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UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**Form 10-Q**

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended June 30, 2007
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

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Commission file number 1-13102

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**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:*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Number of shares of Common Stock, \$.01 par value, outstanding as of July 27, 2007: 45,423,701

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FIRST INDUSTRIAL REALTY TRUST, INC.

Form 10-Q

For the Period Ended June 30, 2007

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

FIRST INDUSTRIAL REALTY TRUST, INC.  
CONSOLIDATED BALANCE SHEETS

	June 30, 2007	(Unaudited)	December 31, 2006
	(Dollars in thousands, except share and per share data)		
<b>ASSETS</b>			
Assets:			
Investment in Real Estate:			
Land	\$ 636,104		\$ 558,425
Buildings and Improvements	2,626,706		2,626,284
Construction in Progress	71,606		35,019
Less: Accumulated Depreciation	(498,460)		(465,418)
Net Investment in Real Estate	<u>2,835,956</u>		<u>2,754,310</u>
Real Estate Held for Sale, Net of Accumulated Depreciation and Amortization of \$3,716 and \$9,688 at June 30, 2007 and December 31, 2006, respectively	65,927		115,961
Cash and Cash Equivalents	4,149		16,135
Restricted Cash	44,766		15,970
Tenant Accounts Receivable, Net	10,974		8,014
Investments in Joint Ventures	63,396		55,527
Deferred Rent Receivable, Net	31,271		28,839
Deferred Financing Costs, Net	15,544		15,210
Deferred Leasing Intangibles, Net	91,338		86,265
Prepaid Expenses and Other Assets, Net	151,343		128,168
Total Assets	<u>\$ 3,314,664</u>		<u>\$ 3,224,399</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Liabilities:			
Mortgage Loans Payable, Net	\$ 82,590		\$ 77,926
Senior Unsecured Debt, Net	1,550,139		1,549,732
Unsecured Line of Credit	347,000		207,000
Accounts Payable, Accrued Expenses and Other Liabilities, Net	114,204		119,027
Deferred Leasing Intangibles, Net	21,762		19,486
Rents Received in Advance and Security Deposits	31,372		30,844
Leasing Intangibles Held For Sale, Net of Accumulated Amortization of \$215 and \$183 at June 30, 2007 and December 31, 2006, respectively	1,296		2,310
Dividends Payable	41,710		42,548
Total Liabilities	<u>2,190,073</u>		<u>2,048,873</u>
Commitments and Contingencies	—		—
Minority Interest	150,253		152,547
Stockholders' Equity:			
Preferred Stock (\$.01 par value, 10,000,000 shares authorized, 500, 250, 600 and 200 shares of Series F, G, J and K Cumulative Preferred Stock, respectively, issued and outstanding at June 30, 2007, having a liquidation preference of \$100,000 per share (\$50,000), \$100,000 per share \$(25,000), \$250,000 per share (\$150,000) and \$250,000 per share (\$50,000), respectively. At December 31, 2006, 10,000,000 shares authorized, 20,000, 500, 250, 600 and 200 shares of Series C, F, G, J and K Cumulative Preferred Stock, respectively, issued and outstanding, having a liquidation preference of \$2,500 per share (\$50,000), \$100,000 per share (\$50,000), \$100,000 per share (\$25,000), \$250,000 per share (\$150,000) and \$250,000 per share (\$50,000), respectively)	—		—
Common Stock (\$.01 par value, 100,000,000 shares authorized, 47,938,046 and 47,537,030 shares issued and 45,411,646 and 45,010,630 shares outstanding at June 30, 2007 and December 31, 2006, respectively)	479		475
Additional Paid-in-Capital	1,346,411		1,388,311
Distributions in Excess of Accumulated Earnings	(291,140)		(284,955)
Accumulated Other Comprehensive Loss	(10,824)		(10,264)
Treasury Shares at Cost (2,526,400 shares at June 30, 2007 and December 31, 2006)	(70,588)		(70,588)
Total Stockholders' Equity	<u>974,338</u>		<u>1,022,979</u>
Total Liabilities and Stockholders' Equity	<u>\$ 3,314,664</u>		<u>\$ 3,224,399</u>

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

**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006
(Unaudited)				
(Dollars in thousands, except share and per share data)				
<b>Revenues:</b>				
Rental Income	\$ 76,214	\$ 62,961	\$ 150,070	\$ 123,589
Tenant Recoveries and Other Income	31,221	27,103	64,410	51,960
Revenues from Build to Suit Development for Sale	3,233	—	6,440	733
Contractor Revenues	4,368	—	9,408	—
<b>Total Revenues</b>	<b>115,036</b>	<b>90,064</b>	<b>230,328</b>	<b>176,282</b>
<b>Expenses:</b>				
Property Expenses	34,873	29,171	68,451	59,715
General and Administrative	22,380	18,236	45,171	35,872
Depreciation and Other Amortization	40,440	34,813	78,868	66,571
Expenses from Build to Suit Development for Sale	2,930	—	6,131	666
Contractor Expenses	4,123	—	8,959	—
<b>Total Expenses</b>	<b>104,746</b>	<b>82,220</b>	<b>207,580</b>	<b>162,824</b>
<b>Other Income/Expense:</b>				
Interest Income	225	260	485	899
Interest Expense	(29,667)	(29,744)	(59,568)	(59,232)
Amortization of Deferred Financing Costs	(824)	(603)	(1,644)	(1,223)
Mark-to-Market/Loss on Settlement of Interest Rate Protection Agreement	—	—	—	(170)
Loss From Early Retirement of Debt	(108)	—	(254)	—
<b>Total Other Income/Expense</b>	<b>(30,374)</b>	<b>(30,087)</b>	<b>(60,981)</b>	<b>(59,726)</b>
<b>Loss from Continuing Operations Before Equity in Income of Joint Ventures, Income Tax (Provision) Benefit and Income</b>				
Allocated to Minority Interest	(20,084)	(22,243)	(38,233)	(46,268)
Equity in Income of Joint Ventures	11,626	7,307	17,257	7,273
Income Tax (Provision) Benefit	(118)	983	1,607	6,951
Minority Interest Allocable to Continuing Operations	2,039	2,373	4,182	5,489
<b>Loss from Continuing Operations</b>	<b>(6,537)</b>	<b>(11,580)</b>	<b>(15,187)</b>	<b>(26,555)</b>
<b>Income from Discontinued Operations (Including Gain on Sale of Real Estate of \$59,429 and \$51,999 for the Three Months Ended June 30, 2007 and 2006, respectively and \$114,799 and \$106,021 for the Six Months Ended June 30, 2007 and 2006, respectively)</b>				
	61,325	57,281	119,747	115,248
<b>Provision for Income Taxes Allocable to Discontinued Operations (Including \$11,070 and \$7,625 for the Three Months Ended June 30, 2007 and 2006, respectively and \$21,203 and \$22,535 for the Six Months Ended June 30, 2007 and 2006, respectively allocable to Gain on Sale of Real Estate)</b>				
	(11,577)	(8,321)	(22,613)	(23,596)
Minority Interest Allocable to Discontinued Operations	(6,238)	(6,370)	(12,239)	(12,007)
<b>Income Before Gain on Sale of Real Estate</b>	<b>36,973</b>	<b>31,010</b>	<b>69,708</b>	<b>53,090</b>
Gain on Sale of Real Estate	830	2,447	4,404	3,522
Provision for Income Taxes Allocable to Gain on Sale of Real Estate	(327)	(971)	(1,095)	(1,051)
Minority Interest Allocable to Gain on Sale of Real Estate	(63)	(192)	(417)	(324)
<b>Net Income</b>	<b>37,413</b>	<b>32,294</b>	<b>72,600</b>	<b>55,237</b>
Less: Preferred Stock Dividends	(5,671)	(5,029)	(11,606)	(10,048)
Less: Redemption of Preferred Stock	(2,017)	—	(2,017)	(672)
<b>Net Income Available to Common Stockholders</b>	<b>\$ 29,725</b>	<b>\$ 27,265</b>	<b>\$ 58,977</b>	<b>\$ 44,517</b>
<b>Basic and Diluted Earnings Per Share:</b>				
Loss from Continuing Operations	\$ (0.31)	\$ (0.35)	\$ (0.58)	\$ (0.80)
Income From Discontinued Operations	\$ 0.98	\$ 0.97	\$ 1.91	\$ 1.81
<b>Net Income Available to Common Stockholders</b>	<b>\$ 0.67</b>	<b>\$ 0.62</b>	<b>\$ 1.33</b>	<b>\$ 1.01</b>
Weighted Average Shares Outstanding	44,471	44,006	44,441	43,947
Dividends/Distribution Declared per Common Share Outstanding	\$ 0.7100	\$ 0.7000	\$ 1.4200	\$ 1.4000

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

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

	<u>Three Months Ended June 30, 2007</u>	<u>Three Months Ended June 30, 2006</u>	<u>Six Months Ended June 30, 2007</u>	<u>Six Months Ended June 30, 2006</u>
		(Unaudited)		
		(Dollars in thousands)		
Net Income	\$ 37,413	\$ 32,294	\$ 72,600	\$ 55,237
Settlement of Interest Rate Protection Agreements	(4,261)	—	(4,261)	(1,729)
Mark to Market of Interest Rate Protection Agreements	4,357	3,374	4,215	4,789
Amortization of Interest Rate Protection Agreements	(243)	(220)	(539)	(450)
Other Comprehensive Income (Loss) Allocable to Minority Interest	11	(410)	25	(342)
Comprehensive Income	<u>\$ 37,277</u>	<u>\$ 35,038</u>	<u>\$ 72,040</u>	<u>\$ 57,505</u>

