

ClearBridge MLP & Midstream Total Return Fund Inc.
Form DEF 14A
March 05, 2019

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

CLEARBRIDGE MLP AND MIDSTREAM TOTAL RETURN FUND INC.

(Name of Registrant as Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

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- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

(4) Date Filed:

CLEARBRIDGE MLP AND MIDSTREAM TOTAL RETURN FUND INC.

(NYSE: CTR)

620 Eighth Avenue, 49th Floor, New York, New York 10018

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

March 5, 2019

To the Stockholders:

The Annual Meeting of Stockholders of ClearBridge MLP and Midstream Total Return Fund Inc. (the Fund) will be held at 620 Eighth Avenue, 49th Floor (at 41st Street), New York, New York, on Friday, April 12, 2019 at 10:00 a.m., New York time, for the following purposes:

1. A proposal to elect three Class I Directors to be elected by the holders of Common Stock and Preferred Shares, voting together as a single class, to the Fund's Board of Directors; and one Class II Director to be elected by the holders of Preferred Shares to the Fund's Board of Directors (Proposal No. 1); and
2. The transaction of such other business as may properly come before the meeting or any adjournments or postponements thereof.

The Board of Directors has fixed the close of business on February 20, 2019 as the record date for the determination of stockholders entitled to notice of, and to vote at, the meeting and any adjournments or postponements thereof.

By Order of the Board of Directors

Robert I. Frenkel

Secretary

March 5, 2019

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE MEETING IN PERSON OR BY PROXY; IF YOU DO NOT EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, DATE, SIGN AND RETURN THE PROXY CARD (which will be made available to you separately) OR PROVIDE VOTING INSTRUCTIONS BY TELEPHONE OR VIA THE INTERNET.

Instructions for Signing Proxy Cards

The following general rules for signing proxy cards may be of assistance to you and avoid the time and expense to the Fund in validating your vote if you fail to sign your proxy card properly.

1. *Individual Accounts:* Sign your name exactly as it appears in the registration on the proxy card.
2. *Joint Accounts:* Either party may sign, but the name of the party signing should conform exactly to a name shown in the registration.
3. *All Other Accounts:* The capacity of the individual signing the proxy card should be indicated unless it is reflected in the form of registration. For example:

Registration	Valid Signature
Corporate Accounts	
(1) ABC Corp	ABC Corp. (by John Doe, Treasurer)
(2) ABC Corp	John Doe, Treasurer
(3) ABC Corp., c/o John Doe, Treasurer	John Doe
(4) ABC Corp. Profit Sharing Plan	John Doe, Trustee
Trust Accounts	
(1) ABC Trust	Jane B. Doe, Trustee
(2) Jane B. Doe, Trustee, u/t/d 12/28/78	Jane B. Doe
Custodial or Estate Accounts	
(1) John B. Smith, Cust., f/b/o John B. Smith, Jr. UGMA	John B. Smith
(2) John B. Smith	John B. Smith, Jr., Executor

Instructions for Telephone/Internet Voting

Various brokerage firms may offer the convenience of providing you with voting instructions via telephone or the Internet for shares held through such firms. Instructions for Internet and telephonic voting are included with the proxy card or voting instruction form.

CLEARBRIDGE MLP AND MIDSTREAM TOTAL RETURN FUND INC.

(NYSE: CTR)

620 Eighth Avenue, 49th Floor, New York, New York 10018

PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation by the Board of Directors (the **Board**) of ClearBridge MLP and Midstream Total Return Fund Inc. (the **Fund**) of proxies to be voted at the Annual Meeting of Stockholders of the Fund to be held at 620 Eighth Avenue (at 41st Street), 49th Floor, New York, New York, on Friday, April 12, 2019 at 10:00 a.m., New York time, and at any adjournments or postponements thereof (the **Meeting**), for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders (the **Notice**).

This Proxy Statement and the accompanying materials are being made available to stockholders on or about March 5, 2019.

The Fund is organized as a Maryland corporation and is a registered investment company.

Legg Mason Partners Fund Advisor, LLC (**LMPFA**), whose principal business address is 620 Eighth Avenue, New York, NY 10018, is the Fund's investment adviser and administrator. Pursuant to a sub-advisory agreement with ClearBridge Investments, LLC (**ClearBridge**), located at 620 Eighth Avenue, New York, New York 10018, ClearBridge serves as the Fund's subadviser. LMPFA and ClearBridge are both wholly-owned subsidiaries of Legg Mason, Inc. (**Legg Mason**).

Even if you plan to attend the Meeting, please sign, date and return a proxy card, or provide voting instructions by telephone or over the Internet. If you vote by telephone or over the Internet, you will be asked to enter a unique code that has been assigned to you and which is printed on your proxy card. This code is designed to confirm your identity, provide access into the voting sites and confirm that your instructions are properly recorded. If you require additional information, please call toll free at 1-866-875-8614.

All properly executed proxies received prior to the Meeting will be voted at the Meeting in accordance with the instructions marked thereon or otherwise as provided therein. Unless instructions to the contrary are marked, shares represented by the proxies will be voted **FOR** the election of each nominee in Proposal 1. Stockholders who execute proxies may revoke them at any time before they are voted by filing with the Fund a written notice of revocation, by delivering a duly executed proxy bearing a later date or by attending the Meeting and voting in person. In accordance with the Fund's By-Laws, a quorum is constituted by the presence in person or by proxy of the holders of record of a majority of the outstanding shares of the Fund's common stock entitled to vote at the Meeting. For purposes of determining the presence of a quorum for transacting business at the Meeting, abstentions will be treated as shares that are present but which have not been voted.

The Board has fixed the close of business on February 20, 2019 as the record date (the **Record Date**) for the determination of stockholders of the Fund entitled to notice of and to vote at the Meeting or any adjournment or postponement thereof. The Fund has two classes of shares: Common Stock, par value \$.001 per share, and fixed rate Mandatory Redeemable Preferred Stock (**Preferred Shares**), which have a liquidation

preference of \$100,000 per share (collectively with the Common Stock, the Shares). Stockholders of the Fund on that date will be entitled to one vote on each matter for each share held, and a fractional vote with respect to fractional shares, with no cumulative voting rights. At the Record Date, the Fund had outstanding 38,400,142 shares of Common Stock, par value \$0.001 per share, and 140 Preferred Shares.

Annual reports are sent to stockholders of record of the Fund following the Fund's fiscal year end. The Fund will furnish, without charge, a copy of its annual report and most recent semi-annual report succeeding the annual report, if any, to a stockholder upon request. Such requests should be directed to the Fund at 620 Eighth Avenue, 49th Floor, New York, New York 10018 or by calling toll free at 888-777-0102. Copies of annual and semi-annual reports of the Fund are also available on the Fund's website at lmcef.com or on the EDGAR Database on the Securities and Exchange Commission's Internet site at www.sec.gov.

Please note that only one annual or semi-annual report or Proxy Statement may be delivered to two or more stockholders of the Fund who share an address, unless the Fund has received instructions to the contrary. To request a separate copy of an annual or semi-annual report or the Proxy Statement, or for instructions as to how to request a separate copy of these documents or as to how to request a single copy if multiple copies of these documents are received, stockholders should contact the Fund at the address and phone number set forth above.

Vote Required and Manner of Voting Proxies

A quorum of stockholders is required to take action at the Meeting. A majority of the shares of the Fund entitled to vote at the Meeting, represented in person or by proxy, will constitute a quorum of stockholders at the Meeting.

Votes cast by proxy or in person at the Meeting will be tabulated by the inspector of election appointed for the Meeting. The inspector of election, who is an employee of the proxy solicitor engaged by the Fund, will determine whether or not a quorum is present at the Meeting. The inspector of election will treat abstentions and broker non-votes (i.e., shares held by brokers or nominees, typically in street name, as to which proxies have been returned but (a) instructions have not been received from the beneficial owners or persons entitled to vote and (b) the broker or nominee does not have discretionary voting power on a particular matter) as present for purposes of determining a quorum.

If you hold shares directly (not through a broker-dealer, bank or other financial intermediary) and if you return a signed proxy card that does not specify how you wish to vote on a proposal, your shares will be voted FOR Proposal 1.

Broker-dealer firms holding shares of the Fund in street name for the benefit of their customers and clients will request the instructions of such customers and clients on how to vote their shares on each Proposal before the Meeting. A signed proxy card or other authorization by a beneficial owner of Fund shares that does not specify how the beneficial owner's shares should be voted on a proposal will be deemed an instruction to vote such shares in favor of Proposal 1.

If you hold shares of the Fund through a service agent that has entered into a service agreement with the Fund, the service agent may be the record holder of your shares. At the Meeting, a service agent will vote shares for which it receives instructions from its customers in accordance with those instructions. A signed proxy card or other authorization by a stockholder that does not specify how the stockholder's shares should be voted on a proposal may be deemed to authorize a service agent to vote such shares in favor of Proposal 1.

Depending on its policies, applicable law or contractual or other restrictions, a service agent may be permitted to vote shares with respect to which it has not received specific voting instructions from its customers. In those cases, the service agent may, but may not be required to, vote such shares in the same proportion as those shares for which the service agent has received voting instructions. This practice is commonly referred to as "echo voting."

If you beneficially own shares that are held in "street name" through a broker-dealer or that are held of record by a service agent and if you do not give specific voting instructions for your shares, they may not be voted at all or, as described above, they may be voted in a manner that you may not intend. Therefore, you are strongly encouraged to give your broker-dealer or service agent specific instructions as to how you want your shares to be voted.

Required Vote

Three Directors are elected by a plurality of the votes cast by the holders of shares of the Fund's Common Stock and Preferred Shares voting together as a single class, present in person or represented by proxy at a Meeting at which a quorum is present.

One Director is elected by plurality of the votes cast only by the holders of shares of the Fund's Preferred Shares present in person or represented by proxy at a Meeting at which a quorum is present.

For purposes of the election of Directors, abstentions and broker non-votes will not be considered votes cast, and do not affect the plurality vote required for the election of Directors.

If the necessary quorum to transact business or the vote required to approve Proposal 1 is not obtained at the Meeting, the chairman of the Meeting or the persons named as proxies may propose one or more adjournments or postponements of the Meeting in accordance with applicable law to permit further solicitation of proxies. If in the judgment of the chairman of the Meeting, it is advisable to defer action on the Proposal, the chairman of the Meeting may propose one or more adjournments of the Meeting with respect to the Proposal for a reasonable period or periods. The Meeting may be adjourned up to 120 days after the original record date for the Meeting without further notice other than announcement at the Meeting.

Important Notice Regarding the Availability of Proxy Materials for the Meeting to be Held on April 12, 2019

The proxy statement and related materials are available at www.proxy-direct.com/lmf-30478.

Proposal No. 1: Election of Directors

In accordance with the Fund's Charter, the Board shall be divided into three classes at this annual meeting of stockholders: Class I, Class II and Class III. The Directors serving in Class I have terms expiring at the Meeting, and they have been nominated by the Board of Directors for election at the Meeting to serve for a term of three years (until the 2022 Annual Meeting of Stockholders), or until their successors have been duly elected and qualified or until they resign or are otherwise removed. One person has also been nominated by the Board of Directors for election at the meeting as a Class II Director for a term of one year (until the 2020 Annual Meeting of Stockholders) or until her successor has been duly elected and qualified or until she resigns or is otherwise removed. The terms of office of the remaining Class II and Class III Directors expire at the year 2020 and 2021 Annual Meeting of Stockholders, respectively, or thereafter until their successors have been duly elected and qualified or until they resign or are otherwise removed. The effect of these staggered terms is to limit the ability of other entities or persons to acquire control of the Fund by delaying the replacement of a majority of the Board of Directors.

Under the terms of the Fund's charter, the preferred stockholders are entitled as a class, to the exclusion of the common stockholders, to elect two Directors of the Fund (the Preferred Share Directors). Nisha Kumar and Eileen A. Kamerick have been designated as the Preferred Share Directors. Ms. Kumar, as a Class II Director is nominated for election at this meeting. The charter further provides that the remaining nominees shall be elected by holders of Common Stock and Preferred Shares, voting together as a single class.

The persons named in the proxy intend to vote at the Meeting (unless directed not to vote) FOR the election of the nominees named below. Each of the nominees is currently a member of the Fund's Board of Directors and has indicated that he or she will serve if elected. However, if any nominee should be unable to serve, the proxy will be voted for any other person determined by the persons named in the proxy in their discretion.

Certain information concerning the nominees for Directors of the Fund and other Directors of the Fund is set forth in the following table.

Persons Nominated for Election as Directors

Name, Address ⁽¹⁾ and Birth Year	Position(s) Held with Fund	Term of Office and Length Time Served	Principal Occupations During Past Five Years	Number of Portfolios in Fund Overseen by Director Complex**	Other Directorships Held by Director
Nominees to serve as Class I Directors until 2022 Annual Meeting of Stockholders					
NON-INTERESTED DIRECTOR NOMINEES					
Carol L. Colman Birth year: 1946	Director and Member of Audit, Nominating, Compensation, Pricing and Valuation Committees	Since 2012	President, Colman Consulting Co. (consulting)	23	None
Daniel P. Cronin Birth year: 1946	Director and Member of Audit, Nominating, Compensation, Pricing and Valuation Committees	Since 2012	Retired; formerly, Associate General Counsel, Pfizer, Inc. (prior to and including 2004)	23	None

(1) Unless otherwise indicated, the business address of the persons listed above is c/o Chairman of the Fund, Legg Mason & Co. LLC (Legg Mason & Co.) 620 Eighth Avenue, 49th Floor, New York, NY 10018.

- ** The term **Fund Complex** means two or more registered investment companies that:
- (a) Hold themselves out to investors as related companies for purposes of investment and investor services; or
 - (b) Have a common investment adviser or have an investment adviser that is an affiliated person of the investment adviser of any of the other registered investment companies.

Name, Address ⁽¹⁾ and Birth Year	Position(s) Held with Fund	Term of Office and Length Time Served	Principal Occupations During Past Five Years	Number of Portfolios in Fund Complex** Overseen by Director	Other Directorships Held by Director
Nominees to serve as Class I Directors until 2022 Annual Meeting of Stockholders					
NON-INTERESTED DIRECTOR NOMINEES					
Paolo M. Cucchi Birth year: 1941	Director and Member of Audit, Nominating, Compensation, Pricing and Valuation Committees	Since 2012	Emeritus Professor of French and Italian at Drew University (since 2014); formerly, Professor of French and Italian at Drew University (2009 to 2014) and Vice President and Dean of College of Liberal Arts at Drew University (1984 to 2009)	23	None
Nominee to serve as Class II Director serving until 2020 Annual Meeting of Stockholders					
Nisha Kumar Birth year: 1970	Director and Member of Audit, Nominating, Compensation and Pricing and Valuation Committees	Since 2019	Managing Director and the Chief Financial Officer and Chief Compliance Officer of Greenbriar Equity Group, LP (since 2011); formerly, Chief Financial Officer and Chief Administrative Officer of Rent the Runway, Inc. (2011); Executive Vice President and Chief Financial Officer of AOL LLC, a subsidiary of Time Warner Inc. (2007 to 2009). Member of the Council on Foreign Relations.	23	Director of The India Fund, Inc. (since 2016); GB Flow Investment LLC; EDAC Technologies Corp.; Nordco Holdings, LLC; and SEKO Global Logistics Network, LLC; formerly, Director of Aberdeen Income Credit Strategies Fund (2017-2018); and Director of The Asia Tigers Fund, Inc. (2016 to 2018)

(1) Unless otherwise indicated, the business address of the persons listed above is c/o Chairman of the Fund, Legg Mason & Co. LLC (Legg Mason & Co.) 620 Eighth Avenue, 49th Floor, New York, NY 10018.

