

FIRST INDUSTRIAL REALTY TRUST INC

Form 11-K

June 21, 2010

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 11-K  
ANNUAL REPORT**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 (FEE REQUIRED)**

**For the fiscal year ended December 31, 2009.**

**OR**

- TRANSITION REPORT PURSUANT TO SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 1-13102**

A. Full title of the Plan:

**FIRST INDUSTRIAL, L.P. 401 (K) Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**FIRST INDUSTRIAL REALTY TRUST, INC.**

**311 S. Wacker Drive, Suite 3900, Chicago, Illinois 60606**

**REQUIRED INFORMATION**

**FINANCIAL STATEMENTS:**

Item 4. Plan financial statements and schedules prepared in accordance with the financial reporting requirements of the Employee Retirement Income Security Act of 1974 ( ERISA ) are attached hereto. Such financial statements and schedules are included in the Report in lieu of the information required by Items 1-3 of Form 11-K.

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**First Industrial, L.P. 401(k) Plan  
Index  
December 31, 2009 and 2008**

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<u>EX-23</u>	
<b>Note:</b> Other schedules of additional information required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ( ERISA ) have been omitted because they are not applicable.	

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**Report of Independent Registered Public Accounting Firm**

To the Participants and Administrator of

First Industrial, L.P. 401(k) Plan:

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the First Industrial, L.P. 401(k) Plan (the Plan ) at December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, line 4i Schedule of Assets (Held at End of Year) and supplemental Schedule H, line 4a-Schedule of Delinquent Participant Contributions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan s management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Chicago, Illinois

June 17, 2010

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**First Industrial, L.P. 401(k) Plan**  
**Statements of Net Assets Available for Benefits**  
**At December 31, 2009 and 2008**

	<b>2009</b>	<b>2008</b>
<b>Assets</b>		
Investments at fair value (see Notes 4 and 5)	\$ 15,894,328	\$ 14,777,714
Wrapper contracts at fair value (see Note 3)	1,302	1,292
Participant contributions receivable	40,315	
<b>Total assets</b>	<b>15,935,945</b>	<b>14,779,006</b>
<b>Liabilities</b>		
Excess contribution payable (see Note 7)	96,272	
<b>Total liabilities</b>	<b>96,272</b>	
<b>Net assets at fair value</b>	<b>15,839,673</b>	<b>14,779,006</b>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	21,455	73,684
<b>Net assets available for benefits</b>	<b>\$ 15,861,128</b>	<b>\$ 14,852,690</b>

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

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**First Industrial, L.P. 401(k) Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
**For the Year Ended December 31, 2009**

	<b>2009</b>
<b>Additions</b>	
Additions to net assets attributed to:	
Investment income:	
Interest and dividends	\$ 321,860
Interest from participant loans	14,526
Net appreciation in fair value of investments (see Notes 4 and 5)	2,510,900
Total investment income	2,847,286
Contributions:	
Participant	1,565,347
Total contributions	1,565,347
Total additions	4,412,633
<b>Deductions</b>	
Deductions from net assets attributed to:	
Benefits paid to participants	3,397,297
Administrative expenses	6,898
Total deductions	3,404,195
Net additions	1,008,438
<b>Net assets available for benefits:</b>	
Beginning of year	14,852,690
End of year	\$ 15,861,128

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

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**First Industrial, L.P. 401(k) Plan  
Notes to Financial Statements  
December 31, 2009 and 2008**

**1. Plan Description**

The following description of the First Industrial, L.P. 401(k) Plan (the Plan) is intended to provide only general information. Participants should refer to the Plan agreement and the summary Plan description for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan which was established on January 1, 1995, and is administered by First Industrial, L.P. (the Employer). The assets of the Plan are managed and administered under the terms of an agreement between the Employer and the trustee, Fidelity Management Trust Company (the Trustee). The Trustee is responsible for the investment of such assets and the accounting for all related receipts and disbursements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Eligibility**

All employees who have reached age 21 are eligible to participate in the Plan on the first day of the month following the first 30 days of his or her employment.

**Contributions**

Each year, participants may contribute up to 60 percent of pretax annual compensation, as defined in the Plan, subject to Internal Revenue Service (IRS) limits. Participant contributions may also include rollovers, which represent transfers of participant account balances previously held in the former employer's qualified plans.

Each year, the Employer will determine the amount, if any, of matching contributions, which will be contributed to the Plan, however, participant contributions in excess of 6% of pretax annual compensation, as defined in the Plan, are not matched by the Employer. The participant must be employed as of the last day of the Plan year to be eligible for any matching contributions made for that Plan year.

