FIRST INDUSTRIAL REALTY TRUST INC	
Form 10-Q	
November 04, 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 September 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)

(Exact Name of Registrant as Specified in its Charter)

Maryland
(State or Other Jurisdiction of
(I.R.S. Employer 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)

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  $\circ$  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 ý 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 ý 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 ý

Number of shares of Common Stock, \$.01 par value, outstanding as of November 1, 2013: 109,975,850.

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# FIRST INDUSTRIAL REALTY TRUST, INC.

Form 10-Q

For the Period Ended September 30, 2013

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#### PART I: FINANCIAL INFORMATION

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

	September 30, 2013 (Unaudited) (In thousands excesshare data)		
ASSETS			
Assets:			
Investment in Real Estate:	Φ <b>7</b> 10 141	Φ.(Ω1.72.)	
Land	\$710,141	\$691,726	
Buildings and Improvements	2,392,988	2,403,654	
Construction in Progress	54,675	26,068	,
Less: Accumulated Depreciation		) (732,635	)
Net Investment in Real Estate	2,396,775	2,388,813	
Real Estate and Other Assets Held for Sale, Net of Accumulated Depreciation and Amortization of \$658 and \$3,050	2,291	6,765	
Cash and Cash Equivalents	7,343	4,938	
Tenant Accounts Receivable, Net	4,581	4,596	
Investments in Joint Ventures	1,163	1,012	
Deferred Rent Receivable, Net	56,380	54,563	
Deferred Financing Costs, Net	12,238	12,028	
Deferred Leasing Intangibles, Net	26,944	33,190	
Prepaid Expenses and Other Assets, Net	103,400	102,937	
Total Assets	\$2,611,115	\$2,608,842	
LIABILITIES AND EQUITY			
Liabilities:			
Indebtedness:			
Mortgage Loans Payable, Net	\$713,011	\$763,616	
Senior Unsecured Notes, Net	445,515	474,150	
Unsecured Credit Facility	171,000	98,000	
Accounts Payable, Accrued Expenses and Other Liabilities	69,708	80,647	
Deferred Leasing Intangibles, Net	13,808	15,522	
Rents Received in Advance and Security Deposits	30,827	30,802	
Dividend Payable	9,788	452	
Total Liabilities	1,453,657	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, 114,299,964			
and 103,092,027 shares issued and 109,975,850 and 98,767,913 shares outstanding)	1,143	1,031	
Additional Paid-in-Capital	1,937,100	1,906,490	
Distributions in Excess of Accumulated Earnings	(680,821	) (657,567	)
=	(300,021	, (00.,00)	,

Accumulated Other Comprehensive Loss	(3,815	) (6,557	)				
Treasury Shares at Cost (4,324,114 shares)	(140,018	) (140,018	)				
Total First Industrial Realty Trust, Inc.'s Stockholders' Equity	1,113,589	1,103,379					
Noncontrolling Interest	43,869	42,274					
Total Equity	1,157,458	1,145,653					
Total Liabilities and Equity	\$2,611,115	\$2,608,842					
The accompanying notes are an integral part of the consolidated financial statements.							

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# FIRST INDUSTRIAL REALTY TRUST, INC. CONSOLIDATED STATEMENTS OF OPERATIONS

