

PROLOGIS  
Form 424B3  
December 17, 2004

**EXHIBIT A****REINVESTMENT OF DISTRIBUTIONS**

| <b>Distribution Record Date</b> | <b>Distribution Payment Date</b> |
|---------------------------------|----------------------------------|
| February 15, 2005               | February 28, 2005                |
| May 16, 2005                    | May 31, 2005                     |
| August 16, 2005                 | August 31, 2005                  |
| November 16, 2005               | November 30, 2005                |
| February 15, 2006               | February 28, 2006                |
| May 16, 2006                    | May 31, 2006                     |
| August 16, 2006                 | August 31, 2006                  |
| November 15, 2006               | November 30, 2006                |

**OPTIONAL CASH PAYMENTS\***

| <b>2005 Investment Dates</b> | <b>2006 Investment Dates</b> |
|------------------------------|------------------------------|
| January 14, 2005             | January 17, 2006             |
| January 31, 2005             | January 31, 2006             |
| February 15, 2005            | February 15, 2006            |
| February 28, 2005            | February 28, 2006            |
| March 15, 2005               | March 15, 2006               |
| March 31, 2005               | March 31, 2006               |
| April 15, 2005               | April 13, 2006               |
| April 29, 2005               | April 28, 2006               |
| May 16, 2005                 | May 15, 2006                 |
| May 31, 2005                 | May 31, 2006                 |
| June 15, 2005                | June 15, 2006                |
| June 30, 2005                | June 30, 2006                |
| July 15, 2005                | July 14, 2006                |
| July 29, 2005                | July 31, 2006                |
| August 15, 2005              | August 15, 2006              |
| August 31, 2005              | August 31, 2006              |
| September 15, 2005           | September 15, 2006           |
| September 30, 2005           | September 29, 2006           |
| October 14, 2005             | October 16, 2006             |
| October 31, 2005             | October 31, 2006             |
| November 15, 2005            | November 15, 2006            |
| November 30, 2005            | November 30, 2006            |
| December 15, 2005            | December 15, 2006            |
| December 30, 2005            | December 29, 2006            |

\* If investing by mail, the agent must receive the check at least two business days prior to the desired investment date. If investing online, participants should refer to their confirmation page for the next eligible investment date for online purchases.

**EXHIBIT B\*\***

| <b>Threshold Set Date</b> | <b>Waiver Cash Payment Due Date</b> | <b>Investment Period Commencement Date</b> | <b>Investment Period Conclusion Date</b> |
|---------------------------|-------------------------------------|--|--|
| January 11, 2005          | January 13, 2005                    | January 14, 2005                           | January 31, 2005                         |
| February 8, 2005          | February 10, 2005                   | February 11, 2005                          | February 28, 2005                        |
| March 11, 2005            | March 15, 2005                      | March 16, 2005                             | March 31, 2005                           |
| April 12, 2005            | April 14, 2005                      | April 15, 2005                             | April 29, 2005                           |
| May 11, 2005              | May 13, 2005                        | May 16, 2005                               | May 31, 2005                             |
| June 13, 2005             | June 15, 2005                       | June 16, 2005                              | June 30, 2005                            |
| July 12, 2005             | July 14, 2005                       | July 15, 2005                              | July 29, 2005                            |
| August 14, 2005           | August 16, 2005                     | August 17, 2005                            | August 31, 2005                          |
| September 13, 2005        | September 15, 2005                  | September 16, 2005                         | September 30, 2005                       |
| October 12, 2005          | October 14, 2005                    | October 17, 2005                           | October 31, 2005                         |
| November 10, 2005         | November 14, 2005                   | November 15, 2005                          | November 30, 2005                        |
| December 12, 2005         | December 14, 2005                   | December 15, 2005                          | December 30, 2005                        |
| January 31, 2006          | January 31, 2006                    | January 17, 2006                           | January 31, 2006                         |
| February 8, 2006          | February 10, 2006                   | February 13, 2006                          | February 28, 2006                        |
| March 14, 2006            | March 16, 2006                      | March 17, 2006                             | March 31, 2006                           |
| April 10, 2006            | April 12, 2006                      | April 13, 2006                             | April 28, 2006                           |
| May 11, 2006              | May 15, 2006                        | May 16, 2006                               | May 31, 2006                             |
| June 13, 2006             | June 15, 2006                       | June 16, 2006                              | June 30, 2006                            |
| July 12, 2006             | July 14, 2006                       | July 17, 2006                              | July 31, 2006                            |
| August 14, 2006           | August 16, 2006                     | August 17, 2006                            | August 31, 2006                          |
| September 12, 2006        | September 14, 2006                  | September 15, 2006                         | September 29, 2006                       |
| October 12, 2006          | October 16, 2006                    | October 17, 2006                           | October 31, 2006                         |
| November 10, 2006         | November 14, 2006                   | November 15, 2006                          | November 30, 2006                        |
| December 11, 2006         | December 13, 2006                   | December 14, 2006                          | December 29, 2006                        |

\*\* Applicable only to purchases in excess of \$10,000, subject to the waiver guidelines outlined in the plan prospectus.

B-1