

STANDARD MOTOR PRODUCTS INC
 Form 4
 May 22, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERRITY ROBERT M

2. Issuer Name and Ticker or Trading Symbol
STANDARD MOTOR PRODUCTS INC [SMP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
STANDARD MOTOR PRODUCTS, INC., 37-18 NORTHERN BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

LONG ISLAND CITY, NY 11101

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/18/2006		A	(1) 3,532 \$ 7.9	9,781	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Common Stock	\$ 16	07/18/1996		A		1,000		07/18/1997	07/18/2006	Common Stock	1,000
Stock Option - Common Stock	\$ 13.625	05/22/1997		A		1,000		05/11/1998	05/22/2007	Common Stock	1,000
Stock Option - Common Stock	\$ 23.72	05/22/1998		A		1,000		05/21/1999	05/21/2008	Common Stock	1,000
Stock Option - Common Stock	\$ 22.469	05/20/1999		A		2,000		05/20/2000	05/20/2009	Common Stock	2,000
Stock Option - Common Stock	\$ 9.29	05/18/2000		A		2,000		05/18/2001	05/18/2010	Common Stock	2,000
Stock Option - Common Stock	\$ 13.05	05/17/2001		A		2,000		05/17/2002	05/17/2011	Common Stock	2,000
Stock Option - Common Stock	\$ 14.43	05/25/2002		A		2,000		05/23/2003	05/23/2012	Common Stock	2,000
Stock Option - Common Stock	\$ 12.1	05/23/2002		A		1,400		05/22/2004	05/22/2013	Common Stock	1,400
Stock Option -	\$ 13.68	05/20/2004		A		2,000		05/20/2005	05/20/2014	Common Stock	2,000

Common
Stock

Stock Option	\$ 10.53	05/19/2005	A	2,000	05/19/2006	05/19/2015	Common Stock	2,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERRITY ROBERT M STANDARD MOTOR PRODUCTS, INC. 37-18 NORTHERN BLVD. LONG ISLAND CITY, NY 11101	X			

Signatures

/s/ Robert M.
Gerrity

05/22/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Consists of 2,532 shares for retainer and 1,000 shares of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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**PROLOGISSCHEDULE III REAL ESTATE
AND ACCUMULATED DEPRECIATION (Continued)December 31, 2005 Gross Amounts At Which
Carried Initial Cost to ProLogis as of December 31, 2005 Costs Capitalized Date of No.
of Encum- Building & Subsequent
to Building & Accumulated Construction/Description Bldgs. brances Land Improvements Acquisition Land Improve
thousands of U.S. dollars, as applicable)**

Denver, Colorado

Denver Business Center(d)(g)

6 1,864 9,450 9,765 1,865 19,214 21,079 (6,167) 1992, 1994, 1996, 2001, 2002

Havana Distribution Center

1 401 2,281 771 401 3,052 3,453 (1,517) 1993

Moline Distribution Center

1 327 1,850 756 327 2,606 2,933 (1,005) 1994

Moncrieff Distribution Center

1 314 2,493 953 315 3,445 3,760 (1,532) 1992

Pagosa Distribution Center

1 406 2,322 876 406 3,198 3,604 (1,435) 1993

ProLogis Park 70(d)

1 2,128 7,063 2,128 7,063 9,191 2005

Stapleton Business Center

12 (e) 34,634 139,256 34,634 139,256 173,890 (1,344) 2005

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Upland Distribution Center I(d)

7 1,427 5,710 14,436 1,450 20,123 21,573 (6,495) 1992, 1994, 1995, 2003

Upland Distribution Center II

6 2,456 13,946 4,057 2,489 17,970 20,459 (7,584) 1993, 1994

Total Denver, Colorado

36 43,957 177,308 38,677 44,015 215,927 259,942 (27,079)

El Paso, Texas

Billy the Kid Distribution Center

1 273 1,547 745 273 2,292 2,565 (943) 1994

Goodyear Distribution Center

1 511 2,899 559 511 3,458 3,969 (1,179) 1991

Northwestern Corporate Center(d)(h)

5 1,184 20,832 2,617 19,399 22,016 (5,103) 1992, 1993, 1994, 1997, 2003

Pan American Distribution Center

1 196 1,110 521 196 1,631 1,827 (32) 2002

Vista Corporate Center

4 1,945 11,711 1,945 11,711 13,656 (4,304) 1994, 1995, 1996

Vista Del Sol Industrial Center

4 (e) 996 17,977 2,055 16,918 18,973 (5,658) 1995, 1997, 1998

Total El Paso, Texas

16 5,105 5,556 52,345 7,597 55,409 63,006 (17,219)

Fort Lauderdale/ Miami, Florida

Airport West Distribution Center

2 1,253 3,825 3,275 1,974 6,379 8,353 (1,820) 1995, 1998

CenterPort Distribution Center

3 2,083 11,806 581 2,083 12,387 14,470 (2,943) 1999

Copans Distribution Center

2 504 2,857 530 504 3,387 3,891 (1,119) 1997, 1998

Dade Distribution Center(d)

1 2,589 14,670 2,589 14,670 17,259 2005

North Andrews Distribution Center

1 698 3,956 101 698 4,057 4,755 (1,518) 1994

Port Lauderdale Distribution Center

2 896 8,341 2,205 7,032 9,237 (1,601) 1997

ProLogis Park I-595

2 (e) 1,998 11,326 59 1,998 11,385 13,383 (1,126) 2003

Total Fort Lauderdale/ Miami, Florida

13 10,021 48,440 12,887 12,051 59,297 71,348 (10,127)

Houston, Texas

Blalock Distribution Center

2 595 3,370 928 595 4,298 4,893 (63) 2002

Brittmore Distribution Center

2 1,838 10,417 884 1,838 11,301 13,139 (2,985) 1999

Crosstimbers Distribution Center

1 359 2,035 794 359 2,829 3,188 (1,078) 1994

Hempstead Distribution Center

3 1,013 5,740 1,597 1,013 7,337 8,350 (3,016) 1994

Hobby Business Park

Explanation of Responses:

1 721 2,885 721 2,885 3,606 (28) 2005

I-10 Central Distribution Center

2 181 1,023 341 180 1,365 1,545 (634) 1994

I-10 Central Service Center

1 58 330 164 58 494 552 (238) 1994

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Gross Amounts At Which
Carried

as of December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis			Gross Amounts At Which Carried as of December 31, 2005			Accumulated Depreciation	Date of Construction/ Acquisition
			Land	Building & Improvements	Costs Capitalized Subsequent to Acquisition	Land	Building & Improvements	Total (a, b, c)		

(In thousands of U.S. dollars, as applicable)

Kempwood Business Center	4		1,746	9,894	1,595	1,745	11,490	13,235	(2,127)	2001
Perimeter Distribution Center	2		813	4,604	835	813	5,439	6,252	(1,328)	1999
Pine Forest Business Center	18	(e)	4,859	27,557	5,323	4,859	32,880	37,739	(12,782)	1993, 1994, 1995
Pine North Distribution Center	2		847	4,800	560	847	5,360	6,207	(1,418)	1999
Pine Timbers Distribution Center	2		2,956	16,750	2,196	2,956	18,946	21,902	(5,074)	1999
Pinemont Distribution Center	2		642	3,636	528	641	4,165	4,806	(1,088)	1999
Post Oak Business Center	15	(e)	3,005	15,378	6,337	3,005	21,715	24,720	(9,137)	1993, 1994, 1996
Post Oak Distribution Center	7	(e)	2,115	12,017	4,891	2,041	16,982	19,023	(8,076)	1993, 1994
South Loop Distribution Center	5		1,051	5,964	3,224	1,052	9,187	10,239	(4,091)	1994
Southland Distribution Center	1		1,209	6,849	430	1,209	7,279	8,488	(106)	2002
Southwest Freeway Industrial Center	1		84	476	206	84	682	766	(335)	1994

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Sugarland Corporate Center(d)	3	2,535	14,073	2,535	14,073	16,608			2005
West by Northwest Industrial Center(d)	17	4,421	8,382	38,650	4,528	46,925	51,453	(15,522)	1993, 1994, 1995, 1996, 1997, 1998, 2003
White Street Distribution Center	1	469	2,656	539	469	3,195	3,664	(1,203)	1995
Total Houston, Texas	92	31,517	144,763	84,095	31,548	228,827	260,375	(70,329)	
I-81 Corridor, Pennsylvania									
Harrisburg Distribution Center	1	2,243	12,572	222	2,243	12,794	15,037	(584)	2004
Harrisburg Industrial Center	1	782	6,190	588	782	6,778	7,560	(653)	2002
Kraft Distribution Center	1	2,457	13,920	70	2,457	13,990	16,447	(3,113)	1999
Lehigh Valley Distribution Center	6	9,387	52,723	751	9,390	53,471	62,861	(2,458)	2004
Middleton Distribution Center	1 (e)	4,190	23,478	145	4,190	23,623	27,813	(1,089)	2004
Northport Industrial Center	1	395	21,707	2,335	1,869	22,568	24,437	(2,079)	2002
Total I-81 Corridor, Pennsylvania	11	19,454	130,590	4,111	20,931	133,224	154,155	(9,976)	
Indianapolis, Indiana									
Airport Business Center	2	600	3,406	5,652	934	8,724	9,658	(1,881)	1999
Eastside Distribution Center	2	1,204	6,820	943	1,275	7,692	8,967	(1,991)	1995, 1999
Logo Court Distribution Center	1	3,352	18,678	167	3,352	18,845	22,197	(871)	2004

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North by Northeast Distribution Center	1	1,058		7,049	1,059	7,048	8,107	(2,296)	1995
Park 100 Industrial Center	25	10,751	60,928	13,673	10,643	74,709	85,352	(27,005)	1994, 1995, 1999
Park Fletcher Distribution Center	9	2,687	15,224	5,042	2,785	20,168	22,953	(7,333)	1994, 1995, 1996
Shadeland Industrial Center	3	428	2,431	2,089	428	4,520	4,948	(1,632)	1995
Total Indianapolis, Indiana	43	20,080	107,487	34,615	20,476	141,706	162,182	(43,009)	

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Costs Capitalized Subsequent to Acquisition	Gross Amounts At Which Carried as of December 31, 2005		Accumulated Depreciation (a)	Date of Construction/ Acquisition
			Building & Land	Improvements		Building & Land	Total (a, b)		

(In thousands of U.S. dollars, as applicable)

Las Vegas, Nevada										
Black Mountain Distribution Center	2		1,108		7,296	1,205	7,199	8,404	(2,132)	1997
Cameron Business Center	1	(e)	1,634	9,256	209	1,634	9,465	11,099	(2,147)	1999
Hughes Airport Center	1		876		3,279	910	3,245	4,155	(1,143)	1994
Las Vegas Corporate Center(d)	8	(i)	5,996		30,191	6,108	30,079	36,187	(7,773)	1994, 1995, 1996, 1997, 2005
Placid Street Distribution Center	1	(e)	2,620	14,848	52	2,620	14,900	17,520	(3,343)	1999
South Arville Center	1		1,440	8,160	186	1,440	8,346	9,786	(1,874)	1999
West One Business Center	4		2,468	13,985	1,418	2,469	15,402	17,871	(5,118)	1996
Total Las Vegas, Nevada	18		16,142	46,249	42,631	16,386	88,636	105,022	(23,530)	

Los Angeles/ Orange County,

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California Anaheim Industrial Center	13	(e)	32,275	59,983		32,275	59,983	92,258	(582)	2005
California Commerce Center	1	(e)	4,201	7,802		4,201	7,802	12,003	(76)	2005
Crossroads Business Park	7	(e)	51,661	95,951		51,661	95,951	147,612	(933)	2005
Fullerton Industrial Center	2	(e)	8,238	15,300		8,238	15,300	23,538	(149)	2005
Industry Distribution Center	7	(e)(i)	50,268	93,355		50,268	93,355	143,623	(908)	2005
Inland Empire Distribution Center(d)	7	(e)	52,379	84,275	29,412	53,036	113,030	166,066	(3,138)	1999, 2005
Kaiser Distribution Center(d)	7	(e)(i)	120,885	225,594	5	120,885	225,599	346,484	(1,908)	2005
Los Angeles Industrial Center	2	(e)	3,778	7,016		3,778	7,016	10,794	(68)	2005
Mid Counties Industrial Center(d)	11	(e)	35,477	67,816	90	35,477	67,906	103,383	(574)	2005
Mill Street Spec Distribution Center	1		1,232	31,842		1,232	31,842	33,074		2005
Orange Industrial Center	4	(e)	11,152	20,835		11,152	20,835	31,987	(201)	2005
Rancho Cucamonga Distribution Center	6	(e)(i)	51,283	95,241	1	51,283	95,242	146,525	(926)	2005
Redlands Commerce Center(d)	1		14,173		15,548	14,173	15,548	29,721		2005
Santa Ana Distribution Center	2	(e)	4,318	8,019		4,318	8,019	12,337	(78)	2005
South Bay Distribution Center	2	(e)	9,907	18,398		9,907	18,398	28,305	(179)	2005

