

WELLS REAL ESTATE INVESTMENT TRUST INC

Form SC TO-T/A

June 06, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 2)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

Wells Real Estate Investment Trust, Inc.

(Name of Subject Company (Issuer))

Lex-Win Acquisition LLC, The Lexington Master Limited Partnership, Lexington Realty Trust, WRT Realty, L.P and Winthrop Realty Trust

(Names of Filing Persons) (Offerors)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

949906101

(CUSIP Number of Class of Securities)

Michael L. Ashner
c/o Winthrop Realty Trust
Two Jericho Plaza Wing A
Suite 111
Jericho, New York 11753
Tel: 212-822-0022
Fax: 212-433-2777

David J. Heymann
Post Heymann & Koffler LLP
Two Jericho Plaza, Wing A
Suite 211
Jericho, New York 11753
Tel: 516-681-3636
Fax: 516-433-2777

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Calculation of Filing Fee

Transaction valuation*
\$225,000,000

Amount of Filing Fee
\$6,908

* For purposes of the filing fee only assumes the purchase of 25,000,000 shares at a purchase price of \$9.00 per share in cash.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$6,908

Form or Registration No.: SC TO-T

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Filing Party: Lex-Win Acquisition LLC

Date Filed: _May 25, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

TENDER OFFER

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the Schedule TO) filed by Lex-Win Acquisition LLC (the Purchaser) with the Securities and Exchange Commission (SEC) on May 25, 2007, as amended by Amendment No. 1 filed with the SEC on May 29, 2007, to purchase up to 25,000,000 shares of common stock (the Shares) in Wells Real Estate Investment Trust, Inc. (the Corporation), as set forth in the Schedule TO.

Item 4. Terms of Transaction of the Schedule TO is hereby amended by adding the following

On June 1, 2007, the Corporation announced that it had declared a dividend for the second quarter of 2007 in the amount of \$0.1467 per Share payable to stockholders of record of the Corporation on June 15, 2007, which dividend is to be paid during June 2007 on a date determined by the President of the Corporation. As stated in the Purchaser s Offer to Purchase, the offer price of \$9.00 per Share being offered by the Purchaser will not be reduced by this dividend.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LEX-WIN ACQUISITION LLC

By: The Lexington Master Limited Partnership
Member

By: Lex GP-1 Trust
General Partner

By: /s/ Michael L. Ashner
Michael L. Ashner
Chief Executive Officer

THE LEXINGTON MASTER LIMITED PARTNERSHIP

By: Lex GP-1 Trust
General Partner

By: /s/ Michael L. Ashner
Michael L. Ashner
Chief Executive Officer

LEX GP-1 TRUST

By: /s/ Michael L. Ashner
Michael L. Ashner
Chief Executive Officer

LEXINGTON REALTY TRUST

By: /s/ T. Wilson Eglin
T. Wilson Eglin
Chief Executive Officer

WRT REALTY, L.P.

By: Winthrop Realty Trust General Partner

By: /s/ Peter Braverman
Peter Braverman
President

WINTHROP REALTY TRUST

By: /s/ Peter Braverman
Peter Braverman
President

Dated: June 6, 2007