

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-K/A**

**AMENDMENT NO. 1**  
**to**  
**FORM 10-K**

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**For the Fiscal Year Ended December 31, 2003**

or

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**Commission File Number 333-64391**

**Inland Retail Real Estate Trust, Inc.**

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

36-4246655  
(I.R.S. Employer Identification  
Number)

2901 Butterfield Road,  
(Address of principal executive office)

Oak Brook, Illinois 60523  
(Zip Code)

Registrant's telephone number, including area code: 630-218-8000

Securities registered pursuant to Section 12(b) of the Act:	
Title of each class:	Name of each exchange on which registered:
None	None

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

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 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. ☒

As of June 30, 2003, the aggregate market value of the shares of common stock held by non-affiliates of the registrant was \$2,156,103,935 (based on the price for which each share was sold).

As of March 5, 2004, there were 225,736,601 shares of common stock outstanding.

Indicate by checkmark whether the registrant is an accelerated filer (as defined in Securities Exchange Act Rule 12b-2).

Yes ☒ No ☐

## PART IV

### Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) List of documents filed:

- (1) The consolidated financial statements of the Company included in this report are set forth in Item 8.
- (2) Financial Statement Schedules

The following financial statement schedule for the year ended December 31, 2003 is submitted herewith

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Schedules not filed:

All schedules other than the one listed above have been omitted as the required information is inapplicable or the information is presented in the consolidated financial statements or related notes.

(3) Exhibits. The following exhibits are filed as part of this document:

<u>Item No.</u>	<u>Description</u>
3.1	Third Articles of Amendment and Restatement of Charter of Inland Retail Real Estate Trust, Inc. (Included as Exhibit 3.1 to the Company's Registration Statement on Form S-11 filed on April 5, 2002 [File No. 333-85666] and incorporated herein by reference.)
3.1(a)	Articles of Amendment of Inland Retail Real Estate Trust, Inc. filed April 2, 2002. (Included as Exhibit 3.1(a) to the Company's Registration Statement on Form S-11 filed April 5, 2002 [File No. 333-85666] and incorporated herein by reference.)
3.2	Amended and Restated Bylaws of Inland Retail Real Estate Trust, Inc. (Included as Exhibit 3.2 to Form 10-K for the year ended December 31, 2001 [File No. 000-30413] and incorporated herein by reference.)
3.2(a)	Amendment to Amended and Restated Bylaws of Inland Retail Real Estate Trust, Inc. dated February 22, 2002.
4.1	Agreement of Limited Partnership of Inland Retail Real Estate Limited Partnership. (Included as Exhibit 4.1 to the Company's Registration Statement on Form S-11 filed November 28, 2000 [File No. 333-50822] and incorporated herein by reference.)
4.1(a)	First Amendment to Agreement of Limited Partnership of Inland Retail Real Estate Limited Partnership. (Included as Exhibit 4.1(a) to the Company's Registration Statement on Form S-11 filed November 28, 2000 [File No. 333-50822] and incorporated herein by reference.)
4.2	Specimen Certificate for the shares. (Included as Exhibit 4.2 to the Company's Registration Statement on Form S-11 filed September 28, 1998 [File No. 333-64391] and incorporated herein by reference.)
10.1	Escrow Agreement by and among Inland Retail Real Estate Trust, Inc., Inland Securities Corporation and La Salle National Bank, N. A. (Included as Exhibit 10.1 to the Company's Registration Statement on Form S-11 filed on January 31, 2001 [File No. 333-05822] and incorporated herein by reference.)
10.2	First Amendment and Restated Advisory Agreement by and between Inland Retail Real Estate Trust, Inc. and Inland Retail Real Estate Advisory Services, Inc. (Included as Exhibit 10.2 to the Company's Registration Statement on Form S-11 filed November 28, 2000 [File No. 333-05822] and incorporated herein by reference.)

