

FIRST INDUSTRIAL REALTY TRUST, INC.
FORM 10-Q
FOR THE PERIOD ENDED SEPTEMBER 30, 1996

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

FIRST INDUSTRIAL REALTY TRUST, INC.
CONSOLIDATED BALANCE SHEETS
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

	September 30, 1996	December 31, 1995
	-----	-----
ASSETS		
Assets:		
Investment in Real Estate:		
Land.....	\$ 141,405	\$ 109,227
Buildings and Improvements.....	806,073	645,872
Furniture, Fixtures and Equipment.....	1,662	2,024
Construction in Progress.....	15,581	393
Less: Accumulated Depreciation.....	(85,018)	(68,749)
	-----	-----
Net Investment in Real Estate.....	879,703	688,767
Cash and Cash Equivalents.....	4,552	8,919
Restricted Cash.....	9,567	11,732
Tenant Accounts Receivable, Net.....	4,938	2,561
Deferred Rent Receivable.....	8,416	7,676
Interest Rate Protection Agreements, Net.....	8,415	8,529
Deferred Financing Costs, Net.....	8,091	9,422
Prepaid Expenses and Other Assets, Net.....	15,782	16,298
	-----	-----
Total Assets.....	\$ 939,464	\$ 753,904
	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Mortgage Loans Payable.....	\$ 392,338	\$ 346,850
Construction Loans Payable.....	---	4,873
Acquisition Facilities Payable.....	62,310	48,235
Promissory Notes Payable.....	9,919	---
Accounts Payable and Accrued Expenses.....	21,041	12,468
Rents Received in Advance and Security Deposits.....	4,894	4,124
Dividends/Distributions Payable.....	12,802	10,422
	-----	-----
Total Liabilities.....	503,304	426,972
Minority Interest.....	35,530	20,909
Commitments and Contingencies.....	---	---
Stockholders' Equity:		
Preferred Stock (\$.01 par value, 10,000,000 shares authorized, 1,650,000 shares issued and outstanding).....	17	17
Common Stock (\$.01 par value, 100,000,000 shares authorized, 24,137,881 and 18,950,216 shares issued and outstanding at September 30, 1996 and December 31, 1995, respectively).....	241	190
Additional Paid-in-Capital.....	445,402	338,907
Distributions in Excess of Accumulated Earnings.....	(45,030)	(33,091)
	-----	-----
Total Stockholders' Equity.....	400,630	306,023
Total Liabilities and Stockholders' Equity.....	\$ 939,464	\$ 753,904
	=====	=====

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

FIRST INDUSTRIAL REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

	Nine Months Ended	Nine Months Ended
	September 30, 1996	September 30, 1995
Revenues:		
Rental Income.....	\$ 78,054	\$ 61,680
Tenant Recoveries and Other Income.....	23,545	16,860
	-----	-----
Total Revenues.....	101,599	78,540
	-----	-----
Expenses:		
Real Estate Taxes.....	17,061	12,563
Repairs and Maintenance.....	4,231	2,953
Property Management.....	3,657	2,563
Utilities.....	2,758	1,567
Insurance.....	824	676
Other.....	736	573
General and Administrative.....	2,899	2,254
Interest.....	21,600	21,109
Amortization of Interest Rate Protection Agreements and Deferred Financing Costs.....	2,412	3,684
Depreciation and Other Amortization.....	20,458	16,320
Disposition of Interest Rate Protection Agreement.....	----	6,410
	-----	-----
Total Expenses.....	76,636	70,672
	-----	-----
Income Before Gain on Sales of Properties, Minority Interest and Extraordinary Loss.....	24,963	7,868
Gain on Sales of Properties.....	4,320	---
	-----	-----
Income Before Minority Interest and Extraordinary Loss.....	29,283	7,868
Income Allocated to Minority Interest.....	(2,164)	(593)
	-----	-----
Income Before Extraordinary Loss.....	27,119	7,275
Extraordinary Loss.....	(821)	---
	-----	-----
Net Income.....	26,298	7,275
Less: Preferred Stock Dividends.....	(2,939)	---
	-----	-----
Net Income Available to Common Stockholders.....	\$ 23,359	\$ 7,275
	=====	=====
Net Income Available to Common Stockholders Before Extraordinary Loss Per Weighted Average Common Share Outstanding (23,529,280 and 18,881,399 as of September 30, 1996 and 1995, respectively).....	\$ 1.03	\$.39
	=====	=====
Extraordinary Loss Per Weighted Average Common Share Outstanding (23,529,280 and 18,881,399 as of September 30, 1996 and 1995, respectively).....	\$ (.04)	\$ ---
	=====	=====
Net Income Available to Common Stockholders Per Weighted Average Common Share Outstanding (23,529,280 and 18,881,399 as of September 30, 1996 and 1995, respectively).....	\$.99	\$.39
	=====	=====

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

FIRST INDUSTRIAL REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

	Three Months Ended	Three Months Ended
	September 30, 1996	September 30, 1995
	-----	-----
Revenues:		
Rental Income.....	\$ 28,173	\$ 21,403
Tenant Recoveries and Other Income.....	8,002	5,660
	-----	-----
Total Revenues.....	36,175	27,063
	-----	-----
Expenses:		
Real Estate Taxes.....	6,156	4,385
Repairs and Maintenance.....	1,372	997
Property Management.....	1,330	927
Utilities.....	940	484
Insurance.....	286	230
Other.....	187	228
General and Administrative.....	998	789
Interest.....	7,603	7,344
Amortization of Interest Rate Protection Agreements and Deferred Financing Costs.....	838	705
Depreciation and Other Amortization.....	7,046	5,564
Disposition of Interest Rate Protection Agreement.....	----	6,410
	-----	-----
Total Expenses.....	26,756	28,063
	-----	-----
Income (Loss) Before Minority Interest.....	9,419	(1,000)
Income (Loss) Allocated to Minority Interest.....	(759)	75
	-----	-----
Net Income (Loss).....	8,660	(925)
Less: Preferred Stock Dividends.....	(980)	---
	-----	-----
Net Income (Loss) Available to Common Stockholders.....	\$ 7,680	\$ (925)
	=====	=====
Net Income (Loss) Available to Common Stockholders Per Weighted Average Common Share Outstanding (24,137,881 and 18,881,399 as of September 30, 1996 and 1995, respectively).....	\$.32	\$ (.05)
	=====	=====

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

FIRST INDUSTRIAL REALTY TRUST, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(DOLLARS IN THOUSANDS)
(UNAUDITED)

	Nine Months Ended	Nine Months Ended
	September 30, 1996	September 30, 1995
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income.....	\$ 26,298	\$ 7,275
Income Allocated to Minority Interest.....	2,164	593
	-----	-----
Income Before Minority Interest.....	28,462	7,868
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Depreciation.....	17,888	14,355
Amortization of Interest Rate Protection Agreements and Deferred Financing Costs.....	2,412	3,684
Other Amortization.....	2,570	1,965
Gain on Sales of Properties.....	(4,320)	---
Extraordinary Loss.....	821	---
Provision for Bad Debts.....	200	93
Loss from Disposition of Interest Rate Protection Agreement (Increase) in Tenant Accounts Receivable and Prepaid Expenses and Other Assets.....	(4,536)	(1,173)
(Increase) in Deferred Rent Receivable.....	(740)	(1,341)
Increase (Decrease) in Accounts Payable and Accrued Expenses and Rents Received in Advance and Security Deposits.....	4,536	(2,033)
Organization Costs.....	(30)	(117)
(Increase) Decrease in Restricted Cash.....	926	(1,268)
	-----	-----
Net Cash Provided by Operating Activities.....	48,189	28,443
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases and Additions to Investment in Real Estate.....	(177,269)	(71,987)
Proceeds from Sales of Investment in Real Estate.....	12,119	---
Decrease in Restricted Cash.....	1,239	3,108
	-----	-----
Net Cash Used in Investing Activities.....	(163,911)	(68,879)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from Sale of Common Stock.....	113,850	---
Common Stock Underwriting Discounts/Offering Costs.....	(6,957)	---
Preferred Stock Offering Costs.....	(408)	---
Proceeds from Acquisition Facilities Payable.....	75,197	60,800
Repayments on Acquisition Facilities Payable.....	(61,121)	---
Proceeds from Disposition of Interest Rate Protection Agreement.....	---	12,852
Purchase of Interest Rate Protection Agreements.....	---	(12,852)
Proceeds from Mortgage Loans Payable.....	36,750	9,040
Repayments on Mortgage Loans Payable.....	(679)	---
Repayments on Construction Loans Payable.....	(4,873)	---
Dividends/Distributions.....	(35,190)	(28,944)
Preferred Stock Dividends.....	(3,408)	---
Debt Issuance Costs.....	(1,806)	(2,149)
	-----	-----
Net Cash Provided by Financing Activities.....	111,355	38,747
	-----	-----
Net (Decrease) in Cash and Cash Equivalents.....	(4,367)	(1,689)
Cash and Cash Equivalents, Beginning of Period.....	8,919	9,117
	-----	-----
Cash and Cash Equivalents, End of Period.....	\$ 4,552	\$ 7,428
	=====	=====

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 FOR 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 ("REIT") as defined in the Internal Revenue Code. The Company is continuing and expanding the Midwestern industrial property business of The Shidler Group and the properties and businesses contributed by three other contributing businesses (the "Contributing Businesses"). The Company's operations are conducted primarily through First Industrial, L.P. (the "Operating Partnership") of which the Company is the sole general partner. As of September 30, 1996, the Company owned 328 in-service properties located in 14 states, containing an aggregate of approximately 29.9 million square feet of gross leasable area. Of the 328 properties owned by the Company, 195 are held by First Industrial Financing Partnership, L.P. (the "Financing Partnership"), 90 are held by the Operating Partnership or the Operating Partnership's Pennsylvania subsidiaries, 19 are held by First Industrial Securities, L.P. (the "Securities Partnership"), 23 are held by First Industrial Mortgage Partnership, L.P. (the "Mortgage Partnership") and 1 is held by First Industrial Indianapolis, L.P. (the "Indianapolis Partnership").

