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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2012

Open to public inspection

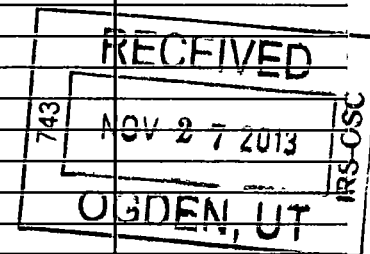
For calendar year 2012 or tax year beginning

, and ending

Name of foundation PROLOGIS FOUNDATION		A Employer identification number 36-4439409
Number and street (or P.O. box number if mail is not delivered to street address) 4545 AIRPORT WAY	Room/suite	B Telephone number 303-567-5000
City or town, state, and ZIP code DENVER, CO 80239		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12175235.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1000000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		10778.	10778.	10778.	STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		1010778.	10778.	10778.	
13 Compensation of officers, directors, trustees, etc.		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 2		10500.	0.	0.	0.
17 Interest					
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 3		3565.	0.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		14065.	0.	0.	0.
25 Contributions, gifts, grants paid		647260.			647260.
26 Total expenses and disbursements. Add lines 24 and 25		661325.	0.	0.	647260.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		349453.			
b Net investment income (if negative, enter -0-)			10778.		
c Adjusted net income (if negative, enter -0-)				10778.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	11826937.	12175235.	12175235.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
14 Land, buildings, and equipment; basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	11826937.	12175235.	12175235.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	68268.		
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	68268.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	1084881.	
29 Retained earnings, accumulated income, endowment, or other funds	11758669.	11090354.		
30 Total net assets or fund balances	11758669.	12175235.		
31 Total liabilities and net assets/fund balances	11826937.	12175235.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 11758669.
2 Enter amount from Part I, line 27a	2 349453.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3 67113.
4 Add lines 1, 2, and 3	4 12175235.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 12175235.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	NONE			
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	591872.	11832262.	.050022
2010	594012.	11802252.	.050330
2009	431313.	10624592.	.040596
2008	689269.	10489502.	.065710
2007	100025.	5235977.	.019103

2 Total of line 1, column (d)	2	.225761
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.045152
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12186496.
5 Multiply line 4 by line 3	5	550245.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	108.
7 Add lines 5 and 6	7	550353.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	647260.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	108.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	108.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	108.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	300.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	300.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	192.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of PROLOGIS, INC. Located at 4545 AIRPORT WAY, DENVER, CO Telephone no. 303-567-5000 ZIP+4 80239			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 4		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	12372077.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12372077.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12372077.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	185581.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12186496.
6	Minimum investment return. Enter 5% of line 5	6	609325.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	609325.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	108.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	108.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	609217.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	609217.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	609217.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	647260.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	647260.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	108.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	647152.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				609217.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	4147.			
c From 2009				
d From 2010	4221.			
e From 2011	376.			
f Total of lines 3a through e	8744.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 647260.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				609217.
e Remaining amount distributed out of corpus	38043.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	46787.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	46787.			
10 Analysis of line 9:				
a Excess from 2008	4147.			
b Excess from 2009				
c Excess from 2010	4221.			
d Excess from 2011	376.			
e Excess from 2012	38043.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

Prior 3 years

(a) 2012

(b) 2011

(c) 2010

(d) 2009

(e) Total

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

EDWARD S. NEKRITZ, 303-567-5000
4545 AIRPORT WAY, DENVER, CO 80239

b The form in which applications should be submitted and information and materials they should include:

N/A

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

NONE

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Total	SEE CONTINUATION SHEET(S)			▶ 3a 647260.
b <i>Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

