



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

**2015**

Open to Public Inspection

▶ 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](http://www.irs.gov/form990pf).

For calendar year **2015** or tax year beginning , **2015**, and ending , **20**

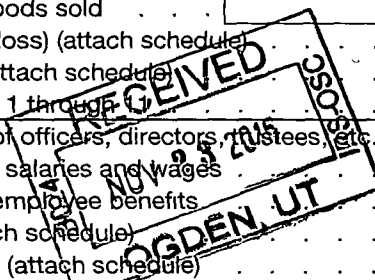
Name of foundation <b>PROLOGIS FOUNDATION</b>		A Employer identification number <b>36-4439409</b>
Number and street (or P O box number if mail is not delivered to street address) <b>4545 AIRPORT WAY</b>	Room/suite	B Telephone number (see instructions) <b>303-567-5000</b>
City or town, state or province, country, and ZIP or foreign postal code <b>DENVER, CO 80239</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>11,854,075.00</b>	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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,001,780			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	251,132	251,132	251,132	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.00		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0.00			
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	2,252,912.00	251,132.00	251,132.00	
	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)	12,300			
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	2,224			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	44,935			
	24 Total operating and administrative expenses. Add lines 13 through 23	59,459.00	0.00	0.00	0.00
	25 Contributions, gifts, grants paid	935,473			935,473
	26 Total expenses and disbursements. Add lines 24 and 25	994,932.00	0.00	0.00	935,473.00
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,257,980.00			
	b Net investment income (if negative, enter -0-)		251,132.00		
	c Adjusted net income (if negative, enter -0-)			251,132.00	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2015)

RECEIVED NOV 29 2016



621 15

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .		11,018,200	11,854,075.	11,854,075.
	<b>2</b> Savings and temporary cash investments . . . . .				
	<b>3</b> Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	<b>4</b> Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10a</b> Investments—U S. and state government obligations (attach schedule)				
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .				
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .				
	<b>11</b> Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	<b>12</b> Investments—mortgage loans . . . . .				
	<b>13</b> Investments—other (attach schedule) . . . . .				
	<b>14</b> Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶				
	<b>15</b> Other assets (describe ▶ )				
	<b>16 Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .		11,018,200.00	11,854,075.00	11,854,075.00
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ )				
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .		0.00	0.00	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .				
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31.</b>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .		1,084,881	3,084,881	
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .		9,933,319	8,769,194	
	<b>30 Total net assets or fund balances</b> (see instructions) . . . . .		11,018,200.00	11,854,075.00	
	<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		11,018,200.00	11,854,075.00	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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) . . . . .	<b>1</b>	11,018,200.00
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	1,257,980.00
<b>3</b> Other increases not included in line 2 (itemize) ▶	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	12,276,180.00
<b>5</b> Decreases not included in line 2 (itemize) ▶ <b>CHANGE IN FAIR VALUE OF INVESTMENTS</b>	<b>5</b>	422,105
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	11,854,075.00

**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 shares MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a</b> SEE STATEMENT 6			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			0.00
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	
<b>3</b> 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	<b>3</b>	

**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))
2014	768,859	11,018,200	0.0698
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

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.2730
<b>3</b> 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	<b>3</b>	0.05460
<b>4</b> Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	<b>4</b>	11,717,195
<b>5</b> Multiply line 4 by line 3	<b>5</b>	639,758.85
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	2,511
<b>7</b> Add lines 5 and 6	<b>7</b>	642,269.85
<b>8</b> 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.	<b>8</b>	935,473

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

<b>1a</b>	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>b</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	<b>1</b>	2,511	
<b>c</b>	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b>	Add lines 1 and 2	<b>3</b>	2,511	00
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	2,511	00
<b>6</b>	Credits/Payments:			
<b>a</b>	2015 estimated tax payments and 2014 overpayment credited to 2015	<b>6a</b>	7,000	
<b>b</b>	Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b>	Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b>	Total credits and payments. Add lines 6a through 6d	<b>7</b>	7,000	00
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		0 00
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	4,489	00
<b>11</b>	Enter the amount of line 10 to be: <b>Credited to 2016 estimated tax</b> 4,489 <b>Refunded</b>	<b>11</b>		0 00

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
<b>2</b> 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
<b>3</b> 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
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		
<b>5</b> 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
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> 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)**

