Form **8937**

(December 2011)

Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer							
1 Issuer's name	2 Issuer's employer identification number (EIN)						
First Industrial Realty Trust, Inc.	36-3935116						
3 Name of contact for additional information 4 Telephone No. of contact	5 Email address of contact						
Matthew Johnson (312) 344-4300							
6 Number and street (or P.O. box if mail is not delivered to street address) of cor	7 City, town, or post office, state, and Zip code of contact						
311 S. Wacker Drive, Suite 3900	Chicago, IL 60606						
8 Date of action 9 Classification and descrip	tion						
3/6/2014 - Settlement Date Series F Flexible Cumulative 10 CUSIP number 11 Serial number(s) 12 Ticker symbol	e Redeemable Preferred Stock Redemption 13 Account number(s)						
To obtain number (y)	7 Account Hambor(c)						
32054K863							
Part II Organizational Action Attach additional statements if need	ded. See back of form for additional questions.						
14 Describe the organizational action and, if applicable, the date of the action or	r the date against which shareholders' ownership is measured for						
the action First Industrial Realty Trust, Inc. redeemed all of the outsta	nding depositary shares relating to its Series F Flexible						
Cumulative Redeemable Preferred Stock at a redemption price of \$1,000 per d	epositary share. [Notice of Redemption Date - 2/3/2014;						
Settlement Date - 3/6/2014]							
The Company paid all accrued and unpaid dividends on the redeemed Series	F Preferred Stock through the date of redemption.						
15 Describe the quantitative effect of the organizational action on the basis of the	ne security in the hands of a U.S. taxpayer as an adjustment per						
share or as a percentage of old basis The redemption will be treated as	a sale or exchange within the meaning of IRC Section 302(b) if it						
(a) is "substantially disproportionate" with respect to the holder; (b) results in							
Industrial Realty Trust, Inc; or (c) is "not essentially equivalent to a dividend"	with respect to a particular holder. In determining whether						
any of these tests have been met, depositary shares considered to be owned	by the holder by reason of certain constructive ownership rules						
set forth in the IRC, as well as depositary shares actually owned by the holde	r must generally be taken into account. If a particular holder						
of depositary shares owns (actually or constructively) no shares of our comm	on stock, or an insubstantial percentage of the outstanding						
shares of common stock, a redemption of shares of that holder is likely to qua							
would not be "essentially equivalent to a dividend." However, because the de							
of Section 302(b) will be satisfied with respect to any particular holder depends on the facts and circumstances at the time that the							
determination must be made, shareholders are advised to consult their own tax advisors to determine such tax treatment.							
16 Describe the calculation of the change in basis and the data that supports the	e calculation, such as the market values of securities and the						
16 Describe the calculation of the change in basis and the data that supports the valuation dates ► Each shareholder must determine their adjusted tay ha							
valuation dates ► Each shareholder must determine their adjusted tax ba	sis in the redeemed shares in order to calculate the gain or						
valuation dates ► <u>Each shareholder must determine their adjusted tax balloss to recognize.</u> We encourage shareholders to consult with their personal	sis in the redeemed shares in order to calculate the gain or						
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Part I		Drganizational Action (continue	ed)		
PE (1990) 10					
			tion(s) and subsection(s) upon which the tax t	reatment is based	
Internal	Rever	nue Code Sections 301, 302 and 100)1,		
			, a tax loss may be recognized by a sharel		
shares	excee	ds the net proceeds received, provi	ded that the shareholder is eligible for sale	e or exchange trea	tment.
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			plement the adjustment, such as the reportat	ole tax year ►	
The rep	ortabl	e tax year is 2014.			
					The second secon

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			examined this return, including accompanying sche		
	belief	, it is true, correct, and complete. Declaration	on of preparer (other than officer) is based on all info	ormation of which prep	arer has any knowledge.
Sign		S: Scott A. Musil		4/11/2014	
Here	Signature ►		Date ►		
-	Print	your name ► Scott A. Musil	Preparer's signature	Title ► CFO Date	I lozu.
Paid		Print/Type preparer's name			Check if
Prepa		Paul D. Chambers	S: Paul D. Chambers	4/7/2014	self-employed P00679065
Use C	Only	Firm's name ► KPMG LLP	troot Chicago II 60601		Firm's EIN ► 13-5565207

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

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