

FIRST INDUSTRIAL REALTY TRUST INC
Form 10-Q
August 05, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2013

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission file number 1-13102

First Industrial Realty Trust, Inc.
(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction of
Incorporation or Organization)
311 S. Wacker Drive, Suite 3900,
Chicago, Illinois 60606
(Address of Principal Executive Offices)
(312) 344-4300
(Registrant's telephone number, including area code)

36-3935116
(I.R.S. Employer
Identification No.)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

Number of shares of Common Stock, \$.01 par value, outstanding as of August 2, 2013: 109,961,370.

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PART I: FINANCIAL INFORMATION

Item 1. Financial Statements
FIRST INDUSTRIAL REALTY TRUST, INC.
CONSOLIDATED BALANCE SHEETS

	June 30, 2013	December 31, 2012
	(Unaudited)	
	(In thousands except share and per share data)	
ASSETS		
Assets:		
Investment in Real Estate:		
Land	\$712,151	\$691,726
Buildings and Improvements	2,400,314	2,403,654
Construction in Progress	37,628	26,068
Less: Accumulated Depreciation	(746,870)	(732,635)
Net Investment in Real Estate	2,403,223	2,388,813
Real Estate and Other Assets Held for Sale, Net of Accumulated Depreciation and Amortization of \$1,435 and \$3,050	2,085	6,765
Cash and Cash Equivalents	4,734	4,938
Tenant Accounts Receivable, Net	4,400	4,596
Investments in Joint Ventures	1,079	1,012
Deferred Rent Receivable, Net	55,714	54,563
Deferred Financing Costs, Net	9,984	12,028
Deferred Leasing Intangibles, Net	28,462	33,190
Prepaid Expenses and Other Assets, Net	102,037	102,937
Total Assets	\$2,611,718	\$2,608,842
LIABILITIES AND EQUITY		
Liabilities:		
Indebtedness:		
Mortgage Loans Payable, Net	\$730,421	\$763,616
Senior Unsecured Notes, Net	445,925	474,150
Unsecured Credit Facility	108,000	98,000
Accounts Payable, Accrued Expenses and Other Liabilities	66,148	80,647
Deferred Leasing Intangibles, Net	14,173	15,522
Rents Received in Advance and Security Deposits	27,503	30,802
Dividend Payable	11,801	452
Total Liabilities	1,403,971	1,463,189
Commitments and Contingencies	—	—
Equity:		
First Industrial Realty Trust, Inc.'s Stockholders' Equity:		
Preferred Stock	—	—
Common Stock (\$0.01 par value, 150,000,000 shares authorized, 114,246,547 and 103,092,027 shares issued and 109,922,433 and 98,767,913 shares outstanding)	1,143	1,031
Additional Paid-in-Capital	1,983,288	1,906,490
Distributions in Excess of Accumulated Earnings	(676,256)	(657,567)
Accumulated Other Comprehensive Loss	(4,444)	(6,557)

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Treasury Shares at Cost (4,324,114 shares)	(140,018) (140,018)
Total First Industrial Realty Trust, Inc.'s Stockholders' Equity	1,163,713	1,103,379	
Noncontrolling Interest	44,034	42,274	
Total Equity	1,207,747	1,145,653	
Total Liabilities and Equity	\$2,611,718	\$2,608,842	

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

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CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended June 30, 2013 (Unaudited)	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
	(In thousands except per share data)			
Revenues:				
Rental Income	\$64,928	\$63,001	\$128,748	\$124,882
Tenant Recoveries and Other Income	19,759	18,558	39,174	36,821
Total Revenues	84,687	81,559	167,922	161,703
Expenses:				
Property Expenses	27,774	25,573	55,527	51,633
General and Administrative	5,401	5,954	11,864	11,571
Impairment of Real Estate	1,429	—	1,429	(153)
Depreciation and Other Amortization	29,238	29,484	56,416	61,175
Total Expenses	63,842	61,011	125,236	124,226
Other Income (Expense):				
Interest Income	600	678	1,163	1,605
Interest Expense	(18,431)	) (21,172)	) (37,394)	) (43,865)
Amortization of Deferred Financing Costs	(833)	) (850)	) (1,687)	) (1,725)
Mark-to-Market Gain (Loss) on Interest Rate Protection Agreements	56	(429)	) 52	(305)
Loss from Retirement of Debt	(4,436)	) (6,223)	) (5,586)	) (6,222)
Total Other Income (Expense)	(23,044)	) (27,996)	) (43,452)	) (50,512)
Loss from Continuing Operations Before Equity in Income of Joint Ventures, Gain on Change in Control of Interests and Income Tax (Provision) Benefit	(2,199)	) (7,448)	) (766)	) (13,035)
Equity in Income of Joint Ventures	27	37	47	128
Gain on Change in Control of Interests	—	—	—	776
Income Tax (Provision) Benefit	(3)	) (5,354)	) 59	(5,263)
Loss from Continuing Operations	(2,175)	) (12,765)	) (660)	) (17,394)
Discontinued Operations:				
Income Attributable to Discontinued Operations	56	1,013	230	498
Gain on Sale of Real Estate	13,481	1,386	10,407	7,585
Income from Discontinued Operations	13,537	2,399	10,637	8,083
Income (Loss) Before Gain on Sale of Real Estate	11,362	(10,366)	) 9,977	(9,311)
Gain on Sale of Real Estate	—	—	262	—
Net Income (Loss)	11,362	(10,366)	) 10,239	(9,311)
Less: Net (Income) Loss Attributable to the Noncontrolling Interest	(245)	) 838	(25)	) 1,045
Net Income (Loss) Attributable to First Industrial Realty Trust, Inc.	11,117	(9,528)	) 10,214	(8,266)
Less: Preferred Dividends	(2,277)	) (4,798)	) (6,114)	) (9,560)
Less: Redemption of Preferred Stock	(3,546)	) —	(3,546)) —
Net Income (Loss) Available to First Industrial Realty Trust, Inc.'s Common Stockholders and Participating Securities	\$5,294	\$(14,326)) \$554	\$(17,826)

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Basic and Diluted Earnings Per Share:

Loss from Continuing Operations Available to First Industrial Realty Trust, Inc.'s Common Stockholders	\$(0.07)	\$(0.19)	\$(0.09)	\$(0.29)
Income from Discontinued Operations Attributable to First Industrial Realty Trust, Inc.'s Common Stockholders	\$0.12		\$0.03		\$0.10		\$0.09	
Net Income (Loss) Available to First Industrial Realty Trust, Inc.'s Common Stockholders	\$0.05		\$(0.16	)	\$0.01		\$(0.20)
Distributions Per Share	\$0.085		\$0.00		\$0.17		\$0.00	
Weighted Average Shares Outstanding	108,117		87,981		104,466		87,278	

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

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FIRST INDUSTRIAL REALTY TRUST, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Three Months Ended June 30, 2013 (Unaudited)	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
	(In thousands)			
Net Income (Loss)	\$ 11,362	\$(10,366)	\$ 10,239	\$(9,311)
Amortization of Interest Rate Protection Agreements	598	571	1,183	1,111
Write-off of Unamortized Settlement Amounts of Interest Rate Protection Agreements	916	2,599	1,099	2,619
Foreign Currency Translation Adjustment	(46)	(31)	(44)	(3)
Comprehensive Income (Loss)	12,830	(7,227)	12,477	(5,584)
Comprehensive (Income) Loss Attributable to Noncontrolling Interest	(307)	664	(121)	838
Comprehensive Income (Loss) Attributable to First Industrial Realty Trust, Inc.	\$ 12,523	\$(6,563)	\$ 12,356	\$(4,746)

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

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CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

	Preferred Stock	Common Stock	Additional Paid- in Capital	Distributions in Excess of Accumulated Earnings	Accumulated Other Comprehensive Loss	Treasury Shares At Cost	Noncontrolling Interest	Total
	(Unaudited)							
	(In thousands)							
Balance as of December 31, 2012	\$—	\$1,031	\$1,906,490	\$ (657,567)	\$ (6,557)	\$(140,018)	\$ 42,274	\$1,145,653
Issuance of Common Stock, Net of Issuance Costs	—	107	173,713	—	—	—	—	173,820
Redemption of Preferred Stock	—	—	(96,479)	(3,546)	—	—	—	(100,025)
Stock Based Compensation Activity	—	4	1,967	(749)	—	—	—	1,222
Conversion of Units to Common Stock	—	1	803	—	—	—	(804)	—
Reallocation—Additional Paid in Capital	—	—	(3,206)	—	—	—	3,206	—
Common Stock and Unit Distributions	—	—	—	(18,494)	—	—	(792)	(19,286)
Preferred Dividends	—	—	—	(6,114)	—	—	—	(6,114)
Net Income	—	—	—	10,214	—	—	25	10,239
Reallocation—Other Comprehensive Income	—	—	—	—	(29)	—	29	—
Other Comprehensive Income	—	—	—	—	2,142	—	96	2,238
Balance as of June 30, 2013	\$—	\$1,143	\$1,983,288	\$ (676,256)	\$ (4,444)	\$(140,018)	\$ 44,034	\$1,207,747

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

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CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended June 30, 2013 (Unaudited) (In thousands)	Six Months Ended June 30, 2012	
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net Income (Loss)	\$10,239	\$ (9,311))
Adjustments to Reconcile Net Income (Loss) to Net Cash Provided by Operating Activities:			
Depreciation	46,479	51,881	
Amortization of Deferred Financing Costs	1,687	1,725	
Other Amortization	15,076	15,981	
Impairment of Real Estate	1,605	1,246	
Provision for Bad Debt	476	591	
Equity in Income of Joint Ventures	(47)	(128))
Distributions from Joint Ventures	—	27	
Gain on Sale of Real Estate	(10,669)	(7,585))
Gain on Change in Control of Interests	—	(776))
Loss from Retirement of Debt	5,586	6,222	
Mark-to-Market (Gain) Loss on Interest Rate Protection Agreements	(52)	305)
Decrease in Tenant Accounts Receivable, Prepaid Expenses and Other Assets, Net	211	3,506	
Increase in Deferred Rent Receivable	(2,416)	(1,614))
(Decrease) Increase in Accounts Payable, Accrued Expenses, Other Liabilities, Rents Received in Advance and Security Deposits	(18,374)	1,534)
Payments of Premiums, Discounts and Prepayment Penalties Associated with Retirement of Debt	(4,147)	(3,287))
Net Cash Provided by Operating Activities	45,654	60,317	
CASH FLOWS FROM INVESTING ACTIVITIES:			
Acquisitions of Real Estate	(47,293)	(55,406))
Additions to Investment in Real Estate and Non-Acquisition Tenant Improvements and Lease Costs	(52,679)	(38,406))
Net Proceeds from Sales of Investments in Real Estate	50,375	23,116	
Contributions to and Investments in Joint Ventures	(18)	(184))
Repayments of Notes Receivable	295	8,306	
Decrease in Escrows	859	—	
Net Cash Used in Investing Activities	(48,461)	(62,574))
CASH FLOWS FROM FINANCING ACTIVITIES:			
Debt and Equity Issuance Costs	(311)	(287))
Proceeds from the Issuance of Common Stock, Net of Underwriter's Discount	174,081	18,063	
Repurchase and Retirement of Restricted Stock	(2,732)	(855))
Common Stock and Unit Distributions	(9,540)	—)
Preferred Dividends Paid / Advanced	(6,114)	(9,525))
Redemption of Preferred Stock	(100,000)	—)
Payments on Interest Rate Swap Agreement	(598)	(572))
Repayments on Mortgage and Other Loans Payable	(33,175)	(18,273))
Repayments of Senior Unsecured Notes	(28,965)	(148,310))

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Proceeds from Unsecured Credit Facility	194,000	241,000	
Repayments on Unsecured Credit Facility	(184,000)	(84,000))
Net Cash Provided by (Used in) Financing Activities	2,646	(2,759))
Net Effect of Exchange Rate Changes on Cash and Cash Equivalents	(43)	(1))
Net Decrease in Cash and Cash Equivalents	(161)	(5,016))
Cash and Cash Equivalents, Beginning of Year	4,938	10,153	
Cash and Cash Equivalents, End of Year	\$4,734	\$5,136	

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

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FIRST INDUSTRIAL REALTY TRUST, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Dollars in thousands except per share data)

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 of 1986 (the “Code”). Unless the context otherwise requires, the terms “Company,” “we,” “us,” and “our” refer to First Industrial Realty Trust, Inc., First Industrial, L.P. and their respective controlled subsidiaries. We refer to our operating partnership, First Industrial, L.P., as the “Operating Partnership.”

We began operations on July 1, 1994. Our operations are conducted primarily through the Operating Partnership, of which we are the sole general partner with an approximate 96.0% ownership interest at June 30, 2013, and through our taxable REIT subsidiaries. We also conduct operations through other partnerships and limited liability companies, the operating data of which, together with that of the Operating Partnership and the taxable REIT subsidiaries, is consolidated with that of the Company as presented herein. Noncontrolling interest of approximately 4.0% at June 30, 2013, represents the aggregate partnership interest in the Operating Partnership held by the limited partners thereof. We also own noncontrolling equity interests in, and provide various services to, two joint ventures (the “2003 Net Lease Joint Venture” and the “2007 Europe Joint Venture” collectively, the “Joint Ventures”). The Joint Ventures are accounted for under the equity method of accounting. Accordingly, the operating data of our Joint Ventures is not consolidated with that of the Company as presented herein. See Note 4 for more information on the Joint Ventures.

As of June 30, 2013, we owned 704 industrial properties located in 25 states, containing an aggregate of approximately 62.9 million square feet of gross leasable area (“GLA”).

2. Summary of Significant Accounting Policies

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with the accounting policies described in the consolidated financial statements and related notes included in our Annual Report on Form 10-K for the year ended December 31, 2012 (“2012 Form 10-K”) and should be read in conjunction with such consolidated financial statements and related notes. The 2012 year end consolidated balance sheet data included in this Form 10-Q filing was derived from the audited consolidated financial statements in our 2012 Form 10-K, but does not include all disclosures required by accounting principles generally accepted in the United States of America (“GAAP”). The following notes to these interim consolidated financial statements highlight significant changes to the notes included in the December 31, 2012 audited consolidated financial statements included in our 2012 Form 10-K and present interim disclosures as required by the Securities and Exchange Commission. In order to conform with GAAP, in preparation of our consolidated financial statements we are required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of June 30, 2013 and December 31, 2012, and the reported amounts of revenues and expenses for the three and six months ended June 30, 2013 and 2012. Actual results could differ from those estimates. In our opinion, the accompanying unaudited interim consolidated financial statements reflect all adjustments necessary for a fair statement of our financial position as of June 30, 2013 and December 31, 2012, and the results of our operations and comprehensive income for each of the three and six months ended June 30, 2013 and 2012, and our cash flows for each of the six months ended June 30, 2013 and 2012, and all adjustments are of a normal recurring nature.

Reclassifications

Certain reclassifications have been made to the 2012 financial statements to conform to the 2013 presentation.

Additionally, the results of operations for the six months ended June 30, 2013 include an adjustment of \$1,640 to decrease depreciation and amortization expense which should have been recorded during previous periods.

Management evaluated the impact of the adjustment and does not believe it is material to the results of the anticipated full year, current period or any previous period.