	Yes	No
<b>11</b> 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)		X
<b>12</b> 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)		X
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
<b>14</b> The books are in care of ► PROLOGIS, INC. Telephone no. ► 303-567-5000 Located at ► 4545 AIRPORT WAY, DENVER CO ZIP+4 ► 80239		
<b>15</b> 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		
<b>16</b> At any time during calendar year 2015, 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 FinCEN Form 114. 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
<b>1a</b> 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? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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	
<b>c</b> 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 2015?	1c	X
<b>2</b> 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)): <b>a</b> At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20 , 20 , 20 , 20 <b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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.) <b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20	2b	
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2015 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 2015.)	3b	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</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 2015?	4b	X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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? **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? **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				

**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		
<b>Total</b> 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
<b>1</b> N/A	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> N/A	
<b>2</b>	
All other program-related investments. See instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	0.00



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	11,859,191
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	36,438
<b>c</b>	Fair market value of all other assets (see instructions) . . . . .	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	11,895,629.00
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	11,895,629.00
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) . . . . .	<b>4</b>	178,434
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	11,717,195.00
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	585,859.75

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	585,859.75
<b>2a</b>	Tax on investment income for 2015 from Part VI, line 5 . . . . .	<b>2a</b>	2,511
<b>b</b>	Income tax for 2015. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	2,511.00
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	583,348.75
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	583,348.75
<b>6</b>	Deduction from distributable amount (see instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	583,348.75

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	935,473
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	935,473.00
<b>5</b>	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) . . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	935,473.00

**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 2014	(c) 2014	(d) 2015
<b>1</b> Distributable amount for 2015 from Part XI, line 7 . . . . .				583,348.75
<b>2</b> Undistributed income, if any, as of the end of 2015:				
<b>a</b> Enter amount for 2014 only . . . . .				
<b>b</b> Total for prior years: 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2015:				
<b>a</b> From 2010 . . . . .	4,221			
<b>b</b> From 2011 . . . . .	376			
<b>c</b> From 2012 . . . . .	38,043			
<b>d</b> From 2013 . . . . .	0			
<b>e</b> From 2014 . . . . .	222,383			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	265,023.00			
<b>4</b> Qualifying distributions for 2015 from Part XII, line 4: ► \$ 935,473				
<b>a</b> Applied to 2014, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .				
<b>d</b> Applied to 2015 distributable amount . . . . .				583,348.75
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	265,023.00			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0.00		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .		0.00		
<b>e</b> Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .			0.00	
<b>f</b> Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016 . . . . .				0.00
<b>7</b> 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) . . . . .				
<b>8</b> Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2016.</b> Subtract lines 7 and 8 from line 6a . . . . .	265,023.00			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2011 . . . . .	376			
<b>b</b> Excess from 2012 . . . . .	38,043			
<b>c</b> Excess from 2013 . . . . .	0			
<b>d</b> Excess from 2014 . . . . .	222,383			
<b>e</b> Excess from 2015 . . . . .	352,124			

**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 2015, enter the date of the ruling . . . . . ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

**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) 2015	(b) 2014	(c) 2013	(d) 2012		
85% of line 2a . . . . .					0.00
<b>b</b> 85% of line 2a . . . . .	0.00	0.00	0.00	0.00	0.00
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					0.00
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					0.00
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	0.00	0.00	0.00	0.00	0.00
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test—enter:					
<b>(1)</b> Value of all assets . . . . .					0.00
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0.00
<b>b</b> "Endowment" alternative test—enter <sup>2</sup> / <sub>3</sub> of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0.00
<b>c</b> "Support" alternative test—enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0.00
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0.00
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0.00
<b>(4)</b> 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, 303-567-500, 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
<b>a</b> <i>Paid during the year</i>  SEE STATEMENT 5				
<b>Total</b>			<b>3a</b>	935,473
<b>b</b> <i>Approved for future payment</i>  NONE				
<b>Total</b>			<b>3b</b>	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	
<b>1</b>	Program service revenue:					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments . . . . .					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities . . . . .			14	251,132	
<b>5</b>	Net rental income or (loss) from real estate:					
<b>a</b>	Debt-financed property . . . . .					
<b>b</b>	Not debt-financed property . . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income . . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory					
<b>9</b>	Net income or (loss) from special events . . . .					
<b>10</b>	Gross profit or (loss) from sales of inventory . .					
<b>11</b>	Other revenue: <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e) . . . .		0.00		251,132.00	0.00
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e) . . . . .				<b>13</b> 251,132.00	

**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**

- | 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?  |       |    |
|----------|--|-------|----|
|          |  | Yes   | No |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</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  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | 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