In no event shall the contributions credited to a participant's account for any Plan year, either separately or when combined with the Employer contributions, exceed the allowable deduction for federal income tax purposes.

**Automatic Enrollment Contributions**

Each eligible employee hired by the Employer is automatically enrolled in the Plan, unless the employee makes an affirmative election not to enroll. The employee is enrolled to contribute 3% of their eligible compensation to the Plan, which will increase 1% annually on January 1st (after the employee has been participating in the Plan for at least six months), not to exceed 6%, unless the participant specifies an election percentage.

**Participant Accounts**

Each participant's account is credited with that participant's contributions, and allocations of a) the Employer contribution, if any, and b) Plan earnings/(losses). Allocations are based on participant's earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The net investment gain or loss for each of the investment assets is allocated daily to

each participant's elective accounts in the proportion to which each such account bears to the total of all such asset accounts.



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**First Industrial, L.P. 401(k) Plan**

**Notes to Financial Statements**

**December 31, 2009 and 2008**

**Vesting**

All participant and Employer contributions and earnings thereon are fully and immediately vested.

**Participant Loans**

Within the limits of IRS regulations, which change from time-to-time, a loan may be requested for any reason by a participant. The minimum loan is \$1,000. The maximum loan is generally limited to the lesser of:

- (1) 50% of the participant's vested account balance, or
- (2) \$50,000, minus the highest outstanding loan balance in the prior 12 months.

The loan repayment period is set at a maximum of 5 years except in the case of a loan for the purpose of acquiring a principal residence, in which case the loan may be repaid over 10 years. Participants may only have one loan outstanding at any time. The Plan administrator sets the rate of interest which, in general, approximates the prevailing interest rates charged by lending institutions for loans which would be made under similar circumstances. The interest rate remains fixed throughout the duration of the loan. Upon termination with the Employer, the loan is due immediately. Outstanding loan balances may be paid off at any time while employed by the Employer; partial pre-payments are not permitted.

**Payment of Benefits**

Upon termination of service due to death, disability, and retirement or due to other reasons, a participant may elect to receive a lump sum amount equal to the value of the participant's vested interest in his/her account or be paid in periodic payments if the account balance exceeds \$5,000. If a participant terminated employment and the account balance is less than \$5,000, a lump sum payment will be made unless the participant chooses to make a direct rollover into another eligible retirement plan. Generally, the participant is required by law to receive a minimum required distribution from the Plan no later than April 1 following the year he/she reaches 70 1/2 years old.

**Administrative Expenses**

Certain professional fees and administrative expenses incurred in connection with the Plan are paid by the Employer. Loan processing fees are paid by the participant and deducted from their Plan assets.

**2. Significant Accounting Policies**

**Basis of Presentation**

The financial statements of the Plan are prepared under the accrual method of accounting, except for the cash basis recording of benefits paid.

**Valuation of Investments and Income Recognition**

Shares of registered investment funds, common stock and self directed brokerage accounts are stated at fair value. Refer to Note 5 for disclosures provided for fair value measurements of Plan investments.



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**First Industrial, L.P. 401(k) Plan**

**Notes to Financial Statements**

**December 31, 2009 and 2008**

As described in the Financial Accounting Standards Board's (FASB) guidance, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in investment contracts through a collective trust. As required by the guidance, the Statements of Net Assets Available for Benefits present the fair value of the investment contracts held in the collective trust as well as the adjustment of the fully benefit-responsive investment contracts held in the collective trust from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments. Purchases and sales of investments are reflected on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

**Participant Loans**

Participant loans are stated at amortized cost. Differences, if any, from fair value are not considered material in relation to net assets. At December 31, 2009 and 2008, there were no loans in default that exceeded the participants' vested account balances.

**Use of Estimates**

The preparation of the financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

**Risks and Uncertainties**

The Plan provides for various investment options in any combination of stock and mutual funds. Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

**Recent Accounting Pronouncements**

For the year ending December 31, 2009, the Plan adopted the FASB's update to general standards on accounting for disclosures of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. The adoption of this guidance did not materially impact the Plan's financial statements. See Note 10, Subsequent Events, for further discussion of subsequent events.