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

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

	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006
	(Unaudited)	
	(Dollars in thousands)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income	\$ 72,600	\$ 55,237
Income Allocated to Minority Interest	8,474	6,842
Net Income Before Minority Interest	81,074	62,079
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation	60,882	60,832
Amortization of Deferred Financing Costs	1,644	1,223
Other Amortization	26,338	19,851
Provision for Bad Debt	32	846
Mark-to-Market of Interest Rate Protection Agreement	—	(16)
Equity in Income of Joint Ventures	(17,257)	(7,273)
Distributions from Joint Ventures	17,327	7,847
Gain on Sale of Real Estate	(119,203)	(109,543)
Loss on Early Retirement of Debt	254	—
Decrease in Developments for Sale Costs	7,528	16,241
Decrease in Tenant Accounts Receivable and Prepaid Expenses and Other Assets, Net	5,952	3,615
Increase in Deferred Rent Receivable	(5,505)	(4,987)
Increase in Accounts Payable and Accrued Expenses and Rents Received in Advance and Security Deposits	2,905	2,669
Increase in Restricted Cash	(246)	—
Net Cash Provided by Operating Activities	61,725	53,384
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of and Additions to Investment in Real Estate	(385,791)	(389,459)
Net Proceeds from Sales of Investments in Real Estate	386,910	471,106
Contributions to and Investments in Joint Ventures	(15,767)	(14,093)
Distributions from Joint Ventures	7,436	8,099
Funding of Notes Receivable	(8,385)	—
Repayment of Notes Receivable	8,385	34,987
Funding of Restricted Cash	(28,532)	(43,763)
Net Cash (Used in) Provided By Investing Activities	(35,744)	66,877
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net Proceeds from the Issuance of Common Stock	393	1,240
Proceeds from the Issuance of Preferred Stock	—	144,672
Redemption of Preferred Stock	(50,014)	(182,156)
Repurchase of Restricted Stock	(3,707)	(2,660)
Dividends/Distributions	(73,483)	(71,766)
Preferred Stock Dividends	(12,684)	(12,574)
Repayments on Mortgage Loans Payable	(32,795)	(11,431)
Debt Issuance Costs and Loss from Early Retirement of Debt	(2,190)	(1,814)
Net Proceeds from Senior Unsecured Debt	149,595	199,306
Repayments of Senior Unsecured Debt	(150,000)	—
Other Costs of Senior Unsecured Debt	(4,261)	(1,729)
Proceeds from Unsecured Line of Credit	570,000	303,500
Repayments on Unsecured Line of Credit	(430,000)	(493,000)
Cash Book Overdraft	1,179	—
Net Cash Used in Financing Activities	(37,967)	(128,412)
Net Decrease in Cash and Cash Equivalents	(11,986)	(8,151)
Cash and Cash Equivalents, Beginning of Period	16,135	8,237
Cash and Cash Equivalents, End of Period	\$ 4,149	\$ 86

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

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

**1. Organization and Formation of Company**

First Industrial Realty Trust, Inc. (the "Company") was organized in the state of Maryland on August 10, 1993. The Company is a real estate investment trust as defined in the Internal Revenue Code. The Company's operations are conducted primarily through First Industrial, L.P. (the "Operating Partnership") of which the Company is the sole general partner with an approximate 87.5% and 87.0% ownership interest at June 30, 2007 and June 30, 2006, respectively. Minority interest at June 30, 2007 and June 30, 2006 of approximately 12.5% and 13.0%, respectively, represents the aggregate partnership interest in the Operating Partnership held by the limited partners thereof.

As of June 30, 2007, the Company owned 935 industrial properties (inclusive of developments in process) located in 28 states in the United States and one province in Canada, containing an aggregate of approximately 77.8 million square feet of gross leaseable area ("GLA"). Of the 935 industrial properties owned by the Company, 737 are held by the Operating Partnership and limited liability companies of which the Operating Partnership is the sole member, 103 are held by limited partnerships in which the Operating Partnership is the limited partner and wholly-owned subsidiaries of the Company are the general partners and 95 are held by an entity wholly-owned by the Operating Partnership.

The Company, through separate wholly-owned limited liability companies of which the Operating Partnership or a wholly-owned entity of the Operating Partnership is the sole member, also owns minority equity interests in, and provides various services to, five joint ventures which invest in industrial properties (the "May 2003 Joint Venture", the "March 2005 Joint Venture", the "September 2005 Joint Venture", the "March 2006 Co-Investment Program" and the "July 2006 Joint Venture"; together the "Joint Ventures"). The Company, through separate wholly-owned limited liability companies of which the Operating Partnership or a wholly-owned entity of the Operating Partnership is the sole member, also owned economic interests in and provided various services to a sixth joint venture, the September 1998 Joint Venture. On January 31, 2007, the Company purchased the 90% equity interest from the institutional investor in the September 1998 Joint Venture. Effective January 31, 2007, the assets and liabilities and results of operations of the September 1998 Joint Venture are consolidated with the Company since the Company effectively owns 100% of the equity interest. Prior to January 31, 2007, the September 1998 Joint Venture was accounted for under the equity method of accounting. The operating data of the Joint Ventures is not consolidated with that of the Company as presented herein.

**2. Summary of Significant Accounting Policies**

The accompanying unaudited interim financial statements have been prepared in accordance with the accounting policies described in the financial statements and related notes included in the Company's 2006 Form 10-K and should be read in conjunction with such financial statements and related notes. The following notes to these interim financial statements highlight significant changes to the notes included in the December 31, 2006 audited financial statements included in the Company's 2006 Form 10-K and present interim disclosures as required by the Securities and Exchange Commission.

In order to conform with generally accepted accounting principles, management, in preparation of the Company's financial statements, is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of June 30, 2007 and December 31, 2006, and the reported amounts of revenues and expenses for each of the three and six months ended June 30, 2007 and June 30, 2006. Actual results could differ from those estimates.

In the opinion of management, the accompanying unaudited interim financial statements reflect all adjustments necessary for a fair statement of the financial position of the Company as of June 30, 2007 and December 31, 2006 and the results of its operations and comprehensive income for each of the three and six months ended June 30,



**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

2007 and June 30, 2006, and its cash flows for each of the six months ended June 30, 2007 and June 30, 2006, and all adjustments are of a normal recurring nature.

**Deferred Leasing Intangibles**

Deferred Leasing Intangibles, exclusive of Deferred Leasing Intangibles held for sale, included in the Company's total assets consist of the following:

	June 30, 2007	December 31, 2006
In-Place Leases	\$ 86,841	\$ 81,422
Less: Accumulated Amortization	(19,844)	(15,361)
	<u>\$ 66,997</u>	<u>\$ 66,061</u>
Above Market Leases	\$ 6,667	\$ 6,933
Less: Accumulated Amortization	(2,223)	(2,177)
	<u>\$ 4,444</u>	<u>\$ 4,756</u>
Tenant Relationship	\$ 22,078	\$ 16,657
Less: Accumulated Amortization	(2,181)	(1,209)
	<u>\$ 19,897</u>	<u>\$ 15,448</u>

Deferred Leasing Intangibles, exclusive of Deferred Leasing Intangibles held for sale, included in the Company's total liabilities consist of the following:

	June 30, 2007	December 31, 2006
Below Market Leases	\$ 29,278	\$ 25,735
Less: Accumulated Amortization	(7,516)	(6,249)
	<u>\$ 21,762</u>	<u>\$ 19,486</u>

The fair value of in-place leases, above market leases, tenant relationships and below market leases recorded due to real estate acquisitions during the six months ended June 30, 2007 was \$16,541, \$855, \$8,473 and \$(6,832), respectively. The fair value of in-place leases, above market leases, tenant relationships and below market leases recorded due to real estate acquisitions during the six months ended June 30, 2006 was \$15,742, \$1,541, \$8,482 and \$(4,295), respectively.

Amortization expense related to deferred leasing intangibles was \$9,235 and \$5,360 for the six months ended June 30, 2007 and June 30, 2006, respectively.

**Build to Suit Development for Sale and General Contractor Revenues and Expenses**

During 2007 and 2006, the Company, through the Company's taxable REIT subsidiary (the "TRS"), entered into contracts with third parties to construct industrial properties. The build-to-suit for sale contracts require the purchase price to be paid at closing. The Company uses the percentage-of-completion contract method. Using this method, profits are recorded based on estimates of the percentage of completion of individual contracts. The percentage of completion estimates are based on a comparison of the contract expenditures incurred to the estimated final costs. Changes in job performance, job conditions and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

During 2007, the Company, through the TRS, acted as general contractor to construct industrial properties for the March 2005 Joint Venture. The Company uses the percentage-of-completion contract method. Using this

## FIRST INDUSTRIAL REALTY TRUST, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

method, profits are recorded based on estimates of the percentage of completion of individual contracts. The percentage of completion estimates are based on a comparison of the contract expenditures incurred to the estimated final costs. Changes in job performance, job conditions and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined.

**Recent Accounting Pronouncements**

The Company adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* ("FIN 48"), on January 1, 2007. The adoption of FIN 48 had no effect on the Company's financial statements. As of the adoption date, the Company had approximately \$1.4 million of gross unrecognized tax benefits. The entire amount (with no federal effect) represents the amount of unrecognized tax benefits that, if recognized, would favorably affect the effective income tax rate in any future periods. This entire amount relates to a single tax position regarding business loss carryforwards which the Company is currently litigating with the State of Michigan. During 2006, the Company paid \$1.4 million, representing taxes and interest in dispute in order to pursue a full recovery of the amount paid through litigation. It is anticipated that this litigation will be resolved during 2007. It is the Company's policy to recognize interest and penalties related to unrecognized tax benefits in income tax expense. As of January 1, 2007 and for the six months ended June 30, 2007, no interest or penalties have been accrued or incurred. The Company and its subsidiaries file U.S. federal income tax returns, as well as filing various returns in states and applicable localities where it holds properties. With few exceptions, its filed income tax returns are no longer subject to examination by taxing authorities for years before 2003.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* which established a common definition of fair value, established a framework for measuring fair value, and expanded disclosure about such fair value measurements. This statement is effective for fiscal years beginning after November 15, 2007. The Company does not expect that the implementation of this statement will have a material effect on the Company's consolidated financial position or results of operations.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* which permits entities to choose to measure many financial instruments and certain other items at fair value. This statement is effective for fiscal years beginning after November 15, 2007. The Company does not expect that the implementation of this statement will have a material effect on the Company's consolidated financial position or results of operations.

**3. Investments in Joint Ventures**

At June 30, 2007, the May 2003 Joint Venture owned 11 industrial properties comprising approximately 5.1 million square feet of GLA, the March 2005 Joint Venture owned 40 industrial properties comprising approximately 4.1 million square feet of GLA and several land parcels, the September 2005 Joint Venture owned 90 industrial properties comprising approximately 6.3 million square feet of GLA and several land parcels, the March 2006 Co-Investment Program owned 13 industrial properties comprising approximately 5.9 million square feet of GLA (of which the Company has an equity interest in 12 industrial properties comprising approximately 5.0 million square feet of GLA) and the July 2006 Joint Venture owned several land parcels.

