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Form

990-PF

Return of Private Foundation

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

OMB No 1545-0052

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ 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.

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

PROLOGIS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

4545 AIRPORT WAY

City or town, state or province, country, and ZIP or foreign postal code

DENVER, CO 80239

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c),
line 16) ▶ \$ 11,018,200.00J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

A Employer identification number

36-4439409

B Telephone number (see instructions)

303-567-5000

C If exemption application is pending, check here ▶ ☐D 1. Foreign organizations, check here ▶ ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ▶ ☐E If private foundation status was terminated under
section 507(b)(1)(A), check here ▶ ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ▶ ☐**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)

Revenue	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 1,312	0	1,312	
	4	Dividends and interest from securities	191,402	191,402	191,402	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss)	0			
	6a	Net gain or (loss) from sale of assets not on line 10	0			
	b	Gross sales price for all assets on line 6a	0			
	7	Capital gain net income (from Part IV, line 2)		31,024.00		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10a	Gross sales less returns and allowances	0			
Operating and Administrative Expenses	b	Less Cost of goods sold	0			
	c	Gross profit or (loss) (attach schedule)	0.00		0	
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	192,714.00	222,426.00	192,714.00	
	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			
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	500			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	1,330			
	23	Other expenses (attach schedule) STMT 4	28,509			
	24	Total operating and administrative expenses. Add lines 13 through 23	42,639.00	0.00	0.00	0.00
	25	Contributions, gifts, grants paid	768,859			768,859
	26	Total expenses and disbursements. Add lines 24 and 25	811,498.00	0.00	0.00	768,859.00
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	(618,784.00)			
	b	Net investment income (if negative, enter -0-)		222,426.00		
	c	Adjusted net income (if negative, enter -0-)			192,714.00	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

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	11,601,276	11,018,200	11,018,200
	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			
	10a 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 ▶			
Liabilities	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)	11,601,276.00	11,018,200.00	11,018,200.00
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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)	0.00	0.00	
	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 type="checkbox"/> 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	10,516,395	9,933,319	
	30 Total net assets or fund balances (see instructions)	11,601,276.00	11,018,200.00	
	31 Total liabilities and net assets/fund balances (see instructions)	11,601,276.00	11,018,200.00	

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	11,601,276.00
2 Enter amount from Part I, line 27a	2	(618,784.00)
3 Other increases not included in line 2 (itemize) ▶ CAPITAL GAINS	3	31,024
4 Add lines 1, 2, and 3	4	11,013,516.00
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	(4,684)
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,018,200.00

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 31,024	0	0	31,024.00
b			
c			
d			
e			

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

(i) FMV 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			31,024
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	31,024
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	0

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))
2013	577,225	11,614,011	0.0497
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

2 Total of line 1, column (d)	2	0.2438
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	0.04876
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	11,018,516
5 Multiply line 4 by line 3	5	537,262.84
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,224
7 Add lines 5 and 6	7	539,486.84
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	768,859

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)		
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	1	2,224
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	2,224.00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,224.00
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	0.00
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	2,224.00
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.00
11	Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded	11	0.00

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		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 ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes.</i>		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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► COLORADO		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		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? Website address ► N/A	13	X	
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 ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2014, 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?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ►			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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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 ► 20____, 20____, 20____, 20____		
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 2014 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 2014)	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 2014?	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		<input checked="" type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b
	<i>If "Yes" to 6b, file Form 8870</i>			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			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

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 ▶**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 ▶

0.00

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	11,186,311
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	11,186,311.00
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	11,186,311.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	167,795
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,018,516.00
6	Minimum investment return. Enter 5% of line 5	6	550,925.80

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	550,925.80
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,449
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,449.00
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	546,476.80
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	546,476.80
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	546,476.80

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	768,859
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	768,859.00
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	768,859.00

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				546,476.80
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009	0			
b From 2010	4,221			
c From 2011	376			
d From 2012	38,043			
e From 2013	0			
f Total of lines 3a through e	42,640.00			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 768,859				
a Applied to 2013, 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 2014 distributable amount				546,476.80
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (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	42,640.00			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0.00	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	42,640.00			
10 Analysis of line 9				
a Excess from 2010	4,221			
b Excess from 2011	376			
c Excess from 2012	38,043			
d Excess from 2013	0			
e Excess from 2014	222,383			

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 2014, 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(j)(5)

