

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A NO. 1

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

Commission File Number 1-13102

Date of Report (date of earliest event reported): DECEMBER 29, 2000

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)

ITEM 5. OTHER EVENTS

First Industrial Realty Trust, Inc. and its subsidiaries (the "Company") acquired 81 operating industrial properties from unrelated parties during the period January 1, 2000 through December 29, 2000. The combined purchase price of the 81 operating industrial properties acquired totaled approximately \$262.0 million, excluding closing costs incurred in conjunction with the acquisition of the industrial properties. The 81 operating industrial properties acquired are described below and were funded with proceeds from property sales, borrowings under the Company's \$300 million unsecured revolving credit facility or working capital. The Company will operate the facilities as industrial rental property.

PROPERTIES ACQUIRED BY THE COMPANY:

- - On January 12, 2000, the Company purchased two research and development/flex properties and one light industrial property totaling 144,514 square feet, in the aggregate, located in the metropolitan area of Houston, Texas. The aggregate purchase price for these properties was approximately \$6.6 million. The properties were purchased from Fidelity National 1031 Exchange Services, Inc., a California corporation, Intermediary under exchange, No. Ex-02-5254 for Carson Dominguez.
- - On January 27, 2000, the Company purchased three bulk warehouse properties totaling 339,050 square feet, in the aggregate, located in the metropolitan area of Nashville, Tennessee. The aggregate purchase price for these properties was approximately \$6.8 million. The properties were purchased from Ozburn-Hessey Co., a Tennessee corporation.
- - On January 27, 2000, the Company purchased a 79,329 square foot regional warehouse property located in the metropolitan area of Moorestown, New Jersey. The purchase price for the property was approximately \$3.4 million. The property was purchased from Michael Cassano & Sons, a New Jersey general partnership.
- - On February 25, 2000, the Company purchased a 214,320 square foot bulk warehouse property located in the metropolitan area of Philadelphia, Pennsylvania. The purchase price for the property was approximately \$6.3 million. The property was purchased from Madonna Management Company, Inc, a Delaware corporation.
- - On March 31, 2000, the Company purchased a 130,949 square foot bulk warehouse property located in the metropolitan area of Dallas, Texas. The purchase price for the property was approximately \$3.1 million. The property was purchased from ProLogis Trust.
- - On April 18, 2000, the Company purchased a 38,668 square foot light industrial property located in the metropolitan area of Harrisburg, Pennsylvania. The purchase price for the property was approximately \$1.0 million. The property was purchased from Penn Appliance Distributors, Inc.
- - On April 25, 2000, the Company purchased a 251,850 square foot bulk warehouse property located in the metropolitan area of Dallas, Texas. The purchase price for the property was approximately \$5.5 million. The property was purchased from TriNet Corporate Partners II, L.P.
- - On June 30, 2000, the Company purchased eight regional warehouse properties, five research and development/flex properties and five bulk warehouse properties totaling 1,303,317 square feet, in the aggregate, located in the metropolitan area of Dallas, Texas. The aggregate purchase price for these properties was approximately \$44.3 million. The properties were purchased from Kancro, L.P, a Delaware limited partnership.
- - On September 6, 2000, the Company purchased three light industrial properties totaling 69,592 square feet, in the aggregate, located in the metropolitan area of Los Angeles, California. The aggregate purchase price for these properties was approximately \$4.3 million. The properties were purchased from Voit Cal Ptrs I & III, LLC, a California limited liability company.
- - On September 20, 2000, the Company purchased two light industrial properties totaling 30,157 square feet, in the aggregate, located in the metropolitan area of Los Angeles, California. The aggregate purchase price for these properties was approximately \$1.7 million. The properties were purchased from Bixby Land Company.

- - On September 28, 2000, the Company purchased five light industrial properties, four research and development/flex properties and three bulk warehouse properties totaling 1,257,143 square feet, in the aggregate, located in the metropolitan area of Pine Brook, New Jersey. The aggregate purchase price for these properties was approximately \$82.0 million. The properties were purchased from CalEast Industrial Investors, LLC, a California limited liability company, its duly authorized agent, and LaSalle Investment Management, Inc., a Maryland corporation, its member.
- - On December 5, 2000, the Company purchased three light industrial properties totaling 125,298 square feet, in the aggregate, located in the metropolitan area of Baltimore, Maryland. The aggregate purchase price for these properties was approximately \$6.7 million. The properties were purchased from Alcalde Realty Partners, LLC.
- - On December 14, 2000, the Company purchased six research and development/flex properties totaling 179,494 square feet, in the aggregate, located in the metropolitan area of Tampa, Florida. The aggregate purchase price for these properties was approximately \$10.9 million. The properties were purchased from Connecticut General Life Insurance Company, a specifically chartered Connecticut corporation.
- - On December 18, 2000, the Company purchased 13 light industrial properties, two regional warehouse properties, two research and development/flex properties and one bulk warehouse property totaling 1,218,800 square feet, in the aggregate, located in the metropolitan area of Chicago, Illinois. The aggregate purchase price for these properties was approximately \$52.6 million. The properties were purchased from OTR, an Ohio general partnership.
- - On December 29, 2000, the Company purchased one light industrial property and one research and development/flex property totaling 234,683 square feet, in the aggregate, located in the metropolitan area of Denver, Colorado. The aggregate purchase price for these properties was approximately \$16.8 million. The properties were purchased from Principal Life Insurance Company.
- - On December 29, 2000, the Company purchased four light industrial properties and two regional warehouse properties totaling 208,197 square feet, in the aggregate, located in the metropolitan area of Detroit, Michigan. The aggregate purchase price for these properties was approximately \$10.0 million. The properties were purchased from the Prudential Insurance Company of America, a New Jersey corporation.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements:

Combined Historical Statements of Revenues and Certain Expenses for the 2000 Acquisition A Properties - Unaudited.

Combined Historical Statements of Revenues and Certain Expenses for the 2000 Acquisition I Properties and Notes thereto with Independent Accountant's report dated June 28, 2000.

