

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-36008

**Rexford Industrial Realty, Inc.**

(Exact name of registrant as specified in its charter)

MARYLAND

(State or other jurisdiction of incorporation or organization)

11620 Wilshire Boulevard, Suite 1000,  
Los Angeles, California

(Address of principal executive offices)

46-2024407

(I.R.S. Employer Identification No.)

90025

(Zip Code)

(310) 966-1680

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Common Stock, \$0.01 par value

Name of Each Exchange on Which Registered

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting stock held by non-affiliates of the registrant based upon the closing sale price of the registrant's common stock on June 30, 2014 as reported on the New York Stock Exchange ("NYSE") was approximately \$361,065,880. The registrant had no non-voting common equity outstanding on such date. This amount excludes 267,895 shares of the registrant's common stock held by the executive officers and directors. Exclusion of such shares should not be construed to indicate that any such person possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant or that such person is controlled by or under common control with the registrant.

The number of shares of common stock outstanding at March 2, 2015 was 55,327,192.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement with respect to its 2015 Annual Meeting of Stockholders to be filed not later than 120 days after the end of the registrant's fiscal year are incorporated by reference into Part III of this Form 10-K.

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## PART I

### Forward-Looking Statements

We make statements in this Annual Report on Form 10-K that are forward-looking statements, which are usually identified by the use of words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “may,” “plans,” “projects,” “seeks,” “should,” “will,” and variations of such words or similar expressions. Our forward-looking statements reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions, expectations, strategies and prospects as reflected in or suggested by our forward-looking statements are reasonable, we can give no assurance that our plans, intentions, expectations, strategies or prospects will be attained or achieved and you should not place undue reliance on these forward-looking statements. Furthermore, actual results may differ materially from those described in the forward-looking statements and may be affected by a variety of risks and factors including, without limitation:

- the competitive environment in which we operate;
- real estate risks, including fluctuations in real estate values and the general economic climate in local markets and competition for tenants in such markets;
- decreased rental rates or increasing vacancy rates;
- potential defaults on or non-renewal of leases by tenants;
- potential bankruptcy or insolvency of tenants;
- acquisition risks, including failure of such acquisitions to perform in accordance with expectations;
- the timing of acquisitions and dispositions;
- potential natural disasters such as earthquakes, wildfires or floods;
- national, international, regional and local economic conditions;
- the general level of interest rates;
- potential changes in the law or governmental regulations that affect us and interpretations of those laws and regulations, including changes in real estate and zoning or real estate investment trust (“REIT”) tax laws, and potential increases in real property tax rates;
- financing risks, including the risks that our cash flows from operations may be insufficient to meet required payments of principal and interest and we may be unable to refinance our existing debt upon maturity or obtain new financing on attractive terms or at all;
- lack of or insufficient amounts of insurance;
- our failure to complete acquisitions;
- our failure to successfully integrate acquired properties;
- our ability to qualify and maintain our qualification as a REIT;
- litigation, including costs associated with prosecuting or defending pending or threatened claims and any adverse outcomes; and
- possible environmental liabilities, including costs, fines or penalties that may be incurred due to necessary remediation of contamination of properties presently owned or previously owned by us.

Accordingly, there is no assurance that our expectations will be realized. Except as otherwise required by the U.S. federal securities laws, we disclaim any obligations or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based. The reader should review carefully our financial statements and the notes thereto, as well as Item 1A entitled “Risk Factors” in this report.

## Item 1. Business

### Company Overview

Rexford Industrial Realty, Inc. is a self-administered and self-managed full-service real estate investment trust (“REIT”) focused on owning, operating and acquiring industrial properties in Southern California infill markets. Our goal is to generate attractive risk-adjusted returns for our stockholders by providing superior access to industrial property investments in Southern California infill markets.

We were formed as a Maryland corporation on January 18, 2013 and Rexford Industrial Realty, L.P. (the “Operating Partnership”), of which we are the sole general partner, was formed as a Maryland limited partnership on January 18, 2013. Through our controlling interest in our Operating Partnership and its subsidiaries, we own, manage, lease, acquire and develop industrial real estate primarily located in Southern California infill markets. As of December 31, 2014, our consolidated portfolio consisted of 98 properties with approximately 9.8 million rentable square feet. We also own a 15% interest in a joint venture (the “JV”) that indirectly owns one property with approximately 0.5 million square feet, which we also manage. In addition, we currently manage an additional 20 properties with approximately 1.2 million rentable square feet.

On July 24, 2013, we completed our initial public offering (“IPO”), issuing a total of 16,000,000 shares of our common stock in exchange for net proceeds of approximately \$208.5 million after deducting the underwriter’s discount. Concurrently with completion of the IPO, we completed our formation transactions, pursuant to which we acquired certain assets of our predecessor funds in exchange for the assumption or discharge of \$303.3 million in indebtedness, the payment of \$7.2 million in cash, the issuance of 3,697,086 common units of our Operating Partnership and 4,943,225 shares of our common stock. In connection with the formation transactions, we also completed our concurrent private placement, issuing a total of 3,358,311 shares of our common stock in exchange for gross proceeds of \$47.0 million.

On August 21, 2013, we issued an additional 451,972 shares of our common stock for an additional \$5.9 million of net proceeds in connection with the partial exercise of the over-allotment option granted to the underwriters in the IPO.

On August 19, 2014, we completed a public follow-on offering of 17,250,000 shares of our common stock at a price per share of \$13.50. The net proceeds were approximately \$221.8 million, after deducting the underwriting discount and offering costs of approximately \$11.1 million. A portion of the proceeds from this offering were used to repay the outstanding balance of \$137.9 million on our unsecured revolving credit facility at the time of the offering. The remaining proceeds were primarily used to fund acquisitions.

On February 3, 2015, we completed a second public follow-on offering of 11,500,000 shares of our common stock at a price per share of \$16.00. The net proceeds were approximately \$176.4 million, after deducting the underwriting discount and estimated offering costs of approximately \$7.6 million. A portion of the net proceeds from this offering were used to repay the outstanding balance of \$116.0 million under our unsecured revolving credit facility on February 6, 2015.

We elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”) commencing with our taxable year ending December 31, 2013.

### Business Objectives and Growth Strategies

Our primary business objective is to generate attractive risk-adjusted returns for our stockholders through dividends and capital appreciation. We believe that pursuing the following strategies will enable us to achieve this objective:

#### *External Growth through Acquisitions.*

We continue to grow our portfolio through disciplined acquisitions in prime Southern California infill markets. We believe that our relationship-, data- and event-driven research allows us to identify and exploit asset mispricing and market inefficiencies. We seek to source transactions from owners with maturing loans, some facing liquidity needs or financial stress, including loans that lack economical refinancing options. We also seek to transact with lenders that may face a need to divest or resolve underperforming loans in order to meet increased capital and regulatory requirements. Additionally, we also seek to acquire assets with value-add opportunities to increase their cash flow and asset values, often targeting off-market or lightly marketed transactions where our execution abilities and market credibility encourage owners to sell assets to us at what we consider pricing that is more favorable to heavily marketed transactions. We also believe our deep market presence and relationships may enable us to selectively acquire assets in marketed transactions that may be difficult to access for less focused buyers.



### ***Internal Growth through Intensive, Value-Add Asset Management.***

We employ an intensive asset management strategy that is designed to increase cash flow and occupancy from our properties. Our strategy includes proactive renewal of existing tenants, re-tenanting to achieve higher rents, and repositioning industrial property by renovating, modernizing or increasing functionality to increase cash flow and value. For example, we sometimes convert formerly single-tenant properties to multi-tenant occupancy to capitalize upon the higher per square foot rents generated by smaller spaces in our target markets in addition to adding or improving loading and increasing fire life/safety systems capacity. We believe that by undertaking such conversions or other functional enhancements, we can position our properties to attract a larger universe of potential tenants, increase occupancy, tenant quality and rental rates. We also believe that multi-tenant properties, as well as single mid-size buildings, help to limit our exposure to tenant default risk and diversify our sources of cash flow. Additionally, our proactive approach to leasing and asset management is driven by our in-house team of portfolio and property managers, which maintains direct, day-to-day relationships and dialogue with our tenants, which we believe enhances recurring cash flow and reduces periods of vacancy.

### **Competitive Strengths**

We believe that our investment strategy and operating model distinguish us from other owners, operators and acquirers of industrial real estate in several important ways, including the following:

***Concentration of Industrial Assets in Southern California's Infill Market:*** We intend to continue our core strategy of owning and operating industrial properties within Southern California's infill regions. Infill markets are considered high-barrier to-entry markets with scarcity of vacant or developable land, and high concentrations of people, jobs, housing, income, wages and consumption. We believe Southern California's infill industrial property market is the largest, most fragmented industrial market in the nation, demonstrating favorable long-term tenant demand fundamentals in the face of an ongoing scarcity of supply. We have a portfolio of interests in 99 properties totaling approximately 10.3 million square feet, which are all located in Southern California infill markets.

***Diversified Tenant Mix:*** Our portfolio is leased to a broad tenant base, drawn from diverse industry sectors. We believe that this diversification reduces our exposure to tenant default risk and earnings volatility. As of December 31, 2014, we had 1,118 leases, with no single tenant accounting for more than 2.4% of our total annualized rent. Our portfolio is also geographically diversified within the Southern California market across the following submarkets: Los Angeles (54%); San Diego (14%); Orange (13%); San Bernardino (11%); Ventura (8%).

***Superior Access to Deal Flow:*** We believe that we enjoy superior access to value-add, off-market, lightly marketed and marketed acquisition opportunities, many of which are difficult for competing investors to access. Off-market and lightly marketed transactions are characterized by a lack of a formal marketing process and a lack of widely disseminated marketing materials. Marketed transactions are often characterized by extensive buyer competition, making these difficult to close on for less-focused investors. As we are principally focused on the Southern California market, our executive management and acquisition teams have developed and maintain a deep, broad network of relationships among key market participants, including property brokers, lenders, owners and tenants. We employ an extensive broker marketing, incentives and loyalty program. We also utilize data-driven and event-driven analytics and primary research to identify and pursue events and circumstances, including below market leased properties, properties experiencing functional obsolescence, generational ownership changes, financial stress, related to properties, owners, lenders, and tenants that tend to generate early access to emerging investment opportunities.

***Vertically Integrated Platform:*** We are a full-service real estate operating company, with substantial in-house capabilities in all aspects of our business. Our platform includes experienced in-house teams focused on acquisitions, analytics and underwriting, asset management and repositioning, property management, leasing, construction management and sales, as well as finance, accounting, legal and human relations departments.

***Value-Add Repositioning and Redevelopment Expertise:*** Our in-house redevelopment and construction management team employs an entrepreneurial approach to redevelopment and repositioning activities that are designed to increase the functionality and cash flow of our properties. These activities include converting large underutilized spaces into a series of smaller and more functional spaces, adding additional square footage and modernizing properties by, among other things, modernizing fire, life-safety and building operating systems, resolving functional obsolescence, adding or enhancing loading areas and truck access and making certain other accretive improvements.

**Growth-Oriented Capital Structure:** Our capital structure provides us with significant financial flexibility and the capacity to fund future growth. On December 31, 2014, our net debt to total market capitalization was 32.7%. We have a \$200 million senior unsecured revolving credit facility. As of December 31, 2014 we had \$92.5 million outstanding on this facility, leaving \$107.5 million available. The facility has an accordion feature that may be utilized, subject to the satisfaction of specified conditions and the identification of lenders willing to make available such additional amounts.

## **Competition**

In acquiring our target properties, we compete with other public industrial property sector REITs, income oriented non-traded REITs, private real estate fund managers and local real estate investors and developers, many of which have greater financial resources or other competitive advantages than we do. We also face significant competition in leasing available properties to prospective tenants and in re-leasing space to existing tenants, including competition from the properties owned by Mr. Schwimmer. See “Certain Relationships and Related Transactions, and Director Independence.”

## **Regulation**

### **General**

Our properties are subject to various laws, ordinances and regulations, including regulations relating to common areas and fire and safety requirements. We believe that we have the necessary permits and approvals to operate each of our properties.

### **Americans with Disabilities Act**

Our properties must comply with Title III of the Americans with Disabilities Act of 1990, as amended (the “ADA”) to the extent that such properties are “public accommodations” as defined under the ADA. Under the ADA, all public accommodations must meet federal requirements related to access and use by disabled persons. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. Although we believe that the properties in our portfolio in the aggregate substantially comply with present requirements of the ADA, and we have not received any notice for correction from any regulatory agency, we have not conducted a comprehensive audit or investigation of all of our properties to determine whether we are in compliance and therefore we may own properties that are not in compliance with current ADA standards.

ADA compliance is dependent upon the tenant’s specific use of the property, and as the use of a property changes or improvements to existing spaces are made, we will take steps to ensure compliance. Noncompliance with the ADA could result in additional costs to attain compliance, imposition of fines by the U.S. government or an award of damages plus attorney’s fees to private litigants. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our properties and to make alterations to achieve compliance as deemed commercially reasonable.

### **Environmental Matters**

The properties that we acquire are subject to various federal, state and local environmental laws. Under these laws, courts and government agencies have the authority to require us, as owner of a contaminated property, to clean up the property, even if we did not know of or were not responsible for the contamination. These laws also apply to persons who owned a property at the time it became contaminated, and therefore it is possible we could incur these costs even after we sell some of the properties we acquire. In addition to the costs of cleanup, environmental contamination can affect the value of a property and, therefore, an owner’s ability to borrow using the property as collateral or to sell the property. Under applicable environmental laws, courts and government agencies also have the authority to require that a person who sent waste to a waste disposal facility, such as a landfill or an incinerator, pay for the clean-up of that facility if it becomes contaminated and threatens human health or the environment.

Furthermore, various court decisions have established that third parties may recover damages for injury caused by property contamination. For instance, a person exposed to asbestos at one of our properties may seek to recover damages if he or she suffers injury from the asbestos. Lastly, some of these environmental laws restrict the use of a property or place conditions on various activities. An example would be laws that require a business using chemicals to manage them carefully and to notify local officials that the chemicals are being used.

We could be responsible for any of the costs discussed above, which have the potential to be very significant. The costs to clean up a contaminated property, to defend against a claim, or to comply with environmental laws could be material and could adversely affect the funds available for distribution to our stockholders. We usually require Phase I or similar environmental assessments by independent environmental consultants at the time of acquisition of a property. We generally expect to continue to obtain a Phase I or

similar environmental site assessments by independent environmental consultants on each property prior to acquiring it. However, these environmental assessments may not reveal all environmental costs that might have a material adverse effect on our business, assets, results of operations or liquidity and may not identify all potential environmental liabilities.

We can make no assurances that (1) future laws, ordinances or regulations will not impose material environmental liabilities on us, or (2) the current environmental condition of our properties will not be affected by tenants, the condition of land or operations in the vicinity of our properties (such as releases from underground storage tanks), or by third parties unrelated to us.

### **Insurance**

We carry commercial property, liability and terrorism coverage on all the properties in our portfolio under a blanket insurance policy. In addition, we hold environmental policies for properties with known environmental conditions that provides for coverage for potential environmental liabilities, subject to the policy's coverage conditions and limitations. Generally, we do not carry insurance for certain types of extraordinary losses, including, but not limited to, losses caused by earthquakes, riots, war and wildfires. Substantially all of our properties are located in areas that are subject to earthquakes and are not currently insured against such an event (either with a blanket policy or individual property policies). We will continue to monitor third-party earthquake insurance pricing and conditions and may consider obtaining third-party coverage if we deem it cost effective.

### **Segment and Geographic Financial Information**

We manage our operations on an aggregated, single segment basis for purposes of assessing performance and making operating decisions and, accordingly, we have only one reporting and operating segment

### **Employees**

At December 31, 2014, we had 48 employees. We believe that relations with our employees are good. None of our employees are represented by a labor union.

### **Principal Executive Offices**

Our principal executive offices are located 11620 Wilshire Boulevard, Suite 1000, Los Angeles, California 90025 (telephone 310-966-1680). We believe that our current facilities are adequate for our present and future operations.

### **Available Information**

We file our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements, Information Statements and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") with the U.S. Securities and Exchange Commission (the "SEC"). The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE., Washington, DC 20549. The public may obtain information on the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy details and other information regarding issuers that file electronically with the SEC at <http://www.sec.gov>.

Our website address is <http://www.rexfordindustrial.com>. We make available on our website, free of charge, our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements, Information Statements and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC.

Our board of directors maintains charters for each of its committees and has adopted a written set of corporate governance guidelines and a code of business conduct and ethics applicable to independent directors, executive officers, employees and agents, each of which is available for viewing on our website at <http://www.rexfordindustrial.com> under the heading "Investor Relations—Company Information."

Website addresses referred to in this Annual Report on Form 10-K are not intended to function as hyperlinks, and the information contained on our website is not incorporated into, and does not form a part of this Annual Report on Form 10-K or any other report or documents we file with or furnish to the SEC.

## Item 1A. Risk Factors

Set forth below are some (but not all) of the factors that could adversely affect our performance and financial condition. Moreover, we operate in a highly competitive and rapidly changing environment. New risk factors emerge from time to time, and it is not possible for us to predict all such risk factors, nor can it assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

We believe the following risks are material to our stockholders. You should carefully consider the following factors in evaluating our company, our properties and our business. The occurrence of any of the following risks could adversely affect our results of operations, cash flows and our ability to pay distributions on, and the per share trading price of, our common stock and might cause our stockholders to lose all or part of their investment. For purposes of this section, the term “stockholders” means the holders of shares of our common stock.

### Risks Related to Our Business and Operations

***Our portfolio of properties is concentrated in the industrial real estate sector, and our business would be adversely affected by an economic downturn in that sector.***

Our properties are concentrated in the industrial real estate sector. This concentration exposes us to the risk of economic downturns in this sector to a greater extent than if our business activities included a more significant portion of other sectors of the real estate industry.

***Our portfolio of properties is dependent upon regional and local economic conditions and is geographically concentrated in Southern California infill markets, which causes us to be especially susceptible to adverse developments in those markets.***

All of our consolidated properties are located in Southern California, which may expose us to greater economic risks than if we owned a more geographically diverse portfolio. We are particularly susceptible to adverse economic or other conditions in Southern California (such as periods of economic slowdown or recession, business layoffs or downsizing, industry slowdowns, relocations of businesses, increases in real estate and other taxes and the cost of complying with governmental regulations or increased regulation), as well as to natural disasters that occur in this market (such as earthquakes, wild fires and other events). Most of our properties are located in areas known to be seismically active. Our properties are not currently insured against earthquakes (either with a blanket policy or individual property policies). Even if we obtain earthquake insurance in the future, the amount of our coverage may not be sufficient to fully cover losses from earthquakes and associated disasters. The Southern California market has experienced downturns within recent years. A further downturn in the Southern California economy could impact our tenants' ability to continue to meet its rental obligations or otherwise adversely affect the size of our tenant base, which could materially adversely affect our operations and our revenue and cash available for distribution, including cash available to pay distributions to our stockholders. We cannot assure you that the Southern California market will grow or that underlying real estate fundamentals will be favorable to owners and operators of industrial properties. Our operations may also be affected if competing properties are built in the Southern California market. In addition, the State of California continues to suffer from severe budgetary constraints and is regarded as more litigious and more highly regulated and taxed than many other states, all of which may reduce demand for industrial space in California and may make it more costly to operate our business. Any adverse economic or real estate developments in the Southern California market, or any decrease in demand for industrial space resulting from the regulatory environment, business climate or energy or fiscal problems, could adversely impact us and our stockholders.

***Our properties are concentrated in certain industries that make us susceptible to adverse events with respect to those industries.***

Our properties are concentrated in certain industries, which, as of December 31, 2014, included the following (and accounted for the percentage of our total annualized rent indicated): Wholesale/Retail (12.9%); Light Manufacturing (9.9%); Warehousing and Storage (9.1%); and Business Services (7.2%). Any downturn in one or more of these industries, or in any other industry in which we may have a significant concentration now or in the future, could adversely affect our tenants who are involved in such industries. If any of these tenants is unable to withstand such downturn or is otherwise unable to compete effectively in its business, it may be forced to declare bankruptcy, fail to meet its rental obligations, seek rental concessions or be unable to enter into new leases, which could materially and adversely affect us.

***Our debt level reduces cash available for distribution and may expose us to the risk of default under our debt obligations.***

Payments of principal and interest on borrowings may leave us with insufficient cash resources to operate our properties or to pay the dividends currently contemplated or necessary to maintain our REIT qualification. Our level of debt and the limitations imposed on us by our debt agreements could have significant adverse consequences, including the following:

- our cash flow may be insufficient to meet our required principal and interest payments;
- we may be unable to borrow additional funds as needed or on favorable terms, which could, among other things, adversely affect our ability to meet operational needs;
- we may be unable to refinance our indebtedness at maturity or the refinancing terms may be less favorable than the terms of our original indebtedness;
- we may be forced to dispose of one or more of our properties, possibly on unfavorable terms or in violation of certain covenants to which we may be subject;
- we may violate restrictive covenants in our loan documents, which would entitle the lenders to accelerate our debt obligations and in some cases commence foreclosure proceedings on one or more of our properties; and
- our default under any loan with cross default provisions could result in a default on other indebtedness.

Any loan defaults or property foreclosures may impact our ability to access capital in the future on favorable terms or at all, as well as our relationships with and/or perception among lenders, investors, tenants, brokers, analysts, vendors, employees and other parties. Furthermore, foreclosures could create taxable income without accompanying cash proceeds, which could hinder our ability to meet the REIT distribution requirements imposed by the Internal Revenue Code of 1986, as amended (the "Code"). See "Management's Discussion and Analysis of Financial Condition and Results of Operations—Factors That May Influence Future Results of Operations."

***We may be unable to renew leases, lease vacant space or re-lease space as leases expire.***

As of December 31, 2014, leases representing 16.6% and 25.8% of the rentable square footage of the properties in our consolidated portfolio will expire in 2015 and 2016 respectively, and an additional 9.3% of the rentable square footage of the properties in our consolidated portfolio was available (taking into account leases signed as of December 31, 2014 that had not yet commenced on that date). We cannot assure you that our leases will be renewed or that our properties will be re-leased at rental rates equal to or above the current average rental rates or that we will not offer substantial rent abatements, tenant improvements, early termination rights or below-market renewal options to attract new tenants or retain existing tenants. If the rental rates for our properties decrease, or if our existing tenants do not renew their leases or we do not re-lease a significant portion of our available space and space for which leases will expire, our financial condition, results of operations, cash flows and our ability to pay distributions on, and the per share trading price of, our common stock could be adversely affected.

***We may be unable to identify and complete acquisitions of properties that meet our criteria, which may impede our growth.***

Our business strategy involves the acquisition of industrial properties meeting certain investment criteria in our target markets. These activities require us to identify suitable acquisition candidates or investment opportunities that meet our criteria and are compatible with our growth strategies. We may be unable to acquire properties identified as potential acquisition opportunities. Our ability to acquire properties on favorable terms, or at all, may expose us to the following significant risks:

- we may incur significant costs and divert management attention in connection with evaluating and negotiating potential acquisitions, including ones that we are subsequently unable to complete;
- even if we enter into agreements for the acquisition of properties, these agreements are subject to conditions to closing, which we may be unable to satisfy; and
- we may be unable to finance any given acquisition on favorable terms or at all.

If we are unable to finance property acquisitions or acquire properties on favorable terms, or at all, our financial condition, results of operations, cash flows and our ability to pay distributions on, and the per share trading price of, our common stock could be adversely affected. In addition, failure to identify or complete acquisitions of suitable properties could slow our growth.

***Our acquisition activities may pose risks that could harm our business.***

As a result of our acquisitions, we may be required to incur debt and expenditures and issue additional common stock or common units to pay for the acquired properties. These acquisitions may dilute our stockholders' ownership interest, delay or prevent our profitability and may also expose us to risks such as:

- the possibility that we may not be able to successfully integrate acquired properties into our existing portfolio or achieve the level of quality with respect to such properties to which tenants of our existing properties are accustomed;
- the possibility that senior management may be required to spend considerable time negotiating agreements and integrating acquired properties, diverting their attention from our other objectives;
- the possibility that we may overpay for a property;
- the possible loss or reduction in value of acquired properties; and
- the possibility of pre-existing undisclosed liabilities regarding acquired properties, including environmental or asbestos liability, for which our insurance may be insufficient or for which we may be unable to secure insurance coverage.

We cannot assure you that the price for any future acquisitions will be similar to prior acquisitions. If our revenue does not keep pace with these potential acquisition and expansion costs, we may incur net losses. There is no assurance that we will successfully overcome these risks or other problems encountered with acquisitions.

***We may obtain limited or no warranties when we purchase a property, which increases the risk that we may lose invested capital in or rental income from such property.***

Many properties that we have acquired and expect to acquire in the future are sold in "as is" condition, on a "where is" basis and "with all faults," without any warranties of merchantability or fitness for a particular use or purpose. In other acquisitions, the purchase agreements may contain only limited warranties, representations and indemnifications that will only survive for a limited period after the closing. Also, many sellers of real estate are single-purpose entities without any other significant assets. The purchase of properties with limited warranties or from undercapitalized sellers increases the risk that we may lose some or all of our invested capital in the property (and in some cases, have liabilities greater than our investment) as well as the loss of rental income from such property.

***We face significant competition for acquisitions of real properties, which may reduce the number of acquisition opportunities available to us and increase the costs of these acquisitions.***

The current market for acquisitions of industrial properties in Southern California continues to be extremely competitive. This competition may increase the demand for our target properties and, therefore, reduce the number of suitable acquisition opportunities available to us and increase the prices paid for such acquisition properties. We also face significant competition for attractive acquisition opportunities from an indeterminate number of investors, including publicly traded and privately held REITs, private equity investors and institutional investment funds, some of which have greater financial resources than we do, a greater ability to borrow funds to acquire properties and the ability to accept more risk than we can prudently manage, including risks with respect to the geographic proximity of investments and the payment of higher acquisition prices. This competition will increase if investments in real estate become more attractive relative to other forms of investment. Competition for investments may reduce the number of suitable investment opportunities available to us and may have the effect of increasing prices paid for such acquisition properties and/or reducing the rents we can charge and, as a result, adversely affecting our operating results.

***We may be unable to source limited marketing deal flow in the future.***

As of December 31, 2014, approximately 67% of the acquisitions by deal count completed by us since our IPO were acquired in off-market or lightly marketed transactions, which are transactions that are characterized by a lack of a formal marketing process and lack of widely disseminated marketing materials. We sometimes refer to these transactions as "limited marketing" transactions. Properties that are acquired by limited marketing transactions are typically more attractive to us as a purchaser and are a core part of our strategic plan, because the absence of a formal or extended marketing/bidding period typically results in more favorable pricing, more favorable non-economic terms and often an ability to close transactions more rapidly. If we cannot obtain limited marketing deal flow in the future, our ability to locate and acquire additional properties in the manner in which we have historically may be adversely affected and may cause us to revisit our core strategies.

***Our future acquisitions may not yield the returns we expect.***

Our future acquisitions and our ability to successfully operate the properties we acquire in such acquisitions may be exposed to the following significant risks:

- even if we are able to acquire a desired property, competition from other potential acquirers may significantly increase the purchase price;
- we may acquire properties that are not accretive to our results upon acquisition, and we may not successfully manage and lease those properties to meet our expectations;
- we may spend more than budgeted amounts to make necessary improvements or renovations to acquired properties;
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations, and as a result our results of operations and financial condition could be adversely affected;
- market conditions may result in higher than expected vacancy rates and lower than expected rental rates; and
- we may acquire properties subject to liabilities and without any recourse, or with only limited recourse, with respect to unknown liabilities such as liabilities for clean-up of undisclosed environmental contamination, claims by tenants, vendors or other persons dealing with the former owners of the properties, liabilities incurred in the ordinary course of business and claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties.

***We may not be able to control our operating costs or our expenses may remain constant or increase, even if our revenues do not increase, causing our results of operations to be adversely affected.***

Factors that may adversely affect our ability to control operating costs include the need to pay for insurance and other operating costs, including real estate taxes, which could increase over time, the need to periodically repair, renovate and re-lease space, the cost of compliance with governmental regulation, including zoning and tax laws, the potential for liability under applicable laws, interest rate levels and the availability of financing. If our operating costs increase as a result of any of the foregoing factors, our results of operations may be adversely affected.

The expense of owning and operating a property is not necessarily reduced when circumstances such as market factors and competition cause a reduction in income from the property. As a result, if revenues decline, we may not be able to reduce our expenses accordingly. Costs associated with real estate investments, such as real estate taxes, insurance, loan payments and maintenance, generally will not be reduced even if a property is not fully occupied or other circumstances cause our revenues to decrease.

***High mortgage rates and/or unavailability of mortgage debt may make it difficult for us to finance or refinance properties, which could reduce the number of properties we can acquire, our net income and the amount of cash distributions we can make.***

If mortgage debt is unavailable at reasonable rates, we may not be able to finance the purchase of properties. If we place mortgage debt on properties, we may be unable to refinance the properties when the loans become due, or to refinance on favorable terms. If interest rates are higher when we refinance our properties, our income could be reduced. If any of these events occur, our cash flow could be reduced. This, in turn, could reduce cash available for distribution to our stockholders and may hinder our ability to raise more capital by issuing more stock or by borrowing more money. In addition, to the extent we are unable to refinance the properties when the loans become due, we will have fewer debt guarantee opportunities available to offer under our Tax Matters Agreement, previously filed with the SEC.

***Mortgage and other secured debt obligations expose us to the possibility of foreclosure, which could result in the loss of our investment in a property or group of properties subject to mortgage debt.***

Incurring mortgage and other secured debt obligations increases our risk of property losses because defaults on indebtedness secured by properties may result in foreclosure actions initiated by lenders and ultimately our loss of the property securing any loans for which we are in default. Any foreclosure on a mortgaged property or group of properties could adversely affect the overall value of our portfolio of properties. For tax purposes, a foreclosure on any of our properties that is subject to a nonrecourse mortgage loan would be treated as a sale of the property for a purchase price equal to the outstanding balance of the debt secured by the mortgage. If the outstanding balance of the debt secured by the mortgage exceeds our tax basis in the property, we would recognize taxable income on foreclosure, but would not receive any cash proceeds, which could hinder our ability to meet the REIT distribution requirements imposed by the Code.

***Some of our financing arrangements involve balloon payment obligations, which may adversely affect our financial condition and our ability to make distributions.***

Some of our financing arrangements require us to make a lump-sum or “balloon” payment at maturity. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources.” Our ability to satisfy a balloon payment at maturity is uncertain and may depend upon our ability to obtain additional financing or our ability to sell the property. At the time the balloon payment is due, we may or may not be able to refinance the existing financing on terms as favorable as the original loan or sell the property at a price sufficient to satisfy the balloon payment. The effect of a refinancing or sale could affect the rate of return to stockholders and the projected time of disposition of our assets. In addition, payments of principal and interest made to service our debts may leave us with insufficient cash to pay the distributions that we are required to pay to maintain our qualification as a REIT.

***Our unsecured revolving credit facility and term loans and certain of our other secured loans contain, and any other future indebtedness we incur may contain, various covenants, and the failure to comply with those covenants could materially adversely affect us.***

Our revolving credit facility and term loan contain, and any other future indebtedness we incur may contain, certain covenants, which, among other things, restrict our activities, including, as applicable, our ability to sell the underlying property without the consent of the holder of such indebtedness, to repay or defease such indebtedness or to engage in mergers or consolidations that result in a change in control of our company. We are also subject to financial and operating covenants. Failure to comply with any of these covenants would likely result in a default under the applicable indebtedness that would permit the acceleration of amounts due thereunder and under other indebtedness and foreclosure of properties, if any, serving as collateral therefor.

***Failure to hedge effectively against interest rate changes may adversely affect us.***

Subject to the rules related to maintaining our qualification as a REIT, we may enter into hedging transactions to protect us from the effects of interest rate fluctuations on floating rate debt. During the year ended December 31, 2014, we executed four forward interest rate swaps to mitigate our exposure to fluctuation in short-term interest rates. Two of the swaps each have a notional value of \$30.0 million, and will effectively fix the interest rate on our \$60.0 million term loan as follows: (i) \$30.0 million at 3.726% from January 15, 2015 to February 15, 2019, and (ii) \$30.0 million at 3.91% for the period from July 15, 2015 to February 15, 2019. The other two swaps each have a notional value of \$50.0 million, and will effectively fix the interest rate on our \$100.0 million term loan as follows: (i) \$50.0 million at 1.79% plus an applicable margin under the terms of the loan agreement from August 14, 2015 to December 14, 2018, and (ii) \$50.0 million at 2.005% plus an applicable margin under the terms of the loan agreement from February 16, 2015 to December 14, 2018. Our future hedging transactions may include entering into additional interest rate cap agreements or interest rate swap agreements. These agreements involve risks, such as the risk that such arrangements would not be effective in reducing our exposure to interest rate changes or that a court could rule that such an agreement is not legally enforceable. In addition, interest rate hedging can be expensive, particularly during periods of rising and volatile interest rates. Hedging could reduce the overall returns on our investments. In addition, while such agreements would be intended to lessen the impact of rising interest rates on us, they could also expose us to the risk that the other parties to the agreements would not perform, we could incur significant costs associated with the settlement of the agreements or that the underlying transactions could fail to qualify as highly effective cash flow hedges under Financial Accounting Standards Board, or FASB, Accounting Standards Codification, or ASC, Topic 815, *Derivatives and Hedging*. In addition, the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank”) went into effect in 2010. Dodd-Frank created a new regulatory framework for oversight of derivatives transactions by the Commodity Futures Trading Commission (the “CFTC”) and the SEC. Among other things, Dodd-Frank subjects certain swap participants to new capital, margin and business conduct standards. In addition, Dodd-Frank contemplates that where appropriate in light of outstanding exposures, trading liquidity and other factors, swaps (broadly defined to include most hedging instruments other than futures) will be required to be cleared through a registered clearing facility and traded on a designated exchange or swap execution facility. There are some exceptions to these requirements for entities that use swaps to hedge or mitigate commercial risk. While we believe we qualify for one or more of such exceptions (including with respect to our existing forward interest rate swaps), the scope of these exceptions is still considered uncertain and will be further defined over time. Further, although we may qualify for exceptions, our derivatives counterparties may be subject to new capital, margin and business conduct requirements imposed as a result of the legislation, which may increase our transaction costs or make it more difficult for us to enter into additional hedging transactions on favorable terms. Our inability to enter into future hedging transactions on favorable terms, or at all, could increase our operating expenses and put us at increased exposure to interest rate risks.



***Our unsecured revolving credit facility and term loans will restrict our ability to engage in some business activities.***

Our revolving credit facility contains customary negative covenants and other financial and operating covenants that, among other things:

- restrict our ability to incur additional indebtedness;
- restrict our ability to make certain investments;
- limit our ability to make capital expenditures;
- restrict our ability to merge with another company;
- restrict our ability to make distributions to stockholders; and
- require us to maintain financial coverage ratios.

These limitations will restrict our ability to engage in some business activities that may otherwise be in our best interests. In addition, our revolving credit facility and term loan contain specific cross-default provisions with respect to specified other indebtedness, giving the lenders the right to declare a default if we are in default under other loans in some circumstances.

***Adverse changes in our credit rating could impair our ability to obtain future debt and equity financing on favorable terms, if at all.***

During February 2015, our unsecured revolving credit facility and unsecured term loan were assigned an investment grade rating of BBB- by Fitch Ratings. Our credit rating is based on our operating performance, liquidity and leverage ratios, overall financial position and other factors employed by the credit rating agencies in their rating analysis of us. Our credit rating can affect the amount and type of capital we can access, as well as the terms of any financings we may obtain. There can be no assurance that we will be able to maintain our current credit rating. In the event our current credit rating is downgraded, it may become difficult or expensive to obtain additional financing or refinance existing obligations and commitments.

***We may be subject to litigation or threatened litigation, which may divert management time and attention, require us to pay damages and expenses or restrict the operation of our business.***

We may be subject to litigation or threatened litigation. In particular, we are subject to the risk of complaints by our tenants involving premises liability claims and alleged violations of landlord-tenant laws, which may give rise to litigation or governmental investigations, as well as claims and litigation relating to real estate rights or uses of our properties, stockholder claims or claims by limited partners in our Operating Partnership, vendor contractual claims and asset purchase and sale related claims. Some of these claims may result in significant defense costs and potentially significant judgments against us, some of which are not, or cannot be, insured against. Additionally, whether or not any dispute actually proceeds to litigation, we may be required to devote significant management time and attention to its successful resolution (through litigation, settlement or otherwise), which would detract from our management's ability to focus on our business. Any such resolution could involve the payment of damages or expenses by us, which may be significant, or involve our agreement with terms that restrict the operation of our business. We generally intend to vigorously defend ourselves; however, we cannot be certain of the ultimate outcomes of currently asserted claims or of those that may arise in the future. Resolution of these types of matters against us may result in our having to pay significant fines, judgments, or settlements, which, if uninsured, or if the fines, judgments, and settlements exceed insured levels, could adversely impact our earnings and cash flows, thereby having an adverse effect on us and our stockholders. Certain litigation or the resolution of certain litigation may affect the availability or cost of some of our insurance coverage and could expose us to increased risks that would be uninsured, and/or adversely impact our ability to attract directors, officers and other key employees.

***We are subject to pending civil litigation regarding our formation transactions and initial public offering, which if decided against us, could require us to pay substantial judgments or settlements and incur expenses that could adversely affect our financial condition, results of operations, cash flows and our ability to pay distributions on, and the per share trading price of, our common stock.***

In addition to being subject to litigation in the ordinary course of business, on October 3, 2013, one putative class action purportedly brought on behalf of the pre-IPO investors in Rexford Industrial Fund III ("RIF III") was filed in the Los Angeles County Superior Court. On February 14, 2014, the plaintiffs filed an amended complaint adding an additional individual pre-IPO investor and putative claims on behalf of investors in Rexford Industrial Fund IV, LLC ("RIF IV"). The plaintiffs assert claims against the Company, RIF III, RIF IV, RILLC (as defined below) and Messrs. Schwimmer, Frankel and Ziman for breach of fiduciary duty, violation of certain California securities laws, negligent misrepresentation, and fraud. Plaintiffs allege, among other things, that the terms of the formation transactions were unfair to investors in RIF III and RIF IV, that the consideration received by investors in RIF

III and RIF IV in the formation transactions was inadequate, that the Management Companies (as defined below) were allocated unfair value in the formation transactions and that the disclosure documents related to the formation transactions were materially misleading. On July 15, 2014, a Second Amended Complaint was filed withdrawing the class action allegations and the allegations concerning communication of the Accommodation (as defined and discussed below), and adding four additional plaintiff investors. During the third quarter of 2014, the Company entered into settlement agreements with three of these four additional plaintiffs. The aggregate amounts paid by the Company in these settlements was not material. Plaintiffs assert claims against the Company, RIF III, RIF IV, Rexford Industrial, LLC and Messrs. Schwimmer, Frankel and Ziman for breach of fiduciary duty, violation of certain California securities laws, negligent misrepresentation, and fraud. Plaintiffs allege, among other things, that the terms of the Company's formation transactions were unfair to investors in RIF III and RIF IV, that the consideration received by investors in RIF III and RIF IV in the formation transactions was inadequate, that the pre-IPO management companies were allocated unfair value in the formation transactions and that the disclosure documents related to the formation transactions were materially misleading. Plaintiffs also request to inspect the books and records of RIF III and RIF IV, which entities no longer exist, and further seek declaratory relief, unspecified recessionary damages, disgorgement, compensatory, punitive and exemplary damages, an accounting for unjust enrichment, and an award of costs including pre-judgment interest, attorneys' and experts' fees, and other unspecified relief. Defendants have answered the Second Amended Complaint denying all allegations and asserting affirmative defenses. Defendants have also filed a motion to dismiss the case for *forum non conveniens* or, in the alternative, to compel judicial reference, which the plaintiffs oppose. Defendants' motion is pending before the court. We expect to incur costs associated with defending the action. At this early stage of the litigation, the ultimate outcome of the action is uncertain and we cannot reasonably assess the timing or outcome, or estimate the amount of loss, if any, or its effect, if any, on our financial statements.

Additionally, it is possible that other investors, including those that did not participate in the Accommodation, may assert claims similar to, or derivative from, the claims described above. If we are found to be liable with respect to any of these investor claims, we may incur liabilities that are material to our financial condition and operating results.

***A global financial crisis, high structural unemployment, and other events or circumstances beyond the control of the Company may adversely affect its industry, business, results of operations, contractual commitments, and access to capital.***

What began initially in 2007 and 2008 as a "subprime" mortgage crisis turned into an extraordinary U.S. and worldwide structural economic and financial crisis coupled with the rapid decline of the consumer economy. From 2008 through 2010, significant concerns over energy costs, geopolitical issues, the availability and cost of credit, the U.S. mortgage market, and a declining real estate market in the U.S. contributed to increased volatility, diminished expectations for the economy and the markets, and high levels of structural unemployment by historical standards. These factors, combined with volatile oil prices and fluctuating business and consumer confidence, precipitated a steep economic decline. From 2011 through 2014, the economy showed signs of improvement, but recovery has been slow and volatile. Further, severe financial and structural strains on the banking and financial systems have led to significant lack of trust and confidence in the global credit and financial system. Consumers and money managers have liquidated and may liquidate equity investments, and consumers and banks have held and may hold cash and other lower-risk investments, resulting in significant and, in some cases, catastrophic declines in the equity capitalization of companies and failures of financial institutions. Although U.S. bank earnings and liquidity are on the rebound, the potential of significant future bank credit losses creates uncertainty for the lending outlook. Additionally, job growth remains sluggish, and sustained high unemployment can further hinder economic growth.

***Adverse economic and geopolitical conditions and dislocations in the credit markets could have a material adverse effect on us.***

Our business may be affected by market and economic challenges experienced by the U.S. economy or real estate industry as a whole, such as the dislocations in the credit markets and general global economic downturn caused by the financial crisis of 2008. These conditions, or similar conditions existing in the future, may adversely affect our financial condition, results of operations, cash flows and our ability to pay distributions on, and the per share trading price of, our common stock as a result of the following potential consequences, among others:

- decreased demand for industrial space, which would cause market rental rates and property values to be negatively impacted;
- reduced values of our properties may limit our ability to dispose of assets at attractive prices, or at all, or to obtain debt financing secured by our properties and may reduce the availability of unsecured loans;
- our ability to obtain financing on terms and conditions that we find acceptable, or at all, may be limited, which could reduce our ability to pursue acquisition and redevelopment opportunities and refinance existing debt, reduce our returns from our acquisition and redevelopment activities and increase our future interest expense; and

one or more lenders under our proposed revolving credit facility or our new term loan could refuse to fund their financing commitments to us or could fail and we may not be able to replace the financing commitment of any such lenders on favorable terms, or at all.

In addition, the recent economic downturn adversely affected, and may continue to adversely affect, the businesses of many of our tenants. As a result, we may see increases in bankruptcies of our tenants and increased defaults by tenants, and we may experience higher vacancy rates and delays in re-leasing vacant space, which could negatively impact our business and results of operations.

***Recent financial and economic trouble in emerging-market economies may adversely impact the U.S. and global economies.***

Since the beginning of 2014, several emerging-market economies, including Argentina, Venezuela, Ukraine, Hungary, and Thailand are experiencing severe economic and political turmoil. Other emerging economies, including India, Indonesia, Brazil, Turkey, and South Africa are also reporting significant economic issues including fiscal deficits, falling growth rates, above target-inflation and political uncertainty from upcoming legislative and/or presidential elections. It is not possible to predict whether this economic and political turmoil might negatively impact the developed economies around the world, including the U.S. If these macro-economic and political issues are not managed appropriately, they could lead to currency, sovereign debt or banking crises and other financial turmoil and uncertainty.

***Failure of the U.S. federal government to manage its fiscal matters or to raise or further suspend the debt ceiling, and changes in the amount of federal debt, may negatively impact the economic environment and adversely impact our results of operations.***

The Budget Control Act of 2011 provides for a reduction of \$1.1 trillion of U.S. federal government discretionary spending over the next decade through a series of automatic across-the-board spending cuts known as sequestration. Although the American Taxpayer Relief Act of 2012, which was enacted on January 2, 2013, delayed the effective date of sequestration to provide an additional opportunity for the U.S. Congress and the President to agree on alternative deficit reduction options, sequestration went into effect on March 1, 2013, and will remain in effect in the absence of further legislative action.

The U.S. federal government has established a limit on the level of federal debt that the U.S. federal government can have outstanding, often referred to as the debt ceiling. U.S. federal debt is expected to reach the current debt ceiling in the coming months. The U.S. Congress has authority to raise the debt ceiling, and has done so in the past. For example, in 2011, the U.S. Congress raised the debt ceiling by enacting the Budget Control Act of 2011, resulting in sequestration and the lowering of the credit rating of the U.S. federal government. More recently, the U.S. Congress temporarily increased the debt ceiling following a partial shutdown of the U.S. federal government in October 2013. Absent an increase in, or suspensions to, the debt ceiling in 2015, the U.S. federal government may partially shut down again and/or default on its existing loans as a result of reaching the debt ceiling.

An inability of the U.S. federal government to manage its fiscal matters, reduce the duration and scope of sequestration, or manage its debt may result in the loss of economic confidence domestically and globally, reduce investment spending, increase borrowing costs, impact availability and cost of capital, and significantly reduce economic activity. Furthermore, a failure by the U.S. federal government to enact appropriate fiscal legislation may significantly impact the national and global economic and financial environment and affect our business and the businesses of our tenants. If economic conditions severely deteriorate as a result of government fiscal gridlock, our ability to lease space to our tenants may be significantly impacted.

***The downgrade of the U.S. credit rating and the economic crisis in Europe could negatively impact us.***

Recent U.S. debt ceiling and budget deficit concerns, together with sovereign debt conditions in Europe, have increased the possibility of additional downgrades of sovereign credit ratings and economic slowdowns. Although U.S. lawmakers had passed legislation to raise the federal debt ceiling, Standard & Poor's Ratings Services lowered its long-term sovereign credit rating on the U.S. from "AAA" to "AA+" in August 2011. The impact of this or any further downgrades to the U.S. government's sovereign credit rating, or its perceived creditworthiness, is inherently unpredictable and could adversely affect the U.S. and global financial markets and economic conditions. In addition, certain European nations have recently experienced varying degrees of financial stress, including Greece, Ireland, Italy, Portugal, and Spain. Despite assistance packages to Greece, Ireland, Portugal, and Spain, and the creation of the European Financial Stability Facility and the European Financial Stabilization Mechanism, we do not know whether the recent sovereign financial difficulties within the European Union governments will reemerge with a higher degree of negative impact to the financial markets. Market concerns over the direct and indirect exposure of European banks and insurers to these European Union peripheral nations have resulted in a widening of credit spreads and increased costs of funding for some European financial institutions. There can be no assurance that government or other measures to aid economic recovery will be effective. These developments, and the U.S. government's credit concerns in general, could cause interest rates and borrowing costs to rise, which may

negatively impact our ability to access the debt markets on favorable terms. In addition, the lowered credit rating could create broader financial turmoil and uncertainty, which may exert downward pressure on the market price of our common stock.

***Monetary policy actions by the Federal Reserve could adversely impact our financial condition and our ability to make distributions to our stockholders.***

In recent years, various monetary policies undertaken by the Federal Reserve have involved quantitative easing, which involves open market transactions by monetary authorities to stimulate economic activity through the purchase of assets with longer maturities than short-term government bonds. Among other things, quantitative easing is intended to create or maintain a low-interest-rate environment and to stimulate economic activity.

The Federal Reserve commenced the so-called “tapering” of quantitative easing in January 2014 and may cease quantitative easing entirely in 2014. As a result, market interest rates have risen and may continue to rise. Increases in market interest rates would increase our interest expense under our unhedged variable rate borrowings and would increase the costs of refinancing existing indebtedness or obtaining new debt. In addition, increases in market interest rates may result in a decrease in the value of our real estate and a decrease in the market price of our common stock. Increases in market interest rates may also adversely affect the securities markets generally, which could reduce the market price of our common stock without regard to our operating performance. Accordingly, unfavorable changes to our borrowing costs and stock price could significantly impact our ability to access new debt and equity capital going forward.

***Changes in laws, regulations, and financial accounting standards may adversely affect our reported results of operations.***

As a response, in large part, to perceived abuses and deficiencies in current regulations believed to have caused or exacerbated the recent global financial crisis, legislative, regulatory, and accounting standard-setting bodies around the world are engaged in an intensive, wide-ranging examination and rewriting of the laws, regulations, and accounting standards that have constituted the basic playing field of global and domestic business for several decades. In many jurisdictions, including the U.S., the legislative and regulatory response has included the extensive reorganization of existing regulatory and rule-making agencies and organizations, and the establishment of new agencies with broad powers. This reorganization has disturbed longstanding regulatory and industry relationships and established procedures.

The rule-making and administrative efforts have focused principally on the areas perceived as having contributed to the financial crisis, including banking, investment banking, securities regulation, and real estate finance, with spillover impacts on many other areas. These initiatives have created a significant degree of uncertainty regarding the basic rules governing the real estate industry and many other businesses.

The global financial crisis and the aggressive government and accounting profession reaction thereto have occurred against a backdrop of increasing globalization and internationalization of financial and securities regulation that began prior to the recent financial crisis. As a result of this ongoing trend, financial and investment activities previously regulated almost exclusively at a local or national level are increasingly being regulated, or at least coordinated, on an international basis, with national rule-making and standard-setting groups relinquishing varying degrees of local and national control to achieve more uniform regulation and reduce the ability of market participants to engage in regulatory arbitrage between jurisdictions. This globalization trend has continued, arguably with an increased sense of urgency and importance, since the financial crisis.

This high degree of regulatory uncertainty, coupled with considerable additional uncertainty regarding the underlying condition and prospects of global, domestic, and local economies, has created a business environment that makes business planning and projections even more uncertain than is ordinarily the case for businesses in the financial and real estate sectors.

In the commercial real estate sector in which we operate, the uncertainties posed by various initiatives of accounting standard-setting authorities to fundamentally rewrite major bodies of accounting literature constitute a significant source of uncertainty as to the basic rules of business engagement. Changes in accounting standards and requirements, including the potential requirement that U.S. public companies prepare financial statements in accordance with international standards, proposed lease and investment property accounting standards, and the adoption of accounting standards likely to require the increased use of “fair value” measures, may have a significant effect on our financial results and on the results of our client tenants, which would have a secondary impact on us. New accounting pronouncements and interpretations of existing pronouncements are likely to continue to occur at an accelerated pace as a result of recent Congressional and regulatory actions and continuing efforts by the accounting profession itself to reform and modernize its principles and procedures.

Although we have not been as directly affected by the wave of new legislation and regulation as banks and investment banks, we may also be adversely affected by new or amended laws or regulations; by changes in federal, state, or foreign tax laws and regulations; and by changes in the interpretation or enforcement of existing laws and regulations. In the U.S., the financial crisis and continuing economic slowdown prompted a variety of legislative, regulatory, and accounting profession responses.