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

Tax year	Prior 3 years			(e) Total
(a) 2014	(b) 2013	(c) 2012	(d) 2011	
				0.00
b 85% of line 2a	0.00	0.00	0.00	0.00
c Qualifying distributions from Part XII, line 4 for each year listed				0.00
d Amounts included in line 2c not used directly for active conduct of exempt activities				0.00
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0.00	0.00	0.00	0.00
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0.00
b "Endowment" alternative test—enter ^{2/3} of minimum investment return shown in Part X, line 6 for each year listed				0.00
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)				0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0.00
(3) Largest amount of support from an exempt organization				0.00
(4) Gross investment income				0.00

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**

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> SEE STATEMENT 5				
Total			▶ 3a	768,859
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	1,312	
4	Dividends and interest from securities			14	191,402	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)		0.00		192,714.00	0.00
13	Total. Add line 12, columns (b), (d), and (e)				13	192,714.00

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[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 |
| c | 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

06/14/2015
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 ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

PROLOGIS FOUNDATION
For the year ended 12/31/2014

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	1,312	0	1,312	
TOTAL TO FM 990-PF PART I LN 3	1,312	0	1,312	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>
PTOFESIONAL 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	500	0	0	
TOTAL TO FM 990-PF PART I LN 18	500	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>
INVESTMENT MANAGEMENT FEE	26,153	0	0	
ACCOUNT ANALYSIS FEE	2,356			
TOTAL TO FM 990-PF PART I LN 23	28,509	0	0	0

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				
24 Hours of Booty Inc Charlotte NC	None	501(C)(3)	FOR FUND RAISING AND EDUCATIONAL DEVELOPMENT	50
Academics Parents Club Lafayette CA	None	501(C)(3)	ADVOCATE FOR ACADEMIC EXCELLENCE AND ENRICHMENT	365
ACE Scholarships Denver CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	33 000
Adopt-A-Student Denver CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	500
Aim High San Francisco CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	2 500
ALS Association Washington D C	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	475
Alzheimers Disease Association Chicago IL	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	50
American Cancer Society Denver CO	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	550
American Heart Association Dallas TX	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	500
American Red Cross Des Moines IA	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	200
Arapahoe High School Community Fund Denver CO	None	501(C)(3)	TO PROVIDE FUNDING FOR CHARITY ENDEAVORS	270
Asian Art Museum San Francisco CA	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	2 500
ASPCA Washington D C	None	501(C)(3)	FOR INVESTIGATION AND PREVENTION OF ANIMAL CRUELTY	6 000
Assistance League of Indianapolis Indianapolis IN	None	501(C)(3)	FOR COMMUNITY OUTREACH AND PHILANTHROPIC PROGRAMS	500
Aurora Public Schools Education Foundation Aurora CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	4 000
Benevolent Healthcare Foundation Centennial CO	None	501(C)(3)	TO PROVIDE MEDICAL SUPPLIES TO DEVELOPING COUNTRIES	100
