards, the Board of Directors has affirmatively determined that each of Messrs. Dominski, Hackett, Lynch, Rau, Sharpe, Slater and Tyler are independent directors.

Pursuant to the terms of the Company’s Charter, the directors are divided into three classes. Class III Directors, Messrs. Rau, Slater and Tyler, hold office for a term expiring at this Annual Meeting. Effective as of the date of the Annual Meeting, Mr. Slater will complete his service as a member of the Board of Directors. Class I Directors, Messrs. Dominski, Hackett and Sharpe hold office for a term expiring at the Annual Meeting of Stockholders to be held in 2013. Class II Directors, Messrs. Duncan and Lynch, hold office for a term expiring at the Annual Meeting of Stockholders to be held in 2014. Each director will hold office for the term to which he is elected and until his successor is duly elected and qualified. At each Annual Meeting of Stockholders, the successors to the class of directors whose term expires at that meeting will be elected to hold office for a term continuing until the Annual Meeting of Stockholders held in the third year following the year of their election and the election and qualification of their successors.

The Board of Directors held six meetings and acted seven times by unanimous consent during 2011. Each of the directors serving in 2011 attended at least 75% of the total number of meetings of the Board of Directors and of the respective committees of the Board of Directors of which he was a member. Although the Company does not have a formal policy regarding director attendance at Annual Meetings of Stockholders, all of the directors then serving attended the 2011 Annual Meeting of Stockholders. During 2011, Mr. Tyler, in his capacity as Chairman of the Board, presided at meetings of non-management directors.

The Board of Directors has adopted Corporate Governance Guidelines to reflect the principles by which it operates. These guidelines, as well as the charters of the Audit Committee, Compensation Committee and Nominating/Corporate Governance Committee of the Board of Directors, are accessible at the investor relations pages of the Company’s website at www.firstindustrial.com and are available in print free of charge to any stockholder who requests them. The Company has adopted a Code of Business Conduct and Ethics, which includes the principles by which the Company expects its employees, officers and directors to conduct Company business and which is accessible at the investor relations pages of the Company’s website at www.firstindustrial.com and is available in print free of charge to any stockholder who requests it. The Company intends to post on its website amendments to, or waivers from, any provision of the Company’s Code of Business Conduct and Ethics. We also post or otherwise make available on our website from time to time other information that may be of interest to our investors. However, none of the information provided on our website is part of the proxy solicitation material. See “Other Matters — Incorporation by Reference” herein.

The Board of Directors has appointed an Audit Committee, a Compensation Committee, an Investment Committee, a Nominating/Corporate Governance Committee and a Special Committee.

Audit Committee. The Audit Committee is directly responsible for the appointment, discharge, compensation, and oversight of the work of any independent registered public accounting firm employed by the Company for the purpose of preparing or issuing an audit report or related work. In connection with such

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responsibilities, the Audit Committee approves the engagement of independent public accountants, reviews with the independent public accountants the audit plan, the audit scope, and the results of the annual audit engagement, pre-approves audit and non-audit services and fees of the independent public accountants, reviews the independence of the independent public accountants and reviews the adequacy of the Company's internal control over financial reporting.

In 2011, the Audit Committee consisted of Messrs. Hackett, Sharpe and Rau. Each of Messrs. Hackett, Sharpe and Rau, in the judgment of the Company's Board of Directors, is independent as required by the listing standards of the NYSE and the rules of the SEC. Also, in the judgment of the Company's Board of Directors, each member is financially literate as required by the listing standards of the NYSE. Further, in the judgment of the Company's Board of Directors, Mr. Hackett is an "audit committee financial expert," as such term is defined in the SEC rules, and has "accounting or related financial management expertise," as defined in the listing standards of the NYSE. See Mr. Hackett's biography above. The Audit Committee met nine times in 2011.

Compensation Committee. The Compensation Committee has overall responsibility for approving and evaluating the compensation plans, policies and programs relating to the executive officers of the Company. The Compensation Committee administers, and has authority to grant awards under, the First Industrial Realty Trust, Inc. 1994 Stock Incentive Plan (the "1994 Stock Plan"), the First Industrial Realty Trust, Inc. 1997 Stock Incentive Plan (the "1997 Stock Plan"), the First Industrial Realty Trust, Inc. Deferred Income Plan, the First Industrial Realty Trust, Inc. 2001 Stock Incentive Plan (the "2001 Stock Plan"), the First Industrial Realty Trust, Inc. 2009 Stock Incentive Plan (the "2009 Stock Plan") and the 2011 Stock Incentive Plan (the "2011 Stock Plan"). The Compensation Committee currently consists of Messrs. Slater, Lynch and Sharpe, each of whom, in the judgment of the Company's Board of Directors, is independent as required by the listing standards of the NYSE. The Compensation Committee met four times in 2011. Upon the completion of the 2012 Annual Meeting, Mr. Tyler is expected to join the Compensation Committee in place of Mr. Slater.

Investment Committee. The Investment Committee provides oversight and discipline to the investment process. Investment opportunities are described in written reports based on detailed research and analyses in a standardized format applying appropriate underwriting criteria. The Investment Committee meets with the Company's acquisition personnel, reviews each submission thoroughly and approves acquisitions and dispositions of land of greater than \$5 million and all other acquisitions, dispositions and development projects of greater than \$20 million. The Investment Committee makes a formal recommendation to the Board of Directors for all acquisitions, dispositions and development projects in excess of \$50 million. The membership of the Investment Committee currently consists of Messrs. Tyler, Dominski and Duncan. The Investment Committee met five times in 2011.

Nominating/Corporate Governance Committee. The Nominating/Corporate Governance Committee recommends individuals for election as directors at the Annual Meeting of Stockholders of the Company and in connection with any vacancy that may develop on the Board of Directors. The Board of Directors, in turn, as a whole by a majority vote either approves all of the nominations so recommended by the Nominating/Corporate Governance Committee or rejects all of the nominations in whole, but not in part. In the event that the Board of Directors as a whole by a majority vote rejects the recommended nominations, the Nominating/Corporate Governance Committee would develop a new recommendation. In addition, the Nominating/Corporate Governance Committee develops and oversees the Company's corporate governance policies. The membership of the Nominating/Corporate Governance Committee currently consists of Messrs. Lynch, Dominski, Hackett and Rau, each of whom, in the judgment of the Company's Board of Directors, is independent as required by the listing standards of the NYSE. Mr. Lynch is the current Chairman of the Nominating/Corporate Governance Committee. The Nominating/Corporate Governance Committee met two times during 2011 and met in February 2012 to determine its nominations for this Proxy Statement. Upon the completion of the 2012 Annual Meeting, Mr. Lynch will complete his service on the Nominating/Corporate Governance Committee, and Mr. Rau is expected to become the Chairman.

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The Nominating/Corporate Governance Committee will consider nominees recommended by stockholders of the Company. In order for a stockholder to nominate a candidate for election as a director at an Annual Meeting, notice must be given in accordance with the Bylaws of the Company to the Secretary of the Company not more than 180 days nor less than 75 days prior to the first anniversary of the preceding year's Annual Meeting. The fact that the Company may not insist upon compliance with the requirements contained in its Bylaws should not be construed as a waiver by the Company of its right to do so at any time in the future.

In general, it is the Nominating/Corporate Governance Committee's policy that, in its judgment, its recommended nominees for election as members of the Board of Directors of the Company must, at a minimum, have business experience of a breadth, and at a level of complexity, sufficient to understand all aspects of the Company's business and, through either experience or education, have acquired such knowledge as is sufficient to qualify as financially literate. In addition, recommended nominees must be persons of integrity and be committed to devoting the time and attention necessary to fulfill their duties to the Company. While the Nominating/Corporate Governance Committee has not adopted a formal diversity policy, diversity is one of the factors that the Nominating/Corporate Governance Committee considers in identifying director nominees. As part of the nomination process, the Nominating/Corporate Governance Committee evaluates how a particular individual would affect the diversity of the Company's Board of Directors in terms of how that person may contribute to the Board of Directors' overall balance of perspectives, backgrounds, knowledge, experience, skill sets and expertise in matters pertaining to the Company's business.

The Nominating/Corporate Governance Committee may identify nominees for election as members of the Board of Directors of the Company through its own sources (including through nominations by stockholders made in accordance with the Company's Bylaws), through sources of other directors of the Company, and through the use of third-party search firms. The Company has previously engaged a third party search firm to identify potential nominees and may do so again in the future. Subject to the foregoing minimum standards, the Nominating/Corporate Governance Committee will evaluate each nominee on a case-by-case basis, assessing each nominee's judgment, experience, independence, understanding of the Company's business or that of other related industries, and such other factors as the Nominating/Corporate Governance Committee concludes are pertinent in light of the current needs of the Company's Board of Directors.

Special Committee. The Special Committee is authorized, within limits specified by the Board of Directors, to approve the terms under which the Company issues or repurchases Common Stock, preferred stock or depository shares representing fractional interests in preferred stock, or under which the Company or any of the Company's subsidiaries, including First Industrial, L.P., issues or repurchases debt. The membership of the Special Committee currently consists of Messrs. Dominski, Duncan and Rau. The Special Committee did not meet during 2011.

Communications by Stockholders. Stockholders of the Company may send communications to the Board of Directors as a whole, its individual members, its committees or its non-management members as a group. Communications to the Board of Directors as a whole should be addressed to "The Board of Directors"; communications to any individual member of the Board of Directors should be addressed to such individual member; communications to any committee of the Board of Directors should be addressed to the Chairman of such committee; and communications to non-management members of the Board of Directors as a group should be addressed to the Chairman of the Nominating/Corporate Governance Committee. In each case, communications should be further addressed "c/o First Industrial Realty Trust, Inc., 311 South Wacker Drive, Suite 3900, Chicago, Illinois 60606." All communications will be forwarded to their respective addressees and, if a stockholder marks his or her communication "Confidential", will be forwarded directly to the addressee.

Board Leadership Structure and Role in Risk Management. Mr. Tyler is chairman of the Board of Directors. Mr. Tyler served as the Company's interim Chief Executive Officer from October 22, 2008 until January 9, 2009. Prior to and since the completion of his service as interim Chief Executive Officer, Mr. Tyler has not served as an officer of the Company and, as discussed above, Mr. Tyler is an independent director as affirmatively determined by the Board of Directors. We believe that having board leadership independent of

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management helps ensure critical and independent thinking with respect to the Company's strategy and performance. Mr. Duncan, the Company's President and Chief Executive Officer, is also a member of the Board of Directors. The presence of Mr. Duncan on the Board of Directors helps to ensure that management's insight is directly available to the directors in their deliberations.

The Board of Directors oversees the business of the Company and our stockholders' interests in the long-term financial strength and overall success of the Company's business. In this respect, the Board of Directors is responsible for overseeing the Company's risk management. The Board of Directors delegates many of these functions to the Board's committees. Each committee of the Board of Directors is responsible for reviewing the risk exposure of the Company related to the committees' areas of responsibility and providing input to the Board of Directors on such risks. The Board of Directors and its committees regularly review material strategic, operational, financial, compensation and compliance risks with management.

For example, under its charter, the Audit Committee is required to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing the financial information that will be provided to the stockholders, the systems of internal controls that management and the Board of Directors have established and the audit process. The Audit Committee is responsible for facilitating communication between the Company's independent auditors and the Board of Directors and management, and for reviewing with the independent auditors the adequacy of the Company's internal controls. The Audit Committee also reviews with management and the independent auditors significant risks which impact financial reporting and operations to which the Company is exposed, including risks faced in the ordinary course of business and risks resulting from extraordinary circumstances. In addressing these risks, the Audit Committee assesses management's response and the effectiveness of the Company's internal controls.

Similarly, the Compensation Committee strives to adopt compensation incentives that encourage appropriate risk-taking behavior that is consistent with the Company's long term business strategy. We do not believe that our compensation policies and practices are reasonably likely to have a material adverse effect on the Company. The Compensation Committee has focused on aligning our compensation policies with our stockholders' long-term interests and avoiding short-term rewards for management or awards that encourage excessive or unnecessary risk taking. For example, a substantial amount of compensation provided to the Company's executive officers is in the form of equity awards for which the ultimate value of the award is tied to the Company's stock price and which are subject to long-term vesting schedules. In addition, annual cash and equity bonuses provided to management for 2011 were contingent upon the Company's satisfaction of a prescribed level of "funds from operations," which is a supplemental performance measure not included in generally accepted accounting principles ("GAAP") commonly used to evaluate the performance of real estate investment trusts. Because these awards are directly tied to increased earnings and stock price, in line with our stockholders' interests, we believe that none of these types of awards contribute to excessive or unnecessary risk taking.

DIRECTOR COMPENSATION

Directors of the Company who are also employees, namely Mr. Duncan (our Chief Executive Officer), receive no additional compensation for their services as a director.

Compensation of non-employee directors is reviewed annually by the Compensation Committee of the Board of Directors, which makes any recommendations of compensation changes to the entire Board of Directors. Non-employee directors are not entitled to retirement benefits, incentive compensation or perquisites, although they are reimbursed for their out-of-pocket expenses for meeting attendance.

Compensation for non-employee directors of the Company in 2011 consisted of an annual director's fee equivalent in value to \$120,000, up to 100% of the value of which was permitted be taken in the form of unrestricted Common Stock. No fees are paid for attendance at in-person or telephonic meetings of the Board of Directors and its committees. Additional annual fees for service as Chairman of the Board of Directors,

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Chairman of the Audit Committee, Chairman of the Compensation Committee and Chairman of the Nominating/Corporate Governance Committee are \$50,000, \$20,000, \$10,000 and \$10,000, respectively. For 2011, each director elected to receive all fees in the form of cash payments rather than unrestricted Common Stock.

DIRECTOR COMPENSATION SUMMARY

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Stock Awards (\$)</u>	<u>All Other Compensation (\$)</u>	<u>Total Compensation (\$)</u>
Matthew S. Dominski	\$120,000	\$0(1)	\$0	\$120,000
H. Patrick Hackett, Jr.	\$140,000	\$0(2)	\$0	\$140,000
Kevin W. Lynch	\$130,000	\$0(3)	\$0	\$130,000
John Rau	\$120,000	\$0(4)	\$0	\$120,000
L. Peter Sharpe	\$120,000	\$0(5)	\$0	\$120,000
Robert J. Slater	\$130,000	\$0(6)	\$0	\$130,000
W. Ed Tyler	\$170,000	\$0(7)	\$0	\$170,000

- (1) As of December 31, 2011, Mr. Dominski held no shares of unvested restricted Common Stock.
- (2) As of December 31, 2011, Mr. Hackett held no shares of unvested restricted Common Stock.
- (3) As of December 31, 2011, Mr. Lynch held 9,851 shares of unvested restricted Common Stock.
- (4) As of December 31, 2011, Mr. Rau held 6,761 shares of unvested restricted Common Stock.
- (5) As of December 31, 2011, Mr. Sharpe held no shares of unvested restricted Common Stock.
- (6) As of December 31, 2011, Mr. Slater held 11,074 shares of unvested restricted Common Stock.
- (7) As of December 31, 2011, Mr. Tyler held 9,749 shares of unvested restricted Common Stock.

EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

OBJECTIVES AND DESIGN OF COMPENSATION PROGRAM

The Company maintains the philosophy that compensation of its executive officers and other employees should serve the best interests of the Company's stockholders. Accordingly, the Company believes its executive compensation program should not only serve to attract and retain talented, capable individuals, but also to provide them with proper incentives linked to performance criteria that are designed to maximize the Company's overall performance. To this end, the Company's compensation program consists of a mix of compensation that is intended to compensate executive officers for their contributions during the year and to reward them for achievements that lead to increased Company performance and increases in stockholder value.

THE EXECUTIVE COMPENSATION PROCESS AND THE ROLE OF EXECUTIVE OFFICERS IN COMPENSATION DECISIONS

The Compensation Committee of the Company's Board of Directors (the "Compensation Committee") has overall responsibility for approving and evaluating the compensation plans, policies and programs relating to the executive officers of the Company. The Compensation Committee typically formulates senior executive compensation beginning in the December before and in the first quarter of the applicable fiscal year by setting that year's salary and, if applicable, target maximum cash and equity bonus for the Chief Executive Officer, the Chief Financial Officer and other senior executive officers ("Senior Management"). Also, typically, in the first quarter of the applicable fiscal year (although not until November in 2010) the Compensation Committee adopts, and the full Board of Directors ratifies, the performance criteria to be used to determine the incentive

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compensation of Senior Management (other than those covered by separate plans or agreements) for that year. Then, after the end of the applicable fiscal year, the Compensation Committee meets to determine incentive compensation to be paid to Senior Management with respect to that year pursuant to the performance criteria or, as applicable, pursuant to separate plans or agreements. Per such determination, the Company pays cash bonuses, typically in February or March, and issues restricted Common Stock, typically in March.

Periodically, though not every year, the Company and the Compensation Committee engage the services of outside consultants to evaluate the Company's executive compensation program. In 2008, the Compensation Committee retained FPL Associates, an outside consultant, to review the appropriateness of the compensation of the Company's Chief Executive Officer, Chief Financial Officer, Chief Investment Officer and Executive Vice President — Operations, and certain other members of management. As part of its review, the outside consultant surveyed a range of real estate companies that included not only the Company's industrial peers, but similarly sized companies and companies with similar operating strategies from other sectors of the REIT industry. Peers identified were: AMB Property Corp., PS Business Parks, Inc., Eastgroup Properties, Inc., Liberty Property Trust, ProLogis, Duke Realty Corp., Taubman Centers, Inc., Corporate Office Properties Trust, Crescent Real Estate Equities, FelCor Lodging Trust, Inc., Home Properties, Inc., Maguire Properties, Inc., Essex Property Trust, Inc., BRE Properties, Inc., Realty Income Corporation, Pennsylvania REIT, Cousins Properties, Inc., Vornado Realty Trust, Kimco Realty Corporation, Mack-Cali Realty Corp., SL Green Realty Corp., Boston Properties, Inc. and Developers Diversified Realty. The Compensation Committee used this survey not as a benchmark, per se, but rather to gauge generally the appropriateness of the Company's executive compensation programs and to gauge the appropriateness of the levels of base compensation paid to Senior Management.

Historically, the Company's Chief Executive Officer and Chief Financial Officer have participated in meetings with the Compensation Committee at various times throughout the year. During the first quarter of the applicable fiscal year, they typically meet with the Compensation Committee to present and discuss recommendations with respect to the applicable fiscal year's salaries and target maximum cash and equity bonus for Senior Management not covered by separate plans or agreements. Also, in the first quarter of each year, they typically meet with the Compensation Committee to present and discuss recommendations with respect to incentive compensation for the year just ended. In addition, they traditionally meet with the Compensation Committee regarding employment agreements that the Company has entered into and assist the Compensation Committee in providing compensation information to outside consultants engaged to evaluate the Company's compensation programs.

In 2008 and 2009, an ad hoc committee of the Board of Directors was formed for evaluating and selecting a new chief executive officer (the "Search Committee") and had a significant role in determining the compensation for Mr. Duncan. As Mr. Duncan was not previously employed by First Industrial, his employment agreement, which expires December 31, 2012, and other compensation arrangements reflect terms and conditions that were negotiated with him. Among factors considered by the Search Committee during these negotiations were:

- Mr. Duncan's reputation, experience and skill;
- the compensation that would be payable to an alternative candidate for the position; and
- the compensation payable to and structure utilized for the employment of a new chief executive officer of a real estate investment trust in circumstances that the Search Committee considered to be comparable to the Company's.

During its negotiations, the Search Committee relied upon analysis provided by FPL Associates L.P., which has advised the Compensation Committee in various compensation determinations for the Company in the past. The Search Committee considered the compensation available to Mr. Duncan both annually and in the aggregate over a period of four years assuming appreciation of the price of First Industrial's Common Stock. The committee also considered the amounts that would be payable to Mr. Duncan in the event of the termination of his employment due to a change of control or other factors.

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The Compensation Committee awarded Mr. Duncan restricted stock units, rather than restricted Common Stock, upon his employment. Unlike an award of restricted Common Stock, restricted stock units do not entitle the recipient to voting rights for the shares underlying the award. Mr. Duncan is also not entitled to dividends until vesting, but upon vesting he is entitled to an amount (payable at the Company's choice in shares of Common Stock or cash) equal to the aggregate amount of dividends payable on shares underlying the award from the date of grant to the date of vesting. These dividend equivalent rights therefore subject Mr. Duncan's dividend rights to the risk of forfeiture if the vesting conditions for restricted stock units are not satisfied but put him in a roughly equivalent economic position if the restricted stock units do vest.

Mr. Duncan's restricted stock units differ from the Company's typical restricted Common Stock awards because they are subject to a longer, 4-year ratable vesting schedule and because 40% (400,000) of the shares (the "Duncan Performance RSUs") underlying the award further require performance targets to be met. The Compensation Committee believed that Mr. Duncan should earn the equity granted upon his employment in part for leading the Company and in part only if the performance of the Company improved under his leadership. Setting performance targets to evaluate Mr. Duncan's success was difficult because the Company had begun substantial changes to its business model prior to hiring Mr. Duncan, making past performance criteria inapplicable, and the Company expected Mr. Duncan, along with its other senior executives, to help define the Company's future goals and operations. In light of these difficulties, the Compensation Committee determined to use the market price performance of the Company's Common Stock as a measure of performance. If the service-based vesting conditions are also satisfied, 25% of the Duncan Performance RSUs will vest in the event that the Company attains stock price targets of \$11.00, \$15.00, \$19.00 and \$23.00, respectively, prior to December 31, 2013. As of December 31, 2011, 75,000 of the Duncan Performance RSUs had vested.

The Compensation Committee also recognized that stock price can be (and has been) affected by numerous factors outside of the Company's performance. The Compensation Committee observed that a comparable equity award issued to the new chief executive officer of a real estate investment trust whose circumstances the Compensation Committee considered to be comparable to the Company's also relied upon stock price improvement for performance-based vesting and subjected 40% of that executive's equity award to performance-based, in addition to service-based, vesting.

The Compensation Committee did not retain the services of outside consultants to evaluate the Company's executive compensation program for 2011, although it has retained such consultants in prior years and may do so again in the future.

EXECUTIVE COMPENSATION COMPONENTS

The components of the Company's executive compensation program are base salary, incentive bonuses (both cash and equity awards) and benefits/perquisites. Benefits/perquisites currently include premiums paid by the Company on term life insurance and long-term disability insurance; standard health, life and disability insurance; car allowances; a personal financial planning allowance in the case of Mr. Yap in accordance with his employment agreement; and, if and when approved by management, 401(k) matching contributions. In the past, benefits/perquisites have also included moving allowances.

Each component of the Company's executive compensation program serves to attract and retain talented, capable individuals to the Company's management ranks. Incentive bonuses serve the added purpose of providing such individuals with proper incentives linked to performance criteria that are designed to maximize the Company's overall performance.

The Company considers base salary, incentive bonuses and benefits/perquisites as independent components of the Company's executive compensation program. Base salary and benefits/perquisites are intended to compensate Senior Management for services rendered, and increases to their base salary are a function of individual performance and general economic conditions. Incentive bonuses, by contrast, are linked to, and are a function of, the achievement of performance criteria that are designed to maximize the Company's overall performance. Historically, base salary and benefits/perquisites have constituted approximately 1/3 of Senior

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Management's compensation in a typical year, while incentive bonus has made up approximately 2/3. Although this proportion may vary from year to year, this allocation between base salary and incentive compensation is consistent with the Compensation Committee's compensation philosophy that Senior Management's compensation should be largely tied to performance criteria designed to maximize the Company's overall performance.

The Compensation Committee does not have a specific policy regarding the mix of cash and non-cash compensation awarded to Senior Management, although it believes that a significant portion of Senior Management compensation should be paid in the form of equity. For members of Senior Management with employment agreements, the mix of target maximum cash and non-cash incentive compensation they are entitled to receive is set forth in their respective employment agreements. Although the exact percentages vary among individuals, non-cash compensation makes up approximately 40% of the potential incentive compensation for executive officers as a group. For Mr. Duncan, annual bonuses will typically be payable in a combination of cash and shares of restricted Common Stock, and it is expected that the portion paid in Common Stock will be proportionate to the non-cash incentive compensation received by the Company's senior executives generally.

When granting non-cash compensation to Senior Management, the Compensation Committee has typically utilized restricted Common Stock awards. Typically, these awards vest ratably over three years and, for awards granted under the 2009 Executive Officer Bonus Plan, 2010 Executive Officer Bonus Plan and the 2011 Executive Officer Bonus Plan, these awards were denominated based on the closing price of the Company's Common Stock on the day the Compensation Committee met to make its award determinations. In 2009, the Compensation Committee also utilized restricted stock unit awards in connection with non-cash incentive compensation issued to Mr. Duncan and to the other members of Senior Management as described in this Proxy Statement.

The Compensation Committee believes that restricted Common Stock awards and restricted stock unit awards play an important role in aligning management's interests with those of the Company's stockholders in that restricted Common Stock and restricted stock units (other than the vesting and transfer restrictions applicable to them) are economically identical to stockholders' Common Stock. For this reason, restricted Common Stock and restricted stock unit awards have been a significant part of executive compensation, although the Compensation Committee may use other forms of equity compensation, such as stock options, in the future.

On July 13, 2009 the Compensation Committee approved retention cash bonuses and restricted stock unit awards to certain employees of the Company, including members of Senior Management, other than Mr. Duncan, to promote retention and to further align the interests of Messrs. Musil, Yap, Harker and Schultz with the interests of Mr. Duncan. On July 7, 2010 and July 12, 2011, the Compensation Committee approved additional retention cash bonuses to certain employees of the Company, including members of Senior Management, other than Mr. Duncan.

ADVISORY VOTE ON EXECUTIVE COMPENSATION

At the 2011 Annual Meeting of Stockholders, we conducted our first advisory vote on executive compensation. While the results of this vote were non-binding, we believe that presenting this matter to our stockholders is an important means of obtaining investor feedback on our compensation policies. At the 2011 Annual Meeting, more than 77% of the votes cast in the vote on executive compensation (Proposal IV) were in favor of our named executive officer compensation as disclosed in the proxy statement for that meeting, and as a result our named executive officer compensation was approved by our stockholders on an advisory basis. In light of this support, the Board of Directors and Compensation Committee elected not to make any changes to our executive compensation policies at this time.

We have determined that our stockholders should vote on a say-on-pay proposal each year, consistent with the preference expressed by our stockholders at the 2011 Annual Meeting. To the extent that the advisory vote indicates a lack of support for the compensation of our named executive officers as disclosed in the Proxy Statement, we plan to consider our stockholders' concerns and expect that the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

SETTING EXECUTIVE COMPENSATION

Base Salary

The Company provides Senior Management with base salary to compensate them for services rendered during the fiscal year. The base salaries of Senior Management are a function of either the minimum base salaries specified in their employment agreements or the base salary negotiated at the time of their hire, and any subsequent increases to such base salaries approved by the Compensation Committee. In determining increases to such base salaries for the following year, the Compensation Committee considers individual performance of Senior Management in the most recently completed year, including organizational and management development and sales leadership exhibited from year-to-year and peer information provided by compensation consultants. The Compensation Committee also considers general economic conditions prevailing at the end of such year, when the increases for the following year are typically determined. For example, due to the general economic conditions prevailing at the end of 2009 and in order to conserve cash, no salary increases were approved for Mr. Duncan and the other members of Senior Management for 2010. In addition, effective August 1, 2010, salaries for Mr. Duncan and the other members of Senior Management were voluntarily reduced for the remainder of 2010. For 2011, recognizing that the economic conditions in effect during 2009 and 2010 had abated to a degree, the Compensation Committee approved salary increases aimed at restoring the salaries of members of Senior Management to levels in effect at the beginning of 2010. Mr. Musil received a more significant salary increase in 2011 due to his appointment as the Company's Chief Financial Officer.

Annual Incentive Bonuses

The Company provides its senior executives with annual incentive compensation, which currently includes cash and equity awards, in the form of restricted Common Stock, to incentivize and reward them for Company and individual performance in specified areas that serve the best interests of the Company's stockholders.

2011 Executive Officer Bonus Plan

For 2011, Messrs. Duncan, Musil, Yap, Harker and Schultz participated in an incentive compensation plan (the "2011 Executive Officer Bonus Plan") which was recommended by the Compensation Committee and adopted by the Board of Directors on March 10, 2011. Under the 2011 Executive Officer Bonus Plan, compensation determinations of the Compensation Committee are based on (1) the Company's achievement above a minimum level of funds from operations ("FFO") (1) per share per annum, as may be adjusted in the Compensation Committee's discretion to exclude the effects of impairment charges and certain other extraordinary items, (2) the target maximum cash and equity bonus opportunity of the executive officers, expressed as a percentage of their base salaries and (3) the Chief Executive Officer's self-evaluation and individual recommendations, with respect to Messrs. Musil, Yap, Harker and Schultz, to the Compensation Committee.

The Compensation Committee believes FFO is the best single measure to appropriately capture the Company's performance, and has adopted FFO as the sole performance criterion. Achievement by the Company above certain minimum FFO thresholds for 2011 would generally qualify each executive officer covered by the 2011 Executive Officer Bonus Plan to receive a certain percentage of his stated target maximum cash and equity bonus opportunity (up to a maximum of 125%), depending on the level of FFO achieved (the "FFO Percentage"). For Messrs. Duncan and Yap, the targets are based on requirements in their employment agreements and subject to increase by the Compensation Committee; and, for Messrs. Musil, Harker and Schultz, the targets are a function of Company policy applicable to employees generally. In each case, the targets reflect the Compensation Committee's belief that an individual's incentive compensation should be comprised of approximately 60% cash compensation and 40% equity compensation.

PROXY STATEMENT

The target maximum bonuses for 2011 for Messrs. Duncan, Musil, Yap, Harker and Schultz for purposes of the 2011 Executive Officer Bonus Plan were as follows:

<u>Executive Officer</u>	<u>Target Maximum Cash Bonus (% of Base Salary)</u>	<u>Target Maximum Equity Bonus (% of Base Salary)</u>
Bruce W. Duncan	200%	140%
Scott A. Musil	150%	100%
Johannson Yap	200%	140%
David Harker	150%	100%
Peter Schultz	150%	100%

- (1) FFO is a non-GAAP measure that the Company defined (for all 2011 purposes) as net income available to common stockholders and participating securities, plus depreciation and amortization on real estate minus accumulated depreciation and amortization on real estate sold less economic gains that are not included within the NAREIT definition. Investors in and analysts following the real estate industry utilize FFO, variously defined, as a supplemental performance measure. The Company considers FFO, given its wide use by and relevance to investors and analysts, an appropriate supplemental performance measure. FFO, reflecting the assumption that real estate asset values rise or fall with market conditions, principally adjusts for the effects of GAAP depreciation/amortization of real estate assets. In addition, FFO is commonly used in various ratios, pricing multiples/yields and returns and valuation calculations used to measure financial position, performance and value. FFO does not represent cash generated from operating activities in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs, including the repayment of principal on debt and payment of dividends and distributions. FFO should not be considered as a substitute for net income available to common stockholders (calculated in accordance with GAAP) as a measure of results of operations or cash flows (calculated in accordance with GAAP) as a measure of liquidity. FFO as calculated by the Company may not be comparable to similarly titled, but differently calculated, measures of other REITs. Please see the reconciliation of FFO to net income available to common stockholders contained in our Current Report on Form 8-K dated February 23, 2012.

The Company established a bonus pool to be distributed among the members of Senior Management representing the aggregate cash and equity bonuses for an FFO Percentage of 90%. The Company's FFO per share achieved for 2011 generally qualified each participant to receive cash and equity bonuses equal to 90% of their respective target maximum cash and equity bonuses. However, individual bonuses paid to the members of Senior Management from this bonus pool were not uniform, and the actual bonuses paid to the members of Senior Management varied from the 90% level (the "Individual Cash Percentage" and the "Individual Equity Percentage"; collectively, the "Individual Percentages"). The variability of the Individual Percentages applied to the members of Senior Management is attributable to differences in individual subjective performance evaluations. For example, the Compensation Committee rewarded Mr. Harker for the management of the Company's Central region, in particular for his leasing efforts in a challenging leasing environment. Notwithstanding the level of FFO per share achieved and, more importantly, the level of shareholder value delivered by the Company in 2011, Mr. Duncan recommended relatively lower Individual Percentages for Mr. Musil, Mr. Yap and himself. Mr. Duncan recommended relatively lower Individual Percentages for Mr. Yap, Mr. Musil and himself. In Mr. Duncan's view, the Company's most highly compensated employees should receive lower Individual Percentages than those of the rest of the team. The Compensation Committee accepted Mr. Duncan's recommendation.

PROXY STATEMENT

The cash bonus payments and equity grants made in March 2012 to each member of Senior Management, together with the applicable Individual Percentage, are reflected in the following table:

<u>Executive Officer</u>	<u>Individual Cash Percentage (%)</u>	<u>Cash Bonus Paid (\$)</u>	<u>Individual Equity Percentage (%)</u>	<u>Shares of Restricted Stock Granted</u>
Bruce W. Duncan	81	1,292,000	81	76,540
Scott A. Musil	84	313,000	84	17,637
Johannson Yap	81	589,000	81	34,937
David Harker	94	324,000	94	18,228
Peter Schultz	89	319,000	89	17,932

2010 Executive Officer Bonus Plan

For 2010, Messrs. Duncan, Musil, Yap, Harker and Schultz participated in an incentive compensation plan (the “2010 Executive Officer Bonus Plan”) which was recommended by the Compensation Committee and adopted by the Board of Directors on November 3, 2010. Determinations regarding compensation and appropriate performance criteria were made by the Board of Directors in the same manner under the 2010 Executive Officer Bonus Plan as the determination made under the 2011 Executive Officer Bonus Plan as described above.

The target maximum bonuses for 2010 for Messrs. Duncan, Musil, Yap, Harker and Schultz for purposes of the 2010 Executive Officer Bonus Plan were as follows:

<u>Executive Officer</u>	<u>Target Maximum Cash Bonus (% of Base Salary)</u>	<u>Target Maximum Equity Bonus (% of Base Salary)</u>
Bruce W. Duncan	200%	140%
Scott A. Musil	150%	100%
Johannson Yap	200%	140%
David Harker	150%	100%
Peter Schultz	150%	100%

Under the 2010 Executive Officer Bonus Plan, the Company’s FFO per share achieved for 2010 justified each participant receiving cash and equity bonuses equal to 86% of their respective target maximum cash and equity bonuses. However, in order to conserve cash, and to give consideration to the Company’s overall performance in 2010 and the current economic environment, the Company’s Chief Executive Officer recommended to the Compensation Committee that it apply a revised FFO Percentage in awarding bonuses. Based upon the Chief Executive Officer’s recommendation, the Compensation Committee exercised its discretion and established a bonus pool to be distributed among the members of Senior Management representing the aggregate cash and equity bonuses that would have been justified under the 2010 Executive Officer Bonus Plan had an FFO Percentage of 71% been applied. Individual bonuses paid to the members of Senior Management from this bonus pool were not uniform, and approximated percentages of each officer’s target maximum cash and equity bonus as determined by the Compensation Committee (the “Individual Cash Percentage” and the “Individual Equity Percentage”; collectively, the “Individual Percentages”).

The variability of the Individual Percentages applied to the members of Senior Management is attributable to differences in individual subjective performance evaluations. For example, the Compensation Committee rewarded Mr. Musil for his assumption of significant additional responsibilities in his capacity as acting Chief Financial Officer and rewarded Messrs. Harker and Schultz for the management of their respective regions, in particular their leasing efforts in a very challenging leasing environment. Notwithstanding the level of FFO per share achieved and, more importantly, the level of shareholder value delivered by the Company in 2010, Mr. Duncan recommended relatively lower Individual Percentages for Mr. Yap and himself. In Mr. Duncan’s

PROXY STATEMENT

view, in an economic environment in which the Company is rightsizing, its most highly compensated employees should receive lower Individual Percentages than those of the rest of the team. The Compensation Committee accepted Mr. Duncan's recommendation.

The cash bonus payments and equity grants made in March 2011 to each member of Senior Management, together with the applicable Individual Percentage, are reflected in the following table:

<u>Executive Officer</u>	<u>Individual Cash Percentage (%)</u>	<u>Cash Bonus Paid (\$)</u>	<u>Individual Equity Percentage (%)</u>	<u>Shares of Restricted Stock Granted</u>
Bruce W. Duncan	62	975,000	70	69,074
Scott A. Musil	77	255,878	82	16,202
Johannson Yap	63	450,000	70	31,524
David Harker	85	286,856	70	14,213
Peter Schultz	96	336,670	70	14,802

2009 Executive Officer Bonus Plan

For 2009, Messrs. Duncan, Musil, Yap, Harker and Schultz participated in an incentive compensation plan (the "2009 Executive Officer Bonus Plan") which was recommended by the Compensation Committee and adopted by the Board of Directors on May 13, 2009. Determinations regarding compensation and appropriate performance criteria were made by the Board of Directors in the same manner under the 2009 Executive Officer Bonus Plan as the determination made under the 2010 Executive Officer Bonus Plan and the 2011 Executive Officer Bonus Plan.

The target maximum bonuses for 2009 for Messrs. Duncan, Musil, Yap, Harker and Schultz for purposes of the 2009 Executive Officer Bonus Plan were as follows:

<u>Executive Officer</u>	<u>Target Maximum Cash Bonus (% of Base Salary)</u>	<u>Target Maximum Equity Bonus (% of Base Salary)</u>
Bruce W. Duncan	200%	140%
Scott A. Musil	125%	90%
Johannson Yap	200%	140%
David Harker	150%	100%
Peter Schultz	150%	100%

Under the 2009 Executive Officer Bonus Plan, the Company's FFO per share achieved justified each participant receiving cash and equity bonuses equal to 125% of their respective target maximum cash and equity bonuses. However, similar to 2010, in order to conserve cash, and to give consideration to the Company's overall performance in 2009 and the economic environment at the time, the Company's Chief Executive Officer recommended to the Compensation Committee that it apply a revised FFO Percentage in awarding bonuses. Based upon the Chief Executive Officer's recommendation, the Compensation Committee exercised its discretion and established a bonus pool to be distributed among the members of Senior Management representing the aggregate cash and equity bonuses that would have been justified under the 2009 Executive Officer Bonus Plan had an FFO Percentage of 60.5% been applied. Individual bonuses paid to the members of Senior Management from this bonus pool were not uniform, and approximated a percentage of each officer's target maximum cash and equity bonus as determined by the Compensation Committee (the "Individual Percentages").

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The cash bonus payments and equity grants made in February and March 2010 to each member of Senior Management, together with the applicable Individual Percentage, is reflected in the following table:

<u>Executive Officer</u>	<u>Individual Percentage (%)</u>	<u>Cash Bonus Paid (\$)</u>	<u>Shares of Restricted Stock Granted</u>
Bruce W. Duncan	48.7	750,000	105,769
Scott A. Musil	83.7	230,000	33,654
Johannson Yap	56.4	400,000	57,692
David Harker	49.8	172,000	22,115
Peter Schultz	65.0	245,000	27,885

Retention and Long-Term Bonus Plans

2009 Retention and Long-Term Bonus Plan

On July 13, 2009, the Compensation Committee approved service-based and performance-based incentive awards (collectively, the “2009 Retention and Long-Term Bonus Awards”) to certain employees of the Company, including members of Senior Management other than Mr. Duncan, to promote retention and to align the interests of Messrs. Musil, Yap, Harker and Schultz with the interests of Mr. Duncan. Grantees of a service-based award who remained employed with the Company through and including June 30, 2010 were eligible for a specified cash bonus (the “2009 Retention Cash Bonus”). The 2009 Retention Cash Bonus awards for Senior Management, other than Mr. Duncan, were as follows:

<u>Executive Officer</u>	<u>2009 Retention Cash Bonus</u>
Scott A. Musil	\$46,830
Johannson Yap	\$66,900
David Harker	\$46,830
Peter Schultz	\$46,830

On June 30, 2010, each of the 2009 Retention Cash Bonuses granted to Senior Management set forth above vested.

Grantees of a performance-based award were issued a specified number of restricted stock units (“2009 Performance RSUs”), each of which represents the right to receive, upon vesting, one share of the Company’s Common Stock plus any dividend equivalents that have accrued prior to the date of vesting. The 2009 Performance RSUs and associated dividend equivalents have a performance-based vesting component and a service-based vesting component, and each 2009 Performance RSU vests upon the later to occur of the satisfaction of the relevant performance-based and service-based vesting component. The performance-based component is satisfied with respect to installments of 25% of the 2009 Performance RSUs in the event that the Company maintains, for a period of 15 consecutive trading days prior to June 30, 2014, stock price targets of \$9.00, \$13.00, \$17.00 and \$21.00, respectively. The performance-based component was satisfied with respect to 25% of the 2009 Performance RSUs on January 24, 2011 when the Company had maintained for a period of 15 consecutive trading days a stock price target of \$9.00. The service-based component is subject to a grantee’s continued employment over a period of four years, is satisfied with respect to 25% of the 2009 Performance RSU’s on each of June 30, 2010, 2011, 2012 and 2013. Upon the consummation of a change of control of the Company, all 2009 Performance RSUs vest in full. In the event of a termination of a grantee’s employment due to his death or disability, each unvested 2009 Performance RSU vests to the extent that:

- the service-based component relating to that 2009 Performance RSU would have been satisfied had the grantee remained employed for an additional 24 months, and
- the performance-based component relating to that 2009 Performance RSU is satisfied at any time through the earlier of the 24-month anniversary of the grantee’s termination and June 30, 2014.

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All vested RSUs will be distributed in shares of the Company's Common Stock. At the Company's option, the Company may pay dividend equivalents in cash or Common Stock. The 2009 Performance RSU awards for Senior Management, other than Mr. Duncan, were as follows:

<u>Executive Officer</u>	<u>2009 Performance RSUs</u>
Scott A. Musil	28,000
Johannson Yap	40,000
David Harker	28,000
Peter Schultz	28,000

On each of January 24, 2011 and June 30, 2011, 1,750 of the 2009 Performance RSUs granted to each of Messrs. Musil, Harker and Schultz, and 2,500 of the 2009 Performance RSUs granted to Mr. Yap, vested.

Awards under the 2009 Retention and Long-Term Bonus Plan were intended by the Compensation Committee to be commensurate with awards issued to similarly situated individuals under comparable retention bonus plans adopted by some of our peers. In this regard the Compensation Committee relied in part on a survey conducted in 2008 by our outside consultant, FPL Associates, as part of its evaluation of the Company's executive compensation program, with a particular focus on the long-term incentive plans adopted by AMB Property Corporation, Eastgroup Properties, Inc., ProLogis and DCT Industrial Trust Inc. The Compensation Committee did not use this survey as a benchmark, but rather to gauge generally the appropriateness of the levels of compensation payable to its executive officers in connection with the 2009 Retention and Long-Term Bonus Awards.

In addition, the value of the 2009 Retention Cash Bonus relative to the grant date value of the portion of the 2009 Performance RSU's for which the service-based vesting component was satisfied on June 30, 2010, reflects the Compensation Committee's belief that an individual's incentive compensation should be comprised of approximately 60% cash compensation and 40% equity compensation.

Mr. Yap's receipt of a larger 2009 Retention Cash Bonus and more 2009 Performance RSU's than Messrs. Musil, Harker and Schultz was an acknowledgement of Mr. Yap's additional responsibilities as Chief Investment Officer, in addition to his role as head of the Company's West Region.

2010 Retention Bonus Plan

On July 7, 2010 the Compensation Committee approved additional service-based incentive awards to certain employees of the Company, including members of Senior Management other than Mr. Duncan, to promote retention during what it anticipated would continue to be a difficult economic environment, generally, and real estate market, specifically. Under the 2010 Retention Bonus Plan grantees who remain employed with the Company through and including June 30, 2011 were eligible for a specified cash bonus (the "2010 Retention Cash Bonus"). The 2010 Retention Cash Bonus awards for Senior Management, other than Mr. Duncan, were as follows:

<u>Executive Officer</u>	<u>2010 Retention Cash Bonus</u>
Scott A. Musil	\$48,195
Johannson Yap	\$68,850
David Harker	\$48,195
Peter Schultz	\$48,195

No shares of restricted Common Stock or restricted stock units were granted under the 2010 Retention Bonus Plan.

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As with the 2009 Retention and Long-Term Bonus Plan, awards under the 2010 Retention Bonus Plan were intended by the Compensation Committee to be commensurate with awards issued to similarly situated individuals under comparable retention bonus plans adopted by some of our peers. In this regard the Compensation Committee relied in part on the survey described above conducted in 2008 by our outside consultant, FPL Associates, as part of its evaluation of the Company's executive compensation program.

Mr. Yap's receipt of a larger 2010 Retention Cash Bonus than Messrs. Musil, Harker and Schultz was an acknowledgement of Mr. Yap's additional responsibilities as Chief Investment Officer, in addition to his role as head of the Company's West Region.

On June 30, 2011, each of the 2010 Retention Cash Bonuses granted to Senior Management set forth above vested.

2011 Retention Bonus Plan

On July 12, 2011 the Compensation Committee approved additional service-based incentive awards to certain employees of the Company, including members of Senior Management other than Mr. Duncan, to promote retention of employees that were important to the ongoing repositioning of the Company. Under the 2011 Retention Bonus Plan grantees who remain employed with the Company through and including June 30, 2012 are eligible for a specified cash bonus (the "2011 Retention Cash Bonus"). In the event (i) a grantee's employment with the Company is terminated on or prior to June 30, 2012 as a result of grantee's death or by the Company due to grantee's disability or (ii) a change of control is consummated on or prior to June 30, 2012 and the grantee remains employed with the Company through the date of such change of control, the grantee is eligible for an amount in cash equal to two times the 2011 Retention Cash Bonus, in lieu of the 2011 Retention Cash Bonus. The 2011 Retention Cash Bonus awards for Senior Management, other than Mr. Duncan, are as follows:

<u>Executive Officer</u>	<u>2011 Retention Cash Bonus</u>
Scott A. Musil	\$122,745
Johannson Yap	\$175,350
David Harker	\$122,745
Peter Schultz	\$122,745

No shares of restricted Common Stock or restricted stock units were granted under the 2011 Retention Bonus Plan.

As with the 2009 Retention and Long-Term Bonus Plan and the 2010 Retention Bonus Plan, awards under the 2011 Retention Bonus Plan were intended by the Compensation Committee to be commensurate with awards issued to similarly situated individuals under comparable retention bonus plans adopted by some of our peers. In this regard the Compensation Committee relied in part on the survey described above conducted in 2008 by our outside consultant, FPL Associates, as part of its evaluation of the Company's executive compensation program.

Mr. Yap's receipt of a larger 2011 Retention Cash Bonus than Messrs. Musil, Harker and Schultz was an acknowledgement of Mr. Yap's additional responsibilities as Chief Investment Officer, in addition to his role as head of the Company's West Region.

Benefits/Perquisites

The Company provides Senior Management with certain benefits/perquisites, which, depending on the officer, have included premiums paid by the Company on term life insurance and long-term disability insurance, car allowances, personal financial planning allowances, and, when applicable, moving and housing allowances. Senior Management, along with all of the Company's other full time employees, are also eligible to receive 401(k) matching contributions and standard health, life and disability insurance. Premiums have been paid by the Company on term life insurance and long-term disability insurance and personal financial planning allowances have been provided only to those with, and as specified in, employment agreements. Any car allowances are a

PROXY STATEMENT

function of the market rates to lease and operate an executive class vehicle prevailing when the allowance was set. 401(k) matching payments are a function of each member of Senior Management's contribution to his 401(k) account during the year and the percentage match which management determines to apply to the Company's 401(k) Plan for that year. Standard health, life and disability insurance benefits are a function of the group benefit packages the Company is able to negotiate with third party providers.

