


2004 LIMITED PARTNERSHIP ANNUAL REPORT
Due By May 1, 2004

FILED
May 04, 2004 08:00 AM
Secretary of State

DOCUMENT # B0100000226

1. Entity Name
PROLOGIS SECOND U.S. PROPERTIES LP



Principal Place of Business
14100 EAST 35TH PLACE
AURORA, CO 80011

Mailing Address
14100 EAST 35TH PLACE
AURORA, CO 80011



2. Principal Place of Business
 Suite, Apt. #, etc.

3. Mailing Address
 Suite, Apt. #, etc.

04192004 Chg-LP CR2E003 (10/03)

City & State
 Zip Country

4. FEI Number
84-1593334

Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301-2525

7. Name and Address of New Registered Agent

Name
 Street Address (P.O. Box Number is Not Acceptable)
 City **FL** Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable

9. Capital Contributions as Shown on record. **\$5,274,903.00**

10. Amount of Capital Contributions in FLORIDA to date. **5,174,723**

A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.
NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner.

12. GENERAL PARTNER INFORMATION

DOCUMENT #	M01000001395
NAME	PROLOGIS SECOND GP LLC
STREET ADDRESS	1400 EAST 35TH PLACE
CITY - ST - ZIP	AURORA, CO 80011
DOCUMENT #	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
DOCUMENT #	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
DOCUMENT #	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
DOCUMENT #	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDRESS CHANGES ONLY

STREET ADDRESS	
CITY - ST - ZIP	
STREET ADDRESS	000000159514
CITY - ST - ZIP	05/10/04-80033-019 526 25
STREET ADDRESS	
CITY - ST - ZIP	
STREET ADDRESS	
CITY - ST - ZIP	
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STREET ADDRESS	
CITY - ST - ZIP	

STAPLE CHECK HERE

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE:  **James C. Martin**
Vice President **04/27/04** **303-375-9292**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER Date Daytime Phone #