

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 24, 2013

**PROLOGIS, INC.**  
**PROLOGIS, L.P.**

(Exact name of registrant as specified in charter)

Maryland (Prologis, Inc.)  
Delaware (Prologis, L.P.)  
(State or other jurisdiction  
of Incorporation)

001-13545 (Prologis, Inc.)  
001-14245 (Prologis, L.P.)  
(Commission  
File Number)

94-3281941 (Prologis, Inc.)  
94-3285362 (Prologis, L.P.)  
(I.R.S. Employer  
Identification No.)

Pier 1, Bay 1, San Francisco, California  
(Address of Principal Executive Offices)

94111  
(Zip Code)

Registrants' Telephone Number, including Area Code: (415) 394-9000

N/A  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02. Results of Operations and Financial Condition (Prologis, Inc.) and**

**Item 7.01. Regulation FD Disclosure (Prologis, Inc. and Prologis, L.P.).**

On April 24, 2013, Prologis, Inc., the general partner of Prologis, L.P., issued a press release announcing first quarter 2013 financial results. A copy of the press release as well as supplemental information is furnished with this report as Exhibit 99.1, and is incorporated herein by reference.

The information in this report and the exhibits attached hereto is being furnished, not filed, for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and pursuant to Items 2.02 and 7.01 of Form 8-K will not be incorporated by reference into any filing under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated April 24, 2013, and supplemental information.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

April 24, 2013

PROLOGIS, INC.

By: /s/ Thomas S. Olinger  
Name: Thomas S. Olinger  
Title: Chief Financial Officer

April 24, 2013

PROLOGIS, L.P.,  
By: Prologis, Inc., its general partner

By: /s/ Thomas S. Olinger  
Name: Thomas S. Olinger  
Title: Chief Financial Officer



## Earnings Release and Supplemental Information

Unaudited  
First Quarter 2013

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Supplemental 1Q 2013



Prologis Park Apodaca, Monterrey, Mexico



Prologis Park Ichikawa 1, Ichikawa, Japan



Prologis Park Bratislava, Bratislava, Slovakia

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## Prologis, Inc. Announces First Quarter 2013 Earnings Results

- Positive rent change on rollover for the first time in 17 quarters -
- Completes J-REIT IPO and European joint venture -
- Significantly improves financial position -

SAN FRANCISCO (April 24, 2013) – Prologis, Inc. (NYSE: PLD), the leading global owner, operator and developer of industrial real estate, today reported results for the first quarter 2013.

Core funds from operations (Core FFO) per fully diluted share was \$0.40 for the first quarter compared to \$0.40 for the same period in 2012.

Net earnings per fully diluted share was \$0.57 for the first quarter compared to net earnings of \$0.44 for the same period in 2012. In both periods, net earnings for the quarter were principally due to gains on real estate transactions.

### Operating Portfolio Metrics

The company leased 35.8 million square feet (3.3 million square meters) in its combined operating and development portfolios in the first quarter. Prologis' operating portfolio was 93.7 percent occupied on March 31, 2013. Tenant retention in the quarter was 78.0 percent. GAAP rental rates on leases signed in the first quarter increased by 2.0 percent from in-place rents. During the first quarter, same-store net operating income (NOI) increased 0.3 percent, and on an adjusted cash basis 1.8 percent.

"We concluded several priorities in the first quarter and are beginning to capitalize on growth opportunities," said Hamid R. Moghadam, chairman and CEO, Prologis. "Real estate fundamentals are solid and demand for our product is leading to rental growth. For the first time in 17 quarters, rent change on rollovers is positive."

### Dispositions and Contributions

Prologis completed \$5.3 billion in contributions and dispositions in the

first quarter, of which \$3.3 billion was Prologis' share. Notable transactions include approximately:

- \$3.1 billion in contributions related to the formation of Prologis European Logistics Partners Sàrl (PELP), of which 50 percent was the company's share; and
- \$1.9 billion in contributions to Nippon Prologis REIT, of which \$1.6 billion was the company's share; and
- \$203 million of third-party building and land dispositions, of which \$99 million was the company's share.

Prologis realized value creation of \$247 million associated with contribution and disposition activity in the quarter.

### Development Starts and Building Acquisitions

Committed capital during the first quarter totaled approximately \$436 million, of which \$314 million was Prologis' share, including:

- Development starts of \$313 million with an estimated development margin of 21.8 percent. Prologis' share was \$218 million and the company's estimated share of value creation upon stabilization was \$39 million.
- Acquisitions of \$123 million, including \$109 in land and land infrastructure, as well as \$14 million in buildings. Prologis' share included \$96 million.

At quarter end, Prologis' global development pipeline comprised 23.7 million square feet (2.2 million square meters), with a total expected

investment of \$2.0 billion, of which Prologis' share was \$1.8 billion. The company's share of estimated value creation at stabilization is expected to be \$371 million, with a weighted average estimated stabilized yield of 7.8 percent and a margin of approximately 21.6 percent.

#### **Capital Markets**

During the first quarter, Prologis completed approximately \$3.0 billion of capital markets activity including debt financings, re-financings, and pay-downs.

As a result, and in combination with the significant disposition and contribution activity, the company:

- Lowered its share of total debt by \$2.4 billion;
- Improved the company's debt as a percent of gross real estate assets to 37.5 percent and debt to adjusted EBITDA to 7.52 times; and
- Increased its USD net equity to 66 percent.

"During the quarter, we made considerable progress strengthening our financial position and reducing our foreign net equity exposure," said Thomas Olinger, chief financial officer, Prologis. "With a strong balance sheet in place, we are well positioned to grow our company strategically."

Subsequent to quarter end, the company redeemed \$482 million of its outstanding preferred stock.

#### **Guidance for 2013**

Prologis maintains its full-year 2013 Core FFO guidance range of \$1.60 to \$1.70 per diluted share. The company also expects to recognize net earnings, for GAAP purposes, of \$0.55 to \$0.65 per share.

The Core FFO and earnings guidance reflected above excludes any potential future gains (losses) recognized from real estate transactions. In reconciling from net earnings to Core FFO, Prologis makes certain adjustments, including but not limited to real estate depreciation and amortization expense, gains (losses) recognized from real estate transactions and early extinguishment of debt or redemption of

preferred stock, impairment charges, deferred taxes, and unrealized gains or losses on foreign currency or derivative activity.

The difference between the company's Core FFO and net earnings guidance for 2013 predominantly relates to real estate depreciation and recognized gains on real estate transactions.

#### **Webcast and Conference Call Information**

The company will host a webcast /conference call to discuss quarterly results, current market conditions and future outlook today, April 24, at 12:00 p.m. U.S. Eastern Time. Interested parties are encouraged to access the live webcast by clicking the microphone icon located near the top of the opening page of the Prologis Investor Relations website (<http://ir.prologis.com>). Interested parties also can participate via conference call by dialing +1 877-256-7020 (from the U.S. and Canada toll free) or +1 973-409-9692 (from all other countries) and enter conference code 26751768.

A telephonic replay will be available from April 24 through May 24 at +1 855-859-2056 (from the U.S. and Canada) or +1 404-537-3406 (from all other countries), with conference code 26751768. The webcast replay will be posted when available in the "Financial Information" section of Investor Relations on the Prologis website.

#### **About Prologis**

Prologis, Inc., is the leading owner, operator and developer of industrial real estate, focused on global and regional markets across the Americas, Europe and Asia. As of March 31, 2013, Prologis owned or had investments in, on a consolidated basis or through unconsolidated joint ventures, properties and development projects expected to total approximately 559 million square feet (51.9 million square meters) in 21 countries. The company leases modern distribution facilities to more than 4,500 customers, including manufacturers, retailers, transportation companies, third-party logistics providers and other enterprises.

The statements in this release that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based

on current expectations, estimates and projections about the industry and markets in which Prologis operates, management's beliefs and assumptions made by management. Such statements involve uncertainties that could significantly impact Prologis' financial results. Words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates," variations of such words and similar expressions are intended to identify such forward-looking statements, which generally are not historical in nature. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future — including statements relating to rent and occupancy growth, development activity and changes in sales or contribution volume of developed properties, disposition activity, general conditions in the geographic areas where we operate, synergies to be realized from our recent merger transaction, our debt and financial position, our ability to form new property funds and the availability of capital in existing or new property funds — are forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be attained and therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Some of the factors that may affect outcomes and results include, but are not limited to: (i) national, international, regional and local economic climates, (ii) changes in financial markets, interest rates and foreign currency exchange rates, (iii) increased or unanticipated competition for our properties, (iv) risks associated with acquisitions, dispositions and development of properties, (v) maintenance of real estate investment trust ("REIT") status and tax structuring, (vi) availability of financing and capital, the levels of debt that we maintain and our credit ratings, (vii) risks related to our investments in our co-investment ventures and funds, including our ability to establish new co-investment ventures and funds, (viii) risks of doing business internationally, including currency risks, (ix) environmental uncertainties, including risks of natural disasters, and (x) those additional factors discussed in reports filed with the Securities and Exchange Commission by Prologis under the heading "Risk Factors." Prologis undertakes no duty to update any forward-looking statements appearing in this release

#### Media Contacts

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# Highlights

## Company Profile

Supplemental 1Q 2013

Prologis, Inc. is the leading owner, operator and developer of industrial real estate, focused on global and regional markets across the Americas, Europe and Asia. As of March 31, 2013, Prologis owned or had investments in, on a consolidated basis or through unconsolidated joint ventures, properties and development projects totaling 559 million square feet (51.9 million square meters) in 21 countries. The company leases modern distribution facilities to more than 4,500 customers, including manufacturers, retailers, transportation companies, third-party logistics providers and other enterprises.



	AMERICAS (4 countries)	EUROPE (14 countries)	ASIA (3 countries)	TOTAL
Number of operating portfolio buildings	2,333	588	75	2,996
Operating Portfolio (msf)	361	136	28	525
Development Portfolio (msf)	15	2	7	24
Other (msf) (A)	8	1	1	10
Total (msf)	384	139	36	559
Development portfolio TEI (millions)	\$1,100	\$152	\$785	\$2,037
Land (acres)	7,314	3,449	206	10,969
Land book value (millions) (B)	\$1,061	\$670	\$136	\$1,867

(A) Generally represents properties in which Prologis has an ownership interest but does not manage (6 msf) and other properties owned by Prologis (4 msf), which includes value added properties (3 msf).

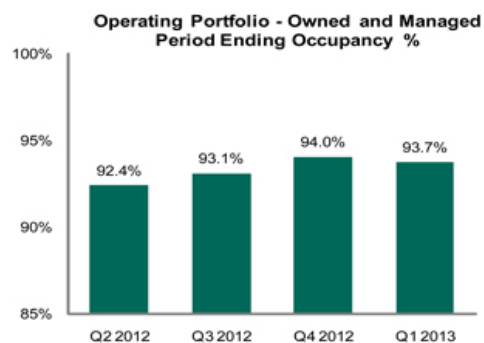
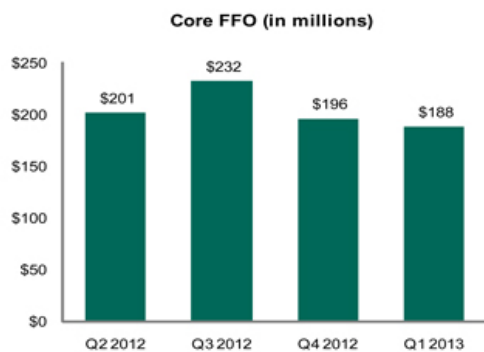
(B) Original cost basis for the total land portfolio is \$2.9 billion.

# Highlights

## Company Performance

Supplemental 1Q 2013

	Three months ended March 31,	
	2013	2012
<i>(dollars in thousands, except per share data)</i>		
Revenues	\$ 490,616	\$ 479,430
Net earnings attributable to common stockholders	265,416	202,412
FFO, as defined by Prologis	357,800	262,072
Core FFO	187,937	184,765
AFFO	135,977	133,823
Adjusted EBITDA	337,668	377,063
Per common share - diluted:		
Net earnings attributable to common stockholders	\$ 0.57	\$ 0.44
FFO, as defined by Prologis	0.76	0.56
Core FFO	0.40	0.40



# Financial Information

## Consolidated Balance Sheets

(in thousands)

Supplemental 1Q 2013

	March 31, 2013	December 31, 2012
<b>Assets:</b>		
Investments in real estate assets:		
Operating properties	\$ 17,521,075	\$ 22,608,248
Development portfolio	884,352	951,643
Land	1,754,053	1,794,364
Other real estate investments	436,328	454,868
	<u>20,595,808</u>	<u>25,809,123</u>
Less accumulated depreciation	2,292,946	2,480,660
Net investments in properties	<u>18,302,862</u>	<u>23,328,463</u>
Investments in and advances to unconsolidated entities	3,635,214	2,195,782
Notes receivable backed by real estate	188,000	188,000
Assets held for sale	25,391	26,027
Net investments in real estate	<u>22,151,467</u>	<u>25,738,272</u>
Cash and cash equivalents	785,359	100,810
Restricted cash	48,605	176,926
Accounts receivable	139,691	171,084
Other assets	950,177	1,123,053
<b>Total assets</b>	<b>\$ 24,075,299</b>	<b>\$ 27,310,145</b>
<b>Liabilities and Equity:</b>		
Liabilities:		
Debt	\$ 9,074,123	\$ 11,790,794
Preferred stock at redemption value	482,500	-
Accounts payable, accrued expenses, and other liabilities	1,308,143	1,746,015
Total liabilities	<u>10,864,766</u>	<u>13,536,809</u>
Equity:		
Stockholders' equity:		
Preferred stock	100,000	582,200
Common stock	4,624	4,618
Additional paid-in capital	16,461,486	16,411,855
Accumulated other comprehensive loss	(503,786)	(233,563)
Distributions in excess of net earnings	(3,561,429)	(3,696,093)
Total stockholders' equity	<u>12,500,895</u>	<u>13,069,017</u>
Noncontrolling interests	658,871	653,125
Noncontrolling interests - limited partnership unitholders	50,767	51,194
Total equity	<u>13,210,533</u>	<u>13,773,336</u>
<b>Total liabilities and equity</b>	<b>\$ 24,075,299</b>	<b>\$ 27,310,145</b>

# Financial Information

## Consolidated Statements of Operations

(in thousands, except per share amounts)

Supplemental 1Q 2013

	Three Months Ended March 31,	
	2013	2012
<b>Revenues:</b>		
Rental income	\$ 454,789	\$ 443,960
Private capital revenue	33,635	32,357
Development management and other income	2,192	3,113
Total revenues	490,616	479,430
<b>Expenses:</b>		
Rental expenses	133,919	118,731
Private capital expenses	19,909	16,881
General and administrative expenses	56,197	60,159
Depreciation and amortization	177,266	180,280
Other expenses	4,353	4,335
Merger, acquisition and other integration expenses	-	10,728
Impairment of real estate properties	-	3,185
Total expenses	391,644	394,299
<b>Operating income</b>	98,972	85,131
<b>Other income (expense):</b>		
Earnings from unconsolidated co-investment ventures, net	24,768	13,995
Interest income	4,213	5,427
Interest expense	(115,028)	(133,056)
Gain on acquisitions and dispositions of investments in real estate, net	338,845	267,771
Foreign currency and derivative gains (losses) and other income (expenses), net	8,298	(27,101)
Gain (loss) on early extinguishment of debt, net	(17,351)	5,419
Impairment of other assets	-	(16,135)
Total other income (expense)	243,745	116,320
<b>Earnings before income taxes</b>	342,717	201,451
Income tax expense - current and deferred	51,866	12,124
<b>Earnings from continuing operations</b>	290,851	189,327
<b>Discontinued operations:</b>		
Income attributable to disposed properties and assets held for sale	247	12,521
Net gain on dispositions	5,834	11,249
Total discontinued operations	6,081	23,770
<b>Consolidated net earnings</b>	296,932	213,097
Net earnings attributable to noncontrolling interests	(12,103)	(118)
<b>Net earnings attributable to controlling interests</b>	284,829	212,979
Preferred stock dividends	(10,305)	(10,567)
Loss on preferred stock redemption	(9,108)	-
<b>Net earnings attributable to common stockholders</b>	\$ 265,416	\$ 202,412
Weighted average common shares outstanding - Diluted (A)	477,059	476,107
<b>Net earnings per share attributable to common stockholders - Diluted</b>	\$ 0.57	\$ 0.44

(A) See Calculation of Per Share Amounts in the Notes and Definitions.

