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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

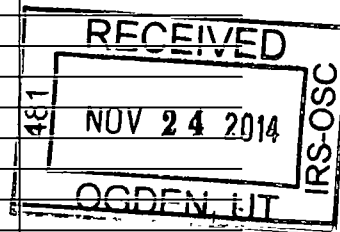
For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

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		B Telephone number (see instructions) 303-567-5000
Room/suite		
City or town, state or province, country, and ZIP or foreign postal 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	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) ▶ \$ 11,601,276	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) (see instructions))		(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 (attach schedule)		0			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		STMT 1 28,473	28,400	28,473	
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			16,627		
7 Capital gain net income (from Part IV, line 2)					
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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		28,473	45,027	28,473	
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)		STMT 2 12,300	0	0	0
17 Interest					
18 Taxes (attach schedule) (see instructions)		STMT 3 300	0	0	0
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		STMT 4 6,862	0	0	0
24 Total operating and administrative expenses. Add lines 13 through 23		19,462			
25 Contributions, gifts, grants paid		577,225			577,225
26 Total expenses and disbursements. Add lines 24 and 25		596,687			577,225
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-568,214			
b Net investment income (if negative, enter -0-)			45,027		
c Adjusted net income (if negative, enter -0-)				28,473	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		12,175,235	11,601,276	11,601,276
	2	Savings and temporary cash investments				
	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 (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			12,175,235	11,601,276	11,601,276
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
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, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	1,084,881	1,084,881		
	29	Retained earnings, accumulated income, endowment, or other funds	11,090,354	10,516,395		
	30	Total net assets or fund balances (see instructions)	12,175,235	11,601,276		
31	Total liabilities and net assets/fund balances (see instructions)	12,175,235	11,601,276			

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	12,175,235
2	Enter amount from Part I, line 27a	2	-568,214
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,607,021
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	5,746
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,601,275

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 SEE STATEMENT 6			P	VARIOUS	VARIOUS
b					
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 16,627	0	0	16,627		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a			16,627		
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	16,627	
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) (see instructions) 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))
2012	647,260	12,175,235	0.0532
2011	591,872	11,832,262	0.0500
2010	594,012	11,802,252	0.0503
2009	431,313	10,624,592	0.0406
2008	689,269	10,489,502	0.0657
2 Total of line 1, column (d)			2 0.2598
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 0.0520
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 11,614,011
5 Multiply line 4 by line 3			5 603,929
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 450
7 Add lines 5 and 6			7 604,379
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			8 577,225

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	902
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
3 Add lines 1 and 2			
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	902
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4	
6 Credits/Payments		5	902
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6a	192
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	500
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	692
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	210
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
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		
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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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
4 a 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?		X
If "Yes," attach the statement required by General Instruction T		
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 2013 or the taxable year beginning in 2013 (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

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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ PROLOGIS, INC. Telephone no ▶ 303-567-5000			
	Located at ▶ 4545 AIRPORT WAY, DENVER, CO 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 2013, 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 ▶ <input type="checkbox"/>	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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)	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 2013 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 2013)	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 2013?	4b	X

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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)? (see instructions) ☐ 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)?**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? ☐ 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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No**6b**

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? ☐ Yes ☒ No**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 (see instructions).

(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 7		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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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	11,790,874
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	11,790,874
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,790,874
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	176,863
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,614,011
6	Minimum investment return. Enter 5% of line 5	6	580,701

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	580,701
2a	Tax on investment income for 2013 from Part VI, line 5	2a	902
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	902
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	579,799
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	579,799
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	579,799

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	577,225
b	Program-related investments - total from Part IX-B	1b	
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	577,225
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 (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	577,225

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				579,799
2 Undistributed income, if any, as of the end of 2013			0	
a Enter amount for 2012 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008 4,147				
b From 2009				
c From 2010 4,221				
d From 2011 376				
e From 2012 38,043				
f Total of lines 3a through e	46,787			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 577,225				
a Applied to 2012, 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 2013 distributable amount				577,225
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a) .)	2,574			2,574
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	44,213			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	1,573			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	42,640			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010 4,221				
c Excess from 2011 376				
d Excess from 2012 38,043				
e Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

N/A

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

4942(j)(3) or

4942(1)(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 invest-
ment 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 (i)(3)(B)(ii)

(3) Largest amount of support from an exempt organization,

(4) Gross investment income .