The federal legislative response culminated in the enactment on July 21, 2010, of Dodd-Frank. Dodd-Frank contains far-reaching provisions that substantially revise, or provide for the revision of, longstanding, fundamental rules governing the banking and investment banking industries, and provide for the broad restructuring of the regulatory authorities in these areas. Dodd-Frank has resulted in, and is expected to continue to result in, profound changes in the ground rules for financial business activities in the U.S.

To a large degree, the impacts of the legislative, regulatory, and accounting reforms to date are still not clear. Many of the provisions of Dodd-Frank have extended implementation periods and delayed effective dates and will require extensive rule making by regulatory authorities. While we do not currently expect Dodd-Frank to have a significant direct impact on us, Dodd-Frank's impact on us may not be known for an extended period of time. Dodd-Frank, including current and future rules implementing its provisions and the interpretation of those rules, along with other legislative and regulatory proposals directed at the financial or real estate industries or affecting taxation that are proposed or pending in the U.S. Congress, may limit our revenues, impose fees or taxes on us, and/or intensify the regulatory framework within which we operate in ways that are not currently identifiable. Dodd-Frank also has resulted in, and is expected to continue to result in, substantial changes and dislocations in the banking industry and the financial services sector in ways that could have significant effects on, for example, the availability and pricing of unsecured credit, commercial mortgage credit, and derivatives, such as interest rate swaps, which are important aspects of our business. Accordingly, new laws, regulations, and accounting standards, as well as changes to, or new interpretations of, currently accepted accounting practices in the real estate industry may adversely affect our results of operations.

***Changes in the system for establishing U.S. accounting standards may result in adverse fluctuations in our reported asset and liability values and earnings, and may materially and adversely affect our reported results of operations.***

Accounting for public companies in the U.S. has historically been conducted in accordance with GAAP as established by the Financial Accounting Standards Board ("FASB"), an independent body whose standards are recognized by the SEC as authoritative for publicly held companies. The International Accounting Standards Board ("IASB") is a London-based independent board established in 2001 and charged with the development of International Financial Reporting Standards ("IFRS"). IFRS generally reflects accounting practices that prevail in Europe and in developed nations in other parts of the world.

IFRS differs in material respects from GAAP. Among other things, IFRS has historically relied more on "fair value" models of accounting for assets and liabilities than GAAP. "Fair value" models are based on periodic revaluation of assets and liabilities, often resulting in fluctuations in such values as compared to GAAP, which relies more frequently on historical cost as the basis for asset and liability valuation.

The SEC released a final report on its IFRS work plan, which indicates the SEC still needs to analyze and consider whether IFRS should be incorporated into the U.S. financial reporting system. It is unclear at this time how and when the SEC will propose that GAAP and IFRS be harmonized if the decision to incorporate is adopted. In addition, incorporating a new method of accounting and adopting IFRS will be a complex undertaking. We may need to develop new systems and controls based on the principles of IFRS. Since these are new endeavors, and the precise requirements of the pronouncements ultimately adopted are not now known, the magnitude of costs associated with this conversion is uncertain.

***Changes in financial accounting standards related to accounting for leases may adversely impact us.***

The regulatory boards and government agencies which determine financial accounting standards and disclosures in the U.S., including the FASB and the IASB (collectively, the "Boards") and the SEC, continually change and update the financial accounting standards we must follow. Currently, the Boards are considering, among other items, proposed changes to the accounting standards for leases for both lessees and lessors.

These proposals may or may not ultimately be implemented by the Boards. If some or all of the current proposals were to become final standards, our balance sheet, results of operations, or market price of common stock could be significantly impacted. Such potential impacts include, without limitation:

- Significant changes to our balance sheet relating to the recognition of operating leases as assets or liabilities based on existing lease terms and whether we are the lessor or lessee;
- Significant fluctuations in our reported results of operations, including fluctuations in our expenses related to amortization of new lease-related assets and/or liabilities and assumed interest costs with leases; and

Changes in lease accounting standards could also potentially impact the structure and terms of future leases since our tenants may seek to limit lease terms to avoid recognizing lease obligations on their financial statements.

***We have a limited operating history as a publicly traded company and may not be able to successfully operate our business or generate sufficient cash flows to make or sustain distributions to our stockholders as a publicly traded company or maintain our qualification as a REIT.***

We were organized in January 2013 and have only a limited operating history as a public company following our July 24, 2013 IPO. We may not be able to successfully operate our business or implement our operating policies and investment strategy.

Furthermore, we may not be able to generate sufficient operating cash flows to pay our operating expenses, service any debt we may incur in the future and make distributions to our stockholders. As a newly formed company, we are subject to the risks of any newly established business enterprise, including risks that we will be unable to attract and retain qualified personnel, create effective operating and financial controls and systems or effectively manage our anticipated growth, any of which could have a material adverse effect on our business and our operating results.

We cannot assure you that the business and operations of our predecessor and the past experience of our senior management team will be sufficient to successfully operate our company as a REIT or a publicly traded company, including the requirements to timely meet disclosure requirements of the SEC, and comply with the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”). We are required to develop and implement control systems and procedures in order to qualify and maintain our qualification as a REIT, to satisfy our periodic and current reporting requirements under applicable SEC regulations, to comply with the requirements of Sarbanes-Oxley and to comply with New York Stock Exchange (“NYSE”) listing standards. This transition could place a significant strain on our management systems, infrastructure and other resources. Furthermore, we may not be able to generate sufficient cash flows to pay our operating expenses, service any debt we may incur in the future and make distributions to our stockholders. Our ability to successfully operate our business and implement our operating policies and investment strategy will depend on many factors, including:

- the availability of, and our ability to identify, attractive acquisition opportunities consistent with our investment strategy;
- our ability to contain renovation, maintenance, marketing and other operating costs for our properties;
- our ability to maintain high occupancy rates and target rent levels;
- costs that are beyond our control, including title litigation, litigation with tenants, legal compliance, real estate taxes and insurance;
- interest rate levels and volatility, such as the accessibility of short- and long-term financing on desirable terms; and
- economic conditions in our target markets as well as the condition of the financial and real estate markets and the economy generally.

Although we are an “emerging growth company” as defined in the Jumpstart Our Business Startups Act (the “JOBS Act”) and therefore may utilize various exemptions to public reporting requirements, we are still required to implement substantial control systems and procedures in order to maintain our qualification as a REIT, satisfy our periodic and current reporting requirements under applicable SEC regulations and comply with Sarbanes-Oxley, Dodd Frank, and NYSE or other relevant listing standards. As a result, we have incurred and will continue to incur significant legal, accounting and other expenses that our predecessor did not incur because it operated privately, exempt from most of these regulations. We will cease to be an “emerging growth company” if we are deemed to be a “large accelerated filer” under the Exchange Act, which would occur if the market value of our common stock that is held by non-affiliates, or “public float,” exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter. Based on recent trading prices for our common stock, it is possible that we will become a “large accelerated filer,” and therefore cease to be an “emerging growth company,” during fiscal 2015. Our costs are likely to increase after we are no longer an “emerging growth company,” and our management and other personnel will need to continue to devote a substantial amount of time to comply with these rules and regulations and maintain the corporate infrastructure and control systems and procedures demanded of a publicly traded REIT. These costs and time commitments could be substantially more than we currently expect.

***We face significant competition in the leasing market, which may decrease or prevent increases of the occupancy and rental rates of our properties.***

We compete with numerous developers, owners and operators of real estate, many of which own properties similar to ours in the same submarkets in which our properties are located. If our competitors offer space at rental rates below current market rates, or

below the rental rates we currently charge our tenants, we may lose existing or potential tenants and we may be pressured to reduce our rental rates below those we currently charge or to offer more substantial tenant concessions or tenant rights (including rent abatements, tenant improvements, early termination rights or below-market renewal options) in order to retain tenants when our tenants' leases expire or to attract new tenants.

***We may be required to make rent or other concessions and/or significant capital expenditures to improve our properties in order to retain and attract tenants.***

Occupancy and rental rates are the primary drivers of our revenue and significantly impact us and our stockholders. In order to attract and retain tenants, we may be required to make rent or other concessions to tenants, accommodate requests for renovations, build-to-suit remodeling and other improvements or provide additional services to our tenants. Additionally, when a tenant at one of our properties does not renew its lease or otherwise vacates its space, it is likely that, in order to attract one or more new tenants, we will be required to expend funds for improvements in the vacated space. As a result, we may have to make significant capital or other expenditures in order to retain tenants whose leases expire and to attract new tenants in sufficient numbers. Additionally, we may need to raise capital to make such expenditures. If we are unable to do so or if capital is otherwise unavailable, we may be unable to make the required expenditures. This could result in non-renewals by tenants upon expiration of their leases and/or an inability to attract new tenants.

***A substantial majority of the leases at our properties are with tenants who have non-investment grade credit ratings, which may result in our leasing to tenants that are more likely to default in their obligations to us than a tenant with an investment grade credit rating.***

A substantial majority of the leases at our properties are with tenants who have non-investment grade credit ratings. The ability of a non-investment grade tenant to meet its obligations to us cannot be considered as well assured as that of an investment grade tenant. All of our tenants may face exposure to adverse business or economic conditions which could lead to an inability to meet their obligations to us. However, non-investment grade tenants may not have the financial capacity or liquidity to adapt to these conditions or may have less diversified businesses, which may exacerbate the effects of adverse conditions on their businesses. Moreover, the fact that a substantial majority of our tenants are not investment grade may cause investors or lenders to view our cash flows as less stable, which may increase our cost of capital, limit our financing options or adversely affect the trading price of our common stock.

Some of our tenants have historically filed for bankruptcy protection or become insolvent. This may occur with tenants in the future, and we are particularly at risk because of the credit rating of much of our tenant base. The bankruptcy or insolvency of a major tenant also may adversely affect the income produced by our properties. If any tenant becomes a debtor in a case under the U.S. Bankruptcy Code, we cannot evict the tenant solely because of the bankruptcy. In addition, the bankruptcy court might authorize the tenant to reject and terminate their lease with us. Our claim against the tenant for unpaid future rent would be subject to a statutory cap that might be substantially less than the remaining rent actually owed under the lease. Also, our claim for unpaid rent would likely not be paid in full. Failed banks or banks involved in government-facilitated sales are subject to the Federal Deposit Insurance Corporation's (the "FDIC") statutory authority and receivership process. The FDIC has receivership powers that are substantially broader than those of a bankruptcy trustee. In dealing with the FDIC in any repudiation of a lease, we as landlord are likely to be in a less favorable position than with a debtor in a bankruptcy proceeding. Many of the creditor protections that exist in a bankruptcy proceeding do not exist in a FDIC receivership.

***The actual rents we receive for the properties in our portfolio may be less than our asking rents, and we may experience lease roll down from time to time.***

As a result of various factors, including competitive pricing pressure in our submarkets, adverse conditions in the Southern California real estate market, a general economic downturn and a decline in the desirability of our properties compared to other properties in our submarkets, we may be unable to realize the asking rents for properties in our portfolio. In addition, the degree of discrepancy between our asking rents and the actual rents we are able to obtain may vary both from property to property and among different leased spaces within a single property. In addition, depending on fluctuations in asking rental rates at any given time, from time to time rental rates for expiring leases in our portfolio may be higher than starting rental rates for new leases. We cannot assure you that leases will be renewed or that our properties will be re-let at rental rates equal to or above our current average rental rates or that substantial rent abatements, tenant improvements, early termination rights or below-market renewal options will not be offered to attract new tenants or retain existing tenants. If we are unable to obtain rental rates comparable to our asking rents for properties in our portfolio, our ability to generate cash flow growth will be negatively impacted. Significant rent reductions could result in a write-down of one or more of our consolidated properties and/or adversely affect the market price of our common stock, our financial condition and our results of operations, including our ability to satisfy our debt service obligations and to pay dividends to our stockholders. Moreover, the resale value of a property could be diminished because the market value of a particular property depends principally upon the value of the leases of such property.

***We may acquire properties or portfolios of properties through tax-deferred contribution transactions, which could result in stockholder dilution and limit our ability to sell such assets.***

In the future we may acquire properties or portfolios of properties through tax-deferred contribution transactions in exchange for partnership interests in our Operating Partnership, which may result in stockholder dilution. This acquisition structure may have the effect of, among other things, reducing the amount of tax depreciation we are able to deduct over the tax life of the acquired properties, and may require that we agree to protect the contributors' ability to defer recognition of taxable gain through restrictions on our ability to dispose of the acquired properties and/or the allocation of partnership debt to the contributors to maintain their tax bases. These restrictions limit our ability to sell an asset at a time, or on terms, that would be favorable absent such restrictions.

***Our real estate development and re-development activities are subject to risks particular to development and re-development.***

We may engage in development and redevelopment activities with respect to certain of our properties. To the extent that we do so, we will be subject to the following risks associated with such development and redevelopment activities:

- unsuccessful development or redevelopment opportunities could result in direct expenses to us;
- construction or redevelopment costs of a project may exceed original estimates, possibly making the project less profitable than originally estimated, or unprofitable;
- time required to complete the construction or redevelopment of a project or to lease up the completed project may be greater than originally anticipated, thereby adversely affecting our cash flow and liquidity;
- contractor and subcontractor disputes, strikes, labor disputes or supply disruptions;
- failure to achieve expected occupancy and/or rent levels within the projected time frame, if at all;
- delays with respect to obtaining or the inability to obtain necessary zoning, occupancy, land use and other governmental permits, and changes in zoning and land use laws;
- occupancy rates and rents of a completed project may not be sufficient to make the project profitable;
- our ability to dispose of properties developed or redeveloped with the intent to sell could be impacted by the ability of prospective buyers to obtain financing given the current state of the credit markets; and
- the availability and pricing of financing to fund our development activities on favorable terms or at all.

These risks could result in substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development or redevelopment activities once undertaken.

***Our success depends on key personnel whose continued service is not guaranteed, and the loss of one or more of our key personnel could adversely affect our ability to manage our business and to implement our growth strategies, or could create a negative perception in the capital markets.***

Our continued success and our ability to manage anticipated future growth depend, in large part, upon the efforts of key personnel, particularly Messrs. Ziman, Schwimmer and Frankel, who have extensive market knowledge and relationships and exercise substantial influence over our operational, financing, acquisition and disposition activity.

Our ability to retain our senior management, particularly Messrs. Ziman, Schwimmer and Frankel, or to attract suitable replacements should any members of our senior management leave, is dependent on the competitive nature of the employment market. We have not obtained and do not expect to obtain key man life insurance on any of our key personnel. The loss of services of one or more members of our senior management team, or our inability to attract and retain highly qualified personnel, could adversely affect our business, diminish our investment opportunities and weaken our relationships with lenders, business partners, existing and prospective tenants and industry participants. Further, the loss of a member of our senior management team could be negatively perceived in the capital markets.

***Potential losses, including from adverse weather conditions and natural disasters, may not be covered by insurance.***

We carry commercial property, liability and terrorism coverage on all the properties in our consolidated portfolio under a blanket insurance policy, in addition to other coverages that are appropriate for certain of our properties. We will select policy specifications and insured limits that we believe to be appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice. Some of our policies are insured subject to limitations involving significant deductibles or co-payments and policy limits that may not be sufficient to cover losses. In addition, we may discontinue terrorism or other insurance on some or all of



our properties in the future if the cost of premiums for any such policies exceeds, in our judgment, the value of the coverage discounted for the risk of loss. We do not carry insurance for certain types of extraordinary losses, such as loss from earthquakes, riots, war and wildfires because we believe such coverage is cost prohibitive or available at a disproportionately high cost. As a result, we may incur significant costs in the event of loss from riots, war, earthquakes, wildfires and other uninsured losses.

If we or one or more of our tenants experiences a loss that is uninsured or that exceeds policy limits, we could lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged. Furthermore, we may not be able to obtain adequate insurance coverage at reasonable costs in the future as the costs associated with property and casualty renewals may be higher than anticipated.

***Substantially all of the properties in our portfolio are located in areas that are prone to earthquake activity and we are not insured against such an event.***

Substantially all of the properties in our portfolio are located in Southern California, an area that is particularly prone to seismic activity. A severe earthquake in the Southern California region could result in uninsured damage to a subset or even a substantial portion of our portfolio and could significantly impact our cash flow.

We do not currently carry insurance for losses resulting from earthquakes because we do not believe appropriate coverage is available at a cost commensurate with the loss risk. We will continue to monitor third-party earthquake insurance pricing and conditions and may consider obtaining third-party coverage in the future if we deem it cost effective. However, until such time as we obtain such coverage, we would be required to bear all losses, including loss of invested capital and anticipated future cash flows, occurring at these properties as a result of an earthquake

***We may not be able to rebuild our existing properties to their existing specifications if we experience a substantial or comprehensive loss of such properties.***

In the event that we experience a substantial or comprehensive loss of one of our properties, we may not be able to rebuild such property to its existing specifications. Further, reconstruction or improvement of such a property would likely require significant upgrades to meet zoning and building code requirements. Environmental and legal restrictions could also restrict the rebuilding of our properties.

***Existing conditions at some of our properties may expose us to liability related to environmental matters.***

Independent environmental consultants conducted a Phase I or similar environmental site assessment on most of our properties at the time of their acquisition or in connection with subsequent financings. Such Phase Is or similar environmental site assessments are limited in scope and may not include or identify all potential environmental liabilities or risks associated with the relevant properties. We do not intend to obtain new or updated Phase Is or similar environmental site assessments in the ordinary course of business absent a specific need. This may expose us to liability related to unknown or unanticipated environmental matters. Unless required by applicable laws or regulations, we may not further investigate, remedy or ameliorate the liabilities disclosed in the existing Phase Is or similar environmental site assessments and this failure may expose us to liability in the future.

***We may be unable to sell a property if or when we decide to do so.***

We expect to hold the various real properties until such time as we decide that a sale or other disposition is appropriate. Our ability to dispose of properties on advantageous terms depends on factors beyond our control, including competition from other sellers and the availability of attractive financing for potential buyers of our properties. We cannot predict the various market conditions affecting the industrial real estate market which will exist at any particular time in the future. Due to the uncertainty of market conditions which may affect the future disposition of our properties, we cannot assure you that we will be able to sell any properties identified for sale at favorable pricing and may not receive net income from the transaction.

Furthermore, we may be required to expend funds to correct defects or to make improvements before a property can be sold. We cannot assure you that we will have funds available to correct such defects or to make such improvements.

***Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on co-venturers' financial condition and disputes between us and our co-venturers.***

We currently co-invest, and may co-invest in the future, with third parties through partnerships, joint ventures or other entities, acquiring non-controlling interests in or sharing responsibility for managing the affairs of a property, partnership, joint venture or other entity. In such event, we would not be in a position to exercise sole decision-making authority regarding the property, partnership, joint venture or other entity. Investments in partnerships, joint ventures or other entities may, under certain circumstances, involve risks not present were a third party not involved, including the possibility that partners or co-venturers might become bankrupt or fail to fund their share of required capital contributions. Partners or co-venturers may have economic or other business interests or goals which are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives, and they may have competing interests in our markets that could create conflict of interest issues. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor the partner or co-venturer would have full control over the partnership or joint venture. In addition, prior consent of our joint venture partners may be required for a sale or transfer to a third party of our interests in the joint venture, which would restrict our ability to dispose of our interest in the joint venture. If we become a limited partner or non-managing member in any partnership or limited liability company and such entity takes or expects to take actions that could jeopardize our company's status as a REIT or require us to pay tax, we may be forced to dispose of our interest in such entity. Disputes between us and partners or co-venturers may result in litigation or arbitration that would increase our expenses and prevent our officers and/or directors from focusing their time and effort on our business. Consequently, actions by or disputes with partners or co-venturers might result in subjecting properties owned by the partnership or joint venture to additional risk. In addition, we may in certain circumstances be liable for the actions of our third-party partners or co-venturers. Our joint ventures may be subject to debt and, in volatile credit markets, the refinancing of such debt may require equity capital calls.

We currently hold a 15% interest in the JV that indirectly owns one property located in Ventura County, California. In addition to the general risks described above with respect to joint ventures, specifically with respect to the JV, at any time that less than two of Messrs. Ziman, Schwimmer and Frankel remain as executive officers with involvement in the day-to-day operations of our company and its subsidiaries, our joint venture partner may have the ability to remove us as a co-manager of the JV, offset against distributions to which we would otherwise be entitled, and/or force the sale of our 15% interest in the JV to our joint venture partner.

***If we fail to implement and maintain an effective system of integrated internal controls, we may not be able to accurately report our financial results.***

As a publicly traded Company, we are required to comply with the applicable provisions of Sarbanes-Oxley, which requires, among other things, that we establish and maintain effective internal controls and procedures for financial reporting and effective disclosure controls and procedures for making required filings with the SEC. Effective internal and disclosure controls are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed, potentially irreparably.

The process for designing and implementing an effective system of integrated internal controls is a continuous effort that requires significant resources and devotion of time. As part of the ongoing monitoring of internal controls required of publicly traded companies, we may discover material weaknesses in our internal controls. As a result of weaknesses that may be identified in our internal controls, we may also identify certain deficiencies in some of our disclosure controls and procedures that we believe require remediation. If we discover weaknesses, we will make efforts to improve our internal and disclosure controls. However, there is no assurance that we will be successful. In addition, our independent registered public accounting firm will not be required to formally attest to the effectiveness of our internal control over financial reporting until the date we are no longer an "emerging growth company," which may be up to a full five fiscal years following the IPO.

Any failure to maintain effective controls or timely effect any necessary improvement of our internal and disclosure controls could harm operating results or cause us to fail to meet our reporting obligations, which could affect our ability to remain listed with the NYSE. Ineffective internal and disclosure controls could also cause investors to lose confidence in our reported financial information, which would likely have a negative effect on the trading price of our common stock.

***Our growth depends on external sources of capital that are outside of our control and may not be available to us on commercially reasonable terms or at all.***

In order to qualify and maintain our qualification as a REIT, we are required under the Code, among other things, to distribute annually at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gain. In addition, we will be subject to income tax at regular corporate rates to the extent that we distribute less than 100% of our REIT taxable income (determined without regard to the deduction for dividends paid), including any net capital gains. Because of these distribution requirements, we are highly dependent on third-party sources to fund capital needs, including any necessary acquisition financing. We may not be able to obtain such financing on favorable terms or at all and any additional debt we incur will increase our leverage and likelihood of default. Our access to third-party sources of capital depends, in part, on:

- general market conditions;
- the market's perception of our growth potential;
- our current debt levels;
- our current and expected future earnings;
- our cash flow and cash distributions; and
- the trading price of our common stock.

In recent years, the capital markets have been subject to periodic significant disruptions. Our inability to obtain capital when needed could have a material adverse effect on our ability to expand our business and fund other cash requirements. We have an aggressive growth plan ahead, and if we cannot obtain capital from third-party sources on favorable terms or at all when desired, we may not be able to acquire or develop properties when strategic opportunities exist, meet the capital and operating needs of our existing properties, satisfy our debt service obligations or make the cash distributions to our stockholders necessary to maintain our qualification as a REIT. To the extent that capital is not available to acquire properties, profits may not be realized or their realization may be delayed, which could result in an earnings stream that is less predictable than some of our competitors and result in us not meeting our projected earnings and distributable cash flow levels in a particular reporting period. Failure to meet our projected earnings and distributable cash flow levels in a particular reporting period could have an adverse effect on our financial condition and on the market price of our stock.

**Risks Related to the Real Estate Industry**

***Our performance and value are subject to risks associated with real estate assets and the real estate industry.***

Our ability to pay expected dividends to our stockholders depends on our ability to generate revenues in excess of expenses, scheduled principal payments on debt and capital expenditure requirements. Events and conditions generally applicable to owners and operators of real property that are beyond our control may decrease cash available for distribution and the value of our properties. These events include many of the risks set forth above under “—Risks Related to Our Business and Operations,” as well as the following:

- local oversupply or reduction in demand for industrial space;
- adverse changes in financial conditions of buyers, sellers and tenants of properties;
- vacancies or our inability to rent space on favorable terms, including possible market pressures to offer tenants rent abatements, tenant improvements, early termination rights or below-market renewal options, and the need to periodically repair, renovate and re-lease space;
- increased operating costs, including insurance premiums, utilities, real estate taxes and state and local taxes;
- civil unrest, acts of war, terrorist attacks and natural disasters, including earthquakes, floods and wildfires, which may result in uninsured or underinsured losses;
- decreases in the market value of our properties;
- changing submarket demographics; and
- changing traffic patterns.

In addition, periods of economic downturn or recession, rising interest rates or declining demand for real estate, or the public perception that any of these events may occur, could result in a general decline in rents or an increased incidence of defaults under existing leases.

***Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties and harm our financial condition.***

The real estate investments made, and to be made, by us are relatively difficult to sell quickly. As a result, our ability to promptly sell one or more properties in our portfolio in response to changing economic, financial and investment conditions is limited. Return of capital and realization of gains, if any, from an investment generally will occur upon disposition or refinancing of the underlying property. We may be unable to realize our investment objectives by sale, other disposition or refinancing at attractive prices within any given period of time or may otherwise be unable to complete any exit strategy. In particular, our ability to dispose of one or more properties within a specific time period is subject to certain limitations imposed by our Tax Matters Agreement, as well as weakness in or even the lack of an established market for a property, changes in the financial condition or prospects of prospective purchasers, changes in national or international economic conditions, and changes in laws, regulations or fiscal policies of jurisdictions in which the property is located.

In addition, the Code imposes restrictions on a REIT's ability to dispose of properties that are not applicable to other types of real estate companies. In particular, the tax laws applicable to REITs effectively require that we hold our properties for investment, rather than primarily for sale in the ordinary course of business, which may cause us to forego or defer sales of properties that otherwise would be in our best interest. Therefore, we may not be able to vary our portfolio in response to economic or other conditions promptly or on favorable terms.

***Declining real estate valuations and impairment charges could materially adversely affect us.***

We intend to review the carrying value of our properties when circumstances, such as adverse market conditions, indicate a potential impairment may exist. We intend to base our review on an estimate of the future cash flows (excluding interest charges) expected to result from the property's use and eventual disposition on an undiscounted basis. We intend to consider factors such as future operating income, trends and prospects, as well as the effects of leasing demand, competition and other factors. If our evaluation indicates that we may be unable to recover the carrying value of a real estate investment, an impairment loss will be recorded to the extent that the carrying value exceeds the estimated fair value of the property.

Impairment losses have a direct impact on our operating results, because recording an impairment loss results in a negative adjustment to our publicly reported operating results. The evaluation of anticipated cash flows is highly subjective and is based in part on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results in future periods. A worsening real estate market may cause us to reevaluate the assumptions used in our impairment analysis.

***Adverse economic conditions and the dislocation in the credit markets could materially adversely affect us.***

Economic conditions in recent years have been unpredictable and varied greatly, creating uncertainty and in some cases severely impacted the lending and capital markets, particularly for real estate. The capital markets have witnessed significant adverse conditions in recent years, including a substantial reduction in the availability of, and access to, capital. Often the risk premium demanded by lenders has increased markedly, and underwriting standards have generally tightened. In addition, failures and consolidations of certain financial institutions have decreased the number of potential lenders, resulting in reduced lending sources available to the market. These conditions may limit the amount of indebtedness we are able to obtain and our ability to refinance our indebtedness, and may impede our ability to develop new properties and to replace construction financing with permanent financing, which could result in our having to sell properties at inopportune times and on unfavorable terms.

Any lack of availability of debt financing may require us to rely more heavily on additional equity issuances, which may be dilutive to our current stockholders, or on less efficient forms of debt financing. Additionally, the limited amount of financing currently available may reduce the value of our properties and limit our ability to borrow against such properties.

***Acquired properties may be located in new markets where we may face risks associated with investing in an unfamiliar market.***

We have acquired, and may continue to acquire, properties in markets that are new to us. For example, our predecessor business acquired properties in Arizona and Illinois as part of an acquisition of a portfolio of properties that included four other properties located in our target markets. When we acquire properties located in new markets, we may face risks associated with a lack of market knowledge or understanding of the local economy, forging new business relationships in the area and unfamiliarity with local government and permitting procedures.

***We may choose not to distribute the proceeds of any sales of real estate to our stockholders, which may reduce the amount of our cash distributions to stockholders.***

We may choose not to distribute any proceeds from the sale of real estate investments to our stockholders. Instead, we may elect to use such proceeds to:

- acquire additional real estate investments;
- repay debt;
- buy out interests of any partners in any joint venture in which we are a party;
- create working capital reserves; or
- make repairs, maintenance, tenant improvements or other capital improvements or expenditures on our other properties.

Any decision to retain or invest the proceeds of any sales, rather than distribute such proceeds to our stockholders may reduce the amount of cash distributions to equity holders.

***If any of our insurance carriers becomes insolvent, we could be adversely affected.***

We carry several different lines of insurance, placed with several large insurance carriers. If any one of these large insurance carriers were to become insolvent, we would be forced to replace the existing insurance coverage with another suitable carrier, and any outstanding claims would be at significant risk for collection. In such an event, we cannot be certain that we would be able to replace the coverage at similar or otherwise favorable terms. Replacing insurance coverage at unfavorable rates and the potential of uncollectible claims due to carrier insolvency would likely adversely affect us.

***Our property taxes could increase due to property tax rate changes or reassessment, which could adversely impact our cash flows.***

Even if we qualify as a REIT for federal income tax purposes, we will be required to pay some state and local taxes on our properties. The real property taxes on our properties may increase as property tax rates change or as our properties are assessed or reassessed by taxing authorities. All of our properties located in California may be reassessed as a result of various factors. Therefore, the amount of property taxes we pay in the future may increase substantially from what we have paid in the past. If the property taxes we pay increase, our cash flow would be adversely impacted to the extent that we are not reimbursed by tenants for those taxes.

***We could incur significant costs related to government regulation and litigation over environmental matters.***

Under various federal, state and local laws and regulations relating to the environment, as a current or former owner or operator of real property, we may be liable for costs and damages resulting from the presence or discharge of hazardous or toxic substances, waste or petroleum products at, on, in, under or migrating to or from such property, including costs to investigate, clean up such contamination and liability for harm to natural resources. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence of such contamination, and the liability may be joint and several. These liabilities could be substantial and the cost of any required remediation, removal, fines or other costs could exceed the value of the property and in some cases our aggregate net asset value. In addition, the presence of contamination or the failure to remediate contamination at our properties may expose us to third-party liability for costs of remediation and/or personal, property, or natural resources damage or materially adversely affect our ability to sell, lease or develop our properties or to borrow using the properties as collateral. In addition, environmental laws may create liens on contaminated sites in favor of the government for damages and costs it incurs to address such contamination. Moreover, if contamination is discovered on our properties, environmental laws may impose restrictions on the manner in which property may be used or businesses may be operated, and these restrictions may require substantial expenditures.

Some of our properties have been or may be impacted by contamination arising from current or prior uses of the property, or adjacent properties, for commercial or industrial purposes. Such contamination may arise from spills of petroleum or hazardous substances or releases from tanks used to store such material known or suspected to exist at a number of our properties which may result in further investigation, remediation, or deed restrictions. Further, certain of our properties are adjacent to or near other properties that have contained or currently contain petroleum or other hazardous substances, or at which others have engaged or may engage in activities that may release such hazardous substances. Adjacent property uses are identified in standard American Society for Testing and Materials (ASTM) procedures in Phase I environmental studies, which we obtain on all property acquisitions. As needed, we may obtain environmental insurance policies on commercially reasonable terms that provide coverage for potential environmental liabilities, subject to the policy's coverage conditions and limitations. From time to time, we may acquire properties with known adverse environmental conditions where we believe that the environmental liabilities associated with these conditions are quantifiable and that the acquisition will yield a superior risk-adjusted return. We usually perform a Phase I environmental site assessment at any property we are considering acquiring. In connection with certain financing transactions our lenders have commissioned independent environmental consultants to conduct Phase I environmental site assessments on certain of the properties in our initial portfolio. However, we have not always received copies of the Phase I environmental site assessment reports commissioned by our lenders and, as such, may not be aware of all potential or existing environmental contamination liabilities at the properties in our initial portfolio. In addition, Phase I environmental site assessments are limited in scope and do not involve sampling of soil, soil vapor, or groundwater, and these assessments may not include or identify all potential environmental liabilities or risks associated with the property. Even where subsurface investigation is performed, it can be very difficult to ascertain the full extent of environmental contamination or the costs that are likely to flow from such contamination. We cannot assure you that the Phase I environmental site assessment or other environmental studies identified all potential environmental liabilities, or that we will not face significant remediation costs or other environmental contamination that makes it difficult to sell any affected properties. Also, we have not always implemented actions recommended by these assessments, and recommended investigation and remediation of known or suspected contamination has not always been performed. Contamination may exist at many of our properties, and governmental regulators or third parties could seek to force us to contribute to investigation or remediation or known or suspected contamination. As a result, we could potentially incur material liability for these issues.

Environmental laws also govern the presence, maintenance and removal of asbestos-containing building materials, or ACBM, and may impose fines and penalties for failure to comply with these requirements. Such laws require that owners or operators of buildings containing ACBM (and employers in such buildings) properly manage and maintain the asbestos, adequately notify or train those who may come into contact with asbestos, and undertake special precautions, including removal or other abatement, if asbestos would be disturbed during renovation or demolition of a building. In addition, the presence of ACBM in our properties may expose us to third-party liability (e.g., liability for personal injury associated with exposure to asbestos).

In addition, the properties in our portfolio also are subject to various federal, state and local environmental and health and safety requirements, such as state and local fire requirements. Moreover, some of our tenants routinely handle and use hazardous or regulated substances and wastes as part of their operations at our properties, which are subject to regulation. Such environmental and health and safety laws and regulations could subject us or our tenants to liability resulting from these activities. Environmental liabilities could affect a tenant's ability to make rental payments to us. In addition, changes in laws could increase the potential liability for noncompliance. This may result in significant unanticipated expenditures or may otherwise materially and adversely affect our operations, or those of our tenants, which could in turn have an adverse effect on us. Further, these environmental, health, and safety laws could become more stringent in the future, and this could subject us or our tenants to new or greater liability.

We cannot assure you that remedial measures and other costs or liabilities incurred as a result of environmental issues will be immaterial to our overall financial position. If we do incur material environmental liabilities in the future, we may face significant remediation costs, and we may find it difficult to sell any affected properties.

***Our properties may contain or develop harmful mold or suffer from other air quality issues, which could lead to liability for adverse health effects and costs of remediation.***

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Indoor air quality issues can also stem from inadequate ventilation, chemical contamination from indoor or outdoor sources, and other biological contaminants such as pollen, viruses and bacteria. Indoor exposure to airborne toxins or irritants above certain levels can be alleged to cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of significant mold or other airborne contaminants at any of our properties could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants from the affected property or increase indoor ventilation. In addition, the presence of significant mold or other airborne contaminants could expose us to liability from our tenants, employees of our tenants or others if property damage or personal injury is alleged to have occurred.

***We may incur significant costs complying with various federal, state and local laws, regulations and covenants that are applicable to our properties.***

The properties in our portfolio are subject to various covenants and federal, state and local laws and regulatory requirements, including permitting and licensing requirements. Local regulations, including municipal or local ordinances and zoning restrictions may restrict our use of our properties and may require us to obtain approval from local officials or restrict our use of our properties and may require us to obtain approval from local officials of community standards organizations at any time with respect to our properties, including prior to acquiring a property or when undertaking renovations of any of our existing properties. Among other things, these restrictions may relate to fire and safety, seismic or hazardous material abatement requirements. There can be no assurance that existing laws and regulatory policies will not adversely affect us or the timing or cost of any future acquisitions or renovations, or that additional regulations will not be adopted that increase such delays or result in additional costs. Our growth strategy may be affected by our ability to obtain permits, licenses and zoning relief.

In addition, federal and state laws and regulations, including laws such as the Americans with Disabilities Act, or ADA, and the Fair Housing Amendment Act of 1988, or FHAA, impose further restrictions on our properties and operations. Under the ADA and the FHAA, all public accommodations must meet federal requirements related to access and use by disabled persons. Some of our properties may currently be in non-compliance with the ADA or the FHAA. If one or more of the properties in our portfolio is not in compliance with the ADA, the FHAA or any other regulatory requirements, we may be required to incur additional costs to bring the property into compliance, including the removal of access barriers, and we might incur governmental fines or the award of damages to private litigants. In addition, we do not know whether existing requirements will change or whether future requirements will require us to make significant unanticipated expenditures.

***Changes in the method of determining the London Interbank Offered Rate (“LIBOR”) may adversely affect interest expense related to outstanding debt.***

We hold certain debt instruments on which interest rates move in direct relation to LIBOR, depending on our selection of borrowing options. Beginning in 2008, concerns have been raised that some of the member banks surveyed by the British Bankers’ Association (the “BBA”) in connection with the calculation of daily LIBOR across a range of maturities and currencies may have underreported, overreported, or otherwise manipulated the interbank lending rate applicable to them in order to profit on their derivatives positions or to avoid an appearance of capital insufficiency or adverse reputational or other consequences that might have resulted from reporting interbank lending rates higher than those they actually submitted. A number of BBA member banks have entered into settlements with a number of their regulators and law enforcement agencies with respect to alleged manipulation of LIBOR, and investigations have been instigated by regulators and government authorities in various jurisdictions. Other member banks may also enter into such settlements with, or have proceedings brought by, their regulators or law enforcement agencies in the future. If manipulation of LIBOR occurred, it may have resulted in LIBOR having been artificially lower (or higher) than it would otherwise have been. Any such manipulation could have occurred over a substantial period of time.

On September 28, 2012, British regulators published a report on the review of LIBOR. The report concluded that LIBOR should be retained as a benchmark, but recommended a comprehensive reform of LIBOR, including replacing the BBA with a new independent administrator of LIBOR. Based on this report, final rules for the regulation and supervision of LIBOR by the Financial Conduct Authority (the “FCA”) were published and came into effect on April 2, 2013 (the “FCA Rules”). In particular, the FCA Rules include requirements that (1) an independent LIBOR administrator monitor and survey LIBOR submissions to identify breaches of practice standards and/or potentially manipulative behavior, and (2) firms submitting data to LIBOR establish and maintain a clear conflicts-of-interest policy and appropriate systems and controls. On July 9, 2013, it was reported that NYSE Euronext had been awarded the contract to administer LIBOR beginning in 2014. It is not possible to predict the effect of the FCA Rules, any changes in the methods pursuant to which LIBOR is determined, the administration of LIBOR by NYSE Euronext, and any other reforms to LIBOR that will be enacted in the United Kingdom and elsewhere. In addition, any changes announced by the FCA, the BBA, or any other successor governance or oversight body, or future changes adopted by such body, in the method pursuant to which LIBOR is determined, as well as manipulative practices or the cessation thereof, may result in a sudden or prolonged increase or decrease in reported LIBOR, which could have an adverse impact on the level of the index. Fluctuation or discontinuation of LIBOR would affect our interest expense and earnings and the fair value of certain of our financial instruments. We rely on interest rate swaps to help mitigate our exposure to such interest rate risk, on a portion of our debt obligations. However, there is no assurance these arrangements will be effective in reducing our exposure to changes in interest rates.

## **Risks Related to Our Organizational Structure**

***Conflicts of interest may exist or could arise in the future between the interests of our stockholders and the interests of holders of common units, which may impede business decisions that could benefit our stockholders.***

Conflicts of interest may exist or could arise in the future as a result of the relationships between us and our affiliates, on the one hand, and our operating partnership or any partner thereof, on the other. Our directors and officers have duties to our company under Maryland law in connection with their management of our company. At the same time, we, as the general partner of our operating partnership, have fiduciary duties and obligations to our operating partnership and its limited partners under Maryland law and the partnership agreement of our operating partnership in connection with the management of our operating partnership. Our fiduciary duties and obligations as the general partner of our operating partnership may come into conflict with the duties of our directors and officers to our company.

Under Maryland law, a general partner of a Maryland limited partnership has fiduciary duties of loyalty and care to the partnership and its partners and must discharge its duties and exercise its rights as general partner under the partnership agreement or Maryland law consistent with the obligation of good faith and fair dealing. The partnership agreement provides that, in the event of a conflict between the interests of our operating partnership or any partner, on the one hand, and the separate interests of our company or our stockholders, on the other hand, we, in our capacity as the general partner of our operating partnership, may give priority to the separate interests of our company or our stockholders (including with respect to tax consequences to limited partners, assignees or our stockholders), and, in the event of such a conflict, any action or failure to act on our part or on the part of our directors that gives priority to the separate interests of our company or our stockholders that does not result in a violation of the contract rights of the limited partners of our operating partnership under its partnership agreement does not violate the duty of loyalty or any other duty that we, in our capacity as the general partner of our operating partnership, owe to our operating partnership and its partners or violate the obligation of good faith and fair dealing.

Additionally, the partnership agreement provides that we generally will not be liable to our operating partnership or any partner for any action or omission taken in our capacity as general partner, for the debts or liabilities of our operating partnership or for the obligations of the operating partnership under the partnership agreement, except for liability for our fraud, willful misconduct or gross negligence, pursuant to any express indemnity we may give to our operating partnership or in connection with a redemption. Our operating partnership must indemnify us, our directors and officers, officers of our operating partnership and our designees from and against any and all claims that relate to the operations of our operating partnership, unless (1) an act or omission of the person was material to the matter giving rise to the action and either was committed in bad faith or was the result of active and deliberate dishonesty, (2) the person actually received an improper personal benefit in violation or breach of the partnership agreement or (3) in the case of a criminal proceeding, the indemnified person had reasonable cause to believe that the act or omission was unlawful. Our operating partnership must also pay or reimburse the reasonable expenses of any such person in advance of a final disposition of the proceeding upon its receipt of a written affirmation of the person's good faith belief that the standard of conduct necessary for indemnification has been met and a written undertaking to repay any amounts paid or advanced if it is ultimately determined that the person did not meet the standard of conduct for indemnification. Our operating partnership is not required to indemnify or advance funds to any person with respect to any action initiated by the person seeking indemnification without our approval (except for any proceeding brought to enforce such person's right to indemnification under the partnership agreement) or if the person is found to be liable to our operating partnership on any portion of any claim in the action. No reported decision of a Maryland appellate court has interpreted provisions similar to the provisions of the partnership agreement of our operating partnership that modify and reduce our fiduciary duties or obligations as the general partner or reduce or eliminate our liability to our operating partnership and its partners, and we have not obtained an opinion of counsel as to the enforceability of the provisions set forth in the partnership agreement that purport to modify or reduce the fiduciary duties and obligations that would be in effect were it not for the partnership agreement.

***Some of our directors and executive officers have outside business interests, including interests in real estate-related businesses, and, therefore, may have conflicts of interest with us.***

Certain of our executive officers and directors have outside business interests, including interests in real estate-related businesses, and may own equity securities of public and private real estate companies. Our executive officers' and directors' interests in these entities could create a conflict of interest, especially when making determinations regarding our renewal of leases with tenants subject to these leases. Our executive officers' involvement in other businesses and real estate-related activities could divert their attention from our day-to-day operations, and state law may limit our ability to enforce any non-compete agreements.

***We could increase the number of authorized shares of stock, classify and reclassify unissued stock and issue stock without stockholder approval.***

Our board of directors, without stockholder approval, has the power under our charter to amend our charter to increase the aggregate number of shares of stock or the number of shares of stock of any class or series that we are authorized to issue, to authorize



us to issue authorized but unissued shares of our common stock or preferred stock and to classify or reclassify any unissued shares of our common stock or preferred stock into one or more classes or series of stock and set the terms of such newly classified or reclassified shares. As a result, we may issue classes or series of common stock or preferred stock with preferences, powers and rights, voting or otherwise, that are senior to, or otherwise conflict with, the rights of holders of our common stock. Although our board of directors has no such intention at the present time, it could establish a class or series of preferred stock that could, depending on the terms of such series, delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock or that our stockholders otherwise believe to be in their best interest.

***Certain provisions of Maryland law could inhibit changes in control, which may discourage third parties from conducting a tender offer or seeking other change of control transactions that could involve a premium price for our common stock or that our stockholders otherwise believe to be in their best interest.***

Certain provisions of the MGCL, may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide the holders of shares of our common stock with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

- “Business combination” provisions that, subject to certain exceptions, prohibit certain business combinations between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of the voting power of our shares or an affiliate thereof or an affiliate or associate of ours who was the beneficial owner, directly or indirectly, of 10% or more of the voting power of our then outstanding voting stock at any time within the two-year period immediately prior to the date in question) for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter impose fair price or supermajority stockholder voting requirements on these combinations; and
- “Control share” provisions that provide that holders of “control shares” of our company (defined as shares that, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise voting power in the election of directors within one of three increasing ranges) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of the voting power of issued and outstanding “control shares,” subject to certain exceptions) have no voting rights with respect to their control shares, except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

As permitted by the MGCL, our bylaws provide that we will not be subject to the control share provisions of the MGCL and our board of directors has, by resolution, exempted us from the business combination between us and any other person. However, we cannot assure you that our board of directors will not revise the bylaws or such resolution in order to be subject to such business combination and control share provisions in the future. Notwithstanding the foregoing, an alteration or repeal of the board resolution exempting such business combinations will not have any effect on any business combinations that have been consummated or upon any agreements existing at the time of such modification or repeal.

Certain provisions of the MGCL permit the board of directors of a Maryland corporation with at least three independent directors and a class of stock registered under the Exchange Act without stockholder approval and regardless of what is currently provided in its charter or bylaws, to implement certain corporate governance provisions, some of which (for example, a classified board) are not currently applicable to us. These provisions may have the effect of limiting or precluding a third party from making an unsolicited acquisition proposal for our company or of delaying, deferring or preventing a change in control under circumstances that otherwise could provide the holders of shares of our stock with the opportunity to realize a premium over the then current market price. Our charter contains a provision whereby it elects to be subject to the provisions of Title 3, Subtitle 8 of the MGCL relating to the filling of vacancies on the board of directors.

***Certain provisions in the partnership agreement of our operating partnership may delay or prevent unsolicited acquisition of us.***

Provisions of the partnership agreement of our operating partnership may delay or make more difficult unsolicited acquisitions of us or changes of our control. These provisions could discourage third parties from making proposals involving an unsolicited acquisition of us or change of our control, although some stockholders or limited partners might consider such proposals, if made, desirable. These provisions include, among others:

- redemption rights of qualifying parties;
- a requirement that we may not be removed as the general partner of our operating partnership without our consent;
- transfer restrictions on common units;

- our ability, as general partner, in some cases, to amend the partnership agreement and to cause our operating partnership to issue additional partnership interests with terms that could delay, defer or prevent a merger or other change of control of us or our operating partnership without the consent of our stockholders or the limited partners; and
- the right of the limited partners to consent to certain transfers of our general partnership interest (whether by sale, disposition, statutory merger or consolidation, liquidation or otherwise).

Our charter and bylaws, the partnership agreement of our operating partnership and Maryland law also contain other provisions that may delay, defer or prevent a transaction or a change of control that might involve a premium price for our common stock or that our stockholders otherwise believe to be in their best interest.

***The Tax Matters Agreement limits our ability to sell or otherwise dispose of certain properties, even though a sale or disposition may otherwise be in our stockholders' best interest.***

In connection with the formation transactions, we entered into a Tax Matters Agreement with certain limited partners of our operating partnership, including Messrs. Ziman, Schwimmer and Frankel, that provides that if we dispose of any interest with respect to certain properties in our initial portfolio in a taxable transaction during the period from the completion of the IPO (July 24, 2013) through the seventh anniversary of such completion (July 24, 2021), our operating partnership will indemnify such limited partners for their tax liabilities attributable to their share of the built-in gain that exists with respect to such property interest as of the time of the IPO and tax liabilities incurred as a result of the indemnification payment; provided that, subject to certain exceptions and limitations, such indemnification rights will terminate for any such protected partner that sells, exchanges or otherwise disposes of more than 50% of his or her common units. We have no present intention to sell or otherwise dispose of these properties or interest therein in taxable transactions during the restriction period. If we were to trigger the tax protection provisions under this agreement, our operating partnership would be required to pay damages in the amount of the taxes owed by these limited partners (plus additional damages in the amount of the taxes incurred as a result of such payment). As a result, although it may otherwise be in our stockholders' best interest that we sell one of these properties, it may be economically prohibitive for us to do so because of these obligations.

***The Tax Matters Agreement may require our operating partnership to maintain certain debt levels that otherwise would not be required to operate our business.***

The Tax Matters Agreement provides that, during the period beginning from the date of the completion of our IPO (July 24, 2013) through the period ending on the twelfth anniversary of our IPO (July 24, 2025), our operating partnership will offer certain limited partners the opportunity to guarantee its debt, and following such period, our operating partnership will use commercially reasonable efforts to provide such limited partners who continue to own at least 50% of the common units they originally received in the formation transactions with debt guarantee opportunities. Our operating partnership will be required to indemnify such limited partners for their tax liabilities resulting from our failure to make such opportunities available to them (plus an additional amount equal to the taxes incurred as a result of such indemnity payment). Among other things, this opportunity to guarantee debt is intended to allow the participating limited partners to defer the recognition of gain in connection with the formation transactions. These obligations may require us to maintain more or different indebtedness than we would otherwise require for our business.

***Our board of directors may change our investment and financing policies without stockholder approval and we may become more highly leveraged, which may increase our risk of default under our debt obligations.***

Our investment and financing policies are exclusively determined by our board of directors. Accordingly, our stockholders do not control these policies. Further, our charter and bylaws do not limit the amount or percentage of indebtedness, funded or otherwise, that we may incur. Our board of directors may alter or eliminate our current policy on borrowing at any time without stockholder approval. If this policy changed, we could become more highly leveraged which could result in an increase in our debt service. Higher leverage also increases the risk of default on our obligations. In addition, a change in our investment policies, including the manner in which we allocate our resources across our portfolio or the types of assets in which we seek to invest, may increase our exposure to interest rate risk, real estate market fluctuations and liquidity risk.

***Our rights and the rights of our stockholders to take action against our directors and officers are limited.***

As permitted by Maryland law, our charter eliminates the liability of our directors and officers to us and our stockholders for money damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- active and deliberate dishonesty by the director or officer that was established by a final judgment and was material to the cause of action adjudicated.

In addition, our charter authorizes us to obligate our company, and our bylaws require us, to indemnify our directors and officers for actions taken by them in those and certain other capacities to the maximum extent permitted by Maryland law in effect from time to time. Generally, Maryland law permits a Maryland corporation to indemnify its present and former directors and officers except in instances where the person seeking indemnification acted in bad faith or with active and deliberate dishonesty, actually received an improper personal benefit in money, property or services or, in the case of a criminal proceeding, had reasonable cause to believe that his or her actions were unlawful. Under Maryland law, a Maryland corporation also may not indemnify a director or officer in a suit by or on behalf of the corporation in which the director or officer was adjudged liable to the corporation or for a judgment of liability on the basis that a personal benefit was improperly received. 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; however, indemnification for an adverse judgment in a suit by us or on our behalf, or for a judgment of liability on the basis that personal benefit was improperly received, is limited to expenses. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist. Accordingly, in the event that actions taken in good faith by any of our directors or officers impede the performance of our company, our stockholders' ability to recover damages from such director or officer will be limited.