IRS Tax Refund

On August 24, 2009, we received a private letter ruling from the IRS granting favorable loss treatment under Sections 331 and 336 of the Code on the tax liquidation of one of our former taxable REIT subsidiaries. On November 6, 2009, legislation was signed that allowed businesses with net operating losses for 2008 or 2009 to carry back those losses for up to five years. As a result, we received a refund from the IRS of \$40,418 in the fourth quarter of 2009 (the "Refund") in connection

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with this tax liquidation. The IRS examination team, which is required by statute to review all refund claims in excess of \$2,000 on behalf of the Joint Committee on Taxation, indicated to us that it disagreed with certain of the property valuations we obtained from an independent valuation expert in support of our fair value of the liquidated taxable REIT subsidiary and our claim for the Refund. During the year ended December 31, 2012, we reached an agreement with the regional office of the IRS on a proposed adjustment to the Refund. The total agreed-upon adjustment to taxable income was \$13,700, which equates to \$4,806 of taxes owed. We were also required to pay accrued interest of \$490. During the year ended December 31, 2012, the Company recorded the charge for the agreed-upon adjustment and the related estimated accrued interest which was reflected as a component of income tax expense. During 2013, the settlement amount was approved by the Joint Committee on Taxation.

As a result of the Joint Committee on Taxation's approval, during 2013, we entered into closing agreements with the IRS that determined the timing of the settlement on the tax characterization of the limited partners of the Operating Partnership and the stockholders of the Company. Pursuant to these closing agreements, \$8,238 of the preferred stock distributions for the year ended December 31, 2012 are taxable as capital gain. As revised, for income tax purposes, 35.42% of our 2012 preferred stock distributions are classified as long term capital gains and 64.58% are classified as return of capital. During the three months ended June 30, 2013, we paid the agreed upon taxes and related accrued interest.

Recent Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update No. 2013-02, "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income" ("ASU 2013-02"). ASU 2013-02 requires that public companies present, either in a single note or parenthetically on the face of the financial statements, the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source and the income statement line items affected by the reclassification. ASU 2013-02 is effective for annual periods beginning after December 15, 2012, and is to be applied prospectively. The adoption of this guidance did not have a material impact on our consolidated financial statements.

3. Investment in Real Estate

Acquisitions

During the six months ended June 30, 2013, we acquired one industrial property comprising approximately 0.5 million square feet of GLA and several land parcels. The purchase price of these acquisitions totaled approximately \$46,463, excluding costs incurred in conjunction with the acquisition of the industrial property and land parcels.

Sales and Discontinued Operations

During the six months ended June 30, 2013, we sold 12 industrial properties comprising approximately 1.3 million square feet of GLA and two land parcels. Gross proceeds from the sales of the industrial properties and land parcels were approximately \$52,598. The net gain on the sale of the industrial properties and land parcels was approximately \$10,669. The 12 sold industrial properties meet the criteria to be included in discontinued operations. Therefore the results of operations and net gain on sale of real estate for the 12 industrial properties sold are included in discontinued operations. The results of operations and gain on sale of real estate for the two land parcels that do not meet the criteria to be included in discontinued operations are included in continuing operations.

At June 30, 2013, we had two industrial properties comprising approximately 0.1 million square feet of GLA held for sale. The results of operations of these industrial properties held for sale at June 30, 2013 are included in discontinued operations. There can be no assurance that such industrial properties held for sale will be sold.

Income from discontinued operations for the six months ended June 30, 2012 reflects the results of operations of the 12 industrial properties that were sold during the six months ended June 30, 2013, the results of operations of 28 industrial properties that were sold during the year ended December 31, 2012, the results of operations of the two industrial properties identified as held for sale at June 30, 2013 and the gain on sale of real estate relating to seven industrial properties that were sold during the six months ended June 30, 2012.

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The following table discloses certain information regarding the industrial properties included in discontinued operations for the three and six months ended June 30, 2013 and 2012:

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Total Revenues	\$595	\$3,474	\$1,637	\$7,540
Property Expenses	(282)	(1,511)	(703)	(3,315)
Impairment of Real Estate	(176)	—	(176)	(1,399)
Depreciation and Amortization	(81)	(950)	(528)	(2,328)
Gain on Sale of Real Estate	13,481	1,386	10,407	7,585
Income from Discontinued Operations	\$13,537	\$2,399	\$10,637	\$8,083

At June 30, 2013 and December 31, 2012, we had notes receivable outstanding of approximately \$40,938 and \$41,201, net of a discount of \$223 and \$255, respectively, which are included as a component of Prepaid Expenses and Other Assets, Net. At June 30, 2013 and December 31, 2012, the fair value of the notes receivable was \$42,144 and \$44,783, respectively. The fair value of our notes receivable was determined by discounting the future cash flows using current rates at which similar notes with similar remaining maturities would be made to other borrowers. The current market rates we utilized were internally estimated; therefore, we have concluded that our determination of fair value of our notes receivable was primarily based upon Level 3 inputs, as discussed below.

Impairment Charges

During the three and six months ended June 30, 2013 and 2012, we recorded the following net non-cash impairment charges:

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Held for Sale and Sold Operating Properties—Discontinued Operations	\$176	\$—	\$176	\$1,399
Held for Use Operating Properties—Continuing Operations	\$429	—	1,429	(153)
Total Net Impairment	\$1,605	\$—	\$1,605	\$1,246

The impairment charges for assets that qualify to be classified as held for sale are calculated as the difference between the carrying value of the properties and the estimated fair value, less costs to sell. The impairment charges for assets held for use are calculated as the difference between the carrying value of the properties and the estimated fair value. The impairment charges recorded during the three and six months ended June 30, 2013 and 2012 were triggered primarily due to marketing certain properties for sale and our assessment of the likelihood and timing of a potential sale transaction.

The accounting guidance for the fair value measurement provisions for the impairment of long lived assets establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets for identical assets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. The fair market values were primarily determined using third party purchase contracts and offers.

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The following table presents information about our real estate assets that were measured at fair value on a non-recurring basis during the six months ended June 30, 2013 and 2012. The table indicates the fair value hierarchy of the valuation techniques we utilized to determine fair value.

Fair Value Measurements on a Non-Recurring Basis Using:

Description	At June 30,	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total Impairment for the Six Months Ended
Long-lived Assets Held and Used or Held for Sale - June 30, 2013	\$6,993	—	—	\$ 6,993	\$(1,605)
Long-lived Assets Held for Sale - June 30, 2012*	\$24,069	—	—	\$ 24,069	\$(1,194)

* Excludes industrial properties for which impairment of \$52 was recorded during the six months ended June 30, 2012 since the related assets are recorded at carrying value, which is lower than estimated fair value at June 30, 2012.

The following table presents quantitative information about the Level 3 fair value measurements at June 30, 2013 and 2012.

Quantitative Information about Level 3 Fair Value Measurements:

Description	Fair Value	Valuation Technique	Unobservable Inputs	Range
Four industrial properties comprising approximately 0.3 million square feet of GLA at June 30, 2013	\$6,993	3 rd Party Pricing	(A)	N/A
Five industrial properties comprising approximately 1.8 million square feet of GLA at June 30, 2012	\$24,069	3 rd Party Pricing	(A)	N/A

(A) The fair value for the properties is based upon the value of a third party purchase contract or letter of intent, which is subject to our corroboration for reasonableness.

4. Investments in Joint Ventures

At June 30, 2013, the 2003 Net Lease Joint Venture owned five industrial properties comprising approximately 2.7 million square feet of GLA. The 2003 Net Lease Joint Venture is considered a variable interest entity in accordance with the FASB guidance on the consolidation of variable interest entities. We continue to conclude that we are not the primary beneficiary of this venture. As of June 30, 2013, our investment in the 2003 Net Lease Joint Venture is \$1,079. Our maximum exposure to loss is equal to our investment. We continue to hold our 10% equity interest in the 2007 Europe Joint Venture. As of June 30, 2013, the 2007 Europe Joint Venture did not own any properties.

At June 30, 2013 and December 31, 2012, we have receivables from the Joint Ventures in the aggregate amount of \$20 and \$19, respectively. These receivable amounts are included in Prepaid Expenses and Other Assets, Net. During the three and six months ended June 30, 2013, we recognized fees from our Joint Ventures of \$63 and \$121, respectively, and \$68 and \$144 during the three and six months ended June 30, 2012, respectively.

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5. Indebtedness

The following table discloses certain information regarding our indebtedness:

	Outstanding Balance		Interest	Effective	Maturity Date
	at	at	Rate at	Interest	
	June 30,	December 31,	June 30, 2013	Rate at Issuance	
	2013	2012			
Mortgage Loans Payable, Net	\$730,421	\$763,616	4.03% - 8.26%	4.03% - 8.26%	January 2014 - September 2022
Unamortized Premiums	(141)	(161)			
Mortgage Loans Payable, Gross	\$730,280	\$763,455			
Senior Unsecured Notes, Net					
2016 Notes	\$159,538	\$159,510	5.750	% 5.91	% 1/15/2016
2017 Notes	55,388	55,385	7.500	% 7.52	% 12/1/2017
2027 Notes	6,066	6,066	7.150	% 7.11	% 5/15/2027
2028 Notes	32,257	55,261	7.600	% 8.13	% 7/15/2028
2032 Notes	10,511	11,500	7.750	% 7.87	% 4/15/2032
2014 Notes	80,401	79,683	6.420	% 6.54	% 6/1/2014
2017 II Notes	101,764	106,745	5.950	% 6.37	% 5/15/2017
Subtotal	\$445,925	\$474,150			
Unamortized Discounts	1,776	2,570			
Senior Unsecured Notes, Gross	\$447,701	\$476,720			
Unsecured Credit Facility	\$108,000	\$98,000	1.893	% 1.893	% 12/12/2014
Mortgage Loans Payable, Net					

During the three and six months ended June 30, 2013, we paid off and retired prior to maturity mortgage loans payable in the amount of \$11,966 and \$26,249, respectively. In connection with these prepayments, we recognized \$332 and \$703 as loss from retirement of debt for the three and six months ended June 30, 2013, respectively.

As of June 30, 2013, mortgage loans payable are collateralized, and in some instances cross-collateralized, by industrial properties with a net carrying value of \$901,462. We believe the Operating Partnership and the Company were in compliance with all covenants relating to mortgage loans payable as of June 30, 2013.

Senior Unsecured Notes, Net

During the six months ended June 30, 2013, we repurchased and retired the following senior unsecured notes prior to maturity:

	Principal Amount Repurchased	Purchase Price
2017 II Notes	\$5,000	\$5,300
2028 Notes	23,019	26,125
2032 Notes	1,000	1,163
	\$29,019	\$32,588

In connection with these repurchases prior to maturity, we recognized \$4,883 as loss from retirement of debt for the six months ended June 30, 2013, which is the difference between the repurchase price of \$32,588 and the principal amount retired of \$29,019, net of the pro rata write off of the unamortized debt issue discount, the unamortized deferred financing costs and the unamortized settlement amount of the interest rate protection agreements related to the repurchase of \$27, \$188 and \$1,099, respectively.

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Indebtedness

The following is a schedule of the stated maturities and scheduled principal payments as of June 30, 2013 of our indebtedness, exclusive of premiums and discounts, for the next five years ending December 31, and thereafter:

	Amount
Remainder of 2013	\$7,023
2014	243,574
2015	38,301
2016	295,309
2017	169,153
Thereafter	532,621
Total	\$1,285,981

Our unsecured credit facility (the "Unsecured Credit Facility") and the indentures governing our senior unsecured notes contain certain financial covenants, including limitations on incurrence of debt and debt service coverage. Under the Unsecured Credit Facility, an event of default can occur if the lenders, in their good faith judgment, determine that a material adverse change has occurred which could prevent timely repayment or materially impair our ability to perform our obligations under the loan agreement. We believe that we were in compliance with all covenants as of June 30, 2013. However, these financial covenants are complex and there can be no assurance that these provisions would not be interpreted by our noteholders or lenders in a manner that could impose and cause us to incur material costs.

Fair Value

At June 30, 2013 and December 31, 2012, the fair values of our indebtedness were as follows:

	June 30, 2013		December 31, 2012	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Mortgage Loans Payable, Net	\$730,421	\$750,077	\$763,616	\$814,915
Senior Unsecured Notes, Net	445,925	481,764	474,150	516,943
Unsecured Credit Facility	108,000	108,400	98,000	98,192
Total	\$1,284,346	\$1,340,241	\$1,335,766	\$1,430,050

The fair values of our mortgage loans payable were determined by discounting the future cash flows using the current rates at which similar loans would be made based upon similar leverage levels and similar remaining maturities. The current market rates we utilized were internally estimated. The fair value of the senior unsecured notes was determined by using rates, as advised by our bankers in certain cases, that are based upon recent trades within the same series of the senior unsecured notes, recent trades for senior unsecured notes with comparable maturities, recent trades for fixed rate unsecured debt from companies with profiles similar to ours, as well as overall economic conditions. The fair value of the Unsecured Credit Facility was determined by discounting the future cash flows using current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining term, assuming no repayment until maturity. We have concluded that our determination of fair value for our mortgage loans payable, senior unsecured notes and Unsecured Credit Facility was primarily based upon Level 3 inputs.

6. Stockholders' Equity

Preferred Stock

On April 11, 2013, we redeemed the remaining 4,000,000 Depositary Shares, each representing 1/10,000th of a share, of our 7.25% Series J Cumulative Redeemable Preferred Stock, \$0.01 par value (the "Series J Preferred Stock"), at a redemption price of \$25.00 per Depositary Share, and paid a pro-rated second quarter dividend of \$0.055382 per Depositary Share, totaling \$221. Due to the redemption of the Series J Preferred Stock, the remaining initial offering costs associated with the issuance of the Series J Preferred Stock, as well as costs associated with the redemption, totaling \$3,546 are reflected as a deduction from net income to arrive at net income available to First Industrial Realty Trust, Inc.'s common stockholders and participating securities in determining earnings per share for the three and six

months ended June 30, 2013.

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Shares of Common Stock and Noncontrolling Interest

During the six months ended June 30, 2013, we issued 8,400,000 shares of the Company's common stock in an underwritten public offering. Net proceeds were approximately \$132,050.

On March 1, 2012, we entered into distribution agreements with sales agents to sell up to 12,500,000 shares of the Company's common stock, for up to \$125,000 aggregate gross sale proceeds, from time to time in "at-the-market" offerings (the "ATM"). During the six months ended June 30, 2013, we issued 2,315,704 shares of the Company's common stock under the ATM resulting in net proceeds to us of approximately \$41,770. Under the terms of the ATM, sales are to be made primarily in transactions that are deemed to be "at the market" offerings, including sales made directly on the New York Stock Exchange or sales made through a market maker other than on an exchange or by privately negotiated transactions.

During the six months ended June 30, 2013, 85,028 limited partnership interests in the Operating Partnership ("Units") were converted into an equivalent number of shares of common stock, resulting in a reclassification of \$804 of Noncontrolling Interest to First Industrial Realty Trust Inc.'s Stockholders' Equity.

