

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  <b>First Industrial Realty Trust, Inc.</b>		2 Issuer's employer identification number (EIN)  <b>36-3935116</b>	
3 Name of contact for additional information  <b>Maureen King</b>	4 Telephone No. of contact  <b>(312) 344-4300</b>	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  <b>311 S. Wacker Drive, Suite 3900</b>		7 City, town, or post office, state, and Zip code of contact  <b>Chicago, IL 60606</b>	
8 Date of action  <b>7/18/2013 - Settlement Date</b>		9 Classification and description  <b>7.25% Series K Cumulative Redeemable Preferred Stock Redemption</b>	
10 CUSIP number  <b>32054K772</b>	11 Serial number(s)	12 Ticker symbol  <b>FR-PrK</b>	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 ▶ **First Industrial Realty Trust, Inc. redeemed all of the outstanding depositary shares relating to its 7.25% Series K Cumulative Redeemable Preferred Stock at a redemption price of \$25 per depositary share. [Notice of Redemption Date - 6/14/2013; Settlement Date - 7/18/2013]**

**The Company paid all accrued and unpaid dividends on the redeemed Series K Preferred Stock through the date of redemption.**

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 redemption will be treated as a sale or exchange within the meaning of IRC Section 302(b) if it (a) is "substantially disproportionate" with respect to the holder; (b) results in a "complete termination" of the holder's share interest in First Industrial Realty Trust, Inc; or (c) is "not essentially equivalent to a dividend" with respect to a particular holder. In determining whether any of these tests have been met, depositary shares considered to be owned by the holder by reason of certain constructive ownership rules set forth in the IRC, as well as depositary shares actually owned by the holder must generally be taken into account. If a particular holder of depositary shares owns (actually or constructively) no shares of our common stock, or an insubstantial percentage of the outstanding shares of common stock, a redemption of shares of that holder is likely to qualify for sale or exchange treatment because the redemption would not be "essentially equivalent to a dividend." However, because the determination as to whether any of the alternative tests of Section 302(b) will be satisfied with respect to any particular holder depends on the facts and circumstances at the time that the determination must be made, shareholders are advised to consult their own tax advisors to determine such tax treatment.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Each shareholder must determine their adjusted tax basis in the redeemed shares in order to calculate the gain or loss to recognize. We encourage shareholders to consult with their personal tax advisors as to their adjusted tax basis in the redeemed shares and the specific tax treatment.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based Internal Revenue Code Sections 301, 302 and 1001.

Blank lines for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? Yes, a tax loss may be recognized by a shareholder if its adjusted tax basis in the redeemed shares exceeds the net proceeds received, provided that the shareholder is eligible for sale or exchange treatment.

Blank lines for providing details for question 18.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year The reportable tax year is 2013.

Blank lines for providing other information for question 19.

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: Scott A. Musil Date: 7/18/13

Print your name: Scott A. Musil Title: CFO

Paid Preparer Use Only

Print/Type preparer's name Michael Hest	Preparer's signature Michael Hest	Date 7/18/13	Check <input type="checkbox"/> if self-employed	PTIN P0054677
Firm's name Ernst & Young LLP	Firm's address 155 North Wacker Drive Chicago IL 60606		Firm's EIN 34-6565596	Phone no. 312 879-2000