***We are a holding company with no direct operations and, as such, we will rely on funds received from our operating partnership to pay liabilities, and the interests of our stockholders will be structurally subordinated to all liabilities and obligations of our operating partnership and its subsidiaries.***

We are a holding company and conduct substantially all of our operations through our operating partnership. We do not have, apart from an interest in our operating partnership, any independent operations. As a result, we rely on distributions from our operating partnership to continue to pay any dividends we might declare on shares of our common stock. We also rely on distributions from our operating partnership to meet any of our obligations, including any tax liability on taxable income allocated to us from our operating partnership. In addition, because we are a holding company, stockholder claims will be structurally subordinated to all existing and future liabilities and obligations (whether or not for borrowed money) of our operating partnership and its subsidiaries. Therefore, in the event of our bankruptcy, liquidation or reorganization, our assets and those of our operating partnership and its subsidiaries will be available to satisfy the claims of our stockholders only after all of our and our operating partnership's and its subsidiaries' liabilities and obligations have been paid in full.

***Our operating partnership may issue additional common units to third parties without the consent of our stockholders, which would reduce our ownership percentage in our operating partnership and would have a dilutive effect on the amount of distributions made to us by our operating partnership and, therefore, the amount of distributions we can make to our stockholders.***

As of December 31, 2014 we own 94.9% of the outstanding common units in our Operating Partnership and we may, in connection with future acquisitions of properties or otherwise, cause our operating partnership to issue additional common units to third parties. Such issuances would reduce our ownership percentage in our operating partnership and affect the amount of distributions made to us by our operating partnership and, therefore, the amount of distributions we can make to our stockholders.

## **Risks Related to Our Status as a REIT**

### ***Failure to maintain our qualification as a REIT would have significant adverse consequences to us and the per share trading price of our common stock.***

We have elected to be taxed as a REIT for federal income tax purposes commencing with our initial taxable year ended December 31, 2013. We intend to continue to meet the requirements for taxation as a REIT. We have not requested and do not plan to request a ruling from the IRS that we qualify as a REIT, and the statements in this Form 10-K are not binding on the IRS or any court. Therefore, we cannot guarantee that we will qualify as a REIT, or that we will remain qualified as such in the future. If we were to fail to qualify as a REIT in any taxable year we will face serious tax consequences that would substantially reduce the funds available for distribution to you for each of the years involved because:

- we would not be allowed a deduction for distributions to stockholders in computing our taxable income and would be subject to federal income tax at regular corporate rates;
- we also could be subject to the federal alternative minimum tax and possibly increased state and local taxes; and
- unless we are entitled to relief under applicable statutory provisions, we could not elect to be taxed as a REIT for four taxable years following the year during which we were disqualified.

Any such corporate tax liability could be substantial and would reduce our cash available for, among other things, our operations and distributions to stockholders. In addition, if we fail to qualify as a REIT, we will not be required to make distributions to our stockholders. As a result of all these factors, our failure to qualify as a REIT also could impair our ability to expand our business and raise capital.

Qualification as a REIT involves the application of highly technical and complex Code provisions for which there are only limited judicial and administrative interpretations. The complexity of these provisions and of the applicable Treasury regulations that have been promulgated under the Code, or the Treasury Regulations, is greater in the case of a REIT that, like us, holds its assets through a partnership. The determination of various factual matters and circumstances not entirely within our control may affect our ability to qualify as a REIT. In order to qualify as a REIT, we must satisfy a number of requirements, including requirements regarding the ownership of our stock, requirements regarding the composition of our assets and a requirement that at least 95% of our gross income in any year must be derived from qualifying sources, such as “rents from real property.” Also, we must make distributions to stockholders aggregating annually at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding net capital gains. In addition, legislation, new regulations, administrative interpretations or court decisions may materially adversely affect our investors, our ability to qualify as a REIT for federal income tax purposes or the desirability of an investment in a REIT relative to other investments.

Even if we qualify as a REIT for federal income tax purposes, we may be subject to some federal, state and local income, property and excise taxes on our income or property and, in certain cases, a 100% penalty tax, in the event we sell property as a dealer. In addition, our taxable REIT subsidiary will be subject to tax as a regular corporation in the jurisdictions it operates.

### ***If our operating partnership failed to qualify as a partnership for federal income tax purposes, we would cease to qualify as a REIT and suffer other adverse consequences.***

We believe that our operating partnership will be treated as a partnership for federal income tax purposes. As a partnership, our operating partnership will not be subject to federal income tax on its income. Instead, each of its partners, including us, will be allocated, and may be required to pay tax with respect to, its share of our operating partnership’s income. We cannot assure you, however, that the IRS will not challenge the status of our operating partnership or any other subsidiary partnership in which we own an interest as a partnership for federal income tax purposes, or that a court would not sustain such a challenge. If the IRS were successful in treating our operating partnership or any such other subsidiary partnership as an entity taxable as a corporation for federal income tax purposes, we would fail to meet the gross income tests and certain of the asset tests applicable to REITs and, accordingly, we would likely cease to qualify as a REIT. Also, the failure of our operating partnership or any subsidiary partnerships to qualify as a partnership could cause it to become subject to federal and state corporate income tax, which would reduce significantly the amount of cash available for debt service and for distribution to its partners, including us.

### ***Our taxable REIT subsidiaries will be subject to federal income tax, and we will be required to pay a 100% penalty tax on certain income or deductions if our transactions with our taxable REIT subsidiaries are not conducted on arm’s length terms.***

We own an interest in one or more taxable REIT subsidiaries, and may acquire securities in additional taxable REIT subsidiaries in the future. A taxable REIT subsidiary is a corporation other than a REIT in which a REIT directly or indirectly holds stock, and that has made a joint election with such REIT to be treated as a taxable REIT subsidiary. If a taxable REIT subsidiary owns more than

35% of the total voting power or value of the outstanding securities of another corporation, such other corporation will also be treated as a taxable REIT subsidiary. Other than some activities relating to lodging and health care facilities, a taxable REIT subsidiary may generally engage in any business, including the provision of customary or non-customary services to tenants of its parent REIT. A taxable REIT subsidiary is subject to federal income tax as a regular C corporation. In addition, a 100% excise tax will be imposed on certain transactions between a taxable REIT subsidiary and its parent REIT that are not conducted on an arm's length basis.

***To maintain our REIT qualification, we may be forced to borrow funds during unfavorable market conditions.***

To qualify as a REIT, we generally must distribute to our stockholders at least 90% of our REIT taxable income each year, determined without regard to the dividends paid deduction and excluding net capital gains, and we will be subject to regular corporate income taxes to the extent that we distribute less than 100% of our REIT taxable income (determined without regard to the deduction for dividends paid) each year. In addition, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which distributions paid by us in any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from prior years. Accordingly, we may not be able to retain sufficient cash flow from operations to meet our debt service requirements and repay our debt. Therefore, we may need to raise additional capital for these purposes, and we cannot assure you that a sufficient amount of capital will be available to us on favorable terms, or at all, when needed. Further, in order to maintain our REIT qualification and avoid the payment of income and excise taxes, we may need to borrow funds to meet the REIT distribution requirements even if the then prevailing market conditions are not favorable for these borrowings. These borrowing needs could result from, among other things, differences in timing between the actual receipt of cash and inclusion of income for federal income tax purposes, or the effect of non-deductible capital expenditures, the creation of reserves or required debt or amortization payments. These sources, however, may not be available on favorable terms or at all. Our access to third-party sources of capital depends on a number of factors, including the market's perception of our growth potential, our current debt levels, the per share trading price of our common stock, and our current and potential future earnings. We cannot assure you that we will have access to such capital on favorable terms at the desired times, or at all, which may cause us to curtail our investment activities and/or to dispose of assets at inopportune times.

***Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.***

The maximum tax rate applicable to "qualified dividend income" payable to U.S. stockholders that are individuals, trusts and estates is 20%. Dividends payable by REITs, however, generally are not eligible for the reduced rates. Although these rules do not adversely affect the taxation of REITs or dividends payable by REITs, investors who are individuals, trusts and estates may perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs.

***The tax imposed on REITs engaging in "prohibited transactions" may limit our ability to engage in transactions which would be treated as sales for federal income tax purposes.***

A REIT's net income from prohibited transactions is subject to a 100% penalty tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business. Although we do not intend to hold any properties that would be characterized as held for sale to customers in the ordinary course of our business, unless a sale or disposition qualifies under certain statutory safe harbors, such characterization is a factual determination and no guarantee can be given that the IRS would agree with our characterization of our properties or that we will always be able to make use of the available safe harbors.

***Complying with REIT requirements may affect our profitability and may force us to liquidate or forgo otherwise attractive investments.***

To qualify as a REIT, we must continually satisfy tests concerning, among other things, the nature and diversification of our assets, the sources of our income and the amounts we distribute to our stockholders. We may be required to liquidate or forgo otherwise attractive investments in order to satisfy the asset and income tests or to qualify under certain statutory relief provisions. We also may be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution. As a result, having to comply with the distribution requirement could cause us to: (1) sell assets in adverse market conditions; (2) borrow on unfavorable terms; or (3) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt. Accordingly, satisfying the REIT requirements could have an adverse effect on our business results, profitability and ability to execute our business plan. Moreover, if we are compelled to liquidate our investments to meet any of these asset, income or distribution tests, or to repay obligations to our lenders, we may be unable to comply with one or more of the requirements applicable to REITs or may be subject to a 100% tax on any resulting gain if such sales constitute prohibited transactions.

*Legislative or other actions affecting REITs could have a negative effect on us.*

The rules dealing with federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. Changes to the tax laws, with or without retroactive application, could adversely affect our investors or us. We cannot predict how changes in the tax laws might affect our investors or us. New legislation, Treasury Regulations, administrative interpretations or court decisions could significantly and negatively affect our ability to qualify as a REIT or the federal income tax consequences of such qualification.

**Item 1B. Unresolved Staff Comments**

None.

## Item 2. Properties

As of December 31, 2014 our consolidated portfolio consists of 98 wholly-owned properties located in Southern California infill markets totaling approximately 9.8 million rentable square feet.

The table below sets forth relevant information with respect to the operating properties in our consolidated portfolio as of December 31, 2014.

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated(1)	Rentable Square Feet	Percentage of Rentable Square Feet(2)	Number of Leases	Occupancy(3)	Annualized Base Rent(4)	Percentage of Total Annualized Base Rent(5)	Total Annualized Base Rent per Square Foot(6)
<b>Los Angeles - Greater San Fernando Valley</b>											
901 W. Alameda Ave.	Burbank	1	Light Industrial / Office	1969 / 2009	44,924	0.5%	3	89.5%	\$ 1,247,185	1.7%	\$ 31.03
10635 Vanowen St.	Burbank	1	Warehouse / Light Manufacturing	1977	31,037	0.3%	4	100.0%	254,621	0.3%	8.20
2980 & 2990 N San Fernando Road	Burbank	2	Warehouse / Light Manufacturing	1950 / 2004	130,800	1.3%	1	100.0%	1,161,504	1.6%	8.88
9120 Mason Ave.	Chatsworth	1	Warehouse / Distribution	1967 / 1999	319,348	3.2%	1	100.0%	1,801,123	2.4%	5.64
21040 Nordoff Street; 9035 Independence Avenue; 21019 - 21045 Osborne Street	Chatsworth	7	Warehouse / Distribution	1979 / 1980	153,212	1.6%	9	100.0%	1,091,597	1.5%	7.12
700 Allen Ave., 1840 Dana St., & 1830 Flower	Glendale	3	Light Industrial / Office	1949, 1961 / 2011-2012	38,665	0.4%	1	65.1%	715,476	1.0%	28.43
3350 Tyburn St., 3332, 3334, 3360, 3368, 3370, 3378, 3380, 3410, 3424 N. San Fernando Rd.	Los Angeles	8	Warehouse / Distribution	1966, 1992, 1993, 1994	473,345	4.8%	28	100.0%	4,556,825	6.1%	9.63
3116 W. Avenue 32	Los Angeles	1	Warehouse / Distribution	1974	100,500	1.0%	2	100.0%	702,494	0.9%	6.99
7900 Nelson Rd.	Los Angeles	1	Warehouse / Distribution	1998	203,082	2.1%	0	0.0%	-	0.0%	-
121-125 N. Vinedo Ave.	Pasadena	1	Warehouse / Light Manufacturing	1953 / 1993	48,381	0.5%	1	100.0%	548,641	0.7%	11.34
89-91 N. San Gabriel Blvd., 2670-2674 Walnut Ave., 2675 Nina St.	Pasadena	5	Light Manufacturing / Flex Warehouse / Light Manufacturing	1947, 1985 / 2009	31,619	0.3%	4	100.0%	569,149	0.8%	18.00
1050 Arroyo Ave.	San Fernando	1	Manufacturing	1969 / 2012	76,993	0.8%	1	100.0%	558,704	0.8%	7.26
605 8th Street	San Fernando	1	Warehouse / Distribution	1991	55,516	0.6%	1	64.7%	180,000	0.2%	5.01
24935 & 24955 Avenue Kearny	Santa Clarita	2	Warehouse / Distribution	1988	138,980	1.4%	2	100.0%	917,891	1.2%	6.60
2950 Madera Rd.	Simi Valley	1	Warehouse / Distribution	1988 / 2005	136,065	1.4%	1	100.0%	800,062	1.1%	5.88
21-29 West Easy St.	Simi Valley	5	Warehouse / Light Manufacturing	1991 / 2006	102,484	1.0%	12	69.6%	719,041	1.0%	10.07
15140 & 15148 Bledsoe St., 13065 - 13081 Bradley Ave.	Sylmar	2	Warehouse / Light Manufacturing	1969, 2008 / 2006	138,474	1.4%	8	100.0%	1,086,094	1.5%	7.84
18310-18330 Oxnard St.	Tarzana	2	Warehouse / Light Manufacturing	1973	75,288	0.8%	23	98.4%	827,177	1.1%	11.16
28340 - 28400 Avenue Crocker	Valencia	1	Warehouse / Light Manufacturing	1987 / 2006	90,722	0.9%	1	22.5%	137,894	0.2%	6.76
28159 Avenue Stanford	Valencia	1	Light Industrial / Office	1987 / 2008	79,701	0.8%	9	55.3%	583,365	0.8%	13.24
15041 Calvert St.	Van Nuys	1	Warehouse / Light Manufacturing	1971	81,282	0.8%	1	100.0%	487,692	0.7%	6.00
14723-14825 Oxnard St.	Van Nuys	6	Warehouse / Light Manufacturing	1964 / 1968	78,000	0.8%	67	100.0%	906,557	1.2%	11.62
8101-8117 Orion Ave.	Van Nuys	1	Warehouse / Light Manufacturing	1978	48,394	0.5%	25	100.0%	604,338	0.8%	12.49
6701 & 6711 Odessa Ave.	Van Nuys	2	Warehouse / Light Manufacturing	1970-1972 / 2012	29,544	0.3%	2	100.0%	239,321	0.3%	8.10
<b>Los Angeles - Greater San Fernando Valley Total</b>		<b>57</b>			<b>2,706,356</b>	<b>27.5%</b>	<b>207</b>	<b>86.0%</b>	<b>\$ 20,696,751</b>	<b>27.9%</b>	<b>8.89</b>

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated(1)	Rentable Square Feet	Percentage of Rentable Square Feet(2)	Number of Leases	Occupancy(3)	Annualized Base Rent(4)	Percentage of Total Annualized Base Rent(5)	Total Annualized Base Rent per Square Foot(6)
<b>Los Angeles - San Gabriel Valley</b>											
15241 - 15277, 15317 - 15339 Don Julian Rd.	City of Industry	2	Warehouse / Distribution	1965, 2005 / 2003	241,248	2.5%	14	100.0%	2,112,364	2.9%	8.76
14955-14971 E Salt Lake Ave	City of Industry	1	Warehouse / Light Manufacturing	1979	126,036	1.3%	3	64.4%	545,267	0.7%	6.72
15715 Arrow Highway	Irwindale	1	Light Manufacturing / Flex	1989	76,000	0.8%	1	100.0%	987,178	1.3%	12.99
15705, 15709 Arrow Highway & 5220 Fourth St.	Irwindale	3	Warehouse / Light Manufacturing	1987	69,592	0.7%	39	94.1%	699,422	0.9%	10.68
14250-14278 Valley Blvd.	La Puente	8	Warehouse / Light Manufacturing	1974 / 2007	99,735	1.0%	27	100.0%	867,508	1.2%	8.70
13914-13932 Valley Blvd.	La Puente	2	Warehouse / Light Manufacturing	1978, 1988 / 2012	58,084	0.6%	27	97.0%	474,819	0.6%	8.43
1400 South Shamrock	Monrovia	1	Light Manufacturing / Flex	1957, 1962 / 2004	67,838	0.7%	1	100.0%	882,270	1.2%	13.01
2743 Thompson Creek Rd.	Pomona	1	Warehouse / Distribution	1983	245,961	2.5%	1	100.0%	1,092,067	1.5%	4.44
280 W. Bonita Ave.	Pomona	1	Warehouse / Distribution	1983	119,898	1.2%	1	100.0%	532,347	0.7%	4.44
3880 West Valley Blvd.	Pomona	1	Warehouse / Light Manufacturing	1980	108,703	1.1%	1	100.0%	727,065	1.0%	6.69
<b>Los Angeles - San Gabriel Valley Total</b>											
		<u>21</u>			<u>1,213,095</u>	<u>12.4%</u>	<u>115</u>	<u>95.8%</u>	<u>\$ 8,920,307</u>	<u>12.0%</u>	<u>7.67</u>
<b>Los Angeles - Central</b>											
679-691 S Anderson St.	Los Angeles	1	Warehouse / Distribution	1992	47,490	0.5%	2	100.0%	\$ 299,681	0.4%	6.31
1938-1946 E. 46th St.	Vernon	3	Warehouse / Light Manufacturing	1961, 1983 / 2008-2010	190,663	1.9%	3	100.0%	1,302,305	1.8%	6.83
<b>Los Angeles - Central Total</b>											
		<u>4</u>			<u>238,153</u>	<u>2.4%</u>	<u>5</u>	<u>100.0%</u>	<u>\$ 1,601,986</u>	<u>2.2%</u>	<u>6.73</u>
<b>Los Angeles - Mid-Counties</b>											
9220-9268 Hall Rd.	Downey	1	Warehouse / Light Manufacturing	2008	176,405	1.8%	42	100.0%	1,399,001	1.9%	7.93
9641 - 9657 Santa Fe Springs Rd.	Santa Fe Springs	3	Warehouse / Distribution	1982 / 2009	106,995	1.1%	4	100.0%	848,310	1.2%	7.93
14944, 14946, 14948 Shoemaker Ave.	Santa Fe Springs	3	Warehouse / Light Manufacturing	1978 / 2012	85,950	0.9%	23	100.0%	694,152	0.9%	8.08
12910 East Mulberry Dr.	Whittier	1	Warehouse / Distribution	1962 / 2009	153,080	1.6%	2	100.0%	890,810	1.2%	5.82
<b>Los Angeles - Mid-Counties Total</b>											
		<u>8</u>			<u>522,430</u>	<u>5.4%</u>	<u>71</u>	<u>100.0%</u>	<u>\$ 3,832,273</u>	<u>5.2%</u>	<u>7.34</u>
<b>Los Angeles - South Bay</b>											
18118-18120 S. Broadway	Carson	3	Warehouse / Distribution	1957 / 1989	78,183	0.8%	5	100.0%	538,881	0.7%	6.89
311, 319, 329 & 333 157th St.	Gardena	4	Warehouse / Light Manufacturing	1960-1971 / 2006-2011	60,000	0.6%	7	100.0%	472,800	0.6%	7.88
240 W Ivy Avenue	Inglewood	1	Warehouse / Distribution	1981	45,685	0.5%	6	100.0%	424,357	0.6%	9.29
6010 Paramount Ave., 2708 Seaboard Lane	Long Beach	1	Warehouse / Light Manufacturing	1981-1982	16,534	0.2%	2	100.0%	137,506	0.2%	8.32
1661 240th St.	Los Angeles	1	Warehouse / Distribution	1975 / 1995	96,616	1.0%	1	100.0%	614,478	0.8%	6.36
11120, 11160, 11200 Hindry Ave	Los Angeles	3	Warehouse / Distribution	1992 / 1994	63,654	0.6%	11	87.3%	720,186	1.0%	12.95
6423-6431 & 6407-6119 Alondra Blvd.	Paramount	2	Warehouse / Light Manufacturing	1986	30,224	0.3%	10	100.0%	248,844	0.3%	8.23
7110 Rosecrans Ave.	Paramount	1	Warehouse / Light Manufacturing	1972	72,000	0.7%	1	50.0%	254,880	0.4%	7.08
20920-20950 Normandie Ave.	Torrance	2	Warehouse / Light Manufacturing	1989	49,519	0.5%	28	100.0%	542,761	0.7%	10.96
24105 Frampton Ave.	Torrance	1	Warehouse / Light Manufacturing	1974	47,903	0.5%	1	100.0%	287,333	0.4%	6.00
1500-1510 W. 228th St.	Torrance	8	Warehouse / Light Manufacturing	1963 / 1968	88,330	0.9%	7	81.9%	436,465	0.6%	6.03
<b>Los Angeles - South Bay Total</b>											
		<u>27</u>			<u>648,648</u>	<u>6.6%</u>	<u>79</u>	<u>90.7%</u>	<u>\$ 4,678,491</u>	<u>6.3%</u>	<u>7.95</u>



Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated(1)	Rentable Square Feet	Percentage of Rentable Square Feet(2)	Number of Leases	Occupancy(3)	Annualized Base Rent(4)	Percentage of Total Annualized Base Rent(5)	Total Annualized Base Rent per Square Foot(6)
<b>Orange County - North</b>											
1100-1170 Gilbert St. & 2353-2373 La Palma Ave.	Anaheim	6	Warehouse / Light Manufacturing	1972 / 1990 / 2013	120,313	1.2%	23	100.0%	1,209,438	1.6%	10.05
1631 N. Placentia Ave., 2350 - 2384 E. Orangethorpe Ave.	Anaheim	2	Warehouse / Light Manufacturing	1973 / 2007	62,395	0.6%	30	92.1%	673,540	0.9%	11.72
5235 East Hunter Ave.	Anaheim	1	Warehouse / Light Manufacturing	1987	119,692	1.2%	3	100.0%	848,544	1.2%	7.09
2300-2386 East Walnut Ave.	Fullerton	3	Warehouse / Distribution	1985-1986 / 2005	161,286	1.7%	14	100.0%	1,218,863	1.6%	7.56
22343-22349 La Palma Ave.	Yorba Linda	4	Warehouse / Light Manufacturing	1988	115,760	1.2%	52	82.2%	1,085,958	1.5%	11.42
<b>Orange County - North Total</b>		<b>16</b>			<b>579,446</b>	<b>5.9%</b>	<b>122</b>	<b>95.6%</b>	<b>\$ 5,036,343</b>	<b>6.8%</b>	<b>9.09</b>
<b>Orange County - West</b>											
1700 Saturn Way	Seal Beach	1	Warehouse / Light Manufacturing	2006	170,865	1.7%	1	100.0%	1,307,682	1.8%	7.65
<b>Orange County - South</b>											
20531 Crescent Bay Dr.	Lake Forest	1	Warehouse / Light Manufacturing	1998	46,178	0.5%	1	100.0%	371,271	0.5%	8.04
<b>Orange County - Airport</b>											
1601 Alton Pkwy.	Irvine	1	Warehouse / Light Manufacturing	1974	124,000	1.3%	1	39.8%	467,896	0.6%	9.48
3441 West MacArthur Blvd.	Santa Ana	1	Warehouse / Distribution	1973	122,060	1.2%	1	100.0%	720,243	1.0%	5.90
600-650 South Grand Ave.	Santa Ana	6	Warehouse / Light Manufacturing	1988	101,210	1.0%	57	97.4%	1,079,469	1.5%	10.95
3720-3750 W. Warner Ave.	Santa Ana	1	Warehouse / Light Manufacturing	1973 / 2008	38,570	0.4%	14	100.0%	377,693	0.5%	9.79
200-220 South Grand Ave.	Santa Ana	1	Warehouse / Light Manufacturing	1973 / 2008	27,200	0.3%	7	100.0%	281,088	0.4%	10.33
2610 & 2701 S. Birch Street	Santa Ana	1	Warehouse / Light Manufacturing	1965	98,230	1.0%	1	100.0%	360,000	0.5%	3.66
<b>Orange County - Airport Total</b>		<b>11</b>			<b>511,270</b>	<b>5.2%</b>	<b>81</b>	<b>84.9%</b>	<b>\$ 3,286,389</b>	<b>4.5%</b>	<b>7.57</b>
<b>San Bernardino - Inland Empire West</b>											
13231 Slover Avenue	Fontana	1	Warehouse / Distribution	1990	109,463	1.1%	2	100.0%	489,973	0.7%	4.48
10509 Business Drive	Fontana	1	Warehouse / Distribution	1989	130,788	1.3%	2	100.0%	601,762	0.8%	4.60
8900-8980 Benson Ave., 5637 Arrow Highway	Montclair	5	Warehouse / Light Manufacturing	1974	88,016	0.9%	44	84.2%	712,141	1.0%	9.61
1400 S. Campus Ave.	Ontario	2	Warehouse / Light Manufacturing	1964-1966, 1973, 1987	107,861	1.1%	1	100.0%	453,016	0.6%	4.20
845, 855, 865 S Milliken Ave & 4317, 4319 Santa Ana St.	Ontario	5	Light Industrial / Office	1985	113,612	1.2%	16	90.8%	591,937	0.8%	5.74
710 South Dupont Avenue & 4051 Santa Ana Street	Ontario	2	Warehouse / Light Manufacturing	2001	111,890	1.2%	5	100.0%	638,255	0.9%	5.70
9375 Archibald Ave.	Cucamonga	8	Light Industrial / Office	1980 / 2007	62,677	0.6%	30	68.7%	382,563	0.5%	8.88
9160 - 9220 Cleveland Ave., 10860 6th St.	Rancho Cucamonga	3	Light Manufacturing / Flex	1988-1989 / 2006	129,309	1.3%	4	84.5%	1,722,251	2.3%	15.76
10700 Jersey Blvd.	Rancho Cucamonga	7	Light Industrial / Office	1988-1989	107,568	1.1%	56	97.9%	918,774	1.2%	8.73
<b>San Bernardino - Inland Empire West Total</b>		<b>34</b>			<b>961,184</b>	<b>9.8%</b>	<b>160</b>	<b>93.1%</b>	<b>\$ 6,510,672</b>	<b>8.8%</b>	<b>7.28</b>

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated(1)	Rentable Square Feet	Percentage of Rentable Square Feet(2)	Number of Leases	Occupancy(3)	Annualized Base Rent(4)	Percentage of Total Annualized Base Rent(5)	Total Annualized Base Rent per Square Foot(6)
<b>San Bernardino - Inland Empire East</b>											
77-700 Enfield Lane	Palm Desert	1	Warehouse / Light Manufacturing	1990	21,607	0.2%	7	100.0%	164,985	0.2%	7.64
6750 Unit B-C - 6780 Central Ave.	Riverside	4	Warehouse / Light Manufacturing	1978	63,675	0.6%	4	74.7%	256,898	0.3%	5.40
<b>San Bernardino - Inland Empire East Total</b>		<b>5</b>			<b>85,282</b>	<b>0.8%</b>	<b>11</b>	<b>81.1%</b>	<b>\$ 421,883</b>	<b>0.5%</b>	<b>6.10</b>
<b>Ventura County</b>											
300 South Lewis Rd.	Camarillo	1	Warehouse / Distribution	1960-1963 / 2006	215,128	2.2%	10	100.0%	1,670,830	2.3%	7.77
1800 Eastman Ave	Oxnard	1	Warehouse / Distribution	2009	33,332	0.3%	1	100.0%	220,595	0.3%	6.62
201 Rice Ave. & 2400-2420 Celsius	Oxnard	3	Warehouse / Distribution	2008	137,785	1.4%	23	96.9%	1,146,778	1.5%	8.59
2220-2260 Camino del Sol	Oxnard	1	Warehouse / Distribution	2005	69,891	0.7%	1	58.8%	331,433	0.4%	8.07
2350-2380 Eastman Ave	Oxnard	4	Warehouse / Distribution	2003	55,296	0.6%	25	92.9%	505,783	0.7%	9.84
2360-2364 E. Sturgis Road	Oxnard	3	Warehouse / Distribution	1989	49,624	0.5%	14	95.6%	378,149	0.5%	7.97
3000 Paseo Mercado, 3120-3150 Paseo Mercado	Oxnard	5	Warehouse / Distribution	1988	132,187	1.3%	20	85.5%	859,185	1.2%	7.60
701 Del Norte Blvd.	Oxnard	1	Warehouse / Light Manufacturing	2000	125,514	1.3%	17	98.5%	1,036,864	1.4%	8.38
<b>Ventura County Total</b>		<b>19</b>			<b>818,757</b>	<b>8.3%</b>	<b>111</b>	<b>92.7%</b>	<b>\$ 6,149,617</b>	<b>8.3%</b>	<b>8.11</b>
<b>San Diego - North County</b>											
6200 & 6300 Yarrow Dr.	Carlsbad	2	Warehouse / Light Manufacturing	1977-1988 / 2006	151,433	1.5%	2	73.3%	1,053,070	1.4%	9.48
2431-2465 Impala Dr.	Carlsbad	7	Light Manufacturing / Flex Warehouse / Light Manufacturing	1983 / 2006	89,951	0.9%	6	48.9%	524,161	0.7%	11.93
6231 & 6241 Yarrow Dr.	Carlsbad	2	Manufacturing	1977 / 2006	80,441	0.8%	7	100.0%	720,050	1.0%	8.95
5803 Newton Dr.	Carlsbad	1	Light Manufacturing / Flex Warehouse / Light Manufacturing	1997-1999 / 2009	71,602	0.7%	2	55.9%	395,415	0.5%	9.88
929, 935, 939 & 951 Poinsettia Ave.	Vista	4	Warehouse / Light Manufacturing	1989 / 2007	121,892	1.3%	10	96.9%	878,208	1.2%	7.43
2575 Pioneer Ave.	Vista	1	Warehouse / Light Manufacturing	1988 / 2006	68,935	0.7%	6	74.0%	434,752	0.6%	8.53
<b>San Diego - North County Total</b>		<b>17</b>			<b>584,254</b>	<b>5.9%</b>	<b>33</b>	<b>76.1%</b>	<b>\$ 4,005,656</b>	<b>5.4%</b>	<b>9.01</b>
<b>San Diego - Central</b>											
12345 First American Way	Poway	1	Light Industrial / Office Warehouse / Light Manufacturing	2002 / 2007	40,022	0.4%	2	100.0%	470,659	0.6%	11.76
10439-10477 Roselle St.	San Diego	10	Manufacturing	1970 / 2007	97,967	1.0%	44	94.9%	1,199,853	1.6%	12.90
6970-7170 & 7310-7374 Convoy Ct.	San Diego	13	Warehouse / Distribution Warehouse / Light Manufacturing	1971	187,763	1.9%	52	97.0%	2,408,019	3.3%	13.22
9340 Cabot Drive	San Diego	1	Warehouse / Light Manufacturing	1975 / 1976	86,564	0.9%	2	83.9%	576,897	0.8%	7.95
9404 Cabot Drive	San Diego	1	Warehouse / Light Manufacturing	1975 / 1976	46,846	0.5%	1	100.0%	475,056	0.6%	10.14
9455 Cabot Drive	San Diego	1	Warehouse / Light Manufacturing	1975 / 1976	96,840	1.0%	1	83.6%	651,240	0.9%	8.04
9755 Distribution Ave.	San Diego	1	Warehouse / Light Manufacturing	1974	47,666	0.5%	2	100.0%	341,100	0.5%	7.16
9855 Distribution Ave	San Diego	1	Warehouse / Light Manufacturing	1983	60,819	0.6%	2	100.0%	552,949	0.7%	9.09
<b>San Diego - Central Total</b>		<b>29</b>			<b>664,487</b>	<b>6.8%</b>	<b>106</b>	<b>93.9%</b>	<b>\$ 6,675,773</b>	<b>9.0%</b>	<b>10.70</b>
<b>San Diego - South County</b>											

Property Address	City	Number of Buildings	Asset Type	Year Built / Renovated(1)	Rentable Square Feet	Percentage of Rentable Square Feet(2)	Number of Leases	Occupancy(3)	Annualized Base Rent(4)	Percentage of Total Annualized Base Rent(5)	Total Annualized Base Rent per Square Foot(6)
131 W. 33rd St.	National City	2	Warehouse / Light Manufacturing	1969 / 2008	78,615	0.8%	15	98.0%	607,111	0.8%	7.88
<b>Consolidated Portfolio - Total / Weighted Average</b>		<b>252</b>			<b>9,829,020</b>	<b>100.0%</b>	<b>1,118</b>	<b>90.7%</b>	<b>\$ 74,102,205</b>	<b>100.0%</b>	<b>\$ 8.31</b>

- (1) Year renovated means the most recent year in which a material upgrade, alteration or addition to building systems was completed, resulting in increased marketability of the property.
- (2) Calculated as rentable square feet for such property divided rentable square feet for the total consolidated portfolio as of December 31, 2014.
- (3) Calculated as monthly contracted base rent per the terms of the lease(s) at such property, as of December 31, 2014, multiplied by 12. Excludes billboard and antenna revenue and rent abatements.
- (4) Calculated as annualized base rent for such property divided by annualized base rent for the total consolidated portfolio as of December 31, 2014.
- (5) Calculated as annualized base rent for such property divided by leased square feet for such property as of December 31, 2014.

### Property Diversification

The following table sets forth information relating to diversification by property type in our portfolio based on total annualized rent as of December 31, 2014.

Property Type	Number of Properties	Occupancy(1)	Rentable Square Feet	Percentage of Total Rentable Square Feet	Annualized Base Rent(2)	Percentage of Total Annualized Base Rent(3)	Annualized Base Rent per Square Foot(4)
Warehouse / Light Manufacturing	55	90.7%	4,692,071	47.7%	\$ 35,436,736	47.8%	\$ 8.33
Warehouse / Distribution	30	93.0%	4,183,461	42.6%	\$ 28,675,085	38.7%	\$ 7.37
Light Manufacturing / Flex	6	79.1%	466,319	4.7%	\$ 5,080,425	6.9%	\$ 13.78
Light Industrial / Office	7	82.3%	487,169	5.0%	\$ 4,909,959	6.6%	\$ 12.25
<b>Total / Weighted Average</b>	<b>98</b>	<b>90.7%</b>	<b>9,829,020</b>	<b>100.0%</b>	<b>\$ 74,102,205</b>	<b>100.0%</b>	<b>\$ 8.31</b>

- (1) Calculated as the average occupancy at such properties as of December 31, 2014.
- (2) Calculated for each property as the monthly contracted base rent per the terms of the lease(s) at such property, as of December 31, 2014, multiplied by 12, and then aggregated by property type. Excludes billboard and antenna revenue and rent abatements.
- (3) Calculated for each property type as annualized base rent for such property type divided by annualized base rent for the total consolidated portfolio as of December 31, 2014.
- (4) Calculated for each property type as annualized base rent for such property type divided by leased square feet for such property type as of December 31, 2014.

### Uncommenced Leases

Uncommenced leases as of December 31, 2014, reflect signed leases that have not yet commenced as of December 31, 2014. Differences between our occupancy rates and leased rates as disclosed throughout this Annual Report on Form 10-K, are attributed to our uncommenced leases. The following table sets forth information relating to our uncommenced leases.

Market	Leased Square Feet Under Uncommenced Leases(1)	Pro Forma Occupancy(2)	Annualized Base Rent Under Uncommenced Leases(3)	Total Pro Forma Annualized Base Rent(4)	Total Pro Forma Annualized Base Rent per Square Foot(5)
Los Angeles County	-	90.8%	\$ -	\$ 39,729,809	\$ 8.21
Orange County	1,450	92.2%	\$ 15,660	\$ 10,017,346	\$ 8.30
San Bernardino County	-	92.1%	\$ -	\$ 6,932,555	\$ 7.19
Ventura County	-	92.7%	\$ -	\$ 6,149,617	\$ 8.11
San Diego County	3,497	86.6%	\$ 31,473	\$ 11,320,011	\$ 9.85
<b>Total/Weighted Average</b>	<b>4,947</b>	<b>90.7%</b>	<b>\$ 47,133</b>	<b>\$ 74,149,338</b>	<b>\$ 8.32</b>

- (1) The uncommenced leases include: 1,450 square feet of new leases for Orange County and 3,497 square feet of new leases for San Diego County.
- (2) Pro forma occupancy is calculated as (i) square footage under lease as of December 31, 2014 plus additional square footage leased pursuant to uncommenced leases as of December 31, 2014.
- (3) Annualized base rent under uncommenced leases is calculated by multiplying the first full month of contractual base rents (before rent abatements) to be received under uncommenced leases, by 12 and then aggregating by market.
- (4) Total pro forma annualized base rent is calculated by adding annualized base rent as of December 31, 2014 and annualized base rent under uncommenced leases.
- (5) Annualized base rent per square foot under uncommenced leases is calculated as (i) annualized rent base under leases entered into as of December 31, 2014 but that had not commenced as of December 31, 2014, divided by (ii) leased square feet under uncommenced leases.

## Geographic Diversification

The following table sets forth information relating to geographic diversification by county and submarket in our portfolio based on total annualized rent as of December 31, 2014.

Market	Number of Properties	Occupancy <sup>(1)</sup>	Rentable Square Feet	Percentage of Total Rentable Square Feet	Annualized Base Rent <sup>(2)</sup>	Percentage of Total Annualized Base Rent <sup>(3)</sup>	Annualized Base Rent per Square Foot <sup>(4)</sup>
<b>Los Angeles County</b>							
Greater San Fernando Valley	24	86.0%	2,706,356	27.5%	\$ 20,696,751	27.9%	\$ 8.89
San Gabriel Valley	10	95.8%	1,213,095	12.4%	\$ 8,920,307	12.0%	\$ 7.67
Central LA	2	100.0%	238,153	2.4%	\$ 1,601,986	2.2%	\$ 6.73
Mid-Counties	4	100.0%	522,430	5.3%	\$ 3,832,273	5.2%	\$ 7.34
South Bay	11	90.7%	648,648	6.6%	\$ 4,678,491	6.3%	\$ 7.95
<b>Subtotal / Weighted Average</b>	<b>51</b>	<b>90.8%</b>	<b>5,328,682</b>	<b>54.2%</b>	<b>\$ 39,729,808</b>	<b>53.6%</b>	<b>\$ 8.21</b>
<b>Orange County</b>							
North Orange County	5	95.6%	579,446	5.9%	\$ 5,036,343	6.8%	\$ 9.09
West Orange County	1	100.0%	170,865	1.7%	\$ 1,307,682	1.8%	\$ 7.65
South Orange County	1	100.0%	46,178	0.5%	\$ 371,271	0.5%	\$ 8.04
OC Airport	6	84.9%	511,270	5.2%	\$ 3,286,389	4.4%	\$ 7.57
<b>Subtotal / Weighted Average</b>	<b>13</b>	<b>92.1%</b>	<b>1,307,759</b>	<b>13.3%</b>	<b>\$ 10,001,685</b>	<b>13.5%</b>	<b>\$ 8.30</b>
<b>San Bernardino County</b>							
Inland Empire West	9	93.1%	961,184	9.8%	\$ 6,510,672	8.8%	\$ 7.28
Inland Empire East	2	81.1%	85,282	0.9%	\$ 421,883	0.6%	\$ 6.10
<b>Subtotal / Weighted Average</b>	<b>11</b>	<b>92.1%</b>	<b>1,046,466</b>	<b>10.7%</b>	<b>\$ 6,932,555</b>	<b>9.4%</b>	<b>\$ 7.19</b>
<b>Ventura County</b>							
Ventura	8	92.7%	818,757	8.3%	\$ 6,149,617	8.3%	\$ 8.11
<b>Subtotal / Weighted Average</b>	<b>8</b>	<b>92.7%</b>	<b>818,757</b>	<b>8.3%</b>	<b>\$ 6,149,617</b>	<b>8.3%</b>	<b>\$ 8.11</b>
<b>San Diego County</b>							
North County	6	76.1%	584,254	5.9%	\$ 4,005,656	5.4%	\$ 9.01
Central	8	93.9%	664,487	6.8%	\$ 6,675,773	9.0%	\$ 10.70
South County	1	98.0%	78,615	0.8%	\$ 607,111	0.8%	\$ 7.88
<b>Subtotal / Weighted Average</b>	<b>15</b>	<b>86.4%</b>	<b>1,327,356</b>	<b>13.5%</b>	<b>\$ 11,288,540</b>	<b>15.2%</b>	<b>\$ 9.85</b>
<b>Consolidated Portfolio - Total / Weighted Average</b>	<b>98</b>	<b>90.7%</b>	<b>9,829,020</b>	<b>100.0%</b>	<b>\$ 74,102,205</b>	<b>100.0%</b>	<b>\$ 8.31</b>

(1) Calculated as the average occupancy at such properties as of December 31, 2014.

(2) Calculated for each property as monthly contracted base rent per the terms of the lease(s) at such property, as of December 31, 2014, multiplied by 12, and then aggregated by market. Excludes billboard and antenna revenue and rent abatements.

(3) Calculated as annualized base rent for such market divided by annualized base rent for the total consolidated portfolio as of December 31, 2014.

(4) Calculated as annualized base rent for such market divided by leased square feet for such market as of December 31, 2014.

### Industry Diversification

The following table sets forth information relating to tenant diversification by industry in our portfolio based on total annualized rent as of December 31, 2014.

Industry	Number of Leases(1)	Leased Square Feet	Percentage of Total Leased Square Feet	Annualized Base Rent(2)	Percentage of Total Annualized Base Rent(3)	Annualized Base Rent per Square Foot(4)
Wholesale/Retail	130	1,247,360	14.0%	\$ 9,574,941	12.9%	\$ 7.68
Light Manufacturing	90	968,521	10.9%	7,351,654	9.9%	\$ 7.59
Warehousing & Storage	90	1,078,272	12.1%	6,760,117	9.1%	\$ 6.27
Business Services	122	477,070	5.4%	5,324,000	7.2%	\$ 11.16
Industrial Equipment & Components	60	637,184	7.1%	5,063,814	6.8%	\$ 7.95
Construction	97	580,191	6.5%	4,925,556	6.6%	\$ 8.49
Technology & Electronics	71	451,004	5.1%	4,652,679	6.3%	\$ 10.32
Food & Beverage	79	552,445	6.2%	4,451,435	6.0%	\$ 8.06
Paper & Printing	23	537,341	6.0%	4,190,440	5.7%	\$ 7.80
Healthcare	76	466,472	5.2%	4,188,042	5.7%	\$ 8.98
Automotive	86	449,933	5.0%	4,014,491	5.4%	\$ 8.92
Logistics & Transportation	38	423,941	4.8%	2,898,501	3.9%	\$ 6.84
Apparel	34	347,529	3.9%	2,658,668	3.6%	\$ 7.65
Other	41	209,393	2.3%	2,303,081	3.1%	\$ 11.00
Pharmaceuticals	19	184,592	2.1%	2,268,527	3.1%	\$ 12.29
Sporting & Recreational Goods	41	198,529	2.2%	1,839,599	2.5%	\$ 9.27
Government	3	62,355	0.7%	1,124,948	1.5%	\$ 18.04
Financial Services	18	39,946	0.5%	511,712	0.7%	\$ 12.81
<b>Total / Weighted Average</b>	<b>1,118</b>	<b>8,912,078</b>	<b>100.0%</b>	<b>\$ 74,102,205</b>	<b>100.0%</b>	<b>\$ 8.31</b>

(1) A single lease may cover space in more than one building.

(2) Calculated for each lease as the monthly contracted base rent per the terms of such lease, as of December 31, 2014, multiplied by 12, and then aggregated by industry. Excludes billboard and antenna revenue and rent abatements. Annualized base rent includes rent from triple net leases, modified gross leases and gross leases.

(3) Calculated as annualized base rent for tenants in such industry divided by annualized base rent for the total consolidated portfolio as of December 31, 2014.

(4) Calculated as annualized base rent for tenants in such industry divided by leased square feet for tenants in such industry as of December 31, 2014.

### Tenants

Our portfolio of properties has a stable and diversified tenant base. As of December 31, 2014, our consolidated properties were 90.7% leased to tenants in a variety of industries, with no single tenant accounting for more than 2.4% of our total annualized rent. Our average lease size is approximately 8,000 square feet, and approximately 64% of our leases are less than 50,000 square feet each. Our 10 largest tenants account for 14.7% of our annualized rent as of December 31, 2014. We intend to continue to maintain a diversified mix of tenants in order to limit our exposure to any single tenant or industry.

The following table sets forth information about the 10 largest tenants in our portfolio based on total annualized rent as of December 31, 2014.

Tenant	Submarket	Number of Properties	Leased Square Feet	Percentage of Total Leased Square Feet	Annualized Base Rent(1)	Percentage of Total Annualized Base Rent(2)	Annualized Base Rent per Square Foot(3)	Lease Expirations
Cosmetic Laboratories of America	Greater San Fernando Valley	1	319,348	3.6%	\$ 1,801,123	2.4%	\$ 5.64	6/30/2020
Dendreon Corporation	West Orange County	1	170,865	1.9%	\$ 1,307,683	1.8%	\$ 7.65	12/31/2019
Senior Operations	Greater San Fernando Valley	1	130,800	1.5%	\$ 1,161,504	1.6%	\$ 8.88	11/30/2024
Biosense Webster	San Gabriel Valley	2	89,920	1.0%	\$ 1,147,562	1.5%	\$ 12.76	10/31/2020(5)
Warehouse Specialists	San Gabriel Valley	1	245,961	2.8%	\$ 1,092,067	1.5%	\$ 4.44	11/30/2017
Department of Corrections	Inland Empire West	1	58,781	0.7%	\$ 1,065,836	1.4%	\$ 18.13	3/31/2020
Tarnik, Inc.	Greater San Fernando Valley	1	138,980	1.5%	\$ 917,891	1.2%	\$ 6.60	4/30/2016
Exelis Inc.	San Gabriel Valley	1	67,838	0.8%	\$ 882,270	1.2%	\$ 13.01	9/30/2023
Kingsbridge International	Greater San Fernando Valley	1	136,065	1.5%	\$ 800,062	1.1%	\$ 5.88	1/31/2024
Tree Island Wire	San Gabriel Valley	1	108,703	1.2%	\$ 727,065	1.0%	\$ 6.69	11/30/2016
<b>Top 10 Tenants</b>		<b>11</b>	<b>1,467,261</b>	<b>16.5%</b>	<b>\$ 10,903,063</b>	<b>14.7%</b>	<b>\$ 7.43</b>	
All Other Tenants		87	7,444,817	83.5%	\$ 63,199,142	85.3%	\$ 8.49	
<b>Total Consolidated Portfolio</b>		<b>98</b>	<b>8,912,078</b>	<b>100.0%</b>	<b>\$ 74,102,205</b>	<b>100.0%</b>	<b>\$ 8.31</b>	

- (1) Calculated for each tenant as the monthly contracted base rent per the terms of such tenant's lease, as of December 31, 2014, multiplied by 12. Excludes billboard and antenna revenue and rent abatements.
- (2) Calculated as annualized base rent for such tenant divided by annualized base rent for the total consolidated portfolio as of December 31, 2014.
- (3) Calculated as annualized base rent for such tenant divided by leased square feet for such tenant as of December 31, 2014.
- (4) Includes 1,120 square feet expiring 9/30/2016, 12,800 square feet expiring 9/30/2017 and 76,000 square feet expiring 10/31/2020, as of December 31, 2014.

## Leases

### Overview

*Triple net lease.* In our triple net leases, the tenant is responsible for all aspects of and costs related to the property and its operation during the lease term. The landlord may have responsibility under the lease to perform or pay for certain capital repairs or replacements to the roof, structure or certain building systems, such as heating and air conditioning and fire suppression. The tenant may have the right to terminate the lease or abate rent due to a major casualty or condemnation affecting a significant portion of the property or due to the landlord's failure to perform its obligations under the lease. As of December 31, 2014, there were 111 triple net leases in our consolidated portfolio, representing approximately 38.2% of our total annualized base rent.

*Modified gross lease.* In our modified gross leases, the landlord is responsible for some property related expenses during the lease term, but the cost of most of the expenses is passed through to the tenant for reimbursement to the landlord. The tenant may have the right to terminate the lease or abate rent due to a major casualty or condemnation affecting a significant portion of the property or due to the landlord's failure to perform its obligations under the lease. As of December 31, 2014, there were 774 modified gross leases in our consolidated portfolio, representing approximately 49.2% of our total annualized base rent.

*Gross lease.* In our gross leases, the landlord is responsible for all aspects of and costs related to the property and its operation during the lease term. The tenant may have the right to terminate the lease or abate rent due to a major casualty or condemnation affecting a significant portion of the property or due to the landlord's failure to perform its obligations under the lease. As of December 31, 2014, there were 233 gross leases in our consolidated portfolio, representing approximately 12.6% of our total annualized base rent.

The following table provides information regarding our leases as of December 31, 2014:

Square Feet	Number of Leases	Leased Square Feet	Percentage of Total Leased Square Feet	Annualized Base Rent(1)	Percentage of Total Annualized Base Rent(2)	Annualized Base Rent per Square Foot(3)
<4,999	805	1,645,124	18.5%	\$ 16,831,263	22.7%	\$ 10.23
5,000 - 9,999	121	830,755	9.3%	\$ 8,198,511	11.1%	\$ 9.87
10,000 - 24,999	123	1,919,342	21.5%	\$ 16,809,459	22.7%	\$ 8.76
25,000 - 49,999	36	1,311,656	14.7%	\$ 10,832,158	14.6%	\$ 8.26
>50,000	33	3,205,201	36.0%	\$ 21,430,814	28.9%	\$ 6.69
<b>Total / Weighted Average</b>	<b>1,118</b>	<b>8,912,078</b>	<b>100.0%</b>	<b>\$ 74,102,205</b>	<b>100.0%</b>	<b>\$ 8.31</b>

(1) Calculated for each lease as the monthly contracted base rent per the terms of such lease, as of December 31, 2014, multiplied by 12, and then aggregated by square feet. Excludes billboard and antenna revenue and rent abatements.

(2) Calculated as annualized base rent for such leases divided by annualized base rent for the total consolidated portfolio as of December 31, 2014.

(3) Calculated as annualized base rent for such leases divided by leased square feet for such leases as of December 31, 2014.

#### Lease Expirations

As of December 31, 2014, our weighted average in-place remaining lease term was approximately 2.6 years. The following table sets forth a summary schedule of lease expirations for leases in place as of December 31, 2014, plus available space, for each of the 10 full calendar years commencing December 31, 2014 and thereafter in our portfolio. The information set forth in the table assumes that tenants exercise no renewal options and no early termination rights.