On June 30, 1994, the Company completed its initial public offering of 15,175,000 shares of \$.01 par value common stock (the "Initial Offering") and, in July 1994, issued an additional 1,400,000 shares pursuant to an over-allotment option. The price per share in the Initial Offering and the over-allotment option was \$23.50, resulting in gross offering proceeds of approximately \$389,512. Net of underwriters' discount and total offering expenses, the Company received approximately \$355,217 in proceeds from the Initial Offering and the over-allotment option. On June 30, 1994, the Company (through the Financing Partnership) borrowed \$300,000 (the "1994 Mortgage Loan") from an institutional lender. The net proceeds from the Initial Offering and 1994 Mortgage Loan were used primarily to acquire properties, repay indebtedness and pay certain fees and expenses. The Company began operations on July 1, 1994.

On February 2, 1996, the Company issued an additional 5,175,000 shares of \$.01 par value common stock (the "1996 Equity Offering") inclusive of the underwriters' over-allotment option. The price per share in the 1996 Equity Offering was \$22, resulting in gross offering proceeds of \$113,850. Net of underwriters' discount and total offering expenses, the Company received approximately \$106,291. The net proceeds from the 1996 Equity Offering were used to pay down the 1994 Acquisition Facility, 1995 Acquisition Facility and Construction Loans (hereinafter defined) and fund properties subsequently acquired.

2. BASIS OF PRESENTATION

First Industrial Realty Trust, Inc. is the sole general partner of the Operating Partnership, with an approximate 91.8% ownership interest at September 30, 1996. First Industrial Realty Trust, Inc. is the sole stockholder of First Industrial Finance Corporation, First Industrial Securities Corporation, First Industrial Mortgage Corporation and First Industrial Indianapolis Corporation, which are the sole general partners of the Financing Partnership, the Securities Partnership, the Mortgage Partnership and the Indianapolis Partnership, respectively. The Operating Partnership is the sole limited partner of the Financing Partnership, the Securities Partnership, the Mortgage Partnership and the Indianapolis Partnership. All significant intercompany transactions have been eliminated in consolidation. Purchase accounting has been applied when ownership interests in properties were acquired for cash. The historical cost basis of properties has been carried over when the Contributing Businesses' ownership interests were exchanged for Operating Partnership units and purchase accounting has been used for all other properties that were acquired for Operating Partnership units.

FIRST INDUSTRIAL REALTY TRUST, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 (DOLLARS IN THOUSANDS, EXCEPT FOR PER SHARE DATA)
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In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial position of the Company as of September 30, 1996 and the results of operations and cash flows for the nine months ended September 30, 1996 and 1995, and for the three months ended September 30, 1996 and 1995, have been included.

Minority interest in the Company at September 30, 1996 represents the approximately 8.2% aggregate partnership interest in the Operating Partnership held by the limited partners thereof.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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 September 30, 1996 and December 31, 1995, and the reported amounts of revenues and expenses for the nine months ended September 30, 1996 and 1995, and for the three months ended September 30, 1996 and 1995. Actual results could differ from those estimates.

Revenue Recognition:

Rental income is recognized on a straight-line method under which contractual rent increases are recognized evenly over the lease term. Tenant recovery income includes payments from tenants for taxes, insurance and other property operating expenses and is recognized as revenues in the same period the related expenses are incurred by the Company.

The Company provides an allowance for doubtful accounts against the portion of tenant accounts receivable which is estimated to be uncollectible. Accounts receivable in the consolidated balance sheets are shown net of an allowance for doubtful accounts of \$700 and \$500 as of September 30, 1996 and December 31, 1995, respectively.

Investment in Real Estate and Depreciation:

Real estate assets are carried at the lower of depreciated cost or fair value as determined by the Company. The Company reviews its properties on a quarterly basis for impairment and provides a provision if impairments are determined. First, to determine if impairment may exist, the Company reviews its properties and identifies those which have had either an event of change or event of circumstances warranting further assessment of recoverability. Then, the Company estimates the fair value of those properties on an individual basis by capitalizing the expected net operating income and discounting the expected cash flows of the properties. Such amounts are then compared to the property's depreciated cost to determine whether an impairment exists. Interest expense, real estate taxes and other directly related expenses incurred during construction periods are capitalized and depreciated commencing with the date placed in service, on the same basis as the related assets. Depreciation expense is computed using the straight-line method based on the following useful lives:

	Years -----
Buildings and Improvements.....	31.5 to 40
Land Improvements.....	15
Furniture, Fixtures and Equipment.....	5 to 10

FIRST INDUSTRIAL REALTY TRUST, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Construction expenditures for tenant improvements and leasing commissions are capitalized and amortized over the terms of each specific lease. Maintenance and repairs are charged to expense when incurred. Expenditures for improvements are capitalized.

When assets are sold or retired, their costs and related accumulated depreciation are removed from the accounts with the resulting gains or losses reflected in net income or loss.

Cash and Cash Equivalents:

Cash and Cash Equivalents include all cash and liquid investments with an initial maturity of three months or less. The carrying amount approximates fair value due to the short maturity of these investments.

Income Taxes:

The Company has elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended (the "Code"). As a result, the Company generally is not subject to federal income taxation at the corporate level to the extent it distributes annually at least 95% of its REIT taxable income, as defined in the Code, to its stockholders and satisfies certain other requirements. Accordingly, no provision has been made for federal income taxes in the accompanying consolidated financial statements.

The Company and certain of its subsidiaries are subject to certain state and local income, excise and franchise taxes. The provision for such state and local taxes has been reflected in general and administrative expense in the consolidated statement of operations and has not been separately stated due to its insignificance.

For federal income tax purposes, the cash distributions paid to stockholders may be characterized as ordinary income, return of capital (generally non-taxable) or capital gains.

Fair Value of Financial Instruments:

The Company's financial instruments include short-term investments, tenant accounts receivable, accounts payable, other accrued expenses, mortgage loans payable and acquisition facilities payable. The fair values of these financial instruments were not materially different from their carrying or contract values. The Company's financial instruments also include interest rate protection agreements (see Note 4).

Deferred Financing Costs:

Deferred financing costs include fees and costs incurred to obtain long-term financing. These fees and costs are being amortized over the terms of the respective loans. Accumulated amortization of deferred financing costs was \$5,892 and \$3,593, at September 30, 1996 and December 31, 1995, respectively. Unamortized deferred financing fees are written-off when debt is retired before the maturity date (see Note 11).

Earnings Per Common Share:

Net income per share amounts are based on the weighted average of common and common stock equivalent (stock options) shares outstanding. As of September 30, 1996 and 1995, the number of shares of common stock outstanding was 24,137,881 and 18,950,216, respectively.

FIRST INDUSTRIAL REALTY TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(DOLLARS IN THOUSANDS, EXCEPT FOR PER SHARE DATA)
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4. MORTGAGE LOANS, ACQUISITION FACILITIES, CONSTRUCTION LOANS AND
PROMISSORY NOTES PAYABLE

Mortgage Loans:

Concurrent with the Initial Offering, the Company (through the Financing Partnership) borrowed \$300,000 under a mortgage loan (the "1994 Mortgage Loan"). The 1994 Mortgage Loan is cross-collateralized by, among other things, first mortgage liens on the 195 properties owned by the Financing Partnership. The 1994 Mortgage Loan will mature on June 30, 1999, unless extended by the Company, subject to certain conditions, for an additional two-year period, thereby maturing on June 30, 2001. The Operating Partnership has guaranteed certain obligations of the Financing Partnership under the 1994 Mortgage Loan. The 1994 Mortgage Loan provides for interest only payments which have been effectively fixed at a rate of 6.97% through June 30, 2001 by certain interest rate protection agreements. Interest payable related to the 1994 Mortgage Loan was \$1,705 and \$1,905 at September 30, 1996 and December 31, 1995, respectively. Payments to (from) the Company under the interest rate protection agreements for the nine months ended September 30, 1996 and 1995 totaled (\$224) and \$691, respectively, and for the three months ended September 30, 1996 and 1995 totaled (\$81) and \$285, respectively, which have been included as a component of interest expense.

