

FIRST INDUSTRIAL REALTY TRUST INC

Form 8-K/A

February 22, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A No.1**

**Current report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Commission File Number 1-13102

Date of Report (date of earliest event reported): **December 6, 2004**

**FIRST INDUSTRIAL REALTY TRUST, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**36-3935116**  
(I.R.S. Employer  
Identification No.)

**311 S. Wacker Drive, Suite 4000, Chicago, Illinois 60606**  
(Address of principal executive offices)

**(312) 344-4300**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Consent of PricewaterhouseCoopers LLP

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**Item 8.01 OTHER EVENTS**

First Industrial Realty Trust, Inc. and its subsidiaries (the Company) acquired 66 operating industrial properties from unrelated parties during the period January 1, 2004 through December 30, 2004. The combined purchase price of the 66 operating industrial properties acquired totaled approximately \$283.2 million, excluding closing costs incurred in conjunction with the acquisition of the industrial properties. The 66 operating industrial properties acquired are described below. The acquisitions were funded with proceeds from property sales, borrowings under the Company's \$300.0 million unsecured revolving credit facility, proceeds from the issuance of common shares or working capital. The Company will operate the facilities as industrial rental property.

**Properties Acquired by the Company:**

On January 22, 2004, the Company purchased three bulk warehouse properties, two light industrial properties and one regional warehouse property totaling 812,685 square feet, in the aggregate, located in the metropolitan area of St. Louis, Missouri. The aggregate purchase price for these properties was approximately \$30.7 million. The properties were purchased from State of California Public Employees Retirement System, a unit of the State and Consumer Services Agency of the State of California and CalEast Industrial Investors, LLC, a California limited liability company.

On March 26, 2004, the Company purchased a 482,772 square foot bulk warehouse property located in the metropolitan area of Cincinnati, Ohio. The aggregate purchase price for the property was approximately \$10.5 million. The property was purchased from Square D Company, a Delaware corporation.

On April 1, 2004, the Company purchased a 81,927 square foot light industrial property located in the metropolitan area of Minneapolis/St. Paul, Minnesota. The aggregate purchase price for the property was approximately \$2.9 million. The property was purchased from PDI Building Management LLC, a Minnesota limited liability company.

On April 8, 2004, the Company purchased four light industrial properties totaling 93,600 square feet, in the aggregate, located in the metropolitan area of Salt Lake City, Utah. The aggregate purchase price for these properties was approximately \$4.7 million. The properties were purchased from PAS Enterprises, LC, a Utah limited liability company.

On May 10, 2004, the Company purchased three bulk warehouse properties totaling 663,411 square feet, in the aggregate, located in the metropolitan area of Denver, Colorado. The aggregate purchase price for these properties was approximately \$31.0 million. The properties were purchased from The Realty Associates Fund III, LP, a Delaware limited partnership.

On May 14, 2004, the Company purchased a 151,743 square foot bulk warehouse property located in the metropolitan area of Atlanta, Georgia. The purchase price for the property was approximately \$6.0 million. The property was purchased from 1075 Northfield Court, LLC, a Georgia limited liability company.

On June 10, 2004, the Company purchased a 22,978 square foot light industrial property located in the metropolitan area of Phoenix, Arizona. The purchase price for the property was approximately \$2.2 million. The property was purchased from James R. Freeman, Nicholas Keipert, Jr. and Irene M. Keipert.

On June 29, 2004, the Company purchased a 169,000 square foot manufacturing property located in the metropolitan area of Chicago, Illinois. The purchase price for the property was approximately \$7.2 million. The property was

purchased from Pegasus Associates, LLC, an Illinois limited liability company.

On June 29, 2004, the Company purchased a 216,700 square foot bulk warehouse property located in the metropolitan area of Minneapolis/St. Paul, Minnesota. The purchase price for the property was approximately \$12.2 million. The property was purchased from OPUS Northwest, LLC, a Delaware limited liability company.

On June 30, 2004, the Company purchased a 103,024 square foot bulk warehouse property located in the metropolitan area of Milwaukee, Wisconsin. The purchase price for the property was approximately \$4.5 million. The property was purchased from Friestadt Property LLC, a Wisconsin limited liability company.

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On July 1, 2004, the Company purchased two light industrial properties totaling 73,000 square feet, in the aggregate, located in the metropolitan area of Los Angeles, California. The aggregate purchase price for these properties was approximately \$4.3 million. The properties were purchased from Sung Do International, Inc., a California Corporation.

On July 9, 2004, the Company purchased a 85,200 square foot regional warehouse property located in the metropolitan area of Dallas, Texas. The purchase price for the property was approximately \$1.9 million. The property was purchased from Silgan Containers Manufacturing Corporation.

On August 13, 2004, the Company purchased a 92,400 square foot regional warehouse property located in the metropolitan area of Northern New Jersey. The purchase price for the property was approximately \$5.0 million. The property was purchased from Allied Distribution Associates LLC, a Delaware limited liability company.

On August 31, 2004, the Company purchased two bulk warehouse properties totaling 321,870 square feet, in the aggregate, located in the metropolitan area of Milwaukee, Wisconsin. The aggregate purchase price for these properties was approximately \$13.4 million. The properties were purchased from California State Teachers Retirement System, a public entity.

On September 3, 2004, the Company purchased a 71,905 square foot light industrial property located in the metropolitan area of Minneapolis/St. Paul, Minnesota. The purchase price for the property was approximately \$4.0 million. The property was purchased from Port Authority of the City of Saint Paul, a public entity.

On September 23, 2004, the Company purchased five bulk warehouse properties, five light industrial properties and two regional warehouse properties totaling 853,857 square feet, in the aggregate, located in the metropolitan area of Dallas, Texas. The aggregate purchase price for these properties was approximately \$27.7 million. The properties were purchased from Arlington - OP&F, Inc, a Delaware corporation.

On September 30, 2004, the Company purchased a 115,536 square foot bulk warehouse property located in the metropolitan area of Northern New Jersey. The purchase price for the property was approximately \$6.3 million. The property was purchased from The Realty Associates Fund IV, LP, a Delaware limited partnership.

On September 30, 2004, the Company purchased three bulk warehouse properties totaling 407,205 square feet, in the aggregate, located in the metropolitan area of Phoenix, Arizona. The aggregate purchase price for these properties was approximately \$20.1 million. The properties were purchased from Mack, 75th Avenue Khan, LLC, an Arizona limited liability company.

On October 18, 2004, the Company purchased two bulk warehouse properties and two light industrial properties totaling 412,135 square feet, in the aggregate, located in the metropolitan area of Washington D.C. The aggregate purchase price for these properties was approximately \$32.8 million. The properties were purchased from West Group Properties LLC, a Virginia limited liability company.

On December 9, 2004, the Company purchased a 100,000 square foot bulk warehouse property located in the metropolitan area of Los Angeles, CA. The purchase price for the property was approximately \$6.5 million. The property was purchased from Cabot Industrial Venture B, LLC, a Delaware limited liability company.

On December 16, 2004, the Company purchased two R&D/Flex properties totaling 162,408 square feet, in the aggregate, located in the metropolitan area of Minneapolis/St. Paul, MN. The aggregate purchase price for these properties was approximately \$8.9 million. The properties were purchased from Property Reserve, Inc., a Utah corporation.

On December 21, 2004, the Company purchased a 376,295 square foot bulk warehouse property located in the metropolitan area of Baltimore, MD. The purchase price for the property was approximately \$13.9 million. The property was purchased from Wilkins-Rogers Incorporated, a Pennsylvania corporation.

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On December 21, 2004, the Company purchased two light industrial properties and five R&D/Flex properties totaling 201,620 square feet, in the aggregate, located in the metropolitan area of Tampa, FL. The aggregate purchase price for these properties was approximately \$10.4 million. The properties were purchased from Tampa Industrial Developers, Ltd., a Florida limited partnership.