- ** The term **Fund Complex** means two or more registered investment companies that:
- (a) Hold themselves out to investors as related companies for purposes of investment and investor services; or
 - (b) Have a common investment adviser or have an investment adviser that is an affiliated person of the investment adviser of any of the other registered investment companies.

Name, Address ⁽¹⁾ and Birth Year	Position(s) Held with Fund	Term of Office and Length Time Served	Principal Occupations During Past Five Years	Number of Portfolios in Fund Complex** Overseen by Director	Other Directorships Held by Director
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The following table provides information concerning the remaining Directors of the Fund:

Class II Directors serving until the 2020 Annual Meeting of Stockholders

NON-INTERESTED DIRECTORS

William R. Hutchinson Birth year: 1942	Director and Member of Audit, Nominating, Compensation, Pricing and Valuation Committees	Since 2012	President, W.R. Hutchinson & Associates Inc. (consulting)	23	Director (Non-Executive Chairman of the Board (since December 1, 2009)), Associated Banc-Corp. (since 1994)
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INTERESTED DIRECTOR

Jane E. Trust, CFA* Legg Mason & Co. 620 Eighth Avenue, 49th Floor New York, NY 10018 Born 1962	Chairman, President and Chief Executive Officer	Since 2015	Senior Managing Director of Legg Mason & Co. (since 2018); Managing Director of Legg Mason & Co. (2016 to 2018); Officer and/or Trustee/Director of 146 funds associated with LMPFA or its affiliates (since 2015); President and Chief Executive Officer of LMPFA (since 2015); formerly, Senior Vice President of LMPFA (2015); formerly, Director of ClearBridge, LLC (formerly, Legg Mason Capital Management, LLC) (2007 to 2014); Managing Director of Legg Mason Investment Counsel & Trust Co. (2000 to 2007).	137	None
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(1) Unless otherwise indicated, the business address of the persons listed above is c/o Chairman of the Fund, Legg Mason & Co. LLC (Legg Mason & Co.) 620 Eighth Avenue, 49th Floor, New York, NY 10018.

* Ms. Trust is an interested person as defined in the Investment Company Act of 1940, as amended (the 1940 Act), because she is an officer of LMPFA and certain of its affiliates.

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- (a) Hold themselves out to investors as related companies for purposes of investment and investor services; or
- (b) Have a common investment adviser or have an investment adviser that is an affiliated person of the investment adviser of any of the other registered investment companies.

Name, Address ⁽¹⁾ and Birth Year	Position(s) Held with Fund	Term of Office and Length Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex**	Overseen by Other Directorships Held by Director
Class III Directors serving until 2021 Annual Meeting of Stockholders					
NON-INTERESTED DIRECTORS					
Eileen A. Kamerick Birth year: 1958	Director and Member of Audit, Nominating, Compensation, Pricing and Valuation Committees	Since 2013	National Association of Corporate Directors Board Leadership Fellow and financial expert; Adjunct Professor, The University of Chicago Law School (since 2018); Adjunct Professor, Washington University in St. Louis and University of Iowa law schools (since 2007); formerly, Senior Advisor to the Chief Executive Officer and Executive Vice President and Chief Financial Officer of ConnectWise, Inc. (software and services company) (2015 to 2016); Chief Financial Officer, Press Ganey Associates (health care informatics company) (2012 to 2014); Managing Director and Chief Financial Officer, Houlihan Lokey (international investment bank) and President, Houlihan Lokey Foundation (2010 to 2012)	23	Trustee of AIG Funds and Anchor Series Trust (since 2018); Hochschild Mining plc (precious metals company) (since 2016); Director of Associated Banc-Corp (financial services company) (since 2007); Westell Technologies, Inc. (technology company) (2003 to 2016)

(1) Unless otherwise indicated, the business address of the persons listed above is c/o Chairman of the Fund, Legg Mason & Co. LLC (Legg Mason & Co.) 620 Eighth Avenue, 49th Floor, New York, NY 10018.

** The term Fund Complex means two or more registered investment companies that:

- (a) Hold themselves out to investors as related companies for purposes of investment and investor services; or
- (b) Have a common investment adviser or have an investment adviser that is an affiliated person of the investment adviser of any of the other registered investment companies.

Name, Address ⁽¹⁾ and Birth Year	Position(s) Held with Fund	Term of Office and Length Time Served	Principal Occupation During Past Five Years	Number of Portfolios in Fund Complex**	Overseen by Other Directorships Held by Director
Class III Directors serving until 2021 Annual Meeting of Stockholders					
NON-INTERESTED DIRECTORS					
Robert D. Agdern Year of birth: 1950	Director and Member of Audit, Nominating, Compensation, Pricing and Valuation Committees	Since 2015	Member of the Advisory Committee of the Dispute Resolution Research Center at the Kellogg Graduate School of Business, Northwestern University (2002 to 2016); formerly, Deputy General Counsel responsible for western hemisphere matters for BP PLC (1999 to 2001); formerly, Associate General Counsel at Amoco Corporation responsible for corporate, chemical, and refining and marketing matters and special assignments (1993 to 1998) (Amoco merged with British Petroleum in 1998 forming BP PLC).	23	None

(1) Unless otherwise indicated, the business address of the persons listed above is c/o Chairman of the Fund, Legg Mason & Co. LLC (Legg Mason & Co.) 620 Eighth Avenue, 49th Floor, New York, NY 10018.

** The term Fund Complex means two or more registered investment companies that:

- (a) Hold themselves out to investors as related companies for purposes of investment and investor services; or
- (b) Have a common investment adviser or have an investment adviser that is an affiliated person of the investment adviser of any of the other registered investment companies.

Each of the Directors has served as a director of the Fund as indicated in the table above. The Directors were selected to join the Board based upon the following as to each Board Member: his or her character and integrity; such person's service as a board member of other funds in the Legg Mason fund complex; such person's willingness to serve and willingness and ability to commit the time necessary to perform the duties of a Director; as to each Director other than Ms. Trust, his or her status as not being an interested person as defined in the 1940 Act; and, as to Ms. Trust, her role with Legg Mason. No factor, by itself, was controlling.

In addition to the information provided in the table included above, each Director possesses the following attributes: Mr. Agdern, experience in business and as a legal professional; Ms. Colman, experience as a consultant and investment professional; Mr. Cronin, legal and managerial experience; Mr. Cucchi, experience as a college professor and leadership experience as an academic dean; Mr. Hutchinson, experience in accounting and working with auditors, consulting, business and finance and service as a board member of another highly regulated financial services company; Ms. Kamerick, experience in business and finance, including financial reporting, and experience as a board member of another highly regulated financial services company; Ms. Kumar, financial and accounting experience as the chief financial officer of other companies and experience as a board member of private equity funds; and Ms. Trust, investment management and risk oversight experience as an executive and portfolio manager and leadership roles within Legg Mason and affiliated entities. References to the qualifications, attributes and skills of the Directors are pursuant to requirements of the Securities and Exchange Commission, do not constitute holding out of the Board or any Director as having any special expertise or experience, and shall not impose any greater responsibility or liability on any such person or on the Board by reason thereof.

Security Ownership of Management

The following table provides information concerning the dollar range of equity securities owned beneficially by each Director and nominee for election as Director as of December 31, 2018:

Name of Director/Nominee	Aggregate Dollar Range ⁽¹⁾ of Equity Securities	
	Dollar Range ⁽¹⁾ of Equity Securities in the Fund	in all Funds Overseen by Director/Nominee in Family of Investment Companies ⁽²⁾
NON-INTERESTED DIRECTORS		
Robert D. Agdern	A	D
Carol L. Colman	D	E
Daniel P. Cronin	C	E
Paolo M. Cucchi	A	D
William R. Hutchinson	A	E
Eileen A. Kamerick	B	E
Nisha Kumar ⁽³⁾	A	A
INTERESTED DIRECTOR		
Jane E. Trust	A	E

(1) The dollar ranges are as follows: A = None; B = \$1-\$10,000; C = \$10,001-\$50,000; D = \$50,001-\$100,000; E = Over \$100,000.

(2) The term, "Family of Investment Companies", means any two or more registered investment companies that share the same investment adviser or principal underwriter or hold themselves out to investors as related companies for

purposes of investment and investor services.

(3) Effective January 1, 2019, Ms. Kumar became a Director.

At February 20, 2019, the nominees, Directors and officers of the Fund as a group beneficially owned less than 1% of the outstanding shares of the Fund's Common Stock and Preferred Shares.

No Director or nominee for election as Director who is not an interested person of the Fund as defined in the 1940 Act, nor any immediate family members, to the best of the Fund's knowledge, had any interest in the Fund's investment adviser, or any person or entity (other than the Fund) directly or indirectly controlling, controlled by, or under common control with Legg Mason as of December 31, 2018.

Director Compensation

Under the federal securities laws, and in connection with the Meeting, the Fund is required to provide to stockholders in connection with the Meeting information regarding compensation paid to the Directors by the Fund, as well as by the various other investment companies advised by LMPFA. The following table provides information concerning the compensation paid to each Director by the Fund during the fiscal year ended November 30, 2018 and the total compensation paid to each Director during the calendar year ended December 31, 2018. The Directors listed below are members of the Fund's Audit, Nominating, Compensation and Pricing and Valuation Committees, as well as committees of the boards of certain other investment companies advised by LMPFA. Accordingly, the amounts provided in the table include compensation for service on all such committees. The Fund does not provide any pension or retirement benefits to Directors. In addition, no remuneration was paid during the fiscal year ended November 30, 2018 by the Fund to Ms. Trust who is an interested person as defined in the 1940 Act.

Name of Directors	Aggregate Compensation from the Fund for Fiscal Year Ended 11/30/18(\$)	Total Compensation from the Fund and Fund Complex ⁽¹⁾ for Calendar Year Ended 12/31/18(\$)
Directorships⁽²⁾		
Robert D. Agdern	13,856	260,000
Carol L. Colman	15,713	295,000
Daniel P. Cronin	15,448	288,000
Paolo M. Cucchi	14,652	275,000
Leslie H. Gelb ⁽³⁾	14,543	275,000
William R. Hutchinson	17,570	330,000
Eileen A. Kamerick	16,509	315,000
Nisha Kumar ⁽⁴⁾	None	None
Dr. Riordan Roett ⁽³⁾	14,652	275,000

(1) Fund Complex means two or more Funds (a registrant or, where the registrant is a series company, a separate portfolio of the registrant) that hold themselves out to investors as related companies for purposes of investment and investor services or have a common investment adviser or have an investment adviser that is an affiliated person of the investment adviser of any of the other Funds.

(2) Each Director currently holds 23 investment company directorships within this Fund Complex.

(3) Messrs. Gelb and Roett retired from the Board of Directors, effective December 31, 2018.

(4) Effective January 1, 2019, Ms. Kumar became a Director. Information relating to Ms. Kumar is as of March 5, 2019.

Responsibilities of the Board of Directors

The Board of Directors is responsible under applicable state law for overseeing generally the management and operations of the Fund. The Directors oversee the Fund's operations by, among other things, meeting at its regularly scheduled meetings and as otherwise needed with the Fund's management and evaluating the performance of the Fund's service providers including LMPFA, ClearBridge, the custodian and the transfer

agent. As part of this process, the Directors consult with the Fund's independent auditors and with their own separate independent counsel.

The Directors review the Fund's financial statements, performance, net asset value and market price and the relationship between them, as well as the quality of the services being provided to the Fund. As part of this process, the Directors review the Fund's fees and expenses in light of the nature, quality and scope of the services being received while also seeking to ensure that the Fund continues to have access to high quality services in the future.

The Board of Directors has four regularly scheduled meetings each year, and additional meetings may be scheduled as needed. In addition, the Board has a standing Audit Committee, Corporate Governance and Nominating Committee (the Nominating Committee), Compensation Committee and Pricing and Valuation Committee that meet periodically and whose responsibilities are described below.

During the fiscal year ended November 30, 2018, the Board of Directors held four regular meetings and three special meetings. Each Director attended at least 75% of the aggregate number of meetings of the Board and the committees for which he or she was eligible. The Fund does not have a formal policy regarding attendance by Directors at annual meetings of stockholders.

Each of the Audit Committee, the Nominating Committee, Compensation Committee and Pricing and Valuation Committee is composed of all Directors who have been determined not to be interested persons of the Fund, LMPFA, ClearBridge or their affiliates within the meaning of the 1940 Act, and who are independent as defined in the New York Stock Exchange listing standards (Independent Directors), and is chaired by an Independent Director. The Board in its discretion from time to time may establish *ad hoc* committees.

The Board of Directors is currently comprised of eight directors, seven of whom are Independent Directors. Jane E. Trust serves as Chairman of the Board. Ms. Trust is an interested person of the Fund. The appointment of Ms. Trust as Chairman reflects the Board's belief that her experience, familiarity with the Fund's day-to-day operations and access to individuals with responsibility for the Fund's management and operations provides the Board with insight into the Fund's business and activities and, with her access to appropriate administrative support, facilitates the efficient development of meeting agendas that address the Fund's business, legal and other needs and the orderly conduct of board meetings. Mr. Hutchinson serves as Lead Independent Director. The Chairman develops agendas for Board meetings in consultation with the Lead Independent Director and presides at all meetings of the Board. The Lead Independent Director, among other things, chairs executive sessions of the Independent Directors, serves as a spokesperson for the Independent Directors and serves as a liaison between the Independent Directors and the Fund's management between Board meetings. The Independent Directors regularly meet outside the presence of management and are advised by independent legal counsel. The Board also has determined that its leadership structure, as described above, is appropriate in light of the size and complexity of the Fund, the number of Independent Directors (who constitute a super-majority of the Board's membership) and the Board's general oversight responsibility. The Board also believes that its leadership structure not only facilitates the orderly and efficient flow of information to the Independent Directors from management, including ClearBridge, the Fund's subadviser, but also enhances the independent and orderly exercise of its responsibilities.

Audit Committee

The Fund's Audit Committee is composed entirely of all of the Independent Directors: Mses. Colman, Kamerick and Kumar and Messrs. Agdern, Cronin, Cucchi, and Hutchinson. Ms. Kamerick serves as the Chair of the Audit Committee and has been determined by the Board to be an audit committee financial expert. The principal functions of the Audit Committee are: to (a) oversee the scope of the Fund's audit, the Fund's accounting and financial reporting policies and practices and its internal controls and enhance the quality and objectivity of the audit function; (b) approve, and recommend to the Independent Board Members (as such term is defined in the Audit Committee Charter) for their ratification, the selection, appointment, retention or termination of the Fund's independent registered public accounting firm, as well as approving the compensation thereof; and (c) approve all audit and permissible non-audit services provided to the Fund and certain other persons by the Fund's independent registered public accounting firm. This Committee met two times during the fiscal year ended November 30, 2018. The Audit Committee operates under a written charter adopted and approved by the Board, a copy of which is available on the Fund's website at www.lmcef.com and click on the name of the Fund.

Nominating Committee

The Fund's Nominating Committee, the principal function of which is to select and nominate candidates for election as Directors of the Fund, is composed of all of the Independent Directors: Mses. Colman, Kamerick and Kumar and Messrs. Agdern, Cronin, Cucchi, and Hutchinson. Mr. Cronin serves as the Chair of the Nominating Committee. The Nominating Committee may consider nominees recommended by the stockholder as it deems appropriate. Stockholders who wish to recommend a nominee should send recommendations to the Fund's Secretary that include all information relating to such person that is required to be disclosed in solicitations of proxies for the election of Directors. A recommendation must be accompanied by a written consent of the individual to stand for election if nominated by the Board of Directors and to serve if elected by the stockholders. The Nominating Committee met two times during the fiscal year ended November 30, 2018. The Nominating Committee operates under a written charter adopted and approved by the Board, a copy of which is available on the Fund's website at www.lmcef.com and click on the name of the Fund.