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Transpark Inland Empire Distribution Center(d)	1		13,774		21,036	13,774	21,036	34,810		2005
Tustin Industrial Center	3	(e)	7,619	14,150		7,619	14,150	21,769	(137)	2005
Vernon Distribution Center	15	(e)	25,439	47,250		25,439	47,250	72,689	(460)	2005
Total Los Angeles/ Orange County, California	92		498,059	892,827	66,092	498,716	958,262	1,456,978	(10,317)	

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis			Gross Amounts At Which Carried as of December 31, 2005			Accumulated Depreciation	Date of Construction/ Acquisition
			Building	Improvements	Acquisition	Building & Improvements	Total (a, b, c)			
(In thousands of U.S. dollars, as applicable)										
Louisville, Kentucky Airpark Commerce Center	4		1,583	8,971	5,260	1,584	14,230	15,814	(5,468)	1998
Cedar Grove Distribution Center	1	(e)	3,775	15,098		3,775	15,098	18,873	(147)	2005
Commerce Crossings Distribution Center	1	(e)	1,912	7,649		1,912	7,649	9,561	(74)	2005
I-65 Meyer Distribution Center(d)(j)			1,378		5,383	1,378	5,383	6,761		2004
Louisville Distribution Center	2		680	3,402	4,584	689	7,977	8,666	(2,357)	1995, 1998
Riverport Distribution Center	1	(e)	1,515	8,585	2,727	1,515	11,312	12,827	(2,016)	1999
Total Louisville, Kentucky	9		10,843	43,705	17,954	10,853	61,649	72,502	(10,062)	
Memphis, Tennessee Airport Distribution Center	18		6,536	36,998	10,036	6,536	47,034	53,570	(16,388)	1995, 1996, 1999
Centerpointe Distribution	3		2,497	14,151	1,364	2,497	15,515	18,012	(2,970)	2001

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Center										
Delp Distribution Center	10	4,886	27,687	6,981	4,887	34,667	39,554	(11,906)	1995, 1997, 1999	
Fred Jones Distribution Center	1	125	707	240	125	947	1,072	(405)	1994	
Memphis Distribution Center	1	480	2,723	297	481	3,019	3,500	(5)	2002	
Olive Branch Distribution Center	2	2,892	16,389	1,890	2,892	18,279	21,171	(4,264)	1999	
Raines Distribution Center	1	1,635	9,264	3,852	1,635	13,116	14,751	(5,340)	1998	
Southpark Distribution Center	1	859	4,866	452	859	5,318	6,177	(9)	2003	
Southwide Industrial Center	4	725	4,105	1,188	724	5,294	6,018	(1,145)	1999	
Stateline Distribution Center(d)	1	2,597		11,762	2,597	11,762	14,359		2005	
Willow Lake Distribution Center	1	613	3,474	300	613	3,774	4,387	(906)	1999	
Total Memphis, Tennessee	43	23,845	120,364	38,362	23,846	158,725	182,571	(43,338)		
Nashville, Tennessee										
Bakertown Distribution Center	2	463	2,626	655	463	3,281	3,744	(1,233)	1995	
I-40 Industrial Center	4	1,711	9,698	1,293	1,712	10,990	12,702	(3,314)	1995, 1996, 1999	
Interchange City Distribution Center(d)	17	(e)	8,107	38,553	13,429	8,861	51,228	60,089	(9,761)	1994, 1995, 1996, 1997, 1998, 2001, 2003
Space Park South Distribution Center	15	3,499	19,830	7,903	3,500	27,732	31,232	(11,442)	1994	

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Total Nashville, Tennessee	38		13,780	70,707	23,280	14,536	93,231	107,767	(25,750)	
New Jersey										
Bellmawr Distribution Center	1		212	1,197	375	211	1,573	1,784	(363)	1999
Brunswick Distribution Center	2		870	4,928	2,071	870	6,999	7,869	(3,043)	1997
Chester Distribution Center	1		548	5,320		548	5,320	5,868	(2,653)	2002
Clearview Distribution Center	1		2,232	12,648	525	2,232	13,173	15,405	(4,249)	1996
Clifton Business Center	1		2,014	11,276		2,014	11,276	13,290	(110)	2005
Cranbury Business Park(d)	1		566		5,796	566	5,796	6,362		2004
Exit 10 Distribution Center	6		22,738	127,342		22,738	127,342	150,080	(1,237)	2005
Exit 8A Distribution Center(d)	2	(e)	20,558	44,103	23,747	20,558	67,850	88,408	(432)	2005
Kilmer Distribution Center	4	(e)	2,526	14,313	2,468	2,525	16,782	19,307	(5,414)	1996

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Costs Capitalized Subsequent to Acquisition	Gross Amounts At Which Carried as of December 31, 2005		Accumulated Depreciation	Date of Construction/ Acquisition
			Building	& Land Improvements		Building	& Land Improvements		
			(a)	(b)	(c)	(d)	(e)		

(In thousands of U.S. dollars, as applicable)

Meadowland Distribution Center	5		12,526	80,205		12,526	80,205	92,731	(8,295)	2002, 2005
Meadowland Industrial Center	8	(e)	5,676	32,167	14,576	5,675	46,744	52,419	(21,199)	1996, 1997, 1998
Mt. Laurel Distribution Center	3		826	4,679	1,238	826	5,917	6,743	(1,270)	1999
National Distribution Center	2		513	2,908	1,260	513	4,168	4,681	(1,722)	1998
Pennsauken Distribution Center	3		376	2,132	369	384	2,493	2,877	(610)	1999
Port Reading Business Park(d)	1		4,138		17,000	4,138	17,000	21,138		2005
Total New Jersey	41		76,319	343,218	69,425	76,324	412,638	488,962	(50,597)	
Orlando, Florida										
33rd Street Industrial Center	9		1,980	11,237	3,201	1,980	14,438	16,418	(5,391)	1994, 1995, 1996
Chancellor Distribution Center	1		380	2,156	1,204	380	3,360	3,740	(1,405)	1994
Consulate Distribution	3	(e)	4,148	23,617	799	4,147	24,417	28,564	(5,518)	1999

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Center										
La Quinta Distribution Center										
	1		354	2,006	1,651	354	3,657	4,011	(1,225)	1994
Orlando Central Park										
	3		1,378		9,957	1,871	9,464	11,335	(2,497)	1997, 1998
Orlando Corporate Center(d)										
	2		1,214		7,125	1,182	7,157	8,339		2004
Princeton Oaks Distribution Center										
	1	(e)	900	5,100	22	900	5,122	6,022	(1,144)	1999
Titusville Industrial Center										
	1		283	1,603	416	283	2,019	2,302	(677)	1994
Total Orlando, Florida										
	21		10,637	45,719	24,375	11,097	69,634	80,731	(17,857)	
Phoenix, Arizona										
24th Street Industrial Center										
	2		503	2,852	1,392	560	4,187	4,747	(1,842)	1994
Alameda Distribution Center										
	4	(e)	4,692	20,466	1,612	4,692	22,078	26,770	(2,729)	1992, 1998, 2005
Black Canyon Business Center										
	2		472	2,677	1,278	472	3,955	4,427	(857)	1999
Buckeye Road Industrial Center										
	2		1,236	4,988		1,236	4,988	6,224	(48)	2005
Hohokam 10 Industrial Center										
	6		4,258	7,467	12,458	4,260	19,923	24,183	(6,178)	1996, 1999
I-10 West Business Center										
	3		263	1,525	643	262	2,169	2,431	(932)	1993
Kyrene Commons Distribution Center										
	3		2,369	5,475	519	1,093	7,270	8,363	(2,389)	1992, 1998, 1999
Kyrene Commons										
	2		1,096		5,232	1,163	5,165	6,328	(1,497)	1998

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South Distribution Center										
Martin Van Buren Distribution Center	6	572	3,285	1,524	572	4,809	5,381	(2,102)	1993, 1994	
Papago Distribution Center	3	4,828	20,017	295	4,828	20,312	25,140	(1,268)	1994, 2005	
Pima Distribution Center	1	306	1,742	1,150	306	2,892	3,198	(1,168)	1993	
Roosevelt Distribution Center	1	(e)	1,766	7,065	1,766	7,065	8,831	(69)	2005	
University Dr Distribution Center	1		683	2,735	683	2,735	3,418	(27)	2005	
Watkins Distribution Center	1		242	1,375	470	243	1,844	2,087	(663)	1995
Wilson Drive Distribution Center	1	(e)	1,273	5,093	1,273	5,093	6,366	(50)	2005	
Total Phoenix, Arizona	38		24,559	86,762	26,573	23,409	114,485	137,894	(21,819)	

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis			Gross Amounts At Which Carried as of December 31, 2005			Accumulated Depreciation	Date of Construction/ Acquisition
			Land	Building & Improvements	Costs Capitalized Subsequent to Acquisition	Land	Building & Improvements	Total (a, b, c)		

(In thousands of U.S. dollars, as applicable)

Portland, Oregon										
Argyle Distribution Center	3		946	5,388	1,023	946	6,411	7,357	(2,709)	1993
Clackamas Distribution Center(d)	1		1,064		3,786	1,064	3,786	4,850		2005
Columbia Distribution Center	2		550	3,121	948	550	4,069	4,619	(1,541)	1994
PDX Corporate Center East	2	(i)	1,785		7,049	2,100	6,734	8,834	(1,998)	1997
PDX Corporate Center North	7	(i)	2,405		11,585	2,544	11,446	13,990	(4,164)	1995, 1996
Southshore Corporate Center	4	(e)	9,695	38,836		9,695	38,836	48,531	(378)	2005
Wilsonville Corporate Center	6		2,963		12,925	2,965	12,923	15,888	(4,835)	1995, 1996
Total Portland, Oregon	25		19,408	47,345	37,316	19,864	84,205	104,069	(15,625)	
Reno, Nevada										
Golden Valley	3		2,975	13,686	10,654	4,451	22,864	27,315	(2,775)	1996, 1998, 2005

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Distribution Center									
Meredith Kleppe Business Center	5	1,573	8,949	2,804	1,573	11,753	13,326	(4,728)	1993
Packer Way Business Center	3	458	2,604	973	458	3,577	4,035	(1,579)	1993
Packer Way Distribution Center	2	506	2,879	1,435	506	4,314	4,820	(1,957)	1993
Spice Island Distribution Center	1	435	2,466	2,097	435	4,563	4,998	(1,156)	1996
Vista Industrial Center	10	9,566	40,036	12,955	9,567	52,990	62,557	(10,313)	1994, 1995, 2001
Total Reno, Nevada	24	15,513	70,620	30,918	16,990	100,061	117,051	(22,508)	
Salt Lake City, Utah									
Centennial Distribution Center	2	1,149		9,059	1,149	9,059	10,208	(3,194)	1995
Clearfield Distribution Center	2	2,500	14,165	1,747	2,481	15,931	18,412	(5,689)	1995
Crossroads Corporate Center(d)	1	284		6,128	926	5,486	6,412		2005
Salt Lake International Distribution Center	2	1,367	2,792	9,039	1,364	11,834	13,198	(4,285)	1994, 1996
Total Salt Lake City, Utah	7	5,300	16,957	25,973	5,920	42,310	48,230	(13,168)	
San Antonio, Texas									
10711 Distribution	2	582	3,301	1,526	582	4,827	5,409	(2,147)	1994