Year of Lease Expiration	Number of Leases Expiring	Total Rentable Square Feet(1)	Percentage of Total Owned Square Feet	Annualized Base Rent(2)	Percentage of Total Annualized Base Rent(3)	Annualized Base Rent per Square Foot(4)
MTM Tenants(5)	112	226,721	2.3%	\$ 2,177,030	2.9%	\$ 9.60
Available	-	916,942	9.3%	-	0.0%	-
2014(6)	28	348,399	3.5%	2,008,824	2.7%	\$ 5.77
2015	364	1,636,014	16.7%	14,465,848	19.5%	\$ 8.84
2016	313	2,533,568	25.8%	19,960,799	26.9%	\$ 7.88
2017	183	1,652,805	16.8%	13,591,229	18.4%	\$ 8.22
2018	67	784,754	8.0%	6,707,213	9.1%	\$ 8.55
2019	27	494,627	5.0%	4,263,971	5.8%	\$ 8.62
2020	11	607,312	6.2%	5,454,859	7.4%	\$ 8.98
2021	7	149,433	1.5%	1,861,486	2.5%	\$ 12.46
2022	3	143,742	1.5%	767,109	1.0%	\$ 5.34
2023	1	67,838	0.7%	882,270	1.2%	\$ 13.01
2024	2	266,865	2.7%	1,961,567	2.6%	\$ 7.35
<b>Total Consolidated Portfolio</b>	<b>1,118</b>	<b>9,829,020</b>	<b>100.0%</b>	<b>\$ 74,102,205</b>	<b>100.0%</b>	<b>\$ 8.31</b>

(1) Represents the contracted square footage upon expiration.

(2) Calculated as monthly contracted base rent per the terms of such lease, as of December 31, 2014, multiplied by 12. Excludes billboard and antenna revenue and rent abatements.

(3) Calculated as annualized base rent set forth in this table divided by annualized base rent for the total portfolio as of December 31, 2014.

(4) Calculated as annualized base rent for such tenant divided by leased square feet for such tenant as of December 31, 2014.

(5) Represents tenants under month-to-month leases.

(6) Of the 28 leases that expired on 12/31/14, 14 leases vacated totaling 228,424 SF and \$1,450,627 of annualized base rent, four leases subsequently renewed totaling 5,501 SF and \$40,540 of annualized base rent and 10 leases are holdover leases totaling 114,474 SF and \$517,656 of annualized base rent.



### Historical Tenant Improvements and Leasing Commissions

The following table sets forth certain historical information regarding leasing related (revenue generating) tenant improvement and leasing commission costs for tenant at the properties in our portfolio as follows:

	The Year Ended December 31,								
	2014			2013			2012		
	Cost	Square Feet	PSF(1)	Cost	Square Feet	PSF(1)	Cost	Square Feet	PSF(1)
<b>Tenant Improvements</b>									
New Leases - First Generation(2)	\$ 547,000	272,523	\$ 2.01	\$ 455,000	397,036	\$ 1.15	\$ 623,000	38,068	\$ 16.37
New Leases - Second Generation(2)	1,303,000	679,558	1.92	245,000	221,601	1.11	206,000	164,190	1.25
Renewal Leases	419,000	568,956	0.74	168,000	234,019	0.72	525,000	208,841	2.51
<b>Total Tenant Improvements</b>	<b>\$ 2,269,000</b>	<b>1,521,037</b>	<b>\$ 1.49</b>	<b>\$ 868,000</b>	<b>852,656</b>	<b>\$ 1.02</b>	<b>\$ 1,354,000</b>	<b>411,099</b>	<b>\$ 3.29</b>
<b>Leasing Commissions</b>									
New Leases - First Generation(2)	\$ 597,000	426,427	\$ 1.40	\$ 678,000	393,293	\$ 1.72	\$ 472,000	424,803	\$ 1.11
New Leases - Second Generation(2)	767,000	704,126	1.09	328,000	324,734	1.01	120,000	152,604	0.79
Renewal Leases	674,000	671,935	1.00	352,000	469,010	0.75	514,000	352,484	1.46
<b>Total Leasing Commissions</b>	<b>\$ 2,038,000</b>	<b>1,802,488</b>	<b>\$ 1.13</b>	<b>\$ 1,358,000</b>	<b>1,187,037</b>	<b>\$ 1.14</b>	<b>\$ 1,106,000</b>	<b>929,891</b>	<b>\$ 1.19</b>
<b>Total Tenant Improvements &amp; Leasing Commissions</b>	<b>\$ 4,307,000</b>	<b>3,323,525</b>	<b>\$ 2.62</b>	<b>\$ 2,226,000</b>	<b>2,039,693</b>	<b>\$ 2.16</b>	<b>\$ 2,460,000</b>	<b>1,340,990</b>	<b>\$ 4.48</b>

- (1) Per Square foot ("PSF") amounts calculated by dividing the aggregate tenant improvement and/or leasing commission cost by the aggregate square footage of the leases in which we incurred such costs, excluding new/renewal leases in which there were no tenant improvements and/or leasing commissions.
- (2) New leases represent all leases other than renewal leases.

### Historical Capital Expenditures

The following table sets forth certain information regarding historical maintenance (non-revenue generating) capital expenditures at the properties in our portfolio as follows:

	The Year Ended December 31,								
	2014			2013			2012		
	Cost	Square Feet(1)	PSF(3)	Cost	Square Feet(2)	PSF(3)	Cost	Square Feet(2)	PSF(3)
Non-Recurring Capital Expenditures(4)	\$ 9,053,000	4,575,916	\$ 1.98	\$ 1,708,000	5,434,314	\$ 0.31	\$ 3,056,000	5,093,752	\$ 0.60
Recurring Capital Expenditures(5)	2,387,000	7,621,459	0.31	869,000	5,434,314	0.16	367,000	5,093,752	0.07
<b>Total Capital Expenditures</b>	<b>\$ 11,440,000</b>			<b>\$ 2,577,000</b>			<b>\$ 3,423,000</b>		

- (1) For nonrecurring capex, reflects the aggregate square footage of the properties in which we incurred such capital expenditures. For recurring capex, reflects the weighted average square footage of our consolidated portfolio for the period.
- (2) Square footage based on the average of the last four quarters.
- (3) PSF amounts calculated by dividing the aggregate annualized capital expenditure costs by the square footage as defined in (1) and (2) above.
- (4) Non-recurring capital expenditures are expenditures made in respect of a property for improvement to the appearance of such property or any other major upgrade or renovation of such property, and further includes capital expenditures for seismic upgrades, or capital expenditures for deferred maintenance existing at the time such property was acquired.
- (5) Recurring capital expenditures are expenditures made in respect of a property for maintenance of such property and replacement of items due to ordinary wear and tear including, but not limited to, expenditures made for maintenance or replacement of parking lot, roofing materials, mechanical systems, HVAC systems and other structural systems.

### Item 3. Legal Proceedings

From time to time, we are party to various lawsuits, claims and other legal proceedings that arise in the ordinary course of our business.

On October 3, 2013, two pre-IPO investors filed a putative class action purportedly brought on behalf of the investors in Rexford Industrial Fund III (“RIF III”) in the Los Angeles County Superior Court. On February 14, 2014, a First Amended Complaint was filed adding an additional individual pre-IPO investor and putative class claims on behalf of investors in Rexford Industrial Fund IV, LLC (“RIF IV”). This complaint also alleged that the communication of the proposed accommodation (in which Messrs. Schwimmer, Frankel and Ziman, together with certain other pre-IPO owners of the pre-IPO management companies agreed to return up to \$32.1 million that they received in connection with our IPO and formation transactions) was materially misleading by not including disclosures regarding the lawsuit and claims asserted by plaintiffs. On July 15, 2014, a Second Amended Complaint was filed withdrawing the class action allegations and the allegations concerning communication of the accommodation, and adding four additional plaintiff investors. During the third quarter of 2014, the Company entered into settlement agreements with three of these four additional plaintiffs. The aggregate amount paid by the Company in these settlements was not material. Plaintiffs assert claims against the Company, RIF III, RIF IV, Rexford Industrial, LLC and Messrs. Schwimmer, Frankel and Ziman for breach of fiduciary duty, violation of certain California securities laws, negligent misrepresentation, and fraud. Plaintiffs allege, among other things, that the terms of the Company’s formation transactions were unfair to investors in RIF III and RIF IV, that the consideration received by investors in RIF III and RIF IV in the formation transactions was inadequate, that the pre-IPO management companies were allocated unfair value in the formation transactions and that the disclosure documents related to the formation transactions were materially misleading. Plaintiffs also request to inspect the books and records of RIF III and RIF IV, which entities no longer exist, and further seek declaratory relief, unspecified recessionary damages, disgorgement, compensatory, punitive and exemplary damages, an accounting for unjust enrichment, and an award of costs including pre-judgment interest, attorneys’ and experts’ fees, and other unspecified relief. Defendants have answered the Second Amended Complaint denying all allegations and asserting affirmative defenses. Defendants have also filed a motion to dismiss the case for *forum non conveniens* or, in the alternative, to compel the action to judicial reference, which the plaintiffs have opposed. Defendants’ motion is pending before the court. While we believe that the action is without merit and intend to defend the litigation vigorously, we expect to incur costs associated with defending the action. At this early stage of the litigation, the ultimate outcome of the action is uncertain and we cannot reasonably assess the timing or outcome, or estimate the amount of loss, if any, or its effect, if any, on our financial statements.

### Item 4. Mine Safety Disclosures

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Market Information

Our common stock is traded on the NYSE under the symbol "REXR". On March 2, 2015, the reported closing sale price per share of our common stock was \$16.37, and there were approximately 226 holders of record. Certain shares of our Company are held in "street" name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing numbers.

The following table sets forth the high and low closing sales prices for our common stock as reported by the NYSE and the per share dividends declared on our common stock, for the periods indicated:

Period	Range		Cash Dividend per Common Share	
	High	Low		
<b>2014:</b>				
First Quarter	\$ 14.75	\$ 12.83	\$ 0.12	
Second Quarter	\$ 14.50	\$ 13.98	\$ 0.12	
Third Quarter	\$ 14.87	\$ 13.59	\$ 0.12	
Fourth Quarter	\$ 16.00	\$ 13.66	\$ 0.12	
<b>2013:</b>				
July 24 through September 30	\$ 14.13	\$ 13.18	\$ 0.09	
Fourth Quarter	\$ 14.15	\$ 13.06	\$ 0.12	

We intend to continue to pay regular quarterly distributions on our common stock, however, the actual amount and timing of distributions will be at the discretion of our board of directors and will depend upon a variety of factors including our actual financial condition, in addition to the requirements of the Code, and no assurance can be given as to the amounts or timing of future distributions. In addition, our unsecured revolving credit and term loan facilities contain limitations on our ability to pay distributions on our common stock. Specifically, our cash dividends may not exceed the greater of (1) 95% of our FFO (as defined in the credit agreement) and (2) the amount required for us to qualify and maintain our REIT status. If an event of default exists, we may only make distributions sufficient to qualify and maintain our REIT status.

#### Sales of Unregistered Securities

None.

#### Repurchases of Equity Securities

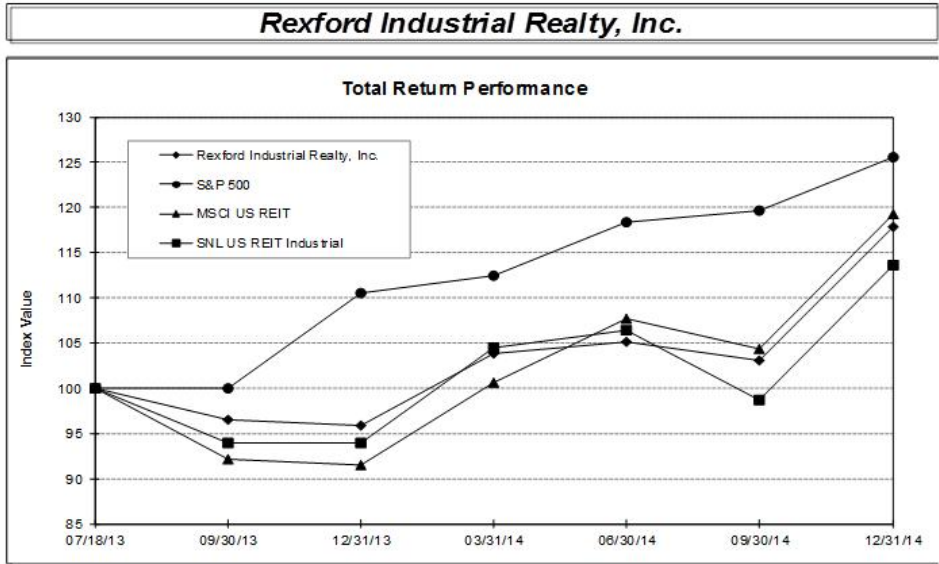
None.

#### Equity Compensation Plan Information

Our equity compensation plan information required by this item is incorporated by reference to the information in Part III, Item 12 of this Annual Report on Form 10-K.

**Performance Graph**

The following graph compares the cumulative total stockholder return on the common stock of Rexford Industrial Realty, Inc. from July 18, 2013 to December 31, 2014 with the cumulative total return of the Standard & Poor's 500 Index and an appropriate "peer group" index (assuming the investment of \$100 in our common stock and in each of the indexes on July 18, 2013 and that all dividends were reinvested into additional shares of common stock at the frequency with which dividends are paid on the common stock during the applicable fiscal year). The total return performance shown in this graph is not necessarily indicative of and is not intended to suggest future total return performance.



Index	Period Ending						
	07/18/13	09/30/13	12/31/13	03/31/14	06/30/14	09/30/14	12/31/14
Rexford Industrial Realty, Inc.	100.00	96.50	95.80	103.79	105.10	103.02	117.83
S&P 500	100.00	99.97	110.47	112.47	118.36	119.69	125.60
MSCI US REIT	100.00	92.13	91.51	100.64	107.69	104.35	119.31
SNL US REIT Industrial	100.00	93.94	93.91	104.52	106.36	98.68	113.62

**Item 6. Selected Financial Data.**

The following table sets forth selected financial and operating data on a historical basis for “Rexford Industrial Realty, Inc. Predecessor” prior to our IPO and Rexford Industrial Realty, Inc. subsequent to our IPO. Rexford Industrial Realty, Inc. Predecessor consists of Rexford Industrial, LLC (“RILLC”), Rexford Sponsor V LLC, Rexford Industrial Fund V REIT, LLC (“RIF V REIT”) and their consolidated subsidiaries which consists of Rexford Industrial Fund I, LLC (“RIF I”), Rexford Industrial Fund II, LLC (“RIF II”), Rexford Industrial Fund III, LLC (“RIF III”), Rexford Industrial Fund IV, LLC (“RIF IV”), Rexford Industrial Fund V, LP (“RIF V”) and their subsidiaries (collectively the “Predecessor Funds”). Each of the entities comprising Rexford Industrial Realty, Inc. Predecessor are owned, managed, and controlled (individually or jointly as discussed in more detail elsewhere in this Annual Report on Form 10-K) by our predecessor principals. As such, we have combined these entities on the basis of common ownership and common management.

You should read the following summary financial and operating data in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and our audited financial statements and related notes, elsewhere in this Annual Report on Form 10-K.

The summary historical consolidated and combined financial and operating data as of December 31, 2014, 2013, 2012 and 2011 and for the year ended December 31, 2014, the periods from July 24, 2013 to December 31, 2013 and January 1, 2013 to July 23, 2013 and the years ended December 31, 2012 and 2011 have been derived from our audited historical consolidated financial statements subsequent to our IPO and our audited historical combined financial statements of Rexford Industrial Realty, Inc. Predecessor prior to our IPO. All consolidated financial data has been restated, as appropriate, to reflect the impact of activity classified as discontinued operations for all periods presented.

	<b>Rexford Industrial Realty, Inc.</b>		<b>Rexford Industrial Realty, Inc. Predecessor</b>		
	<b>Year Ended December 31, 2014</b>	<b>Period from July 24, 2013 to December 31, 2013</b>	<b>Period from January 1, 2013 to July 23, 2013</b>	<b>Year Ended December 31, 2012</b>	<b>Year Ended December 31, 2011</b>
(in thousands except for share and per share data)					
<b>Statement of Operations Data:</b>					
Total revenues from continuing operations	\$ 66,581	\$ 21,618	\$ 22,747	\$ 32,994	\$ 27,739
Net loss from continuing operations	\$ (1,170)	\$ (1,002)	\$ (8,194)	\$ (8,314)	\$ (7,434)
Net income (loss)	\$ 976	\$ (711)	\$ (4,281)	\$ (8,957)	\$ (6,337)
<b>Per Share Data:</b>					
Weighted average common shares outstanding - basic and diluted	31,953,506	24,925,226			
Net loss from continuing operations available to common stockholders	\$ (0.04)	\$ (0.04)			
Net loss available to common stockholders	\$ 0.02	\$ (0.03)			
Dividends declared per common share	\$ 0.48	\$ 0.21			
<b>Balance Sheet Data (End of Period):</b>					
Total real estate held for investment, before accumulated depreciation	\$ 930,462	\$ 540,623		\$ 368,978	\$ 353,331
Total real estate held for investment, after accumulated depreciation	\$ 853,578	\$ 481,673		\$ 313,608	\$ 306,271
Total assets	\$ 932,778	\$ 554,675		\$ 420,496	\$ 383,215
Notes payable	\$ 357,106	\$ 192,491		\$ 295,419	\$ 290,839
Total liabilities	\$ 386,901	\$ 212,906		\$ 324,248	\$ 315,534
Total equity	\$ 545,877	\$ 341,769		\$ 96,248	\$ 67,681
<b>Other Data:</b>					
Funds from operations <sup>(1)</sup>	\$ 27,970	\$ 8,316	\$ 4,307	\$ 4,614	\$ 1,973
Cash flow provided by (used in) operating activities	\$ 24,504	\$ 8,912	\$ 4,593	\$ 1,080	\$ (3,349)
Cash flow used in investing activities	\$ (380,581)	\$ (81,719)	\$ (46,616)	\$ (23,778)	\$ (42,303)
Cash flow provided by (used in) financing activities	\$ 355,686	\$ 81,804	\$ (1,476)	\$ 45,269	\$ 51,569
Total number of in-service properties	98	68	61	60	53

(1) See Part II, Item 7 “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Funds From Operations,” in this Annual Report on Form 10-K for a reconciliation to net income (loss) available to common stockholders and a discussion of why we believe FFO is a useful supplemental measure of operating performance, ways in which investors might use FFO when assessing our financial performance, and FFO’s limitations as a measurement tool.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion in conjunction with the sections of this Annual Report on Form 10-K entitled "Risk Factors", "Forward-Looking Statements", "Business" and our audited consolidated financial statements and the related notes thereto included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements reflecting current expectations that involve risks and uncertainties. Actual results and the timing of events may differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in the section entitled "Risk Factors" and elsewhere in this Annual Report on Form 10-K.

### Company Overview

Rexford Industrial Realty, Inc. is a self-administered and self-managed full-service REIT focused on owning and operating industrial properties in Southern California infill markets. We were formed as a Maryland corporation on January 18, 2013 and Rexford Industrial Realty, L.P. (the "Operating Partnership"), of which we are the sole general partner, was formed as a Maryland limited partnership on January 18, 2013. Through our controlling interest in our Operating Partnership and its subsidiaries, we own, manage, lease, acquire and develop industrial real estate primarily located in Southern California infill markets. As of December 31, 2014, our consolidated portfolio consisted of 98 properties with approximately 9.8 million rentable square feet. We also hold a 15% interest in a joint venture (the "JV") that indirectly owns one property located in Ventura County with approximately 0.5 million square feet, which we manage. In addition, we currently manage an additional 20 properties with approximately 1.2 million rentable square feet.

We are organized and conduct our operations to qualify as a REIT under the Code, and generally are not subject to federal taxes on our income to the extent we distribute our income to our shareholders and maintain our qualification as a REIT.

### Factors That May Influence Future Results of Operations

#### *Acquisition and Development of Properties*

Since our IPO, we have acquired 47 properties, aggregating approximately 4.9 million square feet, for approximately \$511 million, expanding our portfolio over 82% in less than two years. Of these 47 properties, we have acquired 18 properties aggregating approximately 1.8 million square feet, that we consider "value-add acquisitions". We consider a property to be a value-add acquisition when it provides opportunities for repositioning or redevelopment that we believe will increase the occupancy and the cash flow from the property. We intend to continue to grow our portfolio through disciplined acquisitions in prime Southern California infill markets, and will continue to pursue value-add acquisitions that will play a strategic role in our future growth.

Costs associated with acquisitions accounted for as business combinations are expensed as incurred. Acquisitions are subject to various risks and uncertainties, and we may be unable to complete an acquisition after making a nonrefundable deposit or incurring acquisition related costs. During the year ended December 31, 2014, we expensed approximately \$2.0 million of acquisition costs, and we expect to incur acquisition costs during 2015 as we continue to acquire properties and grow our portfolio. Costs associated with acquisitions accounted for as asset acquisitions are capitalized as part of the purchase price allocation. During the year ended December 31, 2014, we capitalized approximately \$0.3 million of acquisition costs associated with acquisitions accounted for as asset acquisitions.

Properties that are undergoing repositioning or redevelopment may qualify for interest and real estate tax capitalization. During the year ended December 31, 2014, we capitalized approximately \$138,000 of these costs for qualifying projects. As of December 31, 2014, four of our properties are in various stages of redevelopment and repositioning. Increase in our repositioning and development activities resulting from value-add acquisitions could cause an increase in the asset balances qualifying for interest and tax capitalization in future periods.

#### *Rental Revenue and Tenant Reimbursements*

We receive income primarily from rental revenue from our properties. The amount of rental revenue generated by the properties in our portfolio depends principally on the occupancy levels and lease rates at our properties, our ability to lease currently available space and space that becomes available as a result of lease expirations and on the rental rates at our properties.

*Occupancy Rates* As of December 31, 2014, our consolidated portfolio was approximately 90.7% occupied and leased. Differences between our occupancy rate and leased rate, if any, are attributed to our uncommenced leases. Our occupancy rate is impacted by market conditions in the areas in which we operate. In particular, we have generally experienced more challenging market conditions and slower recovery in San Diego county, where our properties were 86.3% occupied as of December 31, 2014. By

way of comparison, our Los Angeles county properties and Orange county properties were 90.8% and 92.1% occupied, respectively, as of December 31, 2014. In addition, a key component of our growth strategy is to acquire distressed, off-market and lightly marketed properties that are often operating at below-market occupancy at the time of acquisition. Through various redevelopment, repositioning and professional leasing and marketing strategies, we seek to increase the properties' functionality and attractiveness to prospective tenants and, over time, stabilize the properties at occupancy rates that meet or exceed market rates. Consistent with this strategy, four of our properties, representing 454,598 square feet, are currently in various stages of redevelopment and repositioning. Excluding properties in redevelopment or repositioning, our remaining properties were approximately 93.8% occupied as of December 31, 2014. Through December 31, 2014, we entered into two new leases that had not commenced as of December 31, 2014, representing 4,947 square feet. We believe the opportunity to increase occupancy at our properties will be a significant driver of future revenue growth.

*Leasing Activity and Rental Rates.* The following table sets forth our leasing activity for the year ended December 31, 2014:

Quarter	Expiring Leases		Renewals				Gross Leasing Activity					
	Number of Leases	Rentable Square Feet	Number of Leases	Rentable Square Feet	Cash Rent Change	GAAP Rent Change	Renewal Retention %		New Leases		GAAP Rent Change	
Q4-2014	87	388,816	56	229,226	3.6%	12.4%	64.4%	59.0%	43	201,269	-0.7%	10.7%
Q3-2014	117	624,995	76	438,251	2.9%	9.9%	65.0%	70.1%	50	253,422	5.1%	10.9%
Q2-2014	111	582,344	72	363,798	6.1%	18.9%	64.9%	62.5%	44	208,819	2.9%	12.9%
Q1-2014	96	618,303	53	351,995	3.9%	9.4%	55.2%	56.9%	41	307,102	3.2%	15.1%
<b>Total/Weighted Average</b>	<b>411</b>	<b>2,214,458</b>	<b>257</b>	<b>1,383,270</b>	<b>4.1%</b>	<b>12.6%</b>	<b>62.5%</b>	<b>62.5%</b>	<b>178</b>	<b>970,612</b>	<b>2.8%</b>	<b>12.6%</b>

In 2014, we entered into 178 new leases covering 970,612 square feet and renewed 257 leases covering 1,383,270 square feet, while 154 leases covering 831,188 square feet vacated. Of the 831,188 square feet that vacated, 155,678 square feet was a result of 31 tenant defaults, while the remaining 675,510 square feet was a result of 123 natural lease expirations. Our leasing activity is impacted both by our own redeveloping and repositioning efforts as well as by market conditions. When we redevelop or reposition a property, its space may become unavailable for leasing until completion of the redevelopment or repositioning efforts. In addition, while we have recently noted gradual improvements in market conditions in our markets, the market recovery has been uneven and some markets, particularly San Diego county, have been slower to recover.

Of the 257 leases that we renewed during 2014, the renewal spreads increased by 4.1% on a cash basis and 12.6% on a GAAP basis. Of the 178 new leases that were executed during 2014, the leasing spreads increased by 2.8% on a cash basis and 12.6% on a GAAP basis, when comparing the ending cash rental rates on the expiring leases for the same space. Although our leasing spreads have varied from quarter to quarter, we believe that our recent leasing statistics are indicative of a trend of improving leasing fundamentals across our submarkets. Among the factors that affect lease rates on renewal is our acquisition activity. We acquired 36 properties during 2014. At the time of acquisition of some of these properties, our underwriting and what we believe to be our value-oriented purchase prices may have factored in anticipated or potential roll-downs in rent at some upcoming lease expirations. We believe that rental rates in our markets for product such as our properties have yet to fully recover from the 2008 financial crisis and subsequent economic recession, and accordingly we expect potential increases in lease rates upon renewal of upcoming lease expirations as market conditions continue to improve.

Future economic downturns or regional downturns affecting our submarkets that impair our ability to renew or re-lease space and adverse developments that affect the ability of our tenants to fulfill their lease obligations, such as tenant bankruptcies, could adversely affect our ability to maintain or increase occupancy or rental rates at our properties. Adverse developments or trends in one or more of these factors could adversely affect our rental revenue in future periods. Additionally, due to the size of our tenant spaces compared with our peer group and our typically shorter-term leases, we may have increased exposure to a negative trend in rental rates among our target tenant base than other industrial REITs.



### ***Scheduled Lease Expirations***

Our ability to re-lease space subject to expiring leases will impact our results of operations and is affected by economic and competitive conditions in our markets and by the desirability of our individual properties. As of December 31, 2014, in addition to 916,942 rentable square feet of currently available space in our properties and 348,399 rentable square feet expiring on December 31, 2014, leases representing approximately 16.6% and 25.8% of the aggregate rentable square footage of our portfolio are scheduled to expire during the years ending December 31, 2015 and December 31, 2016, respectively. As described in more detail above under “—Rental Revenue and Tenant Reimbursements,” in the year ended December 31, 2014 we renewed approximately 62.5% of leases scheduled to expire, which renewed leases represented approximately 62.5% of the aggregate rentable square footage under all expiring leases.

The leases scheduled to expire during the years ending December 31, 2015 and December 31, 2016 represent approximately 19.5% and 26.9%, respectively, of the total annualized base rent for our portfolio. We estimate that, on a weighted average basis, in-place rents of leases scheduled to expire in 2015 and 2016 are currently at or slightly below current market asking rents, although individual properties within any particular submarket presently may be leased either above, below, or at the current market asking rates within that submarket, and the average rental rates for individual submarkets may be above, below, or at the average cash rental rate of our portfolio. However, we believe that rental rates in our markets for product such as our properties are just beginning to recover, and accordingly we expect potential increases in lease rates upon renewal of upcoming 2015 and 2016 lease expirations as market conditions continue to improve.

### ***Taxable REIT Subsidiary***

As of December 31, 2014, our Operating Partnership indirectly and wholly owns Rexford Industrial Realty and Management, Inc., which we refer to as the services company. We have elected, together with our services company, to treat our services company as a taxable REIT subsidiary for federal income tax purposes. A taxable REIT subsidiary generally may provide non-customary and other services to our tenants and engage in activities that we may not engage in directly without adversely affecting our qualification as a REIT, provided a taxable REIT subsidiary may not operate or manage a lodging facility or health care facility or provide rights to any brand name under which any lodging facility or health care facility is operated. We may form additional taxable REIT subsidiaries in the future, and our Operating Partnership may contribute some or all of its interests in certain wholly owned subsidiaries or their assets to our services company. Any income earned by our taxable REIT subsidiaries will not be included in our taxable income for purposes of the 75% or 95% gross income tests, except to the extent such income is distributed to us as a dividend, in which case such dividend income will qualify under the 95%, but not the 75%, gross income test. Because a taxable REIT subsidiary is subject to federal income tax, and state and local income tax (where applicable) as a regular corporation, the income earned by our taxable REIT subsidiaries generally will be subject to an additional level of tax as compared to the income earned by our other subsidiaries.

### ***Conditions in Our Markets***

The properties in our portfolio are located primarily in Southern California infill markets. Positive or negative changes in economic or other conditions, adverse weather conditions and natural disasters in this market may affect our overall performance.

### ***Rental Expenses***

Our rental expenses generally consist of utilities, real estate taxes, insurance and site repair and maintenance costs. For the majority of our properties, our rental expenses are controlled, in part, by either the triple net provisions or modified gross expense reimbursements in tenant leases. However, the terms of our leases vary and in some instances we may absorb rental expenses. Our overall financial results will be impacted by the extent to which we are able to pass-through rental expenses to our tenants.

### ***General and Administrative Expenses***

We expect to incur increased general and administrative expenses, including legal, accounting and other expenses related to corporate governance, public reporting and compliance with various provisions of the Sarbanes-Oxley Act, as compared to our predecessor. We anticipate that our staffing levels will increase from 48 employees presently to between 60 and 70 employees during the next 12 to 24 months and, as a result, our general and administrative expenses, including wages and bonus expense and noncash equity compensation expense, will increase further.

### ***Critical Accounting Policies***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions in certain circumstances that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported

amount of revenues and expenses for the reporting periods. Actual amounts may differ from these estimates and assumptions. We have summarized below those accounting policies that require material subjective or complex judgments and that have the most significant impact on financial condition and results of operations. Management evaluates these estimates on an ongoing basis, based upon information currently available and on various assumptions that it believes are reasonable as of the date hereof. In addition, other companies in similar businesses may use different estimation policies and methodologies, which may impact the comparability of our results of operations and financial condition to those of other companies.

A critical accounting policy is one that is both important to the portrayal of an entity's financial condition and results of operations and requires judgment on the part of management. Generally, the judgment requires management to make estimates and assumptions about the effect of matters that are inherently uncertain. Estimates are prepared using management's best judgment, after considering past and current economic conditions and expectations for the future. The current economic environment has increased the degree of uncertainty inherent in these estimates and assumptions. Changes in estimates could affect our financial position and specific items in our results of operations that are used by the users of our financial statements in their evaluation of our performance. Of the accounting policies discussed in Note 2 to the consolidated and combined financial statements, the accounting policies presented below have been identified by us as critical accounting policies.

### ***Investment in Real Estate***

#### ***Acquisitions***

When we acquire operating properties, with the intention to hold the investment for the long-term, we allocate the purchase price to the various components of the acquisition based upon the fair value of each component. The components typically include land, building and improvements, intangible assets related to above and below market leases, intangible assets related to in-place leases, debt and other assumed assets and liabilities. The initial allocation of the purchase price is based on management's preliminary assessment, which may differ when final information becomes available. Subsequent adjustments made to the initial purchase price allocation are made within the allocation period, which typically does not exceed one year.

We allocate the purchase price to the fair value of the tangible assets by valuing the property as if it were vacant. We consider Level 3 inputs such as the replacement cost of such assets, appraisals, property condition reports, comparable market rental data and other related information.

In determining the fair value of intangible lease assets or liabilities, we consider Level 3 inputs. Acquired above and below market leases are valued based on the present value of the difference between prevailing market rates and the in-place rates measured over a period equal to the remaining term of the lease for above market leases and the initial term plus the term of any below market fixed rate renewal options for below market leases, if applicable. The estimated fair value of acquired in-place at-market tenant leases are the costs that would have been incurred to lease the property to the occupancy level of the property at the date of acquisition. Such estimates include the value associated with leasing commissions, legal and other costs, as well as the estimated period necessary to lease such property that would be incurred to lease the property to its occupancy level at the time of its acquisition. Acquisition costs associated with the business combination are expensed in the period they are incurred.

The difference between the fair value and the face value of debt assumed in connection with an acquisition is recorded as a premium or discount and amortized to "interest expense" over the life of the debt assumed. The valuation of assumed liabilities is based on our estimate of the current market rates for similar liabilities in effect at the acquisition date.

For acquisitions that do not meet the accounting criteria to be accounted for as a business combination, we record to land and building the purchase price paid and capitalize the associated acquisition costs.

#### ***Capitalization of Costs***

We capitalize costs incurred in developing, renovating, rehabilitating, and improving real estate assets as part of the investment basis. Costs incurred in making repairs and maintaining real estate assets are expensed as incurred. During the land development and construction periods, we capitalize, insurance, real estate taxes and certain general and administrative costs of the personnel performing development, renovations, and rehabilitation if such costs are incremental and identifiable to a specific activity to get the asset ready for its intended use. Capitalized costs are included in the investment basis of real estate assets.

### ***Impairment of Long-Lived Assets***

We assess the carrying values of our respective long-lived assets, including goodwill, whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable.

Recoverability of real estate assets is measured by comparison of the carrying amount of the asset to the estimated future undiscounted cash flows. In order to review our real estate assets for recoverability, we consider current market conditions, as well as our intent with respect to holding or disposing of the asset. Our intent with regard to the underlying assets might change as market conditions change, as well as other factors, especially in the current global economic environment. Fair value is determined through various valuation techniques, including discounted cash flow models, applying a capitalization rate to estimated net operating income of a property and quoted market values and third party appraisals, where considered necessary. The use of projected future cash flows is based on assumptions that are consistent with our estimates of future expectations and the strategic plan we use to manage our underlying business. If our analysis indicates that the carrying value of the real estate asset is not recoverable on an undiscounted cash flow basis, we recognize an impairment charge for the amount by which the carrying value exceeds the current estimated fair value of the real estate property.

Assumptions and estimates used in the recoverability analyses for future cash flows, discount rates and capitalization rates are complex and subjective. Changes in economic and operating conditions or our intent with regard to our investment that occur subsequent to our impairment analyses could impact these assumptions and result in future impairment of our real estate properties

### **Revenue Recognition**

We recognize revenue from rent, tenant reimbursements and other revenue sources once all of the following criteria are met: persuasive evidence that an arrangement exists, the delivery has occurred or services rendered, the fee is fixed and determinable and collectability is reasonably assured. Minimum annual rental revenues are recognized in rental revenues on a straight-line basis over the term of the related lease. Rental revenue recognition commences when the tenant takes possession or controls the physical use of the leased space.

Estimated reimbursements from tenants for real estate taxes, common area maintenance and other recoverable operating expenses are recognized as revenues in the period that the expenses are incurred. Subsequent to year-end, we perform final reconciliations on a lease-by-lease basis and bill or credit each tenant for any cumulative annual adjustments. Lease termination fees, which are included in rental revenues in the accompanying consolidated and combined statements of operations, are recognized when the related lease is canceled and we have no continuing obligation to provide services to such former tenant.

Revenues from management, leasing and development services are recognized when the related services have been provided and earned.

The recognition of gains on sales of real estate requires us to measure the timing of a sale against various criteria related to the terms of the transaction, as well as any continuing involvement in the form of management or financial assistance associated with the property. If the sales criteria are not met, we defer gain recognition and account for the continued operations of the property by applying the finance, profit-sharing or leasing method. If the sales criteria have been met, we further analyze whether profit recognition is appropriate using the full accrual method. If the criteria to recognize profit using the full accrual method have not been met, we defer the gain and recognize it when the criteria are met or use the installment or cost recovery method as appropriate under the circumstances.

### **Valuation of Receivables**

We are subject to tenant defaults and bankruptcies that could affect the collection of outstanding receivables. In order to mitigate these risks, we perform credit reviews and analyses on prospective tenants before significant leases are executed and on existing tenants before properties are acquired. We specifically analyze aged receivables, customer credit-worthiness, historical bad debts and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. As a result of our periodic analysis, we maintain an allowance for estimated losses that may result from the inability of our tenants to make required payments. This estimate requires significant judgment related to the lessees' ability to fulfill their obligations under the leases. We believe our allowance for doubtful accounts is adequate for our outstanding receivables for the periods presented. If a tenant is insolvent or files for bankruptcy protection and fails to make contractual payments beyond any allowance, we may recognize additional bad debt expense in future periods equal to the net outstanding balances, which include amounts recognized as straight-line revenue not realizable until future periods.

## **Results of Operations**

*Comparison of the Year Ended December 31, 2014 to the Year Ended December 31, 2013*

Our results of operations for all periods presented were affected by acquisitions and dispositions made during 2014 and 2013. Therefore, our results are not comparable from period to period. Our "Total Portfolio" represents all of the properties in our portfolio owned during the reported periods. To eliminate the effect of changes in our Total Portfolio due to acquisitions and dispositions, we have separately presented the results of our "Same Properties Portfolio."

Properties included in our Same Properties Portfolio are the properties in our industrial portfolio that were wholly-owned by us throughout 2014 and 2013, which excludes our joint venture or tenants-in-common properties and any properties that were acquired or sold during 2014 and 2013. For the comparison of 2014 and 2013, the Same Properties Portfolio consists of 49 properties aggregating approximately 4.4 million square feet.

The results of our Same Properties Portfolio are presented to highlight for investors and users of our consolidated financial statements the operating results of our on-going business.

Our results of operations for the year ended December 31, 2014 and for the period from July 24, 2013 through December 31, 2013 contain the consolidated results of Rexford Industrial Realty, Inc. and its subsidiaries, including our Operating Partnership. The results of operations for the period from January 1, 2013 through July 23, 2013 contain the combined results of Rexford Industrial Realty, Inc. Predecessor. In our analysis below, we have combined the results of Rexford Industrial Realty, Inc. and our Predecessor for combined results for the year ended December 31, 2013 in order to compare our results for year ended December 31, 2014.

	Same Properties Portfolio				Total Portfolio			
	Year Ended December 31,		Increase/ (Decrease)	% Change	Year Ended December 31,		Increase/ (Decrease)	% Change
	2014	2013			2014	2013		
<b>RENTAL REVENUES</b>								
Rental revenues	\$ 33,156,000	\$ 31,796,000	\$ 1,360,000	4.3%	\$ 56,636,000	\$37,655,000	\$ 18,981,000	50.4%
Tenant reimbursements	3,720,000	3,355,000	365,000	10.9%	7,661,000	4,373,000	3,288,000	75.2%
Management, leasing and development services	-	-	-	-%	860,000	978,000	(118,000)	(12.1%)
Other income	262,000	234,000	28,000	12.0%	307,000	280,000	27,000	9.6%
<b>TOTAL RENTAL REVENUES</b>	<b>37,138,000</b>	<b>35,385,000</b>	<b>1,753,000</b>	<b>5.0%</b>	<b>65,464,000</b>	<b>43,286,000</b>	<b>22,178,000</b>	<b>51.2%</b>
Interest income	1,118,000	1,016,000	102,000	10.0%	1,117,000	1,079,000	38,000	3.5%
<b>TOTAL REVENUES</b>	<b>38,256,000</b>	<b>36,401,000</b>	<b>1,855,000</b>	<b>5.1%</b>	<b>66,581,000</b>	<b>44,365,000</b>	<b>22,216,000</b>	<b>50.1%</b>
<b>EXPENSES</b>								
Property expenses	10,326,000	9,807,000	519,000	5.3%	18,382,000	12,320,000	6,062,000	49.2%
General and administrative	-	-	-	-%	12,144,000	9,747,000	2,397,000	24.6%
Depreciation and amortization	13,299,000	12,566,000	733,000	5.8%	28,608,000	15,708,000	12,900,000	82.1%
<b>TOTAL OPERATING EXPENSES</b>	<b>23,625,000</b>	<b>22,373,000</b>	<b>1,252,000</b>	<b>5.6%</b>	<b>59,134,000</b>	<b>37,775,000</b>	<b>21,359,000</b>	<b>56.5%</b>
<b>OTHER (INCOME) EXPENSE</b>								
Acquisition expenses	-	-	-	-%	2,038,000	1,264,000	774,000	61.2%
Interest expense	161,000	9,193,000	(9,032,000)	(98.2%)	6,400,000	11,158,000	(4,758,000)	(42.6%)
Gain on mark-to-market interest rate swaps	-	-	-	-%	-	(49,000)	49,000	(100.0%)
<b>TOTAL OTHER EXPENSE</b>	<b>161,000</b>	<b>9,193,000</b>	<b>(9,032,000)</b>	<b>(98.2%)</b>	<b>8,438,000</b>	<b>12,373,000</b>	<b>(3,935,000)</b>	<b>(31.8%)</b>
<b>TOTAL EXPENSES</b>	<b>23,786,000</b>	<b>31,566,000</b>	<b>(7,780,000)</b>	<b>(24.6%)</b>	<b>67,572,000</b>	<b>50,148,000</b>	<b>17,424,000</b>	<b>34.7%</b>
Equity in loss of unconsolidated real estate entities	-	-	-	-	(29,000)	(823,000)	794,000	
Gain from early repayment of note receivable	-	-	-	-	-	1,365,000	(1,365,000)	
Loss on extinguishment of debt	-	(3,451,000)	3,451,000		-	(3,955,000)	3,955,000	
Loss on sale of real estate	-	-	-	-	(150,000)	-	(150,000)	
<b>NET INCOME (LOSS) FROM CONTINUING OPERATIONS</b>	<b>14,470,000</b>	<b>1,384,000</b>	<b>13,086,000</b>		<b>(1,170,000)</b>	<b>(9,196,000)</b>	<b>8,026,000</b>	
<b>DISCONTINUED OPERATIONS</b>								
Income (loss) from discontinued operations before gain on sale of real estate and loss on extinguishment of debt	-	-	-	-	21,000	(518,000)	539,000	
Loss on extinguishment of debt	-	-	-	-	-	(267,000)	267,000	
Gain on sale of real estate	-	-	-	-	2,125,000	4,989,000	(2,864,000)	
<b>INCOME FROM DISCONTINUED OPERATIONS</b>	<b>-</b>	<b>-</b>	<b>-</b>		<b>2,146,000</b>	<b>4,204,000</b>	<b>(2,058,000)</b>	
<b>NET INCOME (LOSS)</b>	<b>\$ 14,470,000</b>	<b>\$ 1,384,000</b>	<b>\$ 13,086,000</b>		<b>\$ 976,000</b>	<b>\$ (4,992,000)</b>	<b>\$ 5,968,000</b>	

### ***Rental Revenue***

Our Same Properties Portfolio and Total Portfolio rental revenue increased approximately \$1.4 million, or 4.3%, and approximately \$19.0 million, or 50.4%, respectively, for the year ended December 31, 2014 compared to the year ended December 31, 2013. The increase in our Same Properties Portfolio is primarily due to the increase in our average occupancy for comparable periods and the increase in average rental rates on new and renewal leases. Our Total Portfolio rental revenue was also positively impacted by the revenues from the 47 properties we acquired during 2013 and 2014 and the consolidation of our La Jolla Sorrento property that was acquired as part of our formation transactions.

### ***Tenant Reimbursements***

Our Same Properties Portfolio and Total Portfolio tenant reimbursements revenue increased approximately \$0.4 million, or 10.9%, and approximately \$3.3 million or 75.2%, respectively, for the year ended December 31, 2014 compared to the year ended December 31, 2013. The increase in our Same Properties Portfolio is primarily due to the increase in our average occupancy for comparable periods. Our Total Portfolio tenant reimbursements was also positively impacted by the revenues from the 47 properties we acquired during 2013 and 2014 and the consolidation of our La Jolla Sorrento property that was acquired as part of our formation transactions.

### ***Management, Leasing and Development Services***

Our Total Portfolio management, leasing and development services revenue decreased by approximately \$0.1 million, or 12.1%, for the year ended December 31, 2014 compared to the year ended December 31, 2013. This was primarily due to lower management fee revenue and commissions from our management of properties not owned by us for comparable periods.

### ***Other Income***

Our Same Properties Portfolio and Total Portfolio other income increased by \$28,000, or 12.0%, and \$27,000, or 9.6%, respectively, for the year ended December 31, 2014 compared to the year ended December 31, 2013, primarily due to the receipt of higher construction easement income at one our properties.

### ***Property Expenses***

Our Same Properties Portfolio property expenses increased by approximately \$0.5 million or 5.3 % for the year ended December 31, 2014 compared to the year ended December 31, 2013, and as a percentage of total rental revenues increased to 27.8% for the year ended December 31, 2014, from 27.7%, for the year ended December 31, 2013, primarily due to an increase in corporate overhead allocations for salaries and bonuses and an increase in real estate taxes. Total Portfolio property expenses, which increased by approximately \$6.1 million, or 49.2%, was also impacted by the incremental expenses from the 47 properties we acquired during 2013 and 2014 and the consolidation of our La Jolla Sorrento property that was acquired as part our formation transactions.

### ***General and Administrative***

Our Total Portfolio general and administrative expenses increased approximately \$2.4 million, or 24.6% for the year ended December 31, 2014 compared to the year ended December 31, 2013. The increase is primarily due to an approximately \$0.9 million increase in corporate public company expenses, an approximately \$0.7 million increase in payroll and employment fee expense due to increased staffing levels, an approximately \$0.6 million increase in legal expenses, an approximately \$0.6 million increase in post-IPO non-cash equity compensation expense, an approximately \$0.4 million increase in bonus expense, and an approximately \$0.2 million increase in corporate office rent expense, partially offset by approximately \$1.0 million non-cash equity compensation expense incurred by our Predecessor and an approximately \$0.3 million decrease in professional tax and audit fees.

### ***Depreciation and Amortization***

Our Same Properties Portfolio and Total Portfolio depreciation and amortization expense increased approximately \$0.7 million, or 5.8%, and approximately \$12.9 million, or 82.1%, respectively, for the year ended December 31, 2014 compared to the year ended December 31, 2013. The Same Property Portfolio increase is primarily due to the properties contributed by RIF V REIT and their consolidated subsidiaries as part of the formation transactions, which were recorded at the estimated fair value of the assets acquired on the date of contribution. Our Total Portfolio depreciation and amortization expense also increased due to incremental expense from the 47 properties we acquired during 2013 and 2014 and the consolidation of our La Jolla Sorrento property that was acquired as part our formation transactions.

### ***Acquisition Expenses***

Our Total Portfolio acquisition expenses increased approximately \$0.8 million, or 61.2%, for the year ended December 31, 2014 compared to the year ended December 31, 2013, due to higher acquisition activity in 2014 compared to 2013.

### ***Interest Expense***

Our Same Properties Portfolio interest expense for the year ended December 31, 2014 is not comparable to the year ended December 31, 2013, due to the change in our debt structure at the time of the IPO. Our Total Portfolio interest expense decreased approximately \$4.8 million, or 42.6%, during the year ended December 31, 2014 compared to the year ended December 31, 2013 due to the pay down of mortgage debt at the consummation of our IPO.

### ***Gain on mark-to-market interest rate swaps***

Our Total Portfolio gain on mark-to-market interest rate swaps decreased \$49,000 or 100.0%, for the year ended December 31, 2014 compared to the year ended December 31, 2013, due to the expiration of our interest rate swap not accounted for as an effective hedge during 2013.

### ***Equity in Loss of Unconsolidated Real Estate Entities***

The equity in loss of unconsolidated real estate entities of approximately \$0.8 million for the year ended December 31, 2013 includes our equity interests in the operating results of two properties, La Jolla Sorrento and Mission Oaks, whereas the equity in loss of unconsolidated real estate entities of approximately \$29,000 for the year ended December 31, 2014 only includes our equity interest in Mission Oaks, since the La Jolla Sorrento property was acquired as part of our formation transactions on July 24, 2013. In November 2014 the JV recognized a gain on the sale of two of the three Mission Oaks buildings totaling approximately \$13.4 million, of which our share was approximately \$2.0 million. For the year ended December 31, 2014, the \$29,000 equity in loss of unconsolidated real estate entities includes minimal gain after taking into account approximately \$2.0 million in basis adjustments related to the two buildings. The basis adjustments represent the difference between our historical cost basis and the basis reflected at the joint venture level, resulting from the contribution of our equity interest as part of the formation transactions that occurred on July 24, 2013. The equity in loss of unconsolidated real estate entities of approximately \$0.8 million reflects an approximately \$0.8 million impairment charge associated with our interest in La Jolla Sorrento during 2013.

### ***Gain from Early Repayment of Note Receivable***

The gain from early repayment of a note receivable for the year ended December 31, 2013 represents the gain related to the collection of a note receivable held by us and secured by the Foothill property located at 2824 Foothill & 2801 Sierra Blvd., in Pasadena, California.

### ***Loss on Extinguishment of Debt***

Our Same Properties Portfolio and Total Portfolio loss on extinguishment of debt of approximately \$3.5 million and \$4.0 million, respectively, for the year ended December 31, 2013, is primarily due to pre-payment charges incurred as a result of the repayment of mortgage debt at the consummation of our IPO.

### ***Loss on Sale of Real Estate***

Our Total Portfolio loss on sale of real estate of approximately \$0.2 million for the year ended December 31, 2014 relates to the disposition of our property located at 500-560 Zenith Drive, in Glenview, Illinois. We adopted ASU 2014-08: *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*, beginning in the fiscal quarter ended September 30, 2014. Under ASU 2014-08, only disposals that represent a strategic shift that has (or will have) a major effect on the entity's results and operations would qualify as discontinued operations. The disposal of our property located at 500-560 Zenith Drive did not meet the criteria to be classified in discontinued operations, and as such, the loss on sale of real estate is included in continuing operations.

### ***Discontinued Operations***

Our income from discontinued operations of approximately \$2.1 million for the year ended December 31, 2014 is comprised primarily of the gain related to the sale of our property located at 1335 Park Center Drive, partially offset by the loss on sale of our property located at 2900 Madera Road. Our income from discontinued operations of approximately \$4.2 million for the year ended December 31, 2013 is comprised primarily of the gain related to the disposition of our properties located at 4578 Worth Street, 1950 East Williams Street, 9027 Glenoaks Blvd., 2929 S. Fair Drive and 2411, 2507 and 2515 Erie Drive and 1255 Knollwood Circle. This gain is partially offset by losses from operations of the disposed properties.

#### *Comparison of the Year Ended December 31, 2013 to the Year Ended December 31, 2012*

Our results of operations for all periods presented were affected by acquisitions and dispositions made during 2013 and 2012. Therefore, our results are not comparable from period to period. Our "Total Portfolio" represents all of the properties in our portfolio owned during the reported periods. To eliminate the effect of changes in our Total Portfolio due to acquisitions and dispositions, we have separately presented the results of our "Same Properties Portfolio."