Termination and Change-in-Control Triggers

Certain members of Senior Management have an employment agreement, and all Senior Management have agreements in respect of their restricted Common Stock awards or restricted stock unit awards granted pursuant to the Company's Stock Plans, and such agreements specify events, including involuntary termination and change-in-control, that trigger the payment of cash and/or vesting in restricted Common Stock or restricted stock unit awards. The Company believes having such events as triggers for the payment of cash and/or vesting in restricted Common Stock or restricted stock unit awards promotes stability and continuity of management. See "Potential Payments Upon Termination or Change of Control" below for more information on the payments triggered by such events.

Stock Ownership Guidelines and Other Policies

The stock ownership guidelines for the Company's directors and senior executive officers are as follows:

<u>Position</u>	<u>Retainer/ Base Salary Multiple</u>
Directors	3x
Chief Executive Officer	5x
Chief Financial Officer, Chief Investment Officer and Executive Vice Presidents	4x

The stock ownership goal for each person subject to the ownership guidelines is determined on an individual basis, first in dollars as a multiple of the director's annual retainer or the executive's base salary, and then by converting that amount to a fixed number of shares. For directors and executives who were in office as of January 1, 2008, the stock ownership goal is determined using their retainers and base salaries in effect as of that date and must be achieved by January 1, 2013. For persons assuming a director or executive level position after January 1, 2008, the stock ownership goal is determined using their retainers and base salaries in effect on the date they become subject to the ownership guidelines and must be achieved within five years after that date. In addition, our insider trading policy prohibits our employees from engaging in hedging transactions with respect to our shares. A copy of the Stock Ownership Guidelines can be found on the Investor Relations/Corporate Governance section of the Company's website at www.firstindustrial.com.

Stock Retention Requirements

Until the directors and senior executive officers reach their respective stock ownership goal, they will be required to retain shares that are owned on the date they became subject to the Stock Ownership Guidelines and at least seventy-five percent (75%) of "net shares" delivered through the Company's executive compensation plans. "Net shares" deducts from the number of shares obtained by exercising stock options or through the vesting of awards the number of shares the executive sells to pay exercise costs or taxes. If the executive transfers an award to a family member, the transferee becomes subject to the same retention requirements. Until the director and executive stock ownership goals have been met, shares may be disposed of only for one or more of the exclusion purposes as set forth in the Company's Stock Ownership Guidelines.

Tax Implications

Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), generally limits the deductible amount of annual compensation paid by a public company to a "covered employee" (the chief executive officer and four other most highly compensated executive officers of the Company) to no more than \$1 million. The Company does not believe that Section 162(m) of the Code is applicable to its current arrangements with its executive officers.

PROXY STATEMENT

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors of the Company has reviewed, and discussed with management, the Compensation Discussion and Analysis included above in this Proxy Statement. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors of the Company that the Compensation Discussion and Analysis be included in this Proxy Statement and, through incorporation by reference from this Proxy Statement, the Company's Annual Report on Form 10-K for the Company's fiscal year ended December 31, 2011.

Submitted by the Compensation Committee:

Robert J. Slater, Chairman

Kevin W. Lynch

L. Peter Sharpe

PROXY STATEMENT

EXECUTIVE SUMMARY COMPENSATION TABLE

The Summary Compensation Table below sets forth the aggregate compensation for Bruce W. Duncan, the Company's President and Chief Executive Officer; Scott A. Musil, the Company's Chief Financial Officer; and certain of the Company's other highly compensated executive officers. The 2011 Grants of Plan Based Awards Table following the Summary Compensation Table provides additional information regarding incentive compensation granted by the Company to these officers in 2011.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards \$(1)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation \$(2)	Total (\$)
Bruce W. Duncan President and CEO	2011	\$796,667	\$ —	\$ 767,412(3)	\$1,292,000(7)	\$21,254	\$2,877,333
	2010	783,333	—	615,576(3)	975,000(7)	12,069	2,385,978
	2009(4)	778,974	—	6,014,000(3)	750,000(7)	7,945	7,550,919
Scott A. Musil Chief Financial Officer	2011	\$249,083	\$48,195(5)	\$ 180,004(6)	\$ 313,000(7)	\$15,836	\$ 806,118
	2010	220,416	46,830(5)	195,866(6)	255,878(7)	15,500	734,490
	2009	225,000	—	82,320(6)	230,000(7)	10,518	547,838
Johannson L. Yap Chief Investment Officer and Exec. Vice President	2011	\$363,500	\$68,850(5)	\$ 350,232(8)	\$ 589,000(7)	\$34,106	\$1,405,688
	2010	357,500	66,900(5)	335,767(8)	450,000(7)	20,336	1,230,503
	2009	365,000	—	117,600(8)	400,000(7)	19,932	902,532
— West Region							
David Harker Exec. Vice President — Central Region	2011	\$229,450	\$48,195(5)	\$ 157,906(9)	\$ 324,000(7)	\$22,119	\$ 781,670
	2010	225,650	46,830(5)	128,709(9)	286,856(7)	15,640	703,685
	2009	230,400	—	82,320(9)	172,000(7)	12,528	497,248
Peter Schultz Exec. Vice President — East Region	2011	\$239,000	\$48,195(5)	\$ 164,450(10)	\$ 319,000(7)	\$23,775	\$ 794,420
	2010	235,000	46,830(5)	162,291(10)	336,670(7)	15,640	796,431
	2009	240,000	—	82,320(10)	245,000(7)	13,028	580,348

- (1) Amounts reflect the aggregate grant date fair value of each award as determined under FASB ASC Topic 718. See note 13 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2011 for a discussion of the assumptions used in valuing the 2011 awards.
- (2) For 2011, includes medical benefits of \$7,529, \$10,911, \$11,051, \$10,594 and \$11,150 paid on behalf of Messrs. Duncan, Musil, Yap, Harker and Schultz, respectively; a term life insurance premium of \$624 paid on behalf of each of Messrs. Duncan, Musil, Yap, Harker and Schultz; a long-term disability insurance premium of \$626 paid on behalf of each of Messrs. Duncan, Musil, Yap, Harker and Schultz; 401(k) matching payments of \$3,675 paid on behalf of each of Messrs. Duncan, Musil, Yap, Harker and Schultz; car allowances of \$8,800, \$13,200, \$6,600 and \$7,700 paid on behalf of Messrs. Duncan, Yap, Harker and Schultz, respectively; and a personal financial planning allowance of \$4,930 for Mr. Yap. For 2010, includes medical benefits of \$6,995, \$10,426, \$10,566, \$10,566 and \$10,566 paid on behalf of Messrs. Duncan, Musil, Yap, Harker and Schultz, respectively; a term life insurance premium of \$686 paid on behalf of each of Messrs. Duncan, Musil, Yap, Harker and Schultz; a long-term disability insurance premium of \$626 paid on behalf of each of Messrs. Duncan, Musil, Yap, Harker and Schultz; 401(k) matching payments of \$3,675 paid on behalf of each of Messrs. Duncan, Musil, Yap, Harker and Schultz; and a personal financial planning allowance of \$4,696 for Mr. Yap. For 2009, includes medical benefits of \$5,102, \$9,119, \$9,629, \$9,629, and \$9,629 paid on behalf of Messrs. Duncan, Musil, Yap, Harker and Schultz, respectively; term life insurance premiums of \$572, \$686, \$2,205, \$686 and \$686 paid on behalf of Messrs. Duncan, Musil, Yap, Harker and Schultz, respectively; long-term disability insurance premiums of \$522, \$626, \$626, \$626 and \$626 paid on behalf of Messrs. Duncan, Musil, Yap, Harker and Schultz, respectively; car allowances of \$1,748 for Mr. Duncan, \$3,000 for Mr. Yap, \$1,500 for Mr. Harker and \$2,000 for Mr. Schultz; and a personal financial planning allowance of \$4,472 for Mr. Yap.
- (3) Amounts for 2011 reflect an award of 69,074 shares of service-based restricted Common Stock, granted in 2011 in connection with the 2010 Executive Officer Bonus Plan, valued at \$11.11 per share under FASB

PROXY STATEMENT

ASC Topic 718 for an aggregate value of \$767,412. Amounts for 2010 reflect an award of 105,769 shares of service-based restricted Common Stock, granted in 2010 in connection with the 2009 Executive Officer Bonus Plan, valued at \$5.82 per share under FASB ASC Topic 718 for an aggregate value of \$615,576. Amounts for 2009 reflect an inducement award of 600,000 service-based restricted stock units valued at \$7.03 per unit for an aggregate value of \$4,218,000 and 400,000 performance-based restricted stock units valued at \$4.49 per unit for an aggregate value of \$1,796,000. Assuming achievement of the highest level of performance conditions, the performance-based restricted stock unit awards would have had an aggregate grant date fair value of \$2,812,000.

- (4) Mr. Duncan's service as President and Chief Executive Officer commenced January 9, 2009.
- (5) Amounts for 2011 reflect awards paid in July 2011 under the 2010 Retention Bonus Plan. Amounts for 2010 reflect awards paid in July 2010 under the 2009 Retention and Long-Term Bonus Plan.
- (6) Amounts for 2011 reflect an award of 16,202 shares of service-based restricted Common Stock, granted in 2011 in connection with the 2010 Executive Officer Bonus Plan, valued at \$11.11 per share under FASB ASC Topic 718 for an aggregate value of \$180,004. Amounts for 2010 reflect an award of 33,654 shares of service-based restricted Common Stock, granted in 2010 in connection with the 2009 Executive Officer Bonus Plan, valued at \$5.82 per share under FASB ASC Topic 718 for an aggregate value of \$195,866. Amounts for 2009 reflect an award of 28,000 performance-based restricted stock units valued at \$2.94 per unit under FASB ASC Topic 718. Assuming achievement of the highest level of performance conditions, the performance-based restricted stock unit award would have had an aggregate grant date fair value of \$120,400.
- (7) Amounts for 2011 reflect awards paid in March 2012 under the 2011 Executive Officer Bonus Plan. Amounts for 2010 reflect awards paid in March 2011 under the 2010 Executive Officer Bonus Plan. Amounts for 2009 reflect awards paid in March 2010 under the 2009 Executive Officer Bonus Plan.
- (8) Amounts for 2011 reflect an award of 31,524 shares of service-based restricted Common Stock, granted in 2011 in connection with the 2010 Executive Officer Bonus Plan, valued at \$11.11 per share under FASB ASC Topic 718 for an aggregate value of \$350,232. Amounts for 2010 reflect an award of 57,692 shares of service-based restricted Common Stock, granted in 2010 in connection with the 2009 Executive Officer Bonus Plan, valued at \$5.82 per share under FASB ASC Topic 718 for an aggregate value of \$335,767. Amounts for 2009 reflect an award of 40,000 performance-based restricted stock units valued at \$2.94 per unit under FASB ASC Topic 718. Assuming achievement of the highest level of performance conditions, the performance-based restricted stock unit award would have had an aggregate grant date fair value of \$172,000.
- (9) Amounts for 2011 reflect an award of 14,213 shares of service-based restricted Common Stock, granted in 2011 in connection with the 2010 Executive Officer Bonus Plan, valued at \$11.11 per share under FASB ASC Topic 718 for an aggregate value of \$157,906. Amounts for 2010 reflect an award of 22,115 shares of service-based restricted Common Stock, granted in 2010 in connection with the 2009 Executive Officer Bonus Plan, valued at \$5.82 per share under FASB ASC Topic 718 for an aggregate value of \$128,709. Amounts for 2009 reflect an award of 28,000 performance-based restricted stock units valued at \$2.94 per unit under FASB ASC Topic 718. Assuming achievement of the highest level of performance conditions, the performance-based restricted stock unit award would have had an aggregate grant date fair value of \$120,400.
- (10) Amounts for 2011 reflect an award of 14,802 shares of service-based restricted Common Stock, granted in 2011 in connection with the 2010 Executive Officer Bonus Plan, valued at \$11.11 per share under FASB ASC Topic 718 for an aggregate value of \$164,450. Amounts for 2010 reflect an award of 27,885 shares of service-based restricted Common Stock, granted in 2010 in connection with the 2009 Executive Officer Bonus Plan, valued at \$5.82 per share under FASB ASC Topic 718 for an aggregate value of \$162,291. Amounts for 2009 reflect an award of 28,000 performance-based restricted stock units valued at \$2.94 per unit under FASB ASC Topic 718. Assuming achievement of the highest level of performance conditions, the performance-based restricted stock unit award would have had an aggregate grant date fair value of \$120,400.

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2011 GRANTS OF PLAN BASED AWARDS TABLE

Name (a)	Grant Date(1) (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(2)			Estimated Future Payouts Under Equity Incentive Plan Awards(3)			All Other Stock Awards: Shares of Stock (#) (i)	Grant Date Fair Value of Stock and Option Awards \$(4) (l)
		Threshold \$((c)	Target \$((d)	Maximum \$((e)	Threshold # (f)	Target # (g)	Maximum # (h)		
Bruce W. Duncan	2/14/11	n/a	\$975,000	n/a	n/a	69,074	n/a	0	767,412
Scott A. Musil	2/14/11	n/a	\$255,878	n/a	n/a	16,202	n/a	0	180,004
Johannson L. Yap	2/14/11	n/a	\$450,000	n/a	n/a	31,524	n/a	0	350,232
David Harker	2/14/11	n/a	\$286,856	n/a	n/a	14,213	n/a	0	157,906
Peter Schultz	2/14/11	n/a	\$336,670	n/a	n/a	14,802	n/a	0	164,450

- (1) Represents the date such awards were approved by the Compensation Committee.
- (2) Amounts included in the “target” column represent the cash incentive bonus granted and paid to the recipient in 2011 under the 2010 Executive Officer Bonus Plan. No threshold amounts were established with respect to such awards.
- (3) Amounts included in the “target” column represent the number of shares each recipient could receive from the vesting of service-based restricted Common Stock awards granted in 2011 under the 2010 Executive Officer Bonus Plan. No threshold amounts were established with respect to such awards.
- (4) Amounts reflect the aggregate grant date fair value of each stock award as determined under FASB ASC Topic 718.

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OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2011

Name (a)	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Option Exercise Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units Of Stock That Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested \$(1) (h)
Bruce W. Duncan	—	—		—	289,587(2)	\$2,962,475
	—	—		—	325,000(3)	\$3,324,750
Scott A Musil	—	—		—	41,203(4)	\$ 421,507
	—	—		—	24,500(5)(6)	\$ 250,635
Johannson L. Yap	—	—		—	80,705(7)	\$ 825,612
	—	—		—	35,000(5)(8)	\$ 358,050
David Harker	4,500	—	\$30.53	1-16-12	30,735(9)	\$ 314,419
	—	—		—	24,500(5)(6)	\$ 250,635
Peter Schultz	—	—		—	35,187(10)	\$ 359,963
	—	—		—	24,500(5)(6)	\$ 250,635

- (1) The dollar amounts shown in column (h) are approximately equal to the product of the number of shares or units reported in column (g) multiplied by the closing price of the Company's Common Stock as reported by the NYSE on December 30, 2011, the last trading day of the year (\$10.23). This valuation does not take into account any diminution in value that results from the restrictions applicable to such Common Stock.
- (2) Represents (i) 139,587 shares of unvested restricted Common Stock, of which 58,282 vested in January 2012, as to which restrictions have been removed, 58,281 vest in January 2013 and 23,025 vest in January 2014 and (ii) 150,000 unvested restricted stock units, of which 150,000 vest on December 31, 2012.
- (3) Represents unvested restricted stock units (the Duncan Performance RSUs) which have a performance-based vesting component and a service-based vesting component, with each Duncan Performance RSU vesting upon the later to occur of the satisfaction of the relevant performance-based and service-based vesting component. 400,000 Duncan Performance RSU's were originally granted in 2009. Of these 400,000 RSU's, the performance-based component was satisfied with respect to 25% of the Duncan Performance RSUs on April 14, 2011 when the Company had maintained for a period of 15 consecutive trading days a stock price target of \$11.00. For the remaining Duncan Performance RSUs, the performance-based component will be satisfied with respect to installments of 25% of the total amount of Duncan Performance RSUs in the event that the Company maintains, for a period of 15 consecutive trading days prior to December 31, 2013, stock price targets of \$15.00, \$19.00 and \$23.00, respectively. The service-based component is subject to Mr. Duncan's continued employment over a period of four years, and is satisfied with respect to 25% of the total amount of the Performance RSU's on each of December 31, 2009, 2010, 2011 and 2012. As of December 31, 2011, 75,000 of the Duncan Performance RSUs had vested.
- (4) Of the shares of unvested restricted Common Stock reported here, 17,901 vested in January 2012, as to which restrictions have been removed, 17,901 vest in January 2013, and 5,401 vest in January 2014.
- (5) Represents unvested restricted stock units (the 2009 Performance RSUs) which have a performance-based vesting component and a service-based vesting component, with each 2009 Performance RSU vesting upon the later to occur of the satisfaction of the relevant performance-based and service-based vesting component. The performance-based component was satisfied with respect to 25% of the 2009 Performance RSUs on January 24, 2011 when the Company had maintained for a period of 15 consecutive trading days a stock price target of \$9.00. For the remaining 2009 Performance RSUs, the performance-based component will be satisfied with respect to installments of 25% of the total amount of 2009 Performance RSUs in the

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event that the Company maintains, for a period of 15 consecutive trading days prior to June 30, 2014, stock price targets of \$13.00, \$17.00 and \$21.00, respectively. The service-based component is subject to a grantee's continued employment over a period of four years, and is satisfied with respect to 25% of the total amount of the Performance RSU's on each of June 30, 2010, 2011, 2012 and 2013.

- (6) 1,750 of such 2009 Performance RSUs vested January 24, 2011 and 1,750 vested June 30, 2011.
- (7) Of the shares of unvested restricted Common Stock reported here, 35,099 vested in January 2012, as to which restrictions have been removed, 35,098 vest in January 2013, and 10,508 vest in January 2014.
- (8) 2,500 of such 2009 Performance RSUs vested January 24, 2011 and 2,500 vested June 30, 2011.
- (9) Of the shares of unvested restricted Common Stock reported here, 12,999 vested in January 2012, as to which restrictions have been removed, 12,999 vest in January 2013, and 4,737 vest in January 2014.
- (10) Of the shares of unvested restricted Common Stock reported here, 15,126 vested in January 2012, as to which restrictions have been removed, 15,126 vest in January 2013, and 4,935 vest in January 2014.

2011 OPTION EXERCISES AND STOCK VESTED

In 2011, no options were exercised by the officers specified in the table below and an aggregate of 345,940 shares of restricted Common Stock and restricted stock units held by such officers vested.

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting (\$) (e)
Bruce W. Duncan	0	—	260,257(1)	\$2,739,839(1)
Scott A. Musil	0	—	18,330(2)	\$ 178,537(2)
Johannson L. Yap	0	—	35,607(3)	\$ 344,460(3)
David Harker	0	—	15,645(4)	\$ 153,056(4)
Peter Schultz	0	—	16,101(5)	\$ 157,383(5)

- (1) The shares of Common Stock reported herein were acquired as a result of the vesting of 35,257 shares of restricted stock on January 1, 2011 the value of which is based on closing price of the Common Stock as reported by the NYSE for January 3, 2011, the first trading day following the date of vesting of such award (\$9.49), 50,000 restricted stock units on April 14, 2011, the value of which is based on closing price of the Common Stock as reported by the NYSE for such date (\$12.30), and 175,000 restricted stock units on December 31, 2011 the value of which is based on closing price of the Common Stock as reported by the NYSE for such date (\$10.23).
- (2) The shares of Common Stock reported herein were acquired as a result of the vesting of 14,830 shares of restricted stock on January 1, 2011 the value of which is based on closing price of the Common Stock as reported by the NYSE for January 3, 2011, the first trading day following the date of vesting of such award (\$9.49), 1,750 restricted stock units on January 24, 2011, the value of which is based on closing price of the Common Stock as reported by the NYSE for such date (\$10.15), and 1,750 restricted stock units on June 30, 2011, the value of which is based on closing price of the Common Stock as reported by the NYSE for such date (\$11.45).
- (3) The shares of Common Stock reported herein were acquired as a result of the vesting of 30,607 shares of restricted stock on January 1, 2011 the value of which is based on closing price of the Common Stock as reported by the NYSE for January 3, 2011, the first trading day following the date of vesting of such award (\$9.49), 2,500 restricted stock units on January 24, 2011, the value of which is based on closing price of the Common Stock as reported by the NYSE for such date (\$10.15), and 2,500 restricted stock units on June 30, 2011, the value of which is based on closing price of the Common Stock as reported by the NYSE for such date (\$11.45).

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- (4) The shares of Common Stock reported herein were acquired as a result of the vesting of 12,145 shares of restricted stock on January 1, 2011 the value of which is based on closing price of the Common Stock as reported by the NYSE for January 3, 2011, the first trading day following the date of vesting of such award (\$9.49), 1,750 restricted stock units on January 24, 2011, the value of which is based on closing price of the Common Stock as reported by the NYSE for such date (\$10.15), and 1,750 restricted stock units on June 30, 2011, the value of which is based on closing price of the Common Stock as reported by the NYSE for such date (\$11.45).
- (5) The shares of Common Stock reported herein were acquired as a result of the vesting of 12,601 shares of restricted stock on January 1, 2011 the value of which is based on closing price of the Common Stock as reported by the NYSE for January 3, 2011, the first trading day following the date of vesting of such award (\$9.49), 1,750 restricted stock units on January 24, 2011, the value of which is based on closing price of the Common Stock as reported by the NYSE for such date (\$10.15), and 1,750 restricted stock units on June 30, 2011, the value of which is based on closing price of the Common Stock as reported by the NYSE for such date (\$11.45).

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE OF CONTROL

Employment Agreements

The Company has entered into written employment agreements with Messrs. Duncan and Yap. These employment agreements provide for payments and benefits to these executives by the Company in some circumstances in the event of a termination of their employment or of a change of control.

Severance amounts payable to Mr. Yap upon his termination will be reduced if such amounts become payable after Mr. Yap's 67th birthday. In addition to his rights under the standard grant agreements under our stock incentive plans, Mr. Yap is entitled to the accelerated vesting of his restricted Common Stock and stock options in the event his employment is terminated without cause.

In addition to the events of termination of employment identified in the following table, the employment agreements provide for payments in the event of an executive's death or disability. Upon death or disability, Mr. Duncan is entitled to (i) his base salary and vacation pay accrued through the date of his death or disability, (ii) his accrued bonus for the fiscal year prior to the year of his death or disability, to the extent not paid, (iii) his unreimbursed business expenses incurred through the date of his death or disability and (iv) any other benefits he may be eligible for under the Company's plans, policies or practices. Upon death, Mr. Yap is entitled to 75% of the maximum cash bonus for which he would have been eligible, prorated through the date of his death. Upon a work-related disability, Mr. Yap is entitled to severance in an amount equal to three times his annual base salary, plus 75% of his maximum cash bonus potential for the then-current year.

The employment agreements also contain important non-financial provisions that apply in the event of a termination of employment or of a change of control. Benefits payable upon a merger, acquisition or other changes in control are payable upon consummation of such transactions regardless of whether the executive is terminated. Mr. Duncan has agreed to a one-year covenant not to compete after his termination. Mr. Yap has agreed to a one-year covenant not to compete after his termination, except in connection with certain changes in control of the Company. Mr. Yap has also agreed to a six-month covenant not to compete in connection with certain changes in control of the Company.

Stock Incentive Plans

Under the 1994, 1997, 2001, 2009 and 2011 Stock Plans (the "Stock Plans"), unvested restricted Common Stock vests in the event of a change of control. In addition, the Stock Plans empower the Compensation Committee to determine other vesting events in the individual restricted Common Stock awards, including vesting events such as involuntary termination of employment with or without cause. Assuming that the triggering event occurred on December 31, 2011, Messrs. Duncan, Musil, Yap, Harker and Schultz would have vested in restricted Common Stock having the respective values set forth in the table on the following page.

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Termination and Change of Control Payments

The following table includes estimated payments owed and benefits required to be provided to the applicable member of Senior Management under the employment agreements and Stock Plans described above, exclusive of benefits available on a non-discriminatory basis generally, in each case assuming that the triggering event described in the table occurred on December 31, 2011.

Name	Triggering Event	Severance (\$)	Accelerated Equity Awards (1)(\$)	Medical Insurance Premiums (2)(\$)
Bruce W. Duncan	Change of Control(3)	0	6,287,235	0
	Termination Following Change of Control(3)	5,276,620	0	15,057
	Termination w/o Cause (4)	5,276,620	4,859,250	15,057
Scott A. Musil(5)	Change of Control	0	672,142	0
	Termination w/o Cause	0	0	0
	Termination for Cause	0	0	0
Johannson L. Yap	Change of Control(3)	0	1,183,662	0
	Termination Following Change of Control(3)(6)	2,908,920	0	33,152
	Termination w/o Cause (4)(6)	1,636,268	825,612	33,152
	Termination for Cause(6)	0	0	0
David Harker(5)	Change of Control	0	565,054	0
	Termination w/o Cause	0	0	0
	Termination for Cause	0	0	0
Peter Schultz(5)	Change of Control	0	610,598	0
	Termination w/o Cause	0	0	0
	Termination for Cause	0	0	0

- (1) For purposes of estimating the value of awards of restricted Common Stock and restricted stock units which vest the Company has considered any applicable employment agreement limitations and assumed a price per share of its Common Stock of \$10.23, which was the closing price of its Common Stock on the NYSE on December 30, 2011, the last trading day of the year.
- (2) Present value of estimated premiums required to be paid by the Company or cash payments in lieu of benefits required to be provided.
- (3) Upon a change of control of the Company, the vesting of any unvested restricted Common Stock or restricted stock units held by the named executive officer shall accelerate. As a result, if the named executive officer then experiences a termination of employment after the change of control event, the officer will not hold any restricted Common Stock or restricted stock units on the date of termination that otherwise may have accelerated if the change of control event had not occurred.
- (4) Includes constructive discharge under the terms of Mr. Duncan's and Mr. Yap's employment agreements.
- (5) None of Messrs. Musil, Harker or Schultz have entered into an employment agreement with the Company. As such, the amounts disclosed in this table relate only to awards of restricted Common Stock and restricted stock units granted to Messrs. Musil, Harker and Schultz under the Company's stock incentive plans.
- (6) Mr. Yap is entitled to a supplemental payment of one month's base salary in addition to amounts reflected if requisite notice is not provided prior to his termination by the Company.

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee consists of Messrs. Slater, Lynch and Sharpe. Except for Messrs. Slater's, Lynch's and Sharpe's services as directors, none of Messrs. Slater, Lynch and Sharpe had any other business relationship or affiliation with the Company in 2011 requiring disclosure by the Company under Item 404 of Regulation S-K.

REPORT OF THE AUDIT COMMITTEE

Pursuant to meetings of the Audit Committee on February 22, 2012, the Audit Committee reports that it has: (i) reviewed and discussed the Company's audited financial statements with management; (ii) discussed with the independent registered public accounting firm the matters (such as the quality of the Company's accounting principles and internal controls) required to be discussed by Statement on Auditing Standards No. 61; and (iii) received written confirmation from PricewaterhouseCoopers LLP that it is independent and written disclosures as required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and discussed with PricewaterhouseCoopers LLP its independence. Based on the review and discussions referred to in items (i) through (iii) above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's annual report for the Company's fiscal year ended December 31, 2011.

Submitted by the Audit Committee:

H. Patrick Hackett, Jr., Chairman
John Rau
L. Peter Sharpe

TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS

Review, Approval or Ratification of Transactions with Related Persons. Transactions involving the Company and its executive officers and directors that are reportable under Item 404 of Regulation S-K are required by the Company's written policies to be reported to and approved by the Nominating/Corporate Governance Committee of the Board of Directors. The Nominating/Corporate Governance Committee addresses such transactions on a case-by-case basis, after considering the relevant facts and circumstances.

COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 (as amended, the "Exchange Act") requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the SEC and the NYSE. Officers, directors and "greater than ten-percent" stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms so filed.

Based solely on review of the copies of such forms furnished to the Company for 2011, all of the Company's officers, directors and "greater than ten-percent" stockholders timely filed all reports required to be filed by Section 16(a) of the Exchange Act during 2011, except that Mr. Sharpe's Form 4 with respect to a transaction on August 12, 2011 was filed on August 17, 2011.

SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The following table presents information concerning the ownership of Common Stock of the Company and limited partnership units ("Units") of First Industrial, L.P. (which generally are redeemable for Common Stock on a one-for-one basis or cash at the option of the Company) by:

- all directors named and nominees named in this Proxy Statement (the "named directors");
- all executive officers identified in the Summary Compensation Table;

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- all directors and named executive officers of the Company as a group; and
- persons and entities known to the Company to be beneficial owners of more than 5% of the Company's Common Stock.

The information is presented as of March 21, 2012, unless otherwise indicated, and is based on representations of officers and directors of the Company and filings received by the Company on Schedule 13G under the Exchange Act. As of March 21, 2012, there were 88,225,342 shares of Common Stock and 5,232,374 Units outstanding.

<u>Names and Addresses of 5% Stockholders</u>	<u>Common Stock/Units Beneficially Owned</u>	
	<u>Number</u>	<u>Percent of Class</u>
Cohen & Steers, Inc. (1) 280 Park Ave., 10 th Floor New York, NY 10017	9,901,813	11.22%
The Vanguard Group, Inc. (2) 100 Vanguard Blvd. Malvern, PA 19355	9,462,616	10.73%
Jay H. Shidler(3) 841 Bishop Street, Suite 1700 Honolulu, HI 96813	5,931,794	6.72%
BlackRock, Inc. (4) 40 East 52 nd Street New York, NY 10022	5,171,126	5.86%
<u>Names and Addresses of Directors and Officers*</u>		
Bruce W. Duncan(5)	830,658	**
Matthew S. Dominski	0	**
H. Patrick Hackett, Jr.	67,423	**
Kevin W. Lynch(6)	37,717	**
John Rau(7)	47,392	**
L. Peter Sharpe	50,000	**
Robert J. Slater(8)	36,275	**
W. Ed Tyler(9)	92,232	**
Scott A. Musil(10)	100,516	**
Johannson L. Yap(11)	358,871	**
David Harker(12)	91,973	**
Peter Schultz(13)	74,214	**
All named directors and currently-serving executive officers as a group (12 persons)(14)	1,787,271	2.03%

* The business address for each of the directors and executive officers of the Company is 311 South Wacker Drive, Suite 3900, Chicago, Illinois 60606.

** Less than 1%

- (1) Pursuant to a Schedule 13G dated February 14, 2012 of Cohen & Steers, Inc. ("C&S"). Of the shares reported, C&S has the sole power to vote 4,567,000 shares, and the sole power to dispose of 9,901,813 shares.
- (2) Pursuant to a Schedule 13G dated February 6, 2012 of The Vanguard Group Inc. ("Vanguard"). Of the shares reported, Vanguard has the sole power to vote, and the shared power to dispose or direct the disposition of, 121,021 shares; and the sole power to dispose of 9,341,595 shares.

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- (3) Pursuant to a Schedule 13G dated October 7, 2011 of Jay H. Shidler (“Shidler”). Of the shares reported, Shidler has the sole power to vote and dispose of 4,744,514, and the shared power to vote and dispose of 1,187,280 shares.
- (4) Pursuant to a Schedule 13G dated January 20, 2012 of Blackrock Inc. (“Blackrock”). Blackrock has the sole power to vote and dispose of all 5,171,126 shares reported.
- (5) Includes 157,845 shares of restricted Common Stock issued under the 2001 Stock Plan.
- (6) Includes 8,592 shares of restricted Common Stock issued under the 1997 and 2001 Stock Plans.
- (7) Includes 5,666 shares of restricted Common Stock issued under the 1997 and 2001 Stock Plans and 27,475 shares of Common Stock held by a trust for his benefit.
- (8) Includes 9,505 shares of restricted Common Stock issued under the 1997 and 2001 Stock Plans.
- (9) Includes 10,000 shares that may be acquired by Mr. Tyler upon the exercise of vested options granted under the 1997 Stock Plan at an exercise price of \$33.15 per share. Also includes 8,180 shares of restricted Common Stock issued under the 1997 and 2001 Stock Plans.
- (10) Includes 2,106 shares held through Mr. Musil’s children and 9,507 shares held through his 401(k). Also includes 40,939 shares of restricted Common Stock issued under the 1997 and 2001 Stock Plans.
- (11) Includes 1,680 Units. Also includes 37,074 shares held through Mr. Yap’s 401(k) and 80,543 shares of restricted Common Stock issued under the 1997 and 2001 Stock Plans.
- (12) Includes 13,779 shares held by a trust for the benefit of Mr. Harker’s wife. Also includes 35,964 shares of restricted Common Stock issued under the 1997 Stock Plan and 2001 Stock Plans.
- (13) Includes 37,993 shares of restricted Common Stock issued under the 1997 and 2001 Stock Plans. Also includes 36,221 shares of Common Stock held in a personal loan account at Morgan Stanley.
- (14) Includes 10,000 shares in the aggregate that may be acquired by directors and executive officers upon the exercise of vested options granted under the 1997 Stock Plan at an exercise price of \$33.15. Also includes 1,680 Units. Also includes 385,227 shares of restricted Common Stock issued under the 1997 and 2001 Stock Plans.

PROXY STATEMENT

PROPOSAL II

ADVISORY VOTE ON EXECUTIVE COMPENSATION

Pursuant to Section 14A of the Exchange Act, our stockholders are entitled to vote to approve, on an advisory or non-binding basis, the compensation of our named executive officers as disclosed in this Proxy Statement in accordance with SEC rules.

The Board of Directors believes that its executive compensation program serves the best interests of the Company's stockholders by not only attracting and retaining talented, capable individuals, but also providing them with proper incentives linked to performance criteria that are designed to maximize the Company's overall performance. To this end, the Company's compensation program consists of a mix of compensation that is intended to compensate executive officers for their contributions during the year and to reward them for achievements that lead to increased Company performance and increases in stockholder value. Please refer to "Executive Compensation Discussion and Analysis" for a discussion of the compensation of the Company's named executive officers.

We are asking for stockholder approval of the compensation of our named executive officers as disclosed in this Proxy Statement in accordance with SEC rules, which disclosures include the disclosures under "Executive Compensation Discussion and Analysis" and the compensation tables and the narrative discussion following the compensation tables. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the policies and practices described in this Proxy Statement.

This vote is advisory and therefore not binding on the Company, the Compensation Committee or the Board of Directors. The Board of Directors and the Compensation Committee value the opinions of the Company's stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this Proxy Statement, we will consider those stockholders' concerns, and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

Accordingly, we ask our stockholders to vote on the following resolution at the Annual Meeting:

"RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2012 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission under 'Executive Compensation Discussion and Analysis' and the compensation tables and the narrative discussion following the compensation tables."

The affirmative vote of the holders of a majority of the votes cast with a quorum present at the Annual Meeting is required for advisory approval of this proposal.

The Board of Directors recommends an advisory vote FOR the approval of the compensation of the Company's named executive officers as disclosed in this Proxy Statement.

PROXY STATEMENT

PROPOSAL III RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The accounting firm of PricewaterhouseCoopers LLP (or its predecessor, Coopers & Lybrand L.L.P.) has served as the Company's independent auditors since the Company's formation in August 1993. On March 8, 2012, the Audit Committee of the Board of Directors appointed PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year. A representative of PricewaterhouseCoopers LLP will be present at the Annual Meeting, will be given the opportunity to make a statement if he or she so desires and will be available to respond to appropriate questions.

Our Charter and Bylaws do not require that our stockholders ratify the appointment of our independent registered certified public accounting firm. We are doing so because we believe it is a matter of good corporate practice. If our stockholders do not ratify the appointment, the Audit Committee will reconsider whether to retain PricewaterhouseCoopers LLP but may still retain them. Even if the appointment is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that a change in registered certified public accounting firm would be in the best interests of the Company and its stockholders.

FEES

During 2011 and 2010, the aggregate fees for services provided by PricewaterhouseCoopers LLP in the following categories and amounts are:

	2011	2010
Audit Fees(1)	\$ 946,097	\$1,080,147
Audit-Related Fees(2)	80,566	166,400
Tax Fees(3)	47,439	133,035
Other Fees(4)	1,944	1,944
Total Fees	<u>\$1,076,049</u>	<u>\$1,381,526</u>

- (1) Audit Fees include amounts related to professional services rendered in connection with the audits of the Company's annual financial statements, the reviews of our quarterly financial statements and other services that are normally provided by the auditor in connection with statutory and regulatory filings or engagements.
- (2) Audit-Related Fees include amounts for assurance and related services, including joint venture audits, certain agreed-upon procedures and an annual employee benefit plan audit.
- (3) Tax Fees include amounts billed for professional services rendered in connection with tax compliance, tax advice and tax planning. These amounts primarily relate to tax services related to tax return preparation, federal and state regulation consultation and federal and state entity structuring.
- (4) Other Fees include amounts related to technical research tools.

PRE-APPROVAL OF SERVICES

The Audit Committee pre-approves all audit, audit-related, tax and other services proposed to be provided by the Company's independent registered public accounting firm. Consideration and approval of such services generally occur at the Audit Committee's regularly scheduled meetings. In situations where it is impractical to wait until the next regularly scheduled meeting, the Audit Committee has delegated the authority to approve the audit, audit-related, tax and other services to each of its individual members. Approvals of audit, audit-related, tax and other services pursuant to the above-described delegation of authority are reported to the full Audit Committee.

The Board of Directors recommends a vote FOR ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2012.

PROXY STATEMENT

OTHER MATTERS

SOLICITATION OF PROXIES

The cost of solicitation of proxies in the form enclosed herewith will be borne by the Company. In addition to the solicitation of proxies by mail, the directors, officers and employees of the Company may also solicit proxies personally or by telephone without additional compensation for such activities. The Company will also request persons, firms and corporations holding shares in their names or in the names of their nominees, which are beneficially owned by others, to send proxy materials to and obtain proxies from such beneficial owners. The Company will reimburse such holders for their reasonable expenses.

Georgeson Shareholder Services, Inc. acts as the Company's proxy solicitor at a cost of \$8,000, plus reasonable out of pocket expenses, including a telephone solicitation campaign approved by the Company.

STOCKHOLDER PROPOSALS

Stockholder proposals intended to be presented at the 2013 Annual Meeting of Stockholders must be received by the Secretary of the Company no later than December 6, 2012, in order to be considered for inclusion in the Proxy Statement and on the proxy card that will be solicited by the Board of Directors in connection with the 2013 Annual Meeting of Stockholders.

INCORPORATION BY REFERENCE

In the pages preceding this Proxy Statement is a Letter to Stockholders from the Company's President and Chief Executive Officer. Appendix A to this Proxy Statement is the Company's 2011 Annual Report, which includes its consolidated financial statements and management's discussion and analysis of financial condition and results of operations, as well as certain other financial and other information required by the rules and regulations of the SEC. Information contained in the Letter to Stockholders or Appendix A to this Proxy Statement shall not be deemed to be "filed" or "soliciting material," or subject to liability for purposes of Section 18 of the Exchange Act to the maximum extent permitted under the Exchange Act.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDERS MEETING TO BE HELD ON MAY 10, 2012

The Proxy Statement, Notice of Annual Meeting, Proxy Card and the Company's 2011 Annual Report are available on the "Proxy Statement" tab of the Investor Relations page on the Company's website, at www.firstindustrial.com.

For directions to attend the Annual Meeting in person, please contact Art Harmon, the Company's Senior Director of Investor Relations, at (312) 344-4320.

OTHER MATTERS

The Board of Directors does not know of any matters other than those described in this Proxy Statement that will be presented for action at the Annual Meeting. If other matters are presented, it is the intention of the persons named as proxies in the accompanying Proxy Card to vote in their discretion all shares represented by validly executed proxies.

REGARDLESS OF THE NUMBER OF SHARES YOU OWN, YOUR VOTE IS IMPORTANT TO THE COMPANY. PLEASE COMPLETE, SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED PROXY CARD TODAY.

APPENDIX A
2011 ANNUAL REPORT

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SELECTED FINANCIAL DATA

The following sets forth selected financial and operating data for the Company on a historical consolidated basis. The following data should be read in conjunction with the Consolidated Financial Statements and Notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Form 10-K. The historical statements of operations for the years ended December 31, 2011, 2010, 2009, 2008 and 2007 include the results of operations of the Company as derived from our audited financial statements, adjusted for discontinued operations. The results of operations of properties sold are presented in discontinued operations if they met both of the following criteria: (a) the operations and cash flows of the property have been (or will be) eliminated from the ongoing operations of the Company as a result of the disposition and (b) we will not have any significant involvement in the operations of the property after the disposal transaction. The historical balance sheet data and other data as of December 31, 2011, 2010, 2009, 2008 and 2007 include the balances of the Company as derived from our audited financial statements.

	Year Ended 12/31/11	Year Ended 12/31/10	Year Ended 12/31/09	Year Ended 12/31/08	Year Ended 12/31/07
(In thousands, except per share and property data)					
Statement of Operations Data:					
Total Revenues	\$ 317,835	\$ 321,778	\$ 384,572	\$ 480,442	\$ 338,116
Loss from Continuing Operations	(32,201)	(155,699)	(20,327)	(148,526)	(84,983)
Loss from Continuing Operations Available to First Industrial Realty Trust, Inc.'s Common Stockholders and Participating Securities	(47,751)	(161,236)	(35,593)	(140,040)	(89,068)
Net (Loss) Income Available to First Industrial Realty Trust, Inc.'s Common Stockholders and Participating Securities	<u>\$ (27,010)</u>	<u>\$ (222,498)</u>	<u>\$ (13,783)</u>	<u>\$ 20,169</u>	<u>\$ 130,368</u>
Basic and Diluted Earnings Per Weighted Average Common Share Outstanding: Loss from Continuing Operations Available to First Industrial Realty Trust, Inc.'s Common Stockholders	<u>\$ (0.59)</u>	<u>\$ (2.56)</u>	<u>\$ (0.73)</u>	<u>\$ (3.24)</u>	<u>\$ (2.02)</u>
Net (Loss) Income Available to First Industrial Realty Trust, Inc.'s Common Stockholders	<u>\$ (0.34)</u>	<u>\$ (3.53)</u>	<u>\$ (0.28)</u>	<u>\$ 0.41</u>	<u>\$ 2.90</u>
Distributions Per Share	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 2.41</u>	<u>\$ 2.85</u>
Basic and Diluted Weighted Average Number of Common Shares Outstanding	<u>80,616</u>	<u>62,953</u>	<u>48,695</u>	<u>43,193</u>	<u>44,086</u>
Balance Sheet Data (End of Period):					
Real Estate, Before Accumulated Depreciation	\$2,992,096	\$2,618,767	\$3,319,764	\$3,385,597	\$3,326,268
Total Assets	2,666,657	2,750,054	3,204,586	3,223,501	3,257,888
Indebtedness (Inclusive of Indebtedness Held for Sale)	1,479,483	1,742,776	1,998,332	2,032,635	1,940,747
Total Equity	1,072,595	892,144	1,074,247	990,716	1,080,056
Other Data:					
Cash Flow From Operating Activities	\$ 87,534	\$ 83,189	\$ 142,179	\$ 71,185	\$ 92,989
Cash Flow From Investing Activities	(3,779)	(9,923)	4,777	6,274	126,909
Cash Flow From Financing Activities	(99,504)	(230,383)	32,724	(79,754)	(230,276)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with "Selected Financial Data" and the Consolidated Financial Statements and Notes thereto appearing elsewhere in this Form 10-K.

In addition, the following discussion contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Exchange Act. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project," "seek," "target," "potential," "focus," "may," "should" or similar expressions. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a materially adverse effect on our operations and future prospects include, but are not limited to: changes in national, international, regional and local economic conditions generally and real estate markets specifically; changes in legislation/regulation (including changes to laws governing the taxation of REITs) and actions of regulatory authorities (including the IRS); our ability to qualify and maintain our status as a REIT; the availability and attractiveness of financing (including both public and private capital) to us and to our potential counterparties; the availability and attractiveness of terms of additional debt repurchases; interest rates; our credit agency ratings; our ability to comply with applicable financial covenants; competition; changes in supply and demand for industrial properties (including land, the supply and demand for which is inherently more volatile than other types of industrial property) in the Company's current and proposed market areas; difficulties in consummating acquisitions and dispositions; risks related to our investments in properties through joint ventures; environmental liabilities; slippages in development or lease-up schedules; tenant creditworthiness; higher-than-expected costs; changes in asset valuations and related impairment charges; changes in general accounting principles, policies and guidelines applicable to real estate investment trusts; international business risks and those additional factors described under the heading "Risk Factors" and in our other filings with the SEC. We caution you not to place undue reliance on forward looking statements, which reflect our analysis only and speak only as of the date of this report or the dates indicated in the statements. We assume no obligation to update or supplement forward-looking statements.

The Company was organized in the state of Maryland on August 10, 1993. We are a REIT, as defined in the Code. We began operations on July 1, 1994. Our interests in our properties and land parcels are held through partnerships, corporations, and limited liability companies controlled, directly or indirectly, by us, including First Industrial, L.P. (the "Operating Partnership"), of which we are the sole general partner, and through our taxable REIT subsidiaries. We also conduct operations through other partnerships and limited liability companies, the operating data of which, together with that of the Operating Partnership and the taxable REIT subsidiaries, is consolidated with that of the Company, as presented herein.

We also own noncontrolling equity interests in, and provide services to, two joint ventures (the "2003 Net Lease Joint Venture" and the "2007 Europe Joint Venture"). During 2010, we provided various services to, and ultimately disposed of our equity interests in, five joint ventures (the "2005 Development/Repositioning Joint Venture," the "2005 Core Joint Venture," the "2006 Net Lease Co-Investment Program," the "2006 Land/Development Joint Venture" and the "2007 Canada Joint Venture;" together with the 2003 Net Lease Joint Venture and the 2007 Europe Joint Venture, the "Joint Ventures"). The Joint Ventures are accounted for under the equity method of accounting. Accordingly, the operating data of our Joint Ventures is not consolidated with that of the Company as presented herein. The 2007 Europe Joint Venture does not own any properties. See Note 5 to the Consolidated Financial Statements for more information on the Joint Ventures.

We believe our financial condition and results of operations are, primarily, a function of our performance in four key areas: leasing of industrial properties, acquisition and development of additional industrial properties, disposition of industrial properties and access to external capital.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We generate revenue primarily from rental income and tenant recoveries from long-term (generally three to six years) operating leases of our industrial properties. Such revenue is offset by certain property specific operating expenses, such as real estate taxes, repairs and maintenance, property management, utilities and insurance expenses, along with certain other costs and expenses, such as depreciation and amortization costs and general and administrative and interest expenses. Our revenue growth is dependent, in part, on our ability to (i) increase rental income, through increasing either or both occupancy rates and rental rates at our properties, (ii) maximize tenant recoveries and (iii) minimize operating and certain other expenses. Revenues generated from rental income and tenant recoveries are a significant source of funds, in addition to income generated from gains/losses on the sale of our properties (as discussed below), for our liquidity. The leasing of property, in general, and occupancy rates, rental rates, operating expenses and certain non-operating expenses, in particular, are impacted, variously, by property specific, market specific, general economic and other conditions, many of which are beyond our control. The leasing of property also entails various risks, including the risk of tenant default. If we were unable to maintain or increase occupancy rates and rental rates at our properties or to maintain tenant recoveries and operating and certain other expenses consistent with historical levels and proportions, our revenue would decline. Further, if a significant number of our tenants were unable to pay rent (including tenant recoveries) or if we were unable to rent our properties on favorable terms, our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock would be adversely affected.