PROLOGIS FOUNDATION

Employer identification number

36-4439409

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

PROLOGIS FOUNDATION

36-4439409

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PROLOGIS LOGISTICS SERVICES, INC 4545 AIRPORT WAY DENVER, CO 80239	\$ 1000000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MILE HIGH MONTESSORI DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	1500.
AURORA PUBLIC SCHOOLS FOUNDATION AURORA, CO	NONE	501(C)(3)	UNRESTRICTED	14080.
LUCILE PACKARD CHILDREN'S HOSPITAL PALO ALTO, CA	NONE	501(C)(3)	UNRESTRICTED	4000.
ST. DOROTHY'S REST CAMP MEEKER, CA	NONE	501(C)(3)	UNRESTRICTED	4000.
UNIVERSITY OF COLORADO REAL ESTATE FOUNDATION DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	2500.
COLORADO YOUTH OUTDOORS LOVELAND, CO	NONE	501(C)(3)	UNRESTRICTED	5000.
UNITED WAY OF THE BAY AREA SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	10000.
SUSAN G. KOMEN FOR THE CURE DALLAS, TX	NONE	501(C)(3)	UNRESTRICTED	14922.
CITY OF HOPE DUARTE, CA	NONE	501(C)(3)	UNRESTRICTED	10000.
JUNIOR ACHIEVEMENT ROCKY MOUNTAIN INC. DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	65620.
Total from continuation sheets				647260.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SAN FRANCISCO MUSEUM OF ART SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	10000.
JUNIOR ACHIEVEMENT NORTHERN CALIFORNIA WALNUT CREEK, CA	NONE	501(C)(3)	UNRESTRICTED	2000.
DENVER MUSEUM OF NATURE & SCIENCE DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	5000.
DENVER BOTANIC GARDENS DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	500.
AMERICAN RED CROSS DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	29960.
CHILDREN'S HOSPITAL COLORADO FOUNDATION AURORA, CO	NONE	501(C)(3)	UNRESTRICTED	29600.
TOIGO FOUNDATION OAKLAND, CA	NONE	501(C)(3)	UNRESTRICTED	5000.
THE CORE FOUNDATION CHICAGO, IL	NONE	501(C)(3)	UNRESTRICTED	10000.
METRO VOLUNTEERS DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	10550.
EXTREME COMMUNITY MAKEOVER DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	10000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DENVER ART MUSEUM DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	2100.
ULI FOUNDATION WASHINGTON, DC	NONE	501(C)(3)	UNRESTRICTED	10000.
ESCUELA BILINGUE INTERNACIONAL OAKLAND, CA	NONE	501(C)(3)	UNRESTRICTED	1500.
UNIVERSITY OF WASHINGTON RUNSTAD SCHOOL OF REAL ESTATE STUDIES SEATTLE, WA	NONE	501(C)(3)	UNRESTRICTED	2500.
BOY SCOUTS OF AMERICA LITTLETON, CO	NONE	501(C)(3)	UNRESTRICTED	20500.
AIM HIGH DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	1500.
FOOD BANK OF THE ROCKIES DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	2650.
CHRONICLE SEASON OF SHARING FUND SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	15000.
BIG BROTHERS BIG SISTERS OF COLORADO DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	14125.
RONALD MCDONALD HOUSE CHARITIES OF DENVER, INC. DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	4420.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MARINE TOYS FOR TOTS FOUNDATION TRIANGLE, VA	NONE	501(C)(3)	UNRESTRICTED	5000.
COLORADO UPLIFT DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	27500.
ACE PUEBLO, CO	NONE	501(C)(3)	UNRESTRICTED	10000.
BANK OF AMERICA CHARITABLE GIFT FUND BOSTON, MA	NONE	501(C)(3)	UNRESTRICTED	125000.
PROJECT C.U.R.E. CENTENNIAL, CO	NONE	501(C)(3)	UNRESTRICTED	1000.
BOY'S AND GIRL'S CLUB OF METRO DENVER DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	10000.
HABITAT FOR HUMANITY LAKEWOOD, CO	NONE	501(C)(3)	UNRESTRICTED	25000.
UNIVERSITY OF COLORADO REAL ESTATE CENTER BOULDER, CO	NONE	501(C)(3)	UNRESTRICTED	5000.