On December 23, 2004, the Company purchased a 261,102 square foot bulk warehouse property located in the metropolitan area of Dallas, TX. The purchase price for the property was approximately \$5.6 million. The property was purchased from Principal Life Insurance Company, an Iowa corporation.

On December 23, 2004, the Company purchased five light industrial properties totaling 155,131 square feet, in the aggregate, located in the metropolitan area of Dallas, TX. The aggregate purchase price for these properties was approximately \$3.3 million. The properties were purchased from Weingarten Realty Investors, a Texas real estate investment trust.

On December 28, 2004, the Company purchased a 47,263 square foot light industrial property located in the metropolitan area of Minneapolis/St. Paul, MN. The purchase price for the property was approximately \$2.2 million. The property was purchased from Govesan America Corporation, a Florida corporation.

On December 30, 2004, the Company purchased a 78,150 square foot regional warehouse property located in the metropolitan area of Phoenix, AZ. The purchase price for the property was approximately \$5.0 million. The property was purchased from 56<sup>th</sup> and Chandler, Inc., an Arizona corporation.



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**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(a) Financial Statements:

Combined Historical Statements of Revenues and Certain Expenses for the 2004 Acquisition A Properties (Unaudited).

Combined Historical Statements of Revenues and Certain Expenses for the 2004 Acquisition I Properties and Notes thereto with Independent Auditors report dated February 17, 2005.

Combined Historical Statements of Revenues and Certain Expenses for the 2004 Acquisition II Properties and Notes thereto with Independent Auditors report dated February 17, 2005.

Combined Historical Statements of Revenues and Certain Expenses for the 2004 Acquisition III Properties and Notes thereto with Independent Auditors report dated February 17, 2005.

Combined Historical Statements of Revenues and Certain Expenses for the 2004 Acquisition IV Properties and Notes thereto with Independent Auditors report dated February 17, 2005.

Combined Historical Statements of Revenues and Certain Expenses for the 2004 Acquisition V Properties and Notes thereto with Independent Auditors report dated February 17, 2005.

(b) Pro Forma Financial Information (Unaudited):

Pro Forma Consolidated Balance Sheet as of September 30, 2004.

Pro Forma Consolidated Statement of Operations for the Nine Months Ended September 30, 2004.

Pro Forma Consolidated Statement of Operations for the Year Ended December 31, 2003.

(c) Exhibit.

Exhibit No.	Description
23	Consent of PricewaterhouseCoopers LLP

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**2004 ACQUISITION A PROPERTIES**  
**Combined Historical Statements of Revenues and Certain Expenses**  
**(Dollars in thousands)**

The Combined Historical Statements of Revenues and Certain Expenses as shown below, present the summarized results of operations of 38 of 66 operating industrial properties acquired during the period January 1, 2004 through December 30, 2004 (the 2004 Acquisition A Properties ) by First Industrial Realty Trust, Inc. (together with its subsidiaries, the Company ). The Combined Historical Statement of Revenues and Certain Expenses for the Nine Months Ended September 30, 2004 include operations only for the periods for which the 2004 Acquisition A Properties were not owned by the Company. These statements are exclusive of six operating industrial properties (the 2004 Acquisition I Properties ), three operating industrial properties (the 2004 Acquisition II Properties ), 12 operating industrial properties (the 2004 Acquisition III Properties ), three operating industrial properties (the 2004 Acquisition IV Properties ) and four operating industrial properties (the 2004 Acquisition V Properties ) acquired by the Company during the period January 1, 2004 through December 30, 2004 which have been audited and are included elsewhere in this Form 8-K/A No. 1.

The 2004 Acquisition A Properties were acquired for an aggregate purchase price of approximately \$140.9 million and have an aggregate gross leasable area of 3,463,624 square feet. A description of each property is included in Item 8.01.

	<b>For the Nine Months Ended September 30, 2004 (Unaudited)</b>	<b>For the Year Ended December 31, 2003 (Unaudited)</b>
Revenues:		
Rental Income	\$ 7,151	\$ 10,048
Tenant Recoveries and Other Income	1,736	1,900
<b>Total Revenues</b>	<b>8,887</b>	<b>11,948</b>
Expenses:		
Real Estate Taxes	1,581	2,383
Repairs and Maintenance	752	954
Utilities	267	530
Insurance	178	289
Other	52	102
<b>Total Expenses</b>	<b>2,830</b>	<b>4,258</b>
<b>Revenues in Excess of Certain Expenses</b>	<b>\$ 6,057</b>	<b>\$ 7,690</b>

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**REPORT OF INDEPENDENT AUDITORS**

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

We have audited the accompanying Combined Historical Statement of Revenues and Certain Expenses (the Statement ) of the 2004 Acquisition I Properties as described in Note 1 for the year ended December 31, 2003. This Statement is the responsibility of the 2004 Acquisition I Properties management. Our responsibility is to express an opinion on this Statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall presentation of the Statement. We believe that our audit provides a reasonable basis for our opinion.

The accompanying combined Statement was prepared for the purpose of complying with certain rules and regulations of the Securities and Exchange Commission as described in Note 1 and is not intended to be a complete presentation of the 2004 Acquisition I Properties revenues and expenses.

In our opinion, the Statement referred to above presents fairly, in all material respects, the revenues and certain expenses described in Note 1 of the 2004 Acquisition I Properties for the year ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

PRICEWATERHOUSECOOPERS LLP

Chicago, Illinois  
February 17, 2005

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**2004 ACQUISITION I PROPERTIES**  
**Combined Historical Statement of Revenues and Certain Expenses**  
**For the Year Ended December 31, 2003**  
(Dollars in thousands)

		<b>For the Year Ended December 31, 2003</b>
Revenues:		
Rental	\$	3,899
Income Tenant Recoveries and Other Income		690
 Total Revenues		 4,589
 Expenses:		
Real Estate Taxes		752
Repairs and Maintenance		406
Utilities		27
Insurance		55
 Total Expenses		 1,240
 Revenues in Excess of Certain Expenses	 \$	 3,349

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

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**2004 ACQUISITION I PROPERTIES**  
**For the Year Ended December 31, 2003**  
**Notes to Combined Historical Statement of Revenues and Certain Expenses**  
**(Dollars in thousands)**

**1. Basis of Presentation.**

The Combined Historical Statement of Revenues and Certain Expenses combine the results of operations of six operating industrial properties acquired by First Industrial Realty Trust, Inc. and its subsidiaries (the Company) on January 22, 2004 (the 2004 Acquisition I Properties).

The 2004 Acquisition I Properties were acquired for an aggregate purchase price of approximately \$30.7 million.

<b>Metropolitan Area</b>	<b># of Properties</b>	<b>Square Feet (Unaudited)</b>	<b>Date Acquired</b>
St. Louis, MO	6	812,685	January 22, 2004

The statement has been prepared on the accrual basis of accounting. The statement has been prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission and for inclusion in a current report on Form 8-K/A of the Company. The statement is not intended to be a complete presentation of the revenues and expenses of the 2004 Acquisition I Properties. The statement excludes certain expenses such as interest, depreciation and amortization, professional fees, and other costs not directly related to the future operations of the 2004 Acquisition I Properties that may not be comparable to the expenses expected to be incurred in future operations. Management is not aware of any material factors relating to these properties which would cause the reported financial information not to be necessarily indicative of future operating results.

*Use of Estimates*

In order to conform with generally accepted accounting principles, management, in preparation of the statement, is required to make estimates and assumptions that affect the reported amounts of revenues and certain expenses during the reporting period. Actual results could differ from these estimates.

