

CIVF I - GA1W24, LLC
Form S-4/A
April 10, 2014

As filed with the Securities and Exchange Commission on April 10, 2014

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 1 to

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

DCT INDUSTRIAL OPERATING PARTNERSHIP LP

(Exact Name of Registrant as specified in its charter)

See Table of Registrant Guarantors for information regarding additional Registrants

Delaware
(State or other jurisdiction of
incorporation or organization)

6798
(Primary Standard Industrial
Classification Code Number)

82-0538522
(I.R.S. Employer
Identification Number)

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518 17th Street, Suite 800

Denver, Colorado 80202

(303) 597-2400

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Philip L. Hawkins

Chief Executive Officer

518 17th Street, Suite 800

Denver, Colorado 80202

(303) 597-2400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Ettore A. Santucci, Esq.

Daniel P. Adams, Esq.

Goodwin Procter LLP

Exchange Place

Boston, Massachusetts 02109

Approximate date of commencement of proposed exchange offer: As soon as practicable after this Registration Statement is declared effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement number for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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

Registrants and Co-Registrants (other than DCT Industrial Trust Inc.):

| | | | |
|---------------------------|------------------------|---|-----------------------------|
| Large accelerated filer " | Accelerated filer " | Non-accelerated filer x | Smaller reporting company " |
| | | (Do not check if smaller reporting company) | |

DCT Industrial Trust Inc. (a Co-Registrant):

| | | | |
|---------------------------|------------------------|---|-----------------------------|
| Large accelerated filer x | Accelerated filer " | Non-accelerated filer " | Smaller reporting company " |
| | | (Do not check if smaller reporting company) | |

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per unit(1) | Proposed maximum aggregate offering price | Amount of registration fee⁽⁴⁾ |
|---|--------------------------------|--|--|---|
| 4.500% Senior Notes due 2023(2) | \$275,000,000 | 100% | \$275,000,000 | \$35,420 |

| | | | | |
|--|-----|-----|-----|-----|
| Guarantees of 4.500% Senior Notes due 2023 | (3) | (3) | (3) | (3) |
|--|-----|-----|-----|-----|

- (1) Estimated solely for purposes of determining the registration fee pursuant to Section 457(f)(2) under the Securities Act of 1933, as amended (the Securities Act).
- (2) The 4.500% Senior Notes due 2023 will be the obligations of DCT Industrial Operating Partnership LP.
- (3) Each of the Co-Registrants listed on the Table of Co-Registrants on the following page will guarantee on a full and unconditional basis the obligations of DCT Industrial Operating Partnership LP under the 4.500% Senior Notes due 2023. Pursuant to Rule 457(n) under the Securities Act, no additional registration fee is payable with respect to the note guarantees.
- (4) These fees were previously paid with the original filing of this registration statement.

The Registrants hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the SEC, acting pursuant to said Section 8(a), may determine.

TABLE OF ADDITIONAL REGISTRANT GUARANTORS

| Exact Name of Registrant Guarantor as Specified in its Charter⁽¹⁾ | State or Other Jurisdiction of Incorporation or Organization | Primary Standard Industry Classification Code Number | I.R.S. Employer Identification Number |
|---|---|---|--|
| DCT Industrial Trust Inc. | Maryland | 6798 | 82-0538520 |
| DCT MISSION STREET, LLC | Delaware | 6798 | 26-3227968 |
| DCT AZ 2004 RN PORTFOLIO L LLC | Delaware | 6798 | 20-1644748 |
| DCT AZ 2004 RN PORTFOLIO U LLC | Delaware | 6798 | 20-1644668 |
| DCT GA 2004 RN PORTFOLIO L LLC | Delaware | 6798 | 20-1650153 |
| DCT GA 2004 RN PORTFOLIO U LLC | Delaware | 6798 | 20-1650220 |
| DCT 30TH TERRACE LLC | Delaware | 6798 | 27-4286977 |
| DCT 101 RRNJ LLC | Delaware | 6798 | 27-4633259 |
| DCT 1045 Greens Parkway LLC | Delaware | 6798 | 45-3812365 |
| DCT 11180 RANCH LLC | Delaware | 6798 | 26-3810815 |
| DCT 11400 NW LLC | Delaware | 6798 | 45-5530225 |
| DCT 1201 PERRY LLC | Delaware | 6798 | 26-1114666 |
| DCT 5800 Coliseum LLC | Delaware | 6798 | 46-1425501 |
| DCT 700 Milwaukee LLC | Delaware | 6798 | 46-0833670 |
| DCT 230 JOHNSON ROAD LLC | Delaware | 6798 | 46-2380898 |
| DCT 309 JOHNSON ROAD LLC | Delaware | 6798 | 46-2374500 |
| DCT 4800 Central LLC | Delaware | 6798 | 46-2615632 |
| DCT AIR CENTER LLC | Delaware | 6798 | 27-3835403 |
| DCT AIRPORT DRIVE LLC | Delaware | 6798 | 27-4286921 |
| DCT Airtex LLC | Delaware | 6798 | 45-3931595 |
| DCT Airtex II LLC | Delaware | 6798 | 46-2460413 |
| DCT Alpine Way LLC | Delaware | 6798 | 46-2959146 |
| DCT Antoine Beltway LLC | Delaware | 6798 | 45-2936049 |
| DCT Arthur Avenue LLC | Delaware | 6798 | 45-4060321 |
| DCT BLACKHAWK CENTER LLC | Delaware | 6798 | 20-2727819 |
| DCT BECKLEY LLC | Delaware | 6798 | 27-3360504 |
| DCT BOBALI DRIVE LLC | Delaware | 6798 | 20-5714120 |
| DCT Boldt Park LLC | Delaware | 6798 | 45-4771151 |
| DCT BOLLMAN MD LLC | Delaware | 6798 | 20-5000149 |
| DCT BYRON ROAD LLC | Delaware | 6798 | 45-1602154 |
| DCT Center Avenue LLC | Delaware | 6798 | 45-4696538 |
| DCT CHINO LLC | Delaware | 6798 | 27-4630933 |
| DCT Claymoore LLC | Delaware | 6798 | 45-5202218 |
| DCT CREEK ROAD OH LLC | Delaware | 6798 | 20-4998580 |
| DCT CREEKSIDE I LLC | Delaware | 6798 | 20-4885013 |
| DCT CREEKSIDE II LLC | Delaware | 6798 | 20-4885056 |
| DCT CREEKSIDE IV LLC | Delaware | 6798 | 20-4885377 |
| DCT Della Court LLC | Delaware | 6798 | 46-1512637 |
| DCT DIRECTORS ROW LLC | Delaware | 6798 | 27-5138757 |
| DCT Dulles Phase I LLC | Delaware | 6798 | 45-2972168 |
| DCT Dulles Phase II LLC | Delaware | 6798 | 46-1554989 |
| DCT ECKHOFF STREET LLC | Delaware | 6798 | 27-4134309 |

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| | | | |
|------------------------|----------|------|------------|
| DCT FONTANA LLC | Delaware | 6798 | 20-5069220 |
| DCT FRANKLIN ROAD LLC | Delaware | 6798 | 20-4345063 |
| DCT FREEPORT DRIVE LLC | Delaware | 6798 | 80-0726749 |
| DCT Greenleaf LLC | Delaware | 6798 | 45-4413308 |
| DCT GUION ROAD LLC | Delaware | 6798 | 20-3881169 |
| DCT HANOVER LLC | Delaware | 6798 | 20-4025619 |
| DCT HARLAN ROAD LLC | Delaware | 6798 | 20-4694215 |

| Exact Name of Registrant Guarantor as Specified in its Charter⁽¹⁾ | State or Other Jurisdiction of Incorporation or Organization | Primary Standard Industry Classification Code Number | I.R.S. Employer Identification Number |
|---|---|---|--|
| DCT HIGH STREET LLC | Delaware | 6798 | 20-3636210 |
| DCT IL S GARY LLC | Delaware | 6798 | 20-1737761 |
| DCT INDEPENDENCE LLC | Delaware | 6798 | 20-8068290 |
| DCT JAMIKE KY LLC | Delaware | 6798 | 20-4998728 |
| DCT KENNEDY LLC | Delaware | 6798 | 27-2140383 |
| DCT La Reunion LLC | Delaware | 6798 | 46-2426806 |
| DCT LOMBARD ROAD LLC | Delaware | 6798 | 45-1454473 |
| DCT Louisville Logistics LLC | Delaware | 6798 | 26-0757964 |
| DCT LUNT AVENUE LLC | Delaware | 6798 | 20-4353218 |
| DCT MALLARD LLC | Delaware | 6798 | 46-5232793 |
| DCT MARKET STREET LLC | Delaware | 6798 | 20-4863350 |
| DCT NEWPOINT LLC | Delaware | 6798 | 75-3152727 |
| DCT NORTHMONT LLC | Delaware | 6798 | 11-3733161 |
| DCT NORTH 45TH AVENUE, LLC | Delaware | 6798 | 45-2440640 |
| DCT Northwest Crossroads LLC | Delaware | 6798 | 46-2904146 |
| DCT NORTHWEST OH LLC | Delaware | 6798 | 75-3152724 |
| DCT OAKLEY LLC | Delaware | 6798 | 26-4082006 |
| DCT Okanella LLC | Delaware | 6798 | 45-3262484 |
| DCT Ota Farms LLC | Delaware | 6798 | 46-1031843 |
| DCT PAINTER LLC | Delaware | 6798 | 46-2282985 |
| DCT PAN AMERICAN LLC | Delaware | 6798 | 45-2734177 |
| DCT PARK WEST LLC | Delaware | 6798 | 20-0456451 |
| DCT PARK WEST II, LLC | Delaware | 6798 | 52-2444439 |
| DCT Pecos LLC | Delaware | 6798 | 45-2843463 |
| DCT PEORIA STREET LLC | Delaware | 6798 | 27-4134371 |
| DCT PERRY ROAD LLC | Delaware | 6798 | 20-4581146 |
| DCT Phoenix LLC | Delaware | 6798 | 45-4077776 |
| DCT Pleasantdale Road LLC | Delaware | 6798 | 45-2683299 |
| DCT PLAINFIELD LLC | Delaware | 6798 | 46-5241162 |
| DCT PORT UNION LLC | Delaware | 6798 | 26-1347519 |
| DCT Presidents Drive LLC | Delaware | 6798 | 45-3116419 |
| DCT PSA Pomona LLC | Delaware | 6798 | 45-4241028 |
| DCT REGENTVIEW AVENUE LLC | Delaware | 6798 | 27-4134497 |
| DCT Renaissance Rialto LLC | Delaware | 6798 | 46-1298886 |
| DCT Renton LLC | Delaware | 6798 | 45-3558529 |
| DCT RICKENBACKER V LLC | Delaware | 6798 | 20-4890291 |
| DCT River West LLC | Delaware | 6798 | 46-1094634 |
| DCT RIVERPORT LLC | Delaware | 6798 | 75-3152731 |
| DCT ROCKAWAY LLC | Delaware | 6798 | 20-3283599 |
| DCT Roosevelt LLC | Delaware | 6798 | 20-4275224 |
| DCT SAMPSON LLC | Delaware | 6798 | 46-2294421 |
| DCT SKYHARBOR LLC | Delaware | 6798 | 20-1812734 |
| DCT Slover II LLC | Delaware | 6798 | 46-0874595 |
| DCT SLOVERLAND LLC | Delaware | 6798 | 45-2737173 |
| DCT SOUTHCREEK-EAGLES LANDING, LLC | Delaware | 6798 | 42-1631519 |
| DCT SOUTHPARK FLEX A LLC | Delaware | 6798 | 20-4890338 |

