

2006 LIMITED PARTNERSHIP ANNUAL REPORT

DOCUMENT# B01000000332

FILED
Apr 28, 2006
Secretary of State

Entity Name: PROLOGIS THIRD U.S. PROPERTIES LP

Current Principal Place of Business:

14100 EAST 35TH PLACE
AURORA, CO 80011

New Principal Place of Business:

4545 AIRPORT WAY
DENVER, CO 80239

Current Mailing Address:

14100 EAST 35TH PLACE
AURORA, CO 80011

New Mailing Address:

4545 AIRPORT WAY
DENVER, CO 80239

FEI Number: 84-1603606

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

GENERAL PARTNER INFORMATION:

Document #: M01000002135
Name: PROLOGIS THIRD GP LLC
Address: 14100 EAST 35TH PLACE
City-St-Zip: AURORA, CO 80011

ADDRESS CHANGES ONLY:

Address: 4545 AIRPORT WAY
City-St-Zip: DENVER, CO 80239

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Chapter 119, 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: EDWARD S. NEKRITZ

SEC

04/28/2006

Electronic Signature of Signing General Partner

Date