**Table of Contents****First Industrial, L.P. 401(k) Plan****Notes to Financial Statements****December 31, 2009 and 2008****3. Investment Contracts**

The Plan invests in a collective trust fund. Fidelity Managed Income Portfolio, the collective trust, may invest in various benefit-responsive investment contracts, such as short and long-term investment contracts issued by insurance companies ( GICs ), investment contracts issued by commercial banks ( BICs ), synthetic investment contracts or wrap contracts, comprising underlying assets (typically fixed-income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements) and a wrapper contract issued by a third party, and cash equivalents represented by units of a money market portfolio (collectively, the investment contracts ). The wrapper contract is a contract with a third party to provide market and cash flow risk protection to the Plan for the Fidelity Managed Income Portfolio.

As described in Note 1, because the investment contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of net assets available for benefits attributable to the investment contracts. Therefore, investments in GICs, BICs and wrapper contracts are valued at contract value, which represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

Certain events limit the ability of the collective trust to transact at contract value with the issuer. The Employer does not believe that the occurrence of any such event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The average yield of the investment contracts based on interest rate credited to participants was approximately 1.65% and 3.75% at December 31, 2009 and 2008, respectively, which approximates the yield on actual earnings.

**4. Investments**

The investment assets of the Plan as of December 31, 2009 and 2008 were held, and all transactions therein were executed by the Trustee, under terms of the trust agreement. Participants in the Plan may direct the Trustee to invest their account balances in one or more of thirty-one investment options, including First Industrial Realty Trust, Inc. common stock. In addition, participants can elect to invest their plan assets in individual securities by establishing a plan level brokerage account. The following is a summary of those investments held at December 31, 2009 and 2008 that individually exceed five percent of net assets available for benefits:

	<b>2009</b>	<b>2008</b>
Spartan 500 Index Fund	\$ 1,804,849	\$ 1,828,455
Fidelity Diversified International Fund	1,490,297	1,406,838
The Oakmark Equity and Income Fund	1,359,513	
Victory Diversified Stock Fund Class A	1,273,992	
Eaton Vance Large Cap Value Fund Class A	1,271,070	
Baron Asset Fund	1,247,883	1,104,023
Fidelity Managed Income Portfolio*	1,175,235	1,439,670
Fidelity Balanced Fund		1,421,366
Fidelity Equity-Income Fund		1,160,485
Fidelity Dividend Growth Fund		1,078,860
Fidelity U.S. Bond Index Fund	963,220	855,382
Fidelity Freedom 2020	816,898	
First Industrial Realty Trust, Inc.	619,472	787,299

\* Investment is stated at contract value for the years ended December 31, 2009 and 2008, rather than fair value.

**Table of Contents****First Industrial, L.P. 401(k) Plan  
Notes to Financial Statements  
December 31, 2009 and 2008**

During 2009, the Plan's common stock, registered investment funds and self directed brokerage accounts (including gains and losses on investments bought and sold, as well as held during the year) (depreciated) appreciated in value by \$(196,477), \$2,707,064 and \$313, respectively.

**5. Fair Value Measurements**

The guidance for fair value measurement of financial instruments 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; 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.

As of December 31, 2009 and December 31, 2008, the Plan investments measured at fair value on a recurring basis were as follows:

	<b>Total</b>	<b>Fair Value Measurements Using:</b>		
		<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Unobservable Inputs (Level 3)</b>
<b>Assets at fair value as of December 31, 2009:</b>				
Registered Investment Funds	\$ 13,820,226	\$ 13,820,226	\$	\$
Collective Trust	1,153,781		1,153,781	
Common Stock	619,472	619,472		
Loans to Participants	230,559			230,559
Interest-Bearing Cash	71,592	71,592		
<b>Total assets at fair value</b>	<b>\$ 15,895,630</b>	<b>\$ 14,511,290</b>	<b>\$ 1,153,781</b>	<b>\$ 230,559</b>
<b>Assets at fair value as of December 31, 2008:</b>				
Registered Investment Funds	\$ 12,363,192	\$ 12,363,192	\$	\$
Collective Trust	1,365,986		1,365,986	
Common Stock	787,299	787,299		
Loans to Participants	262,529			262,529
<b>Total assets at fair value</b>	<b>\$ 14,779,006</b>	<b>\$ 13,150,491</b>	<b>\$ 1,365,986</b>	<b>\$ 262,529</b>

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

**Registered investment funds and self directed brokerage accounts**

The shares of registered investment funds and funds held within self directed brokerage accounts are valued at quoted market prices on an exchange in active markets, which represent the net asset values of shares held by the Plan at year end, and are classified as Level 1 investments.

