

DCT Industrial Trust Inc.  
 Form 10-Q  
 August 03, 2018

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549  
 Form 10-Q  
 (Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
 For the quarterly period ended June 30, 2018

OR  
 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 001-33201 (DCT Industrial Trust Inc.) 333-195185 (DCT Industrial Operating Partnership LP)

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DCT INDUSTRIAL TRUST INC.  
 DCT INDUSTRIAL OPERATING PARTNERSHIP LP  
 (Exact name of registrant as specified in its charter)

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Maryland (DCT Industrial Trust Inc.)	82-0538520
Delaware (DCT Industrial Operating Partnership LP)	82-0538522
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
555 17th Street, Suite 3700	80202
Denver, Colorado	(Zip Code)
(Address of principal executive offices)	
(303) 597-2400	
(Registrant's telephone number, including area code)	

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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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

DCT Industrial Trust Inc. Yes  No  DCT Industrial Operating Partnership LP 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).

DCT Industrial Trust Inc. Yes  No  DCT Industrial Operating Partnership LP Yes  No

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

DCT Industrial Trust Inc.:

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act.

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DCT Industrial Operating Partnership LP:

Large accelerated filer  Accelerated filer

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

DCT Industrial Trust Inc. Yes  No  DCT Industrial Operating Partnership LP Yes  No

As of July 27, 2018, 94,204,340 shares of common stock of DCT Industrial Trust Inc., par value \$0.01 per share, were outstanding.

## EXPLANATORY NOTE

This report combines the Quarterly Reports on Form 10-Q for the period ended June 30, 2018 of DCT Industrial Trust Inc., a Maryland corporation, and DCT Industrial Operating Partnership LP, a Delaware limited partnership. Except as otherwise indicated herein, the terms “Company,” “we,” “our” and “us” refer to DCT Industrial Trust Inc. and its subsidiaries, including its operating partnership, DCT Industrial Operating Partnership LP. When we use the term “DCT” or “DCT Industrial,” we are referring to DCT Industrial Trust Inc. by itself, and not including any of its subsidiaries, and when we use the term “Operating Partnership,” we are referring to DCT Industrial Operating Partnership LP by itself, and not including any of its subsidiaries.

We are a leading industrial real estate company specializing in the ownership, acquisition, development, leasing and management of bulk-distribution and light-industrial properties located in high-demand distribution markets in the United States. DCT's actively managed portfolio is strategically located near population centers and well-positioned to take advantage of market dynamics. DCT has elected to be treated as a real estate investment trust, or REIT, for U.S. federal income tax purposes. We are structured as an umbrella partnership REIT under which substantially all our current and future business is, and will be, conducted through a majority owned and controlled subsidiary, DCT Industrial Operating Partnership LP, a Delaware limited partnership, for which DCT is the sole general partner. We own our properties through the Operating Partnership and its subsidiaries. As of June 30, 2018, DCT owned approximately 96.7% of the outstanding equity interests in the Operating Partnership.

We operate DCT and the Operating Partnership as one enterprise. The management of DCT consists of the same members as the management of the Operating Partnership. As general partner with control of the Operating Partnership, DCT consolidates the Operating Partnership for financial reporting purposes. DCT does not have significant assets other than its investment in the Operating Partnership. Therefore, the assets and liabilities of DCT and the Operating Partnership are the same on their respective financial statements.

We believe combining the quarterly reports on Form 10-Q of DCT and the Operating Partnership into this single report results in the following benefits:

- enhances investors' understanding of DCT and the Operating Partnership by enabling investors to view the business as a whole in the same manner as management views and operates the business;
- eliminates duplicative disclosures and provides a more streamlined and readable presentation as a substantial portion of the Company's disclosures apply to both DCT and the Operating Partnership; and
- creates time and cost efficiencies through the preparation of one combined report instead of two separate reports.

Stockholders' equity, partners' capital and noncontrolling interests are the main areas of difference between the Consolidated Financial Statements of DCT and those of the Operating Partnership. Equity interests in the Operating Partnership held by entities other than DCT are classified within partners' capital in the Operating Partnership's financial statements and as noncontrolling interests in DCT's financial statements. Equity interests of 3.3% of the Operating Partnership were owned by executives and non-affiliated limited partners as of June 30, 2018.

To help investors understand the differences between DCT and the Operating Partnership, this report provides separate Consolidated Financial Statements for DCT and the Operating Partnership; a single set of consolidated notes to such financial statements that includes separate discussions of each entity's stockholders' equity or partners' capital, as applicable; and a combined Management's Discussion and Analysis of Financial Condition and Results of Operations section that includes distinct information related to each entity.

This report also includes separate Part I, Item 4. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for DCT and the Operating Partnership to establish that the requisite certifications have been made and that DCT and the Operating Partnership are both compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.

DCT INDUSTRIAL TRUST INC. AND SUBSIDIARIES  
DCT INDUSTRIAL OPERATING PARTNERSHIP LP AND SUBSIDIARIES  
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## DCT INDUSTRIAL TRUST INC. AND SUBSIDIARIES

## Consolidated Balance Sheets

(in thousands, except share information)

	June 30, 2018	December 31, 2017
ASSETS	(unaudited)	
Land	\$ 1,216,121	\$ 1,162,908
Buildings and improvements	3,385,873	3,284,976
Intangible lease assets	57,869	65,919
Construction in progress	173,139	149,994
Total investment in properties	4,833,002	4,663,797
Less accumulated depreciation and amortization	(961,173 )	(919,186 )
Net investment in properties	3,871,829	3,744,611
Investments in and advances to unconsolidated joint ventures	73,031	72,231
Net investment in real estate	3,944,860	3,816,842
Cash and cash equivalents	19,843	10,522
Restricted cash	15,813	14,768
Straight-line rent and other receivables, net of allowance for doubtful accounts of \$230 and \$425, respectively	82,726	80,119
Other assets, net	19,904	25,740
Assets held for sale	—	62,681
Total assets	\$4,083,146	\$4,010,672
LIABILITIES AND EQUITY		
Liabilities:		
Accounts payable and accrued expenses	\$ 106,714	\$ 115,150
Distributions payable	35,184	35,070
Tenant prepaids and security deposits	36,654	34,946
Other liabilities	36,669	34,172
Intangible lease liabilities, net	16,985	18,482
Line of credit	324,000	234,000
Senior unsecured notes	1,287,426	1,328,225
Mortgage notes	163,330	160,129
Liabilities related to assets held for sale	—	1,035
Total liabilities	2,006,962	1,961,209
Equity:		
Preferred stock, \$0.01 par value, 50,000,000 shares authorized, none outstanding	—	—
Shares-in-trust, \$0.01 par value, 100,000,000 shares authorized, none outstanding	—	—
Common stock, \$0.01 par value, 500,000,000 shares authorized, 94,113,116 and 93,707,264 shares issued and outstanding as of June 30, 2018 and December 31, 2017, respectively	941	937
Additional paid-in capital	3,000,086	2,985,122
Distributions in excess of earnings	(1,015,254 )	(1,022,605 )
Accumulated other comprehensive loss	(5,036 )	(11,893 )

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Total stockholders' equity	1,980,737	1,951,561
Noncontrolling interests	95,447	97,902
Total equity	2,076,184	2,049,463
Total liabilities and equity	\$4,083,146	\$4,010,672

The accompanying notes are an integral part of these Consolidated Financial Statements.

DCT INDUSTRIAL TRUST INC. AND SUBSIDIARIES  
Consolidated Statements of Operations  
(unaudited, in thousands, except per share information)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
<b>REVENUES:</b>				
Rental revenues	\$109,781	\$104,217	\$219,204	\$209,641
Institutional capital management and other fees	288	304	672	776
Total revenues	110,069	104,521	219,876	210,417
<b>OPERATING EXPENSES:</b>				
Rental expenses	9,246	9,226	19,485	18,688
Real estate taxes	17,061	15,529	33,785	32,295
Real estate related depreciation and amortization	41,896	41,447	83,128	83,052
General and administrative	12,824	7,821	20,288	15,013
Casualty loss (gain)	240	—	245	(270)
Total operating expenses	81,267	74,023	156,931	148,778
Operating income	28,802	30,498	62,945	61,639
<b>OTHER INCOME (EXPENSE):</b>				
Equity in earnings of unconsolidated joint ventures, net	1,089	2,737	2,166	4,253
Gain on dispositions of real estate interests	11,784	28,076	43,974	28,102
Interest expense	(16,133)	(16,805)	(32,183)	(33,560)
Other expense	(114)	(7)	(80)	(12)
Impairment loss on land	—	(938)	(371)	(938)
Income tax expense and other taxes	(140)	(69)	(221)	(203)
Consolidated net income of DCT Industrial Trust Inc.	25,288	43,492	76,230	59,281
Net income attributable to noncontrolling interests	(1,172)	(1,858)	(3,291)	(2,688)
Net income attributable to common stockholders	24,116	41,634	72,939	56,593
Distributed and undistributed earnings allocated to participating securities	(191)	(162)	(408)	(323)
Adjusted net income attributable to common stockholders	\$23,925	\$41,472	\$72,531	\$56,270
<b>NET EARNINGS PER COMMON SHARE:</b>				
Basic	\$0.25	\$0.45	\$0.77	\$0.61
Diluted	\$0.25	\$0.45	\$0.77	\$0.61
<b>WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:</b>				
Basic	94,101	92,307	93,956	92,030
Diluted	94,124	92,429	93,981	92,156
Distributions declared per common share	\$0.36	\$0.31	\$0.72	\$0.62

The accompanying notes are an integral part of these Consolidated Financial Statements.





DCT INDUSTRIAL TRUST INC. AND SUBSIDIARIES  
 Consolidated Statements of Comprehensive Income  
 (unaudited, in thousands)

	Three Months		Six Months Ended	
	Ended June 30,		June 30,	
	2018	2017	2018	2017
Consolidated net income of DCT Industrial Trust Inc.	\$25,288	\$43,492	\$76,230	\$59,281
Other comprehensive income (loss):				
Net derivative gain (loss) on cash flow hedging instruments	1,516	(1,503 )	5,171	(1,142 )
Net reclassification adjustment on cash flow hedging instruments	906	1,402	2,006	2,888
Other comprehensive income (loss)	2,422	(101 )	7,177	1,746
Comprehensive income	27,710	43,391	83,407	61,027
Comprehensive income attributable to noncontrolling interests	(1,278 )	(1,882 )	(3,611 )	(2,781 )
Comprehensive income attributable to common stockholders	\$26,432	\$41,509	\$79,796	\$58,246

The accompanying notes are an integral part of these Consolidated Financial Statements.

## DCT INDUSTRIAL TRUST INC. AND SUBSIDIARIES

## Consolidated Statement of Changes in Equity

(unaudited, in thousands)

	Total Equity	Common Stock Shares	Amount	Additional Paid-in Capital	Distributions in Excess of Earnings	Accumulated Other Comprehen- sive Loss	Non-controlling Interests
Balance at December 31, 2017	\$2,049,463	93,707	\$ 937	\$2,985,122	\$(1,022,605)	\$(11,893 )	\$ 97,902
Cumulative effect of revenue accounting change (Note 2)	2,256	—	—	—	2,256	—	—
Net income	76,230	—	—	—	72,939	—	3,291
Other comprehensive income	7,177	—	—	—	—	6,857	320
Issuance of common stock, net of offering costs	10,769	191	2	10,767	—	—	—
Issuance of common stock, stock-based compensation plans	(764 )	36	—	(764 )	—	—	—
Amortization of stock-based compensation	3,852	—	—	880	—	—	2,972
Distributions to common stockholders and noncontrolling interests	(71,588 )	—	—	—	(67,844 )	—	(3,744 )
Capital contributions from noncontrolling interests	873	—	—	—	—	—	873
Redemptions of noncontrolling interests	(2,084 )	179	2	4,081	—	—	(6,167 )
Balance at June 30, 2018	\$2,076,184	94,113	\$ 941	\$3,000,086	\$(1,015,254)	\$(5,036 )	\$ 95,447

The accompanying notes are an integral part of these Consolidated Financial Statements.

## DCT INDUSTRIAL TRUST INC. AND SUBSIDIARIES

## Consolidated Statements of Cash Flows

(unaudited, in thousands)

	Six Months Ended June 30,	
	2018	2017
<b>OPERATING ACTIVITIES:</b>		
Consolidated net income of DCT Industrial Trust Inc.	\$76,230	\$59,281
Adjustments to reconcile consolidated net income of DCT Industrial Trust Inc. to net cash provided by operating activities:		
Real estate related depreciation and amortization	83,128	83,052
Gain on dispositions of real estate interests	(43,974 )	(28,102 )
Distributions of earnings from unconsolidated joint ventures	3,353	22,717
Equity in earnings of unconsolidated joint ventures, net	(2,166 )	(4,253 )
Impairment loss on land	371	938
Stock-based compensation	3,198	3,004
Casualty loss (gain)	245	(270 )
Straight-line rent	(2,553 )	(4,214 )
Other	2,286	2,515
Changes in operating assets and liabilities:		
Other receivables and other assets	4,234	8,395
Accounts payable, accrued expenses and other liabilities	(5,179 )	(3,599 )
Net cash provided by operating activities	119,173	139,464
<b>INVESTING ACTIVITIES:</b>		
Real estate acquisitions	(78,157 )	(35,555 )
Capital expenditures and development activities	(152,827)	(97,532 )
Proceeds from dispositions of real estate investments	133,619	52,868
Investments in unconsolidated joint ventures	(622 )	(11,891 )
Proceeds from casualties	—	300
Distributions of investments in unconsolidated joint ventures	773	3,546
Other investing activities	(733 )	(3,278 )
Net cash used in investing activities	(97,947 )	(91,542 )
<b>FINANCING ACTIVITIES:</b>		
Proceeds from senior unsecured revolving line of credit	145,000	189,000
Repayments of senior unsecured revolving line of credit	(55,000 )	(131,000)
Proceeds from senior unsecured notes	—	51,940
Repayments of senior unsecured notes	(41,500 )	(76,000 )
Proceeds from mortgage notes	7,113	—
Principal payments on mortgage notes	(3,417 )	(37,770 )
Net settlement on issuance of stock-based compensation awards	(764 )	(1,452 )
Proceeds from issuance of common stock	10,963	60,694
Offering costs for issuance of common stock and OP Units	(194 )	(1,199 )
Redemption of noncontrolling interests	(2,084 )	(4,280 )
Dividends to common stockholders	(67,700 )	(56,908 )
Distributions paid to noncontrolling interests	(3,774 )	(2,868 )
Contributions from noncontrolling interests	873	532
Other financing activity	(365 )	(698 )
Net cash used in financing activities	(10,849 )	(10,009 )
<b>NET CHANGE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH</b>	<b>10,377</b>	<b>37,913</b>

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CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of period	25,845	18,074
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of period	\$36,222	\$55,987

Supplemental Disclosures of Cash Flow Information

Cash paid for interest, net of capitalized interest \$29,190 \$30,616

Supplemental Disclosures of Non-Cash Activities

Retirement of fully depreciated and amortized assets \$20,651 \$15,660

Redemptions of OP Units settled in shares of common stock \$4,083 \$2,380

Increase in dividends declared and not paid \$(114 ) \$(410 )

Contributions from noncontrolling interests \$— \$745

Decrease in capital expenditures accruals \$(901 ) \$(8,301 )

Capitalized stock compensation \$654 \$687

The accompanying notes are an integral part of these Consolidated Financial Statements.

## DCT INDUSTRIAL OPERATING PARTNERSHIP LP AND SUBSIDIARIES

## Consolidated Balance Sheets

(in thousands, except unit information)

	June 30, 2018	December 31, 2017
ASSETS		
	(unaudited)	
Land	\$ 1,216,121	\$ 1,162,908
Buildings and improvements	3,385,873	3,284,976
Intangible lease assets	57,869	65,919
Construction in progress	173,139	149,994
Total investment in properties	4,833,002	4,663,797
Less accumulated depreciation and amortization	(961,173 )	(919,186 )
Net investment in properties	3,871,829	3,744,611
Investments in and advances to unconsolidated joint ventures	73,031	72,231
Net investment in real estate	3,944,860	3,816,842
Cash and cash equivalents	19,843	10,522
Restricted cash	15,813	14,768
Straight-line rent and other receivables, net of allowance for doubtful accounts of \$230 and \$425, respectively	82,726	80,119
Other assets, net	19,904	25,740
Assets held for sale	—	62,681
Total assets	\$4,083,146	\$ 4,010,672
LIABILITIES AND CAPITAL		
Liabilities:		
Accounts payable and accrued expenses	\$ 106,714	\$ 115,150
Distributions payable	35,184	35,070
Tenant prepaids and security deposits	36,654	34,946
Other liabilities	36,669	34,172
Intangible lease liabilities, net	16,985	18,482
Line of credit	324,000	234,000
Senior unsecured notes	1,287,426	1,328,225
Mortgage notes	163,330	160,129
Liabilities related to assets held for sale	—	1,035
Total liabilities	2,006,962	1,961,209
Partners' Capital:		
General Partner:		
OP Units, 973,093 and 969,565 issued and outstanding as of June 30, 2018 and December 31, 2017, respectively	20,657	20,467
Limited Partners:		
OP Units, 96,336,213 and 95,986,961 issued and outstanding as of June 30, 2018 and December 31, 2017, respectively	2,045,062	2,026,234
Accumulated other comprehensive loss	(5,205 )	(12,303 )
Total partners' capital	2,060,514	2,034,398
Noncontrolling interests	15,670	15,065
Total capital	2,076,184	2,049,463
Total liabilities and capital	\$4,083,146	\$ 4,010,672

The accompanying notes are an integral part of these Consolidated Financial Statements.



## DCT INDUSTRIAL OPERATING PARTNERSHIP LP AND SUBSIDIARIES

## Consolidated Statements of Operations

(unaudited, in thousands, except per unit information)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
<b>REVENUES:</b>				
Rental revenues	\$109,781	\$104,217	\$219,204	\$209,641
Institutional capital management and other fees	288	304	672	776
Total revenues	110,069	104,521	219,876	210,417
<b>OPERATING EXPENSES:</b>				
Rental expenses	9,246	9,226	19,485	18,688
Real estate taxes	17,061	15,529	33,785	32,295
Real estate related depreciation and amortization	41,896	41,447	83,128	83,052
General and administrative	12,824	7,821	20,288	15,013
Casualty loss (gain)	240	—	245	(270 )
Total operating expenses	81,267	74,023	156,931	148,778
Operating income	28,802	30,498	62,945	61,639
<b>OTHER INCOME (EXPENSE):</b>				
Equity in earnings of unconsolidated joint ventures, net	1,089	2,737	2,166	4,253
Gain on dispositions of real estate interests	11,784	28,076	43,974	28,102
Interest expense	(16,133 )	(16,805 )	(32,183 )	(33,560 )
Other expense	(114 )	(7 )	(80 )	(12 )
Impairment loss on land	—	(938 )	(371 )	(938 )
Income tax expense and other taxes	(140 )	(69 )	(221 )	(203 )
Consolidated net income of DCT Industrial Operating Partnership LP	25,288	43,492	76,230	59,281
Net income attributable to noncontrolling interests	(366 )	(247 )	(754 )	(480 )
Net income attributable to OP Unitholders	24,922	43,245	75,476	58,801
Distributed and undistributed earnings allocated to participating securities	(191 )	(162 )	(408 )	(323 )
Adjusted net income attributable to OP Unitholders	\$24,731	\$43,083	\$75,068	\$58,478
<b>NET EARNINGS PER OP UNIT:</b>				
Basic	\$0.25	\$0.45	\$0.77	\$0.61
Diluted	\$0.25	\$0.45	\$0.77	\$0.61
<b>WEIGHTED AVERAGE OP UNITS OUTSTANDING:</b>				
Basic	97,311	95,827	97,223	95,622
Diluted	97,334	95,949	97,248	95,748
Distributions declared per OP Unit	\$0.36	\$0.31	\$0.72	\$0.62

The accompanying notes are an integral part of these Consolidated Financial Statements.