Center									
City Park East Distribution Center	3	1,002	5,676	766	1,002	6,442	7,444	(10)	2003
Coliseum Distribution Center	1	428	923	3,917	465	4,803	5,268	(2,175)	1994
Distribution Drive Center	1	473	2,680	922	473	3,602	4,075	(1,839)	1992
Downtown Distribution Center	1	241	1,364	644	241	2,008	2,249	(816)	1994
I-10 Central Distribution Center	1	223	1,275	327	240	1,585	1,825	(762)	1992
I-35 Business Center	4	663	3,773	1,706	662	5,480	6,142	(2,505)	1993
Landmark One Distribution Center	1	341	1,933	682	473	2,483	2,956	(1,005)	1994

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005			Accumulated Depreciation (c)	Date of Construction/ Acquisition	
			Land	Building & Improvements	Costs Capitalized Subsequent to Acquisition	Land	Building & Improvements			Total (a)
(In thousands of U.S. dollars, as applicable)										
Macro Distribution Center	4		1,929	10,937	1,957	1,929	12,894	14,823	(1,059)	1993, 2002
Perrin Creek Corporate Center(d)	9		3,261		21,913	3,109	22,065	25,174	(3,591)	1995, 1996, 2003, 2004, 2005
San Antonio Distribution Center I	13		2,154	12,247	7,834	2,154	20,081	22,235	(9,003)	1992, 1993, 1994
San Antonio Distribution Center II	3		945		6,509	885	6,569	7,454	(2,596)	1994
San Antonio Distribution Center III	6		1,709	9,684	4,440	1,709	14,124	15,833	(5,348)	1996
Woodlake Distribution Center	2		248	1,405	1,185	248	2,590	2,838	(906)	1994
Total San Antonio, Texas	51		14,199	55,198	54,328	14,172	109,553	123,725	(33,762)	
San Diego, California										
San Diego Industrial Center	13		8,685	16,128		8,685	16,128	24,813	(158)	2005
Total San Diego, California	13		8,685	16,128		8,685	16,128	24,813	(158)	

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San Francisco (Central Valley), California										
Central Valley Distribution Center(d)	4		6,935	34,316	2,677	6,936	36,992	43,928	(6,048)	1999, 2002, 2003
Central Valley Industrial Center	4	(e)(i)	11,418	48,726	5,719	11,868	53,995	65,863	(6,673)	1999, 2002, 2005
Manteca Distribution Center	1	(e)	9,280	27,841		9,280	27,841	37,121	(271)	2005
Patterson Pass Business Center	5		2,496	4,885	9,298	2,496	14,183	16,679	(4,695)	1993, 1997, 1998
Sacramento Business Center	4		1,218	3,654		1,218	3,654	4,872	(36)	2005
Tracy Distribution Center(d)	1		2,802	6,539	157	2,802	6,696	9,498		2004
Total San Francisco (Central Valley), California	19		34,149	125,961	17,851	34,600	143,361	177,961	(17,723)	
San Francisco (East Bay), California										
Alvarado Business Center	10	(e)	20,739	62,595		20,739	62,595	83,334	(605)	2005
Barrington Business Center	3		1,741	9,863	1,180	1,740	11,044	12,784	(2,547)	1999
East Bay Industrial Center	1		531	3,009	488	531	3,497	4,028	(1,481)	1994
Eigenbrodt Way Distribution Center	1	(e)	393	2,228	407	393	2,635	3,028	(1,103)	1993
Hayward Commerce Center	4		1,933	10,955	1,623	1,934	12,577	14,511	(4,959)	1993
Hayward Commerce Park	9		2,764	15,661	4,214	2,763	19,876	22,639	(8,488)	1994

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Hayward Distribution Center	6	(e)	2,906	19,165	3,469	3,327	22,213	25,540	(9,450)	1993
Hayward Industrial Center	13	(e)	4,481	25,393	4,360	4,481	29,753	34,234	(12,204)	1993
Livermore Distribution Center	4	(e)	8,992	26,976		8,992	26,976	35,968	(262)	2005
Oakland Industrial Center(d)	3	(e)	8,234	24,704		8,234	24,704	32,938	(179)	2005
Regatta Business Park	2	(e)	7,688	23,063		7,688	23,063	30,751	(224)	2005
San Leandro Distribution Center	3	(e)	1,387	7,862	1,146	1,387	9,008	10,395	(3,787)	1993
Total San Francisco (East Bay), California	59		61,789	231,474	16,887	62,209	247,941	310,150	(45,289)	

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

**Gross Amounts At Which
Carried**

as of December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Costs Capitalized Subsequent to Acquisition			Gross Amounts At Which Carried as of December 31, 2005		Date of Construction/Acquisition
			Land	Building & Improvements	Acquisition	Land	Building & Improvements	Total (a)	Accumulated Depreciation (c)	

(In thousands of U.S. dollars, as applicable)

San Francisco (South Bay), California										
Bayside Business Center	2	(i)	2,088		4,851	2,089	4,850	6,939	(1,946)	1996
Bayside Corporate Center	7	(i)	4,365		18,072	4,364	18,073	22,437	(7,764)	1995, 1996
Bayside Plaza I	12	(i)	5,212	18,008	2,726	5,216	20,730	25,946	(8,461)	1993
Bayside Plaza II	2	(i)	634		3,302	634	3,302	3,936	(1,691)	1994
Gateway Corporate Center										
Center	11	(i)	7,575	24,746	6,482	7,574	31,229	38,803	(13,395)	1993, 1996
Mowry Business Center										
Center	4		5,933		19,440	7,816	17,557	25,373	(4,987)	1997, 1998
Overlook Distribution Center										
Center	1		1,573	8,915	29	1,573	8,944	10,517	(2,016)	1999
Pacific Commons Industrial Center										
Center	7	(e)(i)	30,107	90,416		30,107	90,416	120,523	(895)	2005
Pacific Industrial Center										
Center	6	(e)	21,676	65,083		21,676	65,083	86,759	(633)	2005
Shoreline Business Center										
Center	8	(i)	4,328	16,101	1,607	4,327	17,709	22,036	(7,055)	1993
Shoreline Business Center II										
Center II	2	(i)	922		5,259	922	5,259	6,181	(2,410)	1995

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Spinnaker Business Center	12	(i)	7,043	25,220	3,941	7,042	29,162	36,204	(11,722)	1993
Thornton Business Center	5		3,988	11,706	6,646	3,988	18,352	22,340	(6,603)	1993, 1996
Trimble Distribution Center	5		2,836	16,067	2,961	2,836	19,028	21,864	(7,737)	1994
Total San Francisco (South Bay), California	84		98,280	276,262	75,316	100,164	349,694	449,858	(77,315)	
Seattle, Washington										
Andover East Business Center	2		535	3,033	516	535	3,549	4,084	(1,409)	1994
Fife Corporate Center	3		4,059		11,050	4,209	10,900	15,109	(3,512)	1996
Kent Corporate Center	2	(i)	2,882	1,987	9,761	3,276	11,354	14,630	(4,322)	1995
Van Doren's Distribution Center	2	(i)	2,473		9,667	3,111	9,029	12,140	(3,231)	1995, 1997
Total Seattle, Washington	9		9,949	5,020	30,994	11,131	34,832	45,963	(12,474)	
St. Louis, Missouri										
Earth City Industrial Center	8	(e)	3,375	19,144	6,375	3,375	25,519	28,894	(8,419)	1997, 1998
Hazelwood Distribution Center	2	(e)	847	4,802	531	847	5,333	6,180	(1,326)	1997, 1999
Westport Distribution Center	3	(e)	761	4,310	1,054	761	5,364	6,125	(1,629)	1997
Total St. Louis, Missouri	13		4,983	28,256	7,960	4,983	36,216	41,199	(11,374)	
Tampa, Florida										
Adamo Distribution Center	6		2,105	11,930	1,427	2,105	13,357	15,462	(2,278)	1995, 2001

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Commerce Park Distribution Center	4		811	4,597	1,308	811	5,905	6,716	(2,571)	1994
Eastwood Distribution Center	1		122	690	122	122	812	934	(336)	1994
Lakeland Distribution Center	1		938	5,313	889	938	6,202	7,140	(2,435)	1994
Orchid Lake Industrial Center	1		41	235	27	41	262	303	(99)	1994
Plant City Distribution Center	1		206	1,169	262	206	1,431	1,637	(531)	1994
Sabal Park Distribution Center	8	(e)	3,180	10,364	13,538	3,516	23,566	27,082	(5,596)	1996, 1997, 1998, 2002
Silo Bend Distribution Center	4		2,887	16,358	3,303	2,887	19,661	22,548	(7,203)	1994

Table of Contents

PROLOGIS										
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)										
December 31, 2005										
Gross Amounts At Which Carried										
as of December 31, 2005										
Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Costs Capitalized Subsequent to Acquisition		Building & Accumulated Depreciation		Date of Construction/ Acquisition	
			Land	Building & Improvements	Land	Improvements	Total (a, b)	(c)		
(In thousands of U.S. dollars, as applicable)										
Silo Bend Industrial Center	1		525	2,975	731	525	3,706	4,231	(1,407)	1994
Tampa East Distribution Center	10		2,700	15,302	2,601	2,541	18,062	20,603	(7,234)	1994
Tampa East Industrial Center	2		332	1,880	470	332	2,350	2,682	(951)	1994
Tampa West Distribution Center	14		3,053	17,173	3,670	3,100	20,796	23,896	(8,369)	1994, 1995
Tampa West Industrial Center	3		355	(9)	5,904	636	5,614	6,250	(1,784)	1996, 1998
Total Tampa, Florida	56		17,255	87,977	34,252	17,760	121,724	139,484	(40,794)	
Washington D.C./ Baltimore, Maryland										
Ardmore Distribution Center	2	(e)	2,320		9,840	2,360	9,800	12,160	(3,032)	1997
Ardmore Distribution Center	3		1,431	8,110	1,368	1,432	9,477	10,909	(3,707)	1994
Ardmore Industrial Center	2		984	5,581	1,175	984	6,756	7,740	(2,790)	1994

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Concorde Industrial Center	4	(e)	1,538	8,717	2,183	1,538	10,900	12,438	(4,114)	1995
De Soto Business Park	5		1,774	10,055	4,660	1,774	14,715	16,489	(6,210)	1996
Edgewood Distribution Center(d)	1		4,244	12,732		4,244	12,732	16,976		2005
Eisenhower Industrial Center	3	(e)	1,240	7,025	1,991	1,240	9,016	10,256	(3,721)	1994
Fleet Distribution Center	8	(e)	3,198	18,121	2,648	3,115	20,852	23,967	(7,626)	1996
Gateway Distribution Center	2		192		4,373	832	3,733	4,565	(850)	1998
Hampton Central Distribution Center	2		1,769		10,226	2,252	9,743	11,995	(2,818)	1996, 1997
Hickory Ridge Distribution Center	2		15,988	47,964		15,988	47,964	63,952	(394)	2005
Meadowridge Distribution Center	1	(e)	1,757		6,124	1,902	5,979	7,881	(1,315)	1998
Patapsco Distribution Center	1		270	1,528	1,325	270	2,853	3,123	(1,145)	1995
Sunnyside Industrial Center	3		1,541	8,733	2,287	1,541	11,020	12,561	(4,290)	1994
White Oak Distribution Center	1		3,986	24,107	7	3,986	24,114	28,100	(2,363)	2002
Winchester Distribution Center	1		3,286	13,142		3,286	13,142	16,428	(128)	2005
Total Washington D.C./ Baltimore, Maryland	41		45,518	165,815	48,207	46,744	212,796	259,540	(44,503)	
Other Shawnee Distribution	1		2,858	11,432		2,858	11,432	14,290	(111)	2005

Center Topeka Distribution Center	1	108	430		108	430	538	(4)	2005
Valley Industrial Center	1	363		3,662	362	3,663	4,025	(955)	1997
Total Other	3	3,329	11,862	3,662	3,328	15,525	18,853	(1,070)	

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Gross Amounts At Which Carried

Initial Cost to ProLogis
as of December 31, 2005

Date of

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried			Accumulated Depreciation	Date of Acquisition
			Land	Building & Improvements	Costs Capitalized Subsequent to Acquisition	Land	Building & Improvements		

(In thousands of U.S. dollars, as applicable)