# Financial Information

## Reconciliations of Net Earnings to FFO

(in thousands)

Supplemental 1Q 2013

	Three Months Ended	
	March 31,	
	2013	2012
<b>Reconciliation of net earnings to FFO</b>		
Net earnings attributable to common stockholders	\$ 265,416	\$ 202,412
Add (deduct) NAREIT defined adjustments:		
Real estate related depreciation and amortization	171,017	176,171
Net gain on non-FFO dispositions and acquisitions	(102,457)	(162,745)
Reconciling items related to noncontrolling interests	(2,941)	(12,054)
Our share of reconciling items included in earnings from unconsolidated entities	25,483	34,538
<b>Subtotal-NAREIT defined FFO</b>	<b>356,518</b>	<b>238,322</b>
Add (deduct) our defined adjustments:		
Unrealized foreign currency and derivative losses (gains), net	(638)	24,236
Deferred income tax benefit	2,134	1,051
Our share of reconciling items included in earnings from unconsolidated entities	(214)	(1,537)
<b>FFO, as defined by Prologis</b>	<b>357,800</b>	<b>262,072</b>
Adjustments to arrive at Core FFO, including our share of unconsolidated entities:		
Net gain on acquisitions and dispositions of investments in real estate, net of income taxes	(192,416)	(104,731)
Loss (gain) on early extinguishment of debt and redemption of preferred stock, net	26,459	(5,419)
Our share of reconciling items included in earnings from unconsolidated entities	(3,906)	2,795
Impairment charges	-	19,320
Merger, acquisition and other integration expenses	-	10,728
Adjustments to arrive at Core FFO	(169,863)	(77,307)
<b>Core FFO</b>	<b>\$ 187,937</b>	<b>\$ 184,765</b>
Adjustments to arrive at Adjusted FFO ("AFFO"), including our share of unconsolidated entities:		
Straight-lined rents and amortization of lease intangibles	(7,884)	(11,347)
Property improvements	(14,288)	(13,414)
Tenant improvements	(20,388)	(23,987)
Leasing commissions	(13,400)	(10,333)
Amortization of management contracts	1,615	1,216
Amortization of debt discounts/(premiums) and financing costs, net of capitalization	(7,002)	(1,389)
Stock compensation expense	9,387	8,312
<b>AFFO</b>	<b>\$ 135,977</b>	<b>\$ 133,823</b>
<b>Common stock dividends</b>	<b>\$ 130,753</b>	<b>\$ 130,080</b>

# Financial Information

## EBITDA Reconciliation

(in thousands)

Supplemental 1Q 2013

	Three Months Ended	
	March 31,	
	2013	2012
<b>Reconciliation of net earnings to Adjusted EBITDA</b>		
Net earnings attributable to common stockholders	\$ 265,416	\$ 202,412
Net gain on acquisitions and dispositions of investments in real estate	(344,679)	(279,020)
Depreciation and amortization from continuing operations	177,266	180,280
Interest expense from continuing operations	115,028	133,056
Loss (gain) on early extinguishment of debt	17,351	(5,419)
Current and deferred income tax expense	51,866	12,124
Pro forma adjustment (A)	(29,533)	12,352
Income attributable to disposal properties and assets held for sale	(247)	(12,521)
NOI attributable to assets held for sale	(19)	2,463
Net earnings (loss) attributable to noncontrolling interest	12,103	118
Preferred stock dividends and loss on preferred stock redemption	19,413	10,567
Unrealized foreign currency and derivative losses (gains) and stock compensation expense, net	8,749	32,548
Impairment charges	-	19,320
Merger, acquisition and other integration expenses	-	10,728
<b>Adjusted EBITDA, prior to our share of unconsolidated entities</b>	<b>292,714</b>	<b>319,008</b>
Our share of reconciling items from unconsolidated entities:		
Net loss (gain) on disposition of real estate, net	(6,890)	1,813
Depreciation and amortization	28,278	31,531
Interest expense	21,565	23,723
Loss on early extinguishment of debt	189	982
Current income tax expense	2,026	1,543
Unrealized gains and deferred income tax benefit	(214)	(1,537)
<b>Adjusted EBITDA</b>	<b>\$ 337,668</b>	<b>\$ 377,063</b>

(A) Adjustments during 2013, include the effects of Nippon Prologis REIT, Inc. ("NPR") and Prologis European Logistics Partners Sarl ("PELP") as if we made the first quarter contribution at the beginning of the quarter (i.e. removing actual NOI recognized and replacing with an estimate of our share of NOI and fees). Adjustments during 2012 include the effects of Prologis North American Industrial Fund II and Prologis California to reflect NOI for the full period.

# Financial Information

## Pro-rata Balance Sheet Information

(in thousands)

Supplemental 1Q 2013

Pro-rata Balance Sheet Information as of March 31, 2013	Consolidated	Less Non Controlling Interest	Plus PLD Share of Unconsolidated Co-Investment Ventures	PLD Total Share	Investors' Share of Ventures	Total Owned and Managed
<b>Assets:</b>						
Investments in real estate assets:						
Gross operating properties	\$ 17,521,075	\$ (876,720)	\$ 6,207,528	\$ 22,851,883	\$ 16,913,489	\$ 39,765,372
Other real estate	3,074,733	(60,372)	87,041	3,101,402	265,175	3,366,577
Less accumulated depreciation	(2,292,946)	41,769	(381,726)	(2,632,903)	(1,183,512)	(3,816,415)
Net investments in properties	18,302,862	(895,323)	5,912,843	23,320,382	15,995,152	39,315,534
Investments in unconsolidated entities	3,635,214	(66,370)	(3,568,844)	-	66,370	66,370
Other assets	2,137,223	(141,845)	74,152	2,069,530	1,060,524	3,130,054
<b>Total assets</b>	<b>\$ 24,075,299</b>	<b>\$ (1,103,538)</b>	<b>\$ 2,418,151</b>	<b>\$ 25,389,912</b>	<b>\$ 17,122,046</b>	<b>\$ 42,511,958</b>
<b>Liabilities and Equity:</b>						
Liabilities:						
Debt	\$ 9,074,123	\$ (353,999)	\$ 2,062,750	\$ 10,782,874	\$ 6,519,292	\$ 17,302,166
Other liabilities	1,790,643	(39,901)	355,401	2,106,143	728,143	2,834,286
<b>Total liabilities</b>	<b>10,864,766</b>	<b>(393,900)</b>	<b>2,418,151</b>	<b>12,889,017</b>	<b>7,247,435</b>	<b>20,136,452</b>
Equity:						
Stockholders' / partners' equity	12,500,895	-	-	12,500,895	9,874,611	22,375,506
Noncontrolling interests	709,638	(709,638)	-	-	-	-
<b>Total equity</b>	<b>13,210,533</b>	<b>(709,638)</b>	<b>-</b>	<b>12,500,895</b>	<b>9,874,611</b>	<b>22,375,506</b>
<b>Total liabilities and equity</b>	<b>\$ 24,075,299</b>	<b>\$ (1,103,538)</b>	<b>\$ 2,418,151</b>	<b>\$ 25,389,912</b>	<b>\$ 17,122,046</b>	<b>\$ 42,511,958</b>

On this page and the following page, we present balance sheet and income statement information on a pro-rata basis reflecting our proportionate economic ownership of each entity included in our Total Owned and Managed portfolio.

The consolidated amounts shown are derived from, and prepared on a consistent basis with, our consolidated financial statements. The PLD Share of Unconsolidated Co-Investment Ventures column was derived on an entity-by-entity basis by applying our ownership percentage to each line item to calculate our share of that line item. For purposes of balance sheet data, we used our ownership percentage at the end of the period and for operating information, we used our average ownership percentage for the period, consistent with how we calculate our share of net earnings (loss) during the period. We used a similar calculation to derive the noncontrolling interests' share of each line item. In order to present the Total Owned and Managed portfolio, we added our investors' share of each line item in the unconsolidated co-investment ventures and the noncontrolling interests share of each line item to the PLD Total Share.

# Financial Information

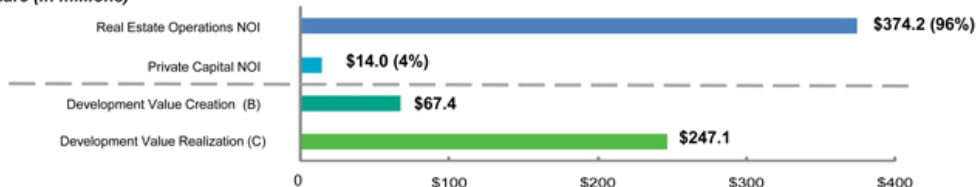
## Pro-rata Operating Information

Supplemental 1Q 2013

(in thousands)

Pro-rata Operating Information for Three Months Ended March 31, 2013	Consolidated	Less Non Controlling Interest	Plus PLD Share of Unconsolidated Co-Investment Ventures	PLD Total Share	Investors' Share of Ventures	Total Owned and Managed
<b>Revenues:</b>						
Rental income	\$ 454,789	\$ (18,563)	\$ 96,395	\$ 532,621	\$ 298,049	\$ 830,670
Private capital revenue	33,635	(17)	325	33,943	(94)	33,849
Development management and other income	2,192	3	(86)	2,109	(155)	1,954
<b>Total revenues</b>	<b>490,616</b>	<b>(18,577)</b>	<b>96,634</b>	<b>568,673</b>	<b>297,800</b>	<b>866,473</b>
<b>Expenses:</b>						
Rental expenses	133,919	(4,581)	26,679	156,017	79,217	235,234
Private capital expenses	19,909	-	-	19,909	-	19,909
General and administrative expenses	56,197	(314)	4,063	59,946	12,970	72,916
Depreciation and amortization	177,266	(6,132)	32,536	203,670	101,528	305,198
Other expenses	4,353	-	174	4,527	483	5,010
<b>Total expenses</b>	<b>391,644</b>	<b>(11,027)</b>	<b>63,452</b>	<b>444,069</b>	<b>194,198</b>	<b>638,267</b>
<b>Operating income (loss)</b>	<b>98,972</b>	<b>(7,550)</b>	<b>33,182</b>	<b>124,604</b>	<b>103,602</b>	<b>228,206</b>
<b>Our share of co-investment ventures</b>	<b>69,722</b>	<b>-</b>	<b>(69,722)</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total reconciling items to Adjusted EBITDA</b>	<b>168,974</b>	<b>(6,488)</b>	<b>36,540</b>	<b>199,026</b>	<b>101,600</b>	<b>300,626</b>
<b>Adjusted EBITDA (A)</b>	<b>\$ 337,668</b>	<b>\$ (14,038)</b>	<b>\$ -</b>	<b>\$ 323,630</b>	<b>\$ 205,202</b>	<b>\$ 528,832</b>
<b>Adjusted EBITDA by segment:</b>						
Real Estate Operations NOI	\$ 318,709	\$ (13,979)	\$ 69,456	\$ 374,186	\$ 218,194	\$ 592,380
Private Capital NOI	13,726	(17)	325	14,034	(94)	13,940
Our share of co-investment ventures	69,722	-	(69,722)	-	-	-
General and administrative and other expenses	(64,489)	(42)	(59)	(64,590)	(12,898)	(77,488)
<b>Adjusted EBITDA</b>	<b>\$ 337,668</b>	<b>\$ (14,038)</b>	<b>\$ -</b>	<b>\$ 323,630</b>	<b>\$ 205,202</b>	<b>\$ 528,832</b>

### Prologis' Share (in millions)



- (A) See reconciliation of Consolidated Net Earnings to Adjusted EBITDA on page 9.  
 (B) Represents estimated Value Creation for development properties that reached Stabilization during the quarter and moved into the Operating Portfolio.  
 (C) Represents the net gain on dispositions of our development properties and land during the quarter.



# Operations Overview

Operating Portfolio – Square Feet, Occupied and Leased

Supplemental 1Q 2013

(square feet in thousands)

	Region	# of Buildings	Square Feet				Occupied		Leased	
			Total Owned and Managed	Prologis Share	Prologis Share (%)	% of Total	Total Owned and Managed	Prologis Share	Total Owned and Managed	Prologis Share
<b>Global Markets</b>										
U.S.										
Atlanta	East	118	14,104	11,373	80.6%	3.4%	84.7%	85.0%	85.8%	86.0%
Baltimore/Washington	East	69	8,184	5,430	66.3%	1.6%	94.9%	94.0%	95.5%	94.9%
Central Valley	Northwest	24	8,970	7,127	79.3%	2.1%	91.4%	92.9%	91.4%	92.3%
Central & Eastern PA	East	27	14,049	7,136	50.8%	2.1%	95.0%	96.6%	95.0%	96.6%
Chicago	Central	221	38,409	28,440	74.1%	8.5%	92.7%	93.5%	92.7%	93.5%
Dallas/Ft. Worth	Central	150	23,276	19,263	82.8%	5.8%	94.3%	94.5%	94.4%	94.6%
Houston	Central	77	9,420	6,817	72.4%	2.0%	97.9%	98.6%	98.4%	99.1%
New Jersey/New York City	East	171	22,001	16,290	74.0%	4.9%	95.3%	94.0%	95.3%	94.0%
San Francisco Bay Area	Northwest	242	19,992	17,010	85.1%	5.1%	92.4%	92.5%	92.7%	92.9%
Seattle	Northwest	76	10,205	5,024	49.2%	1.5%	95.8%	96.3%	96.0%	96.7%
South Florida	East	89	10,324	7,353	71.2%	2.2%	94.9%	93.2%	94.9%	93.2%
Southern California	Southeast	298	55,723	45,363	81.4%	13.5%	97.9%	98.3%	98.0%	98.4%
On Tarmac	Various	31	2,598	2,373	91.3%	0.7%	90.1%	89.1%	90.1%	89.2%
Canada	East	19	6,383	5,080	79.6%	1.5%	94.1%	92.6%	94.1%	92.6%
Mexico	Latin America	187	30,081	17,492	58.1%	5.2%	92.5%	92.0%	92.5%	92.8%
Brazil	Latin America	8	2,576	129	5.0%	0.0%	100.0%	100.0%	100.0%	100.0%
<b>Americas total</b>		<b>1,817</b>	<b>274,295</b>	<b>201,700</b>	<b>73.5%</b>	<b>60.1%</b>	<b>94.2%</b>	<b>94.3%</b>	<b>94.4%</b>	<b>94.5%</b>
Belgium	Northern	9	2,016	1,139	56.5%	0.3%	99.6%	99.4%	99.6%	99.4%
France	Southern	126	30,022	14,522	48.4%	4.4%	92.0%	90.3%	92.0%	90.3%
Germany	Northern	89	19,414	7,115	36.6%	2.1%	99.5%	99.3%	99.5%	99.3%
Netherlands	Northern	53	10,699	4,135	38.6%	1.2%	92.6%	90.7%	92.6%	90.7%
Poland	C.E.E.	95	20,569	8,702	42.3%	2.6%	88.3%	88.3%	91.4%	89.5%
Spain	Southern	28	7,125	3,541	49.7%	1.1%	87.8%	89.5%	94.9%	94.3%
United Kingdom	UK	73	17,231	7,992	46.4%	2.4%	97.5%	97.7%	98.2%	98.4%
<b>Europe total</b>		<b>471</b>	<b>106,076</b>	<b>47,146</b>	<b>44.4%</b>	<b>14.1%</b>	<b>93.4%</b>	<b>92.4%</b>	<b>94.6%</b>	<b>93.4%</b>
China	China	25	5,500	2,312	42.0%	0.7%	97.4%	97.8%	97.4%	97.8%
Japan	Japan	45	21,372	7,872	36.8%	2.3%	96.9%	94.9%	97.1%	95.4%
Singapore	Singapore	5	942	942	100.0%	0.3%	100.0%	100.0%	100.0%	100.0%
<b>Asia total</b>		<b>75</b>	<b>27,814</b>	<b>11,126</b>	<b>40.0%</b>	<b>3.3%</b>	<b>97.1%</b>	<b>95.9%</b>	<b>97.3%</b>	<b>96.2%</b>
<b>Total global markets</b>		<b>2,363</b>	<b>408,185</b>	<b>259,972</b>	<b>63.7%</b>	<b>77.5%</b>	<b>94.2%</b>	<b>94.0%</b>	<b>94.7%</b>	<b>94.4%</b>
<b>Regional markets (A)</b>										
Italy - Europe	Southern	27	8,378	4,759	56.8%	1.4%	85.3%	82.5%	85.3%	82.5%
Czech Republic - Europe	C.E.E.	29	6,824	3,296	48.3%	1.0%	93.9%	92.3%	96.8%	95.3%
San Antonio - Americas	Central	50	5,606	4,185	74.7%	1.3%	98.2%	98.0%	96.2%	96.0%
Denver - Americas	Northwest	33	5,208	4,254	81.7%	1.3%	94.4%	93.2%	94.4%	93.2%
Columbus - Americas	Central	37	9,727	7,763	79.8%	2.3%	91.8%	89.9%	91.9%	90.0%
Hungary - Europe	C.E.E.	30	5,347	2,355	44.0%	0.7%	84.1%	81.6%	85.4%	83.1%
Sweden - Europe	Northern	10	3,807	1,818	47.8%	0.6%	100.0%	100.0%	100.0%	100.0%
Memphis - Americas	Central	17	6,270	5,474	87.3%	1.6%	99.5%	99.5%	99.5%	99.5%
Cincinnati - Americas	Central	27	6,663	4,142	62.2%	1.2%	97.6%	96.1%	97.6%	96.1%
Orlando - Americas	Central	35	4,380	3,426	78.2%	1.0%	85.9%	84.6%	85.9%	84.6%
Remaining other regional (6 markets)	Various	137	22,295	16,020	67.4%	4.5%	94.4%	92.5%	94.6%	92.6%
<b>Regional markets total</b>		<b>432</b>	<b>84,485</b>	<b>56,492</b>	<b>66.9%</b>	<b>16.9%</b>	<b>93.1%</b>	<b>91.8%</b>	<b>93.5%</b>	<b>92.1%</b>
<b>Other markets (13 markets)</b>	Various	<b>201</b>	<b>32,143</b>	<b>18,877</b>	<b>58.7%</b>	<b>5.6%</b>	<b>89.3%</b>	<b>91.6%</b>	<b>90.4%</b>	<b>92.1%</b>
<b>Total operating portfolio - owned and managed</b>		<b>2,996</b>	<b>524,813</b>	<b>335,341</b>	<b>63.9%</b>	<b>100.0%</b>	<b>93.7%</b>	<b>93.5%</b>	<b>94.2%</b>	<b>93.9%</b>

(A) Selected and ordered by Prologis share of NOI (\$).