	Ended Ended		Ended September 30	Nine Months Ended 0, September 30 2013			Nine Months Ended September 30 2012	
		Α3	cept per share		lata)			
Revenues:	(III tilousalius	C/	recpt per snare		iata)			
Rental Income	\$65,384		\$62,055		\$193,433		\$185,916	
Tenant Recoveries and Other Income	18,026		16,555		57,033		53,099	
Total Revenues	•		78,610		250,466		239,015	
	83,410		76,010		230,400		239,013	
Expenses:	26.760		24.422		01 041		75 724	
Property Expenses	26,769		24,423		81,941		75,724	
General and Administrative	5,137		4,843		17,001		16,414	,
Impairment of Real Estate	1,047				2,476		(257	)
Depreciation and Other Amortization	28,604		28,552		84,791		89,138	
Total Expenses	61,557		57,818		186,209		181,019	
Other Income (Expense):								
Interest Income	591		656		1,754		2,261	
Interest Expense	(17,997	)	. ,	_	(55,391	)	(63,992	)
Amortization of Deferred Financing Costs	(781	)	(868	)	(2,468	)	(2,593	)
Mark-to-Market (Loss) Gain on Interest Rate Protection	n		(29	)	52		(334	)
Agreements			(2)	,	32		(334	,
Loss from Retirement of Debt	(662	)	(424	)	(6,248	)	(6,646	)
Total Other Income (Expense)	(18,849	)	(20,792	)	(62,301	)	(71,304	)
Income (Loss) from Continuing Operations Before								
Equity in Income of Joint Ventures, Gain on Change in	3,004		_		1,956		(13,308	)
Control of Interests and Income Tax (Provision) Benefit	it							
Equity in Income of Joint Ventures	72		28		119		156	
Gain on Change in Control of Interests							776	
Income Tax (Provision) Benefit	(63	)	5		(4	)	(5,258	)
Income (Loss) from Continuing Operations	3,013	•	33		2,071		(17,634	)
Discontinued Operations:	•							
Income Attributable to Discontinued Operations	216		966		728		1,737	
Gain on Sale of Real Estate	5,243		4,420		15,650		12,005	
Income from Discontinued Operations	5,459		5,386		16,378		13,742	
Income (Loss) Before Gain on Sale of Real Estate	8,472		5,419		18,449		(3,892	)
Gain on Sale of Real Estate	291		3,777		553		3,777	,
Net Income (Loss)	8,763		9,196		19,002		(115	)
Less: Net (Income) Loss Attributable to the							`	,
Noncontrolling Interest	(219	)	(277	)	(244	)	768	
Net Income Attributable to First Industrial Realty Trus	t							
Inc.	"8,544		8,919		18,758		653	
Less: Preferred Dividends	(1,392	)	(4,725	)	(7,506	)	(14,285	)
Less: Redemption of Preferred Stock	(2,121)	)		,	(5,667	) }		,
Net Income (Loss) Available to First Industrial Realty	\$5,031	,	<del>-</del> \$4,194		\$5,585	,	\$(13,632	)
Trust, Inc.'s Common Stockholders and Participating	Ψυ,0υ1		ψπ,12Т		Ψυ,υυυ		Ψ(13,032	,

# Securities Basic and Diluted Earnings Per Share: Loss from Continuing Operations Available to First Industrial Books, Trust, Inc.'s Common Stockholders \$0.00 \$(0.01) \$(0.10)

Loss from Continuing Operations Available to First	\$0.00	\$(0.01	) \$(0.10	) \$(0.30	)
Industrial Realty Trust, Inc.'s Common Stockholders	Ψ0.00	Ψ(0.01	) ψ(0.10	) ψ(0.50	,
Income from Discontinued Operations Attributable to					
First Industrial Realty Trust, Inc.'s Common	\$0.05	\$0.05	\$0.15	\$0.15	
Stockholders					
Net Income (Loss) Available to First Industrial Realty	\$0.05	\$0.04	\$0.05	\$(0.15	`
Trust, Inc.'s Common Stockholders	\$0.03	φ0.0 <del>4</del>	\$0.03	\$(0.13	)
Distributions Per Share	\$0.085	\$0.00	\$0.255	\$0.00	
Weighted Average Shares Outstanding	109,474	93,488	106,154	89,363	

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

	Ended	Three Months Ended September 30, 2012	Ended	Nine Months Ended September 30, 2012
Net Income (Loss) Amortization of Interest Rate Protection Agreements	\$8,763 609	\$9,196 579	\$19,002 1,792	\$(115 ) 1,690
Write-off of Unamortized Settlement Amounts of Interest Rate Protection Agreements	17	_	1,116	2,619
Foreign Currency Translation Adjustment	30	54	(14)	51
Comprehensive Income	9,419	9,829	21,896	4,245
Comprehensive (Income) Loss Attributable to Noncontrolling Interest	(244 )	(304)	(365)	535
Comprehensive Income Attributable to First Industrial Realty Trust, Inc.	\$9,175	\$9,525	\$21,531	\$4,780

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

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# FIRST INDUSTRIAL REALTY TRUST, INC. CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

		r <b>Æd</b> mmor Stock	Additional Paid- in Capital	Distribution in Excess of Accumulate Earnings	ns of ted	Accumula Other IComprehe Loss	ens	Treasury Shares Ye At Cost	Noncontrol Interest	lli	ng Total	
		udited) ousands)		C								
Balance as of December 31, 2012	\$—	\$1,031	\$1,906,490	\$ (657,567	)	\$ (6,557	)	\$(140,018)	\$ 42,274		\$1,145,653	3
Issuance of Common Stock, Net of Issuance Costs	: <del></del>	107	173,678	_		_		_	_		173,785	
Redemption of Preferred Stock	_	_	(144,384 )	(5,667	)	_		_	_		(150,051	)
Stock Based Compensation Activity		4	3,699	(948	)	_		_	_		2,755	
Conversion of Units to Common Stock	_	1	942	_		_		_	(943	)	_	
Reallocation—Additional Paid in Capital	n <u>al</u>	_	(3,325)	_		_		_	3,325		_	
Common Stock and Unit Distributions	_	_	_	(27,891	)	_		_	(1,183	)	(29,074	)
Preferred Dividends Net Income	_	_	_	(7,506 18,758	)	_		_	 244		(7,506 19,002	)
Reallocation—Other Comprehensive Income	_	_	_	_		(31	)	_	31		_	
Other Comprehensive Income		_	_	_		2,773		_	121		2,894	
Balance as of September 30, 2013	\$—	\$1,143	\$1,937,100	\$ (680,821				\$(140,018)	\$ 43,869		\$1,157,458	3