Our revenue growth is also dependent, in part, on our ability to acquire existing, and acquire and develop new, additional industrial properties on favorable terms. The Company seeks to identify opportunities to acquire existing industrial properties on favorable terms, and, when conditions permit, also seeks to identify opportunities to acquire and develop new industrial properties on favorable terms. Existing properties, as they are acquired, and acquired and developed properties, as they are leased, generate revenue from rental income, tenant recoveries and fees, income from which, as discussed above, is a source of funds for our distributions. The acquisition and development of properties is impacted, variously, by property specific, market specific, general economic and other conditions, many of which are beyond our control. The acquisition and development of properties also entails various risks, including the risk that our investments may not perform as expected. For example, acquired existing and acquired and developed new properties may not sustain and/or achieve anticipated occupancy and rental rate levels. With respect to acquired and developed new properties, we may not be able to complete construction on schedule or within budget, resulting in increased debt service expense and construction costs and delays in leasing the properties. Also, we face significant competition for attractive acquisition and development opportunities from other well-capitalized real estate investors, including both publicly-traded REITs and private investors. Further, as discussed below, we may not be able to finance the acquisition and development opportunities we identify. If we were unable to acquire and develop sufficient additional properties on favorable terms, or if such investments did not perform as expected, our revenue growth would be limited and our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock would be adversely affected.

We also generate income from the sale of our properties (including existing buildings, buildings which we have developed or re-developed on a merchant basis and land). The gain/loss on, and fees from, the sale of such properties are included in our income and can be a significant source of funds, in addition to revenues generated from rental income and tenant recoveries, for our operations. Currently, a significant portion of our proceeds from sales are being used to repay outstanding debt. Market conditions permitting, however, a significant portion of our proceeds from such sales may be used to fund the acquisition of existing, and the acquisition and development of new, industrial properties. The sale of properties is impacted, variously, by property specific, market specific, general economic and other conditions, many of which are beyond our control. The sale of properties also entails various risks, including competition from other sellers and the availability of attractive financing for potential buyers of our properties. Further, our ability to sell properties is limited by safe harbor rules applying to REITs under the Code which relate to the number of properties that may be disposed of in a year, their tax bases and the cost of improvements made to the properties, along with other tests which enable a

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

REIT to avoid punitive taxation on the sale of assets. If we are unable to sell properties on favorable terms, our income growth would be limited and our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock could be adversely affected.

We utilize a portion of the net sales proceeds from property sales, borrowings under our Unsecured Credit Facility, and proceeds from the issuance, when and as warranted, of additional debt and equity securities to refinance debt and finance future acquisitions and developments. Access to external capital on favorable terms plays a key role in our financial condition and results of operations, as it impacts our cost of capital and our ability and cost to refinance existing indebtedness as it matures and to fund acquisitions and developments or through the issuance, when and as warranted, of additional equity securities. Our ability to access external capital on favorable terms is dependent on various factors, including general market conditions, interest rates, credit ratings on our preferred stock and debt, the market's perception of our growth potential, our current and potential future earnings and cash distributions and the market price of our capital stock. If we are unable to access external capital on favorable terms, our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock could be adversely affected.

CRITICAL ACCOUNTING POLICIES

Our significant accounting policies are described in more detail in Note 3 to the Consolidated Financial Statements. We believe the following critical accounting policies relate to the more significant judgments and estimates used in the preparation of our consolidated financial statements.

- We maintain an allowance for doubtful accounts which is based on estimates of potential losses which could result from the inability of our tenants to satisfy outstanding billings with us. The allowance for doubtful accounts is an estimate based on our assessment of the creditworthiness of our tenants.
- We review our held-for-use properties on a continuous basis for possible impairment and provide a provision if impairments are determined. We utilize the guidelines established under the Financial Accounting Standards Board's (the "FASB") guidance for accounting for the impairment of long lived assets to determine if impairment conditions exist. We review the expected undiscounted cash flows of the property to determine if there are any indications of impairment. If the expected undiscounted cash flows of a particular property are less than the net book basis of the property, we will recognize an impairment charge equal to the amount of carrying value of the property that exceeds the fair value of the property. Fair value is determined by discounting the future expected cash flows of the property. The preparation of the undiscounted cash flows and the calculation of fair value involve subjective assumptions such as estimated occupancy, rental rates, ultimate residual value and hold period. The discount rate used to present value the cash flows for determining fair value is also subjective.
- Properties are classified as held for sale when all criteria within the FASB's guidance relating to the disposal of long lived assets are met for such properties. When properties are classified as held for sale, we cease depreciating the properties and estimate the values of such properties and record them at the lower of depreciated cost or fair value, less costs to dispose. If circumstances arise that were previously considered unlikely, and, as a result, we decide not to sell a property previously classified as held for sale, we will reclassify such property as held and used. We estimate the value of such property and measure it at the lower of its carrying amount (adjusted for any depreciation and amortization expense that would have been recognized had the property been continuously classified as held and used) or fair value at the date of the subsequent decision not to sell. Fair value of operational industrial properties is determined either by discounting the future expected cash flows of the property or by third party contract prices. The preparation of the discounted cash flows and the calculation of fair value involve subjective assumptions such as estimated occupancy, rental rates, ultimate residual value, hold period and discount rate. Fair value of land is primarily determined by members of management who are

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

responsible for the individual markets where the land parcels are located, quotes from local brokers or by third party contract prices. The determination of the fair value of real estate assets is also highly subjective, especially in markets where there is a lack of recent comparable transactions.

- We analyze our investments in Joint Ventures to determine whether the joint ventures should be accounted for under the equity method of accounting or consolidated into our financial statements based on standards set forth under the FASB's guidance relating to the consolidation of variable interest entities. Based on the guidance set forth in these pronouncements, we do not consolidate any of our joint venture investments because either the joint venture has been determined to be a variable interest entity but we are not the primary beneficiary or the joint venture has been determined not to be a variable interest entity and we lack control of the joint venture. Our assessment of whether we are the primary beneficiary of a variable interest entity involves the consideration of various factors including the form of our ownership interest, our representation on the entity's governing body, the size of our investment and future cash flows of the entity.
- On a continuous basis, we assess whether there are any indicators that the value of our investments in Joint Ventures may be impaired. An investment is impaired if our estimate of the value of the investment is less than the carrying value of the investment, and such decline in value is deemed to be other than temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the fair value of the investment. Our estimates of fair value for each investment are based on a number of subjective assumptions that are subject to economic and market uncertainties including, among others, demand for space, market rental rates and operating costs, the discount rate used to value the cash flows of the properties, the cap rate used to estimate the terminal value of the underlying properties and the discount rate used to value the Joint Ventures' debt.
- We capitalize (direct and certain indirect) costs incurred in developing, renovating, acquiring and rehabilitating real estate assets as part of the investment basis. During the land development and construction periods, we capitalize interest costs, real estate taxes and certain general and administrative costs of the personnel performing development, renovations or rehabilitation up to the time the property is substantially complete. The determination and calculation of certain costs requires estimates by us. Amounts included in capitalized costs are included in the investment basis of real estate assets.
- We are engaged in the acquisition of individual properties as well as multi-property portfolios. We are required to allocate purchase price between land, building, tenant improvements, leasing commissions, in-place leases, tenant relationships and above and below market leases. Above-market and below-market lease values for acquired properties are recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) our estimate of fair market lease rents for each corresponding in-place lease. Acquired above and below market leases are amortized over the remaining non-cancelable terms of the respective leases as an adjustment to rental income. In-place lease and tenant relationship values for acquired properties are recorded based on our evaluation of the specific characteristics of each tenant's lease and our overall relationship with the respective tenant. The value allocated to in-place lease intangible assets is amortized to depreciation and amortization expense over the remaining lease term of the respective lease. The value allocated to tenant relationships is amortized to depreciation and amortization expense over the expected term of the relationship, which includes an estimate of the probability of lease renewal and its estimated term. We also must allocate purchase price on multi-property portfolios to individual properties. The allocation of purchase price is based on our assessment of various characteristics of the markets where the property is located and the expected cash flows of the property.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

- In the preparation of our consolidated financial statements, significant management judgment is required to estimate our current and deferred income tax liabilities, and our compliance with REIT qualification requirements. Our estimates are based on our interpretation of tax laws. These estimates may have an impact on the income tax expense recognized. Adjustments may be required by a change in assessment of our deferred income tax assets and liabilities, changes due to audit adjustments by federal and state tax authorities, our inability to qualify as a REIT, and changes in tax laws. Adjustments required in any given period are included within the income tax provision.
- In assessing the need for a valuation allowance against our deferred tax assets, we estimate future taxable income, considering the feasibility of ongoing tax planning strategies and the realizability of tax loss carryforwards. In the event we were to determine that we would not be able to realize all or a portion of our deferred tax assets in the future, we would reduce such amounts through a charge to income in the period in which that determination is made. Conversely, if we were to determine that we would be able to realize our deferred tax assets in the future in excess of the net carrying amounts, we would decrease the recorded valuation allowance through an increase to income in the period in which that determination is made.

RESULTS OF OPERATIONS

Comparison of Year Ended December 31, 2011 to Year Ended December 31, 2010

Our net loss available to First Industrial Realty Trust, Inc.'s common stockholders and participating securities was \$27.0 million and \$222.5 million for the years ended December 31, 2011 and 2010, respectively. Basic and diluted net loss available to First Industrial Realty Trust, Inc.'s common stockholders was \$0.34 per share for the year ended December 31, 2011 and \$3.53 per share for the year ended December 31, 2010.

The tables below summarize our revenues, property and construction expenses and depreciation and other amortization by various categories for the years ended December 31, 2011 and December 31, 2010. Same store properties are properties owned prior to January 1, 2010 and held as an operating property through December 31, 2011 and developments and redevelopments that were placed in service prior to January 1, 2010 or were substantially completed for the 12 months prior to January 1, 2010. Properties which are at least 75% occupied at acquisition are placed in service. All other properties are placed in service as they reach the earlier of a) stabilized occupancy (generally defined as 90% occupied), or b) one year subsequent to acquisition or development completion. Acquired properties are properties that were acquired subsequent to December 31, 2009 and held as an operating property through December 31, 2011. Sold properties are properties that were sold subsequent to December 31, 2009. (Re)Developments and land are land parcels and developments and redevelopments that were not: a) substantially complete 12 months prior to January 1, 2010 or b) stabilized prior to January 1, 2010. Other revenues are derived from the operations of our maintenance company, fees earned from our Joint Ventures and other miscellaneous revenues. Construction revenues and expenses represent revenues earned and expenses incurred in connection with certain subsidiaries of the Company acting as development manager to construct industrial properties. Other expenses are derived from the operations of our maintenance company and other miscellaneous regional expenses.

Our future financial condition and results of operations, including rental revenues, may be impacted by the future acquisition and sale of properties. Our future revenues and expenses may vary materially from historical rates.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the years ended December 31, 2011 and December 31, 2010, the occupancy rates of our same store properties were 86.0% and 82.7%, respectively.

	<u>2011</u>	<u>2010</u>	<u>\$ Change</u>	<u>% Change</u>
	(\$ in 000's)			
REVENUES				
Same Store Properties	\$323,665	\$326,473	\$ (2,808)	(0.9)%
Acquired Properties	3,435	1,133	2,302	203.2%
Sold Properties	4,726	11,310	(6,584)	(58.2)%
(Re) Developments and Land, Not Included Above	867	675	192	28.4%
Other	5,074	8,799	(3,725)	(42.3)%
	<u>\$337,767</u>	<u>\$348,390</u>	<u>\$ (10,623)</u>	<u>(3.0)%</u>
Discontinued Operations	(19,932)	(27,481)	7,549	(27.5)%
Subtotal Revenues	<u>\$317,835</u>	<u>\$320,909</u>	<u>\$ (3,074)</u>	<u>(1.0)%</u>
Construction Revenues	—	869	(869)	(100.0)%
Total Revenues	<u><u>\$317,835</u></u>	<u><u>\$321,778</u></u>	<u><u>\$ (3,943)</u></u>	<u><u>(1.2)%</u></u>

Revenues from same store properties decreased \$2.8 million due primarily to a decrease in lease cancellation fees and rental rates, offset by an increase in occupancy. Revenues from acquired properties increased \$2.3 million due to the four industrial properties acquired subsequent to December 31, 2009 totaling approximately 1.2 million square feet of GLA. Revenues from sold properties decreased \$6.6 million due to the 49 industrial properties and one leased land parcel sold subsequent to December 31, 2009 totaling approximately 4.0 million square feet of GLA. Revenues from (re)developments and land increased \$0.2 million primarily due to an increase in occupancy. Other revenues decreased \$3.7 million due primarily to a decrease in fees earned from our Joint Ventures. Construction revenues decreased \$0.9 million due to the substantial completion during 2010 of certain development projects for which we were acting in the capacity of development manager.

	<u>2011</u>	<u>2010</u>	<u>\$ Change</u>	<u>% Change</u>
	(\$ in 000's)			
PROPERTY AND CONSTRUCTION EXPENSES				
Same Store Properties	\$102,230	\$101,344	\$ 886	0.9%
Acquired Properties	640	200	440	220.0%
Sold Properties	2,369	5,040	(2,671)	(53.0)%
(Re) Developments and Land, Not Included Above	970	1,153	(183)	(15.9)%
Other	11,039	12,735	(1,696)	(13.3)%
	<u>\$117,248</u>	<u>\$120,472</u>	<u>\$ (3,224)</u>	<u>(2.7)%</u>
Discontinued Operations	(8,658)	(11,821)	3,163	(26.8)%
Property Expenses	<u>\$108,590</u>	<u>\$108,651</u>	<u>\$ (61)</u>	<u>(0.1)%</u>
Construction Expenses	—	507	(507)	(100.0)%
Total Property and Construction Expenses	<u><u>\$108,590</u></u>	<u><u>\$109,158</u></u>	<u><u>\$ (568)</u></u>	<u><u>(0.5)%</u></u>

Property expenses include real estate taxes, repairs and maintenance, property management, utilities, insurance and other property related expenses. Property expenses from same store properties remained relatively unchanged. Property expenses from acquired properties increased \$0.4 million due to properties acquired subsequent to December 31, 2009. Property expenses from sold properties decreased \$2.7 million due to properties sold subsequent to December 31, 2009. Property expenses from (re)developments and land decreased \$0.2 million due to a decrease in real estate tax expense and a decrease in bad debt expense. The \$1.7 million decrease in other expense is primarily attributable to a decrease in compensation resulting from a reduction in

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

employee headcount. Construction expenses decreased \$0.5 million due to the substantial completion during 2010 of certain development projects for which we were acting in the capacity of development manager.

General and administrative expense decreased \$6.0 million, or 22.4%, due primarily to a decrease in compensation expense resulting from the reduction in employee headcount that occurred in 2010, a decrease in rent expense resulting from a reduction in office space during 2011 and 2010, a decrease in lawsuit settlement expense and a decrease in franchise tax expense primarily due to the reversal of a state franchise tax reserve relating to the 1996-2001 tax years.

We committed to a plan to reduce organizational and overhead costs in October 2008 and have subsequently modified that plan with the goal of further reducing these costs. For the year ended December 31, 2011, we recognized \$1.6 million in restructuring charges to provide for costs associated with the termination of certain office leases (\$1.2 million) and other costs (\$0.4 million) associated with implementing our restructuring plan. For the year ended December 31, 2010, we recognized \$1.9 million in restructuring charges to provide for employee severance and benefits (\$0.5 million), costs associated with the termination of certain office leases (\$0.7 million) and other costs (\$0.7 million) associated with implementing our restructuring plan.

On October 22, 2010, we amended our Old Credit Facility. In conjunction with the amendment, management identified a pool of real estate assets (the "Non-Strategic Assets") that it intends to sell. At December 31, 2010, all of the Non-Strategic Assets, which consisted of 193 industrial properties comprising approximately 16.1 million square feet of GLA and land parcels comprising approximately 695 acres, were classified as held for sale (except one industrial property comprising 0.3 million square feet of GLA). An impairment charge of \$185.4 million was recorded during the year ended December 31, 2010 related to certain of the Non-Strategic Assets due to a reassessment of the hold period. The impairment charge was necessary in order to adjust the carrying value of the assets to fair market value less costs to sell. At December 31, 2011, there are 87 industrial properties comprising approximately 6.5 million square feet of GLA that no longer qualify to be classified as held for sale and as such, any impairment charge or reversal recorded during 2011 and 2010 is reflected in continuing operations. Additionally, any impairment charge or reversal related to a land parcel, whether held for sale or held for use, is reflected in continuing operations. The impairment reversal included in continuing operations for the year ended December 31, 2011 of \$8.8 million is primarily comprised of a reversal of impairment of \$2.9 million relating to certain industrial properties and land parcels that no longer qualify for held for sale classification and \$5.9 million relating to a sold land parcel.

In addition to the \$185.4 million of impairment recorded related to the Non-Strategic Assets, in connection with our periodic review of the carrying values of our properties and the negotiation of a new lease, we recorded an impairment charge of \$9.2 million during the first quarter of 2010 related to one property located in Grand Rapids, Michigan.

	<u>2011</u>	<u>2010</u>	<u>\$ Change</u>	<u>% Change</u>
	(\$ in 000's)			
DEPRECIATION AND OTHER AMORTIZATION				
Same Store Properties	\$117,855	\$128,137	\$(10,282)	(8.0)%
Acquired Properties	2,194	603	1,591	263.8%
Sold Properties	1,521	5,358	(3,837)	(71.6)%
(Re) Developments and Land, Not Included Above	753	498	255	51.2%
Corporate Furniture, Fixtures and Equipment	1,426	1,975	(549)	(27.8)%
	<u>\$123,749</u>	<u>\$136,571</u>	<u>\$ (12,822)</u>	<u>(9.4)%</u>
Discontinued Operations	(2,145)	(11,273)	9,128	(81.0)%
Total Depreciation and Other Amortization	<u>\$121,604</u>	<u>\$125,298</u>	<u>\$ (3,694)</u>	<u>(2.9)%</u>

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Depreciation and other amortization for same store properties decreased \$10.3 million primarily due to the cessation of depreciation and amortization of the Non-Strategic Assets that qualified for held for sale classification during 2011 as well as accelerated depreciation and amortization taken during the twelve months ended December 31, 2010, attributable to certain tenants who terminated their lease early. Depreciation and other amortization from acquired properties increased \$1.6 million due to properties acquired subsequent to December 31, 2009. Depreciation and other amortization from sold properties decreased \$3.8 million due to properties sold subsequent to December 31, 2009. Depreciation and other amortization for (re)developments and land and other increased \$0.3 million due primarily to an increase in the substantial completion of developments. Corporate furniture, fixtures and equipment decreased \$0.5 million primarily due to assets becoming fully depreciated.

Interest income decreased \$0.4 million, or 10.1%, due primarily to a decrease in the weighted average mortgage loans receivable balance outstanding for the year ended December 31, 2011 as compared to the year ended December 31, 2010.

Interest expense, inclusive of \$0.1 million and \$0.3 million of interest expense included in discontinued operations, for the years ended December 31, 2011 and 2010, respectively, decreased \$6.0 million, or 5.6%, primarily due to a decrease in the weighted average debt balance outstanding for the year ended December 31, 2011 (\$1,594.3 million) as compared to the year ended December 31, 2010 (\$1,867.8 million) and by an increase in capitalized interest for the year ended December 31, 2011 due to an increase in development activities, offset by an increase in the weighted average interest rate for the year ended December 31, 2011 (6.31%), as compared to the year ended December 31, 2010 (5.68%).

Amortization of deferred financing costs increased \$0.5 million, or 14.1%, due primarily to an increase in financing costs related to the amendment of our Old Credit Facility in October 2010.

In October 2008, we entered into an interest rate swap agreement (the "Series F Agreement") to mitigate our exposure to floating interest rates related to the coupon reset of the Company's Series F Preferred Stock. The Series F Agreement has a notional value of \$50.0 million and is effective from April 1, 2009 through October 1, 2013. The Series F Agreement fixes the 30-year U.S. Treasury rate at 5.2175%. We recorded \$1.7 million in mark to market loss, inclusive of \$0.6 million in swap payments, which is included in Mark-to-Market (Loss) Gain on Interest Rate Protection Agreements for the year ended December 31, 2011, as compared to \$1.1 million in mark to market loss, inclusive of \$0.5 million in swap payments, for the year ended December 31, 2010.

For the year ended December 31, 2011, we recognized a net loss from retirement of debt of \$5.5 million due primarily to the early payoff of certain mortgage loans, the partial repurchase of certain series of our senior unsecured notes, the write-off of unamortized fees associated with the Old Credit Facility and a loss on a transfer of a property to a lender in satisfaction of a mortgage loan. For the year ended December 31, 2010, we recognized a net loss from retirement of debt of \$4.3 million due primarily to the redemption of our 2011 Notes.

Foreign currency exchange loss of \$0.3 million for the year ended December 31, 2011 relates to the wind-down of our operations in Canada. Foreign currency exchange loss of \$0.2 million for the year ended December 31, 2010 relates to the wind-down of our operations in Europe.

For the year ended December 31, 2011, Equity in Income of Joint Ventures was \$1.0 million, as compared to Equity in Income of Joint Ventures of \$0.7 million for the year ended December 31, 2010. The increase of \$0.3 million is due primarily to selling our equity interests in five joint ventures (the 2005 Development/Repositioning Joint Venture, the 2005 Core Joint Venture, the 2006 Net Lease Co-Investment Program, the 2006 Land/Development Joint Venture and the 2007 Canada Joint Venture) during 2010. For the year ended December 31, 2010, our pro rata share of net losses from two of the sold joint ventures of \$2.3 million was offset by our pro rata share of net income from three of the sold joint ventures of \$2.1 million.

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The Gain on Sale of Joint Venture Interests of \$11.2 million for the year ended December 31, 2010 relates to the sale of our 10% equity interests in each of the 2005 Development/Repositioning Joint Venture, the 2005 Core Joint Venture, the 2006 Land/Development Joint Venture and the 2007 Canada Joint Venture to our joint venture partner on August 5, 2010. Additionally, the gain includes approximately \$2.7 million of proceeds related to the separate sales of three industrial properties by the Joint Ventures during August and October 2010 for which, in accordance with the sale agreement, we were entitled to a final distribution.

For the year ended December 31, 2011, Gain on Change in Control of Interests relates to the acquisition of the 85% equity interest in one property from the institutional investor in the 2003 Net Lease Joint Venture. The \$0.7 million gain is the difference between our carrying value and fair value of our equity interest on the acquisition date.

Income tax provision (included in continuing operations, discontinued operations and gain on sale of real estate) decreased by \$1.2 million, or 35.0% for the year ended December 31, 2011 as compared to the year ended December 31, 2010 primarily due to an increase in state taxes in 2010 due to a one time unfavorable court decision on business loss carryforwards in the State of Michigan in 2010 and gain on sale of joint venture interests in 2010, partially offset by an increase in gain on sale of real estate within our taxable REIT subsidiaries for the year ended December 31, 2011 as compared to the year ended December 31, 2010.

The following table summarizes certain information regarding the industrial properties included in discontinued operations for the years ended December 31, 2011 and December 31, 2010.

	<u>2011</u>	<u>2010</u>
	(\$ in 000's)	
Total Revenues	\$19,932	\$ 27,481
Property Expenses	(8,658)	(11,821)
Impairment of Real Estate	(6,146)	(81,648)
Depreciation and Amortization	(2,145)	(11,273)
Interest Expense	(63)	(268)
Gain on Sale of Real Estate	20,419	11,092
Provision for Income Taxes	(1,246)	—
Income (Loss) from Discontinued Operations	<u>\$22,093</u>	<u>\$(66,437)</u>

Income from discontinued operations for the year ended December 31, 2011 reflects the results of operations and gain on sale of real estate relating to 36 industrial properties that were sold during the year ended December 31, 2011 and the results of operations of 46 industrial properties that were identified as held for sale at December 31, 2011. The impairment loss for the year ended December 31, 2011 of \$6.1 million relates to an impairment charge related to certain Non-Strategic assets that were either sold during the year or classified as held for sale at December 31, 2011.

Loss from discontinued operations for the year ended December 31, 2010 reflects the results of operations and gain on sale of real estate relating to 13 industrial properties and one land parcel that generated ground rental revenue that were sold during the year ended December 31, 2010, the results of operations of 36 industrial properties that were sold during the year ended December 31, 2011 and the results of operations of the 46 industrial properties identified as held for sale at December 31, 2011. The impairment loss for the year ended December 31, 2010 of \$81.6 million relates to an impairment charge related to certain Non-Strategic assets that were either sold during the year or classified as held for sale at December 31, 2011.

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The \$1.4 million gain on sale of real estate for the year ended December 31, 2011 resulted from the sale of one land parcel that did not meet the criteria for inclusion in discontinued operations. The \$0.9 million gain on sale of real estate for the year ended December 31, 2010 resulted from the sale of several land parcels that did not meet the criteria for inclusion in discontinued operations.

Comparison of Year Ended December 31, 2010 to Year Ended December 31, 2009

Our net loss available to First Industrial Realty Trust, Inc.'s common stockholders and participating securities was \$222.5 million and \$13.8 million for the years ended December 31, 2010 and 2009, respectively. Basic and diluted net loss available to First Industrial Realty Trust, Inc.'s common stockholders were \$3.53 per share for the year ended December 31, 2010 and \$0.28 per share for the year ended December 31, 2009.

The tables below summarize our revenues, property and construction expenses and depreciation and other amortization by various categories for the years ended December 31, 2010 and December 31, 2009. Same store properties are properties owned prior to January 1, 2009 and held as an operating property through December 31, 2010 and developments and redevelopments that were placed in service prior to January 1, 2009 or were substantially completed for the 12 months prior to January 1, 2009. Properties which are at least 75% occupied at acquisition are placed in service. All other properties are placed in service as they reach the earlier of a) stabilized occupancy (generally defined as 90% occupied), or b) one year subsequent to acquisition or development completion. Acquired properties are properties that were acquired subsequent to December 31, 2008 and held as an operating property through December 31, 2010. Sold properties are properties that were sold subsequent to December 31, 2008. (Re)Developments and land are land parcels and developments and redevelopments that were not: a) substantially complete 12 months prior to January 1, 2009 or b) stabilized prior to January 1, 2009. Other revenues are derived from the operations of our maintenance company, fees earned from our Joint Ventures and other miscellaneous revenues. Construction revenues and expenses represent revenues earned and expenses incurred in connection with the taxable REIT subsidiaries acting as development manager to construct industrial properties and also include revenues and expenses related to the development and sale of properties built for third parties. Other expenses are derived from the operations of our maintenance company and other miscellaneous regional expenses.

Our future financial condition and results of operations, including rental revenues, may be impacted by the future acquisition and sale of properties. Our future revenues and expenses may vary materially from historical rates.

For the years ended December 31, 2010 and December 31, 2009, the occupancy rates of our same store properties were 83.1% and 83.5%, respectively.

	<u>2010</u>	<u>2009</u>	<u>\$ Change</u>	<u>% Change</u>
			(\$ in 000's)	
REVENUES				
Same Store Properties	\$325,280	\$331,917	\$ (6,637)	(2.0)%
Acquired Properties	1,133	—	1,133	—
Sold Properties	1,314	9,944	(8,630)	(86.8)%
(Re) Developments and Land, Not Included Above	11,870	7,044	4,826	68.5%
Other	8,793	17,560	(8,767)	(49.9)%
	<u>\$348,390</u>	<u>\$366,465</u>	<u>\$ (18,075)</u>	<u>(4.9)%</u>
Discontinued Operations	(27,481)	(36,850)	9,369	(25.4)%
Subtotal Revenues	<u>\$320,909</u>	<u>\$329,615</u>	<u>\$ (8,706)</u>	<u>(2.6)%</u>
Construction Revenues	869	54,957	(54,088)	(98.4)%
Total Revenues	<u><u>\$321,778</u></u>	<u><u>\$384,572</u></u>	<u><u>\$ (62,794)</u></u>	<u><u>(16.3)%</u></u>

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Revenues from same store properties decreased \$6.6 million due primarily to a decrease in rental rates and a decrease in occupancy. Revenues from acquired properties increased \$1.1 million due to the three industrial properties acquired subsequent to December 31, 2008 totaling approximately 0.5 million square feet of GLA. Revenues from sold properties decreased \$8.6 million due to the 28 industrial properties and one leased land parcel sold subsequent to December 31, 2008 totaling approximately 3.0 million square feet of GLA. Revenues from (re)developments and land increased \$4.8 million primarily due to an increase in occupancy. Other revenues decreased \$8.8 million due primarily to a decrease in fees earned from our Joint Ventures. Construction revenues decreased \$54.1 million primarily due to the substantial completion during 2010 and 2009 of certain development projects for which we were acting in the capacity of development manager.

	<u>2010</u>	<u>2009</u>	<u>\$ Change</u>	<u>% Change</u>
			(\$ in 000's)	
PROPERTY AND CONSTRUCTION EXPENSES				
Same Store Properties	\$103,148	\$105,341	\$ (2,193)	(2.1)%
Acquired Properties	200	—	200	—
Sold Properties	713	2,940	(2,227)	(75.7)%
(Re) Developments and Land, Not Included Above	3,676	3,736	(60)	(1.6)%
Other	12,735	14,229	(1,494)	(10.5)%
	<u>\$120,472</u>	<u>\$126,246</u>	<u>\$ (5,774)</u>	<u>(4.6)%</u>
Discontinued Operations	(11,821)	(14,966)	3,145	(21.0)%
Property Expenses	<u>\$108,651</u>	<u>\$111,280</u>	<u>\$ (2,629)</u>	<u>(2.4)%</u>
Construction Expenses	<u>507</u>	<u>52,720</u>	<u>(52,213)</u>	<u>(99.0)%</u>
Total Property and Construction Expenses	<u><u>\$109,158</u></u>	<u><u>\$164,000</u></u>	<u><u>\$(54,842)</u></u>	<u><u>(33.4)%</u></u>

Property expenses include real estate taxes, repairs and maintenance, property management, utilities, insurance and other property related expenses. Property expenses from same store properties decreased \$2.2 million due primarily to a decrease in bad debt expense. Property expenses from acquired properties increased \$0.2 million due to properties acquired subsequent to December 31, 2008. Property expenses from sold properties decreased \$2.2 million due to properties sold subsequent to December 31, 2008. Property expenses from (re)developments and land remained relatively unchanged. The \$1.5 million decrease in other expense is primarily attributable to a decrease in compensation. Construction expenses decreased \$52.2 million primarily due to the substantial completion during 2010 and 2009 of certain development projects for which we were acting in the capacity of development manager.

General and administrative expense decreased \$11.2 million, or 29.7%, due primarily to a decrease in compensation resulting from the reduction in employee headcount occurring in 2009 and 2010, a decrease in rent expense resulting from office closings in 2009 and 2010 and a decrease in legal and professional services, partially offset by an increase in lawsuit settlements.

We committed to a plan to reduce organizational and overhead costs in October 2008 and have subsequently modified that plan with the goal of further reducing these costs. For the year ended December 31, 2010, we recognized \$1.9 million in restructuring charges to provide for employee severance and benefits (\$0.5 million), costs associated with the termination of certain office leases (\$0.7 million) and other costs (\$0.7 million) associated with implementing our restructuring plan. For the year ended December 31, 2009, we recorded as restructuring costs a pre-tax charge of \$7.8 million to provide for employee severance and benefits (\$5.2 million), costs associated with the termination of certain office leases (\$1.9 million) and other costs (\$0.7 million) associated with implementing the restructuring plan.

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On October 22, 2010, we amended our Old Credit Facility. In conjunction with the amendment, management identified a pool of real estate assets (the "Non-Strategic Assets") that it intends to sell. At December 31, 2010, all of the Non-Strategic Assets, which consisted of 193 industrial properties comprising approximately 16.1 million square feet of GLA and land parcels comprising approximately 695 acres, were classified as held for sale (except one industrial property comprising 0.3 million square feet of GLA). An impairment charge of \$185.4 million was recorded during the year ended December 31, 2010 related to certain of the Non-Strategic Assets due to a reassessment of the hold period. The impairment charge was necessary in order to adjust the carrying value of the assets to fair market value less costs to sell. At December 31, 2011, there are 87 industrial properties comprising approximately 6.5 million square feet of GLA that no longer qualify to be classified as held for sale and as such, any impairment charge or reversal recorded during 2011 and 2010 is reflected in continuing operations. Additionally, any impairment charge or reversal related to a land parcel, whether held for sale or held for use, is reflected in continuing operations. The impairment charge of \$112.9 million included in continuing operations for the year ended December 31, 2010 is primarily comprised of \$104.6 million relating to certain industrial properties and land parcels that no longer qualify for held for sale classification and \$8.3 million relating to sold land parcels.

As a result of adverse conditions in the credit and real estate markets, we recorded an impairment charge of \$6.9 million during the year ended December 31, 2009 related to one property in the Inland Empire market (\$1.3 million of this impairment charge is included in discontinued operations for the year ended December 31, 2009 because one building of the two-building property was sold during the year ended December 31, 2011).

	<u>2010</u>	<u>2009</u>	<u>\$ Change</u>	<u>% Change</u>
			(\$ in 000's)	
DEPRECIATION AND OTHER AMORTIZATION				
Same Store Properties	\$128,089	\$138,313	\$(10,224)	(7.4)%
Acquired Properties	603	—	603	—
Sold Properties	664	4,798	(4,134)	(86.2)%
(Re) Developments and Land, Not Included Above	5,240	4,560	680	14.9%
Corporate Furniture, Fixtures and Equipment	1,975	2,192	(217)	(9.9)%
	<u>\$136,571</u>	<u>\$149,863</u>	<u>\$(13,292)</u>	<u>(8.9)%</u>
Discontinued Operations	(11,273)	(17,992)	6,719	(37.3)%
Total Depreciation and Other Amortization	<u>\$125,298</u>	<u>\$131,871</u>	<u>\$ (6,573)</u>	<u>(5.0)%</u>

Depreciation and other amortization for same store properties decreased \$10.2 million due primarily to accelerated depreciation and amortization taken during the year ended December 31, 2009 attributable to the cessation of depreciation and amortization of the Non-Strategic Assets that qualified for held for sale classification during the fourth quarter of 2010 as well as to certain tenants who terminated their leases early. Depreciation and other amortization from acquired properties increased \$0.6 million due to properties acquired subsequent to December 31, 2008. Depreciation and other amortization from sold properties decreased \$4.1 million due to properties sold subsequent to December 31, 2008. Depreciation and other amortization for (re)developments and land and other increased \$0.7 million due primarily to an increase in the substantial completion of developments. Corporate furniture, fixtures and equipment decreased \$0.2 million primarily due to accelerated depreciation on furniture, fixtures and equipment taken in 2009 related to the termination of certain office leases.

Interest income increased \$1.3 million, or 41.5%, due primarily to an increase in the weighted average mortgage loans receivable balance outstanding for the year ended December 31, 2010 as compared to the year ended December 31, 2009.

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Interest expense, inclusive of \$0.3 million and \$0.7 million of interest expense included in discontinued operations for the years ended December 31, 2010 and 2009, respectively, decreased \$9.3 million, or 8.0%, primarily due to a decrease in the weighted average debt balance outstanding for the year ended December 31, 2010 (\$1,867.8 million), as compared to the year ended December 31, 2009 (\$2,050.5 million), offset by an increase in the weighted average interest rate for the year ended December 31, 2010 (5.68%), as compared to the year ended December 31, 2009 (5.64%) and by a decrease in capitalized interest for the year ended December 31, 2010 due to a decrease in development activities.

Amortization of deferred financing costs increased \$0.4 million, or 14.6%, due primarily to an increase in costs related to the amendment of our Old Credit Facility in October 2010 and the origination of mortgage financings during 2010 and 2009, partially offset by expensing of capitalized loan fees as a result of the repurchase and retirement of certain of our senior unsecured notes. The net unamortized deferred financing fees related to the prior line of credit are amortized over the remaining amortization period, except for \$0.2 million of unamortized deferred financing costs that were expensed as a result of the decrease in the capacity of the Old Credit Facility, which is included in (Loss) Gain From Retirement of Debt for the year ended December 31, 2010.

We recorded \$1.1 million in mark to market loss, inclusive of \$0.5 million in swap payments, related to the Series F Agreement which is included in Mark-to-Market (Loss) Gain on Interest Rate Protection Agreements for the year ended December 31, 2010, as compared to \$2.7 million in mark to market gain, inclusive of \$0.5 million of swap payments, for the year ended December 31, 2009. Additionally included in Mark-to-Market Gain on Interest Rate Protection Agreements for the year ended December 31, 2009 is \$1.0 million related to two forward starting swaps. In January 2008, we entered into two forward starting swaps each with a notional value of \$59.8 million, which fixed the interest rate on forecasted debt offerings. We designated both swaps as cash flow hedges. The rates on the forecasted debt issuances underlying the swaps locked on March 20, 2009 (the "Forward Starting Agreement 1") and on April 6, 2009 (the "Forward Starting Agreement 2"), and as such, the swaps ceased to qualify for hedge accounting. The change in value of Forward Starting Agreement 1 and Forward Starting Agreement 2 from the respective day the interest rate on the underlying debt locked until settlement was \$1.0 million and is included in Mark-to-Market (Loss) Gain on Interest Rate Protection Agreements for the year ended December 31, 2009.

For the year ended December 31, 2010, we recognized a net loss from retirement of debt of \$4.3 million due primarily to the redemption of our 2011 Notes. For the year ended December 31, 2009, we recognized a \$34.6 million gain from retirement of debt due to the partial repurchase of certain series of our senior unsecured notes.

Foreign currency exchange loss of \$0.2 million for the year ended December 31, 2010 relates to our wind-down of our operations in Europe.

For the year ended December 31, 2010, Equity in Income of Joint Ventures was \$0.7 million, as compared to Equity in Loss of Joint Ventures of \$6.5 million for the year ended December 31, 2009. The variance of \$7.2 million is due primarily to impairment losses of \$5.6 million we recorded during the year ended December 31, 2009 related to the 2006 Net Lease Co-Investment Program as a result of adverse conditions in the credit and real estate markets and also due to the gain on sale of our 15% interest in the 2006 Net Lease Co-Investment Program which occurred during the year ended December 31, 2010, partially offset by a decrease in our pro rata share of gain on sale of real estate and earn outs on property sales from the 2005 Development/Repositioning Joint Venture and a decrease in our pro rata share of income from the 2005 Core Joint Venture during the year ended December 31, 2010, as compared to the year ended December 31, 2009.

The Gain on Sale of Joint Venture Interests of \$11.2 million for the year ended December 31, 2010 relates to the sale of our 10% equity interests in each of the 2005 Development/Repositioning Joint Venture, the 2005

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Core Joint Venture, the 2006 Land/Development Joint Venture and the 2007 Canada Joint Venture to our joint venture partner on August 5, 2010. Additionally, the gain includes approximately \$2.7 million of proceeds related to the separate sales of three industrial properties by the Joint Ventures during August and October 2010 for which, in accordance with the sale agreement, we were entitled to a final distribution.

For the year ended December 31, 2010, we recorded an income tax provision of \$3.3 million, as compared to an income tax benefit of \$23.2 million for the year ended December 31, 2009. The variance of \$26.5 million is due primarily to a loss carryback generated from the tax liquidation of one of our taxable REIT subsidiaries for the year ended December 31, 2009, an increase in state taxes related to an unfavorable court decision on business loss carryforwards in the State of Michigan for the year ended December 31, 2010 and gain on sale of joint venture interests in 2010.

The following table summarizes certain information regarding the industrial properties included in discontinued operations for the years ended December 31, 2010 and December 31, 2009.

	<u>2010</u>	<u>2009</u>
	(\$ in 000's)	
Total Revenues	\$ 27,481	\$ 36,850
Property Expenses	(11,821)	(14,966)
Impairment of Real Estate	(81,648)	(1,317)
Depreciation and Amortization	(11,273)	(17,992)
Interest Expense	(268)	(653)
Gain on Sale of Real Estate	11,092	24,206
Provision for Income Taxes	—	(1,846)
(Loss) Income from Discontinued Operations	<u>\$(66,437)</u>	<u>\$ 24,282</u>

Loss from discontinued operations for the year ended December 31, 2010 reflects the results of operations and gain on sale of real estate relating to 13 industrial properties and one land parcel that generated ground rental revenue that were sold during the year ended December 31, 2010, the results of operations of 36 industrial properties that were sold during the year ended December 31, 2011 and the results of operations of 46 industrial properties that were identified as held for sale at December 31, 2011. The impairment loss for the year ended December 31, 2010 of \$81.6 million relates to an impairment charge related to certain Non-Strategic assets that were either sold during the year or classified as held for sale at December 31, 2011.

Income from discontinued operations for the year ended December 31, 2009 reflects the results of operations and gain on sale of real estate relating to 15 industrial properties that were sold during the year ended December 31, 2009, the results of operations of 13 industrial properties and one land parcel that generated ground rental revenue that were sold during the year ended December 31, 2010, the results of operations of 36 industrial properties that were sold during the year ended December 31, 2011 and the results of operations of the 46 industrial properties identified as held for sale at December 31, 2011. The impairment loss for the year ended December 31, 2009 of \$1.3 million relates to an impairment charge recorded related to one sold property in the Inland Empire market. The impairment charge was a result of adverse conditions in the credit and real estate markets.

The \$0.9 million and \$0.4 million gain on sale of real estate for the years ended December 31, 2010 and 2009, respectively, resulted from the sale of several land parcels that do not meet the criteria for inclusion in discontinued operations.

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LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2011 our cash and cash equivalents was approximately \$10.2 million. We also had \$300.5 million available for additional borrowings under our Unsecured Credit Facility, subject to certain restrictions.

We have considered our short-term (through December 31, 2012) liquidity needs and the adequacy of our estimated cash flow from operations and other expected liquidity sources to meet these needs. Our 2012 Notes, in the aggregate principal amount of \$61.8 million, are due on April 15, 2012. We expect to satisfy the payment obligations on the 2012 Notes with borrowings on our Unsecured Credit Facility. With the exception of the 2012 Notes, we believe that our principal short-term liquidity needs are to fund normal recurring expenses, property acquisitions, developments, renovations, expansions and other nonrecurring capital improvements, debt service requirements and the minimum distributions required to maintain our REIT qualification under the Code. We anticipate that these needs will be met with cash flows provided by operating and investing activities, including the disposition of select assets.

We expect to meet long-term (after December 31, 2012) liquidity requirements such as property acquisitions, developments, scheduled debt maturities, major renovations, expansions and other nonrecurring capital improvements through the disposition of select assets, long-term unsecured and secured indebtedness and the issuance of additional equity securities, subject to market conditions.

We also have financed the development or acquisition of additional properties through borrowings under our Unsecured Credit Facility and may finance the development or acquisition of additional properties through such borrowings, to the extent capacity is available, in the future. At December 31, 2011, borrowings under our Unsecured Credit Facility bore interest at a weighted average interest rate of 2.385%. As of February 28, 2012, we had approximately \$262.4 million available for additional borrowings under our Unsecured Credit Facility, subject to certain restrictions. Our Unsecured Credit Facility contains certain financial covenants including limitations on incurrence of debt and debt service coverage. Our access to borrowings may be limited if we fail to meet any of these covenants. We believe that we were in compliance with our financial covenants as of December 31, 2011, and we anticipate that we will be able to operate in compliance with our financial covenants in 2012.

Our senior unsecured notes have been assigned credit ratings from Standard & Poor's, Moody's and Fitch Ratings of BB-/Ba3/BB, respectively. In the event of a downgrade, we believe we would continue to have access to sufficient capital; however, our cost of borrowing would increase and our ability to access certain financial markets may be limited.

Year Ended December 31, 2011

Net cash provided by operating activities of approximately \$87.5 million for the year ended December 31, 2011 was comprised primarily of the non-cash adjustments of approximately \$111.7 million, operating distributions received in excess of equity in income of joint ventures of \$0.1 million and a decrease in restricted cash of approximately \$0.1 million, offset by net loss of approximately \$9.2 million, payments of discounts associated with senior unsecured notes of \$5.3 million, prepayment premiums associated with the retirement of debt of approximately \$1.3 million and net change in operating assets and liabilities of approximately \$8.6 million. The adjustments for the non-cash items of approximately \$111.7 million are primarily comprised of depreciation and amortization of approximately \$136.3 million, the provision for bad debt of approximately \$1.1 million, the loss from retirement of debt of approximately \$5.5 million and the mark to market loss related to the Series F Agreement of approximately \$1.7 million, offset by the reversal of impairment of real estate of \$2.7

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million, the gain on sale of real estate of approximately \$21.8 million, the gain on the change in control of interests in connection with the redemption of the 85% equity interest in one property from the 2003 Net Lease Joint Venture of approximately \$0.7 million and the effect of the straight-lining of rental income of approximately \$7.7 million.

Net cash used in investing activities of approximately \$3.8 million for the year ended December 31, 2011 was comprised primarily of the acquisition of the 85% equity interest in one property from the institutional investor in the 2003 Net Lease Joint Venture development of real estate, capital expenditures related to the improvement of existing real estate and payments related to leasing activities, offset by the net proceeds from the sale of real estate and the repayments on our mortgage loan receivables.

We invested approximately \$0.2 million in, and received total distributions of approximately \$1.7 million, from our Joint Ventures. As of December 31, 2011, our Joint Ventures owned seven industrial properties comprising approximately 3.4 million square feet of GLA.

During the year ended December 31, 2011, we sold 36 industrial properties comprising approximately 2.9 million square feet of GLA and one land parcel. Proceeds from the sales of the 36 industrial properties and one land parcel, net of closing costs, were approximately \$76.0 million. We are in various stages of discussions with third parties for the sale of additional properties and plan to continue to selectively market other properties for sale throughout 2012. We expect to use at least a portion of sale proceeds to pay down additional debt. If we are unable to sell properties on an advantageous basis, this may impair our liquidity and our ability to meet our financial covenants.

During the year ended December 31, 2011, we acquired one industrial property comprising approximately 0.7 million square feet of GLA in connection with the redemption of the 85% equity interest in one property from the institutional investor in the 2003 Net Lease Joint Venture. The acquisition was funded with a cash payment of \$5.3 million and the assumption of a mortgage loan in the amount of \$24.4 million.

Net cash used in financing activities of approximately \$99.5 million for the year ended December 31, 2011 was comprised primarily of repayments on our senior unsecured notes and mortgage loans payable, payments of debt and equity issuance costs, net repayments on our Unsecured Credit Facility, preferred stock dividends, the repurchase and retirement of restricted stock and payments on the interest rate swap agreement offset by the net proceeds from the issuance of common stock and proceeds from the new mortgage financings.

During the year ended December 31, 2011, we received proceeds from the origination of \$255.9 million in mortgage loans. The mortgage loans bear interest at a fixed rate between 4.45% and 4.85% and mature between June 2018 and October 2021. We may engage various lenders, from time to time, regarding the origination of additional mortgage financings and the terms and conditions thereof. To the extent additional mortgage financing is originated, we expect to use proceeds received to pay down our other debt and/or make select property acquisitions. No assurances can be made that additional mortgage financing will be obtained.

During the year ended December 31, 2011, we redeemed or repurchased \$241.7 million of our unsecured notes at an aggregate purchase price of \$239.6 million. We may from time to time repay additional amounts of our outstanding debt. Any repayments would depend upon prevailing market conditions, our liquidity requirements, contractual restrictions and other factors we consider important. Future repayments may materially impact our liquidity, taxable income and results of operations.

During the year ended December 31, 2011, we issued 17,415,856 shares of the Company's common stock under the ATM and underwritten public offerings, resulting in net proceeds of approximately \$202.8 million. We

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may access the equity markets again, subject to contractual restrictions and market conditions. To the extent additional equity offerings occur, we expect to use at least a portion of the proceeds received to reduce our indebtedness or make property acquisitions.