The following table summarizes the changes in Noncontrolling Interest for the six months ended June 30, 2013 and 2012:

	June 30, 2013	June 30, 2012
Noncontrolling Interest, Beginning of Period	\$42,274	\$45,919
Net Income (Loss)	25	(1,045)
Distributions	(792)	—
Other Comprehensive Income	96	207
Conversion of Units to Common Stock	(804)	(2,469)
Reallocation—Additional Paid In Capital	3,206	186
Reallocation—Other Comprehensive Income	29	41
Noncontrolling Interest, End of Period	\$44,034	\$42,839

Restricted Stock

During the six months ended June 30, 2013, we awarded 284,461 shares of restricted stock awards to certain employees, which had a fair value of approximately \$4,719 on the date of approval by the Compensation Committee of the Board of Directors. These restricted stock awards vest over a period of three years. Compensation expense will be charged to earnings over the vesting period for the shares expected to vest except if the recipient is not required to provide future service in exchange for vesting of the shares. If vesting of a recipient's restricted stock is not contingent upon future service, the expense is recognized immediately at the date of grant. During the six months ended June 30, 2013, we recognized \$1,008 of compensation expense related to restricted shares granted during the first quarter to our Chief Executive Officer for which future service was not required.

We recognized \$841 and \$2,667 for the three and six months ended June 30, 2013, respectively, and \$1,299 and \$2,398 for the three and six months ended June 30, 2012, respectively, in restricted stock amortization related to restricted stock and unit awards, of which \$6 and \$17, respectively, was capitalized in connection with development activities for the three and six months ended June 30, 2013. There was no restricted stock amortization related to restricted stock and unit awards capitalized in connection with development activities for the three and six months ended June 30, 2012. At June 30, 2013, we had \$5,452 in unrecognized compensation related to unvested restricted stock and unit awards. The weighted average period that the unrecognized compensation is expected to be recognized is 1.05 years.

Dividend/Distributions

The coupon rate of our Series F Preferred Stock resets every quarter at 2.375% plus the greater of (i) the 30 year Treasury constant maturity treasury ("CMT") Rate, (ii) the 10 year Treasury CMT Rate or (iii) 3 month LIBOR. For the second quarter of 2013, the new coupon rate was 5.515%. See Note 10 for additional derivative information related to the Series F Preferred Stock coupon rate reset.

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The following table summarizes dividends/distributions accrued during the six months ended June 30, 2013:

	Six Months Ended June 30, 2013	
	Dividend/ Distribution per Share	Total Dividend / Distribution
Common Stock/Operating Partnership Units	\$0.17	\$19,286
Series F Preferred Stock	\$2,725.32	\$1,363
Series G Preferred Stock	\$3,618.00	\$905
Series J Preferred Stock *	\$5,085.12	\$2,034
Series K Preferred Stock	\$9,062.60	\$1,812

* The second quarter 2013 dividend per share was pro-rated as discussed in the "Preferred Stock" section.

7. Accumulated Other Comprehensive Loss

The following tables summarize the changes in Accumulated Other Comprehensive Loss by component for the six months ended June 30, 2013 and the reclassifications out of Accumulated Other Comprehensive Loss for the three and six months ended June 30, 2013:

	Interest Rate Protection Agreements	Foreign Currency Translation Adjustment	Comprehensive Income (Loss) Attributable to	
			Noncontrolling Interest	Total
Balance as of December 31, 2012	\$ (7,008)	\$ 138	\$ 313	\$ (6,557)
Other Comprehensive Loss Before Reclassifications	—	(44)	(125)	(169)
Amounts Reclassified from Accumulated Other Comprehensive Loss	2,282	—	—	2,282
Net Current Period Other Comprehensive Income (Loss)	2,282	(44)	(125)	2,113
Balance as of June 30, 2013	\$ (4,726)	\$ 94	\$ 188	\$ (4,444)
	Amount Reclassified from Accumulated Other Comprehensive Loss			
Details about Accumulated Other Comprehensive Loss Components	Three Months Ended June 30, 2013	Six Months Ended June 30, 2013	Affected Line Item in the Consolidated Statements of Operations	
Interest Rate Protection Agreements				
Amortization of Interest Rate Protection Agreements	\$ 598	\$ 1,183	Interest Expense	
Write-off of Unamortized Settlement Amounts of Interest Rate Protection Agreements	916	1,099	Loss from Retirement of Debt	
	\$ 1,514	2,282	Total	

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8. Supplemental Information to Statements of Cash Flows

	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Interest Expense Capitalized in Connection with Development Activity	\$1,998	\$475
Supplemental Schedule of Non-Cash Investing and Financing Activities:		
Distribution Payable on Common Stock/Operating Partnership Units	\$9,745	\$—
Distribution Payable on Preferred Stock	\$2,056	\$4,798
Exchange of Operating Partnership Units for Common Stock:		
Noncontrolling Interest	\$(804	) \$(2,469
Common Stock	1	3
Additional Paid-in-Capital	803	2,466
Total	\$—	\$—
Mortgage Loan Payable Assumed in Conjunction with a Property Acquisition	\$—	\$12,026
Write-off of Fully Depreciated Assets	\$(36,010	) \$(27,754

9. Earnings Per Share (“EPS”)

The computation of basic and diluted EPS is presented below:

	Three Months Ended June 30, 2013	Three Months Ended June 30, 2012	Six Months Ended June 30, 2013	Six Months Ended June 30, 2012
Numerator:				
Loss from Continuing Operations	\$(2,175	) \$(12,765	) \$(660	) \$(17,394
Gain on Sale of Real Estate	—	—	262	—
Noncontrolling Interest Allocable to Continuing Operations	315	969	430	1,494
(Loss) Income from Continuing Operations Attributable to First Industrial Realty Trust, Inc.	(1,860	) (11,796	) 32	(15,900
Preferred Stock Dividends	(2,277	) (4,798	) (6,114	) (9,560
Redemption of Preferred Stock	(3,546	) —	(3,546) —
Loss from Continuing Operations Available to First Industrial Realty Trust, Inc.’s Common Stockholders	\$(7,683	) \$(16,594	) \$(9,628	) \$(25,460
Income from Discontinued Operations	\$13,537	\$2,399	\$10,637	\$8,083
Noncontrolling Interest Allocable to Discontinued Operations	(560	) (131	) (455	) (449
Income from Discontinued Operations Allocable to Participating Securities	(42	) —	(78) —
Income from Discontinued Operations Attributable to First Industrial Realty Trust, Inc.	\$12,935	\$2,268	\$10,104	\$7,634
Net Income (Loss) Available to First Industrial Realty Trust, Inc.’s Common Stockholders and Participating Securities	\$5,294	\$(14,326	) \$554	\$(17,826
Net Income Allocable to Participating Securities	(42	) —	(78) —
Net Income (Loss) Available to First Industrial Realty Trust, Inc.’s Common Stockholders	\$5,252	\$(14,326	) \$476	\$(17,826
Denominator:				
Weighted Average Shares—Basic and Diluted	108,117	87,981	104,466	87,278

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Basic and Diluted EPS:

Loss from Continuing Operations Available to First Industrial Realty Trust, Inc.'s Common Stockholders	\$ (0.07)	\$ (0.19)	\$ (0.09)	\$ (0.29)
Income from Discontinued Operations Attributable to First Industrial Realty Trust, Inc.'s Common Stockholders	\$ 0.12		\$ 0.03		\$ 0.10		\$ 0.09	
Net Income (Loss) Available to First Industrial Realty Trust, Inc.'s Common Stockholders	\$ 0.05		\$ (0.16)	\$ 0.01		\$ (0.20)

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Participating securities include 489,381 and 750,051 of unvested restricted stock awards outstanding at June 30, 2013 and 2012, respectively, which participate in non-forfeitable dividends of the Company. For the three and six months ended June 30, 2013, participating security holders were allocated income in proportion to the common dividends declared during the year. Since participating security holders are not obligated to share in losses and no common dividends were declared during the six months ended June 30, 2012, there was no allocation of income to participating security holders for the three and six months ended June 30, 2012.

The number of weighted average shares—diluted is the same as the number of weighted average shares—basic for the three and six months ended June 30, 2013 and 2012, as the effect of restricted stock unit awards (that do not participate in non-forfeitable dividends of the Company) was excluded as its inclusion would have been antidilutive to the loss from continuing operations available to First Industrial Realty Trust, Inc.’s common stockholders. The following awards were anti-dilutive and could be dilutive in future periods:

	Number of Awards Outstanding At June 30, 2013	Number of Awards Outstanding At June 30, 2012
Non-Participating Securities:		
Restricted Stock Unit Awards	328,450	713,550
10. Derivatives		

Our objectives in using interest rate derivatives are to add stability to interest expense or preferred stock dividends and to manage our cash flow volatility and exposure to interest rate movements. To accomplish this objective, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts from a counterparty in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

Our Series F Preferred Stock is subject to a coupon rate reset. The coupon rate resets every quarter at 2.375% plus the greater of i) the 30 year Treasury CMT Rate, ii) the 10 year Treasury CMT Rate or iii) 3 month LIBOR. For the second quarter of 2013, the new coupon rate was 5.515%. In October 2008, we entered into an interest rate swap agreement with a notional value of \$50,000 to mitigate our exposure to floating interest rates related to the forecasted reset rate of the coupon rate of our Series F Preferred Stock (the “Series F Agreement”). This Series F Agreement fixes the 30 year Treasury CMT rate at 5.2175%. Accounting guidance for derivatives does not permit hedge accounting treatment related to equity instruments and therefore the mark-to-market gains or losses related to this agreement are recorded in the statement of operations. For the three and six months ended June 30, 2013, gains of \$56 and \$52, respectively, are recognized as Mark-to-Market Gain (Loss) on Interest Rate Protection Agreements. For the three and six months ended June 30, 2012, losses of \$429 and \$305, respectively, are recognized as Mark-to-Market Gain (Loss) on Interest Rate Protection Agreements. Quarterly payments are treated as a component of the mark-to-market gains or losses and totaled \$267 and \$560, for the three and six months ended June 30, 2013, respectively, and \$247 and \$539 for the three and six months ended June 30, 2012, respectively.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in Other Comprehensive Income (“OCI”) and is subsequently reclassified to earnings through interest expense over the life of the derivative or over the life of the debt. In the next 12 months, we expect to amortize approximately \$2,326 into net income by increasing interest expense for interest rate protection agreements we settled in previous periods.

The following is a summary of the terms of our derivative and its fair value, which is included in Accounts Payable, Accrued Expenses and Other Liabilities on the accompanying consolidated balance sheets:

Hedge Product	Notional Amount	Strike	Trade Date	Maturity Date	Fair Value As of June 30, 2013	Fair Value As of December 31, 2012

Derivatives Not Designated
as Hedging Instruments:

Series F Agreement*	\$50,000	5.2175	%	October 1, 2008	October 1, 2013	\$ (214)	\$ (826)
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* Fair value excludes quarterly settlement payment due on Series F Agreement. As of June 30, 2013 and December 31, 2012, the outstanding payable was \$267 and \$305, respectively.

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The following is a summary of the impact of the derivatives in cash flow hedging relationships on the statements of operations and the statements of OCI for the three and six months ended June 30, 2013 and 2012:

Interest Rate Products	Location on Statement	Three Months Ended		Six Months Ended	
		June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Amortization Reclassified from OCI into Income (Loss)	Interest Expense	\$(598)	\$(571)	\$(1,183)	\$(1,111)

Our agreement with our derivative counterparty contains provisions where if we default on any of our indebtedness, then we could also be declared in default on our derivative obligations subject to certain thresholds.

The guidance for fair value measurement of financial instruments includes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The following table sets forth our financial liability that is accounted for at fair value on a recurring basis as of June 30, 2013 and December 31, 2012:

Description	Fair Value	Fair Value Measurements at Reporting Date Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Other Unobservable Inputs (Level 3)
Liabilities:				
Series F Agreement at June 30, 2013	\$(214)	—	—	\$(214)
Series F Agreement at December 31, 2012	\$(826)	—	—	\$(826)

The following table presents the quantitative information about the Level 3 fair value measurements at June 30, 2013 and December 31, 2012:

Description	Quantitative Information about Level 3 Fair Value Measurements:		
	Fair Value	Valuation Technique	Unobservable Inputs Range
Series F Agreement at June 30, 2013	\$(214)	Discounted Cash Flow	Long Dated Treasuries (A) 3.54%
Series F Agreement at December 31, 2012	\$(826)	Discounted Cash Flow	Long Dated Treasuries (A) 2.82% - 2.91% Own Credit Risk (B) 0.98% - 1.59%

(A) Represents the forward 30 year Treasury CMT Rate.

(B) Represents credit default swap spread curve used in the valuation analysis at December 31, 2012.

The valuation of the Series F Agreement is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of the instrument. This analysis reflects the contractual terms of the agreement including the period to maturity. In adjusting the fair value of the Series F Agreement for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancement. To comply with the provisions of fair value measurement, we calculate a credit valuation adjustment ("CVA") to appropriately reflect both our own nonperformance risk and our counterparty's nonperformance risk in the fair value measurements. The CVA at June 30, 2013 is insignificant. We consider the Series F Agreement to be classified as Level 3 in the fair value hierarchy due to a significant number of unobservable inputs. The Series F Agreement swaps a fixed rate of 5.2175% for floating rate payments based on 30 year Treasury CMT Rate. No market observable prices exist for long dated Treasuries. Therefore, we have classified the Series F Agreement in its entirety as Level 3.

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The following table presents a reconciliation of our liability classified as Level 3 at June 30, 2013:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Derivatives	
Ending Liability Balance at December 31, 2012	\$ (826)
Mark-to-Market of the Series F Agreement	612	
Ending Liability Balance at June 30, 2013	\$ (214)

11. Commitments and Contingencies

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

In conjunction with the development of industrial properties, we have entered into agreements with general contractors for the construction of industrial buildings. At June 30, 2013, we have committed to the development of two industrial buildings totaling approximately 1.2 million square feet of GLA. The estimated total construction costs as of June 30, 2013, are approximately \$88,200. Of this amount, approximately \$21,600 remains to be funded. There can be no assurance that the actual completion cost will not exceed the estimated completion cost stated above.

12. Subsequent Events

On July 1, 2013 and July 5, 2013, we paid off prior to maturity mortgage loans payable in the aggregate amount of \$14,046.

Effective July 1, 2013, certain officers and employees were granted performance units under the 2013 Long-Term Incentive Program, newly adopted by the Board of Directors. The performance units vest based upon the relative total shareholder return ("TSR") of our stock compared to the weighted average TSR of the MSCI US REIT Index and the NAREIT Industrial Index. The TSR for half of the granted units is calculated based upon the performance from July 1, 2013 through June 30, 2014 and the other half is calculated based upon the performance from July 1, 2013 through December 31, 2015. At the end of the performance periods, each participant will be issued shares of our common stock equal to the participant's share of the aggregate unit value. The participants will also be entitled to dividend equivalents representing any common dividends that have accrued with respect to such shares after the issuance of the performance units and prior to the date of vesting.

On July 18, 2013, we redeemed the 2,000,000 Depositary Shares, each representing 1/10,000th of a share of our 7.25% Series K Cumulative Redeemable Preferred Stock, \$0.01 par value, at a redemption price of \$25.00 per Depositary Share, totaling \$50,000 plus pro-rated accrued dividends.