The Nominating Committee identifies potential nominees through its network of contacts, and in its discretion may also engage a professional search firm. The Nominating Committee meets to discuss and consider such candidates qualifications and then chooses a candidate by majority vote. The Nominating Committee does not have specific, minimum qualifications for nominees and has not established specific qualities or skills that it regards as necessary for one or more of the Fund's Directors to possess (other than any qualities or skills that may be required by applicable law, regulation or listing standard). However, as set forth in the Nominating Committee Charter, in evaluating a person as a potential nominee to serve as a Director of the Fund, the Nominee Committee may consider the following factors, among any others it may deem relevant:

whether or not the person is an interested person as defined in the 1940 Act and whether the person is otherwise qualified under applicable laws and regulations to serve as a Director of the Fund;

whether or not the person has any relationships that might impair his or her independence, such as any business, financial or family relationships with Fund management, the investment manager of the Fund, Fund service providers or their affiliates;

whether or not the person serves on boards of, or is otherwise affiliated with, competing financial service organizations or their related mutual fund complexes;

whether or not the person is willing to serve, and willing and able to commit the time necessary for the performance of the duties of a Director of the Fund;

the contribution which the person can make to the Board and the Fund (or, if the person has previously served as a Director of the Fund, the contribution which the person made to the Board during his or her previous term of service), with consideration being given to the person's business and professional experience, education and such other factors as the Committee may consider relevant;

the character and integrity of the person; and

whether or not the selection and nomination of the person would be consistent with the requirements of the Fund's retirement policies.

The Nominating Committee does not have a formal diversity policy with regard to the consideration of diversity in identifying potential director nominees but may consider diversity of professional experience, education and skills when evaluating potential nominees for Board membership.

Pricing and Valuation Committee

The Fund's Pricing and Valuation Committee is composed of all of the Independent Directors. The members of the Pricing and Valuation Committee are Mses. Colman, Kamerick and Kumar and Messrs. Agdern, Cronin, Cucchi, and Hutchinson. Ms. Colman serves as Chair of the Fund's Pricing and Valuation Committee. The principal function of the Pricing and Valuation Committee is to assist the Board with its oversight of the process for valuing portfolio securities in light of applicable law, regulatory guidance and applicable policies and procedures adopted by the Fund. The Pricing and Valuation Committee met four times during the fiscal year ended November 30, 2018.

Compensation Committee

The Fund's Compensation Committee is composed of all of the Independent Directors. The members of the Compensation Committee are Mses. Colman, Kamerick and Kumar and Messrs. Agdern, Cronin, Cucchi, and Hutchinson. Mr. Cucchi serves as Chair of the Fund's Compensation Committee. The principal function of the Compensation Committee is to recommend the appropriate compensation of the Independent Directors for their service on the Board and the committees of the Board. The Compensation Committee met once during the fiscal year ended November 30, 2018. The Compensation Committee operates under a written charter adopted and approved by the Board, a copy of which is available on the Fund's website at www.lmcef.com and click on the name of the Fund.

Risk Oversight

The Board's role in risk oversight of the Fund reflects its responsibility under applicable state law to oversee generally, rather than to manage, the operations of the Fund. In line with this oversight responsibility, the Board receives reports and makes inquiry at its regular meetings and as needed regarding the nature and extent of significant Fund risks (including investment, compliance and valuation risks) that potentially could have a materially adverse impact on the business operations, investment performance or reputation of the Fund, but relies upon the Fund's management (including the Fund's portfolio managers) and Chief Compliance Officer, who reports directly to the Board, and the Manager to assist it in identifying and understanding the nature and extent of such risks and determining whether, and to what extent, such risks may be eliminated or

mitigated. In addition to reports and other information received from Fund management and the Manager regarding the Fund's investment program and activities, the Board as part of its risk oversight efforts meets at its regular meetings and as needed with the Fund's Chief Compliance Officer to discuss, among other things, risk issues and issues regarding the policies, procedures and controls of the Fund. The Board may be assisted in performing aspects of its role in risk oversight by the Audit Committee and such other standing or special committees as may be established from time to time by the Board. For example, the Audit Committee of the Board regularly meets with the Fund's independent public accounting firm to review, among other things, reports on the Fund's internal controls for financial reporting.

The Board believes that not all risks that may affect the Fund can be identified, that it may not be practical or cost-effective to eliminate or mitigate certain risks, that it may be necessary to bear certain risks (such as investment-related risks) to achieve the Fund's goals, and that the processes, procedures and controls employed to address certain risks may be limited in their effectiveness. Moreover, reports received by the Directors as to risk management matters are typically summaries of relevant information and may be inaccurate or incomplete. As a result of the foregoing and other factors, the Board's risk management oversight is subject to substantial limitations.

Officers

The Fund's executive officers are chosen each year at a regular meeting of the Board of Directors of the Fund, to hold office until their respective successors are duly elected and qualified. Officers of the Fund receive no compensation from the Fund although they may be reimbursed by the Fund for reasonable out-of-pocket travel expenses for attending Board meetings. In addition to Ms. Trust, the Fund's Chairman, CEO and President, the executive officers of the Fund currently are:

Name, Address and Age	1,763,198	
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 90,882,190 and 88,313,891 shares issued and outstanding as of September 30, 2016 and December 31, 2015, respectively	909	883
Additional paid-in capital	2,861,623	2,766,193
Distributions in excess of earnings	(997,015)	(992,010)
Accumulated other comprehensive loss	(27,756)	(23,082)
Total stockholders' equity	1,837,761	1,751,984
Noncontrolling interests	103,712	117,173
Total equity	1,941,473	1,869,157

Total liabilities and equity	\$	3,724,166	\$	3,632,355
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The accompanying notes are an integral part of these Consolidated Financial Statements.

3

DCT INDUSTRIAL TRUST INC. AND SUBSIDIARIES

Consolidated Statements of Operations

(unaudited, in thousands, except per share information)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
REVENUES:				
Rental revenues	\$99,933	\$88,092	\$289,507	\$264,269
Institutional capital management and other fees	341	333	1,039	1,134
Total revenues	100,274	88,425	290,546	265,403
OPERATING EXPENSES:				
Rental expenses	8,795	8,900	27,830	27,456
Real estate taxes	15,074	14,056	44,729	42,082
Real estate related depreciation and amortization	40,273	39,431	120,244	116,876
General and administrative	7,370	7,720	20,990	24,912
Impairment losses	—	371	—	371
Casualty gain	(2,440)	—	(2,278)	—
Total operating expenses	69,072	70,478	211,515	211,697
Operating income	31,202	17,947	79,031	53,706
OTHER INCOME (EXPENSE):				
Development profit, net of taxes	—	—	—	2,627
Equity in earnings of unconsolidated joint ventures, net	1,164	4,493	2,983	6,336
Gain on dispositions of real estate interests	—	—	43,052	41,086
Interest expense	(15,773)	(13,078)	(47,830)	(40,591)
Interest and other income (expense)	18	(42)	581	(71)
Income tax expense and other taxes	(222)	(241)	(510)	(712)
Consolidated net income of DCT Industrial Trust Inc.	16,389	9,079	77,307	62,381
Net income attributable to noncontrolling interests	(829)	(622)	(3,938)	(6,882)
Net income attributable to common stockholders	15,560	8,457	73,369	55,499
Distributed and undistributed earnings allocated to participating securities	(163)	(166)	(497)	(510)
Adjusted net income attributable to common stockholders	\$15,397	\$8,291	\$72,872	\$54,989
NET EARNINGS PER COMMON SHARE:				
Basic	\$0.17	\$0.09	\$0.81	\$0.62
Diluted	\$0.17	\$0.09	\$0.81	\$0.62
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:				
Basic	90,250	88,207	89,464	88,162

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Diluted	90,723	88,526	89,906	88,472
Distributions declared per common share	\$0.29	\$0.28	\$0.87	\$0.84

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

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DCT INDUSTRIAL TRUST INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income

(unaudited, in thousands)

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
Consolidated net income of DCT Industrial Trust Inc.	\$16,389	\$9,079	\$77,307	\$62,381
Other comprehensive income (loss):				
Net derivative loss on cash flow hedging instruments	(9)	(518)	(9,875)	(973)
Net reclassification adjustment on cash flow hedging instruments	1,618	1,155	5,030	3,466
Other comprehensive income (loss)	1,609	637	(4,845)	2,493
Comprehensive income	17,998	9,716	72,462	64,874
Comprehensive income attributable to noncontrolling interests	(1,022)	(576)	(3,767)	(6,930)
Comprehensive income attributable to common stockholders	\$16,976	\$9,140	\$68,695	\$57,944

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	Common Stock Amount	Additional Paid-in Capital	Distributions in Excess of Earnings	Accumulated Other Comprehen- sive Loss	Non-controlling Interests
Balance at December 31, 2015	\$1,869,157	88,314	\$ 883	\$2,766,193	\$ (992,010)	\$ (23,082)	\$ 117,173
Net income	77,307	—	—	—	73,369	—	3,938
Other comprehensive loss	(4,845)	—	—	—	—	(4,674)	(171)
Issuance of common stock, net of offering costs	80,571	1,895	19	80,552	—	—	—
Issuance of common stock, stock-based compensation plans	(690)	63	1	(691)	—	—	—
Amortization of stock-based compensation	5,090	—	—	1,237	—	—	3,853
Distributions to common stockholders and noncontrolling interests	(82,851)	—	—	—	(78,374)	—	(4,477)
Capital contributions from noncontrolling interests	134	—	—	—	—	—	134
Redemptions of noncontrolling interests	(2,400)	610	6	14,332	—	—	(16,738)
Balance at September 30, 2016	\$1,941,473	90,882	\$ 909	\$2,861,623	\$ (997,015)	\$ (27,756)	\$ 103,712

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)

	Nine Months Ended September 30,	
	2016	2015
OPERATING ACTIVITIES:		
Consolidated net income of DCT Industrial Trust Inc.	\$77,307	\$62,381
Adjustments to reconcile consolidated net income of DCT Industrial Trust Inc. to net cash provided by operating activities:		
Real estate related depreciation and amortization	120,244	116,876
Gain on dispositions of real estate interests	(43,052)	(41,086)
Distributions of earnings from unconsolidated joint ventures	4,423	4,310
Equity in earnings of unconsolidated joint ventures, net	(2,983)	(6,336)
Impairment losses	—	371
Stock-based compensation	4,153	3,882
Casualty gain	(2,278)	—
Straight-line rent	(16,402)	(4,293)
Other	3,242	(447)
Changes in operating assets and liabilities:		
Other receivables and other assets	(8,563)	4,639
Accounts payable, accrued expenses and other liabilities	22,280	11,406
Net cash provided by operating activities	158,371	151,703
INVESTING ACTIVITIES:		
Real estate acquisitions	(54,594)	(154,833)
Capital expenditures and development activities	(229,955)	(162,538)
Proceeds from dispositions of real estate investments	106,126	136,128
Investments in unconsolidated joint ventures	(15,081)	(840)
Proceeds from casualties	3,446	—
Distributions of investments in unconsolidated joint ventures	1,509	9,488
Change in restricted cash	28,406	3
Other investing activities	(4,377)	(2,513)
Net cash used in investing activities	(164,520)	(175,105)
FINANCING ACTIVITIES:		
Proceeds from senior unsecured revolving line of credit	173,000	210,000
Repayments of senior unsecured revolving line of credit	(243,000)	(61,000)
Proceeds from senior unsecured notes	250,000	—
Repayments of senior unsecured notes	(174,000)	(40,000)
Principal payments on mortgage notes	(5,001)	(5,999)
Net settlement on issuance of stock-based compensation awards	(690)	(605)
Proceeds from issuance of common stock	81,769	—
Offering costs for issuance of common stock and OP Units	(1,198)	—
Redemption of noncontrolling interests	(2,400)	(1,714)
Dividends to common stockholders	(77,610)	(74,102)
Distributions to noncontrolling interests	(4,604)	(8,207)
Contributions from noncontrolling interests	134	—
Other financing activity	(1,590)	(2,819)
Net cash provided by (used in) financing activities	(5,190)	15,554
NET CHANGE IN CASH AND CASH EQUIVALENTS	(11,339)	(7,848)

CASH AND CASH EQUIVALENTS, beginning of period	18,412	19,631
CASH AND CASH EQUIVALENTS, end of period	\$7,073	\$11,783
Supplemental Disclosures of Cash Flow Information		
Cash paid for interest, net of capitalized interest	\$40,956	\$35,706
Supplemental Disclosures of Non-Cash Activities		
Retirement of fully depreciated and amortized assets	\$23,871	\$21,850
Redemptions of OP Units settled in shares of common stock	\$14,338	\$2,164
Assumption of mortgage notes in connection with real estate acquired	\$—	\$22,958
Change in capital expenditures accrual	\$8,096	\$(2,929)

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)

	September 30, 2016	December 31, 2015
ASSETS	(unaudited)	
Land	\$ 1,026,776	\$ 1,009,905
Buildings and improvements	3,099,166	2,886,859
Intangible lease assets	79,771	84,420
Construction in progress	114,332	159,397
Total investment in properties	4,320,045	4,140,581
Less accumulated depreciation and amortization	(809,408)	(742,980)
Net investment in properties	3,510,637	3,397,601
Investments in and advances to unconsolidated joint ventures	93,854	82,635
Net investment in real estate	3,604,491	3,480,236
Cash and cash equivalents	7,073	18,412
Restricted cash	2,417	31,187
Straight-line rent and other receivables, net of allowance for doubtful accounts of \$594 and \$335, respectively	76,803	60,357
Other assets, net	23,244	15,964
Assets held for sale	10,138	26,199
Total assets	\$ 3,724,166	\$ 3,632,355
LIABILITIES AND CAPITAL		
Liabilities:		
Accounts payable and accrued expenses	\$ 106,039	\$ 108,788
Distributions payable	27,575	26,938
Tenant prepaids and security deposits	31,772	29,663
Other liabilities	40,177	18,398
Intangible lease liabilities, net	21,126	22,070
Line of credit	—	70,000
Senior unsecured notes	1,351,537	1,276,097
Mortgage notes	204,102	210,375
Liabilities related to assets held for sale	365	869
Total liabilities	1,782,693	1,763,198
Partners' Capital:		
General Partner:		
OP Units, 945,384 and 923,532 issued and outstanding as of September 30, 2016 and December 31, 2015, respectively	19,577	18,806
Limited Partners:		
OP Units, 93,593,051 and 91,429,694 issued and outstanding as of September 30, 2016 and December 31, 2015, respectively	1,938,104	1,861,809
Accumulated other comprehensive loss	(28,871)	(24,137)
Total partners' capital	1,928,810	1,856,478
Noncontrolling interests	12,663	12,679
Total capital	1,941,473	1,869,157
Total liabilities and capital	\$ 3,724,166	\$ 3,632,355