**2. Summary of Significant Accounting Policies.**

*Revenue and Expense Recognition*

Rental income is recorded when due from tenants based upon lease terms. The effects of scheduled rent increases and rental concessions, if any, are recognized on a straight-line basis over the term of the tenant's lease. Tenant recovery income includes payments from tenants for taxes, insurance and other property operating expenses and is recognized as revenue in the same period the related expenses are incurred.

Property operating expenses represent the direct expenses of operating the 2004 Acquisition I Properties and include real estate taxes, repairs and maintenance, utilities, insurance, and other property expenses that are expected to continue in the ongoing operation of the 2004 Acquisition I Properties. Expenditures for maintenance and repairs are charged to operations as incurred.





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**2004 ACQUISITION I PROPERTIES**  
**For the Year Ended December 31, 2003**  
**Notes to Combined Historical Statement of Revenues and Certain Expenses**  
**(Dollars in thousands)**

**3. Future Rental Revenues**

The 2004 Acquisition I Properties are leased to tenants under net, semi-net or gross operating leases. Minimum lease payments receivable, excluding tenant reimbursement of expenses, under noncancelable operating leases in effect as of December 31, 2003 are approximately as follows:

	2004 Acquisition I Amount
2004	\$ 3,321
2005	2,240
2006	1,040
2007	865
2008	472
Thereafter	642
Total	\$ 8,580

The following three tenants represent more than 10% of rental income for the year ended December 31, 2003: Centric Group, LLC, Nordyne, Inc. and Newspace, Inc.

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**REPORT OF INDEPENDENT AUDITORS**

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

We have audited the accompanying Combined Historical Statement of Revenues and Certain Expenses (the Statement ) of the 2004 Acquisition II Properties as described in Note 1 for the year ended December 31, 2003. This Statement is the responsibility of the 2004 Acquisition II Properties management. Our responsibility is to express an opinion on this Statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall presentation of the Statement. We believe that our audit provides a reasonable basis for our opinion.

The accompanying combined Statement was prepared for the purpose of complying with certain rules and regulations of the Securities and Exchange Commission as described in Note 1 and is not intended to be a complete presentation of the 2004 Acquisition II Properties revenues and expenses.

In our opinion, the Statement referred to above presents fairly, in all material respects, the revenues and certain expenses described in Note 1 of the 2004 Acquisition II Properties for the year ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

PRICEWATERHOUSECOOPERS LLP

Chicago, Illinois  
February 17, 2005

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**2004 ACQUISITION II PROPERTIES**  
**Combined Historical Statements of Revenues and Certain Expenses**  
**For the Three Months Ended March 31, 2004**  
**and the Year Ended December 31, 2003**  
**(Dollars in thousands)**

	<b>For the Three Months Ended March 31, 2004  (Unaudited)</b>	<b>For the Year Ended December 31, 2003</b>
Revenues:		
Rental Income	\$ 627	\$ 2,564
Tenant Recoveries and Other Income	116	503
Total Revenues	743	3,067
Expenses:		
Real Estate Taxes	77	322
Repairs and Maintenance	45	102
Utilities	5	17
Insurance	15	47
Total Expenses	142	488
Revenues in Excess of Certain Expenses	\$ 601	\$ 2,579

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

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**2004 ACQUISITION II PROPERTIES**  
**For the Three Months Ended March 31, 2004**  
**and the Year Ended December 31, 2003**  
**Notes to Combined Historical Statements of Revenues and Certain Expenses**  
**(Dollars in thousands)**

**1. Basis of Presentation.**

The Combined Historical Statements of Revenues and Certain Expenses combine the results of operations of three operating industrial properties acquired by First Industrial Realty Trust, Inc. and its subsidiaries (the Company) on May 10, 2004 (the 2004 Acquisition II Properties).

The 2004 Acquisition II Properties were acquired for an aggregate purchase price of approximately \$31.0 million.

<b>Metropolitan Area</b>	<b># of Properties</b>	<b>Square Feet (Unaudited)</b>	<b>Date Acquired</b>
Denver, CO	3	663,411	May 10, 2004

The unaudited Combined Historical Statement of Revenues and Certain Expenses for the three months ended March 31, 2004 includes the operations during the period for which the 2004 Acquisition II Properties were not owned by the Company and reflects, in the opinion of management, all adjustments necessary for a fair presentation of the interim statement. All such adjustments are of a normal and recurring nature.

The statements have been prepared on the accrual basis of accounting. The statements have been prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission and for inclusion in a current report on Form 8-K/A of the Company. The statements are not intended to be a complete presentation of the revenues and expenses of the 2004 Acquisition II Properties. The statements exclude certain expenses such as interest, depreciation and amortization, professional fees, and other costs not directly related to the future operations of the 2004 Acquisition II Properties that may not be comparable to the expenses expected to be incurred in future operations. Management is not aware of any material factors relating to these properties which would cause the reported financial information not to be necessarily indicative of future operating results.

*Use of Estimates*

In order to conform with generally accepted accounting principles, management, in preparation of the statements, is required to make estimates and assumptions that affect the reported amounts of revenues and certain expenses during the reporting period. Actual results could differ from these estimates.

**2. Summary of Significant Accounting Policies.***Revenue and Expense Recognition*

Rental income is recorded when due from tenants based upon lease terms. The effects of scheduled rent increases and rental concessions, if any, are recognized on a straight-line basis over the term of the tenant's lease. Tenant recovery income includes payments from tenants for taxes, insurance and other property operating expenses and is recognized as revenue in the same period the related expenses are incurred.

Property operating expenses represent the direct expenses of operating the 2004 Acquisition II Properties and include real estate taxes, repairs and maintenance, utilities, insurance, and other property expenses that are expected to continue in the ongoing operation of the 2004 Acquisition II Properties. Expenditures for maintenance and repairs are charged to operations as incurred.

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**2004 ACQUISITION II PROPERTIES**  
**For the Three Months Ended March 31, 2004**  
**and the Year Ended December 31, 2003**  
**Notes to Combined Historical Statements of Revenues and Certain Expenses**  
**(Dollars in thousands)**

**3. Future Rental Revenues**

The 2004 Acquisition II Properties are leased to tenants under net, semi-net or gross operating leases. Minimum lease payments receivable, excluding tenant reimbursement of expenses, under noncancelable operating leases in effect as of December 31, 2003 are approximately as follows:

	2004 Acquisition II Amount
2004	\$ 2,331
2005	1,249
2006	763
2007	522
2008	428
Thereafter	10
<b>Total</b>	<b>\$ 5,303</b>

The following tenant represents more than 10% of rental income for the year ended December 31, 2003: Dillon Companies.

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**REPORT OF INDEPENDENT AUDITORS**

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

We have audited the accompanying Combined Historical Statement of Revenues and Certain Expenses (the Statement ) of the 2004 Acquisition III Properties as described in Note 1 for the year ended December 31, 2003. This Statement is the responsibility of the 2004 Acquisition III Properties management. Our responsibility is to express an opinion on this Statement based on our audit.

We conducted our audit in accordance auditing with standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall presentation of the Statement. We believe that our audit provides a reasonable basis for our opinion.

The accompanying combined Statement was prepared for the purpose of complying with certain rules and regulations of the Securities and Exchange Commission as described in Note 1 and is not intended to be a complete presentation of the 2004 Acquisition III Properties revenues and expenses.