On July 19, 2013, we entered into an amendment and restatement of our Unsecured Credit Facility (as amended and restated, the "New Credit Facility") which increased the borrowing capacity thereunder to \$625,000. We may request that the borrowing capacity under the New Credit Facility be increased to \$825,000, subject to certain restrictions. The New Credit Facility provides for interest only payments initially at LIBOR plus 145 basis points, that varies based on our leverage ratio. In the event we achieve an investment grade rating from one of certain rating agencies, the rate may be decreased at our election, based on the investment grade rating. The New Credit Facility matures on September 29, 2017, unless extended an additional one year at our election, subject to certain restrictions.

From July 1, 2013 to August 2, 2013, we sold three industrial properties and one land parcel for approximately \$6,102. There were no industrial properties acquired during the period.

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and notes thereto appearing elsewhere in this Form 10-Q. This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”). We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words “believe,” “expect,” “intend,” “plan,” “anticipate,” “estimate,” “project,” “seek,” “target,” “potential,” “focus,” “may,” “should,” or similar expressions. Our predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a materially adverse effect on our operations and future prospects include, but are not limited to: changes in national, international, regional and local economic conditions generally and real estate markets specifically; changes in legislation/regulation (including changes to laws governing the taxation of real estate investment trusts) and actions of regulatory authorities (including the Internal Revenue Service); our ability to qualify and maintain our status as a real estate investment trust; the availability and attractiveness of financing (including both public and private capital) to us and to our potential counterparties; the availability and attractiveness of terms of additional debt repurchases; interest rates; our credit agency ratings; our ability to comply with applicable financial covenants; competition; changes in supply and demand for industrial properties (including land, the supply and demand for which is inherently more volatile than other types of industrial property) in the Company’s current and proposed market areas; difficulties in consummating acquisitions and dispositions; risks related to our investments in properties through joint ventures; environmental liabilities; slippages in development or lease-up schedules; tenant creditworthiness; higher-than-expected costs; changes in asset valuations and related impairment charges; changes in general accounting principles, policies and guidelines applicable to real estate investment trusts; international business risks and those additional factors described under the heading “Risk Factors” and elsewhere in the Company’s annual report on Form 10-K for the year ended December 31, 2012, and in this quarterly report. We caution you not to place undue reliance on forward looking statements, which reflect our analysis only and speak only as of the date of this report or the dates indicated in the statements. We assume no obligation to update or supplement forward-looking statements. Unless the context otherwise requires, the terms “Company,” “we,” “us,” and “our” refer to First Industrial Realty Trust, Inc., First Industrial, L.P. and their respective controlled subsidiaries. We refer to our operating partnership, First Industrial, L.P., as the “Operating Partnership.”

GENERAL

The Company was organized in the state of Maryland on August 10, 1993. We are a real estate investment trust (“REIT”) as defined in the Internal Revenue Code of 1986 (the “Code”). We began operations on July 1, 1994. Our interests in our properties and land parcels are held through partnerships, corporations, and limited liability companies controlled, directly or indirectly, by the Company, including the Operating Partnership, of which we are the sole general partner with an approximate 96.0% ownership interest at June 30, 2013, and through our taxable REIT subsidiaries. We also conduct operations through other partnerships and limited liability companies, the operating data of which, together with that of the Operating Partnership and the taxable REIT subsidiaries, is consolidated with that of the Company as presented herein. Noncontrolling interest of approximately 4.0% at June 30, 2013 represents the aggregate partnership interest in the Operating Partnership held by the limited partners thereof.

We also own noncontrolling equity interests in, and provide various services to, two joint ventures (the “2003 Net Lease Joint Venture” and the “2007 Europe Joint Venture” and, collectively, the “Joint Ventures”). The Joint Ventures are accounted for under the equity method of accounting. Accordingly, the operating data of our Joint Ventures is not consolidated with that of the Company as presented herein. See Note 4 to the Consolidated Financial Statements for more information on the Joint Ventures.

As of June 30, 2013, we owned 704 industrial properties located in 25 states, containing an aggregate of approximately 62.9 million square feet of gross leasable area (“GLA”).

We maintain a website at www.firstindustrial.com. Information on this website shall not constitute part of this Form 10-Q. Copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports are available without charge on our website as soon as reasonably practicable after such reports are filed with or furnished to the Securities and Exchange Commission ("SEC"). You may also read and copy any document filed at the public reference facilities of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at (800) SEC-0330 for further information about the public reference facilities. These documents also may be accessed through the SEC's Interactive

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Data Electronic Application via the SEC's home page on the Internet (<http://www.sec.gov>). In addition, our Corporate Governance Guidelines, Code of Business Conduct and Ethics, Audit Committee Charter, Compensation Committee Charter and Nominating/Corporate Governance Committee Charter, along with supplemental financial and operating information prepared by us, are all available without charge on our website or upon request to us. Amendments to, or waivers from, our Code of Business Conduct and Ethics that apply to our executive officers or directors will also be posted to our website. We also post or otherwise make available on our website from time to time other information that may be of interest to our investors. Please direct requests as follows:

First Industrial Realty Trust, Inc.

311 S. Wacker Drive, Suite 3900

Chicago, IL 60606

Attn: Investor Relations

MANAGEMENT'S OVERVIEW

We believe our financial condition and results of operations are, primarily, a function of our performance in four key areas: leasing of industrial properties, acquisition and development of additional industrial properties, disposition of industrial properties and access to external capital.

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

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

limited and our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock would be adversely affected.

We also generate income from the sale of our properties (including existing buildings, buildings which we have developed or re-developed on a merchant basis and land). The gain/loss on, and fees from, the sale of such properties are included in our income and can be a significant source of funds, in addition to revenues generated from rental income and tenant recoveries. Proceeds from sales are being used to repay outstanding debt, and market conditions permitting, are being used to fund the acquisition of existing, and the acquisition and development of new, industrial properties. The sale of properties is impacted, variously, by property specific, market specific, general economic and other conditions, many of which

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are beyond our control. The sale of properties also entails various risks, including competition from other sellers and the availability of attractive financing for potential buyers of our properties. Further, our ability to sell properties is limited by safe harbor rules applying to REITs under the Code which relate to the number of properties that may be disposed of in a year, their tax bases and the cost of improvements made to the properties, along with other tests which enable a REIT to avoid punitive taxation on the sale of assets. If we are unable to sell properties on favorable terms, our income growth would be limited and our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock could be adversely affected.

We utilize a portion of the net sales proceeds from property sales, borrowings under our unsecured credit facility (the “Unsecured Credit Facility”) and proceeds from the issuance, when and as warranted, of additional debt and equity securities to refinance debt and finance future acquisitions and developments. Access to external capital on favorable terms plays a key role in our financial condition and results of operations, as it impacts our cost of capital and our ability and cost to refinance existing indebtedness as it matures and to fund acquisitions and developments or through the issuance, when and as warranted, of additional equity securities. Our ability to access external capital on favorable terms is dependent on various factors, including general market conditions, interest rates, credit ratings on our preferred stock and debt, the market’s perception of our growth potential, our current and potential future earnings and cash distributions and the market price of our capital stock. If we were unable to access external capital on favorable terms, our financial condition, results of operations, cash flow and ability to pay dividends on, and the market price of, our common stock could be adversely affected.

RESULTS OF OPERATIONS

The tables below summarize our operating results for the three and six months ended June 30, 2013 and 2012. The operating results include a break out of our revenues, property expenses and depreciation and other amortization by various categories for the three and six months ended June 30, 2013 and 2012. Same store properties are properties owned prior to January 1, 2012 and held as an operating property through June 30, 2013 and developments and redevelopments that were placed in service prior to January 1, 2012 or were substantially completed for the 12 months prior to January 1, 2012. Properties which are at least 75% occupied at acquisition are placed in service. Acquisitions that are less than 75% occupied at the date of acquisition, developments and redevelopments are placed in service as they reach the earlier of a) stabilized

occupancy (generally defined as 90% occupied), or b) one year subsequent to acquisition or development/redevelopment construction completion. Properties are moved from the same store classification to the redevelopment classification when capital expenditures for a project are estimated to exceed 25% of the undepreciated gross book value of the property. Acquired properties are properties that were acquired subsequent to December 31, 2011 and held as an operating property through June 30, 2013. Sold properties are properties that were sold subsequent to December 31, 2011. (Re)Developments and land are land parcels and developments and redevelopments that were not: a) substantially complete 12 months prior to January 1, 2012 or b) stabilized prior to January 1, 2012. Other revenues are derived from the operations of our maintenance company, fees earned from our Joint Ventures and other miscellaneous revenues. Other expenses are derived from the operations of our maintenance company and other miscellaneous regional expenses.

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

Comparison of Six Months Ended June 30, 2013 to Six Months Ended June 30, 2012

Our net income (loss) available to First Industrial Realty Trust, Inc.’s common stockholders and participating securities was \$0.6 million and \$(17.8) million for the six months ended June 30, 2013 and 2012, respectively. Basic and diluted net income (loss) available to First Industrial Realty Trust, Inc.’s common stockholders was \$0.01 per share and \$(0.20) per share for the six months ended June 30, 2013 and 2012, respectively.

For the six months ended June 30, 2013 and 2012, the average occupancy rates of our same store properties were 89.2% and 88.1%, respectively.

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	Six Months Ended				
	June 30,		\$ Change	% Change	
	2013	2012			
	(\$ in 000's)				
REVENUES					
Same Store Properties	\$ 163,188	\$ 159,471	\$ 3,717	2.3	%
Acquired Properties	1,126	832	294	35.3	%
Sold Properties	1,560	7,438	(5,878)	(79.0))%
(Re) Developments and Land, Not Included Above	2,989	125	2,864	2,291.2	%
Other	696	1,377	(681)	(49.5))%
	\$ 169,559	\$ 169,243	\$ 316	0.2	%
Discontinued Operations	(1,637)	(7,540)	5,903	(78.3))%
Total Revenues	\$ 167,922	\$ 161,703	\$ 6,219	3.8	%

Revenues from same store properties increased \$3.7 million primarily due to increases in occupancy and tenant recoveries. Revenues from acquired properties increased \$0.3 million due to one, 0.4 million square foot property acquired in February 2012 in our Central Pennsylvania market. Revenues from sold properties decreased \$5.9 million due to the 40 industrial properties sold subsequent to December 31, 2011 totaling approximately 5.5 million square feet of GLA. Revenues from (re)developments and land increased \$2.9 million due to an increase in occupancy. Other revenues decreased \$0.7 million primarily due to certain one-time revenue transactions during the six months ended June 30, 2012.

	Six Months Ended				
	June 30,		\$ Change	% Change	
	2013	2012			
	(\$ in 000's)				
PROPERTY EXPENSES					
Same Store Properties	\$ 50,353	\$ 47,421	\$ 2,932	6.2	%
Acquired Properties	298	176	122	69.3	%
Sold Properties	654	3,257	(2,603)	(79.9))%
(Re) Developments and Land, Not Included Above	835	315	520	165.1	%
Other	4,090	3,779	311	8.2	%
	\$ 56,230	\$ 54,948	\$ 1,282	2.3	%
Discontinued Operations	(703)	(3,315)	2,612	(78.8))%
Total Property Expenses	\$ 55,527	\$ 51,633	\$ 3,894	7.5	%

Property expenses include real estate taxes, repairs and maintenance, property management, utilities, insurance and other property related expenses. Property expenses from same store properties increased \$2.9 million primarily due to an increase in repairs and maintenance expense due to the higher snow removal costs incurred during the six months ended June 30, 2013 as compared to the six months ended June 30, 2012 due to the mild 2012 winter. Property expenses from acquired properties increased \$0.1 million due to properties acquired subsequent to December 31, 2011. Property expenses from sold properties decreased \$2.6 million due to properties sold subsequent to December 31, 2011. Property expenses from (re)developments and land increased \$0.5 million due to an increase in real estate tax expense. Other expenses remained relatively unchanged.

General and administrative expense remained relatively unchanged.

The impairment charges included in continuing operations for the six months ended June 30, 2013 of \$1.4 million is primarily due to marketing certain properties for sale and our assessment of the likelihood of a potential sale transaction. The impairment reversal included in continuing operations for the six months ended June 30, 2012 of \$0.2 million is primarily comprised of a reversal of impairment relating to certain industrial properties that no longer qualified for held for sale classification.

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	Six Months Ended		\$ Change	% Change	
	2013	2012			
	June 30,				
	(\$ in 000's)				
DEPRECIATION AND OTHER AMORTIZATION					
Same Store Properties	\$54,942	\$60,341	\$(5,399)	(8.9)%	
Acquired Properties	485	367	118	32.2 %	
Sold Properties	465	2,100	(1,635)	(77.9)%	
(Re) Developments and Land, Not Included Above	680	117	563	481.2 %	
Corporate Furniture, Fixtures and Equipment	372	578	(206)	(35.6)%	
	\$56,944	\$63,503	\$(6,559)	(10.3)%	
Discontinued Operations	(528)	(2,328)	1,800	(77.3)%	
Total Depreciation and Other Amortization	\$56,416	\$61,175	\$(4,759)	(7.8)%	

Depreciation and other amortization for same store properties decreased \$5.4 million due to a decrease in catch-up depreciation taken for properties that were classified as held for sale in 2011 but no longer classified as held for sale during the six months ended June 30, 2012 as well as an adjustment recorded during the six months ended June 30, 2013 to decrease depreciation and amortization expense which should have been recorded in previous periods.

Depreciation and other amortization from acquired properties increased \$0.1 million due to properties acquired subsequent to December 31, 2011. Depreciation and other amortization from sold properties decreased \$1.6 million due to properties sold subsequent to December 31, 2011. Depreciation and other amortization for (re)developments and land increased \$0.6 million primarily due to an increase in substantial completion of developments. Corporate furniture, fixtures and equipment depreciation expense decreased \$0.2 million due to assets becoming fully depreciated.

Interest income decreased \$0.4 million, or 27.5%, primarily due to a decrease in the weighted average note receivable balance outstanding for the six months ended June 30, 2013 as compared to the six months ended June 30, 2012.

Interest expense for the six months ended June 30, 2013 and 2012, respectively, decreased \$6.5 million, or 14.8%, primarily due to a decrease in the weighted average debt balance outstanding for the six months ended June 30, 2013 (\$1,318.7 million) as compared to the six months ended June 30, 2012 (\$1,485.3 million), and an increase in capitalized interest of \$1.5 million for the six months ended June 30, 2013 as compared to the six months ended June 30, 2012 due to an increase in development activities, partially offset by an increase in the weighted average interest rate for the six months ended June 30, 2013 (6.02%), as compared to the six months ended June 30, 2012 (6.00%).

Amortization of deferred financing costs remained relatively unchanged.

In October 2008, we entered into an interest rate swap agreement (the "Series F Agreement") to mitigate our exposure to floating interest rates related to the coupon reset of our Series F Preferred Stock. The Series F Agreement has a notional value of \$50.0 million and is effective from April 1, 2009 through October 1, 2013. The Series F Agreement fixes the 30 year Treasury constant maturity treasury rate at 5.2175%. We recorded \$0.05 million in mark-to-market gain, inclusive of \$0.6 million in swap payments, for the six months ended June 30, 2013, as compared to \$0.3 million in mark-to-market loss, inclusive of \$0.5 million in swap payments, for the six months ended June 30, 2012.

For the six months ended June 30, 2013, we recognized a net loss from retirement of debt of \$5.6 million due to the partial repurchase of certain series of our senior unsecured notes and the early payoff of certain mortgage loans. For the six months ended June 30, 2012, we recognized a net loss from retirement of debt of \$6.2 million due to the partial repurchase of certain series of our senior unsecured notes.