Combined Historical Statements of Revenues and Certain Expenses for the 2000 Acquisition II Properties and Notes thereto with Independent Accountant's report dated February 2, 2001.

Combined Historical Statements of Revenues and Certain Expenses for the 2000 Acquisition III Properties and Notes thereto with Independent Accountant's report dated December 8, 2000.

(b) Pro Forma Financial Information:

Pro Forma Balance Sheet as of September 30, 2000.

Pro Forma Statement of Operations for the Nine Months Ended September 30, 2000.

Pro Forma Statement of Operations for the Year Ended December 31, 1999.

(c) Exhibits.

Exhibit No. -----	Description -----
23	Consent of PricewaterhouseCoopers LLP, Independent Accountants

	PAGE

2000 ACQUISITION A PROPERTIES	
Combined Historical Statements of Revenues and Certain Expenses for the 2000 Acquisition A Properties for the Nine Months Ended September 30, 2000 and the Year Ended December 31, 1999-Unaudited.....	5
2000 ACQUISITION I PROPERTIES	
Report of Independent Accountants.....	6
Combined Historical Statements of Revenues and Certain Expenses for the 2000 Acquisition I Properties for the Nine Months Ended September 30, 2000 (Unaudited) and for the Year Ended December 31, 1999.....	7
Notes to Combined Historical Statements of Revenues and Certain Expenses.....	8-9
2000 ACQUISITION II PROPERTIES	
Report of Independent Accountants.....	10
Combined Historical Statements of Revenues and Certain Expenses for the 2000 Acquisition II Properties for the Nine Months Ended September 30, 2000 (Unaudited) and for the Year Ended December 31, 1999.....	11
Notes to Combined Historical Statements of Revenues and Certain Expenses.....	12-13
2000 ACQUISITION III PROPERTIES	
Report of Independent Accountants.....	14
Combined Historical Statements of Revenues and Certain Expenses for the 2000 Acquisition III Properties for the Nine Months Ended September 30, 2000 (Unaudited) and for the Year Ended December 31, 1999.....	15
Notes to Combined Historical Statements of Revenues and Certain Expenses.....	16-17
PRO FORMA FINANCIAL INFORMATION	
Pro Forma Balance Sheet as of September 30, 2000.....	18
Pro Forma Statement of Operations for the Nine Months Ended September 30, 2000.....	19
Notes to Pro Forma Financial Statements.....	20-22
Pro Forma Statement of Operations for the Year Ended December 31, 1999.....	23
Notes to Pro Forma Financial Statement.....	24-25

2000 ACQUISITION A PROPERTIES
 COMBINED HISTORICAL STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (DOLLARS IN THOUSANDS)

The Combined Historical Statements of Revenues and Certain Expenses as shown below, present the summarized results of operations of 33 of 81 operating industrial properties acquired during the period January 1, 2000 through December 29, 2000 (the "2000 Acquisition A Properties") by First Industrial Realty Trust, Inc. (together with its subsidiaries, the "Company"). The Combined Historical Statement of Revenues and Certain Expenses for the Nine Months Ended September 30, 2000 includes operations only for the periods for which the 2000 Acquisition A Properties were not owned by the Company. These statements are exclusive of 18 operating industrial properties (the "2000 Acquisition I Properties"), 12 operating industrial properties (the "2000 Acquisition II Properties") and 18 operating industrial properties (the "2000 Acquisition III Properties") acquired by the Company during the period January 1, 2000 through December 29, 2000 which have been audited and are included elsewhere in this Form 8-K/A No. 1.

The 2000 Acquisition A Properties were acquired for an aggregate purchase price of approximately \$83.1 million and have an aggregate gross leaseable area of 2,046,101 square feet. A description of each property is included in Item 5.

	For the Nine Months Ended September 30, 2000 (Unaudited)	For the Year Ended December 31, 1999 (Unaudited)
	-----	-----
Revenues:		
Rental Income	\$ 4,688	\$ 8,789
Tenant Recoveries and Other Income	1,148	1,531
	-----	-----
Total Revenues	5,836	10,320
	-----	-----
Expenses:		
Real Estate Taxes	711	1,416
Repairs and Maintenance	407	749
Property Management	204	362
Utilities	78	166
Insurance	22	53
Other	4	20
	-----	-----
Total Expenses	1,426	2,766
	-----	-----
Revenues in Excess of Certain Expenses	\$ 4,410	\$ 7,554
	=====	=====

REPORT OF INDEPENDENT ACCOUNTANTS

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

We have audited the accompanying combined historical statement of revenues and certain expenses of the 2000 Acquisition I Properties as described in Note 1 for the year ended December 31, 1999. This financial statement is the responsibility of the 2000 Acquisition I Properties' management. Our responsibility is to express an opinion on this financial statement based on our audit.

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

The accompanying combined historical statement of revenues and certain expenses was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K/A No. 1 dated December 29, 2000 of First Industrial Realty Trust, Inc. and is not intended to be a complete presentation of the 2000 Acquisition I Properties' revenues and expenses.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the revenues and certain expenses of the 2000 Acquisition I Properties for the year ended December 31, 1999 in conformity with accounting principles generally accepted in the United States of America.

PRICEWATERHOUSECOOPERS LLP

Chicago, Illinois
June 28, 2000

2000 ACQUISITION I PROPERTIES
 COMBINED HISTORICAL STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (DOLLARS IN THOUSANDS)

	For the Nine Months Ended September 30, 2000 (Unaudited)	For the Year Ended December 31, 1999
	-----	-----
Revenues:		
Rental Income	\$2,261	\$5,008
Tenant Recoveries and Other Income	583	1,208
	-----	-----
Total Revenues	2,844	6,216
	-----	-----
Expenses:		
Real Estate Taxes	492	987
Repairs and Maintenance	198	203
Property Management	74	151
Utilities	22	37
Insurance	26	45
Other	30	13
	-----	-----
Total Expenses	842	1,436
	-----	-----
Revenues in Excess of Certain Expenses	\$2,002	\$4,780
	=====	=====

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

2000 ACQUISITION I PROPERTIES
 NOTES TO COMBINED HISTORICAL STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (DOLLARS IN THOUSANDS)

1. BASIS OF PRESENTATION.

The Combined Historical Statements of Revenues and Certain Expenses (the "Statements") combined the results of operations of 18 operating industrial properties acquired by First Industrial Realty Trust, Inc. and its subsidiaries (the "Company") on June 30, 2000 (the "2000 Acquisition I Properties").