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|--------------------------|----------|------|------------|
| DCT SOUTHPARK FLEX F LLC | Delaware | 6798 | 20-4890412 |
| DCT SOUTHPARK XII LLC | Delaware | 6798 | 20-4890928 |
| DCT STONEFIELD LLC | Delaware | 6798 | 26-2397351 |
| DCT SUMNER LLC | Delaware | 6798 | 27-4036071 |
| DCT Sumner II LLC | Delaware | 6798 | 46-1154804 |

| Exact Name of Registrant Guarantor as Specified in its Charter⁽¹⁾ | State or Other Jurisdiction of Incorporation or Organization | Primary Standard Industry Classification Code Number | I.R.S. Employer Identification Number |
|---|---|---|--|
| DCT SUMMIT RIDGE GA LLC | Delaware | 6798 | 20-5000203 |
| DCT SYCAMORE CANYON LLC | Delaware | 6798 | 20-4618346 |
| DCT Valley Distribution Center LLC | Delaware | 6798 | 46-1607883 |
| DCT WHITE BIRCH LLC | Delaware | 6798 | 45-5539022 |
| DCT White Oak Circle LLC | Delaware | 6798 | 46-1429578 |
| DCT WHITESTOWN LLC | Delaware | 6798 | 26-1330982 |
| DCT WOLF ROAD LLC | Delaware | 6798 | 27-3941109 |
| DCT ZANE TRACE LLC | Delaware | 6798 | 20-4263106 |
| CIVF I CA1M04, LLC, | Delaware | 6798 | 20-0561640 |
| CIVF I CA1M01 & CA1W01, LLC | Delaware | 6798 | 77-0602409 |
| CIVF I CA1M05, LLC | Delaware | 6798 | 20-1095196 |
| CIVF I GA1M04 & GA1M05, LLC | Delaware | 6798 | 45-4126330 |
| CIVF I GA1M01, LLC | Delaware | 6798 | 06-1705717 |
| CIVF I GA1W01, LLC | Delaware | 6798 | 06-1706345 |
| CIVF I GA1W02-GA1W07, LLC | Delaware | 6798 | 45-0522373 |
| CIVF I GA1W13, GA1W12, & GA1W11, LLC | Delaware | 6798 | 45-4129028 |
| CIVF I GA1W24, LLC | Delaware | 6798 | 45-4129224 |
| CIVF I GA1W14, LLC | Delaware | 6798 | 20-1782076 |
| CIVF I IL1B01 & IL1M01, LLC | Delaware | 6798 | 45-4129512 |
| CIVF I IL1W02, LLC | Delaware | 6798 | 45-4147892 |
| CIVF I-KY1M01-KY1M06 & KY1W01, LLC | Delaware | 6798 | 43-2036843 |
| CIVF I NJ1B02, LLC | Delaware | 6798 | 45-4148967 |
| CIVF I NJ1W01, LLC | Delaware | 6798 | 45-4149082 |
| CIVF I OH1B01, LLC | Delaware | 6798 | 45-4282913 |
| CIVF I OH1B02, LLC | Delaware | 6798 | 20-2434943 |
| CIVF I OH2B01 & OH2M01, LLC | Delaware | 6798 | 77-0607131 |
| CIVF I TX1M01, L.P. | Delaware | 6798 | 45-4150100 |
| CIVF I TX1W02, L.P. | Delaware | 6798 | 45-4150817 |
| CIVF I WA1M05 & M06, LLC | Delaware | 6798 | 45-4151412 |
| CIVF I WA1M07, LLC | Delaware | 6798 | 20-5398511 |
| DCT CA 2004 RN PORTFOLIO L LP | Delaware | 6798 | 20-1650094 |
| DCT EASTPARK II LP | Delaware | 6798 | 20-2295196 |
| DCT TX 2004 RN PORTFOLIO L LP | Delaware | 6798 | 20-1653551 |
| DCT AMERICAN WAY LP | Delaware | 6798 | 26-0621397 |
| DCT BELTWAY 8 II LP | Delaware | 6798 | 20-2993383 |
| DCT BOGGY CREEK FL LP | Delaware | 6798 | 20-4996556 |
| DCT BONDESEN NORTH LP | Delaware | 6798 | 26-0188586 |
| DCT BONDESEN BELTWAY 8 RITTIMAN LP | Delaware | 6798 | 37-1490540 |
| DCT CENTRAL GREEN LP | Delaware | 6798 | 20-3340749 |
| DCT CHERRY STREET CA LP | Delaware | 6798 | 20-4996683 |
| DCT CHICKASAW H LP | Delaware | 6798 | 20-0072562 |
| DCT CHICKASAW A LP | Delaware | 6798 | 42-1594365 |
| DCT FAIRBANKS LP | Delaware | 6798 | 20-4262951 |
| DCT FITE COURT LP | Delaware | 6798 | 20-8098039 |
| DCT FOOTHILL LP | Delaware | 6798 | 20-1864698 |
| DCT GRAND RIVER LP | Delaware | 6798 | 11-3733167 |

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| DCT MIAMI SERVICE LP | Delaware | 6798 | 20-2421514 |
| DCT NW PLACE TX LP | Delaware | 6798 | 26-0188675 |
| DCT RANCHO I LP | Delaware | 6798 | 20-0312615 |
| DCT ROCKDALE LP | Delaware | 6798 | 20-4028848 |
| DCT VALLEY DRIVE CA LP | Delaware | 6798 | 20-4996775 |

| Exact Name of Registrant Guarantor as Specified in its Charter⁽¹⁾ | State or Other Jurisdiction of Incorporation or Organization | Primary Standard Industry Classification Code Number | I.R.S. Employer Identification Number |
|---|---|---|--|
| DCT WEST BY NORTHWEST LP | Delaware | 6798 | 46-5258294 |
| DCT EASTGATE LP | Delaware | 6798 | 20-0829171 |
| DCT 1615 DIPLOMAT LP | Delaware | 6798 | 20-2619189 |
| VETERANS CORPORATE CENTER LLC | Delaware | 6798 | 20-3636331 |
| LOGISTICS WAY DCT/LWI LLC | Delaware | 6798 | 20-5280988 |
| SOUTHCREEK IV ATLANTA LLC | Delaware | 6798 | 20-2847342 |
| DCT HOLMESCREST LANE LP | Delaware | 6798 | 45-4175416 |
| ADC NORTH-DCT/SIP, LLC | Delaware | 6798 | 26-2712773 |
| DCT DFW LP | Delaware | 6798 | 20-0456580 |
| DCT PINNACLE LP | Delaware | 6798 | 45-3354382 |
| DCT GSW GATEWAY 3 LP | Delaware | 6798 | 20-4004255 |
| CIVF I TX1B01 & B02, M02-M05, W04, W07-W10, L.P. | Delaware | 6798 | 45-4149869 |
| DCT Orlando ADC LP | Delaware | 6798 | 20-5782721 |
| Run Deep, L.L.C. | Maryland | 6798 | 45-4182266 |
| Delta-Greenwood, LLC | Delaware | 6798 | 45-4218040 |
| Delta-Junction Drive, LLC | Delaware | 6798 | 45-4217961 |
| Riverside Investors, L.L.C. | Delaware | 6798 | 45-4175626 |
| Western Avenue Associates, L.L.C. | Maryland | 6798 | 45-4183276 |
| ROUTE ONE HUNDRED LIMITED PARTNERSHIP | Maryland | 6798 | 45-4175677 |
| DCT Greens Crossing LP | Delaware | 6798 | 20-2768501 |
| DCT Mid South Logistics V LP | Delaware | 6798 | 52-2444433 |
| DCT Fredericksburg LLC | Delaware | 6798 | 20-2993058 |
| FR Franklin, LLC | Delaware | 6798 | 20-0253755 |
| DCT McCook Industrial LLC | Delaware | 6798 | 20-3612468 |
| DCT Snowdrift PA LLC | Delaware | 6798 | 20-2280468 |
| DCT Northlake LP | Delaware | 6798 | 46-1668912 |
| DCT Marine Drive SC LLC | Delaware | 6798 | 20-4998673 |
| DCT Silver Springs LLC | Delaware | 6798 | 20-4735402 |
| DCT Southfield LLC | Delaware | 6798 | 20-5632641 |
| TRT-DCT Commerce Circle LLC | Delaware | 6798 | 20-8862908 |
| TRT-DCT Pencader LLC | Delaware | 6798 | 45-4306102 |
| TRT-DCT Veterans Corporate Center LLC | Delaware | 6798 | 20-8862974 |
| DCT Bethlehem Crossing LLC | Delaware | 6798 | 46-3011918 |
| DCT LAKE PARK DRIVE LLC | Delaware | 6798 | 20-4822873 |
| DCT TANNER BELTWAY 8 LLC | Delaware | 6798 | 46-1521329 |
| DCT 12250 4 th Street LLC | Delaware | 6798 | 46-3731534 |
| DCT 16218 ARTHUR LLC | Delaware | 6798 | 46-4156526 |
| DCT 200-220 CORPORATE DRIVE LLC | Delaware | 6798 | 46-3760403 |
| DCT 300-330 CORPORATE DRIVE LLC | Delaware | 6798 | 46-3772585 |
| DCT 305-325 CORPORATE DRIVE LLC | Delaware | 6798 | 46-3786248 |
| DCT 350-370 RIVER RIDGE ROAD LLC | Delaware | 6798 | 46-3794223 |
| DCT 4200 DIPLOMACY LLC | Delaware | 6798 | 46-4299949 |
| DCT AEROPARK LLC | Delaware | 6798 | 46-3512486 |
| DCT BATTLE DRIVE LLC | Delaware | 6798 | 46-3706654 |

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| DCT EISENHOWER LLC | Delaware | 6798 | 46-4320839 |
| DCT NW 159 MIAMI GARDENS LLC | Delaware | 6798 | 46-3851842 |
| DCT MORSE AVENUE LLC | Delaware | 6798 | 46-3697139 |
| DCT SEAVIEW LLC | Delaware | 6798 | 46-4308651 |
| DCT EASTPARK I LP | Delaware | 6798 | 20-2295294 |

| Exact Name of Registrant Guarantor as Specified in its Charter⁽¹⁾ | State or Other Jurisdiction of Incorporation or Organization | Primary Standard Industry Classification Code Number | I.R.S. Employer Identification Number |
|---|---|---|--|
| DCT SHELBY 5 LP | Delaware | 6798 | 68-0601664 |
| DCT 195 CORPORATE DRIVE LLC | Delaware | 6798 | 46-3740348 |
| DCT 1575-1595 HIGH POINT DRIVE LLC | Delaware | 6798 | 46-3751560 |
| DCT Auburn 44 LLC | Delaware | 6798 | 46-2506942 |
| DCT East Park 5 LLC | Delaware | 6798 | 46-3094131 |
| DCT Jurupa Ranch LLC | Delaware | 6798 | 46-3328631 |
| DCT South Hardy LLC | Delaware | 6798 | 46-3370183 |
| DCT South Roosevelt LLC | Delaware | 6798 | 46-3391670 |
| DCT Statesman LLC | Delaware | 6798 | 46-3366546 |
| DCT West Alameda LLC | Delaware | 6798 | 46-3379905 |
| DCT Industrial TRS Inc. | Delaware | 6798 | 20-0404394 |

(1) The address and phone number of each Registrant Guarantor is as follows:
c/o DCT Industrial Trust Inc.