Properties included in our Same Properties Portfolio are the properties in our industrial portfolio that were wholly-owned by us throughout 2012 and 2013, which excludes our joint venture or tenants-in-common properties and any properties that were acquired or sold during 2013 and 2012. For the comparison of 2013 and 2012, the Same Properties Portfolio consists of 46 properties aggregating approximately 4.0 million square feet.

The results of our Same Properties Portfolio are presented to highlight for investors and users of our consolidated financial statements the operating results of our on-going business.



Our results of operations for the period from July 24, 2013 through December 31, 2013 contain the consolidated results of Rexford Industrial Realty, Inc. and its subsidiaries, including our Operating Partnership. The results of operations for the period from January 1, 2013 through July 23, 2013 and the year ended December 31, 2012 contain the combined results of Rexford Industrial Realty, Inc. Predecessor. In our analysis below, we have combined the results of our Predecessor and Rexford Industrial Realty, Inc. for combined results for the year ended December 31, 2013 in order to compare our Predecessor's results for year ended December 31, 2012.

	Same Properties Portfolio				Total Portfolio			
	Year Ended December 31,		Increase/ (Decrease)	% Change	Year Ended December 31,		Increase/ (Decrease)	% Change
	2013	2012			2013	2012		
<b>RENTAL REVENUES</b>								
Rental revenues	\$ 29,896,000	\$ 27,268,000	\$ 2,628,000	9.6%	\$ 37,655,000	\$ 27,842,000	\$ 9,813,000	35.2%
Tenant reimbursements	3,275,000	2,843,000	432,000	15.2%	4,373,000	2,952,000	1,421,000	48.1%
Management, leasing and development services	-	-	-	0.0%	978,000	518,000	460,000	88.8%
Other income	231,000	79,000	152,000	192.4%	280,000	105,000	175,000	166.7%
<b>TOTAL RENTAL REVENUES</b>	<b>33,402,000</b>	<b>30,190,000</b>	<b>3,212,000</b>	<b>10.6%</b>	<b>43,286,000</b>	<b>31,417,000</b>	<b>11,869,000</b>	<b>37.8%</b>
Interest income	1,016,000	1,004,000	12,000	1.2%	1,079,000	1,577,000	(498,000)	-31.6%
<b>TOTAL REVENUES</b>	<b>34,418,000</b>	<b>31,194,000</b>	<b>3,224,000</b>	<b>10.3%</b>	<b>44,365,000</b>	<b>32,994,000</b>	<b>11,371,000</b>	<b>34.5%</b>
<b>EXPENSES</b>								
Property expenses	9,283,000	8,777,000	506,000	5.8%	12,320,000	9,250,000	3,070,000	33.2%
General and administrative	-	-	-	0.0%	9,747,000	5,146,000	4,601,000	89.4%
Depreciation and amortization	11,313,000	12,129,000	(816,000)	-6.7%	15,708,000	11,921,000	3,787,000	31.8%
<b>TOTAL OPERATING EXPENSES</b>	<b>20,596,000</b>	<b>20,906,000</b>	<b>(310,000)</b>	<b>-1.5%</b>	<b>37,775,000</b>	<b>26,317,000</b>	<b>11,458,000</b>	<b>43.5%</b>
<b>OTHER (INCOME) EXPENSE</b>								
Acquisition expenses	-	-	-	0.0%	1,264,000	599,000	665,000	111.0%
Interest expense	9,075,000	17,339,000	(8,264,000)	-47.7%	11,158,000	16,875,000	(5,717,000)	-33.9%
Gain on mark-to-market interest rate swaps	-	-	-	0.0%	(49,000)	(2,361,000)	2,312,000	-97.9%
<b>TOTAL OTHER EXPENSE</b>	<b>9,075,000</b>	<b>17,339,000</b>	<b>(8,264,000)</b>	<b>-47.7%</b>	<b>12,373,000</b>	<b>15,113,000</b>	<b>(2,740,000)</b>	<b>-18.1%</b>
<b>TOTAL EXPENSES</b>	<b>29,671,000</b>	<b>38,245,000</b>	<b>(8,574,000)</b>	<b>-22.4%</b>	<b>50,148,000</b>	<b>41,430,000</b>	<b>8,718,000</b>	<b>21.0%</b>
Equity in (loss) income of unconsolidated real estate entities	-	-	-		(823,000)	122,000	(945,000)	
Gain from early repayment of note receivable	-	-	-		1,365,000	-	1,365,000	
Loss on extinguishment of debt	(3,382,000)	-	(3,382,000)		(3,955,000)	-	(3,955,000)	
<b>NET LOSS FROM CONTINUING OPERATIONS</b>	<b>1,365,000</b>	<b>(7,051,000)</b>	<b>8,416,000</b>		<b>(9,196,000)</b>	<b>(8,314,000)</b>	<b>(882,000)</b>	
<b>DISCONTINUED OPERATIONS</b>								
Income (loss) from discontinued operations before gain on sale of real estate and loss on extinguishment of debt	-	-	-		(518,000)	-	(518,000)	
Loss on extinguishment of debt	-	-	-		(267,000)	(698,000)	431,000	
Gain on sale of real estate	-	-	-		4,989,000	55,000	4,934,000	
<b>INCOME (LOSS) FROM DISCONTINUED OPERATIONS</b>	<b>-</b>	<b>-</b>	<b>-</b>		<b>4,204,000</b>	<b>(643,000)</b>	<b>5,365,000</b>	
<b>NET INCOME (LOSS)</b>	<b>\$ 1,365,000</b>	<b>\$ (7,051,000)</b>	<b>\$ 8,416,000</b>		<b>\$ (4,992,000)</b>	<b>\$ (8,957,000)</b>	<b>\$ 4,483,000</b>	

### ***Rental Revenue***

Our Same Properties Portfolio and Total Portfolio rental revenue increased approximately \$2.6 million, or 9.6%, and approximately \$9.8 million, or 35.2%, respectively, for the year ended December 31, 2013 compared to the year ended December 31, 2012. The increase in our Same Properties Portfolio is primarily due to the increase in our average occupancy for comparable periods. Our Total Portfolio rental revenue was also positively impacted by the revenues from the 15 properties we acquired during 2012 and 2013 and the consolidation of our La Jolla Sorrento property that was acquired as part our formation transaction.

### ***Tenant Reimbursements***

Our Same Properties Portfolio and Total Portfolio tenant reimbursements revenue increased approximately \$0.4 million, or 15.2%, and approximately \$1.4 million or 48.1%, respectively, for the year ended December 31, 2013 compared to the year ended December 31, 2012. The increase in our Same Properties Portfolio is primarily due to the increase in our average occupancy for comparable periods. The Total Portfolio tenant reimbursement revenue was also positively impacted by reimbursement revenues from the 15 properties we acquired during 2012 and 2013 and the consolidation of our La Jolla Sorrento property that was acquired as part our formation transaction.

### ***Management, Leasing and Development Services***

Our Total Portfolio management, leasing, and development services revenue increased approximately \$0.5 million or 88.8% for the year ended December 31, 2013 compared to the year ended December 31, 2012, due to additional management fee revenues from the properties that our JV acquired in June 2012. There are no management, leasing and development fees allocable to the Same Properties Portfolio.

### ***Other Income***

Our Same Properties Portfolio and Total Portfolio other operating income increased approximately \$0.2 million for the year ended December 31, 2013 compared to the year ended December 31, 2012, primarily due to receipt of construction easement income at one of our properties.

### ***Property Expenses***

Our Same Properties Portfolio and Total Portfolio property expenses as a percentage of total rental revenues decreased to 27.8% and 28.5% respectively, for the year ended December 31, 2013 from 29.1% and 29.4%, respectively, during the year ended December 31, 2012, due to operational efficiencies resulting in a decrease to our fixed costs, primarily real estate taxes and property insurance, as a percentage of rental revenues. Total Portfolio property expenses increased by approximately \$3.1 million as a result of incremental expenses from the 15 properties we acquired during 2012 and 2013 and the consolidation of our La Jolla Sorrento property that was acquired as part our formation transactions and an increase corporate overhead allocations.

### ***General and Administrative***

Our Total Portfolio general and administrative expenses increased approximately \$4.6 million, or 89.4%, for the year ended December 31, 2013 compared to the year ended December 31, 2012. This is primarily due to a \$1.2 million cumulative year-to-date non-cash equity compensation expense for Rexford Industrial Realty, Inc. Predecessor and Rexford Industrial Realty, Inc., in the amount of \$0.9 million and \$0.3 million, respectively, approximately \$0.5 million additional fees for tax services, approximately \$0.5 million additional bonus accrual, and approximately \$0.4 million non-recurring legal fees, combined with higher corporate public company expenses and payroll from additional head count.

### ***Depreciation and Amortization***

Our Same Properties Portfolio depreciation and amortization expenses decreased approximately \$0.8 million, or 6.7%, due to acquired lease related intangible and tangible assets for several of our properties being fully depreciated during 2012, while our Total Portfolio depreciation and amortization expenses increased approximately \$3.8 million, or 31.8%, due to incremental expenses from the 15 properties we acquired during 2012 and 2013, the properties contributed by RIF V REIT and their consolidated subsidiaries as part of the formation transactions, and the consolidation of our La Jolla Sorrento property that was acquired as part our formation transactions.

### ***Acquisition Expenses***

Our Total Portfolio acquisition expenses increased approximately \$0.7 million, or 111.0%, for the year ended December 31, compared to the year ended December 31, 2012 due to higher expenses incurred for transactions consummated in 2013.

### ***Interest Expense***

Our Same Properties Portfolio and Total Portfolio interest expense decreased approximately \$8.3 million, or 47.7%, and approximately \$5.7 million, or 33.9% respectively, for the year ended December 31, 2013 compared to the year ended December 31, 2012, due to the pay down of mortgage debt at the consummation of the IPO combined with the expiration of our interest rate swaps not accounted for as effective hedges during 2012 and 2013.

### ***Gain on mark-to-market interest rate swaps***

Our Total Portfolio gain on mark-to-market interest rate swaps decreased approximately \$2.3 million, or 97.9%, for the year ended December 31, 2013 compared to the year ended December 31, 2012 due to the expiration of our interest rate swaps not accounted for as effective hedges during 2012 and 2013.

### ***Equity in Loss of Unconsolidated Real Estate Entities***

The equity in loss of unconsolidated real estate entities includes our equity interests in the operating results of two properties, La Jolla Sorrento and Mission Oaks. The Mission Oaks properties were acquired on June 28, 2012, and the La Jolla Sorrento property was acquired as part of our formation transactions on July 24, 2013, and as a result, do not have comparable operating results for the periods presented. Our share of the loss from La Jolla Sorrento and Mission Oaks totaled approximately \$0.8 million for the year ended December 31, 2013, compared to \$0.1 million income for the year ended December 31, 2012. The difference is primarily attributable to a \$0.8 million impairment charge associated with our interest in La Jolla Sorrento during year ended December 31, 2013.

### ***Gain from Early Repayment of Note Receivable***

The gain from early repayment of a note receivable for the year ended December 31, 2013 represents the gain related to the collection of a note receivable held by us and secured by the Foothill property located at 2824 Foothill & 2801 Sierra Blvd., in Pasadena, California, or the Foothill Note.

### ***Loss on Extinguishment of Debt***

Our Same Properties Portfolio and Total Portfolio loss on extinguishment of debt for the year ended December 31, 2013 is \$3.4 million and \$4.0 million, respectively. The Same Properties amount is due to pre-payment charges as a result of the pay down of mortgage debt at the consummation of our IPO. In addition the Total Portfolio also included a loss related to the repayment of debt secured by the Foothill Note and other property dispositions which were repaid early.

### ***Discontinued Operations***

Our income from discontinued operations of \$4.2 million for the year ended December 31, 2013 is comprised primarily of the gain related to the disposition of our properties located at 639-641 E. Walnut, 4576 & 4578 Worth Street and 1664 N. Bonnie Beach, 1950 East Williams Street, 9027 Glenoaks Blvd., 2929 S. Fair Drive and 2411, 2507 and 2515 Erie Drive and 1255 Knollwood Circle. This gain is partially offset by net losses from operations of the disposed properties and the property located at 1335 Park Center Drive which was classified as held for sale as of December 31, 2013. Our loss from discontinued operations of \$0.6 million for the year ended December 31, 2012 is comprised of loss from operations for the seven properties classified as held for sale.

### **Non-GAAP Supplemental Measure: Funds From Operations**

We calculate funds from operations ("FFO") before non-controlling interest in accordance with the standards established by the National Association of Real Estate Investment Trusts ("NAREIT"). FFO represents net income (loss) (computed in accordance with accounting principles generally accepted in the United States ("GAAP"), excluding gains (or losses) from sales of depreciable operating property, real estate related depreciation and amortization (excluding amortization of deferred financing costs), impairment write-downs of depreciable real estate, and after adjustments for unconsolidated partnerships and joint ventures.

Management uses FFO as a supplemental performance measure because, in excluding real estate related depreciation and amortization, gains and losses from property dispositions, and asset impairments, it provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating costs. We also believe that, as a widely recognized measure of performance used by other REITs, FFO may be used by investors as a basis to compare our operating performance with that of other REITs.

However, because FFO excludes depreciation and amortization and captures neither the changes in the value of our properties that result from use or market conditions nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effects and could materially impact our results from operations, the utility of FFO as a measure of our performance is limited. Other equity REITs may not calculate or interpret FFO in accordance with the NAREIT definition as we do, and, accordingly, our FFO may not be comparable to such other REITs' FFO. FFO should not be used as a measure of our liquidity, and is not indicative of funds available for our cash needs, including our ability to pay dividends.

The following table sets forth a reconciliation of FFO before non-controlling interest for the periods presented to net income (loss), the nearest GAAP equivalent:

	<b>Rexford Industrial Realty, Inc.</b>		<b>Rexford Industrial Realty, Inc. Predecessor</b>	
	<b>Year Ended December 31, 2014</b>	<b>Period From July 24, 2013 to December 31, 2013</b>	<b>Period From January 1, 2013 to July 23, 2013</b>	<b>Year Ended December 31, 2012</b>
<b>Funds From Operations (FFO)</b>				
Net income (loss)	\$ 976,000	\$ (711,000)	\$ (4,281,000)	\$ (8,957,000)
Add:				
Depreciation and amortization, including amounts in discontinued operations	28,615,000	8,778,000	7,798,000	13,217,000
Depreciation and amortization from unconsolidated joint ventures and tenants in common <sup>(1)</sup>	357,000	249,000	720,000	409,000
Impairment write-downs of depreciable real estate - unconsolidated joint ventures and tenants in common	-	-	837,000	-
Loss on extinguishment of debt	-	-	4,222,000	-
Loss on sale of real estate	150,000	-	-	-
Deduct:				
Gain on sale of real estate, including amounts in discontinued operations	(2,125,000)	-	(4,989,000)	(55,000)
Gain on sale of real estate from unconsolidated joint venture	(3,000)	-	-	-
Funds from operations	<u>\$ 27,970,000</u>	<u>\$ 8,316,000</u>	<u>\$ 4,307,000</u>	<u>\$ 4,614,000</u>

(1) Amount represents our 15% ownership of Mission Oaks unconsolidated joint venture for the year ended December 31, 2014 and for the period from July 24, 2013 to December 31, 2013, and our 15% ownership of Mission Oaks unconsolidated joint venture and 70% tenant-in-common interest in La Jolla Sorrento for the period from January 1, 2013 to July 23, 2013 and the year ended December 31, 2012.

### Non-GAAP Supplemental Measure: NOI and Cash NOI

Net operating income (“NOI”) includes the revenue and expense directly attributable to our real estate properties calculated in accordance with GAAP. Calculated as total revenue from real estate operations including i) rental revenues ii) tenant reimbursements, and iii) other income less property expenses (before interest expense, depreciation and amortization). We use NOI as a supplemental performance measure because, in excluding real estate depreciation and amortization expense and gains (or losses) from property dispositions, it provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating costs. We also believe that NOI will be useful to investors as a basis to compare our operating performance with that of other REITs. However, because NOI excludes depreciation and amortization expense and captures neither the changes in the value of our properties that result from use or market conditions, nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties (all of which have real economic effect and could materially impact our results from operations), the utility of NOI as a measure of our performance is limited. Other equity REITs may not calculate NOI in a similar manner and, accordingly, our NOI may not be comparable to such other REITs’ NOI. Accordingly, NOI should be considered only as a supplement to net income as a measure of our performance. NOI should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs. NOI should not be used as a substitute for cash flow from operating activities in accordance with GAAP.

NOI on a cash-basis (“Cash NOI”) is a non-GAAP measure, which we calculate by adding or subtracting from NOI i) fair value lease revenue and ii) straight-line rent adjustment. We use Cash NOI, together with NOI, as a supplemental performance measure. Cash NOI should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs. Cash NOI should not be used as a substitute for cash flow from operating activities computed in accordance with GAAP. The following are the revenue and expense items comprising NOI and the adjustments to calculate Cash NOI:

	Rexford Industrial Realty, Inc.		Rexford Industrial Realty, Inc. Predecessor	
	Year Ended December 31, 2014	Period From July 24, 2013 to December 31, 2013	Period From January 1, 2013 to July 23, 2013	Year Ended December 31, 2012
Rental revenues	\$ 56,636,000	\$ 18,449,000	\$ 19,206,000	\$ 27,842,000
Tenant reimbursements	7,661,000	2,161,000	2,212,000	2,952,000
Other income	307,000	93,000	187,000	105,000
Total operating revenues	64,604,000	20,703,000	21,605,000	30,899,000
Property expenses	18,382,000	6,396,000	5,924,000	9,250,000
<b>Net Operating Income</b>	<b>\$ 46,222,000</b>	<b>\$ 14,307,000</b>	<b>\$ 15,681,000</b>	<b>\$ 21,649,000</b>
Fair value lease revenue	420,000	185,000	239,000	141,000
Straight line rent adjustment	(1,400,000)	(498,000)	(124,000)	(738,000)
<b>Cash Net Operating Income</b>	<b>\$ 45,242,000</b>	<b>\$ 13,994,000</b>	<b>\$ 15,796,000</b>	<b>\$ 21,052,000</b>

The following is reconciliation from net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP, to NOI and Cash NOI:

	<b>Rexford Industrial Realty, Inc.</b>		<b>Rexford Industrial Realty, Inc. Predecessor</b>	
	<b>Year Ended December 31, 2014</b>	<b>Period From July 24, 2013 to December 31, 2013</b>	<b>Period From January 1, 2013 to July 23, 2013</b>	<b>Year Ended December 31, 2012</b>
Net income (loss)	\$ 976,000	\$ (711,000)	\$ (4,281,000)	\$ (8,957,000)
Add:				
General and Administrative	12,144,000	5,327,000	4,420,000	5,146,000
Depreciation and amortization	28,608,000	8,686,000	7,022,000	11,921,000
Acquisitions Expense	2,038,000	540,000	724,000	599,000
Interest Expense	6,400,000	1,763,000	9,395,000	16,875,000
Gain on mark-market interest rate swaps	-	-	(49,000)	(2,361,000)
Loss on sale of real estate	150,000	-	-	-
Loss on extinguishment of debt	-	-	4,222,000	-
Deduct:				
Management, leasing and development services	860,000	534,000	444,000	518,000
Interest income	1,117,000	381,000	698,000	1,577,000
Equity in income (loss) from unconsolidated real estate entities	(29,000)	92,000	(915,000)	122,000
Gain from early repayment of note receivable	-	-	1,365,000	-
Income (loss) from discontinued operations before gain on sale of real estate and loss on extinguishment of debt	21,000	291,000	(809,000)	(698,000)
Gain on sale of real estate	2,125,000	-	4,989,000	55,000
<b>Net Operating Income</b>	<b>\$ 46,222,000</b>	<b>\$ 14,307,000</b>	<b>\$ 15,681,000</b>	<b>\$ 21,649,000</b>
Fair value lease revenue	420,000	185,000	239,000	141,000
Straight line rent adjustment	(1,400,000)	(498,000)	(124,000)	(738,000)
<b>Cash Net Operating Income</b>	<b>\$ 45,242,000</b>	<b>\$ 13,994,000</b>	<b>\$ 15,796,000</b>	<b>\$ 21,052,000</b>

## Non-GAAP Supplemental Measure: EBITDA

We believe that earnings before interest expense, income taxes, depreciation and amortization (“EBITDA”) is helpful to investors as a supplemental measure of our operating performance as a real estate company because it is a direct measure of the actual operating results of our industrial properties. We also use this measure in ratios to compare our performance to that of our industry peers. However, our industry peers may not calculate EBITDA in the same manner as we do and, accordingly, our EBITDA may not be comparable to our peers’ EBITDA. Accordingly, EBITDA should be considered only as a supplement to net income as a measure of our performance. The following table sets forth a reconciliation of our EBITDA for the periods presented to net income (loss):

	Rexford Industrial Realty, Inc.		Rexford Industrial Realty, Inc. Predecessor	
	Year Ended December 31, 2014	Period From July 24, 2013 to December 31, 2013	Period From January 1, 2013 to July 23, 2013	Year Ended December 31, 2012
Net income (loss)	\$ 976,000	\$ (711,000)	\$ (4,281,000)	\$ (8,957,000)
Interest expense, including amounts in discontinued operations	6,400,000	1,763,000	9,720,000	17,786,000
Proportionate share of interest expense from unconsolidated joint ventures	170,000	74,000	94,000	87,000
Depreciation and amortization, including amounts in discontinued operations	28,615,000	8,778,000	7,798,000	13,217,000
Proportionate share of real estate related depreciation and amortization from unconsolidated joint ventures and tenant in common	357,000	249,000	720,000	409,000
<b>EBITDA</b>	<b>\$ 36,518,000</b>	<b>\$ 10,153,000</b>	<b>\$ 14,051,000</b>	<b>\$ 22,542,000</b>

## Financial Condition, Liquidity and Capital Resources

Our short-term liquidity requirements consist primarily of funds to pay for operating expenses, interest expense and scheduled principal payments on outstanding indebtedness, general and administrative expenses, capital expenditures for tenant improvements and leasing commissions and distributions to our common stockholders and holders of common units. We expect to meet our short-term liquidity requirements through available cash on hand, cash flow from operations and by drawing on our unsecured revolving credit facility. As of December 31, 2014, our cash and cash equivalents were approximately \$8.6 million, and there was \$92.5 million outstanding on unsecured credit facility, leaving \$107.5 million available for additional borrowings.

Our long-term liquidity needs consist primarily of funds necessary to pay for acquisitions, recurring and non-recurring capital expenditures and scheduled debt maturities. During 2015, we expect to close on acquisitions aggregating \$250 million or more. As of March 6, 2015, we have already closed on approximately \$31 million, and we currently have approximately \$32 million of acquisitions in escrow and outstanding letters of intent for properties aggregating approximately \$55 million, which we anticipate closing in the coming quarters. We intend to satisfy our long-term liquidity needs through cash flow from operations, long-term secured and unsecured borrowings, borrowings available under our revolving credit facility and the issuance of equity securities.

On February 3, 2015, we completed a public follow-on offering of 11,500,000 shares of common stock at a price per share of \$16.00. The net proceeds, after deducting the underwriting discount and offering costs, were approximately \$176.4 million. A portion of the net proceeds from this offering were used to repay all of the outstanding borrowings under our unsecured revolving credit facility, which had an outstanding balance of \$92.5 million as of December 31, 2014, and an outstanding balance of \$116.0 million on February 6, 2015, the date of repayment. The remaining proceeds will be used to fund future anticipated acquisitions and for general corporate purposes.

On August 19, 2014, we completed a public follow-on offering of 17,250,000 shares of our common stock at a price per share of \$13.50. The net proceeds, after deducting the underwriting discount and offering costs, were approximately \$221.8 million. A portion of the proceeds from this offering were used to repay the outstanding balance of \$137.9 million on our unsecured revolving credit facility at the time of the offering. The remaining proceeds were primarily used to fund acquisitions.

The two offerings noted above, were made pursuant to a shelf registration statement declared effective by the SEC on August 12, 2014, whereby we may offer and sell an indeterminate number of equity securities up to a total dollar amount of \$750,000,000.

From time to time, we may decide to issue additional securities under this shelf registration statement to fund acquisitions, the repayment of long-term debt upon maturity and for other general corporate purposes.

At December 31, 2014, we had total indebtedness of approximately \$357.1 million, reflecting a net debt to total market capitalization of approximately 32.7%. Our total market capitalization is defined as the sum of the market value of our outstanding common stock excluding shares of unvested restricted stock, plus the aggregate value of common units not owned by us, plus the value of our net debt. Our net debt is defined as our consolidated indebtedness less cash and cash equivalents.

#### ***Revolving Credit and Term Loan Facilities***

On June 11, 2014, we amended our existing revolving credit facility by entering into an Amended and Restated Credit Agreement (the "Amended Facility"). The Amended Facility, among other matters, adds a five-year \$100.0 million term loan to the existing \$200.0 million revolving credit facility.

The Amended Facility has an initial principal amount of \$300.0 million comprised of a senior unsecured revolving credit facility in an initial principal amount of \$200.0 million, and a senior unsecured term loan facility in the principal amount of \$100.0 million. The maturity date of the revolving credit facility was extended to June 11, 2018 (previously July 24, 2016), with one 12-month extension option available, subject to certain conditions, and the term loan facility has a maturity date of June 11, 2019. The aggregate principal amount of the Amended Facility may be increased to a total of up to \$600.0 million, which may be comprised of additional revolving commitments under the revolving credit facility or an increase to the term loan facility, or any combination of the foregoing, subject to the satisfaction of specified conditions and the identification of lenders willing to make available such additional amounts.

Interest on the Amended Facility is generally to be paid based upon, at our option, either (i) LIBOR plus the applicable LIBOR margin or (ii) the applicable base rate which is the greater of (a) the federal funds rate plus 0.50%, (b) the administrative agent's prime rate or (c) the thirty-day LIBOR plus 1.00%, plus the applicable base rate margin. Until we attain an investment grade rating by two or more of Standard & Poor's, Moody's Investor Services and Fitch Ratings, the applicable LIBOR margin will range from 1.30% to 1.90% (previously 1.35% to 2.05%), for the unsecured revolving credit facility and 1.25% to 1.85% for the term loan facility, depending on our Leverage Ratio (as defined in the Amended Facility). During February 2015, our unsecured revolving credit facility and unsecured term loan were assigned an investment grade rating of BBB- by Fitch Ratings. The Amended Facility requires quarterly payments of an annual unused facility fee in an amount equal to 0.20% or 0.30% depending on the undrawn amount of the revolving credit facility.

The Amended Facility is guaranteed by the Company and by substantially all of the current and future subsidiaries of the Operating Partnership that own an unencumbered property. The Amended Facility is not secured by the Company's properties or by equity interests in the subsidiaries that hold such properties.

The Amended Facility includes a series of financial and other covenants that we must comply with in order to borrow under the Amended Facility, including:

- Maintaining a ratio of total indebtedness to total asset value of not more than 60%;
- Maintaining a ratio of secured debt to total asset value of not more than 45%;
- Maintaining a ratio of total recourse debt to total asset value of not more than 15%;
- Maintaining a minimum tangible net worth of at least the sum of (i) \$283,622,250, and (ii) an amount equal to at least 75% of the net equity proceeds received by the Company after March 31, 2014;
- Maintaining a ratio of adjusted EBITDA (as defined in the Amended Facility) to fixed charges of at least 1.50 to 1.0;
- Maintaining a ratio of total unsecured debt to total unencumbered asset value of not more than 60%;
- Maintaining a ratio of unencumbered NOI (as defined in the Amended Facility) to unsecured interest expense of at least 1.75 to 1.0.

The unsecured revolving credit facility and the term loan facility may be voluntarily prepaid in whole or in part at any time without premium or penalty. Amounts borrowed under the term loan facility and repaid or prepaid may not be re-borrowed.



Additionally, the Amended Facility provides that our distributions may not exceed the greater of (i) 95.0% of our funds from operations or (ii) the amount required for us to qualify and maintain our status as a REIT and avoid the payment of federal or state income or excise tax in any 12 month period.

The Amended Facility contains usual and customary events of default including defaults in the payment of principal, interest or fees, defaults in compliance with the covenants set forth in the Amended Facility and other loan documentation, cross-defaults to certain other indebtedness, and bankruptcy and other insolvency defaults. If an event of default occurs and is continuing under the Amended Facility, the unpaid principal amount of all outstanding loans, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable and, we may be precluded from making certain distributions (other than those required to allow us to qualify and maintain our status as a REIT). The Company was in compliance with all financial covenants under the Amended Facility at December 31, 2014.

As of December 31, 2014, the \$100.0 million term loan was outstanding and we had \$92.5 million outstanding under the unsecured revolving credit facility, leaving \$107.5 million available for additional borrowings.

### Contractual Obligations

The following table sets forth our principal obligations and commitments, including periodic interest payments related to our indebtedness outstanding as of December 31, 2014, and excludes amounts related to our JV (in thousands):

	Payments by Period						
	Total	2015	2016	2017	2018	2019	Thereafter
Principal payments	\$ 357,076	\$ 10,281	\$ 42,885	\$ 48,642	\$ 92,650	\$ 160,158	\$ 2,460
Interest payments - fixed rate debt	1,812	463	153	146	138	130	782
Interest payments - variable rate debt (1)	20,099	5,796	5,176	4,498	3,268	1,361	-
Office lease payments	2,392	434	520	542	559	337	-
Ground lease payments	6,828	144	144	144	144	144	6,108
Tenant-related commitments	891	891	-	-	-	-	-
Total	\$ 389,098	\$ 18,009	\$ 48,878	\$ 53,972	\$ 96,759	\$ 162,130	\$ 9,350

(1) Based on the 30-day LIBOR rate in effect on December 31, 2014 for each of our variable rate loans based on the rate definition per the loans documents.

### Consolidated Indebtedness

The following table sets forth certain information with respect to our consolidated indebtedness outstanding as of December 31, 2014:

	Principal (dollars in thousands)	Interest Rate	Effective Interest Rate	Contractual Maturity Date
<b>Fixed Rate Debt</b>				
The Park	3,173	5.125%	5.125%	3/1/2031
2980 San Fernando	10,153	5.088%	5.088%	7/1/2015
Subtotal	13,326 (1)			
<b>Variable Rate Debt</b>				
Glendale Commerce Center	42,750	LIBOR + 2.00%	2.171% (2)	5/1/2016 (3)
\$60M Term Loan	60,000	LIBOR + 1.90%	2.071% (2)	8/1/2019 (4)
\$48.5M Term Loan	48,500	LIBOR + 1.55%	1.738% (2)	6/24/2017 (5)
\$100M Term Loan Facility	100,000	LIBOR + 1.25%	(6)	6/11/2019
Revolving Credit Facility	92,500	LIBOR + 1.30%	(6)	6/11/2018 (4)
Subtotal	343,750			
Total/Weighted Average	\$ 357,076		1.813%	

(1) Does not include unamortized net debt premium of \$30,000 at December 31, 2014.

(2) Based on the 30-day LIBOR rate as of December 31, 2014, as defined under the respective loan agreements.

(3) With two 1-year option to extend, provided that certain conditions are satisfied.

(4) With one 1-year option to extend, provided that certain conditions are satisfied.

(5) With one 2-year option to extend, provided that certain conditions are satisfied.

(6) LIBOR margin will range from 1.30% to 1.90% for the revolving credit facility and 1.25% to 1.85% for the term loan facility, depending on our Leverage Ratio, as defined in the loan agreement.

At December 31, 2014, we had total indebtedness of approximately \$357.1 million, with a weighted average interest rate of approximately 1.95% (based on the LIBOR rates in effect on December 31, 2014, based on the rate definition per the loan documents and a margin of 155 basis points and 150 basis points on our unsecured revolving credit facility and term loan facility, respectively) and average term-to-maturity of 3.6 years. At December 31, 2014, approximately \$13.3 million, or 3.7% of our outstanding debt is fixed rate debt with a weighted average interest rate of 5.10% and an average term-to-maturity of 4.2 years. At December 31, 2014, approximately \$343.8 million, or 96.3%, of our outstanding debt is variable rate debt, with a weighted average interest rate of LIBOR + 1.65% and an average term-to-maturity of 3.5 years.

During 2014, we executed four forward interest rate swaps agreements, for a total aggregate notional amount of \$160.0 million, with effective dates beginning in 2015 and 2016. Two of these swaps will effectively fix the annual rate on our \$60 million term loan in the future as follows (i) \$30 million at 3.762% from 1/15/15 to 2/15/19 and (ii) \$30 million at 3.91% from 7/15/15 to 2/15/19. The other two swaps will effectively fix the annual interest rate on our \$100 million term loan in the future as follows: (i) \$50 million at 1.79% plus the applicable term loan facility margin from 8/14/15 to 12/14/18, and (ii) \$50 million at 2.005% plus the applicable term loan facility margin from 2/16/16 to 12/14/18. If these swaps were effective as of December 31, 2014, our consolidated debt would be 49% fixed and 51% variable.

#### ***Debt Covenants***

In addition to our Amended Facility, certain of our other loan agreements contain financial covenants. The Glendale Commerce Center loan contains the financial covenants noted below. Additionally, there is a debt service coverage ratio requirement and a loan-to-value ratio requirement that are tested each time we exercise an option to extend the maturity date of the loan.

- Maintaining a Debt Service Coverage Ratio (as defined in the term loan agreement) of at least 1.10 to 1.00, to be tested quarterly;
- Maintaining Unencumbered Liquid Assets (as defined in the term loan agreement) of not less than (i) \$5,000,000, to be tested annually as of December 31 of each year;
- Maintaining a minimum Fair Market Net Worth (as defined in the term loan agreement) of at least \$75,000,000, to be tested annually as of December 31 of each year.

Our \$60.0 million Term Loan contains the following financial covenants:

- Maintaining a Debt Service Coverage Ratio (as defined in the term loan agreement) of at least 1.10 to 1.00, to be tested quarterly;
- Maintaining Unencumbered Liquid Assets (as defined in the term loan agreement) of not less than (i) \$5,000,000, or (ii) \$8,000,000 if we elect to have Line of Credit Availability (as defined in the term loan agreement) included in the calculation, of which \$2,000,000 must be cash or cash equivalents, to be tested annually as of December 31 of each year;
- Maintaining a minimum Fair Market Net Worth (as defined in the term loan agreement) of at least \$75,000,000, to be tested annually as of December 31 of each year.

Our \$48.5 million Term Loan contains a performance covenant that is tested annually and requires the achievement of a minimum in-place debt yield of 9.25% by the eight properties securing the loan.

We expect to be in compliance with all of the financial covenants required by our loan agreements.

#### **Off Balance Sheet Arrangements**

As of December 31, 2014, we did not have any off-balance sheet arrangements other than the one unconsolidated real estate entities which have been disclosed in the notes to our consolidated and combined financial statements.

## Cash Flows

Comparison of the Year Ended December 31, 2014 to the Year Ended December 31, 2013

The following table summarizes the combined cash flows of Rexford Industrial Realty, Inc. and Rexford Industrial Realty, Inc. Predecessor for the years ended December 31, 2014 and 2013:

	Year Ended December 31,		Change
	2014	2013	
	(dollars in thousands)		
Cash provided by operating activities	\$ 24,504	\$ 13,505	\$ 10,999
Cash used in investing activities	\$ (380,581)	\$ (128,335)	\$ (252,246)
Cash provided by financing activities	\$ 355,686	\$ 80,328	\$ 275,358

*Net cash provided by operating activities.* Net cash provided by operating activities increased by \$11.0 million to \$24.5 million for the year ended December 31, 2014 compared to \$13.5 million for the year ended December 31, 2013. The increase was primarily attributable to incremental cash flows from property acquisitions completed after January 1, 2013, and lower cash interest paid due to the reduction of debt at the date of our IPO. These increases were partially offset by the loss of cash flows from property dispositions that occurred after January 1, 2013, and fluctuations in working capital.

*Net cash used in investing activities.* Net cash used in investing activities increased by \$252.2 million to \$380.6 million for the year ended December 31, 2014 compared to \$128.3 million for the year ended December 31, 2013. The increase is primarily attributable to an increase of \$242.3 million paid toward acquisitions and construction and development projects for comparable periods, a decrease in proceeds of \$6.1 million received from property dispositions for comparable periods, and \$5.4 million received from the Foothill note receivable repayment during the year ended December 31, 2013.

*Net cash provided by financing activities.* Net cash provided by financing activities of \$355.7 million for the year ended December 31, 2014 primarily reflects the \$221.8 million in net proceeds raised from the completion of our follow-on offering, new term loan borrowings totaling \$148.5 million, and net borrowings of \$11.1 million on our unsecured revolving credit facility, partially offset by the payment of \$18.4 million in dividends and distributions to shareholders and unitholders, the repayment of the \$5.0 million note secured by one of our properties and the payment of \$1.9 million of deferred loan costs related to new borrowings. Net cash provided by financing activities of \$80.3 million for the year ended December 31, 2013 primarily reflects the \$253.0 million in net proceeds raised from the completion of our IPO and concurrent private placement, partially offset by a net decrease in debt of \$127.5 million, the payment of \$39.7 million in distributions to Predecessor members, the payment of \$2.5 million of mortgage prepayment fees at the date of our IPO and the payment of \$2.6 million of deferred loan costs related to new borrowings.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We use interest rate swaps to manage, or hedge, interest rate risks related to our borrowings.

We executed four forward-starting interest rate swaps during 2014, and as of December 31, 2014, none of these swaps are in effect. Because actual interest rate movements over time are uncertain, our swaps pose potential interest rate risks, notably if interest rates fall. We also expose ourselves to credit risk, which we attempt to minimize by contracting with highly-rated banking financial counterparties. For a description of our interest rate swaps, see Note 8 to our combined and consolidated financial statements included in Item 15 of this Report on Form 10-K.

Based upon the amount of variable debt outstanding as of December 31, 2014, if LIBOR were to increase by 50 basis points, the increase in interest expense on our variable rate debt would decrease our future earnings and cash flows by approximately \$1.7 million annually. If LIBOR were to decrease by 50 basis points, the decrease in interest expense on our variable rate debt would be approximately \$0.6 million annually.

Interest risk amounts are our management's estimates and were determined by considering the effect of hypothetical interest rates on our financial instruments. We calculate interest sensitivity by multiplying the amount of variable rate debt outstanding by the respective change in rate. The sensitivity analysis does not take into consideration possible changes in the balances or fair value of our floating rate debt. These analyses do not consider the effect of any change in overall economic activity that could occur in that environment. Further, in the event of a change of that magnitude, we may take actions to further mitigate our exposure to the change. However, due to the uncertainty of the specific actions that would be taken and their possible effects, these analyses assume no changes in our financial structure.

**Item 8. Financial Statements and Supplementary Data**

All information required by this item is listed in the Index to Financial Statements in Part IV, Item 15(a)(1).

**Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures**

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Exchange Act) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is processed, recorded, summarized, and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Co-Chief Executive Officers and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 13a-15(b), we carried out an evaluation, under the supervision and with the participation of management, including the Co-Chief Executive Officers and Chief Financial Officer, of the effectiveness of the design and operation of the disclosure controls and procedures as of December 31, 2014, the end of the period covered by this report. Based on the foregoing, our Co-Chief Executive Officers and Chief Financial Officer concluded, as of that time, that our disclosure controls and procedures were effective at the reasonable assurance level.

There have been no significant changes that occurred during the fourth quarter of the most recent year covered by this report in the Company's internal control over financial reporting identified in connection with the evaluation referenced above that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information.**

None.

## PART III

### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required by Item 10 will be contained in a definitive proxy statement for our Annual Meeting of Stockholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year ended December 31, 2014 and is incorporated by reference.

### **Item 11. Executive Compensation**

The information required by Item 11 will be contained in a definitive proxy statement for our Annual Meeting of Stockholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year ended December 31, 2014 and is incorporated by reference.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required by Item 12 will be contained in a definitive proxy statement for our Annual Meeting of Stockholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year ended December 31, 2014 and is incorporated by reference.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

The information required by Item 13 will be contained in a definitive proxy statement for our Annual Meeting of Stockholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year ended December 31, 2014 and is incorporated by reference.

### **Item 14. Principal Accounting Fees and Services**

The information required by Item 14 will be contained in a definitive proxy statement for our Annual Meeting of Stockholders, which we anticipate will be filed no later than 120 days after the end of our fiscal year ended December 31, 2014 and is incorporated by reference.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

**(a)(1) and (2) Financial Statements and Schedules**

The following financial information is included in Part IV of this Report on the pages indicated:

<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a>	F-1
<a href="#"><u>Consolidated Balance Sheets of Rexford Industrial Realty, Inc. as of December 31, 2014 and 2013</u></a>	F-2
<a href="#"><u>Consolidated and Combined Statements of Operations of Rexford Industrial Realty, Inc. for the year ended December 31, 2014 and for the period from July 24, 2013 through December 31, 2013 and Rexford Industrial Realty, Inc. Predecessor for the period from January 1, 2013 to July 23, 2013 and the year ended December 31, 2012</u></a>	F-3
<a href="#"><u>Consolidated and Combined Statements of Comprehensive Loss of Rexford Industrial Realty, Inc. for the year ended December 31, 2014 and for the period from July 24, 2013 through December 31, 2013 and Rexford Industrial Realty, Inc. Predecessor for the period from January 1, 2013 to July 23, 2013 and the year ended December 31, 2012</u></a>	F-4
<a href="#"><u>Consolidated and Combined Statements of Changes in Equity of Rexford Industrial Realty, Inc. for the year ended December 31, 2014 and for the period from July 24, 2013 through December 31, 2013 and Rexford Industrial Realty, Inc. Predecessor for the period from January 1, 2013 to July 23, 2013 and the year ended December 2012</u></a>	F-5
<a href="#"><u>Consolidated and Combined Statements of Cash Flows of Rexford Industrial Realty, Inc. for the year ended December 31, 2014 and for the period from July 24, 2013 through December 31, 2013 and Rexford Industrial Realty, Inc. Predecessor for the period from January 1, 2013 through July 23, 2013 and the year ended December 31, 2012</u></a>	F-7
<a href="#"><u>Notes to the Consolidated and Combined Financial Statements of Rexford Industrial Realty, Inc. and Rexford Industrial Realty, Inc. Predecessor</u></a>	F-9
<a href="#"><u>Schedule III – Consolidated Real Estate and Accumulated Depreciation as of December 31, 2014</u></a>	F-41

All other schedules are omitted because the required information is not present in amounts sufficient to require submission of the schedule or because the information required is included in the financial statements and notes thereto.

**(3). Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Description</b>	<b>Form</b>	<b>File No.</b>	<b>Exhibit No.</b>	<b>Filing Date</b>
2.1	Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund I, LLC	10-Q	001-36008	2.1	9/3/2013
2.2	Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund II, LLC	10-Q	001-36008	2.2	9/3/2013
2.3	Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund III, LLC	10-Q	001-36008	2.3	9/3/2013
2.4	Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Rexford Industrial Fund IV, LLC	10-Q	001-36008	2.4	9/3/2013
2.5	Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc. and Rexford Industrial Fund V REIT, LLC	10-Q	001-36008	2.5	9/3/2013
2.6	Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and Rexford Industrial Fund V, LP	10-Q	001-36008	2.6	9/3/2013
2.7	Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Allan Ziman, as Special Trustee of the Declaration of Trust of Jeanette Rubin trust, dated August 16, 1978, as amended	10-Q	001-36008	2.7	9/3/2013
2.8	Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and the Contributors named therein	10-Q	001-36008	2.8	9/3/2013
2.9	Contribution Agreement by and among Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc. and Christopher Baer	10-Q	001-36008	2.9	9/3/2013
2.10	Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Industrial Merger Sub LLC, and Rexford Industrial, LLC	10-Q	001-36008	2.10	9/3/2013

2.11	Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Fund V Manager Merger Sub LLC, and Rexford Fund V Manager LLC	10-Q	001-36008	2.11	9/3/2013
2.12	Agreement and Plan of Merger by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Sponsor V Merger Sub LLC, and Rexford Sponsor V LLC	10-Q	001-36008	2.12	9/3/2013
2.13	Representation, Warranty and Indemnity Agreement by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Richard Ziman, Howard Schwimmer and Michael S. Frankel	10-Q	001-36008	2.13	9/3/2013
2.14	Indemnity Escrow Agreement, by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., Rexford Industrial Realty, Inc., acting in the capacity of escrow agent, Richard Ziman, Howard Schwimmer and Michael S. Frankel	10-Q	001-36008	2.14	9/3/2013
2.15	Agreement of Purchase and Sale and Joint Escrow Instructions, dated as of May 19, 2014, among Westcore Cabot, L.P., a Delaware limited partnership, and Westcore Distribution, LLC, Westcore Distribution II, LLC, Westcore Hunter, LLC, Westcore Salt Lake Avenue, LLC, Westcore Valley, LLC, and Westcore Alton, LLC (all Delaware limited liability companies) and Rexford Industrial Realty, L.P., as amended on May 27, 2014, May 30, 2014, June 4, 2014, June 13, 2014 and June 24, 2014	8-K/A	001-36008	2.1	7/2/2014
2.16	Purchase and Sale Agreement by and between LBA/PPF Industrial – Mason, LLC., as Seller, and Rexford Industrial Realty, L.P., as Buyer, for 9120 Mason Avenue and 20355 Corisco Street, Chatsworth, California Dated as of August 18, 2014	8-K	001-36008	2.1	9/15/2014
3.1	Articles of Amendment and Restatement of Rexford Industrial Realty, Inc.	S-11/A	333-188806	3.1	7/15/2013
3.2	Amended and Restated Bylaws of Rexford Industrial Realty, Inc.	S-11/A	333-188806	3.2	7/15/2013
4.1	Form of Certificate of Common Stock of Rexford Industrial Realty, Inc.	S-11/A	333-188806	4.1	7/15/2013
10.1	Amended and Restated Agreement of Limited Partnership of Rexford Industrial Realty, L.P.	10-Q	001-36008	10.1	9/3/2013
10.2	Registration Rights Agreement among Rexford Industrial Realty, Inc. and the persons named therein	10-Q	001-36008	10.2	9/3/2013
10.3†	Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P., 2013 Incentive Award Plan	10-Q	001-36008	10.3	9/3/2013
10.4†	Form of Restricted Stock Award Agreement under 2013 Incentive Award Plan	S-11/A	333-188806	10.4	7/15/2013
10.5	Form of Indemnification Agreement between Rexford Industrial Realty, Inc. and its directors and officers	S-11/A	333-188806	10.5	7/9/2013
10.6	Tax Matters Agreement by and among Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and each partner set forth in Schedule I, Schedule II and Schedule III thereto	10-Q	001-36008	10.6	9/3/2013
10.7	Guaranty Agreement by and among the guarantors identified on Exhibit A thereto and Rexford Industrial Realty, L.P. in favor of a to be named lender	10-Q	001-36008	10.7	9/3/2013
10.8†	Employment Agreement between Michael S. Frankel, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.	10-Q	001-36008	10.8	9/3/2013
10.9†	Employment Agreement between Howard Schwimmer, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.	10-Q	001-36008	10.9	9/3/2013
10.10†	Employment Agreement, effective as of November 25, 2014, between Adeel Khan, Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P.	8-K	001-36008	10.1	12/2/2014
10.11†*	Rexford Industrial Realty, Inc. Non-Employee Director Compensation Program				
10.12	Credit Agreement among Rexford Industrial Realty, L.P., as Borrower, Rexford Industrial Realty, Inc., as Parent, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, The Other Lenders Party Thereto, Wells Fargo Bank, National Association and JPMorgan Chase Bank, N.A., as Co-Syndication Agents and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Sole Lead Arranger and Sole Bookrunner	10-Q	001-36008	10.11	9/3/2013
10.13	Term Loan Agreement among RIF I—Don Julian, LLC, RIF I—Lewis Road, LLC, RIF I—Walnut, LLC, RIF I—Oxnard, LLC, RIF II—Kaiser, LLC, RIF III—Irwindale, LLC and Rexford Business Center—Fullerton, LLC, collectively as Borrower, and Bank of America, N.A., as Lender	10-Q	001-36008	10.12	9/3/2013

10.14	Consent Agreement by and among RIF V—Jersey, LLC, Rexford Industrial Realty, Inc., Rexford Industrial Realty, L.P., and U.S. Bank National Association, as trustee, successor-in-interest to Bank of America, N. A., as trustee, successor by merger to LaSalle Bank, National Association, as trustee for Morgan Stanley Capital I Inc., Commercial Mortgage Pass-Through Certificates, Series 2005-TOP17, as Noteholder, whose master servicer is Wells Fargo Bank, National Association	10-Q	001-36008	10.13	9/3/2013
10.15	Promissory Note Secured by Security Instrument dated November 29, 2004 by Jersey Business Park (predecessor in interest to RIF V – Jersey, LLC), as Borrower, in favor of Wells Fargo Bank, National Association (as predecessor in interest to Noteholder), as Lender	S-11/A	333-188806	10.14	7/9/2013
10.16	Deed of Trust and Absolute Assignment of Rents and Leases and Security Agreement (and Fixture Filing) dated as of November 29, 2004 by Jersey Business Park (predecessor in interest to RIF V – Jersey, LLC), in favor of Mortgage Electronic Registration Systems, Inc., as Beneficiary, for the benefit of Wells Fargo Bank, National Association (as predecessor in interest to Noteholder), as Lender	S-11/A	333-188806	10.15	7/9/2013
10.17	Term Loan Agreement dated as of April 16, 2013 by and among RIF V – Glendale Commerce Center, LLC, RIF V – GGC Alcorn, LLC and RIF V – 3360 San Fernando, LLC, collectively as Borrower, and Bank of America, N.A., as Lender	S-11/A	333-188806	10.16	7/9/2013
10.18	Term Loan Agreement dated as of June 28, 2012 between 3001 Mission Oaks Blvd LLC, as Borrower, and JPMorgan Chase Bank, N.A., as Lender	S-11/A	333-188806	10.17	7/9/2013
10.19	Term Loan Agreement dated as of June 28, 2012 between 3175 Mission Oaks Blvd LLC, as Borrower, and JPMorgan Chase Bank, N.A., as Lender	S-11/A	333-188806	10.18	7/9/2013
10.20	Term Loan Agreement dated as of June 28, 2012 between 3233 Mission Oaks Blvd LLC, as Borrower, and JPMorgan Chase Bank, N.A., as Lender	S-11/A	333-188806	10.19	7/9/2013
10.21	The Loan Assumption Agreement dated as of November 8, 2013 between Gilbert LaPalma Properties, LLC, and Rexford Industrial-Gilbert LaPalma, LLC, and American Security Insurance Company, as Lender	10-K	001-36008	10.20	3/20/2014
10.22	Amended and Restated Credit Agreement, dated as of June 11, 2014, among the Rexford Industrial Realty Inc., Rexford Industrial Realty, L.P., Bank of America, N.A., as administrative agent, swing line lender, and letter of credit issuer, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets, Inc. as Joint Lead Arrangers and Joint Bookrunners and the other parties named therein	8-K	001-36008	10.1	6/13/2014
10.23	Loan and Security Agreement, dated as of June 24, 2014, by and among Rexford Industrial – SDLAOC, LLC, as borrower, JPMorgan Chase Bank, N.A., as Administrative Agent, the Lenders referenced therein, and J.P. Morgan Securities, LLC, as Sole Bookrunner and Sole Lead Arranger.	8-K	001-36008	10.1	6/30/2014
10.24	Modification and Loan Assumption Agreement, dated January 24, 2014, by and among RIF I—Don Julian, LLC, RIF I—Lewis Road, LLC, RIF I—Oxnard, LLC, RIF I—Walnut, LLC, REXFORD BUSINESS CENTER—FULLERTON, LLC, RIF II—Kaiser, LLC, RIF III—Irwindale, LLC and REXFORD INDUSTRIAL—MADERA INDUSTRIAL, LLC collectively as Borrower, and Bank of America, N.A., as Lender	8-K	001-36008	10.1	8/12/2014
10.25	Reaffirmation of Guaranty, dated January 24, 2014 by Rexford Industrial Realty, Inc.	8-K	001-36008	10.2	8/12/2014
12.1*	Statement of Computation of Ratio of Earnings to Fixed Charges				
21.1*	List of Subsidiaries of the Company				
23.1*	Consent of Ernst & Young LLP				
31.1*	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.2*	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
31.3*	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002				
32.1*	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				
32.2*	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002				



- 32.3\* Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  
The following financial information from Rexford Industrial Realty, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated and Combined Statements of Operations, (iii) Consolidated and Combined Statements of Comprehensive Income, (iv) Consolidated and Combined Statements of Changes in Equity, (v) Consolidated and Combined Statements of Cash Flows and (v) the Notes to Consolidated and Combined Financial Statements
- 101.1\*

- \* Filed herein  
\*\* Furnished herein  
† Compensatory plan or arrangement

**SIGNATURES**

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this annual report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Rexford Industrial Realty, Inc.