## DCT INDUSTRIAL OPERATING PARTNERSHIP LP AND SUBSIDIARIES

## Consolidated Statements of Comprehensive Income

(unaudited, in thousands)

	Three Months		Six Months Ended	
	Ended June 30,		June 30,	
	2018	2017	2018	2017
Consolidated net income of DCT Industrial Operating Partnership LP	\$25,288	\$43,492	\$76,230	\$59,281
Other comprehensive income (loss):				
Net derivative gain (loss) on cash flow hedging instruments	1,516	(1,503 )	5,171	(1,142 )
Net reclassification adjustment on cash flow hedging instruments	906	1,402	2,006	2,888
Other comprehensive income (loss)	2,422	(101 )	7,177	1,746
Comprehensive income	27,710	43,391	83,407	61,027
Comprehensive income attributable to noncontrolling interests	(389 )	(236 )	(833 )	(483 )
Comprehensive income attributable to OP Unitholders	\$27,321	\$43,155	\$82,574	\$60,544

The accompanying notes are an integral part of these Consolidated Financial Statements.



## DCT INDUSTRIAL OPERATING PARTNERSHIP LP AND SUBSIDIARIES

## Consolidated Statement of Changes in Capital

(unaudited, in thousands)

	Total Capital	General Partner OP Units		Limited Partners OP Units		Accumulated Other Comprehensive Loss	Non-controlling Interests
		Units	Amount	Units	Amount		
Balance at December 31, 2017	\$2,049,463	970	\$20,467	95,987	\$2,026,234	\$ (12,303 )	\$ 15,065
Cumulative effect of revenue accounting change (Note 2)	2,256	—	23	—	2,233	—	—
Net income	76,230	—	755	—	74,721	—	754
Other comprehensive income	7,177	—	—	—	—	7,098	79
Issuance of OP Units, net of selling costs	10,769	—	—	191	10,769	—	—
Issuance of OP Units, share-based compensation plans	(764 )	—	—	198	(764 )	—	—
Amortization of share-based compensation	3,852	—	—	—	3,852	—	—
Distributions to OP Unitholders and noncontrolling interests	(71,588 )	—	(704 )	—	(69,725 )	—	(1,159 )
Capital contributions from noncontrolling interests	873	—	—	—	—	—	873
Redemption of limited partner OP Units, net	(2,084 )	—	—	(37 )	(2,142 )	—	58
Conversion of limited partner OP Units to OP Units of general partner	—	3	116	(3 )	(116 )	—	—
Balance at June 30, 2018	\$2,076,184	973	\$20,657	96,336	\$2,045,062	\$ (5,205 )	\$ 15,670

The accompanying notes are an integral part of these Consolidated Financial Statements.

## DCT INDUSTRIAL OPERATING PARTNERSHIP LP AND SUBSIDIARIES

## Consolidated Statements of Cash Flows

(unaudited, in thousands)

	Six Months Ended	
	June 30,	
	2018	2017
<b>OPERATING ACTIVITIES:</b>		
Consolidated net income of DCT Industrial Operating Partnership LP	\$76,230	\$59,281
Adjustments to reconcile consolidated net income of DCT Industrial Operating Partnership LP to net cash provided by operating activities:		
Real estate related depreciation and amortization	83,128	83,052
Gain on dispositions of real estate interests	(43,974 )	(28,102 )
Distributions of earnings from unconsolidated joint ventures	3,353	22,717
Equity in earnings of unconsolidated joint ventures, net	(2,166 )	(4,253 )
Impairment loss on land	371	938
Share-based compensation	3,198	3,004
Casualty loss (gain)	245	(270 )
Straight-line rent	(2,553 )	(4,214 )
Other	2,286	2,515
Changes in operating assets and liabilities:		
Other receivables and other assets	4,234	8,395
Accounts payable, accrued expenses and other liabilities	(5,179 )	(3,599 )
Net cash provided by operating activities	119,173	139,464
<b>INVESTING ACTIVITIES:</b>		
Real estate acquisitions	(78,157 )	(35,555 )
Capital expenditures and development activities	(152,827)	(97,532 )
Proceeds from dispositions of real estate investments	133,619	52,868
Investments in unconsolidated joint ventures	(622 )	(11,891 )
Proceeds from casualties	—	300
Distributions of investments in unconsolidated joint ventures	773	3,546
Other investing activities	(733 )	(3,278 )
Net cash used in investing activities	(97,947 )	(91,542 )
<b>FINANCING ACTIVITIES:</b>		
Proceeds from senior unsecured revolving line of credit	145,000	189,000
Repayments of senior unsecured revolving line of credit	(55,000 )	(131,000)
Proceeds from senior unsecured notes	—	51,940
Repayments of senior unsecured notes	(41,500 )	(76,000 )
Proceeds from mortgage notes	7,113	—
Principal payments on mortgage notes	(3,417 )	(37,770 )
Net settlement on issuance of share-based compensation awards	(764 )	(1,452 )
Proceeds from the issuance of OP Units in exchange for contributions from the REIT, net	10,769	59,495
OP Unit redemptions	(2,084 )	(4,280 )
Distributions paid on OP Units	(70,315 )	(59,387 )
Distributions paid to noncontrolling interests	(1,159 )	(389 )
Contributions from noncontrolling interests	873	532
Other financing activity	(365 )	(698 )
Net cash used in financing activities	(10,849 )	(10,009 )

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NET CHANGE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	10,377	37,913
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning of period	25,845	18,074
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, end of period	\$36,222	\$55,987

Supplemental Disclosures of Cash Flow Information

Cash paid for interest, net of capitalized interest	\$29,190	\$30,616
Supplemental Disclosures of Non-Cash Activities		
Retirement of fully depreciated and amortized assets	\$20,651	\$15,660
Contributions from noncontrolling interests	\$—	\$745
Decrease in capital expenditures accruals	\$(901 )	\$(8,301 )
Capitalized stock compensation	\$654	\$687

The accompanying notes are an integral part of these Consolidated Financial Statements.

DCT INDUSTRIAL TRUST INC. AND SUBSIDIARIES  
DCT INDUSTRIAL OPERATING PARTNERSHIP LP AND SUBSIDIARIES  
Notes to Consolidated Financial Statements  
(Unaudited)

Note 1 – Organization

DCT Industrial Trust Inc. is a leading industrial real estate company specializing in the ownership, acquisition, development, leasing and management of bulk-distribution and light-industrial properties located in high-demand distribution markets in the United States. DCT's actively managed portfolio is strategically located near population centers and well-positioned to take advantage of market dynamics. As used herein, the terms “Company,” “we,” “our” and “us” refer to DCT Industrial Trust Inc. and its subsidiaries, including its operating partnership, DCT Industrial Operating Partnership LP. When we use the term “DCT” or “DCT Industrial,” we are referring to DCT Industrial Trust Inc. by itself, and not including any of its subsidiaries, and when we use the term “Operating Partnership,” we are referring to DCT Industrial Operating Partnership LP by itself, and not including any of its subsidiaries.

DCT was formed as a Maryland corporation in April 2002 and has elected to be treated as a real estate investment trust, or REIT, for U.S. federal income tax purposes. We are structured as an umbrella partnership REIT under which substantially all our current and future business is, and will be, conducted through a majority owned and controlled subsidiary, DCT Industrial Operating Partnership LP, a Delaware limited partnership, for which DCT is the sole general partner. DCT owns properties through the Operating Partnership and its subsidiaries. As of June 30, 2018, DCT owned approximately 96.7% of the outstanding equity interests in the Operating Partnership.

As of June 30, 2018, the Company owned interests in approximately 74.0 million square feet of properties leased to approximately 830 customers, including:

- 63.5 million square feet comprising 388 consolidated operating properties that were 96.9% occupied;
- 1.7 million square feet comprising seven consolidated properties developed by DCT which are shell-construction complete and in lease-up;
- 0.1 million square feet comprising one consolidated property under redevelopment;
- 4.1 million square feet comprising five consolidated value-add acquisitions; and
- 7.6 million square feet comprising 21 unconsolidated properties that were 99.0% occupied and which we operated on behalf of two unconsolidated joint ventures.

In addition, the Company has 17 projects under construction and 15 projects in pre-development. See “Note 3 – Investment in Properties” for further details related to our development activity.

Note 2 – Summary of Significant Accounting Policies  
Interim Financial Information

The accompanying unaudited Consolidated Financial Statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) and with the instructions to Form 10-Q and Article 10 of Regulation S-X for interim financial information. Accordingly, these statements do not include all the information and notes required by GAAP for complete financial statements. In the opinion of management, the accompanying unaudited Consolidated Financial Statements include all adjustments, consisting of normal recurring items, necessary for their fair presentation in conformity with GAAP. Interim results are not necessarily indicative of results for a full year. The information included in this Form 10-Q should be read in conjunction with our audited Consolidated Financial Statements as of December 31, 2017 and related notes thereto included in our Form 10-K filed on February 16, 2018.

Basis of Presentation and Principles of Consolidation

The accompanying Consolidated Financial Statements include the financial position, results of operations and cash flows of the Company, the Operating Partnership, their wholly-owned qualified REIT subsidiaries and taxable REIT subsidiaries, and their consolidated joint ventures in which they have a controlling interest.



Equity interests in the Operating Partnership held by entities other than DCT are classified within partners' capital in the Operating Partnership's financial statements and as noncontrolling interests in DCT's financial statements. Equity interests in entities consolidated into the Operating Partnership that are held by third parties are reflected in our accompanying balance sheets as noncontrolling interests. We also have noncontrolling partnership interests in unconsolidated institutional capital management and other joint ventures, which are accounted for under the equity method. All significant intercompany transactions and balances have been eliminated in consolidation.

We hold interests in both consolidated and unconsolidated joint ventures for the purposes of operating and developing industrial real estate. All joint ventures over which we have financial and operating control, and variable interest entities ("VIEs") in which we have determined that we are the primary beneficiary, are included in the Consolidated Financial Statements. We use the equity method of accounting for joint ventures where we exercise significant influence, but do not have control over major operating and management decisions and we include our share of earnings or losses of these joint ventures in our consolidated results of operations.

We analyze our joint ventures in accordance with GAAP to determine whether they are VIEs and, if so, whether we are the primary beneficiary. Our judgment with respect to our level of influence or control over an entity and whether we are the primary beneficiary of a VIE involves consideration of various factors including the form of our ownership interest, our representation on the entity's board of directors (or equivalent body), the size of our investment (including loans), our obligation or right to absorb its losses or receive its benefits and our ability to participate in major decisions.

If a joint venture does not meet the characteristics of a VIE, we apply the voting interest model to determine whether the entity should be consolidated. Our ability to assess our influence or control over an entity affects the presentation of these investments in the Consolidated Financial Statements and our financial position and results of operations.

We concluded our Operating Partnership meets the criteria of a VIE as the Operating Partnership's limited partners do not have the right to remove the general partner and do not have substantive participating rights in the operations of the Operating Partnership. Under the Amended and Restated Limited Partnership Agreement of the Operating Partnership (the "Partnership Agreement"), DCT is the primary beneficiary of the Operating Partnership as we have the obligation to absorb losses and receive benefits, and the power to control substantially all the activities which most significantly impact the economic performance of the Operating Partnership. Accordingly, the Operating Partnership is consolidated within DCT's financial statements.

#### Use of Estimates

The preparation of the Consolidated Financial Statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents include cash held in financial institutions and other highly liquid short-term investments with original maturities of three months or less. We have not realized any losses in our cash and cash equivalents and believe that these short-term instruments are not exposed to any significant credit risk. Restricted cash consists of escrow deposits held by lenders for real estate taxes, insurance and capital replacement reserves, security deposits and amounts held by intermediary agents to be used for tax-deferred, like-kind exchange transactions. As of June 30, 2018 and June 30, 2017, approximately \$14.0 million and \$36.3 million, respectively, of restricted cash was included in "Cash, Cash Equivalents and Restricted Cash" in our Consolidated Statements of Cash Flows related to tax deferred, like-kind exchange transactions.

The following table presents a reconciliation of cash, cash equivalents and restricted cash reported within our Consolidated Balance Sheets to amounts reported within our Consolidated Statements of Cash Flows (in thousands):

	As of June 30,	
	2018	2017
Cash and cash equivalents	\$19,843	\$17,229
Restricted cash	15,813	38,339

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Restricted cash included in Other assets, net <sup>(1)</sup>	566	419
Total cash, cash equivalents and restricted cash	\$36,222	\$55,987

(1) Includes cash balances presented in assets held for sale in our Consolidated Balance Sheets.

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### Revenue Recognition

At the inception of a new lease arrangement, including new leases that arise from amendments, we assess the terms and conditions to determine the proper lease classification. A lease arrangement is classified as an operating lease if none of the following criteria are met: (i) transfer of ownership to the lessee, (ii) lessee has a bargain purchase option during or at the end of the lease term, (iii) the lease term is equal to 75% or more of the underlying property's economic life, or (iv) the present value of future minimum lease payments (excluding executory costs) are equal to 90% or more of the excess estimated fair value (over retained investment tax credits) of the leased building. Generally, our leases do not meet any of the listed criteria above and are classified as operating leases.

We record rental revenues on a straight-line basis under which contractual rent increases are recognized evenly over the lease term. Certain properties have leases that provide for tenant occupancy during periods where no rent is due or where minimum rent payments change during the term of the lease. Accordingly, receivables from tenants that we expect to collect over the remaining lease term are recorded on the balance sheet as straight-line rent receivables. The total increase to "Rental revenues" due to straight-line rent adjustments was approximately \$0.9 million and \$2.6 million for the three and six months ended June 30, 2018, respectively, and approximately \$0.8 million and \$4.2 million for the three and six months ended June 30, 2017, respectively.

If the lease provides for tenant improvements, we determine whether the tenant improvements are owned by the tenant or us. When we are the owner of the tenant improvements, the tenant generally is not considered to have taken physical possession or have control of the leased asset until the tenant improvements are substantially complete. When we are the owner of the tenant improvements, any tenant improvements funded by the tenant are treated as lease payments which are deferred and amortized into rental revenues over the lease term. When the tenant is the owner of the tenant improvements, we record any tenant improvement allowance funded as a lease incentive and amortize it as a reduction of rental revenue over the lease term. Tenant recovery income includes reimbursements due from tenants pursuant to their leases for real estate taxes, insurance, repairs and maintenance and other recoverable property operating expenses and is recognized as "Rental revenues" during the period the related expenses are incurred. The reimbursements are recognized and presented on a gross basis, as the Company generally has control for fulfillment of services and other costs that are reimbursable, with respect to purchasing goods and services from third party suppliers. Tenant recovery income recognized as "Rental revenues" was approximately \$26.6 million and \$53.5 million for the three and six months ended June 30, 2018, respectively, and approximately \$24.7 million and \$50.6 million for the three and six months ended June 30, 2017. We maintain an allowance for estimated losses that may result from the inability of our customers to make required payments. If a customer fails to make contractual payments beyond any allowance, we may recognize additional bad debt expense in future periods equal to the net outstanding balances. In connection with property acquisitions qualifying as asset acquisitions or business combinations, we may acquire leases with rental rates above or below the market rental rates. Such differences are recorded as an intangible lease asset or liability and amortized to "Rental revenues" over the reasonably assured term of the related leases. We consider a reasonably assured term to be the measurement period equal to the remaining non-cancelable term of the lease for above-market leases and the initial term plus the term of any below-market fixed rate renewal options for below-market leases. The unamortized balances of these assets and liabilities associated with the early termination of leases are fully amortized to their respective revenue line items in our Consolidated Statements of Operations on a straight-line basis over the estimated remaining contractual lease term. The total net impact to "Rental revenues" due to the amortization of above and below market rents was an increase of approximately \$0.9 million and \$1.6 million for the three and six months ended June 30, 2018, respectively, and approximately \$0.7 million and \$1.4 million for the three and six months ended June 30, 2017, respectively.

Early lease termination fees are recorded in "Rental revenues" on a straight-line basis over the estimated remaining contractual lease term or upon collection if collectability is not assured. Early lease termination fees were approximately \$0.4 million and \$0.8 million for the three and six months ended June 30, 2018, respectively, and approximately \$0.4 million and \$0.9 million for the three and six months ended June 30, 2017, respectively.

We earn revenues from asset management fees, acquisition fees, property management fees and fees for other services pursuant to joint venture and other third-party agreements. These are included in our Consolidated Statements of



Operations in “Institutional capital management and other fees.” We recognize revenues from asset management fees, acquisition fees, property management fees and fees for other services when the related underlying performance obligations to the customer are satisfied, which is when the services are performed.

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## New Accounting Standards

## New Accounting Standards Adopted

In May 2014, FASB issued ASU 2014-09 Revenue from Contracts with Customers (“ASU 2014-09”), that requires companies to recognize revenue from contracts with customers based upon the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. The new standard also results in enhanced disclosures about revenue, provides guidance for transactions that were not previously addressed comprehensively and improves guidance for multiple-element arrangements. The FASB subsequently issued additional ASUs which improve guidance and provide clarification of the new standard. The guidance is effective for fiscal years beginning after December 15, 2017, with early adoption permitted for fiscal years beginning after December 15, 2016. The Company adopted the standard effective January 1, 2018 and utilized the modified retrospective transition method.

Given the nature of our business, our primary revenue stream is from relatively short-term operating leases with tenants. Additionally, our historical property dispositions have been cash sales with no contingencies and no future involvement in the property operations. Our revenues that are under the scope of ASU 2014-09 are related to our asset management fees, acquisition fees, property management fees and fees for other services pursuant to joint venture and other third-party agreements, which are included in our Consolidated Statements of Operations in “Institutional capital management and other fees” as shown below:

	Three Months		Six Months Ended	
	Ended June 30,		June 30,	
	2018	2017	2018	2017
Rental revenues	\$109,781	\$104,217	\$219,204	\$209,641
Institutional capital management and other fees	288	304	672	776
Total revenues	\$110,069	\$104,521	\$219,876	\$210,417

As a result of adoption, the total impact to our financial statements in the first quarter of 2018 was a cumulative adjustment recorded as an increase of \$2.3 million to “Investments in and advances to unconsolidated joint ventures” and a decrease to “Distributions in excess of earnings” related to the de-recognition of deferred gains related to a previous contributions of real estate properties into our joint ventures. No other material impacts to the Consolidated Financial Statements and related disclosures or internal control environment were identified upon adoption.

Substantially all of our revenues are generated from lease rentals, which fall under the scope of the new lease accounting ASU discussed below in New Accounting Standards Issued but not yet Adopted. We are still evaluating the treatment of nonlease components in our leases that primarily relate tenant recovery income for such items as common area maintenance expenses, which are also under the scope of the new lease accounting ASU.

#### New Accounting Standards Issued but not yet Adopted

In February 2016, the FASB issued an ASU that modifies existing accounting standards for lease accounting. The new standard requires a lessee to record a lease asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating. This classification will determine whether lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. Leases in which we are the lessors will be accounted as sales-type leases, direct financing leases or operating leases. Revenue related to the lease components of a lease contract will be recognized on a straight-line basis. The guidance is effective for fiscal years beginning after December 15, 2018, with early adoption permitted for fiscal years beginning after December 15, 2016.

Additionally, in July 2018, the FASB issued various practical expedients that impact both lessors and lessees that are also effective for fiscal years beginning after December 15, 2018, with early adoption permitted for fiscal years beginning after December 15, 2016. Specifically, the FASB issued a package of practical expedients that if adopted, must all be adopted. These expedients apply to all leases entered into prior to adoption and allow a Company to not: (1) reassess whether existing arrangements contain a lease (2) reassess lease classification and (3) re-evaluate treatment of initial direct costs. The Company expects to elect this package of practical expedients.

Also, another lessor relevant practical expedient was issued in July 2018, that allows lessors to be allowed to combine lease and associated nonlease components for accounting under the new lease standard if the timing and pattern of transfer of nonlease components match those of the related lease components and the lease is classified as operating on a stand-alone basis.