# Operations Overview

Operating Portfolio – NOI and Gross Book Value

Supplemental 1Q 2013

(dollars in thousands)

	Region	First Quarter NOI				Gross Book Value			
		Total Owned and Managed	Prologis Share (\$ (A))	Prologis Share (% (A))	% of Total	Total Owned and Managed	Prologis Share (\$)	Prologis Share (%)	% of Total
<b>Global Markets</b>									
<b>U.S.</b>									
Atlanta	East	\$8,704	\$6,728	77.3%	1.8%	\$634,868	\$474,096	74.7%	2.0%
Baltimore/Washington	East	10,284	6,397	62.2%	1.6%	630,207	384,189	61.0%	1.6%
Central Valley	Northwest	6,636	5,358	80.7%	1.4%	471,435	366,114	77.7%	1.6%
Central & Eastern PA	East	11,185	5,069	45.3%	1.3%	789,441	391,880	49.6%	1.7%
Chicago	Central	22,285	16,580	74.5%	4.4%	2,161,976	1,635,177	75.6%	6.9%
Dallas/Ft. Worth	Central	14,826	11,707	79.0%	3.1%	1,117,405	873,474	78.2%	3.7%
Houston	Central	9,099	6,091	66.9%	1.6%	529,911	336,809	63.6%	1.4%
New Jersey/New York City	East	26,363	17,386	65.9%	4.6%	1,933,897	1,303,412	67.4%	5.5%
San Francisco Bay Area	Northwest	28,413	24,023	84.5%	6.3%	1,987,690	1,689,444	85.0%	7.1%
Seattle	Northwest	12,854	6,175	48.0%	1.6%	947,871	469,262	49.5%	2.0%
South Florida	East	13,301	9,625	72.4%	2.5%	1,017,771	754,593	74.1%	3.2%
Southern California	Southwest	64,236	52,674	82.0%	13.8%	5,023,757	4,048,895	80.6%	17.1%
On Tarmac	Various	7,863	7,031	89.4%	1.8%	313,962	275,601	87.8%	1.2%
Canada	East	8,657	6,815	78.7%	1.8%	627,382	495,378	79.0%	2.1%
Mexico	Latin America	30,554	17,784	58.2%	4.7%	1,807,070	1,001,838	55.4%	4.2%
Brazil	Latin America	5,703	285	5.0%	0.1%	240,014	12,001	5.0%	0.1%
<b>Americas total</b>		<b>280,943</b>	<b>199,728</b>	<b>71.1%</b>	<b>52.4%</b>	<b>20,234,638</b>	<b>14,512,143</b>	<b>71.7%</b>	<b>61.4%</b>
Belgium	Northern	2,873	1,675	58.3%	0.4%	161,335	90,536	56.1%	0.4%
France	Southern	34,321	22,131	64.5%	5.8%	2,352,737	1,507,323	64.1%	4.7%
Germany	Northern	27,903	12,015	43.0%	3.2%	1,548,068	668,791	43.2%	2.4%
Netherlands	Northern	15,244	7,591	49.8%	2.0%	976,533	388,727	39.8%	1.6%
Poland	CEE	19,271	10,714	55.6%	2.8%	1,315,370	522,946	39.8%	2.2%
Spain	Southern	8,625	7,196	83.3%	1.9%	533,445	274,575	51.5%	1.2%
United Kingdom	UK	32,356	19,196	59.3%	5.1%	1,928,343	864,276	44.8%	3.7%
<b>Europe total</b>		<b>140,593</b>	<b>80,508</b>	<b>57.3%</b>	<b>21.2%</b>	<b>8,815,831</b>	<b>3,817,174</b>	<b>43.3%</b>	<b>16.2%</b>
China	China	4,191	1,285	30.7%	0.3%	282,811	89,316	31.6%	0.4%
Japan	Japan	55,622	29,685	53.4%	7.8%	4,095,938	1,463,708	35.7%	6.2%
Singapore	Singapore	2,459	2,459	100.0%	0.7%	147,302	147,302	100.0%	0.6%
<b>Asia total</b>		<b>62,272</b>	<b>33,429</b>	<b>53.7%</b>	<b>8.8%</b>	<b>4,526,051</b>	<b>1,700,326</b>	<b>37.6%</b>	<b>7.2%</b>
<b>Total global markets</b>		<b>483,808</b>	<b>313,665</b>	<b>64.8%</b>	<b>82.4%</b>	<b>33,576,520</b>	<b>20,029,643</b>	<b>59.7%</b>	<b>84.8%</b>
<b>Regional markets (B)</b>									
Italy - Europe	Southern	8,086	6,845	84.7%	1.8%	514,227	289,055	56.2%	1.2%
Czech Republic - Europe	CEE	8,034	5,914	73.6%	1.6%	466,310	215,383	46.2%	0.9%
San Antonio - Americas	Central	4,780	3,617	75.7%	1.0%	257,817	83,339	32.3%	0.8%
Denver - Americas	Northwest	4,445	3,585	80.7%	0.9%	292,909	243,315	83.1%	1.0%
Columbus - Americas	Central	4,817	3,489	72.4%	0.9%	372,245	287,779	77.3%	1.2%
Hungary - Europe	CEE	5,254	3,463	65.9%	0.9%	360,057	148,461	41.2%	0.6%
Sweden - Europe	Northern	5,854	3,448	58.9%	0.9%	355,178	159,332	44.9%	0.7%
Memphis - Americas	Central	3,805	3,230	84.9%	0.8%	207,515	179,390	86.4%	0.8%
Cincinnati - Americas	Central	4,587	2,633	57.4%	0.7%	269,495	151,943	56.4%	0.6%
Orlando - Americas	Central	3,491	2,591	74.2%	0.7%	277,548	206,414	74.4%	0.9%
Remaining other regional (6 markets)	Various	19,766	11,793	62.8%	3.1%	1,058,728	653,642	61.7%	2.8%
<b>Regional markets total</b>		<b>71,919</b>	<b>50,608</b>	<b>70.4%</b>	<b>13.3%</b>	<b>4,432,029</b>	<b>2,718,053</b>	<b>61.3%</b>	<b>11.5%</b>
<b>Other markets (13 markets)</b>	Various	<b>26,992</b>	<b>16,573</b>	<b>61.4%</b>	<b>4.3%</b>	<b>1,626,426</b>	<b>883,772</b>	<b>54.3%</b>	<b>3.7%</b>
<b>Total operating portfolio - owned and managed</b>		<b>\$582,719</b>	<b>\$380,846</b>	<b>65.4%</b>	<b>100.0%</b>	<b>\$39,634,975</b>	<b>\$23,631,468</b>	<b>59.6%</b>	<b>100.0%</b>

(A) Prologis' share of NOI for the properties included in the NPR and PELP contributions include 100% of the NOI from January to the contribution date and then Prologis' share subsequent to the contribution.

(B) Selected and ordered by Prologis share of NOI (\$).

# Operations Overview

## Operating Portfolio – Summary by Division

Supplemental 1Q 2013

(square feet and dollars in thousands)

	# of Buildings	Square Feet				Occupied		Leased	
		Total Owned and Managed	Prologis Share	Prologis Share (%)	% of Total	Total Owned and Managed	Prologis Share	Total Owned and Managed	Prologis Share
<b>Consolidated</b>									
Americas	1531	233,639	233,639	100.0%	69.7%	93.9%	93.9%	94.1%	94.1%
Europe	78	16,330	16,330	100.0%	4.9%	87.5%	87.5%	87.5%	87.5%
Asia	22	7,787	7,787	100.0%	2.3%	95.0%	95.0%	95.5%	95.5%
<b>Total operating portfolio - consolidated</b>	<b>1,631</b>	<b>257,756</b>	<b>257,756</b>	<b>100.0%</b>	<b>76.9%</b>	<b>93.5%</b>	<b>93.5%</b>	<b>93.7%</b>	<b>93.7%</b>
<b>Unconsolidated</b>									
Americas	802	127,294	28,392	22.3%	8.4%	93.6%	93.6%	93.9%	93.9%
Europe	510	19,736	45,854	38.3%	13.7%	93.7%	93.2%	95.0%	94.6%
Asia	53	20,027	3,339	16.7%	1.0%	98.0%	98.0%	98.0%	98.0%
<b>Total operating portfolio - unconsolidated</b>	<b>1,365</b>	<b>267,057</b>	<b>77,585</b>	<b>29.1%</b>	<b>23.1%</b>	<b>94.0%</b>	<b>93.5%</b>	<b>94.7%</b>	<b>94.5%</b>
<b>Total</b>									
Americas	2,333	360,933	262,031	72.6%	78.1%	93.8%	93.8%	94.0%	94.1%
Europe	588	136,066	62,184	45.7%	18.6%	92.9%	91.6%	94.1%	92.7%
Asia	75	27,814	11,126	40.0%	3.3%	97.1%	95.9%	97.3%	96.2%
<b>Total operating portfolio - owned and managed</b>	<b>2,996</b>	<b>524,813</b>	<b>335,341</b>	<b>63.9%</b>	<b>100.0%</b>	<b>93.7%</b>	<b>93.5%</b>	<b>94.2%</b>	<b>93.9%</b>
Value added properties - consolidated	6	2,084	2,084	100.0%		42.4%	42.4%	42.4%	42.4%
Value added properties - unconsolidated	6	575	138	24.0%		37.1%	37.1%	37.1%	37.1%
<b>Total owned and managed</b>	<b>3,018</b>	<b>527,472</b>	<b>337,563</b>	<b>64.0%</b>		<b>93.5%</b>	<b>93.2%</b>	<b>93.9%</b>	<b>93.5%</b>

	First Quarter NOI				Gross Book Value			
	Total Owned and Managed	Prologis Share (\$) (A)	Prologis Share (%) (A)	% of Total	Total Owned and Managed	Prologis Share (\$)	Prologis Share (%)	% of Total
<b>Consolidated</b>								
Americas	\$24,916	\$24,916	100.0%	56.4%	\$5,081,626	\$5,081,626	100.0%	63.8%
Europe	2,185	2,185	100.0%	5.7%	1,226,400	1,226,400	100.0%	5.2%
Asia	1,446	1,446	100.0%	3.8%	1,264,336	1,264,336	100.0%	4.8%
<b>Total operating portfolio - consolidated</b>	<b>\$25,127</b>	<b>\$25,127</b>	<b>100.0%</b>	<b>65.9%</b>	<b>\$17,434,462</b>	<b>\$17,434,462</b>	<b>100.0%</b>	<b>73.8%</b>
<b>Unconsolidated</b>								
Americas	\$10,715	\$28,865	22.1%	7.6%	\$9,160,566	\$2,056,976	22.5%	8.7%
Europe	62,961	81,781	53.5%	21.5%	9,640,742	3,566,140	37.0%	15.1%
Asia	47,826	8,983	39.7%	5.0%	3,399,615	573,890	16.9%	2.4%
<b>Total operating portfolio - unconsolidated</b>	<b>\$31,502</b>	<b>\$129,629</b>	<b>39.1%</b>	<b>34.1%</b>	<b>\$22,200,513</b>	<b>\$6,197,006</b>	<b>27.9%</b>	<b>26.2%</b>
<b>Total</b>								
Americas	\$345,631	\$243,781	70.5%	64.0%	\$24,241,782	\$7,138,602	29.5%	72.5%
Europe	14,816	13,366	89.9%	27.2%	1,867,142	4,792,540	44.1%	20.3%
Asia	62,272	33,429	53.7%	8.8%	4,526,051	1,700,326	37.6%	7.2%
<b>Total operating portfolio - owned and managed</b>	<b>\$582,719</b>	<b>\$380,576</b>	<b>65.4%</b>	<b>100.0%</b>	<b>\$39,634,975</b>	<b>\$23,631,468</b>	<b>59.6%</b>	<b>100.0%</b>
Value added properties - consolidated	454	454	100.0%		86,613	86,613	100.0%	
Value added properties - unconsolidated	151	36	23.8%		43,784	1,522	24.0%	
<b>Total owned and managed</b>	<b>\$583,324</b>	<b>\$381,336</b>	<b>65.4%</b>		<b>\$39,765,372</b>	<b>\$23,728,603</b>	<b>59.7%</b>	

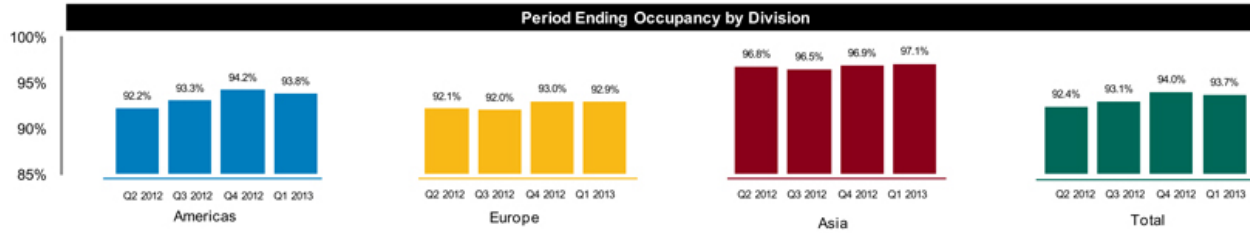
(A) Prologis' share of NOI for the properties included in the NPR and PELP contributions include 100% of the NOI from January to the contribution date and then Prologis' share subsequent to the contribution.

# Operations Overview

## Operating Metrics – Owned and Managed

(square feet and dollars in thousands)

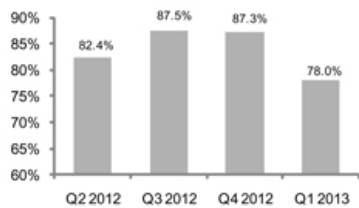
Supplemental 1Q 2013



### Leasing Activity

	Q2 2012	Q3 2012	Q4 2012	Q1 2013
Square feet of leases signed:				
Properties under development	2,863	2,279	3,772	3,787
Operating portfolio:				
New leases	11,947	12,102	11,571	9,688
Renewals	20,189	24,599	25,118	22,374
Square feet of leases signed in the operating portfolio	32,136	36,701	36,689	32,062
Total square feet of leases signed	34,999	38,980	40,461	35,849
Percentage change in rental rates on operating portfolio	(3.8%)	(1.7%)	(2.1%)	2.0%

### Weighted Average Customer Retention



### Turnover Costs (per square foot) (A)



### Percentage Change in Rental Rates



# Operations Overview

## Operating Metrics – Owned and Managed

(square feet and dollars in thousands)

Supplemental 1Q 2013

### Capital Expenditures Incurred

	Q2 2012	Q3 2012	Q4 2012	Q1 2013
Property improvements	\$ 21,056	\$ 33,704	\$ 47,517	\$ 18,264
\$ per square foot	\$ 0.04	\$ 0.06	\$ 0.09	\$ 0.03
Tenant improvements	29,243	31,515	36,715	27,241
Leasing commissions	18,523	21,483	25,166	18,344
Total turnover costs (B)	47,766	52,998	61,881	45,585
Total capital expenditures	\$ 68,822	\$ 86,702	\$ 109,398	\$ 63,849
Weighted average ownership percent	72.2%	72.0%	75.4%	75.3%
Prologis share	\$ 49,689	\$ 62,428	\$ 82,488	\$ 48,076

### Same Store Information (A)

	Q2 2012	Q3 2012	Q4 2012	Q1 2013
Square feet of population	519,939	514,031	501,957	510,295
Percentage change:				
Rental income	1.5%	2.3%	1.8%	2.7%
Rental expenses	4.8%	1.1%	6.8%	9.1%
Net operating income - GAAP	0.4%	2.7%	0.1%	0.3%
Net operating income - adjusted cash	2.3%	3.0%	0.8%	1.8%
Average occupancy	2.9%	2.3%	2.1%	1.6%

Capital Expenditures - % of Gross NOI  
(trailing four quarters)



(A) See the Notes and Definitions for further explanations.  
(B) Turnover costs represent costs incurred during the quarter.

