

2005 LIMITED PARTNERSHIP ANNUAL REPORT

DOCUMENT# B01000000226

FILED
Apr 22, 2005
Secretary of State

Entity Name: PROLOGIS SECOND U.S. PROPERTIES LP

Current Principal Place of Business:

14100 EAST 35TH PLACE
AURORA, CO 80011

New Principal Place of Business:

Current Mailing Address:

14100 EAST 35TH PLACE
AURORA, CO 80011

New Mailing Address:

FEI Number: 84-1593334

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 323012525 US

Name and Address of New Registered Agent:

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.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

Capital Contributions as Shown on record: 5,274,903.00

Amount of Capital Contributions in Florida to date: 5,274,903.00

GENERAL PARTNER INFORMATION:

Document #: M01000001395
Name: PROLOGIS SECOND GP LLC
Address: 1400 EAST 35TH PLACE
City-St-Zip: AURORA, CO 80011

ADDRESS CHANGES ONLY:

Address:
City-St-Zip:

I hereby certify that the information supplied with this filing does not qualify for the 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 electronic 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

VP

04/22/2005

Electronic Signature of Signing General Partner

Date