The Company, as a lessee, has a limited number of office and ground leases which will require further evaluation by the Company, but we anticipate they will be treated as operating leases, which will result in the Company recording a lease liability for our obligation for payments over the remaining lease term and an offsetting right-of-use asset in our Consolidated Balance Sheets. As disclosed in our annual Consolidated Financial Statements as of December 31, 2017 and related notes thereto included in our Form 10-K, we had \$18.9 million of future noncancelable lease payments primarily related to our office and ground leases that will be required to be recorded on our Consolidated Balance Sheets. Our operating leases for which we are the lessee will generally have an expense pattern consistent with our historical recognition for operating leases. We don't anticipate the impact of the lease accounting ASU for leases in which we are the lessee to have a material impact on our Consolidated Financial Statements.

Leases in which we are the lessor will continue to be accounted for as operating leases with minimal impact on the Company's financial condition or results of operation; however, this standard may impact the timing of recognition and disclosures related to our tenant recovery income earned from leasing our consolidated operating properties. As such, we are currently evaluating the impact of nonlease components such as tenant recovery income. Additionally, the standard only allows for the capitalization of the initial direct costs that would have been incurred if the lease had not been obtained. The adoption of this guidance will impact our current policy regarding the capitalization of internal direct costs related to the successful origination of new leases and likely will reduce the amount of costs we currently capitalize for new leases. During the six months ended June 30, 2018, we capitalized \$1.6 million of internal direct costs related to successful origination of new leases.

We are currently evaluating the impacts of the new lease standard for leases in which we are the lessee, which includes changing internal policies and processes with regards to the cost to obtain leases, evaluating the appropriate accounting treatment for nonlease elements in which we are the lessor and evaluating the impact on our internal controls. The standard requires a modified retrospective transition approach for all capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. In July 2018, the FASB issued additional transition relief, which allows a company to present the cumulative impacts of adoption of the lease standard on a modified retrospective approach via a cumulative-effect adjustment in opening retained earnings in the year of adoption instead of being required to restate the impacts of the new lease standard to all comparable periods presented in the year of adoption. The Company expects to adopt this standard effective January 1, 2019 using the newly issued modified retrospective transition method.

Note 3 – Investment in Properties

Our consolidated investment in properties consists of our operating portfolio, value-add acquisitions, properties under development, properties in pre-development, redevelopment properties and land held for development or other purposes. The historical cost of our investment in properties was (in thousands):

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	As of June 30, 2018	As of December 31, 2017
Operating portfolio	\$4,296,341	\$4,249,242
Properties under development	359,835	280,492
Properties in pre-development	76,864	51,883
Properties under redevelopment <sup>(1)</sup>	10,133	9,481
Value-add acquisitions <sup>(2)</sup>	86,173	68,673
Land held <sup>(3)</sup>	3,656	4,026
Total investment in properties	4,833,002	4,663,797
Less accumulated depreciation and amortization	(961,173 )	(919,186 )
Net investment in properties	\$3,871,829	\$3,744,611

Represents properties out of service while significant physical renovation of the property is underway or while the

<sup>(1)</sup> property is in lease-up subsequent to such renovation. May include properties taken out of service to change the properties' use and/or enhance its functionality.

<sup>(2)</sup> Consolidated properties that were acquired and upon acquisition met either of the following criteria:

• Occupancy of less than 75% upon acquisition; or

• Occupancy of less than 75% expected to occur due to known move-outs within 24 months of the acquisition date.

Consolidated properties that were acquired vacant or with known move-outs within 24 months of the acquisition date with the intention to have the property out of service for significant physical renovations are classified as redevelopment properties.

<sup>(3)</sup> Land held that is not intended to be improved or developed in the near future.

#### Acquisition Activity

During the six months ended June 30, 2018, we acquired three buildings totaling approximately 221.0 thousand square feet located in our Denver, Northern California and Seattle markets for a total purchase price of approximately \$34.1 million.

#### Development Activity

Our properties under development include the following:

Seven buildings in our Chicago, Dallas, Denver, Miami and Northern California markets totaling approximately 1.7 million square feet that we completed shell-construction as of June 30, 2018 with cumulative costs to date of approximately \$128.0 million. These properties are 11.2% leased and occupied based on weighted average square feet as of June 30, 2018.

Seventeen projects under construction totaling approximately 4.8 million square feet with cumulative costs to date of approximately \$231.8 million.

During the six months ended June 30, 2018, we acquired approximately 143.2 acres of land for development in our Chicago, Cincinnati, New Jersey, Northern California, Pennsylvania and Southern California markets for approximately \$44.6 million.

#### Disposition Activity

During the six months ended June 30, 2018, we sold 16 consolidated operating properties totaling approximately 2.6 million square feet from our Atlanta, Charlotte, Memphis, Northern California, Phoenix and Southern California markets to third-parties for gross proceeds of approximately \$137.3 million. We recognized net gains of approximately \$44.0 million on the disposition of these properties.

#### Impairment Loss on Land

During the six months ended June 30, 2018, the Company recognized a \$0.4 million impairment loss on land held and used. Located in Reno, Nevada, the land was being held for future development. Based on the Company's intent to sell and various market estimates, we recorded an impairment to recognize the land at estimated fair value, which was primarily based on level 3 fair value inputs.



### Intangible Lease Assets and Liabilities

Aggregate amortization expense for intangible lease assets recognized in connection with property acquisitions (excluding assets and liabilities related to above and below market rents; see “Note 2 – Summary of Significant Accounting Policies” for additional information) was approximately \$2.5 million and \$4.7 million for the three and six months ended June 30, 2018, respectively, and approximately \$2.6 million and \$5.4 million for the three and six months ended June 30, 2017, respectively. Our intangible lease assets and liabilities included the following (in thousands):

	As of June 30, 2018			As of December 31, 2017		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Other intangible lease assets	\$54,811	\$ (32,694 )	\$22,117	\$62,785	\$ (37,114 )	\$25,671
Above market rent	\$3,058	\$ (1,908 )	\$1,150	\$3,134	\$ (1,756 )	\$1,378
Below market rent	\$(27,556)	\$ 10,571	\$(16,985)	\$(28,883)	\$ 10,401	\$(18,482)

### Note 4 – Investments in and Advances to Unconsolidated Joint Ventures

We enter into joint ventures primarily for purposes of operating and developing industrial real estate. Our investments in these joint ventures are included in “Investments in and advances to unconsolidated joint ventures” in our Consolidated Balance Sheets.

The following table summarizes our unconsolidated joint ventures (dollars in thousands):

Unconsolidated Joint Ventures	As of June 30, 2018		Investments in and Advances to as of	
	Ownership Percentage	Number of Buildings	June 30, 2018	December 31, 2017
<b>Institutional Joint Ventures:</b>				
DCT/SPF Industrial Operating LLC	20.0 %	13	\$38,522	\$ 36,630
TRT-DCT Venture III	10.0 %	—	8	220
Total Institutional Joint Ventures		13	38,530	36,850
<b>Other:</b>				
SCLA <sup>(1)</sup>	50.0 %	8	34,501	35,381
Total		21	\$73,031	\$ 72,231

(1) Although we contributed 100% of the initial cash equity capital required by the venture, after return of certain preferential distributions on capital invested, profits and losses are generally split 50/50.

### Guarantees

There are no lines of credit or side agreements related to, or between, our unconsolidated joint ventures and us, and there are no derivative financial instruments between our unconsolidated joint ventures and us. In addition, we do not believe we have any material exposure to financial guarantees.

## Note 5 – Financial Instruments and Hedging Activities

## Fair Value of Financial Instruments

As of June 30, 2018 and December 31, 2017, the fair values of cash and cash equivalents, restricted cash, accounts receivable and accounts payable approximated their carrying values due to the short-term nature of settlement of these instruments. The fair values of other financial instruments subject to fair value disclosures were determined based on available market information and valuation methodologies we believe to be appropriate estimates for these purposes. Considerable judgment and a high degree of subjectivity are involved in developing these estimates. Our estimates may differ from the actual amounts that we could realize upon disposition. The following table summarizes these financial instruments (in thousands):

	As of June 30, 2018		As of December 31, 2017	
	Carrying Amounts	Estimated Fair Value	Carrying Amounts	Estimated Fair Value
Borrowings: <sup>(1)</sup>				
Senior unsecured revolving credit facility	\$324,000	\$324,000	\$234,000	\$234,000
Fixed rate debt <sup>(2)</sup>	\$1,325,294	\$1,336,720	\$1,370,421	\$1,419,518
Variable rate debt	\$132,113	\$132,452	\$125,000	\$123,020
Interest rate contracts:				
Interest rate swap asset <sup>(3)</sup>	\$8,729	\$8,729	\$3,866	\$3,866

The fair values of our borrowings were estimated using a discounted cash flow methodology. Credit spreads and market interest rates used to determine the fair value of these instruments are based on unobservable Level 3 inputs which management has determined to be its best estimate of current market values.

<sup>(2)</sup> The carrying amount of our fixed rate debt includes premiums and discounts and excludes deferred loan costs.

<sup>(3)</sup> The fair values of our interest rate swaps is determined using the market standard methodology of netting the discounted future fixed cash flows and the discounted expected variable cash flows based on an expectation of future interest rates derived from Level 2 observable market interest rate curves. The asset or liability is included in “Other assets, net” or “Other liabilities,” respectively, in our Consolidated Balance Sheets.

## Hedging Activities

To manage interest rate risk for variable rate debt and issuances of fixed rate debt, we primarily use treasury locks and interest rate swaps as part of our cash flow hedging strategy. These derivatives are designed to mitigate the risk of future interest rate increases by providing a fixed interest rate for a limited, pre-determined period of time. Such derivatives have been used to hedge the variability in existing and future interest expense associated with existing variable rate borrowings and forecasted issuances of debt, which may include issuances of new debt, as well as refinancing of existing debt upon maturity.

Accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the designation of the derivative, whether we have elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge.



For derivatives designated as “cash flow” hedges, the change in the fair value of the derivative is initially reported in “Other comprehensive income” (“OCI”) in our Consolidated Statements of Comprehensive Income (i.e., not included in earnings) and subsequently reclassified into “Interest expense” when the hedged transaction affects earnings or the hedging relationship is no longer highly effective. We assess the effectiveness of each hedging relationship whenever financial statements are issued or earnings are reported and at least every three months. We do not use derivatives for trading or speculative purposes.

During June 2013, certain of our consolidated ventures entered into two pay-fixed, receive-floating interest rate swaps to hedge the variability of future cash flows attributable to changes in the 1 month USD LIBOR rates. The pay-fixed, receive-floating interest rate swaps have an effective date of June 2013 and a maturity date of June 2023. These interest rate swaps effectively fix the interest rate on the related debt instruments at 4.72%. As of June 30, 2018, and December 31, 2017, we had borrowings payable subject to these pay-fixed, receive-floating interest rate swaps with aggregate principal balances of approximately \$6.4 million for both periods presented.

During December 2015, we entered into a pay-fixed, receive-floating interest rate swap to hedge the variability of future cash flows attributable to changes in the 1 month USD LIBOR rates on our \$200.0 million unsecured term loan. The pay-fixed, receive-floating interest rate swap has an effective date of December 2015 and a maturity date of December 2022. During December 2017, we amended the senior unsecured term loan, lowering our margin to between .90% to 1.75% per annum effective January 1, 2018. The interest rate swap effectively fixes the interest rate on the related debt instrument at 2.81%, however, there is no floor on the variable interest rate of the swap whereas the current variable rate debt is subject to a 0.0% floor. In the event that USD LIBOR is negative, the Company will make payments to the hedge counterparty equal to the negative spread between USD LIBOR and zero. As of June 30, 2018 and December 31, 2017, the entire \$200.0 million principal amount of the term loan was subject to this pay-fixed, receive-floating interest rate swap.

The following table presents the effect of our derivative financial instruments on our accompanying Consolidated Financial Statements (in thousands):

	For the Three Months Ended June 30, 2018		For the Six Months Ended June 30, 2017	
Derivatives in Cash Flow Hedging Relationships				
Interest Rate Swaps:				
Amount of gain (loss) recognized in OCI for derivatives	\$1,516	\$(1,503)	\$5,171	\$(1,142)
Amount of loss reclassified from accumulated OCI for derivatives into interest expense and equity in earnings of unconsolidated joint ventures, net	\$(906)	\$(1,402)	\$(2,006)	\$(2,888)
Amount of gain (loss) recognized in interest expense (ineffective portion and amount excluded from effectiveness testing)	\$—	\$24	\$—	\$(6)

Amounts reported in “Accumulated other comprehensive loss” related to derivatives will be amortized to “Interest expense” as interest payments are made on our current debt and anticipated debt issuances. During the next 12 months, we estimate that approximately \$2.3 million will be reclassified from “Accumulated other comprehensive loss” to “Interest expense” resulting in an increase in interest expense.

#### Note 6 – Outstanding Indebtedness

As of June 30, 2018, our outstanding indebtedness of approximately \$1.8 billion consisted of senior unsecured notes, bank unsecured credit facilities and mortgage notes, excluding approximately \$51.5 million representing our proportionate share of non-recourse debt associated with unconsolidated joint ventures. As of December 31, 2017, our outstanding indebtedness of approximately \$1.7 billion consisted of senior unsecured notes, bank unsecured credit facilities and mortgage notes, excluding approximately \$51.9 million representing our proportionate share of non-recourse debt associated with unconsolidated joint ventures.

As of June 30, 2018, the gross book value of our consolidated properties was approximately \$4.8 billion and the gross book value of all properties securing our mortgage debt was approximately \$0.5 billion. As of December 31, 2017, the gross book value of our consolidated properties was approximately \$4.7 billion and the gross book value of all properties securing our mortgage debt was approximately \$0.5 billion. Our debt has various covenants with which we were in compliance as of June 30, 2018 and December 31, 2017.

#### Debt Issuance, Payoffs and Refinancing

During April 2018, we entered into a variable rate senior secured construction loan with a maximum borrowing available of \$14.3 million, which matures on April 6, 2020 and bears interest at a variable rate equal to 1 month USD LIBOR plus 2.50%. As of June 30, 2018, we currently have \$7.1 million outstanding.

During June 2018, we paid off our \$41.5 million senior unsecured note maturing June 2018 using proceeds from our senior unsecured revolving credit facility.

Line of Credit

As of June 30, 2018, we had \$324.0 million outstanding and \$74.1 million available under our \$400.0 million senior unsecured revolving credit facility, net of two letters of credit totaling \$1.9 million. As of December 31, 2017, we had \$234.0 million

outstanding and \$164.1 million available under our \$400.0 million senior unsecured revolving credit facility, net of two letters of credit totaling \$1.9 million.

#### Guarantee of Debt

DCT has guaranteed the Operating Partnership's obligations with respect to the senior unsecured notes and the bank unsecured credit facilities.

#### Note 7 – Noncontrolling Interests

##### DCT

Noncontrolling interests are the portion of equity, or net assets, in a subsidiary not attributable, directly or indirectly, to a parent. Noncontrolling interests of DCT primarily represent limited partnership interests in the Operating Partnership and equity interests held by third party partners in consolidated real estate investments.

##### Operating Partnership

Equity interests in the Operating Partnership held by third-parties and LTIP Units, as defined in "Note 8 – Stockholders' Equity of DCT and Partners' Capital of the Operating Partnership," are classified as permanent equity of the Operating Partnership and as noncontrolling interests of DCT in the Consolidated Balance Sheets.

#### Note 8 – Stockholders' Equity of DCT and Partners' Capital of the Operating Partnership

##### DCT

##### Common Stock

As of June 30, 2018, approximately 94.1 million shares of common stock were issued and outstanding.

On September 10, 2015, we registered a continuous equity offering program whereby the Company may issue 5.0 million shares of common stock, at a par value of \$0.01 per share, from time-to-time through September 10, 2018 in "at-the-market" offerings or certain other transactions. During the six months ended June 30, 2018, we issued approximately 0.2 million shares of common stock through the continuous equity offering program, at a weighted average price of \$57.36 per share for proceeds of approximately \$10.8 million, net of offering costs. We used the proceeds for general corporate purposes, including funding developments and redevelopments. As of June 30, 2018, approximately 0.5 million shares of common stock remain available to be issued under the current offering.

During the six months ended June 30, 2018 and 2017, we issued approximately 36,000 and 72,000 shares of common stock in each corresponding period related to vested shares of restricted stock, phantom shares and stock option exercises.

##### Operating Partnership

##### OP Units

For each share of common stock issued by DCT, the Operating Partnership issues a corresponding OP Unit to DCT in exchange for the contribution of the proceeds from the stock issuances.

As of June 30, 2018 and December 31, 2017, DCT owned approximately 96.7% and 96.6%, respectively, of the outstanding equity interests in the Operating Partnership. The remaining common partnership interests in the Operating Partnership were owned by executives of the Company and non-affiliated limited partners.

DCT holds its interests through both general and limited partner units. The Partnership Agreement stipulates the general partner shall at all times own a minimum of 1.0% of all outstanding OP Units. As a result, each reporting period certain of DCT's limited partner units are converted to general partner units to satisfy this requirement as illustrated in the Consolidated Statement of Changes in Capital.

Limited partners have the right to require the Company to redeem all or a portion of the OP Units held by the limited partner at a redemption price equal to and in the form of the Cash Amount (as defined in the Partnership Agreement) provided that such OP Units have been outstanding for at least one year. The Company may, in its sole discretion, purchase the OP Units by paying to the limited partner either the Cash Amount or the REIT Shares Amount (generally one share of DCT's common stock for each OP Unit), as defined in the Partnership Agreement.

During the six months ended June 30, 2018, approximately 0.1 million OP Units were redeemed in exchange for shares of DCT common stock and approximately \$0.9 million in cash. During the six months ended June 30, 2017, approximately 0.2 million OP Units were redeemed for approximately \$2.3 million in cash and approximately 0.1 million shares of DCT common stock. The OP Unit redemptions exclude LTIP Unit redemptions, see "LTIP Units" below for a summary of LTIP Unit redemptions.

As of June 30, 2018, and December 31, 2017, there were approximately 3.2 million outstanding OP Units held by entities other than DCT and redeemable, with an aggregate redemption value of approximately \$213.3 million and \$191.0 million based on the \$66.73 and \$58.78 per share closing price of DCT's common stock on June 30, 2018 and December 31, 2017, respectively. As of June 30, 2018 and December 31, 2017, included in OP Units were approximately 0.8 million vested LTIP Units issued under our Long-Term Incentive Plan, as amended.

#### Equity-Based Compensation

On October 10, 2006, the Company established the Long-Term Incentive Plan, as amended, to grant restricted stock, stock options and other awards to our personnel and directors, as defined in the plan. Awards granted under this plan are measured at fair value on the grant date and amortized to compensation expense on a straight-line basis over the service period during which the awards vest. Such expense is included in "General and administrative" expense in our Consolidated Statements of Operations.

#### Restricted Stock

Holders of restricted stock have voting rights and rights to receive dividends equally along with common shares. Restricted stock may not be sold, assigned, transferred, pledged or otherwise disposed of and is subject to a risk of forfeiture prior to the expiration of the applicable vesting period. Restricted stock is recorded at fair value on the date of grant, based on the closing price of our common stock, and amortized to compensation expense on a straight-line basis over the service period during which the stock vests. Restricted stock generally vests ratably over a period of four or five years, depending on the grant. During the six months ended June 30, 2018, we granted approximately 32,000 shares of restricted stock to certain officers and employees at the weighted average fair market value of \$58.76 per share.

#### LTIP Units

Pursuant to the Long-Term Incentive Plan, as amended, the Company may grant limited partnership interests in the Operating Partnership called LTIP Units. LTIP Units generally vest ratably over a period of four to five years, depending on the grant. In addition to vesting, the implied or actual value of DCT common stock or OP Units per share/unit must be greater than the grant date fair value of the LTIP Units to be redeemable, which is based on a conversion ratio. As such, vested LTIP Units may be redeemed by the Company in cash or in shares of DCT common stock, at the discretion of the Company, for a maximum of a one-for-one basis with common shares based on the conversion ratio, subject to certain restrictions of the Partnership Agreement. LTIP Units receive distributions equally along with common shares. LTIP Unit equity compensation is amortized to compensation expense over the service period during which the units vest.