In conjunction with obtaining the 1994 Mortgage Loan, the Company purchased an interest rate protection agreement which effectively limited the interest rate during the initial five-year term of the 1994 Mortgage Loan to 7.2% per annum. Prior to the subsequent replacement of this interest rate protection agreement, its cost of \$18,450 had been capitalized and was being amortized over the five-year term of the agreement.

Effective July 1, 1995, the Company replaced such interest rate protection agreement with new interest rate protection agreements and entered into interest rate swap agreements, which together effectively fix the annual interest rate on the 1994 Mortgage Loan at 6.97% for six years through June 30, 2001. As a result of the replacement of the interest rate protection agreement, the Company incurred a one-time loss of \$6.4 million, of which \$6.3 million represents the difference between the unamortized cost of the replaced interest rate protection agreement and the cost of the new agreements. In the event that the Company does not exercise the two-year option to extend the 1994 Mortgage Loan, the risk associated with the interest rate protection agreements is that the Company would be obligated to perform its obligations under the terms or would either pay or receive cash to terminate the agreement. In either event, the impact of such transaction would be reflected in the Company's financial statements. The costs of the new interest rate protection agreements have been capitalized and are being amortized over the respective terms of the agreements. Under the terms of the new interest rate protection agreements, certain collateral may be required to be set aside for amounts that could become due under the agreements. At September 30, 1996 and December 31, 1995, cash collateral of \$0 and \$2,557, respectively, was included in restricted cash. Accumulated amortization on the interest rate protection agreements was \$184 and \$60 as of September 30, 1996 and December 31, 1995, respectively.

At September 30, 1996, the fair market value of the interest rate protection agreements was approximately \$11,665, which exceeded the \$8,415 net book value by approximately \$3,250. The fair market value was determined by a third party evaluation and is based on estimated discounted future cash flows.

FIRST INDUSTRIAL REALTY TRUST, INC.
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 (DOLLARS IN THOUSANDS, EXCEPT FOR PER SHARE DATA)
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Under the terms of the 1994 Mortgage Loan, certain cash reserves are required to be and have been set aside for payment of tenant improvements, capital expenditures, interest, real estate taxes, insurance and potential environmental costs. The amount of cash reserves for payment of potential environmental costs was determined by the lender and was established at the closing of the 1994 Mortgage Loan. The amounts included in the cash reserves relating to payments of tenant improvements, capital expenditures, interest, real estate taxes and insurance were determined by the lender and approximate the next periodic payment of such items. At September 30, 1996 and December 31, 1995, these reserves totaled \$8,180 and \$8,552, respectively, and are included in Restricted Cash. Such cash reserves were invested in a money market fund at September 30, 1996. The maturity of these investments is one day. Accordingly, cost approximates fair market value.

On December 29, 1995 the Mortgage Partnership borrowed \$40,200 under a mortgage loan (the "1995 Mortgage Loan") from an institutional lender. In the first quarter of 1996, the Company made a one time payoff of \$200 on the 1995 Mortgage Loan decreasing the outstanding balance to \$40,000. The 1995 Mortgage Loan matures on January 11, 2026 and provides for interest only payments through January 11, 1998, after which monthly principal and interest payments are required based on a 28-year amortization schedule. The interest rate under the 1995 Mortgage Loan is fixed at 7.22% per annum through January 11, 2003. After January 11, 2003, the interest rate adjusts through a predetermined formula based on the applicable Treasury rate. Interest payable related to the 1995 Mortgage Loan was \$168 and \$24 at September 30, 1996 and December 31, 1995, respectively. The 1995 Mortgage Loan is collateralized by 23 properties held by the Mortgage Partnership.

Under the terms of the 1995 Mortgage Loan, certain cash reserves are required to be and have been set aside for payments of security deposits, capital expenditures, interest, real estate taxes and insurance. The amount of cash reserves segregated for security deposits is adjusted as tenants turn over. The amounts included in the cash reserves relating to payments of capital expenditures, interest, real estate taxes and insurance were determined by the lender and approximate the next periodic payment of such items. At September 30, 1996 and December 31, 1995, these reserves totaled \$1,387 and \$388, respectively, and are included in Restricted Cash. Such cash reserves were invested in a money market fund at September 30, 1996. The maturity of these investments is one day. Accordingly, cost approximates fair market value.

On December 14, 1995, the Company, through First Industrial Harrisburg, L.P., entered into a \$6,650 mortgage loan (the "Harrisburg Mortgage Loan") that is collateralized by three properties in Harrisburg, Pennsylvania. The Harrisburg Mortgage Loan bears interest at a rate based on LIBOR plus 1.5% or prime plus 2.25%, at the Company's option, and provided for interest only payments through May 31, 1996, with monthly principal and interest payments required subsequently based on a 26.5-year amortization schedule. At September 30, 1996, the interest rate was 7.0%. The Harrisburg Mortgage Loan will mature on December 15, 2000. Interest payable related to the Harrisburg Mortgage Loan was \$36 and \$0 at September 30, 1996 and December 31, 1995, respectively.

On March 20, 1996, the Company, through the Operating Partnership and the Indianapolis Partnership, entered into a \$36,750 mortgage loan (the "CIGNA Loan") that is collateralized by seven properties in Indianapolis, Indiana and three properties in Cincinnati, Ohio. The CIGNA Loan bears interest at a fixed interest rate of 7.5% and provides for monthly principal and interest payments based on a 25-year amortization schedule. The CIGNA Loan will mature on April 1, 2003. Interest payable related to the CIGNA Loan was \$0 at September 30, 1996.

FIRST INDUSTRIAL REALTY TRUST, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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On March 20, 1996, the Company, through the Operating Partnership assumed a \$6,424 mortgage loan and a \$2,993 mortgage loan (together, the "Assumed Loans") that are collateralized by 13 properties in Indianapolis, Indiana and one property in Indianapolis, Indiana, respectively. The Assumed Loans bear interest at a fixed rate of 9.25% and provide for monthly principal and interest payments based on a 16.75-year amortization schedule. The Assumed Loans will mature on January 1, 2013. Interest payable related to the Assumed Loans was \$0 at September 30, 1996.

Acquisition Facilities:

In connection with the Initial Offering, the Operating Partnership entered into a three-year, \$100,000 collateralized revolving credit facility (the "1994 Acquisition Facility"). During the quarter ended June 30, 1995, the capacity of the 1994 Acquisition Facility was increased to \$150,000. The Operating Partnership may borrow under the facility to finance the acquisition of additional properties and for other corporate purposes, including to obtain additional working capital. The Company has guaranteed repayment of the 1994 Acquisition Facility. The 1994 Acquisition Facility will mature on June 29, 1997. As of September 30, 1996, borrowings under the 1994 Acquisition Facility totaled \$62,310. Borrowings under the 1994 Acquisition Facility bore interest at a floating rate equal to LIBOR plus 2.0% or a "Corporate Base Rate" plus .5%, at the Company's election. Effective July 12, 1996, the lenders reduced the interest rate to LIBOR plus 1.75%. Under the 1994 Acquisition Facility, LIBOR contracts are entered into by the Company as draws are made. At September 30, 1996, the weighted average interest rate was approximately 7.5%. Interest payable related to the 1994 Acquisition Facility was \$227 and \$488 at September 30, 1996 and December 31, 1995, respectively. The borrowings under the 1994 Acquisition Facility are cross-collateralized by 26 properties held by the Operating Partnership. The 1994 Acquisition Facility contains certain financial covenants relating to debt service coverage, market value net worth, dividend payout ratio, and total funded indebtedness.

In addition, in December 1995, the Operating Partnership entered into a \$24,219 collateralized revolving credit facility (the "1995 Acquisition Facility") with a commercial bank. The 1995 Acquisition Facility was paid off in full and retired in February 1996 with a portion of the proceeds of the 1996 Equity Offering. The 1995 Acquisition Facility was collateralized by six properties held by the Operating Partnership and bore interest at a floating rate of LIBOR plus 2.45%. As of December 31, 1995, borrowings under the 1995 Acquisition Facility were \$11,294 and bore interest at a rate of 8.3%. Interest payable related to the 1995 Acquisition Facility was \$27 at December 31, 1995.

In May 1996, the Operating Partnership entered into a \$10,000 collateralized revolving credit facility (the "1996 Credit Line") with a commercial bank. The 1996 Credit Line is collateralized by three properties held by the Operating Partnership. The Company has guaranteed repayment of the 1996 Credit Line. Borrowings under the 1996 Credit Line bear interest at a floating rate from LIBOR plus 2.45% to LIBOR plus 2.75%, depending on the term of the interest rate option. The 1996 Credit Line will mature on December 14, 1998. As of September 30, 1996, borrowings under the 1996 Credit Line totaled \$0.

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 (DOLLARS IN THOUSANDS, EXCEPT FOR PER SHARE DATA)
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In September 1996, the Operating Partnership entered into a \$40,000 revolving credit facility ("1996 Acquisition Facility"). The Operating Partnership may borrow under the facility to finance the acquisition of additional properties and for other corporate purposes, including to obtain additional working capital. The Company has guaranteed the repayment of the 1996 Acquisition Facility. The 1996 Acquisition Facility will mature on March 31, 1997. As of September 30, 1996, borrowings under the 1996 Acquisition Facility totaled \$0. Borrowings under the 1996 Acquisition Facility bear interest at a floating rate equal to LIBOR plus 2.0% or a "Corporate Base Rate" plus .5%, at the Company's election. Interest payable related to the 1996 Acquisition Facility was \$0 at September 30, 1996. The borrowings under the 1996 Acquisition Facility are cross-collateralized by 17 properties held by the Operating Partnership. The 1996 Acquisition Facility contains certain financial covenants relating to debt service coverage, market value net worth, dividend payout ratio and total funded indebtedness.