Contractual Obligations and Commitments

The following table lists our contractual obligations and commitments as of December 31, 2011 (in thousands):

	Total	Payments Due by Period			
		Less Than 1 Year	1-3 Years	3-5 Years	Over 5 Years
Operating and Ground Leases(1)	\$ 35,756	\$ 1,892	\$ 3,172	\$ 2,640	\$ 28,052
Long-term Debt	1,483,803	74,518	318,227	355,555	735,503
Interest Expense on Long-Term Debt(1)(2)	569,752	81,249	152,524	114,198	221,781
Total	<u>\$2,089,311</u>	<u>\$157,659</u>	<u>\$473,923</u>	<u>\$472,393</u>	<u>\$985,336</u>

(1) Not on balance sheet.

(2) Does not include interest expense on our Unsecured Credit Facility.

Off-Balance Sheet Arrangements

Letters of credit are issued in most cases as pledges to governmental entities for development purposes. At December 31, 2011, we have \$0.8 million in outstanding letters of credit. Additionally, we have \$6.0 million in performance bonds outstanding at December 31, 2011. The letters of credit and performance bonds are not reflected as liabilities on our balance sheet. We have no other off-balance sheet arrangements, as defined in Item 303 of Regulation S-K, other than those disclosed on the Contractual Obligations and Commitments table above, that have or are reasonably likely to have a current or future effect on our financial condition, results of operation or liquidity and capital resources.

Environmental

We paid approximately \$1.1 million and \$0.6 million in 2011 and 2010, respectively, related to environmental expenditures. We estimate 2012 expenditures of approximately \$1.2 million. We estimate that the aggregate expenditures which need to be expended in 2012 and beyond with regard to currently identified environmental issues will not exceed approximately \$2.6 million.

Inflation

For the last several years, inflation has not had a significant impact on the Company because of the relatively low inflation rates in our markets of operation. Most of our leases require the tenants to pay their share of operating expenses, including common area maintenance, real estate taxes and insurance, thereby reducing our exposure to increases in costs and operating expenses resulting from inflation. In addition, many of the outstanding leases expire within six years which may enable us to replace existing leases with new leases at higher base rentals if rents of existing leases are below the then-existing market rate.

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Market Risk

The following discussion about our risk-management activities includes “forward-looking statements” that involve risk and uncertainties. Actual results could differ materially from those projected in the forward-looking statements. Our business subjects us to market risk from interest rates, and to a much lesser extent, foreign currency fluctuations.

Interest Rate Risk

This analysis presents the hypothetical gain or loss in earnings, cash flows or fair value of the financial instruments and derivative instruments which are held by us at December 31, 2011 that are sensitive to changes in the interest rates. While this analysis may have some use as a benchmark, it should not be viewed as a forecast.

In the normal course of business, we also face risks that are either non-financial or non-quantifiable. Such risks principally include credit risk and legal risk and are not represented in the following analysis.

At December 31, 2011, approximately \$1,330.5 million (approximately 89.9% of total debt at December 31, 2011) of our debt was fixed rate debt and approximately \$149.0 million (approximately 10.1% of total debt at December 31, 2011) was variable rate debt. Currently, we do not enter into financial instruments for trading or other speculative purposes.

For fixed rate debt, changes in interest rates generally affect the fair value of the debt, but not our earnings or cash flows. Conversely, for variable rate debt, changes in the base interest rate used to calculate the all-in interest rate generally do not impact the fair value of the debt, but would affect our future earnings and cash flows. The interest rate risk and changes in fair market value of fixed rate debt generally do not have a significant impact on us until we are required to refinance such debt. See Note 6 to the Consolidated Financial Statements for a discussion of the maturity dates of our various fixed rate debt.

Based upon the amount of variable rate debt outstanding at December 31, 2011, a 10% increase or decrease in the interest rate on our variable rate debt would decrease or increase, respectively, future net income and cash flows by approximately \$0.4 million per year. The foregoing calculation assumes an instantaneous increase or decrease in the rates applicable to the amount of borrowings outstanding under our Unsecured Credit Facility at December 31, 2011. Changes in LIBOR could result in a greater than 10% increase in such rates. In addition, the calculation does not account for our option to elect the lower of two different interest rates under our borrowings or other possible actions, such as prepayment, that we might take in response to any rate increase. A 10% increase in interest rates would decrease the fair value of the fixed rate debt at December 31, 2011 by approximately \$36.7 million to \$1,337.3 million. A 10% decrease in interest rates would increase the fair value of the fixed rate debt at December 31, 2011 by approximately \$38.9 million to \$1,412.9 million.

The use of derivative financial instruments allows us to manage risks of increases in interest rates with respect to the effect these fluctuations would have on our earnings and cash flows. As of December 31, 2011, we had one outstanding derivative with a notional amount of \$50.0 million which mitigates our exposure to floating interest rates related to the reset rate of our Series F Preferred Stock.

Foreign Currency Exchange Rate Risk

Owning, operating and developing industrial property outside of the United States exposes us to the possibility of volatile movements in foreign exchange rates. Changes in foreign currencies can affect the operating results of international operations reported in U.S. dollars and the value of the foreign assets reported in U.S. dollars. The economic impact of foreign exchange rate movements is complex because such changes are

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often linked to variability in real growth, inflation, interest rates, governmental actions and other factors. At December 31, 2011, we owned one land parcel for which the U.S. dollar was not the functional currency. The land parcel is located in Ontario, Canada and uses the Canadian dollar as its functional currency.

Supplemental Earnings Measure

Investors in and industry analysts following the real estate industry utilize funds from operations ("FFO") as a supplemental operating performance measure of an equity REIT. Historical cost accounting for real estate assets in accordance with accounting principles generally accepted in the United States of America ("GAAP") implicitly assumes that the value of real estate assets diminishes predictably over time through depreciation. Since real estate values instead have historically risen or fallen with market conditions, many industry analysts and investors prefer to supplement operating results that use historical cost accounting. The National Association of Real Estate Investment Trusts ("NAREIT") created FFO as a supplemental measure of REIT operating performance that excludes historical cost depreciation, among other items, from net income determined in accordance with GAAP. FFO is a non-GAAP financial measure. FFO available to common stockholders and participating securities should not be considered as a substitute for its most comparable GAAP measure, net income (loss) available to common stockholders and participating securities, or any other measures derived in accordance with GAAP. FFO does not represent cash generated from operating activities in accordance with GAAP and should not be considered as an alternative to cash flow from operating activities as a measure of our liquidity, nor is it indicative of funds available for our cash needs, including our ability to make cash distributions. FFO is calculated by us in accordance with the definition adopted by the Board of Governors of NAREIT and therefore may not be comparable to other similarly titled measures of other companies.

Management believes that the use of FFO available to common stockholders and participating securities, combined with net income (which remains the primary measure of performance), improves the understanding of operating results of REITs among the investing public and makes comparisons of REIT operating results more meaningful. Management believes that, by excluding gains or losses related to sales of previously depreciated real estate assets, real estate asset depreciation and amortization and impairment write-downs taken on previously depreciated real estate, investors and analysts are able to identify the operating results of the long-term assets that form the core of a REIT's activity and assist in comparing these operating results between periods or to those of different companies.

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The following table shows a reconciliation of net income (loss) available to common stockholders and participating securities to the calculation of FFO available to common stockholders and participating securities for the years ended December 31, 2011, 2010 and 2009.

	Year Ended December 31,		
	2011	2010	2009
	(In thousands except per share data)		
Net Loss Available to First Industrial Realty Trust, Inc.'s Common			
Stockholders and Participating Securities	\$ (27,010)	\$(222,498)	\$ (13,783)
Adjustments:			
Depreciation and Other Amortization of Real Estate	120,178	123,323	129,679
Depreciation and Other Amortization of Real Estate Included in			
Discontinued Operations	2,145	11,273	17,992
Company Share of Joint Venture Depreciation and Other Amortization	551	947	4,994
Impairment of Depreciated Real Estate	(1,687)	90,204	5,617
Impairment of Depreciated Real Estate Included in Discontinued			
Operations	6,146	81,648	1,317
Gain on Sale of Depreciated Real Estate	(20,419)	(11,073)	(24,231)
Company Share of Joint Venture Gain on Sale of Depreciated Real			
Estate	(616)	(231)	(74)
Gain on Change in Control of Interests	(689)		
Noncontrolling Interest Share of Adjustments	(6,448)	(23,067)	(13,759)
Funds from Operations Available to First Industrial Realty Trust, Inc.'s			
Common Stockholders and Participating Securities	<u>\$ 72,151</u>	<u>\$ 50,526</u>	<u>\$107,752</u>

Subsequent Events

From January 1, 2012 to February 28, 2012, we acquired one industrial property comprising approximately 0.4 million square feet of GLA in connection with the purchase of the 85% equity interest in one property from the institutional investor in the 2003 Net Lease Joint Venture. The acquisition was funded through the assumption of a mortgage loan in the amount of \$12.0 million, which was subsequently paid off at closing and a cash payment of \$8.3 million. We will account for this transaction as a step acquisition utilizing the purchase method of accounting. There were no industrial properties sold during this time.

From January 1, 2012 to February 28, 2012, we repurchased and retired \$0.4 million of our senior unsecured notes maturing in 2028 for a payment of \$0.4 million.

RISK FACTORS

Our operations involve various risks that could adversely affect our financial condition, results of operations, cash flow, ability to pay distributions on our common stock and the market price of our common stock. These risks, among others contained in our other filings with the SEC, include:

Disruptions in the financial markets could affect our ability to obtain financing and negatively impact our liquidity, financial condition and operating results.

From time to time the capital and credit markets in the United States and other countries experience significant price volatility, dislocations and liquidity disruptions, which can cause the market prices of many securities and the spreads on prospective debt financings to fluctuate substantially. These circumstances can materially impact liquidity in the financial markets, making terms for certain financings less attractive, and in some cases result in the unavailability of financing. A significant amount of our existing indebtedness was sold through capital markets transactions. We anticipate that the capital markets could be a source of refinancing of our existing indebtedness in the future. This source of refinancing may not be available if capital market volatility and disruption occurs. Furthermore, we could potentially lose access to available liquidity under our Unsecured Credit Facility if one or more participating lenders were to default on their commitments. If our ability to issue additional debt or equity securities, to finance future acquisitions, developments and redevelopments and Joint Venture activities or to borrow money under our Unsecured Credit Facility were to be impaired by capital market volatility and disruption, it could have a material adverse effect on our liquidity and financial condition.

In addition, capital and credit market price volatility could make the valuation of our properties more difficult. There may be significant uncertainty in the valuation, or in the stability of the value, of our properties that could result in a substantial decrease in the value of our properties. As a result, we may not be able to recover the carrying amount of our properties, which may require us to recognize an impairment loss in earnings.

Real estate investments' value fluctuates depending on conditions in the general economy and the real estate business. These conditions may limit the Company's revenues and available cash.

The factors that affect the value of our real estate and the revenues we derive from our properties include, among other things:

- general economic conditions;
- local, regional, national and international economic conditions and other events and occurrences that affect the markets in which we own properties;
- local conditions such as oversupply or a reduction in demand in an area;
- the attractiveness of the properties to tenants;
- tenant defaults;
- zoning or other regulatory restrictions;
- competition from other available real estate;
- our ability to provide adequate maintenance and insurance; and
- increased operating costs, including insurance premiums and real estate taxes.

These factors may be amplified in light of the disruption of the global credit markets. Our investments in real estate assets are concentrated in the industrial sector, and the demand for industrial space in the United States is related to the level of economic output. Accordingly, reduced economic output may lead to lower occupancy rates for our properties. In addition, if any of our tenants experiences a downturn in its business that weakens its

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financial condition, delays lease commencement, fails to make rental payments when due, becomes insolvent or declares bankruptcy, the result could be a termination of the tenant's lease, which could adversely affect our cash flow from operations.

Many real estate costs are fixed, even if income from properties decreases.

Our financial results depend on leasing space to tenants on terms favorable to us. Our income and funds available for distribution to our stockholders will decrease if a significant number of our tenants cannot pay their rent or we are unable to lease properties on favorable terms. In addition, if a tenant does not pay its rent, we may not be able to enforce our rights as landlord without delays and we may incur substantial legal costs. Costs associated with real estate investment, such as real estate taxes and maintenance costs, generally are not reduced when circumstances cause a reduction in income from the investment.

The Company may be unable to sell properties when appropriate because real estate investments are not as liquid as certain other types of assets.

Real estate investments generally cannot be sold quickly, which will tend to limit our ability to adjust our property portfolio promptly in response to changes in economic or other conditions. The inability to respond promptly to changes in the performance of our property portfolio could adversely affect our financial condition and ability to service debt and make distributions to our stockholders. In addition, like other companies qualifying as REITs under the Code, we must comply with the safe harbor rules relating to the number of properties disposed of in a year, their tax basis and the cost of improvements made to the properties, or meet other tests which enable a REIT to avoid punitive taxation on the sale of assets. Thus, our ability at any time to sell assets may be restricted.

The Company may be unable to sell properties on advantageous terms.

We have sold to third parties a significant number of properties in recent years and, as part of our business, we intend to continue to sell properties to third parties. Our ability to sell properties on advantageous terms depends on factors beyond our control, including competition from other sellers and the availability of attractive financing for potential buyers of our properties. If we are unable to sell properties on favorable terms or redeploy the proceeds of property sales in accordance with our business strategy, then our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock could be adversely affected.

The Company may be unable to complete development and re-development projects on advantageous terms.

As part of our business, we develop new and re-develop existing properties when and as conditions warrant. In addition, we have sold to third parties or sold to joint ventures development and re-development properties, and we may continue to sell such properties to third parties or to sell or contribute such properties to joint ventures as opportunities arise. The real estate development and re-development business involves significant risks that could adversely affect our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock, which include:

- we may not be able to obtain financing for development projects on favorable terms and complete construction on schedule or within budget, resulting in increased debt service expense and construction costs and delays in leasing the properties and generating cash flow;
- we may not be able to obtain, or may experience delays in obtaining, all necessary zoning, land-use, building, occupancy and other governmental permits and authorizations;
- the properties may perform below anticipated levels, producing cash flow below budgeted amounts and limiting our ability to sell such properties to third parties or to sell such properties to joint ventures.

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The Company may be unable to acquire properties on advantageous terms or acquisitions may not perform as the Company expects.

We acquire and intend to continue to acquire primarily industrial properties. The acquisition of properties entails various risks, including the risks that our investments may not perform as expected and that our cost estimates for bringing an acquired property up to market standards may prove inaccurate. Further, we face significant competition for attractive investment opportunities from other well-capitalized real estate investors, including both publicly-traded REITs and private investors. This competition increases as investments in real estate become attractive relative to other forms of investment. As a result of competition, we may be unable to acquire additional properties as we desire or the purchase price may be elevated. In addition, we expect to finance future acquisitions through a combination of borrowings under the Unsecured Credit Facility, proceeds from equity or debt offerings and debt originations by the Company and proceeds from property sales, which may not be available and which could adversely affect our cash flow. Any of the above risks could adversely affect our financial condition, results of operations, cash flow and ability to pay dividends on, and the market value of, our common stock.

The Company may be unable to renew leases or find other lessees.

We are subject to the risks that, upon expiration, leases may not be renewed, the space subject to such leases may not be relet or the terms of renewal or reletting, including the cost of required renovations, may be less favorable than expiring lease terms. If we were unable to promptly renew a significant number of expiring leases or to promptly relet the space covered by such leases, or if the rental rates upon renewal or reletting were significantly lower than the current rates, our financial condition, results of operation, cash flow and ability to pay dividends on, and the market price of, our common stock could be adversely affected. As of December 31, 2011, leases with respect to approximately 8.2 million, 11.3 million and 8.5 million square feet of GLA, representing 15%, 20% and 15% of our total GLA, expire in 2012, 2013 and 2014, respectively.

The Company might fail to qualify or remain qualified as a REIT.

We intend to operate so as to qualify as a REIT under the Code. Although we believe that we are organized and will operate in a manner so as to qualify as a REIT, qualification as a REIT involves the satisfaction of numerous requirements, some of which must be met on a recurring basis. These requirements are established under highly technical and complex Code provisions of which there are only limited judicial or administrative interpretations and involve the determination of various factual matters and circumstances not entirely within our control.

If we were to fail to qualify as a REIT in any taxable year, we would be subject to federal income tax, including any applicable alternative minimum tax, on our taxable income at corporate rates. This could result in a discontinuation or substantial reduction in dividends to stockholders and in cash to pay interest and principal on debt securities that we issue. Unless entitled to relief under certain statutory provisions, we would be disqualified from electing treatment as a REIT for the four taxable years following the year during which we failed to qualify as a REIT.

Certain property transfers may generate prohibited transaction income, resulting in a penalty tax on the gain attributable to the transaction.

As part of our business, we sell properties to third parties as opportunities arise. Under the Code, a 100% penalty tax could be assessed on the gain resulting from sales of properties that are deemed to be prohibited transactions. The question of what constitutes a prohibited transaction is based on the facts and circumstances surrounding each transaction. The Internal Revenue Service ("IRS") could contend that certain sales of properties by us are prohibited transactions. While we do not believe that the IRS would prevail in such a dispute, if the

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matter were successfully argued by the IRS, the 100% penalty tax could be assessed against the profits from these transactions. In addition, any income from a prohibited transaction may adversely affect our ability to satisfy the income tests for qualification as a REIT.

The REIT distribution requirements may limit the Company's ability to retain capital and require the Company to turn to external financing sources.

We could, in certain instances, have taxable income without sufficient cash to enable us to meet the distribution requirements of the REIT provisions of the Code. In that situation, we could be required to borrow funds or sell properties on adverse terms in order to meet those distribution requirements. In addition, because we must distribute to our stockholders at least 90% of our REIT taxable income each year, our ability to accumulate capital may be limited. Thus, to provide capital resources for our ongoing business, and to satisfy our debt repayment obligations and other liquidity needs, we may be more dependent on outside sources of financing, such as debt financing or issuances of additional capital stock, which may or may not be available on favorable terms. Additional debt financings may substantially increase our leverage and additional equity offerings may result in substantial dilution of stockholders' interests.

Debt financing, the degree of leverage and rising interest rates could reduce the Company's cash flow.

Where possible, we intend to continue to use leverage to increase the rate of return on our investments and to allow us to make more investments than we otherwise could. Our use of leverage presents an additional element of risk in the event that the cash flow from our properties is insufficient to meet both debt payment obligations and the distribution requirements of the REIT provisions of the Code. In addition, rising interest rates would reduce our cash flow by increasing the amount of interest due on our floating rate debt and on our fixed rate debt as it matures and is refinanced.

Failure to comply with covenants in our debt agreements could adversely affect our financial condition.

The terms of our agreements governing our Unsecured Credit Facility and other indebtedness require that we comply with a number of financial and other covenants, such as maintaining debt service coverage and leverage ratios and maintaining insurance coverage. Complying with such covenants may limit our operational flexibility. Our failure to comply with these covenants could cause a default under the applicable debt agreement even if we have satisfied our payment obligations. Consistent with our prior practice, we will, in the future, continue to interpret and certify our performance under these covenants in a good faith manner that we deem reasonable and appropriate. However, these financial covenants are complex and there can be no assurance that these provisions would not be interpreted by the noteholders or lenders in a manner that could impose and cause us to incur material costs. We anticipate that we will be able to operate in compliance with our financial covenants in 2012. Our ability to meet our financial covenants may be adversely affected if economic and credit market conditions limit our ability to reduce our debt levels consistent with, or result in net operating income below, our current expectations. Under our Unsecured Credit Facility, an event of default can also occur if the lenders, in their good faith judgment, determine that a material adverse change has occurred which could prevent timely repayment or materially impair our ability to perform our obligations under the loan agreement.

Upon the occurrence of an event of default, we would be subject to higher finance costs and fees, and the lenders under our Unsecured Credit Facility will not be required to lend any additional amounts to us. In addition, our outstanding senior unsecured notes as well as all outstanding borrowings under the Unsecured Credit Facility, together with accrued and unpaid interest and fees, could be accelerated and declared to be immediately due and payable. Furthermore, our Unsecured Credit Facility and the indentures governing our senior unsecured notes contain certain cross-default provisions, which are triggered in the event that our other material indebtedness is in default. These cross-default provisions may require us to repay or restructure the

RISK FACTORS

Unsecured Credit Facility and the senior unsecured notes or other debt that is in default, which could adversely affect our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our stock. If repayment of any of our borrowings is accelerated, we cannot provide assurance that we will have sufficient assets to repay such indebtedness or that we would be able to borrow sufficient funds to refinance such indebtedness. Even if we are able to obtain new financing, it may not be on commercially reasonable terms, or terms that are acceptable to us.

Cross-collateralization of mortgage loans could result in foreclosure on substantially all of the Company's properties if the Company is unable to service its indebtedness.

We may obtain additional mortgage debt financing in the future, if it is available to us. These mortgages may be issued on a recourse, non-recourse or cross-collateralized basis. Cross-collateralization makes all of the subject properties available to the lender in order to satisfy our debt. Holders of indebtedness that is so secured will have a claim against these properties. To the extent indebtedness is cross-collateralized, lenders may seek to foreclose upon properties that are not the primary collateral for their loan, which may, in turn, result in acceleration of other indebtedness secured by properties. Foreclosure of properties would result in a loss of income and asset value to us, making it difficult for us to meet both debt payment obligations and the distribution requirements of the REIT provisions of the Code. At December 31, 2011, mortgage loans payable totaling \$390.2 million were cross-collateralized.

The Company may have to make lump-sum payments on its existing indebtedness.

We are required to make the following lump-sum or “balloon” payments under the terms of some of our indebtedness, including indebtedness of the Operating Partnership:

- \$35.0 million aggregate principal amount of 7.750% Notes due 2032 (the “2032 Notes”)
- \$125.0 million aggregate principal amount of 7.600% Notes due 2028 (the “2028 Notes”)
- \$6.1 million aggregate principal amount of 7.150% Notes due 2027 (the “2027 Notes”)
- \$106.9 million aggregate principal amount of 5.950% Notes due 2017 (the “2017 II Notes”)
- \$59.6 million aggregate principal amount of 7.500% Notes due 2017 (the “2017 Notes”)
- \$159.7 million aggregate principal amount of 5.750% Notes due 2016 (the “2016 Notes”)
- \$90.8 million aggregate principal amount of 6.420% Notes due 2014 (the “2014 Notes”)
- \$61.8 million aggregate principal amount of 6.875% Notes due 2012 (the “2012 Notes”)
- \$601.5 million in mortgage loans payable, in the aggregate, due between January 2014 and October 2021 on certain of our mortgage loans payable.
- a \$450.0 million Unsecured Credit Facility under which we may borrow to finance the acquisition of additional properties and for other corporate purposes, including working capital.

As of December 31, 2011, \$149.0 million was outstanding under the Unsecured Credit Facility at a weighted average interest rate of 2.385%, maturing December 12, 2014.

Our ability to make required payments of principal on outstanding indebtedness, whether at maturity or otherwise, may depend on our ability either to refinance the applicable indebtedness or to sell properties. We have no commitments to refinance the 2012 Notes, the 2014 Notes, the 2016 Notes, the 2017 Notes, the 2017 II Notes, the 2027 Notes, the 2028 Notes, the 2032 Notes, the Unsecured Credit Facility or the mortgage loans. Our existing mortgage loan obligations are collateralized by our properties and therefore such obligations will permit the lender to foreclose on those properties in the event of a default.

RISK FACTORS

There is no limitation on debt in the Company's organizational documents.

As of December 31, 2011, our ratio of debt to our total market capitalization was 54.9%. We compute the percentage by calculating our total consolidated debt as a percentage of the aggregate market value of all outstanding shares of our common stock, assuming the exchange of all limited partnership units of the Operating Partnership for common stock, plus the aggregate stated value of all outstanding shares of preferred stock and total consolidated debt. Our organizational documents do not contain any limitation on the amount or percentage of indebtedness we may incur. Accordingly, we could become more highly leveraged, resulting in an increase in debt service that could adversely affect our ability to make expected distributions to stockholders and an increased risk of default on our obligations.

Rising interest rates on the Company's Unsecured Credit Facility could decrease the Company's available cash.

Our Unsecured Credit Facility bears interest at a floating rate. As of December 31, 2011, our Unsecured Credit Facility had an outstanding balance of \$149.0 million at a weighted average interest rate of 2.385%. Our Unsecured Credit Facility presently bears interest at LIBOR plus 210 basis points or at a base rate plus 210 basis points, at our election. Based on the outstanding balance on our Unsecured Credit Facility as of December 31, 2011, a 10% increase in interest rates would increase interest expense by \$0.4 million on an annual basis. Increases in the interest rate payable on balances outstanding under our Unsecured Credit Facility would decrease our cash available for distribution to stockholders.

The Company's mortgages may impact the Company's ability to sell encumbered properties on advantageous terms or at all.

As part of our plan to enhance liquidity and pay down our debt, we have originated numerous mortgage financings and from time to time engage in active discussions with various lenders regarding the origination of additional mortgage financings. Certain of our mortgages contain, and it is anticipated that some future mortgages will contain, substantial prepayment premiums which we would have to pay upon the sale of a property, thereby reducing the net proceeds to us from the sale of any such property. As a result, our willingness to sell certain properties and the price at which we may desire to sell a property may be impacted by the terms of any mortgage financing encumbering a property. If we are unable to sell properties on favorable terms or redeploy the proceeds of property sales in accordance with our business strategy, then our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock could be adversely affected.

Adverse market and economic conditions could cause us to recognize additional impairment charges.

We regularly review our real estate assets for impairment indicators, such as a decline in a property's occupancy rate or decline in general market conditions. If we determine that indicators of impairment are present, we review the properties affected by these indicators to determine whether an impairment charge is required. We use considerable judgment in making determinations about impairments, from analyzing whether there are indicators of impairment to the assumptions used in calculating the fair value of the investment. Accordingly, our subjective estimates and evaluations may not be accurate, and such estimates and evaluations are subject to change or revision.

From time to time, adverse market and economic conditions and market volatility make it difficult to value the real estate assets owned by us as well as the value of our interests in unconsolidated joint ventures. There may be significant uncertainty in the valuation, or in the stability of the cash flows, discount rates and other factors related to such assets due to the adverse market and economic conditions that could result in a substantial decrease in their value. We may be required to recognize additional asset impairment charges in the future, which could materially and adversely affect our business, financial condition and results of operations.

RISK FACTORS

Earnings and cash dividends, asset value and market interest rates affect the price of the Company's common stock.

As a REIT, the market value of our common stock, in general, is based primarily upon the market's perception of our growth potential and our current and potential future earnings and cash dividends. The market value of our common stock is also based upon the market value of our underlying real estate assets. For this reason, shares of our common stock may trade at prices that are higher or lower than our net asset value per share. To the extent that we retain operating cash flow for investment purposes, working capital reserves, or other purposes, these retained funds, while increasing the value of our underlying assets, may not correspondingly increase the market price of our common stock. Our failure to meet the market's expectations with regard to future earnings and cash dividends likely would adversely affect the market price of our common stock. Further, the distribution yield on the common stock (as a percentage of the price of the common stock) relative to market interest rates may also influence the price of our common stock. An increase in market interest rates might lead prospective purchasers of our common stock to expect a higher distribution yield, which would adversely affect the market price of our common stock.

The Company may incur unanticipated costs and liabilities due to environmental problems.

Under various federal, state and local laws, ordinances and regulations, an owner or operator of real estate may be liable for the costs of clean-up of certain conditions relating to the presence of hazardous or toxic materials on, in or emanating from a property, and any related damages to natural resources. Environmental laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence of hazardous or toxic materials. The presence of such materials, or the failure to address those conditions properly, may adversely affect the ability to rent or sell the property or to borrow using the property as collateral. Persons who dispose of or arrange for the disposal or treatment of hazardous or toxic materials may also be liable for the costs of clean-up of such materials, or for related natural resource damages, at or from an off-site disposal or treatment facility, whether or not the facility is owned or operated by those persons. No assurance can be given that existing environmental assessments with respect to any of our properties reveal all environmental liabilities, that any prior owner or operator of any of the properties did not create any material environmental condition not known to us or that a material environmental condition does not otherwise exist as to any of our properties. In addition, changes to existing environmental regulation to address, among other things, climate change, could increase the scope of our potential liabilities.

The Company's insurance coverage does not include all potential losses.

We currently carry comprehensive insurance coverage including property, boiler & machinery, liability, fire, flood, terrorism, earthquake, extended coverage and rental loss as appropriate for the markets where each of our properties and their business operations are located. The insurance coverage contains policy specifications and insured limits customarily carried for similar properties and business activities. We believe our properties are adequately insured. However, there are certain losses, including losses from earthquakes, hurricanes, floods, pollution, acts of war, acts of terrorism or riots, that are not generally insured against or that are not generally fully insured against because it is not deemed to be economically feasible or prudent to do so. If an uninsured loss or a loss in excess of insured limits occurs with respect to one or more of our properties, we could experience a significant loss of capital invested and potential revenues from these properties, and could potentially remain obligated under any recourse debt associated with the property.

The Company is subject to risks and liabilities in connection with its investments in properties through Joint Ventures.

As of December 31, 2011, the 2003 Net Lease Joint Venture owned approximately 3.4 million square feet of properties (see Subsequent Events). Our net investment in this Joint Venture was \$1.7 million at December 31,

RISK FACTORS

2011. Our organizational documents do not limit the amount of available funds that we may invest in joint ventures and we intend to continue to develop and acquire properties through joint ventures with other persons or entities when warranted by the circumstances. Joint venture investments, in general, involve certain risks, including:

- joint venturers may share certain approval rights over major decisions;
- joint venturers might fail to fund their share of any required capital commitments;
- joint venturers might have economic or other business interests or goals that are inconsistent with our business interests or goals that would affect our ability to operate the property;
- joint venturers may have the power to act contrary to our instructions, requests, policies or objectives, including our current policy with respect to maintaining our qualification as a real estate investment trust;
- the joint venture agreements often restrict the transfer of a member's or joint venturer's interest or "buy-sell" or may otherwise restrict our ability to sell the interest when we desire or on advantageous terms;
- disputes between us and our joint venturers may result in litigation or arbitration that would increase our expenses and prevent our officers and directors from focusing their time and effort on our business and subject the properties owned by the applicable joint venture to additional risk; and
- we may in certain circumstances be liable for the actions of our joint venturers.

The occurrence of one or more of the events described above could adversely affect our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock.

In addition, joint venture investments in real estate involve all of the risks related to the ownership, acquisition, development, sale and financing of real estate discussed in the risk factors above. To the extent our investments in joint ventures are adversely affected by such risks our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock could be adversely affected.

We are subject to risks associated with our international operations.

As of December 31, 2011, we owned one industrial property and one land parcel located in Canada. Our international operations will be subject to risks inherent in doing business abroad, including:

- exposure to the economic fluctuations in the locations in which we invest;
- difficulties and costs associated with complying with a wide variety of complex laws, treaties and regulations;
- revisions in tax treaties or other laws and regulations, including those governing the taxation of our international revenues;
- obstacles to the repatriation of earnings and funds;
- currency exchange rate fluctuations between the United States dollar and foreign currencies;
- restrictions on the transfer of funds; and
- national, regional and local political uncertainty.

When we acquire properties located outside of the United States, we may face risks associated with a lack of market knowledge or understanding of the local economy, forging new business relationships in the area and

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unfamiliarity with local government and permitting procedures. We work to mitigate such risks through extensive diligence and research and associations with experienced partners; however, there can be no guarantee that all such risks will be eliminated.

Adverse changes in our credit ratings could negatively affect our liquidity and business operations.

The credit ratings of the Operating Partnership's senior unsecured notes and the Company's preferred stock are based on the Company's operating performance, liquidity and leverage ratios, overall financial position and other factors employed by the credit rating agencies in their rating analyses. Our credit ratings can affect the availability, terms and pricing of any indebtedness and preferred stock that we may incur going forward. There can be no assurance that we will be able to maintain any credit rating, and in the event any credit rating is downgraded, we could incur higher borrowing costs or be unable to access certain capital markets at all.

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic reports pursuant to the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required financial disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including the principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based upon this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Our management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2011. In making its assessment of internal control over financial reporting, management used the criteria described in the Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Our management has concluded that, as of December 31, 2011, our internal control over financial reporting was effective.

The effectiveness of our internal control over financial reporting as of December 31, 2011 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein on page A-32. See Report of Independent Registered Public Accounting Firm.

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting that occurred during the fourth quarter of 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

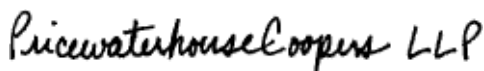
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
First Industrial Realty Trust, Inc.:

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of First Industrial Realty Trust, Inc. and its subsidiaries (the “Company”) at December 31, 2011 and 2010 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the accompanying financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company’s management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control Over Financial Reporting appearing on page A-31. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company’s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Chicago, Illinois
February 29, 2012

FIRST INDUSTRIAL REALTY TRUST, INC.
CONSOLIDATED BALANCE SHEETS

	December 31, 2011	December 31, 2010
	(In thousands except share and per share data)	
ASSETS		
Assets:		
Investment in Real Estate:		
Land	\$ 638,071	\$ 554,829
Buildings and Improvements	2,326,245	2,061,266
Construction in Progress	27,780	2,672
Less: Accumulated Depreciation	(658,729)	(509,634)
Net Investment in Real Estate	2,333,367	2,109,133
Real Estate and Other Assets Held for Sale, Net of Accumulated Depreciation and Amortization of \$39,413 and \$165,211	91,659	392,291
Cash and Cash Equivalents	10,153	25,963
Restricted Cash	—	117
Tenant Accounts Receivable, Net	3,062	3,064
Investments in Joint Ventures	1,674	2,451
Deferred Rent Receivable, Net	50,033	37,878
Deferred Financing Costs, Net	15,244	15,351
Deferred Leasing Intangibles, Net	38,037	39,718
Prepaid Expenses and Other Assets, Net	123,428	124,088
Total Assets	\$2,666,657	\$2,750,054
LIABILITIES AND EQUITY		
Liabilities:		
Indebtedness:		
Mortgage and Other Loans Payable, Net	\$ 690,256	\$ 486,055
Senior Unsecured Debt, Net	640,227	879,529
Unsecured Credit Facility	149,000	376,184
Mortgage Loan Payable on Real Estate Held for Sale, Net, Inclusive of \$0 and \$6 of Accrued Interest	—	1,014
Accounts Payable, Accrued Expenses and Other Liabilities, Net	71,470	67,326
Deferred Leasing Intangibles, Net	16,567	18,519
Rents Received in Advance and Security Deposits	25,852	27,367
Leasing Intangibles Held for Sale, Net of Accumulated Amortization of \$415 and \$2,668	690	1,916
Total Liabilities	1,594,062	1,857,910
Commitments and Contingencies	—	—
Equity:		
First Industrial Realty Trust Inc.'s Stockholders' Equity:		
Preferred Stock (\$0.01 par value, 10,000,000 shares authorized, 500, 250, 600, and 200 shares of Series F, G, J, and K Cumulative Preferred Stock, respectively, issued and outstanding, having a liquidation preference of \$100,000 per share (\$50,000), \$100,000 per share (\$25,000), \$250,000 per share (\$150,000), and \$250,000 per share (\$50,000), respectively)	—	—
Common Stock (\$0.01 par value, 150,000,000 and 100,000,000 shares authorized; 91,131,516 and 73,165,410 shares issued; and 86,807,402 and 68,841,296 shares outstanding)	911	732
Additional Paid-in-Capital	1,811,349	1,608,014
Distributions in Excess of Accumulated Earnings	(633,854)	(606,511)
Accumulated Other Comprehensive Loss	(11,712)	(15,339)
Treasury Shares at Cost (4,324,114 shares)	(140,018)	(140,018)
Total First Industrial Realty Trust, Inc.'s Stockholders' Equity	1,026,676	846,878
Noncontrolling Interest	45,919	45,266
Total Equity	1,072,595	892,144
Total Liabilities and Equity	\$2,666,657	\$2,750,054

The accompanying notes are an integral part of the consolidated financial statements.

FIRST INDUSTRIAL REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
	(In thousands except per share data)		
Revenues:			
Rental Income	\$ 243,478	\$ 242,213	\$ 246,027
Tenant Recoveries and Other Income	74,357	78,696	83,588
Construction Revenues	—	869	54,957
Total Revenues	<u>317,835</u>	<u>321,778</u>	<u>384,572</u>
Expenses:			
Property Expenses	108,590	108,651	111,280
General and Administrative	20,638	26,589	37,835
Restructuring Costs	1,553	1,858	7,806
Impairment of Real Estate	(8,807)	112,904	5,617
Depreciation and Other Amortization	121,604	125,298	131,871
Construction Expenses	—	507	52,720
Total Expenses	<u>243,578</u>	<u>375,807</u>	<u>347,129</u>
Other Income (Expense):			
Interest Income	3,922	4,364	3,084
Interest Expense	(100,127)	(105,898)	(114,768)
Amortization of Deferred Financing Costs	(3,963)	(3,473)	(3,030)
Mark-to-Market (Loss) Gain on Interest Rate Protection Agreements	(1,718)	(1,107)	3,667
(Loss) Gain From Retirement of Debt	(5,459)	(4,304)	34,562
Foreign Currency Exchange Loss	(332)	(190)	—
Total Other Income (Expense)	<u>(107,677)</u>	<u>(110,608)</u>	<u>(76,485)</u>
Loss from Continuing Operations Before Equity in Income (Loss) of Joint Ventures, Gain on Sale of Joint Venture Interests, Gain on Change in Control of Interests and Income Tax (Provision) Benefit	(33,420)	(164,637)	(39,042)
Equity in Income (Loss) of Joint Ventures	980	675	(6,470)
Gain on Sale of Joint Venture Interests	—	11,226	—
Gain on Change in Control of Interests	689	—	—
Income Tax (Provision) Benefit	(450)	(2,963)	25,185
Loss from Continuing Operations	<u>(32,201)</u>	<u>(155,699)</u>	<u>(20,327)</u>
Discontinued Operations:			
Income (Loss) Attributable to Discontinued Operations	2,920	(77,529)	1,922
Gain on Sale of Real Estate	20,419	11,092	24,206
Provision for Income Taxes Allocable to Discontinued Operations	(1,246)	—	(1,846)
Total Discontinued Operations	<u>22,093</u>	<u>(66,437)</u>	<u>24,282</u>
(Loss) Income Before Gain on Sale of Real Estate	(10,108)	(222,136)	3,955
Gain on Sale of Real Estate	1,370	859	374
Provision for Income Taxes Allocable to Gain on Sale of Real Estate	(452)	(342)	(143)
Net (Loss) Income	(9,190)	(221,619)	4,186
Less: Net Loss Attributable to the Noncontrolling Interest	1,745	18,798	1,547
Net (Loss) Income Attributable to First Industrial Realty Trust, Inc.	<u>(7,445)</u>	<u>(202,821)</u>	<u>5,733</u>
Less: Preferred Dividends	(19,565)	(19,677)	(19,516)
Net Loss Available to First Industrial Realty Trust, Inc.'s Common Stockholders and Participating Securities	<u>\$ (27,010)</u>	<u>\$ (222,498)</u>	<u>\$ (13,783)</u>
Basic and Diluted Earnings Per Share:			
Loss from Continuing Operations Available to First Industrial Realty Trust, Inc.'s Common Stockholders	<u>\$ (0.59)</u>	<u>\$ (2.56)</u>	<u>\$ (0.73)</u>
Income (Loss) from Discontinued Operations Attributable to First Industrial Realty Trust, Inc.'s Common Stockholders	<u>\$ 0.26</u>	<u>\$ (0.97)</u>	<u>\$ 0.45</u>
Net Loss Available to First Industrial Realty Trust, Inc.'s Common Stockholders and Participating Securities	<u>\$ (0.34)</u>	<u>\$ (3.53)</u>	<u>\$ (0.28)</u>
Distributions Per Share	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>
Weighted Average Shares Outstanding	<u>80,616</u>	<u>62,953</u>	<u>48,695</u>

The accompanying notes are an integral part of the consolidated financial statements.

FIRST INDUSTRIAL REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
	(Dollars in thousands)		
Net (Loss) Income	\$(9,190)	\$(221,619)	\$4,186
Mark-to-Market on Interest Rate Protection Agreements, Net of			
Income Tax Provision	—	990	(383)
Amortization of Interest Rate Protection Agreements	2,166	2,108	796
Write-off of Unamortized Settlement Amounts of Interest Rate			
Protection Agreements	3,250	(182)	523
Reclassification of Foreign Exchange Loss on Substantial			
Liquidation of Foreign Entities, Net of Income Tax Benefit	179	—	—
Foreign Currency Translation Adjustment, Net of Income Tax			
(Provision) Benefit	(1,480)	563	1,503
Comprehensive (Loss) Income	(5,075)	(218,140)	6,625
Comprehensive Loss Attributable to Noncontrolling Interest	1,494	18,527	1,299
Comprehensive (Loss) Income Attributable to First Industrial			
Realty Trust, Inc.	<u>\$(3,581)</u>	<u>\$(199,613)</u>	<u>\$7,924</u>

The accompanying notes are an integral part of the consolidated financial statements.

FIRST INDUSTRIAL REALTY TRUST, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Preferred Stock	Common Stock	Additional Paid-in Capital	Treasury Shares At Cost	Distributions in Excess of Earnings	Accumulated Other Comprehensive Loss	Noncontrolling Interest	Total
Balance as of December 31,								
2008	\$—	\$490	\$1,398,024	\$(140,018)	\$(370,229)	\$(19,668)	\$122,117	\$ 990,716
Issuance of Common Stock, Net of								
Issuance Costs	—	169	83,626	—	—	—	—	83,795
Stock Based Compensation								
Activity	—	(1)	12,662	—	(1)	—	—	12,660
Conversion of Units to Common								
Stock	—	4	7,813	—	—	—	(7,817)	—
Reallocation — Additional Paid in								
Capital	—	—	49,126	—	—	—	(49,126)	—
Repurchase of Equity Component								
of Exchangeable Note	—	—	(33)	—	—	—	—	(33)
Preferred Dividends	—	—	—	—	(19,516)	—	—	(19,516)
Net Income (Loss)	—	—	—	—	5,733	—	(1,547)	4,186
Reallocation — Other								
Comprehensive Income	—	—	—	—	—	(931)	931	—
Other Comprehensive Income	—	—	—	—	—	2,191	248	2,439
Balance as of December 31,								
2009	\$—	\$662	\$1,551,218	\$(140,018)	\$(384,013)	\$(18,408)	\$ 64,806	\$1,074,247
Issuance of Common Stock, Net of								
Issuance Costs	—	64	49,909	—	—	—	—	49,973
Stock Based Compensation								
Activity	—	5	5,736	—	—	—	—	5,741
Conversion of Units to Common								
Stock	—	1	315	—	—	—	(316)	—
Reallocation — Additional Paid in								
Capital	—	—	836	—	—	—	(836)	—
Preferred Dividends	—	—	—	—	(19,677)	—	—	(19,677)
Net Loss	—	—	—	—	(202,821)	—	(18,798)	(221,619)
Reallocation — Other								
Comprehensive Income	—	—	—	—	—	(139)	139	—
Other Comprehensive Income	—	—	—	—	—	3,208	271	3,479
Balance as of December 31,								
2010	\$—	\$732	\$1,608,014	\$(140,018)	\$(606,511)	\$(15,339)	\$ 45,266	\$ 892,144
Issuance of Common Stock, Net of								
Issuance Costs	—	174	202,158	—	—	—	—	202,332
Stock Based Compensation								
Activity	—	4	3,088	—	(333)	—	—	2,759
Conversion of Units to Common								
Stock	—	1	1,108	—	—	—	(1,109)	—
Reallocation — Additional Paid in								
Capital	—	—	(3,019)	—	—	—	3,019	—
Preferred Dividends	—	—	—	—	(19,565)	—	—	(19,565)
Net Loss	—	—	—	—	(7,445)	—	(1,745)	(9,190)
Reallocation — Other								
Comprehensive Income	—	—	—	—	—	(237)	237	—
Other Comprehensive Income	—	—	—	—	—	3,864	251	4,115
Balance as of December 31,								
2011	<u>\$—</u>	<u>\$911</u>	<u>\$1,811,349</u>	<u>\$(140,018)</u>	<u>\$(633,854)</u>	<u>\$(11,712)</u>	<u>\$ 45,919</u>	<u>\$1,072,595</u>

The accompanying notes are an integral part of the consolidated financial statements.

FIRST INDUSTRIAL REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net (Loss) Income	\$ (9,190)	\$(221,619)	\$ 4,186
Adjustments to Reconcile Net (Loss) Income to Net Cash Provided by Operating Activities:			
Depreciation	95,931	104,175	112,241
Amortization of Deferred Financing Costs	3,963	3,473	3,030
Other Amortization	36,390	41,024	52,646
Impairment of Real Estate, Net	(2,661)	194,552	6,934
Provision for Bad Debt	1,110	1,880	3,259
Equity in (Income) Loss of Joint Ventures	(980)	(675)	6,470
Distributions from Joint Ventures	1,033	3,032	2,319
Gain on Sale of Real Estate	(21,789)	(11,951)	(24,580)
Gain on Sale of Joint Venture Interests	—	(11,226)	—
Gain on Change in Control of Interests	(689)	—	—
Loss (Gain) on Retirement of Debt	5,459	4,304	(34,562)
Prepayment Premiums Associated with Retirement of Debt	(1,268)	—	—
Mark-to-Market Loss (Gain) on Interest Rate Protection Agreements	1,718	1,107	(3,667)
Decrease in Developments for Sale Costs	—	—	812
(Increase) Decrease in Tenant Accounts Receivable, Prepaid Expenses and Other Assets, Net	(2,933)	(1,580)	51,641
Increase in Deferred Rent Receivable	(7,733)	(7,041)	(8,350)
Decrease in Accounts Payable, Accrued Expenses, Other Liabilities, Rents Received in Advance and Security Deposits	(5,684)	(9,411)	(27,631)
Decrease (Increase) in Restricted Cash	117	(15)	7
Payments of Premiums and Discounts Associated with Senior Unsecured Notes	(5,260)	(6,840)	(2,576)
Net Cash Provided by Operating Activities	<u>87,534</u>	<u>83,189</u>	<u>142,179</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchases of and Additions to Investment in Real Estate and Lease Costs	(90,524)	(89,736)	(75,947)
Net Proceeds from Sales of Investments in Real Estate	75,953	68,046	74,982
Contributions to and Investments in Joint Ventures	(155)	(777)	(3,742)
Distributions and Sales Proceeds from Joint Venture Interests	650	11,519	6,333
Repayment of Notes Receivable	10,394	1,460	3,151
Increase in Lender Escrows	(97)	(435)	—
Net Cash (Used in) Provided by Investing Activities	<u>(3,779)</u>	<u>(9,923)</u>	<u>4,777</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Debt and Equity Issuance Costs	(7,162)	(4,544)	(8,322)
Proceeds from the Issuance of Common Stock, Net of Underwriter's Discount	202,845	50,087	84,465
Repurchase and Retirement of Restricted Stock	(1,001)	(298)	(739)
Payments on Interest Rate Swap Agreement	(489)	(450)	(320)
Settlement of Interest Rate Protection Agreements	—	—	(7,491)
Repayments of Senior Unsecured Notes	(234,307)	(259,018)	(336,196)
Dividends/Distributions	—	—	(12,614)
Preferred Stock Dividends	(15,254)	(19,677)	(20,296)
Repayments on Mortgage and Other Loans Payable	(71,983)	(20,872)	(13,513)
Proceeds from Origination of Mortgage Loans Payable	255,900	105,580	339,783
Proceeds from Unsecured Credit Facility	390,500	69,097	180,000
Repayments on Unsecured Credit Facility	(618,553)	(149,280)	(172,000)
Costs Associated with the Retirement of Debt	—	(1,008)	—
Repurchase of Equity Component Exchangeable Notes	—	—	(33)
Net Cash (Used in) Provided by Financing Activities	<u>(99,504)</u>	<u>(230,383)</u>	<u>32,724</u>
Net Effect of Exchange Rate Changes on Cash and Cash Equivalents	(61)	137	81
Net (Decrease) Increase in Cash and Cash Equivalents	(15,749)	(157,117)	179,680
Cash and Cash Equivalents, Beginning of Year	25,963	182,943	3,182
Cash and Cash Equivalents, End of Year	<u>\$ 10,153</u>	<u>\$ 25,963</u>	<u>\$ 182,943</u>

The accompanying notes are an integral part of the consolidated financial statements.