In our opinion, the Statement referred to above presents fairly, in all material respects, the revenues and certain expenses described in Note 1 of the 2004 Acquisition III Properties for the year ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

PRICEWATERHOUSECOOPERS LLP

Chicago, Illinois  
February 17, 2005

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**2004 ACQUISITION III PROPERTIES**  
**Combined Historical Statements of Revenues and Certain Expenses**  
**For the Six Months Ended June 30, 2004**  
**and the Year Ended December 31, 2003**  
(Dollars in thousands)

	<b>For the Six Months Ended June 30, 2004  (Unaudited)</b>	<b>For the Year Ended December 31, 2003</b>
Revenues:		
Rental Income	\$ 1,151	\$ 2,547
Tenant Recoveries and Other Income	355	791
Total Revenues	1,506	3,338
Expenses:		
Real Estate Taxes	298	621
Repairs and Maintenance	123	197
Utilities	3	6
Insurance	27	58
Other	5	21
Total Expenses	456	903
Revenues in Excess of Certain Expenses.	\$ 1,050	\$ 2,435

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



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**2004 ACQUISITION III PROPERTIES  
For the Six Months Ended June 30, 2004  
and the Year Ended December 31, 2003**

**Notes to Combined Historical Statements of Revenues and Certain Expenses  
(Dollars in thousands)**

**1. Basis of Presentation.**

The Combined Historical Statements of Revenues and Certain Expenses combine the results of operations of 12 operating industrial properties acquired by First Industrial Realty Trust, Inc. and its subsidiaries (the Company) on September 23, 2004 (the 2004 Acquisition III Properties).

The 2004 Acquisition III Properties were acquired for an aggregate purchase price of approximately \$27.7 million.

<b>Metropolitan Area</b>	<b># of Properties</b>	<b>Square Feet (Unaudited)</b>	<b>Date Acquired</b>
Dallas, TX	12	853,857	September 23, 2004

The unaudited Combined Historical Statement of Revenues and Certain Expenses for the six months ended June 30, 2004 includes the operations during the period for which the 2004 Acquisition III Properties were not owned by the Company and reflects, in the opinion of management, all adjustments necessary for a fair presentation of the interim statement. All such adjustments are of a normal and recurring nature.

The statements have been prepared on the accrual basis of accounting. The statements have been prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission and for inclusion in a current report on Form 8-K/A of the Company. The statements are not intended to be a complete presentation of the revenues and expenses of the 2004 Acquisition III Properties. The statements exclude certain expenses such as interest, depreciation and amortization, professional fees, and other costs not directly related to the future operations of the 2004 Acquisition III Properties that may not be comparable to the expenses expected to be incurred in future operations. Management is not aware of any material factors relating to these properties which would cause the reported financial information not to be necessarily indicative of future operating results.

*Use of Estimates*

In order to conform with generally accepted accounting principles, management, in preparation of the statements, is required to make estimates and assumptions that affect the reported amounts of revenues and certain expenses during the reporting period. Actual results could differ from these estimates.

**2. Summary of Significant Accounting Policies.***Revenue and Expense Recognition*

Rental income is recorded when due from tenants based upon lease terms. The effects of scheduled rent increases and rental concessions, if any, are recognized on a straight-line basis over the term of the tenant's lease. Tenant recovery income includes payments from tenants for taxes, insurance and other property operating expenses and is recognized as revenue in the same period the related expenses are incurred.

Property operating expenses represent the direct expenses of operating the 2004 Acquisition III Properties and include real estate taxes, repairs and maintenance, utilities, insurance, and other property expenses that are expected to continue in the ongoing operation of the 2004 Acquisition III Properties. Expenditures for maintenance and repairs are charged to operations as incurred.

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**2004 ACQUISITION III PROPERTIES  
For the Six Months Ended June 30, 2004  
and the Year Ended December 31, 2003**

**Notes to Combined Historical Statements of Revenues and Certain Expenses  
(Dollars in thousands)**

**3. Future Rental Revenues**

The 2004 Acquisition III Properties are leased to tenants under net, semi-net or gross operating leases. Minimum lease payments receivable, excluding tenant reimbursement of expenses, under noncancelable operating leases in effect as of December 31, 2003 are approximately as follows:

	2004 Acquisition III Amount
2004	\$ 2,044
2005	1,482
2006	1,111
2007	917
2008	649
Thereafter	1,387
Total	\$ 7,590

The following tenant represents more than 10% of rental income for the year ended December 31, 2003: Sygma Network.

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**REPORT OF INDEPENDENT AUDITORS**

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

We have audited the accompanying Combined Historical Statement of Revenues and Certain Expenses (the Statement ) of the 2004 Acquisition IV Properties as described in Note 1 for the year ended December 31, 2003. This Statement is the responsibility of the 2004 Acquisition IV Properties management. Our responsibility is to express an opinion on this Statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall presentation of the Statement. We believe that our audit provides a reasonable basis for our opinion.

The accompanying combined Statement was prepared for the purpose of complying with certain rules and regulations of the Securities and Exchange Commission as described in Note 1 and is not intended to be a complete presentation of the 2004 Acquisition IV Properties revenues and expenses.

In our opinion, the Statement referred to above presents fairly, in all material respects, the revenues and certain expenses described in Note 1 of the 2004 Acquisition IV Properties for the year ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

PRICEWATERHOUSECOOPERS LLP

Chicago, Illinois  
February 17, 2005

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**2004 ACQUISITION IV PROPERTIES**  
**For the Nine Months Ended September 30, 2004**  
**and the Year Ended December 31, 2003**  
**Combined Historical Statements of Revenues and Certain Expenses**  
**(Dollars in thousands)**

	<b>For the Nine Months Ended September 30, 2004  (Unaudited)</b>	<b>For the  Year Ended December 31, 2003</b>
Revenues:		
Rental Income	\$ 964	\$ 894
Tenant Recoveries and Other Income	239	188
Total Revenues	1,203	1,082
Expenses:		
Real Estate Taxes	251	351
Repairs and Maintenance	25	24
Utilities	22	23
Insurance	42	47
Other	37	21
Total Expenses	377	466
Revenues in Excess of Certain Expenses	\$ 826	\$ 616

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

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**2004 ACQUISITION IV PROPERTIES**  
**For the Nine Months Ended September 30, 2004**  
**and the Year Ended December 31, 2003**

**Notes to Combined Historical Statements of Revenues and Certain Expenses**  
**(Dollars in thousands)**

**1. Basis of Presentation.**

The Combined Historical Statements of Revenues and Certain Expenses combined the results of operations of three operating industrial properties acquired by First Industrial Realty Trust, Inc. and its subsidiaries (the Company) on September 30, 2004 (the 2004 Acquisition IV Properties).

The 2004 Acquisition IV Properties were acquired for an aggregate purchase price of approximately \$20.1 million.

<b>Metropolitan Area</b>	<b># of Properties</b>	<b>Square Feet (Unaudited)</b>	<b>Date Acquired</b>
Phoenix, AZ	3	407,205	September 30, 2004

The unaudited Combined Historical Statement of Revenues and Certain Expenses for the nine months ended September 30, 2004 includes the operations through September 30, 2004 for which the 2004 Acquisition IV Properties were not owned by the Company and reflects, in the opinion of management, all adjustments necessary for a fair presentation of the interim statement. All such adjustments are of a normal and recurring nature.

The statements have been prepared on the accrual basis of accounting. The statements have been prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission and for inclusion in a current report on Form 8-K/A of the Company. The statements are not intended to be a complete presentation of the revenues and expenses of the 2004 Acquisition IV Properties. The statements exclude certain expenses such as interest, depreciation and amortization, professional fees, and other costs not directly related to the future operations of the 2004 Acquisition IV Properties that may not be comparable to the expenses expected to be incurred in future operations. Management is not aware of any material factors relating to these properties which would cause the reported financial information not to be necessarily indicative of future operating results.

*Use of Estimates*

In order to conform with generally accepted accounting principles, management, in preparation of the statements, is required to make estimates and assumptions that affect the reported amounts of revenues and certain expenses during the reporting period. Actual results could differ from these estimates.

**2. Summary of Significant Accounting Policies.***Revenue and Expense Recognition*

Rental income is recorded when due from tenants based upon lease terms. The effects of scheduled rent increases and rental concessions, if any, are recognized on a straight-line basis over the term of the tenant's lease. Tenant recovery income includes payments from tenants for taxes, insurance and other property operating expenses and is recognized as revenue in the same period the related expenses are incurred.