Best Buddies International Miami FL	None	501(C)(3)	FOR EMPLOYMENT AND LEADERSHIP DEVELOPMENT	250
Big Brothers Big Sisters Denver CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	300
BikeDenver Denver CO	None	501(C)(3)	FOR BICYCLE ADVOCACY AND PROMOTION	50
Boston Children's Hospital Boston MA	None	501(C)(3)	FOR CHILDREN'S HEALTHCARE AND RESEARCH	4,000
Boston Symphony Orchestra Boston MA	None	501(C)(3)	TO FOSTER AND MAINTAIN THE HIGHEST ASPIRATIONS OF MUSICAL ART	5 000
Boy Scouts of America Irving TX	None	501(C)(3)	FOR YOUTH DEVELOPMENT FAMILY SUPPORT AND COMMUNITY BUILDING	50
Boys & Girls Club Atlanta GA	None	501(C)(3)	FOR YOUTH DEVELOPMENT FAMILY SUPPORT AND COMMUNITY BUILDING	1 000
Boys & Girls Clubs of Lawrence Lawrence KS	None	501(C)(3)	FOR YOUTH DEVELOPMENT FAMILY SUPPORT AND COMMUNITY BUILDING	10 000
Boys & Girls Clubs of Metro Denver Denver CO	None	501(C)(3)	FOR YOUTH DEVELOPMENT FAMILY SUPPORT AND COMMUNITY BUILDING	15 425
Brain Injury Association Vienna VA	None	501(C)(3)	FOR PREVENTION RESEARCH TREATMENT AND EDUCATION	50
Bread & Roses Corie Madera CA	None	501(C)(3)	TO UPLIFT HUMAN SPIRIT BY PROVIDING FREE LIVE QUALITY ENTERTAINMENT	10 000
Brakeout Jesuit Preparatory School Indianapolis IN	None	501(C)(3)	MEN AND WOMEN FOR OTHERS	2 100
Breckenridge Outdoor Education Center Breckenridge CO	None	501(C)(3)	TO PROVIDE LIFE CHANGING OUTDOOR LEARNING EXPERIENCES	250
Bridges Cambodia International San Jose CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	500
Burcham Elementary Long Beach CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	100
Burien Little Theatre Burien 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
Capital Area Humane Hilliard OH	None	501(C)(3)	TO FIGHT ANIMAL CRUELTY AND ADVOCATE FOR ANIMAL WELL BEING	50
Carole and Jeffrey Schwartz BBA Scholarship Fund	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	10 000
Central Union Mission Washington D C	None	501(C)(3)	SERVING NEIGHBORS CHANGING LIVES	185
Chastain Park Conservancy Atlanta GA	None	501(C)(3)	SERVE AS A CATALYST FOR VOLUNTEERISM AND COMMUNITY ACTIVISM	1 000
Childrens Hospital Colorado Aurora CO	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	17 781
Children's Protection Center Little Rock AR	None	501(C)(3)	FOR CHILD ADVOCACY AND REFERRALS	200
Christian Foundation Grants Olathe KS	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	180
Cryorade Season of Sharing Fund San Francisco	None	501(C)(3)	FOR GRANTS FOR CRISIS AND EMERGENCY NEEDS	25 000
Church World Service Denver CO	None	501(C)(3)	TO FEED THE HUNGARY AND HELP THOSE IN NEED	100
Clayton Early Learning Denver CO	None	501(C)(3)	FOR RESEARCH PRACTICE AND TRAINING	50
Colorado Business Committee for the Arts Denver CO	None	501(C)(3)	TO ADVANCE COLORADO'S CREATIVE ECONOMY BY CONNECTING BUSINESS AND THE ARTS	10 250
Colorado Children's Chorus Denver CO	None	501(C)(3)	COMBINE THE DISCIPLINE OF MUSIC WITH THE EXUBERANCE OF YOUTH	1,200
Colorado Health Network Denver CO	None	501(C)(3)	FOR PREVENTION CARE AND ADVOCACY ACROSS COLORADO	50
Colorado Neurological Institute Denver CO	None	501(C)(3)	FOR RESEARCH EDUCATION AND PATIENT SERVICES	50
Colorado Open Lands Lakewood CO	None	501(C)(3)	TO PRESERVE THE SIGNIFICANT OPEN LANDS AND DIMINISHING NATURAL HERITAGE OF COLORADO	100
Colorado P E O Charity Denver CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	300
Colorado Uplift Denver CO	None	501(C)(3)	TO BREAK GENERATIONAL CYCLES OF POVERTY AND FAILURE IN DENVER'S INNER CITY	33 000
Colorado Youth for A Change Denver CO	None	501(C)(3)	TO PREVENT STUDENT DROP OUT AND RE-ENGAGE STUDENTS	150
Colorado Youth Outdoors Loveland CO	None	501(C)(3)	FOR RECREATION PROGRAMMING AND SOCIAL SERVICES	5 000