On January 31, 2007, the Company purchased the 90% equity interest from the institutional investor in the September 1998 Joint Venture. The Company paid \$18,458 in cash and assumed \$30,340 in mortgage loans payable.

On February 27, 2007, the Company redeemed the 85% equity interest in one property from the institutional investor in the May 2003 Joint Venture. In connection with the redemption, the Consolidated Operating Partnership assumed \$8,250 in mortgage loans payable and \$2,951 in other liabilities. The mortgage loans payable were subsequently paid off in February 2007 (see Note 4).

**FIRST INDUSTRIAL REALTY TRUST, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

During the year ended December 31, 2005, the Company sold several land parcels to the March 2005 Joint Venture. The Company deferred 10% of the gain from the sale, which is equal to the Company's economic interest in the March 2005 Joint Venture. On May 18, 2007, the Company repurchased 66 acres of the land it had sold to the March 2005 Joint Venture for a purchase price of \$6,379. Since the Company had deferred 10% of the gain on sale from the original sale in 2005, the Company netted the unamortized deferred gain amount, along with its 10% economic interest in the gain on sale and distributions in excess of its 10% economic interest it received from the sale of the 66 acres from the March 2005 Joint Venture against the basis of the land.

At June 30, 2007 and December 31, 2006, the Company has a receivable from the Joint Ventures of \$7,851 and \$7,967, respectively, which mainly relates to development, leasing, property management and asset management fees due to the Company from the Joint Ventures and reimbursement for development expenditures made by the TRS who is acting in the capacity of the general contractor for development projects for the March 2005 Joint Venture.

During the six months ended June 30, 2007 and June 30, 2006, the Company invested the following amounts in its Joint Ventures as well as received distributions and recognized fees from acquisition, disposition, leasing, development, general contractor, incentive, property management and asset management services in the following amounts:

	<u>Six Months Ended June 30, 2007</u>	<u>Six Months Ended June 30, 2006</u>
Contributions	\$ 14,734	\$ 12,198
Distributions	\$ 24,763	\$ 15,946
Fees	\$ 13,251	\$ 10,793

**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**4. Mortgage Loans Payable, Net, Senior Unsecured Debt, Net and Unsecured Line of Credit**

The following table discloses certain information regarding the Company's mortgage loans payable, senior unsecured debt and unsecured line of credit:

	Outstanding Balance at		Interest Rate at June 30, 2007	Effective Interest Rate at Issuance/ Assumption	Maturity Date
	June 30, 2007	December 31, 2006			
<b>Mortgage Loans Payable, Net</b>	\$ 82,590	\$ 77,926	5.35%-9.25%	4.58%-9.25%	December 2007- September 2024
<i>Unamortized Premiums</i>	(2,558)	(2,919)			
<b>Mortgage Loans Payable, Gross</b>	<u>\$ 80,032</u>	<u>\$ 75,007</u>			
<b>Senior Unsecured Debt, Net</b>					
2007 Notes	\$ —	\$ 149,998	N/A	N/A	05/15/07
2016 Notes	199,407	199,372	5.750%	5.91%	01/15/16
2017 Notes	99,900	99,895	7.500%	7.52%	12/01/17
2027 Notes	15,056	15,055	7.150%	7.11%	05/15/27
2028 Notes	199,835	199,831	7.600%	8.13%	07/15/28
2011 Notes	199,776	199,746	7.375%	7.39%	03/15/11
2012 Notes	199,339	199,270	6.875%	6.85%	04/15/12
2032 Notes	49,446	49,435	7.750%	7.87%	04/15/32
2009 Notes	124,915	124,893	5.250%	4.10%	06/15/09
2014 Notes	112,865	112,237	6.420%	6.54%	06/01/14
2011 Exchangeable Notes	200,000	200,000	4.625%	4.63%	09/15/11
2017 II Notes	149,600	—	5.950%	6.37%	05/15/17
<b>Subtotal</b>	<u>\$ 1,550,139</u>	<u>\$ 1,549,732</u>			
<i>Unamortized Discounts</i>	14,931	15,338			
<b>Senior Unsecured Notes, Gross</b>	<u>\$ 1,565,070</u>	<u>\$ 1,565,070</u>			
<b>Unsecured Line of Credit</b>	<u>\$ 347,000</u>	<u>\$ 207,000</u>	5.863%	5.863%	09/28/08

During January 2007, in connection with the Company's purchase of the 90% equity interest from the institutional investor of the September 1998 Joint Venture, the Company assumed a mortgage loan payable of \$30,340. As of June 30, 2007 the Company has repaid \$22,922 of this assumed mortgage loan payable. In February 2007, the Company assumed a mortgage loan payable of \$8,250 in connection with the redemption of the 85% equity interest held by an institutional investor in a joint venture entity of the May 2003 Joint Venture that owned one property. The Company also repaid this mortgage loan payable in February 2007. In connection with the retirement of the mortgage loans payable discussed above, the Company incurred prepayment penalties and a write-off of unamortized deferred financing fees totaling \$254. On June 28, 2007, in conjunction with the sale of a property, the buyer assumed a mortgage loan payable of \$769 from the Company.

On May 7, 2007, the Company, through the Operating Partnership, issued \$150,000 of senior unsecured debt which matures on May 15, 2017 and bears interest at a rate of 5.95% (the "2017 II Notes"). The issue price of the 2017 II Notes was 99.730%. Interest is paid semi-annually in arrears on May 15 and November 15. In April 2006, the Company entered into interest rate protection agreements to fix the interest rate on the 2017 II Notes prior to issuance. The Company settled the effective portion of the interest rate protection agreements on May 1, 2007 for

## FIRST INDUSTRIAL REALTY TRUST, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

\$4,261 which is included in other comprehensive income. The debt issue discount and the settlement amount of the interest rate protection agreements will be amortized over the life of the 2017 II Notes as an adjustment to interest expense. Including the impact of the offering discount and the settlement amount of the interest rate projection agreements, the Company's effective interest rate on the 2017 II Notes is 6.37%. The 2017 II Notes contain certain covenants, including limitations on incurrence of debt and debt service coverage.

On May 15, 2007, the Company paid off and retired its 7.60% 2007 Unsecured Notes in the amount of \$150,000.

The following is a schedule of the stated maturities and scheduled principal payments of the mortgage loans, senior unsecured debt and unsecured line of credit, exclusive of premiums and discounts, for the next five years ending December 31, and thereafter:

	<u>Amount</u>
Remainder of 2007	\$ 8,678
2008	350,111
2009	132,959
2010	15,453
2011	407,269
Thereafter	1,077,632
<b>Total</b>	<b>\$ 1,992,102</b>

**Other Comprehensive Income:**

In April 2006, the Company, through the Operating Partnership, entered into two interest rate protection agreements which fixed the interest rate on forecasted offerings of unsecured debt which it designated as cash flow hedges. The interest rate protection agreements each had a notional value of \$72,900 and were effective from November 28, 2006 through November 28, 2016 (the "April 2006 Agreements"). The April 2006 Agreements fixed the LIBOR rate at 5.537%. On May 1, 2007, the Company, through the Operating Partnership, settled the effective portion of the April 2006 Agreements for \$4,261 which is included in other comprehensive income. The settlement amount of the April 2006 Agreements will be amortized over the life of the 2017 II Notes as an adjustment to interest expense.

In conjunction with certain issuances of senior unsecured debt, the Company entered into interest rate protection agreements to fix the interest rate on anticipated offerings of senior unsecured debt. In the next 12 months, the Company will amortize approximately \$749 into net income by decreasing interest expense.

**5. Stockholders' Equity****Preferred Stock**

On June 6, 1997, the Company issued 2,000,000 Depositary Shares, each representing 1/100th of a share of the Company's 8<sup>5</sup>/<sub>8</sub>%, \$0.01 par value, Series C Cumulative Preferred Stock (the "Series C Preferred Stock"), at an initial offering price of \$25.00 per Depositary Share. On or after June 6, 2007, the Series C Preferred Stock became redeemable for cash at the option of the Company, in whole or in part, at a redemption price equivalent to \$25.00 per Depositary Share, or \$50,000 in the aggregate, plus dividends accrued and unpaid to the redemption date. The Company redeemed the Series C Preferred Stock on June 7, 2007, at a redemption price of \$25.00 per Depositary Share, and paid a prorated second quarter dividend of \$0.40729 per Depositary Share, totaling approximately \$815. In accordance with EITF D-42, due to the redemption of the Series C Preferred Stock, the initial offering costs associated with the issuance of the Series C Preferred Stock of \$2,017 were reflected as a deduction from net income.

**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

to arrive at net income available to common stockholders in determining earnings per share for the three and six months ended June 30, 2007.

**Shares of Common Stock**

During the six months ended June 30, 2007, 62,518 limited partnership interests in the Operating Partnership ("Units") were converted into an equivalent number of shares of common stock.

**Non-Qualified Employee Stock Options:**

During the six months ended June 30, 2007, certain employees of the Company exercised 19,600 non-qualified employee stock options. Net proceeds to the Company were approximately \$613.

**Restricted Stock:**

During the six months ended June 30, 2007, the Company awarded 442,008 shares of restricted common stock to certain employees and 3,034 shares of restricted common stock to certain directors. These shares of restricted common stock had a fair value of approximately \$21,018 on the date of approval. The restricted common stock awarded to employees generally vests over a three year period and the restricted common stock awarded to directors generally vests over a three to ten year period. Compensation expense will be charged to earnings over the respective vesting period for the shares expected to vest.

**Dividend/Distributions:**

The following table summarizes dividends/distributions accrued during the six months ended June 30, 2007:

	Six Months Ended June 30, 2007	
	Dividend/ Distribution per Share/Unit	Total Dividend/ Distribution
Common Stock/Operating Partnership Units	\$ 1.42	\$ 73,721
Series C Preferred Stock	\$ 94.64	\$ 1,893
Series F Preferred Stock	\$ 3,118.00	\$ 1,559
Series G Preferred Stock	\$ 3,618.00	\$ 905
Series J Preferred Stock	\$ 9,062.60	\$ 5,438
Series K Preferred Stock	\$ 9,062.60	\$ 1,813

**6. Acquisition of Real Estate**

During the six months ended June 30, 2007, the Company acquired 80 industrial properties comprising approximately 5.8 million square feet of GLA and several land parcels, including 41 industrial properties comprising approximately 1.3 million square feet of GLA in connection with the purchase of the 90% equity interest from the institutional investor of the September 1998 Joint Venture and one industrial property comprising 0.3 million square feet of GLA in connection with the redemption of the 85% equity interest in one property from the institutional investor in the May 2003 Joint Venture (see Note 3). The purchase price of these acquisitions totaled approximately \$314,878, excluding costs incurred in conjunction with the acquisition of the industrial properties and land parcels.