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 address 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE STATEMENT 5				
Total			3a	577,225
b Approved for future payment NONE				
Total			3b	0

Enter gross amounts unless otherwise indicated

Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

[illegible]

Part XVII. Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions.		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
	(7) Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

11/17/2014
Date

► Director
Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

PROLOGIS FOUNDATION
For the year ended 12/31/2013

FEIN: 36-4439409

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

<u>SOURCE</u>	<u>REVENUES/EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MONEY MARKET INCOME	28,473	28,400	28,473	
TOTAL TO FM 990-PF, PART I LN 3	28,473	28,400	28,473	0

FORM 990-PF **OTHER PROFESSIONAL FEES** **STATEMENT 2**

<u>DESCRIPTION</u>	<u>REVENUES/EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROFESSIONAL SERVICES - JK GROUP	12,300	0	0	
TOTAL TO FM 990-PF, PART I LN 16C	12,300	0	0	0

FORM 990-PF **TAXES** **STATEMENT 3**

<u>DESCRIPTION</u>	<u>REVENUES/EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAXES	300	0	0	
TOTAL TO FM 990-PF, PART I LN 18	300	0	0	0

FORM 990-PF **OTHER EXPENSES** **STATEMENT 4**

<u>DESCRIPTION</u>	<u>REVENUES/EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BANK CHARGES	4,978	0	0	
PRINTING	1,884	0	0	
TOTAL TO FM 990-PF, PART I LN 23	6,862	0	0	0