Equity in income of joint ventures remained relatively unchanged.

For the six months ended June 30, 2012, we recognized \$0.8 million of gain on change in control of interests related to the acquisition of the 85% equity interest in one property from the institutional investor in the 2003 Net Lease Joint Venture. The \$0.8 million of gain represents the difference between our carrying value and fair value of our equity interest on the acquisition date.

The income tax provision decreased \$5.3 million or 101.1% during the six months ended June 30, 2013 compared to the six months ended June 30, 2012 primarily due to a one-time IRS audit adjustment related to the 2009 liquidation of a former taxable REIT subsidiary that was recorded during the six months ended June 30, 2012.

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The following table summarizes certain information regarding the industrial properties included in discontinued operations for the six months ended June 30, 2013 and 2012.

	Six Months Ended June 30,	
	2013	2012
	(\$ in 000's)	
Total Revenues	\$1,637	\$7,540
Property Expenses	(703)	(3,315)
Impairment of Real Estate	(176)	(1,399)
Depreciation and Amortization	(528)	(2,328)
Gain on Sale of Real Estate	10,407	7,585
Income from Discontinued Operations	\$10,637	\$8,083

Income from discontinued operations for the six months ended June 30, 2013 reflects the results of operations and gain on sale of real estate relating to 12 industrial properties that were sold during the six months ended June 30, 2013 and the results of operations of two industrial properties that were identified as held for sale at June 30, 2013. The impairment loss for the six months ended June 30, 2013 of \$0.2 million primarily relates to an impairment charge recorded due to carrying values of certain properties exceeding the estimated fair value based upon a third party purchase contract for properties held for sale during 2013.

Income from discontinued operations for the six months ended June 30, 2012 reflects the gain on sale of real estate relating to seven industrial properties that were sold during the six months ended June 30, 2012, the results of operations of 28 industrial properties that were sold during the year ended December 31, 2012, the results of operations of 12 industrial properties that were sold during the six months ended June 30, 2013 and the results of operations of the two industrial properties identified as held for sale at June 30, 2013. The impairment loss for the six months ended June 30, 2012 of \$1.4 million primarily relates to an impairment charge recorded due to carrying values of certain properties exceeding the estimated fair values based upon third party purchase contracts for properties held for sale during 2012.

The \$0.3 million of gain on sale of real estate for the six months ended June 30, 2013, resulted from the sale of two land parcels that did not meet the criteria for inclusion in discontinued operations.

Comparison of Three Months Ended June 30, 2013 to Three Months Ended June 30, 2012

Our net income (loss) available to First Industrial Realty Trust, Inc.'s common stockholders and participating securities was \$5.3 million and \$(14.3) million for the three months ended June 30, 2013 and 2012, respectively. Basic and diluted net income (loss) available to First Industrial Realty Trust, Inc.'s common stockholders was \$0.05 per share and \$(0.16) per share for the three months ended June 30, 2013 and 2012, respectively.

For the three months ended June 30, 2013 and 2012, the average occupancy rates of our same store properties were 89.6% and 88.3%, respectively.

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	Three Months Ended				
	June 30, 2013	2012	\$ Change	% Change	
	(\$ in 000's)				
REVENUES					
Same Store Properties	\$82,146	\$80,460	\$1,686	2.1	%
Acquired Properties	565	565	—	—	%
Sold Properties	567	3,490	(2,923)	(83.8))%
(Re) Developments and Land, Not Included Above	1,642	(21)	1,663	(7,919.0))%
Other	362	539	(177)	(32.8))%
	\$85,282	\$85,033	\$249	0.3	%
Discontinued Operations	(595)	(3,474)	2,879	(82.9))%
Total Revenues	\$84,687	\$81,559	\$3,128	3.8	%

Revenues from same store properties increased \$1.7 million primarily due to increases in occupancy and tenant recoveries. Revenues from acquired properties remained unchanged. Revenues from sold properties decreased \$2.9 million due to the 40 industrial properties sold subsequent to December 31, 2011 totaling approximately 5.5 million square feet of GLA. Revenues from (re)developments and land increased \$1.7 million due to an increase in occupancy. Other revenues decreased \$0.2 million primarily related to certain one-time revenue transactions during the three months ended June 30, 2012, as well as a decrease in revenues from the operations of our maintenance company.

	Three Months Ended				
	June 30, 2013	2012	\$ Change	% Change	
	(\$ in 000's)				
PROPERTY EXPENSES					
Same Store Properties	\$24,941	\$23,342	\$1,599	6.9	%
Acquired Properties	159	132	27	20.5	%
Sold Properties	247	1,542	(1,295)	(84.0))%
(Re) Developments and Land, Not Included Above	513	124	389	313.7	%
Other	2,196	1,944	252	13.0	%
	\$28,056	\$27,084	\$972	3.6	%
Discontinued Operations	(282)	(1,511)	1,229	(81.3))%
Total Property Expenses	\$27,774	\$25,573	\$2,201	8.6	%

Property expenses include real estate taxes, repairs and maintenance, property management, utilities, insurance and other property related expenses. Property expenses from same store properties increased \$1.6 million primarily due to an increase in real estate expense and repair maintenance expense. Property expenses from acquired properties remained relatively unchanged. Property expenses from sold properties decreased \$1.3 million due to properties sold subsequent to December 31, 2011. Property expenses from (re)developments and land increased \$0.4 million due to an increase in real estate tax expense. Other expenses remained relatively unchanged.

General and administrative expense decreased by \$0.6 million, or 9.3%, primarily due to the acceleration of restricted stock expense associated with restricted shares held by our Chief Executive Officer during the three months ended December 31, 2012 and the three months ended March 31, 2013. Based on the terms of our Chief Executive Officer's employment agreement entered into in December 2012, the accounting treatment for any grants of stock based compensation are to be immediately expensed since vesting of the stock based compensation is not contingent upon future service.

The impairment charges included in continuing operations for the three months ended June 30, 2013 of \$1.4 million is primarily due to marketing certain properties for sale and our assessment of the likelihood of a potential sale

transaction.

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	Three Months Ended				
	June 30,				
	2013	2012	\$ Change	% Change	
	(\$ in 000's)				
DEPRECIATION AND OTHER					
AMORTIZATION					
Same Store Properties	\$28,466	\$28,976	\$(510)	(1.8)	%
Acquired Properties	264	210	54	25.7	%
Sold Properties	48	910	(862)	(94.7)	%
(Re) Developments and Land, Not Included Above	377	60	317	528.3	%
Corporate Furniture, Fixtures and Equipment	164	278	(114)	(41.0)	%
	\$29,319	\$30,434	\$(1,115)	(3.7)	%
Discontinued Operations	(81)	(950)	869	(91.5)	%
East Hempfield Township, PA, Industrial Development Authority Rev. (Student Services, Inc., Student Housing Project at Millersville University of Pennsylvania), 5%, 7/01/2035	40,000	42,859			
East Hempfield Township, PA, Industrial Development Authority Rev. (Student Services, Inc., Student Housing Project at Millersville University of Pennsylvania), 5%, 7/01/2039	50,000	53,025			
East Hempfield Township, PA, Industrial Development Authority Rev. (Student Services, Inc., Student Housing Project at Millersville University of Pennsylvania), 5%, 7/01/2046	25,000	26,419			
Franklin County, PA, Industrial Development Authority Rev. (Menno-Haven, Inc. Project), 5%, 12/01/2038	115,000	119,376			
Franklin County, PA, Industrial Development Authority Rev. (Menno-Haven, Inc. Project), 5%, 12/01/2043	85,000	87,812			
Franklin County, PA, Industrial Development Authority Rev. (Menno-Haven, Inc. Project), 5%, 12/01/2048	80,000	82,383			
Franklin County, PA, Industrial Development Authority Rev. (Menno-Haven, Inc. Project), 5%, 12/01/2053	105,000	107,526			
Lancaster County, PA, Hospital Authority Health System Rev. (Masonic Villages Project), 5%, 11/01/2027	60,000	67,112			
Lancaster County, PA, Hospital Authority Health System Rev. (Masonic Villages Project), 5%, 11/01/2035	25,000	27,239			
Lehigh County, PA, Water and Sewer Authority Rev. (Allentown Concession), "A", 5%, 12/01/2043	1,425,000	1,555,644			
Lehigh County, PA, Water and Sewer Authority Rev. (Allentown Concession), Capital Appreciation, "B", 0%, 12/01/2037	1,200,000	542,436			

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Luzerne County, PA, “A”, AGM, 5%, 11/15/2029	225,000	252,985
Montgomery County, PA, Industrial Development Authority Retirement Community Rev. (ACTS Retirement - Life Communities, Inc.), 5%, 11/15/2028	440,000	470,857
Montgomery County, PA, Industrial Development Authority Rev. (Albert Einstein Healthcare Network Issue), “A”, 5.25%, 1/15/2036	820,000	878,925
Montgomery County, PA, Industrial Development Authority Rev. (Whitemarsh Continuing Care Retirement Community Project), 5.375%, 1/01/2050	1,180,000	1,191,540
Moon Industrial Development Authority Rev. (Baptist Homes Society), 6.125%, 7/01/2050	325,000	347,630
Northeastern PA, Hospital & Education Authority Rev. (Wilkes University Project), “A”, 5%, 3/01/2037	50,000	53,509
Pennsylvania Economic Development Financing Authority Rev. (The Pennsylvania Rapid Bridge Replacement Project), 5%, 12/31/2030	130,000	143,607
Pennsylvania Economic Development Financing Authority, Sewer Sludge Disposal Rev. (Philadelphia Biosolids Facility), 6.25%, 1/01/2032	325,000	338,617
Pennsylvania Higher Educational Facilities Authority Rev. (Edinboro University Foundation), 5.8%, 7/01/2030 (Prerefunded 7/01/2020)	100,000	107,005
Pennsylvania Higher Educational Facilities Authority Rev. (Shippensburg University Student Services), 6.25%, 10/01/2043	195,000	211,990
Pennsylvania Higher Educational Facilities Authority Rev. (Shippensburg University Student Services), 5%, 10/01/2044	330,000	342,028
Philadelphia, PA, Authority for Industrial Development Rev. (MaST Charter School Project), “A”, 5.625%, 8/01/2036	100,000	102,395
Philadelphia, PA, Authority for Industrial Development Rev. (MaST Charter School Project), “A”, 5.25%, 8/01/2046	215,000	219,872
Philadelphia, PA, Authority for Industrial Development Rev. (MaST Charter School Project), “A”, 5.75%, 8/01/2046	325,000	332,221
Philadelphia, PA, Authority for Industrial Development Rev. (MaST Charter School Project), “A”, 5.375%, 8/01/2051	155,000	158,749
Philadelphia, PA, Authority for Industrial Development Rev. (MaST Charter School Project), “B”, 6%, 8/01/2051	220,000	226,963
Philadelphia, PA, Authority for Industrial Development Rev. (Philadelphia Performing Arts Charter School Project), 6.5%, 6/15/2033	290,000	302,806

Portfolio of Investments (unaudited) – continued

Issuer	Shares/Par Value (\$)	
Municipal Bonds - continued		
Pennsylvania - continued		
Philadelphia, PA, Authority for Industrial Development Rev. (Philadelphia Performing Arts Charter School Project), 6.75%, 6/15/2043	\$390,000	\$ 407,105
Philadelphia, PA, Authority for Industrial Development Rev. (Tacony Academy Charter School Project), 6.875%, 6/15/2033	100,000	109,291
Philadelphia, PA, Authority for Industrial Development Rev. (Tacony Academy Charter School Project), 7.375%, 6/15/2043	145,000	160,628
Philadelphia, PA, Authority for Industrial Development Rev. (Tacony Academy Charter School Project), “A-1”, 7%, 6/15/2043	120,000	131,034
Philadelphia, PA, Authority for Industrial Development, Multifamily Housing Rev. (University Square Apartment Project- Section 8), “III”, 5.25%, 12/01/2047	180,000	176,557
Philadelphia, PA, Authority for Industrial Development, Multifamily Housing Rev. (University Square Apartment Project- Section 8), “III”, 5.5%, 12/01/2058	260,000	254,488
Philadelphia, PA, Authority for Industrial Development, Senior Living Facilities Rev. (Wesley Enhanced Living Obligated Group), “A”, 5%, 7/01/2037	130,000	138,382
Philadelphia, PA, Authority for Industrial Development, Senior Living Facilities Rev. (Wesley Enhanced Living Obligated Group), “A”, 5%, 7/01/2042	150,000	159,102
Philadelphia, PA, Authority for Industrial Development, Senior Living Facilities Rev. (Wesley Enhanced Living Obligated Group), “A”, 5%, 7/01/2049	215,000	226,909
Philadelphia, PA, Gas Works Rev. (1998 General Ordinance), “15”, 5%, 8/01/2042	355,000	396,872
Philadelphia, PA, Gas Works Rev. (1998 General Ordinance), “15”, 5%, 8/01/2047	345,000	384,292
Philadelphia, PA, Municipal Authority Rev., 6.5%, 4/01/2034	170,000	174,763
Philadelphia, PA, School District, “A”, 5%, 9/01/2033	25,000	28,183
Philadelphia, PA, School District, “A”, 5%, 9/01/2035	65,000	72,810
Philadelphia, PA, School District, “A”, 5%, 9/01/2036	30,000	33,498
Philadelphia, PA, School District, “A”, 5%, 9/01/2037	30,000	33,418
Philadelphia, PA, School District, “A”, 5%, 9/01/2038	30,000	33,338
Philadelphia, PA, School District, “B”, 5%, 9/01/2043	95,000	104,985
Pittsburgh, PA, Urban Redevelopment Authority Rev., “C”, GNMA, 4.8%, 4/01/2028	1,475,000	1,479,204
Scranton-Lackawanna, PA, Health and Welfare Authority, University Rev. (Marywood University Project), 5%, 6/01/2046	190,000	191,685
State Public School Building Authority, PA, School Lease Rev. (The School District of Philadelphia Project), “A”, AGM, 5%, 6/01/2032	640,000	715,450
Washington County, PA, Redevelopment Authority Refunding Rev. (Victory Centre Tax Increment Financing Project), 4%, 7/01/2023	30,000	30,117
Washington County, PA, Redevelopment Authority Refunding Rev. (Victory Centre Tax Increment Financing Project), 5%, 7/01/2035	20,000	20,447
West Shore, PA, Area Authority Rev. (Messiah Village Project) “A”, 5%, 7/01/2030	40,000	42,908
West Shore, PA, Area Authority Rev. (Messiah Village Project) “A”, 5%, 7/01/2035	45,000	47,689
		\$
		17,097,315
Puerto Rico - 10.9%		
Commonwealth of Puerto Rico Aqueduct & Sewer Authority Rev., “A”, ASSD GTY, 5.125%, 7/01/2047	\$265,000	\$ 269,603
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., ASSD GTY, 5.25%, 7/01/2041	325,000	390,403
	80,000	94,592