PROLOGIS FOUNDATION
For the year ended 12/31/2014

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				
De La Salle High School of Concord Inc Concord CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	12 500
Denver Art Museum Denver CO	None	501(C)(3)	FOR EDUCATIONAL DEVELOPMENT AND PRESERVATION	2 800
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 GREAT SHARE TEACH EXCITE AND INSPIRE COMMUNITY	100
Denver Dumb Friends League Denver CO	None	501(C)(3)	FOR RESCUE HEALTHCARE AND ADOPTION SERVICES	100
Denver Foundation Denver CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1 000
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
D Evelyn Junior/Senior High Schools Denver CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	500
DMK Rehoming Inc Aurora CO	None	501(C)(3)	FOR RESCUE HEALTHCARE AND ADOPTION SERVICES	1 180
Edgewood Center for Children & Families San Carlos CA	None	501(C)(3)	FOR RESEARCH TRAINING AND CONSULTATION	2 500
Entertainment Industry Foundation Los Angeles CA	None	501(C)(3)	TO RAISE AWARENESS FOR CRITICAL HEALTH EDUCATIONAL AND SOCIAL ISSUES	100
Environmental Working Group Washington DC	None	501(C)(3)	FOR RESEARCH AND ADVOCACY IN THE AREAS OF TOXIC CHEMICALS AGRICULTURAL SUBSIDIES PUBLIC LANDS AND CORPORATE ACCOUNTABILITY	90
Escuela Bilingue Internacional Oakland CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	3 000
Exploratorium San Francisco CA	None	501(C)(3)	FOR RESEARCH AND EDUCATIONAL DEVELOPMENT	5 000
Family YMCA of The Desert La Quinta CA	None	501(C)(3)	FOR YOUTH DEVELOPMENT HEALTHY LIVING AND SOCIAL RESPONSIBILITY	250
Felicia Beth Nekritz Memorial Fund Northbrook IL	None	501(C)(3)	FOR RESEARCH RAISING AWARENESS AND ADVOCACY	2 125
First Descents Denver CO	None	501(C)(3)	PROVIDE LIFE-CHANGING OUTDOOR ADVENTURES FOR YOUNG ADULTS IMPACTED BY CANCER	1 000
Food Bank of Contra Costa & Solano Concord CA	None	501(C)(3)	FOR HUNGER RELIEF PROGRAMS AND OUTREACH	150
Food Bank of the Rockies Denver CO	None	501(C)(3)	FOR HUNGER-RELIEF PROGRAMS AND OUTREACH	2 500
Furniture Bank of Central Ohio Columbus OH	None	501(C)(3)	TO PROVIDE FREE FURNITURE TO THOSE STRUGGLING WITH POVERTY AND OTHER SEVERE LIFE CHALLENGES	100
Girls Scouts of Middle Tennessee Nashville TN	None	501(C)(3)	TO EMPOWER GIRLS AND TEACH DIVERSITY AND INCLUSIVENESS	500
Graland Country Day School Denver CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	2 000
Greater Bay Area Make-A-Wish San Francisco CA	None	501(C)(3)	TO STRENGTHEN AND EMPOWER CHILDREN BATTLING LIFE THREATENING MEDICAL CONDITIONS	50
Groundwork Opportunities San Francisco CA	None	501(C)(3)	TO INVEST IN LEADERS WHO HAVE THE CAPACITY TO END POVERTY IN THEIR COMMUNITIES	1 064
Habitat for Humanity of Southern Santa Barbara County Goleta CA	None	501(C)(3)	TO PROVIDE AFFORDABLE EXTERIOR HOME MAINTENANCE FOR LOW-INCOME FAMILIES	12 500
Harvard Business School Boston MA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	5 000
Harvard College Cambridge MA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	5 000
Haven Hospice Gainesville FL	None	501(C)(3)	FOR END-OF-LIFE AND PALLIATIVE CARE WITH COMFORT CARE AND COMPASSION	200
Heartland Alliance Chicago IL	None	501(C)(3)	TO STRENGTHEN COMMUNITIES THROUGH HOUSING HEALTHCARE JOBS AND JUSTICE ASSISTANCE	100
Homeless Prenatal Program San Francisco CA	None	501(C)(3)	FOR HOUSING PRENATAL CARE CHILD DEVELOPMENT TECHNOLOGY FAMILY UNIFICATION AND EMERGENCY SUPPORT PROGRAMS	50
Hope for Sderot Inc Sderot Israel	None	501(C)(3)	TO RAISE AWARENESS AND PROVIDE FOOD CLOTHING FINANCIAL AID AND EDUCATION SCHOLARSHIPS	100
Housing Oriented Ministries Established for Service, Inc Whitesburg KY	None	501(C)(3)	TO PROVIDE AFFORDABLE HOUSING SOLUTIONS THROUGH NEW CONSTRUCTION REHABILITATION AND RENTAL OPPORTUNITIES	400
Indiana University Bloomington IN	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	2 000
Inland Empire United Way Rancho Cucamonga CA	None	501(C)(3)	FOR IMPROVING EDUCATION FINANCIAL STABILITY AND HEALTH	10 500
Ironman Foundation Tampa FL	None	501(C)(3)	FOR PHILANTHROPY VOLUNTEERISM AND GRANT MAKING SUPPORTING ATHLETIC COMMUNITY EDUCATION AND HEALTH PROGRAMS	55
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	5 000
Junior Achievement Rocky Mountain Inc Denver CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	109 597
Junior League of Denver Denver CO	None	501(C)(3)	TO PROMOTE VOLUNTARISM LITERACY AND LEADERSHIP	350
Junior League of San Francisco San Francisco CA	None	501(C)(3)	TO PROMOTE VOLUNTARISM LITERACY AND LEADERSHIP	100
Kettering University Flint MI	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	7 500
Kiva Microfunds San Francisco CA	None	501(C)(3)	FOR LENDING TO ALLEVIATE POVERTY AND CREATE OPPORTUNITIES	150
KOED San Francisco CA	None	501(C)(3)	FOR TELEVISION RADIO DIGITAL MEDIA AND EDUCATIONAL SERVICES CHANGING LIVES FOR THE BETTER	800
Lafayette Partners in Education Lafayette CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1 300
Leelanau Conservancy Leland MI	None	501(C)(3)	FOR CONSERVING LAND WATER, AND SCENIC CHARACTER	2 500
Lehigh University Bethlehem PA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1 000
Leukemia & Lymphoma Society Denver CO	None	501(C)(3)	FOR RESEARCH PATIENT ACCESS AND POLICY AND ADVOCACY	300
LINC Housing Long Beach CA	None	501(C)(3)	TO BUILD OWN AND OPERATE AFFORDABLE HOUSING FOR SENIORS AND FAMILIES	5 000
Live Like Bella Inc Miami FL	None	501(C)(3)	TO FUND AND ADVOCATE FOR PEDIATRIC CANCER RESEARCH AND SUPPORT FOR FAMILIES	440
Los Lodge Charlotte NC	None	501(C)(3)	TO PROVIDE SHELTER PRATICAL LOVE CARE AND SUPPORT FOR PREGNANT WOMEN	1 000