<i>Mexico:</i>										
<i>Juarez</i>										
Del Norte Industrial Center	1		1,041	7,827	863	1,382	8,349	9,731	(9)	2002
Independencia Industrial Center(d)	2		3,214		4,680	3,214	4,680	7,894		2005
Los Aztecas Industrial Center	1		148	837	417	33	1,369	1,402	(316)	1999
Ramon Rivera Industrial Center	1		445		3,320	2,246	1,519	3,765	(319)	2000
Rio Bravo Industrial Center	1		349	1,979	318	410	2,236	2,646	(393)	2001
Salvacar Industrial Center(d)	7		3,991		15,492	4,602	14,881	19,483	(1,539)	1998, 1999, 2000, 2001, 2002, 2005
Total Juarez, Mexico	13		9,188	10,643	25,090	11,887	33,034	44,921	(2,576)	
<i>Monterrey</i>										
Monterrey Industrial Park(d)	5		4,049	3,785	9,358	4,219	12,973	17,192	(3,055)	1997, 1998, 2005
Total Monterrey, Mexico	5		4,049	3,785	9,358	4,219	12,973	17,192	(3,055)	

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Reynosa									
Colonial Industrial Center(d)	2	943	1,574	3,081	671	4,927	5,598		1999, 2000
Del Norte									
Industrial Center	2	809		6,891	1,065	6,635	7,700	(2,107)	1998
Del Norte									
Industrial Center II(d)	1	1,131		6,114	1,131	6,114	7,245		2005
Pharr Bridge									
Industrial Center(d)	2	2,347		8,793	2,347	8,793	11,140		2004, 2005
Reynosa									
Industrial Center(d)	5	1,569	1,038	11,457	1,857	12,207	14,064	(3,155)	1997, 1998, 1999
Reynosa									
Industrial Center III(d)	1	589		5,777	589	5,777	6,366		2001
Villa Florida									
Industrial Center(d)	1	2,527	14,314		2,527	14,314	16,841		2004
Total Reynosa, Mexico									
	14	9,915	16,926	42,113	10,187	58,767	68,954	(5,262)	
Subtotal North America									
	1,377	1,525,428	4,889,729	1,531,229	1,551,907	6,394,479	7,946,386	(1,108,352)	
Europe:									
<i>Czech Republic:</i>									
Prague East									
Distribution Center(d)	2	3,354		11,245	3,354	11,245	14,599		2005
Total Czech Republic									
	2	3,354		11,245	3,354	11,245	14,599		
<i>France:</i>									
Clesud Grans Miramas									
Distribution Center(d)	1	924		7,870	925	7,869	8,794		2005
Isle d Abeau									
Distribution Center(d)	2	2,226	15,068	7,685	2,320	22,659	24,979		2002, 2005

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Le Havre Distribution Center(d)	1	206	14,065	199	14,072	14,271	2003
Metz Distribution Center(d)	1	1,070	6,500	(374)	1,015	6,181	2004
Moissy Cramayel Distribution Center(d)	4	2,750	42,874	2,750	42,874	45,624	2005
Orleans Distribution Center(d)	1	3,125	16,558	(571)	2,936	16,176	2004
Total France	10	10,301	38,126	71,549	10,145	109,831	119,976

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005			Date of Construction/ Acquisition
			Building & Land	Improvements	Building & Land	Improvements	Total (a) + (b) + (c)	
				Costs Capitalized Subsequent to Acquisition				

(In thousands of U.S. dollars, as applicable)

Germany:

Dradenau Distribution Center(d)	1		80	10,573	80	10,573	10,653	2005
Frankfurt Riederhof Distribution Center(d)	1		7,320	13,851	7,104	14,067	21,171	2003
Koblenz Distribution Center(d)	1		590	2,167	590	2,167	2,757	2005
Krefeld Distribution Center(d)	1		2,143	9,801	2,496	9,448	11,944	2002
Munich Distribution Center(d)	1		6,872	11,021	6,872	11,021	17,893	2005
Total Germany	5		17,005	47,413	17,142	47,276	64,418	

Hungary:

Budapest Distribution Center(d)	1		1,302	6,874	1,302	6,874	8,176	2005
Total Hungary	1		1,302	6,874	1,302	6,874	8,176	

Italy:

Lodi Distribution Center(d)	1		1,367	13,258	1,367	13,258	14,625	2005
	1		2,724	9,416	2,724	9,416	12,140	2005

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Padua Distribution Center(d)								
Romentino Distribution Center(d)	1	1,478		9,167	1,479	9,166	10,645	2005
Total Italy	3	5,569	13,258	18,583	5,570	31,840	37,410	
<i>Poland:</i>								
Blonie Distribution Center(d)	1	1,421		8,895	1,421	8,895	10,316	2005
Poznan II Distribution Center(d)	3	2,572		15,698	2,572	15,698	18,270	2005
Sosnowiec Distribution Center(d)	2	1,353		19,678	1,353	19,678	21,031	2005
Teresin Distribution Center(d)	2	2,151		22,019	2,156	22,014	24,170	2004, 2005
Wroclaw Distribution Center(d)	2	3,701		13,853	3,702	13,852	17,554	2005
Total Poland	10	11,198		80,143	11,204	80,137	91,341	
<i>Spain:</i>								
Alcala Distribution Center(d)	2	7,413		22,389	7,413	22,389	29,802	2005
Total Spain	2	7,413		22,389	7,413	22,389	29,802	
<i>United Kingdom:</i>								
Ardra Road, Edmonton Distribution Center(d)	1	13,715		14,868	13,715	14,868	28,583	2005
Beddington Distribution Center(d)	2	12,198	16,288	6,386	13,537	21,335	34,872	2002
Bermuda Distribution Center(d)	1	9,364		17,646	9,364	17,646	27,010	2005
	1	10,071	3,022	94	10,160	3,027	13,187	(2,364) 2003

Bristol
Coldstore
Distribution
Center

Campbell Road Distribution Center(d)	1	7,391	11,476	6,557	12,310	18,867	2004
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Didcot Distribution Center(d)	1	9,512	10,487	9,512	10,487	19,999	2005
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Fort Dunlop Distribution Center(d)	2	12,666	11,239	13,451	10,454	23,905	2001, 2005
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Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Gross Amounts At Which Carried

Initial Cost to
ProLogis
as of December 31, 2005

Description	No. of Encumbrances	Initial Cost to ProLogis			Gross Amounts At Which Carried as of December 31, 2005			Accumulated Depreciation	Date of Construction/ Acquisition
		Land	Building & Improvements	Costs Capitalized Subsequent to Acquisition	Land	Building & Improvements	Total(a,b)		

(In thousands of U.S. dollars, as applicable)

Gascoigne Road Barking Distribution Center(d)	1	5,500		9,480	5,487	9,493	14,980		2003
Kings Lynn Coldstore Distribution Center	1	16,435	5,325	165	16,586	5,339	21,925	(3,628)	2003
North Kettering Distribution Center(d)	1	9,547		24,856	9,547	24,856	34,403		2005
River Road Distribution Center(d)	1	20,397		22,042	18,591	23,848	42,439		2004
Wellingborough Distribution Center(d)	1	6,513		11,606	6,513	11,606	18,119		2005
Weston Avenue Distribution Center(d)	1	6,172	4,620	3,624	6,825	7,591	14,416		2002
Total United Kingdom	15	139,481	29,255	143,969	139,845	172,860	312,705	(5,992)	
Subtotal Europe	48	195,623	80,639	402,165	195,975	482,452	678,427	(5,992)	
Asia:									
<i>China:</i>									
Guangzhou Distribution Center(d)	1	1,067		3,720	1,066	3,721	4,787		2005
	3	5,323		12,817	5,323	12,817	18,140		2005

Taopu
Distribution
Center(d)

Total China	4	6,390	16,537	6,389	16,538	22,927
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Japan:

ProLogis Park Narita II(d)	1	2,509	18,373	2,509	18,373	20,882	2005
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ProLogis Park Sugito I(d)	1	18,143	32,543	18,143	32,543	50,686	2005
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Total Japan	2	20,652	50,916	20,652	50,916	71,568
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Singapore:

Changi South Distribution Center(d)	1	11,598	11,598	11,598	11,598	2004
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Total Singapore	1	11,598	11,598	11,598	11,598
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Subtotal Asia	7	27,042	11,598	67,453	27,041	79,052	106,093
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Total Industrial Distribution Properties(d)	1,432	1,748,093	4,981,966	2,000,847	1,774,923	6,955,983	8,730,906	(1,114,344)
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**Retail
Properties:**

Denver, Colorado Belcaro Shopping Center	1	3,758	15,036	3,758	15,036	18,794	(110)	2005
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Total Denver, Colorado	1	3,758	15,036	3,758	15,036	18,794	(110)
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Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Accumulated Depreciation (c)	Date of Construction/ Acquisition	
			Land	Building & Improvements	Land	Building & Improvements			
				Costs Capitalized Subsequent to Acquisition		Total (a, b)			
(In thousands of U.S. dollars, as applicable)									
Los Angeles/ Orange County, California									
Anaheim Retail Center	2		1,604	3,741	1,604	3,741	5,345	(28)	2005
Newport Retail Center	1		4,478	10,450	4,478	10,450	14,928		2005
Tustin Retail Center	1		2,001	4,669	2,001	4,669	6,670	(34)	2005
Woodland Retail Center	3		10,376	24,208	10,376	24,208	34,584	(176)	2005
Total Los Angeles/ Orange County, California	7		18,459	43,068	18,459	43,068	61,527	(238)	
Phoenix, Arizona									
Tucson La Cholla Retail Center	4		1,208	6,845	1,208	6,845	8,053	(50)	2005
Total Phoenix, Arizona	4		1,208	6,845	1,208	6,845	8,053	(50)	
Portland, Oregon									
Raleigh West Shopping Center	2		1,173	6,647	1,173	6,647	7,820	(31)	2005
Total Portland, Oregon	2		1,173	6,647	1,173	6,647	7,820	(31)	

San Francisco (East Bay), California								
EB Bridge Shopping Center	8	23,041	81,693	23,041	81,693	104,734	(596)	2005
Granada Shopping Center								
	1	2,604	9,232	2,604	9,232	11,836	(67)	2005
Total San Francisco (East Bay), California								
	9	25,645	90,925	25,645	90,925	116,570	(663)	
San Francisco (South Bay), California								
Pacific Commons Retail Center	6	16,606	58,883	16,606	58,883	75,489	(465)	2005
Total San Francisco (South Bay), California								
	6	16,606	58,883	16,606	58,883	75,489	(465)	
Total Retail Properties								
	29	66,849	221,404	66,849	221,404	288,253	(1,557)	
Office Properties:								
Chicago, Illinois								
Glenview Office Center	2	4,362	21,518	4,362	21,518	25,880	(160)	2005
Santa Fe Office Center	1	8,809	44,716	8,809	44,716	53,525	(314)	2005
Woodridge Office Center	1	1,165	5,689	1,165	5,689	6,854	(43)	2005
Total Chicago, Illinois								
	4	14,336	71,923	14,336	71,923	86,259	(517)	
Dallas/Fort Worth, Texas								
Freeport Office Center	1	1,922	10,893	1,922	10,893	12,815	(84)	2005
	1	1,922	10,893	1,922	10,893	12,815	(84)	

Total Dallas/ Fort Worth, Texas								
Denver, Colorado								
Circle Point Corporate Center	2	9,037	36,149	9,037	36,149	45,186	(282)	2005
Total Denver, Colorado	2	9,037	36,149	9,037	36,149	45,186	(282)	

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Encumbrances	Initial Cost to ProLogis		Costs Capitalized Subsequent to Acquisition	Gross Amounts At Which Carried as of December 31, 2005		Accumulated Depreciation	Date of Construction/ Acquisition
		Land	Building & Improvements		Land	Building & Improvements		

(In thousands of U.S. dollars, as applicable)