PROLOGIS FOUNDATION
For the year ended 12/31/2013

FEIN 36-4439409

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 6

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				
ACE Scholarships Denver, CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	34,000
American Cancer Society Denver, CO	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	2,700
American Heart Association Dallas, TX	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	275
American Red Cross Des Moines, IA	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	250
Atlanta Childrens Shelters Atlanta, GA	None	501(C)(3)	FOR DAY CARE AND SOCIAL SERVICES	250
Atlanta Community Food Bank Atlanta, GA	None	501(C)(3)	FOR FOOD AND EDUCATIONAL DEVELOPMENT	750
Aurora Public Schools Education Foundation Aurora, CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	4,000
Back On My Feet Boston, MA	None	501(C)(3)	FOR TRAINING, EMPLOYMENT AND HOUSING RESOURCES	50
Bank of America Charitable Gift Fund	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	125,000
Big Brothers Big Sisters Denver, CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	150
Boys & Girls Clubs of Metro Denver Denver, CO	None	501(C)(3)	FOR YOUTH DEVELOPMENT, FAMILY SUPPORT AND COMMUNITY BUILDING	16,180
Brenda and John H Duncan Rise School of Houston Houston, TX	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	50
BRIDGE Housing Corporation San Francisco, CA	None	501(C)(3)	FOR AFFORDABLE HOUSING AND EDUCATIONAL DEVELOPMENT	10,000
Bridges Cambodia International San Jose, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1,000
Burnen Little Theatre Burnen, WA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	500
California Academy of Sciences San Francisco, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	10,000
Children's Alliance for Education Seattle, WA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	25,000
Childrens Hospital Colorado Aurora, CO	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	1,250
Christian Foundation Grants Olathe, KS	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	480
Chronicle Season of Sharing Fund San Francisco	None	501(C)(3)	FOR GRANTS FOR CRISIS AND EMERGENCY NEEDS	15,000
City of Hope Duarte, CA	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	10,000
CityMeals-On-Wheels New York, NY	None	501(C)(3)	FOR DAILY AND EMERGENCY MEALS TO THE ELDERLY	84
Colorado Museum of Natural History Boulder, CO	None	501(C)(3)	FOR RESEARCH, TEACHING AND EDUCATIONAL DEVELOPMENT	250
Colorado Symphony Association Denver, CO	None	501(C)(3)	FOR CONCERTS, EDUCATION AND OUTREACH PROGRAMS	100
Colorado Uplift Denver, CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	34,000
Colorado Youth Outdoors Loveland, CO	None	501(C)(3)	FOR RECREATION PROGRAMMING AND SOCIAL SERVICES	5,000
Comfort Zone Camp Inc Richmond, VA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	500
Denver Academy Inc Denver, CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	500
Denver Art Museum Denver, CO	None	501(C)(3)	FOR EDUCATIONAL DEVELOPMENT AND PRESERVATION	2,500
Denver Art Museum Inc Denver, CO	None	501(C)(3)	FOR EDUCATIONAL DEVELOPMENT AND PRESERVATION	100
Denver Botanic Gardens Denver, CO	None	501(C)(3)	FOR OUTREACH, COLLABORATION AND EDUCATION	500
Denver Center for the Performing Arts Denver, CO	None	501(C)(3)	TO CREATE, SHARE, TEACH, EXCITE, AND INSPIRE COMMUNITY	100
Denver Metro Affiliate of Susan G. Komen Race for the Cure Denver, CO	None	501(C)(3)	FOR RESEARCH, HEALTH OUTREACH AND ADVOCACY PROGRAMS	1,468
Denver Museum of Nature & Science Denver, CO	None	501(C)(3)	FOR OUTREACH, COLLABORATION AND EDUCATION	5,000
Denver Public Library Denver, CO	None	501(C)(3)	FOR OUTREACH, COLLABORATION AND EDUCATION	100
Denver Rescue Mission Denver, CO	None	501(C)(3)	FOR OUTREACH, EDUCATION AND PERSONAL DEVELOPMENT	50
Depauw University Annual Fund Greencastle, IN	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	750
DMK Rehoming Inc Aurora, CO	None	501(C)(3)	FOR RESCUE, HEALTHCARE, AND ADOPTION SERVICES	505
Duke University Durham, NC	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	450
Epilepsy Foundation Landover, MD	None	501(C)(3)	FOR EDUCATION, ADVOCACY AND OUTREACH PROGRAMS	50
Escola Bilingue Internacional Oakland, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1,500
Exploratorium San Francisco, CA	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	5,000
Flying Horse Farms Mt Gilead, OH	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	100
Food Bank for Larimer County Fort Collins, CO	None	501(C)(3)	FOR HUNGER RELIEF PROGRAMS AND OUTREACH	50