Construction Loans:

In 1995, the Operating Partnership entered into two construction loans (together the "Construction Loans") with commercial banks providing total funding commitments of \$5,860. Both construction loans were paid off in full and retired in February 1996 with a portion of the proceeds of the 1996 Equity Offering. At December 31, 1995, the Operating Partnership had borrowed \$4,873 under such construction loans which were collateralized by two properties held by the Operating Partnership. Such borrowings bore interest at LIBOR plus 2.0% and provided for interest only payments.

Promissory Notes Payable:

On September 30, 1996, the Company, through the Operating Partnership, entered into a \$6,489 promissory note and a \$3,430 promissory note (collectively referred to as "Promissory Notes") as partial consideration for the purchase of two properties in Columbus, Ohio (See Note 6). The \$6,489 promissory note is collateralized by a letter of credit pledged by the Company in the amount of \$2,715. The \$3,430 promissory note is collateralized by a letter of credit pledged by the Company in the amount of \$967. Both promissory notes bear interest at 8% and mature on January 6, 1997. Interest payable related to both promissory notes was \$0 at September 30, 1996.

The following is a schedule of maturities of the mortgage loans, acquisition facilities, and promissory notes for the next five years ending December 31, and thereafter:

	Amount

1996	\$ 191
1997	73,289
1998	1,563
1999	301,710
2000	7,328
Thereafter	80,486

Total	\$ 464,567
	=====

The 1994 Mortgage Loan matures in 1999 but may be extended at the Company's option, subject to certain conditions, for an additional two years, thereby maturing on June 30, 2001.

FIRST INDUSTRIAL REALTY TRUST, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 (DOLLARS IN THOUSANDS, EXCEPT FOR PER SHARE DATA)
 (UNAUDITED)

5. PREFERRED STOCK

In 1995, the Company issued 1.65 million shares of 9.5% Series A Cumulative Preferred Stock (the "Series A Preferred Stock") at a purchase price of \$25 per share, and used the \$41,250 of gross proceeds to pay down debt outstanding under the 1994 Acquisition Facility. Dividends on the Series A Preferred Stock are cumulative from the date of initial issuance and are payable quarterly. The payment of dividends and amounts upon liquidation, dissolution or winding-up ranks senior to the payments on the Company's common stock. The Series A Preferred Stock are not redeemable prior to November 17, 2000. On or after November 17, 2000, the Series A Preferred Stock is redeemable for cash at the option of the Company, in whole or in part, at \$25.00 per share, or \$41,250 in the aggregate, plus dividends accrued and unpaid to the redemption date. The Series A Preferred Stock has no stated maturity and is not convertible into any other securities of the Company.

The payment of dividends on, and payments on liquidation or redemption of, the Series A Preferred Stock are guaranteed by the Securities Partnership (the "Guarantor") pursuant to a Guarantee and Payment Agreement (the "Guarantee Agreement"). The Series A Preferred Stock is the only class of securities of the Company which have the benefit of such guarantee. To the extent the Company fails to make any payment of dividend or pay any portion of the liquidation preference on or the redemption price of any shares of Series A Preferred Stock, the Guarantor will be obligated to pay an amount to each holder of Series A Preferred Stock equal to any such shortfall.

6. ACQUISITION OF REAL ESTATE

During the three months ended September 30, 1996, through the Operating Partnership or a subsidiary thereof, the Company acquired 8 existing buildings and one land parcel. The aggregate purchase price for these properties totaled approximately \$39,448, excluding costs incurred subsequent to the acquisition of the properties. These acquisitions are as follows:

- * On July 9, 1996, the Operating Partnership purchased a 125,950 square foot bulk warehouse property located in Bloomington, Minnesota for approximately \$3,512.
- * On July 10, 1996, the Operating Partnership purchased for approximately \$2,700 approximately 10.7 acres of land in suburban Detroit, Michigan where it is constructing a 140,365 square foot bulk warehouse facility.
- * On July 24, 1996, the Operating Partnership purchased a 70,560 square foot light industrial property located in Indianapolis, Indiana for approximately \$1,410.
- * On August 16, 1996, the Operating Partnership purchased a 42,300 square foot light industrial property located in Plymouth Township, Michigan for approximately \$1,700.
- * On September 12, 1996, the Operating Partnership purchased a 84,000 square foot light industrial property located in Dayton, Ohio for approximately \$1,115 in cash and 29,056 Operating Partnership units valued at \$689 in the aggregate (\$23.72 per unit).
- * On September 30, 1996, the Operating Partnership purchased a 97,770 square foot light industrial property located in Plymouth, Minnesota for approximately \$2,970.

FIRST INDUSTRIAL REALTY TRUST, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 (DOLLARS IN THOUSANDS, EXCEPT FOR PER SHARE DATA)
 (UNAUDITED)

- * On September 30, 1996, the Operating Partnership purchased a 83,189 square foot light industrial property located in Eden Prairie, Minnesota for approximately \$3,500.
- * On September 30, 1996, the Operating Partnership purchased two bulk warehouse properties totaling 1,110,300 square feet located in Columbus, Ohio for approximately \$11,309 in cash, \$9,919 in Promissory Notes, and 24,789 Operating Partnership units valued at \$624 in the aggregate (\$25.18 per unit).

7. SALES OF REAL ESTATE

On April 4, 1996, the Operating Partnership sold a property located in suburban Detroit, Michigan. Gross proceeds from the transaction were approximately \$616. The gain on the sale was approximately \$186.

On April 26, 1996, the Operating Partnership sold three properties located in Huntsville, Alabama. Gross proceeds from the transaction were approximately \$10,025. The gain on the sale was approximately \$4,105.

On May 31, 1996, the Operating Partnership sold a property located in Grand Rapids, Michigan. Gross proceeds from the transaction were approximately \$1,478. The gain on the sale was approximately \$29.

8. RELATED PARTY TRANSACTIONS

The Company leases office space in Chicago, Illinois from an affiliate of The Shidler Group at an aggregate annual cost of approximately \$131.

9. EMPLOYEE BENEFIT PLANS

The Company maintains a Stock Incentive Plan which is administered by the Compensation Committee of the Board of Directors. Only officers and other key employees of the Company and its affiliates generally are eligible to participate in the Stock Incentive Plan. However, independent Directors of the Company receive automatic annual grants of options to purchase 7,500 shares at a per share exercise price equal to the fair market value of a share on the date of grant.

The Stock Incentive Plan authorizes (i) the grant of stock options that qualify as incentive stock options under Section 422 of the Code, (ii) the grant of stock options that do not so qualify, (iii) restricted stock awards, (iv) performance share awards and (v) dividend equivalent rights. The exercise price of stock options will be determined by the Compensation Committee, but may not be less than 100% of the fair market value of the shares on the date of grant. Special provisions apply to awards granted under the Stock Incentive Plan in the event of a change in control in the Company. The Company has reserved 1,200,000 shares for issuance under the Stock Incentive Plan. At September 30, 1996, options covering 1,103,500 shares had been granted, remained outstanding and had not been exercised. During the nine months ended September 30, 1996, options covering 263,500 shares were granted, options covering 12,000 shares were terminated and options covering 6,000 shares were exercised. Options covering 90,500 shares are available for future grants. The following table details the outstanding options as of September 30, 1996:

FIRST INDUSTRIAL REALTY TRUST, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 (DOLLARS IN THOUSANDS, EXCEPT FOR PER SHARE DATA)
 (UNAUDITED)

Date of Grant -----	Options Granted, Unexpired and Not Exercised -----	Options Exercisable -----	Exercise Price Per Share -----
June 23, 1994	528,000	528,000 (1)	\$23.50
July 30, 1994	37,500	37,500 (2)	23.50
May 26, 1995	37,500	37,500 (3)	18.25
July 17, 1995	237,000	237,000 (4)	20.25
May 22, 1996	37,500	--- (5)	23.50
July 11, 1996	218,500	--- (6)	22.75
September 23, 1996	7,500	--- (7)	25.63
	-----	=====	
Total	1,103,500	840,000	
	=====	=====	

- (1) Options became exercisable in three equal installments on December 31, 1994, June 23, 1995 and June 23, 1996.
- (2) Options became exercisable on July 30, 1995.
- (3) Options became exercisable on May 26, 1996.
- (4) Options became exercisable in two equal installments on January 17, 1996 and July 17, 1996.
- (5) Options will become exercisable on May 22, 1997.
- (6) Options will become exercisable in two equal installments on January 11, 1997 and July 11, 1997.
- (7) Options will become exercisable in two equal installments on March 23, 1997 and September 23, 1997.

In 1995, the FASB issued Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" (SFAS 123). Under the provisions of SFAS 123, companies can elect to account for stock-based compensation plans using a fair-value-based method or continue measuring compensation expense for those plans using the intrinsic value based method prescribed in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees". SFAS 123 requires that companies electing to continue using the intrinsic value based method must make pro forma disclosures of net income and earnings per share as if the fair-value-based method of accounting had been applied.