During the six months ended June 30, 2018, approximately 0.1 million LTIP Units were granted to certain senior executives, which vest over a four year period with fair value per LTIP Unit of \$54.29 which totals approximately \$7.2 million at the date of grant as determined by a lattice-binomial option-pricing model based on a Monte Carlo simulation using a weighted average volatility factor of 18%, a weighted average risk-free interest rate of 2.51% and an assumed holding period of 5 years. During the six months ended June 30, 2018, approximately 121,000 vested LTIP Units were converted into approximately 121,000 shares of DCT common stock and approximately 21,000 vested LTIP Units were redeemed for approximately \$1.2 million in cash. As of June 30, 2018, approximately 1.2 million LTIP Units were outstanding.



### Note 9 – Net Earnings per Share/Unit

We use the two-class method of computing net earnings per common share/unit which is an earnings allocation formula that determines net earnings per share/unit for common stock/unit and any participating securities according to dividends declared (whether paid or unpaid) and participation rights in undistributed earnings. Under the two-class method, net earnings per common share/unit are computed by dividing the sum of distributed earnings to common stockholders/OP Unitholders and undistributed earnings allocated to common stockholders/OP Unitholders by the weighted average number of common shares/units outstanding for the period.

A participating security is defined by GAAP as an unvested share-based payment award containing non-forfeitable rights to dividends and must be included in the computation of earnings per share/unit pursuant to the two-class method. Nonvested restricted stock, phantom stock and LTIP Units are considered participating securities as these share-based awards contain non-forfeitable rights to dividends irrespective of whether the awards ultimately vest or expire.

#### DCT

The following table presents the computation of basic and diluted weighted average common shares outstanding (in thousands):

	For the Three Months Ended June 30, 2018		For the Six Months Ended June 30, 2017	
Denominator				
Weighted average common shares outstanding – basic	94,101	92,307	93,956	92,030
Effect of dilutive securities:				
Stock options	23	122	25	126
Weighted average common shares outstanding – diluted	94,124	92,429	93,981	92,156

#### Operating Partnership

The following table presents the computation of basic and diluted weighted average OP Units outstanding (in thousands):

	For the Three Months Ended June 30, 2018		For the Six Months Ended June 30, 2017	
Denominator				
Weighted average OP Units outstanding – basic	97,311	95,827	97,223	95,622
Effect of dilutive securities:				
Stock options	23	122	25	126
Weighted average OP Units outstanding – diluted	97,334	95,949	97,248	95,748

#### DCT and the Operating Partnership

##### Potentially Dilutive Shares

For the three and six months ended June 30, 2018, DCT excluded from net earnings per diluted share the weighted average common share equivalents related to 3.2 million and 3.3 million OP Units, respectively, because their effects would be anti-dilutive. During the same periods ended June 30, 2017, DCT excluded from net earnings per diluted share the weighted average common share equivalents related to 3.5 million and 3.6 million OP Units, respectively, because their effect would be anti-dilutive.

### Note 10 – Segment Information

The Company's segments are based on our internal reporting of operating results used to assess performance based on our properties' geographical markets. Our markets are aggregated into three reportable regions or segments, East, Central and West, which are based on the geographical locations of our properties. Management considers rental revenues and property net operating income ("NOI") aggregated by segment to be the appropriate way to analyze our performance.



The following table presents our total assets, net of accumulated depreciation and amortization, by segment (in thousands):

	As of June 30, 2018	As of December 31, 2017
Segments:		
East assets	\$1,133,715	\$ 1,125,085
Central assets	1,196,813	1,187,663
West assets	1,629,552	1,582,436
Total segment net assets	3,960,080	3,895,184
Non-segment assets:		
Non-segment cash and cash equivalents	19,843	10,522
Other non-segment assets <sup>(1)</sup>	103,223	104,966
Total assets	\$4,083,146	\$ 4,010,672

<sup>(1)</sup> Other non-segment assets primarily consist of investments in and advances to unconsolidated joint ventures, deferred loan costs, other receivables, restricted cash and other assets.

The following table presents the rental revenues of our segments and a reconciliation of our segment rental revenues to our reported consolidated total revenues (in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2018	2017	2018	2017
East	\$31,052	\$31,321	\$62,441	\$62,982
Central	37,135	34,160	74,321	68,758
West	41,594	38,736	82,442	77,901
Rental revenues	109,781	104,217	219,204	209,641
Institutional capital management and other fees	288	304	672	776
Total revenues	\$110,069	\$104,521	\$219,876	\$210,417

The following table presents a reconciliation of our reported “Net income attributable to common stockholders” to our property NOI and property NOI of our segments (in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2018	2017	2018	2017
Net income attributable to common stockholders	\$24,116	\$41,634	\$72,939	\$56,593
Net income attributable to noncontrolling interests of DCT Industrial Trust Inc.	806	1,611	2,537	2,208
Net income attributable to OP Unitholders	\$24,922	\$43,245	\$75,476	\$58,801
Net income attributable to noncontrolling interests of the Operating Partnership	366	247	754	480
Institutional capital management and other fees	(288 )	(304 )	(672 )	(776 )
Gain on dispositions of real estate interests	(11,784 )	(28,076 )	(43,974 )	(28,102 )
Real estate related depreciation and amortization	41,896	41,447	83,128	83,052
Casualty loss (gain)	240	—	245	(270 )
General and administrative expense	12,824	7,821	20,288	15,013
Equity in earnings of unconsolidated joint ventures, net	(1,089 )	(2,737 )	(2,166 )	(4,253 )
Interest expense	16,133	16,805	32,183	33,560
Other expense	114	7	80	12
Impairment loss on land	—	938	371	938
Income tax expense and other taxes	140	69	221	203
Property NOI <sup>(1)</sup>	\$83,474	\$79,462	\$165,934	\$158,658
East	\$24,189	\$24,350	\$48,416	\$48,568
Central	27,031	24,514	53,398	49,024
West	32,254	30,598	64,120	61,066
Property NOI <sup>(1)</sup>	\$83,474	\$79,462	\$165,934	\$158,658

Property NOI is defined as rental revenues, which includes expense reimbursements, less rental expenses and real estate taxes, and excludes institutional capital management fees, depreciation, amortization, casualty gains and losses, gain on dispositions of real estate interests, impairment, general and administrative expenses, equity in earnings (loss) of unconsolidated joint ventures, interest expense, interest and other income and income tax expense and other taxes. We consider property NOI to be an appropriate supplemental performance measure because property NOI reflects the operating performance of our properties and excludes certain items that are not

<sup>(1)</sup> considered to be controllable in connection with the management of the properties such as amortization, depreciation, impairment, interest expense, interest and other income, income tax expense and other taxes and general and administrative expenses. However, property NOI should not be viewed as an alternative measure of our overall financial performance since it excludes expenses which could materially impact our results of operations. Further, our property NOI may not be comparable to that of other real estate companies, as they may use different methodologies for calculating property NOI. Therefore, we believe net income, as defined by GAAP, to be the most appropriate measure to evaluate our overall financial performance.

#### Note 11 – The Proposed Merger with Prologis, Inc.

##### Proposed Merger with Prologis, Inc.

On April 29, 2018, the Company and the Operating Partnership entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Prologis, Inc. (“Prologis”) and Prologis, L.P. (“PLDOP”), pursuant to which the Company will

be merged with and into Prologis, and the Operating Partnership will be merged into PLDOP. The merger consideration will be approximately \$8.4 billion in a stock-for-stock transaction, including the assumption of debt. Under the terms of the Merger Agreement, DCT stockholders and OP Unitholders will receive 1.02 Prologis shares and limited partnership interests in PLDOP, respectively, for each DCT share or OP Unit they own.

The boards of directors of both companies have unanimously approved the transaction. The transaction, which is currently expected to close in the third quarter of 2018, is subject to the approval of DCT stockholders and other customary closing conditions.

During the three and six months ended June 30, 2018, the Company incurred \$5.5 million of transaction costs related to the planned Merger, which were recorded in general and administrative expense in our consolidated statements of income.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD-LOOKING STATEMENTS

We make statements in this report that are considered “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which are usually identified by the use of words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “may,” “plans,” “projects,” “seeks,” “should,” “will,” and variations of such words or similar expressions. We intend these 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. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions, expectations, strategies and prospects as reflected in or suggested by those forward-looking statements are reasonable, we can give no assurance that the plans, intentions, expectations or strategies will be attained or achieved.

Furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control including, without limitation:

- risks associated with our ability to consummate the merger and the timing and closing of the merger;
- national, international, regional and local economic conditions;
- the general level of interest rates and the availability of capital;
- the competitive environment in which we operate;
- real estate risks, including fluctuations in real estate values and the general economic climate in local markets and competition for tenants in such markets;
- decreased rental rates or increasing vacancy rates;
- defaults on or non-renewal of leases by tenants;
- acquisition and development risks, including failure of such acquisitions and development projects to perform in accordance with projections;
- the timing of acquisitions, dispositions and development;
- natural disasters such as fires, floods, tornadoes, hurricanes and earthquakes;
- energy costs;
- the terms of governmental regulations that affect us and interpretations of those regulations, including the costs of compliance with those regulations, changes in real estate and zoning laws and increases in real property tax rates;
- financing risks, including the risk that our cash flows from operations may be insufficient to meet required payments of principal, interest and other commitments;
  - lack of or insufficient amounts of insurance;
- litigation, including costs associated with prosecuting or defending claims and any adverse outcomes;
- the consequences of future terrorist attacks or civil unrest;
- environmental liabilities, including costs, fines or penalties that may be incurred due to necessary remediation of contamination of properties presently owned or previously owned by us; and
- other risks and uncertainties detailed in the section entitled “Risk Factors.”

In addition, our current and continuing qualification as a real estate investment trust, or REIT, involves the application of highly technical and complex provisions of the Internal Revenue Code of 1986, or the Code, and depends on our ability to meet the various requirements imposed by the Code through actual operating results, distribution levels and diversity of stock ownership.

We assume no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. The reader should carefully review our financial statements and the notes thereto, as well as the section entitled “Risk Factors” in this report.



## Overview

DCT Industrial Trust Inc. is a leading industrial real estate company specializing in the ownership, acquisition, development, leasing and management of bulk-distribution and light-industrial properties located in high-demand distribution markets in the United States. DCT's actively managed portfolio is strategically located near population centers and well-positioned to take advantage of market dynamics. As used herein, the terms "Company," "we," "our" and "us" refer to DCT Industrial Trust Inc. and its subsidiaries, including its operating partnership, DCT Industrial Operating Partnership LP. When we use the term "DCT" or "DCT Industrial," we are referring to DCT Industrial Trust Inc. by itself, and not including any of its subsidiaries, and when we use the term "Operating Partnership," we are referring to DCT Industrial Operating Partnership LP by itself, and not including any of its subsidiaries.

DCT was formed as a Maryland corporation in April 2002 and has elected to be treated as a real estate investment trust, or REIT, for U.S. federal income tax purposes. We are structured as an umbrella partnership REIT under which substantially all our current and future business is, and will be, conducted through a majority owned and controlled subsidiary, DCT Industrial Operating Partnership LP, a Delaware limited partnership, for which DCT is the sole general partner. DCT owns properties through the Operating Partnership and its subsidiaries. As of June 30, 2018, DCT owned approximately 96.7% of the outstanding equity interests in the Operating Partnership.

As of June 30, 2018, the Company owned interests in approximately 74.0 million square feet of properties leased to approximately 830 customers, including:

- 63.5 million square feet comprising 388 consolidated operating properties that were 96.9% occupied;
- 1.7 million square feet comprising seven consolidated properties developed by DCT which are shell-construction complete and in lease-up;
- 0.1 million square feet comprising one consolidated property under redevelopment;
- 1.1 million square feet comprising five consolidated value-add acquisitions; and
- 7.6 million square feet comprising 21 unconsolidated properties that were 99.0% occupied and which we operated on behalf of one institutional capital management partner and an unconsolidated joint venture.

In addition, the Company has 17 projects under construction and 15 projects in pre-development. See "Notes to Consolidated Financial Statements, Note 3 – Investment in Properties" for further details related to our development activity.

Our primary business objectives are to maximize long-term growth in Funds From Operations, or "FFO", as defined on page 47, net asset value of our portfolio and total shareholder return. In our pursuit of these long-term objectives, we seek to:

- maximize cash flows from existing properties;
- deploy capital into quality development and acquisition opportunities which meet our asset, location and financial criteria; and
- recycle capital by selling assets that no longer fit our investment criteria and reinvesting the proceeds into higher growth opportunities.

Proposed Merger with Prologis, Inc.

On April 29, 2018, the Company and the Operating Partnership entered into a Merger Agreement with Prologis and PLDOP, pursuant to which the Company will be merged with and into Prologis (the "Company Merger"), and the Operating Partnership will be merged with and into PLDOP (the "Partnership Merger" and, together with the Company Merger, the "Mergers"). The merger consideration will be approximately \$8.4 billion in a stock-for-stock transaction, including the assumption of debt. Under the terms of the Merger Agreement, DCT stockholders and OP Unitholders will receive 1.02 Prologis shares and limited partnership interests in PLDOP, respectively, for each DCT share or OP Unit they own.

The boards of directors of both companies have unanimously approved the transaction. The transaction, which is currently expected to close in the third quarter of 2018, is subject to the approval of DCT stockholders and other

customary closing conditions.

During the three and six months ended June 30, 2018, the Company incurred \$5.5 million of transaction costs related to the planned Merger, which were recorded in general and administrative expense in our consolidated statements of operations.

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## Outlook

We seek to maximize long-term earnings growth per share and shareholder value primarily through increasing cash flow at existing properties and developing and acquiring high-quality properties with attractive operating income and value growth prospects. Fundamentals for industrial real estate continue to improve in response to general improvement in the economy as well as trends that particularly favor industrial assets, including the growth of e-commerce and U.S. based manufacturing. We expect moderate economic growth to continue in 2018, which we expect to result in continued positive demand for warehouse space as companies expand and upgrade their distribution and production platforms.

In response to positive net absorption and lower market vacancy levels, rental rates are increasing in all of our markets. Rental concessions, such as free rent, remain at historically low levels. Consistent with recent experience and based on current market conditions, we expect average net effective rental rates on new leases signed during the remainder of 2018 to be higher than the rates on expiring leases.

New development, including speculative development, is present in most markets in response to strong tenant demand for high-quality space. However, construction remains rational in relation to net absorption in most markets and below historical peak levels. We expect that the operating environment will continue to be favorable for lessors given our positive outlook for market occupancy levels and rental rate growth.

We expect same-store net operating income to be higher in 2018 than it was in 2017, primarily as a result of the impact of increasing rental rates on leases signed in 2016 and 2017 compared to expiring leases.

In terms of capital investment, we will continue to pursue selective development of new buildings and the opportunistic acquisition of buildings in markets where we perceive demand and market rental rates will provide attractive financial returns.

We anticipate continuing to selectively dispose of non-strategic assets to fund our investment in developments and acquisitions in an effort to enhance long-term growth in our net asset value, earnings and cash flows as well as to improve the overall quality of our portfolio.

We anticipate having sufficient liquidity to fund our operating expenses, including costs to maintain our properties and distributions, though we may finance investments, including acquisitions and developments, with the issuance of new common shares, proceeds from asset sales or through additional borrowings. Please see "Liquidity and Capital Resources" for additional discussion.

## Inflation

The U.S. economy has experienced low inflation over the past several years and as a result, inflation has not had a significant impact on our business. Moreover, most of our leases require the customers to pay their share of the cost to operate our properties, including real estate taxes, insurance and common area maintenance, thereby reducing our exposure to increases in costs and operating expenses resulting from inflation. In addition, the majority of our leases expire within five years, which enables us to replace existing leases with new leases at then-existing market rates.

## Summary of Significant Transactions and Activities for the Six Months Ended June 30, 2018

### Acquisition Activities

During the six months ended June 30, 2018, we acquired three buildings totaling approximately 221.0 thousand square feet located in our Denver, Northern California and Seattle markets for a total purchase price of approximately \$34.1 million and a projected investment of \$36.5 million. The Northern California property is classified as a Value-Add Acquisition as it was acquired via a sale-leaseback transaction with a short lease that expires on August 31, 2018.

### Development Activities

As of June 30, 2018, we completed shell-construction on seven buildings in our Chicago, Dallas, Denver, Miami and Northern California markets totaling 1.7 million square feet with cumulative costs to date of approximately \$128.0 million and a total projected investment of approximately \$145.0 million. These properties are 24.2% leased and 11.2% occupied based on weighted average square feet as of June 30, 2018.

Also, as of June 30, 2018, we have 17 projects under construction totaling 4.8 million square feet with cumulative costs to date of approximately \$231.8 million and a total projected investment of approximately





\$397.7 million. These projects are 11.4% pre-leased.

Additionally, during the six months ended June 30, 2018, we acquired 143.2 acres of land for development in our Chicago, Cincinnati, New Jersey, Northern California, Pennsylvania and Southern California markets for approximately \$44.6 million.

The table below reflects a summary of development activities as of June 30, 2018, (in thousands, except acres and number of buildings):

Project	Market	Acres	Number of Buildings	Square Feet	Percent-age Owned <sup>(1)</sup>	Cumulative Costs at 6/30/2018	Projected Investment	Completion Date <sup>(2)</sup>	Percent-age Leased <sup>(3)</sup>	
Consolidated Development Activities:										
Development Projects in Lease-Up										
DCT Stockyards Industrial Center	Chicago	10	1	167	100 %	\$ 14,514	\$ 17,813	Q4-2017	84 %	
DCT Greenwood	Chicago	8	1	140	100 %	10,616	11,887	Q4-2017	57 %	
DCT DFW Trade Center	Dallas	10	1	112	100 %	9,433	9,797	Q3-2017	48 %	
DCT Summit Distribution Center	Denver	12	1	168	100 %	12,369	13,856	Q4-2017	0 %	
DCT Commerce Building D	Miami	8	1	137	100 %	14,316	16,119	Q2-2018	0 %	
DCT Commerce Building E	Miami	10	1	162	100 %	21,086	21,400	Q2-2018	83 %	
DCT Arbor Avenue	Northern California	40	1	796	100 %	45,683	54,085	Q1-2018	0 %	
	Sub Total	98	7	1,682	100 %	\$ 128,017	\$ 144,957		24 %	
Development Projects Under Construction										
DCT River West Distribution Center Phase II	Atlanta	60	1	926	100 %	\$ 12,514	\$ 46,711	Q4-2018	0 %	
DCT Terrapin Commerce Center Building I	Baltimore/Wash. D.C.	13	1	126	100 %	11,779	14,852	Q3-2018	0 %	
DCT Terrapin Commerce Center Building II	Baltimore/Wash. D.C.	10	1	94	100 %	9,180	10,990	Q3-2018	0 %	
DCT Pinnacle Industrial Center	Chicago	26	1	407	100 %	14,352	30,625	Q4-2018	0 %	
DCT Freeport West Building II	Dallas	7	1	111	100 %	6,874	10,496	Q3-2018	0 %	
DCT Freeport West Building III	Dallas	6	1	83	100 %	5,085	7,962	Q3-2018	0 %	

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Seneca Commerce Center Building I	Miami	13	1	222	90	%	17,396	22,242	Q3-2018	0	%
Seneca Commerce Center Building IV	Miami	4	1	62	90	%	6,352	8,322	Q3-2018	0	%
Midline Commerce Center	New Jersey	34	1	440	100	%	28,808	36,055	Q3-2018	0	%
DCT Northline Building I	New Jersey	71	1	913	100	%	21,572	68,955	Q2-2019	0	%
DCT Williams Corporate Center	Northern California	4	1	75	100	%	13,165	15,010	Q3-2018	0	%
DCT Airport Distribution Center Building E	Orlando	6	1	102	100	%	5,244	7,502	Q3-2018	0	%
DCT Rockline Commerce Center Building I	Pennsylvania	8	1	112	100	%	9,448	10,758	Q3-2018	100	%
DCT Rockline Commerce Center Building II	Pennsylvania	17	1	224	100	%	15,430	18,351	Q3-2018	0	%
DCT Conewago Commerce Center	Pennsylvania	8	1	100	100	%	3,116	7,651	Q4-2018	100	%
Blair Logistics Center Building A	Seattle	27	1	545	100	%	37,563	49,878	Q3-2018	62	%
Hudson Distribution Center	Seattle	15	1	288	100	%	13,940	31,371	Q4-2018	0	%
	Sub Total	329	17	4,830	99	%	\$ 231,818	\$ 397,731		11	%
Leased Pre-Development SCLA Building 3 Expansion		26	0	466	50	%	\$—	\$ 25,133	Q2-2019	100	%
	Total	453	24	6,978	97	%	\$ 359,835	\$ 567,821		14	%

(1) Percentage owned is based on equity ownership weighted by square feet.