The 2000 Acquisition I Properties were acquired for an aggregate purchase price of approximately \$44.3 million.

METROPOLITAN AREA	# OF PROPERTIES	SQUARE FEET (UNAUDITED)	DATE ACQUIRED	DATE RENTAL HISTORY COMMENCED
Dallas, TX	18	1,303,317	June 30, 2000	January 1, 1999

The unaudited Combined Historical Statement of Revenues and Certain Expenses for the nine months ended September 30, 2000 includes the operations through June 30, 2000 for which the 2000 Acquisition I Properties were not owned by the Company and reflects, in the opinion of management, all adjustments necessary for a fair presentation of the interim statement. All such adjustments are of a normal and recurring nature.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES.

The Statements exclude certain expenses such as interest, depreciation and amortization, professional fees, and other costs not directly related to the future operations of the 2000 Acquisition I Properties that may not be comparable to the expenses expected to be incurred in future operations. Management is not aware of any material factors relating to these properties which would cause the reported financial information not to be necessarily indicative of future operating results.

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

Revenue and Expense Recognition

The Statements have been prepared on the accrual basis of accounting.

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

2000 ACQUISITION I PROPERTIES
 NOTES TO COMBINED HISTORICAL STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (DOLLARS IN THOUSANDS)

3. FUTURE RENTAL REVENUES

The 2000 Acquisition I Properties are leased to tenants under net, semi-net and gross operating leases. Minimum lease payments receivable, excluding tenant reimbursement of expenses, under noncancelable operating leases in effect as of December 31, 1999 are approximately as follows:

	2000 Acquisition II Properties -----
2000	\$ 4,325
2001	4,195
2002	3,794
2003	3,331
2004	2,805
Thereafter	5,411

Total	\$ 23,861 =====

REPORT OF INDEPENDENT ACCOUNTANTS

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

We have audited the accompanying combined historical statement of revenues and certain expenses of the 2000 Acquisition II Properties as described in Note 1 for the year ended December 31, 1999. This financial statement is the responsibility of the 2000 Acquisition II Properties' management. Our responsibility is to express an opinion on this financial statement based on our audit.

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

The accompanying combined historical statement of revenues and certain expenses was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K/A No. 1 dated December 29, 2000 of First Industrial Realty Trust, Inc. and is not intended to be a complete presentation of the 2000 Acquisition II Properties' revenues and expenses.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the revenues and certain expenses of the 2000 Acquisition II Properties for the year ended December 31, 1999 in conformity with accounting principles generally accepted in the United States of America.

PRICEWATERHOUSECOOPERS LLP

Chicago, Illinois
February 2, 2001

2000 ACQUISITION II PROPERTIES
 COMBINED HISTORICAL STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (DOLLARS IN THOUSANDS)

	For the Nine Months Ended September 30, 2000 (Unaudited) -----	For the Year Ended December 31, 1999 -----
Revenues:		
Rental Income	\$ 6,415	\$ 8,069
Tenant Recoveries and Other Income	2,285	2,803
	-----	-----
Total Revenues	8,700	10,872
	-----	-----
Expenses:		
Real Estate Taxes	1,189	1,508
Repairs and Maintenance	694	1,395
Property Management	275	382
Utilities	235	322
Insurance	43	57
Other	592	699
	-----	-----
Total Expenses	3,028	4,363
	-----	-----
Revenues in Excess of Certain Expenses	\$ 5,672	\$ 6,509
	=====	=====

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

2000 ACQUISITION II PROPERTIES
 NOTES TO COMBINED HISTORICAL STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (DOLLARS IN THOUSANDS)

1. BASIS OF PRESENTATION.

The Combined Historical Statements of Revenues and Certain Expenses (the "Statements") combined the results of operations of 12 operating industrial properties acquired by First Industrial Realty Trust, Inc. and its subsidiaries (the "Company") on September 28, 2000 (the "2000 Acquisition II Properties").

The 2000 Acquisition II Properties were acquired for an aggregate purchase price of approximately \$82.0 million.

METROPOLITAN AREA -----	# OF PROPERTIES -----	SQUARE FEET (UNAUDITED) -----	DATE ACQUIRED -----	DATE RENTAL HISTORY COMMENCED -----
Pine Brook, NJ	12	1,257,143	September 28, 2000	January 1, 1999

The unaudited Combined Historical Statement of Revenues and Certain Expenses for the nine months ended September 30, 2000 includes the operations only for those periods for which the 2000 Acquisition II Properties were not owned by the Company and reflects, in the opinion of management, all adjustments necessary for a fair presentation of the interim statement. All such adjustments are of a normal and recurring nature.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES.

The Statements exclude certain expenses such as interest, depreciation and amortization, professional fees, and other costs not directly related to the future operations of the 2000 Acquisition II Properties that may not be comparable to the expenses expected to be incurred in future operations. Management is not aware of any material factors relating to these properties which would cause the reported financial information not to be necessarily indicative of future operating results.

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

Revenue and Expense Recognition

The Statements have been prepared on the accrual basis of accounting.

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

2000 ACQUISITION II PROPERTIES
 NOTES TO COMBINED HISTORICAL STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (DOLLARS IN THOUSANDS)

3. FUTURE RENTAL REVENUES

The 2000 Acquisition II Properties are leased to tenants under net, semi-net and gross operating leases. Minimum lease payments receivable, excluding tenant reimbursement of expenses, under noncancelable operating leases in effect as of December 31, 1999 are approximately as follows:

	2000 Acquisition II Properties

2000	\$ 7,688
2001	7,601
2002	5,443
2003	2,875
2004	1,631
Thereafter	846

Total	\$26,084
	=====

Two tenants represent more than 10% of rental income for the year ended December 31, 1999.