The Company has elected to continue to account for stock-based compensation using the intrinsic value method. As such, SFAS 123 did not have an impact on the Company's year to date or third quarter results of operations or financial position. The pro-forma information required by SFAS 123 will be included in the footnotes to the Company's 1996 year end consolidated financial statements.

In September 1994, the Board of Directors approved and the Company adopted a 401(k)/Profit Sharing Plan. Under the Company's 401(k)/Profit Sharing Plan, all eligible employees may participate by making voluntary contributions. The Company may make, but is not required to make matching contributions. For the nine months ended September 30, 1996 and 1995, the Company did not make any matching contributions. In March 1996, the Board of Directors approved and the Company adopted a Deferred Income Plan (the "Plan"). Under the Plan, 138,500 unit awards were granted, providing the recipients with deferred income benefits which vest in three equal annual installments.

FIRST INDUSTRIAL REALTY TRUST, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 (DOLLARS IN THOUSANDS, EXCEPT FOR PER SHARE DATA)
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10. SUPPLEMENTAL INFORMATION TO STATEMENTS OF CASH FLOWS

Supplemental disclosure of cash flow information:

	Nine Months Ended	
	September 30, 1996	September 30, 1995
Interest paid, net of capitalized interest.....	\$ 21,812	\$ 20,540
	=====	=====
Interest capitalized.....	\$ 251	\$ 294
	=====	=====
 SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Distribution payable on common stock/units.....	\$ 12,802	\$ 9,648
 IN CONJUNCTION WITH THE PROPERTY ACQUISITIONS, THE FOLLOWING LIABILITIES WERE ASSUMED AND OPERATING PARTNERSHIP UNITS EXCHANGED:		
Mortgage loans.....	9,417	---
Promissory Notes.....	9,919	---
Operating Partnership units.....	15,398	---
	-----	-----
	\$ 34,734	\$ ---
	=====	=====

11. EXTRAORDINARY ITEM

A portion of the net proceeds from the 1996 Equity Offering was used to pay off in full and retire the 1995 Acquisition Facility and the Construction Loans. The resulting write-off of unamortized deferred financing costs and prepayment fee incurred to retire the 1995 Acquisition Facility and Construction Loans are shown as an extraordinary loss in the consolidated statement of operations for the nine months ended September 30, 1996.

12. 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.

Seventeen properties have leases granting the tenants options to purchase the property. Such options are exercisable at various times and at appraised fair market value or at a fixed purchase price generally in excess of the Company's purchase price.

The Company has committed to the construction of two light industrial and four bulk warehouse properties totaling approximately 1,045,769 square feet. The estimated total construction costs are approximately \$31.6 million. The Company is not acting as the general contractor for these construction projects.

FIRST INDUSTRIAL REALTY TRUST, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(DOLLARS IN THOUSANDS, EXCEPT FOR PER SHARE DATA)
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13. SUBSEQUENT EVENTS

On October 4, 1996, the Operating Partnership purchased a 187,777 square foot light industrial property located in Eden Prairie, Minnesota for approximately \$7,450.

On October 8, 1996, the Operating Partnership purchased a 102,500 square foot light industrial property located in Cleveland, Ohio for approximately \$3,650.

On October 28, 1996, the Operating Partnership purchased three bulk warehouse properties located in Portland, Tennessee for approximately \$12,819.

On October 28, 1996, the Operating Partnership purchased a light industrial property located in Wauwatosa, Wisconsin for approximately \$1,999.

On October 30, 1996, the Operating Partnership purchased five light industrial properties located in Indianapolis, Indiana for approximately \$7,930.

On October 25, 1996, the Company issued 5,750,000 shares of common stock at \$25.50 per share, resulting in \$146.6 million in gross proceeds. Of the gross proceeds, \$84.2 million was used to pay down to zero the 1994 and 1996 Acquisition Facilities.

In accordance with Accounting Principles Board Opinion No. 15 "Earnings Per Share" when a portion of the proceeds of a common stock offering have been used to retire debt, supplemental earnings per share data is required to be furnished to show what earnings per share would have been for the latest interim period if the retirement of debt had taken place at the beginning of the fiscal year. Earnings per share would have been \$1.02 per share for the nine months ended September 30, 1996 if the \$84.2 million of outstanding borrowings were retired on January 1, 1996.

14. PRO FORMA FINANCIAL INFORMATION

Due to the acquisition of 82 properties between January 1, 1995 and September 30, 1996 and the 1996 Equity Offering, the historical results of operations are not indicative of future results of operations. The following Pro Forma Condensed Statements of Operations for the nine months ended September 30, 1996 and 1995 are presented as if such property acquisitions and the 1996 Equity Offering had occurred at January 1, 1995, and therefore include pro forma information. The pro forma information is based upon historical information and does not purport to present what actual results would have been had such transactions, in fact, occurred at January 1, 1995, or to project results for any future period.

PRO FORMA CONDENSED STATEMENTS OF OPERATIONS

	Nine Months Ended	
	Sept 30, 1996	Sept 30, 1995
Total Revenues.....	\$ 109,046	\$ 99,386
Property Expenses.....	(31,245)	(27,359)
General and Administrative Expense.....	(2,899)	(2,254)
Interest Expense.....	(24,422)	(25,453)
Depreciation and Amortization.....	(23,807)	(23,154)
Disposition of interest rate protection agreement.....	---	(6,410)
Income Before Gain on Sales of Properties, Minority Interest and Extraordinary Loss.....	26,673	14,756
Gain on Sales of Properties.....	4,320	---
Income Before Minority Interest and Extraordinary Loss....	30,993	14,756
Income Allocated to Minority Interest.....	(2,294)	(1,121)
Income Before Extraordinary Loss.....	28,699	13,635
Extraordinary Loss.....	(821)	---
Net Income.....	27,878	13,635
Preferred Stock Dividends.....	(2,939)	---
Net Income Available to Common Stockholders.....	\$ 24,939	\$ 13,635
Net Income Per Share.....	\$ 1.03	\$ 0.56

FIRST INDUSTRIAL REALTY TRUST, INC.

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.

RESULTS OF OPERATIONS

At September 30, 1996, the Company owned 328 in-service properties with approximately 29.9 million square feet of gross leasable area ("GLA"), compared to 266 in-service properties with approximately 21.8 million square feet of GLA at September 30, 1995. The addition of 67 properties acquired or developed between October 1, 1995 and September 30, 1996 included the acquisitions of 65 properties comprising approximately 8.1 million square feet and the completed construction of 2 build-to-suit properties containing a total of approximately .3 million square feet. The sale of five properties comprised of approximately .3 million square feet were also completed between October 1, 1995 and September 30, 1996.

COMPARISON OF NINE MONTHS ENDED SEPTEMBER 30, 1996 TO NINE MONTHS ENDED
SEPTEMBER 30, 1995

Revenues increased by \$23.1 million or 29.4%, due primarily to the properties acquired or developed after September 30, 1995. Revenues from properties owned prior to January 1, 1995, increased by approximately \$2.7 million or 3.8% due to general rent increases and additional tenant recovery income charges for additional property expenses incurred for the nine months ended September 30, 1996.

Property expenses, which include real estate taxes, repairs and maintenance, property management, utilities, insurance and other expenses, increased by \$8.4 million or 40.1% due primarily to the properties acquired or developed after September 30, 1995. Expenses from properties owned prior to January 1, 1995, increased by approximately \$2.1 million or 11.0% due to additional snow removal expenses incurred in the Minneapolis and Harrisburg metropolitan areas, additional repair and maintenance expenses incurred in the Chicago metropolitan area and general real estate tax increases.

General and administrative expense increased by \$.6 million due primarily to the additional expenses associated with managing the Company's growing operations (including additional professional fees relating to additional properties owned and personnel to manage and expand the Company's business).

Interest expense increased by \$.5 million for the nine month period ended September 30, 1996 compared to the nine month period ended September 30, 1995. The average outstanding debt balance was \$19.3 million higher during the nine months ended September 30, 1996, however, the impact on interest expense was partially offset by lower interest rates on the 1994 Mortgage Loan as a result of certain interest rate protection agreements entered into July 1995 (the "Rate Agreements").

Amortization of interest rate protection agreements and deferred financing costs decreased by \$1.3 million due primarily to lower amortization of the Rate Agreements compared to the amortization of the replaced interest rate protection agreement.

Depreciation and other amortization increased by \$4.1 million due primarily to the additional depreciation and amortization related to the properties acquired after September 30, 1995.

The \$6.4 million loss from disposition of interest rate protection agreement in 1995 resulted from the replacement of the Company's interest rate protection agreement entered into in connection with the \$300 million mortgage loan ("1994 Mortgage Loan") with the Rate Agreements. The loss represents the difference between the unamortized cost of the replaced interest rate protection agreement and the cost of the Rate Agreements.

The \$4.3 million gain on sales of properties in 1996 resulted from the sale of three properties located in Huntsville, Alabama; one property located in Detroit, Michigan and one property located in Grand Rapids, Michigan. Gross proceeds for all sales totaled \$12.1 million.