Los Angeles/ Orange County, California									
Anaheim Office Park	2	7,203	16,573		7,203	16,573	23,776	(119)	2005
Chatsworth Office Park	4	8,696	20,377		8,696	20,377	29,073	(153)	2005
Corona Office Park	1	3,806	8,880		3,806	8,880	12,686	(65)	2005
Newport Office Park	2	3,627	8,464		3,627	8,464	12,091	(62)	2005
Orange Office Park	1	2,245	5,238		2,245	5,238	7,483	(31)	2005
Santa Ana Office Park	1	755	1,762		755	1,762	2,517	(11)	2005
Tustin Office Park	1	3,395	6,359		3,395	6,359	9,754	(47)	2005
Total Los Angeles/ Orange County, California	12	29,727	67,653		29,727	67,653	97,380	(488)	
Portland, Oregon									
Raleigh West Executive Center	1	507	2,872		507	2,872	3,379	(20)	2005
Total Portland, Oregon	1	507	2,872		507	2,872	3,379	(20)	

San Francisco (Central Valley), California									
Central Valley Office Park	4	2,098	7,456		2,098	7,456	9,554	(54)	2005
Total San Francisco (Central Valley), California									
	4	2,098	7,456		2,098	7,456	9,554	(54)	
Total Office Properties									
	24	57,627	196,946		57,627	196,946	254,573	(1,445)	
Total Operating Properties									
	1,485	1,872,569	5,400,316	2,000,847	1,899,399	7,374,333	9,273,732	(1,117,346)	
Properties Under Development:									
North America:									
<i>United States:</i>									
Atlanta, Georgia									
Douglas Hill Distribution Center									
	1			22,695	22,695		22,695		
Greenwood Industrial Park									
	1	4,231		10,355	14,586		14,586		
Total Atlanta, Georgia									
	2	4,231		33,050	37,281		37,281		
Charlotte, North Carolina									
Interstate North Business Park									
	1	355		107	462		462		
West Pointe Business Center									
	1	2,371		3,432	5,803		5,803		
Total Charlotte, North Carolina									
	2	2,726		3,539	6,265		6,265		

Chicago, Illinois					
I-80 Morris Distribution Center	1	4,329	11,023	15,352	15,352
Total Chicago, Illinois					
	1	4,329	11,023	15,352	15,352
Columbus, Ohio					
Etna Distribution Center	1	1,693	10,535	12,228	12,228
Total Columbus, Ohio					
	1	1,693	10,535	12,228	12,228

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Date of Construction/ Acquisition
			Land	Building & Improvements	Land	Building & Improvements	
(In thousands of U.S. dollars, as applicable)							
Houston, Texas							
Jersey Village Corporate Center	2		2,697	11,417	14,114	14,114	
Total Houston, Texas	2		2,697	11,417	14,114	14,114	
I-81 Corridor, Pennsylvania							
Quakertown Distribution Center	1		7,017	7,401	14,418	14,418	
Total I-81 Corridor, Pennsylvania	1		7,017	7,401	14,418	14,418	
Los Angeles/ Orange County, California							
Redlands Distribution Center	2		1,925	7,499	9,424	9,424	
Total Los Angeles/ Orange County, California	2		1,925	7,499	9,424	9,424	
Louisville, Kentucky							

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I-65 Meyer Distribution Center	1	2,816	9,484	12,300	12,300
Total Louisville, Kentucky	1	2,816	9,484	12,300	12,300
New Jersey Stults Distribution Center	1	767	57	824	824
Total New Jersey	1	767	57	824	824
Orlando, Florida Marianna Distribution Center	1	755	5,024	5,779	5,779
Orlando Corporate Center	2	1,660	1,013	2,673	2,673
Total Orlando, Florida	3	2,415	6,037	8,452	8,452
Portland, Oregon PDX Corporate Center North II	2	2,905	3,564	6,469	6,469
Southshore Corporate Center	1	1,605	724	2,329	2,329
Total Portland, Oregon	3	4,510	4,288	8,798	8,798
San Antonio, Texas Coliseum Distribution Center	2	1,102	4,564	5,666	5,666
Tri-County Distribution Center	1	927	7,087	8,014	8,014
Total San Antonio, Texas	3	2,029	11,651	13,680	13,680

Washington
D.C./ Baltimore,
Maryland

Gateway Business Center	3	5,070	1,101	6,171	6,171
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Total
Washington
D.C./
Baltimore,
Maryland

3	5,070	1,101	6,171	6,171
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Mexico:

Monterrey

Monterrey Industrial Center	1	347	1,174	1,521	1,521
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Total
Monterrey,
Mexico

1	347	1,174	1,521	1,521
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Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Date of Construction/ Acquisition
			Land	Building & Improvements	Land	Building & Improvements	
				Costs Capitalized Subsequent to Acquisition			
(In thousands of U.S. dollars, as applicable)							
Reynosa							
Pharr Bridge Industrial Center	3		2,200	773	2,973	2,973	
Total Reynosa, Mexico	3		2,200	773	2,973	2,973	
Canada:							
Toronto							
Mississauga Gateway Center	3		22,066	10,938	33,004	33,004	
Total Toronto, Canada	3		22,066	10,938	33,004	33,004	
Subtotal North America	32		66,838	129,967	196,805	196,805	
Europe:							
Belgium:							
Vilvoorde Distribution Center	1			4,138	4,138	4,138	
Willebroek Distribution Center	2		4,630	3,741	8,371	8,371	
	3		4,630	7,879	12,509	12,509	

Total Belgium					
<i>France:</i>					
Macon Distribution Center	1	1,808	5,132	6,940	6,940
Total France	1	1,808	5,132	6,940	6,940
<i>Germany:</i>					
Berlin Distribution Center	1	2,308	2,885	5,193	5,193
Malsfeld Distribution Center	1	1,938	8,299	10,237	10,237
Martinszehnten Distribution Center	1	2,674	3,021	5,695	5,695
Total Germany	3	6,920	14,205	21,125	21,125
<i>Italy:</i>					
Bologna Distribution Center	1	4,002	6,567	10,569	10,569
Romentino Distribution Center	2	2,866	22,002	24,868	24,868
Total Italy	3	6,868	28,569	35,437	35,437
<i>Poland:</i>					
Gdansk Distribution Center	1	5,546	284	5,830	5,830
Piotrkow Distribution Center	1	645	4,378	5,023	5,023
Wroclaw Distribution Center	1	1,789	508	2,297	2,297
Total Poland	3	7,980	5,170	13,150	13,150

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Date of Construction/Acquisition
			Land	Building & Improvements	Land	Building & Improvements	
				Costs Capitalized Subsequent to Acquisition			
(In thousands of U.S. dollars, as applicable)							
<i>United Kingdom:</i>							
Crewe Distribution Center	1		9,496	17,150	26,646	26,646	
Dunstable Distribution Center	2		62,436	3,786	66,222	66,222	
Marston Gate Distribution Center	1		2,521	212	2,733	2,733	
North Kettering Distribution Center	1		22,550	23,908	46,458	46,458	
Peterborough Distribution Center	1		16,118	1,214	17,332	17,332	
Stafford Distribution Center	3		24,266	18,966	43,232	43,232	
Swindon Distribution Center	1		10,775	8,928	19,703	19,703	
Wakefield Distribution Center	1		4,656	10,466	15,122	15,122	
Wellingborough Distribution Center	1		8,281	13,363	21,644	21,644	
Total United Kingdom	12		161,099	97,993	259,092	259,092	
Subtotal Europe	25		189,305	158,948	348,253	348,253	

Asia:*China:*

Beijing Airport Phase I Distribution Center	1		309	309	309
ProLogis Park TEDA Distribution Center	2	1,294	65	1,359	1,359
Puyun Distribution Center	2	3,322	2,852	6,174	6,174
Taopu Distribution Center	2	1,190	90	1,280	1,280
Total China	7	5,806	3,316	9,122	9,122

Japan:

Amagasaki Distribution Center	1	34,264	15,743	50,007	50,007
Koshigaya II Distribution Center	1	19,444	6,614	26,058	26,058
Maishima I Distribution Center	1	16,793	15,217	32,010	32,010
Maishima II Distribution Center	1	6,685	113	6,798	6,798
Tokyo II Distribution Center	2	55,505	74,689	130,194	130,194
Tomiya Distribution Center	1	4,235	2,249	6,484	6,484
Urayasu III Distribution Center	1	47,324	31,290	78,614	78,614
Total Japan	8	184,250	145,915	330,165	330,165
Subtotal Asia	15	190,056	149,231	339,287	339,287
Total Properties Under Development	72	446,199	438,146	884,345	884,345

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Date of Construction/ Acquisition
			Land	Building & Improvements	Land	Building & Improvements	
				Costs Capitalized Subsequent to Acquisition			
(In thousands of U.S. dollars, as applicable)							
Land Held for Future Development							
North America:							
<i>United States:</i>							
Atlanta, Georgia							
Atlanta West Distribution Center			561	193	754	754	1994
Breckenridge Distribution Center			1,422	329	1,751	1,751	1997, 1998
Douglas Hill Greenwood Industrial Park			1,223		1,223	1,223	2005
			11,018	9,816	20,834	20,834	2000, 2002, 2005
Total Atlanta, Georgia			14,224	10,338	24,562	24,562	
Austin, Texas							
Robert Muller Airport (RMMA)			11,719		11,719	11,719	2005
Walnut Creek Corporate Center			135	183	318	318	1994
Total Austin,			11,854	183	12,037	12,037	

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Texas					
Charlotte, North Carolina					
ProLogis Park I-485	352	818	1,170	1,170	1997
West Pointe Business Center	4,463		4,463	4,463	2004, 2005
Total Charlotte, North Carolina	4,815	818	5,633	5,633	
Chicago, Illinois					
Chicago Damen Avenue	26,131		26,131	26,131	2005
I-55 Distribution Center	4,043	2,551	6,594	6,594	2000
Joliet	3,550		3,550	3,550	2005
Minooka	7,156		7,156	7,156	2005
O Hare Cargo Distribution Center	3,927	2,687	6,614	6,614	1996, 1997
Prairie Glenn II	1,860		1,860	1,860	2005
Route 47 Distribution Center	7,142		7,142	7,142	2005
Woodridge International Center	6,320		6,320	6,320	2005
Total Chicago, Illinois	60,129	5,238	65,367	65,367	
Cincinnati, Ohio					
Park 275	6,142		6,142	6,142	2005
West Chester Commerce Park I	1,695		1,695	1,695	1997, 2000, 2001
Total Cincinnati, Ohio	7,837		7,837	7,837	

Columbus,
Ohio

Capital Park South Distribution Center	794	145	939	939	1994, 1998, 2000
Etna Distribution Center	4,480		4,480	4,480	2005
Total Columbus, Ohio	5,274	145	5,419	5,419	

143

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Date of Construction/ Acquisition
			Land	Building & Improvements	Land	Building & Improvements	
(In thousands of U.S. dollars, as applicable)							
Dallas/ Fort Worth, Texas							
Beal/ NW Industrial Center			3,528		3,528	3,528	2005
Blue Mound			585		585	585	2002
Freeport Corporate Center			436	906	1,342	1,342	1999
Gateway Coppel		(i)	10,340		10,340	10,340	2005
Gateway East			3,300		3,300	3,300	2005
Great Southwest Distribution Center			398		398	398	2001
Lancaster Distribution Center			7,827		7,827	7,827	2005
Lewisville Distribution Center			5,069	4,699	9,768	9,768	2000, 2001
Plano Business Park			1,340		1,340	1,340	2005
Stellar Way			1,510		1,510	1,510	2005
Total Dallas/ Fort Worth, Texas			34,333	5,605	39,938	39,938	
Denver, Colorado							
			2,080		2,080	2,080	2005

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Circle Point Center					
Eastgate Business Center	12,000		12,000	12,000	2005
ProLogis Park 70	3,964		3,964	3,964	2003
Stapleton Business Center	1,850		1,850	1,850	2005
Total Denver, Colorado	19,894		19,894	19,894	
El Paso, Texas					
Goodyear Distribution Center	555	18	573	573	2001
Northwestern Corporate Center	1,051	2,258	3,309	3,309	1991
Pan Am Distribution Center	153		153	153	2002
Vista Del Sol Industrial Center	324	12	336	336	1994
Vista Del Sol Industrial Center II	242	58	300	300	1995
Total El Paso, Texas	2,325	2,346	4,671	4,671	
Houston, Texas					
Hobby Business Center	4,422		4,422	4,422	2005
Jersey Village Corporate Center	3,039	1,220	4,259	4,259	1997
Sugarland Corporate Center	648	519	1,167	1,167	2004, 2005
West by Northwest Industrial Center	379	266	645	645	1993
Total Houston,	8,488	2,005	10,493	10,493	