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

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# FIRST INDUSTRIAL REALTY TRUST, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS

2013 (Unaudited)		Nine Months Ended September 30 2012	
\$19,002		\$(115	)
Ψ12,002		Φ(113	,
70 398		75 888	
•		•	
·			
	,		`
(11)	,	•	)
(16.203	`		`
(10,203	,	•	)
<u> </u>		*	)
•	`	•	
(32	)	334	
(4,250	)	1,609	
(2.221	`	(2.294	`
(3,321	)	(2,364	)
(9,868	)	1,190	
(4,672	)	(4,059	)
05.560		00.021	
85,562		90,831	
(47.202	`	(55.40)	`
(47,293	)	(55,406	)
(85,168	)	(57,626	)
	_		
	,		
•	)	`	)
		14,226	
(65,240	)	(21,046	)
•	)	•	)
•	)	(855)	)
•	)		
•	)	(13,871	)
•	)		
(865	)	(819	)
	Ended September 30, 2013 (Unaudited) (In thousands) \$19,002  70,398 2,468 22,613 2,652 666 (119 — (16,203 — 6,248 (52 (4,250 (3,321 (9,868 (4,672 85,562 (47,293 (85,168 65,814 (26 454 979 (65,240	Ended September 30, 2013 (Unaudited) (In thousands) \$19,002  70,398 2,468 22,613 2,652 666 (119 — (16,203 — 6,248 (52 ) (4,250 ) (3,321 ) (9,868 ) (4,672 ) 85,562 (47,293 ) (85,168 ) 65,814 (26 (26 (47,293 ) (3,567 ) 174,081 (2,968 ) (19,286 ) (7,958 ) (150,000 )	Ended September 30, September 30, 2013 2012 (Unaudited) (In thousands)  \$19,002 \$(115)  70,398 75,888 2,468 2,593 22,613 23,903 2,652 1,246 666 667 (119 ) (156 — 27 (16,203 ) (15,782 — (776 6,248 6,646 (52 ) 334 (4,250 ) 1,609 (3,321 ) (2,384 (9,868 ) 1,190 (4,672 ) (4,059 85,562 90,831 (47,293 ) (55,406 (85,168 ) (57,626 65,814 77,944 (26 ) (184 454 14,226 979 — (65,240 ) (21,046 (3,567 ) (1,465 174,081 134,905 (2,968 ) (855 (19,286 ) — (7,958 (15,000 ) —

Proceeds from Origination of Mortgage Loans Payable		100,599	
Repayments on Mortgage and Other Loans Payable	(50,565	) (21,468	)
Repayments of Senior Unsecured Notes	(29,769	) (152,170	)
Proceeds from Unsecured Credit Facility	289,000	261,000	
Repayments on Unsecured Credit Facility	(216,000	) (383,000	)
Net Cash Used in Financing Activities	(17,897	) (77,144	)
Net Effect of Exchange Rate Changes on Cash and Cash Equivalents	(20	) 14	
Net Increase (Decrease) in Cash and Cash Equivalents	2,425	(7,359	)
Cash and Cash Equivalents, Beginning of Year	4,938	10,153	
Cash and Cash Equivalents, End of Year	\$7,343	\$2,808	
The accompanying notes are an integral part of the consolidated financial statement	ts.		

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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 September 30, 2013, and through our taxable REIT subsidiaries. The Company also owns a preferred partnership interest in the Operating Partnership represented by preferred units with a aggregate liquidation priority of \$75,000 at September 30, 2013. 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 September 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 September 30, 2013, we owned 697 industrial properties located in 25 states, containing an aggregate of approximately 62.5 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 September 30, 2013 and December 31, 2012, and the reported amounts of revenues and expenses for the three and nine months ended September 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 September 30, 2013 and December 31, 2012, and the results of our operations and comprehensive income for each of the three and nine months ended September 30, 2013 and 2012, and our cash flows for each of the nine months ended September 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 nine months ended September 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.

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#### 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 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 approximately \$500. 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. During the nine months ended September 30, 2013, we paid the agreed upon taxes and related accrued interest.

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.