**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

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 12/31/2015

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				
Denver Art Museum		501(C)(3)		2 500
Denver Botanic Gardens		501(C)(3)		1,000
Denver Dumb Friends League		501(C)(3)		175
Denver Museum of Nature and Science		501(C)(3)		5 000
Denver Rescue Mission		501(C)(3)		50
Denver Urban Ministries		501(C)(3)		50
Denver Waldorf School Association		501(C)(3)		100
Denver Zoological Foundation Inc		501(C)(3)		50
Donors choose Org		501(C)(3)		170
Escuela Bilingue Internacional		501(C)(3)		1,500
Feeding Children Everywhere Inc		501(C)(3)		50
Felicia Beth Nekntz Memorial Fund		501(C)(3)		75
First Baptist Church of Indianapolis Food Pantry		501(C)(3)		1 350
Food Bank of the Rockies		501(C)(3)		3 415
Fort Hays State University Foundation		501(C)(3)		100
Franklin S Friends Inc		501(C)(3)		50
Furniture Bank of Central Ohio		501(C)(3)		100
Gift of Swimming Inc		501(C)(3)		150
Gilman School		501(C)(3)		50
Girl Scouts of Middle Tennessee Inc		501(C)(3)		1,500
Graland Country Day School		501(C)(3)		1,000
Habitat for Humanity		501(C)(3)		68,100
Harvard College		501(C)(3)		5,000
Harvard University		501(C)(3)		2,500
Hope 4 Kids International		501(C)(3)		1 000
Housing Oriented Ministries Established for Services Inc		501(C)(3)		880
Hunger Free Colorado		501(C)(3)		50
Inland Empire United Way		501(C)(3)		500
Inner City Law Center		501(C)(3)		50,000
International Neighborhood Collaborative		501(C)(3)		1 000
International Rescue Committee Inc		501(C)(3)		75
Italian Greyhound Rescue Foundation Inc		501(C)(3)		500
JDRF International		501(C)(3)		60
Junior Achievement		501(C)(3)		2,500
Junior Achievement - Rocky Mountain		501(C)(3)		193 074
Junior Achievement of Northern California		501(C)(3)		900
Junior League of Denver Incorporated		501(C)(3)		600
Junior Symphony Guild Inc - Inside the Orchestra		501(C)(3)		600
Juvenile Diabetes Research Foundation		501(C)(3)		1 000
Kent Denver Country Day School		501(C)(3)		500
Kiva Microfunds		501(C)(3)		300
Leelanau Conservancy		501(C)(3)		10,000
Livable Buckhead		501(C)(3)		1,000
Los Gatos Rowing Club Inc		501(C)(3)		50

**PROLOGIS FOUNDATION**  
For the year ended 12/31/2015

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				
A Precious Child Inc		501(C)(3)		100
ACF		501(C)(3)		33 000
Adopt-A-Student		501(C)(3)		500
Adsum Education Foundation		501(C)(3)		2,703
Aim High		501(C)(3)		2,500
Alameda Lacrosse Club Inc		501(C)(3)		1 000
Alzheimer's Association National Office		501(C)(3)		50
American Cancer Society Inc		501(C)(3)		100
American Red Cross		501(C)(3)		32 591
Anzosa Community Foundation		501(C)(3)		100
Asian Art Museum		501(C)(3)		6,000
Assistance League of Indianapolis		501(C)(3)		1,000
Atlanta Academy Inc		501(C)(3)		1,000
Aurora Public Schools Education Foundation		501(C)(3)		4,000
Autism Speaks Inc		501(C)(3)		100
Avon Products Foundation Incorporated		501(C)(3)		2 630
Boston Children's Hospital		501(C)(3)		2,000
Boys & Girls Club of Westminster Inc		501(C)(3)		1 000
Boys and Girls Club Denver		501(C)(3)		2,500
Boys and Girls Club of Lawrence		501(C)(3)		5,000
Boys and Girls Clubs of Metro Denver Inc		501(C)(3)		11,250
Breckenridge Outdoor Education Center		501(C)(3)		500
Brent Eley Foundation		501(C)(3)		100
California Academy of Sciences		501(C)(3)		10,000
Camp for Change Inc		501(C)(3)		250
Charcot-Marie-Tooth Association		501(C)(3)		100
Children's Hospital of Colorado Foundation		501(C)(3)		10,746
Chronicle Season of Sharing Fund		501(C)(3)		25 000
City of Hope		501(C)(3)		13 000
City Year Inc - City Year Denver		501(C)(3)		250
Clayton Early Learning		501(C)(3)		50
Colorado Ballet Company		501(C)(3)		100
Colorado Business Committee for the Arts		501(C)(3)		1 000
Colorado Coalition for the Homeless		501(C)(3)		50
Colorado Museum of Natural History		501(C)(3)		50
Colorado P E O Chantable Corporation		501(C)(3)		200
Colorado Seminary-University of Denver		501(C)(3)		500
Colorado Uplift		501(C)(3)		34 000
Comitis Crisis Center Inc		501(C)(3)		50
Community Animal Resource & Education Society		501(C)(3)		1,000
CSU Channel Islands Foundation		501(C)(3)		4 758
Dartmouth-Hitchcock Health		501(C)(3)		150
De La Salle High School		501(C)(3)		12,500
Denver Active 20-30 Children's Foundation2		501(C)(3)		100