BOY'S AND GIRL'S CLUB OF LAWRENCE LAWRENCE, MA	NONE	501(C)(3)	UNRESTRICTED	11000.
NORTHERN LIGHT SCHOOL OAKLAND, CA	NONE	501(C)(3)	UNRESTRICTED	10000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
EDGEWOOD CENTER FOR CHILDREN AND FAMILIES SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	2500.
LAFAYETTE PARTNERS IN EDUCATION LAFAYETTE, CA	NONE	501(C)(3)	UNRESTRICTED	1300.
ACALANES PARENT CLUB LAFAYETTE, CA	NONE	501(C)(3)	UNRESTRICTED	365.
STANLEY MIDDLE SCHOOL LAFAYETTE, CA	NONE	501(C)(3)	UNRESTRICTED	200.
BRIDGE HOUSING CORPORATION SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	2500.
KQED SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	500.
COLORADO BUSINESS COMMITTEE FOR THE ARTS DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	3500.
CALIFORNIA ACADEMY OF SCIENCES SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	30000.
MIZEL MUSEUM DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	10000.
REBUILDING TOGETHER SAN FRANCISCO SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	15000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE GUARDSMEN SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	9000.
OAKLAND CHILDREN'S HOSPITAL OAKLAND, CA	NONE	501(C)(3)	UNRESTRICTED	1500.
MUSANA CHILDRENS HOME - INC CENTENNIAL, CO	NONE	501(C)(3)	UNRESTRICTED	500.
FURNITURE BANK OF CENTRAL OHIO COLUMBUS, OH	NONE	501(C)(3)	UNRESTRICTED	211.
LEHIGH UNIVERSITY BETHLEHEM, PA	NONE	501(C)(3)	UNRESTRICTED	2000.
LEUKEMIA & LYMPHOMA SOCIETY INC. - THE LEUKEMIA AND LYMPHOMA SOCIETY WHITE PLAINS, NY	NONE	501(C)(3)	UNRESTRICTED	200.
NATIONAL CHILDHOOD CANCER FOUNDATION - CURE SEARCH FOR CHILDREN'S CANCER WHEATON, IL	NONE	501(C)(3)	UNRESTRICTED	50.
WATERS EDGE SCHOOL INC. WAUCONDA, IL	NONE	501(C)(3)	UNRESTRICTED	150.
DEPAUW UNIVERSITY ANNUAL FUND GREENCASTLE, IN	NONE	501(C)(3)	UNRESTRICTED	750.
MID-OHIO FOODBANK GROVE CITY, OH	NONE	501(C)(3)	UNRESTRICTED	250.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SIGUIENDO LOS PASOS DE JESUS INC EL PASO, TX	NONE	501(C)(3)	UNRESTRICTED	1184.
GIRL SCOUTS OF MIDDLE TENNESSEE INC MURFREESBORO, TN	NONE	501(C)(3)	UNRESTRICTED	500.
ROCKY MOUNTAIN CHILDREN'S CHOIR DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	100.
AMERICAN LIVER FOUNDATION NEW YORK, NY	NONE	501(C)(3)	UNRESTRICTED	50.
CATALYST SCHOOLS CHICAGO, IL	NONE	501(C)(3)	UNRESTRICTED	250.
HOPE 4 KIDS INTERNATIONAL PHOENIX, AZ	NONE	501(C)(3)	UNRESTRICTED	1000.
LOS ANGELES GAY AND LESBIAN COMMUNITY SERVICES CENTER INC HOLLYWOOD, CA	NONE	501(C)(3)	UNRESTRICTED	100.
PIONEER ELEMENTARY SCHOOL UNION CITY, CA	NONE	501(C)(3)	UNRESTRICTED	50.
PLATTE RIVER ACADEMY HIGHLANDS RANCH, CO	NONE	501(C)(3)	UNRESTRICTED	1000.
PRODIGAL SON INITIATIVE INC DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	750.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
VANDERBILT UNIVERSITY NASHVILLE, TN	NONE	501(C)(3)	UNRESTRICTED	500.
AMERICAN CANCER SOCIETY INC ATLANTA, GA	NONE	501(C)(3)	UNRESTRICTED	175.
DENVER PUBLIC LIBRARY FRIENDS FOUNDATION DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	150.
HIGH MEADOWS SCHOOL INC. ROSWELL, GA	NONE	501(C)(3)	UNRESTRICTED	495.
MARTINEZ EDUCATION FOUNDATION MARTINEZ, CA	NONE	501(C)(3)	UNRESTRICTED	250.
NATIONAL MULTIPLE SCLEROSIS SOCIETY HOUSTON, TX	NONE	501(C)(3)	UNRESTRICTED	50.
TRUSTEES OF HAMILTON COLLEGE - HAMILTON COLLEGE CLINTON, NY	NONE	501(C)(3)	UNRESTRICTED	1000.
VOLUNTEERS FOR OUTDOOR COLORADO INC. DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	100.
PARTNERS HEALTHCARE SYSTEM INC - THE MASSACHUSETTS GENERAL HOSPITAL BOSTON, MA	NONE	501(C)(3)	UNRESTRICTED	200.