PROLOGIS FOUNDATION
For the year ended 12/31/2013

FEIN: 36-4439409

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 5

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				
Food Bank of the Rockies Denver, CO	None	501(C)(3)	FOR HUNGER RELIEF PROGRAMS AND OUTREACH	2 500
Food for the Poor Inc Coconut Creek, FL	None	501(C)(3)	FOR HUNGER-RELIEF PROGRAMS AND OUTREACH	200
Fort Hays State University Hays, KS	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	50
Habitat for Humanity International Americus, GA	None	501(C)(3)	FOR HOUSING EDUCATION AND OUTREACH	25,000
Hampshire High School Hampshire, IL	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	100
Hastings Catholic School Hastings, NE	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	75
High Meadows School Roswell, GA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	350
Hope 4 Kids International Phoenix, AZ	None	501(C)(3)	FOR ECONOMIC SPIRITUAL WATER ORPHAN AND FEEDING PROGRAMS	1 000
Hospice of Wake County Raleigh, NC	None	501(C)(3)	FOR EDUCATION EMOTIONAL AND SPIRITUAL SUPPORT	1,000
Immaculate Heart High School Los Angeles, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	10 080
Inland Empire United Way Rancho Cucamonga, CA	None	501(C)(3)	FOR IMPROVING EDUCATION FINANCIAL STABILITY AND HEALTH	500
Italian Greyhound Rescue Whitman, MA	None	501(C)(3)	FOR EDUCATION RESEARCH AND RESCUE PROGRAMS	500
Junior Achievement of Norther California Walnut Creek, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	2,000
Junior Achievement Rocky Mountain, Inc Denver, CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	53 903
Junior League of Denver Denver, CO	None	501(C)(3)	TO PROMOTE VOLUNTARISM LITERACY AND LEADERSHIP	100
Kettering University Flint, MI	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	5,000
Kiva Microfunds San Francisco, CA	None	501(C)(3)	FOR LENDING TO ALLEVIATE POVERTY AND CREATE OPPORTUNITIES	50
Leelanau Conservancy Leland, MI	None	501(C)(3)	FOR CONSERVING LAND WATER AND SCENIC CHARACTER	2,500
Life Sail Inc Van Nuys, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	50
Loyola High School of Los Angeles Los Angeles, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1 000
Manne Toys for Tots Foundation Tnangle, VA	None	501(C)(3)	FOR TOYS WITH A MESSAGE OF HOPE AND CARE	5,000
Marlborough School Los Angeles, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1,000
Martinez Education Foundation Martinez, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	250
Massachusetts Institute of Technology Cambridge, MA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	100
Mercy Corps Portland, OR	None	501(C)(3)	FOR EMERGENCY RELIEF SUSTAINABLE CHANGE AND INNOVATION	25 120
Metro Volunteers Denver, CO	None	501(C)(3)	FOR VOLUNTEER ENGAGEMENT LEADERSHIP TRAINING AND ADVOCACY	100
Metrocrest Social Services Farmers Branch, TX	None	501(C)(3)	FOR PROGRAMS PROMOTING SELF SUFFICIENCY AND INDEPENDENCE	600
Movember Inc Culver City, CA	None	501(C)(3)	FOR OUTREACH ADVOCACY AND EDUCATION	50
Nevada Ballet Theatre Las Vegas, NV	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	350
NMSU Foundation Inc Las Cruces, NM	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1 000
North Texas Food Bank Dallas, TX	None	501(C)(3)	FOR HUNGER RELIEF AND EDUCATION PROGRAMS	100
Northern Light School Oakland, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	5,000
Northwestern University Evanston, IL	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	250
Ohio State University Columbus, OH	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	50
One Fund Boston Inc Boston, MA	None	501(C)(3)	FOR VICTIMS AND SURVIVORS OF THE MARATHON BOMBINGS	10 000
Operation Gratitude Van Nuys, CA	None	501(C)(3)	FOR ACTIVE DUTY AND VETERAN CARE PACKAGES	50
Oswego College Foundation Oswego, NY	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	250
P E O Foundation Des Moines, IA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	400
PablLove Foundation Los Angeles, CA	None	501(C)(3)	FOR CANCER RESEARCH AND HOSPITAL PROGRAMS	100
Pasadena Waldorf School Altadena, CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1,000
Pioneer Elementary School Colorado Springs, CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	50
President and Fellows Cambridge, MA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	50
Princess Project San Francisco, CA	None	501(C)(3)	FOR DRESSES ACCESSORIES AND BOUTIQUE SET-UP	100
Push America Charlotte, NC	None	501(C)(3)	FOR PLAY UNITS AND PROGRAMS FOR CHILDREN WITH DISABILITIES	150