<u>Item No.</u>	<u>Description</u>
10.2(a)	First Amendment to First Amended and Restated Advisory Agreement. (Included as Exhibit 10.2(a) Post-Effective Amendment No. 2 to the Company's Registration Statement filed on August 1, 2001 [File No. 333-50822] and incorporated herein by reference.)
10.3	Master Management Agreement, including the form of Management Agreement for each Property by and between Inland Retail Real Estate Trust, Inc. and Inland Southeast Property Management Corp. (Included as Exhibit 10.3 to the Company's Registration Statement on Form S-11 filed November 28, 2000 [File No. 333-50822] and incorporated herein by reference.)
10.3(a)	First Amendment to Master Management Agreement. (Included as Exhibit 10.3(a) to the Company's Registration Statement filed on November 28, 2000 [File No. 333-50822] and incorporated herein by reference.)
10.3(b)	Master Management Agreement, including the form of Management Agreement for each Property by and between Inland Retail Real Estate Trust, Inc. and Inland Southern Management LLC. (Included as Exhibit 10.3(b) to the Company's Registration Statement on Form S-11 filed April 5, 2002 [File No. 333-85666] and incorporated herein by reference.)
10.4	First Amended and Restated Property Acquisition Service Agreement by and among Inland Retail Real Estate Trust, Inc., Inland Retail Real Estate Advisory Services, Inc., Inland Real Estate Corporation, Inland Real Estate Advisory Services, Inc. and Inland Real Estate Acquisitions, Inc. (Included as Exhibit 10.4 to the Company's Registration Statement on Form S-11 filed November 28, 2000 [File No. 333-50822] and incorporated herein by reference.)
10.5	Independent Director Stock Option Plan. (Included as Exhibit 10.5 to Amendment No. 1 to the Company's Registration Statement filed on January 7, 1999 [File No. 333-64931] and incorporated herein by reference.)
10.5(a)	Form of Option Agreement for initial grant of options. (Included as an Exhibit to Amendment No. 4 to the Company's Registration Statement filed on May 3, 2000 [File No. 333-64391] and incorporated herein by reference.)
10.5(b)	Form of Option Agreement for subsequent grant of options. (Included as Exhibit 10.5(b) to Amendment No. 6 to the Company's Registration Statement filed on August 2, 2000 [File No. 333-64391] and incorporated herein by reference.)
10.6	Form of Indemnification Agreement by and between Inland Retail Real Estate Trust, Inc. and its Directors and executive officers. (Included as Exhibit 10.6 to Amendment No. 3 to the Company's Registration Statement on Form S-11 filed February 9, 1999 [File No. 333-64931] and incorporated herein by reference.)
10.7	Agreement dated March, 1999 between Inland Retail Real Estate Trust, Inc., and Inland Real Estate Investment Corporation relating to payment of the reasonably estimated cost to prepare and mail a notice to stockholders of any special meeting of stockholders requested by the stockholders. (Included as Exhibit 10.7 to the Company's Registration Statement on Form S-11 filed November 28, 2000 [File No. 333-50822] and incorporated herein by reference.)
21	Subsidiaries of the Registrant. (Included as Exhibit 21 to the Company's Registration Statement on Form S-11 filed April 5, 2002 [File No. 333-85666] and incorporated herein by reference.)
31.1	Principal Executive Officer Certification, Pursuant to U. S. C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Principal Financial Officer Certification, Pursuant to U. S. C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

<u>Item No.</u>	<u>Description</u>
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|------|---|
| 32.1 | Principal Executive Officer Certification, Pursuant to U. S. C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Principal Financial Officer Certification, Pursuant to U. S. C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

(b) Reports on Form 8-K

None

(c) See exhibit index included above.

(d) None

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This Amendment No. 1 on Form 10-K/A to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (the "Form 10-K") is being filed to add Exhibits 31.1, 31.2, 32.1 and 32.2, which were inadvertently omitted, due to a technical error, from the electronically filed Form 10-K as filed with the Securities and Exchange Commission on March 15, 2004.

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### **SIGNATURES**

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

INLAND RETAIL REAL ESTATE TRUST, INC.

/s/ Robert D. Parks

By: Robert D. Parks  
Chairman and Chief Executive Officer and Affiliated Director  
Date: March 16, 2004

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 dates indicated:

/s/ Robert D. Parks

By: Robert D. Parks  
Chairman and Chief Executive Officer and Affiliated Director  
Date: March 16, 2004

/s/ Barry L. Lazarus

By: Barry L. Lazarus  
President, Chief Operating Officer, Treasurer (Chief Accounting Officer), Chief Financial Officer and Affiliated Director  
Date: March 16, 2004

/s/ Daniel K. Deighan

By: Daniel K. Deighan  
Independent Director  
Date: March 16, 2004

/s/ Kenneth E. Masick

By: Kenneth E. Masick  
Independent Director  
Date: March 16, 2004

/s/ Michael S. Rosenthal

By: Michael S. Rosenthal  
Independent Director  
Date: March 16, 2004