(2) The completion date represents the date of building shell-construction completion or estimated date of shell-construction completion.

(3) Percentage leased is computed as of the date the financial statements were available to be issued.

•Disposition Activities

During the six months ended June 30, 2018, we sold 16 consolidated operating properties totaling approximately 2.6 million square feet from our Atlanta, Charlotte, Memphis, Northern California, Phoenix and Southern California markets to third-parties for gross proceeds of approximately \$137.3 million. We recognized gains of approximately

\$44.0 million on the disposition of these properties.

•Debt Activity

As of June 30, 2018, we had \$324.0 million outstanding and \$74.1 million available under our \$400.0 million senior unsecured revolving credit facility, net of two letters of credit totaling \$1.9 million.

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**Equity Activity**

On September 10, 2015, we registered a continuous equity offering program whereby the Company may issue 5.0 million shares of common stock, at a par value of \$0.01 per share. During the six months ended June 30, 2018, we issued approximately 0.2 million shares of common stock through the continuous equity offering program, at a weighted average price of \$57.36 per share for proceeds of approximately \$10.8 million, net of offering costs. The proceeds from the sale of shares of common stock were contributed to the Operating Partnership for an equal number of OP units in the Operating Partnership and were used for general corporate purposes, including funding developments and redevelopments. As of June 30, 2018, approximately 0.5 million shares of common stock remain available to be issued under the current offering.

**Leasing Activity**

During the six months ended June 30, 2018, we signed a total of 97 leases comprising 5.7 million square feet of which 27 leases totaling 1.9 million square feet included concessions of \$2.5 million primarily related to free rent periods.

The following table provides a summary of our leasing activity for the three and six months ended June 30, 2018:

	Number of Leases Signed	Square Feet Signed <sup>(1)</sup>	Net Effective Rent Per Square Foot <sup>(2)</sup>	Straight-Line Basis Rent Growth <sup>(3)</sup>	Weighted Average Lease Term <sup>(4)</sup>	Turnover Costs Per Square Foot <sup>(5)</sup>
<b>SECOND QUARTER 2018</b>						
		(in thousands)			(in months)	
New	13	581	N/A	28.5 %	64	\$ 3.06
Renewal	34	2,242	N/A	32.7 %	54	1.36
Developments, redevelopments and value-add acquisitions	4	285	N/A	N/A	87	N/A
Total/Weighted Average	51	3,108	\$ 5.27	32.0 %	59	\$ 1.71
Weighted Average Retention <sup>(6)</sup>	74.0 %					
<b>YEAR TO DATE 2018</b>						
		(in thousands)			(in months)	
New	26	1,239	N/A	32.9 %	60	\$ 4.38
Renewal	59	3,717	N/A	33.5 %	53	1.54
Developments, redevelopments and value-add acquisitions	12	697	N/A	N/A	81	N/A
Total/Weighted Average	97	5,653	\$ 5.44	33.3 %	58	\$ 2.25
Weighted Average Retention <sup>(6)</sup>	76.8 %					

(1) Reflects leases executed during the periods presented. Excludes leases with a term shorter than one year.

(2) Net effective rent is the average monthly base rental income over the term of the lease, calculated on a straight-line basis.

(3) Straight-line basis rent growth reflects the percentage change in net effective rent of the lease executed during the period compared to the net effective rent of the prior lease on the same space (holdover payments are excluded).

All net effective rents are compared on a net basis. Net effective rent under gross or similar type leases are converted to net effective rent based on an estimate of the applicable recoverable expenses.

(4) Assumes no exercise of lease renewal options, if any.

Turnover costs are comprised of the costs incurred or capitalized for improvements of vacant and renewal spaces, as well as the commissions paid and costs capitalized for leasing transactions. These costs represent the total

(5) turnover costs estimated upon execution to be incurred associated with the leases signed during the period and may not ultimately reflect the actual expenditures. The estimated tenant improvement and leasing costs associated with leases signed on developments, Redevelopments and Value-Add Acquisitions are already included in the total projected costs for those investments and are therefore excluded from the leasing statistics.

(6) Represents the percentage of customers renewing their respective leases weighted by average square feet. Excludes leases signed on developments, Redevelopments and Value-Add Acquisitions.

## Customer Diversification

As of June 30, 2018, there were no customers that occupied more than 3.4% of our consolidated properties based on annualized base rent, which is calculated as the monthly contractual base rent (cash basis) per the terms of the lease, as of the period end, multiplied by 12. The following table presents our 10 largest customers, based on annualized base rent as of June 30, 2018, who occupied a combined 10.9 million square feet, or 17.6%, of our consolidated properties and 19.0% of annualized base rent.

Customer	Percentage of Annualized Base Rent	Percentage of Square Feet		
Amazon.com, Inc.	3.4	%	2.5	%
Distributions Alternatives, Inc.	3.2	%	3.5	%
FedEx Corporation	2.9	%	1.5	%
United Parcel Service, Inc.	1.7	%	1.6	%
Geodis	1.5	%	2.0	%
Stanley Black & Decker, Inc.	1.5	%	1.6	%
Deutsche Post DHL Group	1.5	%	1.5	%
Kuehne + Nagel Group	1.1	%	0.8	%
The J. M. Smucker Company	1.1	%	1.7	%
Schenker, Inc.	1.1	%	0.9	%
Total	19.0	%	17.6	%

Although base rent is supported by long-term lease contracts, customers who file bankruptcy generally have the legal right to reject any or all of their leases. In the event that a customer with a significant number of leases in our properties enters bankruptcy and cancels its leases we could experience a reduction in our cash flow from revenues and an increase in allowance for doubtful accounts receivable.

We frequently monitor the financial condition of our customers. We communicate regularly with those customers that have been delinquent or are in bankruptcy. We are not currently aware of any significant financial difficulties of any tenants that would cause a material reduction in our revenues.

## Results of Operations

Summary of the three and six months ended June 30, 2018 compared to the same period ended June 30, 2017

We are a leading industrial real estate company specializing in the ownership, acquisition, development, leasing and management of bulk-distribution and light-industrial properties located in high-demand distribution markets in the United States. Our actively managed portfolio is strategically located near population centers and well-positioned to take advantage of market dynamics. As of June 30, 2018, the Company owned interests in or had under development approximately 74.0 million square feet of properties leased to approximately 830 customers, including 4.6 million square feet managed on behalf of one institutional capital management joint venture partner and 3.0 million square feet in an unconsolidated joint venture. As of June 30, 2018, we consolidated 388 operating properties, one redevelopment property, seven development properties and five value-add acquisitions. As of June 30, 2017, we consolidated 397 operating properties, two redevelopment properties, five development properties, three value-add acquisitions and one operating property classified as held for sale.

Comparison of the three months ended June 30, 2018 compared to the same period ended June 30, 2017

Our quarterly same-store portfolio includes all consolidated stabilized acquisitions acquired before April 1, 2017 and all consolidated development and redevelopment properties and value-add acquisitions stabilized prior to April 1, 2017. Once a property is included in our quarterly same-store portfolio, it remains until it is subsequently disposed of or placed into redevelopment. We consider our quarterly same-store portfolio to be a useful measure to improve comparability between periods by excluding the effects of changes in our consolidated operating portfolio period over period. Developments and redevelopments are deemed to be stabilized upon the earlier of achieving 90% occupancy

or 12 months after shell-construction completion. Value-add acquisitions are deemed to be stabilized i) if the property acquired is less than 75% occupied upon acquisition, the property will stabilize upon the earlier of achieving 90% occupancy or 12 months from the acquisition date, or ii) if the property is acquired with known move-outs within 24 months of the acquisition date the property will stabilize upon the earlier of achieving 90% occupancy after the known move-outs have occurred or 12 months after the known move-outs have occurred. All other acquisitions are deemed stabilized upon acquisition. Non-same-store operating properties include properties not meeting the quarterly same-store criteria and exclude development and redevelopment properties and value-add acquisitions that are not stabilized or ready for their intended use.



For the three months ended June 30, 2018, we had 369 properties classified in our quarterly same-store portfolio comprising 59.7 million square feet and 32 classified as non-same-store, which includes 19 operating properties, seven development properties, one redevelopment property and five value-add acquisitions that were not stabilized. A discussion of these changes follows the table below.

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The following table presents the changes in rental revenues, rental expenses and real estate taxes, property net operating income (“NOI”), other revenue and other income, and other expenses for the three months ended June 30, 2018, compared to the three months ended June 30, 2017 (in thousands):

	For the Three Months Ended June 30,				
	2018	2017	\$ Change	Percent Change	
<b>Rental Revenues</b>					
Quarterly same-store portfolio	\$ 101,077	\$ 96,686	\$ 4,391	4.5	%
Non-same-store operating properties	7,704	7,051	653	9.3	%
Developments, redevelopments and value-add acquisitions	1,000	480	520	108.3	%
Total rental revenues	109,781	104,217	5,564	5.3	%
<b>Rental Expenses and Real Estate Taxes</b>					
Quarterly same-store portfolio	24,395	22,878	1,517	6.6	%
Non-same-store operating properties	1,631	1,751	(120)	(6.9)	)%
Developments, redevelopments and value-add acquisitions	281	126	155	123.0	%
Total rental expenses and real estate taxes	26,307	24,755	1,552	6.3	%
<b>Property NOI<sup>(1)</sup></b>					
Quarterly same-store portfolio	76,681	73,809	2,872	3.9	%
Non-same-store operating properties	6,074	5,300	774	14.6	%
Developments, redevelopments and value-add acquisitions	719	353	366	103.7	%
Total property NOI	83,474	79,462	4,012	5.0	%
<b>Other Revenue and Other Income</b>					
Institutional capital management and other fees	288	304	(16)	(5.3)	)%
Equity in earnings of unconsolidated joint ventures, net	1,089	2,737	(1,648)	(60.2)	)%
Gain on dispositions of real estate interests	11,784	28,076	(16,292)	(58.0)	)%
Total other revenue and other income	13,161	31,117	(17,956)	(57.7)	)%
<b>Other Expenses</b>					
Real estate related depreciation and amortization	41,896	41,447	449	1.1	%
Interest expense	16,133	16,805	(672)	(4.0)	)%
General and administrative	12,824	7,821	5,003	64.0	%
Casualty loss	240	—	240	—	%
Impairment on non-depreciated assets	—	938	(938)	(100.0)	)%
Other expense	114	7	107	1,528.6	%
Income tax expense and other taxes	140	69	71	102.9	%
Total other expenses	71,347	67,087	4,260	6.3	%
Net income attributable to noncontrolling interests of the Operating Partnership	(366)	(247)	(119)	(48.2)	)%
Net income attributable to OP Unitholders	\$ 24,922	\$ 43,245	\$ (18,323)	(42.4)	)%
Net income attributable to noncontrolling interests of DCT Industrial Trust Inc.	(806)	(1,611)	805	50.0	%
Net income attributable to common stockholders	\$ 24,116	\$ 41,634	\$ (17,518)	(42.1)	)%

<sup>(1)</sup> Property NOI is defined as rental revenues, which includes expense reimbursements, less rental expenses and real estate taxes, and excludes institutional capital management fees, depreciation, amortization, casualty and involuntary conversion gain (loss), impairment, general and administrative expenses, equity in earnings (loss) of unconsolidated joint ventures, interest expense, interest and other income and income tax (benefit) expense and other taxes. We consider property NOI to be an appropriate supplemental performance measure because property NOI reflects the operating performance of our properties and excludes certain items that are not considered to be controllable in connection with the management of the properties such as amortization, depreciation, impairment,

interest expense, interest and other income, income tax expense and other taxes and general and administrative expenses. However, property NOI should not be viewed as an alternative measure of our overall financial performance since it excludes expenses which could materially impact our results of operations. Further, our property NOI may not be comparable to that of other real estate companies, as they may use different methodologies for calculating property NOI. Therefore, we believe net income, as defined by GAAP, to be the most appropriate measure to evaluate our overall financial performance. For a reconciliation of our NOI to our reported “Net income attributable to common stockholders” see “Notes to Consolidated Financial Statements, Note 10 – Segment Information.”

### Rental Revenues

Rental revenues, which are comprised of base rent, straight-line rent, amortization of above and below market rent intangibles, tenant recovery income, other rental income and early lease termination fees, increased by \$5.6 million for the three months ended June 30, 2018 compared to the same period in 2017, primarily due to the following changes:

\$4.4 million increase in total revenues in our quarterly same-store portfolio primarily due to the following:

\$3.3 million increase in base rent primarily resulting from increased rental rates and a 40 basis point increase in average occupancy period over period; and

\$2.1 million increase in operating expense recoveries due to higher average occupancy and increases in property taxes; partially offset by

\$0.7 million decrease in straight-line rental revenue; and

\$0.1 million decrease in below market rents.

\$0.7 million increase in total revenues in our non-same-store portfolio, of which \$5.5 million is attributed to three acquisitions and 16 development, redevelopment and value-add properties placed into our operating portfolio since April 1, 2017, offset in part by a \$4.8 million decrease attributed to 26 consolidated property dispositions since April 1, 2017; and

\$0.5 million increase in developments, redevelopments and value-add acquisitions total revenues primarily related to two development properties that were not stabilized at 68.6% occupancy as of June 30, 2018.

The following table presents the various components of our consolidated rental revenues (in thousands):

	For the Three Months Ended June 30,			
	2018	2017	\$ Change	Percent Change
Base rent	\$80,460	\$76,890	\$3,570	4.6 %
Straight-line rent	919	822	97	11.8 %
Amortization of above and below market rent intangibles	816	712	104	14.6 %
Tenant recovery income	26,636	24,745	1,891	7.6 %
Other	525	613	(88 )	(14.4)%
Revenues related to early lease terminations	425	435	(10 )	(2.3 )%
Total rental revenues	\$109,781	\$104,217	\$5,564	5.3 %

### Rental Expenses and Real Estate Taxes

Rental expenses and real estate taxes, which are comprised of insurance, common area maintenance, utilities, property management fees and other rental expenses, and real estate taxes, increased by \$1.6 million for the three months ended June 30, 2018 compared to the same period in 2017, primarily due to the following:

\$1.5 million increase in rental expenses and real estate taxes period over period in our quarterly same-store portfolio primarily due to an increase in property taxes in the Chicago, Houston and Southern California markets.

The following table presents the various components of our rental expenses and real estate taxes (in thousands):

	For the Three Months Ended June 30,			
	2018	2017	\$ Change	Percent Change
Real estate taxes	\$17,061	\$15,529	\$1,532	9.9 %
Insurance	1,039	1,174	(135 )	(11.5)%
Common area maintenance	3,832	3,868	(36 )	(0.9 )%
Utilities	1,196	1,197	(1 )	(0.1 )%
Property management fees	2,881	2,826	55	1.9 %
Other	298	161	137	85.1 %
Total rental expenses and real estate taxes	\$26,307	\$24,755	\$1,552	6.3 %



#### Other Revenue and Other Income

Total other revenue and other income decreased \$18.0 million for the three months ended June 30, 2018 compared to the same period in 2017, primarily due to the following:

- \$16.3 million decrease in gain on dispositions of real estate interests primarily related to gains of \$11.8 million recognized from the disposition of 10 consolidated operating properties from our Chicago, Cincinnati and Southern California markets during 2018 compared to gains of \$28.1 million recognized from the disposition of four properties in the Baltimore/Washington D.C., Cincinnati and Phoenix markets during 2017; and
- \$1.6 million decrease in equity in earnings of unconsolidated joint ventures, net, primarily related to a decrease in earnings due to liquidation of one of our unconsolidated joint ventures in 2017.

#### Other Expenses

Other expenses increased \$4.3 million for the three months ended June 30, 2018 compared to the same period in 2017, primarily due to the following:

- \$5.0 million increase in general and administrative expense related to \$3.0 million in legal fees and \$2.0 million in other professional service fees, both of which are related to the Prologis merger;

- \$0.4 million increase in depreciation and amortization expense resulting from the following:

- \$2.9 million increase related to real estate acquisitions, development and redevelopment properties and value-add acquisitions, and capital additions; which was offset by

- \$2.0 million decrease related to real estate dispositions; and

- \$0.5 million decrease related to our quarterly same-store portfolio.

- \$0.2 million increase in casualty losses due to roof damage at several of our properties in the Dallas market; which was partially offset by

- \$0.9 million decrease in impairment losses on non-depreciable assets in 2017 with no corresponding activity during 2018; and

- \$0.7 million decrease in interest expense due to the following:

- \$1.5 million decrease in capitalized interest primarily related to lower average investment in development activity; which was offset by

- \$0.8 million increase primarily due to increased average outstanding indebtedness of approximately \$102.1 million.

Comparison of the six months ended June 30, 2018 compared to the same period ended June 30, 2017

Our annual same-store portfolio includes all consolidated stabilized acquisitions acquired before January 1, 2017 and all consolidated development and redevelopment properties and value-add acquisitions stabilized prior to January 1, 2017. Once a property is included in our annual same-store portfolio, it remains until it is subsequently disposed of or placed into redevelopment. We consider our annual same-store portfolio to be a useful measure to improve comparability between periods by excluding the effects of changes in our consolidated operating portfolio period over period. Developments and redevelopments are deemed to be stabilized upon the earlier of achieving 90% occupancy or 12 months after shell-construction completion. Value-add acquisitions are deemed to be stabilized i) if the property acquired is less than 75% occupied upon acquisition, the property will stabilize upon the earlier of achieving 90% occupancy or 12 months from the acquisition date, or ii) if the property is acquired with known move-outs within 24 months of the acquisition date the property will stabilize upon the earlier of achieving 90% occupancy after the known move-outs have occurred or 12 months after the known move-outs have occurred. All other acquisitions are deemed stabilized upon acquisition. Non-same-store operating properties include properties not meeting the annual same-store criteria and exclude development and redevelopment properties and value-add acquisitions that are not stabilized or ready for their intended use.

For the six months ended June 30, 2018, we had 368 properties classified in our annual same-store portfolio comprising 59.4 million square feet and 33 classified as non-same-store, which includes 20 operating properties, seven development properties, one redevelopment property and five value-add acquisitions that were not stabilized. A discussion of these changes follows the table below.