# Operations Overview

Customer Information – Owned and Managed

(square feet and dollars in thousands)

Supplemental 1Q 2013

## Top Customers

		% of Annual Base Rent	Total Square Feet
1	DHL	2.0%	12,089
2	CEVA Logistics	1.3%	6,872
3	Kuehne & Nagel	1.2%	5,974
4	Geodis	0.9%	5,638
5	Home Depot, Inc.	0.9%	4,326
6	Amazon.com, Inc.	0.9%	4,678
7	FedEx Corporation	0.8%	2,372
8	PepsiCo	0.8%	5,350
9	United States Government	0.8%	1,483
10	Hitachi Ltd	0.7%	2,141
<b>Top 10 Customers</b>		<b>10.3%</b>	<b>50,923</b>
11	Tesco PLC	0.7%	2,693
12	Panasonic Logistics Co. Ltd.	0.6%	2,248
13	Panalpina, Inc.	0.6%	2,457
14	Sagawa Express	0.6%	1,120
15	Wal-Mart Stores	0.5%	2,655
16	ND Logistics	0.5%	2,481
17	Nippon Express Group	0.5%	1,353
18	UPS SCS (United Parcel Service Inc.)	0.5%	2,217
19	National Distribution Centers LP	0.5%	3,488
20	APL (Neptune Orient Lines)	0.4%	3,888
21	LG	0.4%	2,540
22	DB Schenker	0.4%	2,244
23	La Poste	0.4%	1,278
24	Catepillar Logistics Services	0.4%	1,153
25	Bayerische Motoren Werke Ag (BMW)	0.4%	1,916
<b>Top 25 Customers</b>		<b>17.7%</b>	<b>84,655</b>

## Lease Expirations - Operating Portfolio - Owned and Managed

Year	Annual Base Rent	Percentage of Total	Occupied Square Feet	Percentage of Total
Month to month customers	\$ 37,795	1.4%	11,303	2.3%
2013	375,801	14.2%	68,014	13.8%
2014	480,837	18.1%	93,219	18.9%
2015	438,690	16.5%	85,534	17.4%
2016	335,359	12.6%	65,450	13.3%
2017	320,615	12.1%	60,266	12.3%
Thereafter	664,888	25.1%	108,137	22.0%
<b>Total</b>	<b>\$ 2,653,985</b>	<b>100%</b>	<b>491,923</b>	<b>100%</b>

## Lease Expirations - Operating Portfolio - Prologis Share

Year	Annual Base Rent	Percentage of Total	Occupied Square Feet	Percentage of Total
Month to month customers	\$ 25,126	1.5%	7,602	2.4%
2013	236,994	14.5%	43,244	13.8%
2014	296,735	18.2%	61,203	19.5%
2015	275,932	16.9%	55,719	17.8%
2016	220,053	13.5%	44,168	14.1%
2017	197,631	12.1%	37,720	12.0%
Thereafter	377,919	23.3%	63,903	20.4%
<b>Total</b>	<b>\$ 1,630,390</b>	<b>100%</b>	<b>313,559</b>	<b>100%</b>

# Capital Deployment

## Dispositions and Contributions

(square feet and dollars in thousands)

Supplemental 1Q 2013

	Q1 2013				
	Square Feet	Prologis Share of Square Feet	Total Proceeds	Prologis Share of Proceeds (\$)	Prologis Share of Proceeds (%) (A)
<b>Third Party Building Dispositions</b>					
<b>Americas</b>					
Prologis wholly owned	196	196	15,369	15,369	100.0%
Prologis AMS (B)	229	88	20,600	7,929	38.5%
<b>Total Americas</b>	<b>425</b>	<b>284</b>	<b>35,969</b>	<b>23,298</b>	<b>64.8%</b>
<b>Europe</b>					
Prologis wholly owned	-	-	-	-	-
<b>Total Europe</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Asia</b>					
Prologis wholly owned	-	-	-	-	-
Prologis Japan Fund 1	551	110	114,040	22,808	20.0%
<b>Total Asia</b>	<b>551</b>	<b>110</b>	<b>114,040</b>	<b>22,808</b>	<b>20.0%</b>
<b>Total Third Party Building Dispositions</b>	<b>976</b>	<b>394</b>	<b>\$150,009</b>	<b>\$46,106</b>	<b>30.7%</b>
<b>Building Contributions and Dispositions to Co-Investment Ventures</b>					
<b>Americas</b>					
Brazil Fund and joint ventures	823	206	97,383	24,346	25.0%
<b>Total Americas</b>	<b>823</b>	<b>206</b>	<b>97,383</b>	<b>24,346</b>	<b>25.0%</b>
<b>Europe</b>					
Prologis Targeted Europe Logistics Fund	571	571	39,722	26,872	67.7%
Prologis European Logistics Partners (PELP)	48,743	48,743	3,074,924	1,537,462	50.0%
<b>Total Europe</b>	<b>49,314</b>	<b>49,314</b>	<b>3,114,646</b>	<b>1,564,334</b>	<b>50.2%</b>
<b>Asia</b>					
Nippon Prologis REIT (NPR)	9,573	9,573	1,862,833	1,583,408	85.0%
<b>Total Asia</b>	<b>9,573</b>	<b>9,573</b>	<b>1,862,833</b>	<b>1,583,408</b>	<b>85.0%</b>
<b>Total Contributions and Dispositions to Co-Investment Ventures</b>	<b>59,710</b>	<b>59,093</b>	<b>\$5,074,862</b>	<b>\$3,172,088</b>	<b>62.5%</b>
<b>Total Building Dispositions and Contributions</b>	<b>60,686</b>	<b>59,487</b>	<b>\$5,224,871</b>	<b>\$3,218,194</b>	<b>61.6%</b>
Land dispositions			52,089	52,089	100.0%
Other real estate dispositions			705	705	100.0%
<b>Grand Total Dispositions and Contributions</b>			<b>\$5,277,665</b>	<b>\$3,270,968</b>	<b>62.0%</b>
<b>Weighted average stabilized cap rate on building dispositions and contributions</b>				<b>6.6%</b>	

(A) Prologis share reflects our effective ownership. For contributions, this amount reflects gross cash proceeds to Prologis (net of units received for partial consideration).  
 (B) This is a consolidated fund.

# Capital Deployment

## Third Party Building Acquisitions

Supplemental 1Q 2013

(square feet and dollars in thousands)

	Q1 2013				
	Square Feet	Prologis Share of Square Feet	Acquisition Cost	Prologis Share of Acquisition Cost (\$)	Prologis Share of Acquisition Cost (%) (A)
<b>Third Party Building Acquisitions</b>					
<b>Americas</b>					
Prologis wholly owned	51	51	\$ 3,123	\$ 3,123	100.0%
<b>Total Americas</b>	<b>51</b>	<b>51</b>	<b>3,123</b>	<b>3,123</b>	<b>100.0%</b>
<b>Europe</b>					
Prologis European Properties Fund I	131	39	10,968	3,257	29.7%
<b>Total Europe</b>	<b>131</b>	<b>39</b>	<b>10,968</b>	<b>3,257</b>	<b>29.7%</b>
<b>Asia</b>					
	-	-	-	-	-
<b>Total Third Party Building Acquisitions</b>	<b>182</b>	<b>90</b>	<b>\$ 14,091</b>	<b>\$ 6,380</b>	<b>45.3%</b>
<b>Weighted average stabilized cap rate</b>				<b>9.4%</b>	



# Capital Deployment

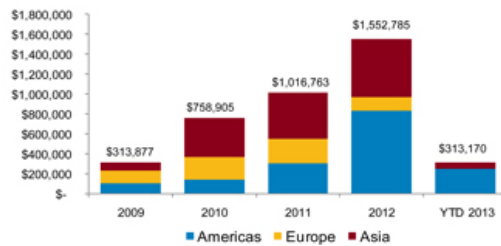
Development Starts – Q1 2013

Supplemental 1Q 2013

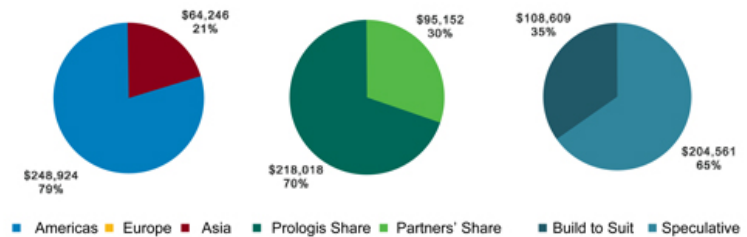
(in thousands, except percent and per square foot)

	Total Q1 2013				Prologis Share (\$) - Q1 2013				Prologis Share (%) - Q1 2013 (A)	
	Square Feet	Total Expected Investment	Cost Per Square Foot	Leased % at Start	Square Feet	Total Expected Investment	Cost Per Square Foot	Leased % at Start	Square Feet	Total Expected Investment
<b>Americas</b>										
Consolidated	2,670	\$122,054	\$46	93.8%	2,670	\$122,054	\$46	93.8%	100.0%	100.0%
Brazil Fund and joint ventures	1,197	126,870	106	0.0%	299	31,718	106	0.0%	25.0%	25.0%
<b>Total Americas</b>	<b>3,867</b>	<b>248,924</b>	<b>64</b>	<b>64.8%</b>	<b>2,969</b>	<b>153,772</b>	<b>52</b>	<b>64.4%</b>	<b>76.8%</b>	<b>61.8%</b>
<b>Europe</b>										
Consolidated	-	-	-	-	-	-	-	-	-	-
<b>Total Europe</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Asia</b>										
Consolidated	446	64,246	144	0.0%	446	64,246	144	0.0%	100.0%	100.0%
<b>Total Asia</b>	<b>446</b>	<b>64,246</b>	<b>144</b>	<b>0.0%</b>	<b>446</b>	<b>64,246</b>	<b>144</b>	<b>0.0%</b>	<b>100.0%</b>	<b>100.0%</b>
<b>Total</b>	<b>4,313</b>	<b>\$313,170</b>	<b>\$73</b>	<b>58.1%</b>	<b>3,415</b>	<b>\$218,018</b>	<b>\$64</b>	<b>73.3%</b>	<b>79.2%</b>	<b>69.6%</b>
Weighted average estimated stabilized yield	8.4%									
Pro forma NOI	\$26,455									
Weighted average estimated cap rate at stabilization	6.9%									
Estimated value creation (B)	\$68,311									
Estimated development margin	21.8%									
Prologis share of estimated value creation on development starts (B)	56.7%									
Prologis share of estimated value creation on development starts (B)	\$38,709									

Historical Development Starts (TEI)



Q1 2013 Development Starts



(A) Prologis share reflects our effective ownership.  
 (B) Value Creation excludes fees or promotes that we may earn. See complete definition in the Notes and Definitions section.

# Capital Deployment

## Development Portfolio

Supplemental 1Q 2013

(in thousands, except percent)

	Pre-Stabilized Developments		Under Development								Total Development Portfolio			
			2013 Expected Completion		2014 and thereafter Expected Completion		Total Under Development		Total Development Portfolio		Prologis share of			
	Sq Ft	TEI \$	Sq Ft	TEI \$	Sq Ft	TEI \$	Sq Ft	TEI \$	TEI \$	TEI \$	% of Total	Leased %		
<b>Consolidated</b>														
U.S.														
Central	17	\$7.87	1,302	\$61,021	1,225	\$49,404	2,527	\$10,425	\$18,242	\$18,242	6.7%	65.0%		
East	272	24,486	1,923	95,331	878	17,759	2,801	107,090	22,1576	22,1576	2.6%	71.4%		
Northwest	-	-	1,258	54,423	-	-	1,258	54,423	54,423	54,423	7.7%	80.9%		
Southwest	414	26,774	801	47,908	-	-	801	47,908	74,682	74,682	4.3%	0.0%		
U.S. Total	833	59,077	5,284	338,383	2,103	151,163	7,387	489,546	548,623	548,623	31.3%	60.2%		
Canada	-	-	910	105,399	-	-	910	105,399	105,399	105,399	6.0%	0.0%		
Latin America	235	11,107	754	45,227	-	-	754	45,227	56,364	56,364	3.2%	8.0%		
<b>Americas total</b>	<b>1,068</b>	<b>70,214</b>	<b>6,948</b>	<b>489,009</b>	<b>2,103</b>	<b>151,163</b>	<b>9,051</b>	<b>640,172</b>	<b>710,386</b>	<b>710,386</b>	<b>40.5%</b>	<b>49.7%</b>		
Europe														
Central Europe	201	10,406	265	5,009	-	-	265	5,009	25,415	25,415	15%	100.0%		
United Kingdom	-	-	698	66,875	-	-	698	66,875	66,875	66,875	3.8%	100.0%		
<b>Europe total</b>	<b>201</b>	<b>10,406</b>	<b>963</b>	<b>81,884</b>	<b>0</b>	<b>0</b>	<b>963</b>	<b>81,884</b>	<b>92,290</b>	<b>92,290</b>	<b>5.3%</b>	<b>100.0%</b>		
Asia														
Japan	1,024	161,032	2,552	348,664	1,185	159,741	3,737	508,405	669,437	669,437	38.2%	72.9%		
China	-	-	568	22,773	-	-	568	22,773	22,773	22,773	13%	77.0%		
<b>Asia total</b>	<b>1,024</b>	<b>161,032</b>	<b>3,120</b>	<b>371,437</b>	<b>1,185</b>	<b>159,741</b>	<b>4,305</b>	<b>531,178</b>	<b>692,210</b>	<b>692,210</b>	<b>39.5%</b>	<b>73.3%</b>		
<b>Total global markets</b>	<b>2,293</b>	<b>241,652</b>	<b>11,031</b>	<b>942,330</b>	<b>3,288</b>	<b>310,904</b>	<b>14,319</b>	<b>1,253,234</b>	<b>1,494,886</b>	<b>1,494,886</b>	<b>85.3%</b>	<b>60.8%</b>		
<b>Regional and other markets</b>														
Americas	-	-	1,253	49,476	-	-	1,253	49,476	49,476	49,476	2.9%	61.2%		
Europe	260	14,100	-	-	-	-	-	-	14,100	14,100	0.8%	69.6%		
<b>Total regional and other markets</b>	<b>260</b>	<b>14,100</b>	<b>1,253</b>	<b>49,476</b>	<b>-</b>	<b>-</b>	<b>1,253</b>	<b>49,476</b>	<b>63,576</b>	<b>63,576</b>	<b>3.7%</b>	<b>62.6%</b>		
<b>Total consolidated development portfolio</b>	<b>2,553</b>	<b>255,752</b>	<b>12,284</b>	<b>991,806</b>	<b>3,288</b>	<b>310,904</b>	<b>15,572</b>	<b>1,302,710</b>	<b>1,558,462</b>	<b>1,558,462</b>	<b>89.0%</b>	<b>60.9%</b>		
<b>Unconsolidated</b>														
Prologis Targeted U.S. Logistics Fund	272	31,786	-	-	-	-	-	-	31,786	7,639	0.4%	0.0%		
Brazil Fund and joint ventures	-	-	2,411	242,046	621	66,823	3,032	308,869	308,869	54,435	8.8%	30.2%		
Prologis Targeted Europe Logistics Fund	47	5,669	249	23,769	-	-	249	23,769	29,438	9,523	0.5%	0.0%		
Prologis European Logistics Partners (PELP)	-	-	-	-	262	10,058	262	10,058	10,058	8,029	0.5%	100.0%		
Prologis China Logistics Venture I	-	-	598	33,859	1,078	58,903	1,676	92,762	92,762	13,914	0.8%	0.0%		
<b>Total unconsolidated development portfolio</b>	<b>319</b>	<b>37,455</b>	<b>3,258</b>	<b>299,674</b>	<b>1,961</b>	<b>117,784</b>	<b>5,219</b>	<b>441,458</b>	<b>478,913</b>	<b>103,540</b>	<b>11.0%</b>	<b>21.2%</b>		
<b>Total development portfolio - owned &amp; managed</b>	<b>2,872</b>	<b>\$293,207</b>	<b>15,542</b>	<b>\$1,291,480</b>	<b>5,249</b>	<b>\$452,688</b>	<b>20,791</b>	<b>\$1,744,168</b>	<b>\$2,037,375</b>	<b>\$1,752,002</b>	<b>100.0%</b>	<b>51.7%</b>		
<b>Total development portfolio - Prologis share</b>	2,633	\$265,225	13,660	\$1,255,598	3,891	\$361,180	17,551	\$1,486,778	\$1,752,003			57.6%		
<b>Total development portfolio - Prologis share (%)</b>	91.7%	90.5%	87.9%	87.2%	74.1%	79.8%	84.4%	85.2%	86.0%					
Cost to complete	\$18,461		\$613,483		\$335,303		\$948,786		\$967,247					
Prologis share of cost to complete	\$14,265		\$520,353		\$261,722		\$782,075		\$796,340					
Percent built to suit (based on Prologis share)	0.0%		62.4%		15.9%		51%		43.4%					
Leased percent	59.7%		53.3%		42.4%		50.5%		51.7%					
Weighted average estimated stabilized yield	7.4%		8.0%		7.5%		7.9%		7.8%					
Pro forma NOI									58,517					
Weighted average estimated cap rate at stabilization									6.4%					
Estimated value creation (A)									439,262					
Estimated development margin									216%					
Prologis share of estimated value creation (A)									370,973					
Prologis share of estimated value creation (A)									84.5%					

# Capital Deployment

Land Portfolio – Owned and Managed

(square feet and dollars in thousands)