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 September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
REVENUES:				
Rental revenues	\$99,933	\$88,092	\$289,507	\$264,269
Institutional capital management and other fees	341	333	1,039	1,134
Total revenues	100,274	88,425	290,546	265,403
OPERATING EXPENSES:				
Rental expenses	8,795	8,900	27,830	27,456
Real estate taxes	15,074	14,056	44,729	42,082
Real estate related depreciation and amortization	40,273	39,431	120,244	116,876
General and administrative	7,370	7,720	20,990	24,912
Impairment losses	—	371	—	371
Casualty gain	(2,440)	—	(2,278)	—
Total operating expenses	69,072	70,478	211,515	211,697
Operating income	31,202	17,947	79,031	53,706
OTHER INCOME (EXPENSE):				
Development profit, net of taxes	—	—	—	2,627
Equity in earnings of unconsolidated joint ventures, net	1,164	4,493	2,983	6,336
Gain on dispositions of real estate interests	—	—	43,052	41,086
Interest expense	(15,773)	(13,078)	(47,830)	(40,591)
Interest and other income (expense)	18	(42)	581	(71)
Income tax expense and other taxes	(222)	(241)	(510)	(712)
Consolidated net income of DCT Industrial Operating Partnership LP	16,389	9,079	77,307	62,381
Net income attributable to noncontrolling interests	(215)	(226)	(638)	(4,203)
Net income attributable to OP Unitholders	16,174	8,853	76,669	58,178
Distributed and undistributed earnings allocated to participating securities	(163)	(166)	(497)	(510)
Adjusted net income attributable to OP Unitholders	\$16,011	\$8,687	\$76,172	\$57,668
NET EARNINGS PER OP UNIT:				
Basic	\$0.17	\$0.09	\$0.81	\$0.62
Diluted	\$0.17	\$0.09	\$0.81	\$0.62
WEIGHTED AVERAGE OP UNITS OUTSTANDING:				
Basic	94,047	92,424	93,487	92,419
Diluted	94,520	92,743	93,929	92,729
Distributions declared per OP Unit	\$0.29	\$0.28	\$0.87	\$0.84

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

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DCT INDUSTRIAL OPERATING PARTNERSHIP LP AND SUBSIDIARIES
 Consolidated Statements of Comprehensive Income
 (unaudited, in thousands)

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
Consolidated net income of DCT Industrial Operating Partnership LP	\$16,389	\$9,079	\$77,307	\$62,381
Other comprehensive income (loss):				
Net derivative loss on cash flow hedging instruments	(9)	(518)	(9,875)	(973)
Net reclassification adjustment on cash flow hedging instruments	1,618	1,155	5,030	3,466
Other comprehensive income (loss)	1,609	637	(4,845)	2,493
Comprehensive income	17,998	9,716	72,462	64,874
Comprehensive income attributable to noncontrolling interests	(240)	(141)	(527)	(4,135)
Comprehensive income attributable to OP Unitholders	\$17,758	\$9,575	\$71,935	\$60,739

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, 2015	\$1,869,157	924	\$18,806	91,429	\$1,861,809	\$ (24,137)	\$ 12,679
Net income	77,307	—	767	—	75,902	—	638
Other comprehensive loss	(4,845)	—	—	—	—	(4,734)	(111)
Issuance of OP Units, net of selling costs	80,571	—	—	1,895	80,571	—	—
Issuance of OP Units, share-based compensation plans	(690)	—	—	345	(690)	—	—
Amortization of share-based compensation	5,090	—	—	—	5,090	—	—
Distributions to OP Unitholders and noncontrolling interests	(82,851)	—	(822)	—	(81,352)	—	(677)
Capital contributions from noncontrolling interests	134	—	—	—	—	—	134
Redemption of limited partner OP Units, net	(2,400)	—	—	(55)	(2,400)	—	—
Conversion of limited partner OP Units to OP Units of general partner	—	21	826	(21)	(826)	—	—
Balance at September 30, 2016	\$1,941,473	945	\$19,577	93,593	\$1,938,104	\$ (28,871)	\$ 12,663

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)

	Nine Months Ended September 30,	
	2016	2015
OPERATING ACTIVITIES:		
Consolidated net income of DCT Industrial Operating Partnership LP	\$77,307	\$62,381
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	120,244	116,876
Gain on dispositions of real estate interests	(43,052)	(41,086)
Distributions of earnings from unconsolidated joint ventures	4,423	4,310
Equity in earnings of unconsolidated joint ventures, net	(2,983)	(6,336)
Impairment losses	—	371
Share-based compensation	4,153	3,882
Casualty gain	(2,278)	—
Straight-line rent	(16,402)	(4,293)
Other	3,242	(447)
Changes in operating assets and liabilities:		
Other receivables and other assets	(8,563)	4,639
Accounts payable, accrued expenses and other liabilities	22,280	11,406
Net cash provided by operating activities	158,371	151,703
INVESTING ACTIVITIES:		
Real estate acquisitions	(54,594)	(154,833)
Capital expenditures and development activities	(229,955)	(162,538)
Proceeds from dispositions of real estate investments	106,126	136,128
Investments in unconsolidated joint ventures	(15,081)	(840)
Proceeds from casualties	3,446	—
Distributions of investments in unconsolidated joint ventures	1,509	9,488
Change in restricted cash	28,406	3
Other investing activities	(4,377)	(2,513)
Net cash used in investing activities	(164,520)	(175,105)
FINANCING ACTIVITIES:		
Proceeds from senior unsecured revolving line of credit	173,000	210,000
Repayments of senior unsecured revolving line of credit	(243,000)	(61,000)
Proceeds from senior unsecured notes	250,000	—
Repayments of senior unsecured notes	(174,000)	(40,000)
Principal payments on mortgage notes	(5,001)	(5,999)
Net settlement on issuance of share-based compensation awards	(690)	(605)
Proceeds from the issuance of OP Units in exchange for contributions from the REIT, net	80,571	—
OP Unit redemptions	(2,400)	(1,714)
Distributions paid on OP Units	(81,538)	(78,075)
Distributions to noncontrolling interests	(676)	(4,234)
Contributions from noncontrolling interests	134	—
Other financing activity	(1,590)	(2,819)
Net cash provided by (used in) financing activities	(5,190)	15,554

NET CHANGE IN CASH AND CASH EQUIVALENTS	(11,339)	(7,848)
CASH AND CASH EQUIVALENTS, beginning of period	18,412	19,631
CASH AND CASH EQUIVALENTS, end of period	\$7,073	\$11,783

Supplemental Disclosures of Cash Flow Information

Cash paid for interest, net of capitalized interest	\$40,956	\$35,706
Supplemental Disclosures of Non-Cash Activities		
Retirement of fully depreciated and amortized assets	\$23,871	\$21,850
Assumption of mortgage notes in connection with real estate acquired	\$—	\$22,958
Change in capital expenditures accrual	\$8,096	\$(2,929)

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 of 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 September 30, 2016, DCT owned approximately 96.1% of the outstanding equity interests in the Operating Partnership.

As of September 30, 2016, the Company owned interests in approximately 73.5 million square feet of properties leased to approximately 900 customers, including:

• 64.7 million square feet comprising 398 consolidated operating properties, including three buildings totaling 0.8 million square feet classified as held for sale, that were 96.2% occupied;

• 7.8 million square feet comprising 23 unconsolidated properties that were 97.2% occupied and which we operated on behalf of three institutional capital management partners;

• 0.6 million square feet comprising four consolidated properties under redevelopment; and

• 0.4 million square feet comprising three consolidated properties in development.

In addition, the Company has seven projects under construction and several projects in pre-development. See “Note 3 – Investment in Properties” for further details.

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 of 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, 2015 and related notes thereto included in our Form 10-K filed on February 19, 2016.

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 over which we do not have a controlling interest or where we do not exercise significant control over major operating and management decisions but where we exercise significant influence and 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, 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 of 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.

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 of the leased building. Generally our leases do not meet any of the criteria above and accordingly 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. When we acquire a property, the terms of existing leases are considered to commence as of the acquisition date for the purposes of this calculation. The total increase to "Rental revenues" due to straight-line rent adjustments was approximately \$5.2 million and \$16.4 million for the three and nine months ended September 30, 2016, respectively, and approximately \$0.9 million and \$4.3 million for the

three and nine months ended September 30, 2015, respectively.

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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 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 is generally the primary obligor and, with respect to purchasing goods and services from third party suppliers, has discretion in selecting the supplier and bears the associated credit risk. Tenant recovery income recognized as "Rental revenues" was approximately \$23.3 million and \$67.8 million for the three and nine months ended September 30, 2016, respectively, and approximately \$20.6 million and \$62.8 million for the three and nine months ended September 30, 2015, respectively. 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 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 \$0.7 million and \$2.1 million for the three and nine months ended September 30, 2016, respectively, and approximately \$0.8 million and \$2.3 million for the three and nine months ended September 30, 2015, 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. The total net impact to "Rental revenues" due to early lease termination fees was approximately \$0.2 million and \$0.9 million for the three and nine months ended September 30, 2016, respectively, and approximately \$1.2 million and \$2.4 million for the three and nine months ended September 30, 2015, 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 fees are earned and are realized or realizable.

We develop certain properties for specific buyers, called build-to-suit projects. We make certain judgments based on the specific terms of each project as to the amount and timing of recognition of profits from the project. Projects are generally accounted for using the percentage of completion method or full accrual method. Profits under the percentage of completion method are based on our estimates of the percentage of completion of individual contracts, commencing when the work performed under the contracts reaches a point where the final costs can be estimated with reasonable accuracy. The percentage of completion estimates are based on a comparison of the contract expenditures incurred to the estimated final costs. Changes in job performance, job conditions and estimated profitability may result in revisions to the costs and income and are recognized in the period in which the revisions are determined. If the sale recognition criteria for using the percentage of completion or full accrual methods are not met, we apply another recognition method provided by GAAP, such as the installment or cost recovery methods. The profit recognized from

these projects is reported net of estimated taxes, when applicable, and is included in “Development profit, net of taxes” in our Consolidated Statements of Operations.

New Accounting Standards

In May 2014, the Financial Accounting Standards Boards (“FASB”) issued an accounting standards update (“ASU”) 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 ASU's 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 has not yet selected a transition method and is currently evaluating the effect that the updated standard will have on our Consolidated Financial Statements and related disclosures.

In February 2015, the FASB issued an ASU that modifies the evaluation of whether limited partnerships and similar legal entities are VIEs, eliminates the presumption that a general partner should consolidate a limited partnership and affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships. The guidance is effective for fiscal years beginning after December 15, 2015. We adopted this standard effective January 1, 2016. We concluded the Operating Partnership meets the criteria of a VIE and DCT is the primary beneficiary. Accordingly, we continue to consolidate the Operating Partnership. As the Operating Partnership was previously consolidated, the adoption of the ASU did not result in any changes to our conclusions regarding consolidation or deconsolidation of entities.

In February 2016, the FASB issued an ASU that modifies existing accounting standards for lease accounting. The new standard requires a lessee to record an 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. The new standard requires lessors to account for leases using an approach that is substantially the same as existing guidance for sales-type leases, direct financing leases and operating leases. The guidance is effective for fiscal years beginning after December 15, 2018, with early adoption permitted for fiscal years beginning after December 15, 2016. 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, with an option to use certain transition relief. The Company expects this guidance to impact our Consolidated Financial Statements and is in the process of evaluating whether the effect will be material.

In March 2016, the FASB issued an ASU that simplifies the accounting for share-based payment transactions, including income tax consequences, the classification of awards as either equity or liabilities, and the classification on the statement of cash flows. The guidance is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The adoption of this guidance will not have a significant impact on our Consolidated Financial Statements.

In August 2016, the FASB issued an ASU that clarifies how companies should classify certain cash receipts and payments on the statement of cash flows, including equity method investee distributions, insurance proceed settlements and contingent consideration payments made following a business combination. The new standard also clarifies the predominance principle applied when cash receipts and payments have aspects of more than one class of cash flows. The guidance is effective for fiscal years beginning after December 15, 2017, with early adoption permitted. The adoption of this guidance will not have significant impact on our Consolidated Financial Statements.

Note 3 – Investment in Properties

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

	September 30, December 31,	
	2016	2015
Operating properties	\$ 4,077,582	\$ 3,791,721
Properties under development	141,331	242,906
Properties in pre-development	34,817	41,313
Properties under redevelopment	58,617	56,943
Land held	7,698	7,698
Total investment in properties	4,320,045	4,140,581
Less accumulated depreciation and amortization	(809,408)	(742,980)
Net investment in properties	\$ 3,510,637	\$ 3,397,601

Acquisition Activity

During the nine months ended September 30, 2016, we acquired four buildings totaling 0.6 million square feet located in the Cincinnati, Dallas and Southern California markets for a total purchase price of approximately \$42.5 million. Related to these acquisitions, we incurred acquisition costs of approximately \$0.6 million during the nine months ended September 30, 2016, included in "General and administrative" in our Consolidated Statement of Operations.

Development Activity

Our properties under development include the following:

• Three buildings totaling 0.4 million square feet that are currently in lease-up as shell-complete activities have been completed as of September 30, 2016. These properties are 44.2% leased based on weighted average square feet; and
 • Seven projects are under construction totaling 2.4 million square feet.

During the nine months ended September 30, 2016, we acquired 65.1 acres of land in the Baltimore/Washington D.C., Dallas and Denver markets for approximately \$11.6 million that is held for future development.

Disposition Activity

During the nine months ended September 30, 2016, we sold 11 consolidated operating properties totaling 2.0 million square feet from our Chicago, Houston, Louisville and Northern California markets to third-parties for gross proceeds of approximately \$108.6 million. We recognized gains of approximately \$43.1 million on the disposition of these 11 properties.

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 \$2.8 million and \$9.0 million for the three and nine months ended September 30, 2016, respectively, and approximately \$3.6 million and \$11.2 million for the three and nine months ended September 30, 2015, respectively. Our intangible lease assets and liabilities included the following (in thousands):

	September 30, 2016			December 31, 2015		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Other intangible lease assets	\$75,810	\$ (39,393)	\$36,417	\$79,718	\$ (35,993)	\$43,725
Above market rent	\$3,961	\$ (1,984)	\$1,977	\$4,702	\$ (2,280)	\$2,422
Below market rent	\$(32,063)	\$ 10,937	\$(21,126)	\$(31,565)	\$ 9,495	\$(22,070)

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.

During September 2016, the TRT-DCT Venture III disposed of one property. We received approximately \$0.5 million for our share of the gross proceeds and recognized our share of the gain on the sale of approximately \$0.1 million, which is included in "Equity in earnings of unconsolidated joint ventures, net" in our Consolidated Statements of Operations.

During September 2016, the Stirling Capital Investment joint venture completed development activities and leased one building totaling 0.4 million square feet.

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

Unconsolidated Joint Ventures	As of September 30, 2016		Number of Buildings	Investments in and Advances to as of	
	Ownership Percentage			September 30, 2016	December 31, 2015
Institutional Joint Ventures:					
DCT/SPF Industrial Operating LLC	20.0 %		13	\$37,563	\$ 38,153
TRT-DCT Venture III	10.0 %		3	1,564	1,972
Total Institutional Joint Ventures			16	39,127	40,125
Other:					
Stirling Capital Investments (SCLA) ⁽¹⁾	50.0 %		7	54,727	42,510
Total			23	\$93,854	\$ 82,635

⁽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 September 30, 2016 and December 31, 2015, 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 September 30, 2016		As of December 31, 2015	
	Carrying Amounts	Estimated Fair Value	Carrying Amounts	Estimated Fair Value
Borrowings ⁽¹⁾ :				
Senior unsecured revolving credit facility	\$—	\$—	\$70,000	\$70,000
Fixed rate debt ⁽²⁾	\$1,413,448	\$1,505,750	\$1,268,596	\$1,310,388
Variable rate debt	\$150,000	\$148,380	\$225,000	\$222,649
Interest rate contracts:				
Interest rate swap asset (liability) ⁽³⁾	\$(8,038)	\$(8,038)	\$219	\$219

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.

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

The fair value 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. We also incorporate a credit

(3) valuation adjustment, which is derived using unobservable Level 3 inputs, to appropriately reflect both our nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurement. The asset or liability is included in "Other assets, net" or "Other liabilities," respectively, in our Consolidated Balance Sheets.