Texas					
I-81 Corridor, Pennsylvania					
I-81 Corridor Distribution Center	9,501	2,238	11,739	11,739	2003, 2004, 2005
Northport Industrial Center	2,500	15	2,515	2,515	2002
Park 33 Distribution Center	18,953	1,620	20,573	20,573	2004
Total I-81 Corridor, Pennsylvania	30,954	3,873	34,827	34,827	

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Date of Construction/ Acquisition
			Land	Building & Improvements	Land	Building & Improvements	
(In thousands of U.S. dollars, as applicable)							
Indianapolis, Indiana							
Airport Business Center			1,122		1,122	1,122	1999
Lebanon Commerce Park Land			2,246		2,246	2,246	1998, 2003
Plainfield Park Distribution Center			1,082	571	1,653	1,653	1996
Total Indianapolis, Indiana			4,450	571	5,021	5,021	
Las Vegas, Nevada							
Hughes Airport Center			263	11	274	274	1997
Las Vegas Corporate Center		(i)	976	794	1,770	1,770	1997
Total Las Vegas, Nevada			1,239	805	2,044	2,044	
Los Angeles/ Orange County, California							
Anaheim Office			2,100		2,100	2,100	2005
Crossroads			23,495		23,495	23,495	2005

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Kaiser Commerce	(i)	8,680		8,680	8,680	2005
San Bernardino		580		580	580	2005
Union Station Office		25,119		25,119	25,119	2005
Total Los Angeles/ Orange County, California		59,974		59,974	59,974	
Louisville, Kentucky						
Cedar Grove		2,250		2,250	2,250	2005
I-65 Meyer Distribution Center		1,450		1,450	1,450	2001, 2002, 2003
Riverport Distribution Center		600	37	637	637	2003
Total Louisville, Kentucky		4,300	37	4,337	4,337	
Memphis, Tennessee						
De Soto Distribution Center		7,041		7,041	7,041	2005
Distriplex Distribution Center		1,919	129	2,048	2,048	2000
Stateline Distribution Center		1,638	1,706	3,344	3,344	2001
Total Memphis, Tennessee		10,598	1,835	12,433	12,433	
New Jersey						
Cranbury Business Park		8,046		8,046	8,046	2004
Elizabeth Seaport Business Park		23,638		23,638	23,638	2005
Port Reading Business Park		41,887		41,887	41,887	2005

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Total New Jersey	73,571		73,571	73,571	
Portland, Oregon					
Clackamas Distribution Center	512	189	701	701	1997
PDX Corporate Center North Phase II	5,486		5,486	5,486	2004, 2005
Southshore Distribution Center	(i) 5,296		5,296	5,296	2005
Total Portland, Oregon	11,294	189	11,483	11,483	

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Date of Construction/ Acquisition
			Land	Building & Improvements	Land	Building & Improvements	
				Costs Capitalized Subsequent to Acquisition			
(In thousands of U.S. dollars, as applicable)							
Reno, Nevada							
Golden Valley Distribution Center			212	365	577	577	1995
Total Reno, Nevada			212	365	577	577	
Salt Lake City, Utah							
Clearfield Industrial Center			125	41	166	166	1995
Salt Lake International Distribution Center			50		50	50	1994, 1995
Total Salt Lake City, Utah			175	41	216	216	
San Antonio, Texas							
City Park East Distribution Center			483		483	483	2003
Eisenhower Distribution Center			1,194	2	1,196	1,196	2002
Total San Antonio, Texas			1,677	2	1,679	1,679	

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San Francisco,
California

Beaumont	16,399		16,399	16,399	2005
Duck Creek (Stockton)	3,404		3,404	3,404	2005
East Bay Bridge	3,400		3,400	3,400	2005
Oliveira Farm (Tracy)	7,740		7,740	7,740	2005
Pac Commons (Retail and office)	43,600		43,600	43,600	2005
Patterson Pass Business Center	887	137	1,024	1,024	1999
Spreckles Manteca	2,540		2,540	2,540	2005
Stockton 1C Gibraltar	(i) 1,835		1,835	1,835	2005
Tracy Industrial Park	4,684	3,039	7,723	7,723	2000
Tracy West (Industrial)	7,507		7,507	7,507	2005
Total San Francisco, California	91,996	3,176	95,172	95,172	

Seattle,
Washington

Port of Tacoma Distribution Center	1,543	676	2,219	2,219	1998
Total Seattle, Washington	1,543	676	2,219	2,219	

Tampa, Florida

Tampa East Industrial Center	2,773	1,602	4,375	4,375	1994, 2005
Total Tampa, Florida	2,773	1,602	4,375	4,375	

Washington D.C./
Baltimore,
Maryland

Dulles Distribution Center	5,140	1,454	6,594	6,594	1998, 2000, 2005
Edgewood Distribution Center	4,561		4,561	4,561	2005

Meadowridge Distribution Center	110	47	157	157	1996
Total Washington D.C./ Baltimore, Maryland	9,811	1,501	11,312	11,312	
		146			

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Bldgs	Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Date of Construction/ Acquisition
			Land	Building & Improvements	Land	Building & Improvements	
				Costs Capitalized Subsequent to Acquisition			
(In thousands of U.S. dollars, as applicable)							
<i>Mexico:</i>							
Juarez, Mexico							
Los Aztecas Industrial Center			499	1	500	500	2000
Ramon Rivera Industrial Center			445	34	479	479	2000
Salvarcar Industrial Center II			2,242		2,242	2,242	2002
Salvarcar Industrial Center III			2,167	55	2,222	2,222	2002
Total Juarez, Mexico			5,353	90	5,443	5,443	
Monterrey, Mexico							
Monterrey Airport			28,384		28,384	28,384	2005
Total Monterrey, Mexico			28,384		28,384	28,384	
Reynosa, Mexico							
Del Norte Industrial Center II			596	339	935	935	1998

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Pharr Bridge Industrial Center	2,069	1,910	3,979	3,979	2000
Total Reynosa, Mexico	2,665	2,249	4,914	4,914	
<i>Canada:</i>					
Toronto, Canada					
Mississauga Gateway Center	30,737		30,737	30,737	2004
Total Toronto, Canada	30,737		30,737	30,737	
Subtotal North America	540,880	43,690	584,570	584,570	
Europe:					
<i>Belgium:</i>					
Liege Park	882		882	882	2001
Tongeren Distribution Center	240		240	240	2000
Willebroek Distribution Center	3,100		3,100	3,100	2004
Total Belgium	4,222		4,222	4,222	
<i>Czech Republic:</i>					
Prague East Distribution Center	1,515		1,515	1,515	2002
Prague West Distribution Center	1,486		1,486	1,486	2003
Total Czech Republic	3,001		3,001	3,001	
<i>France:</i>					
Le Havre Distribution	2,542		2,542	2,542	1998, 2005

Center				
Moissy Cramayel	22,103	22,103	22,103	2004
Vatry Distribution Center	2,444	2,444	2,444	2002
Total France	27,089	27,089	27,089	

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. of Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Date of Construction/ Acquisition
		Building & Land Improvements	Costs Capitalized Subsequent to Acquisition	Building & Land Improvements	Accumulated Depreciation	
(In thousands of U.S. dollars, as applicable)						
<i>Germany:</i>						
Alzenau Distribution Center		3,736		3,736	3,736	2003
Cologne Distribution Center		4,159		4,159	4,159	2005
Frankfurt Riederhof Distribution Center		5,274		5,274	5,274	2002
Krefeld Park		1,935		1,935	1,935	2001
Neufahrn Distribution Center		7,257		7,257	7,257	2005
Saarwellingen Distribution Center		2,737		2,737	2,737	2005
Total Germany		25,098		25,098	25,098	
<i>Hungary:</i>						
Budapest Park		4,700		4,700	4,700	2001
Budapest Park Phase II		2,648		2,648	2,648	2004
Total Hungary		7,348		7,348	7,348	
<i>Italy:</i>						
Bologna Distribution Center		9,137		9,137	9,137	2005

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Padua Distribution Center	17,438	17,438	17,438	2004
Total Italy	26,575	26,575	26,575	
<i>Netherlands:</i>				
Venlo Distribution Center	6,364	6,364	6,364	2005
Total Netherlands	6,364	6,364	6,364	
<i>Poland:</i>				
Bedzin Distribution Center	3,147	3,147	3,147	2002
Blonie Industrial Park	3,977	3,977	3,977	2002
Chorzow Distribution Center	5,103	5,103	5,103	2005
Gdank Distribution Center	1,559	1,559	1,559	2005
Piotrkow Distribution Center	2,982	2,982	2,982	2002, 2005
Poznan II Distribution Center	7,415	7,415	7,415	2005
Warsaw II Distribution Center	4,855	4,855	4,855	2005
Wroclaw Distribution Center	11,879	11,879	11,879	2004
Total Poland	40,917	40,917	40,917	
<i>Spain:</i>				
Massalaves Distribution Center	9,925	9,925	9,925	2005
Penedes Distribution Center	10,228	10,228	10,228	2005
Total Spain	20,153	20,153	20,153	

Table of Contents

PROLOGIS
SCHEDULE III REAL ESTATE AND ACCUMULATED DEPRECIATION (Continued)
December 31, 2005

Description	No. Encumbrances	Initial Cost to ProLogis		Gross Amounts At Which Carried as of December 31, 2005		Date of Acquisition
		Building & Improvements	Costs Capitalized Subsequent to Acquisition	Land	Building & Improvements Total(a,b)	
(In thousands of U.S. dollars, as applicable)						
<i>United Kingdom:</i>						
Ashby de la Zouch Distribution Center		5,938		5,938	5,938	1998
Basford Sidings Crewe Bourne Avenue Hayes		11,024		11,024	11,024	2003
Campbell Road Distribution Center		44,949		44,949	44,949	2003
Corby Distribution Center		17,202		17,202	17,202	2002
Coventry Distribution Center		2,123		2,123	2,123	1998
Hemel Hempstead		13,570		13,570	13,570	1998
Houghton Main Distribution Center		14,060		14,060	14,060	2003
Kingston Park II Distribution Center		8,206		8,206	8,206	2005
Liverpool		7,546		7,546	7,546	2001, 2004
New Greenham Park, Newbury		229		229	229	2003
		35,072		35,072	35,072	2005
		28,723		28,723	28,723	2004

North Kettering Business Park							
South Marston Park Swindon	1,508		1,508		1,508		2004
Wellingborough	13,495		13,495		13,495		2004
Total United Kingdom	203,645		203,645		203,645		
Subtotal Europe	364,412		364,412		364,412		
Asia:							
<i>China:</i>							
Beijing Airport	7,996		7,996		7,996		2005
Total China	7,996		7,996		7,996		
<i>Japan:</i>							
ProLogis Park Hokko (Osaka)	26,611		26,611		26,611		2005
ProLogis Park Komaki (Aichi)	33,070		33,070		33,070		2005
ProLogis Park Shin-moji (Fukuoka)	2,688		2,688		2,688		2005
ProLogis Park Sugito (Tokyo)	25,695		25,695		25,695		2005
Total Japan	88,064		88,064		88,064		
Subtotal Asia	96,060		96,060		96,060		
Total Land Held for Development	1,001,352	43,690	1,045,042		1,045,042		
GRAND TOTAL	3,320,120	5,400,316	2,482,683	3,828,786	7,374,333	11,203,119	(1,117,346)

Table of Contents

- (a) Reconciliation of real estate assets per Schedule III to our Consolidated Balance Sheet as of December 31, 2005 (in thousands):

Total per Schedule III	\$	11,203,119
Land subject to ground leases and other		538,095(e)(i)
Other investments		133,916(k)
Total per consolidated balance sheet	\$	11,875,130(l)

- (b) The tax basis at 12/31/2005 of our real estate assets for federal income tax purposes was approximately \$9,122,677,265.
- (c) Real estate assets (excluding land balances) are depreciated over their estimated useful lives. These useful lives are generally seven years for capital improvements, 10 years for standard tenant improvements, 30 years for acquired industrial properties, 40 years for office and retail properties acquired and 40 years for properties developed by us. We do not depreciate properties that have been developed or acquired in the CDFS business segment with the intent to sell the property to a third party or contribute the property to a property fund. Reconciliation of accumulated depreciation per Schedule III to our Consolidated Balance Sheet as of December 31, 2005 (in thousands):

Total per Schedule III	\$	1,117,346
Accumulated depreciation on other investments		1,201
Total per Consolidated Balance Sheet	\$	1,118,547

- (d) Total operating properties include 124 properties developed or acquired in the CDFS business segment aggregating 29.4 million square feet at a total investment of \$1.4 billion. See Item 1. Business Operating Segments Property Operations .
- (e) Properties with an aggregate undepreciated cost of \$3,509,162,000 secure \$1,643,586,000 of mortgage notes. See Note 8.
- (f) With respect to one building, we own only 98,000 square feet or 31% of the building. The remaining portion is owned by the North American Properties Fund V.
- (g) With respect to one building, we own only 64,000 square feet or 42% of the building. The remaining portion is owned by the North American Properties Fund V.
- (h) With respect to one building, we own only 115,000 square feet or 32% of the building. The remaining portion is owned by the North American Properties Fund V.
- (i) Properties with an aggregate undepreciated cost of \$1,019,106,000 secure \$34,565,000 of assessment bonds. See Note 8.
- (j)

With respect to one building, we own only 237,000 square feet or 54% of the building. The remaining portion is owned by the North American Properties Fund V.