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				
Massachusetts Institute of Technology Cambridge MA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	10 500
Mercy Corps Portland OR	None	501(C)(3)	FOR EMERGENCY RELIEF SUSTAINABLE CHANGE AND INNOVATION	8 270
Meridian Elementary Broomfield CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	100
Metro Volunteers Denver CO	None	501(C)(3)	FOR VOLUNTEER ENGAGEMENT LEADERSHIP TRAINING AND ADVOCACY	550
Metrocrest Social Services Farmers Branch TX	None	501(C)(3)	FOR PROGRAMS PROMOTING SELF SUFFICIENCY AND INDEPENDENCE	500
MGH Institute of Health Professionals Boston MA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	4 500
Mid-Ohio Foodbank Grove City OH	None	501(C)(3)	TO FEED THE HUNGARY AND HELP THOSE IN NEED	100
Milton Academy Milton MA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	3 000
Moveember Foundation Culver City CA	None	501(C)(3)	FOR OUTREACH ADVOCACY AND EDUCATION	50 000
Moveember Inc Culver City CA	None	501(C)(3)	FOR OUTREACH ADVOCACY AND EDUCATION	8 829
National Kidney Foundation Denver CO	None	501(C)(3)	FOR AWARENESS PREVENTION AND TREATMENT OF KIDNEY DISEASE	100
National MS Society Denver CO	None	501(C)(3)	FOR RESEARCH OUTREACH AND ADVOCACY FOR MULTIPLE SCLEROSIS	900
National Society of Collegiate Scholars Washington D C	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	150
Nat Impact San Francisco CA	None	501(C)(3)	FOR SUPPORT OF STUDENTS AND PROFESSIONAL LEADERS	150
Northern Light School Oakland CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	150
Northwest Harvest Eastern Washington Spokane WA	None	501(C)(3)	TO PROVIDE NUTRITIOUS FOOD TO HUNGRY PEOPLE STATEWIDE	23 500
Oakland Family Services Township MI	None	501(C)(3)	TO STRENGTHEN FAMILIES BY PROVIDING QUALITY TREATMENT EDUCATION AND PREVENTION SERVICES	300
Ohio State University Columbus OH	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	2 500
P E O Foundation Des Moines IA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	550
Pact Foundation Brisbane Australia	None	501(C)(3)	TO EMPOWER RAISE FUNDS AND ADVOCATE TO YOUNG PEOPLE OF AUSTRALIA	200
Pan-Massachusetts Challenge Needham MA	None	501(C)(3)	FOR CANCER RESEARCH	500
PI Kappa Phi Foundation Charlotte NC	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	250
Pioneer Elementary School Colorado Springs CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	200
PTA California Congress of Parents Students & Teachers San Francisco CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	50
PTA Colorado Congress of Parents Students & Teachers Denver CO	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	100
Push America Charlotte NC	None	501(C)(3)	FOR PLAY UNITS AND PROGRAMS FOR CHILDREN WITH DISABILITIES	300
Realises for Children Fort Collins CO	None	501(C)(3)	FOR RESOURCES FOR ABUSED NEGLECTED OT AT-RISK CHILDREN	150
Rebuilding Together San Francisco San Francisco CA	None	501(C)(3)	FOR FREE REPAIRS AND RENOVATIONS FOR LOW INCOME ELDERLY AND DISABLED SAN FRANCISCANS	50
Resource Area for Teaching Denver CO	None	501(C)(3)	FOR CREATIVE FUN AND ENGAGING EDUCATIONAL IDEAS ACTIVITIES AND MATERIALS	20 000