PROLOGIS FOUNDATION
For the year ended 12/31/2013

FEIN. 36-4439409

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 5

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				
Realities for Children Fort Collins, CO	None	501(C)(3)	FOR RESOURCES FOR ABUSED NEGLECTED OT AT-RISK CHILDREN	50
Rebuilding Together San Francisco San Francisco, CA	None	501(C)(3)	FOR FREE REPAIRS AND RENOVATIONS FOR LOW-INCOME, ELDERLY AND DISABLED SAN FRANCISCANS	15,000
Regents of the University of Michigan Ann Arbor, MI	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	2,500
Rocky Mountain Childrens Law Center Denver, CO	None	501(C)(3)	FOR LEGAL ADVOCACY, EDUCATION AND PUBLIC POLICY REFORM	100
Ronald McDonald House Charities of Denver, Inc. Denver, CO	None	501(C)(3)	FOR COMFORTABLE, LOW-COST HOUSING TO FAMILIES OF HOSPITALIZED CHILDREN	20,000
Salvation Army	None	501(C)(3)	FOR FEED, TO CLOTHE, TO COMFORT, TO CARE	550
San Francisco Museum of Modern Art San Francisco, CA	None	501(C)(3)	FOR ASSEMBLE COLLECTIONS, CREATE EXHIBITS AND EDUCATE	10,000
Shepard Center Foundation Atlanta, GA	None	501(C)(3)	FOR TREATMENT, RESEARCH, AND REHABILITATION FOR PEOPLE WITH SPINAL CORD AND BRAIN INJURIES	1,250
Seguendo Los Pasos de Jesus El Paso, TX	None	501(C)(3)	FOR HOUSING, CLOTHING, FOOD, HEALTH CARE, AND EDUCATION	75
Smoky Hill High School Aurora, CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1,000
Southern Methodist University Dallas, TX	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	50
Star of Hope Mission Houston, TX	None	501(C)(3)	FOR EDUCATION, EMPLOYMENT, AND RECOVERY PROGRAMS	100
Strengthen Our Sisters Wanaque, NJ	None	501(C)(3)	TO PROVIDE SAFE SUPPORTIVE SHELTER FOR HOMELESS/BATTERED WOMEN AND CHILDREN	25,000
Susan G Komen Breast Cancer Foundation Dallas, TX	None	501(C)(3)	FOR RESEARCH, HEALTH OUTREACH, AND ADVOCACY PROGRAMS	250
Texas State Guard Nonprofit Association Austin, TX	None	501(C)(3)	FOR CONDUCT HOMELAND SECURITY AND COMMUNITY SERVICES	500
The Children's Hospital Denver, CO	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	1,000
The Guardsmen San Francisco, CA	None	501(C)(3)	FOR EDUCATIONAL AND OUTDOOR INITIATIVES FOR AT-RISK YOUTH	5,000
Trinity College Hartford, CT	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	150
United Way of the Bay Area San Francisco, CA	None	501(C)(3)	FOR IMPROVING EDUCATION, FINANCIAL STABILITY, AND HEALTH	10,000
University of Colorado Denver Denver, CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	5,000
University of Colorado Real Estate Foundation Denver, CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	2,500
University of Georgia Athens, GA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	250
University of Texas Austin, TX	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	150
University of Washington Seattle, WA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	3,000
Virginia Tech Foundation Blacksburg, VA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	50
Volunteers for Outdoor Colorado Denver, CO	None	501(C)(3)	FOR EDUCATIONAL PROGRAMS AND ENVIRONMENTAL STEWARDSHIP	100
Youth Consultation Service Newark, NJ	None	501(C)(3)	FOR PROGRAMS FOR SHILDRN WITH DEVELOPMENTAL DISABILITIES	1,000
Total				577,225