**Table of Contents****First Industrial, L.P. 401(k) Plan  
Notes to Financial Statements  
December 31, 2009 and 2008****Collective trust**

The collective trust is composed of fully benefit-responsive investment contracts and is classified as a Level 2 investment. The collective trust is not available on an exchange in an active market; however, the fair value is determined based on the underlying investments as traded on an exchange in an active market using the most recent bid prices available, or, if prices are not readily available, securities may be valued by other methods. These methods include reviewing price movements in future contracts and American depository receipts, market and trading trends, the bid/ask quotes of brokers and off exchange institutional trading, and then making a good faith determination of a security's value. Included in the collective trust are wrapper contracts in the amount of \$1,302.

Although the Employer has determined that the inputs used to value the collective trust fall within Level 2 of the fair value hierarchy, the wrapper contracts included utilize Level 3 inputs, such as valuing the contracts using a discounted cash flow model. However, the Employer has assessed the significance of the impact of the wrapper contracts on the overall valuation of the collective trust and has determined that the wrapper contracts are not significant to the overall valuation of the collective trust. As a result, the Employer has determined that the valuations in their entirety are classified as Level 2 of the fair value hierarchy.

**Common stock**

Common stock consists solely of First Industrial Realty Trust, Inc. common stock which is quoted on a recognized securities exchange, is valued at the last reported sales price on the last business day of the Plan year and is classified as a Level 1 investment.

**Loans to Participants**

Loans to participants are valued at their outstanding balances owed, which approximates fair value and are classified as Level 3 investments.

Changes in the fair value of the Plan's Level 3 investments during the year ended December 31, 2009 were as follows:

	<b>Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Participant Loans</b>
Beginning asset balance, January 1, 2009	\$ 262,529
Issuances and repayments, net	(31,970)
Ending asset balance, December 31, 2009	\$ 230,559

**6. Plan Termination**

Although the Employer has reserved the right to amend or terminate the Plan, it was established with the intention that the Plan will be indefinite. In the event of termination, each participant or beneficiary, as the case may be, is



entitled to receive any amounts credited to his or her accounts in the Plan, provided, however, that the Employer is not required to effect such distribution until written evidence of approval of such termination and distribution has been received from the Commissioner of the IRS. Presently, there is no intention on part of the Employer to terminate the Plan.

**Table of Contents****First Industrial, L.P. 401(k) Plan****Notes to Financial Statements****December 31, 2009 and 2008****7. Tax Status**

The IRS has determined and informed the Employer by letter dated August 11, 2004, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ( IRC ). Accordingly, the Plan administrator believes that the Plan is designed and is currently being operated in accordance with the requirements of Section 401(a) of the IRC. Therefore, no provision for income taxes has been recorded by the Plan.

During 2007 and 2008, the Employer identified inconsistencies between the employees participating in the Plan and those defined as an eligible class under the Plan. Therefore, the Employer executed amendments to the Plan, effective May 22, 1997, to include First Industrial Investment, Inc. (inclusive of any former entity names) as a related employer whose employees are included in the eligible class of participants under the Plan. The Employer submitted an application to the IRS under the Voluntary Correction Program. During 2009, the Employer received approval from the IRS for the error correction.

During 2009, contributions made by certain highly compensated participants exceeded contribution limitations of the Plan and a portion of the contributions are required to be returned to the participants. Accordingly, the Plan recorded an excess contribution payable of \$96,272 as of December 31, 2009 (see Note 10), which is presented within contributions on the Statement of Changes in Net Assets Available for Benefits.

**8. Party-in-Interest Transactions**

Certain Plan investments are shares of mutual funds managed by the Trustee and common stock of First Industrial Realty Trust, Inc., the parent of the Employer. Additionally, certain participants have loans outstanding to the Plan. Therefore, these transactions qualify as party-in-interest transactions.

Administrative expenses paid by the Plan for the year ended December 31, 2009 were \$6,898. Expenses incurred by the Employer to the Trustee for recordkeeping and investment management services were \$7,246 for the year ended December 31, 2009.

**9. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	<b>December 31, 2009</b>	<b>December 31, 2008</b>
Net assets available for benefits per the financial Statements	\$ 15,861,128	\$ 14,852,690
Plus: Distribution payable	96,272	
Less: Adjustments from fair value to contract value for fully benefit-responsive investment contracts	(21,455)	(73,684)
Net assets available for benefits per the Form 5500	\$ 15,935,945	\$ 14,779,006

The following is a reconciliation of investment income per the financial statements to the Form 5500:

	<b>December 31, 2009</b>
Net additions per the financial statements	\$ 1,008,438

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Plus: Distribution payable	96,272
Less: Adjustments from fair value to contract value for fully benefit-responsive investment contracts	52,229
Net income per the Form 5500	\$ 1,156,939

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**First Industrial, L.P. 401(k) Plan**

**Notes to Financial Statements**

**December 31, 2009 and 2008**

**10. Subsequent Events**

Total distributions of \$442,651 were paid from January 1, 2010 to June 17, 2010 relating to employees terminated during 2009.