Riley Children's Foundation Indianapolis IN	None	501(C)(3)	FOR FAMILY-CENTERED CARE AND PEDIATRIC RESEARCH	10 000
Robert L Forbuss Ele Las Vegas NV	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	850
Rocky Mountain Childrens Law Center Denver CO	None	501(C)(3)	FOR LEGAL ADVOCACY EDUCATION AND PUBLIC POLICY REFORM	100
Rocky Mountain Wilderness Society Denver CO	None	501(C)(3)	FOR MAINTENANCE AND PROTECTION OF NATURAL PROCESSES AND TRADITIONAL LIFESTYLES FOR FUTURE GENERATIONS	150
Ronald McDonald House Charities of Denver Inc Denver CO	None	501(C)(3)	FOR COMFORTABLE LOW-COST HOUSING TO FAMILIES OF HOSPITALIZED CHILDREN	29 750
Salvation Army Denver CO	None	501(C)(3)	FOR FEED TO CLOTHE TO COMFORT TO CARE	3 093
Samaritan's Purse Boone NC	None	501(C)(3)	FOR FOOD MEDICINE AND DISASTER SUPPORT WORLDWIDE	200
San Francisco Food Bank San Francisco CA	None	501(C)(3)	TO PROVIDE EMERGENCY FOOD FOR LOW INCOME SENIORS AND FAMILIES	250
San Francisco Girls Chorus San Francisco CA	None	501(C)(3)	TO CREATE OUTSTANDING PERFORMANCES FEATURING THE UNIQUE AND COMPELLING SOUND OF YOUNG WOMEN'S VOICES	100
San Francisco Symphony San Francisco CA	None	501(C)(3)	TO ENRICH SERVE AND SHAPE CULTURAL LIFE THROUGH MUSICAL PERFORMANCES	1 200
San Francisco-Marin Food Bank San Francisco CA	None	501(C)(3)	TO PROVIDE FOOD AND REDUCE ECONOMIC DISTRESS	10 000
Schools That Can New York NY	None	501(C)(3)	TO EXPAND QUALITY URBAN EDUCATION	2 500
SFMOMA San Francisco CA	None	501(C)(3)	Assemble unparalleled collections create exhilarating exhibitions and develop engaging public programs	20 000
Shepard Center Foundation Atlanta GA	None	501(C)(3)	FOR TREATMENT RESEARCH AND REHABILITATION FOR PEOPLE WITH SPINAL CORD AND BRAIN INJURIES	10 000
Sierra Canyon School Chatsworth CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1 250
Sleepy Hollow Parent Orinda CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	2 000
Society of Catholic Medical Missionaries Philadelphia PA	None	501(C)(3)	International Community of Women Religious founded in 1925 in Washington DC by Austrian-born Doctor Anne Dengel to bring the full scope of professional health care to those in need	1 000
South San Francisco Unified School District San Francisco CA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	500
Spencer Educational Foundation New York NY	None	501(C)(3)	Awarding scholarships and grants in risk management and insurance and facilitating internship opportunities	500
Sports Humanitarian San Francisco CA	None	501(C)(3)	educate and empower children and youth to overcome the effects of poverty conflict and disease in disadvantaged communities	1 000
St Ignatius College San Francisco CA	None	501(C)(3)	College preparatory high school	50
St. Baktrick's Foundation Monrovia CA	None	501(C)(3)	Raise funds for kids with cancer	50
St. Marys of the Immaculate Conception School Walnut Creek CA	None	501(C)(3)	Provides a quality Catholic education fosters a Christian atmosphere supports academic excellence instills lifelong service and promotes responsible citizenship	100
Stanley Middle School PTA Lafayette CA	None	501(C)(3)	Dedicated group of parents and teachers with the united goal of enriching the Stanley Middle School experience	11 981