518 17th Street, Suite 800

Denver, Colorado 80202

(303) 597-2400

EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on Form S-4 is being filed for the sole purpose of filing additional exhibits to the registration statement. No other changes have been made to the registration statement. Accordingly, this amendment consists only of the facing page, this explanatory note and Part II of the registration statement.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 20. Indemnification of Directors and Officers.

Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (i) actual receipt of an improper benefit or profit in money, property or services or (ii) active and deliberate dishonesty established by a final judgment and which is material to the cause of action. Our charter contains such a provision that eliminates directors and officers liability to the maximum extent permitted by Maryland law.

Our charter also authorizes our company, to the maximum extent permitted by Maryland law, to obligate our company to indemnify and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to any present or former director or officer or any individual who, while a director or officer of our company and at the request of our company, serves or has served as a director, officer, partner or trustee of another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise, from and against any claim or liability to which such person may become subject or which such person may incur by reason of his or her service in any such capacity.

Our bylaws obligate us, to the maximum extent permitted by Maryland law, to indemnify any present or former director or officer or any individual who, while a director or officer of our company and at the request of our company, serves or has served, as a director, officer, partner or trustee of another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan or other enterprise, and who is made, or threatened to be made, a party to the proceeding by reason of his or her service in any such capacity, and to pay or reimburse his or her reasonable expenses in advance of final disposition of a proceeding. Our charter and our bylaws also permit our company to indemnify and advance expenses to any individual who served a predecessor of our company in any of the capacities described above and any employee or agent of our company or a predecessor of our company.

Maryland law requires a corporation (unless its charter provides otherwise, which our charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made a party by reason of his or her service in that capacity. Maryland law permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they may be made, or are threatened to be made, a party by reason of their service in those or other capacities unless it is established that (i) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (1) was committed in bad faith or (2) was the result of active and deliberate dishonesty, (ii) the director or officer actually received an improper personal benefit in money, property or services or (iii) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful.

A court may order indemnification if it determines that the director or officer is fairly and reasonably entitled to indemnification, even though the director or officer did not meet the prescribed standard of conduct or was adjudged liable on the basis that personal benefit was improperly received. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that a personal benefit was improperly received, unless in either case a court orders indemnification, and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (i) a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (ii) a written undertaking by him or her or on his or her behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

We entered into indemnification agreements with each of our executive officers and directors providing for indemnification and advancement of expenses to the fullest extent permitted by applicable law. We also maintain liability insurance for our officers and directors.

II-1

ITEM 21. Exhibits and Financial Statement Schedules**EXHIBIT INDEX**

| Exhibit Number | Description |
|-------------------|---|
| 2.1 | Contribution Agreement by and among Dividend Capital Trust Inc., Dividend Capital Operating Partnership LP and Dividend Capital Advisors Group LLC, dated as of July 21, 2006 (incorporated by reference to Exhibit 2.1 to Form 8-K filed on July 27, 2006) |
| 3.1 | DCT Industrial Trust Inc. Third Articles of Amendment and Restatement (incorporated by reference to Exhibit 3.1 to Form 8-K filed on December 19, 2006) |
| 3.2 | DCT Industrial Trust Inc. Articles of Amendment (incorporated by reference to Exhibit 3.1 to Form 8-K filed on November 5, 2012) |
| 3.3 | DCT Industrial Trust Inc. Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to Form 8-K filed on December 19, 2006) |
| 3.4 | First Amendment to DCT Industrial Trust Inc. Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to Form 8-K filed on February 9, 2011) |
| 3.5 | Second Amendment to DCT Industrial Trust Inc. Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to Form 8-K filed on October 27, 2011) |
| 3.6 | Third Amendment to Bylaws (incorporated by reference to Exhibit 3.1 to Form 8-K filed on May 1, 2013) |
| *3.7 | Certificate of Formation of DCT MISSION STREET, LLC |
| *3.8 | Certificate of Formation of DCT AZ 2004 RN PORTFOLIO L LLC |
| *3.9 | Certificate of Formation of DCT AZ 2004 RN PORTFOLIO U LLC |
| *3.10 | Certificate of Formation of DCT GA 2004 RN PORTFOLIO L LLC |
| *3.11 | Certificate of Formation of DCT GA 2004 RN PORTFOLIO U LLC |
| *3.12 | Certificate of Formation of DCT 30TH TERRACE LLC |
| *3.13 | Certificate of Formation of DCT 101 RRNJ LLC |
| *3.14 | Certificate of Formation of DCT 1045 Greens Parkway LLC |
| *3.15 | Certificate of Formation of DCT 11180 RANCH LLC |
| *3.16 | Certificate of Formation of DCT 11400 NW LLC |
| *3.17 | Certificate of Formation of DCT 1201 PERRY LLC |
| *3.18 | Certificate of Formation of DCT 5800 Coliseum LLC |
| *3.19 | Certificate of Formation of DCT 700 Milwaukee LLC |
| *3.20 | Certificate of Formation of DCT 230 JOHNSON ROAD LLC |
| *3.21 | Certificate of Formation of DCT 309 JOHNSON ROAD LLC |
| *3.22 | Certificate of Formation of DCT 4800 Central LLC |

- *3.23 Certificate of Formation of DCT AIR CENTER LLC
- *3.24 Certificate of Formation of DCT AIRPORT DRIVE LLC

| Exhibit Number | Description |
|----------------|--|
| *3.25 | Certificate of Formation of DCT Airtex LLC |
| *3.26 | Certificate of Formation of DCT Airtex II LLC |
| *3.27 | Certificate of Formation of DCT Alpine Way LLC |
| *3.28 | Certificate of Formation of DCT Antoine Beltway LLC |
| *3.29 | Certificate of Formation of DCT Arthur Avenue LLC |
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| *3.31 | Certificate of Formation of DCT BECKLEY LLC |
| *3.32 | Certificate of Formation of DCT BOBALI DRIVE LLC |
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| *3.37 | Certificate of Formation of DCT CHINO LLC |
| *3.38 | Certificate of Formation of DCT Claymoore LLC |
| *3.39 | Certificate of Formation of DCT CREEK ROAD OH LLC |
| *3.40 | Certificate of Formation of DCT CREEKSIDE I LLC |
| *3.41 | Certificate of Formation of DCT CREEKSIDE II LLC |
| *3.42 | Certificate of Formation of DCT CREEKSIDE IV LLC |
| *3.43 | Certificate of Formation of DCT Della Court LLC |
| *3.44 | Certificate of Formation of DCT DIRECTORS ROW LLC |
| *3.45 | Certificate of Formation of DCT Dulles Phase I LLC |
| *3.46 | Certificate of Formation of DCT Dulles Phase II LLC |
| *3.47 | Certificate of Formation of DCT ECKHOFF STREET LLC |
| *3.48 | Certificate of Formation of DCT FONTANA LLC |
| *3.49 | Certificate of Formation of DCT FRANKLIN ROAD LLC |
| *3.50 | Certificate of Formation of DCT FREEPORT DRIVE LLC |
| *3.51 | Certificate of Formation of DCT Greenleaf LLC |
| *3.52 | Certificate of Formation of DCT GUION ROAD LLC |
| *3.53 | Certificate of Formation of DCT HANOVER LLC |
| *3.54 | Certificate of Formation of DCT HARLAN ROAD LLC |
| *3.55 | Certificate of Formation of DCT HIGH STREET LLC |
| *3.56 | Certificate of Formation of DCT IL S GARY LLC |

- *3.57 Certificate of Formation of DCT INDEPENDENCE LLC
- *3.58 Certificate of Formation of DCT JAMIKE KY LLC

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| *3.59 | Certificate of Formation of DCT KENNEDY LLC |
| *3.60 | Certificate of Formation of DCT La Reunion LLC |
| *3.61 | Certificate of Formation of DCT LOMBARD ROAD LLC |
| *3.62 | Certificate of Formation of DCT Louisville Logistics LLC |
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| *3.64 | Certificate of Formation of DCT MALLARD LLC |
| *3.65 | Certificate of Formation of DCT MARKET STREET LLC |
| *3.66 | Certificate of Formation of DCT NEWPOINT LLC |
| *3.67 | Certificate of Formation of DCT NORTHMONT LLC |
| *3.68 | Certificate of Formation of DCT NORTH 45TH AVENUE, LLC |
| *3.69 | Certificate of Formation of DCT Northwest Crossroads LLC |
| *3.70 | Certificate of Formation of DCT NORTHWEST OH LLC |
| *3.71 | Certificate of Formation of DCT OAKLEY LLC |
| *3.72 | Certificate of Formation of DCT Okanella LLC |
| *3.73 | Certificate of Formation of DCT Ota Farms LLC |
| *3.74 | Certificate of Formation of DCT PAINTER LLC |
| *3.75 | Certificate of Formation of DCT PAN AMERICAN LLC |
| *3.76 | Certificate of Formation of DCT PARK WEST LLC |
| *3.77 | Certificate of Formation of DCT PARK WEST II, LLC |
| *3.78 | Certificate of Formation of DCT Pecos LLC |
| *3.79 | Certificate of Formation of DCT PEORIA STREET LLC |
| *3.80 | Certificate of Formation of DCT PERRY ROAD LLC |
| *3.81 | Certificate of Formation of DCT Phoenix LLC |
| *3.82 | Certificate of Formation of DCT Pleasantdale Road LLC |
| *3.83 | Certificate of Formation of DCT PLAINFIELD LLC |
| *3.84 | Certificate of Formation of DCT PORT UNION LLC |
| *3.85 | Certificate of Formation of DCT Presidents Drive LLC |
| *3.86 | Certificate of Formation of DCT PSA Pomona LLC |
| *3.87 | Certificate of Formation of DCT REGENTVIEW AVENUE LLC |
| *3.88 | Certificate of Formation of DCT Renaissance Rialto LLC |
| *3.89 | Certificate of Formation of DCT Renton LLC |
| *3.90 | Certificate of Formation of DCT RICKENBACKER V LLC |

- *3.91 Certificate of Formation of DCT River West LLC
- *3.92 Certificate of Formation of DCT RIVERPORT LLC