The following table presents a reconciliation of assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3). The table also displays gains and losses due to changes in fair value, including both realized and unrealized, recognized in the Consolidated Statements of Operations for Level 3 assets and liabilities. When assets and liabilities are transferred between levels, we recognize the transfer at the beginning of the period. There were no transfers between levels during the nine months ended September 30, 2016 and 2015.

	During the Nine Months Ended September 30,	
	2016	2015
Level 3 Assets (Liabilities):		
Interest Rate Swaps:		
Beginning balance at January 1	\$219	\$(167)
Net unrealized loss included in accumulated other comprehensive loss	(9,777)	(255)
Realized gain recognized in interest expense	1,520	111
Ending balance at September 30	\$(8,038)	\$(311)

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 effective portion of 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 earnings when the hedged transaction affects earnings or the hedging relationship is no longer effective at which time the ineffective portion of the derivative’s change in fair value is recognized directly into earnings. 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 rates swaps effectively fix the interest rate on the related debt instruments at 4.72%. As of September 30, 2016 and December 31, 2015, we had borrowings payable subject to these pay-fixed, receive-floating interest rate swaps with aggregate principal balances of approximately \$6.7 million and \$6.8 million, respectively.

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 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 3.31%, 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 spread between USD LIBOR and zero. During the nine months ended September 30, 2016, we recorded approximately \$0.5 million of hedge ineffectiveness in earnings attributable to a 0.0% floor mismatch in the hedging relationships (i.e., there is no floor on the variable interest rate of the swap whereas the current variable rate debt from which the hedged forecasted transactions are expected to flow is subject to a 0.0% floor on the USD LIBOR component of the interest rate). As of September 30, 2016 and December 31, 2015, we had borrowings payable subject to this pay-fixed, receive-floating interest rate swap with aggregate principal balances of approximately \$200.0 million.

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

	For the Three Months Ended September 30, 2016		For the Nine Months Ended September 30, 2015	
Derivatives in Cash Flow Hedging Relationships				
Interest Rate Swaps:				
Amount of loss recognized in OCI for effective portion of derivatives	\$(9)	\$(518)	\$(9,875)	\$(973)
Amount of loss reclassified from accumulated OCI for effective portion of derivatives into interest expense and equity in earnings of unconsolidated	\$(1,618)	\$(1,155)	\$(5,030)	\$(3,466)

joint ventures, net

Amount of gain (loss) recognized in interest expense (ineffective portion and amount excluded from effectiveness testing)	\$967	\$—	\$(453)	\$—
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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 \$6.3 million will be reclassified from “Accumulated other comprehensive loss” to “Interest expense” resulting in an increase in interest expense.

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Note 6 – Outstanding Indebtedness

As of September 30, 2016, our outstanding indebtedness of approximately \$1.6 billion consisted of mortgage notes, senior unsecured notes and bank unsecured credit facilities, excluding approximately \$35.3 million representing our proportionate share of debt associated with unconsolidated joint ventures. As of December 31, 2015, our outstanding indebtedness of approximately \$1.6 billion consisted of mortgage notes, senior unsecured notes and bank unsecured credit facilities, excluding approximately \$35.7 million representing our proportionate share of debt associated with unconsolidated joint ventures.

As of September 30, 2016, the gross book value of our consolidated properties was approximately \$4.3 billion and the gross book value of all properties securing our mortgage debt was approximately \$0.6 billion. As of December 31, 2015, the gross book value of our consolidated properties was approximately \$4.1 billion and the gross book value of all properties securing our mortgage debt was approximately \$0.6 billion. Our debt has various covenants with which we were in compliance as of September 30, 2016 and December 31, 2015.

Line of Credit

As of September 30, 2016, we had no balance outstanding and \$396.5 million available under our \$400.0 million senior unsecured revolving credit facility, net of one letter of credit totaling \$3.5 million. As of December 31, 2015, we had \$70.0 million outstanding and \$326.5 million available under our \$400.0 million senior unsecured revolving credit facility, net of one letter of credit totaling \$3.5 million.

Debt Issuance and Payoffs

On August 8, 2016, we issued \$250.0 million of fixed rate senior unsecured notes in a private placement offering. The notes have an average term of 10 years, a weighted average interest rate of 3.90% and require semi-annual interest payments. We primarily used the proceeds to paydown our senior unsecured revolving credit facility, payoff a \$49.0 million senior unsecured note at maturity and payoff a portion of our \$25.0 million senior unsecured term loan maturing in April 2017.

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, including related parties as discussed in "Note 9 – Related Party Transactions."

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 September 30, 2016, approximately 90.9 million shares of common stock were issued and outstanding.

On September 10, 2015, we registered a continuous equity offering program to replace our continuous equity offering program previously registered on May 29, 2013. Pursuant to this offering, we may sell up to five million shares of common stock from time-to-time through September 10, 2018 in “at-the-market” offerings or certain other transactions. During the nine months ended September 30, 2016, we issued approximately 1.9 million shares of common stock through the continuous equity offering program, at a weighted average price of \$43.14 per share for proceeds of approximately \$80.6 million, net of offering expenses. We used the proceeds for general corporate purposes, including funding developments and redevelopments and repaying debt. As of September 30, 2016, approximately 3.1 million shares of common stock remain available to be issued under the current offering. We did not issue any shares of common stock under the current or previously registered offering programs during 2015.

During the nine months ended September 30, 2016 and 2015, we issued approximately 63,000 and 87,000 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 September 30, 2016 and December 31, 2015, DCT owned approximately 96.1% and 95.6%, 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 nine months ended September 30, 2016 and 2015, approximately 0.5 million and 0.2 million OP Units were redeemed for approximately \$1.9 million and \$1.7 million in cash and approximately 0.5 million and 0.1 million shares of DCT common stock, respectively. The OP Unit redemptions exclude LTIP Unit redemptions, see “LTIP Units” below for a summary of LTIP Unit redemptions.

As of September 30, 2016 and December 31, 2015, approximately 3.7 million and 4.0 million OP Units were issued, outstanding and held by entities other than DCT in each corresponding period, including approximately 0.7 million and 0.6 million vested LTIP Units issued under our Long-Term Incentive Plan, as amended, respectively.

As of September 30, 2016 and December 31, 2015, the aggregate redemption value of the then-outstanding OP Units held by entities other than DCT was approximately \$177.5 million and \$150.9 million based on the \$48.55 and \$37.37 per share closing price of DCT’s common stock on September 30, 2016 and December 31, 2015, respectively.

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 fully 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. 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 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 nine months ended September 30, 2016, we granted approximately 0.1 million shares of restricted stock to certain officers and employees at the weighted average fair market value of \$36.25 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. Vested LTIP Units may be redeemed by the Company in cash or DCT common stock, at the discretion of the Company, on a one-for-one basis with common shares, subject to certain restrictions of the Partnership Agreement. LTIP Units receive distributions equally along with common shares. LTIP Units are valued by reference to the value of DCT's common stock and generally vest ratably over a period of four to five years, depending on the grant. LTIP Unit equity compensation is amortized into expense over the service period during which the units vest.

During the nine months ended September 30, 2016, approximately 0.2 million LTIP Units were granted to certain senior executives, which vest over a four year period with a total fair value of approximately \$6.3 million at the date of grant as determined by a lattice-binomial option-pricing model based on a Monte Carlo simulation using a volatility factor of 23% and risk-free interest rate of 1.28%. During the nine months ended September 30, 2016, there were approximately 112,000 vested LTIP Units converted into approximately 112,000 shares of DCT common stock and approximately 13,000 LTIP Units were redeemed for approximately \$0.5 million in cash. As of September 30, 2016, approximately 1.2 million LTIP Units were outstanding of which approximately 0.7 million were vested.

During the nine months ended September 30, 2015, approximately 0.2 million LTIP Units were granted to certain senior executives, which vest over a four year period with a total fair value of approximately \$7.3 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 26% and a weighted average risk-free interest rate of 1.28%. During the nine months ended September 30, 2015, approximately 5,000 vested LTIP Units were converted into approximately 5,000 shares of DCT common stock. As of September 30, 2015, approximately 1.1 million LTIP Units were outstanding of which approximately 0.6 million were vested.

Note 9 – Related Party Transactions

Southern California Consolidated Ventures

We entered into four agreements, two in December 2010 and two in January 2011, whereby we acquired a weighted average ownership interest, based on square feet, of approximately 48.4% in five bulk-industrial buildings located in the Southern California market. Entities controlled by a former executive have a weighted average ownership in these properties of approximately 43.7%, based on square feet, and the remaining 7.9% is held by a third-party. Each venture partner will earn returns in accordance with their ownership interests. We have controlling rights including management of the operations of the properties and we have consolidated the properties in accordance with GAAP. The total acquisition price of \$46.3 million was determined to be at fair value.

Note 10 – 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 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 net earnings per common share (in thousands, except per share amounts):

	For the Three Months Ended September 30, 2016		For the Nine Months Ended September 30, 2015	
Net Earnings per Common Share – Basic and Diluted				
Numerator				
Net income attributable to common stockholders	\$ 15,560	\$ 8,457	\$ 73,369	\$ 55,499
Less: Distributed and undistributed earnings allocated to participating securities	(163)	(166)	(497)	(510)
Numerator for adjusted net income attributable to common stockholders	\$ 15,397	\$ 8,291	\$ 72,872	\$ 54,989
Denominator				
Weighted average common shares outstanding – basic	90,250	88,207	89,464	88,162
Effect of dilutive securities:				
Stock options and phantom stock	473	319	442	310
Weighted average common shares outstanding – diluted	90,723	88,526	89,906	88,472
Net Earnings per Common Share:				
Basic	\$0.17	\$0.09	\$0.81	\$0.62
Diluted	\$0.17	\$0.09	\$0.81	\$0.62

Operating Partnership

The following table presents the computation of basic and diluted net earnings per common unit (in thousands, except per unit amounts):

	For the Three Months Ended September 30, 2016		For the Nine Months Ended September 30, 2015	
Net Earnings per OP Unit – Basic and Diluted				
Numerator				
Net income attributable to OP Unitholders	\$ 16,174	\$ 8,853	\$ 76,669	\$ 58,178
Less: Distributed and undistributed earnings allocated to participating securities	(163)	(166)	(497)	(510)
Numerator for adjusted net income attributable to OP Unitholders	\$ 16,011	\$ 8,687	\$ 76,172	\$ 57,668
Denominator				
Weighted average OP Units outstanding – basic	94,047	92,424	93,487	92,419
Effect of dilutive securities:				
Stock options and phantom stock	473	319	442	310
Weighted average OP Units outstanding – diluted	94,520	92,743	93,929	92,729

Net Earnings per OP Unit:

Basic	\$0.17	\$0.09	\$0.81	\$0.62
Diluted	\$0.17	\$0.09	\$0.81	\$0.62

DCT and the Operating Partnership
Potentially Dilutive Shares

For the three and nine months ended September 30, 2016, DCT excluded from diluted earnings per share the weighted average common share equivalents related to 3.8 million and 4.0 million OP Units, respectively, because their effect would be anti-dilutive. During the same periods ended September 30, 2015, DCT excluded from diluted earnings per share the weighted average common share equivalents related to 4.2 million and 4.3 million OP Units because their effect would be anti-dilutive.

Note 11 – 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 aggregated by segment to be the appropriate way to analyze performance. The following table presents our total assets, net of accumulated depreciation and amortization, by segment (in thousands):

	As of September 30, 2016	As of December 31, 2015
Segments:		
East assets	\$ 1,076,672	\$ 1,034,869
Central assets	1,096,007	1,092,315
West assets	1,438,953	1,365,471
Total segment net assets	3,611,632	3,492,655
Non-segment assets:		
Non-segment cash and cash equivalents	4,287	15,860
Other non-segment assets ⁽¹⁾	108,247	123,840
Total assets	\$ 3,724,166	\$ 3,632,355

(1) Other non-segment assets primarily consist of investments in and advances to unconsolidated joint ventures, other receivables 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 September 30, 2016		For the Nine Months Ended September 30, 2015	
East	\$31,212	\$25,887	\$90,010	\$79,184
Central	32,340	32,777	95,400	98,693
West	36,381	29,428	104,097	86,392
Rental revenues	99,933	88,092	289,507	264,269
Institutional capital management and other fees	341	333	1,039	1,134
Total revenues	\$100,274	\$88,425	\$290,546	\$265,403

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

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2016	2015	2016	2015
East	\$24,919	\$19,632	\$69,765	\$59,202
Central	23,084	23,327	66,825	69,648
West	28,061	22,177	80,358	65,881
Property NOI ⁽¹⁾	76,064	65,136	216,948	194,731
Institutional capital management and other fees	341	333	1,039	1,134
Gain on dispositions of real estate interests	—	—	43,052	41,086
Real estate related depreciation and amortization	(40,273)	(39,431)	(120,244)	(116,876)
Casualty gain	2,440	—	2,278	—
Development profit, net of taxes	—	—	—	2,627
General and administrative expense	(7,370)	(7,720)	(20,990)	(24,912)
Impairment losses	—	(371)	—	(371)
Equity in earnings of unconsolidated joint ventures, net	1,164	4,493	2,983	6,336
Interest expense	(15,773)	(13,078)	(47,830)	(40,591)
Interest and other income (expense)	18	(42)	581	(71)
Income tax expense and other taxes	(222)	(241)	(510)	(712)
Net income attributable to noncontrolling interests of the Operating Partnership	(215)	(226)	(638)	(4,203)
Net income attributable to OP Unitholders	16,174	8,853	76,669	58,178
Net income attributable to noncontrolling interests of DCT Industrial Trust Inc.	(614)	(396)	(3,300)	(2,679)
Net income attributable to common stockholders	\$15,560	\$8,457	\$73,369	\$55,499

Property net operating income (“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 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 ⁽¹⁾ 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 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 12 – Assets Held for Sale

As of September 30, 2016, three properties in our East operating segment were classified as held for sale and are reported at their lower of carrying value or estimated fair value less estimated cost to sell. We expect to complete the sale of these properties in 2016.

Note 13 – Subsequent Events

GAAP requires an entity to disclose events that occur after the balance sheet date but before financial statements are issued or are available to be issued (“subsequent events”) as well as the date through which an entity has evaluated subsequent events. There are two types of subsequent events. The first type consists of events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements, (“recognized subsequent events”). The second type consists of events that provide evidence about conditions that did not exist at the date of the balance sheet but arose subsequent to that date (“nonrecognized subsequent events”). No significant recognized or nonrecognized subsequent events were noted.

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:

- 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 of 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 September 30, 2016, DCT owned approximately 96.1% of the outstanding equity interests in the Operating Partnership.

As of September 30, 2016, the Company owned interests in approximately 73.5 million square feet of properties leased to approximately 900 customers, including:

• 64.7 million square feet comprising 398 consolidated operating properties, including three buildings totaling 0.8 million square feet classified as held for sale, that were 96.2% occupied;

• 7.8 million square feet comprising 23 unconsolidated properties that were 97.2% occupied and which we operated on behalf of three institutional capital management partners;

• 0.6 million square feet comprising four consolidated properties under redevelopment; and

• 0.4 million square feet comprising three consolidated properties in development.

In addition, the Company has seven projects under construction and several 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 46, net asset value of our portfolio and total shareholder returns. In our pursuit of these long-term objectives, we seek to:

• maximize cash flows from existing properties;

• deploy capital into quality acquisitions and development 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.

Outlook

We seek to maximize long-term earnings growth per share and shareholder value primarily through increasing occupancy, rents and operating income 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. We expect moderate economic growth to continue through 2016, which should 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 most of our markets. Rental concessions, such as free rent, have declined in recent years and 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 2016 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 below current levels of 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 favorable outlook for market occupancy levels and rental rate growth.