March 6, 2015

/s/ Michael S. Frankel  
Michael S. Frankel  
Co-Chief Executive Officer (Principal Executive Officer)

March 6, 2015

/s/ Howard Schwimmer  
Howard Schwimmer  
Co-Chief Executive Officer (Principal Executive Officer)

March 6, 2015

/s/ Adeel Khan  
Adeel Khan  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.



## Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Rexford Industrial Realty, Inc.

We have audited the accompanying consolidated balance sheets of Rexford Industrial Realty, Inc. (the "Company") as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive loss, changes in equity, and cash flows for the year ended December 31, 2014 and for the period from July 24, 2013 to December 31, 2013, and the related combined statements of operations, comprehensive loss, changes in equity, and cash flows of Rexford Industrial Realty, Inc. Predecessor (the "predecessor") as defined in note 1, for the period from January 1, 2013 to July 23, 2013, and for the year ended December 31, 2012. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Rexford Industrial Realty, Inc. at December 31, 2014 and 2013, and the consolidated results of its operations and its cash flows for the year ended December 31, 2014 and for the period from July 24, 2013 to December 31, 2013 (representing the Company) and the combined results of its operations and its cash flows for the period from January 1, 2013 to July 23, 2013 and the year ended December 31, 2012 (representing the predecessor), in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, the Company changed its method for reporting discontinued operations effective July 1, 2014.

/s/ ERNST & YOUNG LLP

Los Angeles, California

March 6, 2015

**REXFORD INDUSTRIAL REALTY, INC.**  
**CONSOLIDATED BALANCE SHEETS**

	Year Ended December 31,	
	2014	2013
<b>ASSETS</b>		
Land	\$ 368,033,000	\$ 216,078,000
Buildings and improvements	540,837,000	311,118,000
Tenant improvements	21,404,000	13,239,000
Furniture, fixtures, and equipment	188,000	188,000
Total real estate held for investment	930,462,000	540,623,000
Accumulated depreciation	(76,884,000)	(58,950,000)
Investments in real estate, net	853,578,000	481,673,000
Cash and cash equivalents	8,606,000	8,997,000
Restricted cash	-	325,000
Notes receivable	13,137,000	13,139,000
Rents and other receivables, net	1,812,000	917,000
Deferred rent receivable, net	5,014,000	3,637,000
Deferred leasing costs, net	3,608,000	2,153,000
Deferred loan costs, net	2,789,000	1,597,000
Acquired lease intangible assets, net	28,136,000	13,508,000
Acquired indefinite-lived intangible	5,271,000	5,271,000
Other assets	4,699,000	2,309,000
Acquisition related deposits	2,110,000	1,510,000
Investment in unconsolidated real estate entities	4,018,000	5,687,000
Assets associated with real estate held for sale	-	13,952,000
<b>Total Assets</b>	<b>\$ 932,778,000</b>	<b>\$ 554,675,000</b>
<b>LIABILITIES &amp; EQUITY</b>		
<b>Liabilities</b>		
Notes payable	\$ 357,106,000	\$ 192,491,000
Accounts payable, accrued expenses and other liabilities	11,304,000	5,783,000
Dividends payable	5,244,000	5,368,000
Acquired lease intangible liabilities, net	3,016,000	1,143,000
Tenant security deposits	8,768,000	6,099,000
Prepaid rents	1,463,000	1,426,000
Liabilities associated with real estate held for sale	-	596,000
<b>Total Liabilities</b>	<b>386,901,000</b>	<b>212,906,000</b>
<b>Equity</b>		
Rexford Industrial Realty, Inc. stockholders' equity		
Common Stock, \$0.01 par value 490,000,000 authorized and 43,702,442 and 25,559,886 outstanding as of December 31, 2014 and December 31, 2013, respectively	434,000	255,000
Additional paid in capital	542,318,000	311,936,000
Cumulative distributions in excess of earnings	(21,673,000)	(5,993,000)
Accumulated other comprehensive income	(1,331,000)	-
Total stockholders' equity	519,748,000	306,198,000
Noncontrolling interests	26,129,000	35,571,000
<b>Total Equity</b>	<b>545,877,000</b>	<b>341,769,000</b>
<b>Total Liabilities and Equity</b>	<b>\$ 932,778,000</b>	<b>\$ 554,675,000</b>

The accompanying notes are an integral part of these consolidated and combined financial statements.

**REXFORD INDUSTRIAL REALTY, INC. AND  
REXFORD INDUSTRIAL REALTY, INC. PREDECESSOR  
CONSOLIDATED AND COMBINED STATEMENTS OF OPERATIONS**

	Rexford Industrial Realty, Inc.		Rexford Industrial Realty, Inc. Predecessor	
	Year Ended December 31, 2014	Period from July 24, 2013 to December 31, 2013	Period From January 1, 2013 to July 23, 2013	Year Ended December 31, 2012
<b>RENTAL REVENUES</b>				
Rental revenues	\$ 56,636,000	\$ 18,449,000	\$ 19,206,000	\$ 27,842,000
Tenant reimbursements	7,661,000	2,161,000	2,212,000	2,952,000
Management, leasing and development services	860,000	534,000	444,000	518,000
Other income	307,000	93,000	187,000	105,000
<b>TOTAL RENTAL REVENUES</b>	<b>65,464,000</b>	<b>21,237,000</b>	<b>22,049,000</b>	<b>31,417,000</b>
Interest income	1,117,000	381,000	698,000	1,577,000
<b>TOTAL REVENUES</b>	<b>66,581,000</b>	<b>21,618,000</b>	<b>22,747,000</b>	<b>32,994,000</b>
<b>OPERATING EXPENSES</b>				
Property expenses	18,382,000	6,396,000	5,924,000	9,250,000
General and administrative	12,144,000	5,327,000	4,420,000	5,146,000
Depreciation and amortization	28,608,000	8,686,000	7,022,000	11,921,000
<b>TOTAL OPERATING EXPENSES</b>	<b>59,134,000</b>	<b>20,409,000</b>	<b>17,366,000</b>	<b>26,317,000</b>
<b>OTHER (INCOME) EXPENSE</b>				
Acquisition expenses	2,038,000	540,000	724,000	599,000
Interest expense	6,400,000	1,763,000	9,395,000	16,875,000
Gain on mark-to-market of interest rate swaps	-	-	(49,000)	(2,361,000)
<b>TOTAL OTHER EXPENSE</b>	<b>8,438,000</b>	<b>2,303,000</b>	<b>10,070,000</b>	<b>15,113,000</b>
<b>TOTAL EXPENSES</b>	<b>67,572,000</b>	<b>22,712,000</b>	<b>27,436,000</b>	<b>41,430,000</b>
Equity in income (loss) from unconsolidated real estate entities	(29,000)	92,000	(915,000)	122,000
Gain from early repayment of note receivable	-	-	1,365,000	-
Loss on extinguishment of debt	-	-	(3,955,000)	-
Loss on sale of real estate	(150,000)	-	-	-
<b>NET LOSS FROM CONTINUING OPERATIONS</b>	<b>(1,170,000)</b>	<b>(1,002,000)</b>	<b>(8,194,000)</b>	<b>(8,314,000)</b>
<b>DISCONTINUED OPERATIONS</b>				
Income (loss) from discontinued operations before gain on sale of real estate and loss on extinguishment of debt	21,000	291,000	(809,000)	(698,000)
Loss on extinguishment of debt	-	-	(267,000)	-
Gain on sale of real estate	2,125,000	-	4,989,000	55,000
<b>INCOME (LOSS) FROM DISCONTINUED OPERATIONS</b>	<b>2,146,000</b>	<b>291,000</b>	<b>3,913,000</b>	<b>(643,000)</b>
<b>NET INCOME (LOSS)</b>	<b>\$ 976,000</b>	<b>\$ (711,000)</b>	<b>\$ (4,281,000)</b>	<b>\$ (8,957,000)</b>
<b>NET INCOME (LOSS) ATTRIBUTABLE TO:</b>				
Common stockholders	\$ 794,000	\$ (654,000)	\$ (4,266,000)	\$ (4,891,000)
Noncontrolling interests	80,000	(86,000)	(15,000)	(4,066,000)
Participating securities	102,000	29,000	-	-
<b>NET INCOME (LOSS)</b>	<b>\$ 976,000</b>	<b>\$ (711,000)</b>	<b>\$ (4,281,000)</b>	<b>\$ (8,957,000)</b>
Income (loss) from continuing operations available to common stockholders per share - basic and diluted	\$ (0.04)	\$ (0.04)		
Net income (loss) available to common stockholders per share - basic and diluted	\$ 0.02	\$ (0.03)		
Weighted average shares of common stock outstanding - basic and diluted	31,953,506	24,925,226		

The accompanying notes are an integral part of these consolidated and combined financial statements.

**REXFORD INDUSTRIAL REALTY, INC. AND  
REXFORD INDUSTRIAL REALTY, INC. PREDECESSOR  
CONSOLIDATED AND COMBINED STATEMENTS OF COMPREHENSIVE LOSS**

	<u>Rexford Industrial Realty, Inc.</u>		<u>Rexford Industrial Realty, Inc. Predecessor</u>	
	<u>Year Ended December 31, 2014</u>	<u>Period From July 24, 2013 to December 31, 2013</u>	<u>Period From January 1, 2013 to July 23, 2013</u>	<u>Year Ended December 31, 2012</u>
Net income (loss)	\$ 976,000	\$ (711,000)	\$ (4,281,000)	\$ (8,957,000)
Other comprehensive loss: cash flow hedge adjustment	(1,402,000)	-	-	-
Comprehensive loss	(426,000)	(711,000)	(4,281,000)	(8,957,000)
Less: comprehensive (income) loss attributable to noncontrolling interests	(9,000)	86,000	15,000	4,066,000
Comprehensive loss attributable to common stockholders	<u>\$ (435,000)</u>	<u>\$ (625,000)</u>	<u>\$ (4,266,000)</u>	<u>\$ (4,891,000)</u>

**REXFORD INDUSTRIAL REALTY, INC. AND  
REXFORD INDUSTRIAL REALTY, INC. PREDECESSOR  
CONSOLIDATED AND COMBINED STATEMENTS OF CHANGES IN EQUITY**

	Rexford Industrial Realty, Inc.					Rexford Industrial Realty, Inc. Predecessor		Total Equity		
	Number of Shares	Common Stock	Additional Paid-in Capital	Cumulative Distributions in Excess of Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity	Rexford Industrial Realty, Inc. Noncontrolling Interests		Rexford Industrial Realty, Inc. Predecessor Noncontrolling Interests	
<b>Balance at January 1, 2012</b>	-	-	-	-	-	-	-	(8,514,000)	76,194,000	67,680,000
Capital contributions	-	-	-	-	-	-	-	1,021,000	39,346,000	40,367,000
Net loss	-	-	-	-	-	-	-	(4,891,000)	(4,066,000)	(8,957,000)
Distributions	-	-	-	-	-	-	-	(307,000)	(2,535,000)	(2,842,000)
<b>Balance at December 31, 2012</b>	-	-	-	-	-	-	-	(12,691,000)	108,939,000	96,248,000
Capital contributions	-	-	-	-	-	-	-	6,000	1,150,000	1,156,000
Equity based compensation expense	-	-	-	-	-	-	-	-	1,000,000	1,000,000
Net loss	-	-	-	-	-	-	-	(4,266,000)	(15,000)	(4,281,000)
Distributions	-	-	-	-	-	-	-	(2,096,000)	(4,729,000)	(6,825,000)
<b>Formation transactions</b>										
Contribution of Rexford Sponsor V, LLC and Rexford Industrial Fund V REIT, LLC	-	-	-	-	-	-	-	1,005,000	39,685,000	40,690,000
Distributions	-	-	-	-	-	-	-	(708,000)	(31,020,000)	(31,728,000)
Repurchase of interests from unaccredited investors	-	-	-	-	-	-	-	(96,000)	(1,004,000)	(1,100,000)
Exchange of common units to acquire tenant-in-common	-	-	-	-	-	-	40,000	-	-	40,000
Exchange of Predecessor's equity for common stock and units	4,943,225	49,000	49,864,000	-	-	49,913,000	45,247,000	18,846,000	(114,006,000)	-
<b>Balance at July 24, 2013 prior to initial public offering</b>	4,943,225	49,000	49,864,000	-	-	49,913,000	45,287,000	-	-	95,200,000
Issuance of common stock	16,451,972	165,000	230,165,000	-	-	230,330,000	-	-	-	230,330,000
Offering costs	-	-	(24,824,000)	-	-	(24,824,000)	-	-	-	(24,824,000)
Proceeds from private placement	3,358,311	34,000	46,982,000	-	-	47,016,000	-	-	-	47,016,000
Share-based compensation	140,468	-	433,000	-	-	433,000	-	-	-	433,000
Net loss	-	-	-	(625,000)	-	(625,000)	(86,000)	-	-	(711,000)
Dividends	-	-	-	(5,368,000)	-	(5,368,000)	-	-	-	(5,368,000)
Reallocation and issuance of OP units and common stock related to the Accommodation	665,910	7,000	9,316,000	-	-	9,323,000	(9,630,000)	-	-	(307,000)
<b>Balance at January 1, 2014</b>	25,559,886	255,000	311,936,000	(5,993,000)	-	306,198,000	35,571,000	-	-	341,769,000
Issuance of common stock	17,250,000	172,000	232,703,000	-	-	232,875,000	-	-	-	232,875,000
Offering costs	-	-	(11,158,000)	-	-	(11,158,000)	-	-	-	(11,158,000)
Share-based compensation	213,569	-	1,163,000	-	-	1,163,000	-	-	-	1,163,000
Repurchase of common shares	(6,928)	-	(98,000)	-	-	(98,000)	-	-	-	(98,000)
Conversion of units to common stock	685,915	7,000	7,772,000	-	-	7,779,000	(7,779,000)	-	-	-
Net income	-	-	-	896,000	-	896,000	80,000	-	-	976,000
Other comprehensive loss	-	-	-	-	(1,331,000)	(1,331,000)	(71,000)	-	-	(1,402,000)
Dividends	-	-	-	(16,576,000)	-	(16,576,000)	-	-	-	(16,576,000)
Distributions	-	-	-	-	-	-	(1,672,000)	-	-	(1,672,000)
<b>Balance at December 31, 2014</b>	<u>43,702,442</u>	<u>\$ 434,000</u>	<u>\$ 542,318,000</u>	<u>\$ (21,673,000)</u>	<u>\$ (1,331,000)</u>	<u>\$ 519,748,000</u>	<u>\$ 26,129,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 545,877,000</u>

The accompanying notes are an integral part of these consolidated and combined financial statements.



REXFORD INDUSTRIAL REALTY, INC. AND  
REXFORD INDUSTRIAL REALTY, INC. PREDECESSOR  
CONSOLIDATED AND COMBINED STATEMENTS OF CASH FLOWS

	Rexford Industrial Realty, Inc.		Rexford Industrial Realty, Inc. Predecessor	
	Year Ended December 31, 2014	Period From July 24, 2013 to December 31, 2013	Period From January 1, 2013 to July 23, 2013	Year Ended December 31, 2012
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Net income (loss)	\$ 976,000	\$ (711,000)	\$ (4,281,000)	\$ (8,957,000)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Equity in (income) loss of unconsolidated real estate entities	29,000	(92,000)	915,000	(122,000)
Depreciation and amortization	28,608,000	8,686,000	7,022,000	11,921,000
Depreciation and amortization included in discontinued operations	7,000	92,000	776,000	1,296,000
Amortization of above (below) market lease intangibles, net	420,000	185,000	256,000	188,000
Accretion of discount on notes receivable	(263,000)	(83,000)	(94,000)	(360,000)
Loss on extinguishment of debt	-	-	4,222,000	-
Loss on sale of real estate	150,000	-	-	-
Gain on sale of real estate included in discontinued operations	(2,125,000)	-	(4,989,000)	(55,000)
Amortization of loan costs	684,000	216,000	784,000	843,000
Gain on mark-to-market interest rate swaps	-	-	(49,000)	(2,361,000)
Accretion of premium on notes payable	(209,000)	-	-	-
Deferred interest expense	-	-	573,000	1,065,000
Equity based compensation expense	1,042,000	392,000	985,000	-
Gain from early repayment of notes receivable	-	-	(1,365,000)	-
<b>Change in working capital components:</b>				
Rents and other receivables	(883,000)	(79,000)	(161,000)	57,000
Deferred rent receivable	(1,400,000)	(795,000)	(263,000)	(843,000)
Change in restricted cash	-	-	1,137,000	(274,000)
Leasing commissions	(2,362,000)	(622,000)	(980,000)	(1,090,000)
Other assets	(1,069,000)	(815,000)	(1,172,000)	(718,000)
Accounts payable, accrued expenses and other liabilities	1,227,000	1,376,000	942,000	662,000
Tenant security deposits	961,000	230,000	507,000	(36,000)
Prepaid rent	(1,289,000)	932,000	(172,000)	(136,000)
Net cash provided by operating activities	<u>24,504,000</u>	<u>8,912,000</u>	<u>4,593,000</u>	<u>1,080,000</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Acquisition of investments in real estate	(383,662,000)	(78,749,000)	(73,332,000)	(20,673,000)
Capital expenditures	(13,959,000)	(1,784,000)	(1,439,000)	(4,620,000)
Consolidation of La Jolla Sorrento	-	-	373,000	-
Acquisition related deposits	(600,000)	(1,310,000)	50,000	-
Contributions to unconsolidated real estate entities	(105,000)	-	-	(2,814,000)
Distributions from unconsolidated real estate entities	1,745,000	57,000	271,000	430,000
Change in restricted cash	325,000	(36,000)	408,000	210,000
Principal repayments of notes receivable	265,000	103,000	5,516,000	207,000
Disposition of investment in real estate	15,410,000	-	21,537,000	3,482,000
Net cash used in investing activities	<u>(380,581,000)</u>	<u>(81,719,000)</u>	<u>(46,616,000)</u>	<u>(23,778,000)</u>

	Rexford Industrial Realty, Inc.		Rexford Industrial Realty, Inc. Predecessor	
	Year Ended December 31, 2014	Period From July 24, 2013 to December 31, 2013	Period From January 1, 2013 to July 23, 2013	Year Ended December 31, 2012
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Issuance of common stock, net	221,773,000	207,477,000	-	-
Proceeds from private placement	-	47,016,000	-	-
Proceeds from notes payable	301,500,000	148,375,000	55,590,000	11,984,000
Repayment of notes payable	(147,241,000)	(312,889,000)	(21,135,000)	(4,479,000)
Deferred loan costs	(1,876,000)	(1,813,000)	(812,000)	(935,000)
Prepaid offering costs	-	-	(1,504,000)	-
Capital contributions from Predecessor members	-	-	1,156,000	40,367,000
Distributions to Predecessor members	-	-	(6,825,000)	(2,842,000)
Reimbursements due to Predecessor members	-	-	(1,221,000)	1,221,000
Distributions to Predecessor members related to formation transactions	-	(4,955,000)	(26,773,000)	-
Repurchase of interests from unaccredited investors	-	(1,100,000)	-	-
Distributions to Predecessor members related to the Accommodation	-	(307,000)	-	-
Dividends paid to common stockholders	(16,700,000)	-	-	-
Distributions paid to common unitholders	(1,672,000)	-	-	-
Repurchase of common shares	(98,000)	-	-	-
Change in restricted cash	-	-	48,000	(47,000)
Net cash provided by (used in) financing activities	355,686,000	81,804,000	(1,476,000)	45,269,000
(Decrease) increase in cash and cash equivalents	(391,000)	8,997,000	(43,499,000)	22,571,000
Cash and cash equivalents, beginning of period	8,997,000	-	43,499,000	20,928,000
Cash and cash equivalents, end of period	\$ 8,606,000	\$ 8,997,000	\$ -	\$ 43,499,000
<b>Supplemental disclosure of cash flow information:</b>				
Cash paid during the period for interest	\$ 5,835,000	\$ 1,870,000	\$ 8,587,000	\$ 15,787,000
<b>Supplemental disclosure of noncash investing and financing transactions:</b>				
<b>Contribution of Rexford Sponsor V LLC and Rexford Industrial Fund V REIT, LLC:</b>				
Investment in real estate and acquired intangibles	--	--	\$ (32,493,000)	--
Investment in unconsolidated real estate entities	--	--	\$ (2,844,000)	--
Notes receivable	--	--	\$ (5,305,000)	--
Predecessor equity and noncontrolling interests	--	--	\$ 40,642,000	--
<b>Acquisition of tenant-in-common interest in La Jolla Sorrento and consolidation of property previously accounted for under the equity method of accounting:</b>				
Investments in real estate and acquired intangibles	--	--	\$ (8,369,000)	--
Investment in unconsolidated real estate entities	--	--	\$ 8,654,000	--
Additional paid in capital	--	--	\$ 10,000	--
Rexford Industrial Realty, Inc. Predecessor	--	--	\$ (6,000)	--
Noncontrolling Interests	--	--	\$ 84,000	--
Assumption of loan in connection with acquisition of real estate including loan premium	\$ 10,565,000	--	\$ -	--
Capital expenditure accruals	\$ 463,000	\$ 550,000		

The accompanying notes are an integral part of these consolidated and combined financial statements.

**REXFORD INDUSTRIAL REALTY, INC. AND  
REXFORD INDUSTRIAL REALTY, INC. PREDECESSOR  
NOTES TO THE FINANCIAL STATEMENTS**

**1. Organization**

Rexford Industrial Realty, Inc. is a self-administered and self-managed full-service real estate investment trust (“REIT”) focused on owning and operating industrial properties in Southern California infill markets. We were formed as a Maryland corporation on January 18, 2013 and Rexford Industrial Realty, L.P. (the “Operating Partnership”), of which we are the sole general partner, was formed as a Maryland limited partnership on January 18, 2013. Through our controlling interest in our Operating Partnership and its subsidiaries, we own, manage, lease, acquire and develop industrial real estate primarily located in Southern California infill markets. As of December 31, 2014, our consolidated portfolio consisted of 98 properties with approximately 9.8 million rentable square feet. We also own a 15% interest in a joint venture that owns one property with approximately 0.5 million square feet, which we also manage. In addition, we currently manage an additional 20 properties with approximately 1.2 million rentable square feet.

We did not have any meaningful operating activity until the consummation of our initial public offering (“IPO”) and the related acquisition of certain assets of our predecessor as part of our formation transactions on July 24, 2013. The historical financial results in these financial statements for periods prior to July 24, 2013 relate to our accounting predecessor. Our Predecessor is comprised of Rexford Industrial, LLC (“RILLC”), Rexford Sponsor V, LLC (“Sponsor”), Rexford Industrial Fund V REIT, LLC (“RIF V REIT”) and their consolidated subsidiaries, which consist of Rexford Industrial Fund I, LLC (“RIF I”), Rexford Industrial Fund II, LLC (“RIF II”), Rexford Industrial Fund III, LLC (“RIF III”), Rexford Industrial Fund IV, LLC (“RIF IV”), Rexford Industrial Fund V, LP (“RIF V”) and their subsidiaries (collectively the “Predecessor Funds”). The entities comprising Rexford Industrial Realty, Inc. Predecessor are combined on the basis of common management and common ownership.

We have determined that one of the entities, RILLC, was the acquirer for accounting purposes in our formation transactions. In addition, we have concluded that any interests contributed by the members of the other entities comprising the Predecessor (Sponsor, RIF V REIT and their consolidated subsidiaries), was a business combination since these entities have common management and ownership, but are not under common control with RILLC. RILLC was controlled by one of the principals of Rexford Industrial Realty, Inc. Predecessor, while Sponsor and RIF V REIT were jointly controlled by the principals of Rexford Industrial Realty, Inc. Predecessor. As a result, the contribution of interests in RILLC as the accounting acquirer has been recorded at historical cost, and the contribution or acquisition of interests in entities other than those owned or controlled by RILLC in the formation transactions, including Sponsor, RIF V REIT and their consolidated subsidiaries, has been accounted for as an acquisition under the acquisition method of accounting and recognized at the estimated fair value of acquired assets and assumed liabilities on the date of such contribution or acquisition. See Note 3.

The terms “us,” “we,” “our,” and the “Company” as used in these financial statements refer to Rexford Industrial Realty, Inc. and its subsidiaries (including our Operating Partnership) subsequent to our IPO on July 24, 2013 and our predecessor prior to that date (“Predecessor” or “Rexford Industrial Realty, Inc. Predecessor”).

**Basis of Presentation**

As of December 31, 2014 and December 31, 2013 and for the year ended December 31, 2014 and the period from July 24, 2013 through December 31, 2013, the financial statements presented are the consolidated financial statements of Rexford Industrial Realty, Inc. and its subsidiaries, including our Operating Partnership. The financial statements presented for periods prior to July 24, 2013 are the combined financial statements of our Predecessor. All of the outside ownership interests in entities that our Predecessor consolidates are included in noncontrolling interests. All significant intercompany balances and transactions have been eliminated in the consolidated and combined financial statements.

The accompanying financial statements have been prepared in conformity with U.S. Generally Accepted Accounting Principles (“GAAP”) as established by the Financial Accounting Standards Board (“FASB”) in the Accounting Standards Codification (“ASC”) including modifications issued under Accounting Standards Updates (“ASUs”).

The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts in the consolidated and combined financial statements and accompanying notes. Actual results could differ from those estimates.

We consolidate all entities that are wholly owned and those in which we own less than 100% but control, as well as any variable interest entities in which we are the primary beneficiary. We evaluate our ability to control an entity and whether the entity is a variable interest entity and we are the primary beneficiary through consideration of the substantive terms of the arrangement to identify which enterprise has the power to direct the activities of a variable interest entity that most significantly impacts the entity's economic performance and the obligation to absorb losses of the entity or the right to receive benefits from the entity. Investments in entities in which we do not control but over which we have the ability to exercise significant influence over operating and financial policies are presented under the equity method. Investments in entities that we do not control and over which we do not exercise significant influence are carried at the lower of cost or fair value, as appropriate. Our ability to correctly assess our influence and/or control over an entity affects the presentation of these investments in our consolidated and combined financial statements.

Certain prior period amounts have been reclassified to conform to the current year presentation. Any reference to the number of properties, buildings and square footage are unaudited and outside the scope of our independent auditor's audit of our financial statements in accordance with the standards of the Public Company Accounting Oversight Board.

## **2. Summary of Significant Accounting Policies**

### **Cash and Cash Equivalents**

Cash and cash equivalents include all cash and liquid investments with an initial maturity of three months or less. The carrying amount approximates fair value due to the short term maturity of these investments.

### **Restricted Cash**

Restricted cash represents escrow reserves that we are required to set aside for future costs as required by certain agreements with our lenders. At December 31, 2013, the restricted cash balance of \$0.3 million was being reserved for tenant improvement costs related to the property located at 10700 Jersey Boulevard. We did not have any restricted cash balances as of December 31, 2014.

### **Discontinued Operations**

On April 14, 2014, the FASB issued ASU 2014-08: *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* ("ASU 2014-08"). Under ASU 2014-08, a disposal of a component of an entity or a group of components of an entity is required to be reported in discontinued operations if the disposal represents a strategic shift that has (or will have) a major effect on the entity's results and operations when the component or group of components meets the criteria to be classified as held for sale or when the component or group of components is disposed of by sale or other than by sale. ASU 2014-08 further expands the disclosure requirements for discontinued operations and requires new disclosures for individually material disposal transactions that do not meet the definition of a discontinued operation. ASU 2014-08 will be applied prospectively and is effective for annual periods and interim periods within those years, beginning after December 15, 2014 with early adoption permitted. We elected to adopt ASU 2014-08 early, beginning in the fiscal quarter ended September 30, 2014. The adoption of ASU 2014-08 has and will likely result in fewer property sales being classified as discontinued operations.

The revenues and expenses of operating properties that were either sold or classified as held for sale prior to the adoption of ASU 2014-08, are reported as discontinued operations in the consolidated and combined statements of operations for all periods presented through the date of the disposition. Furthermore, the gain or loss on sale of these operating properties is reported as discontinued operations in the consolidated and combined statements of operations in the period the properties are sold. In determining whether to report the results of operations and any gain or loss on sale of operating properties as discontinued operations, we evaluate whether we have any significant continuing involvement in the operations, leasing or management of the property after disposition. If we determine that we have significant continuing involvement after disposition, we report the revenue, expenses, gain or loss on sale as part of continuing operations. See Note 13.

## Held for Sale Assets

We classify properties as held for sale when certain criteria set forth in the Long-Lived Assets Classified as Held for Sale Subsections of ASC Topic 360: *Property, Plant, and Equipment*, are met. At that time, the assets and liabilities of the property held for sale are presented separately in the consolidated balance sheets, which include the reclassification of the assets and liabilities for all comparative periods. In addition, we cease recording depreciation and amortization expense at the time a property is classified as held for sale. Properties held for sale are reported at the lower of their carrying value or their estimated fair value, less estimated costs to sell. See Note 13.

## Investment in Real Estate

### *Acquisitions*

When we acquire operating properties, with the intention to hold the investment for the long-term, we allocate the purchase price to the various components of the acquisition based upon the fair value of each component. The components typically include land, building and improvements, intangible assets related to above and below market leases, intangible assets related to in-place leases, debt and other assumed assets and liabilities. The initial allocation of the purchase price is based on management's preliminary assessment, which may differ when final information becomes available. Subsequent adjustments made to the initial purchase price allocation are made within the allocation period, which typically does not exceed one year.

We allocate the purchase price to the fair value of the tangible assets by valuing the property as if it were vacant. We consider Level 3 inputs, which are unobservable inputs based on the Company's assumptions about the assumptions a market participant would use, such as the replacement cost of such assets, appraisals, property condition reports, comparable market rental data and other related information.

In determining the fair value of intangible lease assets or liabilities, we also consider Level 3 inputs. Acquired above and below market leases are valued based on the present value of the difference between prevailing market rates and the in-place rates measured over a period equal to the remaining term of the lease for above market leases and the initial term plus the term of any below market fixed rate renewal options for below market leases, if applicable. The estimated fair value of acquired in-place at-market tenant leases are the costs that would have been incurred to lease the property to the occupancy level of the property at the date of acquisition. Such estimates include the value associated with leasing commissions, legal and other costs, as well as the estimated period necessary to lease such property that would be incurred to lease the property to its occupancy level at the time of its acquisition. Acquisition costs associated with the business combination are expensed in the period they are incurred.

The difference between the fair value and the face value of debt assumed in connection with an acquisition is recorded as a premium or discount and amortized to "interest expense" over the life of the debt assumed. The valuation of assumed liabilities is based on our estimate of the current market rates for similar liabilities in effect at the acquisition date.

For acquisitions that do not meet the accounting criteria to be accounted for as a business combination, we record to land and building the purchase price paid and capitalize the associated acquisition costs. During the year ended December 31, 2014 and the period from July 24, 2013 through December 31, 2013, we capitalized \$307,000 and \$154,000, respectively, in acquisition costs. See Note 3.

### *Capitalization of Costs*

We capitalize costs incurred in developing, renovating, rehabilitating, and improving real estate assets as part of the investment basis. Costs incurred in making repairs and maintaining real estate assets are expensed as incurred. During the land development and construction periods, we capitalize insurance, real estate taxes and certain general and administrative costs of the personnel performing development, renovations, associated interest expense, and rehabilitation if such costs are incremental and identifiable to a specific activity to get the asset ready for its intended use. Capitalized costs are included in the investment basis of real estate assets.

### *Depreciation and Amortization*

Real estate, including land, building and land improvements, tenant improvements, and furniture, fixtures and equipment, leasing costs and intangible lease assets and liabilities are stated at historical cost less accumulated depreciation and amortization, unless circumstances indicate that the cost cannot be recovered, in which case, the carrying value of the property is reduced to estimated fair value as discussed below in our policy with regards to impairment of long-lived assets. We estimate the depreciable portion of our real estate assets and related useful lives in order to record depreciation expense. Our ability to estimate the depreciable portions of our real estate assets and useful lives is critical to the determination of the appropriate

amount of depreciation and amortization expense recorded and the carrying value of the underlying assets. Any change to the assets to be depreciated and the estimated depreciable lives of these assets would have an impact on the depreciation expense recognized.

The values allocated to buildings, site improvements, in-place leases, tenant improvements and leasing costs are depreciated on a straight-line basis using an estimated remaining life of 10-30 years for buildings, the shorter of the estimated useful life of the related building or 20 years for site improvements, and the shorter of the estimated useful life or respective lease term for tenant improvements.

As discussed above in investments in real estate, in connection with property acquisitions, we may acquire leases with rental rates above or below the market rental rates. Such differences are recorded as an intangible lease asset or liability and amortized to "rental revenues" over the reasonably assured term of the related leases. The unamortized balances of these assets and liabilities associated with the early termination of leases are fully amortized to their respective revenue line items in our consolidated financial statements over the shorter of the expected life of such assets and liabilities or the remaining lease term.

Our estimate of the useful life of our assets is evaluated upon acquisition and when circumstances indicate a change in the useful life, which requires significant judgment regarding the economic obsolescence of tangible and intangible assets.

#### **Impairment of Long-Lived Assets**

In accordance with the provisions of the Impairment or Disposal of Long-Lived Assets Subsections of ASC Topic 360: *Property, Plant, and Equipment*, we assess the carrying values of our respective long-lived assets and review for impairment on a property-by-property basis, whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be fully recoverable.

Recoverability of real estate assets is measured by comparison of the carrying amount of the asset to the estimated future undiscounted cash flows. In order to review real estate assets for recoverability, we consider current market conditions, as well as our intent with respect to holding or disposing of the asset. The intent with regard to the underlying assets might change as market conditions change, as well as other factors. Fair value is determined through various valuation techniques; including discounted cash flow models, applying a capitalization rate to estimated net operating income of a property, quoted market values and third party appraisals, where considered necessary. The use of projected future cash flows is based on assumptions that are consistent with estimates of future expectations and the strategic plan used to manage our underlying business. If our analysis indicates that the carrying value of the real estate asset is not recoverable on an undiscounted cash flow basis, we will recognize an impairment charge for the amount by which the carrying value exceeds the current estimated fair value of the real estate property.

Assumptions and estimates used in the recoverability analyses for future cash flows, discount rates and capitalization rates are complex and subjective. Changes in economic and operating conditions or our intent with regard to our investment that occur subsequent to our impairment analyses could impact these assumptions and result in future impairment of our real estate properties.

There were no impairment charges recorded during the year ended December 31, 2014, the period from July 24, 2013 to December 31, 2013, the period from January 1, 2013 to July 23, 2013 or during the year ended December 31, 2012.

#### **Investment in Unconsolidated Real Estate**

Investments in unconsolidated real estate in which we have the ability to exercise significant influence (but not control) are accounted for under the equity method of investment. Under the equity method, we initially record our investment at cost, and subsequently adjust for equity in earnings or losses and cash contributions and distributions. Any difference between the carrying amount of these investments on the balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in income (loss) from unconsolidated real estate over the life of the related asset. Under the equity method of accounting, our net equity investment is reflected within the Consolidated Balance Sheets, and our share of net income or loss from the joint ventures is included within the Consolidated Statements of Operations. See Note 12.

#### **Acquired Indefinite-Lived Intangibles**

Acquired indefinite-lived intangibles represent the fair value of the management contracts in-place at the time of the contribution of Sponsor, RIF V REIT and their consolidated subsidiaries to the Operating Partnership. See Note 3. The asset has an indefinite life, and, accordingly, is not amortized.

## Income Taxes

We have elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended (the "Code") commencing with our initial taxable year ended December 31, 2013. To qualify as a REIT, we are required (among other things) to distribute at least 90% of our REIT taxable income to our stockholders and meet the various other requirements imposed by the Code relating to matters such as operating results, asset holdings, distribution levels and diversity of stock ownership. Provided we qualify for taxation as a REIT, we are generally not subject to corporate-level income tax on the earnings distributed currently to our stockholders that we derive from our REIT qualifying activities. If we fail to qualify as a REIT in any taxable year, and were unable to avail ourselves of certain savings provisions set forth in the Code, all of our taxable income would be subject to federal income tax at regular corporate rates, including any applicable alternative minimum tax.

In addition, we are subject to taxation by various state and local jurisdictions, including those in which we transact business or reside. Our non-taxable REIT subsidiaries, including our Operating Partnership, are either partnerships or disregarded entities for federal income tax purposes. Under applicable federal and state income tax rules, the allocated share of net income or loss from disregarded entities (including limited partnerships and S-Corporations) is reportable in the income tax returns of the respective partners and stockholders. Accordingly, no income tax provision is included in the accompanying consolidated financial statements for the year ended December 31, 2014 and for the period from July 24, 2013 through December 31, 2013.

Each of RIF I, RIF II, RIF III and RIF IV are limited liability companies but have elected to be taxed as a partnership for tax purposes. As such, the allocated share of net income or loss from the limited liability companies is reportable in the income tax returns of the respective partners and investors. Accordingly, no income tax provision is included in the accompanying combined financial statements.

RIF V REIT has elected to be taxed as a REIT under the Code, commencing with its tax period ended December 31, 2010. We believe that RIF V REIT met all of the REIT distribution and technical requirements for the period from January 1, 2013 to July 23, 2013 and the year ended December 31, 2012. Accordingly, we have not recognized any provision for income taxes.

We periodically evaluate our tax positions to determine whether it is more likely than not that such positions would be sustained upon examination by a tax authority for all open tax years, as defined by the statute of limitations, based on their technical merits. As of December 31, 2014 and December 31, 2013, we have not established a liability for uncertain tax positions.

## Derivative Instruments and Hedging Activities

FASB ASC Topic 815: *Derivatives and Hedging* ("ASC 815"), provides the disclosure requirements for derivatives and hedging activities with the intent to provide users of financial statements with an enhanced understanding of: (a) how and why an entity uses derivative instruments, (b) how the entity accounts for derivative instruments and related hedged items, and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. Further, qualitative disclosures are required that explain the Company's objectives and strategies for using derivatives, as well as quantitative disclosures about the fair value of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative instruments.

As required by ASC 815, we record all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, and whether we have elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. We may enter into derivative contracts that are intended to economically hedge certain risks, even though hedge accounting does not apply or we elect not to apply hedge accounting. See Note 8.

## Revenue Recognition

We recognize revenue from rent, tenant reimbursements and other revenue sources once all of the following criteria are met: persuasive evidence of an arrangement exists, the delivery has occurred or services rendered, the fee is fixed and determinable and collectability is reasonably assured. Minimum annual rental revenues are recognized in rental revenues on a straight-line basis over the term of the related lease. Rental revenue recognition commences when the tenant takes possession or controls the physical use of the leased space.

Estimated reimbursements from tenants for real estate taxes, common area maintenance and other recoverable operating expenses are recognized as revenues in the period that the expenses are incurred. Subsequent to year-end, we perform final reconciliations on a lease-by-lease basis and bill or credit each tenant for any cumulative annual adjustments. Lease termination fees, which are included in rental revenues in the accompanying consolidated and combined statements of operations, are recognized when the related lease is canceled and we have no continuing obligation to provide services to such former tenant.

Revenues from management, leasing and development services are recognized when the related services have been provided and earned.

The recognition of gains on sales of real estate requires us to measure the timing of a sale against various criteria related to the terms of the transaction, as well as any continuing involvement in the form of management or financial assistance associated with the property. If the sales criteria are not met, we defer gain recognition and account for the continued operations of the property by applying the finance, profit-sharing or leasing method. If the sales criteria have been met, we further analyze whether profit recognition is appropriate using the full accrual method. If the criteria to recognize profit using the full accrual method have not been met, we defer the gain and recognize it when the criteria are met or use the installment or cost recovery method as appropriate under the circumstances. See Note 13 for discussion of dispositions.

#### **Valuation of Receivables**

We are subject to tenant defaults and bankruptcies that could affect the collection of outstanding receivables. In order to mitigate these risks, we perform credit reviews and analyses on prospective tenants before significant leases are executed and on existing tenants before properties are acquired. We specifically analyze aged receivables, customer credit-worthiness, historical bad debts and current economic trends when evaluating the adequacy of the allowance for doubtful accounts. As a result of our periodic analysis, we maintain an allowance for estimated losses that may result from the inability of our tenants to make required payments. This estimate requires significant judgment related to the lessees' ability to fulfill their obligations under the leases. We believe our allowance for doubtful accounts is adequate for our outstanding receivables for the periods presented. If a tenant is insolvent or files for bankruptcy protection and fails to make contractual payments beyond any allowance, we may recognize additional bad debt expense in future periods equal to the net outstanding balances, which include amounts recognized as straight-line revenue not realizable until future periods. We recorded a provision for doubtful accounts of approximately \$0.7 million, \$0.2 million, \$0.3 million and \$0.8 million for the year ended December 31, 2014, the period from January 1, 2013 through July 23, 2013, the period from July 24, 2013 through December 31, 2013 and the year ended December 31, 2012, respectively, as a reduction to rental revenues in our consolidated and combined statements of operations. We had a \$1.0 million and \$0.5 million reserve for allowance for doubtful accounts as of December 31, 2014 and 2013, respectively.

#### **Equity Based Compensation**

We account for equity based compensation in accordance with ASC Topic 718 *Compensation – Stock Compensation*. For share-based awards that vest based solely on a service condition, we recognize compensation cost on a straight-line basis over the total requisite service period for the entire award. The total compensation expense for these awards is based upon the fair market value of the shares on the grant date, adjusted for estimated forfeitures. See Note 15.

#### **Equity Offering Costs**

Underwriting commissions and offering costs have been reflected as a reduction of additional paid-in capital.

#### **Earnings Per Share**

We calculate earnings per share ("EPS") in accordance with ASC 260 – Earnings Per Share ("ASC 260"). Under ASC 260, shares of unrestricted stock that contain non-forfeitable rights to dividends are participating securities and, therefore, are included in computing basic EPS pursuant to the two-class method. The two-class method determines EPS for each class of common stock and participating securities according to dividends declared (or accumulated) and their respective participation rights in undistributed earnings.

Basic EPS is calculated by dividing the net income (loss) attributable to common stockholders by the weighted average shares of common stock outstanding for the period. Diluted EPS is computed using the weighted average shares of common stock outstanding determined for the basic EPS computation plus the effect of any dilutive securities, including the dilutive effect of unvested restricted common stock using the treasury stock method. See Note 16.



## Segment Reporting

Management views the Company as a single segment based on its method of internal reporting in addition to its allocation of capital and resources.

## Recently Issued Accounting Pronouncements

Changes to GAAP are established by the FASB in the form of ASUs to the FASB's Accounting Standards Codification. We consider the applicability and impact of all ASUs.

On May 28, 2014, the FASB issued ASU 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"). ASU 2014-09 establishes principles for reporting the nature, amount, timing and uncertainty of revenues and cash flows arising from an entity's contracts with customers. The core principle of the new standard is that an entity recognizes revenue to represent the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This standard is effective for us in the first quarter of 2017 and will replace most existing revenue recognition guidance within GAAP. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. We are currently evaluating ASU 2014-09 to determine its impact on our consolidated financial statements and related disclosures, as well as the transition method to apply the new standard.

## 3. Investments in Real Estate

### Acquisitions

On January 15, 2014, we acquired the property located at 7110 Rosecrans Avenue located in Paramount, CA for a contract price of \$4.969 million using proceeds from our revolving credit facility. The property consists of one industrial building totaling 72,000 square foot situated on 3.25 acres of land.

On January 22, 2014, we acquired the property located at 14723-14825 Oxnard Street in Van Nuys, CA for a contract price of \$8.875 million using proceeds from our revolving credit facility. The property consists of a six-building multi-tenant industrial business park totaling 78,000 square feet situated on 3.25 acres of land.

On February 12, 2014, we acquired the property located at 845, 855, and 865 Milliken Avenue and 4317 and 4319 Santa Ana Street in Ontario, CA for a contract price of \$8.55 million as part of a 1031 exchange using proceeds from the disposition of our property located at 1335 Park Center Drive. The property consists of a five-building multi-tenant industrial business park totaling 113,612 square feet situated on 5.74 acres of land.

On February 25, 2014, we acquired the property located at 1500-1510 W. 228th Street in Los Angeles, CA for a contract price of \$6.6 million. A portion of the acquisition was funded with the remaining proceeds from the disposition of 1335 Park Center Drive, and the remainder of the funding was provided from availability under our revolving credit facility. The property consists of a six-building multi-tenant industrial complex totaling 88,330 square feet situated on 3.9 acres of land.

On March 20, 2014, we acquired the property located at 24105 and 24201 Frampton Avenue in Los Angeles, California for a contract price of \$3.93 million using proceeds from our revolving credit facility. The property consists of one single-tenant building totaling 47,903 square feet situated on 2.07 acres of land.

On April 17, 2014, we acquired the property located at 1700 Saturn Way in Seal Beach, California for a contract price of \$21.1 million using proceeds from our revolving credit facility. The property consists of one single-tenant building totaling 170,865 square feet situated on 9.25 acres of land.

On May 30, 2014, we acquired the property located at 2980 and 2990 N. San Fernando Boulevard in Burbank, California for a contract price of \$15.425 million. We funded the acquisition in part by assuming a \$10.3 million first mortgage loan secured by the property and used proceeds from our revolving credit facility to fund the remaining purchase price. The property consists of one single-tenant building totaling 130,800 square feet situated on 5.86 acres of land.

On May 30, 2014, we acquired the property located at 20531 Crescent Bay Drive in Lake Forest, California for a contract price of \$6.48 million using proceeds from our revolving credit facility. The property consists of one single-tenant building totaling 46,178 square feet situated on 2.47 acres of land.

On June 5, 2014, we acquired the property located at 2610 and 2701 S. Birch Street in Santa Ana, California for a contract price of \$11.0 million using funds from our revolving credit facility. The property consists of two single-tenant buildings totaling 98,105 square feet situated on 7.9 acres of land.

On June 24, 2014, we acquired the property located at 4051 Santa Ana Street and 701 Dupont Avenue in Ontario, California for a contract price of \$10.2 million using funds from our revolving credit facility. The property consists of a two-building multi-tenant industrial business park totaling 111,890 square feet situated on 5.66 acres of land.

On June 27, 2014, we acquired an industrial portfolio consisting of nine properties located in the San Gabriel Valley, Orange County, and San Diego submarkets of California for a contract price of \$88.5 million. We partially funded the acquisition with a new \$48.5 million term loan secured by certain properties in the portfolio. The remaining purchase price was funded by using proceeds from our revolving credit facility. The portfolio consists of four single-tenant properties and five multi-tenant properties totaling 817,166 square feet situated on an aggregate 43.6 acres of land.

On July 8, 2014, we acquired the property located at 3116 W. Avenue 32 in Los Angeles, California for a contract price of \$11.0 million using funds from our revolving credit facility. The property consists of one two-tenant building totaling 100,500 square feet situated on 2.62 acres of land.

On July 23, 2014, we acquired the Chatsworth Industrial Park located at 21019-21051 Osborne St., 9035 Independence Ave. and 21026-21040 Nordhoff St. in Chatsworth, California for a contract price of \$16.8 million using funds from our revolving credit facility. The property consists of seven buildings totaling 153,212 square feet situated on 7.4 acres of land.

On July 25, 2014, we acquired the property located at 24935 and 24955 Avenue Kearney in Santa Clarita, California for a contract price of \$11.5 million using funds from our revolving credit facility. The property consists of two single-tenant building totaling 138,980 square feet situated on 6.0 acres of land.

On August 26, 2014, we acquired the property located at 605 8<sup>th</sup> Street located in San Fernando, California for a contract price of \$5.075 million using cash on hand. The property consists of one two-tenant building totaling 55,516 square feet situated on 2.75 acres of land.

On September 12, 2014, we acquired the property located at 9120 Mason Avenue in Chatsworth, California for a contract price of \$30.5 million using cash on hand. The property consists of one building totaling 319,348 square feet situated on 11.82 acres of land.

On November 24, 2014, we acquired the property located at 679-691 S. Anderson Street in Los Angeles, California for a contract price of \$6.5 million using cash on hand. The property consists of one multi-tenant building totaling 47,490 square feet situated on 0.88 acres of land.

On November 25, 2014, we acquired the property located at 7900 Nelson Road in Panorama, California for a contract price of \$24.3 million using cash on hand. The property consists of one single-tenant building totaling 203,082 square feet situated on 9.43 acres of land.

On December 3, 2014, we acquired two of the three properties in a portfolio located in Fontana, California for a contract price of \$16.7 million using funds from our revolving credit facility and cash on hand. The portfolio consists of two multi-tenant buildings totaling 240,251 square feet situated on 13.0 acres of land.

On December 5, 2014, we acquired the property located at 240 West Ivy Avenue in Inglewood, California for a contract price of \$5.9 million using funds from our revolving credit facility. The property consists of one multi-tenant building totaling 45,685 square feet situated on 2.3 acres of land.

On December 9, 2014, we acquired an industrial portfolio consisting of five properties located in Oxnard, California for a contract price of \$38.7 million using funds from our revolving credit facility and cash on hand. The portfolio consists of 16 multi-tenant buildings totaling 408,224 square feet situated on 28.4 acres of land.

On December 18, 2014, we acquired the property located at 11120-11200 Hindry Avenue in Los Angeles, California for a contract price of \$11.9 million using funds from our revolving credit facility. The property consists of three multi-tenant buildings totaling 63,654 square feet situated on 2.88 acres of land.

On December 31, 2014, we acquired the property located at 6970-7170 and 7310-7374 Convoy Court in San Diego, California for a contract price of \$32.3 million using funds from our revolving credit facility. The property consists of 13 multi-tenant buildings totaling 187,763 square feet situated on 12.05 acres of land.