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| Exhibit Number | Description |
|----------------|--|
| *3.93 | Certificate of Formation of DCT ROCKAWAY LLC |
| *3.94 | Certificate of Formation of DCT Roosevelt LLC |
| *3.95 | Certificate of Formation of DCT SAMPSON LLC |
| *3.96 | Certificate of Formation of DCT SKYHARBOR LLC |
| *3.97 | Certificate of Formation of DCT Slover II LLC |
| *3.98 | Certificate of Formation of DCT SLOVERLAND LLC |
| *3.99 | Certificate of Formation of DCT SOUTHCREEK-EAGLES LANDING, LLC |
| *3.100 | Certificate of Formation of DCT SOUTHPARK FLEX A LLC |
| *3.101 | Certificate of Formation of DCT SOUTHPARK FLEX F LLC |
| *3.102 | Certificate of Formation of DCT SOUTHPARK XII LLC |
| *3.103 | Certificate of Formation of DCT STONEFIELD LLC |
| *3.104 | Certificate of Formation of DCT SUMNER LLC |
| *3.105 | Certificate of Formation of DCT Sumner II LLC |
| *3.106 | Certificate of Formation of DCT SUMMIT RIDGE GA LLC |
| *3.107 | Certificate of Formation of DCT SYCAMORE CANYON LLC |
| *3.108 | Certificate of Formation of DCT Valley Distribution Center LLC |
| *3.109 | Certificate of Formation of DCT WHITE BIRCH LLC |
| *3.110 | Certificate of Formation of DCT White Oak Circle LLC |
| *3.111 | Certificate of Formation of DCT WHITESTOWN LLC |
| *3.112 | Certificate of Formation of DCT WOLF ROAD LLC |
| *3.113 | Certificate of Formation of DCT ZANE TRACE LLC |
| *3.114 | Certificate of Formation of CIVF I CA1M04, LLC |
| *3.115 | Certificate of Formation of CIVF I CA1M01 & CA1W01, LLC |
| *3.116 | Certificate of Formation of CIVF I CA1M05, LLC |
| *3.117 | Certificate of Formation of CIVF I GA1M04 & GA1M05, LLC |
| *3.118 | Certificate of Formation of CIVF I GA1M01, LLC |
| *3.119 | Certificate of Formation of CIVF I GA1W01, LLC |
| *3.120 | Certificate of Formation of CIVF I GA1W02-GA1W07, LLC |
| *3.121 | Certificate of Formation of CIVF I GA1W13, GA1W12, & GA1W11, LLC |
| *3.122 | Certificate of Formation of CIVF I GA1W24, LLC |
| *3.123 | Certificate of Formation of CIVF I GA1W14, LLC, as amended |
| *3.124 | Certificate of Formation of CIVF I IL1B01 & IL1M01, LLC |

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- *3.125 Certificate of Formation of CIVF I IL1W02, LLC, as amended
- *3.126 Certificate of Formation of CIVF I-KY1M01-KY1M06 & KY1W01, LLC, as amended

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| Exhibit Number | Description |
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| *3.127 | Certificate of Formation of CIVF I NJ1B02, LLC |
| *3.128 | Certificate of Formation of CIVF I NJ1W01, LLC |
| *3.129 | Certificate of Formation of CIVF I OH1B01, LLC |
| *3.130 | Certificate of Formation of CIVF I OH1B02, LLC |
| *3.131 | Certificate of Formation of CIVF I OH2B01 & OH2M01, LLC |
| *3.132 | Certificate of Limited Partnership of CIVF I TX1M01, L.P. |
| *3.133 | Certificate of Limited Partnership of CIVF I TX1W02, L.P., as amended |
| *3.134 | Certificate of Formation of CIVF I WA1M05 & M06, LLC |
| *3.135 | Certificate of Formation of CIVF I WA1M07, LLC |
| *3.136 | Certificate of Limited Partnership of DCT CA 2004 RN PORTFOLIO L LP |
| *3.137 | Certificate of Limited Partnership of DCT EASTPARK II LP |
| *3.138 | Certificate of Limited Partnership of DCT TX 2004 RN PORTFOLIO L LP |
| *3.139 | Certificate of Limited Partnership of DCT AMERICAN WAY LP, as amended |
| *3.140 | Certificate of Limited Partnership of DCT BELTWAY 8 II LP |
| *3.141 | Certificate of Limited Partnership of DCT BOGGY CREEK FL LP |
| *3.142 | Certificate of Limited Partnership of DCT BONDESEN NORTH LP |
| *3.143 | Certificate of Limited Partnership of DCT BONDESEN BELTWAY 8 RITTIMAN LP |
| *3.144 | Certificate of Limited Partnership of DCT CENTRAL GREEN LP |
| *3.145 | Certificate of Limited Partnership of DCT CHERRY STREET CA LP |
| *3.146 | Certificate of Limited Partnership of DCT CHICKASAW H LP |
| *3.147 | Certificate of Limited Partnership of DCT CHICKASAW A LP, as amended |
| *3.148 | Certificate of Limited Partnership of DCT FAIRBANKS LP |
| *3.149 | Certificate of Limited Partnership of DCT FITE COURT LP |
| *3.150 | Certificate of Limited Partnership of DCT FOOTHILL LP |
| *3.151 | Certificate of Limited Partnership of DCT GRAND RIVER LP |
| *3.152 | Certificate of Limited Partnership of DCT MIAMI SERVICE LP |
| *3.153 | Certificate of Limited Partnership of DCT NW PLACE TX LP |
| *3.154 | Certificate of Limited Partnership of DCT RANCHO I LP |
| *3.155 | Certificate of Limited Partnership of DCT ROCKDALE LP |
| *3.156 | Certificate of Limited Partnership of DCT VALLEY DRIVE CA LP |
| *3.157 | Certificate of Limited Partnership of DCT WEST BY NORTHWEST LP |
| *3.158 | Certificate of Limited Partnership of DCT EASTGATE LP |

- *3.159 Certificate of Limited Partnership of DCT 1615 DIPLOMAT LP
- *3.160 Certificate of Formation of VETERANS CORPORATE CENTER LLC

| Exhibit Number | Description |
|----------------|--|
| *3.161 | Certificate of Formation of LOGISTICS WAY DCT/LWI LLC |
| *3.162 | Certificate of Formation of SOUTHCREEK IV ATLANTA LLC |
| *3.163 | Certificate of Limited Partnership of DCT HOLMESCREST LANE LP, as amended |
| *3.164 | Certificate of Formation of ADC NORTH-DCT/SIP, LLC |
| *3.165 | Certificate of Limited Partnership of DCT DFW LP |
| *3.166 | Certificate of Limited Partnership of DCT PINNACLE LP |
| *3.167 | Certificate of Limited Partnership of DCT GSW GATEWAY 3 LP |
| *3.168 | Certificate of Limited Partnership of CIVF I TX1B01 & B02, M02-M05, W04, W07-W10, L.P. |
| *3.169 | Certificate of Limited Partnership of DCT Orlando ADC LP |
| *3.170 | Amended and Restated Articles of Organization of Run Deep, L.L.C. |
| *3.171 | Amended and Restated Certificate of Formation of Delta-Greenwood, LLC |
| *3.172 | Amended and Restated Certificate of Formation of Delta-Junction Drive, LLC |
| *3.173 | Amended and Restated Articles of Organization of Riverside Investors, L.L.C. |
| *3.174 | Amended and Restated Articles of Organization of Western Avenue Associates, L.L.C. |
| *3.175 | Certificate of Limited Partnership of ROUTE ONE HUNDRED LIMITED PARTNERSHIP |
| *3.176 | Certificate of Limited Partnership of DCT Greens Crossing LP |
| *3.177 | Certificate of Limited Partnership of DCT Mid South Logistics V LP |
| *3.178 | Certificate of Formation of DCT Fredericksburg LLC |
| *3.179 | Certificate of Formation of FR Franklin, LLC |
| *3.180 | Certificate of Formation of DCT McCook Industrial LLC |
| *3.181 | Certificate of Formation of DCT Snowdrift PA LLC |
| *3.182 | Certificate of Limited Partnership of DCT Northlake LP |
| *3.183 | Certificate of Formation of DCT Marine Drive SC LLC |
| *3.184 | Certificate of Formation of DCT Silver Springs LLC |
| *3.185 | Certificate of Formation of DCT Southfield LLC |
| *3.186 | Certificate of Formation of TRT-DCT Commerce Circle LLC |
| *3.187 | Certificate of Formation of TRT-DCT Pencader LLC |
| *3.188 | Certificate of Formation of TRT-DCT Veterans Corporate Center LLC |
| *3.189 | Certificate of Formation of DCT Bethlehem Crossing LLC |
| *3.190 | Certificate of Formation of DCT LAKE PARK DRIVE LLC |
| *3.191 | Certificate of Formation of DCT TANNER BELTWAY 8 LLC |
| *3.192 | Certificate of Formation of DCT 12250 4th Street LLC |

- *3.193 Certificate of Formation of DCT 16218 ARTHUR LLC
- *3.194 Certificate of Formation of DCT 200-220 CORPORATE DRIVE LLC

| Exhibit Number | Description |
|----------------|---|
| *3.195 | Certificate of Formation of DCT 300-330 CORPORATE DRIVE LLC |
| *3.196 | Certificate of Formation of DCT 305-325 CORPORATE DRIVE LLC |
| *3.197 | Certificate of Formation of DCT 350-370 RIVER RIDGE ROAD LLC |
| *3.198 | Certificate of Formation of DCT 4200 DIPLOMACY LLC |
| *3.199 | Certificate of Formation of DCT AEROPARK LLC |
| *3.200 | Certificate of Formation of DCT BATTLE DRIVE LLC |
| *3.201 | Certificate of Formation of DCT EISENHOWER LLC |
| *3.202 | Certificate of Formation of DCT NW 159 MIAMI GARDENS LLC |
| *3.203 | Certificate of Formation of DCT MORSE AVENUE LLC |
| *3.204 | Certificate of Formation of DCT SEAVIEW LLC |
| *3.205 | Certificate of Limited Partnership of DCT EASTPARK I LP |
| *3.206 | Certificate of Limited Partnership of DCT SHELBY 5 LP |
| *3.207 | Certificate of Formation of DCT 195 CORPORATE DRIVE LLC |
| *3.208 | Certificate of Formation of DCT 1575-1595 HIGH POINT DRIVE LLC |
| *3.209 | Certificate of Formation of DCT Auburn 44 LLC |
| *3.210 | Certificate of Formation of DCT East Park 5 LLC |
| *3.211 | Certificate of Formation of DCT Jurupa Ranch LLC |
| *3.212 | Certificate of Formation of DCT South Hardy LLC |
| *3.213 | Certificate of Formation of DCT South Roosevelt LLC |
| *3.214 | Certificate of Formation of DCT Statesman LLC |
| *3.215 | Certificate of Formation of DCT West Alameda LLC |
| *3.216 | Certificate of Incorporation of DCT Industrial TRS Inc., as amended |
| +3.217 | Limited Liability Company Agreement of DCT MISSION STREET, LLC |
| +3.218 | Limited Liability Company Agreement of DCT AZ 2004 RN PORTFOLIO L LLC |
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- +3.228 Limited Liability Company Agreement of DCT 5800 Coliseum LLC

| Exhibit Number | Description |
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| +3.229 | Limited Liability Company Agreement of DCT 700 Milwaukee LLC |
| +3.230 | Limited Liability Company Agreement of DCT 230 JOHNSON ROAD LLC |
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- +3.262 Limited Liability Company Agreement of DCT GUION ROAD LLC