Supplemental 1Q 2013

Land by Market	Region	Acres			Current Book Value				
		Total Owned & Managed	Prologis Share	Prologis Share (%)	Estimated Build Out Potential (sq ft) (A)	Total Owned & Managed	Prologis Share (\$)	Prologis Share (%)	% of Total
<b>Global markets</b>									
U.S.									
Atlanta	East	613	613	100.0%	8,655	\$ 26,424	\$ 26,424	100.0%	15%
Baltimore/Washington	East	106	106	100.0%	1,290	3,505	3,505	100.0%	0.8%
Central Valley	Northwest	1,566	1,566	100.0%	20,760	38,276	38,276	100.0%	2.1%
Central & Eastern PA	East	311	311	100.0%	3,984	27,393	27,393	100.0%	15%
Chicago	Central	567	567	100.0%	10,361	49,329	49,329	100.0%	2.7%
Dallas/Ft. Worth	Central	351	351	100.0%	5,973	9,433	9,433	100.0%	1.1%
Houston	Central	47	47	100.0%	647	5,422	5,422	100.0%	0.3%
New Jersey/New York City	East	323	323	100.0%	4,710	129,901	129,901	100.0%	7.2%
South Florida	East	341	341	100.0%	5,794	11,372	11,372	100.0%	7.9%
Southern California	Southwest	818	818	100.0%	16,255	166,034	166,034	100.0%	10.3%
Canada	Canada	183	183	100.0%	3,485	6,1506	6,1506	100.0%	3.4%
Mexico	Mexico	891	891	100.0%	17,451	177,346	177,346	100.0%	9.9%
Brazil	Brazil	246	23	50.0%	3,541	80,107	40,059	50.0%	2.2%
<b>Americas total</b>		<b>5,953</b>	<b>5,830</b>	<b>97.9%</b>	<b>102,906</b>	<b>956,058</b>	<b>916,000</b>	<b>95.8%</b>	<b>50.9%</b>
Belgium	Northem	30	30	100.0%	639	9,976	9,976	100.0%	0.6%
France	Southern	503	503	100.0%	9,065	87,247	87,247	100.0%	4.8%
Germany	Northem	116	116	100.0%	2,445	21,568	21,568	100.0%	1.2%
Netherlands	Northem	68	68	100.0%	1,823	65,314	65,314	100.0%	3.6%
Poland	C.E.E.	775	775	100.0%	14,096	92,888	92,888	100.0%	5.2%
Spain	Southern	100	100	100.0%	2,021	6,293	6,293	100.0%	0.9%
United Kingdom	UK	951	951	100.0%	14,122	232,919	232,919	100.0%	12.9%
<b>Europe total</b>		<b>2,543</b>	<b>2,543</b>	<b>100.0%</b>	<b>44,211</b>	<b>525,205</b>	<b>525,205</b>	<b>100.0%</b>	<b>29.2%</b>
China	China	136	36	26.5%	3,339	40,852	13,352	32.7%	0.7%
Japan	Japan	70	70	100.0%	3,504	94,769	94,769	100.0%	5.3%
<b>Asia total</b>		<b>206</b>	<b>106</b>	<b>51.5%</b>	<b>6,843</b>	<b>135,621</b>	<b>108,121</b>	<b>79.7%</b>	<b>6.0%</b>
<b>Total global markets</b>		<b>8,702</b>	<b>8,479</b>	<b>97.4%</b>	<b>153,960</b>	<b>1,616,884</b>	<b>1,549,326</b>	<b>95.8%</b>	<b>86.1%</b>
<b>Regional markets (B)</b>									
Czech Republic - Europe	C.E.E.	247	247	100.0%	4,056	39,303	39,303	100.0%	2.2%
Hungary - Europe	C.E.E.	338	338	100.0%	5,686	36,688	36,688	100.0%	2.0%
Italy - Europe	Southern	107	107	100.0%	2,451	3,1613	3,1613	100.0%	1.8%
Central Florida - Americas	East	129	129	100.0%	1,901	26,000	26,000	100.0%	1.4%
Slovakia - Europe	C.E.E.	96	96	100.0%	2,093	16,284	16,284	100.0%	0.9%
Denver - Americas	Northwest	66	66	100.0%	1,231	8,948	8,948	100.0%	0.5%
Memphis - Americas	Central	165	165	100.0%	2,859	6,823	6,823	100.0%	0.4%
Indianapolis - Americas	Central	127	127	100.0%	2,333	4,507	4,507	100.0%	0.3%
Phoenix - Americas	Southwest	42	42	100.0%	707	4,238	4,238	100.0%	0.2%
Columbus - Americas	Central	142	142	100.0%	2,306	4,203	4,203	100.0%	0.2%
Cincinnati - Americas	Central	5	5	100.0%	216	1,507	1,507	100.0%	0.1%
<b>Total regional markets</b>		<b>1,474</b>	<b>1,474</b>	<b>100.0%</b>	<b>25,839</b>	<b>180,114</b>	<b>180,114</b>	<b>100.0%</b>	<b>10.0%</b>
<b>Total other markets (10 markets)</b>	Various	<b>793</b>	<b>793</b>	<b>100.0%</b>	<b>13,514</b>	<b>69,525</b>	<b>69,525</b>	<b>100.0%</b>	<b>3.3%</b>
<b>Total land portfolio - owned and managed</b>		<b>10,969</b>	<b>10,746</b>	<b>98.0%</b>	<b>193,313</b>	<b>\$ 1,866,523</b>	<b>\$ 1,798,965</b>	<b>96.4%</b>	<b>100.0%</b>
<b>Original Cost Basis</b>						<b>\$ 2,922,664</b>	<b>\$ 2,856,215</b>		

(A) Represents estimated finished square feet available for rent upon completion of an industrial building on existing parcels of land.  
 (B) Ordered by our share of current book value.

# Capital Deployment

Land Portfolio – Summary and Roll Forward

(dollars in thousands)

Supplemental 1Q 2013

Land Portfolio Summary	Acres	% of Total	Investment at March 31, 2013	% of Total
<b>Americas</b>				
Consolidated	7,068	64.5%	\$ 981,089	52.6%
Brazil Fund and joint ventures	246	2.2%	80,117	4.3%
<b>Total Americas</b>	<b>7,314</b>	<b>66.7%</b>	<b>1,061,206</b>	<b>56.9%</b>
<b>Europe</b>				
Consolidated	3,449	31.4%	669,696	35.9%
<b>Asia</b>				
Consolidated	88	0.8%	103,268	5.5%
Prologis China Logistics Venture 1	118	1.1%	32,353	1.7%
<b>Total Asia</b>	<b>206</b>	<b>1.9%</b>	<b>135,621</b>	<b>7.2%</b>
<b>Total land portfolio - owned and managed</b>	<b>10,969</b>	<b>100.0%</b>	<b>\$ 1,866,523</b>	<b>100.0%</b>

Land Roll Forward - Owned and Managed	Americas	Europe	Asia	Total
<b>As of December 31, 2012</b>	\$ 1,074,669	\$ 709,673	\$ 109,134	\$ 1,893,476
Acquisitions	272	14,007	50,133	64,412
Dispositions	(6,192)	(40,707)	-	(46,899)
Development starts	(37,790)	-	(20,344)	(58,134)
Infrastructure costs	30,652	10,141	3,886	44,679
Reclasses	-	11,730	-	11,730
Effect of changes in foreign exchange rates and other	(405)	(35,148)	(7,188)	(42,741)
<b>As of March 31, 2013</b>	<b>\$ 1,061,206</b>	<b>\$ 669,696</b>	<b>\$ 135,621</b>	<b>\$ 1,866,523</b>

# Private Capital

Detail Information

Supplemental 1Q 2013

## Investment Information

Co-Investment Ventures	Type	Investment Type	Geographic Focus	Ownership	Date Established	Term / Structure
Prologis Institutional Alliance Fund II	Core	Consolidated	US	28.2%	June 2001	Closed end
Prologis AMS	Core	Consolidated	US	38.5%	June 2004	Closed end
Prologis Mexico Fondo Logistico (A)	Core/Development	Consolidated	Mexico	20.0%	July 2010	Closed end
Prologis Targeted U.S. Logistics Fund (A)	Core	Unconsolidated	US	24.0%	October 2004	Open end
Prologis North American Industrial Fund	Core	Unconsolidated	US	23.1%	March 2006	Open end
Prologis DFS Fund I	Development	Unconsolidated	US	15.0%	October 2006	Closed end
Prologis North American Industrial Fund III	Core	Unconsolidated	US	20.0%	July 2007	Closed end
Prologis SGP Mexico	Core	Unconsolidated	Mexico	21.6%	December 2004	Closed end
Prologis Mexico Industrial Fund	Core	Unconsolidated	Mexico	20.0%	August 2007	Closed end
Prologis Brazil Logistics Partners Fund I (A)(B)	Development	Unconsolidated	Brazil	50.0%	December 2010	Closed end
Prologis Targeted Europe Logistics Fund (A)	Core	Unconsolidated	Europe	32.4%	June 2007	Open end
Prologis European Properties Fund II (A)	Core	Unconsolidated	Europe	30.7%	August 2007	Open end
Europe Logistics Venture 1 (A)	Core	Unconsolidated	Europe	15.0%	February 2011	Open end
Prologis European Logistics Partners (A)	Core	Unconsolidated	Europe	50.0%	March 2013	Open end
Prologis Japan Fund 1	Core	Unconsolidated	Japan	20.0%	June 2005	Closed end
Nippon Prologis REIT (A)	Core	Unconsolidated	Japan	15.0%	February 2013	Public, Tokyo Exchange
Prologis China Logistics Venture 1 (A)	Core/Development	Unconsolidated	China	15.0%	March 2011	Closed end

## Information by Unconsolidated Co-Investment Venture (C):

(in thousands)	Prologis' Share									
	Square Feet	First Quarter NOI	Gross Book Value of Operating Buildings	Debt	First Quarter NOI	Annualized Pro forma NOI	Debt	Total Other Tangible Assets (Liabilities)	Prologis Investment In	and Advances To
Prologis North American Industrial Fund	47,340	\$40,809	\$2,888,291	\$1,192,165	\$9,410	\$37,640	\$274,913	\$13,255	\$211,888	
Prologis North American Industrial Fund III	17,655	13,165	902,372	647,183	2,633	10,532	129,437	3,026	22,495	
Prologis Targeted U.S. Logistics Fund	44,435	55,085	4,158,395	1,605,989	13,239	52,952	385,960	6,943	636,375	
Prologis Mexico Industrial Fund	9,502	9,035	599,672	214,149	1,807	7,228	42,830	962	50,010	
Prologis SGP Mexico	6,361	7,069	415,197	214,371	1,527	6,108	46,304	(12,104)	33,638	
Brazil Fund and joint ventures	2,576	5,703	240,013	-	285	1,140	-	63,526	170,230	
<b>Americas</b>	<b>127,869</b>	<b>130,866</b>	<b>9,203,940</b>	<b>3,873,857</b>	<b>28,901</b>	<b>115,600</b>	<b>879,444</b>	<b>75,608</b>	<b>1,124,636</b>	
Prologis European Properties Fund II	55,404	72,971	4,675,191	1,677,590	22,365	89,460	514,181	(8,078)	388,032	
Prologis Targeted Europe Logistics Fund	12,466	18,906	1,521,185	620,689	6,116	24,464	200,793	(2,343)	263,334	
Prologis European Logistics Partners (D)	48,743	7,637	3,212,671	356,346	3,818	105,729	178,173	(7,281)	1,356,268	
Europe Logistics Venture I	3,123	4,667	231,695	-	700	2,800	-	591	33,949	
<b>Europe</b>	<b>119,736</b>	<b>104,181</b>	<b>9,640,742</b>	<b>2,654,625</b>	<b>32,999</b>	<b>222,453</b>	<b>893,147</b>	<b>(17,111)</b>	<b>2,041,583</b>	
Prologis Japan Fund 1	6,703	18,837	1,278,965	704,505	3,767	15,068	140,901	21,424	127,888	
Nippon Prologis REIT (E)	9,574	12,786	1,893,008	857,056	1,918	15,344	128,558	(3,032)	128,888	
Prologis China Logistics Venture 1	3,750	3,419	227,642	138,000	513	2,052	20,700	6,044	35,234	
<b>Asia</b>	<b>20,027</b>	<b>35,042</b>	<b>3,399,615</b>	<b>1,699,561</b>	<b>6,198</b>	<b>32,464</b>	<b>290,159</b>	<b>24,436</b>	<b>292,010</b>	
<b>Total</b>	<b>267,632</b>	<b>\$270,089</b>	<b>\$22,244,297</b>	<b>\$8,228,043</b>	<b>\$68,098</b>	<b>\$370,517</b>	<b>\$2,062,750</b>	<b>\$82,933</b>	<b>\$3,458,229</b>	

(A) These funds are or may be actively investing in new properties through acquisition and/or development activities, whereas the remaining funds do not expect to be actively investing in new properties.

(B) We have a 50% ownership interest in and consolidate an entity that in turn owns 50% of an entity that is accounted for on the equity method ("Brazil Fund"). The Brazil Fund develops industrial properties in Brazil and has sold properties to an entity in which it maintains an equity interest. We also have other joint ventures that we account for using the equity method. We show our ownership in these entities at our effective ownership and include the properties in our owned and managed pool.

(C) Values represent Prologis' stepped up basis and may not be comparable to values reflected in the entities' stand alone financial statements calculated on a different basis.

(D) Balance sheet information represents value at the end of the period. NOI represents actual NOI earned by the co-investment venture during the quarter.

(E) Because this entity is a public company in Japan that has not reported financials results, we are presenting the gross book value of buildings based on contribution amounts, debt information based on public filings and NOI based upon actual NOI earned while these properties were consolidated.

# Private Capital

## Operating and Balance Sheet Information

(dollars in thousands)

Supplemental 1Q 2013

	Americas	Europe	Asia	Total
<b>FFO and Net Earnings (Loss) of the Co-Investment Ventures, Aggregated (A)(B)</b>				
<b>For the Three Months Ended March 31, 2013</b>				
Rental income	\$ 182,140	\$ 148,408	\$ 45,333	\$ 375,881
Rental expenses	(49,056)	(43,136)	(9,123)	(101,315)
<b>Net operating income from properties</b>	<b>133,084</b>	<b>105,272</b>	<b>36,210</b>	<b>274,566</b>
Other income (expense), net	1,057	(1,442)	(183)	(568)
Gains (losses) on dispositions of investments in real estate, net	26,007	180	(2,634)	23,553
General and administrative expenses	(4,992)	(6,076)	(5,651)	(16,719)
Interest expense	(55,182)	(25,887)	(4,498)	(85,567)
Current income tax expense	(4,797)	(3,175)	(1,013)	(8,985)
<b>FFO of the unconsolidated co-investment ventures</b>	<b>95,177</b>	<b>68,872</b>	<b>22,231</b>	<b>186,280</b>
Real estate related depreciation and amortization	(64,731)	(45,072)	(18,129)	(127,932)
Foreign currency exchange and unrealized derivative gains (losses), net	(384)	327	293	236
Gains (losses) on dispositions of investments in real estate, net	41	-	(212)	(171)
Deferred tax benefit (expense) and other income (expense), net	203	(48)	13	168
<b>Net earnings (loss) of the unconsolidated co-investment ventures</b>	<b>\$ 30,306</b>	<b>\$ 24,079</b>	<b>\$ 4,196</b>	<b>\$ 58,581</b>
<b>Prologis' Share of FFO and Net Earnings (Loss) of the Unconsolidated Co-Investment Ventures (A)</b>				
<b>For the Three Months Ended March 31, 2013</b>				
Prologis' share of the co-investment ventures' FFO	\$ 24,340	\$ 19,107	\$ 4,438	\$ 47,885
Interest income	83	-	55	138
FFO from unconsolidated co-investment ventures, net	24,423	19,107	4,493	48,023
Fees earned by Prologis	16,077	10,613	6,742	33,432
<b>Total FFO recognized by Prologis, net</b>	<b>\$ 40,500</b>	<b>\$ 29,720</b>	<b>\$ 11,235</b>	<b>\$ 81,455</b>
Prologis' share of the co-investment ventures' net earnings (loss)	\$ 14,185	\$ 7,542	\$ 2,430	\$ 24,157
Interest income	83	-	55	138
Earnings (loss) from unconsolidated co-investment ventures, net	14,268	7,542	2,485	24,295
Fees earned by Prologis	16,077	10,613	6,742	33,432
<b>Total earnings recognized by Prologis, net</b>	<b>\$ 30,345</b>	<b>\$ 18,155</b>	<b>\$ 9,227</b>	<b>\$ 57,727</b>
<b>Condensed Balance Sheet of the Unconsolidated Co-Investment Ventures, Aggregated (A)(B)</b>				
<b>As of March 31, 2013</b>				
Operating industrial properties, before depreciation	\$ 9,203,940	\$ 9,640,742	\$ 3,399,615	\$ 22,244,297
Accumulated depreciation	(932,421)	(508,252)	(82,796)	(1,523,469)
Properties under development and land	196,444	24,886	70,514	291,844
Other assets	575,803	518,999	208,950	1,303,752
<b>Total assets</b>	<b>\$ 9,043,766</b>	<b>\$ 9,676,375</b>	<b>\$ 3,596,283</b>	<b>\$ 22,316,424</b>
Third party debt	\$ 3,873,857	2,654,625	1,699,561	\$ 8,228,043
Other liabilities	65,450	906,241	71,952	1,043,643
<b>Total liabilities</b>	<b>\$ 3,939,307</b>	<b>\$ 3,560,866</b>	<b>\$ 1,771,513</b>	<b>\$ 9,271,686</b>
Weighted average ownership	21.3%	36.8%	17.0%	27.0%

(A) Includes the unconsolidated co-investment ventures listed on the previous page.  
 (B) Represents the entire entity, not our proportionate share.