Property operating expenses represent the direct expenses of operating the 2004 Acquisition IV Properties and include real estate taxes, repairs and maintenance, utilities, insurance, and other property expenses that are expected to continue in the ongoing operation of the 2004 Acquisition IV Properties. Expenditures for maintenance and repairs are charged to operations as incurred.

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**2004 ACQUISITION IV PROPERTIES**  
**For the Nine Months Ended September 30, 2004**  
**and the Year Ended December 31, 2003**  
**Notes to Combined Historical Statements of Revenues and Certain Expenses**  
**(Dollars in thousands)**

**3. Future Rental Revenues**

The 2004 Acquisition IV Properties are leased to tenants under net, semi-net or gross operating leases. Minimum lease payments receivable, excluding tenant reimbursement of expenses, under noncancelable operating leases in effect as of December 31, 2003 are approximately as follows:

	2004 Acquisition IV Amount
2004	\$ 944
2005	946
2006	880
2007	802
2008	658
Thereafter	969
Total	\$ 5,199

The following five tenants represent more than 10% of rental income for the year ended December 31, 2003: Kellogg Supply, Western Parcel Express, Gift Box Corp, End of Life and Basic Components.



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**REPORT OF INDEPENDENT AUDITORS**

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

We have audited the accompanying Combined Historical Statement of Revenues and Certain Expenses (the Statement ) of the 2004 Acquisition V Properties as described in Note 1 for the year ended December 31, 2003. This Statement is the responsibility of the 2004 Acquisition V Properties management. Our responsibility is to express an opinion on this Statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by management, as well as evaluating the overall presentation of the Statement. We believe that our audit provides a reasonable basis for our opinion.

The accompanying combined Statement was prepared for the purpose of complying with certain rules and regulations of the Securities and Exchange Commission as described in Note 1 and is not intended to be a complete presentation of the 2004 Acquisition V Properties revenues and expenses.

In our opinion, the Statement referred to above presents fairly, in all material respects, the revenues and certain expenses described in Note 1 of the 2004 Acquisition V Properties for the year ended December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

PRICEWATERHOUSECOOPERS LLP

Chicago, Illinois  
February 17, 2005

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**2004 ACQUISITION V PROPERTIES**  
**For the Nine Months Ended September 30, 2004**  
**and the Year Ended December 31, 2003**  
**Combined Historical Statements of Revenues and Certain Expenses**  
**(Dollars in thousands)**

	<b>For the Nine Months Ended September 30, 2004  (Unaudited)</b>	<b>For the  Year Ended December 31, 2003</b>
Revenues:		
Rental Income	\$ 2,158	\$ 2,225
Tenant Recoveries and Other Income	500	587
Total Revenues	2,658	2,812
Expenses:		
Real Estate Taxes	282	362
Repairs and Maintenance	124	189
Utilities	19	46
Insurance	30	39
Other		3
Total Expenses	455	639
Revenues in Excess of Certain Expenses	\$ 2,203	\$ 2,173

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

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**2004 ACQUISITION V PROPERTIES**  
**For the Nine Months Ended September 30, 2004**  
**and the Year Ended December 31, 2003**  
**Notes to Combined Historical Statements of Revenues and Certain Expenses**  
**(Dollars in thousands)**

**1. Basis of Presentation.**

The Combined Historical Statements of Revenues and Certain Expenses combined the results of operations of four operating industrial properties acquired by First Industrial Realty Trust, Inc. and its subsidiaries (the Company) on October 18, 2004 (the 2004 Acquisition V Properties).

The 2004 Acquisition V Properties were acquired for an aggregate purchase price of approximately \$32.8 million.

<b>Metropolitan Area</b>	<b># of Properties</b>	<b>Square Feet (Unaudited)</b>	<b>Date Acquired</b>
Baltimore, MD	4	412,135	October 18, 2004

The unaudited Combined Historical Statement of Revenues and Certain Expenses for the nine months ended September 30, 2004 includes the operations through September 30, 2004 for which the 2004 Acquisition V Properties were not owned by the Company and reflects, in the opinion of management, all adjustments necessary for a fair presentation of the interim statement. All such adjustments are of a normal and recurring nature.

The statements have been prepared on the accrual basis of accounting. The statements have been prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission and for inclusion in a current report on Form 8-K/A of the Company. The statements are not intended to be a complete presentation of the revenues and expenses of the 2004 Acquisition V Properties. The statements exclude certain expenses such as interest, depreciation and amortization, professional fees, and other costs not directly related to the future operations of the 2004 Acquisition V Properties that may not be comparable to the expenses expected to be incurred in future operations. Management is not aware of any material factors relating to these properties which would cause the reported financial information not to be necessarily indicative of future operating results.

*Use of Estimates*

In order to conform with generally accepted accounting principles, management, in preparation of the statements, is required to make estimates and assumptions that affect the reported amounts of revenues and certain expenses during the reporting period. Actual results could differ from these estimates.

**2. Summary of Significant Accounting Policies.***Revenue and Expense Recognition*

Rental income is recorded when due from tenants based upon lease terms. The effects of scheduled rent increases and rental concessions, if any, are recognized on a straight-line basis over the term of the tenant's lease. Tenant recovery income includes payments from tenants for taxes, insurance and other property operating expenses and is recognized as revenue in the same period the related expenses are incurred.

Property operating expenses represent the direct expenses of operating the 2004 Acquisition V Properties and include real estate taxes, repairs and maintenance, utilities, insurance, and other property expenses that are expected to continue in the ongoing operation of the 2004 Acquisition V Properties. Expenditures for maintenance and repairs are charged to operations as incurred.

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**2004 ACQUISITION V PROPERTIES**  
**For the Nine Months Ended September 30, 2004**  
**and the Year Ended December 31, 2003**  
**Notes to Combined Historical Statements of Revenues and Certain Expenses**  
**(Dollars in thousands)**

**3. Future Rental Revenues**

The 2004 Acquisition V Properties are leased to tenants under net, semi-net and gross operating leases. Minimum lease payments receivable, excluding tenant reimbursement of expenses, under noncancelable operating leases in effect as of December 31, 2003 are approximately as follows:

	2004 Acquisition V Amount
2004	\$ 2,793
2005	2,354
2006	1,906
2007	1,734
2008	1,676
Thereafter	1,954
 Total	 \$ 12,417

The following four tenants represent more than 10% of rental income for the year ended December 31, 2003: United States Postal Service, Network Equip, US of America and Federal Home Loan Mortgage.

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**FIRST INDUSTRIAL REALTY TRUST, INC.  
Pro Forma Financial Information  
(Unaudited)**

**Background**

First Industrial Realty Trust, Inc. (together with its subsidiaries, 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.

The Company acquired 66 operating industrial properties from unrelated parties during the period January 1, 2004 through December 30, 2004. The combined purchase price of the 66 operating industrial properties acquired totaled approximately \$283.2 million, excluding closing costs incurred in conjunction with the acquisition of the industrial properties. The 66 operating industrial properties acquired were funded with proceeds from property sales, borrowings under the Company's \$300 million unsecured revolving credit facility (the Unsecured Line of Credit), proceeds from the issuance of common shares or working capital. The Company will operate the facilities as industrial rental property.

The accompanying unaudited pro forma balance sheet as of September 30, 2004 has been prepared to reflect the effect of acquisitions of operating properties by the Company from the period October 1, 2004 through December 30, 2004, as if such transaction had occurred on September 30, 2004.