REPORT OF INDEPENDENT ACCOUNTANTS

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

We have audited the accompanying combined historical statement of revenues and certain expenses of the 2000 Acquisition III Properties as described in Note 1 for the year ended December 31, 1999. This financial statement is the responsibility of the 2000 Acquisition III Properties' management. Our responsibility is to express an opinion on this financial statement based on our audit.

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

The accompanying combined historical statement of revenues and certain expenses was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Form 8-K/A No. 1 dated December 29, 2000 of First Industrial Realty Trust, Inc. and is not intended to be a complete presentation of the 2000 Acquisition III Properties' revenues and expenses.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the revenues and certain expenses of the 2000 Acquisition III Properties for the year ended December 31, 1999 in conformity with accounting principles generally accepted in the United States of America.

PRICEWATERHOUSECOOPERS LLP

Chicago, Illinois
December 8, 2000

2000 ACQUISITION III PROPERTIES
 COMBINED HISTORICAL STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (DOLLARS IN THOUSANDS)

	For the Nine Months Ended September 30, 2000 (Unaudited)	For the Year Ended December 31, 1999
	-----	-----
Revenues:		
Rental Income	\$4,287	\$5,369
Tenant Recoveries and Other Income	2,933	3,786
	-----	-----
Total Revenues	7,220	9,155
	-----	-----
Expenses:		
Real Estate Taxes	1,983	2,548
Repairs and Maintenance	476	830
Property Management	111	147
Utilities	117	148
Insurance	14	16
Other	37	35
	-----	-----
Total Expenses	2,738	3,724
	-----	-----
Revenues in Excess of Certain Expenses	\$4,482	\$5,431
	=====	=====

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

2000 ACQUISITION III PROPERTIES
 NOTES TO COMBINED HISTORICAL STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (DOLLARS IN THOUSANDS)

1. BASIS OF PRESENTATION.

The Combined Historical Statements of Revenues and Certain Expenses (the "Statements") combined the results of operations of 18 operating industrial properties acquired by First Industrial Realty Trust, Inc. and its subsidiaries (the "Company") on December 18, 2000 (the "2000 Acquisition III Properties").

The 2000 Acquisition III Properties were acquired for an aggregate purchase price of approximately \$52.6 million.

METROPOLITAN AREA	# OF PROPERTIES	SQUARE FEET (UNAUDITED)	DATE ACQUIRED	DATE RENTAL HISTORY COMMENCED
Chicago, IL	18	1,218,800	December 18, 2000	January 1, 1999

The unaudited Combined Historical Statement of Revenues and Certain Expenses for the nine months ended September 30, 2000 reflects, in the opinion of management, all adjustments necessary for a fair presentation of the interim statement. All such adjustments are of a normal and recurring nature.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES.

The Statements exclude certain expenses such as interest, depreciation and amortization, professional fees, and other costs not directly related to the future operations of the 2000 Acquisition III Properties that may not be comparable to the expenses expected to be incurred in future operations. Management is not aware of any material factors relating to these properties which would cause the reported financial information not to be necessarily indicative of future operating results.

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

Revenue and Expense Recognition

The Statements have been prepared on the accrual basis of accounting.

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

2000 ACQUISITION III PROPERTIES
 NOTES TO COMBINED HISTORICAL STATEMENTS OF REVENUES AND CERTAIN EXPENSES
 (DOLLARS IN THOUSANDS)

3. FUTURE RENTAL REVENUES

The 2000 Acquisition III Properties are leased to tenants under net, semi-net and gross operating leases. Minimum lease payments receivable, excluding tenant reimbursement of expenses, under noncancelable operating leases in effect as of December 31, 1999 are approximately as follows:

	2000 Acquisition III Properties -----
2000	\$ 5,577
2001	5,102
2002	4,202
2003	3,343
2004	2,571
Thereafter	1,938

Total	\$ 22,733 =====

One tenant represents more than 10% of rental income for the year ended December 31, 1999.

FIRST INDUSTRIAL REALTY TRUST, INC.
 PRO FORMA BALANCE SHEET
 AS OF SEPTEMBER 30, 2000
 (DOLLARS IN THOUSANDS, EXCEPT SHARE DATA)

	First Industrial Realty Trust, Inc. (Historical) Note 2 (a) -----	2000 Acquisition A(1) Properties (Historical) Note 2 (b) -----	2000 Acquisition III Properties (Historical) Note 2 (c) -----
ASSETS			
Assets:			
Investment in Real Estate:			
Land	\$ 378,398	\$ 6,647	\$ 7,895
Buildings and Improvements	1,911,342	37,666	44,739
Furniture, Fixtures and Equipment	1,437	--	--
Construction in Progress	65,771	--	--
Less: Accumulated Depreciation	(214,052)	--	--
	-----	-----	-----
Net Investment in Real Estate	2,142,896	44,313	52,634
Real Estate Held for Sale, Net of Accumulated Depreciation and Amortization of \$35,623			
	373,474	--	--
Cash and Cash Equivalents	2,034	(44,313)	(52,634)
Restricted Cash	22,614	--	--
Tenant Accounts Receivable, Net	10,912	--	--
Investments in Joint Ventures	5,964	--	--
Deferred Rent Receivable	16,887	--	--
Deferred Financing Costs, Net	12,580	--	--
Prepaid Expenses and Other Assets, Net	89,994	--	--
	-----	-----	-----
Total Assets	\$ 2,677,355	\$ --	\$ --
	=====	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY			
Liabilities:			
Mortgage Loans Payable	\$ 103,186	\$ --	\$ --
Senior Unsecured Debt, Net	948,758	--	--
Acquisition Facilities Payable	222,200	--	--
Accounts Payable and Accrued Expenses	100,425	--	--
Rents Received in Advance and Security Deposits.....	23,606	--	--
Dividends/Distributions Payable	36,620	--	--
	-----	-----	-----
Total Liabilities	1,434,795	--	--
	-----	-----	-----
Minority Interest	186,725	--	--
Commitments and Contingencies	--	--	--
Stockholders Equity:			
Preferred Stock (\$.01 par value, 10,000,000 shares authorized, 1,650,000, 40,000, 20,000, 50,000 and 30,000 shares of Series A,B,C,D and E Cumulative Preferred Stock, respectively, issued and outstanding at September 30, 2000 having a liquidation preference of \$25 per share (\$41,250), \$2,500 per share (\$100,000), \$2,500 per share (\$50,000), \$2,500 per share (\$125,000) and \$2,500 per share (\$75,000), respectively)	18	--	--
Common Stock (\$.01 par value, 100,000,000 shares authorized, 38,625,317 shares issued and outstanding at September 30, 2000)	390	--	--
Additional Paid-in-Capital	1,199,034	--	--
Distributions in Excess of Accumulated Earnings	(121,216)	--	--
Unamortized Value of Restricted Stock Grants	(10,692)	--	--
Treasury Shares, at cost (394,300 at September 30, 2000)	(11,699)	--	--
	-----	-----	-----
Total Stockholders' Equity	1,055,835	--	--
	-----	-----	-----
Total Liabilities and Stockholders' Equity	\$ 2,677,355	\$ --	\$ --
	=====	=====	=====