**PROLOGIS FOUNDATION**  
For the year ended 12/31/2015

FEIN: 36-4439409

**FORM 990-PF** **DIVIDENDS AND INTEREST FROM SECURITIES** **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>
DOMESTIC DIVIDENDS	251,132	251,132	251,132	0
TOTAL TO FM 990-PF, PART I LN 4	251,132	251,132	251,132	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	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	2,224	0	0	0
TOTAL TO FM 990-PF, PART I LN 18	2,224	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	44,204	0	0	0
ACCOUNT ANALYSIS FEE	731			0
TOTAL TO FM 990-PF, PART I LN 23	44,935	0	0	0

**PROLOGIS FOUNDATION**  
For the year ended 12/31/2015

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				
Love Takes Root		501(C)(3)		300
Love the Skin Your In Inc		501(C)(3)		150
Martinez Education Foundation		501(C)(3)		250
Massachusetts Institute of Technology		501(C)(3)		2,500
Memon Sloan-Kettering Cancer Center		501(C)(3)		50
Mercy Corps		501(C)(3)		142,110
Metro Volunteers		501(C)(3)		100
Metrocrest Services		501(C)(3)		320
MGH Institute of Health Professions		501(C)(3)		3,500
Mi CASA Resource Center		501(C)(3)		75
Monarch Montesson of Denver Charter School		501(C)(3)		50
Movember Inc		501(C)(3)		850
National Multiple Sclerosis Society		501(C)(3)		925
National Society of the Daughters of the American Revolution		501(C)(3)		50
New Mexico State University Foundation Inc		501(C)(3)		1,000
New Philharmonic Orchestra		501(C)(3)		5,000
North Texas Food Bank		501(C)(3)		500
Northern Light School		501(C)(3)		10,000
Ohio State University Foundation		501(C)(3)		782
Operation Hope		501(C)(3)		10,000
Opportunity International		501(C)(3)		3,000
Overlook Foundation		501(C)(3)		12,500
P E O Foundation		501(C)(3)		100
Pablove Foundation Inc		501(C)(3)		100
Pact Foundation		501(C)(3)		500
Pan Mass Challenge		501(C)(3)		250
Pioneer Elementary School Parent Teacher Club		501(C)(3)		50
Project Angel Heart		501(C)(3)		60
Prologis Children's Foundation2		501(C)(3)		1,000
PTA Texas Congress		501(C)(3)		100
Raft		501(C)(3)		2,500
Raft - Colorado		501(C)(3)		100
Rebuilding Together San Francisco		501(C)(3)		15,000
Regis Jesuit High School		501(C)(3)		100
Right Step Inc		501(C)(3)		100
Right to Play		501(C)(3)		28,930
Riley's Children's Foundation		501(C)(3)		150
Road Runners Club of America - Track Shack Fitness		501(C)(3)		150
Rocky Mountain Children's Chor		501(C)(3)		250
Ronald McDonald House		501(C)(3)		25,000
Ronald McDonald House Charity Denver		501(C)(3)		1,000
San Francisco Food Bank - SF-Mann Food Bank		501(C)(3)		50
San Francisco Pacific Academy		501(C)(3)		1,000
San Francisco Symphony		501(C)(3)		10,000
San Francisco Firefighters Toy Program		501(C)(3)		2,500