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| +3.263 | Limited Liability Company Agreement of DCT HANOVER LLC |
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- +3.329 Limited Liability Company Agreement of CIVF I GA1W01, LLC
- +3.330 Limited Liability Company Agreement of CIVF I GA1W02-GA1W07, LLC

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| Exhibit Number | Description |
|----------------|---|
| +3.331 | Limited Liability Company Agreement of CIVF I GA1W13, GA1W12, & GA1W11, LLC |
| +3.332 | Limited Liability Company Agreement of CIVF I GA1W24, LLC |
| +3.333 | Limited Liability Company Agreement of CIVF I GA1W14, LLC |
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| +3.353 | Agreement of Limited Partnership of DCT BONDESEN BELTWAY 8 RITTIMAN LP |
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| +3.355 | Agreement of Limited Partnership of DCT CHERRY STREET CA LP |
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| +3.361 | Agreement of Limited Partnership of DCT GRAND RIVER LP |
| +3.362 | Agreement of Limited Partnership of DCT MIAMI SERVICE LP |

- +3.363 Agreement of Limited Partnership of DCT NW PLACE TX LP
- +3.364 Agreement of Limited Partnership of DCT RANCHO I LP

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| Exhibit Number | Description |
|----------------|--|
| +3.365 | Agreement of Limited Partnership of DCT ROCKDALE LP |
| +3.366 | Agreement of Limited Partnership of DCT VALLEY DRIVE CA LP |
| +3.367 | Agreement of Limited Partnership of DCT WEST BY NORTHWEST LP |
| +3.368 | Agreement of Limited Partnership of DCT EASTGATE LP |
| +3.369 | Agreement of Limited Partnership of DCT 1615 DIPLOMAT LP |
| +3.370 | Limited Liability Company Agreement of VETERANS CORPORATE CENTER LLC |
| +3.371 | Limited Liability Company Agreement of LOGISTICS WAY DCT/LWI LLC |
| +3.372 | Limited Liability Company Agreement of SOUTHCREEK IV ATLANTA LLC |
| +3.373 | Agreement of Limited Partnership of DCT HOLMESCREEK LANE LP |
| +3.374 | Limited Liability Company Agreement of ADC NORTH-DCT/SIP, LLC |
| +3.375 | Agreement of Limited Partnership of DCT DFW LP |
| +3.376 | Agreement of Limited Partnership of DCT PINNACLE LP |
| +3.377 | Agreement of Limited Partnership of DCT GSW GATEWAY 3 LP |
| +3.378 | Limited Partnership Agreement for CIVF I TX1B01 & B02, M02-M05, W04, W07-W10, L.P. |
| +3.379 | Agreement of Limited Partnership of DCT Orlando ADC LP |
| +3.380 | Amended and Restated Operating Agreement of Run Deep, L.L.C. |
| +3.381 | Amended and Restated Operating Agreement of Delta-Greenwood, LLC |
| +3.382 | Amended and Restated Operating Agreement of Delta-Junction Drive, LLC |
| +3.383 | Amended and Restated Operating Agreement of Riverside Investors, L.L.C. |
| +3.384 | Amended and Restated Operating Agreement of Western Avenue Associates, L.L.C. |
| +3.385 | Amended and Restated Agreement of Limited Partnership of ROUTE ONE HUNDRED LIMITED PARTNERSHIP |
| +3.386 | Amended and Restated Agreement of Limited Partnership DCT Greens Crossing LP |
| +3.387 | Agreement of Limited Partnership of DCT Mid South Logistics V LP |
| +3.388 | Limited Liability Company Agreement of DCT Fredericksburg LLC |
| +3.389 | Amended and Restated Limited Liability Company Agreement FR Franklin, LLC |
| +3.390 | Limited Liability Company Agreement of DCT McCook Industrial LLC |
| +3.391 | Limited Liability Company Agreement of DCT Snowdrift PA LLC |
| +3.392 | Agreement of Limited Partnership of DCT Northlake LP |
| +3.393 | Amended and Restated Operating Agreement of DCT Marine Drive SC LLC |
| +3.394 | Amended and Restated Operating Agreement of DCT Silver Springs LLC |
| +3.395 | Amended and Restated Operating Agreement of DCT Southfield LLC |
| +3.396 | Operating Agreement of TRT-DCT Commerce Circle LLC |

- +3.397 Amended and Restated Operating Agreement of TRT-DCT Pencader LLC
- +3.398 Operating Agreement of TRT-DCT Veterans Corporate Center LLC

| Exhibit Number | Description |
|----------------|---|
| +3.399 | Limited Liability Company Agreement of DCT Bethlehem Crossing LLC |
| +3.400 | Limited Liability Company Agreement of DCT LAKE PARK DRIVE LLC |
| +3.401 | Limited Liability Company Agreement of DCT TANNER BELTWAY 8 LLC |
| +3.402 | Limited Liability Company Agreement of DCT 12250 4th Street LLC |
| +3.403 | Limited Liability Company Agreement of DCT 16218 ARTHUR LLC |
| +3.404 | Limited Liability Company Agreement of DCT 200-220 CORPORATE DRIVE LLC |
| +3.405 | Limited Liability Company Agreement of DCT 300-330 CORPORATE DRIVE LLC |
| +3.406 | Limited Liability Company Agreement of DCT 305-325 CORPORATE DRIVE LLC |
| +3.407 | Limited Liability Company Agreement of DCT 350-370 RIVER RIDGE ROAD LLC |
| +3.408 | Limited Liability Company Agreement of DCT 4200 DIPLOMACY LLC |
| +3.409 | Limited Liability Company Agreement of DCT AEROPARK LLC |
| +3.410 | Limited Liability Company Agreement of DCT BATTLE DRIVE LLC |
| +3.411 | Limited Liability Company Agreement of DCT EISENHOWER LLC |
| +3.412 | Limited Liability Company Agreement of DCT NW 159 MIAMI GARDENS LLC |
| +3.413 | Limited Liability Company Agreement of DCT MORSE AVENUE LLC |
| +3.414 | Limited Liability Company Agreement of DCT SEAVIEW LLC |
| +3.415 | Agreement of Limited Partnership of DCT EASTPARK I LP |
| +3.416 | Agreement of Limited Partnership of DCT SHELBY 5 LP |
| +3.417 | Limited Liability Company Agreement of DCT 195 CORPORATE DRIVE LLC |
| +3.418 | Limited Liability Company Agreement of DCT 1575-1595 HIGH POINT DRIVE LLC |
| +3.419 | Limited Liability Company Agreement of DCT Auburn 44 LLC |
| +3.420 | Limited Liability Company Agreement of DCT East Park 5 LLC |
| +3.421 | Limited Liability Company Agreement of DCT Jurupa Ranch LLC |
| +3.422 | Limited Liability Company Agreement of DCT South Hardy LLC |
| +3.423 | Limited Liability Company Agreement of DCT South Roosevelt LLC |
| +3.424 | Limited Liability Company Agreement of DCT Statesman LLC |
| +3.425 | Limited Liability Company Agreement of DCT West Alameda LLC |
| +3.426 | By-laws of DCT Industrial TRS Inc. |
| 4.1 | Indenture, dated as of October 9, 2013, among DCT Industrial Trust Inc., DCT Industrial Operating Partnership LP, the Subsidiary Guarantors and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to Form 8-K filed on October 15, 2013) |
| 4.2 | Form of 4.500% Senior Notes due 2023 (incorporated by reference to Exhibit 4.2 to Form 8-K filed on October 15, 2013) |

| Exhibit Number | Description |
|----------------|--|
| 4.3 | Registration Rights Agreement, dated as of October 9, 2013, among DCT Industrial Trust Inc., DCT Operation Partnership LP, the Subsidiary Guarantors, and J.P. Morgan Securities LLC, Citigroup Global Markets Inc. and Wells Fargo Securities, LLC, as representatives of the several initial purchasers (incorporated by reference to Exhibit 4.3 to Form 8-K filed on October 15, 2013) |
| *5.1 | Opinion of Goodwin Procter LLP as to the legality of the securities being registered |
| 10.1 | Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on May 9, 2007) |
| 10.2 | Amended and Restated Limited Partnership Agreement of DCT Industrial Operating Partnership LP, dated October 10, 2006 (incorporated by reference to Exhibit 10.5 to Form 8-K filed on October 13, 2006) |
| 10.3 | Third Amendment to the Amended and Restated Limited Partnership Agreement of DCT Industrial Operating Partnership LP, dated May 3, 2007 (incorporated by reference to Exhibit 99.2 to Form S-3ASR Registration Statement, Commission File No. 333-145253) |
| 10.4 | Fourth Amendment to the Amended and Restated Limited Partnership Agreement of DCT Industrial Operating Partnership LP, dated December 1, 2008 (incorporated by reference to Exhibit 10.4 to Form 10-K filed on March 2, 2009) |
| 10.5 | Fifth Amendment to the Amended and Restated Limited Partnership Agreement of DCT Industrial Operating Partnership LP, dated May 6, 2010 (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on August 5, 2010) |
| 10.6 | Second Amended and Restated DCT Industrial Trust Inc. 2006 Long-Term Incentive Plan (incorporated by reference to Exhibit 99.1 to Form S-8 filed on May 10, 2010) |
| 10.7 | DCT Industrial Trust Inc. 2006 Incentive Compensation Plan (incorporated by reference to Exhibit 10.2 to Form 8-K filed on October 13, 2006) |
| 10.8 | Amended and Restated Credit and Term Loan Agreement, dated as of February 20, 2013, among DCT Industrial Operating Partnership LP and the lenders identified therein and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Wells Fargo Bank, National Association and PNC Bank, National Association, as Syndication Agents, Citibank, N.A., JPMorgan Chase Bank, N.A., Regions Bank and U.S. Bank National Association, as Documentation Agents and Capital One, N.A. and Union Bank, N.A., as Managing Agents. (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on May 3, 2013) |
| 10.9 | Employment Agreement, dated as of October 9, 2012, between DCT Industrial Trust Inc. and Philip L. Hawkins (incorporated by reference to Exhibit 10.1 to Form 8-K filed on October 10, 2012) |
| 10.10 | Employment Agreement, dated as of October 9, 2012, by and between the Company and Matthew T. Murphy (incorporated by reference to Exhibit 10.2 to Form 8-K filed on October 10, 2012) |
| 10.11 | Employment Agreement, dated as of October 9, 2012, between DCT Industrial Trust Inc. and Michael J. Ruen (incorporated by reference to Exhibit 10.3 to Form 8-K filed on October 10, 2012) |
| 10.12 | Employment Agreement, dated as of December 4, 2012, by and between DCT Industrial Trust Inc. and Jeff Phelan (incorporated by reference to Exhibit 10.1 to Form 8-K filed on December 5, 2012) |
| 10.13 | Employment Agreement, dated as of January 30, 2012, by and between DCT Industrial Trust Inc. and Neil P. Doyle (incorporated by reference to Exhibit 10.1 to Form 10-Q filed on May 3, 2012) |