	2000 Disposition A(1) Properties (Historical) Note 2 (d)	Pro Forma Adjustments Note 2 (e)	First Industrial Realty Trust, Inc. Pro Forma
	-----	-----	-----
ASSETS			
Assets:			
Investment in Real Estate:			
Land	\$ (31,667)	\$ --	\$ 361,273
Buildings and Improvements	(202,230)	--	1,791,517
Furniture, Fixtures and Equipment	--	--	1,437
Construction in Progress	--	--	65,771
Less: Accumulated Depreciation	17,846	--	(196,206)
	-----	-----	-----
Net Investment in Real Estate	(216,051)	--	2,023,792
Real Estate Held for Sale, Net of Accumulated Depreciation and Amortization of \$35,623	--	--	373,474
Cash and Cash Equivalents	235,120	(140,207)	--
Restricted Cash	--	--	22,614
Tenant Accounts Receivable, Net	--	--	10,912
Investments in Joint Ventures	--	--	5,964
Deferred Rent Receivable	(2,689)	--	14,198
Deferred Financing Costs, Net	--	--	12,580
Prepaid Expenses and Other Assets, Net	(4,621)	--	85,373
	-----	-----	-----
Total Assets	11,759	\$ (140,207)	\$ 2,548,907
	=====	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY			
Liabilities:			
Mortgage Loans Payable	\$ --	\$ --	\$ 103,186
Senior Unsecured Debt, Net	--	--	948,758
Acquisition Facilities Payable	--	(140,207)	81,993
Accounts Payable and Accrued Expenses	4,902	--	105,327
Rents Received in Advance and Security Deposits	--	--	23,606
Dividends/Distributions Payable	--	--	36,620
	-----	-----	-----
Total Liabilities	4,902	(140,207)	1,299,490
	-----	-----	-----
Minority Interest	1,077	--	187,802
Commitments and Contingencies	--	--	--
Stockholders Equity:			
Preferred Stock (\$.01 par value, 10,000,000 shares authorized, 1,650,000, 40,000, 20,000, 50,000 and 30,000 shares of Series A,B,C,D and E Cumulative Preferred Stock, respectively, issued and outstanding at September 30, 2000 having a liquidation preference of \$25 per share (\$41,250), \$2,500 per share (\$100,000), \$2,500 per share (\$50,000), \$2,500 per share (\$125,000) and \$2,500 per share (\$75,000), respectively)	--	--	18
Common Stock (\$.01 par value, 100,000,000 shares authorized, 38,625,317 shares issued and outstanding at September 30, 2000)	--	--	390
Additional Paid-in-Capital	--	--	1,199,034
Distributions in Excess of Accumulated Earnings	5,780	--	(115,436)
Unamortized Value of Restricted Stock Grants	--	--	(10,692)
Treasury Shares, at cost (394,300 at September 30, 2000)	--	--	(11,699)
	-----	-----	-----
Total Stockholders' Equity	5,780	--	1,061,615
	-----	-----	-----
Total Liabilities and Stockholders' Equity	\$ 11,759	(140,207)	\$ 2,548,907
	=====	=====	=====

The accompanying notes are an integral part of the pro forma financial statement.

