

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>DCT INDUSTRIAL TRUST INC</b>		2 Issuer's employer identification number (EIN) <b>82-0538520</b>	
3 Name of contact for additional information <b>BRIANA OCHILTREE</b>	4 Telephone No. of contact <b>(303)597-1550</b>	5 Email address of contact <b>INVESTORRELATIONS@DCTINDUSTRIAL.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>518 17TH ST STE 800</b>		7 City, town, or post office, state, and Zip code of contact <b>DENVER CO 80202</b>	
8 Date of action <b>11/17/2014</b>		9 Classification and description <b>COMMON STOCK REVERSE STOCK SPLIT</b>	
10 CUSIP number <b>233153105</b>	11 Serial number(s)	12 Ticker symbol <b>NYSE: DCT</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ DCT Industrial Trust Inc's Board of Directors approved a reverse stock split on all of the Company's outstanding common shares at a ratio of 1-for-4, effective 5:00 pm EST November 17, 2014. No fractional shares were issued as a result of the reverse split and stockholders received cash in lieu of fractional shares based on the average closing price of the Company's common stock on the New York Stock exchange for three consecutive trading days ending on November 17, 2014 of \$33.48. The new common stock issued was assigned a new CUSIP of 233153204 as of the beginning of the market trading day on November 18, 2014.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attachment

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Each DCT Shareholder must allocate their Adjusted Basis and associated holding period in the old shares exchanged to the new shares received (and fractional portions thereof) to the greatest extent possible in a manner that minimizes the disparities in the holding period and price for the amounts allocated. This could result in some DCT Shareholders having a split basis and split holding period in new shares. See also Line 15 response.

**Change Basis in Example:**

Before reverse stock split: A Stockholder holds 400 shares of DCT common stock with a basis of \$9 per share and \$3,600 in total.  
 After reverse stock split: A Stockholder holds 100 shares of DCT common stock with a basis of \$36 per share and \$3,600 in total.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC Sections 354(a), 358(a), and 368(a)(1)(E). See also Treasury Regulation 1.358-2(a) and (c).

Multiple horizontal lines for providing details for item 17.

18 Can any resulting loss be recognized? ▶ Except to the extent of cash received in lieu of fractional shares, shareholders will recognize no gain or loss in connection with the 1-for-4 reverse stock split completed in the form of a stock distribution for federal income tax purposes. Shareholders receiving cash in lieu of fractional shares will recognize gain or loss based on the difference between the amount of cash received and the shareholder's adjusted basis in the fractional share.

Multiple horizontal lines for providing details for item 18.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2014 for calendar year based shareholders, and for other shareholders the year that includes November 17, 2014.

Multiple horizontal lines for providing details for item 19.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Mark Skomal* Date ▶ 1/2/15

Print your name ▶ Mark Skomal Title ▶ SVP/CAO/Controller

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

**DCT Industrial Trust, Inc.**  
**82-0538520**  
**Attachment to Form 9937**  
**REPORTS OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES**

**Form 9937 Part II, Line 15:**

The reverse stock split of DCT Industrial Trust, Inc. ("DCT") qualifies as a tax-free reorganization within the meaning of Section 368(a) of the internal revenue code as amended. As a result, and with the exception of the fractional shares redeemed for cash discussed below, no gain or loss is expected to be recognized by the former DCT shareholders (the "DCT Shareholders") on the exchange of their old DCT common shares for new DCT common shares.

In general, each DCT Shareholders' aggregate basis in the new DCT common shares received in the reverse stock split, which for this purpose includes both the actual shares received as well as the fractional shares that are deemed received, is equal to the aggregate basis of the old DCT shares surrendered in the reverse stock split (the "Adjusted Basis"). In calculating the Adjusted Basis, each DCT Shareholder must include reductions for the quarterly dividends received during 2014 that constitute a return of capital under Section 301(c)(2) of the Internal Revenue Code, as amended. As of the time of this filing, the portion of the 2014 quarterly dividends received by DCT Shareholders that are a return of capital is not known. Consequently, DCT Shareholders must treat the entire amount of their 2014 quarterly dividends as having no effect on their Adjusted Basis until a time in which a subsequent Form 9937 is filed to report the amount of the 2014 quarterly distributions that constitute a return of capital. Upon the subsequent Form 9937 filing, each DCT Shareholder must revise their calculation of Adjusted Basis to reflect the impact of 2014 dividends representing a return of capital.

A holder that received cash in lieu of a fractional share of DCT common stock will be treated as having received such fractional share and then having received cash in redemption of the fractional share. Such gain or loss will be recognized based on the difference between the amount of the cash received and the portion of the holder's Adjusted Basis of the shares of DCT exchanged which is allocable to such fractional share. Any capital gain or loss will normally be long-term capital gain or loss if the holding period for such share of DCT common stock was greater than one year as of the date of exchange.