PROLOGIS FOUNDATION
For the year ended 12/31/2014

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				
Stern Grove Festival San Francisco CA	None	501(C)(3)	Produce concerts and related outreach and education programs in San Francisco CA	200
Sylvia Students Foundation	None	501(C)(3)	Improve educational opportunities throughout disadvantaged areas of Kenya Africa	1 500
13 Charities dba Tatum & Bags of Fun Indianapolis IN	None	501(C)(3)	Distributes backpacks filled with age-appropriate games toys and activities ideal for a hospital setting to every child diagnosed with cancer in Indiana and beyond upon request	100
Texas State Guard Nonprofit Association Austin TX	None	501(C)(3)	FOR CONDUCT HOMELAND SECURITY AND COMMUNITY SERVICES	500
The Cathedral School Denver CO	None	501(C)(3)	Historical advocacy technical services educational programs events and through the direct stewardship of historic resources in Denver CO	1 500
The Guardsmen San Francisco CA	None	501(C)(3)	FOR EDUCATIONAL AND OUTDOOR INITIATIVES FOR AT-RISK YOUTH	5 000
The Leukemia & Lymphoma Society White Plains NY	None	501(C)(3)	Largest voluntary health organization dedicated to funding research finding cures and ensuring access to treatments for blood cancer patients	100
The Prologis Foundation Fellowship Fund Denver CO	None	501(C)(3)	Scholarships for MIT students interested in real estate	51
The USO Washington DC	None	501(C)(3)	At hundreds of locations around the world the USO lifts the spirits of America's troops and their families	250
Trinity College Hartford CT	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	100
Trustees of the University Tuskegee Armen Inc Tuskegee AL	None	501(C)(3)	Higher education	500
UCLA Foundation Los Angeles CA	None	501(C)(3)	Introducing young people across the nation to the world of aviation and science Providing educational assistance to students and awards to deserving individuals groups and corporations whose deeds lend support to UCLA's goals	500
ULI Foundation Washington DC	None	501(C)(3)	Participate with building sustaining and advancing the university	100
United States Conference of Catholic Bishops Washington D C	None	501(C)(3)	Supporting the research and programs of the Urban Land Institute which provides leadership in the responsible use of land and in creating and sustaining thriving communities worldwide	20 000
United Way of the Bay Area San Francisco CA	None	501(C)(3)	FOR LEGAL ADVOCACY EDUCATION AND PUBLIC POLICY REFORM	200
University of Chicago Law School Chicago IL	None	501(C)(3)	FOR IMPROVING EDUCATION FINANCIAL STABILITY AND HEALTH	10 000
University of Colorado Denver CO	None	501(C)(3)	Higher education	1 000
University of Colorado Denver Denver CO	None	501(C)(3)	Higher education	250
University of Colorado Foundation	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	5 000
University of Georgia Athens GA	None	501(C)(3)	Help the University of Colorado transform lives through education research clinical care and community engagement	7 575
University of Texas Austin TX	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	250
University of Washington Seattle WA	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	1 000
University School of V Foundation Cary NC	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	2 500
Vanderbilt University Nashville TN	None	501(C)(3)	Higher education	250
Virginia Tech Foundation Blacksburg VA	None	501(C)(3)	Funding cancer research initiatives	100
Volunteers for Outdoor Colorado Denver CO	None	501(C)(3)	Higher education	500
Western Golf Association Evans Scholars Foundation Golf IL	None	501(C)(3)	FOR SCHOLARSHIPS AND EDUCATIONAL DEVELOPMENT	50
Western States Endur Auburn CA	None	501(C)(3)	FOR EDUCATIONAL PROGRAMS AND ENVIRONMENTAL STEWARDSHIP	100
Wild Bird Information and Rehabilitation of Denver Denver CO	None	501(C)(3)	Awards college scholarships to caddies from modest means	250
Women's Foundation of California Oakland CA	None	501(C)(3)	Support local communities through scholarships participation in and donations to community service programs membership in community organizations and trail maintenance	60
Women's Foundation of Colorado Denver CO	None	501(C)(3)	FOR SHELTER REHABILITATION AND RELEASE OF BIRDS INTO PARKS AND OPEN SPACES	100
World Vision Federal Way WA	None	501(C)(3)	Work toward a just and equitable California in which all people and communities in every region of the state thrive	15 000
Wounded Warrior Project Jacksonville FL	None	501(C)(3)	Building resources and leading change so that every woman and girl in Colorado achieves her full potential	15 000
			Working with children families and their communities worldwide to reach their full potential by tackling the causes of poverty and injustice	350
			Help injured warriors who are living with the effects of traumatic brain injury	4 810
Total				768 859