The \$.8 million extraordinary item in 1996 represents the write-off of unamortized deferred financing costs and a prepayment fee for loans that were paid off in full and retired in 1996.

COMPARISON OF THREE MONTHS ENDED SEPTEMBER 30, 1996 TO THREE MONTHS ENDED SEPTEMBER 30, 1995

Revenues increased by \$9.1 million or 33.7%, due primarily to the properties acquired or developed after September 30, 1995. Revenues from properties owned prior to July 1, 1995, increased by approximately \$1.6 million or 6.2% due to general rent increases and additional tenant recovery income charges for additional property expenses incurred for the three months ended September 30, 1996.

Property expenses, which include real estate taxes, repairs and maintenance, property management, utilities, insurance and other expenses, increased by \$3.0 million or 41.7% due primarily to the properties acquired or developed after September 30, 1995. Expenses from properties owned prior to July 1, 1995, increased by approximately \$.8 million or 11.5% due to general real estate tax increases.

General and administrative expense increased by \$.2 million due primarily to the additional expenses associated with managing the Company's growing operations (including additional professional fees relating to additional properties owned and personnel to manage and expand the Company's business).

Interest expense increased by \$.3 million for the three month period ended September 30, 1996 compared to the three month period ended September 30, 1995. The average outstanding debt balance was \$23.5 million higher during the three months ended September 30, 1996, however, the impact on interest expense was partially offset by lower interest rates on the 1994 Mortgage Loan as a result of the Rate Agreements.

Amortization of interest rate protection agreements and deferred financing costs increased \$.1 million due to additional deferred financing costs amortization resulting from an increase in deferred financing costs.

Depreciation and other amortization increased by \$1.5 million due primarily to the additional depreciation and amortization related to the properties acquired after September 30, 1995.

The \$6.4 million loss from disposition of interest rate protection agreement in 1995 resulted from the replacement of the Company's interest rate protection agreement entered into in connection with the 1994 Mortgage Loan with the Rate Agreements. The loss represents the difference between the unamortized cost of the replaced interest rate protection agreement and the cost of the Rate Agreements.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 1996, the Company's unrestricted cash and cash equivalents was \$4.6 million and restricted cash was \$9.6 million. Restricted cash includes reserves required to be set aside under certain of the Company's loans for payments of security deposit refunds, tenant improvements, capital expenditures, interest, real estate taxes, insurance and potential environmental costs. A portion of the cash reserve relating to payments for potential environmental costs was established at the closing of the \$300 million mortgage loan (the "1994 Mortgage Loan") and is distributed to the Company as such expenditures are made, and is not required to be replenished to its original level. The portion of the cash reserve on the 1994 Mortgage Loan relating to payments for tenant improvements, capital expenditures, interest, real estate taxes and insurance is established monthly, distributed to the Company as such expenditures are made and is replenished to a level adequate to make the next periodic payment of such expenditures. The portion of the cash reserve relating to security deposit refunds on the \$40 million mortgage loan ("1995 Mortgage Loan") is adjusted as tenants turn over. The portion of the cash reserve relating to payments for capital expenditures, interest, real estate taxes and insurance on the 1995 Mortgage Loan is established monthly, distributed to the Company as such expenditures are made and is replenished to a level adequate to make the next periodic payment of such expenditures.

Net cash provided by operating activities was \$48.2 million for the nine months ended September 30, 1996 compared to \$28.4 million for the nine months ended September 30, 1995. This increase is due primarily to the operations of properties acquired or developed between October 1, 1995 and September 30, 1996.

Net cash used in investing activities increased to \$163.9 million from \$68.9 million due to an increase in the acquisition of properties. Net cash provided by financing activities increased to \$111.4 million from \$38.7 million primarily due to the Company's issuance of 5,175,000 shares of \$.01 par value common stock in February 1996 (the "1996 Equity Offering"), the consummation of a \$36.7 million mortgage loan offset by a net decrease in acquisition line borrowings and an increase in common and preferred stock dividends.

Funds from operations for the nine months ended September 30, 1996 were \$42.4 million, as compared to \$30.5 million for the nine months ended September 30, 1995, as a result of the factors discussed in the analysis of operating results above. Management considers funds from operations to be one measure of the financial performance of an equity REIT that provides a relevant basis for comparison among REITs and it is presented to assist investors in analyzing the performance of the Company. Funds from operations is equal to net income, excluding gains (or losses) from debt restructuring and sales of property, plus depreciation and amortization, excluding amortization of deferred financing costs and interest rate protection agreements, and after adjustments for unconsolidated partnerships and joint ventures. Funds from operations does not represent cash generated from operating activities in accordance with generally accepted accounting principles and is not necessarily indicative of cash available to fund cash needs, including the payment of dividends and distributions. Funds from operations should not be considered as a substitute for net income as a measure of results of operations or for cash flow from operating activities calculated in accordance with generally accepted accounting principles as a measure of liquidity.

On January 22, 1996, the Company and Operating Partnership paid a fourth quarter 1995 distribution of 48.75 cents per common share/unit, totaling approximately \$10.0 million. On April 22, 1996, the Company and Operating Partnership paid a first quarter 1996 distribution of 48.75 cents per share/unit, totaling approximately \$12.5 million. On July 22, 1996, the Company and Operating Partnership paid a second quarter 1996 distribution of 48.75 cents per common share/unit, totaling approximately \$12.8 million. On October 21, 1996, the Company and Operating Partnership paid a third quarter 1996 distribution of 48.75 cents per common share/unit, totaling approximately \$12.8 million. On January 2, 1996, the Company paid a preferred stock dividend of 28.37 cents per share, totaling approximately \$.5 million. On each of March 29, 1996, June 28, 1996, and September 30, 1996, the Company paid a preferred stock dividend of 59.375 cents per share, totaling approximately \$1.0 million.

Between January 1, 1996 and September 30, 1996, the Company purchased 62 industrial properties comprising approximately 7.6 million square feet, one 11.3 acre parcel of land and one 10.7 acre parcel of land for an aggregate purchase price of approximately \$182.7 million. The Company also sold 5 properties comprising approximately .3 million square feet and continued or began construction on two light industrial and four bulk warehouse properties comprising 1.0 million square feet. The acquisitions and development activity were financed with proceeds from the 1996 Equity Offering, borrowings under the Company's \$150 million collateralized acquisition facility ("1994 Acquisition Facility") and \$46.2 million of indebtedness incurred or assumed in connection with property acquisitions.

The Company has considered its short-term 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.

The Company expects to meet long-term liquidity requirements such as property acquisitions, scheduled debt maturities, major renovations, expansions and other nonrecurring capital improvements through long-term secured and unsecured indebtedness and the issuance of additional equity securities. The Company may finance the development or acquisition of additional properties through borrowings under the 1994 Acquisition Facility and the Company's \$40 million collateralized acquisition facility ("1996 Acquisition Facility"). At September 30, 1996, borrowings under the 1994 Acquisition Facility bore interest at a weighted average interest rate of 7.5%. As of September 30, 1996, including properties in the process of being added to the collateral base, the Company had approximately \$45.5 million available in additional borrowings under the 1994 Acquisition Facility. While the Company may sell properties if property or market conditions make it desirable, the Company does not expect to sell assets in the foreseeable future to satisfy its liquidity requirements.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

Exhibits

Exhibit No. -----	Description -----
3.1	Amended and Restated Bylaws of First Industrial Realty Trust, Inc. (incorporated by referenced to Exhibit 4.2 to the Company's Registration Statement on Form S-3, file no. 333-13225)
10.1	Fourth Amendment to Second Amended & Restated Limited Partnership Agreement of First Industrial, L.P.
10.2	Fifth Amendment to Second Amended & Restated Limited Partnership Agreement of First Industrial, L.P.
10.3	Fourth Amendment to Second Amended and Restated Revolving Credit Agreement, dated as of May 12, 1995, by and among First Industrial, L.P., First Industrial Pennsylvania, L.P., First Industrial Realty Trust, Inc., the First National Bank of Chicago and the other financial institutions party thereto.
27	Financial Data Schedule

Reports on Form 8-K and Form 8-K/A:

None.

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The Company has prepared supplemental financial and operating information which is available without charge upon request to the Company. Please direct requests as follows:

First Industrial Realty Trust, Inc.
150 N. Wacker, Suite 150
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.

Date: November 8, 1996

By: /s/ Michael J. Havala

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

EXHIBIT INDEX

Exhibit No.	Description
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Ex-27	Financial Data Schedule

FOURTH AMENDMENT TO
SECOND AMENDED AND RESTATED
LIMITED PARTNERSHIP AGREEMENT OF
FIRST INDUSTRIAL, L.P.

The undersigned, being the sole general partner of First Industrial, L.P. (the "Partnership"), a limited partnership formed under the Delaware Revised Uniform Limited Partnership Act and pursuant to the terms of that certain Second Amended and Restated Limited Partnership Agreement dated June 30, 1994 (as amended by amendments thereto dated November 17, 1995, March 20, 1996 and June 28, 1996, the "Partnership Agreement"), does hereby amend the Partnership Agreement as follows:

Capitalized terms used but not defined in this Fourth Amendment shall have the same meanings that are ascribed to them in the Partnership Agreement.