PROLOGIS FOUNDATION
For the year ended 12/31/2013

FEIN: 36-4439409

FORM 990-PF

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

STATEMENT 6

LIST AND DESCRIBE THE KIND(S) OF PROPERTY SOLD	P/D	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED	COST OR OTHER BASIS	GAIN OR (LOSS)
PARNASSUS EQUITY INCOME FD-INS	P	VARIOUS	11/25/2013	2,034	0	0	2,034
OPPENHEIMER DEVELOPING MKT-Y	P	VARIOUS	12/10/2013	194	0	0	194
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457	P	VARIOUS	12/13/2013	55	0	0	55
JPM CORE BOND FD - SEL FUND 3720	P	VARIOUS	12/13/2013	1,053	0	0	1,053
JPM INFLATION MGD BOND FD - SEL FUND 2037	P	VARIOUS	12/13/2013	96	0	0	96
CLEARBRIDGE APPRECIATION-1	P	VARIOUS	12/13/2013	1,478	0	0	1,478
PIMCO UNCONSTRAINED BOND-P	P	VARIOUS	12/13/2013	32	0	0	32
PIMCO TOTAL RETURN FUND-P	P	VARIOUS	12/13/2013	330	0	0	330
PIMCO COMMODITY PL STRAT-P	P	VARIOUS	12/13/2013	11	0	0	11
INV BALANCED-RISK ALLOC-Y	P	VARIOUS	12/17/2013	3,764	0	0	3,764
PRUDENTIAL JENN M/C GROW-Z	P	VARIOUS	12/18/2013	3,343	0	0	3,343
HARBOR HIGH YIELD BOND-INST	P	VARIOUS	12/19/2013	1,790	0	0	1,790
THE ARBITRAGE FUND-I	P	VARIOUS	12/20/2013	355	0	0	355
OAKMARK INTERNATIONAL FD-I	P	VARIOUS	12/23/2013	1,350	0	0	1,350
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INST	P	VARIOUS	12/24/2013	449	0	0	449
HSBC FDS TOTAL RETURN I	P	VARIOUS	12/24/2013	8	0	0	8
DREYFUS EMG MKT LOC C-I	P	VARIOUS	12/31/2013	285	0	0	285

TOTAL TO FM 990-PF, PART IV LN 2

16,627 0 16,627

PROLOGIS FOUNDATION
For the year ended 12/31/2013

FEIN 36-4439409

FORM 990-PF

OFFICERS, DIRECTORS, TRUSTEES, AND FOUNDATION MANAGERS

STATEMENT 7

Name and address	Title	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
Nekritz, Edward S Denver, CO	Director	0	0	0
Rizzo, John R Denver, CO	Director	0	0	0
Scott, Diana San Francisco CA	Director	0	0	0
Nekritz, Edward S Denver, CO	President	0	0	0
Rizzo, John R Denver, CO	Managing Director-Global Construction	0	0	0
Palazzolo, Lon A Denver, CO	Managing Director	0	0	0
Palazzolo, Lon A Denver, CO	Chief Accounting Officer	0	0	0
Scott, Diana San Francisco, CA	Treasurer	0	0	0
Peter O Kane Denver, CO	Senior Vice President	0	0	0
Drollinger, Carmen D Denver CO	Vice President	0	0	0
Nekritz, Edward S Denver, CO	Secretary	0	0	0
Mark E Jurgensen Denver, CO	Assistant Secretary	0	0	0

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**► **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. PROLOGIS FOUNDATION	Enter filer's identifying number, see instructions Employer identification number (EIN) or 36-4439409
	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 ☐ 1 ☐ 2 ☐ 3 ☐ 4 ☐ 5 ☐ 6 ☐ 7 ☐ 8 ☐ 9

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 (other than individual)	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 ► **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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15**, 20 **14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 20 **13** or

► ☐ tax year beginning , 20 , and ending , 20 .

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	692
b If this application is for Forms 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	\$	192
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	\$	500

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

• 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).

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	ProLogis Foundation		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P O box, see instructions.		36-4439409	
	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 (other than individual)	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.

- I request an additional 3-month extension of time until November 15, 20 14.
- For calendar year 2013, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	569
b If this application is for Forms 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	\$	692
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	\$	-123

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 [Signature] Title VP Accounting Date 8/15/2014