The following table presents the changes in rental revenues, rental expenses and real estate taxes, property net operating income (“NOI”), other revenue and other income, and other expenses for the six months ended June 30, 2018, compared to the six months ended June 30, 2017 (in thousands):

	For the Six Months Ended June 30,				
	2018	2017	\$ Change	Percent Change	
<b>Rental Revenues</b>					
Annual same-store portfolio	\$201,325	\$194,446	\$6,879	3.5	%
Non-same-store operating properties	16,493	14,364	2,129	14.8	%
Developments, redevelopments and value-add acquisitions	1,386	831	555	66.8	%
Total rental revenues	219,204	209,641	9,563	4.6	%
<b>Rental Expenses and Real Estate Taxes</b>					
Annual same-store portfolio	49,162	46,882	2,280	4.9	%
Non-same-store operating properties	3,643	3,840	(197)	(5.1)	%
Developments, redevelopments and value-add acquisitions	465	261	204	78.2	%
Total rental expenses and real estate taxes	53,270	50,983	2,287	4.5	%
<b>Property NOI<sup>(1)</sup></b>					
Annual same-store portfolio	152,163	147,564	4,599	3.1	%
Non-same-store operating properties	12,850	10,524	2,326	22.1	%
Developments, redevelopments and value-add acquisitions	921	570	351	61.6	%
Total property NOI	165,934	158,658	7,276	4.6	%
<b>Other Revenue and Other Income</b>					
Institutional capital management and other fees	672	776	(104)	(13.4)	%
Casualty (loss) gain	(245)	270	(515)	—	%
Equity in earnings of unconsolidated joint ventures, net	2,166	4,253	(2,087)	(49.1)	%
Gain on dispositions of real estate interests	43,974	28,102	15,872	56.5	%
Total other revenue and other income	46,567	33,401	13,166	39.4	%
<b>Other Expenses</b>					
Real estate related depreciation and amortization	83,128	83,052	76	0.1	%
Interest expense	32,183	33,560	(1,377)	(4.1)	%
General and administrative	20,288	15,013	5,275	35.1	%
Impairment loss on land	371	938	(567)	(60.4)	%
Other expense	80	12	68	566.7	%
Income tax expense and other taxes	221	203	18	8.9	%
Total other expenses	136,271	132,778	3,493	2.6	%
Net income attributable to noncontrolling interests of the Operating Partnership	(754)	(480)	(274)	(57.1)	%
Net income attributable to OP Unitholders	\$75,476	\$58,801	\$16,675	28.4	%
Net income attributable to noncontrolling interests of DCT Industrial Trust Inc.	(2,537)	(2,208)	(329)	(14.9)	%
Net income attributable to common stockholders	\$72,939	\$56,593	\$16,346	28.9	%

(1) Property NOI is defined as rental revenues, which includes expense reimbursements, less rental expenses and real estate taxes, and excludes institutional capital management fees, depreciation, amortization, casualty and involuntary conversion gain (loss), impairment, general and administrative expenses, equity in earnings (loss) of unconsolidated joint ventures, interest expense, interest and other income and income tax (benefit) expense and other taxes. We consider property NOI to be an appropriate supplemental performance measure because property NOI reflects the operating performance of our properties and excludes certain items that are not considered to be



controllable in connection with the management of the properties such as amortization, depreciation, impairment, interest expense, interest and other income, income tax expense and other taxes and general and administrative expenses. However, property NOI should not be viewed as an alternative measure of our overall financial performance since it excludes expenses which could materially impact our results of operations. Further, our property NOI may not be comparable to that of other real estate companies, as they may use different methodologies for calculating property NOI. Therefore, we believe net income, as defined by GAAP, to be the most appropriate measure to evaluate our overall financial performance. For a reconciliation of our NOI to our reported "Net income attributable to common stockholders" see "Notes to Consolidated Financial Statements, Note 10 – Segment Information."

### Rental Revenues

Rental revenues, which are comprised of base rent, straight-line rent, amortization of above and below market rent intangibles, tenant recovery income, other rental income and early lease termination fees, increased by \$9.6 million for the six months ended June 30, 2018 compared to the same period in 2017, primarily due to the following changes: \$6.9 million increase in total revenues in our annual same-store portfolio primarily due to the following:

- \$7.8 million increase in base rent primarily resulting from increased rental rates and a 40 basis point increase in average occupancy period over period; and
- \$2.9 million increase in operating expense recoveries due to higher average occupancy and property taxes; which was partially offset by
- \$2.9 million decrease in straight-line rental revenue;
- \$0.6 million decrease in other miscellaneous revenue; and
- \$0.3 million decrease in other revenue primarily driven by early lease termination revenue.

\$2.1 million increase in total revenues in our non-same-store portfolio, of which \$11.8 million is attributed to three acquisitions and 17 development, redevelopment and value-add properties placed into our operating portfolio since January 1, 2017, offset in part by a \$9.1 million decrease attributed to 26 consolidated property dispositions since January 1, 2017; and

\$0.6 million increase in developments, redevelopments and value-add acquisitions total revenues related to two development properties that were not stabilized at 68.6% occupancy as of June 30, 2018.

The following table presents the various components of our consolidated rental revenues (in thousands):

	For the Six Months Ended June 30,			
	2018	2017	\$ Change	Percent Change
Base rent	\$159,592	\$150,861	\$8,731	5.8 %
Straight-line rent	2,553	4,214	(1,661 )	(39.4)%
Amortization of above and below market rent intangibles	1,556	1,444	112	7.8 %
Tenant recovery income	53,525	50,617	2,908	5.7 %
Other	1,210	1,569	(359 )	(22.9)%
Revenues related to early lease terminations	768	936	(168 )	(17.9)%
Total rental revenues	\$219,204	\$209,641	\$9,563	4.6 %

### Rental Expenses and Real Estate Taxes

Rental expenses and real estate taxes, which are comprised of insurance, common area maintenance, utilities, property management fees and other rental expenses, and real estate taxes, increased by \$2.3 million for the six months ended June 30, 2018 compared to the same period in 2017, primarily due to the following:

\$2.3 million increase in rental expenses and real estate taxes period over period in our annual same-store portfolio primarily due to a \$1.2 million increase in property taxes in our Chicago, Houston and Southern California markets and a \$0.8 million increase in snow removal costs in our Baltimore/Washington, Chicago, Cincinnati and Pennsylvania markets.

The following table presents the various components of our rental expenses and real estate taxes (in thousands):

	For the Six Months Ended June 30,			
	2018	2017	\$ Change	Percent Change
Real estate taxes	\$33,785	\$32,295	\$1,490	4.6 %
Insurance	1,923	2,346	(423 )	(18.0)%
Common area maintenance	8,557	7,936	621	7.8 %
Utilities	2,261	2,200	61	2.8 %
Property management fees	5,746	5,496	250	4.5 %
Other	998	710	288	40.6 %
Total rental expenses and real estate taxes	\$53,270	\$50,983	\$2,287	4.5 %

#### Other Revenue and Other Income

Total other revenue and other income increased \$13.2 million for the six months ended June 30, 2018 compared to the same period in 2017, primarily due to the following:

- \$15.9 million increase in gain on dispositions of real estate interests primarily related to gains of \$44.0 million recognized from the disposition of 16 consolidated operating properties totaling approximately 2.6 million square feet from our Atlanta, Charlotte, Chicago, Cincinnati, Memphis, Northern California, Phoenix and Southern California markets during 2018 compared to gains of \$28.1 million recognized from the disposition of four properties in the Baltimore/Washington D.C., Cincinnati and Phoenix markets during 2017; partially offset by
- \$2.1 million decrease in equity in earnings of unconsolidated joint ventures, net, primarily related to a decrease in earnings due to liquidation of one of our unconsolidated joint ventures in 2017;
- \$0.5 million decrease in casualty gains primarily related to an insurance settlement from a casualty event at one property in our Southern California market during 2017 compared to \$0.2 million of casualty losses due to roof damage at several of our properties in the Dallas market in 2018; and
- \$0.1 million decrease in institutional capital management and other fees due to the liquidation of one of our funds in 2017.

#### Other Expenses

Other expenses increased \$3.5 million for the six months ended June 30, 2018 compared to the same period in 2017, primarily due to the following:

- \$5.3 million increase in general and administrative expense primarily related to \$3.0 million in legal fees and \$2.0 million in other professional service fees, both of which are related to the Prologis merger; and
- \$0.1 million increase in depreciation and amortization expense resulting from the following:
  - \$5.2 million increase related to real estate acquisitions, development and redevelopment properties and value-add acquisitions, and capital additions; partially offset by
  - \$3.8 million decrease related to real estate dispositions; and
  - \$1.3 million decrease related to our quarterly same-store portfolio; partially offset by
  - \$1.4 million decrease in interest expense due to the following:
    - \$3.0 million decrease in capitalized interest primarily related to decreased development activities; which was offset by
    - \$1.6 million increase primarily due to increased average outstanding indebtedness of approximately \$96.6 million; and
    - \$0.6 million decrease in impairment losses on non-depreciable assets related to the impairment loss on land recognized on one parcel in our West operating segment during 2017 compared to a loss recognized on one parcel in the same segment in 2018.

Segment Summary for the three and six months ended June 30, 2018 compared to the same periods ended June 30, 2017

The Company's segments are based on our internal reporting of operating results used to assess performance based on our properties' geographical markets. Our markets are aggregated into three reportable regions or segments, East, Central and West, which are based on the geographical locations of our properties. These regions are comprised of the markets by which management and their operating teams conduct and monitor business (see further detail on our Segments in "Notes to the Consolidated Financial Statements, Note 10 – Segment Information"). Management considers rental revenues and property NOI aggregated by segment to be the appropriate way to analyze performance.

The following table presents the changes in our consolidated properties by segment (dollar amounts and square feet in thousands):

	As of June 30,		Occupancy at Segment period end		For the Three Months Ended June 30,		For the Six Months Ended June 30,		
	Number of buildings	Square feet			Rental revenues <sup>(2)</sup>	Property NOI <sup>(3)</sup>	Rental revenues <sup>(2)</sup>	Property NOI <sup>(3)</sup>	
<b>EAST:</b>									
2018	114	20,323	94.1	%	\$1,133,715	\$31,052	\$24,189	\$62,441	\$48,416
2017	117	22,014	95.2	%	\$1,084,996	\$31,321	\$24,350	\$62,982	\$48,568
CHANGE:	(3 )	(1,691 )	(1.1 )	%	\$48,719	\$(269 )	\$(161 )	\$(541 )	\$(152 )
<b>CENTRAL:</b>									
2018	146	24,279	91.8	%	\$1,196,813	\$37,135	\$27,031	\$74,321	\$53,398
2017	147	23,018	95.0	%	\$1,119,228	\$34,160	\$24,514	\$68,758	\$49,024
CHANGE:	(1 )	1,261	(3.2 )	%	\$77,585	\$2,975	\$2,517	\$5,563	\$4,374
<b>WEST:</b>									
2018	141	21,832	93.8	%	\$1,629,552	\$41,594	\$32,254	\$82,442	\$64,120
2017	143	20,680	96.9	%	\$1,508,456	\$38,736	\$30,598	\$77,901	\$61,066
CHANGE:	(2 )	1,152	(3.1 )	%	\$121,096	\$2,858	\$1,656	\$4,541	\$3,054

(1) Segment assets include all assets comprising our consolidated properties included in a segment, less non-segment cash and cash equivalents and other non-segment assets.

(2) Segment rental revenues include revenue from our operating portfolio, development and redevelopment properties and value-add acquisitions.

For the definition of property NOI, as defined on page 34, and a reconciliation of our property NOI to our reported

(3) "Net income attributable to common stockholders" see "Notes to Consolidated Financial Statements, Note 10 – Segment Information."

The following table presents our total assets, net of accumulated depreciation and amortization, by segment (in thousands):

	As of June 30, 2018	As of December 31, 2017	\$ Change
<b>Segments:</b>			
East assets	\$1,133,715	\$1,125,085	\$8,630
Central assets	1,196,813	1,187,663	9,150
West assets	1,629,552	1,582,436	47,116
Total segment net assets	3,960,080	3,895,184	64,896
<b>Non-segment assets:</b>			

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Non-segment cash and cash equivalents	19,843	10,522	9,321
Other non-segment assets <sup>(1)</sup>	103,223	104,966	(1,743 )
Total assets	\$4,083,146	\$4,010,672	\$72,474

(1) Other non-segment assets primarily consist of investments in and advances to unconsolidated joint ventures, other receivables, restricted cash and other assets.

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#### East Segment

East Segment assets increased by approximately \$8.6 million in 2018 due to development costs incurred since December 31, 2017 and the acquisition of three properties partially offset by the disposition of four properties since December 31, 2017.

East Segment property NOI decreased \$0.2 million for the three months ended June 30, 2018 compared to the same period in 2017, primarily as a result of a \$0.3 million decrease in NOI due to a decrease in rental revenues, partially offset by a \$0.1 million decrease in real estate taxes.

East Segment property NOI decreased \$0.2 million for the six months ended June 30, 2018 compared to the same period in 2017, primarily as a result of:

\$0.5 million decrease in NOI due to a decrease in rental revenues; which was offset by

\$0.3 million increase in NOI due to a decrease in total operating expenses primarily related to a \$0.7 million decrease in real estate taxes, partially offset by a \$0.4 million increase in snow removal costs.

#### Central Segment

Central Segment assets increased by approximately \$9.2 million in 2018 primarily due to development costs incurred since December 31, 2017 and the acquisition of two properties partially offset by the disposition of eight properties.

Central Segment property NOI increased approximately \$2.5 million for the three months ended June 30, 2018 compared to the same period in 2017 primarily as a result of:

\$3.0 million increase in NOI due to an increase in rental revenues, primarily due to an increase in base rent of \$2.3 million; which was partially offset by

\$0.5 million decrease in NOI due to an increase in total operating expenses primarily related to a \$0.3 million increase in real estate taxes.

Central Segment property NOI increased approximately \$4.4 million for the six months ended June 30, 2018 compared to the same period in 2017 primarily as a result of:

\$5.6 million increase in NOI due to an increase in rental revenues, primarily due to an increase in base rent of \$4.3 million; which was partially offset by

\$1.2 million decrease in NOI due to an increase in total operating expenses primarily related to \$0.6 million increase in real estate taxes, \$0.5 million increase in snow removal costs and \$0.1 million increase in utilities.

#### West Segment

West Segment assets increased by approximately \$47.1 million in 2018 due to the acquisitions of five properties partially offset by the disposition of four properties since December 31, 2017.

West Segment property NOI increased approximately \$1.7 million for the three months ended June 30, 2018 compared to the same period in 2017, primarily as a result of:

\$2.9 million increase in NOI due to an increase in rental revenues, primarily due to an increase in base rent of \$1.8 million and a \$1.2 million increase in tenant recovery income; which was partially offset by

\$1.2 million decrease in NOI primarily due to a \$1.3 million increase in property taxes.

West Segment property NOI increased approximately \$3.1 million for the three months ended June 30, 2018 compared to the same period in 2017, primarily as a result of:

\$4.5 million increase in NOI due to an increase in rental revenues, primarily due to an increase in base rent of \$4.1 million; which was partially offset by

\$1.4 million decrease in NOI due to an increase in total operating expenses primarily related to a \$1.6 million increase in property taxes.

## Liquidity and Capital Resources

### Overview

We currently expect that our principal sources of working capital and funding for potential capital requirements for expansions and renovation of properties, developments, acquisitions, debt service and distributions to shareholders will include:

- Cash flows from operations;
- Proceeds from dispositions;
- Borrowings under our senior unsecured revolving credit facility;
- Other forms of secured or unsecured financings;
- Offerings of common stock or other securities;
- Current cash balances; and
- Distributions from institutional capital management and other joint ventures.

Our sources of capital will be used to meet our liquidity requirements and capital commitments, including operating activities, debt service obligations, equity holder distributions, capital expenditures at our properties, development funding requirements and future acquisitions. We expect to utilize the same sources of capital to meet our short-term and long-term liquidity requirements.

### Cash Flows

“Cash, cash equivalents and restricted cash” were \$36.2 million and \$56.0 million as of June 30, 2018 and December 31, 2017, respectively.

Net cash provided by operating activities decreased \$20.3 million to \$119.2 million during the six months ended June 30, 2018 compared to \$139.5 million during the same period in 2017. This change was primarily due to a decrease in distributions received from unconsolidated joint ventures and an decrease in pre-paid property taxes and other expenses due to timing partially offset by an increase in property NOI.

Net cash used in investing activities increased \$6.4 million to \$97.9 million during the six months ended June 30, 2018 compared to \$91.5 million of cash used in investing activities during the same period in 2017 primarily due to the following activities:

- \$55.3 million increase in cash outflows related to capital expenditures and development activities, as reflected in the table below;
- \$42.6 million increase in cash outflows related to acquisitions;
- \$2.8 million decrease in cash inflows from return of investments from unconsolidated joint ventures; and
- \$0.3 million decrease in cash inflows from proceeds received from casualties; partially offset by \$80.8 million increase in cash inflows from dispositions due to the sale of 16 properties in our Atlanta, Charlotte, Chicago, Cincinnati, Memphis, Northern California, Phoenix and Southern California markets during the six months ended June 30, 2018 compared to three dispositions during the six months ended June 30, 2017;
- \$11.3 million decrease in cash outflows related to investments in unconsolidated joint ventures due to contributions of \$11.9 million in 2017 to the SCLA unconsolidated joint venture compared to contributions of \$0.6 million in 2018; and
- \$2.5 million decrease in cash outflows related to other investing activities primarily due to reduced cash outlays for earnest money deposits in 2018 compared to 2017.

We pursue the acquisition of buildings and land and consider selective development of new buildings in markets where we perceive that demand and market rental rates will provide attractive financial returns. The amount of cash used related to acquisitions and development and redevelopment investments will vary from period to period based on a number of factors, including, among others, current and anticipated future market conditions impacting the desirability of investments, leasing results with respect to our existing development and redevelopment projects and our ability to locate attractive opportunities. Not included in our Consolidated Financial Statements are our estimated construction costs to complete development and redevelopment projects of approximately \$210.5 million. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Summary of Significant Transactions and Activities for the Six Months Ended June 30, 2018 – Development Activities” for further details regarding total projected investment of our current development activities as well as cumulative costs incurred as of June 30, 2018. Our total capital expenditures were comprised of the following (in thousands):

	For the Six Months Ended		
	June 30,		
	2018	2017	\$ Change
Development	\$124,314	\$78,692	\$45,622
Redevelopment	699	4,154	(3,455 )
Due diligence	3,477	1,563	1,914
Casualty expenditures	1,006	56	950
Building and land improvements	9,430	6,110	3,320
Tenant improvements and leasing costs	13,769	16,690	(2,921 )
Total capital expenditures and development activities	152,695	107,265	45,430
Change in accruals and other adjustments	132	(9,733 )	9,865
Total cash paid for capital expenditures and development activities	\$152,827	\$97,532	\$55,295

We capitalize costs directly related to the development, pre-development, redevelopment or improvement of our investments in real estate. Building and land improvements comprise capital expenditures related to maintaining our consolidated operating activities. Due diligence capital relates to deferred acquisition costs identified during due diligence that are needed to stabilize an asset and/or bring an asset up to our physical standards.

We capitalize indirect costs such as personnel, office and administrative expenses that are directly related to our development projects, redevelopment projects, successful origination of new leases and probable acquisitions based on an estimate of the time spent on the development, leasing and acquisition activities. The total of these capitalized costs was comprised of the following (in thousands):

	For the Six Months		
	Ended June 30,		
	2018	2017	\$ Change
Development activities	\$2,351	\$2,539	\$(188 )
Leasing activities	1,570	1,427	143
Operating building activities	1,513	1,465	48
Acquisition activities	158	217	(59 )
Total capitalized indirect costs	\$5,592	\$5,648	\$(56 )

In addition, we capitalize interest costs incurred associated with development and construction activities. During the six months ended June 30, 2018 and 2017, total interest capitalized was \$8.8 million and \$5.8 million, respectively. Net cash used in financing activities increased \$0.8 million to \$10.8 million net cash used in financing activities during the six months ended June 30, 2018 compared to \$10.0 million net cash used in financing activities during the same period in 2017 primarily due to the following activities:

\$48.7 million net decrease in cash inflows due to the issuance of 0.2 million shares of common stock at a weighted average price of \$57.36 per share in 2018 under our continuous equity offering program compared to the issuance of 1.2 million shares of common stock at a weighted average price of \$51.47 per share in 2017; and



\$17.4 million net decrease in cash inflows related to borrowings and offsetting repayments of our senior unsecured notes due to the following:

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\$51.9 million cash inflows resulting from the issuance of our 4.50% senior notes due in 2023 in March 2017 compared to no borrowings for the six months ended June 30, 2018; partially offset by

- \$34.5 million decrease in cash outflows due to a scheduled repayment of \$41.5 million on our 2018 fixed rate notes for the six months ended June 30, 2018 compared to \$76.0 million of principal payments in 2017;
- \$9.5 million increase in cash outflows due to distributions paid to common stockholders and unitholders as a result of an increase in our dividend rate per share and an increase in our common stock outstanding; partially offset by
- \$41.5 million net increase in cash inflows related to our mortgage notes due to the following:
  - \$7.1 million of borrowings during 2018 compared to no borrowings during the same period in 2017; and
  - \$3.4 million of repayments during 2018 compared to repayments of \$37.8 million during 2017;
- \$32.0 million net increase in proceeds from our senior unsecured revolving credit facility in 2018 compared to 2017, as repayments of \$55.0 million during 2018 was less than repayments of \$131.0 million during 2017; offset by borrowings of \$145.0 million during 2018 compared to borrowings of \$189.0 million during 2017; and
- \$0.7 million decrease in cash outflows as a result of shares withheld via net settlement of stock-based awards to satisfy tax obligations; and
- \$0.6 million net increase from other financing activities, which was primarily driven by additional noncontrolling interest contributions in 2018 compared to the same period in 2017.