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Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “CC”, AGM, 5.5%, 7/01/2029		
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “CC”, AGM, 5.25%, 7/01/2032	80,000	94,043
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “CC”, AGM, 5.25%, 7/01/2033	210,000	247,561
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “CC”, AGM, 5.25%, 7/01/2036	85,000	100,616
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “D”, AGM, 5%, 7/01/2032	440,000	454,810
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “J”, NATL, 5%, 7/01/2029	45,000	45,042
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “L”, AAC, 5.25%, 7/01/2038	1,205,000	1,319,210
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “L”, ASSD GTY, 5.25%, 7/01/2041	480,000	576,595
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “L”, NATL, 5.25%, 7/01/2035	680,000	724,166
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “N”, AAC, 5.25%, 7/01/2030	325,000	359,716
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “N”, AAC, 5.25%, 7/01/2031	210,000	233,003
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “N”, ASSD GTY, 5.25%, 7/01/2034	385,000	454,758
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “N”, ASSD GTY, 5.25%, 7/01/2036	655,000	775,219
Commonwealth of Puerto Rico Highway & Transportation Authority Rev., “N”, NATL, 5.25%, 7/01/2033	120,000	128,844
Commonwealth of Puerto Rico Highway & Transportation Authority Unrefunded Rev., “A”, NATL, 5%, 7/01/2038	45,000	45,006
Commonwealth of Puerto Rico, “A”, AGM, 5.375%, 7/01/2025	60,000	65,038
Commonwealth of Puerto Rico, “A”, NATL, 5.5%, 7/01/2020	185,000	193,134
Commonwealth of Puerto Rico, “A”, NATL, 5.5%, 7/01/2021	40,000	42,264

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Portfolio of Investments (unaudited) – continued

Issuer	Shares/Par	Value (\$)
Municipal Bonds - continued		
Puerto Rico - continued		
Commonwealth of Puerto Rico, Public Improvement, “A”, AGM, 5%, 7/01/2035	\$ 635,000	\$ 689,121
Commonwealth of Puerto Rico, Public Improvement, “C”, AGM, 5.25%, 7/01/2027	35,000	36,604
Commonwealth of Puerto Rico, Public Improvement, “C-7”, NATL, 6%, 7/01/2027	295,000	304,322
Puerto Rico Convention Center District Authority, Hotel Occupancy Tax Rev., “A”, AAC, 5%, 7/01/2031	590,000	590,324
Puerto Rico Electric Power Authority Rev., “MM”, NATL, 5%, 7/01/2020	5,000	5,176
Puerto Rico Electric Power Authority Rev., “NN”, NATL, 5.25%, 7/01/2022	180,000	190,310
Puerto Rico Electric Power Authority Rev., “NN”, NATL, 4.75%, 7/01/2033	30,000	30,002
Puerto Rico Electric Power Authority Rev., “PP”, NATL, 5%, 7/01/2024	20,000	20,079
Puerto Rico Electric Power Authority Rev., “PP”, NATL, 5%, 7/01/2025	20,000	20,067
Puerto Rico Electric Power Authority Rev., “RR”, NATL, 5%, 7/01/2022	45,000	45,279
Puerto Rico Electric Power Authority Rev., “SS”, NATL, 5%, 7/01/2019	700,000	702,779
Puerto Rico Electric Power Authority Rev., “SS”, NATL, 5%, 7/01/2020	50,000	50,375
Puerto Rico Electric Power Authority Rev., “TT”, NATL, 5%, 7/01/2024	80,000	80,314
Puerto Rico Electric Power Authority Rev., “UU”, AGM, 5%, 7/01/2022	50,000	52,064
Puerto Rico Electric Power Authority Rev., “UU”, NATL, 5%, 7/01/2019	80,000	81,418
Puerto Rico Electric Power Authority Rev., “VV”, NATL, 5.25%, 7/01/2026	70,000	75,334
Puerto Rico Electric Power Authority Rev., “VV”, NATL, 5.25%, 7/01/2030	305,000	329,559
Puerto Rico Electric Power Authority Rev., “VV”, NATL, 5.25%, 7/01/2032	45,000	48,394
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority (Cogeneration Facilities - AES Puerto Rico Project), 6.625%, 6/01/2026	645,000	619,200
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Educational Facilities Rev. (University Plaza Project), NATL, 5%, 7/01/2033	355,000	355,508
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 4%, 4/01/2020	20,000	19,678
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 5%, 3/01/2021	10,000	9,975
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 5%, 4/01/2021	65,000	64,914
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 5.375%, 12/01/2021	50,000	49,883
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 5%, 4/01/2022	75,000	74,063
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 5%, 3/01/2026	15,000	14,438
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 5%,	240,000	229,800

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4/01/2027

Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 5.5%, 12/01/2031	80,000	76,500
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 5.125%, 4/01/2032	90,000	82,575
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 5%, 3/01/2036	90,000	80,100
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (Ana G. Mendez University System Project), 5.375%, 4/01/2042	70,000	62,825
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (University of Sacred Heart), 4.375%, 10/01/2031	55,000	46,200
Puerto Rico Industrial, Tourist, Educational, Medical & Environmental Control Facilities Financing Authority, Higher Education Rev. (University of Sacred Heart), 5%, 10/01/2042	30,000	24,900
Puerto Rico Infrastructure Financing Authority Special Tax Rev., "C", AAC, 5.5%, 7/01/2023	405,000	438,352
Puerto Rico Infrastructure Financing Authority Special Tax Rev., "C", AAC, 5.5%, 7/01/2024	515,000	562,540
Puerto Rico Infrastructure Financing Authority Special Tax Rev., "C", AAC, 5.5%, 7/01/2025	85,000	93,495
Puerto Rico Infrastructure Financing Authority Special Tax Rev., "C", AAC, 5.5%, 7/01/2027	620,000	689,483
Puerto Rico Infrastructure Financing Authority Special Tax Rev., "C", AAC, 5.5%, 7/01/2028	90,000	100,715
Puerto Rico Municipal Finance Agency, "A", AGM, 5%, 8/01/2027	25,000	26,040
Puerto Rico Public Buildings Authority Government Facilities Rev., "M-3", NATL, 6%, 7/01/2027	125,000	128,950
Puerto Rico Public Buildings Authority Government Facilities Rev., "M-3", NATL, 6%, 7/01/2028	40,000	41,173
Puerto Rico Public Buildings Authority Rev., "M-2", AAC, 10%, 7/01/2035	490,000	519,483
Puerto Rico Public Buildings Authority Rev., Guaranteed (Government Facilities), "I", ASSD GTY, 5%, 7/01/2036	55,000	56,678

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Portfolio of Investments (unaudited) – continued

Issuer	Shares/Par Value (\$)	
Municipal Bonds - continued		
Puerto Rico - continued		
Puerto Rico Public Finance Corp., “E”, ETM, 6%, 8/01/2026	\$155,000	\$ 191,936
Puerto Rico Public Finance Corp., “E”, ETM, 6%, 8/01/2026	1,645,000	2,037,003
Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., Capital Appreciation, “A”, AAC, 0%, 8/01/2054	855,000	133,004
Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., Capital Appreciation, “A”, NATL, 0%, 8/01/2040	410,000	133,168
Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., Capital Appreciation, “A”, NATL, 0%, 8/01/2041	330,000	101,822
Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., Capital Appreciation, “A”, NATL, 0%, 8/01/2042	1,285,000	376,633
Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., Capital Appreciation, “A”, NATL, 0%, 8/01/2043	465,000	129,475
Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., Capital Appreciation, “A”, NATL, 0%, 8/01/2044	205,000	54,223
Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., Capital Appreciation, “A”, NATL, 0%, 8/01/2045	145,000	36,434
Puerto Rico Sales Tax Financing Corp., Sales Tax Rev., Capital Appreciation, “A”, NATL, 0%, 8/01/2046	2,985,000	712,519
University of Puerto Rico Rev., “P”, NATL, 5%, 6/01/2025	45,000	45,150
		\$
		18,383,979
Rhode Island - 0.6%		
Rhode Island Health & Educational Building Corp. Rev., Hospital Financing (Lifespan Obligated Group), “A”, ASSD GTY, 7%, 5/15/2039 (Prerefunded 5/15/2019)	\$840,000	\$ 870,996
Rhode Island Student Loan Authority, Student Loan Rev., “A”, 3.5%, 12/01/2034	170,000	169,993
		\$ 1,040,989
South Carolina - 1.3%		
Richland County, SC, Environmental Improvement Rev. (International Paper), “A”, 3.875%, 4/01/2023	\$645,000	\$ 684,229
South Carolina Economic Development Authority, Residential Care Facilities Rev. (South Carolina Episcopal Home at Still Hopes), 5%, 4/01/2047	100,000	103,520
South Carolina Economic Development Authority, Residential Care Facilities Rev. (South Carolina Episcopal Home at Still Hopes), 5%, 4/01/2052	65,000	66,962
South Carolina Jobs & Economic Development Authority, Health Facilities Rev. (Lutheran Homes of South Carolina, Inc.), 5.125%, 5/01/2048	50,000	51,360
South Carolina Public Service Authority Rev., “A”, 5.125%, 12/01/2043	355,000	376,442
South Carolina Public Service Authority Rev., “B”, 5.125%, 12/01/2043	845,000	896,038
		\$ 2,178,551
Tennessee - 2.9%		
Chattanooga, TN, Health Educational & Housing Facility Board Rev. (Catholic Health Initiatives), “A”, 5.25%, 1/01/2045	\$1,295,000	\$ 1,384,031
Knox County, TN, Health, Educational & Housing Facility Board Hospital Rev. (Covenant Health), “A”, 5%, 1/01/2047	345,000	372,748
Knox County, TN, Health, Educational & Housing Facility Board Rev. (University Health System, Inc.), 5%, 4/01/2030	60,000	66,333
	65,000	71,408

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Knox County, TN, Health, Educational & Housing Facility Board Rev. (University Health System, Inc.), 5%, 4/01/2031		
Knox County, TN, Health, Educational & Housing Facility Board Rev. (University Health System, Inc.), 5%, 4/01/2036	40,000	43,270
Metropolitan Government of Nashville & Davidson County, TN, Health & Educational Facilities Board Rev. (Trousdale Foundation Properties), "A", 6.25%, 4/01/2049	550,000	547,013
Tennessee Energy Acquisition Corp., Gas Rev., "A", 5.25%, 9/01/2021	2,185,000	2,370,812
Tennessee Energy Acquisition Corp., Gas Rev., "A", 5.25%, 9/01/2024	75,000	85,067
		\$ 4,940,682
Texas - 10.9%		
Arlington, TX, Higher Education Finance Corp. Education Rev. (Newman International Academy), "A", 5.375%, 8/15/2036	\$50,000	\$ 51,381
Arlington, TX, Higher Education Finance Corp. Education Rev. (Newman International Academy), "A", 5.5%, 8/15/2046	230,000	235,640
Arlington, TX, Higher Education Finance Corp. Education Rev. (Wayside Schools), "A", 4.375%, 8/15/2036	35,000	34,978
Arlington, TX, Higher Education Finance Corp. Education Rev. (Wayside Schools), "A", 4.625%, 8/15/2046	60,000	60,137
Austin, TX, Convention Center (Convention Enterprises, Inc.), "A", 5%, 1/01/2029	45,000	50,936
Austin, TX, Convention Center (Convention Enterprises, Inc.), "A", 5%, 1/01/2031	65,000	73,473
Austin, TX, Convention Center (Convention Enterprises, Inc.), "A", 5%, 1/01/2034	10,000	10,894
Austin, TX, Convention Center (Convention Enterprises, Inc.), "B", 5%, 1/01/2026	25,000	27,692
Austin, TX, Convention Center (Convention Enterprises, Inc.), "B", 5%, 1/01/2028	25,000	27,801
Austin, TX, Convention Center (Convention Enterprises, Inc.), "B", 5%, 1/01/2030	30,000	33,109
Central Texas Regional Mobility Authority Senior Lien Rev., "A", 5%, 1/01/2045	115,000	125,091
Clifton, TX, Higher Education Finance Corp. Rev. (Idea Public Schools), 6%, 8/15/2033	130,000	145,826
Clifton, TX, Higher Education Finance Corp. Rev. (Idea Public Schools), 5.75%, 8/15/2041 (Prerefunded 8/15/2021)	100,000	110,368

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Portfolio of Investments (unaudited) – continued

Issuer	Shares/Par Value (\$)
Municipal Bonds - continued	
Texas - continued	
Clifton, TX, Higher Education Finance Corp. Rev. (Idea Public Schools), 5%, 8/15/2042	\$ 520,000 \$ 546,536
Clifton, TX, Higher Education Finance Corp. Rev. (Idea Public Schools), 6%, 8/15/2043	210,000 233,138
Clifton, TX, Higher Education Finance Corp. Rev. (Uplift Education), “A”, 6.125%, 12/01/2040 (Prerefunded 12/01/2020)	320,000 349,411
Clifton, TX, Higher Education Finance Corp. Rev. (Uplift Education), “A”, 6.25%, 12/01/2045 (Prerefunded 12/01/2020)	200,000 218,928
Dallas and Fort Worth, TX, International Airport Rev., “B”, 5%, 11/01/2044	465,000 506,376
Dallas, TX, Civic Center Convention Complex Rev., ASSD GTY, 5.25%, 8/15/2034	1,065,000 1,097,312
Decatur Hospital Authority Rev. (Wise Regional Health System), “A”, 5.25%, 9/01/2044	130,000 138,863
Gulf Coast, TX, Industrial Development Authority Rev. (CITGO Petroleum Corp.), 4.875%, 5/01/2025	135,000 139,240
Gulf Coast, TX, Industrial Development Authority Rev. (CITGO Petroleum Corp.), 8%, 4/01/2028	500,000 504,445
Harris County, TX, Health Facilities Development Corp., Hospital Rev. (Memorial Hermann Healthcare Systems), “B”, 7.25%, 12/01/2035 (Prerefunded 12/01/2018)	235,000 238,194
Harris County-Houston, TX, Sports Authority Rev., “C”, 5%, 11/15/2031	140,000 153,887
Harris County-Houston, TX, Sports Authority Rev., “C”, 5%, 11/15/2032	20,000 21,949
Harris County-Houston, TX, Sports Authority Rev., “C”, 5%, 11/15/2033	50,000 54,695
Harris County-Houston, TX, Sports Authority Rev., Capital Appreciation, “A”, AGM, 0%, 11/15/2041	90,000 32,756
Harris County-Houston, TX, Sports Authority Rev., Capital Appreciation, “A”, AGM, 0%, 11/15/2046	220,000 61,824
Houston, TX, Airport System Rev., “B”, 5%, 7/01/2026	210,000 226,657
Houston, TX, Airport System Rev., Special Facilities Rev. (Continental Airlines, Inc.), 6.5%, 7/15/2030	555,000 603,712
Houston, TX, Airport System Rev., Special Facilities Rev. (United Airlines, Inc. Terminal E Project), 4.5%, 7/01/2020	155,000 160,315
Houston, TX, Airport System Rev., Special Facilities Rev. (United Airlines, Inc. Terminal E Project), 4.75%, 7/01/2024	200,000 215,062
Houston, TX, Airport System Rev., Special Facilities Rev. (United Airlines, Inc. Terminal E Project), 5%, 7/01/2029	875,000 945,464
Houston, TX, Airport System Rev., Special Facilities Rev. (United Airlines, Inc. Terminal Improvement Projects), “B-1”, 5%, 7/15/2030	485,000 526,855
Houston, TX, Airport System Rev., Subordinate Lien, “A”, 5%, 7/01/2031	190,000 205,476
Houston, TX, Industrial Development Corp. (United Parcel Service, Inc.), 6%, 3/01/2023	400,000 400,764
La Vernia, TX, Higher Education Finance Corp. Rev. (KIPP, Inc.), “A”, 6.25%, 8/15/2039 (Prerefunded 8/15/2019)	250,000 260,392
New Hope, TX, Cultural Education Facilities Finance Corp., Capital Improvement Rev. (CHF - Collegiate Housing Denton, L.L.C. - Texas Woman's University Housing Project), “A-1”, AGM, 5%, 7/01/2038	30,000 33,077
New Hope, TX, Cultural Education Facilities Finance Corp., Capital Improvement Rev. (CHF - Collegiate Housing Denton, L.L.C. - Texas Woman's University Housing Project), “A-1”, AGM, 5%, 7/01/2048	110,000 119,552
New Hope, TX, Cultural Education Facilities Finance Corp., Capital Improvement Rev. (CHF - Collegiate Housing Denton, L.L.C. - Texas Woman's University Housing Project), “A-1”, AGM, 5%, 7/01/2058	105,000 112,816

