

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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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 56th 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.

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

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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)

| | | For the Year Ended December 31, 2003 |
|--|--------|---|
| 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.

| Metropolitan Area | # of Properties | Square Feet (Unaudited) | Date Acquired |
|--------------------------|----------------------------|--|--------------------------|
| 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)

| | For the Three Months Ended March 31, 2004 (Unaudited) | For the Year Ended December 31, 2003 |
|--|---|---|
| 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.

| Metropolitan Area | # of Properties | Square Feet (Unaudited) | Date Acquired |
|--------------------------|----------------------------|--|--------------------------|
| 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 |
| Total | \$ 5,303 |

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)

| | For the Six Months Ended June 30, 2004 (Unaudited) | For the Year Ended December 31, 2003 |
|---|--|---|
| 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.

| Metropolitan Area | # of Properties | Square Feet (Unaudited) | Date Acquired |
|--------------------------|----------------------------|--|--------------------------|
| 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)

| | For the Nine Months Ended September 30, 2004 (Unaudited) | For the Year Ended December 31, 2003 |
|--|--|--|
| 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.

| Metropolitan Area | # of Properties | Square Feet (Unaudited) | Date Acquired |
|--------------------------|------------------------|--------------------------------|----------------------|
| 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)

| | For the Nine Months Ended September 30, 2004 (Unaudited) | For the Year Ended December 31, 2003 |
|--|--|--|
| 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.

| Metropolitan Area | # of Properties | Square Feet (Unaudited) | Date Acquired |
|--------------------------|----------------------------|--|--------------------------|
| 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 |
|---|---|--|--|---|--|
| ASSETS | | | | | |
| 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 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | | | | |
| 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 |
|--|---|--|--|--|--|--|--|---|---|
| Revenues: | | | | | | | | | |
| 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 |
| Total Revenues | 242,035 | 8,887 | 290 | 1,083 | 2,241 | 1,203 | 2,658 | (249) | 258,148 |
| Expenses: | | | | | | | | | |
| 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 |
| Total Expenses | 182,171 | 2,830 | 74 | 206 | 614 | 377 | 455 | 5,936 | 192,663 |
| Other Income/Expense: | | | | | | | | | |
| 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 |
|--|---------|---------|

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 |
|--|---|--|--|--|--|--|--|---|---|
| Revenues: | | | | | | | | | |
| 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 |
| Total Revenues | 328,156 | 11,948 | 4,589 | 3,067 | 3,338 | 1,082 | 2,812 | (12,396) | 342,596 |
| Expenses: | | | | | | | | | |
| 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 |
| Total Expenses | 213,849 | 4,258 | 1,240 | 488 | 903 | 466 | 639 | 6,413 | 228,256 |
| Other Income/Expense: | | | | | | | | | |
| 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) |
| Total Other Income/Expense | (94,506) | | | | | | | 2,369 | (92,137) |

| | | | | | | | | | |
|---|--------|---------|-------|-------|-------|------|-------|----------|--------|
| 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

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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