#### Common Stock

As of June 30, 2018, approximately 94.1 million shares of common stock were issued and outstanding. On September 10, 2015, we registered a continuous equity offering program whereby the Company may issue 5.0 million shares of common stock, at a par value of \$0.01 per share, from time-to-time through September 10, 2018 in “at-the-market” offerings or certain other transactions. During the six months ended June 30, 2018, we issued approximately 0.2 million shares of common stock through the continuous equity offering program, at a weighted average price of \$57.36 per share for proceeds of approximately \$10.8 million, net of offering costs. We used the proceeds for general corporate purposes, including funding developments and redevelopments. As of June 30, 2018, approximately 0.5 million shares of common stock remain available to be issued under the current offering.

#### OP Units

Limited partners have the right to require the Company to redeem all or a portion of the OP Units held by the limited partner at a redemption price equal to and in the form of the Cash Amount (as defined in the Amended and Restated Limited Partnership Agreement of the Operating Partnership (“Partnership Agreement”). DCT may, in its sole discretion, purchase the OP Units by paying to the limited partner either the Cash Amount or the REIT Shares Amount (generally one share of DCT’s common stock for each OP Unit), as defined in the Partnership Agreement. During the six months ended June 30, 2018, approximately 0.1 million OP Units were redeemed in exchange for shares of DCT common stock and approximately \$0.9 million in cash. During the six months ended June 30, 2017, approximately 0.2 million OP Units were redeemed for approximately \$2.3 million in cash and approximately 0.1 million shares of DCT common stock. The OP Unit redemptions exclude LTIP Unit redemptions, see “Notes to the Consolidated Financial Statements, Note 8 – Stockholders’ Equity of DCT and Partners’ Capital of the Operating Partnership” for a summary of LTIP Unit redemptions.

As of June 30, 2018, and December 31, 2017, there were approximately 3.2 million outstanding OP Units in each corresponding period held by entities other than DCT and redeemable, with an aggregate redemption value of approximately \$213.3 million and \$191.0 million based on the \$66.73 and \$58.78 per share closing price of DCT’s common stock on June 30, 2018, and December 31, 2017, respectively. As of June 30, 2018 and December 31, 2017, included in OP Units were approximately 0.8 million vested LTIP Units issued under our Long-Term Incentive Plan, as amended.

### Distributions

During the three and six months ended June 30, 2018, our board of directors declared distributions to stockholders and unitholders totaling approximately \$35.0 million and \$70.1 million, respectively. During the same periods in 2017, our board of directors declared distributions to stockholders and unitholders totaling approximately \$30.0 million and \$59.8 million, respectively. Existing cash balances, cash provided from operations, borrowings under our senior unsecured revolving credit facility and dispositions were used to pay distributions during 2018 and 2017.

The payment of quarterly distributions is determined by our board of directors and may be adjusted at its discretion at any time.

### Outstanding Indebtedness

As of June 30, 2018, our outstanding indebtedness of approximately \$1.8 billion consisted of senior unsecured notes, bank unsecured credit facilities and mortgage notes, excluding approximately \$51.5 million representing our proportionate share of non-recourse debt associated with unconsolidated joint ventures. As of December 31, 2017, our outstanding indebtedness of approximately \$1.7 billion consisted of senior unsecured notes, bank unsecured credit facilities and mortgage notes, excluding approximately \$51.9 million representing our proportionate share of non-recourse debt associated with unconsolidated joint ventures.

As of June 30, 2018, the gross book value of our consolidated properties was approximately \$4.8 billion and the gross book value of all properties securing our mortgage debt was approximately \$0.5 billion. As of December 31, 2017, the gross book value of our consolidated properties was approximately \$4.7 billion and the gross book value of all properties securing our mortgage debt was approximately \$0.5 billion. Our debt has various covenants with which we were in compliance as of June 30, 2018 and December 31, 2017.

Our debt instruments require monthly, quarterly or semiannual payments of interest and mortgages generally require monthly or quarterly repayments of principal. Currently, cash flows from our operations are sufficient to satisfy these debt service requirements and we anticipate that cash flows from operations will continue to be sufficient to satisfy our debt service excluding principal maturities, which we plan to fund from refinancing and/or new debt.

### Line of Credit

As of June 30, 2018, we had \$324.0 million outstanding and \$74.1 million available under our \$400.0 million senior unsecured revolving credit facility, net of two letters of credit totaling \$1.9 million. As of December 31, 2017, we had \$234.0 million outstanding and \$164.1 million available under our \$400.0 million senior unsecured revolving credit facility, net of two letters of credit totaling \$1.9 million.

The senior unsecured revolving credit facility agreement contains various covenants with which we were in compliance as of June 30, 2018 and December 31, 2017.

### Debt Maturities

The following table presents the scheduled maturities of our debt and regularly scheduled principal amortization, excluding unamortized premiums and deferred loan costs, as of June 30, 2018 (in thousands):

Year	Senior Unsecured Notes	Mortgage Notes	Bank Unsecured Credit Facilities	Total
2018	\$ 40,000	\$ 3,335	\$ —	\$43,335
2019	46,000	51,344	324,000	421,344
2020	50,000	79,041	125,000	(1) 254,041
2021	92,500	18,436	—	110,936
2022	130,000	3,116	200,000	(1) 333,116
Thereafter	610,000	7,556	—	617,556
Total	\$ 968,500	\$ 162,828	\$ 649,000	\$1,780,328

(1) The term loan facilities are presented in “Senior unsecured notes” in our Consolidated Balance Sheets.



### Financing Strategy

We do not have a formal policy limiting the amount of debt we incur, although we currently intend to operate so that our financial metrics are generally consistent with investment grade peers in the real estate industry. We continually evaluate our secured and unsecured leverage and among other relevant metrics, our fixed charge coverage ratio. Our charter and our bylaws do not limit the indebtedness that we may incur. We are, however, subject to certain covenants which may limit our outstanding indebtedness.

### Contractual Obligations

The Company's fixed, noncancelable obligations as of December 31, 2017, did not materially change compared to those outstanding as of June 30, 2018, except for the changes to bank unsecured credit facilities as shown above.

### Off-Balance Sheet Arrangements

As of June 30, 2018 and 2017, respectively, we had no off-balance sheet arrangements, other than those disclosed under contractual obligations in our 2017 Form 10-K, that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors, other than items discussed herein.

As of June 30, 2018, our proportionate share of the total construction loans of our unconsolidated development joint ventures was \$51.5 million, which are scheduled to mature in October 2019, May 2024, and July 2024. Our proportionate share of the total construction loans, including undrawn amounts, of our unconsolidated development joint ventures includes 50.0% of the construction loans associated with the SCLA joint venture which are non-recourse to the venture partners.

### Indebtedness and Other Off-Balance Sheet Arrangements

There are no lines of credit or side agreements related to, or between, our unconsolidated joint ventures and us, and there are no other derivative financial instruments between our unconsolidated joint ventures and us. In addition, we believe we have no material exposure to financial guarantees, except as discussed above.

We may elect to fund additional capital to a joint venture through equity contributions (generally on a basis proportionate to our ownership interests), advances or partner loans, although such funding is not required contractually or otherwise. As of June 30, 2018, our proportionate share of non-recourse debt associated with unconsolidated joint ventures is \$51.5 million. The maturities of our proportionate share of the non-recourse debt are summarized in the table below (in thousands):

Year	DCT's Proportionate Share of Secured Non-Recourse Debt in Unconsolidated Joint Ventures
2018	\$ —
2019	30,043
2020	—
2021	—
2022	—
Thereafter	21,469
Total	\$ 51,512

### Funds From Operations

DCT Industrial believes that net income (loss) attributable to common stockholders, as defined by GAAP, is the most appropriate earnings measure. However, DCT Industrial considers FFO, as defined by the National Association of Real Estate Investment Trusts ("Nareit"), to be a useful supplemental, non-GAAP measure of DCT Industrial's operating

performance.

Nareit developed FFO as a relative measure of performance of an equity REIT in order to recognize that the value of income-producing real estate historically has not depreciated on the basis determined under GAAP.

FFO is generally defined as net income attributable to common stockholders, calculated in accordance with GAAP, with the following adjustments:

• Add real estate-related depreciation and amortization;

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Subtract gains from dispositions of real estate held for investment purposes;  
Add impairment losses on depreciable real estate and impairments of in substance real estate investments in investees that are driven by measurable decreases in the fair value of the depreciable real estate held by the unconsolidated joint ventures; and

Adjustments for the preceding items to derive DCT Industrial's proportionate share of FFO of unconsolidated joint ventures.

We also present FFO, as adjusted, which excludes hedge ineffectiveness, certain severance costs, acquisition costs, Prologis, Inc. merger transaction costs, debt modification costs and impairment losses on properties which are not depreciable. We believe that FFO, as adjusted, excluding hedge ineffectiveness, certain severance costs, acquisition costs, Prologis, Inc. merger transaction costs, debt modification costs and impairment losses on non-depreciable real estate is useful supplemental information regarding our operating performance as it provides a more meaningful and consistent comparison of our operating performance and allows investors to more easily compare our operating results.

Readers should note that neither FFO nor FFO, as adjusted, captures the changes in the value of DCT Industrial's properties that result from use or market conditions, or the level of capital expenditures and leasing commissions necessary to maintain the operating performance of DCT Industrial's properties, all of which have real economic effect and could materially impact DCT Industrial's results from operations. Nareit's definition of FFO is subject to interpretation, and modifications to the Nareit definition of FFO are common. Accordingly, DCT Industrial's FFO, as adjusted, may not be comparable to other REITs' FFO or FFO, as adjusted, should be considered only as a supplement to net income (loss) as a measure of DCT Industrial's performance.

The following table presents the calculation of our FFO reconciled from “Net income attributable to common stockholders” (unaudited, amounts in thousands, except per share and unit data):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2018	2017	2018	2017
Reconciliation of net income attributable to common stockholders and unitholders to FFO:				
Net income attributable to common stockholders	\$24,116	\$41,634	\$72,939	\$56,593
Adjustments:				
Real estate related depreciation and amortization	41,896	41,447	83,128	83,052
Equity in earnings of unconsolidated joint ventures, net	(1,089 )	(2,737 )	(2,166 )	(4,253 )
Equity in FFO of unconsolidated joint ventures <sup>(1)</sup>	2,718	3,394	5,469	6,632
Gain on dispositions of real estate interests	(11,784 )	(28,076 )	(43,974 )	(28,102 )
Loss on dispositions of non-depreciable real estate	—	—	(3 )	—
Noncontrolling interest in the above adjustments	(1,237 )	(664 )	(1,780 )	(2,499 )
FFO attributable to unitholders	1,860	2,095	3,951	4,349
FFO attributable to common stockholders and unitholders – basic and diluted	56,480	57,093	117,564	115,772
Adjustments:				
Impairment loss on land	—	938	371	938
Acquisition costs	—	—	—	13
Hedge ineffectiveness (non-cash)	—	(24 )	—	6
Merger transaction costs <sup>(2)</sup>	5,462	—	5,462	—
FFO, as adjusted, attributable to common stockholders and unitholders – basic and diluted	\$61,942	\$58,007	\$123,397	\$116,729
FFO per common share and unit – basic	\$0.58	\$0.59	\$1.20	\$1.20
FFO per common share and unit – diluted	\$0.58	\$0.59	\$1.20	\$1.20
FFO, as adjusted, per common share and unit – basic	\$0.63	\$0.60	\$1.26	\$1.21
FFO, as adjusted, per common share and unit – diluted	\$0.63	\$0.60	\$1.26	\$1.21
FFO weighted average common shares and units outstanding:				
Common shares for net earnings per share	94,101	92,307	93,956	92,030
Participating securities	530	520	520	494
Units	3,210	3,520	3,267	3,592
FFO weighted average common shares, participating securities and units outstanding – basic	97,841	96,347	97,743	96,116
Dilutive common stock equivalents	23	122	25	126
FFO weighted average common shares, participating securities and units outstanding – diluted	97,864	96,469	97,768	96,242

(1) Equity in FFO of unconsolidated joint ventures is determined as our share of FFO from each unconsolidated joint venture.

(2) Costs incurred directly related to the proposed merger with Prologis, Inc. See "Note 11 - The Proposed Merger with Prologis, Inc." for further detail.





**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Market risk is the exposure to losses resulting from changes in market prices such as interest rates and rental rates. Our future earnings and cash flows are dependent upon prevailing market rates. Accordingly, we manage our market risk by matching projected cash inflows from operating, investing and financing activities with projected cash outflows for debt service, acquisitions, capital expenditures, distributions to stockholders and OP unitholders and other cash requirements. The majority of our outstanding debt has fixed interest rates, which minimizes the risk of fluctuating interest rates.

**Interest Rate Risk**

Our exposure to market risk includes interest rate fluctuations in connection with our senior unsecured revolving credit facility and other variable rate borrowings and forecasted fixed rate debt issuances, including refinancing of existing fixed rate debt. Interest rate risk may result from many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors that are beyond our control. To manage interest rate risk for variable rate debt and issuances of fixed rate debt, in the past we have primarily used treasury locks and forward-starting swaps as part of our cash flow hedging strategy. These derivatives are designed to mitigate the risk of future interest rate increases by providing a fixed interest rate for a limited, pre-determined period of time. We do not use derivatives for trading or speculative purposes and only enter into contracts with major financial institutions based on their credit rating and other factors.

During June 2013, certain of our consolidated ventures entered into two pay-fixed, receive-floating interest rate swaps to hedge the variability of future cash flows attributable to changes in the 1 month USD LIBOR rates. The pay-fixed, receive-floating interest rate swaps have an effective date of June 2013 and a maturity date of June 2023. These interest rate swaps effectively fix the interest rate on the related debt instruments at 4.72%. As of June 30, 2018, and December 31, 2017, we had borrowings payable subject to these pay-fixed, receive-floating interest rate swaps with aggregate principal balances of approximately \$6.4 million for both periods presented.

During December 2015, we entered into a pay-fixed, receive-floating interest rate swap to hedge the variability of future cash flows attributable to changes in the 1 month USD LIBOR rates on our \$200.0 million unsecured term loan. The pay-fixed, receive-floating interest rate swap has an effective date of December 2015 and a maturity date of December 2022. The interest rate swap effectively fixes the interest rate on the related debt instrument at 2.81%, however, there is no floor on the variable interest rate of the swap whereas the current variable rate debt is subject to a 0.0% floor. While LIBOR rates in certain foreign countries have been or are currently negative, USD LIBOR rates in the U.S. have never been negative nor do we expect them to become negative in the future. In the event that USD LIBOR is negative, the Company will make payments to the hedge counterparty equal to the negative spread between USD LIBOR and zero. As of June 30, 2018 and December 31, 2017, the entire \$200.0 million principal amount of the term loan was subject to this pay-fixed, receive-floating interest rate swap. See "Notes to Consolidated Financial Statements, Note 5 – Financial Instruments and Hedging Activities" for additional information.

Our variable rate debt is subject to risk based upon prevailing market interest rates. As of June 30, 2018, we had approximately \$456.1 million of variable rate debt outstanding indexed to LIBOR rates. If the LIBOR rates relevant to our variable rate debt were to increase 10%, we estimate that our interest expense during the six months ended June 30, 2018 would have increased approximately \$0.4 million based on our outstanding floating-rate debt as of June 30, 2018. Additionally, if weighted average interest rates on our fixed rate debt were to have increased by 100 basis points due to refinancing, interest expense would have increased by approximately \$6.9 million during the six months ended June 30, 2018.

As of June 30, 2018, the estimated fair value of our debt was approximately \$1.8 billion based on our estimate of the then-current market interest rates.

#### ITEM 4. CONTROLS AND PROCEDURES

DCT Industrial Trust Inc.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures; as such term is defined under Rule 13a-15(e) under the Exchange Act, as of June 30, 2018, the end of the period covered by this report. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of June 30, 2018 in providing reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Changes in Internal Control over Financial Reporting

None.

DCT Industrial Operating Partnership LP

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of management, including the principal executive officer and principal financial officer of its general partner, the Operating Partnership conducted an evaluation of the effectiveness of its disclosure controls and procedures; as such term is defined under Rule 13a-15(e) under the Exchange Act, as of June 30, 2018, the end of the period covered by this report. Based on this evaluation, the principal executive officer and principal financial officer concluded that the Operating Partnership's disclosure controls and procedures were effective as of June 30, 2018 in providing reasonable assurance that information required to be disclosed by the Operating Partnership in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

Changes in Internal Control over Financial Reporting

None.

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

On July 2, 2018, DCT, the Operating Partnership, the DCT board of directors, Prologis, and PLDOP were sued in a putative class action lawsuit, the Rosenblatt Action, filed in the United States District Court for the District of Colorado, in connection with DCT's proposed merger with Prologis and the related Form S-4. On July 10, 2018, DCT and the DCT board of directors were sued in another putative class action lawsuit, the Bushansky Action, also filed in the United States District Court for the District of Colorado, and also in connection with DCT's proposed merger with Prologis and the related Form S-4. On July 13, 2018, DCT, the Operating Partnership, the DCT board of directors, Prologis, and PLDOP were sued in another a putative class action lawsuit, the Aiken Action, filed in the United States District Court for the District of Maryland, in connection with DCT's proposed merger with Prologis and the related Form S-4. The complaints in the Rosenblatt, Bushansky and Aiken Actions each allege that DCT and the DCT board of directors violated federal securities laws by omitting from the Form S-4, and/or misrepresenting in the Form S-4, material information, rendering the Form S-4 materially deficient. Plaintiffs in each of these Actions seek, among other things, (i) to enjoin the transaction (or rescind it to the extent it is completed), and (ii) attorneys' fees and costs in connection with these lawsuits. If additional similar complaints are filed, absent new or different allegations that are material, neither DCT nor Prologis will necessarily announce such additional filings.

Although the ultimate outcome of litigation cannot be predicted with certainty, DCT and Prologis believe that these lawsuits are without merit and intend to defend against these actions vigorously.

### ITEM 1A. RISK FACTORS

For a discussion of our potential risks and uncertainties, please refer to the "Risk Factors" section in our Annual Report on Form 10-K for the year ended December 31, 2017, as filed on February 16, 2018. Other than the risks related to the Merger Agreement set forth below, there have been no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2017.

#### Risks Related to the Mergers

The exchange ratio will not be adjusted in the event of any change in the stock prices of either us or Prologis.

Upon the consummation of the Mergers, each outstanding share of our common stock will be converted automatically into the right to receive 1.02 shares of Prologis common stock, with cash paid in lieu of any fractional shares, without interest. The exchange ratio of 1.02 was fixed in the Merger Agreement and, except for certain adjustments on account of changes in the capitalization of us or Prologis, will not be adjusted for changes in the market prices of either shares of our common stock or shares of Prologis common stock. Changes in the market price of shares of Prologis common stock prior to the Mergers will affect the market value of the merger consideration that our stockholders will be entitled to receive on the closing date of the Mergers. Stock price changes may result from a variety of factors (many of which are beyond the control of us and Prologis), including the following factors:

- market reaction to the announcement of the Mergers and the prospects of the combined company;
- changes in the respective businesses, operations, assets, liabilities and prospects of us and Prologis;
- changes in market assessments of the business, operations, financial position and prospects of either company or the combined company;
- market assessments of the likelihood that the Mergers will be completed;

interest rates, general market and economic conditions and other factors generally affecting the market prices of our common stock and Prologis common stock;

federal, state and local legislation, governmental regulation and legal developments in the businesses in which we and Prologis operate; and

other factors beyond the control of us and Prologis, including those described or referred to elsewhere in this “Risk Factors” section.