# Capitalization

## Debt and Equity Summary

(dollars and shares in millions)

Supplemental 1Q 2013

Maturity	Prologis													Wtd. Avg. Interest Rate (A)	
	Unsecured				Secured		Consolidated		Total		Unconsolidated		Prologis		
	Senior Debt	Exchangeable Debt	Credit Facilities	Other Debt	Mortgage Debt	Total	Entities Debt	Consolidated Debt	Entities Debt	Total Debt	Share of Total Debt	Prologis Share (%)			
2013	\$299	\$341	\$0	\$0	\$42	\$682	\$117	\$799	\$864	\$1,663	\$939	56.5%	4.3%		
2014	895	-	383	526	427	2,231	79	2,310	1,728	4,038	2,790	69.1%	3.8%		
2015	175	460	38	1	122	796	51	847	960	1,807	1,069	59.2%	4.2%		
2016	640	-	-	1	310	951	129	1,080	1,490	2,570	1,309	50.9%	5.2%		
2017	700	-	-	1	229	930	39	969	725	1,694	1,101	65.0%	5.2%		
2018	900	-	-	1	113	1,014	73	1,087	712	1,799	1,177	65.4%	5.5%		
2019	647	-	-	1	296	944	2	946	216	1,162	1,009	86.8%	6.3%		
2020	667	-	-	1	9	677	2	679	958	1,637	904	55.2%	5.8%		
2021	-	-	-	1	140	141	2	143	345	488	226	46.3%	3.5%		
2022	-	-	-	-	7	7	2	9	202	211	51	24.2%	4.8%		
Thereafter	-	1	-	10	137	148	6	154	-	154	150	97.4%	7.4%		
<b>Subtotal</b>	<b>4,923</b>	<b>802</b>	<b>421</b>	<b>543</b>	<b>1,832</b>	<b>8,521</b>	<b>502</b>	<b>9,023</b>	<b>8,200</b>	<b>17,223</b>	<b>10,725</b>	<b>62.3%</b>			
Unamortized net premiums (discounts)	70	(64)	-	-	43	49	2	51	28	79	58	73.4%			
<b>Subtotal</b>	<b>4,993</b>	<b>738</b>	<b>421</b>	<b>543</b>	<b>1,875</b>	<b>8,570</b>	<b>504</b>	<b>9,074</b>	<b>8,228</b>	<b>17,302</b>	<b>\$10,783</b>	<b>62.3%</b>	<b>4.8%</b>		
Third party share of debt	-	-	-	-	-	-	(354)	(354)	(6,165)	(6,519)	-	-	-		
<b>Prologis share of debt</b>	<b>\$4,993</b>	<b>\$738</b>	<b>\$421</b>	<b>\$543</b>	<b>\$1,875</b>	<b>\$8,570</b>	<b>\$150</b>	<b>\$8,720</b>	<b>\$2,063</b>	<b>\$10,783</b>					
<b>Prologis share of debt by local currency</b>															
Dollars	\$4,350	\$738	\$0	\$30	\$1,682	\$6,800	\$128	\$6,928	\$901		\$7,829				
Euro	536	-	38	380	-	954	19	973	732		1,705				
GBP	-	-	-	-	-	-	-	-	147		147				
Yen	107	-	383	133	193	816	-	816	269		1,085				
Other	-	-	-	-	-	-	3	3	14		17				
<b>Prologis share of debt</b>	<b>\$4,993</b>	<b>\$738</b>	<b>\$421</b>	<b>\$543</b>	<b>\$1,875</b>	<b>\$8,570</b>	<b>\$150</b>	<b>\$8,720</b>	<b>\$2,063</b>		<b>\$10,783</b>				
Weighted average interest rate (B)	5.6%	4.4%	1.5%	1.8%	5.2%	4.9%	4.3%	4.9%	4.2%		4.8%				
Weighted average remaining maturity in years	4.2	1.2	1.0	1.3	4.5	3.6	3.6	3.6	3.6		3.6				

Market Equity				Preferred Stock				Liquidity			
Security	Shares	Price	Value	Series	Dividend Rate	Redemption Value					
Common Stock	461.6	\$39.98	\$18,455	Series L	6.5%	\$50.0	Aggregate lender commitments				\$2,034
Partnership Units	3.1	\$39.98	124	Series M	6.8%	57.5	Less:				
Total	464.7		\$18,579	Series O	7.0%	75.0	Borrowings outstanding				421
				Series P	6.9%	50.0	Outstanding letters of credit				68
				Series R	6.8%	125.0	Current availability				\$1,545
				Series S	6.8%	125.0	Unrestricted cash				785
				Preferred stock redeemed in April 2013	6.8%	\$482.5	Total liquidity				\$2,330
				Series Q	8.5%	100.0					
					7.1%	\$582.5					

(A) Based on Prologis share of the total debt. Interest rate is based on the effective rate (which includes the amortization of related premiums and discounts) assuming the net premiums (discounts) associated with the respective debt were included in the maturities by year.

(B) Interest rate is based on the effective rate and weighted based on borrowings outstanding.

# Capitalization

## Debt Covenants and Other Metrics

(dollars in thousands)

Supplemental 1Q 2013

### Covenants as of March 31, 2013 (A)

	Legacy AMB Indenture		New Prologis Indenture	
	Covenant	Actual	Covenant	Actual
Outstanding indebtedness to adjusted total assets	<60%	34.0%	<60%	34.0%
Fixed charge coverage ratio	>1.5x	3.06x	>1.5x	3.05x
Maximum secured debt to adjusted total assets	<40%	8.5%	<40%	8.5%
Unencumbered assets ratio to unsecured debt	>150%	314.2%	>150%	314.2%

### Global Line

	Covenant	Actual
	Maximum consolidated leverage to total asset value	<60%
Fixed charge coverage ratio	>1.5x	2.61x
Unencumbered debt service coverage ratio	>1.5x	3.24x
Maximum secured debt to total asset value	<35%	9.8%
Minimum net worth	>\$10.0 billion	\$14.5 billion

### Debt Metrics (A) (B) (C)

	2013	2012
	First Quarter	Fourth Quarter
Debt as % of gross real estate assets	37.5%	43.4%
Secured debt as % of gross real estate assets	14.6%	18.3%
Unencumbered gross real estate assets to unsecured debt	252.4%	234.6%
Fixed charge coverage ratio	2.19x	2.18x
Debt/Adjusted EBITDA	7.52x	8.80x
Debt/Adjusted EBITDA (adjusted for development)	6.18x	7.43x

### Encumbrances as of March 31, 2013

Consolidated:	Unencumbered	Encumbered	Total
Operating properties	\$ 12,145,077	\$ 5,375,998	\$ 17,521,075
Development portfolio	884,352	-	884,352
Land	1,688,211	65,842	1,754,053
Other real estate investments	436,328	-	436,328
Notes receivable backed by real estate	-	188,000	188,000
Assets held for sale	8,012	17,379	25,391
Total consolidated	15,161,980	5,647,219	20,809,199
Unconsolidated operating properties - Prologis' share	2,751,106	3,456,422	6,207,528
Unconsolidated development portfolio and land - Prologis' share	82,027	5,014	87,041
<b>Gross real estate assets</b>	<b>\$ 17,995,113</b>	<b>\$ 9,108,655</b>	<b>\$ 27,103,768</b>

### Secured and Unsecured Debt as of March 31, 2013

	Unsecured Debt	Secured Mortgage Debt	Total
	Prologis debt	\$ 6,689,356	\$ 1,832,306
Consolidated entities debt	64,392	436,766	501,158
Our share of unconsolidated entities debt	375,183	1,678,557	2,053,740
Total debt - at par	7,128,931	3,947,629	11,076,560
Third party share of consolidated debt	(47,413)	(305,265)	(352,678)
Total Prologis share of debt - at par	7,081,518	3,642,364	10,723,882
Premium (discount) - consolidated	8,107	43,196	51,303
Third party share of consolidated debt premium (discount)	-	(1,321)	(1,321)
Our share of premium (discount) - unconsolidated	-	9,009	9,009
<b>Total debt, net of premium (discount)</b>	<b>\$ 7,089,625</b>	<b>\$ 3,693,248</b>	<b>\$ 10,782,873</b>

(A) These calculations are made in accordance with the respective debt agreements, may be different than other covenants or metrics presented and are not calculated in accordance with the applicable SEC rules.

(B) All metrics include both consolidated and Prologis share of unconsolidated entities.

(C) See Notes and Definitions for calculation of amounts.

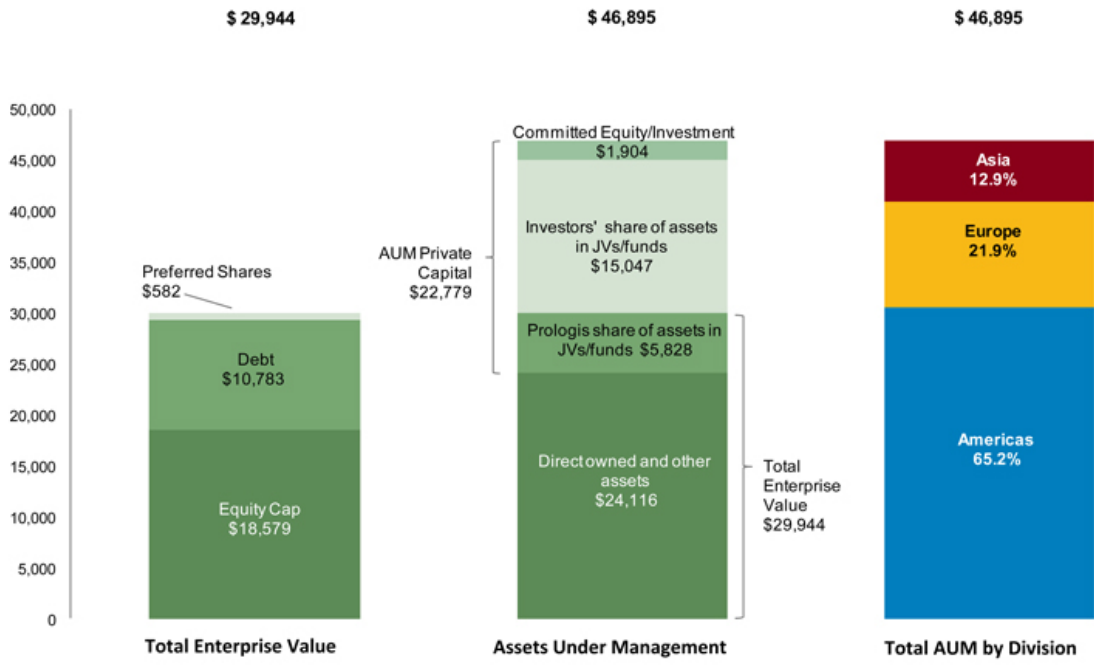


# Capitalization

Assets Under Management

(dollars in millions)

Supplemental 1Q 2013



# Net Asset Value

## Components

(in thousands, except for percentages and per square foot)

Supplemental 1Q 2013

### Real Estate Operations

	Square Feet	Gross Book Value	GBV per Sq. Ft.	First Quarter Adjusted Cash NOI (Actual)	First Quarter Adjusted Cash NOI (Pro Forma)	Annualized Adjusted Cash NOI	Percent Occupied
<b>CONSOLIDATED OPERATING PORTFOLIO</b>							
Properties generating net operating income							
Americas	224,746	\$ 14,603,449	\$ 65	\$ 225,531	\$ 225,531	\$ 902,244	96.0%
Europe	6,391	1,84,050	76	23,723	23,723	94,892	92.8%
Asia	7,767	1,26,436	145	14,338	14,338	57,352	95.0%
Pro forma adjustment for mid-quarter acquisitions/development completions					1,759	7,036	
Sub-total	247,924	16,893,935	68	263,592	265,351	1,061,404	95.7%
Properties generating net operating loss							
Americas	8,893	478,177	54	(2,452)			41.1%
Europe	939	62,350	66	(488)			0.0%
Sub-total	9,832	540,527	55	(2,940)			37.1%
<b>Total consolidated portfolio</b>	<b>257,756</b>	<b>\$ 17,434,462</b>	<b>\$ 68</b>	<b>\$ 260,652</b>	<b>\$ 265,351</b>	<b>\$ 1,061,404</b>	<b>93.5%</b>

### UNCONSOLIDATED OPERATING PORTFOLIO (Prologis Share)

<b>Prologis interest in unconsolidated operating portfolio</b>							
Americas	28,392	\$ 2,056,976	\$ 72	\$ 29,439	\$ 29,439	\$ 117,756	93.6%
Europe	45,854	3,566,039	78	35,448	35,448	141,792	93.2%
Asia	3,339	573,891	172	6,291	6,291	25,164	98.0%
Pro forma adjustment for mid-quarter acquisitions/development completions					1,246	4,984	
Pro forma adjustment for PELP and NPR					28,762	15,048	
<b>Prologis share of unconsolidated operating portfolio</b>	<b>77,585</b>	<b>\$ 6,197,006</b>	<b>\$ 80</b>	<b>\$ 71,178</b>	<b>\$ 101,186</b>	<b>\$ 404,744</b>	<b>93.5%</b>
<b>Total operating portfolio</b>	<b>335,341</b>	<b>\$ 23,631,468</b>	<b>\$ 70</b>	<b>\$ 331,830</b>	<b>\$ 366,537</b>	<b>\$ 1,466,148</b>	<b>93.5%</b>

### Development

	Square Feet	Investment Balance	TEI	TEI per Sq. Ft.	Annualized Pro Forma NOI	Percent Occupied
<b>CONSOLIDATED</b>						
<b>Prestabilized</b>						
Americas	1,068	\$ 60,717	\$ 70,214	\$ 66	\$ 5,123	26.2%
Europe	461	22,209	24,506	53	2,379	0.3%
Asia	1,024	69,559	11,032	67	11,628	59.4%
						<b>34.4%</b>
<b>Properties under development</b>						
Americas	10,304	337,585	689,648	67	46,323	
Europe	963	48,409	8,1884	85	6,244	
Asia	4,305	255,084	531,179	123	39,293	
<b>Total consolidated portfolio</b>	<b>16,125</b>	<b>\$ 883,523</b>	<b>\$ 1,558,463</b>	<b>\$ 86</b>	<b>\$ 110,990</b>	
<b>UNCONSOLIDATED (Prologis Share)</b>						
<b>Prologis interest in unconsolidated development portfolio</b>						
Americas	1,581	\$ 28,003	\$ 162,074	\$ 103	\$ 8,566	
Europe	227	8,402	17,552	77	1,283	
Asia	251	5,724	13,914	55	1,142	
<b>Prologis share of unconsolidated development portfolio</b>	<b>2,059</b>	<b>\$ 42,129</b>	<b>\$ 193,540</b>	<b>\$ 94</b>	<b>\$ 20,581</b>	
<b>Total development portfolio</b>	<b>20,184</b>	<b>\$ 925,652</b>	<b>\$ 1,752,003</b>	<b>\$ 87</b>	<b>\$ 131,571</b>	
Prologis share of estimated value creation (see Capital Deployment - Development Portfolio)						
<b>Total development portfolio, including estimated value creation</b>		<b>\$ 1,296,625</b>				

# Net Asset Value

## Components - Continued

(in thousands)

Supplemental 1Q 2013

### Balance Sheet and Other Items

	As of March 31, 2013
<b>CONSOLIDATED</b>	
<b>Other assets</b>	
Cash and cash equivalents	\$ 785,359
Restricted cash	48,605
Deposits, prepaid assets and other tangible assets	497,443
Other real estate investments	436,328
Prologis' share of value added operating properties	97,135
Accounts receivable	139,691
Notes receivable backed by real estate	188,000
Prologis receivable from unconsolidated co-investment ventures	132,152
Investments in and advances to other unconsolidated joint ventures	176,985
Assets held for sale, net of liabilities	7,705
<b>Total other assets</b>	<b>\$ 2,569,403</b>
<b>Other liabilities</b>	
Accounts payable and other current liabilities	589,034
Deferred income taxes	181,363
Value added tax and other tax liabilities	54,453
Tenant security deposits	140,279
Other liabilities	325,328
Noncontrolling interests	709,638
<b>Total liabilities and noncontrolling interests</b>	<b>\$ 2,000,095</b>
<b>UNCONSOLIDATED</b>	
Prologis share of net assets (liabilities)	\$ 82,933

### Land

	Investment Balance
Our share of original land basis	\$ 2,856,215
Current book value of land	\$ 1,754,053
Prologis share of book value of land in unconsolidated entities	44,912
<b>Total</b>	<b>\$ 1,796,965</b>

### Private Capital / Development Management

	First Quarter	Annualized
<b>Private capital</b>		
Private capital revenue	\$ 33,635	\$ 134,540
Private capital expenses	(19,909)	(79,636)
Pro forma NOI adjustment to PELP and NFR for a full quarter	5,834	23,336
<b>Private Capital NOI</b>	<b>\$ 19,560</b>	<b>\$ 78,240</b>
<b>Development management income</b>	<b>\$ 2,192</b>	<b>\$ 8,768</b>

### Debt and Preferred Stock

	As of March 31, 2013
Prologis debt - at par	\$ 8,521,662
Consolidated investee debt - at par	501,158
Prologis share of unconsolidated debt - at par	2,053,741
Subtotal debt - at par	11,076,561
Preferred stock at redemption value	482,500
Preferred stock	100,000
<b>Total debt and preferred stock</b>	<b>\$ 11,659,061</b>
Outstanding shares of common stock	461,642

Please refer to our annual and quarterly financial statements filed with the Securities and Exchange Commission on Forms 10-K and 10-Q and other public reports for further information about us and our business. Certain amounts from previous periods presented in the Supplemental Information have been reclassified to conform to the current presentation.