FIRST INDUSTRIAL REALTY TRUST, INC.
 PRO FORMA STATEMENT OF OPERATIONS
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2000
 (DOLLARS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	First Industrial Realty Trust, Inc. (Historical) Note 3 (a) -----	2000 Acquisition A Properties (Historical) Note 3 (b) -----	2000 Acquisition I Properties (Historical) Note 3 (c) -----	2000 Acquisition II Properties (Historical) Note 3 (d) -----
REVENUES:				
Rental Income	\$ 224,499	\$ 4,688	\$ 2,261	\$ 6,415
Tenant Recoveries and Other Income	61,466	1,148	583	2,285
Total Revenues	285,965	5,836	2,844	8,700
EXPENSES:				
Real Estate Taxes	44,512	711	492	1,189
Repairs and Maintenance	12,942	407	198	694
Property Management	10,462	204	74	275
Utilities	7,409	78	22	235
Insurance	1,113	22	26	43
Other	4,542	4	30	592
General and Administrative	12,586	--	--	--
Interest	61,425	--	--	--
Amortization of Deferred Financing Costs	1,323	--	--	--
Depreciation and Other Amortization	50,035	--	--	--
Total Expenses	206,349	1,426	842	3,028
Income from Operations Before				
Equity in Income of Joint Ventures and Income Allocated to Minority Interest.....	79,616	4,410	2,002	5,672
Equity in Income of Joint Ventures	189	--	--	--
Income Allocated to Minority Interest	(12,150)	--	--	--
Income From Operations	\$ 67,655	\$ 4,410	\$ 2,002	\$ 5,672
	=====	=====	=====	=====
	2000	2000	Pro Forma	First
	Acquisition	Disposition	Adjustments	Industrial
	III	A	Note 3 (g)	Realty
	Properties	Properties		Trust, Inc.
	(Historical)	(Historical)		Pro Forma
	Note 3 (e)	Note 3 (f)		
	-----	-----	-----	-----
REVENUES:				
Rental Income	\$ 4,287	\$ (30,387)	\$ --	\$ 211,763
Tenant Recoveries and Other Income	2,933	(4,476)	--	63,939
Total Revenues	7,220	(34,863)	--	275,702
EXPENSES:				
Real Estate Taxes	1,983	(6,162)	--	42,725
Repairs and Maintenance	476	(1,673)	--	13,044
Property Management	111	(1,209)	--	9,917
Utilities	117	(955)	--	6,906
Insurance	14	(89)	--	1,129
Other	37	(1,128)	--	4,077
General and Administrative	--	--	--	12,586
Interest	--	--	(3,780)	57,645
Amortization of Deferred Financing Costs	--	--	--	1,323
Depreciation and Other Amortization	--	(4,765)	3,489	48,759
Total Expenses	2,738	(15,981)	(291)	198,111
Income from Operations Before				
Equity in Income of Joint Ventures and Income Allocated to Minority Interest.....	4,482	(18,882)	291	77,591
Equity in Income of Joint Ventures	--	--	--	189
Income Allocated to Minority Interest	--	--	(61)	(12,211)
Income From Operations	\$ 4,482	\$ (18,882)	\$ 230	\$ 65,569
	=====	=====	=====	=====

Income from Operations Per
Weighted Average Common Share

Outstanding:

Basic (38,645,312 for September 30, 2000)	\$ 1.75
	=====
Diluted (38,870,461 for September 30, 2000).....	\$ 1.74
	=====

Pro Forma Income from Operations

Per Weighted Average Common
Share Outstanding:

Basic (38,645,312 for September 30, 2000)	\$ 1.70
	=====
Diluted (38,870,461 for September 30, 2000)	\$ 1.69
	=====

The accompanying notes are an integral part of the
pro forma financial statement.

FIRST INDUSTRIAL REALTY TRUST, INC.
NOTES TO PRO FORMA FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION.

First Industrial Realty Trust, Inc. (together with its subsidiaries, the "Company") was organized in the state of Maryland on August 10, 1993. The Company is a real estate investment trust ("REIT") as defined in the Internal Revenue Code.

The Company acquired 81 operating industrial properties from unrelated parties during the period January 1, 2000 through December 29, 2000. The combined purchase price of the 81 operating industrial properties acquired totaled approximately \$262.0 million, excluding closing costs incurred in conjunction with the acquisition of the industrial properties. The 81 operating industrial properties acquired were funded with proceeds from property sales, borrowings under the Company's \$300 million unsecured revolving credit facility (the "2000 Unsecured Acquisition Facility") or working capital. The Company will operate the facilities as industrial rental property.

The accompanying unaudited September 30, 2000 pro forma balance sheet and unaudited pro forma statement of operations for the period January 1, 2000 through September 30, 2000 reflect the historical financial position of the Company as of September 30, 2000 and the historical operations of the Company for the period January 1, 2000 through September 30, 2000, adjusted by the acquisition of 33 operating industrial properties (the "2000 Acquisition A Properties"), 18 operating industrial properties (the "2000 Acquisition I Properties"), 12 operating industrial properties (the "2000 Acquisition II Properties") and 18 operating industrial properties (the "2000 Acquisition III Properties") during the period January 1, 2000 through December 29, 2000 and the sale of 109 industrial properties and several land parcels (the "2000 Disposition A Properties") during the period January 1, 2000 through December 29, 2000. The aggregate gross sales price of the 2000 Disposition A Properties totaled approximately \$433.7 million.

The accompanying unaudited pro forma balance sheet as of September 30, 2000 has been prepared as if the properties acquired or sold subsequent to September 30, 2000 had been acquired or sold, respectively, on September 30, 2000.

The accompanying unaudited pro forma statement of operations for the nine months ended September 30, 2000 has been prepared as if the properties acquired or sold subsequent to December 31, 1999 had been acquired or sold, respectively, on January 1, 1999.

The unaudited pro forma balance sheet is not necessarily indicative of what the Company's financial position would have been as of September 30, 2000 had the transactions been consummated as described above, nor does it purport to present the future financial position of the Company. The unaudited pro forma statement of operations is not necessarily indicative of what the Company's results of operations would have been for the nine months ended September 30, 2000 had the transactions been consummated as described above, nor does it purport to present the future results of operations of the Company.