The market price of shares of Prologis common stock at the closing of the Mergers may vary from its price on the date the Merger Agreement was executed, on the date of the proxy statement/prospectus and on the date of our special meeting. As a result, the market value of the merger consideration represented by the exchange ratio will also vary.

If the market price of shares of Prologis common stock increases between the date the Merger Agreement was signed, the date of the proxy statement/prospectus or the date of our special meeting and the closing of the Mergers, our stockholders could receive shares of Prologis common stock that have a market value upon completion of the Mergers that is greater than the market value of such shares calculated pursuant to the exchange ratio on the date the Merger Agreement was signed, the date of the proxy statement/prospectus or on the date of the special meeting, respectively. Additionally, if the market price of shares of Prologis common stock declines between the date the Merger Agreement was signed or the date of our special meeting and the closing of the Mergers, our stockholders could receive shares of Prologis common stock that have a market value upon completion of the Mergers that is less than the market value of such shares calculated pursuant to the exchange ratio on the date the Merger Agreement was signed, the date of the proxy statement/prospectus or on the date of the special meeting, respectively.

Therefore, while the number of shares of Prologis common stock to be issued per share of our common stock is fixed, our stockholders cannot be sure of the market value of the merger consideration they will receive upon completion of the Mergers.

DCT stockholders will be diluted by the Mergers.

The Mergers will result in DCT stockholders having an ownership stake in the combined company that is smaller than their current stake in DCT. Upon completion of the Mergers, based on the number of shares of Prologis common stock and DCT common stock outstanding on June 29, 2018, we estimate that continuing Prologis stockholders will own approximately 85% of the issued and outstanding common stock of the combined company, and former DCT stockholders will own approximately 15% of the issued and outstanding common stock of the combined company. Consequently, DCT stockholders, as a general matter, will have less influence over the management and policies of the combined company after the effective time of the company merger than they currently exercise over the management and policies of DCT.

Completion of the Mergers is subject to many closing conditions and if these conditions are not satisfied or waived, the Mergers will not be completed, which could result in the requirement that we pay certain termination fees.

The consummation of the Mergers is subject to certain conditions, including (a) the approval of the Company Merger by the holders of a majority of the shares of our outstanding common stock entitled to vote on such matter, (b) the shares of Prologis common stock to be issued in the Company Merger having been approved for listing on the New York Stock Exchange, (c) the absence of any temporary restraining order, injunction or other legal order, and no change in law being enacted, which would have the effect of making illegal or otherwise prohibiting or preventing the consummation of the Mergers, (d) the receipt of certain legal opinions by Prologis and DCT and (e) other customary conditions specified in the Merger Agreement.

There can be no assurance that the conditions to closing of the Mergers will be satisfied or waived or that the Mergers will be completed. Failure to consummate the Mergers may adversely affect our results of operations and business prospects for the following reasons, among others: (i) we will incur certain transaction costs, regardless of whether the proposed Mergers close, which could adversely affect our financial condition, results of operations and ability to make distributions to our stockholders; and (ii) the proposed Mergers, whether or not they close, will divert the attention of certain of our management and other key employees from ongoing business activities, including the pursuit of other opportunities that could be beneficial to us. In addition, we or Prologis may terminate the Merger Agreement under

certain circumstances, including, among other reasons, if the Mergers are not completed by December 31, 2018 (the “Outside Date”).

If the Merger Agreement is terminated under certain circumstances specified in the Merger Agreement, DCT may be required to pay Prologis a termination fee of \$216 million and/or reimburse Prologis' transaction expenses up to an amount equal to \$15 million. If the Mergers are not consummated, the price of our common stock might decline. Failure to complete the Mergers could negatively impact our stock price, future business and financial results.

If the Mergers are not completed, our ongoing business could be adversely affected and we will be subject to a variety of risks associated with the failure to complete the Mergers, including the following:

- being required, under certain circumstances, to pay to Prologis a termination fee of \$216 million depending on the circumstances and/or reimburse Prologis's reasonable expenses up to \$15 million;

• having to pay certain costs relating to the proposed Mergers, such as legal, accounting, financial advisor, filing, printing and mailing fees; and

• diversion of management focus and resources from operational matters and other strategic opportunities while working to implement the Mergers.

If the Mergers are not completed, these risks could materially affect our business, financial results and stock price.

The pendency of the Mergers could adversely affect our business and operations.

Prior to the effective time of the Mergers, some of our tenants, prospective tenants or vendors may delay or defer decisions, which could negatively affect the revenues, earnings, cash flows and expenses of us, regardless of whether the Mergers are completed. Similarly, our current and prospective employees may experience uncertainty about their future roles with the combined company following the Mergers, which may materially adversely affect our ability to attract and retain key personnel during the pendency of the Mergers. In addition, due to operating restrictions in the Merger Agreement, we may be unable, during the pendency of the Mergers, to pursue strategic transactions, undertake significant capital projects, undertake certain significant financing transactions and otherwise pursue other actions, even if such actions would prove beneficial.

The Merger Agreement contains provisions that could make it difficult for a third party to acquire us prior to the Mergers.

Pursuant to the Merger Agreement, DCT has agreed not to (a) solicit proposals relating to certain alternative transactions, (b) enter into discussions or negotiations or provide non-public information in connection with any proposal for an alternative transaction from a third party or (c) approve or enter into any agreements providing for any such alternative transaction, subject to certain exceptions to permit members of DCT's board of directors to comply with their duties as directors under applicable law. Notwithstanding these "no-shop" restrictions, prior to obtaining the DCT stockholder approval, under specified circumstances DCT's board of directors may change its recommendation of the transaction, and DCT may also terminate the Merger Agreement to accept a superior proposal upon payment of the termination fee described below.

The Merger Agreement provides that, in connection with the termination of the Merger Agreement under specified circumstances, DCT may be required to pay to Prologis a termination fee of \$216 million and/or reimburse Prologis's transaction expenses up to an amount equal to \$15 million.

These provisions could discourage a potential competing acquirer that might have an interest in acquiring all or a significant part of us from considering or proposing such an acquisition, even if the potential competing acquirer was prepared to pay consideration with a higher per share value than the value proposed to be received or realized in the Mergers, or might result in a potential competing acquirer proposing to pay a lower per share value than it might otherwise have proposed to pay because of the added expense of the termination fee that may become payable in certain circumstances under the Merger Agreement.

If the Mergers are not consummated by December 31, 2018, either Prologis or DCT may terminate the Merger Agreement.

Either Prologis or DCT may terminate the Merger Agreement if the Mergers have not been consummated by December 31, 2018. However, this termination right will not be available to a party if that party failed to fulfill its obligations under the Merger Agreement and that failure was a principal cause of, or resulted in, the failure to consummate the mergers.



Some of the directors and executive officers of DCT have interests in the Mergers that are different from, or in addition to, those of the other DCT stockholders.

Some of the directors and executive officers of DCT have arrangements that provide them with interests in the Mergers that are different from, or in addition to, those of the DCT stockholders, generally. These interests include, among other things, the continued service as a director or officer of the combined company or, in the alternative, a severance payment if terminated upon, or following, consummation of the Mergers. These interests, among other things, may influence or may have influenced the directors and executive officers of DCT to support or approve the Company Merger.

## Risks Related to the Combined Company Following the Mergers

The combined company expects to incur substantial expenses related to the Mergers.

The combined company expects to incur substantial expenses in connection with completing the Mergers and integrating our operations and systems with those of Prologis. While Prologis has assumed that a certain level of expenses would be incurred, there are a number of factors beyond its control that could affect the total amount or the timing of the combined company's expenses relating to the completion of the Mergers and the combined company's operations. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. As a result, the expenses associated with the Mergers could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the integration of our operations following the completion of the Mergers.

Following the Mergers, the combined company may be unable to integrate our business and Prologis' business successfully and realize the anticipated synergies and other benefits of the Mergers or do so within the anticipated time frame.

The Mergers involve the combination of two companies that currently operate as independent public companies and the combination of their respective operating partnerships. The combined company is expected to benefit from the elimination of duplicative costs associated with supporting a public company platform and the leveraging of state of the art technology and systems. However, the combined company will be required to devote significant management attention and resources to integrating the operations of us and Prologis. Potential difficulties the combined company may encounter in the integration process include the following:

- the inability to successfully combine the operations of us and Prologis in a manner that permits the combined company to achieve the cost savings anticipated to result from the Mergers, which would result in the anticipated benefits of the Mergers not being realized in the timeframe currently anticipated or at all;

- potential unknown liabilities and unforeseen increased expenses, delays or regulatory conditions associated with the Mergers; and

- performance shortfalls as a result of the diversion of management's attention caused by completing the Mergers and integrating the companies' operations.

For all these reasons, you should be aware that it is possible that the integration process could result in the distraction of the combined company's management, the disruption of the combined company's ongoing business or inconsistencies in the combined company's operations, services, standards, controls, procedures and policies, any of which could adversely affect the ability of the combined company to maintain relationships with tenants, vendors and employees or to achieve the anticipated benefits of the Mergers, or could otherwise adversely affect the business and financial results of the combined company.

In connection with the announcement of the Merger Agreement, several lawsuits have been filed, seeking, among other things, to enjoin the Mergers. An injunction or other adverse ruling being entered in this lawsuit may prevent the Mergers from being effective or from becoming effective within the expected timeframe.

On July 2, 2018, DCT, the Operating Partnership, the DCT board of directors, Prologis, and PLDOP were sued in a putative class action lawsuit, the Rosenblatt Action, filed in the United States District Court for the District of

Colorado, in connection with DCT's proposed merger with Prologis and the related Form S-4. On July 10, 2018, DCT and the DCT board of directors were sued in another putative class action lawsuit, the Bushansky Action, also filed in the United States District Court for the District of Colorado, and also in connection with DCT's proposed merger with Prologis and the related Form S-4. On July 13, 2018, DCT, the Operating Partnership, the DCT board of directors, Prologis, and PLDOP were sued in another a putative class action lawsuit, the Aiken Action, filed in the United States District Court for the District of Maryland, in connection with DCT's proposed merger with Prologis and the related Form S-4. The complaints in the Rosenblatt, Bushansky and Aiken Actions each allege that DCT and the DCT board of directors violated federal securities laws by omitting from the Form S-4, and/or misrepresenting in the Form S-4, material information, rendering the Form S-4 materially deficient. Plaintiffs in each of these Actions seek, among other things, (i) to enjoin the transaction (or rescind it to the extent it is completed), and (ii) attorneys' fees and costs in connection with these lawsuits. If additional similar complaints are filed, absent new or different allegations that are material, neither DCT nor Prologis will necessarily announce such additional filings.

While DCT and Prologis management believe that the allegations in these complaints are without merit and intend to defend vigorously against these allegations, we cannot assure stockholders as to the outcome of these, or any similar future lawsuits, including the costs associated with defending these claims or any other liabilities that may be incurred in connection with the litigation or settlement of these claims. If any of the plaintiffs are successful in obtaining an injunction prohibiting the parties from completing the Mergers on the agreed-upon terms, such an injunction may prevent the completion of the Mergers in the expected time frame, or may prevent the Mergers from being completed altogether. Whether or not any of the plaintiffs' claims are successful, this type of litigation is often expensive and diverts management's attention and resources, which could adversely affect the operation of the businesses of DCT and Prologis.

Counterparties to certain significant agreements with DCT may exercise contractual rights under such agreements in connection with the mergers.

DCT is a party to certain agreements that give the counterparty certain rights following a "change in control," including in some cases the right to terminate the agreement. Under some such agreements, the Mergers may constitute a change in control and therefore the counterparty may exercise certain rights under the agreement upon the closing of the Mergers. Any such counterparty may request modifications of their respective agreements as a condition to granting a waiver or consent under their agreement. The pursuit of such rights by the counterparties may result in the combined company suffering a loss of potential future revenue or incurring liabilities and may result in the loss of rights that are material to the combined company's business. There can be no assurances that such counterparties will not exercise their rights under these agreements, including termination rights where available, or that the exercise of any such rights under, or modification of, these agreements will not adversely affect the business or operations of the combined company.

The market price of the combined company's common stock may decline as a result of the Mergers.

The market price of the combined company's common stock may decline as a result of the Mergers if the combined company does not achieve the perceived benefits of the Mergers as rapidly or to the extent anticipated by financial or industry analysts, or the effect of the Mergers on the combined company's financial results is not consistent with the expectations of financial or industry analysts.

In addition, upon consummation of the Mergers, our stockholders will own interests in a combined company operating an expanded business with a different mix of properties, risks and liabilities. Our stockholders and current Prologis stockholders may not wish to continue to invest in the combined company, or for other reasons may wish to dispose of some or all of their shares of the combined company's common stock. If, following the effective time of the Company Merger, large amounts of the combined company's common stock are sold, the price of the combined company's common stock could decline.

The combined company may incur adverse tax consequences if Prologis has failed or fails to qualify as a REIT for U.S. federal income tax purposes.

Prologis has operated in a manner that it believes has allowed it to qualify as a REIT for U.S. federal income tax purposes under the Code and intends to continue to do so through the time of the Company Merger. Prologis intends to continue operating in such a manner following the Company Merger. The closing of the Company Merger is conditioned on the receipt by us of an opinion of Prologis's counsel to the effect that Prologis has been organized and operated in conformity with the requirements for qualification and taxation as a REIT under the Code, and Prologis's actual and proposed method of operation has enabled it and will continue to enable it to satisfy the requirements for qualification and taxation as a REIT. The foregoing REIT opinion, however, is limited to the factual representations

provided by Prologis to its counsel and the assumptions set forth therein, and is not a guarantee that the Prologis, in fact, has qualified or will continue to qualify as a REIT. Moreover, Prologis has not requested nor plans to request a ruling from the IRS that it qualifies as a REIT. Qualification as a REIT involves the application of highly technical and complex Code provisions for which there are only limited judicial and administrative interpretations. The complexity of these provisions and of the applicable Treasury Regulations is greater in the case of a REIT, like Prologis, that holds assets through a partnership and that has substantial foreign operations. The determination of various factual matters and circumstances not entirely within Prologis's control may affect its ability to qualify as a REIT.

If Prologis (or, following the Company Merger, the combined company) loses its REIT status, or is determined to have lost its REIT status in a prior year, it will face serious tax consequences that would substantially reduce its cash available for distribution, including cash available to pay dividends to its stockholders, because:

it would be subject to U.S. federal income tax on its net income at regular corporate rates for the years it did not qualify for taxation as a REIT (and, for such years, would not be allowed a deduction for dividends paid to stockholders in computing its taxable income);

it could be subject to the federal alternative minimum tax and possibly increased state and local taxes for such periods;

unless it is entitled to relief under applicable statutory provisions, neither it nor any “successor” company could elect to be taxed as a REIT until the fifth taxable year following the year during which it was disqualified; and

for five years following re-election of REIT status, upon a taxable disposition of an asset owned as of such re-election, it could be subject to corporate level tax with respect to any built-in gain inherent in such asset at the time of re-election.

As a result of all these factors, Prologis’s (or following the Company Merger, the combined company’s) failure to qualify as a REIT could impair the combined company’s ability to expand its business and raise capital, and would materially adversely affect the value of its stock.

If the Company Merger does not qualify as a tax-free reorganization, there may be adverse tax consequences.

The Company Merger is intended to qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code. The closing of the Company Merger is conditioned on the receipt by each of Prologis and us of an opinion of its respective counsel to the effect that the Company Merger will qualify as a tax-free reorganization within the meaning of Section 368(a) of the Code. The foregoing opinions, however, are limited to the factual representations provided by Prologis and us to counsel and the assumptions set forth therein, and are not a guarantee that the Company Merger, in fact, will qualify as a tax-free reorganization. Moreover, neither we nor Prologis has requested or plans to request a ruling from the IRS that the Company Merger qualifies as a tax-free reorganization. If the Company Merger were to fail to qualify as a tax-free reorganization, then each of our stockholders generally would recognize gain or loss, as applicable, equal to the difference between (i) the sum of the fair market value of the shares of Prologis common stock and cash in lieu of any fractional share of Prologis common stock received by our stockholder in the Company Merger; and (ii) our stockholder’s adjusted tax basis in our common stock.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

### Issuer Purchases of Equity Securities

Period	(a) Total Number of Shares of Common Stock Purchased	(b) Average Price Paid per Common Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(c) Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased
April 1, 2018 - April 30, 2018	—	(1) \$ —	N/A	N/A
May 1, 2018 - May 31, 2018	—	(1) \$ —	N/A	N/A
June 1, 2018 - June 30, 2018	14	\$ 65.34	N/A	N/A

Total	14	\$ 65.34	N/A	N/A
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(1) Represents the common stock surrendered by employees to DCT to satisfy such employees' tax withholding obligations in connection with the vesting of restricted stock.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

- \*2.1 Agreement and Plan of Merger, dated as of April 29, 2018, by and among Prologis, Inc., Prologis, L.P., DCT Industrial Trust Inc. and DCT Industrial Operating Partnership LP (incorporated by reference to Exhibit 2.1 to Form 8-K filed on April 30, 2018)
  - \*10.1 Amendment No. 1, dated April 29, 2018, to Employment Agreement by and between DCT Industrial Trust Inc. and Mr. Philip L. Hawkins, dated as of October 9, 2015 (incorporated by reference to Exhibit 10.1 to Form 8-K filed on April 30, 2018)
  - \*10.2 Letter Agreement, dated April 29, 2018, by and between DCT Industrial Trust Inc., and Matthew T. Murphy (incorporated by reference to Exhibit 10.2 to Form 8-K filed on April 30, 2018)
  - \*10.3 Letter Agreement, dated April 29, 2018, by and between DCT Industrial Trust Inc., and John G. Spiegleman (incorporated by reference to Exhibit 10.3 to Form 8-K filed on April 30, 2018)
  - +31.1 Rule 13a-14(a) Certification of Principal Executive Officer of DCT Industrial Trust Inc.
  - +31.2 Rule 13a-14(a) Certification of Principal Financial Officer of DCT Industrial Trust Inc.
  - +31.3 Rule 13a-14(a) Certification of Principal Executive Officer of DCT Industrial Operating Partnership LP
  - +31.4 Rule 13a-14(a) Certification of Principal Financial Officer of DCT Industrial Operating Partnership LP
  - ++32.1 Section 1350 Certification of Principal Executive Officer of DCT Industrial Trust Inc.
  - ++32.2 Section 1350 Certification of Principal Financial Officer of DCT Industrial Trust Inc.
  - ++32.3 Section 1350 Certification of Principal Executive Officer of DCT Industrial Operating Partnership LP
  - ++32.4 Section 1350 Certification of Principal Financial Officer of DCT Industrial Operating Partnership LP
- 101 The following materials from DCT Industrial Trust Inc. and DCT Industrial Operating Partnership LP's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income (iv) the Consolidated Statement of Changes in Equity/Consolidated Statement of Changes in Capital, (v) the Consolidated Statements of Cash Flows, and (vi) related notes to these financial statements.

- \* Filed previously.
- + Filed herewith.
- ++Furnished herewith.



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.

DCT INDUSTRIAL TRUST INC.

Date: August 3, 2018 By: /s/ Philip L. Hawkins  
Philip L. Hawkins  
President and Chief Executive Officer

Date: August 3, 2018 By: /s/ Matthew T. Murphy  
Matthew T. Murphy  
Chief Financial Officer and Treasurer

Date: August 3, 2018 By: /s/ Mark E. Skomal  
Mark E. Skomal  
Chief Accounting Officer

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.

DCT INDUSTRIAL OPERATING PARTNERSHIP LP

By: DCT Industrial Trust Inc., its general partner

Date: August 3, 2018 By: /s/ Philip L. Hawkins  
Philip L. Hawkins  
President and Chief Executive Officer

Date: August 3, 2018 By: /s/ Matthew T. Murphy  
Matthew T. Murphy  
Chief Financial Officer and Treasurer

Date: August 3, 2018 By: /s/ Mark E. Skomal  
Mark E. Skomal  
Chief Accounting Officer