- (k) Other investments include: (i) restricted funds that are held in escrow pending the completion of tax-deferred exchange transactions involving operating properties; (ii) earnest money deposits associated with potential acquisitions; (iii) costs incurred during the pre-acquisition due diligence process; (iv) costs incurred during the pre-construction phase related to future development projects; and (v) costs related to our corporate office buildings.

Table of Contents

- (1) A summary of activity for our real estate assets and accumulated depreciation for the three years ended December 31, 2005, 2004 and 2003 is as follows (in thousands of U.S. dollars):

	Years Ended December 31,		
	2005	2004	2003
Real estate assets:			
Balance at beginning of year	\$ 6,333,731	\$ 5,854,047	\$ 5,395,527
Acquisitions of operating properties, transfers of development completions from CIP and improvements to operating properties	5,414,725	1,441,703	1,055,331
Basis of operating properties disposed of	(1,188,407)	(1,253,290)	(754,410)
Change in properties under development balance	308,642	171,122	27,197
Change in land held for development balance	449,041	86,666	124,343
Change in land subject to ground leases and other balance	538,095		
Change in capitalized preacquisition costs balance	19,303	33,483	6,059
Balance at end of year	\$ 11,875,130	\$ 6,333,731	\$ 5,854,047
Accumulated Depreciation:			
Balance at beginning of year	\$ 989,221	\$ 847,221	\$ 712,319
Depreciation expense	174,244	149,127	142,022
Balances retired upon disposition of operating properties	(44,918)	(7,127)	(7,120)
Balance at end of year	\$ 1,118,547	\$ 989,221	\$ 847,221

Table of Contents**SIGNATURES**

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

PROLOGIS

By: /s/ JEFFREY H. SCHWARTZ

Jeffrey H. Schwartz
Chief Executive Officer and Trustee

Date: March 14, 2006

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ JEFFREY H. SCHWARTZ</u> Jeffrey H. Schwartz	Chief Executive Officer and Trustee	March 14, 2006
<u>/s/ WALTER C. RAKOWICH</u> Walter C. Rakowich	President, Chief Operating Officer and Trustee	March 14, 2006
<u>/s/ DESSA M. BOKIDES</u> Dessa M. Bokides	Chief Financial Officer	March 14, 2006
<u>/s/ JEFFREY S. FINNIN</u> Jeffrey S. Finnin	Senior Vice President and Chief Accounting Officer	March 14, 2006
<u>/s/ K. DANE BROOKSHER</u> K. Dane Brooksher	Chairman and Trustee	March 14, 2006
<u>/s/ IRVING F. LYONS, III</u> Irving F. Lyons, III	Vice Chairman and Trustee	March 14, 2006
<u>/s/ STEPHEN L. FEINBERG</u> Stephen L. Feinberg	Trustee	March 14, 2006
<u>/s/ GEORGE L. FOTIADES</u> George L. Fotiades	Trustee	March 14, 2006

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/s/ CHRISTINE N. GARVEY

Trustee

March 14,
2006

Christine N. Garvey

/s/ DONALD P. JACOBS

Trustee

March 14,
2006

Donald P. Jacobs

Table of Contents

Signature	Title	Date
<u>/s/ NELSON C. RISING</u> Nelson C. Rising	Trustee	March 14, 2006
<u>/s/ KENNETH N. STENSBY</u> Kenneth N. Stensby	Trustee	March 14, 2006
<u>/s/ D. MICHAEL STEUERT</u> D. Michael Steuert	Trustee	March 14, 2006
<u>/s/ J. ANDRÉ TEIXEIRA</u> J. André Teixeira	Trustee	March 14, 2006
<u>/s/ WILLIAM D. ZOLLARS</u> William D. Zollars	Trustee	March 14, 2006
<u>/s/ ANDREA M. ZULBERTI</u> Andrea M. Zulberti	Trustee	March 14, 2006

Table of Contents**EXHIBIT INDEX**

Certain of the following documents are filed herewith. Certain other of the following documents that have been previously filed with the Securities and Exchange Commission and, pursuant to Rule 12b-32, are incorporated herein by reference.

Exhibit Number	Description
3.1	Articles of Amendment and Restatement of Declaration of Trust of ProLogis (incorporated by reference to exhibit 4.1 to ProLogis Form 10-Q for the quarter ended June 30, 1999).
3.2	Certificate of Amendment, dated as of May 22, 2002, to Amended and Restated of Declaration of Trust of ProLogis(incorporated by reference to exhibit 99.1 to ProLogis Form 8-K dated May 30, 2002).
3.3	Amended and Restated Bylaws of ProLogis dated March 15, 2005 (incorporated by reference to Exhibit 3.1 to ProLogis Form 8-K filed on March 21, 2005).
3.4	Articles Supplementary Classifying and Designating the Series F Cumulative Redeemable Preferred Shares of Beneficial Interest (incorporated by reference exhibit 4.2 to ProLogis Form 8-K dated December 24, 2003).
3.5	Articles Supplementary Classifying and Designating the Series G Cumulative Redeemable Preferred Shares of Beneficial Interest (incorporated by reference exhibit 4.3 to ProLogis Form 8-K dated December 24, 2003).
3.6	Articles of Amendment to Amended and Restated Declaration of Trust of ProLogis dated as of May 19, 2005 (incorporated by reference to Exhibit 3.1 to ProLogis Form 8-K filed on May 20, 2005).
3.7	Articles of Amendment to Amended and Restated Declaration of Trust of ProLogis dated as of July 12, 2005 (incorporated by reference to Exhibit 3.1 to ProLogis Form 8-K filed on July 13, 2005).
3.8	Articles Supplementary Reclassifying and Designating Shares of Beneficial Interest of ProLogis as Common Shares of Beneficial Interest (incorporated by reference to Exhibit 3.2 to ProLogis Form 8-K filed on July 13, 2005).
4.1	Form of share certificate for common shares of Beneficial Interest of ProLogis (incorporated by reference to exhibit 4.4 to ProLogis registration statement No. 33-73382).
4.2	ProLogis Trust Employee Share Purchase Plan, as amended and restated (incorporated by reference to Exhibit 4.27 to ProLogis Form S-8, dated September 27, 2001).
4.3	8.72% Note due March 1, 2009 (incorporated by reference to exhibit 4.7 to ProLogis Form 10-K for the year ended December 31, 1994).
4.4	Form of share certificate for Series C Cumulative Redeemable Preferred Shares of Beneficial Interest of ProLogis (incorporated by reference to exhibit 4.8 to ProLogis Form 10-K for the year ended December 31, 1996).
4.5	9.34% Note due March 1, 2015 (incorporated by reference to exhibit 4.8 to ProLogis Form 10-K for the year ended December 31, 1994).
4.6	7.875% Note due May 15, 2009 (incorporated by reference to exhibit 4.4 to ProLogis Form 8-K dated May 9, 1995).
4.7	7.95% Note due May 15, 2008 (incorporated by reference to exhibit 4.2 to ProLogis Form 10-Q for the quarter ended June 30, 1996).
4.8	8.65% Note due May 15, 2016 (incorporated by reference to exhibit 4.3 to ProLogis Form 10-Q for the quarter ended June 30, 1996).

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- 4.9 7.81% Medium-Term Notes, Series A, due February 1, 2015 (incorporated by reference to exhibit 4.17 to ProLogis Form 10-K for the year ended December 31, 1996).
- 4.10 Indenture, dated as of March 1, 1995, between ProLogis and State Street Bank and Trust Company, as Trustee (incorporated by reference to exhibit 4.9 to ProLogis Form 10-K for the year ended December 31, 1994).

Table of Contents

Exhibit Number	Description
4.11	Collateral Trust Indenture, dated as of July 22, 1993, between Krauss/Schwartz Properties, Ltd. and NationsBank of Virginia, N.A., as Trustee (incorporated by reference to exhibit 4.10 to ProLogis Form 10-K for the year ended December 31, 1994).
4.12	First Supplement Collateral Trust Indenture, dated as of October 28, 1994, among ProLogis Limited Partnership-IV, Krauss/Schwartz Properties, Ltd., and NationsBank of Virginia, N.A., as Trustee (incorporated by reference to exhibit 10.6 to ProLogis Form 10-Q for the quarter ended September 30, 1994).
4.13	7.625% Note due July 1, 2017 (incorporated by reference to exhibit 4 to ProLogis Form 8-K dated July 11, 1997).
4.14	Form of 7.05% Promissory Note due July 15, 2006 (incorporated by reference to exhibit 4.24 to ProLogis Form 10-K for the year ended December 31, 1999).
4.15	Form of 7.10% Promissory Note due April 15, 2008 (incorporated by reference to exhibit 4.27 to ProLogis Form 10-K for the year ended December 31, 1999).
4.16	Form of 5.50% Promissory Note due March 1, 2013 (incorporated by reference to exhibit 4.26 to ProLogis Form 10-K for the year ended December 31, 2002).
4.17	Form of share certificate for Series F Cumulative Redeemable Preferred Shares of Beneficial Interest of ProLogis (incorporated by reference to exhibit 4.1 to ProLogis Form 8-K dated November 26, 2003).
4.18	Form of share certificate for Series G Cumulative Redeemable Preferred Shares of Beneficial Interest of ProLogis (incorporated by reference to exhibit 4.1 to ProLogis Form 8-K dated December 24, 2003).
4.19	First Supplemental Indenture, dated as of February 9, 2005, by and between ProLogis and U.S. Bank National Association, as Trustee (as successor in interest to State Street Bank and Trust Company) (incorporated by reference to exhibit 4.1 to ProLogis Form 8-K dated February 9, 2005).
4.20	Second Supplemental Indenture dated as of November 2, 2005 by and between ProLogis and U.S. Bank National Association, as Trustee (as successor in interest to State Street Bank and Trust Company) (incorporated by reference to Exhibit 4.1 to ProLogis Form 8-K filed on November 4, 2005).
4.21	Third Supplemental Indenture dated as of November 2, 2005 by and between ProLogis and U.S. Bank National Association, as Trustee (as successor in interest to State Street Bank and Trust Company) (incorporated by reference to Exhibit 4.2 to ProLogis Form 8-K filed on November 4, 2005).
10.1	Agreement of Limited Partnership of ProLogis Limited Partnership-I, dated as of December 22, 1993, by and among ProLogis, as general partner, and the limited partners set forth therein (incorporated by reference to exhibit 10.4 to ProLogis Registration Statement No. 33-73382).
10.2	Amended and Restated Agreement of Limited Partnership of ProLogis Limited Partnership-II, dated as of February 15, 1994, among ProLogis as general partner, and the limited partners set forth therein (incorporated by reference to exhibit 10.12 to ProLogis Registration Statement No. 33-78080).
10.3	Form of Indemnification Agreement entered into between ProLogis and its Trustees and executive officers (incorporated by reference to exhibit 10.16 to ProLogis Registration Statement No. 33-73382).