**7. Sale of Real Estate, Real Estate Held for Sale and Discontinued Operations**

During the six months ended June 30, 2007, the Company sold 85 industrial properties comprising approximately 7.7 million square feet of GLA and several land parcels. Gross proceeds from the sales of the

## FIRST INDUSTRIAL REALTY TRUST, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

85 industrial properties and several land parcels were approximately \$440,277. The gain on sale of real estate, net of income taxes was approximately \$96,905. Eighty-four of the 85 sold industrial properties meet the criteria established by FAS 144 to be included in discontinued operations. Therefore, in accordance with FAS 144, the results of operations and gain on sale of real estate, net of income taxes, for 84 of the 85 sold industrial properties are included in discontinued operations. The results of operations and gain on sale of real estate, net of income taxes, for one property and several land parcels that do not meet the criteria established by FAS 144, are included in continuing operations.

At June 30, 2007, the Company had 20 industrial properties comprising approximately 1.2 million square feet of GLA held for sale. In accordance with FAS 144, the results of operations of the 20 industrial properties held for sale at June 30, 2007 are included in discontinued operations. There can be no assurance that such industrial properties held for sale will be sold.

Income from discontinued operations, net of income taxes, for the three and six months ended June 30, 2006 reflects the results of operations of 84 industrial properties that were sold during the six months ended June 30, 2007, the results of operations of 125 industrial properties that were sold during the year ended December 31, 2006, the results of operations of the 20 industrial properties identified as held for sale at June 30, 2007 and the gain on sale of real estate relating to 66 industrial properties that were sold during the six months ended June 30, 2006.

The following table discloses certain information regarding the industrial properties included in discontinued operations by the Company for the three and six months ended June 30, 2007 and June 30, 2006:

	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006
Total Revenues	\$ 4,996	\$ 15,208	\$ 13,768	\$ 30,840
Property Expenses	(1,710)	(4,769)	(4,611)	(9,945)
Depreciation and Amortization	(1,390)	(5,157)	(4,209)	(11,668)
Provision for Income Taxes Allocable to Operations	(507)	(696)	(1,410)	(1,061)
Gain on Sale of Real Estate	59,429	51,999	114,799	106,021
Provision for Income Taxes Allocable to Gain on Sale of Real Estate	(11,070)	(7,625)	(21,203)	(22,535)
Income from Discontinued Operations Before Minority Interest	<u>\$ 49,748</u>	<u>\$ 48,960</u>	<u>\$ 97,134</u>	<u>\$ 91,652</u>

**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**8. Supplemental Information to Statements of Cash Flows**

Supplemental disclosure of cash flow information:

	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006
Interest paid, net of capitalized interest	\$ 58,945	\$ 54,283
Capitalized interest	\$ 3,387	\$ 3,165
Supplemental schedule of noncash investing and financing activities:		
Distribution payable on common stock/Units	\$ 36,854	\$ 36,038
Distribution payable on preferred stock	\$ 4,856	\$ 1,232
Exchange of units for common stock:		
Minority interest	\$ (1,480)	\$ (1,959)
Common Stock	1	1
Additional paid-in-capital	1,479	1,958
	\$ —	\$ —
In conjunction with the property and land acquisitions, the following assets and liabilities were assumed:		
Accounts payable and accrued expenses	\$ (5,148)	\$ (1,505)
Issuance of Operating Partnership Units	\$ —	\$ (1,288)
Mortgage Debt	\$ (38,590)	\$ (6,995)
Write-off of fully depreciated assets	\$ 18,634	\$ 13,732
In conjunction with certain property sales, the Company provided seller financing or assigned a mortgage loan payable:		
Notes Receivable	\$ 42,172	\$ 11,200
Mortgage Note Payable	\$ 769	\$ —



**FIRST INDUSTRIAL REALTY TRUST, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**9. Earnings Per Share (“EPS”)**

The computation of basic and diluted EPS is presented below:

	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006
<b>Numerator:</b>				
Loss from Continuing Operations	\$ (6,537)	\$ (11,580)	\$ (15,187)	\$ (26,555)
Gain on Sale of Real Estate, Net of Minority Interest and Income Taxes	440	1,284	2,892	2,147
Less: Preferred Stock Dividends	(5,671)	(5,029)	(11,606)	(10,048)
Less: Redemption of Preferred Stock	(2,017)	—	(2,017)	(672)
Loss from Continuing Operations Available to Common Stockholders, Net of Minority Interest — For Basic and Diluted EPS	(13,785)	(15,325)	(25,918)	(35,128)
Discontinued Operations, Net of Minority Interest and Income Taxes	43,510	42,590	84,895	79,645
Net Income Available to Common Stockholders — For Basic and Diluted EPS	<u>\$ 29,725</u>	<u>\$ 27,265</u>	<u>\$ 58,977</u>	<u>\$ 44,517</u>
<b>Denominator:</b>				
Weighted Average Shares — Basic and Diluted	<u>44,470,793</u>	<u>44,006,081</u>	<u>44,440,687</u>	<u>43,946,946</u>
<b>Basic and Diluted EPS:</b>				
Loss from Continuing Operations Available to Common Stockholders, Net of Minority Interest	<u>\$ (0.31)</u>	<u>\$ (0.35)</u>	<u>\$ (0.58)</u>	<u>\$ (0.80)</u>
Discontinued Operations, Net of Minority Interest and Income Taxes	<u>\$ 0.98</u>	<u>\$ 0.97</u>	<u>\$ 1.91</u>	<u>\$ 1.81</u>
Net Income Available to Common Stockholders	<u>\$ 0.67</u>	<u>\$ 0.62</u>	<u>\$ 1.33</u>	<u>\$ 1.01</u>

Unvested restricted stock shares aggregating 432,129 and 176,001 for the three months ended June 30, 2007 and 2006, respectively, and 430,693 and 176,001 for the six months ended June 30, 2007 and 2006, respectively, were antidilutive, and accordingly, were excluded from dilution computations.

Options to purchase common stock of 362,376 and 455,089 were outstanding as of June 30, 2007 and 2006, respectively. All of the options outstanding at June 30, 2007 and 2006 were antidilutive, and accordingly, were excluded in dilution computations.

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The \$200,000 of senior unsecured debt (the “2011 Exchangeable Notes”) issued during 2006, which are convertible into common shares of the Company at the price of \$50.93, were not included in the computation of diluted EPS as the Company’s average stock price did not exceed the strike price of the conversion feature.

Weighted average shares — diluted are the same as weighted average shares — basic for the three and six months June 30, 2007 and June 30, 2006 as the dilutive effect of stock options and restricted stock was excluded because its inclusion would have been anti-dilutive to the loss from continuing operations available to common stockholders, net of minority interest. If the Company had income from continuing operations available to common stockholders, net of minority interest, the dilutive stock options and restricted stock that would be added to the denominator of weighted average shares-basic would have been 192,600 and 156,132, respectively for the three months ended June 30, 2007 and 2006 and 219,349 and 177,803, respectively for the six months ended June 30, 2007 and 2006.

**10. Stock Based Compensation**

The Company recognized \$3,648 and \$2,480 for the three months ended June 30, 2007 and 2006, respectively, and \$7,254 and \$4,625 for the six months ended June 30, 2007 and 2006, respectively, in compensation expense related to restricted stock awards, of which \$556 and \$354 was capitalized for the three months ended June 30, 2007 and 2006, respectively, and \$1,112 and \$614 was capitalized for the six months ended June 30, 2007 and 2006, respectively, in connection with development activities. At June 30, 2007, the Company has \$30,698 in unrecognized compensation related to unvested restricted stock awards. The weighted average period that the unrecognized compensation is expected to be incurred is 1.5 years. The Company has not awarded options to employees or directors of the Company during the six months ended June 30, 2007 and June 30, 2006.

Stock option transactions for the six months ended June 30, 2007 are summarized as follows:

	Shares	Weighted Average Exercise Price	Exercise Price per Share	Aggregate Intrinsic Value
Outstanding at December 31, 2006	381,976	\$ 31.65	\$ 25.13-\$33.15	\$ 5,823
Exercised	(19,600)	\$ 31.27	\$ 30.38-\$33.13	\$ 230
Outstanding at June 30, 2007	<u>362,376</u>	\$ 31.67	\$ 25.13-\$33.15	\$ 4,853

The following table summarizes currently outstanding and exercisable options as of June 30, 2007:

Range of Exercise Price	Number Outstanding and Exercisable	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
\$25.13-\$30.53	103,676	3.82	\$ 29.82
\$31.05-\$33.15	258,700	2.94	\$ 32.40

**11. Commitments and Contingencies**

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

FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The Company has committed to the construction of several development projects totaling approximately 2.6 million square feet of GLA. The estimated total construction costs are approximately \$122,866. Of this amount, approximately \$94,429 remains to be funded. There can be no assurance the actual completion cost will not exceed the estimated completion cost stated above.

At June 30, 2007, the Company had 21 letters of credit outstanding in the aggregate amount of \$7,586. These letters of credit expire between August 2007 and January 2010.

**12. Subsequent Events**

From July 1, 2007 to July 27, 2007, the Company acquired four industrial properties and several land parcels for a purchase price of approximately \$11,889, excluding costs incurred in conjunction with the acquisition of these industrial properties and several land parcels. No industrial properties have been sold during this period.

On July 16, 2007, the Company and the Operating Partnership paid a second quarter 2007 dividend/distribution of \$0.71 per common share/Unit, totaling approximately \$36,854.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis of First Industrial Realty Trust, Inc.'s (the "Company") financial condition and results of operations should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this Form 10-Q.

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and is including this statement for purposes of complying with those safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project" or similar expressions. The Company's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on the operations and future prospects of the Company on a consolidated basis include, but are not limited to, changes in: national, international, regional and local economic conditions generally and the real estate market specifically, legislative/regulatory changes (including changes to laws governing the taxation of real estate investment trusts), availability of financing, interest rates, competition, supply and demand for industrial properties in the Company's current and proposed market areas, potential environmental liabilities, slippage in development or lease-up schedules, tenant credit risks, higher-than-expected costs and changes in general accounting principles, policies and guidelines applicable to real estate investment trusts and risks related to doing business internationally (including foreign currency exchange risks). These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Further information concerning the Company and its business, including additional factors that could materially affect the Company's financial results, is included herein in Item 1A, "Risk Factors," and in the Company's other filings with the Securities and Exchange Commission.