FIRST INDUSTRIAL REALTY TRUST, INC.
NOTES TO PRO FORMA FINANCIAL STATEMENTS

2. BALANCE SHEET PRO FORMA ASSUMPTIONS AND ADJUSTMENTS - SEPTEMBER 30, 2000
- (a) The historical balance sheet reflects the financial position of the Company as of September 30, 2000 as reported in the Company's Form 10-Q dated November 14, 2000.
 - (b) Represents the 2000 Acquisition A Properties that were acquired subsequent to September 30, 2000 (the "2000 Acquisition A(1) Properties") as if the acquisitions had occurred on September 30, 2000. The 2000 Acquisition A(1) Properties were acquired for approximately \$44.4 million, in the aggregate, which was funded with cash.
 - (c) Represents the 2000 Acquisition III Properties that were acquired subsequent to September 30, 2000 as if the acquisitions had occurred on September 30, 2000. The 2000 Acquisition III Properties were acquired for approximately \$52.6 million, in the aggregate, which was funded with cash.
 - (d) Represents the 2000 Disposition A Properties that were sold subsequent to September 30, 2000 (the "2000 Disposition A(1) Properties") as if the sales had occurred on September 30, 2000. The aggregate gross sales price of the 2000 Disposition A(1) Properties totaled approximately \$240.6 million.
 - (e) Represents the adjustments needed to present the pro forma balance sheet as of September 30, 2000 as if borrowings and repayments subsequent to September 30, 2000 under the Company's 2000 Unsecured Acquisition Facility, due to the acquisitions and sales disclosed above, had occurred on September 30, 2000.
3. STATEMENT OF OPERATIONS PRO FORMA ASSUMPTIONS AND ADJUSTMENTS - SEPTEMBER 30, 2000
- (a) The historical operations reflect the operations of the Company for the period January 1, 2000 through September 30, 2000 as reported in the Company's Form 10-Q dated November 14, 2000.
 - (b) The historical operations reflect the operations of the 2000 Acquisition A Properties for the period January 1, 2000 through the earlier of their respective acquisition dates or September 30, 2000.
 - (c) The historical operations reflect the operations of the 2000 Acquisition I Properties for the period January 1, 2000 through June 30, 2000, their acquisition date.
 - (d) The historical operations reflect the operations of the 2000 Acquisition II Properties for the period January 1, 2000 through September 28, 2000, their acquisition date.
 - (e) The historical operations reflect the operations of the 2000 Acquisition III Properties for the period January 1, 2000 through September 30, 2000.
 - (f) The historical operations reflect the operations of the 2000 Disposition A Properties for the period January 1, 2000 through the earlier of their respective sale dates or September 30, 2000.
 - (g) The interest expense adjustment reflects an increase in the acquisition facility borrowings at the 30-day London Interbank Offered Rate ("LIBOR") plus .8% for borrowings under the Company's 2000 Unsecured Acquisition Facility for the assumed earlier purchase of the 2000 Acquisition A Properties, the 2000 Acquisition I Properties, the 2000 Acquisition II Properties and the 2000 Acquisition III Properties, offset by the interest savings related to the assumed repayment of acquisition facility borrowings at LIBOR plus .8% on January 1, 1999 from the proceeds of the sales of the 2000 Disposition A Properties as if the sales occurred on January 1, 1999.

FIRST INDUSTRIAL REALTY TRUST, INC.
NOTES TO PRO FORMA FINANCIAL STATEMENTS

The depreciation and amortization adjustment reflects the charges for the 2000 Acquisition A Properties, the 2000 Acquisition I Properties, the 2000 Acquisition II Properties and the 2000 Acquisition III Properties from January 1, 2000 through the earlier of their respective acquisition dates or September 30, 2000 as if such properties were acquired on January 1, 1999.

Income allocated to minority interest reflects income attributable to Units owned by unitholders other than the Company. The minority interest adjustment reflects a weighted average 15.8% minority interest for the nine months ended September 30, 2000.

FIRST INDUSTRIAL REALTY TRUST, INC.
 PRO FORMA STATEMENT OF OPERATIONS
 FOR THE YEAR ENDED DECEMBER 31, 1999
 (DOLLARS IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	First Industrial Realty Trust, Inc. (Historical) Note 2 (a) -----	2000 Acquisition A Properties (Historical) Note 2 (b) -----	2000 Acquisition I Properties (Historical) Note 2 (c) -----	2000 Acquisition II Properties (Historical) Note 2 (d) -----
REVENUES:				
Rental Income	\$ 295,938	\$ 8,789	\$ 5,008	\$ 8,069
Tenant Recoveries and Other Income	78,217	1,531	1,208	2,803
	-----	-----	-----	-----
Total Revenues	374,155	10,320	6,216	10,872
	-----	-----	-----	-----
EXPENSES:				
Real Estate Taxes	56,573	1,416	987	1,508
Repairs and Maintenance	16,827	749	203	1,395
Property Management	10,875	362	151	382
Utilities	9,933	166	37	322
Insurance	832	53	45	57
Other	3,955	20	13	699
General and Administrative	13,259	--	--	--
Interest	79,869	--	--	--
Amortization of Deferred Financing Costs	1,362	--	--	--
Depreciation and Other Amortization	68,412	--	--	--
	-----	-----	-----	-----
Total Expenses	261,897	2,766	1,436	4,363
	-----	-----	-----	-----
Income from Operations Before Equity in Income of Joint Ventures and Income Allocated to Minority Interest	112,258	7,554	4,780	6,509
Equity in Income of Joint Ventures	302	--	--	--
Income Allocated to Minority Interest	(17,609)	--	--	--
	-----	-----	-----	-----
Income From Operations	\$ 94,951	\$ 7,554	\$ 4,780	\$ 6,509
	=====	=====	=====	=====

	2000 Acquisition III Properties (Historical) Note 2 (e) -----	2000 Disposition A Properties (Historical) Note 2 (f) -----	Pro Forma Adjustments Note 2 (g) -----	First Industrial Realty Trust, Inc. Pro Forma -----
REVENUES:				
Rental Income	\$ 5,369	\$(42,972)	\$ --	\$280,201
Tenant Recoveries and Other Income	3,786	(6,812)	--	80,733
	-----	-----	-----	-----
Total Revenues	9,155	(49,784)	--	360,934
	-----	-----	-----	-----
EXPENSES:				
Real Estate Taxes	2,548	(9,060)	--	53,972
Repairs and Maintenance	830	(2,138)	--	17,866
Property Management	147	(1,666)	--	10,251
Utilities	148	(1,199)	--	9,407
Insurance	16	(117)	--	886
Other	35	(543)	--	4,179
General and Administrative	--	--	--	13,259
Interest	--	--	(3,989)	75,880
Amortization of Deferred Financing Costs	--	--	--	1,362
Depreciation and Other Amortization	--	(8,432)	5,567	65,547
	-----	-----	-----	-----
Total Expenses	3,724	(23,155)	1,578	252,609
	-----	-----	-----	-----
Income from Operations Before Equity in Income of Joint Ventures and Income Allocated to Minority Interest	5,431	(26,629)	(1,578)	108,325
Equity in Income of Joint Ventures	--	--	--	302
Income Allocated to Minority Interest	--	--	142	(17,467)
	-----	-----	-----	-----
Income From Operations	\$ 5,431	\$(26,629)	\$ (1,436)	\$ 91,160
	=====	=====	=====	=====
Income from Operations Per Weighted Average Common Share				

Outstanding:	
Basic (38,042,214 for December 31, 1999)	\$ 2.50
	=====
Diluted (38,144,015 for December 31, 1999).....	\$ 2.49
	=====

Pro Forma Income from Operations	
Per Weighted Average Common Share Outstanding:	
Basic (38,042,214 for December 31, 1999)	\$ 2.40
	=====
Diluted (38,144,015 for December 31, 1999)	\$ 2.39
	=====

The accompanying notes are an integral part of the pro forma financial statement.