FIRST INDUSTRIAL REALTY TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Dollars in thousands except share and per share data)

1. Organization and Formation of Company

First Industrial Realty Trust, Inc. (the “Company”) was organized in the state of Maryland on August 10, 1993. The Company is a real estate investment trust (“REIT”) as defined in the Internal Revenue Code of 1986 (the “Code”). Unless the context otherwise requires, the terms “Company,” “we,” “us,” and “our” refer to First Industrial Realty Trust, Inc., First Industrial, L.P. and their other controlled subsidiaries. We refer to our operating partnership, First Industrial, L.P., as the “Operating Partnership.”

We began operations on July 1, 1994. Our operations are conducted primarily through the Operating Partnership, of which we are the sole general partner, and through our taxable REIT subsidiaries. We also conduct operations through other partnerships and limited liability companies, the operating data of which, together with that of the Operating Partnership and the taxable REIT subsidiaries, is consolidated with that of the Company as presented herein.

We also own noncontrolling equity interests in, and provide various services to, two joint ventures (the “2003 Net Lease Joint Venture” and the “2007 Europe Joint Venture”). During 2010, we provided various services to, and ultimately disposed of our equity interests in, five joint ventures (the “2005 Development/ Repositioning Joint Venture,” the “2005 Core Joint Venture,” the “2006 Net Lease Co-Investment Program,” the “2006 Land/Development Joint Venture,” and the “2007 Canada Joint Venture;” together with the 2003 Net Lease Joint Venture and the 2007 Europe Joint Venture, the “Joint Ventures”). The Joint Ventures are accounted for under the equity method of accounting. Accordingly, the operating data of our Joint Ventures is not consolidated with that of the Company as presented herein. The 2007 Europe Joint Venture does not own any properties. See Note 5 for more information on the Joint Ventures.

As of December 31, 2011, we owned 740 industrial properties located in 26 states in the United States and one province in Canada, containing an aggregate of approximately 66.3 million square feet of gross leasable area (“GLA”).

Any references to the number of buildings and square footage in the financial statement footnotes are unaudited.

2. Basis of Presentation

First Industrial Realty Trust, Inc. is the sole general partner of the Operating Partnership, with an approximate 94.3% and 92.8% common ownership interest at December 31, 2011 and 2010, respectively. Noncontrolling interest at December 31, 2011 and 2010 of 5.7% and 7.2%, respectively, represents the aggregate partnership interest in the Operating Partnership held by the limited partners thereof.

Our consolidated financial statements at December 31, 2011 and 2010 and for each of the years ended December 31, 2011, 2010 and 2009 include the accounts and operating results of the Company and our subsidiaries. Such financial statements present our noncontrolling equity interests in our Joint Ventures under the equity method of accounting. All intercompany transactions have been eliminated in consolidation.

3. Summary of Significant Accounting Policies

In order to conform with generally accepted accounting principles, we are required in preparation of our financial statements to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of December 31, 2011 and 2010, and the reported amounts of

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

revenues and expenses for each of the years ended December 31, 2011, 2010 and 2009. Actual results could differ from those estimates. Certain reclassifications within the footnotes have been made to prior period amounts in order to conform with current period presentation.

Cash and Cash Equivalents

Cash and cash equivalents include all cash and liquid investments with an initial maturity of three months or less. The carrying amount approximates fair value due to the short term maturity of these investments.

Restricted Cash

At December 31, 2010, restricted cash primarily includes cash held in escrow in connection with mortgage debt requirements. The carrying amount approximates fair value due to the short term maturity of these investments.

Investment in Real Estate and Depreciation

Investment in Real Estate is carried at cost, less accumulated depreciation and amortization. We review our properties on a continuous basis for impairment and provide a provision if impairments exist. To determine if an impairment may exist, we review our properties and identify those that have had either an event of change or event of circumstances warranting further assessment of recoverability (such as a decrease in occupancy or decline in general market conditions). If further assessment of recoverability is needed, we estimate the future net cash flows expected to result from the use of the property and its eventual disposition on an individual property basis. If the sum of the expected future net cash flows (undiscounted and without interest charges) is less than the carrying amount of the property on an individual property basis, we will recognize an impairment loss based upon the estimated fair value of such property. For properties we consider held for sale, we cease depreciating the properties and value the properties at the lower of depreciated cost or fair value, less costs to dispose. If circumstances arise that were previously considered unlikely, and, as a result, we decide not to sell a property previously classified as held for sale, we will reclassify such property as held and used. Such property is measured at the lower of its carrying amount (adjusted for any depreciation and amortization expense that would have been recognized had the property been continuously classified as held and used) or fair value at the date of the subsequent decision not to sell. To calculate the fair value of properties held for sale, we deduct from the estimated sales price of the property the estimated costs to close the sale. We classify properties as held for sale when all criteria within the Financial Accounting Standards Board's (the "FASB") guidance on the impairment or disposal of long-lived assets are met.

Interest costs, real estate taxes, compensation costs of development personnel and other directly related costs incurred during construction periods are capitalized and depreciated commencing with the date the property is substantially completed. Upon substantial completion, we reclassify construction in progress to building, tenant improvements and leasing commissions. Such costs begin to be capitalized to the development projects from the point we are undergoing necessary activities to get the development ready for its intended use and ceases when the development projects are substantially completed and held available for occupancy. Depreciation expense is computed using the straight-line method based on the following useful lives:

	<u>Years</u>
Buildings and Improvements	8 to 50
Land Improvements	3 to 20
Furniture, Fixtures and Equipment	5 to 10

Construction expenditures for tenant improvements, leasehold improvements and leasing commissions (inclusive of compensation costs of personnel attributable to leasing) are capitalized and amortized over the

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

terms of each specific lease. Capitalized compensation costs of personnel attributable to leasing relate to time directly attributable to originating leases with independent third parties that result directly from and are essential to originating those leases and would not have been incurred had these leasing transactions not occurred. Repairs and maintenance are charged to expense when incurred. Expenditures for improvements are capitalized.

Upon acquisition of a property, we allocate the purchase price of the property based upon the fair value of the assets acquired and liabilities assumed, which generally consists of land, buildings, tenant improvements, leasing commissions and intangible assets including in-place leases, above market and below market leases and tenant relationships. We allocate the purchase price to the fair value of the tangible assets of an acquired property by valuing the property as if it were vacant. Acquired above and below market leases are valued based on the present value of the difference between prevailing market rates and the in-place rates measured over a period equal to the remaining term of the lease for above market leases and the initial term plus the term of any below market fixed rate renewal options for below market leases. The above market lease values are amortized as a reduction of rental revenue over the remaining term of the respective leases, and the below market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below market fixed rate renewal options of the respective leases.

The purchase price is further allocated to in-place lease values and tenant relationships based on our evaluation of the specific characteristics of each tenant's lease and our overall relationship with the respective tenant. The value of in-place lease intangibles and tenant relationships, which are included as components of Deferred Leasing Intangibles, Net are amortized over the remaining lease term (and expected renewal periods of the respective lease for tenant relationships) as adjustments to depreciation and other amortization expense. If a tenant terminates its lease early, the unamortized portion of the tenant improvements, leasing commissions, above and below market leases, the in-place lease value and tenant relationships is immediately written off.

Deferred Leasing Intangibles, net of accumulated amortization (exclusive of Deferred Leasing Intangibles held for sale) included in our total assets and total liabilities consist of the following:

	<u>December 31,</u> <u>2011</u>	<u>December 31,</u> <u>2010</u>
In-Place Leases	\$19,587	\$21,951
Above Market Leases	\$ 5,888	\$ 3,948
Tenant Relationships	\$12,562	\$13,819
Total included in Total Assets	<u>\$38,037</u>	<u>\$39,718</u>
Below Market Leases	\$16,567	\$18,519
Total included in Total Liabilities	<u>\$16,567</u>	<u>\$18,519</u>

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Amortization expense related to in-place leases and tenant relationships of deferred leasing intangibles, exclusive of in-place leases and tenant relationships held for sale, was \$11,076, \$14,185 and \$16,162 for the years ended December 31, 2011, 2010, and 2009, respectively. Rental revenues increased by \$1,431, \$2,857 and \$4,273 related to net amortization of above/(below) market leases, exclusive of above/(below) market leases held for sale, for the years ended December 31, 2011, 2010, and 2009, respectively. We will recognize net amortization expense related to deferred leasing intangibles over the next five years, for properties owned as of December 31, 2011 and not classified as held for sale, as follows:

	<u>Estimated Amortization of In-Place Leases and Tenant Relationships</u>	<u>Estimated Net Increase to Rental Revenues Related to Above and Below Market Leases</u>
2012	\$6,519	\$763
2013	\$5,457	\$531
2014	\$4,417	\$380
2015	\$3,750	\$371
2016	\$2,394	\$884

Construction Revenues and Expenses

Construction revenues and expenses represent revenues earned and expenses incurred in connection with a taxable REIT subsidiary acting as a general contractor or development manager to construct industrial properties and also include revenues and expenses related to the development of properties for third parties. We use the percentage-of-completion contract method to recognize revenue. Using this method, revenues are recorded based on estimates of the percentage of completion of individual contracts. The percentage of completion estimates are based on a comparison of the contract expenditures incurred to the estimated final costs. Changes in job performance, job conditions and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

Foreign Currency Transactions and Translation

At December 31, 2011, we owned a land parcel located in Toronto, Canada for which the functional currency was determined to be the Canadian dollar. The assets and liabilities related to this land parcel are translated to U.S. dollars from the Canadian dollar based on the current exchange rate prevailing at each balance sheet date. The income statement accounts related to this land parcel are translated using the average exchange rate for the period. The resulting translation adjustments are included in Accumulated Other Comprehensive Income.

Deferred Financing Costs

Deferred financing costs include fees and costs incurred to obtain long-term financing. These fees and costs are being amortized over the terms of the respective loans. Accumulated amortization of deferred financing costs was \$13,086 and \$16,565 at December 31, 2011 and 2010, respectively. Unamortized deferred financing costs are written-off when debt is retired before the maturity date.

Investments in Joint Ventures

Investments in Joint Ventures represent our noncontrolling equity interests in our Joint Ventures. We account for our Investments in Joint Ventures under the equity method of accounting, as we do not have a

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

majority voting interest, operational control or financial control. Control is determined using accounting standards related to the consolidation of joint ventures and variable interest entities. In order to assess whether consolidation of a variable-interest entity is required, an enterprise is required to qualitatively assess the determination of the primary beneficiary of a variable interest entity (“VIE”) based on whether the entity (1) has the power to direct matters that most significantly impact the activities of the VIE, and (2) has the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. Additionally, they require an ongoing reconsideration of the primary beneficiary and provide a framework for the events that trigger a reassessment of whether an entity is a VIE.

Under the equity method of accounting, our share of earnings or losses of our Joint Ventures is reflected in income as earned and contributions or distributions increase or decrease our Investments in Joint Ventures as paid or received, respectively. Differences between our carrying value of our Investments in Joint Ventures and our underlying equity of such Joint Ventures are amortized over the respective lives of the underlying assets.

On a continuous basis, we assess whether there are any indicators that the value of our Investments in Joint Ventures may be impaired. An investment is impaired if our estimate of the fair value of the investment is less than the carrying value of the investment, and such decline in fair value is deemed to be other than temporary. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the investment over the fair value of the investment. Our estimates of fair value for each investment are based on a number of subjective assumptions that are subject to economic and market uncertainties including, among others, demand for space, market rental rates and operating costs, the discount rate used to value the cash flows of the properties, the cap rate used to estimate the terminal value of the underlying properties and the discount rate used to value the Joint Ventures’ debt. As these factors are difficult to predict and are subject to future events that may alter our assumptions, our fair values estimated in the impairment analyses may not be realized.

Stock Based Compensation

We account for stock based compensation using the modified prospective application method, which requires measurement of compensation cost for all stock-based awards at fair value on the date of grant and recognition of compensation over the service period for awards expected to vest.

Net income, net of preferred dividends, is allocated to common stockholders and participating securities based upon their proportionate share of weighted average shares plus weighted average participating securities. Participating securities are unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents. Certain restricted stock awards and restricted unit awards granted to employees and directors are considered participating securities as they receive non-forfeitable dividend or dividend equivalents at the same rate as common stock. See Note 9 for further disclosure about participating securities.

Revenue Recognition

Rental income is recognized on a straight-line method under which contractual rent increases are recognized evenly over the lease term. Tenant recovery income includes payments from tenants for real estate taxes, insurance and other property operating expenses and is recognized as revenue in the same period the related expenses are incurred by us.

Revenue is generally recognized on payments received from tenants for early lease terminations upon the effective termination of a tenant’s lease and when we have no further obligations under the lease.

Interest income on mortgage loans receivable is recognized based on the accrual method unless a significant uncertainty of collection exists. If a significant uncertainty exists, interest income is recognized as collected.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

We provide an allowance for doubtful accounts against the portion of tenant accounts receivable including deferred rent receivable, which is estimated to be uncollectible. Accounts receivable in the consolidated balance sheets are shown net of an allowance for doubtful accounts of \$2,675 and \$3,001 as of December 31, 2011 and 2010, respectively. Deferred rent receivable in the consolidated balance sheets are shown net of an allowance for doubtful accounts of \$2,302 and \$1,855 as of December 31, 2011 and 2010, respectively. For accounts receivable we deem uncollectible, we use the direct write-off method.

Gain on Sale of Real Estate

Gain on sale of real estate is recognized using the full accrual method, when appropriate. Gains relating to transactions which do not meet the full accrual method of accounting are deferred and recognized when the full accrual method of accounting criteria are met or by using the installment or deposit methods of profit recognition, as appropriate in the circumstances. As the assets are sold, their costs and related accumulated depreciation are written off with resulting gains or losses reflected in net income or loss. Estimated future costs to be incurred by us after completion of each sale are included in the determination of the gain on sales.

Notes Receivable

Notes receivable are primarily comprised of mortgage note receivables that we have made in connection with sales of real estate assets. The note receivables are recorded at fair value at the time of issuance. Interest income is accrued as earned. Notes receivable are considered past due based on the contractual terms of the note agreement. On a quarterly basis, we evaluate the collectability of each mortgage note receivable based on various factors which may include payment history, expected fair value of the collateral securing the loan, internal and external credit information and/or economic trends. A loan is considered impaired when, based upon current information and events, it is probable that we will be unable to collect all amounts due under the existing contractual terms. When a loan is considered impaired, the amount of the loss accrual is calculated by comparing the carrying amount of the note receivable to the present value of expected future cash flows. Since the majority of our notes receivable are collateralized by a first mortgage, the loans have risk characteristics similar to the risks in owning commercial real estate.

Income Taxes

We have elected to be taxed as a REIT under the Code. To qualify as a REIT, we must meet a number of organizational and operational requirements, including a requirement to distribute at least 90% of our adjusted taxable income to our stockholders. Management intends to continue to adhere to these requirements and to maintain our REIT status. As a REIT, we are entitled to a tax deduction for some or all of the dividends we pay to shareholders. Accordingly, we generally will not be subject to federal income taxes as long as we currently distribute to shareholders an amount equal to or in excess of our taxable income. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income taxes and may not be able to qualify as a REIT for four subsequent taxable years.

REIT qualification reduces, but does not eliminate, the amount of state and local taxes we pay. In addition, our financial statements include the operations of taxable corporate subsidiaries that are not entitled to a dividends paid deduction and are subject to corporate federal, state and local income taxes. As a REIT, we may also be subject to certain federal excise and franchise taxes if we engage in certain types of transactions. A benefit/provision has been made for federal, state and local income taxes in the accompanying consolidated financial statements. In accordance with FASB's guidance, the total benefit/provision has been separately allocated to income (loss) from continuing operations, income (loss) from discontinued operations and gain (loss) on sale of real estate. The provision for excise and franchise taxes has been reflected in general and administrative expense in the consolidated statements of operations and has not been separately stated due to its insignificance.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

We evaluate tax positions taken in the financial statements on a quarterly basis under the interpretation for accounting for uncertainty in income taxes. As a result of this evaluation, we may recognize a tax benefit from an uncertain tax position only if it is “more-likely-than-not” that the tax position will be sustained on examination by taxing authorities. As of December 31, 2011, we do not have any unrecognized tax benefits.

We file income tax returns in the U.S., and various states and foreign jurisdictions. In general, the statutes of limitations for income tax returns remain open for the years 2008 through 2011. One of our taxable REIT subsidiaries which liquidated in September 2009 is currently under examination by the Internal Revenue Service (“IRS”) for 2008 and for the tax year ended September 1, 2009 during which we received refunds from the IRS of \$3,767 and \$40,418, respectively.

During 2005, we recorded a \$745 franchise tax reserve related to a potential state franchise tax assessment for the 1996-2001 tax years. During the year ended December 31, 2011, we received a refund from the state, representing amounts paid during 2006 related to the 1996-2001 tax years. Based on the refund received and discussions with the taxing authorities, as of December 31, 2011, management believes that it is unlikely that any franchise tax amounts will be assessed by the state for such tax years. As such, during the year ended December 31, 2011, we have reversed \$745 of franchise taxes. Franchise taxes are recorded within general and administrative expense.

Earnings Per Share (“EPS”)

Basic net income (loss) per common share is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted net income (loss) per common share is computed by dividing net income (loss) available to common shareholders by the sum of the weighted average number of common shares outstanding and any dilutive non-participating securities for the period. See Note 9 for further disclosure about EPS.

Derivative Financial Instruments

Historically, we have used interest rate protection agreements (“Agreements”) to fix the interest rate on anticipated offerings of senior unsecured notes or convert floating rate debt to fixed rate debt. Receipts or payments that result from the settlement of Agreements used to fix the interest rate on anticipated offerings of senior unsecured notes are amortized over the life of the derivative or the life of the debt and included in interest expense. Receipts or payments resulting from Agreements used to convert floating rate debt to fixed rate debt are recognized as a component of interest expense. Agreements which qualify for hedge accounting are marked-to-market and any gain or loss that is effective is recognized in other comprehensive income (shareholders’ equity). Agreements which do not qualify for hedge accounting are marked-to-market and any gain or loss is recognized in net income (loss) immediately. Amounts accumulated in other comprehensive income during the hedge period are reclassified to earnings in the same period during which the forecasted transaction or hedged item affects net income (loss). The credit risks associated with Agreements are controlled through the evaluation and monitoring of the creditworthiness of the counterparty. In the event that the counterparty fails to meet the terms of Agreements, our exposure is limited to the current value of the interest rate differential, not the notional amount, and our carrying value of Agreements on the balance sheet. See Note 14 for more information on Agreements.

Fair Value of Financial Instruments

Financial instruments other than our derivatives include tenant accounts receivable, net, notes receivable, accounts payable, other accrued expenses, mortgage and other loans payable, unsecured credit facility and senior unsecured notes. The fair values of tenant accounts receivable, net, accounts payable and other accrued expenses

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

approximate their carrying or contract values. See Note 6 for the fair values of the mortgage and other loans payable, unsecured credit facility and senior unsecured notes and see Note 4 for the fair value of our notes receivable.

Discontinued Operations

The FASB's guidance on financial reporting for the disposal of long lived assets requires that the results of operations and gains or losses on the sale of property or property held for sale be presented in discontinued operations if both of the following criteria are met: (a) the operations and cash flows of the property have been (or will be) eliminated from the ongoing operations of the Company as a result of the disposal transaction and (b) we will not have any significant continuing involvement in the operations of the property after the disposal transaction. The guidance also requires prior period results of operations for these properties to be reclassified and presented in discontinued operations in prior consolidated statements of operations.

Segment Reporting

Management views the Company as a single segment based on its method of internal reporting.

4. Investment in Real Estate

Acquisitions

In 2009, we acquired one land parcel. The purchase price of the land parcel was approximately \$208, excluding costs incurred in conjunction with the acquisition of the land parcel. We also substantially completed the development of two industrial properties comprising approximately 1.1 million square feet of GLA at a cost of approximately \$41,258. We reclassified the costs of the substantially completed developments from construction in progress to building, tenant improvements and leasing commissions.

In 2010, we acquired three industrial properties comprising, in the aggregate, approximately 0.5 million square feet of GLA, including one industrial property purchased from the 2005 Development/Repositioning Joint Venture (see Note 5). The purchase price of these acquisitions totaled approximately \$22,408 excluding costs incurred in conjunction with the acquisition of the industrial properties.

In 2011, we acquired one industrial property comprising approximately 0.7 million square feet of GLA in connection with the purchase of the 85% equity interest in one property from the institutional investor in the 2003 Net Lease Joint Venture (see Note 5). The gross agreed-upon fair value for the real estate was \$30,625, excluding costs incurred in conjunction with the acquisition of the industrial property. The acquisition was funded through the assumption of a mortgage loan, whose carrying value approximated fair market value, in the amount of \$24,417 and a cash payment of \$5,277 (85% of the net fair value of the acquisition). We accounted for this transaction as a step acquisition utilizing the purchase method of accounting. Due to the change in control that occurred, we recorded a gain of approximately \$689 related to the difference between our carrying value and fair value of our equity interest on the acquisition date.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Intangible Assets Subject To Amortization in the Period of Acquisition

The fair value at the date of acquisition of in-place leases, above market leases and tenant relationships recorded due to real estate properties acquired for the years ended December 31, 2011 and 2010, which is recorded as deferred leasing intangibles, is as follows:

	Year Ended December 31, 2011	Year Ended December 31, 2010
In-Place Leases	\$2,511	\$1,782
Above Market Leases	\$2,883	\$ 239
Tenant Relationships	\$1,553	\$1,881

The weighted average life in months of in-place leases, above market leases and tenant relationships recorded at the time of acquisition at the time of acquisition as a result of the real estate properties acquired for the years ended December 31, 2011 and 2010 is as follows:

	Year Ended December 31, 2011	Year Ended December 31, 2010
In-Place Leases	56	100
Above Market Leases	56	88
Tenant Relationships	116	165

Sales and Discontinued Operations

In 2009, we sold 15 industrial properties comprising approximately 1.9 million square feet of GLA and several land parcels. Gross proceeds from the sales of the 15 industrial properties and several land parcels were approximately \$100,194. The gain on sale of real estate was approximately \$24,580, of which \$24,206 is shown in discontinued operations. The 15 sold industrial properties meet the criteria to be included in discontinued operations. Therefore the results of operations and gain on sale of real estate for the 15 sold industrial properties are included in discontinued operations. The results of operations and gain on sale of real estate for the several land parcels that do not meet the criteria to be included in discontinued operations are included in continuing operations.

In 2010, we sold 13 industrial properties comprising approximately 1.1 million square feet of GLA and several land parcels. Gross proceeds from the sales of the 13 industrial properties and several land parcels were approximately \$71,019. The gain on sale of real estate was approximately \$11,951, of which \$11,092 is shown in discontinued operations. The 13 sold industrial properties and one land parcel that received ground rental revenues meet the criteria to be included in discontinued operations. Therefore the results of operations and gain on sale of real estate for the 13 sold industrial properties and one land parcel that received ground rental revenues are included in discontinued operations. The results of operations and gain on sale of real estate for the several land parcels that do not meet the criteria to be included in discontinued operations are included in continuing operations.

In 2011, we sold 36 industrial properties comprising approximately 2.9 million square feet of GLA and one land parcel. Gross proceeds from the sales of the 36 industrial properties and one land parcel were approximately \$86,643. Included in the 36 industrial properties sold is one industrial property totaling approximately 0.4 million square feet of GLA that we transferred title to a lender in satisfaction of a non-recourse mortgage loan (See Note 6). The gain on sale of real estate was approximately \$21,789, of which \$20,419 is shown in discontinued operations. The 36 sold industrial properties meet the criteria to be included in discontinued operations.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Therefore the results of operations and gain on sale of real estate for the 36 sold industrial properties are included in discontinued operations. The results of operations and gain on sale of real estate for the one land parcel that does not meet the criteria to be included in discontinued operations are included in continuing operations.

At December 31, 2011, we had 46 industrial properties comprising approximately 4.8 million square feet of GLA held for sale. The results of operations of the 46 industrial properties held for sale at December 31, 2011 are included in discontinued operations. There can be no assurance that such industrial properties held for sale will be sold.

The following table discloses certain information for the years ended December 31, 2011, 2010 and 2009 regarding the industrial properties included in our discontinued operations.

	Year Ended December 31,		
	2011	2010	2009
Total Revenues	\$19,932	\$ 27,481	\$ 36,850
Property Expenses	(8,658)	(11,821)	(14,966)
Impairment of Real Estate	(6,146)	(81,648)	(1,317)
Depreciation and Amortization	(2,145)	(11,273)	(17,992)
Interest Expense	(63)	(268)	(653)
Gain on Sale of Real Estate	20,419	11,092	24,206
Provision for Income Taxes	(1,246)	—	(1,846)
Income (Loss) from Discontinued Operations	<u>\$22,093</u>	<u>\$(66,437)</u>	<u>\$ 24,282</u>

At December 31, 2011 and 2010, we had notes receivable outstanding of approximately \$55,502 and \$58,803, net of a discount of \$319 and \$383, respectively, which are included as a component of Prepaid Expenses and Other Assets, Net. At December 31, 2011 and 2010, the fair value of the notes receivable was \$58,734 and \$60,944, respectively. The fair value of our notes receivable was determined by discounting the future cash flows using current rates at which similar loans with similar remaining maturities would be made to other borrowers. The current market rates we utilized were internally estimated; therefore, we have concluded that our determination of fair value of our notes receivable was primarily based upon Level 3 inputs, as defined below.

Impairment Charges

On October 22, 2010, we amended our existing revolving credit facility (See Note 6). In conjunction with the amendment, management identified a pool of real estate assets (the “Non-Strategic Assets”) that it intended to sell. The Non-Strategic Assets originally consisted of 195 industrial properties comprising approximately 16.4 million square feet of GLA and land parcels comprising approximately 724 gross acres. At the time of the amendment, management reassessed the holding period for the Non-Strategic Assets and determined that certain of the industrial properties were impaired, and as such, the Company recorded an aggregate impairment charge of \$185,397 for the year ended December 31, 2010.

At December 31, 2011, the Non-Strategic Assets consisted of 133 industrial properties comprising approximately 11.3 million square feet of GLA and land parcels comprising approximately 359 gross acres. Forty-six industrial properties comprising approximately 4.8 million square feet of GLA and land parcels comprising approximately 61 acres of the Non-Strategic Assets were classified as held for sale as of December 31, 2011. The net impairment charges for assets that qualify to be classified as held for sale at December 31, 2011 were calculated as the difference of the carrying value of the properties and land parcels over the fair value less costs to sell. The net impairment charges recorded during year ended December 31, 2011 are

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

due to updated fair market values for certain of the Non-Strategic Assets whose estimated fair market values have changed since December 31, 2010. On the date an asset no longer qualifies to be classified as held for sale, the carrying value must be reestablished at the lower of the estimated fair market value of the asset or the carrying value of the asset prior to held for sale classification, adjusted for any depreciation and amortization that would have been recorded if the asset had not been classified as held for sale. Impairment has been reversed and/or catch-up depreciation and amortization has been recorded during year ended December 31, 2011, if applicable, for these assets that are no longer classified as held for sale.

In addition to the impairment recorded related to the Non-Strategic Assets, during the three months ended March 31, 2010, we recorded an impairment charge in the amount of \$9,155 related to a property comprised of 0.3 million square feet of GLA located in Grand Rapids, Michigan (“Grand Rapids Property”) in connection with the negotiation of a new lease. During the year ended December 31, 2009, we recorded an impairment charge of \$6,934 related to a property comprised of 0.2 million square feet of GLA located in the Inland Empire (“Inland Empire Property”) due to adverse conditions in the credit and real estate markets. The non-cash impairment charges related to the Grand Rapids Property and the Inland Empire Property were based upon the difference between the fair value of the properties and their carrying value.

During the years ended December 31, 2011, 2010 and 2009, we recorded the following net non-cash impairment charges:

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Operating Properties — Held for Sale and Sold Assets	\$(6,146)	\$ (81,648)	\$(1,317)
Impairment — Discontinued Operations	\$(6,146)	\$ (81,648)	\$(1,317)
Land Parcels — Held for Sale and Sold Assets	\$ 5,879	\$ (8,275)	\$ —
Operating Properties — Held for Use	1,687	(90,204)	(5,617)
Land Parcels — Held for Use	1,241	(14,425)	—
Impairment — Continuing Operations	\$ 8,807	\$(112,904)	\$(5,617)
Total Net Impairment	<u>\$ 2,661</u>	<u>\$(194,552)</u>	<u>\$(6,934)</u>

The guidance for the fair value measurement provisions for the impairment of long lived assets recorded at fair value establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. The fair market values were determined using widely accepted valuation techniques including discounted cash flow analyses on expected cash flows, internal valuations of real estate and third party offers.

For operational real estate assets, the most significant assumptions used in the discounted cash flow analyses included the discount rate, projected occupancy levels, rental rates and capital expenditures, and the future exit capitalization rate. For the valuation of land parcels, we reviewed recent comparable sales transactions, to the extent available, or if not available, we considered older comparable transactions, adjusted upward or downward to reflect management’s assumptions about current market conditions. In all cases, members of our management team that were responsible for the individual markets where the land parcels were located determined the internal valuations. Valuations based on third party offers include bona fide contract prices and letter of intent amounts, that we believe are indicative of fair value.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following tables present information about our assets that were measured at fair value on a non-recurring basis during the years ended December 31, 2011 and 2010. The tables indicate the fair value hierarchy of the valuation techniques we utilized to determine fair value.

Description	Year Ended December 31, 2011	Fair Value Measurements on a Non-Recurring Basis Using:			Total Impairment
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	
Long-lived Assets Held for Sale*	\$52,057	—	—	\$52,057	\$(6,121)
Long-lived Assets Held and Used*	\$22,090	—	—	\$22,090	(896)
					<u>\$(7,017)</u>

Description	Year Ended December 31, 2010	Fair Value Measurements on a Non-Recurring Basis Using:			Total Impairment
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	
Long-lived Assets Held for Sale	\$288,369	—	—	\$288,369	\$(193,226)
Long-lived Assets Held and Used	\$ 3,905	—	—	\$ 3,905	(1,326)
					<u>\$(194,552)</u>

* Excludes industrial properties and land parcels for which an impairment reversal of \$9,678 was recorded during the year ended December 31, 2011, since the related assets are recorded at carrying value, which is lower than estimated fair value at December 31, 2011.

5. Investments in Joint Ventures

On May 16, 2003, we entered into the 2003 Net Lease Joint Venture with an institutional investor to invest in industrial properties. We own a 15% equity interest in and provide property management services to the 2003 Net Lease Joint Venture. As of December 31, 2011, the 2003 Net Lease Joint Venture owned seven industrial properties comprising approximately 3.4 million square feet of GLA (see Note 16 for subsequent events). The 2003 Net Lease Joint Venture is considered a variable interest entity, however, we continue to conclude that we are not the primary beneficiary of this venture. As of December 31, 2011, our investment in the 2003 Net Lease Joint Venture is \$1,674. Our maximum exposure to loss is currently equal to our investment balance. On May 26, 2011, we acquired the 85% equity interest in one property from the institutional investor in the 2003 Net Lease Joint Venture (see Note 4).

During December 2007, we entered into the 2007 Europe Joint Venture with an institutional investor to invest in, own, develop, redevelop and operate industrial properties. We continue to hold our 10% equity interest in the 2007 Europe Joint Venture. As of December 31, 2011, the 2007 Europe Joint Venture did not own any properties.

On August 5, 2010, we sold our interests in the 2005 Development/Repositioning Joint Venture, the 2005 Core Joint Venture, the 2006 Land/Development Joint Venture and the 2007 Canada Joint Venture to our joint venture partner generating sale proceeds of approximately \$5.0 million. In connection with the sale, we wrote off our carrying value for the 2005 Development/Repositioning Joint Venture, the 2005 Core Joint Venture, the 2006 Land/Development Joint Venture and the 2007 Canada Joint Venture as well as \$1,625 of unrealized loss recorded in Other Comprehensive Income (see Note 14). We recorded an \$11,226 gain related to the sale, which is included in Gain on Sale of Joint Venture Interests for the year ended December 31, 2010. As a result of this

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

sale, we no longer serve as asset manager for these ventures. Pursuant to the sale agreement, we were entitled to proceeds related to sales of certain assets (the “Sale Assets”), if the sale of such assets was consummated by a stated timeframe. Three of the Sale Assets closed between August 6, 2010 and December 31, 2010 and we earned approximately \$2,700, which is included in the Gain on Sale of Joint Venture Interests for the year ended December 31, 2010. Additionally, we were entitled to earn leasing, development and disposition fees related to certain assets identified at the time of sale within the sale agreement. On June 11, 2010, we purchased an industrial property from the 2005 Development/Repositioning Joint Venture for a purchase price of \$14,627.

On March 21, 2006, we entered into the 2006 Net Lease Co-Investment Program with an institutional investor to invest in industrial properties. We owned a 15% equity interest in and provided property management, asset management and leasing management services to the 2006 Net Lease Co-Investment Program. Pursuant to the buy/sell provision in the 2006 Net Lease Co-Investment Program’s governing agreement that our counterparty exercised on May 25, 2010, we sold our interest in the real estate property assets in the 2006 Net Lease Co-Investment Program to our counterparty and received \$4,541 in net proceeds. In connection with the sale, we wrote off our carrying value for the 2006 Net Lease Co-Investment Program and recorded a \$852 gain, which is included in Equity in Income (Loss) of Joint Ventures.

During July 2007, we entered into a management arrangement with an institutional investor to provide property management, leasing, acquisition, disposition and portfolio management services for three industrial properties (the “July 2007 Fund”). We do not own an equity interest in the July 2007 Fund, however we are entitled to incentive payments if certain economic thresholds related to the industrial properties are achieved. Effective September 2, 2009, we ceased to provide any services for two of the industrial properties in the July 2007 Fund. We received a one-time fee of approximately \$866 in 2009 from the termination of the management agreement. Effective May 24, 2010, we ceased to provide any services to the remaining industrial property in the July 2007 Fund.

At December 31, 2011 and 2010, we have receivables from the Joint Ventures (and/or our former Joint Venture partners) in the aggregate amount of \$137 and \$2,857, respectively. These receivable amounts are included in Prepaid Expenses and Other Assets, Net. During the years ended December 31, 2011, 2010 and 2009, we recognized fees of \$970, \$4,952 and \$11,174, respectively, from our Joint Ventures.

The combined summarized financial information of the investments in Joint Ventures is as follows:

	December 31, 2011	December 31, 2010
Condensed Combined Balance Sheets		
Gross Real Estate Investment	\$155,555	\$210,567
Less: Accumulated Depreciation	(41,342)	(47,286)
Net Real Estate	114,213	163,281
Other Assets	23,364	33,351
Total Assets	<u>\$137,577</u>	<u>\$196,632</u>
Debt	\$112,261	\$157,431
Other Liabilities	5,779	10,849
Equity	19,537	28,352
Total Liabilities and Equity	<u>\$137,577</u>	<u>\$196,632</u>
Company’s share of Equity	\$ 3,029	\$ 4,344
Basis Differentials(1)	(1,564)	(2,089)
Carrying Value of the Company’s investments in Joint Ventures	<u>\$ 1,465</u>	<u>\$ 2,255</u>

- (1) This amount represents the aggregate difference between our historical cost basis and the basis reflected at the joint venture level. Basis differentials are primarily comprised of impairments we recorded to reduce certain of our investments in the 2003 Net Lease Joint Venture to fair value and certain deferred fees which are not reflected at the joint venture level.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Year Ended December 31,		
	2011	2010	2009
Condensed Combined Statements of Operations			
Total Revenues	\$16,799	\$ 55,894	\$ 85,426
Expenses:			
Operating and Other	3,114	23,862	41,359
Interest	7,791	28,622	39,749
Depreciation and Amortization	7,312	27,202	47,487
Impairment of Real Estate	—	3,268	150,804
Total Expenses	18,217	82,954	279,399
Income from Discontinued Operations (Including Gain on Sale of Real Estate of \$3,137, \$2,761 and \$1,177 for the years ended December 31, 2011, 2010 and 2009, respectively)	2,674	1,942	1,799
Gain on Sale of Real Estate	—	808	8,603
Net Income (Loss)	\$ 1,256	\$(24,310)	\$(183,571)
Company's Share of Net Income (Loss)	\$ 980	\$ 675	\$ (1,276)
Impairment on the Company's Investments in Joint Ventures	—	—	(5,194)
Equity in Income (Loss) of Joint Ventures	\$ 980	\$ 675	\$ (6,470)

6. Indebtedness

The following table discloses certain information regarding our indebtedness:

	Outstanding Balance at		Interest Rate at	Effective Interest Rate at	Maturity Date
	December 31, 2011	December 31, 2010	December 31, 2011	Issuance	
Mortgage and Other Loans					
Payable, Net*	\$690,256	\$486,055	4.45% - 9.25%	4.45% - 9.25%	January 2013 - October 2021
Unamortized Premiums*	(305)	(358)			
Mortgage and Other Loans Payable, Gross* . . .	<u>\$689,951</u>	<u>\$485,697</u>			
Senior Unsecured Notes, Net					
2016 Notes	\$159,455	\$159,899	5.750%	5.91%	01/15/16
2017 Notes	59,600	87,195	7.500%	7.52%	12/01/17
2027 Notes	6,065	13,559	7.150%	7.11%	05/15/27
2028 Notes	124,894	189,869	7.600%	8.13%	07/15/28
2012 Notes	61,817	61,774	6.875%	6.85%	04/15/12
2032 Notes	34,683	34,667	7.750%	7.87%	04/15/32
2014 Notes	86,997	86,792	6.420%	6.54%	06/01/14
2011 Exchangeable Notes	—	128,137	N/A	N/A	09/15/11
2017 II Notes	106,716	117,637	5.950%	6.37%	05/15/17
Subtotal	<u>\$640,227</u>	<u>\$879,529</u>			
Unamortized Discounts	4,625	6,980			
Senior Unsecured Notes, Gross	<u>\$644,852</u>	<u>\$886,509</u>			
Unsecured Credit Facility	<u>\$149,000</u>	<u>\$376,184</u>	2.385%	2.385%	12/12/14

* Excludes \$1,008 of Mortgage Loan Payable on Real Estate Held for Sale which is net of \$48 of unamortized premiums as of December 31, 2010.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Mortgage and Other Loans Payable, Net

During the year ended December 31, 2011, we originated or assumed the following mortgage loans:

Mortgage Financing	Loan Principal	Interest Rate	Origination/Assumption Date	Maturity Date	Amortization Period	Number of Industrial Properties Collateralizing Mortgage	GLA (In millions)	Property Carrying Value at December 31, 2011
I - VIII	\$178,300	4.45%	May 2, 2011	June 2018	30-year	32	5.9	\$206,291
IX	24,417	5.579%	May 26, 2011	February 2016	30-year	1	0.7	28,991
X-XX	77,600	4.85%	September 23, 2011	October 2021	30-year	24	2.3	84,403
	<u>\$280,317</u>							<u>\$319,685</u>

For Mortgage Financings I through VIII and Mortgage Financings X through XX, principal prepayments are prohibited for 12 months after loan origination, after which prepayment premiums are calculated at the greater of yield maintenance or 1% of the outstanding balance. For Mortgage Financing IX, principal prepayments are prohibited until three months prior to maturity, but defeasance is allowed subject to certain conditions.

During the year ended December 31, 2011, we paid off and retired prior to maturity the following mortgage loans:

Loan Principal Paid Off	Interest Rate	Payoff Date	Maturity Date	(Loss) Gain on Retirement of Debt
\$14,520	6.75%	February 10, 2011	September 2012	\$ (213)
18,662	7.50%	March 9, 2011	December 2014	(813)
27,389	7.50%	April 1, 2011	October 2014	(1,104)
2,091	7.54%	November 30, 2011	January 2012	2
<u>\$62,662</u>				<u>\$(2,128)</u>

On September 20, 2011, we transferred title to a property totaling approximately 0.4 million square feet of GLA and an escrow balance in the amount of \$1,845 to a lender in satisfaction of a \$5,040 non-recourse mortgage loan. We recognized a \$147 loss related to the transaction, which is included in loss on retirement of debt for the year ended December 31, 2011.

On April 30, 2010, we prepaid and retired our secured mortgage debt maturing in September 2024 in the amount of \$1,654, excluding a prepayment fee of \$17, which is included in Loss from Retirement of Debt.

On December 1, 2010, we paid off and retired our secured mortgage debt maturing in December 2010 in the amount of \$12,970.

As of December 31, 2011, mortgage and other loans payable are collateralized by, and in some instances cross-collateralized by, industrial properties with a net carrying value of \$889,722 and one letter of credit in the amount of \$537. We believe the Operating Partnership and the Company were in compliance with all covenants relating to mortgage loans payable as of December 31, 2011.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Senior Unsecured Notes, Net

During the years ended December 31, 2011 and December 31, 2010, we repurchased and retired the following senior unsecured notes prior to maturity:

	Principal Amount Repurchased		Purchase Price	
	For the Year Ended December 31, 2011	For the Year Ended December 31, 2010	For the Year Ended December 31, 2011	For the Year Ended December 31, 2010
2011 Notes	\$ —	\$143,498	\$ —	\$147,723
2011 Exchangeable Notes	—	18,000	—	17,936
2012 Notes	—	82,236	—	82,235
2014 Notes	1,144	21,062	1,143	17,964
2016 Notes	500	—	475	—
2017 Notes	27,619	—	27,506	—
2017 II Notes	10,969	—	10,182	—
2027 Notes	7,500	—	7,500	—
2028 Notes	65,025	—	63,861	—
	<u>\$112,757</u>	<u>\$264,796</u>	<u>\$110,667</u>	<u>\$265,858</u>

In connection with these repurchases prior to maturity, we recognized \$2,012 and \$4,096 as loss from retirement of debt for the years ended December 31, 2011 and December 31, 2010, respectively, which is the difference between the repurchase price of \$110,667 and \$265,858, respectively, and the principal amount retired of \$112,757 and \$264,796, respectively, net of the pro rata write off of the unamortized debt issue discount, the unamortized loan fees, the unamortized settlement amount of the interest rate protection agreements and the professional services fees related to the repurchases of \$135, \$717, \$3,250 and \$0, respectively, and \$1,707, \$519, \$(183) and \$991 respectively.

On September 15, 2011, we paid off and retired our 2011 Exchangeable Notes, at maturity, in the amount of \$128,900.

The indentures governing our senior unsecured notes contain certain covenants, including limitations on incurrence of debt and debt service coverage. We believe the Operating Partnership and the Company were in compliance with all covenants relating to senior unsecured debt as of December 31, 2011. However, these financial covenants are complex and there can be no assurance that these provisions would not be interpreted by our noteholders in a manner that could impose and cause us to incur material costs.

Unsecured Credit Facility

We have maintained an unsecured credit facility since 1997. Effective October 22, 2010, we amended our existing revolving credit facility to provide for a \$200,000 term loan and a \$200,000 revolving line of credit (together the “Old Credit Facility”). The Old Credit Facility was to mature on September 28, 2012. In connection with the amendment of the Old Credit Facility, we wrote off \$191 of unamortized deferred financing costs associated with the decreased capacity of the agreement, which is included in Loss from Retirement of Debt for the year ended December 31, 2010. During June 2011, we made a permanent repayment of \$100,000 on the term loan of our Old Credit Facility.

During December 2011, we entered into a new \$450,000 unsecured revolving credit agreement (the “Unsecured Credit Facility”) which replaced the Old Credit Facility. We may request that the borrowing capacity under the Unsecured Credit Facility be increased to \$500,000, subject to certain restrictions. We wrote off \$1,172

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

of unamortized deferred financing costs reflected in Loss from Retirement of Debt for the year ended December 31, 2011 related to the Old Credit Facility. The Unsecured Credit Facility provides for interest only payments initially at LIBOR plus 210 basis points or at a base rate plus 210 basis points, at our election, based on our leverage ratio. The Unsecured Credit Facility matures on December 12, 2014, unless extended an additional one year at our election, subject to certain conditions. At December 31, 2011, borrowings under the Unsecured Credit Facility bore interest at a weighted average interest rate of 2.385%.

The Unsecured Credit Facility contains certain covenants, including limitations on incurrence of debt and debt service coverage. Under the Unsecured Credit Facility, an event of default can also occur if the lenders, in their good faith judgment, determine that a material adverse change has occurred which could prevent timely repayment or materially impair our ability to perform our obligations under the loan agreement. We believe that we were in compliance with all covenants relating to the Unsecured Credit Facility as of December 31, 2011. However, these financial covenants are complex and there can be no assurance that these provisions would not be interpreted by our lenders in a manner that could impose and cause us to incur material costs.

The following is a schedule of the stated maturities and scheduled principal payments of our indebtedness, exclusive of premiums and discounts, for the next five years ending December 31, and thereafter:

	<u>Amount</u>
2012	\$ 74,518
2013	13,164
2014	305,063
2015	62,088
2016	293,467
Thereafter	<u>735,503</u>
Total	<u>\$1,483,803</u>

Fair Value

At December 31, 2011 and 2010, the fair value of our indebtedness was as follows:

	<u>December 31, 2011</u>		<u>December 31, 2010</u>	
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Carrying Amount</u>	<u>Fair Value</u>
Mortgage and Other Loans Payable, including mortgages Held for Sale	\$ 690,256	\$ 743,419	\$ 487,063	\$ 548,696
Senior Unsecured Debt	640,227	630,622	879,529	851,771
Unsecured Credit Facility	<u>149,000</u>	<u>149,000</u>	<u>376,184</u>	<u>376,184</u>
Total	<u>\$1,479,483</u>	<u>\$1,523,041</u>	<u>\$1,742,776</u>	<u>\$1,776,651</u>

The fair values of our mortgage loans payable and other loans payable were determined by discounting the future cash flows using the current rates at which similar loans would be made based upon similar leverage levels and similar remaining maturities. The current market rates we utilized were internally estimated; therefore, we have concluded that our determination of fair value for our mortgage and other loans payable was primarily based upon Level 3 inputs. The fair value of the senior unsecured notes was determined by quoted market prices (Level 1) or, for certain senior unsecured notes that are thinly traded, were based upon transactions for senior unsecured notes with comparable maturities (Level 2). The fair value of the Unsecured Credit Facility was determined by discounting the future cash flows using current rates at which similar loans would be made to

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

borrowers with similar credit ratings and for the same remaining term, assuming no repayment until maturity. The current market rate utilized for our Unsecured Credit Facility was internally estimated; therefore, we have concluded that our determination of fair value was primarily based upon Level 3 inputs.

7. Stockholders' Equity

Preferred Stock

On May 27, 2004, we issued 50,000 Depositary Shares, each representing 1/100th of a share of our 6.236%, \$0.01 par value, Series F Flexible Cumulative Redeemable Preferred Stock (the "Series F Preferred Stock"), at an initial offering price of \$1,000.00 per Depositary Share. Dividends on the Series F Preferred Stock are cumulative from the date of initial issuance and are payable quarterly in arrears. The coupon rate of our Series F Preferred Stock resets every quarter at 2.375% plus the greater of (i) the 30 year Treasury CMT Rate, (ii) the 10 year Treasury CMT Rate or (iii) 3-month LIBOR. For the fourth quarter of 2011, the coupon rate was 5.365%. With respect to the payment of dividends and amounts upon liquidation, dissolution or winding up, the Series F Preferred Stock ranks senior to payments on our Common Stock and pari passu with our Series G Preferred Stock (hereinafter defined), Series J Preferred Stock (hereinafter defined) and Series K Preferred Stock (hereinafter defined). In October 2008, we entered into an interest rate swap agreement to mitigate our exposure to floating interest rates related to the forecasted reset rate of the coupon rate of our Series F Preferred Stock (see Note 14 for further information on the agreement).