1. Additional Limited Partners. The Persons identified on Schedule 1 hereto are hereby admitted to the Partnership as Additional Limited Partners owning the number of Units and having made the Capital Contributions set forth on such Schedule 1. Such persons hereby adopt the Partnership Agreement. The General Partner hereby consents to the assignment of all Units of the Additional Limited Partners identified as transferors on Schedule 2 hereto to their equity owners identified as transferees and in the amounts set forth on such Schedule 2, and to the admission to the Partnership as Substituted Limited Partners of such transferees, and such transferees are hereby admitted to the Partnership as Substituted Limited Partners.

2. Schedule of Partners. Exhibit 1B to the Partnership Agreement is hereby deleted in its entirety and replaced by Exhibit 1B hereto which identifies the Partners following consummation of the transactions referred to in Section 1 hereof.

3. Ratification. Except as expressly modified by this Fourth Amendment, all of the provisions of the Partnership Agreement are affirmed and ratified and remain in full force and effect.

Dated: September 13, 1996

FIRST INDUSTRIAL REALTY TRUST, INC.,
as sole General Partner of the
Partnership

By: /s/ Johannson L. Yap

Johannson L. Yap,
Senior Vice President/Acquisitions

SCHEDULE OF PARTNERS

GENERAL PARTNER -----	NUMBER OF UNITS -----
First Industrial Realty Trust, Inc.	24,137,881
LIMITED PARTNERS -----	
Daniel R. Andrew, TR of the Daniel R. Andrew Trust UA Dec 29 92	137,489
Robert W. Bennett	36,476
John E. de B Blockey, TR of the John E. De B Blockey Trust	8,187
Michael W. Brennan	7,587
Henry D. Bullock & Terri D. Bullock & Shawn Stevenson TR of the Bullock Childrens Education Trust UA Dec 20 94 FBO Benjamin Dure Bullock	770
Henry D. Bullock & Terri D. Bullock & Shawn Stevenson TR of the Bullock Childrens Education Trust UA Dec 20 94 FBO Christine Laurel Bullock	770
Edward Burger	9,261
Henry D. Bullock & Terri D. Bullock TR of the Henry D. & Terri D. Bullock Trust UA Aug 28 92	12,611
Michael G Damone, TR of the Michael G. Damone Trust UA Nov 4 69	144,296
Robert L. Denton	6,286
Henry E. Dietz Trust UA Jan 16 81	36,476

LIMITED PARTNERS -----	NUMBER OF UNITS -----
W. Allen Doane TR of the W. Allen Doane Trust UA May 31, 91	4,416
Timothy Donohue	2,000
Farlow Road Associates Limited Partnership	2,751
Thelma C. Gretzinger Trust	450
Clay Hamlin & Lynn Hamlin JT TEN WROS	15,159
Highland Associates Limited Partnership	69,039
Robert W. Holman Jr.	150,134
Steven B. Hoyt	250,000
Frederick K. Ito	3,880
Michael W. Jenkins	8,831
Peter Kepic	9,261
Paul T. Lambert	39,737
Lambert Investment Corporation	13,606
LGR Investment Fund Ltd	22,556
Duane Lund	13,617
Eileen Millar	2,880
Linda Miller	2,000
Peter Murphy	56,184
Anthony Muscatello	81,654
North Star Associates Limited Partnership	19,333
Arden O'Connor	63,845

LIMITED PARTNERS -----	NUMBER OF UNITS -----
Peter O'Connor	118,281
Shidler Equities LP	254,541
Eduardo Paneque	2,000
Partridge Road Associates Limited Partnership	2,751
James C. Reynolds	38,697
Shadeland Associates Limited Partnership	42,976
Shadeland Corporation	4,442
Jay H. Shidler	65,118
Jay H. Shidler & Walette A. Shidler TEN ENT	1,223
Michael B. Slade	2,829
Kevin Smith	13,571
Robert Stein	56,778
S. Larry Stein	56,778
Jonathan Stott	182,126
Michael T. Tomasz	23,868
Mark S. Whiting	25,206
Holman/Shidler Investment Corporation	22,079

SCHEDULE 1

Additional Limited Partners	Number of Units	Capital Contribution
-----	-----	-----
TROTWOOD INDUSTRIAL PARK	29,056	\$689,221.75

SCHEDULE 2

Transferor -----	Transferee -----	Number of Units -----
TROTWOOD INDUSTRIAL PARK	ROBERT STEIN	14,528
TROTWOOD INDUSTRIAL PARK	S. LARRY STEIN	14,528

FIFTH AMENDMENT TO
SECOND AMENDED AND RESTATED
LIMITED PARTNERSHIP AGREEMENT OF
FIRST INDUSTRIAL, L.P.

The undersigned, being the sole general partner of First Industrial, L.P. (the "Partnership"), a limited partnership formed under the Delaware Revised Uniform Limited Partnership Act and pursuant to the terms of that certain Second Amended and Restated Limited Partnership Agreement dated June 30, 1994 (as amended by amendments thereto dated November 17, 1995, March 20, 1996, June 28, 1996 and September 13, 1996, the "Partnership Agreement"), does hereby amend the Partnership Agreement as follows:

Capitalized terms used but not defined in this Fifth Amendment shall have the same meanings that are ascribed to them in the Partnership Agreement.

1. Additional Limited Partners. The Person identified on Schedule 1 hereto is hereby admitted to the Partnership as an Additional Limited Partner owning the number of Units and having made the Capital Contribution set forth on such Schedule 1.

2. Schedule of Partners. Exhibit 1B to the Partnership Agreement is hereby deleted in its entirety and replaced by Exhibit 1B hereto which identifies the Partners following consummation of the transactions referred to in Section 1 hereof.

3. Ratification. Except as expressly modified by this Fifth Amendment, all of the provisions of the Partnership Agreement are affirmed and ratified and remain in full force and effect.

Dated: September 30, 1996

FIRST INDUSTRIAL REALTY TRUST, INC.,
as sole General Partner of the
Partnership

By: /s/ Johannson L. Yap

Johannson L. Yap,
Senior Vice President/Acquisitions

SCHEDULE OF PARTNERS

GENERAL PARTNER -----	NUMBER OF UNITS -----
First Industrial Realty Trust, Inc.	24,137,881
LIMITED PARTNERS -----	
Daniel R. Andrew, TR of the Daniel R. Andrew Trust UA Dec 29 92	137,489
Robert W. Bennett	36,476
BK Columbus Venture, an Illinois general partnership	24,789
John E. de B Blockey, TR of the John E. De B Blockey Trust	8,187
Michael W. Brennan	7,587
Henry D. Bullock & Terri D. Bullock & Shawn Stevenson TR of the Bullock Childrens Education Trust UA Dec 20 94 FBO Benjamin Dure Bullock	770
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Michael G. Damone, TR of the Michael G. Damone Trust UA Nov 4 69	144,296
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LIMITED PARTNERS -----	NUMBER OF UNITS -----
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Highland Associates Limited Partnership	69,039
Robert W. Holman Jr.	150,134
Steven B. Hoyt	250,000
Frederick K. Ito	3,880
Michael W. Jenkins	8,831
Peter Kepic	9,261
Paul T. Lambert	39,737
Lambert Investment Corporation	13,606
LGR Investment Fund Ltd	22,556
Duane Lund	13,617
Eileen Millar	2,880
Linda Miller	2,000
Peter Murphy	56,184
Anthony Muscatello	81,654
North Star Associates Limited Partnership	19,333

LIMITED PARTNERS -----	NUMBER OF UNITS -----
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Peter O'Connor	118,281
Shidler Equities LP	254,541
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Jay H. Shidler & Walette A. Shidler TEN ENT	1,223
Michael B. Slade	2,829
Kevin Smith	13,571
Robert Stein	56,778
S. Larry Stein	56,778
Jonathan Stott	182,126
Michael T. Tomasz	23,868
Mark S. Whiting	25,206
Holman/Shidler Investment Corporation	22,079

FOURTH AMENDMENT TO
SECOND AMENDED AND RESTATED REVOLVING CREDIT AGREEMENT

This Fourth Amendment to Second Amended and Restated Revolving Credit Agreement ("Amendment") is made as of July 12, 1996 by and among FIRST INDUSTRIAL, L.P., a Delaware limited partnership ("FILP"), FIRST INDUSTRIAL PENNSYLVANIA, L.P., a Delaware limited partnership ("FILP-PA"; FILP and FILP-PA are sometimes collectively referred to herein as "Borrower"), FIRST INDUSTRIAL REALTY TRUST, INC., a Maryland corporation ("General Partner"), THE FIRST NATIONAL BANK OF CHICAGO, a national banking association ("First Chicago"), in First Chicago's capacity as a Lender (as defined in the Credit Agreement described below), UNION BANK OF SWITZERLAND, NEW YORK BRANCH ("UBS"), SOCIETE GENERALE, SOUTHWEST AGENCY ("Societe Generale"), COMERICA ("Comerica"), THE NORTHERN TRUST COMPANY ("Northern Trust"), SIGNET BANK/VIRGINIA ("Signet"), and BHF-BANK AKTIENGESELLSCHAFT (formerly known as Berliner Handels-und Frankfurter Bank, New York Branch) ("BHF"), and First Chicago, as Agent ("Agent") for the Lenders (as defined in the Credit Agreement described below).

