

**Report of Organizational Actions
Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name FIRST INDUSTRIAL REALTY TRUST, INC.			2 Issuer's employer identification number (EIN) 36-3935116	
3 Name of contact for additional information MAUREEN KING		4 Telephone No. of contact 312-344-4300		5 Email address of contact
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 311 S. WACKER DRIVE, SUITE 3900				7 City, town, or post office, state, and Zip code of contact CHICAGO, IL 60606
8 Date of action SEE BELOW			9 Classification and description PREFERRED SERIES J	
10 CUSIP number 32054K798	11 Serial number(s)	12 Ticker symbol FR-PrJ	13 Account number(s)	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ THE ISSUER MADE CASH DISTRIBUTIONS TO ITS SHAREHOLDERS IN EXCESS OF ITS CURRENT AND ACCUMULATED EARNINGS AND PROFITS. SEE PART II, LINE 15 FOR THE AMOUNT OF THESE DISTRIBUTIONS PER SHARE.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE DISTRIBUTIONS REDUCED THE BASIS OF THE SECURITY IN THE HANDS OF THE UNITED STATES TAXPAYERS AS FOLLOWS:

SERIES J PREFERRED STOCK:		SERIES J PREFERRED STOCK - DEPOSITARY SHARES REDEEMED:*	
DATE PAID	PER SHARE REDUCTION OF BASIS	DATE PAID	PER SHARE REDUCTION OF BASIS
01/02/12	\$0.292630	01/02/12	\$0.292630
04/02/12	\$0.292630	04/02/12	\$0.292630
07/02/12	\$0.292630	07/02/12	\$0.292630
10/01/12	\$0.292630	10/01/12	\$0.292630
12/31/12	\$0.292630	12/21/12	\$0.263363

* RELATES TO THE 2 MILLION DEPOSITARY SHARES OF THE SERIES J CUMULATIVE REDEEMABLE PREFERRED STOCK THAT WERE REDEEMED EFFECTIVE DECEMBER 21, 2012.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE TAXPAYER'S EARNINGS AND PROFITS WERE CALCULATED UNDER IRC SECTION 312, AS MODIFIED BY IRC SECTION 857(D) FOR REAL ESTATE INVESTMENT TRUSTS, AND THE REGULATIONS THEREUNDER. DISTRIBUTIONS IN EXCESS OF EARNINGS AND PROFITS REDUCE THE SHAREHOLDER'S TAX BASIS IN ITS SHARES TO THE EXTENT OF BASIS.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC SECTION 301(c)(2)

18 Can any resulting loss be recognized? ▶ NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THESE ACTIONS ARE EFFECTIVE ON THE DATES OF DISTRIBUTIONS IDENTIFIED ABOVE.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ *SMusil* Date ▶ 4/19/13

Print your name ▶ SCOTT A. MUSIL Title ▶ CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Michael T. Hart	<i>Michael T. Hart</i>	4/19/13		P00546677
	Firm's name ▶ Ernst & Young U.S. LLP	Firm's EIN ▶		34-6565596	
	Firm's address ▶ 155 N. Wacker Drive, Chicago, IL 60606	Phone no.		312-879-2000	