On May 27, 2004, we issued 25,000 Depositary Shares, each representing 1/100th of a share of our 7.236%, \$0.01 par value, Series G Flexible Cumulative Redeemable Preferred Stock (the "Series G Preferred Stock"), at an initial offering price of \$1,000.00 per Depositary Share. Dividends on the Series G Preferred Stock are cumulative from the date of initial issuance and are payable semi-annually in arrears for the period from the date of original issuance of the Series G Preferred Stock through March 31, 2014 (the "Series G Initial Fixed Rate Period"), commencing on September 30, 2004, at a rate of 7.236% per annum of the liquidation preference (the "Series G Initial Distribution Rate") (equivalent to \$72.36 per Depositary Share). On or after March 31, 2014, the Series G Initial Distribution Rate is subject to reset, at our option, subject to certain conditions and parameters, at fixed or floating rates and periods. Fixed rates and periods will be determined through a remarketing procedure. Floating rates during floating rate periods will equal 2.500% (the initial credit spread), plus the greater of (i) the 3-month LIBOR, (ii) the 10 year Treasury CMT Rate, and (iii) the 30 year Treasury CMT Rate, reset quarterly. Dividends on the Series G Preferred Stock are payable semi-annually in arrears for fixed rate periods subsequent to the Series G Initial Fixed Rate Period and quarterly in arrears for floating rate periods. With respect to the payment of dividends and amounts upon liquidation, dissolution or winding up, the Series G Preferred Stock ranks senior to payments on our Common Stock and pari passu with our Series F Preferred Stock, Series J Preferred Stock (hereinafter defined) and Series K Preferred Stock (hereinafter defined).

On January 13, 2006, we issued 6,000,000 Depositary Shares, each representing 1/10,000th of a share of our 7.25%, \$.01 par value, Series J Cumulative Redeemable Preferred Stock (the "Series J Preferred Stock"), at an initial offering price of \$25.00 per Depositary Share. The Series J Preferred Stock is redeemable in whole or in part, at our option, at a cash redemption price of \$25.00 per depositary share. Dividends on the Series J Preferred Stock, represented by the Depositary Shares, are cumulative from the date of initial issuance and are payable quarterly in arrears. However, during any period that both (i) the depositary shares are not listed on the NYSE or AMEX, or quoted on NASDAQ, and (ii) we are not subject to the reporting requirements of the Exchange Act, but the preferred shares are outstanding, we will increase the dividend on the preferred shares to a rate of 8.25% of the liquidation preference per year. With respect to the payment of dividends and amounts upon liquidation, dissolution or winding up, the Series J Preferred Stock ranks senior to payments on our Common Stock and pari passu with our Series F Preferred Stock, Series G Preferred Stock and Series K Preferred Stock (hereinafter defined).

On August 21, 2006, we issued 2,000,000 Depositary Shares, each representing 1/10,000th of a share of our 7.25%, \$.01 par value, Series K Flexible Cumulative Redeemable Preferred Stock (the "Series K Preferred

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Stock”), at an initial offering price of \$25.00 per Depositary Share. The Series K Preferred Stock is redeemable in whole or in part, at our option, at a cash redemption price of \$25.00 per depositary share. Dividends on the Series K Preferred Stock, represented by the Depositary Shares, are cumulative from the date of initial issuance and are payable quarterly in arrears. With respect to the payment of dividends and amounts upon liquidation, dissolution or winding up, the Series K Preferred Stock ranks senior to payments on our Common Stock and *pari passu* with our Series F Preferred Stock, Series G Preferred Stock and Series J Preferred Stock.

All series of preferred stock have no stated maturity (although we may redeem all such preferred stock on or following their optional redemption dates at our option, in whole or in part).

Shares of Common Stock

For the years ended December 31, 2011, 2010 and 2009, 125,784, 27,586, and 415,466 shares of common stock, respectively, were converted from an equivalent number of units of limited partnership interests in the Operating Partnership (“Units”), resulting in a reclassification of \$1,109, \$316 and \$7,817, respectively, of Noncontrolling Interest to First Industrial Realty Trust Inc.’s Stockholders’ Equity.

On May 12, 2011, we filed an amendment to the Company’s articles of incorporation, increasing the number of shares of the Company’s common stock authorized for issuance from 100 million to 150 million shares.

On May 31, 2011, we announced an underwritten public offering of 8,400,000 shares of the Company’s common stock at a price of \$12.15 per share to the public. Gross offering proceeds upon settlement on June 6, 2011 were \$102,060 in the aggregate. Proceeds to us, net of underwriter’s discount of \$1,176 and total expenses of \$138, were approximately \$100,746.

On March 3, 2011, we announced an underwritten public offering of 8,900,000 shares of the Company’s common stock at a price of \$11.40 per share to the public. Gross offering proceeds upon settlement on March 4, 2011 were \$101,460 in the aggregate. Proceeds to us, net of underwriter’s discount of \$890 and total expenses of \$166, were approximately \$100,404.

On October 5, 2009, the Company sold in an underwritten public offering 13,635,700 shares of its common stock at a price of \$5.25 per share. Gross offering proceeds from the issuance were \$71,587 in the aggregate. Proceeds to the Company, net of underwriters’ discount of \$3,042 and total expenses of \$765, were approximately \$67,780.

On February 28, 2011, we entered into distribution agreements with sales agents to sell up to 10,000,000 shares of the Company’s common stock, for up to \$100,000 aggregate gross sale proceeds, from time to time in “at-the-market” offerings (the “ATM”). During the year ended December 31, 2011, we issued 115,856 shares of the Company’s common stock under the ATM resulting in proceeds to us of approximately \$1,391, net of \$28 paid to the sales agent. Under the terms of the ATM, sales are to be made primarily in transactions that are deemed to be “at-the-market” offerings, including sales made directly on the New York Stock Exchange or sales made through a market maker other than on an exchange or by privately negotiated transactions.

On May 4, 2010, we entered into distribution agreements with sales agents to sell up to 10,000,000 shares of the Company’s common stock from time to time in “at-the-market” offerings (the “Original ATM”). During the year ended December 31, 2010, we issued 5,469,767 shares of the Company’s common stock under the Original ATM for approximately \$44,117, net of \$900 paid to the sales agent. Under the terms of the Original ATM, sales were made primarily in transactions that were deemed to be “at-the-market” offerings, including sales made directly on the New York Stock Exchange or sales made through a market maker other than on an exchange or by privately negotiated transactions. On December 31, 2010, we concluded the Original ATM as a result of the expiration of the distribution agreements with our sales agents.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

On August 8, 2008, the Company's Dividend Reinvestment and Direct Stock Purchase Plan ("DRIP") became effective. Under the terms of the DRIP, stockholders who participate may reinvest all or part of their dividends in additional common stock of the Company at a discount from the market price, at our discretion, when the shares are issued and sold directly by us from authorized but unissued shares of the Company's common stock. Stockholders and non-stockholders may also purchase additional shares at a discounted price, at our discretion, when the shares are issued and sold directly by us from authorized but unissued shares of the Company's common stock, by making optional cash payments, subject to certain dollar thresholds. During the year ended December 31, 2011, we did not issue any shares of the Company's common stock under the direct stock purchase component of the DRIP. During the year ended December 31, 2010, we issued 875,402 shares of the Company's common stock under the direct stock purchase component of the DRIP for approximately \$5,970. During the year ended December 31, 2009, the Company issued 3,034,120 shares under the direct stock purchase component of the DRIP for \$15,920.

During the years ended December 31, 2010 and 2009, we awarded 23,567 and 50,445 shares, respectively, of common stock to certain directors. The common stock shares had a fair value of approximately \$128 and \$240, respectively, upon issuance.

The following table is a roll-forward of our shares of common stock outstanding, including unvested restricted shares of common stock (see Note 13), for the three years ended December 31, 2011:

	<u>Shares of Common Stock Outstanding</u>
Balance at December 31, 2008	44,652,182
Issuance of Common Stock, including Issuance of Restricted Stock Units	16,874,884
Issuance of Restricted Stock Shares	35,145
Repurchase and Retirement of Restricted Stock Shares	(132,463)
Conversion of Operating Partnership Units	415,466
Balance at December 31, 2009	<u>61,845,214</u>
Issuance of Common Stock, including Issuance of Restricted Stock Units	6,518,736
Issuance of Restricted Stock Shares	573,198
Repurchase and Retirement of Restricted Stock Shares	(123,438)
Conversion of Operating Partnership Units	27,586
Balance at December 31, 2010	<u>68,841,296</u>
Issuance of Common Stock, including Issuance of Restricted Stock Units	17,646,586
Issuance of Restricted Stock Shares	292,339
Repurchase and Retirement of Restricted Stock Shares	(98,603)
Conversion of Operating Partnership Units	125,784
Balance at December 31, 2011	<u><u>86,807,402</u></u>

Dividends/Distributions

The coupon rate of our Series F Preferred Stock resets every quarter at 2.375% plus the greater of (i) the 30 year Treasury CMT Rate, (ii) the 10 year Treasury CMT Rate or (iii) 3-month LIBOR. For the fourth quarter of 2011, the new coupon rate was 5.365%. See Note 14 for additional derivative information related to the Series F Preferred Stock coupon rate reset.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following table summarizes dividends/distributions declared for the past three years:

	Year Ended 2011		Year Ended 2010		Year Ended 2009	
	Dividend/ Distribution per Share/ Unit	Total Dividend/ Distribution	Dividend/ Distribution per Share/ Unit	Total Dividend/ Distribution	Dividend/ Distribution per Share/ Unit	Total Dividend/ Distribution
Common Stock/Operating Partnership Units	\$ 0.0000	\$ —	\$ 0.0000	\$ —	\$ 0.0000	\$ —
Series F Preferred Stock	\$ 6,510.9028	\$ 3,256	\$ 6,736.1540	\$ 3,368	\$ 6,414.5700	\$ 3,207
Series G Preferred Stock	\$ 7,236.0000	\$ 1,809	\$ 7,236.0000	\$ 1,809	\$ 7,236.0000	\$ 1,809
Series J Preferred Stock	\$ 18,125.2000	\$ 10,875	\$ 18,125.2000	\$ 10,875	\$ 18,125.2000	\$ 10,875
Series K Preferred Stock	\$ 18,125.2000	\$ 3,625	\$ 18,125.2000	\$ 3,625	\$ 18,125.2000	\$ 3,625

8. Supplemental Information to Statements of Cash Flows

Supplemental disclosure of cash flow information:

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Interest paid, net of capitalized interest	<u>\$100,375</u>	<u>\$105,276</u>	<u>\$115,990</u>
Capitalized Interest	<u>\$ 437</u>	<u>\$ —</u>	<u>\$ 281</u>
Income Taxes Paid (Refunded)	<u>\$ 1,876</u>	<u>\$ 3,663</u>	<u>\$(54,173)</u>
Supplemental schedule of noncash investing and financing activities:			
Distribution payable on preferred stock	<u>\$ 4,763</u>	<u>\$ 452</u>	<u>\$ 452</u>
Exchange of units for common stock:			
Noncontrolling interest	\$ (1,109)	\$ (316)	\$ (7,817)
Common stock	1	1	4
Additional paid-in-capital	<u>1,108</u>	<u>315</u>	<u>7,813</u>
	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
Property Transfer to Lender in Satisfaction of Non-Recourse Mortgage Loan:			
Net Investment of Real Estate	\$ (3,200)	\$ —	\$ —
Prepaid Expenses and Other Assets, Net	(1,987)	—	—
Mortgage Loan Payable, Net	<u>5,040</u>	<u>—</u>	<u>—</u>
Loss from Retirement of Debt	<u>\$ (147)</u>	<u>\$ —</u>	<u>\$ —</u>
Mortgage loan payable assumed in conjunction with a property acquisition	<u>\$ (24,417)</u>	<u>\$ —</u>	<u>\$ —</u>
Notes receivable issued in conjunction with certain property sales	<u>\$ 7,029</u>	<u>\$ 168</u>	<u>\$ 20,645</u>
Write-off of fully depreciated assets	<u>\$(58,357)</u>	<u>\$(59,485)</u>	<u>\$(55,089)</u>

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

9. Earnings Per Share (“EPS”)

The computation of basic and diluted EPS is presented below:

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Numerator:			
Loss from Continuing Operations	\$ (32,201)	\$ (155,699)	\$ (20,327)
Gain on Sale of Real Estate, Net of Income Tax Provision	918	517	231
Noncontrolling Interest Allocable to Continuing Operations	<u>3,097</u>	<u>13,623</u>	<u>4,019</u>
Loss from Continuing Operations Attributable to First Industrial Realty Trust, Inc.	(28,186)	(141,559)	(16,077)
Preferred Stock Dividends	<u>(19,565)</u>	<u>(19,677)</u>	<u>(19,516)</u>
Loss from Continuing Operations Available to First Industrial Realty Trust, Inc.’s Common Stockholders	<u>\$ (47,751)</u>	<u>\$ (161,236)</u>	<u>\$ (35,593)</u>
Income (Loss) from Discontinued Operations, Net of Income Tax Provision	\$ 22,093	\$ (66,437)	\$ 24,282
Noncontrolling Interest Allocable to Discontinued Operations ...	<u>(1,352)</u>	<u>5,175</u>	<u>(2,472)</u>
Income (Loss) from Discontinued Operations Attributable to First Industrial Realty Trust, Inc.	<u>\$ 20,741</u>	<u>\$ (61,262)</u>	<u>\$ 21,810</u>
Net Loss Available to First Industrial Realty Trust, Inc.’s Common Stockholders	<u>\$ (27,010)</u>	<u>\$ (222,498)</u>	<u>\$ (13,783)</u>
Denominator:			
Weighted Average Shares — Basic and Diluted	80,616,000	62,952,565	48,695,317
Basic and Diluted EPS:			
Loss from Continuing Operations Available to First Industrial Realty Trust, Inc.’s Common Stockholders	<u>\$ (0.59)</u>	<u>\$ (2.56)</u>	<u>\$ (0.73)</u>
Income (Loss) from Discontinued Operations Attributable to First Industrial Realty Trust, Inc.’s Common Stockholders	<u>\$ 0.26</u>	<u>\$ (0.97)</u>	<u>\$ 0.45</u>
Net Loss Available to First Industrial Realty Trust, Inc.’s Common Stockholders	<u>\$ (0.34)</u>	<u>\$ (3.53)</u>	<u>\$ (0.28)</u>

Participating securities include 673,381, 662,092 and 355,645 of unvested restricted stock awards outstanding at December 31, 2011, 2010 and 2009 respectively, which participate in non-forfeitable dividends of the Company. Participating security holders are not obligated to share in losses, therefore, none of the net loss attributable to First Industrial Realty Trust, Inc. was allocated to participating securities for the years ended December 31, 2011, 2010 and 2009.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The number of weighted average shares — diluted is the same as the number of weighted average shares — basic for the years ended December 31, 2011, 2010 and 2009 as the effect of stock options and restricted unit awards (that do not participate in non-forfeitable dividends of the Company) was excluded as its inclusion would have been antidilutive to the loss from continuing operations available to First Industrial Realty Trust, Inc.'s common stockholders. The following awards were anti-dilutive and could be dilutive in future periods:

	Number of Awards Outstanding At December 31, 2011	Number of Awards Outstanding At December 31, 2010	Number of Awards Outstanding At December 31, 2009
Non-Participating Securities:			
Restricted Unit Awards	731,900	1,012,800	1,218,800
Options	25,201	98,701	139,700

10. Income Taxes

For income tax purposes, distributions paid to common shareholders are classified as ordinary income, capital gain, return of capital or qualified dividends. We did not pay common share distributions for the years ended December 31, 2011, 2010 and 2009.

For income tax purposes, distributions paid to preferred shareholders are classified as ordinary income, capital gain, return of capital or qualified dividends. For the years ended December 31, 2011, 2010 and 2009, the preferred distributions per depository share were classified as follows:

Series J Preferred Stock	2011	As a Percentage of Distributions	2010 (As Amended)	As a Percentage of Distributions	2009	As a Percentage of Distributions
Ordinary income	\$0.3130	23.02%	\$1.4652	80.84%	\$ —	0.00%
Long-term capital gains	—	0.00%	—	0.00%	1.3697	75.57%
Unrecaptured Section 1250 gain	—	0.00%	0.2423	13.37%	0.4428	24.43%
Return of Capital	1.0402	76.52%	—	0.00%	—	0.00%
Qualified Dividends	0.0062	0.46%	0.1050	5.79%	—	0.00%
	<u>\$1.3594</u>	<u>100.00%</u>	<u>\$1.8125</u>	<u>100.00%</u>	<u>\$1.8125</u>	<u>100.00%</u>
Series K Preferred Stock	2011	As a Percentage of Distributions	2010 (As Amended)	As a Percentage of Distributions	2009	As a Percentage of Distributions
Ordinary income	\$0.3130	23.02%	\$1.4652	80.84%	\$ —	0.00%
Long-term capital gains	—	0.00%	—	0.00%	1.3697	75.57%
Unrecaptured Section 1250 gain	—	0.00%	0.2423	13.37%	0.4428	24.43%
Return of Capital	1.0402	76.52%	—	0.00%	—	0.00%
Qualified Dividends	0.0062	0.46%	0.1050	5.79%	—	0.00%
	<u>\$1.3594</u>	<u>100.00%</u>	<u>\$1.8125</u>	<u>100.00%</u>	<u>\$1.8125</u>	<u>100.00%</u>

The 2010 tax characterization of preferred dividends disclosed in this footnote in the 2010 Form 10-K contained an error. The impact of the error affects the treatment of our preferred distributions for tax purposes only. The correction results in an increase in the ordinary income classification of \$1.4529, an increase in the qualified dividend classification of \$0.0222, an increase in the unrecaptured Section 1250 gain classification of \$0.0706, and a decrease in the amount of distributions classified as return of capital of (\$1.5457), all per depository share of our Series J and Series K preferred shares.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The components of income tax (provision) benefit for the years ended December 31, 2011, 2010 and 2009 are comprised of the following:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Current:			
Federal	\$ (622)	\$ (893)	\$ 38,682
State	(502)	(2,372)	1,772
Foreign	(41)	(95)	(835)
Deferred:			
Federal	(284)	163	(15,816)
State	(2)	40	(616)
Foreign	(697)	(148)	9
	<u>\$ (2,148)</u>	<u>\$ (3,305)</u>	<u>\$ 23,196</u>

On August 24, 2009, we received a private letter ruling from the IRS granting favorable loss treatment under Sections 331 and 336 of the Code on the tax liquidation of one of our old taxable REIT subsidiaries. As a result, we completed a transaction on September 1, 2009 whereby approximately 75% of the assets formerly held by this taxable REIT subsidiary are now held by a limited liability company which is wholly owned by the Operating Partnership. The remaining 25% of the assets are now held by a partnership for federal income tax purposes, and is 99% owned by one of our taxable REIT subsidiaries formed in 2009. On November 6, 2009, legislation was signed that allows businesses with net operating losses for 2008 or 2009 to carry back those losses for up to five years. As a result, we received a refund from the IRS of \$40,418 in the fourth quarter of 2009 due to the tax liquidation of one of our old taxable REIT subsidiaries.

Deferred income taxes represent the tax effect of the temporary differences between the book and tax basis of assets and liabilities. Deferred tax assets (liabilities) include the following as of December 31, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Investments in Joint Ventures	\$ 15	\$ 47
Fixed assets	—	1,863
Prepaid rent	45	71
Restricted stock	43	99
Capitalized Interest	—	626
Impairment of Real Estate	5,683	10,196
Foreign net operating loss carrying forward	828	706
Valuation Allowance	(5,078)	(9,301)
Other	483	569
Total deferred tax assets, net of allowance	<u>\$ 2,019</u>	<u>\$ 4,876</u>
Straight-line rent	(85)	(510)
Fixed assets	(1,946)	(3,397)
Other	(108)	(106)
Total deferred tax liabilities	<u>\$ (2,139)</u>	<u>\$ (4,013)</u>
Total net deferred tax (liability) asset	<u>\$ (120)</u>	<u>\$ 863</u>

A valuation allowance is recorded if we believe it is more likely than not that all or some portion of our deferred tax assets will not be realized. We do not have projections of future taxable income in the taxable REIT subsidiaries significant enough to allow us to realize our deferred tax assets. Therefore, we have recorded a

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

valuation allowance against our deferred tax assets. An increase or decrease in the valuation allowance that results from a change in circumstances, and which causes a change in our judgment about the realizability of the related deferred tax assets, is included in the current tax provision.

As of December 31, 2011 and 2010, we had net deferred tax (liability) assets of \$(120) and \$863, after valuation allowances of \$5,078 and \$9,301, respectively. The decrease in the valuation allowance of \$4,223 from December 31, 2010 to December 31, 2011 is primarily related to a decrease in net deferred tax assets and liabilities due to sales of property. As of December 31, 2010 and 2009, we had net deferred tax assets of \$863 and \$776, after valuation allowances of \$9,301 and \$1,299, respectively. The increase in the valuation allowance of \$8,002 from December 31, 2009 to December 31, 2010 is primarily related to an increase in net deferred tax assets due to the impairment of real estate.

The components of income tax (provision) benefit for the years ended December 31, 2011, 2010 and 2009 are as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Tax provision associated with income from operations on sold properties which is included in discontinued operations	\$ (119)	\$ —	\$ (384)
Tax provision associated with gains and losses on the sale of real estate which is included in discontinued operations	(1,127)	—	(1,462)
Tax provision associated with gains and losses on the sale of real estate	(452)	(342)	(143)
Income tax (provision) benefit	<u>(450)</u>	<u>(2,963)</u>	<u>25,185</u>
Income tax (provision) benefit	<u><u>\$(2,148)</u></u>	<u><u>\$(3,305)</u></u>	<u><u>\$23,196</u></u>

The income tax (provision) benefit pertaining to income from continuing operations and gain on sale of real estate differs from the amounts computed by applying the applicable federal statutory rate as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Tax (provision) benefit at federal rate related to continuing operations	\$(2,162)	\$ 5,141	\$ 8,574
State tax (provision) benefit, net of federal (provision) benefit	(521)	(2,320)	1,849
Non-deductible permanent items, net	(54)	(58)	(1,652)
Change in valuation allowance	1,853	(6,108)	16,269
Foreign taxes, net	(96)	(211)	342
Other	<u>78</u>	<u>251</u>	<u>(340)</u>
Net income tax (provision) benefit	<u><u>\$ (902)</u></u>	<u><u>\$(3,305)</u></u>	<u><u>\$25,042</u></u>

Michigan Tax Issue

As of December 31, 2008, we had paid approximately \$1,400 (representing tax and interest for the years 1997-2000) to the State of Michigan regarding business loss carryforwards the appropriateness of which was the subject of litigation initiated by us. On December 11, 2007, the Michigan Court of Claims rendered a decision against us regarding the business loss carryforwards. Also, the court ruled against us on an alternative position involving Michigan's Capital Acquisition Deduction. We filed an appeal to the Michigan Appeals Court in January 2008; however, as a result of the lower court's decision, an additional approximately \$800 (representing tax and interest for the year 2001) had been accrued through June 30, 2009 for both tax and financial statement purposes. On August 18, 2009, the Michigan Appeals Court issued a decision in our favor on the business loss

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

carryforward issue. The Michigan Department of Treasury appealed the decision to the Michigan Supreme Court on September 29, 2009; however, we believed there was a very low probability that the Michigan Supreme Court would accept the case. Therefore, in September 2009 we reversed our accrual of \$800 (related to the 2001 tax year) and set up a receivable of \$1,400 for the amount paid in 2006 (related to the 1997-2000 tax years), resulting in an aggregate reversal of prior tax expense of approximately \$2,200. On April 23, 2010, the Michigan Supreme Court reversed the decision of the Michigan Appeals Court and reinstated the decision of the Michigan Court of Claims. Based on the most recent ruling of the Michigan Supreme Court, we reversed the receivable of \$1,400 and paid approximately \$800, for a total of approximately \$2,200 of tax expense for the year ended December 31, 2010, which is included in continuing operations.

11. Restructuring Costs

We committed to a plan to reduce organizational and overhead costs in October 2008 and subsequently modified that plan during 2011, 2010 and 2009 with the goal of further reducing these costs. The following summarizes our restructuring costs for each of the years ended December 31:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Pre-tax restructuring costs:			
Employee severance and benefits*	\$ —	\$ 525	\$5,186
Termination of certain office leases	1,200	647	1,867
Other	353	686	753
Total restructuring costs	<u>\$1,553</u>	<u>\$1,858</u>	<u>\$7,806</u>
Included in Accounts Payable, Accrued Expenses and Other Liabilities, Net related to severance obligations, remaining lease payments and other costs incurred but not yet paid	<u>\$1,959</u>	<u>\$1,574</u>	<u>\$2,884</u>

* Includes \$0, \$156, and \$2,931, respectively, of non-cash costs which represents the accelerated recognition of restricted stock expense for certain employees for the years ended December 31, 2011, 2010 and 2009.

12. Future Rental Revenues

Our properties are leased to tenants under net and semi-net operating leases. Minimum lease payments receivable, excluding tenant reimbursements of expenses, under non-cancelable operating leases in effect as of December 31, 2011 are approximately as follows:

2012	\$ 239,347
2013	196,288
2014	157,012
2015	125,439
2016	94,840
Thereafter	<u>326,295</u>
Total	<u>\$1,139,221</u>

13. Stock Based Compensation

We maintain five stock incentive plans (the “Stock Incentive Plans”) which are administered by the Compensation Committee of the Board of Directors. There are 11.5 million shares authorized for issuance under the Stock Incentive Plans. Only officers, certain employees, our Independent Directors and our affiliates generally are eligible to participate in the Stock Incentive Plans.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The Stock Incentive Plans authorize (i) the grant of stock options that qualify as incentive stock options under Section 422 of the Code, (ii) the grant of stock options that do not so qualify, (iii) restricted stock/Unit awards (including awards subject to performance conditions), and (iv) dividend equivalent rights. The exercise price of the stock options is determined by the Compensation Committee. Special provisions apply to awards granted under the Stock Incentive Plans in the event of a change in control in the Company. As of December 31, 2011, awards covering 1.9 million shares of common stock were available to be granted under the Stock Incentive Plans.

At December 31, 2011, all outstanding stock options are vested. Stock option transactions for the year ended December 31, 2011 are summarized as follows:

	<u>Options</u>	<u>Weighted Average Exercise Price</u>	<u>Aggregate Intrinsic Value</u>
Outstanding at December 31, 2010	98,701	\$32.34	\$—
Expired or Terminated	(73,500)	\$32.61	
Outstanding at December 31, 2011	<u>25,201</u>	\$31.57	\$—

The following table summarizes currently outstanding and exercisable options as of December 31, 2011:

	<u>Number Outstanding and Exercisable</u>	<u>Remaining Contractual Life</u>	<u>Exercise Price</u>
January 2002 Grants	15,201	0.04	\$30.53
May 2002 Grants	10,000	0.37	\$33.15

In September 1994, the Board of Directors approved and we adopted a 401(k)/Profit Sharing Plan. Under our 401(k)/Profit Sharing Plan, all eligible employees may participate by making voluntary contributions. We may make, but are not required to make, matching contributions. For the years ended December 31, 2011, 2010 and 2009, matching contributions of \$197, \$194 and \$0, respectively were recorded.

For the years ended December 31, 2011, 2010 and 2009, we awarded 292,339, 573,198 and 1,473,600 restricted stock and unit awards to our employees having a fair value at grant date of \$3,248, \$3,336 and \$7,406, respectively. We also awarded 0, 0 and 35,145 restricted stock awards to our directors having a fair value at grant date of \$0, \$0 and \$149 respectively. Restricted stock awards granted to employees generally vest over a period of three to four years and restricted stock awards granted to directors generally vest over a period of five years. For the years ended December 31, 2011, 2010 and 2009, we recognized \$3,759, \$6,040 and \$13,015 in restricted stock amortization related to restricted stock and unit awards, of which \$0, \$0 and \$45, respectively, was capitalized in connection with development activities. At December 31, 2011, we have \$5,141 in unearned compensation related to unvested restricted stock awards. The weighted average period that the unrecognized compensation is expected to be incurred is 0.79 years.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Restricted stock award and restricted stock unit award transactions for the year ended December 31, 2011 are summarized as follows:

	<u>Awards</u>	<u>Weighted Average Grant Date Fair Value</u>
Outstanding at December 31, 2010	1,674,892	\$ 7.26
Issued	292,339	\$11.11
Forfeited	(51,024)	\$11.59
Vested	(510,926)	\$ 9.74
Outstanding at December 31, 2011	<u>1,405,281</u>	\$ 7.00

During the year ended December 31, 2009, we made a grant of 1,000,000 restricted stock units to our Chief Executive Officer. These restricted stock units had a fair value of approximately \$6,014 on the date of issuance. Of these restricted stock units, a total of 600,000 (the “Service Awards”) vest in four equal installments on the first, second, third and fourth year anniversary of December 31, 2008, and a total of 400,000 (the “Performance Awards I”) vest in four installments of up to 100,000 on the first, up to 200,000 on the second, up to 300,000 on the third and up to 400,000 on the fourth year anniversary of December 31, 2008, to the extent certain market conditions are met. The market conditions are met when certain stock price levels are achieved and maintained for certain time periods between the award issuance date and December 31, 2013. Both the Service Awards and Performance Awards I require the Chief Executive Officer to be employed by the Company at the applicable vesting dates, subject to certain clauses in the award agreement. The Service Awards are amortized over the four year service period. The Performance Awards I are amortized over the service period of each installment. As of December 31, 2011, there have been 525,000 Service and Performance Awards I issued.

During the year ended December 31, 2009, we made a grant of 473,600 restricted stock units to certain members of management (the “Performance Awards II”). The Performance Awards II had a fair value of approximately \$1,392 on the date of issuance and will vest in four installments on the first, second, third and fourth anniversary of June 30, 2009, to the extent certain service periods and market conditions are both met. The market conditions are met when certain stock price levels are achieved and maintained for certain time periods between the award issuance date and June 30, 2014. The Performance Awards II are amortized over the service period of each installment. In conjunction with the issuance of the Performance Awards II, the members of management were also granted cash awards with a fair value of \$792. The cash awards vested on June 30, 2010 and compensation expense was recognized on a straight-line basis over the service period. In order to receive the Performance Awards II, the members of management are required to be employed by the Company at the applicable vesting dates, subject to certain clauses in the award agreements. As of December 31, 2011, there have been 39,100 Performance Awards II issued.

The fair value of the Performance Awards I and the Performance Awards II at issuance was determined using a Monte Carlo simulation model with the following assumptions:

	<u>Performance Awards I</u>	<u>Performance Awards II</u>
Expected dividend yield	0.0%	0.0%
Expected stock volatility	57.18% to 119.55%	76.29% to 162.92%
Risk-free interest rate	0.40% to 1.84%	0.43% to 2.38%
Expected life (years)	1-4	1-4
Grant Date Fair value	\$4.49	\$2.94

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

During the years ended December 31, 2011 and December 31, 2010, certain members of management were granted cash awards with a fair value of \$1,810 and \$688, respectively. The cash awards vest on June 30, 2012 and June 30, 2011, respectively, and compensation expense is recognized on a straight-line basis over the service period. In order to receive the cash awards, the members of management are required to be employed by the Company at the vesting date, subject to certain clauses of the award agreements.

14. Derivatives

Our objectives in using interest rate derivatives are to add stability to interest expense and to manage our cash flow volatility and exposure to interest rate movements. To accomplish this objective, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

Our Series F Preferred Stock is subject to a coupon rate reset. The coupon rate resets every quarter at 2.375% plus the greater of i) the 30 year Treasury CMT Rate, ii) the 10 year Treasury CMT Rate or iii) 3-month LIBOR. For the fourth quarter of 2011, the new coupon rate was 5.365% (see Note 7). In October 2008, we entered into an interest rate swap agreement with a notional value of \$50,000 to mitigate our exposure to floating interest rates related to the forecasted reset rate of the coupon rate of our Series F Preferred Stock (the “Series F Agreement”). This Series F Agreement fixes the 30-year U.S. Treasury rate at 5.2175%. Accounting guidance for derivatives does not permit hedge accounting treatment related to equity instruments and therefore the mark to market gains or losses related to this agreement are recorded in the statement of operations. For the years ended December 31, 2011 and December 31, 2010, losses of \$1,718 and \$1,107, respectively, is recognized as Mark-to-Market Loss on Interest Rate Protection Agreements. Quarterly payments are treated as a component of the mark to market gains or losses and for the years ended December 31, 2011 and 2010, which totaled \$574 and \$492, respectively.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in Other Comprehensive Income (“OCI”) and is subsequently reclassified to earnings through interest expense over the life of the derivative or over the life of the debt. In the next 12 months, we will amortize approximately \$2,255 into net income by increasing interest expense for interest rate protection agreements we settled in previous periods.

The following is a summary of the terms of our derivatives and their fair values, which are included in Accounts Payable, Accrued Expenses and Other Liabilities, Net on the accompanying consolidated balance sheets:

<u>Hedge Product</u>	<u>Notional Amount</u>	<u>Strike</u>	<u>Trade Date</u>	<u>Maturity Date</u>	<u>Fair Value As of December 31, 2011</u>	<u>Fair Value As of December 31, 2010</u>
Derivatives not designated as hedging instruments:						
Series F Agreement*	50,000	5.2175%	October 2008	October 1, 2013	\$(1,667)	\$(523)

* Fair value excludes quarterly settlement payment due on Series F Agreement. As of December 31, 2011 and 2010, the outstanding payable was \$280 and \$194, respectively.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following is a summary of the impact of the derivatives in cash flow hedging relationships on the statement of operations and the statement of OCI for the years ended December 31, 2011 and December 31, 2010:

<u>Interest Rate Products</u>	<u>Location on Statement</u>	<u>Year Ended</u>	
		<u>December 31, 2011</u>	<u>December 31, 2010</u>
Loss Recognized in OCI (Effective Portion)	Mark-to-Market on Interest Rate Protection Agreements (OCI)	\$ —	\$ 990
Amortization Reclassified from OCI into Earnings	Interest Expense	\$(2,166)	\$(2,108)

During 2010, the 2006 Land/Development Joint Venture had interest rate protection agreements outstanding which effectively converted floating rate debt to fixed rate debt on a portion of its total variable debt. The hedge relationships were considered highly effective and as such, for the year ended December 31, 2010, we recorded \$1,137 in unrealized gain, representing our 10% share, offset by \$414 of income tax provision, which is shown in Mark-to-Market on Interest Rate Protection Agreements, Net of Income Tax, in OCI. In connection with the sale of our equity interest of the 2006 Land/Development Joint Venture on August 5, 2010, we wrote off \$1,625 that was recorded in OCI related to our 10% share of unrealized loss related to the interest rate protection agreements.

Our agreements with our derivative counterparties contain provisions where if we default on any of our indebtedness, then we could also be declared in default on our derivative obligations subject to certain thresholds.

The guidance for fair value measurement of financial instruments includes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The following table sets forth our financial liabilities that are accounted for at fair value on a recurring basis as of December 31, 2011 and December 31, 2010:

<u>Description</u>	<u>Fair Value</u>	<u>Fair Value Measurements at Reporting Date Using:</u>		
		<u>Quoted Prices in Active Markets for Identical Assets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Unobservable Inputs (Level 3)</u>
Liabilities:				
Series F Agreement at December 31, 2011	\$(1,667)	—	—	\$(1,667)
Series F Agreement at December 31, 2010	\$ (523)	—	—	\$ (523)

The valuation of the Series F Agreement is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of the instrument. This analysis reflects the contractual terms of the agreements including the period to maturity. In adjusting the fair value of the interest rate protection agreements for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements. To comply with the provisions of fair value measurement, we incorporated a credit valuation adjustment (“CVA”) to appropriately reflect both our own nonperformance risk and the respective counterparty’s nonperformance risk in the fair value measurements. However, assessing significance of inputs is a matter of judgment that should consider a variety of factors. One factor we consider is the CVA and

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

its materiality to the overall valuation of the derivatives on the balance sheet and to their related changes in fair value. We consider the Series F Agreement to be classified as Level 3 in the fair value hierarchy due to a significant number of unobservable inputs. The Series F Agreement swaps a fixed rate 5.2175% for floating rate payments based on 30-year Treasury. No market observable prices exist for long-dated Treasuries. Therefore, we have classified the Series F Agreement in its entirety as a Level 3.

The following table presents a reconciliation of our liabilities classified as Level 3 at December 31, 2011 and December 31, 2010:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Derivatives
Ending asset balance at December 31, 2009	\$ 93
Total unrealized losses:	
Mark-to-Market on Series F Agreement	(616)
Ending liability balance at December 31, 2010	\$ (523)
Total unrealized losses:	
Mark-to-Market on Series F Agreement	(1,144)
Ending liability balance at December 31, 2011	<u><u>\$(1,667)</u></u>

15. Commitments and Contingencies

Twelve properties have leases granting the tenants options to purchase the property. Such options are exercisable at various times at appraised fair market value or at a fixed purchase price in excess of our depreciated cost of the asset. We have no notice of any exercise of any tenant purchase option.

At December 31, 2011, we had letters of credit outstanding and performance bonds in the aggregate amount of \$6,780. These letters of credit expire between February 2012 and July 2013.

In the normal course of business, we are involved in legal actions arising from the ownership of our industrial properties. In our opinion, the liabilities, if any, that may ultimately result from such legal actions are not expected to have a materially adverse effect on our consolidated financial position, operations or liquidity.

Ground and Operating Lease Agreements

For the years ended December 31, 2011, 2010 and 2009, we recognized \$1,955, \$3,047 and \$4,181, respectively, in operating and ground lease expense.

Future minimum rental payments under the terms of all non-cancelable ground and operating leases under which we are the lessee, offset by sub-lease rental payments under non-cancelable operating leases, as of December 31, 2011, are as follows:

2012	\$ 1,892
2013	1,724
2014	1,448
2015	1,319
2016	1,321
Thereafter	<u>28,052</u>
Total	<u><u>\$35,756</u></u>

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

16. Subsequent Events

From January 1, 2012 to February 28, 2012, we acquired one industrial property comprising approximately 0.4 million square feet of GLA in connection with the purchase of the 85% equity interest in one property from the institutional investor in the 2003 Net Lease Joint Venture. The acquisition was funded through the assumption of a mortgage loan in the amount of \$12,026, which was subsequently paid off at closing and a cash payment of \$8,324. We will account for this transaction as a step acquisition utilizing the purchase method of accounting. There were no industrial properties sold during this time.

From January 1, 2012 to February 28, 2012, we repurchased and retired \$430 of our senior unsecured notes maturing in 2028 for a payment of \$406.

17. Quarterly Financial Information (unaudited)

The following tables summarize our quarterly financial information. The first, second and third fiscal quarters of 2011 and all fiscal quarters in 2010 have been revised in accordance with guidance on accounting for discontinued operations. The results of operations for the fourth quarter of 2010 include \$2,387 which should have been recorded as part of the impairment charge recorded during the third quarter in 2010. Management evaluated this impairment charge and believes it is not material to the results of operations of either quarter.

Net loss available to common stockholders and basic and diluted EPS from net loss available to common stockholders has not been affected.

	Year Ended December 31, 2011			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total Revenues	\$80,186	\$79,386	\$ 78,586	\$79,677
Equity in Income of Joint Ventures	36	99	772	73
Noncontrolling Interest Allocable to Continuing Operations	877	526	952	798
Loss from Continuing Operations, Net of Income Tax and Noncontrolling Interest	(6,611)	(3,260)	(10,450)	(8,727)
Income from Discontinued Operations, Net of Income Tax	3,105	3,692	5,947	9,349
Noncontrolling Interest Allocable to Discontinued Operations	(224)	(236)	(349)	(543)
Gain on Sale of Real Estate, Net of Income Tax	—	—	918	—
Noncontrolling Interest Allocable to Gain on Sale of Real Estate	—	—	(56)	—
Net (Loss) Income Attributable to First Industrial Realty Trust, Inc.	(3,730)	196	(3,990)	79
Preferred Stock Dividends	(4,927)	(4,947)	(4,928)	(4,763)
Net Loss Available to Common Stockholders	<u>\$ (8,657)</u>	<u>\$ (4,751)</u>	<u>\$ (8,918)</u>	<u>\$ (4,684)</u>
Basic and Diluted Earnings Per Share:				
Loss From Continuing Operations Available	<u>\$ (0.16)</u>	<u>\$ (0.10)</u>	<u>\$ (0.17)</u>	<u>\$ (0.16)</u>
Income from Discontinued Operations	<u>\$ 0.04</u>	<u>\$ 0.04</u>	<u>\$ 0.07</u>	<u>\$ 0.10</u>
Net Loss Available to Common Stockholders	<u>\$ (0.12)</u>	<u>\$ (0.06)</u>	<u>\$ (0.10)</u>	<u>\$ (0.05)</u>
Weighted Average Shares Outstanding	<u>70,639</u>	<u>79,727</u>	<u>85,930</u>	<u>85,941</u>

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Year Ended December 31, 2010			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total Revenues	\$ 82,709	\$ 80,756	\$ 78,186	\$ 80,127
Equity in (Loss) Income of Joint Ventures	(459)	582	(398)	950
Noncontrolling Interest Allocable to Continuing Operations	2,309	1,870	7,419	2,065
Loss from Continuing Operations, Net of Income Tax and Noncontrolling Interest	(21,776)	(17,308)	(81,979)	(20,973)
Income (Loss) from Discontinued Operations, Net of Income Tax	4,544	4,069	(72,873)	(2,177)
Noncontrolling Interest Allocable to Discontinued Operations	(356)	(309)	5,664	176
Gain (Loss) on Sale of Real Estate, Net of Income Tax	731	—	(214)	—
Noncontrolling Interest Allocable to Gain (Loss) on Sale of Real Estate	(57)	—	17	—
Net Loss Attributable to First Industrial Realty Trust, Inc.	(16,914)	(13,548)	(149,385)	(22,974)
Preferred Stock Dividends	(4,960)	(4,979)	(4,884)	(4,854)
Net Loss Available to Common Stockholders	<u>\$(21,874)</u>	<u>\$(18,527)</u>	<u>\$(154,269)</u>	<u>\$(27,828)</u>
Basic and Diluted Earnings Per Share:				
Loss From Continuing Operations Available . . .	<u>\$ (0.42)</u>	<u>\$ (0.35)</u>	<u>\$ (1.38)</u>	<u>\$ (0.40)</u>
Income (Loss) from Discontinued Operations . . .	<u>\$ 0.07</u>	<u>\$ 0.06</u>	<u>\$ (1.07)</u>	<u>\$ (0.03)</u>
Net Loss Available to Common Stockholders . . .	<u>\$ (0.35)</u>	<u>\$ (0.29)</u>	<u>\$ (2.44)</u>	<u>\$ (0.43)</u>
Weighted Average Shares Outstanding	<u>61,797</u>	<u>62,838</u>	<u>63,100</u>	<u>64,049</u>

FIRST INDUSTRIAL REALTY TRUST, INC.
SCHEDULE III:
REAL ESTATE AND ACCUMULATED DEPRECIATION
As of December 31, 2011
(Dollars in thousand)

Building Address	Location (City/State)	(a) Encumbrances	(b) Initial Cost		(c) Costs Capitalized Subsequent to Acquisition or Completion and Valuation Provision	Gross Amount Carried At Close of Period 12/31/11			Accumulated Depreciation 12/31/2011	Year Acquired/ Constructed	Depreciable Lives (Years)
			Land	Buildings		Building and					
						Land	Improvements	Total			
(Dollars in thousands)											
Atlanta											
4250 River Green Parkway	Duluth, GA	\$ —	\$ 264	\$ 1,522	\$ (67)	\$ 214	\$ 1,505	\$ 1,719	\$ 710	1994	(l)
3450 Corporate Parkway	Duluth, GA	—	506	2,904	(823)	284	2,303	2,587	1,214	1994	(l)
1650 Highway 155	McDonough, GA	—	788	4,544	(1,205)	365	3,762	4,127	2,073	1994	(l)
1665 Dogwood Drive	Conyers, GA	—	635	3,662	587	635	4,249	4,884	1,789	1994	(l)
1715 Dogwood	Conyers, GA	—	288	1,675	783	228	2,518	2,746	893	1994	(l)
11235 Harland Drive	Covington, GA	—	125	739	169	125	908	1,033	377	1994	(l)
4051 Southmeadow Parkway	Atlanta, GA	—	726	4,130	875	726	5,005	5,731	2,002	1994	(l)
4071 Southmeadow Parkway	Atlanta, GA	—	750	4,460	1,631	828	6,013	6,841	2,435	1994	(l)
4081 Southmeadow Parkway	Atlanta, GA	—	1,012	5,918	1,651	1,157	7,424	8,581	3,048	1994	(l)
5570 Tulane Dr(d)	Atlanta, GA	2,281	527	2,984	990	546	3,955	4,501	1,369	1996	(l)
955 Cobb Place	Kennesaw, GA	3,018	780	4,420	754	804	5,150	5,954	2,010	1997	(l)
1005 Sigman Road	Conyers, GA	2,118	566	3,134	433	574	3,559	4,133	1,034	1999	(l)
2050 East Park Drive	Conyers, GA	—	452	2,504	143	459	2,640	3,099	799	1999	(l)
1256 Oakbrook Drive	Norcross, GA	1,243	336	1,907	210	339	2,114	2,453	523	2001	(l)
1265 Oakbrook Drive	Norcross, GA	1,170	307	1,742	259	309	1,999	2,308	510	2001	(l)
1280 Oakbrook Drive	Norcross, GA	1,211	281	1,592	313	283	1,903	2,186	550	2001	(l)
1300 Oakbrook Drive	Norcross, GA	1,699	420	2,381	267	423	2,645	3,068	685	2001	(l)
1325 Oakbrook Drive	Norcross, GA	1,349	332	1,879	224	334	2,101	2,435	526	2001	(l)
1351 Oakbrook Drive	Norcross, GA	—	370	2,099	(992)	146	1,331	1,477	584	2001	(l)
1346 Oakbrook Drive	Norcross, GA	—	740	4,192	(715)	352	3,865	4,217	1,312	2001	(l)
1412 Oakbrook Drive	Norcross, GA	—	313	1,776	(1,053)	101	935	1,036	438	2001	(l)
3060 South Park Blvd	Ellenwood, GA	—	1,600	12,464	1,590	1,604	14,050	15,654	3,469	2003	(l)
Greenwood Industrial Park	McDonough, GA	4,580	1,550	—	7,485	1,550	7,485	9,035	1,384	2004	(l)
46 Kent Drive	Cartersville GA	1,779	794	2,252	6	798	2,254	3,052	556	2005	(l)
100 Dorris Williams	Villa Rica GA	1,640	401	3,754	(749)	406	3,000	3,406	548	2005	(l)
605 Stonehill Drive	Atlanta, GA	1,571	485	1,979	(38)	490	1,936	2,426	1,155	2005	(l)
5095 Phillip Lee Drive	Atlanta, GA	4,982	735	3,627	588	740	4,210	4,950	1,763	2005	(l)
6514 Warren Drive	Norcross, GA	—	510	1,250	(61)	513	1,186	1,699	271	2005	(l)
6544 Warren Drive	Norcross, GA	—	711	2,310	284	715	2,590	3,305	570	2005	(l)
5356 E. Ponce De Leon	Stone Mountain, GA	2,765	604	3,888	208	610	4,090	4,700	1,498	2005	(l)