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New Hope, TX, Cultural Education Facilities Finance Corp., Retirement Facility Rev. (MRC Senior Living - The Langford Project), "A", 5%, 11/15/2026	15,000	15,225
New Hope, TX, Cultural Education Facilities Finance Corp., Retirement Facility Rev. (MRC Senior Living - The Langford Project), "A", 5.375%, 11/15/2036	20,000	20,269
New Hope, TX, Cultural Education Facilities Finance Corp., Retirement Facility Rev. (MRC Senior Living - The Langford Project), "A", 5.5%, 11/15/2046	50,000	50,753
New Hope, TX, Cultural Education Facilities Finance Corp., Retirement Facility Rev. (MRC Senior Living - The Langford Project), "A", 5.5%, 11/15/2052	55,000	55,646
New Hope, TX, Cultural Education Facilities Finance Corp., Senior Living Rev. (Cardinal Bay, Inc. - Village on the Park/Carriage Inn Project), "A-1", 5%, 7/01/2031	20,000	22,080
New Hope, TX, Cultural Education Facilities Finance Corp., Senior Living Rev. (Cardinal Bay, Inc. - Village on the Park/Carriage Inn Project), "A-1", 4%, 7/01/2036	90,000	91,083
New Hope, TX, Cultural Education Facilities Finance Corp., Senior Living Rev. (Cardinal Bay, Inc. - Village on the Park/Carriage Inn Project), "A-1", 5%, 7/01/2046	185,000	200,022
New Hope, TX, Cultural Education Facilities Finance Corp., Senior Living Rev. (Cardinal Bay, Inc. - Village on the Park/Carriage Inn Project), "A-1", 5%, 7/01/2051	180,000	193,984
New Hope, TX, Cultural Education Facilities Finance Corp., Senior Living Rev. (Cardinal Bay, Inc. - Village on the Park/Carriage Inn Project), "B", 4%, 7/01/2031	40,000	40,454
New Hope, TX, Cultural Education Facilities Finance Corp., Senior Living Rev. (Cardinal Bay, Inc. - Village on the Park/Carriage Inn Project), "B", 4.25%, 7/01/2036	65,000	66,167
New Hope, TX, Cultural Education Facilities Finance Corp., Senior Living Rev. (Cardinal Bay, Inc. - Village on the Park/Carriage Inn Project), "B", 5%, 7/01/2046	165,000	174,276
New Hope, TX, Cultural Education Facilities Finance Corp., Senior Living Rev. (Cardinal Bay, Inc. - Village on the Park/Carriage Inn Project), "B", 4.75%, 7/01/2051	145,000	150,262
New Hope, TX, Cultural Education Facilities Finance Corp., Senior Living Rev. (MRC Crestview Project), 5%, 11/15/2031	35,000	37,022
New Hope, TX, Cultural Education Facilities Finance Corp., Senior Living Rev. (MRC Crestview Project), 5%, 11/15/2036	20,000	20,901

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Portfolio of Investments (unaudited) – continued

Issuer	Shares/Par Value (\$)	
Municipal Bonds - continued		
Texas - continued		
New Hope, TX, Cultural Education Facilities Finance Corp., Student Housing Rev. (CHF - Collegiate Housing Stephenville III, L.L.C. - Tarleton State University Project), 5%, 4/01/2030	\$35,000	\$ 37,972
New Hope, TX, Cultural Education Facilities Finance Corp., Student Housing Rev. (CHF - Collegiate Housing Stephenville III, L.L.C. - Tarleton State University Project), 5%, 4/01/2035	30,000	32,093
New Hope, TX, Cultural Education Facilities Finance Corp., Student Housing Rev. (CHF - Collegiate Housing Stephenville III, L.L.C. - Tarleton State University Project), 5%, 4/01/2047	85,000	89,918
Newark, TX, Higher Education Finance Corp. Rev. (A+ Charter Schools, Inc.), “A”, 5.5%, 8/15/2035	105,000	111,136
Newark, TX, Higher Education Finance Corp. Rev. (A+ Charter Schools, Inc.), “A”, 5.75%, 8/15/2045	140,000	148,791
Newark, TX, Higher Education Finance Corp. Rev. (Austin Achieve Public Schools, Inc.), 5%, 6/15/2033	5,000	5,101
Newark, TX, Higher Education Finance Corp. Rev. (Austin Achieve Public Schools, Inc.), 5%, 6/15/2038	15,000	15,236
Newark, TX, Higher Education Finance Corp. Rev. (Austin Achieve Public Schools, Inc.), 5%, 6/15/2048	35,000	35,440
Newark, TX, Higher Education Finance Corp. Rev. (Austin Achieve Public Schools, Inc.), “A”, 5%, 6/15/2032	30,000	30,203
Newark, TX, Higher Education Finance Corp. Rev. (Austin Achieve Public Schools, Inc.), “A”, 5%, 6/15/2037	35,000	35,045
Newark, TX, Higher Education Finance Corp. Rev. (Austin Achieve Public Schools, Inc.), “A”, 5%, 6/15/2042	40,000	39,722
Newark, TX, Higher Education Finance Corp. Rev. (Austin Achieve Public Schools, Inc.), “A”, 5.25%, 6/15/2048	75,000	75,248
North Texas Education Finance Corp., Education Rev. (Uplift Education), “A”, 5.125%, 12/01/2042	215,000	225,748
North Texas Tollway Authority Rev., 6%, 1/01/2038 (Prerefunded 1/01/2021)	970,000	1,061,985
North Texas Tollway Authority Rev. (Special Projects System), “D”, 5%, 9/01/2031 (Prerefunded 9/01/2021)	710,000	772,579
Red River, TX, Education Finance Corp., Higher Education Rev. (Houston Baptist University Project), 5.5%, 10/01/2046	295,000	327,409
Red River, TX, Health Facilities Development Corp., Retirement Facilities Rev. (MRC The Crossings Project), “A”, 7.5%, 11/15/2034	130,000	148,006
Red River, TX, Health Facilities Development Corp., Retirement Facilities Rev. (MRC The Crossings Project), “A”, 7.75%, 11/15/2044	235,000	268,767
Red River, TX, Health Facilities Development Corp., Retirement Facilities Rev. (MRC The Crossings Project), “A”, 8%, 11/15/2049	170,000	196,178
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Northwest Senior Housing Corporation Edgemere Project), “B”, 5%, 11/15/2036	440,000	459,413
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Air Force Village Obligated Group Project), 6.125%, 11/15/2029 (Prerefunded 11/15/2019)	65,000	68,297
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Air Force Village Obligated Group Project), 6.375%, 11/15/2044 (Prerefunded 11/15/2019)	525,000	553,177
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Barton Creek Senior Living Center, Inc., Querencia Project), 5%, 11/15/2030	100,000	105,489
	130,000	135,572

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Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Barton Creek Senior Living Center, Inc., Querencia Project), 5%, 11/15/2035		
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Barton Creek Senior Living Center, Inc., Querencia Project), 5%, 11/15/2040	140,000	145,737
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Buckingham Senior Living Community, Inc. Project), "A", 5.25%, 11/15/2035	55,000	48,157
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Buckingham Senior Living Community, Inc. Project), "A", 5.5%, 11/15/2045	250,000	215,853
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Buckner Senior Living - Ventana Project), "B-3", 3.875%, 11/15/2022	95,000	94,977
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Northwest Senior Housing Corporation Edgemere Project), "A", 5%, 11/15/2045	145,000	150,578
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Northwest Senior Housing Corporation Edgemere Project), "B", 5%, 11/15/2030	195,000	206,326
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Stayton at Museum Way), 8.25%, 11/15/2044	980,000	962,683
Tarrant County, TX, Cultural Education Facilities Finance Corp. Retirement Facility Rev. (Trinity Terrace Project), "A-1", 5%, 10/01/2044	75,000	79,628
Texas Gas Acquisition & Supply Corp III., Gas Supply Rev., 5%, 12/15/2031	190,000	204,744
Texas Private Activity Surface Transportation Corp. Senior Lien Rev. (NTE Mobility Partners Segments 3 LLC Segments 3A & 3B Facility), 7%, 12/31/2038	210,000	247,269
Texas Private Activity Surface Transportation Corp. Senior Lien Rev. (NTE Mobility Partners Segments 3 LLC Segments 3A & 3B Facility), 6.75%, 6/30/2043	170,000	197,453
Texas Transportation Commission, Central Texas Turnpike System Rev., Capital Appreciation, "B", 0%, 8/15/2036	435,000	203,554
Travis County, TX, Health Facilities Development Corp. Rev. (Westminster Manor Health), 7%, 11/01/2030 (Prerefunded 11/01/2020)	90,000	99,666
Travis County, TX, Health Facilities Development Corp. Rev. (Westminster Manor Health), 7.125%, 11/01/2040 (Prerefunded 11/01/2020)	165,000	183,155

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Portfolio of Investments (unaudited) – continued		Shares/Par Value (\$)	
Issuer			
Municipal Bonds - continued			
Texas - continued			
Travis County, TX, Health Facilities Development Corp. Rev., Unrefunded Balance (Westminster Manor Health), 7%, 11/01/2030	\$ 15,000	\$ 15,864	
		\$	18,267,335
Utah - 0.2%			
Utah Charter School Finance Authority, Charter School Rev. (Reagan Academy Project), 5%, 2/15/2046	\$ 150,000	\$ 152,043	
Utah Charter School Finance Authority, Charter School Rev. (Spectrum Academy), 6%, 4/15/2045	160,000	165,138	
			\$ 317,181
Vermont - 0.2%			
Burlington, VT, Airport Rev., “A”, 4%, 7/01/2028	\$ 110,000	\$ 113,580	
State of Vermont, Student Assistance Corp. Education Loan Rev., “B”, 4.375%, 6/15/2046	185,000	180,482	
			\$ 294,062
Virginia - 2.2%			
Embrey Mill Community Development Authority, VA, Special Assessment Rev., 7.25%, 3/01/2043	\$ 515,000	\$ 556,354	
Fairfax County, VA, Industrial Development Authority Health Care Rev. (Inova Health System Project), “A”, 5%, 5/15/2030	230,000	266,524	
Fairfax County, VA, Industrial Development Authority Health Care Rev. (Inova Health System Project), “A”, 5%, 5/15/2031	70,000	80,486	
Norfolk, VA, Redevelopment & Housing Authority Rev. (Fort Norfolk Retirement Community), 5%, 1/01/2046	70,000	71,555	
Norfolk, VA, Redevelopment & Housing Authority Rev. (Fort Norfolk Retirement Community), 5.375%, 1/01/2046	165,000	173,412	
Peninsula Town Center Community Development Authority, VA, Special Obligation Refunding, 5%, 9/01/2037	145,000	154,392	
Peninsula Town Center Community Development Authority, VA, Special Obligation Refunding, 4.5%, 9/01/2045	190,000	193,802	
Prince William County, VA, Cherry Hill Community Development Authority Rev. (Potomac Shores Project), 5.4%, 3/01/2045	120,000	122,965	
Virginia College Building Authority, Educational Facilities Rev. (Marymount University), “B”, 5.25%, 7/01/2030	215,000	232,228	
Virginia College Building Authority, Educational Facilities Rev. (Marymount University), “B”, 5.25%, 7/01/2035	215,000	228,915	
Virginia Small Business Financing Authority Rev. (Elizabeth River Crossings Opco LLC Project), 6%, 1/01/2037	490,000	540,636	
Virginia Small Business Financing Authority Rev. (Elizabeth River Crossings Opco LLC Project), 5.5%, 1/01/2042	950,000	1,026,836	
			\$ 3,648,105
Washington - 4.2%			
Kalispel Tribe Indians, WA, Priority District Rev., “A”, 5%, 1/01/2032 (n)	\$ 155,000	\$ 161,197	
Kalispel Tribe Indians, WA, Priority District Rev., “A”, 5.25%, 1/01/2038 (n)	160,000	166,448	
King County, WA, Sewer Rev., 5%, 1/01/2040 (Prerefunded 7/01/2020)	1,200,000	1,266,948	
King County, WA, Sewer Rev., 5%, 1/01/2040 (Prerefunded 7/01/2020)	565,000	598,092	
	1,405,000	1,409,173	

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Olympia, WA, Healthcare Facilities Authority Rev. (Catholic Health Initiatives), “D”, 6.375%, 10/01/2036		
Washington Health Care Facilities Authority Rev. (Multicare Health Systems), “B”, ASSD GTY, 6%, 8/15/2039 (Prerefunded 8/15/2019)	560,000	582,243
Washington Health Care Facilities Authority Rev. (Providence Health & Services), “A”, 5%, 10/01/2033	1,395,000	1,533,747
Washington Health Care Facilities Authority Rev. (Virginia Mason Medical Center), 5%, 8/15/2035	95,000	104,710
Washington Health Care Facilities Authority Rev. (Virginia Mason Medical Center), 5%, 8/15/2036	60,000	65,940
Washington Health Care Facilities Authority Rev. (Virginia Mason Medical Center), 5%, 8/15/2037	65,000	71,227
Washington Higher Education Facilities Authority Rev. (Whitworth University), 5.875%, 10/01/2034 (Prerefunded 10/01/2019)	355,000	370,290
Washington Housing Finance Commission Nonprofit Housing Refunding Rev. (Judson Park Project), 5%, 7/01/2048	100,000	103,675
Washington Housing Finance Commission Nonprofit Housing Refunding Rev. (The Hearthstone Project), “A”, 5%, 7/01/2048	175,000	179,914
Washington Housing Finance Commission Nonprofit Housing Rev. (Presbyterian Retirement Communities Northwest Projects), “A”, 5%, 1/01/2036	100,000	106,941
Washington Housing Finance Commission Nonprofit Housing Rev. (Presbyterian Retirement Communities Northwest Projects), “A”, 5%, 1/01/2046	130,000	137,890
Washington Housing Finance Commission Nonprofit Housing Rev. (Presbyterian Retirement Communities Northwest Projects), “A”, 5%, 1/01/2051	150,000	158,562
		\$ 7,016,997
West Virginia - 0.4%		
Monongalia County, WV, Building Commission Improvement Rev. (Monongalia Health System Obligated Group), 5%, 7/01/2029	\$ 50,000	\$ 55,410
Monongalia County, WV, Building Commission Improvement Rev. (Monongalia Health System Obligated Group), 5%, 7/01/2030	105,000	115,955
Monongalia County, WV, Special District Excise Tax Rev., Refunding & Improvement Bonds (University Town Centre Economic Opportunity Development District), “A”, 5.5%, 6/01/2037	135,000	139,528
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Portfolio of Investments (unaudited) – continued