RECITALS

A. First Chicago, UBS, Societe Generale, Comerica, NBD Bank ("NBD"), Signet, Borrower, General Partner and Agent entered into a Second Amended and Restated Revolving Credit Agreement dated as of May 12, 1995, as amended by (i) a First Amendment to Second Amended and Restated Revolving Credit Agreement dated as of June 12, 1995 (which amendment, among other things, added BHF as a "Lender"), (ii) a Second Amendment to Second Amended and Restated Revolving Credit Agreement dated as of October 31, 1995, and (iii) a Third Amendment to Second Amended and Restated Revolving Credit Agreement dated as of December 27, 1995 (collectively, the "Credit Agreement"). All capitalized terms used in this Amendment and not otherwise defined shall have the meanings ascribed to such terms in the Credit Agreement.

B. Pursuant to an Assignment Agreement dated as of June 11, 1996 NBD assigned to Northern Trust all of NBD's right, title, interest and obligations under the Facility, the Credit Agreement and the other Loan Documents.

C. The parties to the Credit Agreement now desire to amend certain terms contained in the Credit Agreement, all as more particularly set forth below.

NOW, THEREFORE, in consideration of the foregoing Recitals and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

AGREEMENTS

1. The foregoing Recitals and Exhibits to this Amendment hereby are incorporated into and made a part of this Amendment.

2. The reference to "two percent (2.0%)" contained in the definition of "Adjusted LIBOR Rate" (as set forth in Section 1.1 of the Credit Agreement) is hereby deleted from the Credit Agreement, and the percentage "one and seventy-five one hundredths percent (1.75%)" is substituted in lieu thereof.

3. The definition of "Commitment Fee" (as set forth in Section 1.1 of the Credit Agreement) is hereby deleted from the Credit Agreement, and the following is hereby substituted in lieu thereof:

"Commitment Fee' means a fee payable quarterly in arrears by Borrower to the Lenders in accordance with Section 2.4(b) hereof accruing at a rate equal to one-quarter of one percent (0.25%) per annum on the average available but unborrowed portion of the Aggregate Commitment (subject, however, to the provisions of Section 5.3 hereof) and calculated at the end of each calendar quarter based on the average available but unborrowed portion of the Aggregate Commitment for such quarter. If any Commitment Fee is payable for any quarter where a Defaulting Lender was in existence for all or a portion of such quarter, then such Commitment Fee shall be calculated as if the Defaulting Lender had made disbursements of its Percentage of all Advances requested by the Borrower (and approved by the Lenders) during such quarter."

4. The definition of "Implied Capitalization Value" (as set forth in Section 1.1 of the Credit Agreement) is hereby deleted from the Credit Agreement, and the following is hereby substituted in lieu thereof:

"Implied Capitalization Value' means for any Person for any quarter, the sum of (i) the quotient of (x) the Adjusted EBITDA for such Person during such quarter (which Adjusted EBITDA shall be annualized as described in the definition of "Funds From Operations", but shall exclude any Adjusted EBITDA attributable to Preleased Assets Under Development), and (y) the then most recent "Average Residual Cap Rate for National Industrial Markets", as published in the Korpacz Real Estate Investor Survey, plus (ii) an amount equal to fifty percent (50%) of the Book Value (as defined in the definition of "Preleased Assets Under Development") of all Preleased Assets Under Development, provided that in no event shall the aggregate amount added to Implied Capitalization Value pursuant to this clause (ii) exceed \$50,000,000. For purposes of computing the Implied Capitalization Value, (A) Adjusted EBITDA may be increased

from quarter to quarter by the amount of net cash flow from new leases of space at the Properties approved by Agent (where such net cash flow has not then been included in EBITDA) which have a minimum term of one year, and (B) properties which either (i) were acquired during the quarter and/or (ii) were previously assets under development under GAAP but which have been completed during the quarter and have at least some tenants in possession of the respective leased spaces and conducting business operations therein each will be included in the calculation of Implied Capitalization Value using Pro Forma EBITDA for the quarter, so long as a "new acquisition/opening summary" form is submitted to, and approved by, Agent for each new acquisition or newly-opened property during such quarter. In no event shall the "Residual Cap Rate for Industrial Markets" used to calculate the Implied Capitalization Value be less than 9% or greater than 10.5%."

5. The reference to "one hundred fifty percent (150%)" contained in clause (a)(ii) of the definition of "Implied Debt Service Coverage Amount" (as set forth in Section 1.1 of the Credit Agreement) is hereby deleted from the Credit Agreement, and the percentage "one hundred forty percent (140%)" is substituted in lieu thereof.

6. The following definition is hereby added to Section 1.1 of the Credit Agreement:

"'Preleased Assets Under Development' means, as of any date of determination, any bulk warehouse or light industrial property owned by Borrower or any of their respective Subsidiaries which (i) is under construction and then treated as an asset under development under GAAP, and (ii) has, as of such date, at least fifty percent (50%) of its projected total rentable area leased at market rates to third party tenants similar to those at Borrower's other properties, both such land and improvements under construction to be valued for purposes of this Agreement at then-current book value, as determined in accordance with GAAP ("Book Value"); provided, however, in no event shall Preleased Assets Under Development include any property for more than 270 days from the date such Property is initially so designated under GAAP."

7. Section 9.5 of the Credit Agreement is hereby amended by deleting the "." and the end of such section and inserting the following in lieu thereof: "; provided, however, that for purposes of computing the foregoing ratio "EBITDA" shall not be calculated using Pro Forma EBITDA as a component thereof."

8. The text of Section 9.9 of the Credit Agreement is hereby deleted in its entirety and the following is substituted in lieu thereof:

"At any time during the term of the Facility, permit the Consolidated Operating Partnership to maintain a Market Value Net Worth of less than the sum of (i) \$350,000,000, plus (ii) seventy-five (75%) of the aggregate proceeds received by Borrower and/or General Partner, as the case may be (net of customary related fees and expenses), in connection with any offering of (x) partnership interests of Borrower and/or (y) stock or other equity interests in General Partner which occurs after the date of the Fourth Amendment to this Agreement."

9. The reference to the number ".160" set forth in Section 9.12 of the Credit Agreement is hereby deleted, and the number ".150" is substituted in lieu thereof.

10. The following is hereby added as the last sentence of Section 13.3.1 of the Credit Agreement:

"An assignment fee of \$3,500 will be paid to Agent by each assignee at the time of each assignment."

11. All of the obligations of the parties to the Credit Agreement, as amended hereby, are hereby ratified and confirmed. All references in the Loan Documents to the "Credit Agreement" or the "Revolving Credit Agreement" henceforth shall be deemed to refer to the Credit Agreement as amended by this Amendment.

12. This Amendment may be executed in any number of counterparts, all of which taken together shall constitute one agreement, and any of the parties hereto may execute this Amendment by signing any such counterpart. This Amendment shall be effective when it has been executed by Borrower, General Partner, Agent, and the Lenders and each party has notified Agent by telecopy or telephone that it has taken such action.

IN WITNESS WHEREOF, the Borrower, General Partner, First Chicago, UBS, Societe Generale, Comerica, Northern Trust, Signet, BHF and Agent have executed this Amendment as of the date first above written.

FIRST INDUSTRIAL, L.P.

By: First Industrial Realty Trust, Inc., its general partner

By: Michael J. Havala

Title: CFO

FIRST INDUSTRIAL PENNSYLVANIA, L.P.

By: First Industrial Pennsylvania Corporation, its general partner

By: Michael J. Havala

Title: CFO

FIRST INDUSTRIAL REALTY TRUST, INC., as Guarantor and as General Partner

By: Michael J. Havala

Title: CFO

THE FIRST NATIONAL BANK OF CHICAGO, as Lender

By: Rebecca McCloskey

Title: Vice President

UNION BANK OF SWITZERLAND, NEW YORK BRANCH

By: Signature

 Title: Vice President

 By: _____
 Title: _____

SOCIETE GENERALE, SOUTHWEST AGENCY

By: Signature

 Title: Vice President

COMERICA

By: Signature

 Title: Vice President

THE NORTHERN TRUST COMPANY

By: Signature

 Title: Vice President

SIGNET BANK/VIRGINIA

By: Signature

 Title: Vice President

BHF-BANK AKTIENGESELLSCHAFT

By: Signature

 Title: Vice President

This Schedule contains summary financial information extracted from the financial statements of First Industrial Realty Trust, Inc. for the nine months ended September 30, 1996 and is qualified in its entirety by reference to such financial statements.

1

U.S. DOLLARS

9-MOS	DEC-31-1996	JAN-01-1996	SEP-30-1996
	1		4,552
	0		0
	5,638		
	(700)		
	0		
	9,490		
			964,721
	(85,018)		
	939,464		
21,041			
	464,567		
	241		
0			
	17		
	400,372		
939,464			
	101,599		
	101,599		0
	29,267		
	25,769		
	0		
	21,600		
	27,119		
	0		
27,119			
	0		
	(821)		
	0		
	26,298		
	.99		
	.99		