| Exhibit Number | Description |
|----------------|---|
| 10.14 | First Amendment to Employment Agreement, dated as of March 8, 2012, by and between DCT Industrial Trust Inc. and Neil P. Doyle (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on May 3, 2012) |
| 10.15 | Change of Control Agreement, dated as of October 9, 2009, between DCT Industrial Trust Inc. and Teresa Corral (incorporated by reference to Exhibit 10.2 to Form 10-Q filed on August 5, 2011) |
| 10.16 | First Amendment to Change in Control Agreement, dated as of October 9, 2012, by and between the Company and Teresa L. Corral (incorporated by reference to Exhibit 10.4 to Form 8-K filed on October 10, 2012) |
| 10.17 | Change of Control Agreement, dated as of May 9, 2011, between DCT Industrial Trust Inc. and John G. Spiegleman (incorporated by reference to Exhibit 10.3 to Form 10-Q filed on August 5, 2011) |
| 10.18 | Letter Agreement, dated as of May 9, 2011, between DCT Industrial Trust Inc. and John G. Spiegleman (incorporated by reference to Exhibit 10.4 to Form 10-Q filed on August 5, 2011) |
| 10.19 | First Amendment to Change in Control Agreement, dated as of October 9, 2012, by and between the Company and John G. Spiegleman (incorporated by reference to Exhibit 10.20 to Form 10-K filed on February 21, 2013) |
| 10.20 | Change of Control Agreement, dated as of June 20, 2011, between DCT Industrial Trust Inc. and Charla Rios (incorporated by reference to Exhibit 10.5 to Form 10-Q filed on August 5, 2011) |
| 10.21 | Letter Agreement, dated as of June 20, 2011, between DCT Industrial Trust Inc. and Charla Rios (incorporated by reference to Exhibit 10.6 to Form 10-Q filed on August 5, 2011) |
| 10.22 | First Amendment to Change in Control Agreement, dated as of October 9, 2012, by and between the Company and Charla Rios (incorporated by reference to Exhibit 10.23 to Form 10-K filed on February 21, 2013) |
| 10.23 | DCT Industrial Trust Inc. Multi-Year Outperformance Program (incorporated by reference to Exhibit 10.1 to Form 8-K filed on January 12, 2010) |
| *12.1 | Statement re: computation of ratio of earnings to fixed charges |
| *21.1 | Subsidiaries of DCT Industrial Operating Partnership LP |
| *23.1 | Consent of Ernst & Young |
| *23.2 | Consent of Goodwin Procter LLP (included in Exhibit 5.1 hereto) |
| *24.1 | Power of Attorney |
| *25.1 | Statement of Eligibility on Form T-1 |
| *99.1 | Form of Letter of Transmittal |
| *99.2 | Form of Notice |
| *99.3 | Form of Letter to Brokers |
| *99.4 | Form of Letter to Clients |
| + | Filed herewith |
| * | Filed previously |

(b) Financial Statements and Financial Statement Schedules
See Index to Financial Statements on page F-1

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ITEM 22. Undertakings.

(a) The undersigned registrants hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the registrants under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrants undertake that in a primary offering of securities of the undersigned registrants pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrants will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrants relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrants or used or referred to by the undersigned registrants;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrants or their securities provided by or on behalf of the undersigned registrants; and

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- (iv) Any other communication that is an offer in the offering made by the undersigned registrants to the purchaser.
- (b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrants pursuant to the foregoing provisions, or otherwise, the registrants have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrants of expenses incurred or paid by a director, officer or controlling person of the registrants in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrants will, unless in the opinion of their counsel the matter has been settled by a controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by them is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.
- (c) The undersigned registrants hereby undertake to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.
- (d) The undersigned registrants hereby undertake to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.
- (e) The undersigned registrants hereby undertake that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrants' annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on April 10, 2014.

DCT INDUSTRIAL OPERATING

PARTNERSHIP LP

By: DCT Industrial Trust Inc., its general
partner

By: /s/ PHILIP L. HAWKINS

Philip L. Hawkins

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | | |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

SIGNATURES

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DCT INDUSTRIAL TRUST INC.

By: /s/ PHILIP L. HAWKINS
Philip L. Hawkins

Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| Bruce L. Warwick | | |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

SIGNATURES

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DCT AZ 2004 RN PORTFOLIO L LLC,

DCT AZ 2004 RN PORTFOLIO U LLC,

DCT GA 2004 RN PORTFOLIO L LLC,

DCT GA 2004 RN PORTFOLIO U LLC,

DCT 30TH TERRACE LLC,

DCT 101 RRNJ LLC,

DCT 1045 GREENS PARKWAY LLC,

DCT 11180 RANCH LLC,

DCT 11400 NW LLC,

DCT 1201 PERRY LLC,

DCT 5800 COLISEUM LLC,

DCT 700 MILWAUKEE LLC,

DCT AIR CENTER LLC,

DCT AIRPORT DRIVE LLC,

DCT AIRTEX LLC,

DCT ANTOINE BELTWAY LLC,

DCT ARTHUR AVENUE LLC,

DCT BLACKHAWK CENTER LLC,

DCT BECKLEY LLC,

DCT BOBALI DRIVE LLC,

DCT BOLDT PARK LLC,

DCT BOLLMAN MD LLC,

DCT BYRON ROAD LLC,

DCT CENTER AVENUE LLC,

DCT CHINO LLC,

DCT CLAYMOORE LLC,

DCT CREEK ROAD OH LLC,

DCT CREEKSIDE I LLC,

DCT CREEKSIDE II LLC,

each a Delaware limited liability company

By: DCT INDUSTRIAL OPERATING

PARTNERSHIP LP, a Delaware limited
partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its general
partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | | |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT CREEKSIDE IV LLC,

DCT DELLA COURT LLC,

DCT DIRECTORS ROW LLC,

DCT DULLES PHASE I LLC,

DCT DULLES PHASE II LLC,

DCT ECKHOFF STREET LLC,

DCT FONTANA LLC,

DCT FRANKLIN ROAD LLC,

DCT FREEPORT DRIVE LLC,

DCT GREENLEAF LLC,

DCT GUION ROAD LLC,

DCT HANOVER LLC,

DCT HARLAN ROAD LLC,

DCT HIGH STREET LLC,

DCT IL S GARY LLC,

DCT INDEPENDENCE LLC,

DCT JAMIKE KY LLC,

DCT KENNEDY LLC,

DCT LOMBARD ROAD LLC,

DCT LOUISVILLE LOGISTICS LLC,

DCT LUNT AVENUE LLC,

DCT MALLARD LLC,

DCT MARKET STREET LLC,

DCT MISSION STREET, LLC,

DCT NEWPOINT LLC,

DCT NORTHMONT LLC,

DCT NORTH 45TH AVENUE, LLC

DCT NORTHWEST OH LLC,

DCT OAKLEY LLC,

DCT OKANELLA LLC,

each a Delaware limited liability company

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware limited
partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its general
partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

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| Signature | Title | Date |
|---|--|----------------|
| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

SIGNATURES

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DCT OTA FARMS LLC,
DCT PAN AMERICAN LLC,
DCT PARK WEST LLC,
DCT PARK WEST II, LLC,
DCT PECOS LLC,
DCT PEORIA STREET LLC,
DCT PERRY ROAD LLC,
DCT PHOENIX LLC,
DCT PLEASANTDALE ROAD LLC,
DCT PLAINFIELD LLC,
DCT PORT UNION LLC,
DCT PRESIDENTS DRIVE LLC,
DCT PSA POMONA LLC,
DCT REGENTVIEW AVENUE LLC,
DCT RENAISSANCE RIALTO LLC,
DCT RENTON LLC,
DCT RICKENBACKER V LLC,
DCT RIVER WEST LLC,
DCT RIVERPORT LLC,
DCT ROCKAWAY LLC,
DCT ROOSEVELT LLC,

DCT SKYHARBOR LLC,

DCT SLOVER II LLC,

DCT SLOVERLAND LLC

**DCT SOUTHCREEK-EAGLES
LANDING, LLC,**

DCT SOUTHPARK FLEX A LLC,

DCT SOUTHPARK FLEX F LLC,

DCT SOUTHPARK XII LLC,

DCT STONEFIELD LLC,

each a Delaware limited liability company

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware limited
partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its general
partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT SUMNER LLC,

DCT SUMNER II LLC,

DCT SUMMIT RIDGE GA LLC,

DCT SYCAMORE CANYON LLC,

**DCT VALLEY DISTRIBUTION CENTER
LLC,**

DCT WHITE BIRCH LLC,

DCT WHITE OAK CIRCLE LLC,

DCT WHITESTOWN LLC,

DCT WOLF ROAD LLC,

DCT ZANE TRACE LLC,

DCT 12250 4th Street LLC,

DCT 16218 ARTHUR LLC,

DCT 200-220 CORPORATE DRIVE LLC,

DCT 300-330 CORPORATE DRIVE LLC,

DCT 305-325 CORPORATE DRIVE LLC,

DCT 350-370 RIVER RIDGE ROAD LLC,

DCT 4200 DIPLOMACY LLC,

DCT AEROPARK LLC,

DCT BATTLE DRIVE LLC,

DCT EISENHOWER LLC,

DCT NW 159 MIAMI GARDENS LLC,

DCT MORSE AVENUE LLC,

DCT SEAVIEW LLC,

DCT Auburn 44 LLC,

DCT East Park 5 LLC,

DCT Jurupa Ranch LLC,

DCT South Hardy LLC,

DCT South Roosevelt LLC,

DCT Statesman LLC,

DCT West Alameda LLC,

each a Delaware limited liability company

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware limited
partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its general
partner

By: /s/ Matthew Murphy

Matthew Murphy
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O Keeffe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

SIGNATURES

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DCT LAKE PARK DRIVE LLC,

DCT TANNER BELTWAY 8 LLC,

DCT SAMPSON LLC,

DCT PAINTER LLC,

DCT 230 JOHNSON ROAD LLC,

DCT 309 JOHNSON ROAD LLC,

DCT FREDERICKSBURG LLC,

DCT 4800 Central LLC,

DCT Airtex II LLC,

DCT Alpine Way LLC,

DCT Northwest Crossroads LLC,

DCT La Reunion LLC,

each a Delaware limited liability company

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware limited
partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its general
partner

By: /s/ Matthew Murphy

Matthew Murphy
Chief Financial Officer

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| * John C. O Keeffe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

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Matthew T. Murphy, Attorney in Fact

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CIVF I CA1M04, LLC,

CIVF I CA1M01 & CA1W01, LLC,

CIVF I CA1M05, LLC,

CIVF I GA1M04 & GA1M05, LLC,

CIVF I GA1M01, LLC,

CIVF I GA1W01, LLC,

CIVF I GA1W02-GA1W07, LLC,

CIVF I GA1W13, GA1W12, & GA1W11, LLC,

CIVF I GA1W24, LLC,

CIVF I GA1W14, LLC,

CIVF I IL1B01 & IL1M01, LLC,

CIVF I IL1W02, LLC,

**CIVF I KY1M01-KY1M06 & KY1W01,
LLC, CIVF I NJ1B02, LLC,**

CIVF I NJ1W01, LLC,

CIVF I OH1B01, LLC,

CIVF I OH1B02, LLC,

CIVF I OH2B01 & OH2M01, LLC,

CIVF I WA1M05 & M06, LLC,

CIVF I WA1M07, LLC,

each a Delaware limited liability company

By: DCT Industrial Value Fund I, L.P., a
Delaware limited partnership, its sole

member

By: DCT Industrial Value Fund I Inc., a
Maryland corporation, its general
partner

