

November 5, 2010



# ProLogis Announces Debt Tender Offers

DENVER, Nov. 5, 2010 /PRNewswire-FirstCall/ -- ProLogis (NYSE: PLD) announced today that it has commenced two cash tender offers (the "Tender Offers") for specified series of its outstanding debt. The terms and conditions of the Tender Offers are described in ProLogis' Offer to Purchase (the "Offer to Purchase") and the related Letter of Transmittal, each dated today.

## The Tender Offers

The Tender Offers consist of two separate offers: an Any and All Tender Offer and a Maximum Tender Offer, both made pursuant to the Offer to Purchase, which sets forth a comprehensive description of the terms of each of the Tender Offers.

In the Any and All Tender Offer, ProLogis is offering to purchase any and all of the six series of notes listed in the table below.

In the Maximum Tender Offer, ProLogis is offering to purchase, subject to the maximum tender amount described below and any resulting prorations, the notes of the series listed below in the preferential order of the acceptance priority levels identified in the table below.

CUSIP Number	Title of Security	Principal Amount Outstanding (US\$)	Acceptance Priority Level	Reference U.S. Security Treasury	Bloomberg Reference Page	Fixed Spread (basis points)	Fixed Price (US\$) (1)	Early Tender Payment (1) (2)
Offer for Notes Listed Below: Any and All Tender Offer								
743410	Notes							
AJ1	due November 15, 2015	\$387,930,000	N/A	1.250% due October 31, 2015	PX6	250	N/A	N/A
743410	Notes							
AL6	due April 1, 2016	\$378,531,000	N/A	1.250% due October 31, 2015	PX6	255	N/A	N/A
743410	Notes							
AN2	due November 15, 2016	\$550,000,000	N/A	1.250% due October 31, 2015	PX6	260	N/A	N/A
81413	Notes							
WAA8	due	\$80,000,000	N/A	7.810% N/A	N/A	N/A	\$1,100.00	N/A

February  
1, 2015

9.340%

814138 Notes

AB9	due	\$27,000,000	N/A	N/A	N/A	N/A	\$1,192.50	N/A
	March 1,							
	2015							

8.650%

814138 Notes

AJ2	due May	\$45,000,000	N/A	N/A	N/A	N/A	\$1,170.00	N/A
	15, 2016							

Offer for Notes Listed Below: Maximum Tender Offer

7.375%

743410 Notes

AV4	due	\$600,000,000	1	2.625%	due				
	October				August	PX7	260	N/A	\$30.00
	30, 2019				15, 2020				

6.875%

743410 Notes

AW2	due	\$800,000,000	2	2.625%	due				
	March				August	PX7	255	N/A	\$30.00
	15, 2020				15, 2020				

7.625%

743410 Notes

AU6	due	\$350,000,000	3	1.250%	due				
	August				October	PX6	185	N/A	\$30.00
	15, 2014				31, 2015				

6.625%

743410 Notes

AT9	due May	\$600,000,000	4	2.625%	due				
	15, 2018				August	PX7	230	N/A	\$30.00
					15, 2020				

7.625%

814138 Notes

AK9	due July	\$100,000,000	5	2.625%	due				
	1, 2017				August	PX7	190	N/A	\$30.00
					15, 2020				

6.250%

743410 Notes

AX0	due	\$300,000,000	6	2.625%	due				
	March				August	PX7	185	N/A	\$30.00
	15, 2017				15, 2020				

5.500%

743410 Notes

AE2	due	\$61,443,000	7	0.500%	due				
	March 1,				October	PX5	215	N/A	\$30.00
	2013				15, 2013				

5.500%

743410 Notes

AK8	due	\$58,935,000	8	0.375%	Due				
	April 1,				October	PX4	215	N/A	\$30.00
	2012				31, 2012				

(1) Per \$1,000 principal amount of notes validly tendered and accepted for purchase.  
Does not include accrued interest, which will be paid on notes accepted for purchase.

(2) Included in the total consideration for notes validly tendered and not validly  
withdrawn in the Maximum Tender Offer at or prior to the Early Tender Time.

ProLogis is offering to purchase the maximum aggregate principal amount of notes in the Maximum Tender Offer that it can purchase (including accrued interest) for up to the positive difference (if any) between \$1.4 billion and the total consideration that is paid (including accrued interest) for the notes purchased through the Any and All Tender Offer. If the aggregate purchase price for the notes accepted for purchase in the Any and All Tender Offer (including accrued interest) equals or exceeds \$1.4 billion, then the Maximum Tender Offer will be terminated and no Maximum Tender Notes will be accepted for purchase. The acceptance of any tendered notes subject to the Maximum Tender Offer may be subject to proration, as described in the Offer to Purchase.