FIRST INDUSTRIAL REALTY TRUST, INC.
NOTES TO PRO FORMA FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION.

First Industrial Realty Trust, Inc. (together with its subsidiaries, the "Company") was organized in the state of Maryland on August 10, 1993. The Company is a real estate investment trust ("REIT") as defined in the Internal Revenue Code.

The Company acquired 81 operating industrial properties from unrelated parties during the period January 1, 2000 through December 29, 2000. The combined purchase price of the 81 operating industrial properties acquired totaled approximately \$262.0 million, excluding closing costs incurred in conjunction with the acquisition of the industrial properties. The 81 operating industrial properties acquired were funded with proceeds from property sales, borrowings under the Company's \$300 million unsecured revolving credit facility (the "2000 Unsecured Acquisition Facility") or working capital. The Company will operate the facilities as industrial rental property.

The accompanying unaudited pro forma statement of operations for the Company reflects the historical operations of the Company for the period January 1, 1999 through December 31, 1999, adjusted by the acquisition of 33 operating industrial properties (the "2000 Acquisition A Properties"), 18 operating industrial properties (the "2000 Acquisition I Properties"), 12 operating industrial properties (the "2000 Acquisition II Properties") and 18 operating industrial properties (the "2000 Acquisition III Properties") during the period January 1, 2000 through December 29, 2000 and the sale of 109 industrial properties and several land parcels (the "2000 Disposition A Properties") during the period January 1, 2000 through December 29, 2000. The aggregate gross sales price of the 2000 Disposition A Properties totaled approximately \$433.7 million.

The accompanying unaudited pro forma statement of operations for the year ended December 31, 1999 has been prepared as if the properties acquired or sold subsequent to December 31, 1999 had been acquired or sold, respectively, on January 1, 1999.

The unaudited pro forma statement of operations is not necessarily indicative of what the Company's results of operations would have been for the year ended December 31, 1999 had the transactions been consummated as described above, nor does it purport to present the future results of operations of the Company.

2. STATEMENT OF OPERATIONS PRO FORMA ASSUMPTIONS AND ADJUSTMENTS -
DECEMBER 31, 1999

- (a) The historical operations reflect income from continuing operations of the Company for the period January 1, 1999 through December 31, 1999 as reported on the Company's Form 10-K dated March 15, 2000.
- (b) The historical operations reflect the operations of the 2000 Acquisition A Properties for the period January 1, 1999 through December 31, 1999.
- (c) The historical operations reflect the operations of the 2000 Acquisition I Properties for the period January 1, 1999 through December 31, 1999.
- (d) The historical operations reflect the operations of the 2000 Acquisition II Properties for the period January 1, 1999 through December 31, 1999.
- (e) The historical operations reflect the operations of the 2000 Acquisition III Properties for the period January 1, 1999 through December 31, 1999.
- (f) The historical operations reflect the operations of the 2000 Disposition A Properties for the period January 1, 1999 through December 31, 1999.

FIRST INDUSTRIAL REALTY TRUST, INC.
NOTES TO PRO FORMA FINANCIAL STATEMENTS

- (g) The interest expense adjustment reflects an increase in the acquisition facility borrowings at the 30-day London Interbank Offered Rate ("LIBOR") plus .8% for borrowings under the Company's 2000 Unsecured Acquisition Facility for the assumed earlier purchase of the 2000 Acquisition A Properties, the 2000 Acquisition I Properties, the 2000 Acquisition II Properties and the 2000 Acquisition III Properties, offset by the interest savings related to the assumed repayment of acquisition facility borrowings at LIBOR plus .8% on January 1, 1999 from the proceeds of the sales of the 2000 Disposition A Properties as if the sales occurred on January 1, 1999.

The depreciation and amortization adjustment reflects the charges for the 2000 Acquisition A Properties, the 2000 Acquisition I Properties, the 2000 Acquisition II Properties and the 2000 Acquisition III Properties from January 1, 1999 through December 31, 1999, as if such properties were acquired on January 1, 1999.

Income allocated to minority interest reflects income attributable to Units owned by unitholders other than the Company. The minority interest adjustment reflects a weighted average 16.0% minority interest for the twelve months ended December 31, 1999.

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.

March 7, 2001

By: /s/ Michael J. Havala

Michael J. Havala
Chief Financial Officer
(Principal Financial and
Accounting Officer)

EXHIBIT INDEX

Exhibit No. -----	Description -----
23	Consent of PricewaterhouseCoopers LLP, Independent Accountants

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (File No.'s 33-95190, 333-03999, 333-21887, 333-57355, 333-43641, 333-53835, 333-64743 and 333-38850) and Registration Statements on Form S-8 (File No.'s 33-95188, 333-36699 and 333-45317) of First Industrial Realty Trust, Inc. of our report dated June 28, 2000 relating to the combined historical statement of revenues and certain expenses of the 2000 Acquisition I Properties for the year ended December 31, 1999, of our report dated February 2, 2001 relating to the combined historical statement of revenues and certain expenses of the 2000 Acquisition II Properties for the year ended December 31, 1999 and of our report dated December 8, 2000 relating to the combined historical statement of revenues and certain expenses for the 2000 Acquisition III Properties for the year ended December 31, 1999, which each appear in this Form 8-K/A No. 1.

PRICEWATERHOUSECOOPERS LLP

Chicago, Illinois
March 7, 2001