We expect our same store net operating income to be higher in 2016 than it was in 2015, primarily as a result of higher occupancy in 2016 and the impact of increasing rental rates on leases signed in 2016 compared to expiring leases.

In terms of capital investment, we will pursue the 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 common area maintenance, real estate taxes and insurance, thereby reducing our exposure to increases in costs and operating expenses resulting from inflation. In addition, most of our leases expire within five years which enables us to replace existing leases with new leases at then-existing market rates. While slowing global growth has the potential to dampen demand for distribution space, we have not yet seen any indications of this reduced demand.

Summary of Significant Transactions and Activities for the Nine Months Ended September 30, 2016

Acquisition Activities

- During the nine months ended September 30, 2016, we acquired four buildings comprising 0.6 million square feet in the Cincinnati, Dallas and Southern California markets for a total purchase price of approximately \$42.5 million. Weighted average occupancy upon the acquisition of the properties was 81.1%.

Development Activities

As of September 30, 2016, construction was shell-complete on three buildings totaling 0.4 million square feet in the Dallas, Orlando and Seattle markets. During the nine months ended September 30, 2016, we stabilized 13 buildings totaling 4.5 million square feet, including one building in our unconsolidated Stirling Capital Investments joint venture.

Additionally, during the nine months ended September 30, 2016, we acquired 65.1 acres of land in the Baltimore/Washington D.C., Dallas and Denver markets for approximately \$11.6 million that is held for future development.

The table below reflects a summary of development activities as of September 30, 2016, (in thousands, except acres and number of buildings):

Project	Market	Acres	Number of Buildings	Square Feet	Percent-age Owned ⁽¹⁾	Cumulative Costs at 9/30/2016	Projected Investment	Completion Date ⁽²⁾	Percent-age Leased ⁽³⁾
Consolidated Development Activities:									
Development Projects in Lease Up									
DCT Freeport West	Dallas	7	1	108	100 %	\$ 9,658	\$ 9,931	Q3-2016	100 %
DCT Airport Distribution Center Building D	Orlando	6	1	95	100 %	5,714	7,077	Q3-2016	0 %
DCT Fife Distribution Center North	Seattle	9	1	152	100 %	12,427	13,076	Q1-2016	100 %
	Sub Total	22	3	355	100 %	\$ 27,799	\$ 30,084		73 %
Under Construction									
DCT North Satellite Distribution Center	Atlanta	47	1	549	100 %	\$ 18,984	\$ 29,831	Q1-2017	41 %
DCT Central Avenue	Chicago	54	1	190	100 %	29,395	60,598	Q2-2017	100 %
DCT Stockyards Industrial Center	Chicago	10	1	167	100 %	6,400	14,814	Q4-2016	0 %
DCT Waters Ridge	Dallas	18	1	347	100 %	17,022	18,208	Q4-2016	52 %
DCT Commerce Center Phase II Building C	Miami	8	1	136	100 %	10,317	14,721	Q4-2016	0 %
DCT Arbor Avenue	No. California	40	1	796	100 %	15,483	53,859	Q3-2017	0 %
DCT White River Corporate Center Phase II North	Seattle	13	1	251	100 %	15,931	21,127	Q4-2016	0 %
	Sub Total	190	7	2,436	100 %	\$ 113,532	\$ 213,158		25 %
	Total	212	10	2,791	100 %	\$ 141,331	\$ 243,242		31 %

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

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

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

•Dispositions

During the three months ended September 30, 2016, there were no dispositions of consolidated operating properties. During the nine months ended September 30, 2016, we sold 11 consolidated operating properties totaling 2.0 million square feet from our Chicago, Houston, Louisville and Northern California markets to third-parties for gross proceeds of approximately \$108.6 million.

•Significant Activity from Unconsolidated Joint Ventures

During September 2016, the TRT-DCT Venture III disposed of one property. We received approximately \$0.5 million for our share of the gross proceeds and recognized our share of the gain on the sale of approximately \$0.1 million, which is included in "Equity in earnings of unconsolidated joint ventures, net" in our Consolidated Statements of Operations.

•Debt Activity

As of September 30, 2016, we had no balance outstanding and \$396.5 million available under our \$400.0 million senior unsecured revolving credit facility, net of one letter of credit totaling \$3.5 million.

On August 8, 2016, we issued \$250.0 million of fixed rate senior unsecured notes in a private placement offering. The notes have an average term of 10 years, a weighted average interest rate of 3.90% and require semi-annual interest payments. We primarily used the proceeds to paydown our senior unsecured revolving credit facility, payoff a \$49.0 million senior unsecured note at maturity and payoff a portion of our \$25.0 million senior unsecured term loan maturing in April 2017.

•Equity Activity

On September 10, 2015, we registered a continuous equity offering program, to replace our continuous equity offering program previously registered on May 29, 2013. During the nine months ended September 30, 2016, we issued approximately 1.9 million shares of common stock through the continuous equity offering program, at a weighted average price of \$43.14 per share for proceeds of approximately \$80.6 million, net of offering expenses. 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 and repaying debt. As of September 30, 2016, approximately 3.1 million shares of common stock remain available to be issued under the current offering.

•Leasing Activity

The following table provides a summary of our leasing activity for the three and nine months ended September 30, 2016:

	Number of Leases Signed	Square Feet Signed ⁽¹⁾	Net Effective Rent Per Square Foot ⁽²⁾	Straight-Line Basis Rent Growth ⁽³⁾		Weighted Average Lease Term ⁽⁴⁾	Turnover Costs Per Square Foot ⁽⁵⁾
THIRD QUARTER 2016		(in thousands)				(in months)	
New	16	724	N/A	12.2	%	57	\$ 5.35
Renewal	31	2,523	N/A	18.1	%	50	1.35
Development and redevelopment	6	701	N/A	N/A		78	N/A
Total/Weighted Average	53	3,948	\$ 4.81	16.8	%	56	\$ 2.24
Weighted Average Retention ⁽⁶⁾	92.9	%					

	Number of Leases Signed	Square Feet Signed ⁽¹⁾	Net Effective Rent Per Square Foot ⁽²⁾	Straight-Line Basis Rent Growth ⁽³⁾		Weighted Average Lease Term ⁽⁴⁾	Turnover Costs Per Square Foot ⁽⁵⁾
YEAR TO DATE 2016		(in thousands)				(in months)	
New	71	4,206	N/A	14.1	%	68	\$ 4.90
Renewal	105	6,903	N/A	20.5	%	54	1.62
Development and redevelopment	18	1,566	N/A	N/A		78	N/A
Total/Weighted Average	194	12,675	\$ 5.09	18.2	%	62	\$ 2.86
Weighted Average Retention ⁽⁶⁾	76.1	%					

(1) Excludes month-to-month and other short-term leases.

(2) Net effective rent is the average monthly base rental income over the term of the lease, calculated in accordance with GAAP.

(3) Straight-line basis rent growth is the percentage change in monthly net effective rent of the comparable lease. New leases where there were no prior comparable leases or materially different lease structures are excluded.

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

(5) 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. Turnover costs per square foot represent the total turnover costs expected to be incurred on the leases signed during the period and do not reflect actual expenditures for the period.

(6) Represents the percentage of customers renewing their respective leases weighted by average square feet.

During the nine months ended September 30, 2016, we signed a total of 194 leases comprising 12.7 million square feet of which 79 leases totaling 6.3 million square feet included concessions of \$9.3 million primarily related to free rent periods.

Customer Diversification

As of September 30, 2016, there were no customers that occupied more than 3.6% of our consolidated properties based on annualized base rent. The following table presents our 10 largest customers, based on annualized base rent as of September 30, 2016, who occupy a combined 10.7 million square feet or 16.4% of our consolidated properties.

Customer	Percentage
----------	------------

	of	
	Annualized	
	Base Rent	
Amazon.com, Inc.	3.6	%
Distributions Alternatives, Inc.	2.0	%
Ozburn-Hessey Logistics, LLC	1.5	%
The J. M. Smucker Company	1.5	%
Fedex Corporation	1.5	%
Schenker, Inc.	1.2	%
The Clorox Company	1.1	%
Kellogg Company	1.0	%
United Parcel Service, Inc.	1.0	%
Siemens	0.9	%
Total	15.3	%

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 files bankruptcy and cancels its leases we could experience a reduction in our revenues and an increase in allowance for doubtful accounts receivable.

We frequently monitor the financial condition of our customers. We communicate often with those customers that have been late on payments or filed 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 nine months ended September 30, 2016 compared to the same periods ended September 30, 2015

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 September 30, 2016, the Company owned interests in or had under development approximately 73.5 million square feet of properties leased to approximately 900 customers, including 7.8 million square feet managed on behalf of three institutional capital management joint venture partners. As of September 30, 2016, we consolidated 395 operating properties, three development properties, four redevelopment properties and three consolidated operating properties classified as held for sale. As of September 30, 2015, we consolidated 404 operating properties, eight development properties, four redevelopment properties and one consolidated operating property classified as held for sale.

Comparison of the three months ended September 30, 2016 compared to the same period ended September 30, 2015
The following table presents the changes in rental revenues, rental expenses and real estate taxes, property net operating income, other revenue and other income, and other expenses for the three months ended September 30, 2016 compared to the three months ended September 30, 2015. Our same store portfolio includes all operating properties that we owned for the entirety of both the current and prior year reporting periods. We consider same store properties to be a useful measure to improve comparability between periods by excluding the effects of changes in our consolidated operating properties period over period. Developed properties are generally included in same store properties once they are initially stabilized. We generally consider buildings stabilized when occupancy reaches 90%. Non-same store operating properties include properties not meeting the same store criteria and exclude development and redevelopment properties. For the three months ended September 30, 2016, we had 366 properties classified as same store comprising 56.1 million square feet and 39 classified as non-same store consisting of properties that did not meet our same store definition, which includes 32 operating properties and seven development and redevelopment properties that were not stabilized. A discussion of these changes follows in the table below (in thousands):

	For the Three Months Ended September 30,				
	2016	2015	\$ Change	Percent Change	
Rental Revenues					
Same store	\$86,320	\$81,377	\$4,943	6.1	%
Non-same store operating properties	13,324	6,148	7,176	116.7	%
Development and redevelopment	289	567	(278)	(49.0))%
Total rental revenues	99,933	88,092	11,841	13.4	%
Rental Expenses and Real Estate Taxes					
Same store	21,252	20,916	336	1.6	%
Non-same store operating properties	2,522	1,840	682	37.1	%
Development and redevelopment	95	200	(105)	(52.5))%
Total rental expenses and real estate taxes	23,869	22,956	913	4.0	%
Property Net Operating Income⁽¹⁾					
Same store	65,068	60,461	4,607	7.6	%
Non-same store operating properties	10,802	4,308	6,494	150.7	%
Development and redevelopment	194	367	(173)	(47.1))%
Total property net operating income	76,064	65,136	10,928	16.8	%
Other Revenue and Other Income					
Institutional capital management and other fees	341	333	8	2.4	%
Casualty gain	2,440	—	2,440	100.0	%
Equity in earnings of unconsolidated joint ventures, net	1,164	4,493	(3,329)	(74.1))%
Interest and other income (expense)	18	(42)	60	142.9	%
Total other revenue and other income	3,963	4,784	(821)	(17.2))%
Other Expenses					
Real estate related depreciation and amortization	40,273	39,431	842	2.1	%
Interest expense	15,773	13,078	2,695	20.6	%
General and administrative	7,370	7,720	(350)	(4.5))%
Impairment losses	—	371	(371)	(100.0))%
Income tax expense and other taxes	222	241	(19)	(7.9))%
Total other expenses	63,638	60,841	2,797	4.6	%
Net income attributable to noncontrolling interests of the Operating Partnership	(215)	(226)	11	4.9	%
Net income attributable to OP Unitholders	16,174	8,853	7,321	82.7	%
Net income attributable to noncontrolling interests of DCT Industrial Trust Inc.	(614)	(396)	(218)	(55.1))%
Net income attributable to common stockholders	\$15,560	\$8,457	\$7,103	84.0	%

(1) Property net operating income (“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 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 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 11 – 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 \$11.8 million for the three months ended September 30, 2016 compared to the same period in 2015, primarily due to the following: \$6.9 million increase in total revenue in our non-same store portfolio, of which \$12.0 million is attributed to seven operating property acquisitions, 25 development and redevelopment properties placed into operation since July 1, 2015, offset in part by a \$4.8 million decrease attributed to 28 consolidated property dispositions since July 1, 2015 and \$0.3 million attributed to two properties under development and redevelopment that were in our operating portfolio prior to July 1, 2015.

\$4.9 million increase in total revenue in our same store portfolio primarily due to the following:

\$3.3 million increase in base rent primarily resulting from increased rental rates and a 120 basis point increase in average occupancy period over period;

\$1.4 million increase in operating expense recoveries related to higher average occupancy and increases in property tax expense; and

\$1.1 million increase in miscellaneous income from tenants primarily due to higher move-out repairs in 2016 compared to the same period in 2015; which was partially offset by

\$0.9 million decrease in early lease termination fees primarily attributable to four tenants in 2015.

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

	For the Three Months Ended September 30,		
	2016	2015	\$ Change
Base rent	\$68,602	\$64,209	\$4,393
Straight-line rent	5,244	907	4,337
Amortization of above and below market rent intangibles	670	748	(78)
Tenant recovery income	23,298	20,608	2,690
Other	1,870	436	1,434
Revenues related to early lease terminations	249	1,184	(935)
Total rental revenues	\$99,933	\$88,092	\$11,841

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 \$0.9 million for the three months ended September 30, 2016 compared to the same period in 2015, primarily due to the following:

\$0.3 million increase in rental expenses and real estate taxes period over period in our same store portfolio primarily due to an increase in property taxes in our Chicago and Houston markets; and

\$0.6 million increase in rental expenses and real estate taxes related to our non-same store properties primarily due to an increase in property taxes in our 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 September 30,		
	2016	2015	\$ Change
Real estate taxes	\$15,074	\$14,056	\$1,018
Insurance	980	1,142	(162)
Common area maintenance	3,387	3,486	(99)
Utilities	1,483	1,414	69
Property management fees	2,521	2,403	118
Other	424	455	(31)
Total rental expenses and real estate taxes	\$23,869	\$22,956	\$913

Other Revenue and Other Income

Total other revenue and other income decreased \$0.8 million for the three months ended September 30, 2016 as compared to the same period in 2015, primarily due to the following:

\$3.3 million decrease primarily related to \$3.7 million of gain recognized on the sale of one property in the unconsolidated IDI/DCT, LLC joint venture during 2015, offset in part by increased earnings from our unconsolidated investments in Stirling Capital Investments and DCT/SPF Industrial Operating LLC joint ventures due to increased occupancy; which was partially offset by

\$2.4 million increase in casualty gains primarily related to an insurance settlement from a casualty event at one property in our Dallas market during 2016 with no corresponding activity during 2015.

Other Expenses

Other expenses increased \$2.8 million for the three months ended September 30, 2016 as compared to the same period in 2015, primarily due to the following:

\$2.7 million increase in interest expense due to the following:

\$2.2 million decrease in capitalized interest primarily related to the cessation of capitalization on 19 developments and redevelopments placed into service compared to the same period in 2015; and

\$1.5 million increase due to increased average outstanding indebtedness of approximately \$55.3 million and a higher weighted average effective interest rate during 2016 compared to the same period in 2015; which was partially offset by

\$1.0 million of hedge ineffectiveness recognized during 2016 related to our \$200.0 million 2015 term note hedge.