BRIDGES CAMBODIA INTERNATIONAL NONPROFIT ORGANIZATION SAN JOSE, CA	NONE	501(C)(3)	UNRESTRICTED	500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTRAL OHIO DIABETES ASSOCIATION INC COLUMBUS, OH	NONE	501(C)(3)	UNRESTRICTED	125.
COLORADO SYMPHONY ASSOCIATION DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	50.
DENVER CENTER FOR THE PERFORMING ARTS DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	50.
FLYING HORSE FARMS COLUMBUS, OH	NONE	501(C)(3)	UNRESTRICTED	50.
JUNIOR LEAGUE OF DENVER INCORPORATED DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	100.
NATIONAL MULTIPLE SCLEROSIS SOCIETY DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	50.
SAN FRANCISCO AIDS FOUNDATION SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	100.
STAMFORD HOSPITAL HEALTH FOUNDATION INC STAMFORD, CT	NONE	501(C)(3)	UNRESTRICTED	100.
TRINITY COLLEGE HARTFORD, CT	NONE	501(C)(3)	UNRESTRICTED	100.
UNIVERSITY SCHOOL OF NASHVILLE NASHVILLE, TN	NONE	501(C)(3)	UNRESTRICTED	100.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AMERICAN DIABETES ASSOCIATION INC ALEXANDRIA, VA	NONE	501(C)(3)	UNRESTRICTED	50.
CITY YEAR INC - CITY YEAR DENVER DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	100.
FAMILY YMCA OF THE DESERT PALM DESERT, CA	NONE	501(C)(3)	UNRESTRICTED	250.
NEVADA BALLET THEATRE LAS VEGAS, NV	NONE	501(C)(3)	UNRESTRICTED	500.
P E O FOUNDATION DES MOINES, IA	NONE	501(C)(3)	UNRESTRICTED	500.
PUSH AMERICA CHARLOTTE, NC	NONE	501(C)(3)	UNRESTRICTED	300.
SUSAN G. KOMEN BREAST CANCER FOUNDATION - SUSAN G. KOMEN 3-DAY CHICAGO, IL	NONE	501(C)(3)	UNRESTRICTED	265.
ITALIAN GREYHOUND RESCUE FOUNDATION INC NORTH READING, MA	NONE	501(C)(3)	UNRESTRICTED	500.
OHIO STATE UNIVERSITY FOUNDATION - PELOTONIA COLUMBUS, OH	NONE	501(C)(3)	UNRESTRICTED	200.
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC ALAMEDA, CA	NONE	501(C)(3)	UNRESTRICTED	1500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
BELMONT-REDWOOD SHORES PUBLIC SCHOOL FOUNDATION BELMONT, CA	NONE	501(C)(3)	UNRESTRICTED	1000.
COWBOYS FOR CANCER RESEARCH INC DONA ANA, NM	NONE	501(C)(3)	UNRESTRICTED	500.
CANDLELIGHTERS FOR CHILDHOOD CANCER LAS VEGAS, NV	NONE	501(C)(3)	UNRESTRICTED	200.
DIABETES ACTION RESEARCH AND EDUCATION FOUNDATION INC WASHINGTON, DC	NONE	501(C)(3)	UNRESTRICTED	100.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY CAMBRIDGE, MA	NONE	501(C)(3)	UNRESTRICTED	250.
MERCY CORPS PORTLAND, OR	NONE	501(C)(3)	UNRESTRICTED	50.
REALITIES FOR CHILDREN CHARITIES FORT COLLINS, CO	NONE	501(C)(3)	UNRESTRICTED	50.
ROCKY MOUNTAIN WILDLIFE CONSERVATION CENTER KEENESBURG, CO	NONE	501(C)(3)	UNRESTRICTED	50.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION BERKELEY, CA	NONE	501(C)(3)	UNRESTRICTED	200.
VIRGINIA TECH FOUNDATION INC BLACKSBURG, VA	NONE	501(C)(3)	UNRESTRICTED	50.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
AUTISM SPEAKS INC PRINCETON, NJ	NONE	501(C)(3)	UNRESTRICTED	1000.
CHILDREN'S HOSPITAL CORPORATION BOSTON, MA	NONE	501(C)(3)	UNRESTRICTED	1000.
DENVER RESCUE MISSION DENVER, CO	NONE	501(C)(3)	UNRESTRICTED	58.
GUERRANT FOUNDATION INC GILBERT, AZ	NONE	501(C)(3)	UNRESTRICTED	500.
HUMANE SOCIETY OF AUSTIN & TRAVIS COUNTY AUSTIN, TX	NONE	501(C)(3)	UNRESTRICTED	50.
JUNIOR LEAGUE OF SAN FRANCISCO INC SAN FRANCISCO, CA	NONE	501(C)(3)	UNRESTRICTED	100.
MODEST NEEDS FOUNDATION NEW YORK, NY	NONE	501(C)(3)	UNRESTRICTED	55.
MOVEMBER INC VENICE, CA	NONE	501(C)(3)	UNRESTRICTED	50.
UNIVERSITY OF ILLINOIS FOUNDATION URBANA, IL	NONE	501(C)(3)	UNRESTRICTED	50.
WATER ORG INC KANSAS CITY, MO	NONE	501(C)(3)	UNRESTRICTED	50.
Total from continuation sheets				