The accompanying unaudited pro forma statement of operations for the nine months ended September 30, 2004 reflects the historical operations of the Company for the period January 1, 2004 through September 30, 2004, adjusted by the operations from the acquisition of 38 operating industrial properties (the 2004 Acquisition A Properties), six operating industrial properties (the 2004 Acquisition I Properties), three operating industrial properties (the 2004 Acquisition II Properties), 12 operating industrial properties (the 2004 Acquisition III Properties), three operating industrial properties (the 2004 Acquisition IV Properties) and four operating industrial properties (the 2004 Acquisition V Properties) during the period January 1, 2004 through December 30, 2004 as well as the sale of insignificant operating properties from January 1, 2004 through September 30, 2004 that were accounted for in continuing operations in the Company's Form 10-Q filed November 9, 2004.

The accompanying unaudited pro forma statement of operations for the year ended December 31, 2003 reflects the historical operations of the Company for the period January 1, 2003 through December 31, 2003, adjusted by the operations from the acquisition of the 2004 Acquisition A Properties, the 2004 Acquisition I Properties, the 2004 Acquisition II Properties, the 2004 Acquisition III Properties, the 2004 Acquisition IV Properties and the 2004 Acquisition V Properties during the period January 1, 2004 through December 30, 2004 and the sale of insignificant operating properties from April 1, 2004 through September 30, 2004 as well as the three properties held for sale at September 30, 2004. The December 31, 2003 consolidated statement of operations as filed in the Company's July 30, 2004 Current Report on Form 8-K reflects the impact of the dispositions from January 1, 2004 through March 31, 2004 as well as the two properties held for sale at March 31, 2004.

The accompanying unaudited pro forma statement of operations for the nine months ended September 30, 2004 and year ended December 31, 2003 have been prepared as if the properties acquired or sold subsequent to December 31, 2003 had been acquired or sold, respectively, on January 1, 2003.

The unaudited pro forma information is not necessarily indicative of the Company's consolidated results that would have occurred if the transactions and adjustments reflected therein had been consummated in the period or on the date presented, or on any particular date in the future, nor does it purport to present the Company's financial position,

results of operations or cash flows for future periods.

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**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**Pro Forma Balance Sheet**  
**As of September 30, 2004**  
**(Unaudited, Dollars in thousands, except share data)**

	First Industrial Realty Trust, Inc. (Historical) Note 1 (a)	2004 Acquisition A (1) Properties Note 1 (b)	2004 Acquisition V Properties Note 1 (c)	Other Pro Forma Adjustments Note 1 (d)	First Industrial Realty Trust, Inc. Pro Forma
<b>ASSETS</b>					
Assets:					
Investment in Real Estate:					
Land	\$ 435,861	\$ 12,720	\$ 8,100	\$	\$ 456,681
Buildings and Improvements	2,293,416	36,305	24,063		2,353,784
Furniture, Fixtures and Equipment	885				885
Construction in Progress	101,486				101,486
Less: Accumulated Depreciation	(386,941)				(386,941)
Net Investment in Real Estate	2,444,707	49,025	32,163		2,525,895
Real Estate Held for Sale, Net of Accumulated Depreciation and Amortization of \$439 at September 30, 2004					
	14,620				14,620
Cash and Cash Equivalents	7,356	(49,062)	(32,750)	81,812	7,356
Restricted Cash	24,256				24,256
Tenant Accounts Receivable, Net	6,768				6,768
Investments in Joint Ventures	4,603				4,603
Deferred Rent Receivable	16,683				16,683
Deferred Financing Costs, Net	12,112				12,112
Prepaid Expenses and Other Assets, Net	165,245	6,777	587		172,609
Total Assets	\$ 2,696,350	\$ 6,740	\$	\$ 81,812	\$ 2,784,902
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>					
Liabilities:					
Mortgage Loans Payable, Net	\$ 58,379	\$ 6,740	\$	\$	\$ 65,119
Senior Unsecured Debt, Net	1,347,209				1,347,209
Unsecured Line of Credit	179,000			81,812	260,812
Accounts Payable and Accrued Expenses	82,254				82,254



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Rents Received in Advance and Security				
Deposits	29,089			29,089
Dividends Payable	32,872			32,872
Total Liabilities	1,728,803	6,740	81,812	1,817,355
Commitments and Contingencies				
Minority Interest	160,928			160,928
Stockholders' Equity:				
Preferred Stock (\$.01 par value, 10,000,000 shares authorized, 20,000,500 and 250 shares of Series C, F and G Cumulative Preferred Stock, respectively, issued and outstanding at September 30, 2004, having a liquidation preference of \$2,500 per share (\$50,000), \$100,000 per share (\$50,000) and \$100,000 per share (\$25,000), respectively				
Common Stock (\$.01 par value, 100,000,000 shares authorized, 43,976,159 shares issued and 41,449,759 shares outstanding at September 30, 2004	440			440
Additional Paid-in-Capital	1,093,108			1,093,108
Distributions in Excess of Accumulated Earnings	(191,182)			(191,182)
Unearned Value of Restricted Stock Grants	(21,577)			(21,577)
Accumulated Other Comprehensive Loss	(3,582)			(3,582)
Treasury Shares at Cost (2,526,400 shares at September 30, 2004)	(70,588)			(70,588)
Total Stockholders' Equity	806,619			806,619
Total Liabilities and Stockholders' Equity	\$ 2,696,350	\$ 6,740	\$ 81,812	\$ 2,784,902

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

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**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**Pro Forma Statement of Operations**  
**For the Nine Months Ended September 30, 2004**  
**(Unaudited, Dollars in thousands, except share and per share data)**

	First Industrial Realty Trust, Inc. (Historical) Note 2 (a)	2004 Acquisition Properties Note 2 (b)	2004 Acquisition Properties Note 2 (c)	2004 Acquisition Properties Note 2 (d)	2004 Acquisition Properties Note 2 (e)	2004 Acquisition Properties Note 2 (f)	2004 Acquisition Properties Note 2 (g)	Other Pro Forma Adjustments Note 2 (h)	First Industrial Realty Trust, Inc. Pro Forma
<b>Revenues:</b>									
Rental Income	\$ 183,484	\$ 7,151	\$ 254	\$ 886	\$ 1,677	\$ 964	\$ 2,158	\$ (185)	\$ 196,389
Tenant Recoveries and Other Income	58,551	1,736	36	197	564	239	500	(64)	61,759
<b>Total Revenues</b>	<b>242,035</b>	<b>8,887</b>	<b>290</b>	<b>1,083</b>	<b>2,241</b>	<b>1,203</b>	<b>2,658</b>	<b>(249)</b>	<b>258,148</b>
<b>Expenses:</b>									
Real Estate Taxes	37,884	1,581	46	115	457	251	282	(45)	40,571
Repairs and Maintenance Property Management	18,619	752	24	61	112	25	124	(23)	19,694
Utilities	10,376							(12)	10,364
Insurance	8,370	267	1	5	4	22	19	(49)	8,639
Other	2,544	178	3	25	40	42	30	(5)	2,857
General and Administrative	4,239	52			1	37		(12)	4,317
Amortization of Deferred Financing Costs	28,078								28,078
Depreciation and Other Amortization	1,421								1,421
<b>Total Expenses</b>	<b>182,171</b>	<b>2,830</b>	<b>74</b>	<b>206</b>	<b>614</b>	<b>377</b>	<b>455</b>	<b>5,936</b>	<b>192,663</b>
<b>Other Income/Expense:</b>									
Interest Income	2,852							2,274	5,126
Gain on Settlement of Interest Rate Protection	1,450								1,450