PROLOGIS FOUNDATION
For the year ended 12/31/2014

FEIN: 36-4439409

FORM 990-PF										CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME										STATEMENT
LIST AND DESCRIBE THE KINDS OF PROPERTY SOLD										PID	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED	COST OR OTHER BASIS	GAIN OF (LOSS)				
JPM EX-G4 CURR STR FD - SEL FUND 2420										P	VARIOUS	1/30/2014	73,203	-	75,000	(1,797)				
ISHARES MSCI EMERGING MARKET INDEX										P	VARIOUS	2/11/2014	93,160	-	98,545	(5,385)				
OPPENHEIMER DEVELOPING MKT-YD										P	VARIOUS	2/12/2014	97,329	-	100,000	(2,671)				
DREYFUS EMG MKT DEBT LOC C-I										P	VARIOUS	2/20/2014	71,859	-	75,000	(3,141)				
EATON VANCE GLOBAL MACRO-I										P	VARIOUS	3/26/2014	159,383	-	160,000	(617)				
EATON VANCE GLOBAL MACRO-I										P	VARIOUS	5/22/2014	60,128	-	60,000	128				
EATON VANCE FLOATING RATE-I										P	VARIOUS	7/19/2014	399,327	-	400,000	(673)				
PRUDENTIAL JENN MC GROW-Z										P	VARIOUS	8/5/2014	250,000	-	250,002	(2)				
INV BALANCED-RISK ALLOC-Y										P	VARIOUS	8/19/2014	102,694	-	103,214	(519)				
JPM GBL RES ENH INDEX FD - SEL FUND 3457										P	VARIOUS	10/1/2014	1	-	-	1				
VANGUARD FTSE EUROPE ETF										P	VARIOUS	10/16/2014	107,613	-	123,289	(15,676)				
VANGUARD FTSE EUROPE ETF										P	VARIOUS	10/16/2014	75,033	-	86,290	(11,257)				
VANGUARD FTSE EUROPE ETF										P	VARIOUS	10/17/2014	23,156	-	26,169	(3,013)				
PARNASSUS EQTY INCOME FD-INS										P	VARIOUS	11/26/2014	5,278	-	-	5,278				
OPPENHEIMER DEVELOPING MKT-Y										P	VARIOUS	12/8/2014	3,480	-	-	3,480				
THE ARBITRAGE FUND-I										P	VARIOUS	12/11/2014	805	-	-	805				
CLEARBRIDGE APPRECIATION-I										P	VARIOUS	12/11/2014	7,463	-	-	7,463				
CLEARBRIDGE APPRECIATION-I										P	VARIOUS	12/11/2014	146	-	-	146				
PIMCO TOTAL RETURN FUND-P										P	VARIOUS	12/12/2014	3,688	-	-	3,688				
PIMCO COMMODITY PL STRAT-P										P	VARIOUS	12/12/2014	389	-	-	389				
JPM GBL RES ENH INDEX FD - SEL FUND 3457										P	VARIOUS	12/15/2014	2,749	-	-	2,749				
JPM CORE BD FD - SEL FUND 3457										P	VARIOUS	12/15/2014	110	-	-	110				
INV BALANCED-RISK ALLOC-Y										P	VARIOUS	12/16/2014	6,001	-	-	6,001				
JPM GBL RES ENH INDEX FD - SEL FUND 3457										P	VARIOUS	12/16/2014	1,678	-	-	1,678				
JPM CORE BD FD - SEL FUND 3720										P	VARIOUS	12/15/2014	1,331	-	-	1,331				
JPM LARGE CAP GRWTH FD - SEL FUND 3118										P	VARIOUS	12/15/2014	3,906	-	-	3,906				
INV BALANCED-RISK ALLOC-Y										P	VARIOUS	12/16/2014	5,793	-	-	5,793				
GOTHAM ABSOLUTE RETURN FUND										P	VARIOUS	12/19/2014	3,392	-	-	3,392				
PRUDENTIAL JENN MC GROW-Z										P	VARIOUS	12/19/2014	3,497	-	-	3,497				
GOTHAM ABSOLUTE RETURN FUND										P	VARIOUS	12/19/2014	634	-	-	634				
PRUDENTIAL JENN MC GROW-Z										P	VARIOUS	12/19/2014	23,419	-	-	23,419				
HARBOR HIGH YIELD BOND-INST										P	VARIOUS	12/22/2014	1,017	-	-	1,017				
OAKMARK INTERNATIONAL FD-I										P	VARIOUS	12/22/2014	1,653	-	-	1,653				
HARBOR HIGH YIELD BOND-INST										P	VARIOUS	12/22/2014	3,359	-	-	3,359				
OAKMARK INTERNATIONAL FD-I										P	VARIOUS	12/22/2015	10,211	-	-	10,211				
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND										P	VARIOUS	12/23/2014	5,257	-	-	5,257				
BROWN ADV JAPAN ALPHA OPP-IS										P	VARIOUS	12/26/2015	846	-	-	846				
ISHARES MSCI EAFE INDEX FUND										P	VARIOUS	12/31/2014	218,970	-	239,427	(20,456)				
TOTAL TO FM 990-PF, PART IV LN 2													1,827,959	0	1,796,935	31,024				

PROLOGIS FOUNDATION
For the year ended 12/31/2014

FEIN: 38-4439409

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
Nekntz, 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
Nekntz, 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
Cede, Claudia Denver, CO	Vice President	0	0	0
Collins, Creighton Denver, CO	Vice President	0	0	0
Drollinger, Carmen D Denver, CO	Vice President	0	0	0
Harns, Lisa Denver, CO	Vice President	0	0	0
Nekntz, Edward S Denver, CO	Secretary	0	0	0
Polgar, Jessica Denver, CO	Assistant Secretary	0	0	0