Issuer	Shares/Par Value (\$)	
Municipal Bonds - continued		
West Virginia - continued		
West Virginia Hospital Finance Authority Hospital Rev. (Cabell Huntington Hospital Obligated Group), “A”, 5%, 1/01/2043	\$385,000	\$ 426,141
		\$ 737,034
Wisconsin - 6.2%		
State of Wisconsin, Annual Appropriations Rev., “A”, 5.75%, 5/01/2033 (Prerefunded 5/01/2019)	\$80,000	\$ 82,165
State of Wisconsin, Annual Appropriations Rev., Unrefunded Balance “A”, 5.75%, 5/01/2033 (Prerefunded 5/01/2019)	760,000	780,566
Wisconsin Health & Educational Facilities Authority Refunding Rev. (American Baptist Homes), 5%, 8/01/2027	135,000	143,053
Wisconsin Health & Educational Facilities Authority Refunding Rev. (American Baptist Homes), 5%, 8/01/2032	125,000	129,817
Wisconsin Health & Educational Facilities Authority Refunding Rev. (American Baptist Homes), 5%, 8/01/2037	70,000	71,921
Wisconsin Health & Educational Facilities Authority Refunding Rev. (American Baptist Homes), 5%, 8/01/2039	70,000	71,767
Wisconsin Health & Educational Facilities Authority Rev. (Aurora Health Care, Inc.), “A”, 5%, 7/15/2026	250,000	271,622
Wisconsin Health & Educational Facilities Authority Rev. (Aurora Health Care, Inc.), “A”, 5%, 7/15/2028	75,000	81,487
Wisconsin Health & Educational Facilities Authority Rev. (Marshfield Clinic Health System, Inc.), “C”, 5%, 2/15/2047	150,000	162,444
Wisconsin Health & Educational Facilities Authority Rev. (Meriter Hospital), “A”, 5.5%, 5/01/2031 (Prerefunded 5/01/2021)	920,000	1,005,348
Wisconsin Health & Educational Facilities Authority Rev. (Meriter Hospital), “A”, 6%, 5/01/2041 (Prerefunded 5/01/2021)	605,000	668,924
Wisconsin Health & Educational Facilities Authority Rev. (St. John's Community, Inc.), “A”, 5%, 9/15/2040	25,000	26,175
Wisconsin Health & Educational Facilities Authority Rev. (St. John's Community, Inc.), “A”, 5%, 9/15/2045	35,000	36,563
Wisconsin Health & Educational Facilities Authority Rev. (St. John's Community, Inc.), “A”, 5%, 9/15/2050	155,000	161,564
Wisconsin Public Finance Authority Education Rev. (Mountain Island Charter School), 5%, 7/01/2037	45,000	46,795
Wisconsin Public Finance Authority Education Rev. (Mountain Island Charter School), 5%, 7/01/2047	60,000	62,015
Wisconsin Public Finance Authority Education Rev. (Pine Lake Preparatory), 4.95%, 3/01/2030	70,000	72,073
Wisconsin Public Finance Authority Education Rev. (Pine Lake Preparatory), 5.25%, 3/01/2035	70,000	72,013
Wisconsin Public Finance Authority Education Rev. (Pine Lake Preparatory), 5.5%, 3/01/2045	175,000	179,699
Wisconsin Public Finance Authority Educational Facilities Rev. (Community School Of Davidson Project), 5%, 10/01/2033	30,000	31,351
Wisconsin Public Finance Authority Educational Facilities Rev. (Community School Of Davidson Project), 5%, 10/01/2048	160,000	163,424

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Wisconsin Public Finance Authority Healthcare Facility (Church Home of Hartford, Inc. Project), "A", 4%, 9/01/2020	25,000	25,616
Wisconsin Public Finance Authority Healthcare Facility (Church Home of Hartford, Inc. Project), "A", 5%, 9/01/2025	35,000	37,891
Wisconsin Public Finance Authority Healthcare Facility (Church Home of Hartford, Inc. Project), "A", 5%, 9/01/2030	95,000	99,397
Wisconsin Public Finance Authority Healthcare Facility (Church Home of Hartford, Inc. Project), "A", 5%, 9/01/2038	80,000	82,630
Wisconsin Public Finance Authority Higher Education Facilities Rev. (Gannon University Project), 5%, 5/01/2047	100,000	106,572
Wisconsin Public Finance Authority Limited Obligation Grant Rev. (American Dream at Meadowlands Project), "A", 6.25%, 8/01/2027	840,000	893,567
Wisconsin Public Finance Authority Limited Obligation PILOT Rev. (American Dream at Meadowlands Project), 6.5%, 12/01/2037	550,000	624,558
Wisconsin Public Finance Authority Limited Obligation PILOT Rev. (American Dream at Meadowlands Project), 7%, 12/01/2050	330,000	381,232
Wisconsin Public Finance Authority Rev. (Denver International Airport Great Hall Project), 5%, 9/30/2037	210,000	231,376
Wisconsin Public Finance Authority Rev. (Roseman University of Health Sciences Project), 5.75%, 4/01/2035	190,000	205,591
Wisconsin Public Finance Authority Senior Living Refunding Bonds Rev. (Mary's Woods at Marylhurst Project), "A", 5.25%, 5/15/2037	55,000	60,013
Wisconsin Public Finance Authority Senior Living Refunding Bonds Rev. (Mary's Woods at Marylhurst Project), "A", 5.25%, 5/15/2042	35,000	38,060
Wisconsin Public Finance Authority Senior Living Refunding Bonds Rev. (Mary's Woods at Marylhurst Project), "A", 5.25%, 5/15/2047	180,000	195,187
Wisconsin Public Finance Authority Senior Living Refunding Bonds Rev. (Mary's Woods at Marylhurst Project), "A", 5.25%, 5/15/2052	55,000	59,472
Wisconsin Public Finance Authority Senior Living Rev. (Rose Villa Project), "A", 5.125%, 11/15/2029	140,000	147,146
Wisconsin Public Finance Authority Senior Living Rev. (Rose Villa Project), "A", 5.5%, 11/15/2034	125,000	132,515
Wisconsin Public Finance Authority Senior Living Rev. (Rose Villa Project), "A", 5.75%, 11/15/2044	120,000	128,557
Wisconsin Public Finance Authority Senior Living Rev. (Rose Villa Project), "A", 6%, 11/15/2049	155,000	167,696
Wisconsin Public Finance Authority Student Housing Rev. (Western Carolina University Project), 5.25%, 7/01/2047	235,000	248,919
Wisconsin Public Finance Authority, Airport Facilities Rev. (Transportation Infrastructure Properties LLC), "B", 5%, 7/01/2022	110,000	116,479
Wisconsin Public Finance Authority, Airport Facilities Rev. (Transportation Infrastructure Properties LLC), "B", 5.25%, 7/01/2028	1,825,000	1,962,587
Wisconsin Public Finance Authority, Airport Facilities Rev. (Transportation Infrastructure Properties LLC), "B", 5%, 7/01/2042	95,000	100,121
		\$ 10,365,968
Total Municipal Bonds		\$262,328,547

Portfolio of Investments (unaudited) – continued

Issuer	Shares/Par Value (\$)
Investment Companies (h) - 0.8%	
Money Market Funds – 0.8%	
MFS Institutional Money Market Portfolio, 2.03% (v)	1,414,011 \$ 1,414,011
Other Assets, Less Liabilities - 1.0%	1,635,435
Variable Rate Municipal Term Preferred Shares (VMTPS), at liquidation value of \$97,500,000 net of unamortized debt issuance costs of \$13,397 (issued by the fund) - (58.1)%	(97,486,603)
Net assets applicable to common shares - 100.0%	\$167,891,390

(a) Non-income producing security.

(d) In default.

An affiliated issuer, which may be considered one in which the fund owns 5% or more of the outstanding voting securities, or a company which is under common control. At period end, the aggregate values of the fund's investments in affiliated issuers and in unaffiliated issuers were \$1,414,011 and \$262,328,547, respectively.

Securities exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in the ordinary course of business in transactions exempt from registration, normally to qualified institutional buyers. At period end, the aggregate value of these securities was \$2,415,068, representing 1.4% of net assets applicable to common shares.

Affiliated issuer that is available only to investment companies managed by MFS. The rate quoted for the MFS Institutional Money Market Portfolio is the annualized seven-day yield of the fund at period end.

The following abbreviations are used in this report and are defined:

AAC	Ambac Assurance Corp.
AGM	Assured Guaranty Municipal
ASSD GTY	Assured Guaranty Insurance Co.
BAM	Build America Mutual
CALHF	California Health Facility Construction Loan Insurance Program
COP	Certificate of Participation
ETM	Escrowed to Maturity
FHLMC	Federal Home Loan Mortgage Corp.
GNMA	Government National Mortgage Assn.
LOC	Letter of Credit
NATL	National Public Finance Guarantee Corp.

Derivative Contracts at 8/31/18

Futures Contracts

Description	Long/ Short	Currency	Contracts	Notional Amount	Expiration Date	Value/Unrealized Appreciation (Depreciation)
Liability Derivatives						
Interest Rate Futures						
U.S. Treasury Bond 30 yr	Short	USD	31	\$4,470,781	December – 2018	\$(11,309)
U.S. Treasury Note 10 yr	Short	USD	212	25,496,313	December – 2018	\$(52,114)
						\$(63,423)

At August 31, 2018, the fund had cash collateral of \$293,900 to cover collateral or margin obligations for certain derivative contracts.

See attached supplemental information. For more information see notes to financial statements as disclosed in the most recent semiannual or annual report.

Supplemental Information

8/31/18 (unaudited)

The fund is an investment company and accordingly follows the investment company accounting and reporting guidance of the Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 946 Financial Services - Investment Companies.

(1) Investment Valuations

Debt instruments and floating rate loans, including restricted debt instruments, are generally valued at an evaluated or composite bid as provided by a third-party pricing service. Short-term instruments with a maturity at issuance of 60 days or less may be valued at amortized cost, which approximates market value. Futures contracts are generally valued at last posted settlement price on their primary exchange as provided by a third-party pricing service. Futures contracts for which there were no trades that day for a particular position are generally valued at the closing bid quotation on their primary exchange as provided by a third-party pricing service. Open-end investment companies are generally valued at net asset value per share. Securities and other assets generally valued on the basis of information from a third-party pricing service may also be valued at a broker/dealer bid quotation. In determining values, third-party pricing services can utilize both transaction data and market information such as yield, quality, coupon rate, maturity, type of issue, trading characteristics, and other market data.

The Board of Trustees has delegated primary responsibility for determining or causing to be determined the value of the fund's investments (including any fair valuation) to the adviser pursuant to valuation policies and procedures approved by the Board. If the adviser determines that reliable market quotations are not readily available, investments are valued at fair value as determined in good faith by the adviser in accordance with such procedures under the oversight of the Board of Trustees. Under the fund's valuation policies and procedures, market quotations are not considered to be readily available for most types of debt instruments and floating rate loans and many types of derivatives. These investments are generally valued at fair value based on information from third-party pricing services. In addition, investments may be valued at fair value if the adviser determines that an investment's value has been materially affected by events occurring after the close of the exchange or market on which the investment is principally traded (such as foreign exchange or market) and prior to the determination of the fund's net asset value, or after the halting of trading of a specific security where trading does not resume prior to the close of the exchange or market on which the security is principally traded. The adviser generally relies on third-party pricing services or other information (such as the correlation with price movements of similar securities in the same or other markets; the type, cost and investment characteristics of the security; the business and financial condition of the issuer; and trading and other market data) to assist in determining whether to fair value and at what value to fair value an investment. The value of an investment for purposes of calculating the fund's net asset value can differ depending on the source and method used to determine value. When fair valuation is used, the value of an investment used to determine the fund's net asset value may differ from quoted or published prices for the same investment. There can be no assurance that the fund could obtain the fair value assigned to an investment if it were to sell the investment at the same time at which the fund determines its net asset value per share.

Various inputs are used in determining the value of the fund's assets or liabilities. These inputs are categorized into three broad levels. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fund's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment. Level 1 includes unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 includes other significant observable market-based inputs (including quoted prices for similar securities, interest rates, prepayment speed, and credit risk). Level 3 includes unobservable inputs, which may include the adviser's own assumptions in determining the fair value of investments. Other financial instruments are derivative instruments, such as futures contracts. The following is a summary of the levels used as of August 31, 2018 in valuing the fund's assets or liabilities:

Financial Instruments	Level 1	Level 2	Level 3	Total
Municipal Bonds	\$—	\$262,328,547	\$—	\$262,328,547
Mutual Funds	1,414,011	—	—	1,414,011
Total	\$1,414,011	\$262,328,547	\$—	\$263,742,558

Other Financial Instruments

Futures Contracts - Liabilities \$(63,423) \$— \$— \$(63,423)

For further information regarding security characteristics, see the Portfolio of Investments.

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Supplemental Information (unaudited) – continued

(2) Investments in Affiliated Issuers

An affiliated issuer may be considered one in which the fund owns 5% or more of the outstanding voting securities, or a company which is under common control. For the purposes of this report, the fund assumes the following to be affiliated issuers:

Affiliated Issuers	Beginning Shares/Par Amount	Acquisitions Shares/Par Amount	Dispositions Shares/Par Amount	Ending Shares/Par Amount	
MFS Institutional Money Market Portfolio	1,418,220	33,675,268	(33,679,477)	1,414,011	
		Change in			
Affiliated Issuers	Realized Gain (Loss)	Unrealized Appreciation/ Depreciation	Capital Gain Distributions	Dividend Income	Ending Value
MFS Institutional Money Market Portfolio	\$573	\$319	\$—	\$42,677	\$1,414,011

ITEM 2. CONTROLS AND PROCEDURES.

- (a) Based upon their evaluation of the effectiveness of the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "Act")) as conducted within 90 days of the filing date of this Form N-Q, the registrant's principal financial officer and principal executive officer have concluded that those disclosure controls and procedures provide reasonable assurance that the material information required to be disclosed by the registrant on this report is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

- (b) There were no changes in the registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 3. EXHIBITS.

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the Act (17 CFR 270.30a-2): Attached hereto as EX-99.CERT.

Notice

A copy of the Agreement and Declaration of Trust, as amended, of the Registrant is on file with the Secretary of State of The Commonwealth of Massachusetts and notice is hereby given that this instrument is executed on behalf of the Registrant by an officer of the Registrant as an officer and not individually and the obligations of or arising out of this instrument are not binding upon any of the Trustees or shareholders individually, but are binding only upon the assets and property of the respective constituent series of the Registrant.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: MFS HIGH INCOME MUNICIPAL TRUST

By (Signature and Title)* DAVID L. DILORENZO
David L. DiLorenzo, President

Date: October 16, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)* DAVID L. DILORENZO
David L. DiLorenzo, President
(Principal Executive Officer)

Date: October 16, 2018

By (Signature and Title)* JAMES O. YOST
James O. Yost, Treasurer
(Principal Financial Officer
and Accounting Officer)

Date: October 16, 2018

* Print name and title of each signing officer under his or her signature.