

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

LARP  
**0634500**  
Alison Lundergan Grimes  
KY Secretary of State  
Received and Filed  
5/6/2013 4:17:13 PM  
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Alison Lundergan Grimes  
Secretary of State  
P. O. Box 1150  
Frankfort, KY 40602-1150  
(502) 564-3490  
<http://www.sos.ky.gov>

**Annual Report  
Online Filing**

**ARP**

**Company:** DISTRIBUTION FUNDING II, LLC  
**Company ID:** 0634500  
**State of origin:** Delaware  
**Formation date:** 3/15/2006 12:00:00 AM  
**Date filed:** 5/6/2013 4:17:13 PM  
**Fee:** \$15.00

**Principal Office**

PROLOGIS, INC.  
PIER 1 BAY 1  
ATTN: LEGAL DEPT  
SAN FRANCISCO, CA 94111

**Registered Agent Name/Address**

CSC-LAWYERS INCORPORATING SERVICE COMPANY  
421 WEST MAIN STREET  
FRANKFORT, KY 40601

**Members/Managers**

Member ProLogis Second U.S. Properties LP Pier 1 Bay 1 San Francisco CA 94111

**Signatures**

**Signature** Michael T. Blair  
**Title** Managing Director/Assistant Secretary