**GENERAL**

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 "Code"). The Company's operations are conducted primarily through First Industrial, L.P. (the "Operating Partnership") of which the Company is the sole general partner with an approximate 87.5% ownership interest at June 30, 2007. Minority interest in the Company at June 30, 2007 represents the approximate 12.5% aggregate partnership interest in the Operating Partnership held by the limited partners thereof.

As of June 30, 2007, the Company owned 935 industrial properties (inclusive of developments in process) located in 28 states and one Province in Canada, containing an aggregate of approximately 77.8 million square feet of gross leaseable area ("GLA"). Of the 935 industrial properties owned by the Company, 737 are held by the Operating Partnership and limited liability companies of which the Operating Partnership is the sole member, 103 are held by limited partnerships in which the Operating Partnership is the limited partner and wholly-owned subsidiaries of the Company are the general partners and 95 are held by an entity wholly-owned by the Operating Partnership.

The Company, through separate wholly-owned limited liability companies of which the Operating Partnership or an entity wholly-owned by the Operating Partnership is the sole member, also owns minority equity interests in, and provides various services to, five joint ventures which invest in industrial properties (the "May 2003 Joint Venture", the "March 2005 Joint Venture", the "September 2005 Joint Venture", the "March 2006 Co-Investment Program" and the "July 2006 Joint Venture"; together the "Joint Ventures"). The Company, through separate wholly-owned limited liability companies of which the Operating Partnership or an entity wholly-owned by the Operating Partnership is the sole member, also owned economic interests in and provided various services to a sixth joint venture, the September 1998 Joint Venture. On January 31, 2007, the Company purchased the 90% equity interest from the institutional investor in the September 1998 Joint Venture. Effective January 31, 2007, the assets and liabilities and results of operations of the September 1998 Joint Venture are consolidated with the Company since the Company effectively owns 100% of the equity interest. Prior to January 31, 2007, the September 1998

Joint Venture was accounted for under the equity method of accounting. The operating data of the Joint Ventures is not consolidated with that of the Company as presented herein.

#### MANAGEMENT'S OVERVIEW

Management believes the Company's financial condition and results of operations are, primarily, a function of the Company's and its Joint Ventures' performance in four key areas: leasing of industrial properties, acquisition and development of additional industrial properties, redeployment of internal capital and access to external capital.

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

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

The Company also generates income from the sale of its and its joint ventures' properties (including existing buildings, buildings which the Company or its joint ventures have developed or re-developed on a merchant basis,

and land). The Company itself and through its various joint ventures is continually engaged in, and its income growth is dependent in part on, systematically redeploying capital from properties and other assets with lower yield potential into properties and other assets with higher yield potential. As part of that process, the Company and its joint ventures sell, on an ongoing basis, select stabilized properties or land or properties offering lower potential returns relative to their market value. The gain/loss on and fees from, the sale of such properties are included in the Company's income and are a significant source of funds, in addition to revenues generated from rental income and tenant recoveries, for the Company's distributions. Also, a significant portion of the Company's proceeds from such sales is used to fund the acquisition of existing, and the acquisition and development of new, industrial properties. The sale of properties is impacted, variously, by property specific, market specific, general economic and other conditions, many of which are beyond the control of the Company. The sale of properties also entails various risks, including competition from other sellers and the availability of attractive financing for potential buyers of the Company's and its joint ventures' properties. Further, the Company's ability to sell properties is limited by safe harbor rules applying to REITs under the Code which relate to the number of properties that may be disposed of in a year, their tax bases and the cost of improvements made to the properties, along with other tests which enable a REIT to avoid punitive taxation on the sale of assets. If the Company and its joint ventures were unable to sell properties on favorable terms, the Company's income growth would be limited and its financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, the Company's common stock would be adversely affected.

Currently, the Company utilizes a portion of the net sales proceeds from property sales, borrowings under its unsecured line of credit and proceeds from the issuance, when and as warranted, of additional debt and equity securities to finance future acquisitions and developments and to fund its equity commitments to its joint ventures. Access to external capital on favorable terms plays a key role in the Company's financial condition and results of operations, as it impacts the Company's cost of capital and its ability and cost to refinance existing indebtedness as it matures and to fund acquisitions, developments and contributions to its joint ventures or through the issuance, when and as warranted, of additional equity securities. The Company's ability to access external capital on favorable terms is dependent on various factors, including general market conditions, interest rates, credit ratings on the Company's capital stock and debt, the market's perception of the Company's growth potential, the Company's current and potential future earnings and cash distributions and the market price of the Company's capital stock. If the Company were unable to access external capital on favorable terms, the Company's financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, the Company's common stock would be adversely affected.

## RESULTS OF OPERATIONS

### Comparison of Six Months Ended June 30, 2007 to Six Months Ended June 30, 2006

The Company's net income available to common stockholders was \$59.0 million and \$44.5 million for the six months ended June 30, 2007 and 2006, respectively. Basic and diluted net income available to common stockholders were \$1.33 per share for the six months ended June 30, 2007 and \$1.01 per share for the six months ended June 30, 2006.

The tables below summarize the Company's revenues, property expenses and depreciation and other amortization by various categories for the six months ended June 30, 2007 and June 30, 2006. Same store properties are properties owned prior to January 1, 2006 and held as an operating property through June 30, 2007 and developments and redevelopments that were stabilized (generally defined as 90% occupied) prior to January 1, 2006 or were substantially completed for 12 months prior to January 1, 2006. Acquired properties are properties that were acquired subsequent to December 31, 2005 and held as an operating property through June 30, 2007. Sold properties are properties that were sold subsequent to December 31, 2005. (Re)Developments and land are land parcels and developments and redevelopments that were not: a) substantially complete 12 months prior to January 1, 2006 or b) stabilized prior to January 1, 2006. Other revenues are derived from the operations of the Company's maintenance company, fees earned from the Company's joint ventures, and other miscellaneous revenues. Revenues and expenses from build to suit development for sale represent fees earned and expenses incurred for developing properties for third parties. Contractor revenues and expenses represent revenues earned and

expenses incurred in connection with the Company's taxable REIT subsidiary (the "TRS") acting as general contractor for several industrial properties in the March 2005 Joint Venture. Other expenses are derived from the operations of the Company's maintenance company and other miscellaneous regional expenses.

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

At June 30, 2007 and 2006, the occupancy rates of the Company's same store properties were 93.5% and 90.0%, respectively.

	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006	\$ Change	% Change
	(\$ in 000's)			
<b>REVENUES</b>				
Same Store Properties	\$ 163,017	\$ 154,350	\$ 8,667	5.6%
Acquired Properties	29,111	4,622	24,489	529.8%
Sold Properties	11,167	29,123	(17,956)	(61.7)%
(Re)Developments and Land, Not Included Above	3,963	3,240	723	22.3%
Other	20,990	15,054	5,936	39.4%
	<u>\$ 228,248</u>	<u>\$ 206,389</u>	<u>\$ 21,859</u>	<u>10.6%</u>
Discontinued Operations	(13,768)	(30,840)	17,072	(55.4)%
Subtotal Revenues	<u>\$ 214,480</u>	<u>\$ 175,549</u>	<u>\$ 38,931</u>	<u>22.2%</u>
Revenues from Build to Suit Developments for Sale	6,440	733	5,707	778.6%
Contractor Revenues	9,408	—	9,408	100.0%
Total Revenues	<u>\$ 230,328</u>	<u>\$ 176,282</u>	<u>\$ 54,046</u>	<u>30.7%</u>

Revenues from same store properties increased by \$8.7 million due primarily to an increase in same store property occupancy rates. Revenues from acquired properties increased \$24.5 million due to the 171 industrial properties acquired subsequent to December 31, 2005 totaling approximately 16.3 million square feet of GLA. Revenues from sold properties decreased \$18.0 million due to the 210 industrial properties sold subsequent to December 31, 2005 totaling approximately 24.8 million square feet of GLA. Revenues from (re)developments and land increased \$0.7 million due to an increase in occupancy. Other revenues increased by approximately \$5.9 million due primarily to an increase in joint venture fees and fees earned related to the Company assigning its interest in certain purchase contracts to third parties for consideration. Revenues from build to suit development for sale increased \$5.7 million due to increased development activity. Contractor revenues for the six months ended June 30, 2007 represent revenues earned on construction projects for which the TRS acted as general contractor.

	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006 (\$ in 000's)	\$ Change	% Change
<b>PROPERTY EXPENSES</b>				
Same Store Properties	\$ 51,741	\$ 49,824	\$ 1,917	3.8%
Acquired Properties	6,573	1,144	5,429	474.6%
Sold Properties	3,520	8,576	(5,056)	(59.0)%
(Re) Developments and Land, Not Included Above	2,300	2,549	(249)	(9.8)%
Other	8,928	7,567	1,361	18.0%
	<u>\$ 73,062</u>	<u>\$ 69,660</u>	<u>\$ 3,402</u>	<u>4.9%</u>
Discontinued Operations	(4,611)	(9,945)	5,334	(53.6)%
Subtotal Property Expenses	<u>\$ 68,451</u>	<u>\$ 59,715</u>	<u>\$ 8,736</u>	<u>\$ 14.6%</u>
Expenses from Build to Suit Development for Sale	6,131	666	5,465	820.6%
Contractor Expenses	8,959	—	8,959	100.0%
Total Property Expenses	<u>\$ 83,541</u>	<u>\$ 60,381</u>	<u>\$ 23,160</u>	<u>\$ 38.4%</u>

Property expenses include real estate taxes, repairs and maintenance, property management, utilities, insurance, other property related expenses, expenses from build to suit development for sale, and contractor expenses. Property expenses from same store properties increased \$1.9 million due primarily to an increase in real estate taxes due to a reassessment of values of certain properties of the Company, as well as an increase in repairs and maintenance. Property expenses from acquired properties increased by \$5.4 million due to properties acquired subsequent to December 31, 2005. Property expenses from sold properties decreased by \$5.1 million due to properties sold subsequent to December 31, 2005. Property expenses from (re)developments and land remained relatively unchanged. The \$1.4 million increase in other expense is primarily attributable to an increase in the bad debt reserve and a loss recorded in connection with roof damage at a property that occurred during the six months ended June 30, 2007. The damage was accounted for as an involuntary conversion which requires the recognition of a loss in the period in which the damage occurred. Insurance reimbursements will be deferred until realizable. Expenses from build to suit development for sale increased \$5.5 million due to increased development activity. Contractor expenses for the six months ended June 30, 2007 represent expenses incurred on construction projects for which the TRS acted as general contractor.