SCHEDULE III:
REAL ESTATE AND ACCUMULATED DEPRECIATION
As of December 31, 2011
(Dollars in thousands)

Building Address	Location (City/State)	(a) Encumbrances	(b) Initial Cost		(c) Costs Capitalized Subsequent to Acquisition or Completion and Valuation Provision	Gross Amount Carried At Close of Period 12/31/11			Accumulated Depreciation 12/31/2011	Year Acquired/ Constructed	Depreciable Lives (Years)
			Land	Buildings		Building and					
						Land	Improvements	Total			
(Dollars in thousands)											
5390 E. Ponce De Leon	Stone Mountain, GA	—	397	1,791	21	402	1,807	2,209	483	2005	(l)
195 & 197 Collins Boulevard	Athens, GA	—	1,410	5,344	(1,742)	989	4,023	5,012	2,520	2005	(l)
1755 Enterprise Drive	Buford, GA	1,529	712	2,118	(10)	716	2,104	2,820	568	2006	(l)
4555 Atwater Court	Buford, GA	2,582	881	3,550	567	885	4,113	4,998	1,191	2006	(l)
80 Liberty Industrial Parkway	McDonough, GA	—	756	3,695	(1,333)	467	2,651	3,118	743	2007	(l)
596 Bonnie Valentine	Pendergrass, GA	—	2,580	21,730	2,585	2,594	24,301	26,895	3,435	2007	(l)
11415 Old Roswell Road	Alpharetta, GA	—	2,403	1,912	491	2,428	2,378	4,806	476	2008	(l)
Baltimore											
1820 Portal	Baltimore, MD	—	884	4,891	1,025	899	5,901	6,800	1,839	1998	(l)
9700 Martin Luther King Hwy	Lanham, MD	—	700	1,920	377	700	2,297	2,997	530	2003	(l)
9730 Martin Luther King Hwy	Lanham, MD	—	500	955	418	500	1,373	1,873	452	2003	(l)
4621 Boston Way	Lanham, MD	—	1,100	3,070	298	1,100	3,368	4,468	839	2003	(l)
4720 Boston Way	Lanham, MD	—	1,200	2,174	497	1,200	2,671	3,871	640	2003	(l)
22520 Randolph Drive	Dulles, VA	7,745	3,200	8,187	(150)	3,208	8,029	11,237	1,815	2004	(l)
22630 Dulles Summit Court	Dulles, VA	—	2,200	9,346	(20)	2,206	9,320	11,526	2,117	2004	(l)
4201 Forbes Boulevard	Lanham, MD	—	356	1,823	341	375	2,145	2,520	573	2005	(l)
4370-4383 Lottsford Vista Rd.	Lanham, MD	—	279	1,358	220	296	1,561	1,857	429	2005	(l)
4400 Lottsford Vista Rd.	Lanham, MD	—	351	1,955	229	372	2,163	2,535	525	2005	(l)
4420 Lottsford Vista Road	Lanham, MD	—	539	2,196	241	568	2,408	2,976	643	2005	(l)
11204 McCormick Road	Hunt Valley, MD	—	1,017	3,132	51	1,038	3,162	4,200	932	2005	(l)
11110 Pepper Road	Hunt Valley, MD	—	918	2,529	376	938	2,885	3,823	836	2005	(l)
11100-11120 Gilroy Road	Hunt Valley, MD	—	901	1,455	(55)	919	1,382	2,301	334	2005	(l)
318 Clubhouse Lane	Hunt Valley, MD	—	701	1,691	(47)	718	1,627	2,345	387	2005	(l)
10709 Gilroy Road	Hunt Valley, MD	—	913	2,705	(113)	913	2,592	3,505	889	2005	(l)
10707 Gilroy Road	Hunt Valley, MD	—	1,111	3,819	55	1,136	3,849	4,985	980	2005	(l)
38 Loveton Circle	Sparks, MD	—	1,648	2,151	(226)	1,690	1,883	3,573	493	2005	(l)
7120-7132 Ambassador Road	Baltimore, MD	—	829	1,329	406	847	1,717	2,564	361	2005	(l)
7142 Ambassador Road	Hunt Valley, MD	—	924	2,876	2,374	942	5,232	6,174	830	2005	(l)
7144-7162 Ambassador Road	Baltimore, MD	—	979	1,672	433	1,000	2,084	3,084	759	2005	(l)
7223-7249 Ambassador Road	Woodlawn, MD	—	1,283	2,674	(40)	1,311	2,606	3,917	877	2005	(l)
7200 Rutherford Road	Baltimore, MD	—	1,032	2,150	242	1,054	2,370	3,424	635	2005	(l)
2700 Lord Baltimore Road	Baltimore, MD	—	875	1,826	1,107	897	2,911	3,808	955	2005	(l)
1225 Bengies Road	Baltimore, MD	—	2,640	270	14,660	2,823	14,747	17,570	2,028	2008	(l)
Central Pennsylvania											
1214-B Freedom Road	Cranberry Township, PA	1,362	31	994	613	200	1,438	1,638	1,099	1994	(l)

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			Land	Buildings		Building and					
						Land	Improvements	Total			
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401 Russell Drive	Middletown, PA	1,240	262	857	1,755	287	2,587	2,874	1,755	1994	(1)
2700 Commerce Drive	Middletown, PA	—	196	997	856	206	1,843	2,049	1,214	1994	(1)
2701 Commerce Drive	Middletown, PA	1,883	141	859	1,263	164	2,099	2,263	1,245	1994	(1)
2780 Commerce Drive	Middletown, PA	1,682	113	743	1,165	209	1,812	2,021	1,238	1994	(1)
350 Old Silver Spring Road	Mechanicsburg, PA	—	510	2,890	6,396	541	9,255	9,796	3,020	1997	(1)
16522 Hunters Green Parkway	Hagerstown, MD	12,962	1,390	13,104	3,893	1,863	16,524	18,387	3,480	2003	(1)
18212 Shawley Drive	Hagerstown, MD	6,748	1,000	5,847	1,198	1,016	7,029	8,045	1,699	2004	(1)
37 Valleyview Business Park	Jessup, PA	2,926	542	—	2,974	532	2,984	3,516	523	2004	(1)
301 Railroad Avenue	Shiremanstown, PA	—	1,181	4,447	2,412	1,328	6,712	8,040	1,870	2005	(1)
431 Railroad Avenue	Shiremanstown, PA	8,882	1,293	7,164	2,063	1,341	9,179	10,520	2,697	2005	(1)
6951 Allentown Blvd	Harrisburg, PA	—	585	3,176	124	601	3,284	3,885	811	2005	(1)
320 Museum Road	Washington, PA	—	201	1,819	(162)	178	1,680	1,858	632	2005	(1)
1351 Eisenhower Blvd., Bldg 1	Harrisburg, PA	1,920	382	2,343	39	387	2,377	2,764	524	2006	(1)
1351 Eisenhower Blvd., Bldg 2	Harrisburg, PA	1,417	436	1,587	52	443	1,632	2,075	411	2006	(1)
1490 Commerce Avenue	Carlisle, PA	—	1,500	—	13,845	2,341	13,004	15,345	1,579	2008	(1)
600 First Avenue	Gouldsboro, PA	—	7,022	—	58,189	7,019	58,192	65,211	5,010	2008	(1)
225 Cross Farm Lane	York, PA	18,885	4,718	—	23,567	4,715	23,570	28,285	2,510	2008	(1)
Chicago											
720-730 Landwehr Road	Northbrook, IL	—	521	2,982	1,076	521	4,058	4,579	1,983	1994	(1)
20W201 101st Street	Lemont, IL	4,149	967	5,554	1,579	968	7,132	8,100	2,712	1994	(1)
6750 South Sayre Avenue	Bedford Park, IL	—	224	1,309	555	224	1,864	2,088	754	1994	(1)
585 Slawin Court	Mount Prospect, IL	—	611	3,505	1,644	525	5,235	5,760	2,387	1994	(1)
2300 Windsor Court	Addison, IL	3,930	688	3,943	1,255	696	5,190	5,886	2,325	1994	(1)
3505 Thayer Court	Aurora, IL	—	430	2,472	396	430	2,868	3,298	1,208	1994	(1)
305-311 Era Drive	Northbrook, IL	—	200	1,154	916	205	2,065	2,270	623	1994	(1)
3150-3160 MacArthur Boulevard	Northbrook, IL	—	429	2,518	135	429	2,653	3,082	1,143	1994	(1)
365 North Avenue	Carol Stream, IL	6,256	1,042	6,882	2,621	1,073	9,472	10,545	4,093	1994	(1)
11241 Melrose Street	Franklin Park, IL	—	332	1,931	42	208	2,097	2,305	1,163	1995	(1)
11939 S Central Avenue	Alsip, IL	—	1,208	6,843	2,633	1,305	9,379	10,684	3,079	1997	(1)
405 East Shawmut	LaGrange, IL	—	368	2,083	(1,046)	81	1,324	1,405	830	1997	(1)
1010-50 Sesame Street	Bensenville, IL	—	979	5,546	2,782	1,048	8,259	9,307	2,698	1997	(1)
2120-24 Roberts	Broadview, IL	—	220	1,248	219	231	1,456	1,687	501	1998	(1)
800 Business Center Drive	Mount Prospect, IL	—	631	3,493	328	666	3,786	4,452	1,034	2000	(1)
580 Slawin Court	Mount Prospect, IL	—	233	1,292	(29)	162	1,334	1,496	427	2000	(1)
19W661 101st Street	Lemont, IL	—	1,200	6,643	1,957	1,220	8,580	9,800	2,899	2001	(1)
175 Wall Street	Glendale Heights, IL	1,497	427	2,363	163	433	2,520	2,953	658	2002	(1)

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800-820 Thorndale Avenue	Bensenville, IL	—	751	4,159	2,336	761	6,485	7,246	2,126	2002	(1)
251 Airport Road	North Aurora, IL	5,325	983	—	6,711	983	6,711	7,694	1,589	2002	(1)
1661 Feehanville Drive	Mount Prospect, IL	—	985	5,455	2,243	1,044	7,639	8,683	2,224	2004	(1)
1850 Touhy & 1158 McCage Ave.	Elk Grove Village, IL	—	1,500	4,842	(95)	1,514	4,733	6,247	1,175	2004	(1)
1088-1130 Thorndale Avenue	Bensenville, IL	—	2,103	3,674	249	2,108	3,918	6,026	1,220	2005	(1)
855-891 Busse Rd.	Bensenville, IL	—	1,597	2,767	(72)	1,601	2,691	4,292	821	2005	(1)
1060-1074 W. Thorndale Ave	Bensenville, IL	—	1,704	2,108	298	1,709	2,401	4,110	779	2005	(1)
400 Crossroads Pkwy	Bolingbrook, IL	5,658	1,178	9,453	927	1,181	10,377	11,558	2,508	2005	(1)
7609 W. Industrial Drive	Forest Park, IL	—	1,207	2,343	210	1,213	2,547	3,760	833	2005	(1)
7801 W. Industrial Drive	Forest Park, IL	—	1,215	3,020	240	1,220	3,255	4,475	866	2005	(1)
825 E. 26th Street	LaGrange, IL	—	1,547	2,078	2,639	1,617	4,647	6,264	1,580	2005	(1)
725 Kimberly Drive	Carol Stream, IL	—	793	1,395	203	801	1,590	2,391	396	2005	(1)
17001 S. Vincennes	Thornton, IL	—	497	504	24	513	512	1,025	249	2005	(1)
1111 Davis Road	Elgin, IL	—	998	1,859	910	1,046	2,721	3,767	1,219	2006	(1)
2900 W. 166th Street	Markham, IL	—	1,132	4,293	723	1,134	5,014	6,148	1,456	2007	(1)
555 W. Algonquin Rd	Arlington Heights, IL	1,912	574	741	2,053	579	2,789	3,368	524	2007	(1)
7000 W. 60th Street	Chicago, IL	—	609	932	237	667	1,111	1,778	575	2007	(1)
9501 Nevada	Franklin Park, IL	7,568	2,721	5,630	101	2,737	5,715	8,452	930	2008	(1)
1501 Oakton Street	Elk Grove Village, IL	—	3,369	6,121	139	3,482	6,147	9,629	1,224	2008	(1)
16500 W. 103rd Street	Woodridge, IL	2,785	744	2,458	405	760	2,848	3,608	526	2008	(1)
Cincinnati											
9900-9970 Princeton	Cincinnati, OH	—	545	3,088	1,443	566	4,510	5,076	1,700	1996	(1)
2940 Highland Avenue	Cincinnati, OH	—	1,717	9,730	(650)	1,146	9,651	10,797	4,440	1996	(1)
4700-4750 Creek Road	Blue Ash, OH	—	1,080	6,118	1,126	1,109	7,215	8,324	2,593	1996	(1)
901 Pleasant Valley Drive	Springboro, OH	—	304	1,721	(406)	190	1,429	1,619	609	1998	(1)
4436 Mulhauser Road	Hamilton, OH	3,813	630	—	5,081	630	5,081	5,711	1,146	2002	(1)
4438 Mulhauser Road	Hamilton, OH	4,946	779	—	6,738	779	6,738	7,517	1,840	2002	(1)
420 Wards Corner Road	Loveland, OH	—	600	1,083	695	606	1,772	2,378	487	2003	(1)
422 Wards Corner Road	Loveland, OH	—	600	1,811	(26)	592	1,793	2,385	485	2003	(1)
4663 Dues Drive	Westchester, OH	—	858	2,273	962	875	3,218	4,093	2,104	2005	(1)
9345 Princeton-Glendale Road	Westchester, OH	1,553	818	1,648	357	840	1,983	2,823	732	2006	(1)
9525 Glades Drive	Westchester, OH	—	347	1,323	235	355	1,550	1,905	423	2007	(1)
9776-9876 Windisch Road	Westchester, OH	—	392	1,744	(1)	394	1,741	2,135	348	2007	(1)
9810-9822 Windisch Road	Westchester, OH	—	395	2,541	27	397	2,566	2,963	399	2007	(1)
9842-9862 Windisch Road	Westchester, OH	—	506	3,148	68	508	3,214	3,722	454	2007	(1)
9872-9898 Windisch Road	Westchester, OH	—	546	3,039	62	548	3,099	3,647	507	2007	(1)
9902-9922 Windisch Road	Westchester, OH	—	623	4,003	208	627	4,207	4,834	782	2007	(1)

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Cleveland											
31311 Emerald Valley Pkwy.	Glenwillow, OH	9,674	681	11,838	968	691	12,796	13,487	2,583	2006	(1)
30333 Emerald Valley Pkwy.	Glenwillow, OH	4,891	466	5,447	134	475	5,572	6,047	1,321	2006	(1)
7800 Cochran Road	Glenwillow, OH	7,004	972	7,033	288	991	7,302	8,293	1,692	2006	(1)
7900 Cochran Road	Glenwillow, OH	5,367	775	6,244	5	792	6,232	7,024	1,256	2006	(1)
7905 Cochran Road	Glenwillow, OH	—	920	6,174	270	921	6,443	7,364	1,340	2006	(1)
30600 Carter Street	Solon, OH	—	989	3,042	448	1,022	3,457	4,479	1,661	2006	(1)
8181 Darrow Road	Twinsburg, OH	7,473	2,478	6,791	1,922	2,496	8,696	11,192	1,713	2008	(1)
Columbus											
3800 Lockbourne Industrial Pkwy	Columbus, OH	—	1,045	6,421	(1,759)	609	5,098	5,707	2,348	1996	(1)
3880 Groveport Road	Columbus, OH	—	1,955	12,154	(3,138)	1,275	9,696	10,971	4,369	1996	(1)
1819 North Walcutt Road	Columbus, OH	—	637	4,590	(1,190)	374	3,663	4,037	1,487	1997	(1)
4115 Leap Road(d)	Hillard, OH	—	756	4,297	1,636	756	5,933	6,689	2,069	1998	(1)
3300 Lockbourne	Columbus, OH	—	708	3,920	(2,050)	162	2,416	2,578	1,513	1998	(1)
1076 Pittsburgh Drive	Delaware, OH	—	2,265	4,733	(49)	2,184	4,765	6,949	1,220	2005	(1)
6150 Huntly Road	Columbus, OH	—	920	4,810	(1,733)	591	3,406	3,997	857	2005	(1)
4985 Frusta Drive	Obetz, OH	—	318	837	255	326	1,084	1,410	392	2006	(1)
4600 S. Hamilton Road	Columbus, OH	—	681	5,941	(3,327)	236	3,059	3,295	915	2006	(1)
4311 Janitrol Road	Groveport, OH	—	662	4,332	1,419	675	5,738	6,413	1,387	2007	(1)
Dallas/Fort Worth											
2406-2416 Walnut Ridge	Dallas, TX	—	178	1,006	606	172	1,618	1,790	459	1997	(1)
2401-2419 Walnut Ridge	Dallas, TX	—	148	839	397	142	1,242	1,384	313	1997	(1)
900-906 Great Southwest Pkwy	Arlington, TX	—	237	1,342	600	270	1,909	2,179	597	1997	(1)
3000 West Commerce	Dallas, TX	—	456	2,584	1,110	469	3,681	4,150	1,178	1997	(1)
3030 Hansboro	Dallas, TX	—	266	1,510	(615)	87	1,074	1,161	646	1997	(1)
405-407 113th	Arlington, TX	—	181	1,026	581	185	1,603	1,788	494	1997	(1)
816 111th Street	Arlington, TX	872	251	1,421	132	258	1,546	1,804	558	1997	(1)
7427 Dogwood Park	Richland Hills, TX	—	96	532	569	102	1,095	1,197	501	1998	(1)
7348-54 Tower Street	Richland Hills, TX	—	88	489	225	94	708	802	238	1998	(1)
7339-41 Tower Street	Richland Hills, TX	—	98	541	172	104	707	811	216	1998	(1)
7437-45 Tower Street	Richland Hills, TX	—	102	563	170	108	727	835	220	1998	(1)
7331-59 Airport Freeway	Richland Hills, TX	1,758	354	1,958	321	372	2,261	2,633	761	1998	(1)
7338-60 Dogwood Park	Richland Hills, TX	—	106	587	123	112	704	816	226	1998	(1)
7450-70 Dogwood Park	Richland Hills, TX	—	106	584	146	112	724	836	250	1998	(1)
7423-49 Airport Freeway	Richland Hills, TX	1,485	293	1,621	309	308	1,915	2,223	631	1998	(1)
7400 Whitehall Street	Richland Hills, TX	—	109	603	61	115	658	773	214	1998	(1)
1602-1654 Terre Colony	Dallas, TX	1,867	458	2,596	810	468	3,396	3,864	941	2000	(1)

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2351-2355 Merritt Drive	Garland, TX	—	101	574	87	92	670	762	212	2000	(l)
701-735 North Plano Road	Richardson, TX	—	696	3,944	(1,339)	268	3,033	3,301	1,186	2000	(l)
2220 Merritt Drive	Garland, TX	—	352	1,993	852	316	2,881	3,197	981	2000	(l)
2010 Merritt Drive	Garland, TX	—	350	1,981	354	318	2,367	2,685	786	2000	(l)
2363 Merritt Drive	Garland, TX	—	73	412	72	47	510	557	213	2000	(l)
2447 Merritt Drive	Garland, TX	—	70	395	(107)	23	335	358	137	2000	(l)
2465-2475 Merritt Drive	Garland, TX	—	91	514	35	71	569	640	176	2000	(l)
2485-2505 Merritt Drive	Garland, TX	—	431	2,440	851	426	3,296	3,722	880	2000	(l)
2081 Hutton Drive — Bldg I(e)	Carrollton, TX	—	448	2,540	(489)	265	2,234	2,499	704	2001	(l)
2110 Hutton Drive	Carrollton, TX	—	374	2,117	(355)	251	1,885	2,136	721	2001	(l)
2025 McKenzie Drive	Carrollton, TX	1,583	437	2,478	363	442	2,836	3,278	882	2001	(l)
2019 McKenzie Drive	Carrollton, TX	1,885	502	2,843	557	507	3,395	3,902	1,020	2001	(l)
1420 Valwood Parkway — Bldg I(d)	Carrollton, TX	—	460	2,608	(1,467)	112	1,489	1,601	797	2001	(l)
1620 Valwood Parkway(e)	Carrollton, TX	—	1,089	6,173	(1,309)	605	5,348	5,953	1,829	2001	(l)
1505 Luna Road — Bldg II	Carrollton, TX	—	167	948	(480)	68	567	635	254	2001	(l)
1625 West Crosby Road	Carrollton, TX	—	617	3,498	(732)	381	3,002	3,383	982	2001	(l)
2029-2035 McKenzie Drive	Carrollton, TX	1,586	306	1,870	234	306	2,104	2,410	543	2001	(l)
1840 Hutton Drive(d)	Carrollton, TX	—	811	4,597	(560)	567	4,281	4,848	1,362	2001	(l)
1420 Valwood Pkwy — Bldg II	Carrollton, TX	—	373	2,116	300	366	2,423	2,789	616	2001	(l)
2015 McKenzie Drive	Carrollton, TX	2,629	510	2,891	397	516	3,282	3,798	942	2001	(l)
2009 McKenzie Drive	Carrollton, TX	2,460	476	2,699	379	481	3,073	3,554	890	2001	(l)
1505 Luna Road — Bldg I	Carrollton, TX	—	521	2,953	(1,965)	129	1,380	1,509	735	2001	(l)
2104 Hutton Drive	Carrollton, TX	—	246	1,393	(422)	130	1,087	1,217	372	2001	(l)
900-1100 Avenue S	Grand Prairie, TX	2,679	623	3,528	1,395	629	4,917	5,546	1,267	2002	(l)
Plano Crossing(f)	Plano, TX	9,699	1,961	11,112	940	1,981	12,032	14,013	2,989	2002	(l)
7413A-C Dogwood Park	Richland Hills, TX	—	110	623	249	111	871	982	197	2002	(l)
7450 Tower Street	Richland Hills, TX	—	36	204	103	36	307	343	80	2002	(l)
7436 Tower Street	Richland Hills, TX	—	57	324	195	58	518	576	98	2002	(l)
7426 Tower Street	Richland Hills, TX	—	76	429	240	76	669	745	152	2002	(l)
7427-7429 Tower Street	Richland Hills, TX	—	75	427	130	76	556	632	136	2002	(l)
2840-2842 Handley Ederville Rd	Richland Hills, TX	—	112	635	51	113	685	798	161	2002	(l)
7451-7477 Airport Freeway	Richland Hills, TX	1,347	256	1,453	309	259	1,759	2,018	433	2002	(l)
7450 Whitehall Street	Richland Hills, TX	—	104	591	414	105	1,004	1,109	210	2002	(l)
3000 Wesley Way	Richland Hills, TX	892	208	1,181	18	211	1,196	1,407	277	2002	(l)
7451 Dogwood Park	Richland Hills, TX	602	133	753	29	134	781	915	187	2002	(l)
825-827 Avenue H(d)	Arlington, TX	—	600	3,006	33	604	3,035	3,639	906	2004	(l)
1013-31 Avenue M	Grand Prairie, TX	—	300	1,504	227	302	1,729	2,031	402	2004	(l)
1172-84 113th Street(d)	Grand Prairie, TX	2,077	700	3,509	(94)	704	3,411	4,115	866	2004	(l)

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1200-16 Avenue H(d)	Arlington, TX	1,838	600	2,846	248	604	3,090	3,694	682	2004	(l)
1322-66 N. Carrier Parkway(e)	Grand Prairie, TX	—	1,000	5,012	131	1,006	5,137	6,143	1,262	2004	(l)
2401-2407 Centennial Dr	Arlington, TX	2,266	600	2,534	45	604	2,575	3,179	834	2004	(l)
3111 West Commerce Street	Dallas, TX	—	1,000	3,364	101	1,011	3,454	4,465	1,225	2004	(l)
9150 North Royal Lane	Irving, TX	—	818	3,767	(1,939)	344	2,302	2,646	893	2005	(l)
13800 Senlac Drive	Farmers Ranch, TX	—	823	4,042	(89)	825	3,951	4,776	837	2005	(l)
801-831 S Great Southwest Pkwy(g)	Grand Prairie, TX	—	2,581	16,556	(876)	2,586	15,675	18,261	5,220	2005	(l)
801-842 Heinz Way	Grand Prairie, TX	2,979	599	3,327	349	601	3,674	4,275	1,206	2005	(l)
901-937 Heinz Way	Grand Prairie, TX	2,204	493	2,758	(14)	481	2,756	3,237	1,008	2005	(l)
3301 Century Circle	Irving, TX	2,578	760	3,856	204	771	4,049	4,820	665	2007	(l)
First Garland Dist Ctr.	Garland, TX	—	1,912	—	14,941	1,947	14,906	16,853	1,887	2008	(l)
Denver											
4785 Elati	Denver, CO	—	173	981	169	175	1,148	1,323	365	1997	(l)
4770 Fox Street	Denver, CO	—	132	750	201	134	949	1,083	306	1997	(l)
3871 Revere	Denver, CO	1,300	361	2,047	282	368	2,322	2,690	786	1997	(l)
4570 Ivy Street	Denver, CO	1,087	219	1,239	256	220	1,494	1,714	511	1997	(l)
5855 Stapleton Drive North	Denver, CO	1,339	288	1,630	194	290	1,822	2,112	635	1997	(l)
5885 Stapleton Drive North	Denver, CO	1,811	376	2,129	350	380	2,475	2,855	902	1997	(l)
5977-5995 North Broadway	Denver, CO	1,397	268	1,518	306	271	1,821	2,092	605	1997	(l)
5952-5978 North Broadway	Denver, CO	2,397	414	2,346	831	422	3,169	3,591	1,096	1997	(l)
4721 Ironton Street	Denver, CO	—	232	1,313	24	236	1,333	1,569	441	1997	(l)
East 47th Drive — A	Denver, CO	—	441	2,689	(30)	441	2,659	3,100	953	1997	(l)
9500 West 49th Street — A	Wheatridge, CO	—	283	1,625	71	287	1,692	1,979	620	1997	(l)
9500 West 49th Street — B	Wheatridge, CO	—	225	1,272	192	227	1,462	1,689	535	1997	(l)
9500 West 49th Street — C	Wheatridge, CO	—	600	3,409	114	601	3,522	4,123	1,254	1997	(l)
9500 West 49th Street — D	Wheatridge, CO	—	246	1,537	400	247	1,936	2,183	694	1997	(l)
451-591 East 124th Avenue	Littleton, CO	—	383	2,145	96	383	2,241	2,624	704	1997	(l)
608 Garrison Street	Lakewood, CO	—	265	1,501	419	269	1,916	2,185	677	1997	(l)
610 Garrison Street	Lakewood, CO	—	264	1,494	445	265	1,938	2,203	659	1997	(l)
15000 West 6th Avenue	Golden, CO	—	913	5,174	868	918	6,037	6,955	2,089	1997	(l)
14998 West 6th Avenue Bldg E	Golden, CO	—	565	3,199	342	570	3,536	4,106	1,256	1997	(l)
14998 West 6th Avenue Bldg F	Englewood, CO	—	269	1,525	104	273	1,625	1,898	561	1997	(l)
12503 East Euclid Drive	Denver, CO	—	1,208	6,905	364	1,036	7,441	8,477	2,710	1997	(l)
6547 South Racine Circle	Englewood, CO	2,958	739	4,241	328	739	4,569	5,308	1,657	1997	(l)
11701 East 53rd Avenue	Denver, CO	—	416	2,355	262	422	2,611	3,033	927	1997	(l)
5401 Oswego Street	Denver, CO	—	273	1,547	343	278	1,885	2,163	660	1997	(l)
14818 West 6th Avenue Bldg A	Golden, CO	—	468	2,799	327	468	3,126	3,594	1,174	1997	(l)

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			(b) Initial Cost		Gross Amount Carried At Close of Period 12/31/11			Accumulated Depreciation 12/31/2011				
			Land	Buildings	Land	Building and Improvements	Total					
									(Dollars in thousands)			
14828 West 6th Avenue Bldg B	Golden, CO	—	503	2,942	214	503	3,156	3,659	1,102	1997	(l)	
445 Bryant Street	Denver, CO	7,196	1,829	10,219	2,848	1,829	13,067	14,896	4,219	1998	(l)	
3811 Joliet	Denver, CO	—	735	4,166	448	752	4,597	5,349	1,566	1998	(l)	
12055 E 49th Ave/4955 Peoria	Denver, CO	—	298	1,688	524	305	2,205	2,510	721	1998	(l)	
4940-4950 Paris	Denver, CO	—	152	861	248	156	1,105	1,261	345	1998	(l)	
4970 Paris	Denver, CO	—	95	537	144	97	679	776	228	1998	(l)	
7367 South Revere Parkway	Englewood, CO	3,327	926	5,124	836	934	5,952	6,886	2,274	1998	(l)	
8200 East Park Meadows Drive(d)	Lone Tree, CO	—	1,297	7,348	1,179	1,304	8,520	9,824	2,467	2000	(l)	
3250 Quentin(d)	Aurora, CO	—	1,220	6,911	657	1,230	7,558	8,788	2,155	2000	(l)	
Highpoint Bus Ctr B	Littleton, CO	—	739	—	3,408	781	3,366	4,147	807	2000	(l)	
1130 W. 124th Ave.	Westminster, CO	—	441	—	3,889	441	3,889	4,330	1,388	2000	(l)	
1070 W. 124th Ave.	Westminster, CO	—	374	—	2,792	374	2,792	3,166	680	2000	(l)	
1020 W. 124th Ave.	Westminster, CO	—	374	—	2,784	374	2,784	3,158	708	2000	(l)	
Jeffco Bus Ctr Phase I	Broomfield, CO	—	312	—	1,395	370	1,337	1,707	329	2001	(l)	
960 W. 124th Ave	Westminster, CO	—	441	—	3,477	442	3,476	3,918	1,037	2001	(l)	
8820 W. 116th Street	Broomfield, CO	—	338	1,918	330	372	2,214	2,586	490	2003	(l)	
8835 W. 116th Street	Broomfield, CO	—	1,151	6,523	1,154	1,304	7,524	8,828	1,575	2003	(l)	
18150 E. 32nd Street	Aurora, CO	1,959	563	3,188	305	572	3,484	4,056	861	2004	(l)	
3400 Fraser Street	Aurora, CO	2,439	616	3,593	(168)	620	3,421	4,041	716	2005	(l)	
7005 E. 46th Avenue Drive	Denver, CO	1,479	512	2,025	95	517	2,115	2,632	495	2005	(l)	
4001 Salazar Way	Frederick, CO	4,189	1,271	6,508	(88)	1,276	6,415	7,691	1,364	2006	(l)	
5909-5915 N. Broadway	Denver, CO	952	495	1,268	85	500	1,348	1,848	368	2006	(l)	
555 Corporate Circle	Golden, CO	—	499	2,673	2,156	559	4,769	5,328	684	2006	(l)	
Detroit												
1731 Thorncroft	Troy, MI	—	331	1,904	189	331	2,093	2,424	880	1994	(l)	
47461 Clipper	Plymouth Township, MI	—	122	723	66	122	789	911	348	1994	(l)	
238 Executive Drive	Troy, MI	—	52	173	514	100	639	739	566	1994	(l)	
449 Executive Drive	Troy, MI	—	125	425	1,057	218	1,389	1,607	1,195	1994	(l)	
501 Executive Drive	Troy, MI	—	71	236	600	129	778	907	582	1994	(l)	
451 Robbins Drive	Troy, MI	—	96	448	889	192	1,241	1,433	1,105	1994	(l)	
1095 Crooks Road	Troy, MI	—	331	1,017	2,271	360	3,259	3,619	2,057	1994	(l)	
1416 Meijer Drive	Troy, MI	—	94	394	516	121	883	1,004	806	1994	(l)	
1624 Meijer Drive	Troy, MI	—	236	1,406	1,055	373	2,324	2,697	1,852	1994	(l)	
1972 Meijer Drive	Troy, MI	—	315	1,301	738	372	1,982	2,354	1,531	1994	(l)	
1621 Northwood Drive	Troy, MI	—	85	351	1,014	215	1,235	1,450	1,158	1994	(l)	
1707 Northwood Drive	Troy, MI	—	95	262	1,316	239	1,434	1,673	1,178	1994	(l)	
1788 Northwood Drive	Troy, MI	—	50	196	483	103	626	729	560	1994	(l)	
1821 Northwood Drive	Troy, MI	—	132	523	855	220	1,290	1,510	1,165	1994	(l)	

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			Land	Buildings		Building and					
						Land	Improvements	Total			
(Dollars in thousands)											
1826 Northwood Drive	Troy, MI	—	55	208	472	103	632	735	550	1994	(l)
1864 Northwood Drive	Troy, MI	—	57	190	489	107	629	736	568	1994	(l)
2277 Elliott Avenue	Troy, MI	—	48	188	389	29	596	625	546	1994	(l)
2451 Elliott Avenue	Troy, MI	—	78	319	739	164	972	1,136	902	1994	(l)
2730 Research Drive	Rochester Hills, MI	—	903	4,215	1,402	903	5,617	6,520	3,937	1994	(l)
2791 Research Drive	Rochester Hills, MI	—	557	2,731	720	560	3,448	4,008	2,358	1994	(l)
2871 Research Drive	Rochester Hills, MI	—	324	1,487	570	327	2,054	2,381	1,346	1994	(l)
3011 Research Drive	Rochester Hills, MI	—	457	2,104	687	457	2,791	3,248	1,941	1994	(l)
2870 Technology Drive	Rochester Hills, MI	—	275	1,262	292	279	1,550	1,829	1,133	1994	(l)
2900 Technology Drive	Rochester Hills, MI	—	214	977	562	219	1,534	1,753	856	1994	(l)
2930 Technology Drive	Rochester Hills, MI	—	131	594	379	138	966	1,104	598	1994	(l)
2950 Technology Drive	Rochester Hills, MI	—	178	819	381	185	1,193	1,378	820	1994	(l)
23014 Commerce Drive	Farmington Hills, MI	—	39	203	216	56	402	458	302	1994	(l)
23028 Commerce Drive	Farmington Hills, MI	—	98	507	285	125	765	890	611	1994	(l)
23035 Commerce Drive	Farmington Hills, MI	—	71	355	278	93	611	704	487	1994	(l)
23042 Commerce Drive	Farmington Hills, MI	—	67	277	273	89	528	617	444	1994	(l)
23065 Commerce Drive	Farmington Hills, MI	—	71	408	285	93	671	764	477	1994	(l)
23079 Commerce Drive	Farmington Hills, MI	—	68	301	290	79	580	659	431	1994	(l)
23093 Commerce Drive	Farmington Hills, MI	—	211	1,024	805	295	1,745	2,040	1,423	1994	(l)
23135 Commerce Drive	Farmington Hills, MI	—	146	701	392	158	1,081	1,239	753	1994	(l)
23163 Commerce Drive	Farmington Hills, MI	—	111	513	341	138	827	965	605	1994	(l)
23177 Commerce Drive	Farmington Hills, MI	—	175	1,007	566	254	1,494	1,748	1,119	1994	(l)
23206 Commerce Drive	Farmington Hills, MI	—	125	531	367	137	886	1,023	629	1994	(l)
23370 Commerce Drive	Farmington Hills, MI	—	59	233	175	66	401	467	372	1994	(l)
6515 Cobb Drive	Sterling Heights, MI	—	305	1,753	242	305	1,995	2,300	830	1994	(l)
1451 East Lincoln Avenue	Madison Heights, MI	—	299	1,703	(476)	148	1,378	1,526	773	1995	(l)
4400 Purks Drive	Auburn Hills, MI	—	602	3,410	3,300	612	6,700	7,312	2,494	1995	(l)
32450 N Avis Drive	Madison Heights, MI	—	281	1,590	529	286	2,114	2,400	779	1996	(l)
12707 Eckles Road	Plymouth Township, MI	—	255	1,445	243	267	1,676	1,943	617	1996	(l)
9300-9328 Harrison Rd	Romulus, MI	—	147	834	395	154	1,222	1,376	430	1996	(l)
9330-9358 Harrison Rd	Romulus, MI	—	81	456	271	85	723	808	259	1996	(l)
28420-28448 Highland Rd	Romulus, MI	—	143	809	268	149	1,071	1,220	370	1996	(l)
28450-28478 Highland Rd	Romulus, MI	—	81	461	602	85	1,059	1,144	359	1996	(l)
28421-28449 Highland Rd	Romulus, MI	—	109	617	491	114	1,103	1,217	393	1996	(l)
28451-28479 Highland Rd	Romulus, MI	—	107	608	380	112	983	1,095	325	1996	(l)
28825-28909 Highland Rd	Romulus, MI	—	70	395	314	73	706	779	279	1996	(l)
28933-29017 Highland Rd	Romulus, MI	—	112	634	255	117	884	1,001	295	1996	(l)

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			Land	Buildings		At Close of Period 12/31/11					
						Land	Building and Improvements Total				
(Dollars in thousands)											
28824-28908 Highland Rd	Romulus, MI	—	134	760	441	140	1,195	1,335	373	1996	(l)
28932-29016 Highland Rd	Romulus, MI	—	123	694	453	128	1,142	1,270	343	1996	(l)
9710-9734 Harrison Rd	Romulus, MI	—	125	706	412	130	1,113	1,243	336	1996	(l)
9740-9772 Harrison Rd	Romulus, MI	—	132	749	311	138	1,054	1,192	354	1996	(l)
9840-9868 Harrison Rd	Romulus, MI	—	144	815	262	151	1,070	1,221	352	1996	(l)
9800-9824 Harrison Rd	Romulus, MI	—	117	664	343	123	1,001	1,124	325	1996	(l)
29265-29285 Airport Dr	Romulus, MI	—	140	794	299	147	1,086	1,233	412	1996	(l)
29185-29225 Airport Dr	Romulus, MI	—	140	792	502	146	1,288	1,434	400	1996	(l)
29149-29165 Airport Dr	Romulus, MI	—	216	1,225	248	226	1,463	1,689	550	1996	(l)
29101-29115 Airport Dr	Romulus, MI	—	130	738	257	136	989	1,125	372	1996	(l)
29031-29045 Airport Dr	Romulus, MI	—	124	704	130	130	828	958	317	1996	(l)
29050-29062 Airport Dr	Romulus, MI	—	127	718	230	133	942	1,075	337	1996	(l)
29120-29134 Airport Dr	Romulus, MI	—	161	912	268	169	1,172	1,341	423	1996	(l)
29200-29214 Airport Dr	Romulus, MI	—	170	963	292	178	1,247	1,425	458	1996	(l)
9301-9339 Middlebelt Rd	Romulus, MI	—	124	703	461	130	1,158	1,288	375	1996	(l)
32975 Capitol Avenue	Livonia, MI	—	135	748	(170)	77	636	713	273	1998	(l)
32920 Capitol Avenue	Livonia, MI	—	76	422	(91)	27	380	407	165	1998	(l)
11923 Brookfield Avenue	Livonia, MI	—	120	665	(350)	32	403	435	258	1998	(l)
11965 Brookfield Avenue	Livonia, MI	—	120	665	(382)	28	375	403	228	1998	(l)
13405 Stark Road	Livonia, MI	—	46	254	(3)	30	267	297	104	1998	(l)
1170 Chicago Road	Troy, MI	—	249	1,380	(428)	134	1,067	1,201	523	1998	(l)
1200 Chicago Road	Troy, MI	—	268	1,483	271	286	1,736	2,022	579	1998	(l)
450 Robbins Drive	Troy, MI	—	166	920	281	178	1,189	1,367	422	1998	(l)
1230 Chicago Road	Troy, MI	—	271	1,498	162	289	1,642	1,931	555	1998	(l)
12886 Westmore Avenue	Livonia, MI	—	190	1,050	(351)	86	803	889	389	1998	(l)
33025 Industrial Road	Livonia, MI	—	80	442	(324)	6	192	198	162	1998	(l)
47711 Clipper Street	Plymouth Township, MI	—	539	2,983	279	575	3,226	3,801	1,093	1998	(l)
32975 Industrial Road	Livonia, MI	—	160	887	(192)	92	763	855	328	1998	(l)
32985 Industrial Road	Livonia, MI	—	137	761	(329)	46	523	569	274	1998	(l)
32995 Industrial Road	Livonia, MI	—	160	887	(388)	53	606	659	347	1998	(l)
12874 Westmore Avenue	Livonia, MI	—	137	761	(275)	58	565	623	281	1998	(l)
1775 Bellingham	Troy, MI	—	344	1,902	365	367	2,244	2,611	752	1998	(l)
1785 East Maple	Troy, MI	—	92	507	140	98	641	739	201	1998	(l)
1807 East Maple	Troy, MI	—	321	1,775	(428)	191	1,477	1,668	638	1998	(l)
980 Chicago	Troy, MI	—	206	1,141	224	220	1,351	1,571	443	1998	(l)
1840 Enterprise Drive	Rochester Hills, MI	—	573	3,170	(2,266)	49	1,428	1,477	1,069	1998	(l)
1885 Enterprise Drive	Rochester Hills, MI	—	209	1,158	129	223	1,273	1,496	428	1998	(l)

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(Dollars in thousands)											
1935-55 Enterprise Drive	Rochester Hills, MI	—	1,285	7,144	1,317	1,371	8,375	9,746	2,631	1998	(1)
5500 Enterprise Court	Warren, MI	—	675	3,737	586	721	4,277	4,998	1,410	1998	(1)
750 Chicago Road	Troy, MI	—	323	1,790	503	345	2,271	2,616	811	1998	(1)
800 Chicago Road	Troy, MI	—	283	1,567	366	302	1,914	2,216	636	1998	(1)
850 Chicago Road	Troy, MI	—	183	1,016	218	196	1,221	1,417	400	1998	(1)
6833 Center Drive	Sterling Heights, MI	—	467	2,583	204	493	2,761	3,254	954	1998	(1)
1100 East Mandoline Road	Madison Heights, MI	—	888	4,915	(1,273)	332	4,198	4,530	1,920	1998	(1)
1120 John A. Papalas Drive(e)	Lincoln Park, MI	—	366	3,241	141	297	3,451	3,748	1,501	1998	(1)
4872 S. Lapeer Road	Lake Orion Twsp, MI	—	1,342	5,441	1,307	1,412	6,678	8,090	1,841	1999	(1)
22701 Trolley Industrial	Taylor, MI	—	795	—	7,326	849	7,272	8,121	2,145	1999	(1)
1400 Allen Drive	Troy, MI	—	209	1,154	231	212	1,382	1,594	406	2000	(1)
1408 Allen Drive	Troy, MI	—	151	834	133	153	965	1,118	302	2000	(1)
1305 Stephenson Hwy	Troy, MI	—	345	1,907	255	350	2,157	2,507	595	2000	(1)
32505 Industrial Drive	Madison Heights, MI	—	345	1,910	335	351	2,239	2,590	670	2000	(1)
1799-1813 Northfield Drive(d)	Rochester Hills, MI	—	481	2,665	256	490	2,912	3,402	831	2000	(1)
28435 Automation Blvd	Wixom, MI	—	621	—	3,742	628	3,735	4,363	711	2004	(1)
32200 N Avis Drive	Madison Heights, MI	—	503	3,367	(1,325)	195	2,350	2,545	684	2005	(1)
100 Kay Industrial Drive	Rion Township, MI	—	677	2,018	273	685	2,283	2,968	633	2005	(1)
32650 Capitol Avenue	Livonia, MI	—	282	1,128	(500)	167	743	910	148	2005	(1)
11800 Sears Drive	Livonia, MI	—	693	1,507	1,195	476	2,919	3,395	1,050	2005	(1)
1099 Chicago Road	Troy, MI	—	1,277	1,332	(1,470)	303	836	1,139	594	2005	(1)
42555 Merrill Road	Sterling Heights, MI	—	1,080	2,300	3,487	1,090	5,777	6,867	1,294	2006	(1)
200 Northpointe Drive	Orion Township, MI	—	723	2,063	36	734	2,088	2,822	561	2006	(1)
Houston											
2102-2314 Edwards Street	Houston, TX	—	348	1,973	1,937	382	3,876	4,258	1,141	1997	(1)
3351 Rauch St	Houston, TX	—	272	1,541	553	278	2,088	2,366	656	1997	(1)
3851 Yale St	Houston, TX	2,049	413	2,343	359	425	2,690	3,115	925	1997	(1)
3337-3347 Rauch Street	Houston, TX	—	227	1,287	447	233	1,728	1,961	522	1997	(1)
8505 N Loop East	Houston, TX	1,723	439	2,489	638	449	3,117	3,566	1,001	1997	(1)
4749-4799 Eastpark Dr	Houston, TX	2,556	594	3,368	1,330	611	4,681	5,292	1,525	1997	(1)
4851 Homestead Road	Houston, TX	3,212	491	2,782	1,367	504	4,136	4,640	1,280	1997	(1)
3365-3385 Rauch Street	Houston, TX	1,707	284	1,611	699	290	2,304	2,594	781	1997	(1)
5050 Campbell Road	Houston, TX	1,700	461	2,610	448	470	3,049	3,519	1,073	1997	(1)
4300 Pine Timbers	Houston, TX	—	489	2,769	725	499	3,484	3,983	1,225	1997	(1)
2500-2530 Fairway Park Drive	Houston, TX	3,427	766	4,342	1,985	792	6,301	7,093	1,859	1997	(1)

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			Land	Buildings		Building and					
						Land	Improvements	Total			
(Dollars in thousands)											
6550 Longpointe	Houston, TX	1,407	362	2,050	501	370	2,543	2,913	881	1997	(1)
1815 Turning Basin Dr	Houston, TX	1,911	487	2,761	708	531	3,425	3,956	1,181	1997	(1)
1819 Turning Basin Dr	Houston, TX	—	231	1,308	478	251	1,766	2,017	552	1997	(1)
1805 Turning Basin Drive	Houston, TX	2,246	564	3,197	888	616	4,033	4,649	1,391	1997	(1)
9835A Genard Road	Houston, TX	—	1,505	8,333	3,170	1,581	11,427	13,008	3,182	1999	(1)
9835B Genard Road	Houston, TX	—	245	1,357	646	256	1,992	2,248	628	1999	(1)
11505 State Highway 225	LaPorte City, TX	4,573	940	4,675	606	940	5,281	6,221	1,281	2005	(1)
1500 E. Main Street	Houston, TX	—	201	1,328	(26)	204	1,299	1,503	577	2005	(1)
700 Industrial Blvd	Sugar Land, TX	3,471	608	3,679	336	617	4,006	4,623	764	2007	(1)
7230-7238 Wynnwood	Houston, TX	—	254	764	90	259	849	1,108	270	2007	(1)
7240-7248 Wynnwood	Houston, TX	—	271	726	61	276	782	1,058	257	2007	(1)
7250-7260 Wynnwood	Houston, TX	—	200	481	35	203	513	716	155	2007	(1)
7967 Blankenship	Houston, TX	—	307	1,166	220	307	1,386	1,693	180	2010	(1)
8800 City Park Look East	Houston, TX	24,242	3,717	19,237	1	3,717	19,237	22,954	646	2013	(1)
6400 Long Point	Houston, TX	—	188	898	(6)	188	892	1,080	266	2007	(1)
12705 S. Kirkwood, Ste 100-150	Stafford, TX	—	154	626	81	155	706	861	146	2007	(1)
12705 S. Kirkwood, Ste 200-220	Stafford, TX	—	404	1,698	248	393	1,957	2,350	473	2007	(1)
8850 Jameel	Houston, TX	—	171	826	84	171	910	1,081	252	2007	(1)
8800 Jameel	Houston, TX	—	163	798	(142)	124	695	819	172	2007	(1)
8700 Jameel	Houston, TX	—	170	1,020	(109)	120	961	1,081	288	2007	(1)
8600 Jameel	Houston, TX	—	163	818	52	163	870	1,033	186	2007	(1)
Indianapolis											
2900 N Shadeland Avenue	Indianapolis, IN	—	2,057	13,565	3,478	2,057	17,043	19,100	6,687	1996	(1)
1445 Brookville Way	Indianapolis, IN	—	459	2,603	992	476	3,578	4,054	1,257	1996	(1)
1440 Brookville Way	Indianapolis, IN	—	665	3,770	894	685	4,644	5,329	1,929	1996	(1)
1240 Brookville Way	Indianapolis, IN	—	247	1,402	335	258	1,726	1,984	684	1996	(1)
1345 Brookville Way	Indianapolis, IN	—	586	3,321	686	601	3,992	4,593	1,565	1996	(1)
1350 Brookville Way	Indianapolis, IN	—	205	1,161	340	212	1,494	1,706	612	1996	(1)
1341 Sadlier Circle E Dr	Indianapolis, IN	—	131	743	215	136	953	1,089	370	1996	(1)
1322-1438 Sadlier Circle E Dr	Indianapolis, IN	—	145	822	293	152	1,108	1,260	409	1996	(1)
1327-1441 Sadlier Circle E Dr	Indianapolis, IN	—	218	1,234	459	225	1,686	1,911	569	1996	(1)
1304 Sadlier Circle E Dr	Indianapolis, IN	—	71	405	188	75	589	664	214	1996	(1)
1402 Sadlier Circle E Dr	Indianapolis, IN	—	165	934	369	171	1,297	1,468	479	1996	(1)
1504 Sadlier Circle E Dr	Indianapolis, IN	—	219	1,238	(128)	115	1,214	1,329	629	1996	(1)
1365 Sadlier Circle E Dr	Indianapolis, IN	—	121	688	36	91	754	845	311	1996	(1)
1352-1354 Sadlier Circle E Dr	Indianapolis, IN	—	178	1,008	243	166	1,263	1,429	505	1996	(1)
1335 Sadlier Circle E Dr	Indianapolis, IN	—	81	460	310	85	766	851	363	1996	(1)
1327 Sadlier Circle E Dr	Indianapolis, IN	—	52	295	24	33	338	371	147	1996	(1)