#### **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 nine months ended September 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 nine months ended September 30, 2013, we sold 19 industrial properties comprising approximately 1.7 million square feet of GLA and several land parcels. Gross proceeds from the sales of the industrial properties and land parcels were approximately \$68,829. The net gain on the sale of the industrial properties and land parcels was approximately \$16,203. The 19 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 19 industrial properties sold are included in discontinued operations. The results of operations and gain on sale of real estate for the several land parcels, which do not meet the criteria to be included in discontinued operations, are included in continuing operations. At September 30, 2013, we had one industrial property comprising approximately 0.05 million square feet of GLA held for sale. The results of operations of this industrial property held for sale at September 30, 2013 are included in discontinued operations. There can be no assurance that such industrial property held for sale will be sold. Income from discontinued operations for the nine months ended September 30, 2012 reflects the results of operations of the 19 industrial properties that were sold during the nine months ended September 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 one industrial property identified as held for sale at September 30, 2013 and the gain on sale of real estate relating to 25 industrial properties that were sold during the nine months ended September 30, 2012.

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

	Three Months	Three Months	Nine Months	Nine Months
	Ended	Ended	Ended	Ended
	September 30,	September 30,	September 30,	September 30,
	2013	2012	2013	2012
Total Revenues	\$249	\$3,249	\$2,752	\$12,087
Property Expenses	26	(1,273)	(1,032)	(4,920 )
Impairment of Real Estate	_	_	(176)	(1,503)
Depreciation and Amortization	(59)	(1,010 )	(816)	(3,927)
Gain on Sale of Real Estate	5,243	4,420	15,650	12,005
Income from Discontinued Operations	\$5,459	\$5,386	\$16,378	\$13,742

At September 30, 2013 and December 31, 2012, we had notes receivable outstanding of approximately \$40,795 and \$41,201, net of a discount of \$207 and \$255, respectively, which are included as a component of Prepaid Expenses and Other Assets, Net. At September 30, 2013 and December 31, 2012, the fair value of the notes receivable was \$41,906 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 nine months ended September 30, 2013 and 2012, we recorded the following net non-cash impairment charges:

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Month Ended September 30, 2012	ıS
Sold or Held for Sale Operating Properties—Discontinue Operations	:d	\$—	\$176	\$1,503	
Operating Properties Not Held For Sale—Continuing Operations	1,047	_	2,476	(257	)
Total Net Impairment	\$1,047	<b>\$</b> —	\$2,652	\$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 not held for sale are calculated as the difference between the carrying value of the properties and the estimated fair value. The impairment charges recorded during the three months ended September 30, 2013 and nine months ended September 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 nine months ended September 30, 2013. 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 September 30, 2013	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable sInputs (Level 3)	Total Impairme for the Nine Months Ended	nt
Long-lived Assets Not Held For Sale*	\$6,875	_	_	\$ 6,875	\$(1,047	)

<sup>\*</sup> Excludes industrial properties for which impairment of \$1,605 was recorded during the nine months ended September 30, 2013 since the related assets are sold or recorded at carrying value, which is lower than estimated fair value at September 30, 2013.

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

Quantitative Information about Level 3 Fair Value Measurements:

Description	Fair Value	Valuation Technique	Unobservable Inputs	Range
One industrial property comprising approximately 0.5			_	37/1
million square feet of GLA	\$6,875	Contracted Price	(A)	N/A

- (A) The fair value for the property is based upon the value of a third party purchase contract, which is subject to our corroboration for reasonableness.
- 4. Investments in Joint Ventures

At September 30, 2013, the 2003 Net Lease Joint Venture owned four industrial properties comprising approximately 2.5 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 September 30, 2013, our investment in the 2003 Net Lease Joint Venture is \$1,163. 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 September 30, 2013, the 2007 Europe Joint Venture did not own any properties.

During the three and nine months ended September 30, 2013, we recognized fees from our Joint Ventures of \$59 and \$180, respectively, and \$295 and \$439 during the three and nine months ended September 30, 2012, respectively.

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5. Indebtedness The following table discloses	s cortain inf	ormation ra	garding our indo	hta	adnass:	
The following table disclose	Outstandin at	g Balance	Interest Rate at 3September 30, 2013		Effective Interest Rate at Issuance	Maturity Date
Mortgage Loans Payable, Net	\$713,011		4.03% - 8.26%		4.03% - 8.26%	January 2014 - September 2022
Unamortized Premiums	(121)	(161)				
Mortgage Loans Payable,	\$712,890	\$763.455				
Gross	-	Ψ 105,455				
Senior Unsecured Notes, Ne		* - * - *				
2016 Notes	\$159,552	\$159,510				1/15/2016
2017 Notes	54,959	55,385				12/1/2017
2027 Notes	6,066	6,066				5/15/2027
2028 Notes	31,883	55,261				7/15/2028
2032 Notes	10,512	11,500				4/15/2032
2014 Notes	80,772	79,683				6/1/2014
2017 II Notes	101,771	106,745	5.950	%	6.37	5/15/2017
Subtotal	\$445,515	\$474,150				
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# Signatures

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

# LLOYDS BANKING GROUP plc (Registrant)

By: Douglas Radcliffe Name: Douglas Radcliffe

Title: Group Investor Relations Director

Date: 18 May 2018