General and administrative expense increased by approximately \$9.3 million, or 25.9%, due primarily to increases in employee compensation related to compensation for additional employees as well as an increase in incentive compensation.

	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006 (\$ in 000's)	\$ Change	% Change
<b>DEPRECIATION AND OTHER AMORTIZATION</b>				
Same Store Properties	\$ 58,591	\$ 57,526	\$ 1,065	1.9%
Acquired Properties	18,992	4,129	14,863	360.0%
Sold Properties	2,732	9,700	(6,968)	(71.8)%
(Re) Developments and Land, Not Included Above and Other	1,800	6,020	(4,220)	(70.1)%
Corporate Furniture, Fixtures and Equipment	962	864	98	11.3%
	<u>\$ 83,077</u>	<u>\$ 78,239</u>	<u>\$ 4,838</u>	<u>6.2%</u>
Discontinued Operations	(4,209)	(11,668)	7,459	(63.9)%
Total Depreciation and Other Amortization	<u>\$ 78,868</u>	<u>\$ 66,571</u>	<u>\$ 12,297</u>	<u>18.5%</u>



Depreciation and other amortization for same store properties remained relatively unchanged. Depreciation and other amortization from acquired properties increased by \$14.9 million due to properties acquired subsequent to December 31, 2005. Depreciation and other amortization from sold properties decreased by \$7.0 million due to properties sold subsequent to December 31, 2005. Depreciation and other amortization for (re)developments and land and other decreased by \$4.2 million due primarily to accelerated depreciation recognized for the six months ended June 30, 2006 on one property in Columbus, OH which was razed during 2006.

Interest income decreased by \$0.4 million due primarily to a decrease in the average notes receivable outstanding during the six months ended June 30, 2007, as compared to the six months ended June 30, 2006.

Interest expense increased by approximately \$0.3 million primarily due to an increase in the weighted average debt balance outstanding for the six months ended June 30, 2007 (\$1,936.9 million), as compared to the six months ended June 30, 2006 (\$1,854.1 million), offset by a decrease in the weighted average interest rate for the six months ended June 30, 2007 (6.55%), as compared to the six months ended June 30, 2006 (6.79%).

Amortization of deferred financing costs increased by \$0.4 million, or 34.4% due primarily to financing fees incurred associated with the issuance of \$200.0 million of senior unsecured debt in September 2006.

In October 2005, the Company, through the TRS, entered into an interest rate protection agreement which hedged the change in value of a build to suit development project the Company was constructing. This interest rate protection agreement had a notional value of \$50 million, was based on the three month LIBOR rate, had a strike rate of 4.8675%, had an effective date of December 30, 2005 and a termination date of December 30, 2010. Per Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" fair value and cash flow hedge accounting for hedges of non-financial assets and liabilities is limited to hedges of the risk of changes in the market price of the entire hedged item because changes in the price of an ingredient or component of a non-financial item generally do not have a predictable, separately measurable effect on the price of the item. Since the interest rate protection agreement is hedging a component of the change in value of the build to suit development, the interest rate protection agreement does not qualify for hedge accounting and the change in value of the interest rate protection agreement will be recognized immediately in net income as opposed to other comprehensive income. On January 5, 2006, the Company, through the TRS, settled the interest rate protection agreement for a payment of \$0.2 million. Included in Mark-to-Market/Loss on Settlement of Interest Rate Protection Agreement for the six months ended June 30, 2006 is the settlement and mark-to-market of the interest rate protection agreement.

During 2007, the Company incurred a \$0.3 million loss from early retirement of debt due to early payoffs of mortgage loans.

Equity in income of joint ventures increased by \$10.0 million primarily due to the Company's economic share of the gains and earn outs on property sales from the March 2005 Joint Venture and the September 2005 Joint Venture during the six months ended June 30, 2007.

The income tax provision (included in continuing operations, discontinued operations, and gain of sale) increased by \$4.4 million, in the aggregate, due primarily to an increase in joint venture fees, assignment fees, and equity in income of joint ventures, partially offset by an increase in general and administrative expense within the TRS.

The \$3.3 million gain on sale of real estate, net of income taxes, for the six months ended June 30, 2007, resulted from the sale of one industrial property and several land parcels that do not meet the criteria established by FAS 144 for inclusion in discontinued operations. The \$2.5 million gain on sale of real estate, net of income taxes, for the six months ended June 30, 2006, resulted from the sale of several land parcels that do not meet the criteria established by FAS 144 for inclusion in discontinued operations.

The following table summarizes certain information regarding the industrial properties included in discontinued operations by the Company for the six months ended June 30, 2007 and June 30, 2006.

	Six Months Ended June 30, 2007	Six Months Ended June 30, 2006
	(\$ in 000's)	
Total Revenues	\$ 13,768	\$ 30,840
Operating Expenses	(4,611)	(9,945)
Depreciation and Amortization	(4,209)	(11,668)
Provision for Income Taxes Allocable to Operations	(1,410)	(1,061)
Gain on Sale of Real Estate	114,799	106,021
Provision for Income Taxes Allocable to Gain on Sale	(21,203)	(22,535)
Income from Discontinued Operations	<u>\$ 97,134</u>	<u>\$ 91,652</u>

Income from discontinued operations (net of income taxes) for the six months ended June 30, 2007 reflects the results of operations and gain on sale of real estate, net of income taxes, relating to 84 industrial properties that were sold during the six months ended June 30, 2007 and the results of operations of 20 properties that were identified as held for sale at June 30, 2007.

Income from discontinued operations (net of income taxes) for the six months ended June 30, 2006 reflects the results of operations of the 84 industrial properties that were sold during the six months ended June 30, 2007, the results of operations of 125 industrial properties that were sold during the year ended December 31, 2006, the results of operations of the 20 industrial properties identified as held for sale at June 30, 2007 and gain on sale of real estate relating to 66 industrial properties that were sold during the six months ended June 30, 2006.

#### Comparison of Three Months Ended June 30, 2007 to Three Months Ended June 30, 2006

The Company's net income available to common stockholders was \$29.7 million and \$27.3 million for the three months ended June 30, 2007 and 2006, respectively. Basic and diluted net income available to common stockholders were \$0.67 per share for the three months ended June 30, 2007, and \$0.62 per share for the three months ended June 30, 2006.

The tables below summarize the Company's revenues, property expenses and depreciation and other amortization by various categories for the three months ended June 30, 2007 and June 30, 2006. Same store properties are properties owned prior to January 1, 2006 and held as an operating property through June 30, 2007 and developments and redevelopments that were stabilized (generally defined as 90% occupied) prior to January 1, 2006 or were substantially completed for 12 months prior to January 1, 2006. Acquired properties are properties that were acquired subsequent to December 31, 2005 and held as an operating property through June 30, 2007. Sold properties are properties that were sold subsequent to December 31, 2005. (Re)Developments and land are land parcels and developments and redevelopments that were not: a) substantially complete 12 months prior to January 1, 2006 or b) stabilized prior to January 1, 2006. Other revenues are derived from the operations of the Company's maintenance company, fees earned from the Company's joint ventures, and other miscellaneous revenues. Revenues and expenses from build to suit development for sale represent fees earned and expenses incurred for developing properties for third parties. Contractor revenues and expenses represent revenues earned and expenses incurred in connection with the TRS acting as general contractor for several industrial properties in the March 2005 Joint Venture. Other expenses are derived from the operations of the Company's maintenance company and other miscellaneous regional expenses.

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

At June 30, 2007 and 2006, the occupancy rates of the Company's same store properties were 93.5% and 90.0%, respectively.

	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006	\$ Change	% Change
	(\$ in 000's)			
<b>REVENUES</b>				
Same Store Properties	\$ 81,785	\$ 77,287	\$ 4,498	5.8%
Acquired Properties	14,872	3,281	11,591	353.3%
Sold Properties	3,722	14,186	(10,464)	(73.8)%
(Re)Developments and Land, Not Included Above	2,417	1,524	893	58.6%
Other	9,635	8,994	641	7.1%
	112,431	105,272	7,159	6.8%
Discontinued Operations	(4,996)	(15,208)	10,212	(67.1)%
Subtotal Revenues	107,435	90,064	17,371	19.3%
Revenues from Build to Suit Development for Sale	3,233	—	3,233	100.0%
Contractor Revenues	4,368	—	4,368	100.0%
Total Revenues	\$ 115,036	\$ 90,064	\$ 24,972	27.7%

Revenues from same store properties increased by \$4.5 million due primarily to an increase in same store property occupancy rates. Revenues from acquired properties increased \$11.6 million due to the 171 industrial properties acquired subsequent to December 31, 2005 totaling approximately 16.3 million square feet of GLA. Revenues from sold properties decreased \$10.5 million due to the 210 industrial properties sold subsequent to December 31, 2005 totaling approximately 24.8 million square feet of GLA. Revenues from (re)developments and land increased \$0.9 million due to an increase in occupancy. Other revenues increased by approximately \$0.6 million due primarily to an increase in joint venture fees. Revenues from build to suit development for sale increased \$3.2 million due to increased development activity. Contractor revenues for the three months ended June 30, 2007 represent revenues earned on construction projects for which the TRS acted as general contractor.

	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006	\$ Change	% Change
	(\$ in 000's)			
<b>PROPERTY EXPENSES</b>				
Same Store Properties	\$ 25,133	\$ 23,815	\$ 1,318	5.5%
Acquired Properties	3,715	840	2,875	342.3%
Sold Properties	1,226	4,227	(3,001)	(71.0)%
(Re)Developments and Land, Not Included Above	1,202	1,009	193	19.1%
Other	5,307	4,049	1,258	31.1%
	36,583	33,940	2,643	7.8%
Discontinued Operations	(1,710)	(4,769)	3,059	(64.1)%
Subtotal Property Expenses	34,873	29,171	5,702	19.5%
Expenses from Build to Suit Development for Sale	2,930	—	2,930	100.0%
Contractor Expenses	4,123	—	4,123	100.0%
Total Property Expenses	\$ 41,926	\$ 29,171	\$ 12,755	43.7%

Property expenses include real estate taxes, repairs and maintenance, property management, utilities, insurance, other property related expenses, expenses from build to suit development for sale and contractor expenses. Property expenses from same store properties increased \$1.3 million due primarily to an increase in real estate taxes due to a reassessment of values of certain properties of the Company. Property expenses from acquired properties increased by \$2.9 million due to properties acquired subsequent to December 31, 2005. Property expenses from sold properties decreased by \$3.0 million due to properties sold subsequent to December 31, 2005. Property expenses from (re)developments and land remained relatively unchanged. The \$1.3 million increase in other expense is primarily attributable to an increase in the bad debt reserve and a loss recorded in connection with roof damage at a property that occurred during the three months ended June 30, 2007. The damage was accounted for as an involuntary conversion which requires the recognition of a loss in the period in which the damage occurred. Insurance reimbursements will be deferred until realizable. Expenses from build to suit development for sale increased \$2.9 million due to increased development activity. Contractor expenses for the three months ended June 30, 2007, represent expenses incurred on construction projects for which the TRS acted as general contractor.