**PROLOGIS FOUNDATION**  
For the year ended 12/31/2015

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				
SFMOMA		501(C)(3)		10,000
Shepherd Center Foundation Inc		501(C)(3)		1,250
Spencer Educational Foundation		501(C)(3)		1,500
Spotlight Kids Theatre Inc		501(C)(3)		2,150
St Baldncks Foundation Inc		501(C)(3)		50
St Jude Children's Research Hospital Inc		501(C)(3)		100
Stelvo for Life		501(C)(3)		7,500
Streetlite Chnstan Fellowship		501(C)(3)		50
Texas State Guard Non Profit Association		501(C)(3)		500
The B+ Foundation		501(C)(3)		250
The Cystic Fibrosis Foundation		501(C)(3)		250
The Exploratorium		501(C)(3)		5,000
The Women's Foundation of California		501(C)(3)		5,039
Toys for Tots		501(C)(3)		10,000
United Negro College Fund Inc		501(C)(3)		80
University of Akron Foundation		501(C)(3)		50
University of Chicago		501(C)(3)		1,500
University of Colorado Foundation		501(C)(3)		12,950
University of Georgia Foundation		501(C)(3)		250
University of Southern California		501(C)(3)		10,000
University of Texas at Austin		501(C)(3)		200
University of the Pacific		501(C)(3)		250
Virginia Tech Foundation Inc		501(C)(3)		150
Western States Endurance Run Foundation		501(C)(3)		120
Women's Foundation of California		501(C)(3)		1,000
Wounded Warrior Project Inc		501(C)(3)		80
<b>Total</b>				<b>935,473</b>

**PROLOGIS FOUNDATION**  
For the year ended 12/31/2015

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	QTS	P/D	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	DEPRECIATION ALLOWED	COST OR OTHER BASIS	GAIN OF (LOSS)
OAKMARK INTERNATIONAL	2,245.13	P	VARIOUS	2/17/2015	54,893		59,384	(4,490)
THE ARBITRAGE FUND	8,519.31	P	VARIOUS	2/17/2015	111,433		110,751	682
PIMCO COMMODITYPL STRAT	2,770.14	P	VARIOUS	2/17/2015	21,524		31,690	(10,166)
CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT	23,458.73	P	VARIOUS	2/17/2015	274,467		274,521	(54)
JPM STAAT INC OPP	4,762.43	P	VARIOUS	3/4/2015	56,101		56,863	(762)
ISHARES MSCI EAFE INDEX FUND	3,382.00	P	VARIOUS	3/4/2015	220,473		219,196	1,277
JPM STAAT INC OPP FD	7,382.44	P	VARIOUS	5/5/2015	86,891		88,146	(1,255)
JPM INFLATION MGD BD FD	15,694.39	P	VARIOUS	5/5/2015	162,280		165,329	(3,049)
PARNASSUS EQTY INCOME	2,460.60	P	VARIOUS	5/5/2015	99,925		97,563	2,362
BROWN ADV JAPAN ALPHA OPP	3,309.20	P	VARIOUS	5/5/2015	41,464		33,092	8,372
PIMCO TOTAL RETURN FUND	43,848.98	P	VARIOUS	5/5/2015	469,623		474,854	(5,231)
OPPENHEIMER DEVELOPING	5,822.42	P	VARIOUS	5/5/2015	211,354		240,000	(28,646)
SPDR S&P 500 ETF TRUST	1,289.00	P	VARIOUS	5/7/2015	272,493		266,804	5,690
JPM CHINA REGION FD	4,169.45	P	VARIOUS	8/7/2015	77,260		108,614	(31,354)
JPM STRAT INC OPP FD	21,707.74	P	VARIOUS	8/7/2015	251,376		258,742	(7,366)
JPM CORE BD FD	54,987.87	P	VARIOUS	8/7/2015	642,808		641,778	1,030
GATEWAY FUND	4,178.45	P	VARIOUS	8/7/2015	125,688		125,616	72
HSBC FDS TOTAL RETURN I	12,050.61	P	VARIOUS	8/7/2015	125,688		125,929	(241)
COLUMBIA ASIA PAX	18,242.07	P	VARIOUS	8/7/2015	251,376		272,230	(20,854)
PIMCO COMMODITYPL STRAT	18,984.00	P	VARIOUS	9/1/2015	120,928		206,601	(85,672)
ABERDEEN ASIA-PAC	26,553.90	P	VARIOUS	9/2/2015	262,087		310,070	(47,983)
COLUMBIA ASIA PAX X	7,956.49	P	VARIOUS	9/3/2015	98,104		108,375	(10,271)
HSBC FDS TOTAL RETURN	13,096.05	P	VARIOUS	11/5/2015	134,627		131,923	2,704
PIMCO COMMODITYPL STRAT	9,698.77	P	VARIOUS	11/20/2015	56,253		101,709	(45,456)
					4,229,115		4,509,778	(280,664)
Long Term Capital Gain Distributions					94,585			94,585
Short Term Capital Gain Distributions					14,218			14,218
					4,337,918			(171,861)

**PROLOGIS FOUNDATION**  
For the year ended 12/31/2015

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
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
Cade, 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
Hams, Lisa Denver, CO	Senior Vice President	0	0	0
Nekntz, Edward S Denver, CO	Secretary	0	0	0
Polgar, Jessica Denver, CO	Assistant Secretary	0	0	0