Our real estate operations segment represents the direct, long-term ownership of industrial properties. Our investment strategy in this segment focuses primarily on the ownership and leasing of industrial properties in global and regional markets. Our intent is to hold and use these properties; however, depending on market and other conditions, we may contribute or sell these properties to co-investment ventures or sell to third parties. When we contribute to an unconsolidated co-investment venture or sell properties we have developed, we recognize FFO to the extent the proceeds received exceed our original investment (i.e. prior to depreciation) and present the results as *Gain (Loss) on Acquisitions and Dispositions of Investments in Real Estate, Net*. We have industrial properties that are currently under development and land available for development that are part of this segment as well. We may develop the land or sell to third parties, depending on market conditions, customer demand and other factors. The private capital segment represents the long-term management of unconsolidated co-investment ventures and other joint ventures.

During the first quarter of 2013 we formed two new co-investment ventures- Nippon Prologis REIT, Inc. ("NPR") in Japan and Prologis European Logistics Partners ("PELP") in Europe. Our ownership interest in these ventures is 15% and 50%, respectively, and is accounted for using the equity method of accounting. In connection with the formation of these ventures, we contributed 207 properties with an aggregate of 58.3 million square feet with a total value of approximately \$5 billion. We have used or will use the proceeds primarily to repay debt.

**Acquisition cost** represents economic cost and not necessarily what is capitalized. It includes the initial purchase price; the effects of marking assumed debt to market; if applicable, all due diligence and lease intangibles; and estimated acquisition capital expenditures including leasing costs to achieve stabilization.

**Adjusted EBITDA.** We use Adjusted EBITDA to measure both our operating performance and liquidity. We calculate Adjusted EBITDA beginning with consolidated net earnings (loss) and removing the effect of interest, income taxes, depreciation and amortization, impairment charges, gains or losses from the acquisition or disposition of investments in real estate, gains or losses on early extinguishment of debt and derivative contracts (including cash charges), similar adjustments we make to our Adjusted FFO (see definition below), and other non-cash charges or gains (such as stock based compensation amortization and unrealized gains or losses on foreign currency and derivative activity), including our share of these items from unconsolidated entities.

We consider Adjusted EBITDA to provide investors relevant and useful information because it permits investors to view income from operations on an unleveraged basis before the effects of income tax, non-cash depreciation and amortization expense and other items (including stock-based compensation amortization and certain unrealized gains and losses), gains or losses from the acquisition or disposition of investments in real estate, items that affect comparability, and other significant non-cash items. We also included a pro forma adjustment in Adjusted EBITDA to reflect a full period of NOI on the operating properties we acquired or disposed of in a significant transaction assuming the transaction occurred at the beginning of the quarter, such as the dispositions to the new co-investment ventures PELP and NPR, the acquisition of our share of the assets from Prologis California and the acquisition of Prologis North American Industrial Fund II. By excluding interest expense EBITDA allows investors to measure our operating performance independent of our capital structure and indebtedness and, therefore, allows for a more meaningful comparison of our operating performance to that of other companies, both in the real estate industry and in other industries. Gains and losses on the early extinguishment of debt generally included the costs of repurchasing debt securities. Although difficult to predict, these items may be recurring given the uncertainty of the current economic climate and its adverse effects on the real estate and financial markets. While not infrequent or unusual in nature, these items result from

market fluctuations that can have inconsistent effects on our results of operations. The economics underlying these items reflect market and financing conditions in the short-term but can obscure our performance and the value of our long-term investment decisions and strategies.

We believe that Adjusted EBITDA helps investors to analyze our ability to meet interest payment obligations and to make quarterly preferred share dividends. We believe that investors should consider Adjusted EBITDA in conjunction with net earnings (the primary measure of our performance) and the other required Generally Accepted Accounting Principles ("GAAP") measures of our performance and liquidity, to improve their understanding of our operating results and liquidity, and to make more meaningful comparisons of our performance against other companies. By using Adjusted EBITDA an investor is assessing the earnings generated by our operations, but not taking into account the eliminated expenses or gains incurred in connection with such operations. As a result, Adjusted EBITDA has limitations as an analytical tool and should be used in conjunction with our required GAAP presentations. Adjusted EBITDA does not reflect our historical cash expenditures or future cash requirements for working capital, capital expenditures distribution requirements or contractual commitments. Adjusted EBITDA, also does not reflect the cash required to make interest and principal payments on our outstanding debt.

While EBITDA is a relevant and widely used measure of operating performance, it does not represent net income or cash flow from operations as defined by GAAP and it should not be considered as an alternative to those indicators in evaluating operating performance or liquidity. Further, our computation of Adjusted EBITDA may not be comparable to EBITDA reported by other companies. We compensate for the limitations of Adjusted EBITDA by providing investors with financial statements prepared according to GAAP, along with this detailed discussion of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to consolidated net earnings (loss), a GAAP measurement.

**Assets Held For Sale and Discontinued Operations.** As of March 31, 2013, we had land and one operating property totaling 0.1 million square feet that met the criteria to be presented as held for sale. The amounts included in Assets Held for Sale include real estate investment balances and the related assets and liabilities for each property.

During the three months ended March 31, 2013, we recorded a gain of \$5.8 million on the disposition of seven properties aggregating 0.4 million square feet to third parties. During all of 2012, we disposed of land, land subject to ground leases and 200 operating properties aggregating 27.2 million square feet to third parties.

The operations of the properties held for sale and properties that were disposed of to third parties during a period, including the aggregate net gains or losses recognized upon their disposition, are presented as discontinued operations in our Consolidated Statements of Operations for all periods presented. The income attributable to these properties was as follows (in thousands):

	Three Months Ended March 31,	
	2013	2012
Rental income .....	\$ 623	\$ 33,541
Rental expenses .....	(174)	(9,085)
Depreciation and amortization .....	(164)	(11,544)
Interest expense .....	(38)	(391)
<b>Income attributable to disposed properties and assets held for sale</b>	<b>\$ 247</b>	<b>\$ 12,521</b>

**Assets Under Management ("AUM")** represents the estimated value of the real estate we own or manage through our consolidated entities and unconsolidated entities. We calculate AUM by adding the noncontrolling interests' share of the estimated fair value of the real estate investment to our share of total market capitalization.

# Notes and Definitions

Supplemental 1Q 2013

Calculation of Per Share Amounts is as follows (in thousands, except per share amounts):

	Three Months Ended	
	Mar. 31	Dec. 31
<b>Net earnings</b>	<b>2013</b>	<b>2012</b>
Net earnings	\$ 265,416	\$ 202,412
Noncontrolling interest attributable to exchangeable partnership units	50	1,003
Interest expense on exchangeable debt assumed exchanged	4,235	4,216
<b>Adjusted net earnings - Diluted</b>	<b>\$ 269,701</b>	<b>\$ 207,631</b>
Weighted average common shares outstanding - Basic	461,468	459,203
Incremental weighted average effect on exchange of limited partnership units	1,146	3,347
Incremental weighted average effect of stock awards	2,566	1,678
Incremental weighted average effect on exchange of certain exchangeable debt	11,879	11,879
<b>Weighted average common shares outstanding - Diluted</b>	<b>477,059</b>	<b>476,107</b>
<b>Net earnings per share - Basic</b>	<b>\$ 0.58</b>	<b>\$ 0.44</b>
<b>Net earnings per share - Diluted</b>	<b>\$ 0.57</b>	<b>\$ 0.44</b>
<b>FFO, as defined by Prologis</b>		
FFO, as defined by Prologis	\$ 357,800	\$ 282,072
Noncontrolling interest attributable to exchangeable limited partnership units	1,254	1,003
Interest expense on exchangeable debt assumed exchanged	4,235	4,216
<b>FFO, as defined by Prologis - Diluted</b>	<b>\$ 363,289</b>	<b>\$ 287,291</b>
Weighted average common shares outstanding - Basic	461,468	459,203
Incremental weighted average effect on exchange of limited partnership units	3,067	3,347
Incremental weighted average effect of stock awards	2,566	1,678
Incremental weighted average effect on exchange of certain exchangeable debt	11,879	11,879
<b>Weighted average common shares outstanding - Diluted</b>	<b>478,980</b>	<b>476,107</b>
<b>FFO, as defined by Prologis per share - Diluted</b>	<b>\$ 0.76</b>	<b>\$ 0.56</b>
<b>Core FFO</b>		
Core FFO	\$ 187,937	\$ 184,765
Noncontrolling interest attributable to exchangeable limited partnership units	489	1,003
Interest expense on exchangeable debt assumed converted	4,235	4,216
<b>Core FFO - Diluted</b>	<b>\$ 192,661</b>	<b>\$ 189,984</b>
Weighted average common shares outstanding - Basic	461,468	459,203
Incremental weighted average effect on exchange of limited partnership units	3,039	3,347
Incremental weighted average effect of stock awards	2,566	1,678
Incremental weighted average effect on exchange of certain exchangeable debt	11,879	11,879
<b>Weighted average common shares outstanding - Diluted</b>	<b>478,952</b>	<b>476,107</b>
<b>Core FFO per share - Diluted</b>	<b>\$ 0.40</b>	<b>\$ 0.40</b>

**Debt Metrics.** See below for the detailed calculations for the three months ended for the respective period (dollars in thousands):

	Three Months Ended	
	Mar. 31	Dec. 31
<b>Debt as a % of gross real estate assets:</b>	<b>2013</b>	<b>2012</b>
Total debt - at par	\$ 11,076,561	\$ 13,500,081
Less: cash and cash equivalents	(785,359)	(100,810)
Less: unconsolidated entities cash - Prologis share	(135,550)	(130,981)
Total debt, net of adjustments	\$ 10,155,652	\$ 13,268,290
Gross real estate assets	\$ 27,103,768	\$ 30,543,666
<b>Debt as a % of gross real estate assets</b>	<b>37.5%</b>	<b>43.4%</b>

<b>Secured debt as a % of gross real estate assets:</b>		
Secured debt - at par	\$ 3,947,629	\$ 5,590,729
Gross real estate assets	\$ 27,103,768	\$ 30,543,666
<b>Secured debt as a % of gross real estate assets</b>	<b>14.6%</b>	<b>18.3%</b>
<b>Unencumbered gross real estate assets to unsecured debt:</b>		
Unencumbered gross real estate assets	\$ 17,995,113	\$ 18,556,566
Unsecured debt - at par	\$ 7,128,932	\$ 7,909,352
<b>Unencumbered gross real estate assets to unsecured debt</b>	<b>252.4%</b>	<b>234.6%</b>
<b>Fixed Charge Coverage ratio:</b>		
Adjusted EBITDA	\$ 337,668	\$ 376,940
Pro forma adjustment	29,533	-
NOI from disposed properties	468	5,018
Adjusted EBITDA, including NOI from disposed properties	\$ 367,669	\$ 381,958
Interest expense	\$ 115,028	\$ 123,623
Amortization and write-off of deferred loan costs	(3,288)	(3,748)
Amortization of debt premium (discount), net	10,715	10,273
Capitalized interest	13,744	13,343
Preferred stock dividends	10,305	10,305
Our share of fixed charges from unconsolidated entities	21,046	21,133
Total fixed charges	\$ 167,550	\$ 174,929
<b>Fixed charge coverage ratio</b>	<b>2.19x</b>	<b>2.18x</b>
<b>Debt to Adjusted EBITDA:</b>		
Total debt, net of adjustments	\$ 10,155,652	\$ 13,268,290
Adjusted EBITDA-annualized	\$ 1,350,672	\$ 1,507,760
<b>Debt to Adjusted EBITDA ratio</b>	<b>7.52x</b>	<b>8.80x</b>
<b>Debt to Adjusted EBITDA (adjusted for development):</b>		
Total debt, net of adjustments	10,155,652	13,268,290
Add: costs to complete - Prologis share	796,340	827,698
Less: current book value of land - Prologis share	(1,798,965)	(1,836,709)
	\$ 9,153,027	\$ 12,259,279
Adjusted EBITDA-annualized	1,350,672	1,507,760
Add: annualized proforma NOI - Prologis share	131,571	141,376
	\$ 1,482,243	\$ 1,649,136
<b>Debt to Adjusted EBITDA (adjusted for development) ratio</b>	<b>6.18x</b>	<b>7.43x</b>

**Committed Equity/Investment** is our estimate of the gross real estate, which could be acquired through the use of the equity commitments from our property fund or co-investment venture partners, plus our funding obligations and estimated debt capitalization.

**FFO, as defined by Prologis; Core FFO; AFFO (collectively referred to as "FFO").** FFO is a non-GAAP measure that is commonly used in the real estate industry. The most directly comparable GAAP measure to FFO is net earnings. Although the National Association of Real Estate Investment Trusts ("NAREIT") has published a definition of FFO, modifications to the NAREIT calculation of FFO are common among REITs, as companies seek to provide financial measures that meaningfully reflect their business.

FFO is not meant to represent a comprehensive system of financial reporting and does not present, nor do we intend it to present, a complete picture of our financial condition and operating performance. We believe net earnings computed under GAAP remains the primary measure of performance and that FFO is only meaningful when it is used in conjunction with net earnings computed under GAAP. Further, we believe our consolidated financial statements, prepared in accordance with GAAP, provide the most meaningful picture of our financial condition and our operating performance.

NAREIT's FFO measure adjusts net earnings computed under GAAP to exclude historical cost depreciation and gains and losses from the sales, along with impairment charges, of previously depreciated properties. We agree that these NAREIT adjustments are useful to investors for the following reasons:

- (i) historical cost accounting for real estate assets in accordance with GAAP assumes, through depreciation charges, that the value of real estate assets diminishes predictably over time. NAREIT stated in its White Paper on FFO "since real estate asset values have historically risen or fallen with market conditions, many industry investors have considered presentations of operating results for real estate companies that use historical cost accounting to be insufficient by themselves." Consequently, NAREIT's definition of FFO reflects the fact that real estate, as an asset class, generally appreciates over time and depreciation charges required by GAAP do not reflect the underlying economic realities.
- (ii) REITs were created as a legal form of organization in order to encourage public ownership of real estate as an asset class through investment in firms that were in the business of long-term ownership and management of real estate. The exclusion, in NAREIT's definition of FFO, of gains and losses from the sales, along with impairment charges, of previously depreciated operating real estate assets allows investors and analysts to readily identify the operating results of the long-term assets that form the core of a REIT's activity and assists in comparing those operating results between periods. We include the gains and losses from dispositions and impairment charges of land and development properties, as well as our proportionate share of the gains and losses from dispositions and impairment charges recognized by our unconsolidated entities, in our definition of FFO.

#### Our FFO Measures

At the same time that NAREIT created and defined its FFO measure for the REIT industry, it also recognized that "management of each of its member companies has the responsibility and authority to publish financial information that it regards as useful to the financial community." We believe stockholders, potential investors and financial analysts who review our operating results are best served by a defined FFO measure that includes other adjustments to net earnings computed under GAAP in addition to those included in the NAREIT defined measure of FFO. Our FFO measures are used by management in analyzing our business and the performance of our properties and we believe that it is important that stockholders, potential investors and financial analysts understand the measures management uses.

We use these FFO measures, including by segment and region, to: (i) evaluate our performance and the performance of our properties in comparison to expected results and results of previous periods, relative to resource allocation decisions; (ii) evaluate the performance of our management; (iii) budget and forecast future results to assist in the allocation of resources; (iv) assess our performance as compared to similar real estate companies and the industry in general; and (v) evaluate how a specific potential investment will impact our future results. Because we make decisions with regard to our performance with a long-term outlook, we believe it is appropriate to remove the effects of short-term items that we do not expect to affect the underlying long-term performance of the properties. The long-term performance of our properties is principally driven by rental income. While not infrequent or unusual, these additional items we exclude in calculating FFO, as defined by Prologis, are subject to significant fluctuations from period to period that cause both positive and negative short-term effects on our results of operations in inconsistent and unpredictable directions that are not relevant to our long-term outlook.

We use our FFO measures as supplemental financial measures of operating performance. We do not use our FFO measures as, nor should they be considered to be, alternatives to net earnings computed under GAAP, as indicators of our operating performance, as alternatives to cash from operating activities computed under GAAP or as indicators of our ability to fund our cash needs.

#### FFO, as defined by Prologis

To arrive at FFO, as defined by Prologis, we adjust the NAREIT defined FFO measure to exclude:

- (i) deferred income tax benefits and deferred income tax expenses recognized by our subsidiaries;
- (ii) current income tax expense related to acquired tax liabilities that were recorded as deferred tax liabilities in an acquisition, to the extent the expense is offset with a deferred income tax benefit in GAAP earnings that is excluded from our defined FFO measure;
- (iii) foreign currency exchange gains and losses resulting from debt transactions between us and our foreign consolidated subsidiaries and our foreign unconsolidated entities;
- (iv) foreign currency exchange gains and losses from the remeasurement (based on current foreign currency exchange rates) of certain third party debt of our foreign consolidated subsidiaries and our foreign unconsolidated entities; and
- (v) mark-to-market adjustments associated with derivative financial instruments.