General and administrative expense increased by approximately \$4.1 million, or 22.7%, due primarily to increases in employee compensation related to compensation for additional employees as well as an increase in incentive compensation.

	<u>Three Months Ended June 30, 2007</u>	<u>Three Months Ended June 30, 2006</u> (\$ in 000's)	<u>\$ Change</u>	<u>% Change</u>
<b>DEPRECIATION AND OTHER AMORTIZATION</b>				
Same Store Properties	\$ 29,706	\$ 29,029	\$ 677	2.3%
Acquired Properties	9,951	2,779	7,172	258.1%
Sold Properties	694	4,227	(3,533)	(83.6)%
(Re)Developments and Land, Not Included Above and Other	988	3,487	(2,499)	(71.7)%
Corporate Furniture, Fixtures and Equipment	491	448	43	9.6%
	<u>41,830</u>	<u>39,970</u>	<u>1,860</u>	<u>4.7%</u>
Discontinued Operations	<u>(1,390)</u>	<u>(5,157)</u>	<u>3,767</u>	<u>(73.0)%</u>
Total Depreciation and Other Amortization	<u>\$ 40,440</u>	<u>\$ 34,813</u>	<u>\$ 5,627</u>	<u>16.2%</u>

Depreciation and other amortization for same store properties remained relatively unchanged. Depreciation and other amortization from acquired properties increased by \$7.2 million due to properties acquired subsequent to December 31, 2005. Depreciation and other amortization from sold properties decreased by \$3.5 million due to properties sold subsequent to December 31, 2005. Depreciation and other amortization for (re)developments and land and other decreased by \$2.5 million due primarily to accelerated depreciation recognized for the three months ended June 30, 2006 on one property in Columbus, OH which was razed during 2006.

Interest income remained relatively unchanged.

Interest expense decreased by approximately \$0.1 million primarily due to a decrease in the weighted average interest rate for the three months ended June 30, 2007 (6.49%), as compared to the three months ended June 30, 2006 (6.79%), partially offset by an increase in the weighted average debt balance outstanding for the three months ended June 30, 2007 (\$1,958.5 million), as compared to the three months ended June 30, 2006 (\$1,863.2 million).

Amortization of deferred financing costs increased by approximately \$0.2 million, or 36.7%, due primarily to financing fees incurred associated with the issuance of \$200.0 million of senior unsecured debt in September 2006.

During the quarter ended June 30, 2007, the Company incurred a \$0.1 million loss from early retirement of debt due to early payoffs of mortgage loans.

Equity in income of joint ventures increased by approximately \$4.3 million due primarily to the Company's economic share of gains and earn outs on property sales from the March 2005 Joint Venture and the September 2005 Joint Venture during the three months ended June 30, 2007.

The income tax provision (included in continuing operations, discontinued operations and gain of sale) increased by \$3.7 million, in the aggregate, due primarily to an increase in joint venture fees, equity in income of joint ventures and gains from the sale of real estate, partially offset by an increase in general and administrative expense within the TRS.

The \$0.5 million gain on sale of real estate, net of income taxes for the three months ended June 30, 2007 resulted from the sale of one industrial property and several land parcels that do not meet the criteria established by FAS 144 for inclusion in discontinued operations. The \$1.5 million gain on sale of real estate, net of income taxes for the three months ended June 30, 2006 resulted from the sale of several land parcels that do not meet the criteria established by FAS 144 for inclusion in discontinued operations.

The following table summarizes certain information regarding the industrial properties included in discontinued operations by the Company for the three months ended June 30, 2007 and June 30, 2006.

	Three Months Ended June 30, 2007	Three Months Ended June 30, 2006
	(\$ in 000's)	
Total Revenues	\$ 4,996	\$ 15,208
Property Expenses	(1,710)	(4,769)
Depreciation and Amortization	(1,390)	(5,157)
Provision for Income Taxes Allocable to Operations	(507)	(696)
Gain on Sale of Real Estate	59,429	51,999
Provision for Income Taxes Allocable to Gain on Sale	(11,070)	(7,625)
Income from Discontinued Operations Before Minority Interest	<u>\$ 49,748</u>	<u>\$ 48,960</u>

Income from discontinued (net of income taxes) operations for the three months ended June 30, 2007 reflects the results of operations and gain on sale of real estate, relating to 49 industrial properties that were sold during the three months ended June 30, 2007 and the results of operations of 20 properties that were identified as held for sale at June 30, 2007.

Income from discontinued operations (net of income taxes) for the three months ended June 30, 2006 reflects the results of operations of the 49 industrial properties that were sold during the three months ended June 30, 2007, the results of operations of 125 industrial properties that were sold during the year ended December 31, 2006, the results of operations of the 20 industrial properties identified as held for sale at June 30, 2007 and gain on sale of real estate relating to 42 industrial properties that were sold during the three months ended June 30, 2006.

#### LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2007, the Company's cash and restricted cash was approximately \$4.1 and \$44.8 million, respectively. Restricted cash is comprised of cash held in escrow in connection with mortgage debt requirements and gross proceeds from the sales of certain industrial properties. These sales proceeds will be disbursed as the Company exchanges industrial properties under Section 1031 of the Internal Revenue Code.

The Company has considered its short-term (one year or less) liquidity needs and the adequacy of its estimated cash flow from operations and other expected liquidity sources to meet these needs. The Company believes that its principal short-term liquidity needs are to fund normal recurring expenses, debt service requirements and the minimum distribution required to maintain the Company's REIT qualification under the Internal Revenue Code. The Company anticipates that these needs will be met with cash flows provided by operating activities and investment activities.

The Company expects to meet long-term (greater than one year) liquidity requirements such as property acquisitions, developments, scheduled debt maturities, major renovations, expansions and other nonrecurring capital improvements through the disposition of select assets, long-term unsecured indebtedness and the issuance of additional equity securities. On April 30, 2007 the Company filed a registration statement with the Securities and Exchange Commission covering an indefinite number or amount of the same securities to be issued in the following three years. The Company also may finance the development or acquisition of additional properties through borrowings under the Company's \$500.0 million unsecured revolving credit facility ("Unsecured Line of Credit"). At June 30, 2007, borrowings under the Unsecured Line of Credit bore interest at a weighted average interest rate of 5.86%. The Unsecured Line of Credit bears interest at a floating rate of LIBOR plus .625%, or the Prime Rate, at the Company's election. As of July 27, 2007 the Company had approximately \$78.5 million available for additional borrowings under the Unsecured Line of Credit.

**Six Months Ended June 30, 2007**

Net cash provided by operating activities of approximately \$61.7 million for the six months ended June 30, 2007 was comprised primarily of net income before minority interest of approximately \$81.1 million, the net change in operating assets and liabilities of approximately \$16.1 million and net distributions from joint ventures of \$0.1, offset by adjustments for non-cash items of approximately \$35.6 million. The adjustments for the non-cash items of approximately \$35.6 million are primarily comprised of the gain on sale of real estate of approximately \$119.2 million and the effect of straight-line rental income of approximately \$5.5 million, offset by depreciation and amortization of approximately \$88.9 million and loss on early retirement of debt of approximately \$0.2 million.

Net cash used in investing activities of approximately \$35.7 million for the six months ended June 30, 2007 was comprised primarily by the acquisition of real estate, development of real estate, capital expenditures related to the expansion and improvement of existing real estate, an increase in restricted cash that is primarily held by an intermediary for Section 1031 exchange purposes, contributions to, and investments in, the Company's industrial real estate joint ventures and the funding of notes receivable, partially offset by the net proceeds from the sale of real estate, the repayment of notes receivable and distributions from the Company's industrial real estate joint ventures.

During the six months ended June 30, 2007, the Company acquired 80 industrial properties comprising approximately 5.8 million square feet of GLA and several land parcels. The purchase price for these acquisitions totaled approximately \$314.9 million, excluding costs incurred in conjunction with the acquisition of the industrial properties and land parcels.

The Company, through a wholly-owned limited liability company in which the Operating Partnership or the TRS is the sole member, invested approximately \$15.8 million and received total distributions of approximately \$24.8 million from the Company's industrial real estate joint ventures. As of June 30, 2007, the Company's industrial real estate joint ventures owned 153 industrial properties comprising approximately 20.5 million square feet of GLA and several land parcels.

During the six months ended June 30, 2007, the Company sold 85 industrial properties comprising approximately 7.7 million square feet of GLA and several land parcels. Net proceeds from the sales of the 85 industrial properties and several land parcels were approximately \$386.9 million.

Net cash used in financing activities of approximately \$38.0 million for the six months ended June 30, 2007 was derived primarily by repayments of senior unsecured debt, common and preferred stock dividends and unit distributions, redemption of preferred stock, repayments on mortgage loans payable, other costs of senior unsecured debt, the repurchase of restricted stock from employees of the Company to pay for withholding taxes on the vesting of restricted stock and debt issue costs and prepayment penalty, partially offset by the net proceeds from the issuance of senior unsecured debt, net borrowings under the Company's Unsecured Line of Credit, net proceeds from the exercise of stock options and a cash book overdraft.

During the six months ended June 30, 2007, the Company awarded 442,008 shares of restricted common stock to certain employees and 3,034 shares of restricted common stock to certain directors. These shares of restricted common stock had a fair value of approximately \$21.0 million on the date of approval. The restricted common stock awarded to employees generally vests over a three year period and the restricted common stock awarded to directors

generally vests over a three to ten year period. Compensation expense will be charged to earnings over the respective vesting periods for those shares that are expected to vest.