During the period from July 24, 2013 to December 31, 2013, we acquired seven properties consisting of 17 buildings and approximately 956,000 square feet. The properties are located throughout Southern California. The total contract price for those acquisitions was \$83.7 million.

During the period from January 1, 2013 to July 23, 2013 our predecessor acquired four properties consisting of 17 buildings and approximately 741,000 square feet. The properties are located throughout Southern California. The total contract price for those acquisitions was \$73.8 million.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition.

Address	Acquisition Date	Real estate assets:		Acquisition-related intangibles			Total Purchase Price	Other Assets	Notes Payable, Accounts Payable, Accrued Expenses and Tenant Security Deposits	Net Assets Acquired
		Land	Buildings and Improvements	In-place Lease Intangibles (1)	Net Above (Below) Market Lease Intangibles (2)					
<b>2014 Acquisitions</b>										
7110 Rosecrans Avenue(3)	1/15/2014	\$ 3,117,000	\$ 1,894,000	\$ -	\$ -	\$ 5,011,000	\$ -	\$ (321,000)	\$ 4,690,000	
14723-14825 Oxnard Street	1/22/2014	\$ 4,458,000	\$ 3,948,000	\$ 490,000	\$ (21,000)	\$ 8,875,000	\$ -	\$ (117,000)	\$ 8,758,000	
845, 855, & 865 Milliken Ave. and 4317 & 4319 Santa Ana St.	2/12/2014	\$ 2,260,000	\$ 6,043,000	\$ 431,000	\$ (184,000)	\$ 8,550,000	\$ 2,000	\$ (116,000)	\$ 8,436,000	
1500-1510 West 228th Street(4)	2/25/2014	\$ 2,428,000	\$ 4,271,000	\$ 205,000	\$ (304,000)	\$ 6,600,000	\$ 1,180,000	\$ (1,214,000)	\$ 6,566,000	
24105 & 24201 Frampton Avenue	3/20/2014	\$ 2,315,000	\$ 1,553,000	\$ 62,000	\$ -	\$ 3,930,000	\$ 22,000	\$ (64,000)	\$ 3,888,000	
1700 Saturn Way	4/17/2014	\$ 7,935,000	\$ 10,525,000	\$ 2,259,000	\$ 381,000	\$ 21,100,000	\$ 76,000	\$ (73,000)	\$ 21,103,000	
20531 Crescent Bay Drive	5/30/2014	\$ 2,181,000	\$ 4,012,000	\$ 389,000	\$ (102,000)	\$ 6,480,000	\$ 4,000	\$ (2,000)	\$ 6,482,000	
2980 & 2990 N. San Fernando Blvd.(5)	5/30/2014	\$ 6,373,000	\$ 7,356,000	\$ 1,276,000	\$ 728,000	\$ 15,733,000	\$ -	\$ (10,572,000)	\$ 5,161,000	
2610 & 2701 S. Birch Street(6)	6/5/2014	\$ 9,305,000	\$ 2,115,000	\$ -	\$ -	\$ 11,420,000	\$ 5,000	\$ (299,000)	\$ 11,126,000	
4051 Santa Ana St. & 701 Dupont Ave.	6/24/2014	\$ 3,725,000	\$ 6,145,000	\$ 524,000	\$ (194,000)	\$ 10,200,000	\$ 1,000	\$ (90,000)	\$ 10,111,000	
9755 Distribution Avenue	6/27/2014	\$ 1,863,000	\$ 3,211,000	\$ 451,000	\$ (100,000)	\$ 5,425,000	\$ 2,000	\$ (97,000)	\$ 5,330,000	
9855 Distribution Avenue	6/27/2014	\$ 2,733,000	\$ 5,041,000	\$ 621,000	\$ 130,000	\$ 8,525,000	\$ 5,000	\$ (39,000)	\$ 8,491,000	
9340 Cabot Drive	6/27/2014	\$ 4,311,000	\$ 6,126,000	\$ 538,000	\$ -	\$ 10,975,000	\$ 2,000	\$ (54,000)	\$ 10,923,000	
9404 Cabot Drive	6/27/2014	\$ 2,413,000	\$ 3,451,000	\$ 346,000	\$ 190,000	\$ 6,400,000	\$ 1,000	\$ (6,000)	\$ 6,395,000	
9455 Cabot Drive	6/27/2014	\$ 4,423,000	\$ 6,799,000	\$ 851,000	\$ 27,000	\$ 12,100,000	\$ 1,000	\$ (13,000)	\$ 12,088,000	
14955-14971 E. Salt Lake City	6/27/2014	\$ 5,126,000	\$ 5,009,000	\$ 800,000	\$ (85,000)	\$ 10,850,000	\$ 3,000	\$ (119,000)	\$ 10,734,000	
5235 E. Hunter Avenue	6/27/2014	\$ 5,240,000	\$ 5,065,000	\$ 866,000	\$ 158,000	\$ 11,329,000	\$ 15,000	\$ (76,000)	\$ 11,268,000	
3880 W. Valley Blvd.	6/27/2014	\$ 3,982,000	\$ 4,796,000	\$ 566,000	\$ 287,000	\$ 9,631,000	\$ 1,000	\$ (119,000)	\$ 9,513,000	
1601 Alton Parkway	6/27/2014	\$ 7,638,000	\$ 4,946,000	\$ 419,000	\$ 273,000	\$ 13,276,000	\$ 1,000	\$ (52,000)	\$ 13,225,000	
3116 West Avenue 32(7)	7/8/2014	\$ 3,761,000	\$ 6,729,000	\$ 503,000	\$ 61,000	\$ 11,054,000	\$ -	\$ (121,000)	\$ 10,933,000	
21026-21040 Nordhoff St., 9035 Independence Ave., 21019, 21021, 21025, 21029, 21045-										
21051 Osborne St.	7/23/2014	\$ 7,229,000	\$ 9,058,000	\$ 650,000	\$ (137,000)	\$ 16,800,000	\$ 1,000	\$ (164,000)	\$ 16,637,000	
24935 & 24955 Avenue Kearny	7/25/2014	\$ 4,773,000	\$ 5,970,000	\$ 767,000	\$ -	\$ 11,510,000	\$ -	\$ (95,000)	\$ 11,415,000	
605 8th St.(8)	8/26/2014	\$ 2,393,000	\$ 2,742,000	\$ -	\$ -	\$ 5,135,000	\$ -	\$ (88,000)	\$ 5,047,000	
9120 Mason Ave. & 20355 Corisco St.	9/12/2014	\$ 9,224,000	\$ 19,346,000	\$ 1,620,000	\$ 310,000	\$ 30,500,000	\$ -	\$ (348,000)	\$ 30,152,000	
679-691 S Anderson St.	11/24/2014	\$ 1,723,000	\$ 4,767,000	\$ -	\$ -	\$ 6,490,000	\$ 5,000	\$ (22,000)	\$ 6,473,000	
7900 Nelson Rd. (9)	11/25/2014	\$ 8,483,000	\$ 15,948,000	\$ -	\$ -	\$ 24,431,000	\$ 16,000	\$ -	\$ 24,447,000	
13231 Slover Avenue	12/3/2014	\$ 2,812,000	\$ 4,739,000	\$ 555,000	\$ (466,000)	\$ 7,640,000	\$ 6,000	\$ (81,000)	\$ 7,565,000	
10509 Business Drive	12/3/2014	\$ 3,504,000	\$ 5,237,000	\$ 670,000	\$ (371,000)	\$ 9,040,000	\$ 11,000	\$ (110,000)	\$ 8,941,000	
240 W Ivy Avenue	12/9/2014	\$ 2,064,000	\$ 3,675,000	\$ 414,000	\$ (253,000)	\$ 5,900,000	\$ 5,000	\$ (67,000)	\$ 5,838,000	
3000 & 3120-3150 Paseo Mercado	12/9/2014	\$ 2,616,000	\$ 8,311,000	\$ 660,000	\$ 13,000	\$ 11,600,000	\$ 14,000	\$ (128,000)	\$ 11,486,000	
2350-2380 Eastman Ave.	12/9/2014	\$ 1,805,000	\$ 3,856,000	\$ 359,000	\$ 5,000	\$ 6,025,000	\$ 4,000	\$ (120,000)	\$ 5,909,000	
1800 Eastman Ave.	12/9/2014	\$ 842,000	\$ 2,209,000	\$ 181,000	\$ 18,000	\$ 3,250,000	\$ 2,000	\$ (19,000)	\$ 3,233,000	
2360-2364 E. Sturgis Road	12/9/2014	\$ 1,128,000	\$ 2,726,000	\$ 207,000	\$ (11,000)	\$ 4,050,000	\$ 2,000	\$ (55,000)	\$ 3,997,000	
201 Rice Ave. & 2400-2420 Celsius	12/9/2014	\$ 3,487,000	\$ 9,589,000	\$ 799,000	\$ (150,000)	\$ 13,725,000	\$ 12,000	\$ (194,000)	\$ 13,543,000	
11120-11200 Hindry Ave	12/18/2014	\$ 3,478,000	\$ 7,834,000	\$ 540,000	\$ 58,000	\$ 11,910,000	\$ 45,000	\$ (116,000)	\$ 11,839,000	
6970-7170 & 7310-7374 Convoy Court	12/31/2014	\$ 10,806,000	\$ 18,426,000	\$ 2,746,000	\$ 347,000	\$ 32,325,000	\$ -	\$ (406,000)	\$ 31,919,000	
<b>Total</b>		\$ 151,954,000	\$ 223,468,000	\$ 21,765,000	\$ 608,000	\$ 397,795,000	\$ 1,444,000	\$ (15,577,000)	\$ 383,662,000	
<b>2013 Acquisitions:</b>										
8101-8117 Orion Avenue	7/30/2013	\$ 1,389,000	\$ 3,872,000	\$ 327,000	\$ 12,000	\$ 5,600,000	\$ 19,000	\$ (55,000)	\$ 5,564,000	
18310-18330 Oxnard Street	8/7/2013	\$ 2,498,000	\$ 5,493,000	\$ 435,000	\$ (1,000)	\$ 8,425,000	\$ 4,000	\$ (69,000)	\$ 8,360,000	

Address	Acquisition Date	Real estate assets:		Acquisition-related intangibles			Total Purchase Price	Other Assets	Notes Payable, Accounts Payable, Accrued Expenses and Tenant Security Deposits	Net Assets Acquired
		Land	Buildings and Improvements	In-place Lease Intangibles (1)	Net Above (Below) Market Lease Intangibles (2)					
22343-22349 La Palma Avenue	11/1/2013	\$ 6,087,000	\$ 5,983,000	\$ 608,000	\$ 27,000	\$ 12,705,000	\$ 2,000	\$ (144,000)	\$ 12,563,000	
110-1170 Gilbert St., 2353-2373 La Palma Ave. (10)	11/8/2013	\$ 4,582,000	\$ 5,134,000	\$ 810,000	\$ (45,000)	\$ 10,481,000	\$ -	\$ (3,373,000)	\$ 7,108,000	
280 Bonita Ave., 2743 Thompson Creek Rd.	12/6/2013	\$ 8,001,000	\$ 17,734,000	\$ 1,465,000	\$ -	\$ 27,200,000	\$ 22,000	\$ (225,000)	\$ 26,997,000	
2900 N. Madera Road (11)	12/17/2013	\$ 2,421,000	\$ 1,849,000	\$ -	\$ -	\$ 4,270,000	\$ 3,000	\$ -	\$ 4,273,000	
2950 N. Madera Road	12/17/2013	\$ 3,601,000	\$ 8,033,000	\$ -	\$ -	\$ 11,634,000	\$ 4,000	\$ (1,114,000)	\$ 10,524,000	
10635 W. Vanowen St.	12/24/2013	\$ 1,517,000	\$ 1,833,000	\$ 264,000	\$ (239,000)	\$ 3,375,000	\$ 1,000	\$ (16,000)	\$ 3,360,000	
		\$ 30,096,000	\$ 49,931,000	\$ 3,909,000	\$ (246,000)	\$ 83,690,000	\$ 55,000	\$ (4,996,000)	\$ 78,749,000	
<b>2013 Predecessor Acquisitions:</b>										
18118-18120 S. Broadway	4/4/2013	\$ 3,013,000	\$ 2,161,000	\$ 274,000	\$ -	\$ 5,448,000	\$ 16,000	\$ (57,000)	\$ 5,407,000	
8900-8980 Benson Ave., 5637 Arrow Hwy.	4/9/2013	\$ 1,817,000	\$ 4,590,000	\$ 552,000	\$ 191,000	\$ 7,150,000	\$ 20,000	\$ (104,000)	\$ 7,066,000	
3350 Tyburn St., 3332, 3334, 3360, 3368, 3370, 3378, 3380, 3410, 3424 N. San Fernando Rd.	4/17/2013	\$ 26,423,000	\$ 25,795,000	\$ 2,568,000	\$ 1,414,000	\$ 56,200,000	\$ 168,000	\$ (500,000)	\$ 55,868,000	
1661 240th St.	5/31/2013	\$ 3,464,000	\$ 1,498,000	\$ 38,000	\$ -	\$ 5,000,000	\$ 8,000	\$ (17,000)	\$ 4,991,000	
		\$ 34,717,000	\$ 34,044,000	\$ 3,432,000	\$ 1,605,000	\$ 73,798,000	\$ 212,000	\$ (678,000)	\$ 73,332,000	

- (1) The weighted average amortization period of acquired in-place lease intangibles for our 2014 acquisitions was 3.2 years.
- (2) The weighted average amortization period of net above (below) market leases for our 2014 acquisitions was 3.3 years.
- (3) As the purchase of 7110 Rosecrans Avenue was accounted for as an asset acquisition, the total purchase price allocation includes \$42,000 of capitalized acquisition costs.
- (4) As part of the acquisition of 1500-1510 West 228<sup>th</sup> Street, we recorded a contingent liability in the amount of \$1.2 million, related to the estimated cost to remediate potential environmental liabilities that existed at the acquisition date. Additionally, we recorded an indemnification asset for the same amount as the seller has placed \$1.3 million into an escrow account to be used by us toward the payment of these remediation costs. See Note 11.
- (5) In connection with the acquisition of 2980 and 2990 N. San Fernando Blvd. acquisition, we assumed debt with an outstanding principal balance of \$10.3 million and an initial fair value premium of \$308,000.
- (6) As the purchase of 2610 and 2701 S. Birch Street was accounted for as an asset acquisition, the total purchase price allocation includes \$121,000 of capitalized acquisition costs. Additionally, as part of the purchase price allocation, \$299,000 was allocated to deferred liabilities (located in Accounts payable, accrued expenses and other liabilities on the balance sheet), related to the six-months of free rent provided to the seller as part of the acquisition.
- (7) The purchase price allocation for the acquisition of 3116 West Avenue 32 includes \$54,000 in deferred liabilities (located in Accounts payable, accrued expenses and other liabilities on the balance sheet), related to the two months of free rent provided to the seller as part of the acquisition.
- (8) As part of the purchase price allocation of 605 8<sup>th</sup> St., \$60,000 was allocated to deferred liabilities (located in Accounts payable, accrued expenses and other liabilities on the balance sheet), related to the two months of free rent provided to the seller as part of the acquisition.
- (9) As the purchase of 7900 Nelson Road was accounted for as an asset acquisition, the total purchase price allocation includes \$144,000 of capitalized acquisition costs.
- (10) In connection with this acquisition, we assumed debt with an outstanding principal balance of \$3.3 million and an initial fair value discount of \$118,000.
- (11) As the purchase of 2900 N. Madera was accounted for as an asset acquisition, the total purchase price allocation includes \$154,000 of capitalized acquisition costs.

The following table summarizes the combined results from operations of our 2014 acquisitions since the acquisition date included in the consolidated income statements for the following period:

	Year Ended December 31, 2014	
Revenues	\$	11,412,000
Net Income	\$	444,000

The following table presents unaudited pro-forma financial information as if the closing of our 2014 acquisitions had occurred on January 1, 2013. These unaudited pro-forma results have been prepared for comparative purposes only and include certain adjustments, such as increased depreciation and amortization expenses as a result of tangible and intangible assets acquired in the acquisitions. These unaudited pro-forma results do not purport to be indicative of what operating results would have been had the acquisitions actually occurred on January 1, 2013 and may not be indicative of future operating results.

	Year Ended December 31,			
	2014		2013	
Revenues	\$	84,180,000	\$	73,334,000
Net operating income	\$	58,218,000	\$	50,241,000
Net income	\$	1,487,000	\$	(10,181,000)

#### Acquisition of Other Interests

As part of the formation transactions, we accounted for the contribution of Sponsor, RIF V REIT and their consolidated subsidiaries in exchange for shares of common stock, common units in our Operating Partnership and paid cash (the "RIF V Contribution"), as a business combination in accordance with ASC Section 805-10, *Business Combinations* ("ASC 805-10"), by recognizing the estimated fair value of acquired assets and assumed liabilities on July 24, 2013, the date of the contribution.

Additionally as part of the formation transactions, we acquired the 30% tenant-in-common interest in the La Jolla Sorrento property that we did not previously own through a contribution transaction. This transaction was also accounted for in accordance with ASC 805-10 by re-measuring our preexisting 70% equity in the La Jolla Sorrento property to its acquisition-date fair value, and subsequently recording the estimated fair value of the assets and assumed liabilities at their full fair value.

The following table summarizes the estimated fair value of the assets acquired and liabilities assumed of the transactions noted above on the date of contribution or acquisition.

	Allocated Value	
Land	\$	73,400,000
Building and improvements		94,755,000
In-place Lease Intangibles		10,709,000
Net Above (Below) Market Lease Intangibles		872,000
Notes receivable		13,159,000
Acquired indefinite-lived intangible		5,271,000
Investment in unconsolidated real estate entities		5,652,000
Other assets and liabilities		(1,007,000)
Total	\$	202,811,000

#### 4. Intangible Assets

The following table summarizes our acquisition-related intangible assets, including the value of in-place leases and above-market tenant leases, and our acquisition-related intangible liabilities, including below-market tenant leases and above-market ground leases as follows:

	December 31,	
	2014	2013
<b>Acquired Lease Intangible Assets:</b>		
In-place lease intangibles	\$ 37,467,000	\$ 16,112,000
Accumulated amortization	(12,975,000)	(4,201,000)
In-place lease intangibles, net	24,492,000	11,911,000
Above-market tenant leases	4,971,000	1,881,000
Accumulated amortization	(1,327,000)	(284,000)
Above-market tenant leases, net	3,644,000	1,597,000
Acquired lease intangible assets, net	<u>\$ 28,136,000</u>	<u>\$ 13,508,000</u>
<b>Acquired Lease Intangible Liabilities:</b>		
Below-market tenant leases	(3,514,000)	(1,055,000)
Accumulated accretion	743,000	189,000
Below-market tenant leases, net	(2,771,000)	(866,000)
Above-market ground lease	(290,000)	(290,000)
Accumulated accretion	45,000	13,000
Above-market ground lease, net	(245,000)	(277,000)
Acquired lease intangible liabilities, net	<u>\$ (3,016,000)</u>	<u>\$ (1,143,000)</u>

The following table summarizes the amortization related to our acquired lease intangible assets and liabilities for the reported periods noted below:

	Rexford Industrial Realty, Inc.		Rexford Industrial Realty, Inc. Predecessor	
	Year Ended December 31, 2014	Period from July 24, 2013 to December 31, 2013	Period from January 1, 2013 to July 23, 2013	Year Ended December 31, 2012
In-place lease intangibles (1)	\$ 9,275,000	\$ 3,020,000	\$ 1,238,000	\$ 1,830,000
Net above (below) market tenant leases (2)	\$ 452,000	\$ 198,000	\$ 239,000	\$ 141,000
Above-market ground lease (3)	\$ (32,000)	\$ (13,000)	\$ -	\$ -

The following table summarizes the estimated amortization/(accretion) of our acquisition-related intangibles as of December 31, 2014 for the next five years:

Year Ending	In-place Leases(1)	Net Above/(Below)	
		Market Operating Leases(2)	Above Market Ground Lease(3)
2015	\$ 10,910,000	\$ 148,000	\$ (32,000)
2016	6,920,000	123,000	(32,000)
2017	3,511,000	271,000	(32,000)
2018	1,897,000	121,000	(32,000)
2019	992,000	141,000	(32,000)
Thereafter	262,000	69,000	(85,000)
Total	\$ 24,492,000	\$ 873,000	\$ (245,000)

- (1) The amortization of in-place lease intangibles is recorded to depreciation and amortization expense in the consolidated and combined statements of operations for the periods presented.
- (2) The amortization of above (below) market tenant leases is recorded as a decrease (increase) to rental revenues in the consolidated and combined statements of operations for the periods presented.
- (3) The accretion of the above-market ground lease is recorded as a decrease to property expenses in the consolidated and combined statements of operations for the periods presented.

## 5. Notes Receivable

On February 8, 2013 the mortgage note borrower for the 2824 E. Foothill Blvd. loan repaid, ahead of schedule, the outstanding principal in full. Our Predecessor received gross proceeds from this payoff of \$5.4 million, including \$6,310 in per diem interest, of which \$2.5 million was used to repay the loan secured by this note. The remaining proceeds were paid as a distribution to investors in RIF V. Our Predecessor recorded a \$1.4 million gain on collection of notes receivable during the period from January 1, 2013 to July 23, 2013.

As of December 31, 2014 and 2013, we have one note receivable. This mortgage loan, which is secured by an industrial property located at 32401-32803 Calle Perfecto in San Juan Capistrano (the "Calle Perfecto Note"), is a 30-year amortizing loan which bears interest at a fixed rate of 6.001%, and matures on May 1, 2017. The Calle Perfecto Note was contributed as part of the RIF V Contribution that occurred as part of our formation transactions (See Note 3), and accordingly was recorded at the estimated fair value on July 24, 2013, the date of contribution.

The following table summarizes the balance of our notes receivable:

	December 31,	
	2014	2013
Face Amount	\$ 13,896,000	\$ 14,161,000
Unrecognized Accretable Yield	(759,000)	(1,022,000)
Note Receivable	\$ 13,137,000	\$ 13,139,000

## 6. Notes Payable

The following table summarizes our notes payable:

	December 31, 2014	December 31, 2013	Contractual Maturity Date	Interest Rate
<b>Fixed Rate Debt</b>				
RIF V - Jersey, LLC	\$ -	\$ 5,189,000 (1)	1/1/2015	5.450% (2)
The Park	3,059,000 (3)	3,177,000 (3)	3/1/2031	5.125% (4)
2980 San Fernando	10,297,000 (5)	-	7/1/2015	5.088% (2)
<b>Variable Rate Debt</b>				
RIF V - Glendale Commerce Center, LLC	42,750,000	42,750,000	5/1/2016 (6)	LIBOR + 2.00%
Term Loan (7)	60,000,000	60,000,000	8/1/2019 (8)	LIBOR + 1.90%
Term Loan(9)	48,500,000	-	6/24/2017 (10)	LIBOR + 1.55%
\$100M Term Loan Facility	100,000,000	-	6/11/2019	LIBOR + 1.25%
<b>Unsecured Credit Facility</b>				
\$200M Revolving Facility	92,500,000	81,375,000	6/11/2018 (8)	LIBOR + 1.30% (11)
<b>Total</b>	<u>\$ 357,106,000</u>	<u>\$ 192,491,000</u>		

- (1) Includes unamortized debt premium of \$50,000 at December 31, 2013.
- (2) Monthly payments of interest and principal based on 30-year amortization table.
- (3) Includes unamortized debt discount of \$114,000 at December 31, 2014 and \$118,000 at December 31, 2013.
- (4) Monthly payments of interest and principal based on 20-year amortization table.
- (5) Includes unamortized debt premium of \$144,000 at December 31, 2014.
- (6) Two additional one year extensions available at the borrower's option.
- (7) Loan is secured by six properties.
- (8) One additional one year extension available at the borrower's option.
- (9) Loan is secured by eight properties.
- (10) One additional two-year extensions available at the borrower's option.
- (11) The facility additionally bears interest at 0.30% or 0.20% of the daily undrawn amount of the revolver, if the balance is under \$100 million or over \$100 million respectively.

On May 30, 2014, in connection with the acquisition of the property located at 2980 San Fernando, we assumed a first mortgage loan that is secured by the property. The assumed mortgage had a principal balance of \$10.3 million at the acquisition date and was recorded at fair value at the date of acquisition resulting in an initial debt premium of \$308,000. The loan, which was put in place in 2005 by the seller, bears interest at a fixed rate of 5.088% with amortization over 30 years, and has a maturity date of July 1, 2015.

On June 24, 2014, we entered into a \$48.5 million term loan which bears interest at LIBOR plus 1.55% that matures on June 24, 2017, with one additional two-year extension at our option. The loan proceeds were used to partially fund the acquisition of a portfolio of nine properties. The loan is secured by the first priority deed of trust on eight of these nine properties.

On October 1, 2014, we repaid the \$5.0 million outstanding balance on the note secured by our property located at 10700 Jersey Boulevard. We repaid the note using available cash on hand and did not incur any prepayment penalties for repaying in advance of the maturity date of January 1, 2015.

On November 8, 2013, in connection with the acquisition of the property located at 1100-1170 Gilbert St. and 2353-2373 La Palma Ave., we assumed a first mortgage loan that is secured by the property. The assumed mortgage loan had a principal balance of \$3.3 million at the acquisition date and was recorded at fair value at the date of acquisition resulting in an initial discount of \$119,000. The loan, which was put in place in 2011 by the seller, bears interest at a fixed rate of 5.13% with amortization over 20 years, and has a maturity date of March 1, 2031.



The following table summarizes the stated debt maturities and scheduled amortization payments, excluding debt discounts and premiums, as of December 31, 2014 and does not consider extension options available to us as noted above. The minimum future principal payments due on our notes payable as of December 31, 2014, excluding the non-cash net debt premium, were as follows:

2015	\$	10,281,000
2016		42,885,000
2017		48,642,000
2018		92,650,000
2019		160,158,000
Thereafter		2,460,000
<b>Total</b>	<b>\$</b>	<b>357,076,000</b>

#### Amended Facility

On June 11, 2014, we amended our existing revolving credit facility by entering into an Amended and Restated Credit Agreement (the “Amended Facility”). The Amended Facility, among other matters, adds a five-year \$100.0 million term loan to the existing \$200.0 million revolving credit facility.

The Amended Facility has an initial principal amount of \$300.0 million comprised of a senior unsecured revolving credit facility (the “Revolver”) in an initial principal amount of \$200.0 million, and a senior unsecured term loan facility (the “Term Loan Facility”) in the principal amount of \$100.0 million. The maturity date of the Revolver was extended to June 11, 2018 (previously July 24, 2016), with one 12-month extension option available, subject to certain conditions, and the Term Loan Facility has a maturity date of June 11, 2019. The aggregate principal amount of the Amended Facility may be increased to a total of up to \$600.0 million, which may be comprised of additional revolving commitments under the Revolver or an increase to the Term Loan Facility, or any combination of the foregoing, subject to the satisfaction of specified conditions and the identification of lenders willing to make available such additional amounts.

Interest on the Amended Facility is generally to be paid based upon, at our option, either (i) LIBOR plus the applicable LIBOR margin or (ii) the applicable base rate which is the greater of (a) the federal funds rate plus 0.50%, (b) the administrative agent’s prime rate or (c) the thirty-day LIBOR plus 1.00%, plus the applicable base rate margin. Until we attain an investment grade rating by two or more of Standard & Poor’s, Moody’s Investor Services and Fitch Ratings, the applicable LIBOR margin will range from 1.30% to 1.90% (previously 1.35% to 2.05%), for the Revolver and 1.25% to 1.85% for the Term Loan Facility, depending on our Leverage Ratio (as defined in the Amended Facility). The Amended Facility requires quarterly payments of an annual unused facility fee in an amount equal to 0.20% or 0.30% depending on the undrawn amount of the Revolver.

The Amended Facility is guaranteed by the Company and by substantially all of the current and future subsidiaries of the Operating Partnership that own an unencumbered property. The Amended Facility is not secured by the Company’s properties or by equity interests in the subsidiaries that hold such properties.

The Amended Facility includes a series of financial and other covenants that we must comply with in order to borrow under the Amended Facility, including:

- Maintaining a ratio of total indebtedness to total asset value of not more than 60%;
- Maintaining a ratio of secured debt to total asset value of not more than 45%;
- Maintaining a ratio of total recourse debt to total asset value of not more than 15%;
- Maintaining a minimum tangible net worth of at least the sum of (i) \$283,622,250, and (ii) an amount equal to at least 75% of the net equity proceeds received by the Company after March 31, 2014;
- Maintaining a ratio of adjusted EBITDA to fixed charges of at least 1.50 to 1.0;
  - Maintaining a ratio of total unsecured debt to total unencumbered asset value of not more than 60%;
  - Maintaining a ratio of unencumbered NOI to unsecured interest expense of at least 1.75 to 1.0.

The Revolver and the Term Loan Facility may be voluntarily prepaid in whole or in part at any time without premium or penalty. Amounts borrowed under the Term Loan Facility and repaid or prepaid may not be re-borrowed.

The Amended Facility contains usual and customary events of default including defaults in the payment of principal, interest or fees, defaults in compliance with the covenants set forth in the Amended Facility and other loan documentation, cross-defaults to certain other indebtedness, and bankruptcy and other insolvency defaults. If an event of default occurs and is continuing under the Amended Facility, the unpaid principal amount of all outstanding loans, together with all accrued unpaid interest and other amounts owing in respect thereof, may be declared immediately due and payable. The Company was in compliance with all financial covenants under the Amended Facility at December 31, 2014.

As of December 31, 2014 we had \$92.5 million outstanding under the revolver, leaving \$107.5 million available for additional borrowings.

#### **Debt Covenants**

In addition to our Amended Facility, certain of our other loan agreements contain financial covenants. The Glendale Commerce Center loan contains the financial covenants noted below. Additionally, there is a debt service coverage ratio requirement and a loan-to-value ratio requirement that are tested each time we exercise an option to extend the maturity date of the loan.

- Maintaining a Debt Service Coverage Ratio (as defined in the term loan agreement) of at least 1.10 to 1.00, to be tested quarterly;
- Maintaining Unencumbered Liquid Assets (as defined in the term loan agreement) of not less than (i) \$5,000,000, to be tested annually as of December 31 of each year;
- Maintaining a minimum Fair Market Net Worth (as defined in the term loan agreement) of at least \$75,000,000, to be tested annually as of December 31 of each year.

Our \$60.0 million term loan contains the following financial covenants:

- Maintaining a Debt Service Coverage Ratio (as defined in the term loan agreement) of at least 1.10 to 1.00, to be tested quarterly;
- Maintaining Unencumbered Liquid Assets (as defined in the term loan agreement) of not less than (i) \$5,000,000, or (ii) \$8,000,000 if we elect to have Line of Credit Availability (as defined in the term loan agreement) included in the calculation, of which \$2,000,000 must be cash or cash equivalents, to be tested annually as of December 31 of each year;
- Maintaining a minimum Fair Market Net Worth (as defined in the term loan agreement) of at least \$75,000,000, to be tested annually as of December 31 of each year.

Our \$48.5 million term loan contains a performance covenant that is tested annually and requires the achievement of a minimum in-place debt yield of 9.25% by the eight properties securing the loan.

We expect to be in compliance with all of the financial covenants required by our loan agreements.

## 7. Operating Leases

We lease space to tenants primarily under non-cancelable operating leases that generally contain provisions for a base rent plus reimbursement for certain operating expenses. Operating expense reimbursements are reflected in the consolidated and combined statements of operations as tenant reimbursements.

Future minimum base rent under operating leases as of December 31, 2014 is summarized as follows:

For the year ending December 31:		
2015	\$	66,140,000
2016		50,807,000
2017		34,221,000
2018		21,894,000
2019		16,443,000
Thereafter		24,822,000
Total	\$	<u>214,327,000</u>

The future minimum base rent in the table above excludes tenant reimbursements, amortization of adjustments for deferred rent receivables and the amortization of above/below-market lease intangibles.

## 8. Interest Rate Contracts

### Risk Management Objective of Using Derivatives

We are exposed to certain risk arising from both our business operations and economic conditions. We principally manage our exposures to a wide variety of business and operational risks through management of our core business activities. We manage economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of our debt funding and the use of derivative financial instruments. Specifically, we enter into derivative financial instruments to manage exposures that arise from business activities that result in the payment of future known and uncertain cash amounts, the value of which are determined by interest rates. Our derivative financial instruments are used to manage differences in the amount, timing, and duration of our known or expected cash payments principally related to our borrowings.

### Derivative Instruments

Our objectives in using interest rate derivatives are to add stability to interest expense and to manage exposure to interest rate movements. To accomplish this objective, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps involve the receipt of variable amounts from a counterparty in exchange for us making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. We do not use derivatives for trading or speculative purposes.

The accounting for changes in fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship. Derivatives that are not designated as hedges must be adjusted to fair value through earnings. For a derivative that is designated and that qualifies as a cash flow hedge, the effective portion of the change in fair value of the derivative is initially recorded in accumulated other comprehensive income ("AOCI"). Amounts recorded in AOCI are subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings.

On February 4, 2014, we executed two forward-starting interest rate swap transactions to hedge the variable cash flows associated with our existing \$60.0 million variable-rate term loan. Each of the two swaps has a notional value of \$30.0 million, which will be in effect beginning in 2015. We are required to make certain monthly fixed rate payments calculated on notional amounts of \$30.0 million for each of the swaps, while the applicable counterparty is obligated to make certain monthly floating rate payments based on LIBOR to us referencing the same notional amount. The first forward swap will effectively fix the annual interest rate payable on \$30.0 million of debt at 3.726% for the period from January 15, 2015 to February 15, 2019. The second forward swap will effectively fix the annual interest rate payable on the other \$30.0 million of debt at 3.91% for the period from July 15, 2015 to February 15, 2019.

On August 19, 2014, we executed two forward-starting interest rate swap transactions to hedge the variable cash flows associated with our \$100.0 million Term Loan Facility. Each of the two swaps has a notional value of \$50.0 million. The first

swap has an effective date of August 14, 2015 and a maturity date of December 14, 2018. The second swap has an effective date of February 16, 2016 and a maturity date of December 14, 2018. We are required to make certain monthly fixed rate payments calculated on notional amounts of \$50.0 million for each of the swaps, while the applicable counterparty is obligated to make certain monthly floating rate payments based on LIBOR to us referencing the same notional amount. The interest rate swaps will effectively fix the annual interest rate payable on our Term Loan Facility at 1.79% for the first swap and 2.005% for the second swap, plus an applicable margin under the terms of the Amended Facility.

Prior to our IPO, our predecessor was party to an interest rate swap that was not designated as a hedge, and as such, the changes in its fair value were recognized in earnings. This interest rate swap reached its natural termination on March 15, 2013. As of December 31, 2014 and 2013, we do not have any derivatives that are not designated as hedges.

The following table presents a summary of our derivative instruments designated as hedging instruments. We record all derivative instruments on a gross basis in the consolidated balance sheets, and accordingly, there are no offsetting amounts that net assets against liabilities.

Derivative Instrument	Effective Date	Maturity Date	Interest Strike Rate	Fair Value <sup>(1)</sup>		Notional Amount in Effect as of	
				December 31,		December 31,	
				2014	2013	2014	2013
<b>Liabilities:</b>							
Interest Rate Swap	1/15/2015	2/15/2019	1.826%	\$ 457,000	\$ -	\$ -	\$ -
Interest Rate Swap	7/15/2015	2/15/2019	2.010%	\$ 408,000	\$ -	\$ -	\$ -
Interest Rate Swap	8/14/2015	12/14/2018	1.790%	\$ 277,000	\$ -	\$ -	\$ -
Interest Rate Swap	2/16/2016	12/14/2018	2.005%	\$ 260,000	\$ -	\$ -	\$ -

(1) All of our derivatives were in a liability position as of December 31, 2014, and as such, the fair value is included in the line item "Accounts payable, accrued expenses and other liabilities" on the accompanying consolidated balance sheets.

The following table presents the impact of our derivative instruments on our consolidated and combined statements of operations for the periods presented:

	Rexford Industrial Realty, Inc.		Rexford Industrial Realty, Inc. Predecessor	
	The Year Ended December 31, 2014	Period From July 24, 2013 to December 31, 2013	Period From January 1, 2013 to July 23, 2013	The Year Ended December 31, 2012
<b>Interest Rate Swaps in Cash Flow Hedging Relationships:</b>				
Amount of loss recognized in AOCI on derivatives (effective portion)	\$ 1,402,000	\$ -	\$ -	\$ -
Amount of gain (loss) reclassified from AOCI into earnings under "Interest expense" (effective portion)	-	-	-	-
Amount of gain (loss) recognized in earnings under "Interest expense" (ineffective portion and amount excluded from effectiveness testing)	-	-	-	-
<b>Interest Rate Swaps Not in Cash Flow Hedging Relationships:</b>				
Amount of realized and unrealized gain recognized in earnings under "Gain on mark-to-market of interest rate swaps"	-	-	49,000	2,361,000

Amounts reported in AOCI related to derivatives will be reclassified to interest expense as interest payments and accruals are made on our variable-rate debt. During the next twelve months, we estimate that an additional \$887,000 will be reclassified as an increase to interest expense.

### Credit-risk-related Contingent Features

Certain of our agreements with our derivative counterparties that contain a provision where if we default on any of our indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender within a specified time period, then we could also be declared in default on its derivative obligations.

Certain of our agreements with our derivative counterparties contain provisions where if a merger or acquisition occurs that materially changes our creditworthiness in an adverse manner, we may be required to fully collateralize our obligations under the derivative instrument.

As of December 31, 2014, the fair value of derivatives in a net liability position, which excludes any adjustment for nonperformance risk, related to these agreements was \$1,462,000. As of December 31, 2014, we have not posted any collateral related to these agreements.

## 9. Fair Value Measurements

We have adopted FASB Accounting Standards Codification Topic 820: Fair Value Measurements and Disclosure (ASC 820). ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC 820 applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements; accordingly, the standard does not require any new fair value measurements of reported balances.

ASC 820 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, ASC 820 establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

### *Recurring Measurements – Interest Rate Swaps*

Currently, we use interest rate swap agreements to manage our interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves.

To comply with the provisions of ASC 820, we incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by ourselves and our counterparties. However, as of December 31, 2014, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, we have determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

The table below sets forth the estimated fair value of our interest rate swaps as of December 31, 2014, which we measure on a recurring basis by level within the fair value hierarchy. There were no assets or liabilities that we measure at fair value on a recurring basis as of December 31, 2013.

At December 31, 2014	Total Fair Value	Fair Value Measurement Using		
		Quoted Price in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest Rate Swap Liabilities	\$ (1,402,000)	\$ -	\$ (1,402,000)	\$ -

*Financial Instruments Disclosed at Fair Value*

The carrying amounts of cash and cash equivalents, restricted cash, rents and other receivables, other assets, accounts payable, accrued expenses and other liabilities, and tenant security deposits approximate fair value because of their short-term nature. Additionally, we believe the carrying value of notes receivable approximates fair value.

The fair value of our secured notes payable was estimated by calculating the present value of principal and interest payments, using currently available market rates, adjusted with a credit spread, and assuming the loans are outstanding through maturity.

The table below sets forth the carrying value and the estimated fair value of our notes payable as of December 31, 2014 and December 31, 2013:

Liabilities	Total Fair Value	Fair Value Measurement Using			Carrying Value
		Quoted Price in Active Markets for Identical Assets and Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
<i>Notes Payable at:</i>					
December 31, 2014	\$ 357,212,000	\$ -	\$ -	\$ 357,212,000	\$ 357,106,000
December 31, 2013	\$ 192,492,000	\$ -	\$ -	\$ 192,492,000	\$ 192,491,000

**10. Related Party Transactions**

*Howard Schwimmer*

We engage in transactions with Howard Schwimmer, our Co-Chief Executive Officer, earning management and development fees and leasing commissions from entities controlled individually by Mr. Schwimmer. Fees and commissions earned from these entities are included in "Management, leasing and development services" in the consolidated and combined statements of operations. We recorded \$215,000 in management and leasing services revenue for the year ended December 31, 2014, \$136,000 for the period from July 24, 2013 to December 31, 2013, \$87,000 for the period from January 1, 2013 to July 23, 2013, and \$174,000 for the year ended December 31, 2012, respectively.

**11. Commitments and Contingencies**

*Legal*

From time to time, we are subject to various legal proceedings that arise in the ordinary course of business.

On October 3, 2013, two pre-IPO investors filed a putative class action purportedly brought on behalf of the investors in RIF III in the Los Angeles County Superior Court. On February 14, 2014, a First Amended Complaint was filed adding an additional individual pre-IPO investor and putative class claims on behalf of investors in RIF IV. This complaint also alleged that the communication of the proposed accommodation (in which Messrs. Schwimmer, Frankel and Ziman, together with

certain other pre-IPO owners of the pre-IPO management companies agreed to return up to \$32.1 million that they received in connection with our IPO and formation transactions) was materially misleading by not including disclosures regarding the lawsuit and claims asserted by plaintiffs. On July 15, 2014, a Second Amended Complaint was filed withdrawing the class action allegations and the allegations concerning communication of the accommodation, and adding four additional plaintiff investors. During the third quarter of 2014, the Company entered into settlement agreements with three of these four additional plaintiffs. The aggregate amounts paid by the Company in these settlements was not material. Plaintiffs assert claims against the Company, RIF III, RIF IV, RILLC and Messrs. Schwimmer, Frankel and Ziman for breach of fiduciary duty, violation of certain California securities laws, negligent misrepresentation, and fraud. Plaintiffs allege, among other things, that the terms of the Company's formation transactions were unfair to investors in RIF III and RIF IV, that the consideration received by investors in RIF III and RIF IV in the formation transactions was inadequate, that the pre-IPO management companies were allocated unfair value in the formation transactions and that the disclosure documents related to the formation transactions were materially misleading. Plaintiffs also request to inspect the books and records of RIF III and RIF IV, which entities no longer exist, and further seek declaratory relief, unspecified recessionary damages, disgorgement, compensatory, punitive and exemplary damages, an accounting for unjust enrichment, and an award of costs including pre-judgment interest, attorneys' and experts' fees, and other unspecified relief. Defendants have answered the Second Amended Complaint denying all allegations and asserting affirmative defenses. Defendants have also filed a motion to dismiss the case for forum non conveniens or, in the alternative, to compel the action to judicial reference, which the plaintiffs have opposed. Defendants' motion is pending before the court. While we believe that the action is without merit and intend to defend the litigation vigorously, we expect to incur costs associated with defending the action. At this early stage of the litigation, the ultimate outcome of the action is uncertain and we cannot reasonably assess the timing or outcome, or estimate the amount of loss, if any, or its effect, if any, on our financial condition.

#### *Environmental*

We generally will perform environmental site assessments at properties we are considering acquiring. After the acquisition of such properties, we continue to monitor the properties for the presence of hazardous or toxic substances. From time to time, we acquire properties with known adverse environmental conditions. If at the time of acquisition, losses associated with environmental remediation obligations are probable and can be reasonably estimable, we record a liability.

On February 25, 2014, we acquired the property located at West 228th Street. Before purchasing the property, during the due diligence phase, we engaged with a third party environmental consultant to perform various environmental site assessments to determine the presence of any environmental contaminants that might warrant remediation efforts. Based on their investigation, they determined that hazardous substances existed at the property and that additional assessment and remediation work would likely be required to satisfy regulatory requirements. The total remediation costs were estimated to be \$1.3 million.

To address the estimated costs associated with the environmental issues at the West 228th Street property, we entered into an Environmental Holdback Escrow Agreement (the "Holdback Agreement") with the seller, whereby \$1.3 million of the purchase price, which would have otherwise been paid to the seller, was to be placed into an escrow account to be used to pay remediation costs. In addition, we have also funded \$100,000 into the escrow account. According to the Holdback Agreement, the seller has no liability or responsibility to pay for remediation costs in excess of \$1.3 million.

As part of the purchase price allocation, we have recorded a contingent liability in the amount of \$1.2 million in the line item Accounts payable, accrued expenses and other liabilities on the balance sheet, related to the estimated cost to remediate potential environmental liabilities that existed prior to the acquisition date. Based on the Holdback Agreement, we have recorded a corresponding \$1.2 million indemnification asset in the line item "Other assets" on the balance sheet.

We expect that resolution of the environmental matters relating to the above will not have a material impact on our consolidated financial condition, results of operations or cash flows. However, we cannot assure you that we have identified all environmental liabilities at our properties, that all necessary remediation actions have been or will be undertaken at our properties or that we will be indemnified, in full or at all, in the event that such environmental liabilities arise. Furthermore, we cannot assure you that future changes to environmental laws or regulations and their application will not give rise to loss contingencies for future environmental remediation.

#### *Rent Expense*

As of December 31, 2014, we lease a parcel of land that is currently being sub-leased to a tenant for a parking lot. The ground lease is scheduled to expire on June 1, 2062.

The future minimum commitment under our ground lease and corporate office lease as of December 31, 2014 is as follows:

For the year ending December 31:	<u>Office Lease</u>		<u>Ground Rent</u>	
2015	\$	434,000	\$	144,000
2016		520,000		144,000
2017		542,000		144,000
2018		559,000		144,000
2019		337,000		144,000
Thereafter		-		6,108,000
<b>Total</b>	<b>\$</b>	<b>2,392,000</b>	<b>\$</b>	<b>6,828,000</b>

*Tenant Related*

As of December 31, 2014, we had commitments of \$0.9 million for tenant improvement and construction work under the terms of leases with certain of our tenants.

*Concentrations of Credit Risk*

We have deposited cash with financial institutions that are insured by the Federal Deposit Insurance Corporation up to \$250,000 per institution. Although we have deposits at institutions in excess of federally insured limits as of December 31, 2014, we do not believe we are exposed to significant credit risk due to the financial position of the institutions in which those deposits are held.

As of December 31, 2014, all of our properties are located in the Southern California infill markets. The ability of the tenants to honor the terms of their respective leases is dependent upon the economic, regulatory and social factors affecting the markets in which the tenants operate.

As of December 31, 2014, our 10 largest tenants represented approximately 15% of our annualized base rent, which is based on the monthly contracted base rent from leases in effect as of December 31, 2014, multiplied by 12, excluding billboard and antenna revenue and rent abatements. During 2014, no single tenant accounted for more than 10% of our rental revenues.

**12. Investment in Unconsolidated Real Estate**

Our Predecessor owned interests in two industrial properties through noncontrolling interests as follows: (i) a 70% interest, as tenants-in-common subject to common control, in a property located at 10439-10477 Roselle Street in San Diego and (ii) a 15% equity interest in a joint venture ("the JV") that owned three properties located at 3001, 3175 and 3233 Mission Oaks Boulevard in Ventura County. Both of these investments are accounted for under the equity method of accounting.

As part of the formation transactions, on July 24, 2013, we acquired the 30% tenancy-in-common interest of the property located at 10439-10477 Roselle Street not previously owned by us in exchange for 2,828 common units in our Operating Partnership.

Our 15% joint venture interest in the properties located at 3001, 3175 and 3233 Mission Oaks Boulevard were contributed as part of the RIF V Contribution that occurred as part of the formation transactions on July 24, 2013 (See Note 3). Accordingly, the carrying value of our investment was recorded at the estimated fair value on the date of contribution, which resulted in a \$2.8 million basis adjustment, which is being amortized over the estimated useful life of the underlying assets.

On November 17, 2014, the JV sold the properties located at 3001 and 3175 for a contract price of \$54.5 million. As of December 31, 2014, the JV indirectly owns only the one remaining property located at 3233 Mission Oaks Boulevard. As part of the disposition, the JV repaid the \$41.5 million outstanding balance on the loan secured by the three properties. In connection with the sale of the properties, the JV recognized a gain of \$13.4 million. Our pro rata share of the net proceeds of the sale following loan satisfaction and payment of customary closing expenses was approximately \$1.7 million.



The following tables present combined summarized financial information of our unconsolidated real estate properties. Amounts provided are the total amounts attributable to the entities and do not represent our proportionate share, unless otherwise noted.

	December 31,	
	2014	2013
Assets	\$ 23,542,000	\$ 61,422,000
Liabilities	(1,274,000)	(42,475,000)
Partners'/members' equity	\$ 22,268,000	\$ 18,947,000
Company's share of equity	\$ 3,340,000	\$ 2,842,000
Basis adjustment <sup>(1)</sup>	678,000	2,845,000
Carrying value of the Company's investment in unconsolidated real estate	\$ 4,018,000	\$ 5,687,000

- (1) This amount represents the difference between our historical cost basis and the basis reflected at the joint venture level, resulting from the contribution of our equity interest as part of the formation transactions that occurred on July 24, 2013.

	The Year Ended December 31, 2014 <sup>(1)</sup>	Period from July 24, 2013 to December 31, 2013 <sup>(1)</sup>	Period from January 1, 2013 to July 23, 2013 <sup>(2)</sup>	The Year Ended December 31, 2012 <sup>(2)</sup>
Revenues	\$ 7,018,000	\$ 1,440,000	\$ 6,516,000	\$ 5,402,000
Expenses	(6,526,000)	226,000	(7,296,000)	(6,110,000)
Gain on sale of properties	13,389,000	-	-	-
Net income (loss)	\$ 13,881,000	\$ 1,666,000	\$ (780,000)	\$ (708,000)

- (1) Includes summarized financial information for our equity method investment properties located at 3001-3233 Mission Oaks Boulevard.  
(2) Includes summarized financial information for properties located at 3001-3233 Mission Oaks Boulevard and 10439-10477 Roselle St.

Our unconsolidated real estate entities incurred management, leasing and development fees, which were payable to us, of \$374,000 for the year ended December 31, 2014, \$196,000 for the period from July 24, 2013 to December 31, 2013, \$218,000 for the period from January 1, 2013 to July 23, 2013, and \$288,000 for the year ended December 31, 2012, respectively.

We recognized management, leasing and development revenue of \$439,000 for the year ended December 31, 2014, \$326,000 during the period from July 24, 2013 to December 31, 2013, \$207,000 for the period from January 1, 2013 to July 23, 2013, and \$197,000 for the year ended December 31, 2012, respectively, which has been recorded in "Management, leasing and development services" in the accompanying consolidated and combined statements of operations.

### 13. Dispositions, Discontinued Operations and Properties Held For Sale

#### Dispositions

The table below summarizes the properties sold during the years ended December 31, 2014, 2013 and 2012.