We calculate FFO, as defined by Prologis for our unconsolidated entities on the same basis as we calculate our FFO, as defined by Prologis.

We believe investors are best served if the information that is made available to them allows them to align their analysis and evaluation of our operating results along the same lines that our management uses in planning and executing our business strategy.

#### Core FFO

In addition to FFO, as defined by Prologis, we also use Core FFO. To arrive at Core FFO, we adjust FFO, as defined by Prologis, to exclude the following recurring and non-recurring items that we recognized directly or our share recognized by our unconsolidated entities to the extent they are included in FFO, as defined by Prologis:

- (i) gains or losses from acquisition, contribution or sale of land or development properties;
- (ii) income tax expense related to the sale of investments in real estate;
- (iii) impairment charges recognized related to our investments in real estate (either directly or through our investments in unconsolidated entities) generally as a result of our change in intent to contribute or sell these properties;
- (iv) impairment charges of goodwill and other assets;
- (v) gains or losses from the early extinguishment of debt;
- (vi) merger, acquisition and other integration expenses; and
- (vii) expenses related to natural disasters.

We believe it is appropriate to further adjust our FFO, as defined by Prologis for certain recurring items as they were driven by transactional activity and factors relating to the financial and real estate markets, rather than factors specific to the on-going operating performance of our properties or investments. The impairment charges we recognized were primarily based on valuations of real estate, which had declined due to market conditions, that we no longer expected to hold for long-term investment. We currently have and have had over the past several years a stated priority to strengthen our financial position. We expect to accomplish this by reducing our debt, our investment in certain low yielding assets, such as land that we decide not to develop and our exposure to foreign currency exchange fluctuations. As a result, we have sold to third parties or contributed to unconsolidated entities real estate properties that, depending on market conditions, might result in a gain or loss. The impairment charges related to goodwill and other assets that we have recognized were similarly caused by the decline in the real estate markets. Also in connection with our stated priority to reduce debt and extend debt maturities, we have purchased portions of

our debt securities. As a result, we recognized net gains or losses on the early extinguishment of certain debt due to the financial market conditions at that time.

We have also adjusted for some non-recurring items. The merger, acquisition and other integration expenses include costs we incurred in 2012 associated with the Merger and PEPR Acquisition and the integration of our systems and processes. We have not adjusted for the acquisition costs that we have incurred as a result of routine acquisitions but only the costs associated with significant business combinations that we would expect to be infrequent in nature.

We analyze our operating performance primarily by the rental income of our real estate and the revenue driven by our private capital business, net of operating, administrative and financing expenses. This income stream is not directly impacted by fluctuations in the market value of our investments in real estate or debt securities. As a result, although these items have had a material impact on our operations and are reflected in our financial statements, the removal of the effects of these items allows us to better understand the core operating performance of our properties over the long-term.

We use *Core FFO*, including by segment and region, to: (i) evaluate our performance and the performance of our properties in comparison to expected results and results of previous periods, relative to resource allocation decisions; (ii) evaluate the performance of our management; (iii) budget and forecast future results to assist in the allocation of resources; (iv) provide guidance to the financial markets to understand our expected operating performance; (v) assess our operating performance as compared to similar real estate companies and the industry in general; and (vi) evaluate how a specific potential investment will impact our future results. Because we make decisions with regard to our performance with a long-term outlook, we believe it is appropriate to remove the effects of items that we do not expect to affect the underlying long-term performance of the properties we own. As noted above, we believe the long-term performance of our properties is principally driven by rental income. We believe investors are best served if the information that is made available to them allows them to align their analysis and evaluation of our operating results along the same lines that our management uses in planning and executing our business strategy.

#### AFFO

To arrive at AFFO, we adjust Core FFO to further exclude: (i) straight-line rents; (ii) amortization of above- and below-market lease intangibles; (iii) recurring capital expenditures; (iv) amortization of management contracts; (v) amortization of debt premiums and discounts, net of amounts capitalized, and; (vi) stock compensation expense.

We believe AFFO provides a meaningful indicator of our ability to fund cash needs, including cash distributions to our stockholders.

#### Limitations on Use of our FFO Measures

While we believe our defined FFO measures are important supplemental measures, neither NAREIT's nor our measures of FFO should be used alone because they exclude significant economic components of net earnings computed under GAAP and are, therefore, limited as an analytical tool. Accordingly, they are two of many measures we use when analyzing our business. Some of these limitations are:

- The current income tax expenses that are excluded from our defined FFO measures represent the taxes that are payable.
- Depreciation and amortization of real estate assets are economic costs that are excluded from FFO. FFO is limited, as it does not reflect the cash requirements that may be necessary for future replacements of the real estate assets. Further, the amortization of capital expenditures and leasing costs necessary to maintain the operating performance of industrial properties are not reflected in FFO.

- Gains or losses from property acquisitions and dispositions or impairment charges related to expected dispositions represent changes in the value of the properties. By excluding these gains and losses, FFO does not capture realized changes in the value of acquired or disposed properties arising from changes in market conditions.
- The deferred income tax benefits and expenses that are excluded from our defined FFO measures result from the creation of a deferred income tax asset or liability that may have to be settled at some future point. Our defined FFO measures do not currently reflect any income or expense that may result from such settlement.
- The foreign currency exchange gains and losses that are excluded from our defined FFO measures are generally recognized based on movements in foreign currency exchange rates through a specific point in time. The ultimate settlement of our foreign currency-denominated net assets is indefinite as to timing and amount. Our FFO measures are limited in that they do not reflect the current period changes in these net assets that result from periodic foreign currency exchange rate movements.
- The impairment charges of goodwill and other assets that we exclude from Core FFO, have been or may be realized as a loss in the future upon the ultimate disposition of the related investments or other assets through the form of lower cash proceeds.
- The gains and losses on extinguishment of debt that we exclude from our Core FFO, may provide a benefit or cost to us as we may be settling our debt at less or more than our future obligation.
- The Merger, acquisition and other integration expenses and the natural disaster expenses that we exclude from Core FFO are costs that we have incurred.

We compensate for these limitations by using our FFO measures only in conjunction with net earnings computed under GAAP when making our decisions. To assist investors in compensating for these limitations, we reconcile our defined FFO measures to our net earnings computed under GAAP. This information should be read with our complete financial statements prepared under GAAP.

**Fixed Charge Coverage** is defined as Adjusted EBITDA divided by total fixed charges. Fixed charges consist of net interest expense adjusted for amortization of finance costs and debt discount (premium), capitalized interest, and preferred stock dividends. Prologis uses fixed charge coverage to measure its liquidity. Prologis believes that the fixed charge coverage is relevant and useful to investors because it allows fixed income investors to measure Prologis' ability to meet its interest payments on outstanding debt, make distributions to its preferred unitholders and pay dividends to its preferred stockholders. Prologis' computation of fixed charge coverage is not calculated in accordance with applicable SEC rules and may not be comparable to fixed charge coverage reported by other companies.

**General and Administrative Expenses ("G&A")** was as follows (in thousands):

	Three Months Ended March 31,	
	2013	2012
Gross overhead.....	\$ 106,745	\$ 101,814
Less: rental expense.....	(9,466)	(8,158)
Less: private capital expenses.....	(19,909)	(16,881)
Capitalized amounts.....	(21,173)	(16,616)
<b>G&amp;A</b>	<b>\$ 56,197</b>	<b>\$ 60,159</b>

# Notes and Definitions

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## G&A as a percent of Assets Under Management (in thousands):

Annualized gross overhead	\$ 426,980
Less: annualized rental expense	(37,864)
Less: annualized capitalized amounts	(84,692)
Adjusted G&A	\$ 304,424
Operating properties	\$ 39,765,372
Development portfolio - TEI	2,037,375
Land portfolio	1,866,523
Other real estate investments	436,328
Assets held for sale	25,391
Total Assets Under Management	\$ 44,130,989

**G&A as % of Assets Under Management** 0.69%

## G&A as a percent of Assets Under Management – Prologis Share (in thousands):

Annualized G&A	\$ 224,788
Less: annualized private capital revenue	(134,540)
Add: annualized private capital expenses	79,636
Adjusted G&A	\$ 169,884
Operating properties - Prologis share	\$ 23,728,603
Development portfolio - Prologis share of TEI	1,752,002
Land portfolio - Prologis share	1,798,965
Other real estate investments	436,328
Assets held for sale	25,391
Total Assets Under Management - Prologis share	\$ 27,741,289

**G&A as % of Assets Under Management - Prologis share** 0.61%

**Global Markets** comprise the largest, most liquid markets benefiting from demand tied to global trade. These markets are defined by large population centers with high consumption per capita and typically feature major seaports, airports, and other transportation infrastructure tied to global trade. While initial returns might be lower, global markets tend to outperform overall markets in terms of growth and total return.

**Interest Expense** consisted of the following (in thousands):

	Three Months Ended	
	March 31,	
	2013	2012
Gross interest expense	\$ 136,199	\$ 148,456
Amortization of discount (premium), net	(10,715)	(6,737)
Amortization of deferred loan costs	3,288	4,956
Interest expense before capitalization	128,772	146,675
Capitalized amounts	(13,744)	(13,619)
<b>Net interest expense</b>	<b>\$ 115,028</b>	<b>\$ 133,056</b>

**Market Equity** is defined as the total number of outstanding shares of our common stock and common limited partnership units multiplied by the closing price per share of our common stock at period end.

**Net Asset Value ("NAV").** We consider NAV to be a useful supplemental measure of our operating performance because it enables both management and investors to estimate the fair value of our business. The assessment of the fair value of a particular segment of our business is subjective in that it involves estimates and can be calculated using various methods. Therefore, in this supplemental report, we have presented the financial results and investments related to our business segments that we believe are important in calculating our NAV but have not presented any specific methodology nor provided any guidance on the assumptions or estimates that should be used in the calculation.

The components of NAV do not consider the potential changes in rental and fee income streams or the franchise value associated with our global operating platform, private capital platform, or development platform.

**Net Operating Income ("NOI")** represents rental income less rental expenses.

**Operating Portfolio** includes stabilized operating industrial properties we own or that we manage and are owned by an unconsolidated investee accounted for by the equity method of accounting.

**Operating Segments – Real Estate Operations** represents the direct long-term ownership of industrial properties, including land and the development of properties.

**Operating Segments – Private Capital** represents the management of unconsolidated co-investment ventures and other unconsolidated joint ventures and the properties they own.

**Pre-stabilized Development** represents properties that are complete but have not yet reached Stabilization.

**Private Capital NOI** represents private capital revenue less private capital expenditures.

**Pro forma Adjusted Cash NOI** for the properties in our operating portfolio reflects the NOI for a full quarter of operating properties that were acquired, contributed or stabilized during the quarter. Pro forma NOI for the properties in our development portfolio is based on current total expected investment and an estimated stabilized yield.



A reconciliation of our rental income and rental expenses, computed under GAAP, to adjusted net operating income (NOI) for the operating portfolio for purposes of the Net Asset Value calculation is as follows:

Calculation of Adjusted Cash NOI (in thousands):	
Rental income	\$ 454,789
Rental expenses	(133,919)
NOI	320,870
Net termination fees and adjustments (a)	(1,269)
Less: Actual NOI for development portfolio and other	(5,780)
Less: NOI on contributed properties (b)	(62,604)
<b>Adjusted NOI for operating portfolio owned at March 31, 2013</b>	<b>251,217</b>
Straight-lined rents (c)	(12,059)
Free rent (c)	13,067
Amortization of lease intangibles (c)	8,427
<b>First quarter Adjusted Cash NOI</b>	<b>\$ 260,652</b>

(a) Net termination fees generally represent the gross fee negotiated at the time a customer is allowed to terminate its lease agreement offset by that customer's rent leveling asset or liability, if any, that has been previously recognized under GAAP. Removing the net termination fees from rental income allows for the calculation of pro forma NOI to include only rental income that is indicative of the property's recurring operating performance.

(b) The actual NOI for properties that were contributed and not part of discontinued operations during the three-month period is removed.

(c) Straight-lined rents, adjusted for free rent amounts, and amortization of above and below market leases are removed from rental income computed under GAAP for the operating portfolio to allow for the calculation of a cash yield.

**Regional Markets**, similar to global markets, also benefit from large-population centers and demand. They are located at key crossroads in the supply chain and/or near economic centers for leading national or global industries. Our assets reflect the highest quality class-A product in that market and are often less supply-constrained and focus on delivering bulk goods to customers.

**Rental Income** includes the following (in thousands):

	Three Months Ended March 31,	
	2013	2012
Rental income	\$ 348,917	\$ 348,777
Amortization of lease intangibles	(9,919)	(8,935)
Rental expense recoveries	99,113	86,915
Straight-lined rents	16,678	17,203
	<b>\$ 454,789</b>	<b>\$ 443,960</b>

**Same Store**. We evaluate the operating performance of the industrial operating properties we own and manage using a "same store" analysis because the population of properties in this analysis is consistent from period to period, thereby eliminating the effects of changes in the composition of the portfolio on performance measures. We include all consolidated properties, and properties owned by unconsolidated co-investment ventures that are managed by us and in which we have an equity interest (referred to as "unconsolidated entities"), in our same store analysis. We have defined the same store portfolio, for the quarter ended March 31, 2013, as those operating properties in operation at January 1, 2012 that were in operation throughout the full periods in both 2012 and 2013 either by Prologis or their unconsolidated entities. We have removed all properties that were disposed of to a third party from the population for both periods. We believe the factors that impact rental income, rental expenses and net operating income in the same store portfolio are

generally the same as for the total operating portfolio. In order to derive an appropriate measure of period-to-period operating performance, we remove the effects of foreign currency exchange rate movements by using the current exchange rate to translate from local currency into U.S. dollars, for both periods, to derive the same store results.

**Same Store Average Occupancy** represents the average occupied percentage for the period.

**Same Store Rental Expense** represents gross property operating expenses. In computing the percentage change in rental expenses for the same store analysis, rental expenses include property management expenses for our direct owned properties based on the property management fee that has been computed as provided in the individual agreements under which our wholly owned management companies provide property management services to each property (generally, the fee is based on a percentage of revenues).

**Same Store Change in Rental Rate** represents the change in effective rental rates (average rate over the lease term) on new leases signed during the period as compared with the previous effective rental rates in that same space.

**Same Store Rental Income** includes the amount of rental expenses that are recovered from customers under the terms of their respective lease agreements. In computing the percentage change in rental income for the same store analysis, rental income (as computed under GAAP) is adjusted to remove the net termination fees recognized for each period. Removing the net termination fees for the same store calculation allows us to evaluate the growth or decline in each property's rental income without regard to items that are not indicative of the property's recurring operating performance.

**Stabilization** is defined when a property that was developed has been completed for one year or is 90% occupied. Upon stabilization, a property is moved into our operating portfolio.

**Tenant Retention** is the square footage of all leases rented by existing tenants divided by the square footage of all expiring and rented leases during the reporting period, excluding the square footage of tenants that default or buy-out prior to expiration of their lease, short-term tenants and the square footage of month-to-month leases.

**Total Estimated Investment ("TEI")** represents total estimated cost of development or expansion, including land, development and leasing costs. TEI is based on current projections and is subject to change. Non-U.S. dollar investments are translated to U.S. dollars using the exchange rate at period end or the date of development start for purposes of calculating development starts in any period.

**Total Market Capitalization** is defined as market equity plus our share of total debt and preferred stock.

**Turnover Costs** represent the costs incurred in connection with the signing of a lease, including leasing commissions and tenant improvements. Tenant improvements include costs to prepare a space for a new tenant and for a lease renewal with the same tenant. It excludes costs to prepare a space that is being leased for the first time (i.e. in a new development property).

**Value-Added Acquisitions ("VAA")** are properties which Prologis acquires as part of management's current belief that the discount in pricing attributed to the operating challenges of the property could provide greater returns, once stabilized, than the returns of stabilized properties, which are not value added acquisitions. Value Added Acquisitions must have one or more of the following characteristics: (i) existing vacancy in excess of 20%; (ii) short-term lease roll-over, typically during the first two years of ownership; (iii) significant capital improvement requirements in excess of 10% of the purchase price and must be invested within the first two years of ownership.

## Notes and Definitions

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**Value-Added Conversions ("VAC")** represent the repurposing of industrial properties to a higher and better use, including office, residential, retail, research and development, data center, self storage or manufacturing with the intent to ultimately sell the property once repositioned. Activities required to prepare the property for conversion to a higher and better use may include such activities as re-zoning, re-designing, re-constructing, and re-tenanting. The economic gain on sales of value added conversions represents the amount by which the sales proceeds exceed our original cost in dollars and percentages.

**Value Creation** represents the value that will be created through our development and leasing activities at stabilization. We calculate value by estimating the NOI that the property will generate at Stabilization and applying an estimated stabilized cap rate applicable to that property. The value creation is calculated as the amount by which the estimated value exceeds our total expected investment and does not include any fees or promotes we may earn.

**Weighted Average Estimated Stabilized Yield** is calculated as NOI adjusted to reflect stabilized occupancy divided by Acquisition Cost or TEI, as applicable.