The Any and All Tender Offer is scheduled to expire at 5:00 pm, New York City (NYC) time, on November 15, 2010 (the "Any and All Expiration Time"), unless extended or earlier terminated by ProLogis at its sole discretion. Holders of notes subject to the Any and All Tender Offer must validly tender and not validly withdraw their notes at or prior to the Any and All Expiration Time to be eligible to receive the applicable total consideration (as described below).

The Maximum Tender Offer is scheduled to expire at 11:59 pm, NYC time, on December 6, 2010 (the "Maximum Tender Expiration Time"), unless extended or earlier terminated by ProLogis, at its sole discretion. Holders of notes subject to the Maximum Tender Offer must validly tender and not validly withdraw their notes at or prior to 5:00 pm, NYC time, on November 19, 2010 ("the Early Tender Time"), unless extended or earlier terminated by ProLogis at its sole discretion, to be eligible to receive the applicable total consideration, which includes an early tender payment, outlined in the table above. Holders of notes subject to the Maximum Tender Offer who tender their notes after the Early Tender Time and at or prior to the Maximum Tender Expiration Time, will be eligible to receive the applicable tender offer consideration, which is the total consideration minus the early tender payment, outlined in the table above. The applicable total consideration or tender offer consideration will only be paid to holders of tendered notes that are subject to the Maximum Tender Offer to the extent that ProLogis accepts such notes for purchase. Holders of notes subject to the Maximum Tender Offer may not withdraw their tendered notes after the early tender time, subject to applicable law.

The total consideration for each \$1,000 principal amount of notes validly tendered and accepted for payment pursuant to the Tender Offers, except for the notes with a fixed price, will be determined in the manner described in the Offer to Purchase by reference to a fixed

spread specified for each series of notes over the yield based on the bid side price of the U.S. Treasury Security specified for each series of notes on the front page of the Offer to Purchase or in the table above, as calculated by the dealer managers at 2:00 pm, NYC time, on November 15, 2010, for the Any and All Tender Offer, and 2:00 pm, NYC time, on November 19, 2010, for the Maximum Tender Offer. In addition to the total consideration or the tender offer consideration, as applicable, accrued and unpaid interest on the purchased notes will be paid from the applicable last interest payment date to, but not including, the applicable settlement date for such purchased notes.

The applicable settlement dates for the Tender Offers will follow promptly after the applicable expiration times.

The Dealer Managers for the Tender Offers are Deutsche Bank Securities Inc., RBC Capital Markets, LLC and RBS Securities Inc. Questions regarding the Tender Offers may be directed to Deutsche Bank at 866-627-0391 (toll-free) or 212-250-2955 (collect); RBC Capital Markets at 877-381-2099 (toll-free) and 212-618-7822 (collect); or RBS at 877-297-9832 (toll-free) and 203-897-6145 (collect). Copies of the Offer to Purchase and the related Letter of Transmittal may be obtained from the Information Agent, Global Bondholder Services Corporation at 866-470-4200 (toll-free) or 212-430-3774 (collect) or in writing at 65 Broadway, Suite 404, New York, NY 10006.

The Tender Offers are subject to the satisfaction of certain conditions set forth in the Offer to Purchase and the related Letter of Transmittal. If any of the conditions are not satisfied, ProLogis will not be obligated to accept for payment, purchase or pay for, and may delay the acceptance for payment of, any tendered notes, in each event subject to applicable laws and may terminate the Tender Offers. The Tender Offers are not conditioned on the tender of a minimum principal amount of notes. ProLogis is not soliciting consents from holder of notes in connection with the Tender Offers.

This press release is neither an offer to purchase, nor a solicitation of an offer to sell the notes or any other securities. ProLogis is making the Tender Offers only by, and pursuant to, the terms of the Offer to Purchase and the related Letter of Transmittal. The Tender Offers are not being made in any jurisdiction in which the making of or acceptance thereof would not be in compliance with the securities laws, blue sky laws or other laws of such jurisdiction. None of ProLogis, the Dealer Managers, the Depositary or the Information Agent make any recommendation as to whether holders should tender or refrain from tendering their notes. Holders must make their own decision as to whether to tender notes and, if so, the principal amount of the notes to tender.

### **About ProLogis**

ProLogis is the leading global provider of distribution facilities, with more than 475 million square feet of industrial space (44 million square meters) in markets across North America, Europe and Asia. The company leases its industrial facilities to more than 4,400 customers, including manufacturers, retailers, transportation companies, third-party logistics providers and other enterprises with large-scale distribution needs.

**The statements above 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, they 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, general conditions in the geographic areas where we operate 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, (v) maintenance of real estate investment trust ("REIT") status, (vi) availability of financing and capital, (vii) changes in demand for developed properties, and (viii) 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 press release.

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