Agreements									
Interest Expense	(73,484)							(2,364)	(75,848)
Total Other									
Income/Expense	(69,182)							(90)	(69,272)
(Loss) Income from									
Continuing									
Operations Before									
Equity in Income of									
Joint Ventures and									
Income Allocated to									
Minority Interest	(9,318)	6,057	216	877	1,627	826	2,203	(6,275)	(3,787)
Equity in Income of									
Joint Ventures, Net	36,459								36,459
Minority Interest									
Allocable to									
Continuing									
Operations	(1,021)	(842)	(30)	(122)	(226)	(115)	(306)	872	(1,790)
Income from									
Continuing									
Operations	26,120	5,215	186	755	1,401	711	1,897	(5,403)	30,882
Income from									
Continuing									
Operations									
Available to									
Common									
Stockholders, Net of									
Minority Interest									
Per Weighted									
Average Common									
Share									
Outstanding(i):									
Basic	\$	0.35							
Diluted	\$	0.35							
Pro Forma Income									
from Continuing									
Operations									
Available to									
Common									
Stockholders, Net of									
Minority Interest									
Per Weighted									
Average Common									

Share Outstanding(i): Basic	\$ 0.47
Diluted	\$ 0.47

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

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**FIRST INDUSTRIAL REALTY TRUST, INC.  
Notes to Pro Forma Financial Statements  
(Unaudited)**

**1. Balance Sheet Pro Forma Adjustments As of September 30, 2004**

- (a) The historical balance sheet reflects the financial position of the Company as of September 30, 2004 as reported in the Company's Form 10-Q filed November 9, 2004.
- (b) Represents the 2004 Acquisition A Properties that were acquired subsequent to September 30, 2004 (the 2004 Acquisition A (1) Properties) as if the acquisitions had occurred on September 30, 2004. The 2004 Acquisition A (1) Properties were acquired for approximately \$55.8 million, in the aggregate, which was funded with cash and the assumption of a \$6.2 million mortgage loan collateralized by seven properties. In conjunction with the assumption of the \$6.2 million mortgage loan, the Company recorded a premium in the amount of \$.5 million which will be amortized over the remaining life of the assumed loan as an adjustment to interest expense.
- (c) Represents the 2004 Acquisition V Properties that were acquired subsequent to September 30, 2004 as if the acquisitions had occurred on September 30, 2004. The 2004 Acquisition V Properties were acquired for approximately \$32.8 million, in the aggregate, which was funded with cash.
- (d) Represents the adjustments needed to present the pro forma balance sheet as of September 30, 2004 as if borrowings subsequent to September 30, 2004 under the Company's Unsecured Line of Credit, due to the acquisitions disclosed above, had occurred on September 30, 2004.

**2. Statement of Operations Pro Forma Assumptions and Adjustments For the Nine Months Ended September 30, 2004**

- (a) The historical operations reflect the operations of the Company for the period January 1, 2004 through September 30, 2004 as reported in the Company's Form 10-Q filed November 9, 2004.
- (b) Reflects the operations of the 2004 Acquisition A Properties for the period January 1, 2004 through the earlier of their respective acquisition dates or September 30, 2004.
- (c) Reflects the operations of the 2004 Acquisition I Properties for the period January 1, 2004 through January 22, 2004, their acquisition date.
- (d) Reflects the operations of the 2004 Acquisition II Properties for the period January 1, 2004 through May 10, 2004, their acquisition date.
- (e) Reflects the operations of the 2004 Acquisition III Properties for the period January 1, 2004 through September 23, 2004, their acquisition date.
- (f) Reflects the operations of the 2004 Acquisition IV Properties for the period January 1, 2004 through September 30, 2004, their acquisition date.
- (g) Reflects the operations of the 2004 Acquisition V Properties for the period January 1, 2004 through September 30, 2004.
- (h)

The statement of operations has been adjusted to reflect the disposition of four insignificant properties sold during the period from January 1, 2004 through September 30, 2004 that were accounted for in continuing operations in the Company's Form 10-Q filed November 9, 2004. Depreciation and amortization expense was reduced by approximately \$.1 million for these sales.

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**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**Notes to Pro Forma Financial Statements**  
**(Unaudited)**

The depreciation and amortization adjustment reflects additional expense for the 2004 Acquisition A Properties, the 2004 Acquisition I Properties, the 2004 Acquisition II Properties, the 2004 Acquisition III Properties, the 2004 Acquisition IV Properties and the 2004 Acquisition V Properties from January 1, 2004 through the earlier of their respective acquisition dates or September 30, 2004 as if such properties were acquired on January 1, 2003. The adjustment to depreciation and amortization expense for these acquisitions increased depreciation and amortization expense by \$6.2 million.

The interest expense adjustment reflects an increase in the unsecured line of credit borrowings at the 30-day London Interbank Offered Rate ( LIBOR ) plus .70% for borrowings under the Company's Unsecured Line of Credit or from the assumption of debt for the assumed earlier purchase of the 2004 Acquisition A Properties, the 2004 Acquisition I Properties, the 2004 Acquisition II Properties, the 2004 Acquisition III Properties, the 2004 Acquisition IV Properties and the 2004 Acquisition V Properties. The interest expense adjustment for these acquisitions increased interest expense by \$4.3 million. The interest expense adjustment also reflects interest savings related to the assumed repayment of unsecured line of credit borrowings at LIBOR plus .70% on January 1, 2003 from the proceeds from the sale of industrial properties (net of seller financing provided by the Company) that occurred from January 1, 2004 through September 30, 2004 as if the sales occurred on January 1, 2003. The interest expense adjustment for these sales reduced interest expense by \$1.9 million.

The interest income adjustment reflects an increase in interest income from seller financing provided by the Company on property sales that occurred from January 1, 2004 through September 30, 2004 as if the seller financing occurred on January 1, 2003.

Income allocated to minority interest reflects income attributable to Units owned by unitholders other than the Company. The minority interest adjustment reflects a weighted average 13.9% minority interest for the nine months ended September 30, 2004.

- (i) The calculation of basic and diluted Income from Continuing Operations per share is presented below:

	Nine Months Ended	
	(Historical)	(Pro Forma)
	September	September 30,
	30,	2004
	2004	2004
Numerator:		
Income from Continuing Operations	\$ 26,120	\$ 30,882
Gain on Sale of Real Estate, Net of Minority Interest	8,176	8,176
Less: Preferred Stock Dividends	(12,178)	(12,178)
Less: Redemption of Series D and E Preferred Stock	(7,959)	(7,959)
Income from Continuing Operations Available to Common Stockholders, Net of Minority Interest - For Basic and Diluted EPS	14,159	18,921

Denominator:

Weighted Average Shares - Basic	40,106,629	40,106,629
Effect of Dilutive Securities:		
Employee and Director Common Stock		
Options	230,449	230,449
Employee and Director Shares of Restricted Stock	107,891	107,891
Weighted Average Shares - Diluted	40,444,969	40,444,969

Basic EPS:

Income from Continuing Operations Available to Common Stockholders, Net of Minority Interest	\$ 0.35	\$ 0.47
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Diluted EPS:

Income from Continuing Operations Available to Common Stockholders, Net of Minority Interest	\$ 0.35	\$ 0.47
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**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**Pro Forma Statement of Operations**  
**For the Year Ended December 31, 2003**  
**(Unaudited, Dollars in thousands, except share and per share data)**