By: /s/ Matthew Murphy

Matthew Murphy
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| /s/ JOHN G. SPIEGLEMAN John G. Spiegleman | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |

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DCT CA 2004 RN PORTFOLIO L LP,

a Delaware limited partnership

By: DCT CA 2004 RN PORTFOLIO GP LLC,
a Delaware limited liability company, its
general partner

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware limited
partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its general
partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

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| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * Raymond B. Greer | Director | April 10, 2014 |
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| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

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Matthew T. Murphy, Attorney in Fact

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DCT EASTPARK II LP,

a Delaware limited partnership

By: DCT-Eastpark II GP LLC, a Delaware limited liability company, its general partner

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its sole member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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Matthew T. Murphy, Attorney in Fact

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DCT TX 2004 RN PORTFOLIO L LP,

a Delaware limited partnership

By: DCT TX 2004 RN Portfolio GP LLC, a
Delaware limited liability company, its
general partner

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware
limited partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its general
partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

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| * Bruce L. Warwick | Director | April 10, 2014 |

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Matthew T. Murphy, Attorney in Fact

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DCT AMERICAN WAY LP, a Delaware limited partnership

By: **DCT AMERICAN WAY GP LLC**, a Delaware limited liability company, its general partner

By: **DCT INDUSTRIAL OPERATING PARTNERSHIP LP**, a Delaware limited partnership, its sole member

By: **DCT Industrial Trust Inc.**, a Maryland corporation, its general partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

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| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O Keeffe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

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Matthew T. Murphy, Attorney in Fact

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DCT BELTWAY 8 II LP, a Delaware limited partnership

By: DCT Beltway 8 II GP LLC, a Delaware limited liability company, its general partner

By: DCT INDUSTRIAL OPERATING PARTNERSHIP LP, a Delaware limited partnership, its sole member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O Keeffe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT BOGGY CREEK FL LP,

a Delaware limited partnership

By: DCT Boggy Creek FL GP LLC, a
Delaware limited liability company, its
general partner

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware
limited partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its
general partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
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| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT BONDESEN NORTH LP,

a Delaware limited partnership

By: DCT Bondesen North GP LLC, a
Delaware limited liability company,
its General Partner

By: DCT Industrial Operating
Partnership LP, a Delaware
limited partnership, its Sole
Member

By: DCT Industrial Trust Inc.,
a Maryland corporation, its
general partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial
Officer

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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
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| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

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Matthew T. Murphy, Attorney in Fact

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DCT BONDESEN BELTWAY 8 RITTIMAN LP, a Delaware limited partnership

By: DCT BONDESEN BELTWAY
8 RITTIMAN GP LLC, a Delaware
limited liability company, its general
partner

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware
limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a
Maryland corporation, its
general partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * John C. O Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT CENTRAL GREEN LP,

a Delaware limited partnership

By: DCT Central Green GP LLC, a
Delaware limited liability company,
its General Partner

By: DCT Industrial Operating
Partnership LP, a Delaware
limited partnership, its Sole
Member

By: DCT Industrial Trust Inc.,
a Maryland corporation, its
general partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial
Officer

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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * | Director | April 10, 2014 |
| Marilyn A. Alexander | | |
| * | Director | April 10, 2014 |
| Thomas F. August | | |
| * | Director | April 10, 2014 |
| John S. Gates, Jr. | | |
| * | Director | April 10, 2014 |
| Raymond B. Greer | | |
| * | Director | April 10, 2014 |
| Tripp H. Hardin | | |
| * | Director | April 10, 2014 |
| John C. O Keefe | | |
| * | Director | April 10, 2014 |
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DCT CHERRY STREET CA LP,

a Delaware limited partnership

By: DCT Cherry Street CA GP LLC, a
Delaware limited liability company, its
general partner

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware
limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a
Maryland corporation, its
general partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

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| * | Director | April 10, 2014 |
| Thomas F. August | | |
| * | Director | April 10, 2014 |
| John S. Gates, Jr. | | |
| * | Director | April 10, 2014 |
| Raymond B. Greer | | |
| * | Director | April 10, 2014 |
| Tripp H. Hardin | | |
| * | Director | April 10, 2014 |
| John C. O Keefe | | |
| * | Director | April 10, 2014 |
| Bruce L. Warwick | | |

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Matthew T. Murphy, Attorney in Fact

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DCT CHICKASAW H LP,

a Delaware limited partnership

By: DCT Chickasaw GP H LLC, a Delaware limited liability company, its general partner

By: DCT INDUSTRIAL OPERATING PARTNERSHIP LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew
Murphy

Matthew
Murphy

Chief Financial
Officer

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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
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| * John C. O. Keefe | Director | April 10, 2014 |
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*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT CHICKASAW A LP,

a Delaware limited partnership

By: DCT Chickasaw GP A LLC, a Delaware limited liability company, its general partner

By: DCT INDUSTRIAL OPERATING PARTNERSHIP LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on April 10, 2014.

DCT FAIRBANKS LP,

a Delaware limited partnership

By: DCT Fairbanks GP LLC, a Delaware limited liability company, its general partner

By: DCT INDUSTRIAL OPERATING PARTNERSHIP LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * Raymond B. Greer | Director | April 10, 2014 |
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| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

SIGNATURES

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DCT FITE COURT LP,

a Delaware limited partnership

By: DCT Fite Court GP LLC, a Delaware limited liability company, its general partner

By: CIVF I - MA1MO1, LLC, a Delaware limited liability company,

By: DCT Industrial Value Fund I, L.P., a Delaware limited partnership, its sole member

By: DCT Industrial Value Fund I, Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| /s/ JOHN G. SPIEGLEMAN John G. Spiegleman | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |

SIGNATURES

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DCT FOOTHILL LP,

a Delaware limited partnership

By: DCT FOOTHILL GP LLC, a Delaware limited liability company, its general partner

By: DCT INDUSTRIAL OPERATING PARTNERSHIP LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT GRAND RIVER LP,

a Delaware limited partnership

By: DCT GRAND RIVER GP LLC, a
Delaware limited liability company, its
general partner

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware
limited partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its
general partner

By: /s/ Matthew Murphy

Matthew Murphy

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
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| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| Bruce L. Warwick | | |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT MIAMI SERVICE LP,

a Delaware limited partnership

By: DCT MIAMI SERVICE GP LLC, a
Delaware limited liability company, its
general partner

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware
limited partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its
general partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * Raymond B. Greer | Director | April 10, 2014 |
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*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT NW PLACE TX LP,

a Delaware limited partnership

By: DCT NW Place TX GP LLC, a Delaware limited liability company, its general partner

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
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*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT RANCHO I LP,

a Delaware limited partnership

By: DCT Rancho I GP LLC, a Delaware limited liability company, its general partner

By: DCT INDUSTRIAL OPERATING PARTNERSHIP LP, a Delaware limited partnership, its sole member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy
Matthew Murphy,

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
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| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * John C. O. Keefe | Director | April 10, 2014 |
| Bruce L. Warwick | | |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT ROCKDALE LP,

a Delaware limited partnership

By: DCT Rockdale GP LLC, a Delaware limited liability company, its general partner

By: DCT INDUSTRIAL OPERATING PARTNERSHIP LP, a Delaware limited partnership, its sole member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy
Matthew Murphy,

Chief Financial Officer

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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
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| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT VALLEY DRIVE CA LP,

a Delaware limited partnership

By: DCT Valley Drive CA GP LLC, a
Delaware limited liability company, its
general partner

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware
limited partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its
general partner

By: /s/ Matthew Murphy
Matthew Murphy,

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT WEST BY NORTHWEST LP,

a Delaware limited partnership

By: DCT West by Northwest GP LLC, a
Delaware limited liability company, its
general partner

By: DCT INDUSTRIAL OPERATING
PARTNERSHIP LP, a Delaware
limited partnership, its sole member

By: DCT Industrial Trust Inc., a
Maryland corporation, its
general partner

By: /s/ Matthew Murphy
Matthew Murphy,

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT EASTGATE LP,

a Delaware limited partnership

By: DCT Eastgate GP LLC, a Delaware limited liability company, its general partner

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its sole member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy

Matthew Murphy,

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O Keeffe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT 1615 DIPLOMAT LP,

a Delaware limited partnership

By: DCT 1615 Diplomat GP LLC, a Delaware limited liability company, its general partner

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its sole member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy

Matthew Murphy,

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| Bruce L. Warwick | | |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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**VETERANS CORPORATE CENTER
LLC,**

a Delaware limited liability company

By: DCT Veterans Corporate Center LLC, a
Delaware limited liability company, its
general partner

By: DCT Industrial Operating
Partnership LP, a Delaware limited
partnership, its Sole Member

By: DCT Industrial Trust Inc., a
Maryland corporation, its
general partner

By: /s/ Matthew Murphy

Matthew Murphy,

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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LOGISTICS WAY DCT/LWI LLC,

a Delaware limited liability company

By: DCT Logistics Way LLC, a Delaware limited liability company, its Sole Member

By: DCT Industrial TRS, Inc., a Delaware corporation, its Sole Member

By: /s/ Matthew Murphy

Matthew Murphy,

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---------------------------|---|----------------|
| /s/ PHILIP L. HAWKINS | Chief Executive Officer | April 10, 2014 |
| Philip L. Hawkins | (Principal Executive Officer) | |
| /s/ MATTHEW T. MURPHY | Chief Financial Officer, Treasurer and Director | April 10, 2014 |
| Matthew T. Murphy | (Principal Financial Officer) | |
| /s/ MARK SKOMAL | Chief Accounting Officer | April 10, 2014 |
| Mark Skomal | (Principal Accounting Officer) | |
| /s/ JOHN G. SPIEGLEMAN | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |
| John G. Spiegleman | | |

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SOUTHCREEK IV ATLANTA LLC,

a Delaware limited liability company

By: DCT Southcreek LLC, a Delaware limited liability company, its Sole Member

By: DCT Industrial TRS, Inc., a Delaware corporation, its Sole Member

By: /s/ Matthew Murphy
Matthew Murphy,

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer, Treasurer and Director (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| /s/ JOHN G. SPIEGLEMAN John G. Spiegleman | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |

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SOUTHCREEK IV ATLANTA LLC,

a Delaware limited liability company

By: DCT Southcreek LLC, a Delaware limited liability company, its Sole Member

By: DCT Industrial TRS, Inc., a Delaware corporation, its Sole Member

By: /s/ Matthew Murphy
Matthew Murphy,
Chief Financial Officer

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| Signature | Title | Date |
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| /s/ PHILIP L. HAWKINS | Chief Executive Officer | April 10, 2014 |
| Philip L. Hawkins | (Principal Executive Officer) | |
| /s/ MATTHEW T. MURPHY | Chief Financial Officer, Treasurer and Director | April 10, 2014 |
| Matthew T. Murphy | (Principal Financial Officer) | |
| /s/ MARK SKOMAL | Chief Accounting Officer | April 10, 2014 |
| Mark Skomal | (Principal Accounting Officer) | |
| /s/ JOHN G. SPIEGLEMAN | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |
| John G. Spiegleman | | |