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1425 Sadlier Circle E Dr	Indianapolis, IN	—	21	117	37	23	152	175	59	1996	(l)
6951 E 30th St	Indianapolis, IN	—	256	1,449	194	265	1,634	1,899	631	1996	(l)
6701 E 30th St	Indianapolis, IN	—	78	443	84	82	523	605	194	1996	(l)
6737 E 30th St	Indianapolis, IN	1,839	385	2,181	189	398	2,357	2,755	927	1996	(l)
6555 E 30th St	Indianapolis, IN	—	484	4,760	1,314	484	6,074	6,558	2,336	1996	(l)
8402-8440 E 33rd St	Indianapolis, IN	—	222	1,260	578	230	1,830	2,060	702	1996	(l)
8520-8630 E 33rd St	Indianapolis, IN	—	326	1,848	266	281	2,159	2,440	837	1996	(l)
8710-8768 E 33rd St	Indianapolis, IN	—	175	993	473	180	1,461	1,641	558	1996	(l)
3316-3346 N. Pagosa Court	Indianapolis, IN	—	325	1,842	438	332	2,273	2,605	827	1996	(l)
7901 West 21st St.	Indianapolis, IN	—	1,048	6,027	164	1,048	6,191	7,239	2,270	1997	(l)
1225 Brookville Way	Indianapolis, IN	—	60	—	465	68	457	525	193	1997	(l)
6751 E 30th St	Indianapolis, IN	2,601	728	2,837	330	741	3,154	3,895	1,124	1997	(l)
9200 East 146th Street	Noblesville, IN	—	181	1,221	1,011	181	2,232	2,413	692	1998	(l)
6575 East 30th Street	Indianapolis, IN	1,835	118	—	2,088	128	2,078	2,206	716	1998	(l)
6585 East 30th Street	Indianapolis, IN	2,743	196	—	3,100	196	3,100	3,296	1,017	1998	(l)
9210 E. 146th Street	Noblesville, IN	—	66	684	168	54	864	918	281	1998	(l)
5705-97 Park Plaza Ct.	Indianapolis, IN	—	600	2,194	517	609	2,702	3,311	764	2003	(l)
9319-9341 Castlegate Drive	Indianapolis, IN	—	530	1,235	1,063	544	2,284	2,828	858	2003	(l)
1133 Northwest L Street	Richmond, IN	745	201	1,358	(51)	208	1,300	1,508	438	2006	(l)
14425 Bergen Blvd	Noblesville, IN	—	647	—	3,861	743	3,765	4,508	680	2007	(l)
Miami											
4700 NW 15th Ave.	Ft. Lauderdale, FL	—	908	1,883	349	912	2,228	3,140	495	2007	(l)
4710 NW 15th Ave.	Ft. Lauderdale, FL	—	830	2,722	386	834	3,104	3,938	596	2007	(l)
4720 NW 15th Ave.	Ft. Lauderdale, FL	—	937	2,455	450	942	2,900	3,842	504	2007	(l)
4740 NW 15th Ave.	Ft. Lauderdale, FL	—	1,107	3,111	350	1,112	3,456	4,568	604	2007	(l)
4750 NW 15th Ave.	Ft. Lauderdale, FL	—	947	3,079	763	951	3,838	4,789	723	2007	(l)
4800 NW 15th Ave.	Ft. Lauderdale, FL	—	1,092	3,308	138	1,097	3,441	4,538	626	2007	(l)
Medley Industrial Center	Medley, FL	—	857	3,428	3,092	864	6,513	7,377	648	2007	(l)
Pan American Business Park	Medley, FL	—	2,521	—	637	828	2,330	3,158	121	2008	(l)
Milwaukee											
N25 W23255 Paul Road	Pewaukee, WI	1,897	569	3,270	(311)	414	3,114	3,528	1,429	1994	(l)
6523 N Sydney Place	Glendale, WI	—	172	976	(16)	80	1,052	1,132	538	1995	(l)
5355 South Westridge Drive	New Berlin, WI	5,482	1,630	7,058	(305)	1,646	6,737	8,383	1,158	2004	(l)
320-334 W. Vogel Avenue	Milwaukee, WI	—	506	3,199	(168)	508	3,029	3,537	1,055	2005	(l)
4950 South 6th Avenue	Milwaukee, WI	—	299	1,565	94	301	1,657	1,958	600	2005	(l)
1711 Paramount Court	Waukesha, WI	1,316	308	1,762	37	311	1,796	2,107	481	2005	(l)
17005 W. Ryerson Road	New Berlin, WI	—	403	3,647	(15)	405	3,630	4,035	1,027	2005	(l)

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W140 N9059 Lilly Road	Menomonee Falls, WI	—	343	1,153	156	366	1,286	1,652	413	2005	(l)
200 W. Vogel Avenue-Bldg B	Milwaukee, WI	—	301	2,150	—	302	2,149	2,451	759	2005	(l)
4921 S. 2nd Street	Milwaukee, WI	—	101	713	(233)	58	523	581	214	2005	(l)
1500 Peebles Drive	Richland Center, WI	—	1,577	1,018	(289)	1,528	778	2,306	601	2005	(l)
16600 West Glendale Ave	New Berlin, WI	2,338	704	1,923	677	715	2,589	3,304	873	2006	(l)
2905 S. 160th Street	New Berlin, WI	—	261	672	340	265	1,008	1,273	398	2007	(l)
2855 S. 160th Street	New Berlin, WI	—	221	628	223	225	847	1,072	239	2007	(l)
2485 Commerce Drive	New Berlin, WI	1,569	483	1,516	268	491	1,776	2,267	515	2007	(l)
14518 Whittaker Way	Menomonee Falls, WI	—	437	1,082	359	445	1,433	1,878	484	2007	(l)
Rust-Oleum BTS	Kenosha, WI	14,130	4,100	—	24,034	3,212	24,922	28,134	2,187	2008	(l)
Menomonee Falls-Barry Land	Menomonee Falls, WI	11,031	1,188	—	16,949	1,204	16,933	18,137	1,388	2008	(l)
Minneapolis/St. Paul											
6201 West 111th Street	Bloomington, MN	4,218	1,358	8,622	5,684	1,499	14,165	15,664	8,945	1994	(l)
7251-7267 Washington Avenue	Edina, MN	—	129	382	675	182	1,004	1,186	751	1994	(l)
7301-7325 Washington Avenue	Edina, MN	—	174	391	(34)	193	338	531	80	1994	(l)
7101 Winnetka Avenue North	Brooklyn Park, MN	5,887	2,195	6,084	3,908	2,228	9,959	12,187	6,311	1994	(l)
9901 West 74th Street	Eden Prairie, MN	3,408	621	3,289	3,145	639	6,416	7,055	4,926	1994	(l)
1030 Lone Oak Road	Eagan, MN	2,614	456	2,703	618	456	3,321	3,777	1,351	1994	(l)
1060 Lone Oak Road	Eagan, MN	3,385	624	3,700	565	624	4,265	4,889	1,767	1994	(l)
5400 Nathan Lane	Plymouth, MN	2,962	749	4,461	921	757	5,374	6,131	2,307	1994	(l)
6655 Wedgewood Road	Maple Grove, MN	7,052	1,466	8,342	3,305	1,466	11,647	13,113	4,487	1994	(l)
10120 W 76th Street	Eden Prairie, MN	—	315	1,804	1,488	315	3,292	3,607	1,248	1995	(l)
12155 Nicollet Ave.	Burnsville, MN	—	286	—	1,741	288	1,739	2,027	703	1995	(l)
4100 Peavey Road	Chaska, MN	—	277	2,261	795	277	3,056	3,333	1,156	1996	(l)
5205 Highway 169	Plymouth, MN	—	446	2,525	658	578	3,051	3,629	1,258	1996	(l)
7100-7198 Shady Oak Road	Eden Prairie, MN	4,664	715	4,054	1,970	736	6,003	6,739	2,056	1996	(l)
7500-7546 Washington Square	Eden Prairie, MN	—	229	1,300	766	235	2,060	2,295	702	1996	(l)
7550-7586 Washington Square	Eden Prairie, MN	—	153	867	275	157	1,138	1,295	414	1996	(l)
5240-5300 Valley Industrial Blvd S	Shakopee, MN	—	362	2,049	843	371	2,883	3,254	965	1996	(l)
500-530 Kasota Avenue SE	Minneapolis, MN	—	415	2,354	1,042	434	3,377	3,811	1,137	1998	(l)
2530-2570 Kasota Avenue	St. Paul, MN	-	407	2,308	829	441	3,103	3,544	978	1998	(l)
5775 12th Avenue	Shakopee, MN	—	590	—	5,676	590	5,676	6,266	1,865	1998	(l)
1157 Valley Park Drive	Shakopee, MN	—	760	—	6,544	888	6,416	7,304	2,025	1999	(l)
9600 West 76th Street	Eden Prairie, MN	2,275	1,000	2,450	61	1,034	2,477	3,511	643	2004	(l)
9700 West 76th Street	Eden Prairie, MN	3,253	1,000	2,709	526	1,038	3,197	4,235	810	2004	(l)
7600 69th Avenue	Greenfield, MN	—	1,500	8,328	1,387	1,510	9,705	11,215	2,559	2004	(l)

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5017 Boone Avenue North	New Hope, MN	2,068	1,000	1,599	(15)	1,009	1,575	2,584	571	2005	(l)
2300 West Highway 13	Burnsville, MN	—	2,517	6,069	(3,331)	1,296	3,959	5,255	2,528	2005	(l)
1087 Park Place	Shakopee, MN	—	1,195	4,891	(613)	1,198	4,275	5,473	765	2005	(l)
5391 12th Avenue SE	Shakopee, MN	4,742	1,392	8,149	(342)	1,395	7,804	9,199	1,433	2005	(l)
4701 Valley Industrial Blvd S	Shakopee, MN	—	1,296	7,157	598	1,299	7,752	9,051	2,481	2005	(l)
316 Lake Hazeltine Drive	Chaska, MN	—	714	944	(111)	729	818	1,547	232	2006	(l)
6455 City West Parkway	Eden Prairie, MN	—	659	3,189	(407)	665	2,776	3,441	562	2006	(l)
1225 Highway 169 North	Plymouth, MN	—	1,190	1,979	112	1,207	2,074	3,281	581	2006	(l)
7102 Winnetka Avene North	Brooklyn Park, MN	4,316	1,275	—	6,469	1,343	6,401	7,744	719	2007	(l)
139 Eva Street	St. Paul, MN	—	2,132	3,105	90	2,175	3,152	5,327	503	2008	(l)
21900 Dodd Boulevard	Lakeville, MN	9,766	2,289	7,952	(1)	2,289	7,952	10,241	602	2009	(l)
Nashville											
1621 Heil Quaker Boulevard	Nashville, TN	2,377	413	2,383	1,845	430	4,211	4,641	2,066	1995	(l)
3099 Barry Drive	Portland, TN	—	418	2,368	(689)	248	1,849	2,097	912	1996	(l)
3150 Barry Drive	Portland, TN	—	941	5,333	5,964	981	11,257	12,238	2,685	1996	(l)
5599 Highway 31 West	Portland, TN	—	564	3,196	(1,577)	187	1,996	2,183	1,183	1996	(l)
1931 Air Lane Drive	Nashville, TN	2,452	489	2,785	269	493	3,050	3,543	1,065	1997	(l)
4640 Cummings Park	Nashville, TN	—	360	2,040	632	365	2,667	3,032	764	1999	(l)
1740 River Hills Drive	Nashville, TN	2,945	848	4,383	467	888	4,810	5,698	1,445	2005	(l)
211 Ellery Court	Nashville, TN	3,115	606	3,192	433	616	3,615	4,231	798	2007	(l)
Rockdale BTS	Gallatin, TN	17,389	1,778	—	24,267	1,778	24,267	26,045	1,992	2008	(l)
Northern New Jersey											
14 World's Fair Drive	Franklin, NJ	—	483	2,735	602	503	3,317	3,820	1,165	1997	(l)
12 World's Fair Drive	Franklin, NJ	—	572	3,240	1,120	593	4,339	4,932	1,470	1997	(l)
22 World's Fair Drive	Franklin, NJ	—	364	2,064	639	375	2,692	3,067	1,022	1997	(l)
26 World's Fair Drive	Franklin, NJ	—	361	2,048	623	377	2,655	3,032	951	1997	(l)
24 World's Fair Drive	Franklin, NJ	—	347	1,968	486	362	2,439	2,801	940	1997	(l)
20 World's Fair Drive Lot 13	Sumerset, NJ	—	9	—	2,554	691	1,872	2,563	493	1999	(l)
45 Route 46	Pine Brook, NJ	—	969	5,491	965	978	6,447	7,425	1,916	2000	(l)
43 Route 46	Pine Brook, NJ	—	474	2,686	420	479	3,101	3,580	822	2000	(l)
39 Route 46	Pine Brook, NJ	—	260	1,471	190	262	1,659	1,921	475	2000	(l)
26 Chapin Road	Pine Brook, NJ	4,891	956	5,415	769	965	6,175	7,140	1,785	2000	(l)
30 Chapin Road	Pine Brook, NJ	4,689	960	5,440	444	969	5,875	6,844	1,592	2000	(l)
20 Hook Mountain Road	Pine Brook, NJ	—	1,507	8,542	2,920	1,534	11,435	12,969	3,479	2000	(l)
30 Hook Mountain Road	Pine Brook, NJ	—	389	2,206	518	396	2,717	3,113	692	2000	(l)
55 Route 46	Pine Brook, NJ	—	396	2,244	(403)	314	1,923	2,237	560	2000	(l)
16 Chapin Rod	Pine Brook, NJ	3,664	885	5,015	529	901	5,528	6,429	1,457	2000	(l)

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20 Chapin Road	Pine Brook, NJ	4,688	1,134	6,426	665	1,154	7,071	8,225	1,997	2000	(l)
Sayreville Lot 4	Sayreville, NJ	3,515	944	—	4,598	944	4,598	5,542	1,108	2002	(l)
Sayreville Lot 3	Sayreville, NJ	—	996	—	5,392	996	5,392	6,388	1,010	2003	(l)
309-319 Pierce Street	Somerset, NJ	3,738	1,300	4,628	689	1,309	5,308	6,617	1,276	2004	(l)
Philadelphia											
230-240 Welsh Pool Road	Exton, PA	—	154	851	374	170	1,209	1,379	315	1998	(l)
264 Welsh Pool Road	Exton, PA	—	147	811	306	162	1,102	1,264	348	1998	(l)
254 Welsh Pool Road	Exton, PA	—	75	418	213	91	616	707	210	1998	(l)
251 Welsh Pool Road	Exton, PA	—	144	796	467	159	1,248	1,407	366	1998	(l)
151-161 Philips Road	Exton, PA	—	191	1,059	306	229	1,327	1,556	411	1998	(l)
216 Philips Road	Exton, PA	—	199	1,100	485	220	1,564	1,784	408	1998	(l)
14 McFadden Road	Palmer, PA	1,652	600	1,349	56	625	1,380	2,005	583	2004	(l)
2801 Red Lion Road	Philadelphia, PA	—	950	5,916	628	964	6,530	7,494	1,616	2005	(l)
3240 S. 78th Street	Philadelphia, PA	—	515	1,245	(256)	423	1,081	1,504	375	2005	(l)
200 Cascade Drive, Bldg. 1	Allen Town, PA	18,820	2,133	17,562	893	2,769	17,819	20,588	4,084	2007	(l)
200 Cascade Drive, Bldg. 2	Allen Town, PA	2,487	310	2,268	190	316	2,452	2,768	417	2007	(l)
6300 Bristol Pike	Levittown, PA	—	1,074	2,642	(107)	964	2,645	3,609	839	2008	(l)
2455 Boulevard of Generals	Norristown, PA	3,592	1,200	4,800	1,088	1,226	5,862	7,088	1,205	2008	(l)
Phoenix											
1045 South Edward Drive	Tempe, AZ	—	390	2,160	164	396	2,318	2,714	719	1999	(l)
50 South 56th Street	Chandler, AZ	—	1,206	3,218	360	1,252	3,532	4,784	850	2004	(l)
4701 W. Jefferson	Phoenix, AZ	2,650	926	2,195	443	929	2,635	3,564	978	2005	(l)
7102 W. Roosevelt	Phoenix, AZ	—	1,613	6,451	1,136	1,620	7,580	9,200	2,063	2006	(l)
4137 West Adams Street	Phoenix, AZ	—	990	2,661	255	1,038	2,868	3,906	626	2006	(l)
245 W. Lodge	Tempe, AZ	—	898	3,066	(1,891)	362	1,711	2,073	451	2007	(l)
1590 E Riverview Dr.	Phoenix, AZ	—	1,293	5,950	396	1,292	6,347	7,639	723	2008	(l)
14131 N. Rio Vista Dr.	Peoria, AZ	—	2,563	9,388	1,798	2,563	11,186	13,749	1,936	2008	(l)
8716 W. Ludlow Drive	Peoria, AZ	—	2,709	10,970	1,236	2,709	12,206	14,915	1,547	2008	(l)
3815 W. Washington St.	Phoenix, AZ	3,975	1,675	4,514	149	1,719	4,619	6,338	522	2008	(l)
690 91st Avenue	Tolleson, AZ	7,497	1,904	6,805	2,646	1,923	9,432	11,355	1,503	2008	(l)
Salt Lake City											
512 Lawndale Drive(i)	Salt Lake City, UT	—	2,688	15,643	3,343	2,688	18,986	21,674	6,579	1997	(l)
1270 West 2320 South	West Valley, UT	—	138	784	256	143	1,035	1,178	384	1998	(l)
1275 West 2240 South	West Valley, UT	—	395	2,241	331	408	2,559	2,967	867	1998	(l)
1288 West 2240 South	West Valley, UT	—	119	672	111	123	779	902	266	1998	(l)
2235 South 1300 West	West Valley, UT	—	198	1,120	249	204	1,363	1,567	421	1998	(l)
1293 West 2200 South	West Valley, UT	—	158	896	118	163	1,009	1,172	335	1998	(l)

**SCHEDULE III:
REAL ESTATE AND ACCUMULATED DEPRECIATION
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(Dollars in thousands)**

Building Address	Location (City/State)	(a) Encumbrances	(b)		(c) Costs Capitalized Subsequent to Acquisition or Completion and Valuation Provision	Gross Amount Carried At Close of Period 12/31/11			Accumulated Depreciation 12/31/2011	Year Acquired/ Constructed	Depreciable Lives (Years)
			Initial Cost			Building and					
			Land	Buildings		Land	Improvements	Total			
(Dollars in thousands)											
1279 West 2200 South	West Valley, UT	—	198	1,120	296	204	1,410	1,614	485	1998	(l)
1272 West 2240 South	West Valley, UT	—	336	1,905	387	347	2,281	2,628	741	1998	(l)
1149 West 2240 South	West Valley, UT	—	217	1,232	158	225	1,382	1,607	455	1998	(l)
1142 West 2320 South	West Valley, UT	—	217	1,232	73	225	1,297	1,522	449	1998	(l)
1152 West 2240 South	West Valley, UT	—	1,652	—	2,576	669	3,559	4,228	1,100	2000	(l)
2323 South 900 W	Salt Lake City, UT	—	886	2,995	218	898	3,201	4,099	1,254	2006	(l)
1815-1957 South 4650 West	Salt Lake City, UT	7,285	1,707	10,873	273	1,713	11,140	12,853	2,043	2006	(l)
2100 Alexander Street	West Valley, UT	1,152	376	1,670	(21)	376	1,649	2,025	266	2007	(l)
2064 Alexander Street	West Valley, UT	2,125	864	2,771	129	869	2,895	3,764	580	2007	(l)
Seattle											
1901 Raymond Ave SW	Renton, WA	1,833	4,458	2,659	633	4,594	3,156	7,750	473	2008	(l)
19014 64th Avenue South	Kent, WA	3,179	1,990	3,979	258	2,042	4,186	6,228	707	2008	(l)
18640 68th Ave. South	Kent, WA	732	1,218	1,950	348	1,258	2,258	3,516	407	2008	(l)
Puget Sound Terminal 7	Seattle, WA	—	9,139	5,881	1,069	9,340	6,748	16,088	393	2008	(l)
Southern California											
100 West Sinclair	Riverside, CA	—	4,894	3,481	(4,561)	1,819	1,995	3,814	872	2007	(l)
14050 Day Street	Moreno Valley, CA	3,582	2,538	2,538	291	2,565	2,801	5,366	445	2008	(l)
12925 Marlay Avenue	Fontana, CA	9,869	6,072	7,891	711	6,090	8,584	14,674	1,707	2008	(l)
1944 Vista Bella Way	Rancho Domingue, CA	—	1,746	3,148	730	1,822	3,802	5,624	1,072	2005	(l)
2000 Vista Bella Way	Rancho Domingue, CA	1,414	817	1,673	301	853	1,938	2,791	488	2005	(l)
2835 East Ana Street	Rancho Domingue, CA	3,015	1,682	2,750	(227)	1,772	2,433	4,205	602	2005	(l)
665 N. Baldwin Park Blvd.	City of Industry, CA	4,585	2,124	5,219	1,587	2,143	6,787	8,930	1,451	2006	(l)
27801 Avenue Scott	Santa Clarita, CA	—	2,890	7,020	599	2,902	7,607	10,509	1,503	2006	(l)
2610 & 2660 Columbia St	Torrance, CA	4,715	3,008	5,826	181	3,031	5,984	9,015	1,231	2006	(l)
433 Alaska Avenue	Torrance, CA	—	681	168	13	684	178	862	66	2006	(l)
4020 S. Compton Ave	Los Angeles, CA	—	3,800	7,330	71	3,825	7,376	11,201	1,195	2006	(l)
21730-21748 Marilla St.	Chatsworth, CA	3,154	2,585	3,210	192	2,608	3,379	5,987	718	2007	(l)
8015 Paramount	Pico Rivera, CA	—	3,616	3,902	61	3,657	3,922	7,579	855	2007	(l)
3365 E. Slauson	Vernon, CA	—	2,367	3,243	40	2,396	3,254	5,650	748	2007	(l)
3015 East Ana	Rancho Domingue, CA	—	19,678	9,321	7,490	20,144	16,345	36,489	3,110	2007	(l)
19067 Reyes Ave	Rancho Domingue, CA	—	9,281	3,920	202	9,381	4,022	13,403	1,057	2007	(l)
1250 Rancho Conejo Blvd.	Thousand Oaks, CA	—	1,435	779	98	1,441	871	2,312	215	2007	(l)
1260 Rancho Conejo Blvd.	Thousand Oaks, CA	—	1,353	722	(860)	675	540	1,215	166	2007	(l)
1270 Rancho Conejo Blvd.	Thousand Oaks, CA	—	1,224	716	(20)	1,229	691	1,920	164	2007	(l)
1280 Rancho Conejo Blvd.	Thousand Oaks, CA	3,062	2,043	3,408	(266)	2,051	3,134	5,185	399	2007	(l)
1290 Rancho Conejo Blvd	Thousand Oaks, CA	2,639	1,754	2,949	(230)	1,761	2,712	4,473	349	2007	(l)
18201-18291 Santa Fe	Rancho Domingue, CA	10,461	6,720	—	8,949	6,897	8,772	15,669	892	2008	(l)

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Building Address	Location (City/State)	(a) Encumbrances	(b)		(c) Costs Capitalized Subsequent to Acquisition or Completion and Valuation	Gross Amount Carried			Accumulated Depreciation 12/31/2011	Year Acquired/ Constructed	Depreciable Lives (Years)
			Land	Buildings		Provision	At Close of Period 12/31/11				
							Land	Improvements			
(Dollars in thousands)											
1011 Rancho Conejo	Thousand Oaks, CA	5,784	7,717	2,518	(186)	7,752	2,296	10,048	556	2008	(I)
2300 Corporate Center Drive	Thousand Oaks, CA	—	6,506	4,885	(5,725)	3,236	2,430	5,666	541	2008	(I)
20700 Denker Avenue	Rancho Domingue, CA	5,614	5,767	2,538	1,456	5,964	3,798	9,762	864	2008	(I)
18408 Laurel Park Road	Rancho Domingue, CA	—	2,850	2,850	643	2,874	3,469	6,343	470	2008	(I)
19021 S. Reyes Ave.	Rancho Domingue, CA	—	8,183	7,501	733	8,545	7,872	16,417	821	2008	(I)
16275 Technology Drive	San Diego, CA	—	2,848	8,641	(198)	2,859	8,432	11,291	1,660	2005	(I)
6305 El Camino Real	Carlsbad, CA	—	1,590	6,360	7,563	1,590	13,923	15,513	2,073	2006	(I)
2325 Camino Vida Roble	Carlsbad, CA	2,026	1,441	1,239	464	1,446	1,698	3,144	353	2006	(I)
2335 Camino Vida Roble	Carlsbad, CA	1,126	817	762	133	821	891	1,712	232	2006	(I)
2345 Camino Vida Roble	Carlsbad, CA	795	562	456	87	565	540	1,105	157	2006	(I)
2355 Camino Vida Roble	Carlsbad, CA	582	481	365	57	483	420	903	120	2006	(I)
2365 Camino Vida Roble	Carlsbad, CA	1,226	1,098	630	3	1,102	629	1,731	199	2006	(I)
2375 Camino Vida Roble	Carlsbad, CA	1,531	1,210	874	199	1,214	1,069	2,283	317	2006	(I)
6451 El Camino Real	Carlsbad, CA	—	2,885	1,931	507	2,895	2,428	5,323	573	2006	(I)
8572 Spectrum Lane	San Diego, CA	2,261	806	3,225	429	807	3,653	4,460	556	2007	(I)
13100 Gregg Street	Poway, CA	—	1,040	4,160	474	1,073	4,601	5,674	948	2007	(I)
Southern New Jersey											
8 Springdale Road	Cherry Hill, NJ	—	258	1,436	782	258	2,218	2,476	764	1998	(I)
111 Whittendale Drive	Morrestown, NJ	1,841	522	2,916	195	522	3,111	3,633	891	2000	(I)
7851 Airport Highway	Pennsauken, NJ	—	160	508	381	162	887	1,049	194	2003	(I)
103 Central	Mt. Laurel, NJ	—	610	1,847	1,027	619	2,865	3,484	710	2003	(I)
7890 Airport Hwy/7015 Central	Pennsauken, NJ	1,295	300	989	511	425	1,375	1,800	619	2006	(I)
600 Creek Road	Delanco, NJ	—	2,125	6,504	(1,905)	1,557	5,167	6,724	2,045	2007	(I)
1070 Thomas Busch Mem Hwy	Pennsauken, NJ	2,685	1,054	2,278	84	1,084	2,332	3,416	502	2007	(I)
St. Louis											
8921-8971 Fost Avenue	Hazelwood, MO	—	431	2,479	888	431	3,367	3,798	1,284	1994	(I)
9043-9083 Frost Avenue	Hazelwood, MO	—	319	1,838	2,243	319	4,081	4,400	1,181	1994	(I)
10431-10449 Midwest Industrial Blvd	Olivette, MO	1,335	237	1,360	403	237	1,763	2,000	720	1994	(I)
10751 Midwest Industrial Boulevard	Olivette, MO	—	193	1,119	259	194	1,377	1,571	526	1994	(I)
6951 N Hanley (d)	Hazelwood, MO	—	405	2,295	2,001	419	4,282	4,701	1,416	1996	(I)
1067 Warson-Bldg A	St. Louis, MO	—	246	1,359	881	251	2,235	2,486	524	2002	(I)
1067 Warson-Bldg B	St. Louis, MO	—	380	2,103	1,889	388	3,984	4,372	993	2002	(I)
1067 Warson-Bldg C	St. Louis, MO	—	303	1,680	1,476	310	3,149	3,459	839	2002	(I)
1067 Warson-Bldg D	St. Louis, MO	—	353	1,952	1,024	360	2,969	3,329	916	2002	(I)

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Building Address	Location (City/State)	(a) Encumbrances	(b) Initial Cost		(c) Costs Capitalized Subsequent to Acquisition or Completion and Valuation Provision	Gross Amount Carried At Close of Period 12/31/11			Accumulated Depreciation 12/31/2011	Year Acquired/ Constructed	Depreciable Lives (Years)
			Land	Buildings		Land	Building and Improvements	Total			
(Dollars in thousands)											
6821-6857 Hazelwood Avenue	Berkeley, MO	4,836	985	6,205	678	985	6,883	7,868	1,755	2003	(l)
13701 Rider Trail North	Earth City, MO	—	800	2,099	714	804	2,809	3,613	720	2003	(l)
1908-2000 Innerbelt(d)	Overland, MO	7,980	1,590	9,026	966	1,591	9,991	11,582	2,878	2004	(l)
9060 Latty Avenue	Berkeley, MO	—	687	1,947	(223)	694	1,717	2,411	1,070	2006	(l)
21-25 Gateway Commerce Center	Edwardsville, IL	23,091	1,874	31,958	191	1,928	32,095	34,023	4,883	2006	(l)
6647 Romiss Court	St. Louis, MO	—	230	681	72	241	742	983	193	2008	(l)
Tampa											
5313 Johns Road	Tampa, FL	—	204	1,159	178	257	1,284	1,541	443	1997	(l)
5525 Johns Road	Tampa, FL	—	192	1,086	424	200	1,502	1,702	635	1997	(l)
5709 Johns Road	Tampa, FL	—	192	1,086	163	200	1,241	1,441	444	1997	(l)
5711 Johns Road	Tampa, FL	—	243	1,376	176	255	1,540	1,795	560	1997	(l)
5453 W Waters Avenue	Tampa, FL	—	71	402	134	82	525	607	182	1997	(l)
5455 W Waters Avenue	Tampa, FL	—	307	1,742	806	326	2,529	2,855	822	1997	(l)
5553 W Waters Avenue	Tampa, FL	—	307	1,742	447	326	2,170	2,496	784	1997	(l)
5501 W Waters Avenue	Tampa, FL	—	215	871	301	242	1,145	1,387	397	1997	(l)
5503 W Waters Avenue	Tampa, FL	—	98	402	289	110	679	789	241	1997	(l)
5555 W Waters Avenue	Tampa, FL	—	213	1,206	237	221	1,435	1,656	546	1997	(l)
5557 W Waters Avenue	Tampa, FL	—	59	335	44	62	376	438	130	1997	(l)
5463 W Waters Avenue	Tampa, FL	—	497	2,751	667	560	3,355	3,915	1,163	1998	(l)
5461 W Waters	Tampa, FL	—	261	—	1,567	265	1,563	1,828	585	1998	(l)
5481 W. Waters Avenue	Tampa, FL	—	558	—	2,497	561	2,494	3,055	778	1999	(l)
4515-4519 George Road	Tampa, FL	2,528	633	3,587	767	640	4,347	4,987	1,162	2001	(l)
6089 Johns Road	Tampa, FL	910	180	987	122	186	1,103	1,289	306	2004	(l)
6091 Johns Road	Tampa, FL	676	140	730	98	144	824	968	247	2004	(l)
6103 Johns Road	Tampa, FL	1,108	220	1,160	146	226	1,300	1,526	389	2004	(l)
6201 Johns Road	Tampa, FL	1,029	200	1,107	168	205	1,270	1,475	393	2004	(l)
6203 Johns Road	Tampa, FL	1,286	300	1,460	116	311	1,565	1,876	569	2004	(l)
6205 Johns Road	Tampa, FL	1,280	270	1,363	120	278	1,475	1,753	333	2004	(l)
6101 Johns Road	Tampa, FL	805	210	833	127	216	954	1,170	348	2004	(l)
4908 Tampa West Blvd	Tampa, FL	—	2,622	8,643	(820)	2,635	7,810	10,445	1,821	2005	(l)
7201-7245 Bryan Dairy Road(d)	Largo, FL	—	1,895	5,408	(1,434)	1,365	4,504	5,869	878	2006	(l)
11701 Belcher Road South	Largo, FL	—	1,657	2,768	(1,516)	852	2,057	2,909	624	2006	(l)
4900-4914 Creekside Drive(h)	Clearwater, FL	—	3,702	7,338	(3,046)	2,221	5,773	7,994	1,913	2006	(l)
12345 Starkey Road	Largo, FL	—	898	2,078	(462)	599	1,915	2,514	594	2006	(l)
Toronto											
114 Packham Rd	Stratford, ON	—	1,000	3,526	527	1,012	4,041	5,053	1,624	2007	(l)

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Building Address	Location (City/State)	(a) Encumbrances	(b) Initial Cost		(c) Costs Capitalized Subsequent to Acquisition or Completion and Valuation Provision	Gross Amount Carried At Close of Period 12/31/11			Accumulated Depreciation 12/31/2011	Year Acquired/ Constructed	Depreciable Lives (Years)
			Land	Buildings		Land	Building and Improvements	Total			
			(Dollars in thousands)								
Other											
5050 Kendrick Court	Grand Rapids, MI	—	1,721	11,433	(2,219)	988	9,947	10,935	6,764	1994	(l)
2250 Delaware Ave.	Des Moines, IA	—	277	1,609	(63)	173	1,650	1,823	711	1998	(l)
9601A Dessau Road	Austin, TX	1,209	255	—	1,782	366	1,671	2,037	505	1999	(l)
9601C Dessau Road	Austin, TX	1,443	248	—	2,185	355	2,078	2,433	997	1999	(l)
9601B Dessau Road	Austin, TX	1,246	248	—	1,852	355	1,745	2,100	588	2000	(l)
6266 Hurt Road	Horn Lake, MS	—	427	—	4,013	387	4,053	4,440	614	2004	(l)
6301 Hazeltine National Drive ...	Orlando, FL	3,959	909	4,613	286	920	4,888	5,808	1,327	2005	(l)
12626 Silicon Drive	San Antonio, TX	3,132	768	3,448	158	779	3,595	4,374	1,084	2005	(l)
3100 Pinson Valley Parkway	Birmingham, AL	—	303	742	(215)	225	605	830	206	2005	(l)
10330 I Street	Omaha, NE	—	1,808	8,340	(1,457)	1,619	7,072	8,691	2,147	2006	(l)
3200 Pond Station	Jefferson County, KY	—	2,074	—	9,681	2,120	9,635	11,755	1,136	2007	(l)
Ozburn Hessey Logistics	Winchester, VA	8,036	2,320	—	10,855	2,401	10,774	13,175	1,228	2007	(l)
Pure Fishing BTS	Kansas City, MO	11,856	4,152	—	13,605	4,228	13,529	17,757	1,088	2008	(l)
3730 Wheeler Avenue	Fort Smith, AR	—	720	2,800	(561)	589	2,370	2,959	554	2006	(l)
600 Greene Drive	Greenville, KY	—	294	8,570	3	296	8,571	8,867	2,924	2008	(l)
Redevelopments / Developements / Developable Land											
Redevelopments / Developments / Developable Land(j)											
		—	132,787	1,154	(954)(m)	118,854	14,133	132,987	1,221		
Total		\$689,895	\$687,614	\$1,799,497	\$600,160	\$654,951(k)	\$2,432,314(k)	\$3,087,265	\$695,931	(k)	

NOTES:

- (a) See description of encumbrances in Note 6 to Notes to Consolidated Financial Statements.
- (b) Initial cost for each respective property is tangible purchase price allocated in accordance with FASB's guidance on business combinations.
- (c) Improvements are net of write-off of fully depreciated assets and impairment of real estate.
- (d) Comprised of two properties.
- (e) Comprised of three properties.

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- (f) Comprised of four properties.
- (g) Comprised of five properties.
- (h) Comprised of eight properties.
- (i) Comprised of 27 properties.
- (j) These properties represent developable land and redevelopments that have not been placed in service and land parcels for which we receive ground lease income.
- (k)

	Amounts Included in Real Estate Held for Sale	Amounts Within Net Investment in Real Estate	Gross Amount Carried At Close of Period December 31, 2011
Land	\$ 16,880	\$ 638,071	\$ 654,951
Buildings & Improvements	106,069	2,326,245	2,432,314
Accumulated Depreciation	(37,202)	(658,729)	(695,931)
Subtotal	85,747	2,305,587	2,391,334
Construction in Progress	5	27,780	27,785
Net Investment in Real Estate	85,752	2,333,367	2,419,119
Leasing Commissions, Net, Deferred Leasing Intangibles, Net and Deferred Rent Receivable, Net	5,907		
Total at December 31, 2011	\$ 91,659		

- (l) Depreciation is computed based upon the following estimated lives:

Buildings and Improvements and Land Improvements	3 to 50 years
Tenant Improvements, Leasehold Improvements	Life of lease

- (m) Includes foreign currency translation adjustments.

At December 31, 2011, the aggregate cost of land and buildings and equipment for federal income tax purpose was approximately \$3.1 billion (excluding construction in progress).

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The changes in total real estate assets, including real estate held for sale, for the three years ended December 31, 2011 are as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
	(Dollars in thousands)		
Balance, Beginning of Year	\$3,140,649	\$3,351,626	\$3,406,729
Acquisition of Real Estate Assets	22,953	17,595	208
Construction Costs and Improvements	72,822	49,881	54,650
Disposition of Real Estate Assets	(91,312)	(50,929)	(73,015)
Impairment of Real Estate	2,661	(194,552)	(6,934)
Write-off of Fully Depreciated Assets	(32,723)	(32,972)	(30,012)
Balance, End of Year	<u>\$3,115,050</u>	<u>\$3,140,649</u>	<u>\$3,351,626</u>

The changes in accumulated depreciation, including accumulated depreciation for real estate held for sale, for the three years ended December 31, 2011 are as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>
Balance, Beginning of Year	\$663,310	\$597,461	\$524,865
Depreciation for Year	95,931	104,175	112,241
Disposition of Assets	(30,587)	(5,354)	(9,633)
Write-off of Fully Depreciated Assets	(32,723)	(32,972)	(30,012)
Balance, End of Year	<u>\$695,931</u>	<u>\$663,310</u>	<u>\$597,461</u>

MARKET INFORMATION

The following table sets forth for the periods indicated the high and low closing prices per share and distributions declared per share for our common stock, which trades on the New York Stock Exchange under the trading symbol “FR.”

<u>Quarter Ended</u>	<u>High</u>	<u>Low</u>	<u>Distribution Declared</u>
December 31, 2011	\$10.23	\$ 7.54	\$0.0000
September 30, 2011	\$12.23	\$ 7.81	\$0.0000
June 30, 2011	\$12.67	\$10.51	\$0.0000
March 31, 2011	\$11.89	\$ 9.45	\$0.0000
December 31, 2010	\$ 8.78	\$ 4.99	\$0.0000
September 30, 2010	\$ 5.37	\$ 3.76	\$0.0000
June 30, 2010	\$ 9.01	\$ 4.82	\$0.0000
March 31, 2010	\$ 8.29	\$ 4.77	\$0.0000

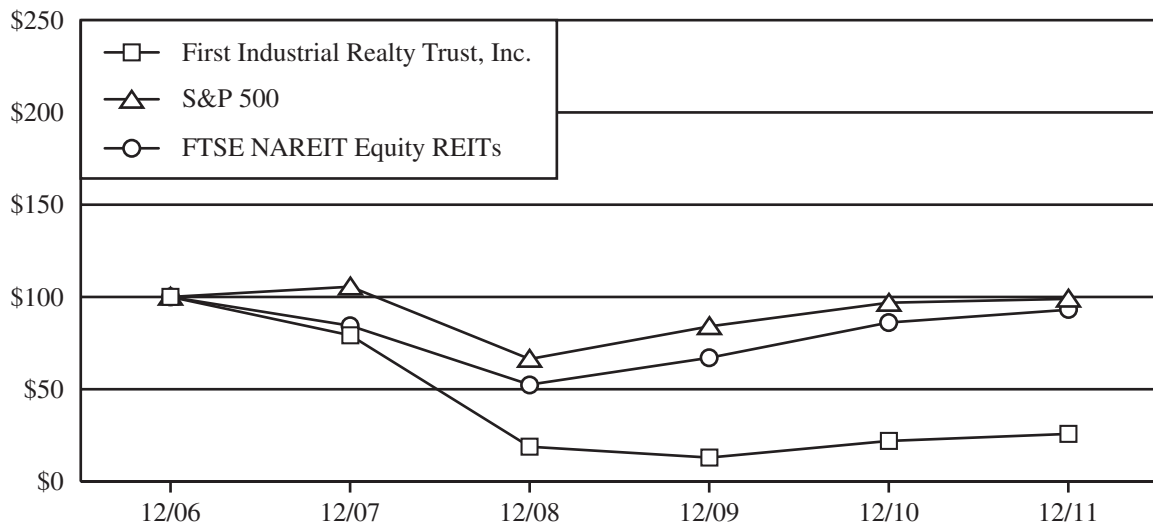
We had 559 common stockholders of record registered with our transfer agent as of February 28, 2012.

Performance Graph

The following graph provides a comparison of the cumulative total stockholder return among the Company, the FTSE NAREIT Equity REIT Total Return Index (the “NAREIT Index”) and the Standard & Poor’s 500 Index (“S&P 500”). The comparison is for the periods from December 31, 2006 to December 31, 2011 and assumes the reinvestment of any dividends. The closing price for our common stock quoted on the NYSE at the close of business on December 31, 2006 was \$46.89 per share. The NAREIT Index includes REITs with 75% or more of their gross invested book value of assets invested directly or indirectly in the equity ownership of real estate. Upon written request, we will provide stockholders with a list of the REITs included in the NAREIT Index. The historical information set forth below is not necessarily indicative of future performance. The following graph was prepared at our request by Research Data Group, Inc., San Francisco, California.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among First Industrial Realty Trust, Inc., The S&P 500 Index
And The FTSE NAREIT Equity REITs Index



*\$100 invested on 12/31/06 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.

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	12/06	12/07	12/08	12/09	12/10	12/11
FIRST INDUSTRIAL REALTY TRUST, INC.	\$100.00	\$ 79.27	\$19.26	\$13.34	\$22.35	\$26.10
S&P 500	100.00	105.49	66.46	84.05	96.71	98.75
FTSE NAREIT Equity REITs	100.00	84.31	52.50	67.20	85.98	93.11

* The information provided in this performance graph shall not be deemed to be “soliciting material,” to be “filed” or to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 unless specifically treated as such.

CORPORATE MANAGEMENT AND DIRECTORS

CORPORATE MANAGEMENT

Bruce W. Duncan

President and Chief Executive Officer

Scott A. Musil

Chief Financial Officer, Chief

Accounting Officer, Treasurer and Secretary

Johannson L. Yap

Chief Investment Officer and

Executive Vice President — West Region

David G. Harker

Executive Vice President — Central Region

Peter O. Schultz

Executive Vice President — East Region

Christopher M. Schneider

Chief Information Officer and Senior Vice President — Operations

Donald Stoffle

Executive Director — Dispositions

Robert Walter

Senior Vice President — Capital Markets

Arthur J. Harmon

Senior Director — Investor Relations

DIRECTORS

W. Ed Tyler‡

Chairman

First Industrial Realty Trust, Inc.

Chief Executive Officer

Ideapoint Ventures

Director

Nanophase Technologies Corporation

Bruce W. Duncan‡#

President and Chief Executive Officer

First Industrial Realty Trust, Inc.

Chairman

Starwood Hotels & Resorts Worldwide, Inc.

Matthew S. Dominski‡#§

Principal

Polaris Capital, LLC

Director

CBL & Associates Properties, Inc.

H. Patrick Hackett, Jr.*§

Chief Executive Officer

HHS Co.

Director

Wintrust Financial Corporation

Textura Corporation

Kevin W. Lynch§†

Principal

The Townsend Group

Director

Lexington Realty Trust

John Rau*§#

President, Chief Executive Officer and Director

Miami Corporation

Director

AGL Resources Inc.

BMO Financial Corp.

BMO/Harris Bank

L. Peter Sharpe*†

Former President and Chief Executive Officer

Cadillac Fairview Corporation

Director

Multiplan Empreendimentos Imobiliários S.A.

Robert J. Slater†

Former President

Jackson Consulting, Inc.

§ Nominating/Corporate
Governance Committee

† Compensation Committee

* Audit Committee

‡ Investment Committee

Special Committee

CORPORATE AND STOCKHOLDER INFORMATION

Executive Office

First Industrial Realty Trust, Inc.
311 South Wacker Drive, Suite 3900
Chicago, IL 60606
Phone: 312.344.4300
Fax: 312.922.6320
www.firstindustrial.com
info@firstindustrial.com

Stock Exchange Listing

New York Stock Exchange
Symbol: FR

Registrar and Transfer Agent

Computershare Trust Company, N.A.
P.O. Box 43078
Providence, RI 02940-3078
800.446.2617

Independent Registered Public Accounting Firm

PricewaterhouseCoopers LLP
Chicago, Illinois

General Counsel

Barack Ferrazzano Kirschbaum &
Nagelberg LLP
Chicago, Illinois

10-K Report

A copy of the Company's Form 10-K as filed with the Securities and Exchange Commission is available on the Company's website and may also be obtained free of charge by contacting the Director of Investor Relations and Corporate Communications, First Industrial Realty Trust, Inc. Included in such report were the certifications required by Section 302 of the Sarbanes-Oxley Act.

Annual Meeting

The Annual Meeting of Stockholders of First Industrial Realty Trust, Inc., will be held on Thursday, May 10, 2012, at 9:00 A.M. CDT at the 10th Floor Conference Room, 311 South Wacker Drive, Chicago, Illinois.

To contact First Industrial's Audit Committee:

Chairman of the Audit Committee
c/o First Industrial Realty Trust, Inc.
311 South Wacker Drive, Suite 3900
Chicago, IL 60606

To contact First Industrial's Nominating/Corporate Governance Committee:

Chairman of the Nominating/Corporate Governance Committee
c/o First Industrial Realty Trust, Inc.
311 South Wacker Drive, Suite 3900
Chicago, IL 60606



LETTER TO STOCKHOLDERS
FROM THE PRESIDENT AND CEO

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

PROXY STATEMENT

2011 ANNUAL REPORT