Address	Location	Date of Disposition	Rentable Square Feet	Sales Price	Debt Satisfied (1)	Gain (Loss) Recorded
<b>2014 Dispositions:</b>						
1335 Park Center Drive(2)	Vista, CA	1/29/2014	124,997	\$ 10,103,000	\$ -	\$ 2,262,000
2900 N. Madera Road(2)	Simi Valley, CA	3/13/2014	63,305	\$ 4,350,000	\$ -	\$ (137,000)
500-560 Zenith Drive(3)	Glenview, IL	8/29/2014	37,992	\$ 1,822,000	\$ -	\$ (150,000)
<b>2013 Dispositions:</b>						
4578 Worth Street(2)	Los Angeles, CA	1/31/2013	79,370	\$ 4,100,000	\$ 2,500,000	\$ 2,410,000
1950 E. Williams Drive(2)	Oxnard, CA	4/4/2013	161,682	\$ 8,542,000	\$ 2,993,000	\$ 415,000
9027 Glenoaks Boulevard(2)	Los Angeles, CA	5/10/2013	14,700	\$ 1,727,000	\$ 1,625,000	\$ 234,000
2515, 2507, 2441 W. Erie Dr. & 2929 S. Fair Lane(2)	Tempe, AZ	5/28/2013	83,385	\$ 5,003,000	\$ 3,531,000	\$ 1,015,000
1255 Knollwood Circle(2)	Anaheim, CA	6/14/2013	25,162	\$ 2,768,000	\$ 2,630,000	\$ 915,000
<b>2012 Disposition:</b>						
639-641 Walnut Street(2)	Carson, CA	10/16/2012	36,825	\$ 3,683,000	\$ 3,366,000	\$ 55,000

- (1) Amount represents the principal paid back to the lender to release the property from a larger pool of properties serving as collateral for the respective portfolio loan.
- (2) The results of operations and the gain or loss on sale of this property is reported under Discontinued Operations in the Consolidated and Combined Statements of Operations.
- (3) The results of operations and the loss on sale of this property are reported as part of Net loss from continuing operations in the Consolidated and Combined Statements of Operations.

#### Discontinued Operations

Income from discontinued operations includes the results of operations (prior to disposition) and the gain on sale of real estate attributable to seven of the properties in the table above. Their consolidated results of operations for the year ended December 31, 2014 and the period from July 24, 2013 to December 31, 2013, and combined results of operations for the period from January 1, 2013 to July 23, 2013 and the year ended December 31, 2012, are summarized in the table below.

	Rexford Industrial Realty, Inc.		Rexford Industrial Realty, Inc. Predecessor	
	The Year Ended December 31, 2014	Period from July 24, 2013 to December 31, 2013	Period from January 1, 2013 to July 23, 2013	The Year Ended December 31, 2012
Revenues	\$ 85,000	\$ 472,000	\$ 604,000	\$ 2,302,000
Operating expenses	(57,000)	(89,000)	(312,000)	(793,000)
Interest expense	-	-	(325,000)	(911,000)
Depreciation and amortization expense	(7,000)	(92,000)	(776,000)	(1,296,000)
Loss on extinguishment of debt	-	-	(267,000)	-
Gain on sale of real estate	2,125,000	-	4,989,000	55,000
Income from discontinued operations	\$ 2,146,000	\$ 291,000	\$ 3,913,000	\$ (643,000)

### Properties Held for Sale

As of December 31, 2014, we did not have any properties classified as held for sale. Our properties located at 1335 Park Center Drive, 2900 N. Madera Road and 500-560 Zenith Drive were sold during 2014 and classified as held for sale at December 31, 2013.

The major classes of assets and liabilities associated with real estate classified as held for sale are summarized in the table below:

	<b>December 31, 2013</b>
Investment in real estate, net	\$ 12,861,000
Other	1,091,000
Assets associated with real estate held for sale	<u>\$ 13,952,000</u>
Mortgage loan	\$ -
Accounts payable and other liabilities	596,000
Liabilities associated with real estate held for sale	<u>\$ 596,000</u>

## 14. Stockholder's Equity

### Common Stock

On August 19, 2014, we completed a public follow-on offering of 17,250,000 shares of our common stock at a price of \$13.50 per share. The net proceeds of the follow-on offering were approximately \$221.8 million, after deducting the underwriters' discount and offering costs of approximately \$11.1 million. On August 19, 2014, we contributed the net proceeds of the offering to our Operating Partnership in exchange for 17,250,000 common units of partnership interests in the Operating Partnership ("OP Units").

During 2013, we issued 16,451,972 shares of common stock in conjunction with the IPO, resulting in net proceeds of approximately \$206.1 million after deducting the underwriters' discount and offering costs. As part of our concurrent private placement, we issued a total of 3,358,311 shares in exchange for gross proceeds of \$47.0 million. Additionally, in conjunction with the formation transactions, we issued 3,697,086 common units of our Operating Partnership and 4,947,558 shares of our common stock.

### Noncontrolling Interests

Noncontrolling interests in our Operating Partnership relate to interests in the partnership that are not owned by us. Noncontrolling interests consisted of 2,323,344 OP Units and represented approximately 5.1% of our Operating Partnership as of December 31, 2014. OP Units and shares of our common stock have essentially the same economic characteristics, as they share equally in the total net income or loss distributions of our Operating Partnership. Investors who own OP Units have the right to cause our Operating Partnership to redeem any or all of their units in our Operating Partnership for an amount of cash per unit equal to the then current market value of one share of common stock, or, at our election, shares of our common stock on a one-for-one basis.

During the year ended December 31, 2014, 685,915 OP Units were converted into an equivalent number of shares of common stock, resulting in the reclassification of \$7.8 million of noncontrolling interest to Rexford Industrial Realty, Inc.'s stockholders equity.

### The Accommodation

After the completion of our IPO, certain investors in our predecessor business ("pre-IPO investors") contacted Messrs. Schwimmer, Frankel and Ziman to express concerns regarding our formation transactions and IPO. These concerns related to, among other things, the total value of the consideration paid to the pre-IPO investors and to management in the formation transactions, the allocation of that consideration among the five funds included in our predecessor business, or the Predecessor Funds, and the pre-IPO management companies (the "Management Companies"), and the total value of the Operating Partnership units and shares of common stock, including awards of restricted stock, received by Messrs. Schwimmer, Frankel and Ziman in conjunction with the formation transactions and the IPO.

We believe that the formation transactions and the IPO were conducted and valued properly and consistently with applicable law and with the disclosure documents and contribution and merger agreements. We also believe that the documents and disclosures set forth all information necessary for the pre-IPO investors to determine whether to approve the formation transactions. Pre-IPO investors representing more than 98% of the capital in each of the Predecessor Funds approved the formation transactions. In addition, such pre-IPO investors explicitly waived claims relating to the Predecessor Funds and the formation transactions.

Nevertheless, with the support of our board of directors, Messrs. Schwimmer, Frankel and Ziman undertook to review the concerns expressed by these pre-IPO investors and to assess whether they could address any of the concerns in their individual capacities. In undertaking this review, Messrs. Schwimmer, Frankel and Ziman and our board of directors considered a variety of factors, including that, as a newly public company, claims advanced by pre-IPO investors, whether in formal legal proceedings or otherwise, regardless of their merit, could adversely affect the Company's business and operations, the Company's ability to access the capital markets or the trading prices of the Company's common stock.

After numerous discussions with pre-IPO investors from all five Predecessor Funds, Messrs. Schwimmer, Frankel and Ziman, with the support of our board of directors, undertook to offer an accommodation (the "Accommodation") in which Messrs. Schwimmer, Frankel and Ziman, together with certain other pre-IPO owners of the Management Companies, would return up to \$32.1 million that they received in connection with our IPO and formation transactions. The Accommodation would effectively reallocate up to \$21.1 million in Operating Partnership units to pre-IPO investors who elected to participate in the Accommodation by signing transfer agreements containing a release of claims relating to their investment in the Predecessor Funds ("Transfer and Release Agreements"). This \$21.1 million represents the aggregate value allocated to the Management Companies in the formation transactions. As part of the Accommodation, Messrs. Schwimmer, Frankel and Ziman also would forfeit a percentage of their restricted stock grant (valued at \$11.0 million) equal to the portion of the aggregate capital commitments in the Predecessor Funds represented by investors participating in the Accommodation. The effectiveness of the Accommodation was subject to pre-IPO investors representing at least 67.7% of the aggregate capital commitments in each of the Predecessor Funds agreeing to participate in the Accommodation by signing Transfer and Release Agreements.

The Company and Messrs. Schwimmer, Frankel and Ziman, with the agreement of our board of directors, formally communicated the proposed Accommodation to pre-IPO investors in early October. The Accommodation became effective on October 28, 2013. The pre-IPO investors were provided a reply-by date of October 30, 2013 to elect whether to participate in the Accommodation. The Board elected, effective October 29, 2013, to extend that reply-by date to November 30, 2013. There was no further extension of the reply-by date. As of December 31, 2013, the Accommodation has ended, and 97.9% of the pre-IPO investors, who collectively represent 98.5% of the aggregate capital commitments in the Predecessor Funds, participated in the Accommodation by signing Transfer and Release Agreements.

To effect the Accommodation, Messrs. Schwimmer, Frankel, Ziman and certain other pre-IPO owners of the Management Companies returned Operating Partnership units to the Company. The Company subsequently canceled such Operating Partnership units. The Company and the Operating Partnership then issued and paid to participating pre-IPO investors a number of shares of common stock, Operating Partnership units and cash that, in the aggregate, had the same value as the Operating Partnership units returned to the Company by Messrs. Schwimmer, Frankel, Ziman and the other pre-IPO owners of the Management Companies. The form of consideration received by pre-IPO investors corresponded to the form of consideration such investors elected to receive in the formation transactions, with unaccredited investors receiving cash. For purposes of the Accommodation, shares of common stock and Operating Partnership units were valued at \$14.00, which was the IPO price per share of the Company's common stock.

### Changes in Accumulated Other Comprehensive Loss

The following table summarizes the changes in our Accumulated Other Comprehensive Loss balance for the year ended December 31, 2014, which consists solely of adjustments related to our cash flow hedges:

	<b>Accumulated Other Comprehensive Loss</b>
Balance at January 1, 2014	\$ -
Other comprehensive loss before reclassifications	(1,402,000)
Amounts reclassified from accumulated other comprehensive loss to interest expense	-
Net current period other comprehensive loss	(1,402,000)
Less other comprehensive loss attributable to noncontrolling interests	71,000
Other comprehensive loss attributable to common stockholders	(1,331,000)
Balance at December 31, 2014	\$ (1,331,000)

#### 15. Incentive Award Plan

In July 2013, we established the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan (the "Plan"), pursuant to which we may make grants of stock options, restricted stock, long term incentive plan units in our Operating Partnership and other stock based and cash awards to our non-employee directors, employees and consultants. The Plan is administered by our board of directors with respect to awards to non-employee directors and by our compensation committee with respect to other participants each of which may delegate its duties and responsibilities to committees of our directors and/or officers (collectively the "plan administrator"). The plan administrator sets the terms and conditions of all awards under the Plan, including any vesting and vesting acceleration conditions.

The maximum number of shares of our common stock that may be issued or transferred pursuant to the Plan is 2,272,689 shares (of which 1,918,652 shares of common stock remain available for issuance as of December 31, 2014). Shares and units granted under the Plan may be authorized but unissued shares/LTIP units, or, if authorized by the board of directors, shares purchased in the open market. If an award under the Plan is forfeited, expires or is settled for cash, any shares/LTIP units subject to such award may, to the extent of such forfeiture, expiration or cash settlement, be used again for new grants under the Plan. Shares of our restricted common stock generally may not be sold, pledged, assigned or transferred in any manner other than by will or the laws of descent and distribution or, subject to the consent or the administrator of the Plan, a domestic relations order, unless and until all restrictions applicable to such shares have lapsed. Such restrictions generally expire upon vesting. Shares of our restricted common stock are participating securities and have full voting rights and nonforfeitable rights to dividends.

On October 23, 2014, 59,282 shares of restricted common stock were granted to each of the Company's Co-Chief Executive Officers (Messrs. Frankel and Schwimmer). These shares will vest 25%, 25% and 50% on each of the first, second and third anniversaries of the date of grant. The grant date fair value of these awards was \$1.75 million based on the \$14.76 closing share price of the Company's common stock on the date of grant.

On July 17, 2014, 28,777 shares of restricted common stock were granted to the Company's Chief Financial Officer, Mr. Khan. One-third of these shares will vest on each of the first, second and third anniversaries of the date of grant. The grant date fair value of this award was \$0.4 million based on the \$13.90 closing share price of the Company's common stock on the date of grant.

On May 30, 2014, in accordance with the Rexford Industrial Realty, Inc. Non-Employee Director Compensation Program, 3,219 shares of restricted common stock were granted to each of our non-employee directors. These awards will vest on the anniversary of the earlier of (i) the date of the annual meeting of the Company's stockholder next following the grant date and (ii) the first anniversary of the grant date, subject to continued service. The grant date fair value of each award was approximately \$45,000 based on the \$13.98 closing share price of the Company's common stock on the date of grant.

During the year ended December 31, 2014, 78,834 shares of restricted common stock were granted to other employees of the Company. These shares will vest in four equal, annual installments on each of the first four anniversaries of the date of grant. The grant date fair value of these awards was approximately \$1.1 million based on the closing share price of the Company's common stock on the date of grant, which ranged from \$14.07 to \$15.10 per share.

During the year ended December 31, 2014 and the period from July 24, 2013 to December 31, 2013, we recognized net equity compensation expense of approximately \$1.0 million and \$392,000, respectively, related to the restricted common stock grants ultimately expected to vest. Equity compensation expense is included in general and administrative and property expenses in the accompanying consolidated statements of operations. Certain amounts of equity compensation expense are capitalized for employees who provide leasing and construction services. During the year ended December 31, 2014 and the period from July 24, 2013 to December 31, 2013, we capitalized \$121,000 and \$41,000 respectively, related to these employees.

The following is a table summarizing our nonvested restricted stock activity for the year ended December 31, 2014:

	<b>Number of Nonvested Shares of Restricted Common Stock</b>	<b>Weighted-Average Grant Date Fair Value per Share</b>
Balance at January 1, 2014	140,468	\$ 14.00
Granted	243,233	\$ 14.40
Forfeited	(29,664)	\$ 14.04
Vested <sup>(1)</sup>	(34,020)	\$ 14.00
Balance at December 31, 2014	<u>320,017</u>	<u>\$ 14.30</u>

- (1) 6,928 shares of the Company's common stock were tendered in accordance with the terms of the Plan to satisfy minimum tax withholding requirements related to the shares of restricted common stock that have vested. We accept the return of shares at the current quoted closing share price of the Company's common stock on the NYSE to satisfy tax obligations.

The following is a vesting schedule of the total nonvested shares of restricted stock outstanding as of December 31, 2014:

Twelve months ending December 31:	<b>Shares</b>
2015	103,108
2016	87,010
2017	113,825
2018	16,074
	<u>320,017</u>

As of December 31, 2014, there was \$3.3 million of total unrecognized compensation expense related to nonvested shares of our restricted common stock expected to vest, of which \$0.2 million will be capitalized for employees who provide leasing and construction services. As of December 31, 2014, this total unrecognized compensation expense is expected to be recognized over a weighted average remaining period of 33 months.

## 16. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share:

	Year Ended December 31, 2014	Period from July 24, 2013 to December 31, 2013
<b>Numerator:</b>		
Net loss from continuing operations	\$ (1,170,000)	\$ (1,002,000)
Net loss from continuing operations attributable to noncontrolling interests	97,000	121,000
Income from continuing operations attributable to participating securities	(102,000)	(29,000)
Loss from continuing operations attributable to Rexford Industrial Realty, Inc.	<u>\$ (1,175,000)</u>	<u>\$ (910,000)</u>
Income from discontinued operations	\$ 2,146,000	\$ 291,000
Income from discontinued operations attributable to noncontrolling interests	(177,000)	(35,000)
Income from discontinued operations attributable to participating securities	-	-
Income from discontinued operations attributable to Rexford Industrial Realty, Inc.	<u>\$ 1,969,000</u>	<u>\$ 256,000</u>
Net income (loss)	\$ 976,000	\$ (711,000)
Net (income) loss attributable to noncontrolling interests	(80,000)	86,000
Net income attributable to participating securities	(102,000)	(29,000)
Net income (loss) attributable to Rexford Industrial Realty, Inc.	<u>\$ 794,000</u>	<u>\$ (654,000)</u>
<b>Denominator:</b>		
Weighted average shares of common stock outstanding - basic and diluted	31,953,506	24,925,226
<b>Earnings per share - Basic and Diluted:</b>		
Net income (loss) from continuing operations available to common stockholders	\$ (0.04)	\$ (0.04)
Net income from discontinued operations available to common stockholders	\$ 0.06	\$ 0.01
Net income (loss) available to common stockholders	\$ 0.02	\$ (0.03)

Participating securities include 320,017 and 140,468 shares of nonvested restricted stock outstanding at December 31, 2014 and December 31, 2013, respectively, which participate in non-forfeitable dividends of the Company. As participating security holders are not obligated to share in losses of the Company, participating securities have been allocated earnings, in proportion to total weighted average shares outstanding, based upon the greater of net income or common dividends declared.

The effect of including nonvested restricted common stock using the treasury stock method was excluded from our calculation of weighted average shares of common stock outstanding – diluted, as its inclusion would have been antidilutive. As such, the number of weighted average shares of common stock outstanding, both basic and diluted, are the same for the year ended December 31, 2014 and for the period from July 24, 2013 to December 31, 2013.

## 17. Predecessor Equity

Controlling interests in our Predecessor include the interests owned by partners of RILLC, and Rexford Sponsor V LLC, and any interests held by their spouses and children (“RILLC and Affiliates”). Noncontrolling interests relate to all other interests not held by RILLC and Affiliates. Noncontrolling interests also includes the 27.76% interest of 10 investors in RIF I—Walnut, LLC, and the 3.23% interest of one investor in RIF IV—Burbank, LLC, both consolidated subsidiaries in our Predecessor’s financial statements for the period from January 1, 2013 to July 23, 2013 and for the year ended December 31, 2012.

Equity distributions by our Predecessor Funds are allocated between the general partner and limited partners (collectively “Partners”) in accordance with each fund’s operating agreements. Generally this provides for distributions to be allocated to Partners, *pari passu*, in accordance with their respective percentage interests. After Partners have exceeded certain cash distribution thresholds, as defined in each Predecessor Fund’s operating agreement, then the general partner may receive incentive promote cash distributions commensurate with the cash return performance hurdles also detailed in the Predecessor Fund’s operating agreement. Each fund’s operating agreement generally provides for income, expenses, gains and losses to be allocated in a manner consistent with cash distributions described above.

During November and December 2012, our predecessor granted to its employees a 9.0% equity interest in Rexford Fund V Manager, LLC’s (“Fund V Manager”) profits interest in RIF V. An additional 2.0% equity interest was granted in January 2013. Fund V Manager is the controlling member of RIF V and is a wholly-owned subsidiary of Sponsor. The fair value of these

interests was estimated to be approximately \$1.0 million at the time they were granted. The equity interests are considered performance-based equity interests and are subject to graded vesting over the shorter of a 7-year period or the dissolution date of Fund V Manager. On July 24, 2013, the day we consummated our IPO, Fund V Manager was dissolved.

We expensed \$985,000 during the period from January 1, 2013 to July 23, 2013 related to these equity awards.

#### 18. Quarterly Information (unaudited)

The table below reflects selected quarterly information for the years ended December 31, 2014 and 2013.

	<b>Rexford Industrial Realty, Inc.</b>				
	<b>Three Months Ended<sup>(1)</sup></b>				
	<b>September 30,</b>				
	<b>December 31, 2014</b>	<b>2014</b>	<b>June 30, 2014</b>	<b>March 31, 2014</b>	
Revenues from continuing operations <sup>(2)</sup>	\$ 19,858,000	\$ 18,036,000	\$ 14,996,000	\$ 13,691,000	
Net income (loss) from continuing operations <sup>(2)</sup>	\$ 145,000	\$ (679,000)	\$ 81,000	\$ (717,000)	
Income (loss) from discontinued operations <sup>(2)</sup>	\$ -	\$ -	\$ -	\$ 2,146,000	
Net income (loss)	\$ 145,000	\$ (679,000)	\$ 81,000	\$ 1,429,000	
Net income (loss) attributable to common stockholders	\$ 107,000	\$ (623,000)	\$ 49,000	\$ 1,261,000	
Net income (loss) attributable to common stockholders per share - basic and diluted	\$ -	\$ (0.02)	\$ -	\$ 0.05	

	<b>Rexford Industrial Realty, Inc.</b>			<b>Rexford Industrial Realty, Inc. Predecessor</b>		
	<b>Three Months Ended December 31, 2013<sup>(1)</sup></b>	<b>Period From<sup>(1)</sup></b>		<b>Three Months Ended<sup>(1)</sup></b>		
		<b>July 24, 2013 to September 30, 2013</b>	<b>July 1, 2013 to July 23, 2013</b>	<b>June 30, 2013</b>	<b>March 31, 2013</b>	
Revenues from continuing operations <sup>(2)</sup>	\$ 12,638,000	\$ 8,980,000	\$ 2,734,000	\$ 10,717,000	\$ 9,297,000	
Net income (loss) from continuing operations <sup>(2)</sup>	\$ (1,177,000)	\$ 175,000	\$ (5,877,000)	\$ (2,750,000)	\$ 434,000	
Income (loss) from discontinued operations <sup>(2)</sup>	\$ 171,000	\$ 120,000	\$ 9,000	\$ 2,282,000	\$ 1,619,000	
Net income (loss)	\$ (1,006,000)	\$ 295,000	\$ (5,868,000)	\$ (468,000)	\$ 2,053,000	
Net income (loss) attributable to common stockholders	\$ (910,000)	\$ 256,000	\$ (2,309,000)	\$ (2,286,000)	\$ 327,000	
Net income (loss) attributable to common stockholders per share - basic and diluted	\$ (0.04)	\$ 0.01	n/a	n/a	n/a	

(1) The summation of the quarterly financial data may not equal the annual number reported in the consolidated statements of operations due to rounding.

(2) All periods have been adjusted from amounts previously disclosed in our quarterly filings on Form 10-Q and our prospectus on form S-11 to reclassify amounts related to discontinued operations (see Note 13 for additional information).

#### 19. Subsequent Events

Subsequent to December 31, 2014, 24,487 OP Units were converted into an equivalent number of shares of common stock.

On January 21, 2015, we acquired the property located at 8902-8940 Activity Road in central San Diego, CA for a contract price of \$18.5 million using funds from our unsecured revolving credit facility. The property consists of five multi-tenant buildings totaling 112,501 square feet, situated on 10.02 acres of land.

On January 21, 2015, we acquired the property located at 12907 Imperial Highway in Santa Fe Springs, CA for a contract price of \$12.2 million. The acquisition was partially funded by the assumption of \$5.4 million of mortgage debt encumbering the property. The remainder was funded with the application of a previously funded cash deposit and by drawing on our unsecured revolving credit facility. The property consists of one single-tenant building totaling 101,080 square feet, situated on 4.21 acres of land.



On February 3, 2015, we completed a second public follow-on offering of 11,500,000 shares of common stock at a price per share of \$16.00. The net proceeds were approximately \$176.4 million, after deducting the underwriting discount and estimated offering costs of approximately \$7.6 million. We contributed the net proceeds of the offering to our Operating Partnership in exchange for 11,500,000 common units of partnership interests in the Operating Partnership. A portion of the net proceeds from this offering were used to repay all of the outstanding borrowings under our unsecured revolving credit facility, which had an outstanding balance of \$116.0 million on February 6, 2015, the date of repayment.

During February 2015, we issued 108,699 shares of restricted stock to non-executive employees of the Company and two of our non-employee directors. 108,066 of these shares will vest in four equal annual installments on each of the first four anniversaries of the date of grant, and the remaining 633 shares will vest on the date of the Company's 2015 annual stockholders' meeting.

**REXFORD INDUSTRIAL REALTY, INC. AND  
REXFORD INDUSTRIAL REALTY, INC. PREDECESSOR  
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION**

Property Address	Location	Encumbrances	Initial Cost		Costs Capitalized	Gross Amounts at Which Carried at Close of Period			Accumulated Depreciation (2)	Year Build / Year Renovated	Year Acquired
			Land	Building and Improvements	Subsequent to Acquisition	Land (1)	Building & Improvements (1)	Total			
15241 - 15277, 15317 - 15339 Don Julian Rd.	City of Industry, CA	(3)	3,875	2,407	9,029	3,875	11,436	15,311	(4,488)	1965, 2005 / 2003	2002
300 South Lewis Rd.	Camarillo, CA	(3)	4,150	3,050	6,913	4,150	9,963	14,113	(4,239)	1960-1963 / 2006	2003
1400 South Shamrock 12910 East Mulberry Dr.	Monrovia, CA Whittier, CA	--	2,317	2,534	659	2,317	3,193	5,510	(1,774)	1957, 1962 / 2004	2003
2220-2260 Camino del Sol	Oxnard, CA	(3)	868	-	4,031	868	4,031	4,899	(1,025)	1962 / 2009	2003
14250-14278 Valley Blvd.	La Puente, CA	--	2,539	2,020	2,187	2,539	4,207	6,746	(1,732)	1974 / 2007	2003
2300-2386 East Walnut Ave.	Fullerton, CA	(3)	6,817	6,089	606	6,817	6,695	13,512	(2,777)	1985-1986 / 2005	2004
15140 & 15148 Bledsoe St., 13065 - 13081 Bradley Ave.	Sylmar, CA	--	2,525	3,380	3,922	2,525	7,302	9,827	(2,483)	1969, 2008 / 2006	2004
28340 - 28400 Avenue Crocker	Valencia, CA	--	2,666	3,343	1,880	2,666	5,223	7,889	(1,782)	1987 / 2006	2004
21-29 West Easy St. 10439-10477 Roselle St.	Simi Valley, CA San Diego, CA	--	2,346	4,522	1,067	2,346	5,589	7,935	(2,104)	1991 / 2006	2004
12345 First American Way	Poway, CA	--	4,711	3,199	62	4,711	3,261	7,972	(199)	1970 / 2007	2013
1631 N. Placentia Ave., 2350 - 2384 E.	Poway, CA	--	2,469	2,489	2,754	800	3,712	4,512	(1,265)	2002 / 2007	2005
Orangethorpe Ave.	Anaheim, CA	--	4,893	1,386	869	4,893	2,255	7,148	(882)	1973 / 2007	2005
2575 Pioneer Ave.	Vista, CA	--	1,784	2,974	1,679	1,784	4,653	6,437	(1,593)	1988 / 2006	2004
311, 319, 329 & 333 157th St.	Gardena, CA	--	3,100	786	955	3,100	1,741	4,841	(760)	1960-1971 / 2006-2011	2006
9641 - 9657 Santa Fe Springs Rd.	Santa Fe Springs, CA	--	3,740	260	6,867	3,740	7,127	10,867	(1,259)	1982 / 2009	2006
28159 Avenue Stanford	Valencia, CA	--	1,849	6,776	2,596	1,849	9,372	11,221	(2,839)	1987 / 2008	2006
15715 Arrow Highway	Irwindale, CA	(3)	3,604	5,056	(84)	3,604	4,972	8,576	(1,680)	1989	2006
2431-2465 Impala Dr.	Carlsbad, CA	--	5,470	7,308	1,965	5,470	9,273	14,743	(3,027)	1983 / 2006	2006
6200 & 6300 Yarrow Dr.	Carlsbad, CA	--	5,001	7,658	2,777	5,001	10,435	15,436	(3,845)	1977-1988 / 2006	2005
6231 & 6241 Yarrow Dr.	Carlsbad, CA	--	3,473	5,119	859	3,473	5,978	9,451	(2,251)	1977 / 2006	2006
9160 - 9220 Cleveland Ave., 10860 6th St.	Rancho Cucamonga, CA	--	3,647	11,867	2,141	3,647	14,008	17,655	(5,467)	1988-1989 / 2006	2006
9375 Archibald Ave. 18118-18120 S. Broadway	Rancho Cucamonga, CA Carson, CA	--	3,572	3,239	1,794	1,808	3,610	5,418	(1,217)	1980 / 2007	2007
		--	3,013	2,161	286	3,013	2,447	5,460	(210)	1957 / 1989	2013

Property Address	Location	Encumbrances	Costs Capitalized Subsequent to Acquisition			Gross Amounts at Which Carried at Close of Period			Accumulated Depreciation (2)	Year Build / Year Renovated	Year Acquired
			Initial Cost	Building and Improvements	Building and Improvements	Land (1)	Building & Improvements (1)	Total			
6010 Paramount Ave., 2708 Seaboard Lane	Long Beach, CA	--	1,004	175	581	1,004	756	1,760	(265)	1981-1982	2007
901 W. Alameda Ave.	Burbank, CA	--	6,304	2,996	4,836	6,304	7,832	14,136	(2,330)	1969 / 2009	2007
1938-1946 E. 46th St. 700 Allen Ave., 1840 Dana St., & 1830 Flower	Vernon, CA	--	7,015	7,078	1,296	7,015	8,374	15,389	(2,245)	1961, 1983 / 2008-2010	2007
89-91 N. San Gabriel Blvd., 2670-2674 Walnut Ave., 2675 Nina St.	Glendale, CA	--	4,845	1,163	1,960	4,845	3,123	7,968	(328)	1949, 1961 / 2011-2012	2008
9220-9268 Hall Rd.	Pasadena, CA	--	1,759	2,834	1,863	1,759	4,697	6,456	(1,022)	1947, 1985 / 2009	2008
131 W. 33rd St.	Downey, CA	--	6,974	2,902	94	6,974	2,996	9,970	(747)	2008	2009
5803 Newton Dr.	National City, CA	--	2,390	5,029	208	2,390	5,237	7,627	(1,761)	1969 / 2008	2006
929, 935, 939 & 951 Poinsettia Ave.	Carlsbad, CA	--	3,152	7,155	1,425	1,692	5,460	7,152	(1,908)	1997-1999 / 2009	2007
200-220 South Grand Ave.	Vista, CA	--	4,453	5,900	622	2,830	4,560	7,390	(1,452)	1989 / 2007	2008
3720-3750 W. Warner Ave.	Santa Ana, CA	--	2,579	667	184	2,371	805	3,176	(240)	1973 / 2008	2007
6750 Unit B-C - 6780 Central Ave.	Santa Ana, CA	--	3,028	1,058	512	3,028	1,570	4,598	(534)	1973 / 2008	2007
77-700 Enfield Lane	Riverside, CA	--	3,323	1,118	1,161	1,441	1,755	3,196	(666)	1978	2007
1050 Arroyo Ave.	Palm Desert, CA	--	1,110	1,189	209	397	691	1,088	(292)	1990	2007
600-650 South Grand Ave.	San Fernando, CA	--	3,092	1,900	2	3,092	1,902	4,994	(161)	1969 / 2012	2010
121-125 N. Vinedo Ave.	Santa Ana, CA	--	4,298	5,075	162	4,298	5,237	9,535	(338)	1988	2010
3441 West MacArthur Blvd.	Pasadena, CA	--	3,481	3,530	1	3,481	3,531	7,012	(290)	1953 / 1993	2011
6701 & 6711 Odessa Ave.	Santa Ana, CA	--	4,179	5,358	3	4,179	5,361	9,540	(303)	1973	2011
13914-13932 Valley Blvd.	Van Nuys, CA	--	1,582	1,856	44	1,582	1,900	3,482	(100)	1970-1972 / 2012	2011
10700 Jersey Blvd. 15705, 15709 Arrow Highway & 5220 Fourth St.	La Puente, CA	--	2,372	2,431	77	2,372	2,508	4,880	(177)	1978, 1988 / 2012	2011
20920-20950 Normandie Ave.	Rancho Cucamonga, CA	--	3,158	4,860	164	3,158	5,024	8,182	(341)	1988-1989	2011
14944, 14946, 14948 Shoemaker Ave.	Irwindale, CA	--	3,608	2,699	64	3,608	2,763	6,371	(195)	1987	2011
6423-6431 & 6407- 6119 Alondra Blvd.	Torrance, CA	--	3,253	1,605	60	3,253	1,665	4,918	(114)	1989	2011
1400 S. Campus Ave.	Santa Fe Springs, CA	--	3,720	2,641	264	3,720	2,905	6,625	(207)	1978 / 2012	2011
	Paramount, CA	--	1,396	925	8	1,396	933	2,329	(70)	1986	2011
	Ontario, CA	--	3,266	2,961	2	3,266	2,963	6,229	(1,192)	1964-1966, 1973, 1987	2012

Property Address	Location	Encumbrances	Costs Capitalized Subsequent to Acquisition			Gross Amounts at Which Carried at Close of Period			Accumulated Depreciation (2)	Year Build / Year Renovated	Year Acquired
			Initial Cost	Building and Improvements	Building and Improvements	Land (1)	Building & Improvements (1)	Total			
15041 Calvert St.	Van Nuys, CA	--	4,096	1,570	2	4,096	1,572	5,668	(105)	1971	2012
701 Del Norte Blvd.	Oxnard, CA	--	3,082	6,230	32	3,082	6,262	9,344	(391)	2000	2012
3350 Tyburn St., 3332, 3334, 3360, 3368, 3370, 3378, 3380, 3410, 3424 N. San Fernando Rd.	Los Angeles, CA	42,750	17,978	39,471	561	17,978	40,032	58,010	(2,317)	1966, 1992, 1993, 1994	2013
8900-8980 Benson Ave., 5637 Arrow Highway	Montclair, CA Los Angeles, CA	--	2,285	4,778	412	2,285	5,190	7,475	(342)	1974	2013
1661 240th St.	Los Angeles, CA	--	3,043	2,550	3,575	3,043	6,125	9,168	(158)	1975 / 1995	2013
8101-8117 Orion Ave.	Van Nuys, CA	--	1,389	3,872	78	1,389	3,950	5,339	(243)	1978	2013
18310-18330 Oxnard St.	Tarzana, CA	--	2,497	5,494	548	2,497	6,042	8,539	(327)	1973	2013
22343-22349 La Palma Ave.	Yorba Linda, CA	--	6,087	5,984	174	6,087	6,158	12,245	(332)	1988	2013
1100-1170 Gilbert St. & 2353-2373 La Palma Ave.	Anaheim, CA	3,059 (4)	4,582	5,135	127	4,582	5,262	9,844	(359)	1972 / 1990 / 2013	2013
280 Bonita Ave., 2743 Thompson Creek Rd.	Pomona, CA	--	8,001	17,734	(14)	8,001	17,720	25,721	(679)	1983	2013
2950 Madera Rd.	Simi Valley, CA	(3)	3,601	8,033	2	3,601	8,035	11,636	(310)	1988 / 2005	2013
10635 Vanowen St.	Burbank, CA	--	1,517	1,833	331	1,517	2,164	3,681	(86)	1977	2013
7110 Rosecrans Ave.	Paramount, CA	--	3,117	1,894	417	3,117	2,311	5,428	(66)	1972	2014
14723-14825 Oxnard St.	Van Nuys, CA	--	4,458	3,948	859	4,458	4,807	9,265	(152)	1964 / 1968	2014
845, 855, 865 S Milliken Ave & 4317, 4319 Santa Ana St.	Ontario, CA	--	2,260	6,043	35	2,260	6,078	8,338	(269)	1985	2014
1500-1510 W. 228th St.	Torrance, CA	--	2,428	4,271	45	2,428	4,316	6,744	(158)	1963 / 1968	2014
24105 Frampton Ave.	Torrance, CA	--	2,315	1,553	88	2,315	1,641	3,956	(93)	1974	2014
1700 Saturn Way	Seal Beach, CA	--	7,935	10,525	-	7,935	10,525	18,460	(280)	2006	2014
2980 & 2990 N San Fernando Road	Burbank, CA	10,297 (5)	6,373	7,356	89	6,373	7,445	13,818	(224)	1950 / 2004	2014
20531 Crescent Bay Dr.	Lake Forest, CA	--	2,181	4,012	4	2,181	4,016	6,197	(113)	1998	2014
2610 & 2701 S. Birch Street	Santa Ana, CA	--	9,305	2,115	5	9,305	2,120	11,425	(49)	1965	2014
710 South Dupont Avenue & 4051 Santa Ana Street	Ontario, CA	--	3,725	6,145	24	3,725	6,169	9,894	(136)	2001	2014
9755 Distribution Ave.	San Diego, CA	(6)	1,863	3,211	-	1,863	3,211	5,074	(107)	1974	2014
9855 Distribution Ave	San Diego, CA	(6)	2,733	5,041	6	2,733	5,047	7,780	(113)	1983	2014

Property Address	Location	Encumbrances	Initial Cost		Costs Capitalized	Gross Amounts at Which Carried at Close of			Accumulated	Year Build /	Year
			Land	Building and Improvements	Subsequent to Acquisition	Land (1)	Building & Improvements (1)	Total			
9340 Cabot Drive	San Diego, CA	(6)	4,311	6,126	10	4,311	6,136	10,447	(144)	1975 / 1976	2014
9404 Cabot Drive	San Diego, CA	(6)	2,413	3,451	-	2,413	3,451	5,864	(82)	1975 / 1976	2014
9455 Cabot Drive	San Diego, CA	(6)	4,423	6,799	118	4,423	6,917	11,340	(155)	1975 / 1976	2014
14955-14971 E Salt Lake Ave	City of Industry, CA	(6)	5,125	5,009	277	5,125	5,286	10,411	(123)	1979	2014
5235 East Hunter Ave.	Anaheim, CA	(6)	5,240	5,065	11	5,240	5,076	10,316	(210)	1987	2014
3880 West Valley Blvd.	Pomona, CA	(6)	3,982	4,796	-	3,982	4,796	8,778	(197)	1980	2014
1601 Alton Pkwy.	Irvine, CA	--	7,638	4,946	49	7,638	4,995	12,633	(102)	1974	2014
3116 W. Avenue 32 21040 Nordoff Street, 9035 Independence Avenue; 21019 - 21045 Osborne Street	Los Angeles, CA	--	3,761	6,729	232	3,761	6,961	10,722	(139)	1974	2014
24935 & 24955 Avenue Kearny	Chatsworth, CA	--	7,230	9,058	6	7,230	9,064	16,294	(196)	1979 / 1980	2014
605 8th Street	Santa Clarita, CA	--	4,773	5,970	321	4,773	6,291	11,064	(161)	1988	2014
9120 Mason Ave.	San Fernando, CA	--	2,393	2,742	38	2,393	2,780	5,173	(34)	1991	2014
7900 Nelson Rd.	Chatsworth, CA	--	9,224	19,346	-	9,224	19,346	28,570	(249)	1967 / 1999	2014
679-691 S Anderson St.	Los Angeles, CA	--	8,484	15,948	58	8,484	16,006	24,490	(49)	1998	2014
10509 Business Drive	Los Angeles, CA	--	1,723	4,767	-	1,723	4,767	6,490	(15)	1992	2014
13231 Slover Avenue	Fontana, CA	--	3,505	5,237	-	3,505	5,237	8,742	(20)	1989	2014
240 W Ivy Avenue	Fontana, CA	--	2,812	4,739	-	2,812	4,739	7,551	(18)	1990	2014
3000 Paseo Mercado, 3120-3150 Paseo Mercado	Inglewood, CA	--	2,064	3,675	-	2,064	3,675	5,739	(14)	1981	2014
2350-2380 Eastman Ave	Oxnard, CA	--	2,616	8,311	-	2,616	8,311	10,927	(33)	1988	2014
1800 Eastman Ave	Oxnard, CA	--	1,805	3,856	-	1,805	3,856	5,661	(22)	2003	2014
2360-2364 E. Sturgis Road	Oxnard, CA	--	842	2,209	-	842	2,209	3,051	(12)	2009	2014
201 Rice Ave. & 2400- 2420 Celsius	Oxnard, CA	--	1,128	2,726	-	1,128	2,726	3,854	(12)	1989	2014
11120, 11160, 11200 Hindry Ave	Oxnard, CA	--	3,487	9,589	-	3,487	9,589	13,076	(39)	2008	2014
6970-7170 & 7310- 7374 Convoy Ct.	Los Angeles, CA	--	3,478	7,834	-	3,478	7,834	11,312	-	1992 / 1994	2014
Investments in real estate	San Diego, CA	--	10,805	18,426	-	10,805	18,426	29,231	-	1971	2014
			<u>\$ 56,106</u>	<u>\$ 377,352</u>	<u>\$ 490,509</u>	<u>\$ 81,233</u>	<u>\$ 368,033</u>	<u>\$ 562,429</u>	<u>\$ 930,462</u>	<u>\$ (76,884)</u>	

Note: As of December 31, 2014, the aggregate cost for federal income tax purposes of investments in real estate was approximately \$873.9 million.

- (1) During 2009, we recorded impairment charges totaling \$19.6 million in continuing operations (of which \$18.6 million relates to properties still owned by us) to write down our investments in real estate to fair value. Of the \$18.6 million, \$9.3 million is included as a reduction of "Land" in the table above, with the remaining \$9.3 million included as a reduction of "Buildings and Improvements".
- (2) The depreciable life for buildings and improvements ranges from 10-30 years for buildings, 20 years for site improvements, and the shorter of the estimated useful life or respective lease term for tenant improvements.
- (3) These 6 properties secure a \$60.0 million term loan.
- (4) Includes unamortized discount of \$114.
- (5) Includes unamortized premium of \$144.
- (6) These 8 properties secure a \$48.5 million term loan.

The changes in total investments in real estate, including investments in real estate held for sale, and accumulated depreciation, including accumulated depreciation for investments in real estate held for sale, for the three years ended December 31, 2014, 2013, and 2012 are as follows:

	Year ended December 31,		
	2014	2013	2012
Balance, Beginning of Year	\$ 555,433	\$ 397,597	\$ 377,080
Acquisition of Investment in Real Estate	375,422	148,811	19,714
Construction Costs and Improvements	14,485	3,802	4,620
Step-up in Basis Adjustment	-	28,070	-
Disposition of Investment in Real Estate	(14,816)	(20,275)	(3,817)
Write-off of Fully Depreciated Assets	(62)	(2,572)	-
Balance, End of Year	<u>\$ 930,462</u>	<u>\$ 555,433</u>	<u>\$ 397,597</u>

	Year ended December 31,		
	2014	2013	2012
Balance, Beginning of Year	\$ (60,898)	\$ (60,574)	\$ (50,614)
Depreciation of Investment in Real Estate	(18,042)	(11,288)	(9,960)
Step-up in Basis Adjustment	-	4,357	-
Disposition of Investment in Real Estate	1,994	4,035	-
Write-off of Fully Depreciated Assets	62	2,572	-
Balance, End of Year	<u>\$ (76,884)</u>	<u>\$ (60,898)</u>	<u>\$ (60,574)</u>

**REXFORD INDUSTRIAL REALTY, INC.  
NON-EMPLOYEE DIRECTOR COMPENSATION PROGRAM  
(Effective as of October 1, 2014)**

This Rexford Industrial Realty, Inc. (the “Company”) Non-Employee Director Compensation Program (the “Program”) for the Company’s non-employee directors (the “Directors”) is effective as of October 1, 2014, and amends and replaces in its entirety the Program approved by the Board of Directors (the “Board”) effective as of August 4, 2014. Capitalized terms not otherwise defined herein are as defined in the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan (the “Plan”).

***Cash Compensation***

Annual Retainers:

Effective October 1, 2014, our Directors are entitled to receive annual retainers in the following amounts, pro-rated for any partial year of service (replacing the prior retainers):

Director:	\$40,000
Chair of Audit Committee:	\$20,000
Chair of Compensation Committee:	\$15,000
Chair of Nominating and Corporate Governance Committee:	\$10,000
Lead Independent Director:	\$25,000

The Chairman of the Board shall receive an annual retainer of \$250,000 (pro-rated for any partial year of service) in lieu of the \$40,000 annual retainer payable to Directors.

Meeting Fees:

Effective October 1, 2014, other than the Chairman of the Board, all of our Directors are entitled to receive meeting fees for attendance at Board or Committee meetings in the following amounts:

In-Person:	\$2,000
Telephonic:	\$2,000

For purposes of the meeting fees described in this Program, a “meeting” shall be defined to include a regular or special meeting of the Board or a Committee, with notice of the time and place of the meeting having been duly given or waived.

All annual retainers and meeting fees will be paid in cash quarterly in arrears promptly following the end of the applicable calendar quarter, but in no event more than 30 days after the end of such quarter.

***Equity Compensation***

IPO Restricted Stock Grant:

Each Director who served at the Company’s initial public offering (“IPO”), other than the Chairman of the Board, was granted Restricted Stock with a value of \$40,000 on the date of the closing of the IPO (the “IPO Grant”). The IPO Grant vests in substantially equal one-third installments on the first, second and third anniversaries of the closing of the IPO, subject to continued service.

Initial Restricted Stock Grant:

Each Director who is initially elected to serve on the Board after the IPO shall automatically be granted on the date of such initial election or appointment Restricted Stock with a value equal to \$40,000; provided, that if such initial election or appointment does not occur at an annual meeting of the Company’s stockholders, the value of the Restricted Stock grant will equal the product of (i) \$40,000 multiplied by (ii) a fraction, the numerator of which equals the number of full calendar months from the date of such election or appointment through the first anniversary of the most recent annual meeting of the Company’s stockholders (or the IPO, if no such annual meeting has yet occurred) and the denominator of which equals twelve (the “Initial Grant”).



The Initial Grant shall vest in full on the earlier of (i) the date of the annual meeting of the Company's stockholders next following the grant date (it being understood that the Initial Grant shall vest on the date of such annual meeting whether or not the Director is re-elected at such meeting, so long as the Director serves through such meeting) and (ii) the first anniversary of the grant date, subject in each case to continued service.

Annual Restricted Stock Grant:

Each Director serving on the Board as of the date of each annual meeting of stockholders and who is re-elected for another year of service as a Director at such annual meeting shall automatically be granted Restricted Stock with a value of \$50,000 on the date of the applicable annual meeting (the "Annual Grant").

Each Annual Grant will vest in full on the earlier of (i) the date of the annual meeting next following the grant date (it being understood that the Annual Grant shall vest on the date of such annual meeting whether or not the Director is re-elected, so long as the Director serves through such meeting) and (ii) the first anniversary of the grant date, subject to continued service.

*Miscellaneous*

For purposes of determining the number of shares subject to each IPO Grant, each Initial Grant and each Annual Grant, (i) in the case of an IPO Grant, the dollar value of such grant was divided by the IPO price per share of Common Stock, and (ii) in the case of an Initial Grant or an Annual Grant, the dollar value of such grant shall be divided by the Common Stock closing price on the date of such grant, in each case rounded up to the nearest whole share of Common Stock.

All applicable terms of the Plan apply to this Program as if fully set forth herein, and all grants of Restricted Stock hereby are subject in all respects to the terms of such Plan (as applicable). The grant of any Restricted Stock under this Program shall be made solely by and subject to the terms set forth in a written agreement in a form to be approved by the Board and duly executed by an executive officer of the Company.

*Amendment, Modification and Termination*

This Program may be amended, modified or terminated on a prospective basis by the Board in the future at its sole discretion.

## REXFORD INDUSTRIAL REALTY, INC.

*Statement of Computation of Ratio of Earnings to Fixed Charges*  
(in thousands, except ratios)

	Rexford Industrial Realty, Inc.		Rexford Industrial Realty, Inc. Predecessor		
	Year ended December 31, 2014	Period from July 24, 2013 to December 31, 2013	Period from January 1, 2013 to July 23, 2013	Year ended December 31, 2012	Year ended December 31, 2011
<b>Earnings</b>					
Add:					
Loss from continuing operations before adjustment for income or loss from equity investees	\$ (1,141,000)	\$ (1,102,000)	\$ (7,279,000)	\$ (8,436,000)	\$ (7,619,000)
Fixed charges (see below)	6,534,000	1,791,000	9,415,000	16,950,000	17,535,000
Distributed income of equity investees	1,689,000	-	-	-	-
Subtract:					
Capitalized interest	(42,000)	-	-	-	-
Earnings	\$ 7,040,000	\$ 689,000	\$ 2,136,000	\$ 8,514,000	\$ 9,916,000
<b>Fixed Charges</b>					
Interest expense	\$ 6,400,000	\$ 1,763,000	\$ 9,395,000	\$ 16,875,000	\$ 17,466,000
Capitalized interest	42,000	-	-	-	-
Rental expense at computed interest factor <sup>(1)</sup>	92,000	28,000	20,000	75,000	69,000
Fixed charges	\$ 6,534,000	\$ 1,791,000	\$ 9,415,000	\$ 16,950,000	\$ 17,535,000
<b>Consolidated ratio of earnings (loss) to fixed charges</b>	<b>1.08</b>	<b>0.38</b>	<b>0.23</b>	<b>0.50</b>	<b>0.57</b>
<b>Inadequate amount</b>	<b>--</b>	<b>\$ (1,102,000)</b>	<b>\$ (7,279,000)</b>	<b>\$ (8,436,000)</b>	<b>\$ (7,619,000)</b>

(1) Amounts represent those portions of rent expense (one-third) that are reasonable approximations of interest costs.

## SUBSIDIARIES OF REXFORD INDUSTRIAL REALTY, INC.

Name	Jurisdiction of Formation/Incorporation
Rexford Industrial Realty, L.P.	Maryland
REXFORD INDUSTRIAL REALTY AND MANAGEMENT, INC.	California
RIF V – SPE OWNER, LLC	Delaware
RIF V – SPE MANAGER, LLC	California

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-190074) pertaining to the Rexford Industrial Realty, Inc. and Rexford Industrial Realty, L.P. 2013 Incentive Award Plan;
- (2) Registration Statement (Form S-3 No. 333-197849) of Rexford Industrial Realty, Inc.; and
- (3) Registration Statement (Form S-3 No. 333-197850) of Rexford Industrial Realty, Inc.;

of our report dated March 6, 2015 with respect to the consolidated and combined financial statements and schedule of Rexford Industrial Realty, Inc. and Rexford Industrial Realty, Inc. Predecessor included in this Annual Report (Form 10-K) of Rexford Industrial Realty, Inc. for the year ended December 31, 2014.

/s/ Ernst & Young, LLP

Los Angeles, California  
March 6, 2015

## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael S. Frankel, certify that:

1. I have reviewed this annual report on Form 10-K of Rexford Industrial Realty, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 6, 2015

By: \_\_\_\_\_  
/s/ Michael S. Frankel  
Michael S. Frankel  
*Co-Chief Executive Officer*

## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Howard Schwimmer, certify that:

1. I have reviewed this annual report on Form 10-K of Rexford Industrial Realty, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 6, 2015

By: \_\_\_\_\_  
/s/ Howard Schwimmer  
Howard Schwimmer  
Co-Chief Executive Officer

## CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Adeel Khan, certify that:

1. I have reviewed this annual report on Form 10-K of Rexford Industrial Realty, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 6, 2015

By: \_\_\_\_\_  
/s/ Adeel Khan  
Adeel Khan  
*Chief Financial Officer*

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Rexford Industrial Realty, Inc. (the "Company") for the year ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael S. Frankel, Co-Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael S. Frankel

\_\_\_\_\_  
Michael S. Frankel

Co-Chief Executive Officer

March 6, 2015



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Rexford Industrial Realty, Inc. (the "Company") for the year ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Howard Schwimmer, Co-Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Howard Schwimmer

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Howard Schwimmer  
Co-Chief Executive Officer  
March 6, 2015

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Rexford Industrial Realty, Inc. (the "Company") for the year ended December 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Adeel Khan, Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Adeel Khan  
\_\_\_\_\_  
Adeel Khan  
Chief Financial Officer  
March 6, 2015