During the six months ended June 30, 2007, certain employees of the Company exercised 19,600 non-qualified employee stock options. Net proceeds to the Company were approximately \$0.6 million.

On June 7, 2007, the Company redeemed the Series C Preferred Stock for \$25.00 per Depositary Share, or \$50.0 million in the aggregate, and paid a prorated second quarter dividend of \$0.40729 per Depositary Share, totaling approximately \$0.8 million.

#### **Market Risk**

The following discussion about the Company's risk-management activities includes "forward-looking statements" that involve risk and uncertainties. Actual results could differ materially from those projected in the forward-looking statements.

This analysis presents the hypothetical gain or loss in earnings, cash flows or fair value of the financial instruments and derivative instruments which are held by the Company at June 30, 2007 that are sensitive to changes in the interest rates. While this analysis may have some use as a benchmark, it should not be viewed as a forecast.

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

At June 30, 2007, approximately \$1,632.7 million (approximately 82.5% of total debt at June 30, 2007) of the Company's debt was fixed rate debt and approximately \$347.0 million (approximately 17.5% of total debt at June 30, 2007) was variable rate debt.

For fixed rate debt, changes in interest rates generally affect the fair value of the debt, but not earnings or cash flows of the Company. Conversely, for variable rate debt, changes in the interest rate generally do not impact the fair value of the debt, but would affect the Company's future earnings and cash flows. The interest rate risk and changes in fair market value of fixed rate debt generally do not have a significant impact on the Company until the Company is required to refinance such debt. See Note 4 to the consolidated financial statements for a discussion of the maturity dates of the Company's various fixed rate debt.

Based upon the amount of variable rate debt outstanding at June 30, 2007, a 10% increase or decrease in the interest rate on the Company's variable rate debt would decrease or increase, respectively, future net income and cash flows by approximately \$2.1 million per year.

The use of derivative financial instruments allows the Company to manage risks of increases in interest rates with respect to the effect these fluctuations would have on our earnings and cash flows. As of June 30, 2007, the Company had no outstanding derivative instruments.

#### **Recent Accounting Pronouncements**

Refer to Footnote 2 in Part I, Item 1., of the June 30, 2007 Financial Statements.

#### **Subsequent Events**

From July 1, 2007 to July 27, 2007, the Company acquired four industrial properties and several land parcels for a purchase price of approximately \$11.9 million, excluding costs incurred in conjunction with the acquisition of these industrial properties and several land parcels. No industrial properties have been sold during this period.

On July 16, 2007, the Company and the Operating Partnership paid a second quarter 2007 dividend/distribution of \$0.71 per common share/Unit, totaling approximately \$36.9 million.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Response to this item is included in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" above.

**Item 4. Controls and Procedures**

The Company's principal executive officer and principal financial officer, after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report, based on the evaluation of these controls and procedures required by Exchange Act Rules 13a-15(b) or 15d-15(b), have concluded that as of the end of such period the Company's disclosure controls and procedures were effective.

There has been no change in the Company's internal control over financial reporting that occurred during the fiscal quarter covered by this report that has materially affected or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

**Item 1A. Risk Factors**

None.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

On May 16, 2007, First Industrial Realty Trust, Inc. (the "Company") held its Annual Meeting of Stockholders. At the meeting, three Class I directors of the Company were elected to serve until the 2008 Annual Meeting of Stockholders until their respective successors are duly elected and qualified. The votes cast for each director were as follows:

For election of Jay H. Shidler  
Votes for: 39,881,769  
Votes withheld: 323,105  
Broker non-votes: 0  
For election of J. Steven Wilson  
Votes for: 39,723,209  
Votes withheld: 481,665  
Broker non-votes: 0  
For election of Robert D. Newman  
Votes for: 39,862,760  
Votes withheld: 342,114  
Broker non-votes: 0

In addition, the appointment of PricewaterhouseCoopers LLP, as independent auditors of the Company for the fiscal year ending December 31, 2007, was ratified at the meeting with 39,791,332 shares voting in favor, 302,863 shares voting against, 110,679 shares abstaining and zero broker non-votes.



Amendment No. 2 to the Company's 2001 Stock Incentive Plan was approved at the meeting with 24,065,615 shares voting in favor, 6,283,182 shares voting against, 447,488 shares abstaining and 9,408,589 broker non-votes.

Michael W. Brennan, Michael G. Damone, and Kevin W. Lynch continue to serve as Class II directors until their present terms expire in 2008 and their successors are duly elected. John Rau, Robert J. Slater and W. Ed Tyler continue to serve as Class III directors until their present terms expire in 2009 and their successors are duly elected.

**Item 5. Other Information**

Not applicable.

**Item 6. Exhibits**

a) Exhibits:

<b>Exhibit Number</b>	<b>Description</b>
4.1***	Supplemental Indenture No. 11 dated as of May 7, 2007 between the Operating Partnership and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Form 8-K of the Company filed May 7, 2007, File No. 1-13102).
10.1*	Amendment No. 2 to the Company's 2001 Stock Incentive Plan.
10.2***	Consultancy and Management Agreement between Jan Scheens BVBA and First Industrial- EU, Inc. dated July 10, 2007 (incorporated by reference to Exhibit 10.1 of the Form 8-K of the Company filed July 25, 2007, File No. 1-13102).
10.3***	Summary of U.S. Managing Director 2007 Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 of the Form 8-K of the Company filed July 25, 2007, File No. 1-13102).
31.1*	Certification of the Principal Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
31.2*	Certification of the Principal Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.
32.1**	Certification of the Principal Executive Officer and the Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\* Filed herewith

\*\* Furnished herewith

\*\*\* Previously filed

The Company maintains a website at [www.firstindustrial.com](http://www.firstindustrial.com). Information on this website shall not constitute part of this Form 10-Q. Copies of the Company's annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to such reports are available without charge on the Company's website as soon as reasonably practicable after such reports are filed with or furnished to the SEC. In addition, the Company's Corporate Governance Guidelines, Code of Business Conduct and Ethics, Audit Committee Charter, Compensation Committee Charter, Nominating/Corporate Governance Committee Charter, along with supplemental financial and operating information prepared by the Company, are all available without charge on the Company's website or upon request to the Company. Amendments to, or waivers from, the Company's Code of Business Conduct and Ethics that apply to the Company's executive officers or directors shall be posted to the Company's website at [www.firstindustrial.com](http://www.firstindustrial.com). Please direct requests as follows:

First Industrial Realty Trust, Inc.  
311 S. Wacker, Suite 4000  
Chicago, IL 60606  
Attention: Investor Relations

**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.

By: /s/ Scott A. Musil  
Scott A. Musil  
Chief Accounting Officer  
(Principal Accounting Officer)

Date: August 7, 2007

EXHIBIT INDEX

Exhibit Number	Description
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\* Filed herewith

\*\* Furnished herewith

\*\*\* Previously filed

AMENDMENT NO. 2  
TO THE  
FIRST INDUSTRIAL REALTY TRUST, INC.  
2001 STOCK INCENTIVE PLAN

AMENDMENT NO. 2 (the "Amendment"), to the First Industrial Realty Trust, Inc. 2001 Stock Incentive Plan (the "Plan") established and maintained by First Industrial Realty Trust, Inc., a Maryland corporation (the "Company"). Capitalized terms used herein and not defined shall have the meanings set forth in the Plan.

WHEREAS, the Plan makes available for issuance a maximum of 2,300,000 shares of the Stock, up to 950,000 of which are available for issuance under the Plan with respect to Stock Appreciation Rights, Performance Share Awards and Restricted Stock Awards;

WHEREAS, the Plan currently provides that the maximum number of shares of Stock subject to Performance Share Awards and Restricted Stock Awards granted during a calendar year to any Participant under the Plan shall be 100,000 shares;

WHEREAS, Section 13 of the Plan reserves to the Board the right to amend the Plan at any time;

WHEREAS, the Board has approved making the maximum number of shares available for grant under the Plan available for any type of Award authorized under the Plan; and

WHEREAS, the Board has approved increasing to 250,000 shares the maximum number of shares of Stock subject to Performance Share Awards and Restricted Stock Awards that may be granted during a calendar year to any Participant under the Plan.

SECTION 1. Amendment to Plan.

***The fourth sentence of Section 3(a) of the Plan is hereby amended and restated as follows:***

"Subject to adjustment as provided in Section 3(b) below, (i) the maximum number of shares of Stock with respect to which Stock Options and Stock Appreciation Rights may be granted during a calendar year to any participant under the Plan shall be 500,000 shares and (ii) with respect to Performance Share Awards and Restricted Stock Awards, the maximum number of shares of Stock subject to such awards granted during a calendar year to any participant under the Plan shall be 250,000 shares."

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SECTION 2. Effective Date of the Amendment; Ratification and Confirmation.

This Amendment shall become effective upon approval by the stockholders of the Company. In all other respects, the Plan is hereby ratified and confirmed.

SECTION 3. Governing Law.

***THIS AMENDMENT SHALL BE GOVERNED BY NEW YORK LAW WITHOUT REGARD TO THE PRINCIPLES OF CONFLICT OF LAWS THEREOF, EXCEPT TO THE EXTENT SUCH LAW IS PREEMPTED BY FEDERAL LAW.***

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Michael W. Brennan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of First Industrial Realty Trust, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ MICHAEL W. BRENNAN  
Michael W. Brennan  
President and Chief Financial Officer

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Date: August 7, 2007

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Michael J. Havala, certify that:

1. I have reviewed this quarterly report on Form 10-Q of First Industrial Realty Trust, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ MICHAEL J. HAVALA

Michael J. Havala  
Chief Financial Officer

Date: August 7, 2007

## CERTIFICATION

**Accompanying Form 10-Q Report  
of First Industrial Realty Trust, Inc.  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
(Chapter 63, Title 18 U.S.C. §1350(a) and (b))**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Chapter 63, Title 18 U.S.C. § 1350(a) and (b)), each of the undersigned hereby certifies, to his knowledge, that the Quarterly Report on Form 10-Q for the period ended June 30, 2007 of First Industrial Realty Trust, Inc. (the "Company") fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that the information contained in such Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ MICHAEL W. BRENNAN  
Michael W. Brennan  
Chief Executive Officer  
(Principal Executive Officer)

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Date: August 7, 2007

/s/ MICHAEL J. HAVALA  
Michael J. Havala  
Chief Financial Officer  
(Principal Financial Officer)

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Date: August 7, 2007

**A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. The information contained in this written statement shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference to such filing.**