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- 10.4 Indemnification Agreement between ProLogis and each of its independent Trustees (incorporated by reference to exhibit 10.16 to ProLogis Form 10-K for the year ended December 31, 1995).
- 10.5 Declaration of Trust for the benefit of ProLogis independent Trustees (incorporated by reference to exhibit 10.17 to ProLogis Form 10-K for the year ended December 31, 1995).
- 10.6* Share Option Plan for Outside Trustees (as Amended and Restated Effective September May 18, 2004) (incorporated by reference to exhibit 10. 1 to ProLogis Form 8-K dated May 18, 2003).

Table of Contents

Exhibit Number	Description
10.7	1999 Dividend Reinvestment and Share Purchase Plan (incorporated by reference to the Prospectus contained in Registration Statement No. 333-102166).
10.8	Amended and Restated Agreement of Limited Partnership of ProLogis Limited Partnership-III, dated as of October 28, 1994, by and among ProLogis, as general partner, and the limited partners set forth therein (incorporated by reference to exhibit 10.3 to ProLogis Form 10-Q for the quarter ended September 30, 1994).
10.9	Amended and Restated Agreement of Limited Partnership of ProLogis Limited Partnership-IV, dated as of October 28, 1994, by and among ProLogis IV, Inc., as general partner, and the limited partners set forth therein (incorporated by reference to exhibit 10.4 to ProLogis Form 10-Q for the quarter ended September 30, 1994).
10.10	Loan Agreement, dated as of December 23, 1998, between ProLogis and Connecticut General Life Insurance Company (incorporated by reference to exhibit 10.19 to ProLogis Form 10-K for the year ended December 31, 1998).
10.11	Amended and Restated Loan Administration Agreement between The Prudential Insurance Company of America and Meridian, IndTennco Limited Partnership, Metro-Sierra Limited Partnership, and Progress Center/Alabama Limited Partnership, dated as of February 23, 1996 (incorporated by reference to exhibit 10.24 to Meridian s Form 10-K for the year ended December 31, 1996).
10.12	Note Purchase Agreement among Meridian and The Travelers Insurance Company (I/N/TRAL & CO.), United Services Automobile Association (I/N/O SALKELD & CO.), The Variable Annuity Life Insurance Company, The United States Life Insurance Company in the City of New York, All American Life Insurance Company, The Old Line Life Insurance Company of America, The Lincoln National Life Insurance Company, Lincoln Life & Annuity Company of New York, First Penn-Pacific Life Insurance Company (I/N/O CUDD & CO), Lincoln National Health & Casualty Insurance Company, Allied Life Insurance Company B (I/N/O GERLACH & CO), sons of Norway (I/N/O VAR & CO), Aid Association for Lutherans(I/N/O NIMER & CO), Metropolitan Life Insurance Company, National Life Insurance Company, Life Insurance Company of the Southwest, Keyport Life Insurance Company (I/N/O BOST & CO), Union Central Life Insurance Company (I/N/O HARE & CO), and Pan-American Life Insurance Company, dated November 15, 1997 (incorporated by reference to exhibit 10.66 to Meridian s Form 10-K for the year ended December 31, 1997).
10.13	Mortgage Noted dated as of March 29, 1999 between ProLogis Trust and Pro-Industrial Funding Company, Inc. (incorporated by reference to exhibit 10.1 to ProLogis Form 8-K dated May 17, 1999).
10.14	Agreement of Limited Partnership of Meridian Realty Partners, L.P. (incorporated by reference to exhibit 99.1 to ProLogis Registration Statement No. 333-86081).
10.15*	ProLogis Trust 1997 Long-Term Incentive Plan (as Amended and Restated Effective as of September 26, 2002 (incorporated by reference to exhibit 10.1 to ProLogis Form 8-K dated February 19, 2003).
10.16	Stabilized Property Contribution Agreement, dated September 15, 1999, between ProLogis Management S.a.r.l., ProLogis Developments S.a.r.l., ProLogis France Developments, Inc., Kingspark Holding S.A. and ProLogis (incorporated by reference to exhibit 10.29 to ProLogis Form 10-K/A#1 for the year ended December 31, 2001).

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- 10.17* Amended and Restated Special Equity Agreement between ProLogis and K. Dane Brooksher, dated as of March 5, 2003(incorporated by reference to exhibit 10.28 to ProLogis Form 10-K for the year ended December 31, 2002).
- 10.18* Special Equity Agreement between ProLogis and Irving F. Lyons III, dated as of March 5, 2003 (incorporated by reference to exhibit 10.29 to ProLogis Form 10-K for the year ended December 31, 2002).
- 10.19 Amended and Restated Agreement of Limited Partnership of ProLogis Fraser, L.P. dated as of August 4, 2004 (incorporated by reference to exhibit 10.1 to ProLogis Form 10-Q for the quarter ended September 30, 2004).

Table of Contents

Exhibit Number	Description
10.20	Employment Agreement dated as of June 5, 2005 by and between ProLogis and Ted R. Antenucci (incorporated by reference to Exhibit 10.1 to ProLogis Registration Statement No. 333-126560).
10.21	\$500,000,000 Term Loan dated as of January 4, 2006 among ProLogis and Certain Affiliated Borrowers, as borrowers, and Bank of America, N.A. (incorporated by reference to Exhibit 10.1 to ProLogis Form 8-K filed on January 10, 2006).
10.22	Registration Rights Agreement dated November 2, 2005, by and among ProLogis and Banc of America Securities LLC, Citigroup Global Markets Inc. and J.P.Morgan Securities Inc., as initial representatives of the initial purchasers (incorporated by reference to Exhibit 10.1 to ProLogis Form 8-K filed on November 4, 2005).
10.23	Amended and Restated Security Agency Agreement dated as of October 6, 2005, among Bank of America, N.A., as global administrative agent under the Global Senior Credit Agreement referred to therein, certain other creditors of ProLogis and Bank of America, N.A., as collateral agent (incorporated by reference to Exhibit 10.2 to ProLogis Form 8-K filed on November 4, 2005).
10.24	Global Senior Credit Agreement dated as of October 6, 2005, among ProLogis, certain of its subsidiaries, Bank of America, N.A., as global administrative agent, collateral agent, U.S. funding agent, U.S. swing line lender, and a U.S. L/C issuer, Bank of America, N.A., acting through its Canada Branch, as Canadian funding agent and a Canadian L/C issuer, ABN AMRO Bank N.V., as global syndication agent, Euro funding agent, Euro swing line lender, and a Euro L/C issuer, Sumitomo Mitsui Banking Corporation, as a global documentation agent, Yen tranche bookrunner, KRW tranche bookrunner, Yen Funding Agent, KRW funding agent, and a Yen L/C issuer, JPMorgan Chase Bank, N.A. and the Royal Bank of Scotland PLC, as global documentation agents, and the other lenders party thereto Banc of America Securities LLC and ABN AMRO Bank N.V., as global joint lead arrangers and global joint book runners (incorporated by reference to Exhibit 10.1 to ProLogis Form 8-K filed on October 12, 2005).
10.25	First Amendment to the Amended and Restated Special Equity Agreement dated as of March 5, 2003 by and between ProLogis and K. Dane Brooksher entered into as of September 22, 2005 (incorporated by reference to Exhibit 10.1 to ProLogis Form 8-K filed on September 26, 2005).
10.26	First Amendment to the Amended and Restated Special Equity Agreement dated as of March 5, 2003 by and between ProLogis and Irving F. Lyons III entered into as of September 22, 2005 (incorporated by reference to Exhibit 10.2 to ProLogis Form 8-K filed on September 26, 2005).
10.27	Amendment, dated as of May 2, 2005, to Note Purchase Agreement among ProLogis (as successor by merger to Meridian Industrial Trust, Inc., a Maryland corporation) and The Travelers Insurance Company (I/N/TRAL & CO.), United Services Automobile Association (I/N/O SALKELD & CO.), The Variable Annuity Life Insurance Company, The United States Life Insurance Company in the City of New York, All American Life Insurance Company, The Old Line Life Insurance Company of America, The Lincoln National Life Insurance Company, Lincoln Life & Annuity Company of New York, First Penn-Pacific Life Insurance Company (I/N/O CUDD & CO), Lincoln National Health & Casualty Insurance Company, Allied Life Insurance

- 10.28 Company B (I/N/O GERLACH & CO), sons of Norway (I/N/O VAR & CO), Aid Association for Lutherans (I/N/O NIMER & CO), Metropolitan Life Insurance Company, National Life Insurance Company, Life Insurance Company of the Southwest, Keyport Life Insurance Company (I/N/O BOST & CO), Union Central Life Insurance Company (I/N/O HARE & CO), and Pan-American Life Insurance Company (incorporated by reference to Exhibit 10.1 to ProLogis Form 8-K filed on May 2, 2005).
- Forms of Executive Protection Agreements entered into between ProLogis and Jeffrey H. Schwartz and Walter C. Rakowich (incorporated by reference to Exhibit 10.1 to ProLogis Form 8-K filed on March 21, 2005).

Table of Contents

Exhibit Number	Description
10.29	Forms of Executive Protection Agreements entered into between ProLogis and Robert J. Watson, John W. Seiple, Jr., Steven K. Meyer and Edward S. Nekritz (incorporated by reference to Exhibit 10.2 to ProLogis Form 8-K filed on March 21, 2005).
10.30	Forms of Executive Protection Agreements entered into between ProLogis and M. Gordon Keiser, Jr., Paul C. Congelton, Masato Miki, Miki Yamada and Ming Z. Mei (incorporated by reference to Exhibit 10.3 to ProLogis Form 8-K filed on March 21, 2005).
10.31	\$1,500,000,000 Term Loan Agreement dated as of September 15, 2005, among ProLogis, as borrower, Bank of America, N.A., as administrative agent and a lender, Citigroup North America, Inc., as a lender, JPMorgan Chase Bank, N.A., as a lender, and the other parties lender thereto (incorporated by reference to Exhibit 10.1 to ProLogis Form 8-K filed on September 20, 2005).
12.1	Statement re: Computation of Ratio of Earnings to Fixed Charges.
12.2	Statement re: Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Share Dividends.
21.1	Subsidiaries of ProLogis.
23.1	Consent of KPMG LLP
31.1	Certification of Chief Executive Officer
31.2	Certification of Chief Financial Officer.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Limited Liability Company Agreement of CSI/Frigo LLC dated as of January 2, 2001 (incorporated by reference to exhibit 99.5 to ProLogis Form 10-K/A#1 for the year ended December 31, 2000).
99.2	Promissory Note from CSI/Frigo LLC dated January 5, 2001 (incorporated by reference to exhibit 99.6 to ProLogis Form 10-K/A#1 for the year ended December 31, 2000).
99.3	Promissory Note from K. Dane Brooksher dated July 18, 2000 to GoProLogis Incorporated (incorporated by reference to exhibit 99.8 to ProLogis Form 10-K/A#1 for the year ended December 31, 2000).
99.4	Option agreement dated July 18, 2000 among GoProLogis Incorporated, K. Dane Brooksher and ProLogis (incorporated by reference to exhibit 99.9 to ProLogis Form 10-K/A#1 for the year ended December 31, 2000).
99.5	Promissory Note from K. Dane Brooksher dated September 20, 2000 to ProLogis Broadband(1) Incorporated (incorporated by reference to exhibit 99.10 to ProLogis Form 10-K/A#1 for the year ended December 31, 2000).
99.6	Promissory Note from K. Dane Brooksher dated January 4, 2001 to ProLogis Broadband(1) Incorporated (incorporated by reference to exhibit 99.11 to ProLogis Form 10-K/A#1 for the year ended December 31, 2000).
99.7	Option Agreement dated September 20, 2000 among ProLogis Broadband(1) Incorporated, K. Dane Brooksher and ProLogis (incorporated by reference to exhibit 99.12 to ProLogis Form 10-K/A#1 for the year ended December 31, 2000).
99.8	

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	Purchase and Sale Agreement dated October 23, 2002, between CSI/Frigo LLC and ProLogis (incorporated by reference to exhibit 99.14 to ProLogis Form 10-K for the year ended December 31, 2002).
99.9	Promissory Note from CSI/Frigo LLC dated October 23, 2002 (incorporated by reference to exhibit 99.15 to ProLogis Form 10-K for the year ended December 31, 2002).

* Management Contract or Compensatory Plan or Arrangement

158