\$0.8 million increase in depreciation and amortization expense resulting from a \$5.2 million increase related to real estate acquisitions, developments and redevelopments placed in operation and capital additions; partially offset by a

\$1.9 million decrease related to real estate dispositions and a \$2.5 million decrease in depreciation and amortization of tenant improvements and intangible lease assets related to same store properties; which was partially offset by

\$0.4 million decrease in general and administrative expense primarily related to decreased personnel costs; and

\$0.4 million decrease in impairment attributable to \$0.4 million recognized on one property held for sale during 2015 with no corresponding activity during 2016.

Comparison of the nine months ended September 30, 2016 compared to the same period ended September 30, 2015. The following table presents the changes in rental revenues, rental expenses and real estate taxes, property net operating income, other revenue and other income, and other expenses for the nine months ended September 30, 2016 compared to the nine months ended September 30, 2015. Our same store portfolio includes all operating properties that we owned for the entirety of both the current and prior year reporting periods. We consider same store properties to be a useful measure to improve comparability between periods by excluding the effects of changes in our consolidated operating properties period over period. Developed properties are generally included in same store properties once they are initially stabilized. We generally consider buildings stabilized when occupancy reaches 90%. Non-same store operating properties include properties not meeting the same store criteria and exclude development and redevelopment properties. For the nine months ended September 30, 2016 we had 348 properties classified as same store comprising 53.4 million square feet and 57 classified as non-same store consisting of properties that did not meet our same store definition, which includes 50 operating properties and seven development and redevelopment properties that were not stabilized. A discussion of these changes follows in the table below (in thousands):

	For the Nine Months Ended September 30,				
	2016	2015	\$ Change	Percent Change	
Rental Revenues					
Same store	\$239,673	\$231,380	\$8,293	3.6	%
Non-same store operating properties	49,155	31,039	18,116	58.4	%
Development and redevelopment	679	1,850	(1,171)	(63.3)	%
Total rental revenues	289,507	264,269	25,238	9.6	%
Rental Expenses and Real Estate Taxes					
Same store	61,207	60,168	1,039	1.7	%
Non-same store operating properties	11,090	8,966	2,124	23.7	%
Development and redevelopment	262	404	(142)	(35.1)	%
Total rental expenses and real estate taxes	72,559	69,538	3,021	4.3	%
Property Net Operating Income⁽¹⁾					
Same store	178,466	171,212	7,254	4.2	%
Non-same store operating properties	38,065	22,073	15,992	72.5	%
Development and redevelopment	417	1,446	(1,029)	(71.2)	%
Total property net operating income	216,948	194,731	22,217	11.4	%
Other Revenue and Other Income					
Institutional capital management and other fees	1,039	1,134	(95)	(8.4)	%
Casualty gain	2,278	—	2,278	100.0	%
Development profit, net of taxes	—	2,627	(2,627)	(100.0)	%
Equity in earnings of unconsolidated joint ventures, net	2,983	6,336	(3,353)	(52.9)	%
Gain on dispositions of real estate interests	43,052	41,086	1,966	4.8	%
Interest and other income (expense)	581	(71)	652	918.3	%
Total other revenue and other income	49,933	51,112	(1,179)	(2.3)	%
Other Expenses					
Real estate related depreciation and amortization	120,244	116,876	3,368	2.9	%
Interest expense	47,830	40,591	7,239	17.8	%
General and administrative	20,990	24,912	(3,922)	(15.7)	%
Impairment losses	—	371	(371)	(100.0)	%
Income tax expense and other taxes	510	712	(202)	(28.4)	%
Total other expenses	189,574	183,462	6,112	3.3	%
Net income attributable to noncontrolling interests of the Operating Partnership	(638)	(4,203)	3,565	84.8	%

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Net income attributable to OP Unitholders	76,669	58,178	18,491	31.8	%
Net income attributable to noncontrolling interests of DCT Industrial Trust Inc.	(3,300)	(2,679)	(621)	(23.2)%
Net income attributable to common stockholders	\$73,369	\$55,499	\$17,870	32.2	%

⁽¹⁾ See definitions of property net operating income on page 33.

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 \$25.2 million for the nine months ended September 30, 2016 compared to the same period in 2015, primarily due to the following: \$16.9 million increase in total revenue in our non-same store portfolio, of which \$33.9 million is attributed to 18 operating property acquisitions, 32 development and redevelopment properties placed into operation since January 1, 2015, offset in part by a \$15.8 million decrease attributed to 41 consolidated property dispositions since January 1, 2015 and \$1.2 million attributable to three properties under development and redevelopment that were in our operating pool prior to January 1, 2015.

\$8.3 million increase in total revenue in our same store portfolio primarily due to the following:

\$6.2 million increase in base rent primarily resulting from increased rental rates and a 90 basis point increase in average occupancy period over period;

\$2.1 million increase in operating expense recoveries related to higher average occupancy and increases in property tax expense;

\$0.6 million increase in straight-line rental revenue; and

\$0.4 million increase in miscellaneous income from tenants primarily due to move-out repairs; which was partially offset by

\$1.0 million decrease in early lease termination fees attributable to four tenants in 2015.

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

	For the Nine Months Ended		
	September 30,		
	2016	2015	\$ Change
Base rent	\$198,188	\$190,648	\$7,540
Straight-line rent	16,402	4,293	12,109
Amortization of above and below market rent intangibles	2,150	2,290	(140)
Tenant recovery income	67,784	62,819	4,965
Other	4,082	1,823	2,259
Revenues related to early lease terminations	901	2,396	(1,495)
Total rental revenues	\$289,507	\$264,269	\$25,238

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, real estate taxes, increased \$3.0 million for the nine months ended September 30, 2016 compared to the same period in 2015, primarily due to the following:

\$1.0 million increase in rental expenses and real estate taxes period over period in our same store portfolio primarily due to an increase in property taxes in our Chicago, Dallas and Northern California markets; and

\$2.0 million increase in rental expenses and real estate taxes related to our non-same store properties primarily due to an increase in property taxes in our Atlanta, Houston, Seattle and Southern California markets.

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

	For the Nine Months		
	Ended September 30,		
	2016	2015	\$ Change
Real estate taxes	\$44,729	\$42,082	\$2,647
Insurance	3,368	3,662	(294)
Common area maintenance	11,826	12,317	(491)
Utilities	3,693	3,394	299
Property management fees	7,416	7,177	239
Other	1,527	906	621

Total rental expenses and real estate taxes \$72,559 \$69,538 \$3,021

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Other Revenue and Other Income

Total other revenue and other income decreased \$1.2 million for the nine months ended September 30, 2016 as compared to the same period in 2015, primarily due to the following:

\$3.4 million decrease primarily related to \$3.7 million of gain recognized on the sale of one property in the unconsolidated IDI/DCT, LLC joint venture during 2015, offset in part by increased earnings from our unconsolidated investments in Stirling Capital Investments and DCT/SPF Industrial Operating LLC joint ventures due to increased occupancy; and

\$2.6 million decrease in development profit, net of taxes related to the completion and sales of 8th & Vineyard C, 8th & Vineyard D and 8th & Vineyard E to third-parties during 2015 with no corresponding activity during 2016; which was partially offset by

\$2.3 million increase in casualty gains primarily related to an insurance settlement from a casualty event at one property in our Dallas market during 2016 with no corresponding activity during 2015;

\$2.0 million increase in gain on dispositions of real estate interests primarily related to gains of \$43.1 million recognized on the disposition of 11 properties in the Chicago, Houston, Louisville and Northern California markets during 2016, compared to gains of \$41.1 million recognized on the disposition of 13 properties in the Atlanta and Memphis markets during 2015; and

\$0.7 million increase in interest and other income (expense) primarily related to proceeds received in 2016 from a settlement related to damages at several properties located in the Houston market.

Other Expenses

Other expenses increased \$6.1 million for the nine months ended September 30, 2016 as compared to the same period in 2015, primarily due to the following:

\$7.2 million increase in interest expense due to the following:

\$4.4 million decrease in capitalized interest primarily related to the cessation of capitalization on 24 developments placed into service and a lower weighted average effective interest rate during 2016 compared to the same period in 2015;

\$2.3 million increase due to increased average outstanding indebtedness of approximately \$101.0 million during 2016, partially offset by lower weighted average effective interest rate during 2016 compared to the same period in 2015; and

\$0.5 million of hedge ineffectiveness recognized during 2016 related to our \$200.0 million 2015 term note hedge.

\$3.4 million increase in depreciation and amortization expense resulting from a \$13.1 million increase related to real estate acquisitions, developments placed in operation and capital additions; partially offset by a \$6.3 million decrease related to real estate dispositions and a \$3.4 million decrease in depreciation and amortization of tenant improvements and intangible lease assets related to same store properties; which was partially offset by

\$3.9 million decrease in general and administrative expenses primarily related to the following:

\$3.4 million decrease resulting from an expense in 2015 related to criminal fraud and the associated legal expenses incurred in relation to the investigation of the incident; and

\$1.4 million decrease in acquisition costs due to lower acquisition activity; which was partially offset by

\$0.4 million increase in personnel cost;

\$0.3 million increase in professional service cost; and

\$0.1 million decrease in capitalized overhead due to fewer development activities in 2016 relative to the same period in 2015.

\$0.4 million decrease in impairment attributable to \$0.4 million recognized on one property held for sale during 2015 with no corresponding activity during 2016; and

\$0.2 million decrease in income tax expense and other taxes.

Segment Summary for the three and nine months ended September 30, 2016 compared to the same periods ended September 30, 2015

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 11 – Segment Information"). Management considers rental revenues and property net operating income 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 September 30,				For the Three Months Ended September 30,			For the Nine Months Ended September 30,	
	Number of buildings	Square feet	Occupancy at period end	Segment assets ⁽¹⁾	Rental revenues ⁽²⁾	Property net operating income ⁽³⁾	Rental revenues ⁽²⁾	Property net operating income ⁽³⁾	
EAST:									
2016	116	21,473	96.0	%	\$1,076,672	\$31,212	\$24,919	\$90,010	\$69,765
2015	117	20,460	91.0	%	\$1,012,626	\$25,887	\$19,632	\$79,184	\$59,202
CHANGE:	(1)	1,013	5.0	%	\$64,046	\$5,325	\$5,287	\$10,826	\$10,563
CENTRAL:									
2016	149	23,524	93.6	%	\$1,096,007	\$32,340	\$23,084	\$95,400	\$66,825
2015	165	26,329	89.9	%	\$1,113,089	\$32,777	\$23,327	\$98,693	\$69,648
CHANGE:	(16)	(2,805)	3.7	%	\$(17,082)	\$(437)	\$(243)	\$(3,293)	\$(2,823)
WEST:									
2016	140	20,659	95.7	%	\$1,438,953	\$36,381	\$28,061	\$104,097	\$80,358
2015	135	18,985	86.9	%	\$1,335,389	\$29,428	\$22,177	\$86,392	\$65,881
CHANGE:	5	1,674	8.8	%	\$103,564	\$6,953	\$5,884	\$17,705	\$14,477

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

(2) Segment rental revenues include revenue from operating properties and development properties.

For the definition of property net operating income, or property NOI, as defined on page 33, and a reconciliation of

(3) our property NOI to our reported "Net income attributable to common stockholders" see "Notes to Consolidated Financial Statements, Note 11 – Segment Information."

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

	As of September 30, 2016	As of December 31, 2015	\$ Change
Segments:			
East assets	\$1,076,672	\$1,034,869	\$41,803
Central assets	1,096,007	1,092,315	3,692
West assets	1,438,953	1,365,471	73,482

Total segment net assets	3,611,632	3,492,655	118,977
Non-segment assets:			
Non-segment cash and cash equivalents	4,287	15,860	(11,573)
Other non-segment assets ⁽¹⁾	108,247	123,840	(15,593)
Total assets	\$3,724,166	\$3,632,355	\$91,811

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

East Segment

East Segment assets increased by approximately \$41.8 million in 2016 due to four development properties placed into operation, including one building that was shell-complete upon acquisition, and the acquisition of one land parcel since December 31, 2015.

• East Segment property NOI increased approximately \$5.3 million for the three months ended September 30, 2016 as compared to the same period in 2015, primarily as a result of:

\$5.3 million increase in NOI, of which \$3.9 million increase in rental revenue is attributed to the timing of property acquisitions and completion of developments, and \$2.1 million increase attributed to higher rental rates and operating expense recoveries due to increased occupancy in our same store portfolio, offset in part by \$0.7 million decrease in rental revenues due to property dispositions.

• East Segment property NOI increased approximately \$10.6 million for the nine months ended September 30, 2016 as compared to the same period in 2015, primarily as a result of:

\$10.8 million increase in NOI, of which \$11.5 million increase in rental revenue is attributed to the timing of property acquisitions and completion of developments, and \$4.3 million increase attributed to higher rental rates and operating expense recoveries due to increased occupancy in our same store portfolio, which was partially offset by \$5.0 million decrease in rental revenues due to property dispositions; which was partially offset by

\$0.2 million decrease in NOI due to increases in operating expense primarily related to increased property taxes and other rental expenses driven by developments placed into operation and property acquisitions.

Central Segment

Central Segment assets increased by approximately \$3.7 million in 2016 due to the acquisition of two properties, two land parcels and six development and redevelopment properties placed into operation; partially offset by the disposition of 10 properties since December 31, 2015.

• Central Segment property NOI decreased approximately \$0.2 million, for the three months ended September 30, 2016 as compared to the same period in 2015 primarily as a result of:

\$0.4 million decrease in NOI, of which \$3.9 million decrease in rental revenue is attributed to property dispositions, partially offset by a \$2.6 million increase attributed to the timing of property acquisitions and completion of developments, and a \$0.9 million increase attributed higher rental rates in our same store portfolio; which was partially offset by

\$0.2 million increase in NOI due to decreases in operating expense primarily related to an increase in real estate tax refunds received during 2016.

• Central Segment property NOI decreased approximately \$2.8 million for the nine months ended September 30, 2016 as compared to the same period in 2015 primarily as a result of:

\$3.3 million decrease in NOI, of which \$10.7 million decrease in rental revenue is attributed to property dispositions and \$1.0 million attributed to a decrease in average occupancy period over period primarily due to three early lease terminations at properties in our same store portfolio, partially offset by a \$8.4 million increase attributed to the timing of property acquisitions and completion of developments; which was partially offset by

\$0.5 million increase in NOI due to decreases in operating expense primarily related to snow removal costs incurred from severe winter storms during 2015 and an increase in real estate tax refunds received during 2016; partially offset by increased bad debt expense and property taxes.

West Segment

West Segment assets increased by approximately \$73.5 million in 2016 due to three development properties placed into operation and one development property that was in lease-up, and the acquisition of two properties and one land parcel; partially offset by the disposition of one property since December 31, 2015.

West Segment property NOI increased approximately \$5.9 million for the three months ended September 30, 2016 as compared to the same period in 2015, primarily as a result of:

\$7.0 million increase in NOI, of which \$5.1 million increase in rental revenue is attributed to the timing of property acquisitions and completion of developments, and \$1.9 million is attributed to increased rental rates and occupancy in our same store portfolio; which was partially offset by

\$1.1 million decrease in NOI due to increases in operating expense primarily due to increased property tax expense driven by the cessation of capitalization on developments placed into operation and property acquisitions.

West Segment property NOI increased approximately \$14.5 million for the nine months ended September 30, 2016 as compared to the same period in 2015, primarily as a result of:

\$17.7 million increase in rental revenues, of which \$12.7 million is attributed to the timing of property acquisitions and completion of developments, and \$5.0 million is attributed to increased rental rates and occupancy at properties in our same store portfolio; which was partially offset by

\$3.2 million decrease in NOI due to increases in operating expense primarily due to increased property tax driven by the cessation of capitalization on developments placed into operation and property acquisitions.

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, and 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 and cash equivalents” were \$7.1 million and \$18.4 million as of September 30, 2016 and December 31, 2015, respectively.