On February 12, 2010, the excess contribution of \$96,272 was paid to certain highly compensated participants (see Note 7).

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**SUPPLEMENTAL SCHEDULES**

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**First Industrial, L.P. 401(k) Plan**

**Schedule H, line 4a Schedule of Delinquent Participant Contributions**

**December 31, 2009**

<b>Participant Contributions Transferred Late to Plan</b>	<b>Total that Constitute Nonexempt Prohibited Transactions</b>
\$150	\$150
	14

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**First Industrial, L.P. 401(k) Plan**  
**Schedule H, line 4i Schedule of Assets (Held at End of Year)**  
**December 31, 2009**

Identity of issue, borrow, lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost**	Current Value
* First Industrial Realty Trust, Inc.	Common Stock		\$ 619,472
PIMCO Total Return Fund	Registered Investment Fund		104,561
Baron Asset Fund	Registered Investment Fund		1,247,883
Cohen & Steers Realty Shares, Inc.	Registered Investment Fund		732,585
TCW Small Cap Growth Fund Class I	Registered Investment Fund		13,299
The Oakmark Equity and Income Fund	Registered Investment Fund		1,359,513
Victory Diversified Stock Fund Class A	Registered Investment Fund		1,273,992
Artisan Mid Cap Value Fund	Registered Investment Fund		24,660
Allianz NFJ Small-Cap Value Fund	Registered Investment Fund		38,746
Eaton Vance Large Cap Value Fund	Registered Investment Fund		
Class A			1,271,070
* Fidelity Contrafund	Registered Investment Fund		60,873
* Fidelity Government Income Fund	Registered Investment Fund		7,710
* Fidelity Diversified International Fund	Registered Investment Fund		1,490,297
* Fidelity Freedom Income Fund	Registered Investment Fund		94,888
* Fidelity Freedom 2000 Fund	Registered Investment Fund		60,714
* Fidelity Freedom 2005 Fund	Registered Investment Fund		8,017
* Fidelity Freedom 2010 Fund	Registered Investment Fund		720,480
* Fidelity Freedom 2015 Fund	Registered Investment Fund		162,675
* Fidelity Freedom 2020 Fund	Registered Investment Fund		816,898
* Fidelity Freedom 2025 Fund	Registered Investment Fund		460,695
* Fidelity Freedom 2030 Fund	Registered Investment Fund		470,595
* Fidelity Freedom 2035 Fund	Registered Investment Fund		118,663
* Fidelity Freedom 2040 Fund	Registered Investment Fund		348,178
* Fidelity Freedom 2045 Fund	Registered Investment Fund		65,963
* Fidelity Freedom 2050 Fund	Registered Investment Fund		26,200
* Spartan Extended Market Index Fund	Registered Investment Fund		8,840
* Spartan International Index Fund	Registered Investment Fund		51,121
* Fidelity High Income Fund	Registered Investment Fund		2,742
* Fidelity Managed Income Portfolio	Collective Trust		1,153,781
* Spartan 500 Index Fund	Registered Investment Fund		1,804,849
* Fidelity U.S. Bond Index Fund	Registered Investment Fund		963,220
Interest bearing cash	Self Directed Brokerage Account		71,592
Third Avenue Focused Credit Investor Fund	Self Directed Brokerage Account		10,299
* Participant loans	Loans to Participants (maturities range from 1 to 9 years, interest rates range from 4.25% to 10.25%).		230,559
			\$ 15,895,630

\* Denotes party in interest.

\*\* Cost information has been omitted with respect to participant or beneficiary directed transactions.



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**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the trustee (or other persons who administer the employee benefit plan (the Plan Administrators )) has duly caused this annual report to be signed by the undersigned hereunto duly authorized.

**FIRST INDUSTRIAL, L.P. 401 (K) Plan**

**By: FIRST INDUSTRIAL, L.P., as Plan Administrator**

**By: FIRST INDUSTRIAL REALTY TRUST, INC, as sole  
general partner of First Industrial, L.P.**

Date: June 17, 2010

By: /s/ Scott A. Musil  
Scott A. Musil  
Chief Financial Officer

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EXHIBIT INDEX

Exhibit No.

23 Consent of PricewaterhouseCoopers LLP

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