

Nontraded REIT Industry Review: Second Quarter 2015

Industrial Income Trust, Inc.

Industrial Income Trust was formed in 2009 to make investments in income-producing real estate assets consisting primarily of high-quality distribution warehouses and other industrial property that are leased to creditworthy corporate customers. It is sponsored by Industrial Income Advisors Group LLC and the advisor is IIT Advisor LLC. It commenced its initial public offering on December 18, 2009 and a follow-on offering on April 17, 2012, closing on July 18, 2013, and as of June 30, 2015 it had raised aggregate proceeds of approximately \$2.2 billion, including DRP proceeds.

Merger

On July 28, 2015, the Company entered into an agreement to merge with Global Logistic Properties (“GLP”). Upon completion of the merger, the separate corporate existence of the Company will cease. Stockholders will consider and vote to approve the merger at a special meeting to be held on October 21, 2015. Concurrently with the closing of the merger, IIT plans to transfer 11 properties that are under development or in the lease-up stage to a liquidating entity, with the proceeds to be distributed pro rata to current stockholders.

Each share of common stock issued and outstanding immediately prior to the merger will be converted into and canceled in exchange for the right to receive cash of \$10.30 per share. On the merger closing date, but before the closing of the merger, the REIT expects to make a distribution to stockholders of net proceeds from a loan to be secured by excluded properties and other available cash of the liquidating company, which it currently expects to result in an estimated \$0.26 per share. In addition, it expects to distribute prior to the closing units of beneficial interest in the liquidating trust, which it expects to assign a value for tax purposes of approximately \$0.56 per unit, although the ultimate value of such interest will depend on the net proceeds realized from future sales of the excluded properties. If the liquidating trust is unable to make the expected cash distribution of \$0.26 per share on the merger closing date, it would expect to assign a value for tax purposes to each unit in the liquidating trust of approximately \$0.82 per unit, which would still result in a total value that may be received by stockholders of \$11.12 per share, inclusive of the merger consideration.

Pre-Merger Portfolio

As of June 30, 2015, the REIT’s consolidated real estate portfolio consists of 285 industrial buildings totaling approximately 58.4 million square feet located in 19 markets throughout the United States. In addition, as of June 30, 2015, it had six buildings under construction totaling approximately 0.8 million square feet and one building in pre-construction phase totaling an additional 0.2 million square feet.

Key Highlights

- Fundraising time – 43 months
- Closed period – 27 months* (assuming the merger occurs October 21, 2015)
- Total – 5 Years, 10 months* (assuming the merger occurs October 21, 2015)
- As of June 30, 2015, there were 212,718,000 shares of common stock outstanding and the REIT had total assets of \$3.65 billion.

About Sponsor

Dividend Capital, from inception in 1990, through June, 2015, has developed and acquired real estate assets totaling more than \$14.1 billion in a diverse range of types, including residential, retail, office, industrial and land.

Other nontraded REIT programs sponsored by Dividend Capital:

- Dividend Capital Diversified Property Fund (2006)
- Industrial Property Trust (2013)

Past Nontraded REIT Programs with Full-Cycle Events:

- DCT Industrial Trust, Inc. Listed on the NYSE in December, 2006.