Net cash provided by operating activities increased \$6.7 million to \$158.4 million during the nine months ended September 30, 2016 compared to \$151.7 million during the same period in 2015. This change was primarily due to an increase in property net operating income attributable to acquired properties, development and redevelopment properties placed into operation and operating performance at existing properties.

Net cash used in investing activities decreased \$10.6 million to \$164.5 million during the nine months ended September 30, 2016 compared to \$175.1 million during the same period in 2015 primarily due to the following activities:

• \$100.2 million decrease in cash outflows from acquisitions; and

• \$28.4 million decrease in cash inflows related to the utilization of all 1031 proceeds received from dispositions; partially offset by

• \$67.4 million increase in cash outflows related to capital expenditures and development activities, as reflected in the table below;

\$30.0 million decrease in cash inflows from dispositions;

\$14.2 million increase in cash outflows related to investments in unconsolidated joint ventures due to increased contributions to our Stirling Capital Investments unconsolidated joint venture to fund the development of SCLA Building 13B during 2016; and

\$8.0 million decrease in cash inflows from distributions of investments in unconsolidated joint ventures primarily due to cash inflows of approximately \$8.1 million for our share of gross proceeds, less the payoff of the mortgage note, from the disposition of one property by IDI/DCT, LLC in 2015.

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. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Summary of Significant Transactions and Activities for the Nine Months Ended September 30, 2016 – Development Activities” for further details regarding projected investment of our current development activities as well as cumulative costs incurred as of September 30, 2016. Our total capital expenditures were comprised of the following (in thousands):

	For the Nine Months Ended		
	September 30,		
	2016	2015	\$ Change
Development	\$159,474	\$113,691	\$45,783
Redevelopment	17,740	7,046	10,694
Due diligence	3,908	11,465	(7,557)
Casualty expenditures	1,142	2,077	(935)
Building and land improvements	10,008	10,808	(800)
Tenant improvements and leasing costs	30,569	28,484	2,085
Total capital expenditures and development activities	222,841	173,571	49,270
Change in accruals and other adjustments	7,114	(11,033)	18,147
Total cash paid for capital expenditures and development activities	\$229,955	\$162,538	\$67,417

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 improvements relate to acquired operating properties and are generally incurred within 12 months of the acquisition date.

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

	For the Nine Months		
	Ended September 30,		
	2016	2015	\$ Change
Development activities	\$3,598	\$3,060	\$ 538
Leasing activities	2,481	2,620	(139)
Operating building activities	2,234	2,331	(97)
Total capitalized indirect costs	\$8,313	\$8,011	\$ 302

In addition, we capitalize interest costs incurred associated with development and construction activities. During the nine months ended September 30, 2016 and 2015 total interest capitalized was \$7.6 million and \$12.1 million, respectively.

Net cash provided by (used in) financing activities decreased \$20.8 million to \$5.2 million net cash used in financing activities during the nine months ended September 30, 2016 compared to \$15.6 million net cash provided by financing activities during the same period in 2015 primarily due to the following activities:

- \$219.0 million decrease in proceeds from our senior unsecured revolving credit facility, as net borrowings of \$149.0 million during 2015 exceeded our \$70.0 million of net repayments during 2016; partially offset by

\$116.0 million increase due to the following:

\$250.0 million increase in cash inflows resulting from the issuance of our fixed rate senior unsecured notes in August 2016; and

\$40.0 million repayment of our senior unsecured note in June 2015; which was partially offset by

\$50.0 million decrease due to the repayment of our senior unsecured fixed rate note in April 2016;

\$49.0 million decrease due to the repayment of our senior unsecured fixed rate note in August 2016; and

\$75.0 million decrease due to the paydown of our \$100.0 million term loan in 2016.

\$80.6 million net increase in cash inflows due to 1.9 million shares of common stock issued in 2016 under our continuous equity offering program.

Common Stock

As of September 30, 2016, approximately 90.9 million shares of common stock were issued and outstanding.

On September 10, 2015, we registered a continuous equity offering program, to replace our continuous equity offering program previously registered on May 29, 2013. Pursuant to this offering, we may sell up to five million shares of common stock from time-to-time through September 10, 2018 in "at-the-market" offerings or certain other transactions.

During the nine months ended September 30, 2016, we issued approximately 1.9 million shares of common stock through the continuous equity offering program, at a weighted average price of \$43.14 per share for proceeds of approximately \$80.6 million, net of offering expenses. We used the proceeds for general corporate purposes, including funding developments and redevelopments and repaying debt. As of September 30, 2016, approximately 3.1 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 nine months ended September 30, 2016 and 2015, approximately 0.5 million and 0.2 million OP Units were redeemed for approximately \$1.9 million and \$1.7 million in cash and approximately 0.5 million and 0.1 million shares of DCT common stock, respectively. The OP Unit redemptions exclude LTIP Unit redemptions, see "LTIP Units" in "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 September 30, 2016 and December 31, 2015, approximately 3.7 million and 4.0 million OP Units were issued, outstanding and held by entities other than DCT in each corresponding period, including approximately 0.7 million and 0.6 million vested LTIP Units issued under our Long-Term Incentive Plan as amended, respectively.

As of September 30, 2016 and December 31, 2015, the aggregate redemption value of the then-outstanding OP Units held by entities other than DCT was approximately \$177.5 million and \$150.9 million based on the \$48.55 and \$37.37 per share closing price of DCT's common stock on September 30, 2016 and December 31, 2015, respectively.

Distributions

During the three and nine months ended September 30, 2016, our board of directors declared distributions to stockholders and unitholders totaling approximately \$27.6 million and \$82.3 million, respectively. During the same periods in 2015, our board of directors declared distributions to stockholders and unitholders totaling approximately \$26.1 million and \$78.2 million, respectively. Existing cash balances, cash provided from operations, borrowings under our senior unsecured revolving credit facility, equity offering proceeds and dispositions were used to pay distributions during 2016 and 2015.

The payment of quarterly distributions is determined by our board of directors and may be adjusted at its discretion at any time. During November 2016, our board of directors declared a quarterly cash dividend of \$0.31 per share and unit, payable on January 5, 2017 to stockholders and OP Unitholders of record as of December 23, 2016.

Outstanding Indebtedness

As of September 30, 2016, our outstanding indebtedness of approximately \$1.6 billion consisted of mortgage notes, senior unsecured notes and bank unsecured credit facilities, excluding approximately \$35.3 million representing our proportionate share of non-recourse debt associated with unconsolidated joint ventures. As of December 31, 2015, our outstanding indebtedness of approximately \$1.6 billion consisted of mortgage notes, senior unsecured notes and bank unsecured credit facilities, excluding approximately \$35.7 million representing our proportionate share of non-recourse debt associated with unconsolidated joint ventures.

As of September 30, 2016, the gross book value of our consolidated properties was approximately \$4.3 billion and the gross book value of all properties securing our mortgage debt was approximately \$0.6 billion. As of December 31, 2015, the gross book value of our consolidated properties was approximately \$4.1 billion and the gross book value of all properties securing our mortgage debt was approximately \$0.6 billion. Our debt has various covenants with which we were in compliance as of September 30, 2016 and December 31, 2015.

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 September 30, 2016, we had no balance outstanding and \$396.5 million available under our \$400.0 million senior unsecured revolving credit facility, net of one letter of credit totaling \$3.5 million. As of December 31, 2015, we had \$70.0 million outstanding and \$326.5 million available under our \$400.0 million senior unsecured revolving credit facility, net of one letter of credit totaling \$3.5 million.

The senior unsecured revolving credit facility agreement contains various covenants with which we were in compliance as of September 30, 2016 and December 31, 2015.

Debt Maturities

The following table presents the scheduled maturities of our debt and regularly scheduled principal amortization, excluding unamortized premiums, discounts and deferred loan costs, as of September 30, 2016 (in thousands):

Year	Senior Unsecured Notes	Mortgage Notes	Bank Unsecured Credit Facilities	Total
2016	\$ —	\$ 1,720	\$ —	\$ 1,720
2017	51,000	41,078	25,000	(1) 117,078
2018	81,500	6,747	—	88,247
2019	46,000	51,344	—	97,344
2020	50,000	71,933	125,000	(1) 246,933
Thereafter	782,500	29,107	200,000	(1) 1,011,607
Total	\$ 1,011,000	\$ 201,929	\$ 350,000	\$ 1,562,929

(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 following table presents our contractual obligations as of September 30, 2016, specifically our obligations under long-term debt agreements, operating lease agreements and ground lease agreements (in thousands):

Contractual Obligations ⁽¹⁾	Payments due by Period				
	Total	Less than 1 year	1-3 Years	3-5 Years	Thereafter
Scheduled long-term debt maturities, including interest ⁽²⁾	\$1,936,994	\$186,057	\$304,840	\$436,407	\$1,009,690
Operating lease commitments	6,487	839	2,040	1,854	1,754
Ground lease commitments ⁽³⁾	11,510	565	1,124	1,104	8,717
Total	\$1,954,991	\$187,461	\$308,004	\$439,365	\$1,020,161

From time-to-time in the normal course of our business, we enter into various contracts with third parties that may obligate us to make payments, such as maintenance agreements at our properties. Such contracts, in the aggregate, ⁽¹⁾ do not represent material obligations, are typically short-term and cancellable within 90 days and are not included in the table above. Also, excluded from the total are our estimated construction costs to complete development and redevelopment projects of approximately \$110.0 million.

⁽²⁾ Variable interest rate payments are estimated based on the LIBOR rate at September 30, 2016.

⁽³⁾ Three of our buildings comprising 0.7 million square feet reside on 38 acres of land, which is leased from an airport authority.

Off-Balance Sheet Arrangements

As of September 30, 2016 and 2015, respectively, we had no off-balance sheet arrangements, other than those disclosed under contractual obligations, 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 September 30, 2016, our proportionate share of the total construction loans of our unconsolidated development joint ventures was \$35.3 million, which is scheduled to mature during 2017. 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 September 30, 2016, our proportionate share of non-recourse debt associated with unconsolidated joint ventures is \$35.3 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
2016	\$ —

2017	35,305
2018	—
2019	—
2020	—
Thereafter	—
Total	\$ 35,305

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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 funds from operations (“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, plus real estate-related depreciation and amortization, less gains from dispositions of operating real estate held for investment purposes, plus 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 to derive DCT Industrial’s proportionate share of FFO of unconsolidated joint ventures. We exclude gains and losses on business combinations and include the gains or losses from dispositions of properties which were acquired or developed with the intention to sell or contribute to an investment fund in our definition of FFO. Although the NAREIT definition of FFO predates the guidance for accounting for gains and losses on business combinations, we believe that excluding such gains and losses is consistent with the key objective of FFO as a performance measure. We also present FFO, as adjusted, which excludes hedge ineffectiveness, certain severance costs, acquisition costs, debt modification costs and impairment losses on properties which are not depreciable. We believe that FFO excluding hedge ineffectiveness, certain severance costs, acquisition 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 FFO captures neither the changes in the value of DCT Industrial’s properties that result from use or market conditions, nor 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 may not be comparable to other REITs’ FFO and FFO 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 September 30,		For the Nine Months Ended September 30,	
	2016	2015	2016	2015
Reconciliation of net income attributable to common stockholders and unitholders to FFO:				
Net income attributable to common stockholders	\$ 15,560	\$ 8,457	\$ 73,369	\$ 55,499
Adjustments:				
Real estate related depreciation and amortization	40,273	39,431	120,244	116,876
Equity in earnings of unconsolidated joint ventures, net	(1,164)	(4,493)	(2,983)	(6,336)
Equity in FFO of unconsolidated joint ventures ⁽¹⁾	2,503	2,441	7,321	7,424
Impairment losses on depreciable real estate	—	371	—	371
Gain on dispositions of real estate interests	—	—	(43,052)	(41,086)
Gain on dispositions of non-depreciable real estate	—	—	—	18
Noncontrolling interest in the above adjustments	(1,908)	(1,897)	(4,005)	(4,086)
FFO attributable to unitholders	2,343	2,119	6,786	6,214
FFO attributable to common stockholders and unitholders – basic and diluted	57,607	46,429	157,680	134,894
Adjustments:				
Acquisition costs	468	455	560	1,939
Hedge ineffectiveness (non-cash)	(967)	—	453	—
FFO, as adjusted, attributable to common stockholders and unitholders – basic and diluted	\$ 57,108	\$ 46,884	\$ 158,693	\$ 136,833
FFO per common share and unit – basic	\$ 0.61	\$ 0.50	\$ 1.68	\$ 1.45
FFO per common share and unit – diluted	\$ 0.61	\$ 0.50	\$ 1.67	\$ 1.45
FFO, as adjusted, per common share and unit – basic	\$ 0.60	\$ 0.50	\$ 1.69	\$ 1.47
FFO, as adjusted, per common share and unit – diluted	\$ 0.60	\$ 0.50	\$ 1.68	\$ 1.47
FFO weighted average common shares and units outstanding:				
Common shares for net earnings per share	90,250	88,207	89,464	88,162
Participating securities	582	614	561	604
Units	3,797	4,217	4,023	4,257
FFO weighted average common shares, participating securities and units outstanding – basic	94,629	93,038	94,048	93,023
Dilutive common stock equivalents	473	319	442	310
FFO weighted average common shares, participating securities and units outstanding – diluted	95,102	93,357	94,490	93,333

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

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, foreign currency exchange 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 rates swaps effectively fix the interest rate on the related debt instruments at 4.72%. As of September 30, 2016 and December 31, 2015, we had borrowings payable subject to these pay-fixed, receive-floating interest rate swaps with aggregate principal balances of approximately \$6.7 million and \$6.8 million, respectively.

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 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 3.31%, 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 US 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 spread between USD LIBOR and zero. During the nine months ended September 30, 2016, we recorded a non-cash charge of approximately \$0.5 million of hedge ineffectiveness in earnings attributable to a 0.0% floor mismatch in the hedging relationships (i.e., there is no floor on the variable interest rate of the swap whereas the current variable rate debt from which the hedged forecasted transactions are expected to flow is subject to a 0.0% floor on the USD LIBOR component of the interest rate). As of September 30, 2016 and December 31, 2015, we had borrowings payable subject to this pay-fixed, receive-floating interest rate swap with aggregate principal balances of approximately \$200.0 million. See "Notes to a 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 September 30, 2016, we had approximately \$150.0 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 nine months ended September 30, 2016 would have increased approximately \$0.2 million based on our outstanding floating-rate debt as of September 30, 2016. 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 \$9.7 million during the nine months ended September 30, 2016.

As of September 30, 2016, the estimated fair value of our debt was approximately \$1.7 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 September 30, 2016, 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 September 30, 2016 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 September 30, 2016, 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 September 30, 2016 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

None.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors set forth in Item 1A. to Part I of our Form 10-K, as filed on February 19, 2016, except to the extent factual information disclosed elsewhere in this Form 10-Q relates to such risk factors.

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

None.

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

- +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 September 30, 2016 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 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: November 4, 2016 By: /s/ Philip L. Hawkins
Philip L. Hawkins
President and Chief Executive Officer

Date: November 4, 2016 By: /s/ Matthew T. Murphy
Matthew T. Murphy
Chief Financial Officer and Treasurer

Date: November 4, 2016 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: November 4, 2016 By: /s/ Philip L. Hawkins
Philip L. Hawkins
President and Chief Executive Officer

Date: November 4, 2016 By: /s/ Matthew T. Murphy
Matthew T. Murphy
Chief Financial Officer and Treasurer

Date: November 4, 2016 By: /s/ Mark E. Skomal
Mark E. Skomal
Chief Accounting Officer

EXHIBIT INDEX

a. Exhibits

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+ Filed herewith.

++Furnished herewith.