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DCT HOLMESCREST LANE LP,

a Delaware limited partnership

By: DCT Holmescrest Lane GP LLC, a
Delaware limited liability company, its
general partner

By: DCT Industrial TRS, Inc., a
Delaware corporation, its Sole
Member

By: /s/ Matthew Murphy

Matthew Murphy,
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|----------------|
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer, Treasurer and Director (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| /s/ JOHN G. SPIEGLEMAN John G. Spiegleman | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |

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ADC NORTH-DCT/SIP, LLC,

a Delaware limited liability company

By: DCT ADC North LLC, a Delaware limited liability company, its Sole Member

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy
Matthew Murphy,
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT DFW LP,

a Delaware limited partnership

By: DCT DFW GP LLC, a Delaware limited liability company, its General Partner

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy
Matthew Murphy,
Chief Financial Officer

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| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

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Matthew T. Murphy, Attorney in Fact

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DCT PINNACLE LP,

a Delaware limited partnership

By: DCT Pinnacle GP LLC, a Delaware
limited liability company, its
General Partner

By: DCT Industrial Operating
Partnership LP, a Delaware
limited partnership, its Sole
Member

By: DCT Industrial Trust Inc.,
a Maryland corporation,
its general partner

By: /s/ Matthew Murphy
Matthew Murphy
Chief Financial
Officer

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| * Bruce L. Warwick | Director | April 10, 2014 |

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Matthew T. Murphy, Attorney in Fact

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DCT GSW GATEWAY 3 LP,

a Delaware limited partnership

By: DCT GSW Gateway 3 GP LLC, a
Delaware limited liability
company, its general partner

By: DCT Industrial Operating
Partnership LP, a Delaware
limited partnership, its Sole
Member

By: DCT Industrial Trust
Inc., a Maryland
corporation, its general
partner

By: /s/ Matthew Murphy
Matthew Murphy
Chief Financial
Officer

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Matthew T. Murphy, Attorney in Fact

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**CIVF I TX1B01 & B02, M02-M05,
W04,
W07 W10, L.P.,**

a Delaware limited partnership

By: CIVF I TX GP, LLC, a Delaware
limited liability company, its
General Partner

By: DCT Industrial Value Fund I,
L.P., a Delaware limited
partnership, its Sole Member

By: DCT Industrial Value
Fund I, Inc., a Maryland
corporation, its General
Partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial
Officer

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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| /s/ JOHN G. SPIEGLEMAN John G. Spiegleman | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |

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DCT ORLANDO ADC LP,

a Delaware limited partnership

By: DCT Orlando ADC GP LLC, a
Delaware limited liability
company, its General Partner

By: DCT Industrial Operating
Partnership LP, a Delaware
limited partnership, its Sole
Member

By: DCT Industrial Trust
Inc., a Maryland
corporation, its general
partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial
Officer

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| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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RUN DEEP, L.L.C.,

a Maryland limited liability company

By: Delta MDI, LLC, a Delaware limited liability company, its Managing Member

By: DCT Maryland LLC, a Delaware limited partnership, its Sole Member

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland corporation, its General Partner

By: /s/ Matthew
Murphy
Matthew Murphy

Chief Financial
Officer

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Matthew T. Murphy, Attorney in Fact

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DELTA-GREENWOOD, LLC,

DELTA-JUNCTION DRIVE, LLC

RIVERSIDE INVESTORS, L.L.C.,

**WESTERN AVENUE ASSOCIATES,
L.L.C.,**

a Delaware limited liability company

By: Delta MDI, LLC, a Delaware limited liability company, its Managing Member

By: DCT Maryland LLC, a Delaware limited partnership, its Sole Member

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland corporation, its General Partner

By: /s/ Matthew
Murphy
Matthew Murphy

Chief Financial
Officer

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| * John C. O. Keefe | Director | April 10, 2014 |
| Bruce L. Warwick | | |

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Matthew T. Murphy, Attorney in Fact

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ROUTE ONE HUNDRED LIMITED PARTNERSHIP,

a Maryland limited liability company

By: Delta MD2, LLC, a Delaware limited liability company, its Managing Member

By: Delta MD1, LLC, a Delaware limited partnership, its Sole Member

By: DCT Maryland LLC, a Delaware limited partnership, its Sole Member

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial
Officer

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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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| * | Director | April 10, 2014 |
| Thomas F. August | | |
| * | Director | April 10, 2014 |
| John S. Gates, Jr. | | |
| * | Director | April 10, 2014 |
| Raymond B. Greer | | |
| * | Director | April 10, 2014 |
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| * | Director | April 10, 2014 |
| John C. O'Keefe | | |
| * | Director | April 10, 2014 |
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Matthew T. Murphy, Attorney in Fact

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DCT GREENS CROSSING LP,

a Delaware limited partnership

By: DCT Greens Crossing GP LLC, a
Delaware limited liability
company, its General Partner

By: DCT Industrial Operating
Partnership LP, a Delaware
limited partnership, its Sole
Member

By: DCT Industrial Trust
Inc., a Maryland
corporation, its general
partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial
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| * John C. O Keefe | Director | April 10, 2014 |
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DCT MID SOUTH LOGISTICS V LP,

a Delaware limited partnership

By: DCT Mid South Logistics V GP LLC, a Delaware limited liability company, its general partner

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its Sole Member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew
Murphy
Matthew Murphy

Chief Financial
Officer

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| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
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Matthew T. Murphy, Attorney in Fact

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FR FRANKLIN, LLC

**DCT MCCOOK INDUSTRIAL
LLC,**

DCT SNOWDRIFT PA LLC,

a Delaware limited partnership

By: Industrial Property Funding
LLC, a Delaware limited liability
company, its Sole Member

By: DCT Industrial Operating
Partnership LP, a Delaware
limited partnership, its Sole
Member

By: DCT Industrial Trust
Inc., a Maryland
corporation, its General
Partner

By: /s/ Matthew
Murphy
Matthew Murphy

Chief Financial
Officer

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DCT NORTHLAKE LP,

a Delaware limited partnership

By: DCT Northlake GP LLC,
a Delaware limited liability
company,

its General Partner

By: Industrial Property Funding
LLC,
a Delaware limited liability
company,

its Sole Member

By: DCT Industrial Operating
Partnership LP,
a Delaware limited
partnership,

its Sole Member

By: DCT Industrial Trust Inc.,
a Maryland corporation,

its general partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial
Officer

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Matthew T. Murphy, Attorney in Fact

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DCT Marine Drive SC LLC,

DCT Silver Springs LLC,

DCT Southfield LLC,

TRT-DCT Commerce Circle LLC,

TRT-DCT Pencader LLC,

**TRT-DCT Veterans Corporate Center
LLC,**

a Delaware limited liability company

By: DCT Column I LLC,

a Delaware limited partnership,

its Sole Member

By: DCT Industrial Operating Partnership
LP,

a Delaware limited partnership,

its Sole Member

By: DCT Industrial Trust Inc.,

a Maryland corporation,

its General Partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

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Matthew T. Murphy, Attorney in Fact

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CIVF I TX1M01, L.P.,

a Delaware limited partnership

By: CIVF I - TX GP, LLC,

a Delaware limited liability company,

its General Partner

By: DCT Industrial Value Fund I, L.P.,

a Delaware limited partnership,

its Sole Member

By: DCT Industrial Value Fund I,
Inc.,

a Maryland corporation,

its General Partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| /s/ JOHN G. SPIEGLEMAN John G. Spiegleman | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on April 10, 2014.

CIVF I TX1W02, L.P.,

a Delaware limited partnership

By: CIVF I - TX GP, LLC,

a Delaware limited liability company,

its General Partner

By: DCT Industrial Value Fund I, L.P.,

a Delaware limited partnership,

its Sole Member

By: DCT Industrial Value Fund I,
Inc.,

a Maryland corporation,

its General Partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| /s/ JOHN G. SPIEGLEMAN John G. Spiegleman | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |

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DCT Bethlehem Crossing LLC,

a Delaware limited liability company

By: DCT Bethlehem Crossing Holdings LLC,

a Delaware limited liability company,

its Sole Member

By: DCT Industrial Operating Partnership
LP,

A Delaware limited partnership,

its Sole Member

By: DCT Industrial Trust Inc.,

A Maryland corporation,

Its General Partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT EASTPARK I LP,

a Delaware limited partnership

By: DCT-Eastpark I GP LLC, a Delaware limited liability company, its general partner

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its sole member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| Bruce L. Warwick | | |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

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DCT SHELBY 5 LP,

a Delaware limited partnership

By: DCT-SHELBY 5 GP LLC, a Delaware limited liability company, its general partner

By: DCT Industrial Operating Partnership LP, a Delaware limited partnership, its sole member

By: DCT Industrial Trust Inc., a Maryland corporation, its general partner

By: /s/ Matthew Murphy
Matthew Murphy

Chief Financial Officer

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| Signature | Title | Date |
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| /s/ THOMAS G. WATTLES Thomas G. Wattles | Executive Chairman and Director | April 10, 2014 |
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer and Director (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer and Treasurer (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| * Marilyn A. Alexander | Director | April 10, 2014 |
| * Thomas F. August | Director | April 10, 2014 |
| * John S. Gates, Jr. | Director | April 10, 2014 |
| * Raymond B. Greer | Director | April 10, 2014 |
| * Tripp H. Hardin | Director | April 10, 2014 |
| * John C. O. Keefe | Director | April 10, 2014 |
| * Bruce L. Warwick | Director | April 10, 2014 |

*By: /s/ MATTHEW T. MURPHY
Matthew T. Murphy, Attorney in Fact

SIGNATURES

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DCT 195 CORPORATE DRIVE LLC,

**DCT 1575-1595 HIGH POINT DRIVE
LLC,**

each a Delaware limited liability company

By: DCT Industrial TRS, Inc., a Delaware
corporation, its Sole Member

By: /s/ Matthew Murphy
Matthew Murphy,

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer, Treasurer and Director (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| /s/ JOHN G. SPIEGLEMAN John G. Spiegleman | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |

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DCT INDUSTRIAL TRS INC.,

a Delaware corporation

By: /s/ Matthew Murphy

Matthew Murphy,

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|----------------|
| /s/ PHILIP L. HAWKINS Philip L. Hawkins | Chief Executive Officer (Principal Executive Officer) | April 10, 2014 |
| /s/ MATTHEW T. MURPHY Matthew T. Murphy | Chief Financial Officer, Treasurer and Director (Principal Financial Officer) | April 10, 2014 |
| /s/ MARK SKOMAL Mark Skomal | Chief Accounting Officer (Principal Accounting Officer) | April 10, 2014 |
| /s/ JOHN G. SPIEGLEMAN John G. Spiegleman | Director, Executive Vice President, General Counsel and Secretary | April 10, 2014 |