	First Industrial Realty Trust, Inc. (Historical) Note 1 (a)	2004 Acquisition Properties Note 1 (b)	2004 Acquisition Properties Note 1 (c)	2004 Acquisition Properties Note 1 (d)	2004 Acquisition Properties Note 1 (e)	2004 Acquisition Properties Note 1 (f)	2004 Acquisition Properties Note 1 (g)	Other Pro Forma Adjustments Note 1 (h)	First Industrial Realty Trust, Inc. Pro Forma
<b>Revenues:</b>									
Rental Income	\$ 250,145	\$ 10,048	\$ 3,899	\$ 2,564	\$ 2,547	\$ 894	\$ 2,225	\$ (9,730)	\$ 262,592
Tenant Recoveries and Other Income	78,011	1,900	690	503	791	188	587	(2,666)	80,004
<b>Total Revenues</b>	<b>328,156</b>	<b>11,948</b>	<b>4,589</b>	<b>3,067</b>	<b>3,338</b>	<b>1,082</b>	<b>2,812</b>	<b>(12,396)</b>	<b>342,596</b>
<b>Expenses:</b>									
Real Estate Taxes	48,552	2,383	752	322	621	351	362	(1,483)	51,860
Repairs and Maintenance	24,208	954	406	102	197	24	189	(836)	25,244
Property Management	11,729							(430)	11,299
Utilities	10,124	530	27	17	6	23	46	(407)	10,366
Insurance	3,221	289	55	47	58	47	39	(121)	3,635
Other General and Administrative	7,571	102			21	21	3	(206)	7,512
Amortization of Deferred Financing Costs	26,953								26,953
Depreciation and Other Amortization	1,764								1,764
	79,727							9,896	89,623
<b>Total Expenses</b>	<b>213,849</b>	<b>4,258</b>	<b>1,240</b>	<b>488</b>	<b>903</b>	<b>466</b>	<b>639</b>	<b>6,413</b>	<b>228,256</b>
<b>Other Income/Expense:</b>									
Interest Income	2,416							4,686	7,102
Interest Expense	(95,456)							(2,317)	(97,773)
Loss From Early Retirement of Debt	(1,466)								(1,466)
<b>Total Other Income/Expense</b>	<b>(94,506)</b>							<b>2,369</b>	<b>(92,137)</b>

Income from Continuing Operations Before Equity in Income of Joint Ventures and Income Allocated to Minority Interest Equity in Income of Joint Ventures, Net	19,801	7,690	3,349	2,579	2,435	616	2,173	(16,440)	22,203
Minority Interest Allocable to Continuing Operations	539								539
	(166)	(1,133)	(493)	(380)	(359)	(91)	(320)	2,422	(520)
Income from Continuing Operations	20,174	6,557	2,856	2,199	2,076	525	1,853	(14,018)	22,222

Income from Continuing Operations Available to Common Stockholders, Net of Minority Interest Per Weighted Average Common Share Outstanding(i):	
Basic	\$ 0.35
Diluted	\$ 0.34

Pro Forma Income from Continuing Operations Available to Common Stockholders, Net of Minority Interest Per Weighted Average Common Share Outstanding(i):	
Basic	\$ 0.40
Diluted	\$ 0.40

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

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**FIRST INDUSTRIAL REALTY TRUST, INC.  
Notes to Pro Forma Financial Statements  
(Unaudited)**

**1. Statement of Operations Pro Forma Assumptions and Adjustments For the Year Ended December 31, 2003**

- (a) Reflects the December 31, 2003 historical consolidated statement of operations of the Company as reported in its Current Report on Form 8-K (filed on July 30, 2004) for the year ended December 31, 2003.
- (b) Reflects the operations of the 2004 Acquisition A Properties for the period January 1, 2003 through December 31, 2003.
- (c) Reflects the operations of the 2004 Acquisition I Properties for the period January 1, 2003 through December 31, 2003.
- (d) Reflects the operations of the 2004 Acquisition II Properties for the period January 1, 2003 through December 31, 2003.
- (e) Reflects the operations of the 2004 Acquisition III Properties for the period January 1, 2003 through December 31, 2003.
- (f) Reflects the operations of the 2004 Acquisition IV Properties for the period January 1, 2003 through December 31, 2003.
- (g) Reflects the operations of the 2004 Acquisition V Properties for the period January 1, 2003 through December 31, 2003.
- (h) The statement of operations has been adjusted to reflect the reclassification of 44 industrial properties sold during the period from April 1, 2004 to September 30, 2004 as well as the three properties held for sale at September 30, 2004 that met the criteria under FAS 144, *Accounting for the Impairment or Disposal of Long Lived Assets*, to be included in discontinued operations. Depreciation and amortization was reduced by \$2.4 million for these dispositions and held for sale properties. The dispositions between January 1, 2004 through March 31, 2004 and the two properties held for sale at March 31, 2004 that met the criteria under FAS 144 were already reclassified to discontinued operations as reported in the Current Report on Form 8-K (filed on July 30, 2004) for the year ended December 31, 2003. The two properties held for sale at March 31, 2004 were subsequently sold during the period from April 1, 2004 to September 30, 2004. Additionally, the statement of operations has been adjusted to reflect the disposition of four insignificant property sales sold during the period from January 1, 2004 through September 30, 2004 that did not meet the criteria under FAS 144. Depreciation and amortization was reduced by \$.1 million for these dispositions.

The depreciation and amortization adjustment reflects the charges for the 2004 Acquisition A Properties, the 2004 Acquisition I Properties, the 2004 Acquisition II Properties, the 2004 Acquisition III Properties, the 2004 Acquisition IV Properties and the 2004 Acquisition V Properties from January 1, 2003 through December 31, 2003, as if such properties were acquired on January 1, 2003. The depreciation and amortization expense adjustment for these acquisitions increased depreciation and amortization expense by \$12.4 million.

The interest expense adjustment reflects an increase in the unsecured line of credit borrowings at the 30-day London Interbank Offered Rate ( LIBOR ) plus .70% for borrowings under the Company's Unsecured Line of Credit or from the assumption of debt for the assumed earlier purchase of the 2004 Acquisition A Properties,

the 2004 Acquisition I Properties, the 2004 Acquisition II Properties, the 2004 Acquisition III Properties, the 2004 Acquisition IV Properties and the 2004 Acquisition V Properties. The interest expense adjustment for these acquisitions increased interest expense by \$7.1 million. The interest expense adjustment also reflects interest savings related to the assumed repayment of unsecured line of credit borrowings at LIBOR plus .70% on January 1, 2003 from the proceeds from the sale of industrial properties (net of seller financing provided by the Company) that occurred from January 1, 2004 through September 30, 2004 as if the sales occurred on January 1, 2003. The interest expense adjustment for these sales reduced interest expense by \$4.8 million.

The interest income adjustment reflects an increase in interest income from seller financing provided by the Company on property sales that occurred from January 1, 2004 through September 30, 2004 as if the seller financing occurred on January 1, 2003.

Income allocated to minority interest reflects income attributable to Units owned by unitholders other than the Company. The minority interest adjustment reflects a weighted average 14.7% minority interest for the twelve months ended December 31, 2003.

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**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**Notes to Pro Forma Financial Statements**  
**(Unaudited)**

(i) The calculation of basic and diluted Income from Continuing Operations per share is presented below:

	Year Ended	
	(Historical)	(Pro Forma)
	December	December 31,
	31,	2003
	2003	2003
Numerator:		
Income from Continuing Operations	\$ 20,174	\$ 22,222
Gain on Sale of Real Estate, Net of Minority Interest	13,306	13,306
Less: Preferred Stock Dividends	(20,176)	(20,176)
Income from Continuing Operations Available to Common Stockholders, Net of Minority Interest - For Basic and Diluted EPS	13,304	15,352
Denominator:		
Weighted Average Shares - Basic	38,541,571	38,541,571
Effect of Dilutive Securities:		
Employee and Director Common Stock Options	91,599	91,599
Employee and Director Shares of Restricted Stock	29,561	29,561
Weighted Average Shares - Diluted	38,662,731	38,662,731
Basic EPS:		
Income from Continuing Operations Available to Common Stockholders, Net of Minority Interest	\$ 0.35	\$ 0.40
Diluted EPS:		
Income from Continuing Operations Available to Common Stockholders, Net of Minority Interest	\$ 0.34	\$ 0.40

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**FIRST INDUSTRIAL REALTY TRUST, INC.**

February 18, 2005

By: /s/ Scott A. Musil

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Scott A. Musil  
Senior Vice President    Controller  
(Principal Accounting Officer)

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**EXHIBIT INDEX**

Exhibit No.	Description
23	Consent of PricewaterhouseCoopers LLP

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