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	PROLOGIS FOUNDATION	36-4439409
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions.	4545 AIRPORT WAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	DENVER, CO 80239	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ►

Telephone No. ► **303-567-5000**

FAX No ► **303-567-5904**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2012** or
- ☐ tax year beginning _____, and ending _____

- 2** If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	300.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	300.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions	
Type or print Name of exempt organization or other filer, see instructions PROLOGIS FOUNDATION	Employer identification number (EIN) or 36-4439409
File by the due date for filing your return. See instructions. Number, street, and room or suite no. If a P.O. box, see instructions. 4545 AIRPORT WAY	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. DENVER, CO 80239	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **PROLOGIS, INC.**

Telephone No. **303-567-5000**

FAX No. **303-567-5904**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**.

5 For calendar year **2012**, or other tax year beginning ☐ and ending ☐

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	300.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	300.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Edw. J. H.** Title **General Counsel, Secretary** Date **8/15/13**

Form 8868 (Rev. 1-2013)

FORM 990-PF, INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET INCOME	10778.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10778.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL SERVICE FEES	10500.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	10500.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	75.	0.	0.	0.
FILING FEES	10.	0.	0.	0.
OTHER G&A	227.	0.	0.	0.
BANK SERVICE CHARGES	3253.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	3565.	0.	0.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 4
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
NANCY J. HEMMENWAY 4545 AIRPORT WAY DENVER, CO 80239	DIRECTOR, TREASURER 0.00	0.	0.	0.
JOHN R. RIZZO 4545 AIRPORT WAY DENVER, CO 80239	DIRECTOR, MANAGING D.-GLOBAL CONSTRUCT 0.00	0.	0.	0.
EDWARD S. NEKRITZ 4545 AIRPORT WAY DENVER, CO 80239	PRESIDENT, DIRECTOR, SECRETARY 0.00	0.	0.	0.
PETER O. KANE 4545 AIRPORT WAY DENVER, CO 80239	SENIOR VICE PRESIDENT 0.00	0.	0.	0.
LORI A. PALAZZOLO 4545 AIRPORT WAY DENVER, CO 80239	CHIEF ACCOUNTING OFFICER, SR VICE PRES 0.00	0.	0.	0.
CARMEN D. DROLLINGER 4545 AIRPORT WAY DENVER, CO 80239	VICE PRESIDENT 0.00	0.	0.	0.
MARK E JURGENSEN 4545 AIRPORT WAY DENVER, CO 80239	ASSISTANT SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.