SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1
TO
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) December 21, 2001

Wells Real Estate Investment Trust, Inc.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation)

0-25739	58-2328421
(Commission File Number)	(IRS Employer Identification No.)

6200 The Corners Parkway, Suite 250, Norcross, Georgia 30092
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (770) 449-7800

(Former name or former address, if changed since last report)

INFORMATION TO BE INCLUDED IN THE REPORT

Wells Real Estate Investment Trust, Inc. (the "Registrant") hereby amends its Current Report on Form 8-K dated December 21, 2001 to provide the required financial statements of the Registrant relating to the acquisitions by the Registrant of the Convergys Building located in Tamarac, Florida, the ADIC Buildings located in Parker, Colorado, and the Windy Point Buildings located in Schaumburg, Illinois, as described in such Current Report.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements. The following financial statements of the Registrant are submitted at the end of this Amendment to Current Report and are filed herewith and incorporated herein by reference:

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

WELLS REAL ESTATE INVESTMENT
TRUST, INC. (Registrant)

By: /s/ Leo F. Wells, III
Leo F. Wells, III
President

Date: January 29, 2002

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To Wells Real Estate Investment Trust, Inc.:

We have audited the accompanying statement of revenues over certain operating expenses for the WINDY POINT BUILDINGS for the year ended December 31, 2000. This financial statement is the responsibility of management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of revenues over certain operating expenses is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statement of revenues over certain operating expenses. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As described in Note 2, this financial statement excludes certain expenses that would be comparable with those resulting from the operations of the Windy Point Buildings after acquisition by the Wells Operating Partnership, L.P., a subsidiary of Wells Real Estate Investment Trust, Inc. The accompanying statement of revenues over certain operating expenses was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission and is not intended to be a complete presentation of the Windy Point Buildings' revenues and expenses.

In our opinion, the statement of revenues over certain operating expenses presents fairly, in all material respects, the revenues over certain operating expenses of the Windy Point Buildings for the year ended December 31, 2000 in conformity with accounting principles generally accepted in the United States.

ARTHUR ANDERSEN LLP

Atlanta, Georgia
January 11, 2002

WINDY POINT BUILDINGS

STATEMENTS OF REVENUES

OVER CERTAIN OPERATING EXPENSES

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2001 (UNAUDITED)

AND THE YEAR ENDED DECEMBER 31, 2000 (AUDITED)

	2001	2000
	(Unaudited)	
RENTAL REVENUES	$2,566,407	$2,576,653
OPERATING EXPENSES, net of reimbursements	185,383	144,790
REVENUES OVER CERTAIN OPERATING EXPENSES	$2,381,024	$2,431,863

The accompanying notes are an integral part of these statements.

WINDY POINT BUILDINGS

NOTES TO STATEMENTS OF REVENUES

OVER CERTAIN OPERATING EXPENSES

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2001 (UNAUDITED)

AND THE YEAR ENDED DECEMBER 31, 2000 (AUDITED)

1. ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Description of Real Estate Property Acquired

On December 31, 2001, the Wells Operating Partnership, L.P. ("Wells OP") acquired the Windy Point Buildings from Windy Point of Schaumburg, LLC (the "Seller"). Wells OP is a Delaware limited partnership that was organized to own and operate properties on behalf of Wells Real Estate Investment Trust, Inc., a Maryland corporation. As the sole general partner of Wells OP, Wells Real Estate Investment Trust, Inc. possesses full legal control and authority over the operations of Wells OP. The Seller is not in anyway affiliated with Wells OP.

Zurich American Insurance, Inc. ("Zurich") and TCI Great Lakes, Inc. ("TCI") currently occupy 300,034 square feet and 129,157 square feet, respectively, of the total 486,956 rentable square feet of the two multi-story office buildings comprising the Windy Point Buildings under net lease agreements (the "Zurich Lease" and the "TCI Lease", respectively). The Seller's interests in the Zurich Lease and the TCI Lease were assigned to Wells OP at the closing. The initial term of the Zurich Lease commenced on September 1, 2001 and expires on August 31, 2011. The initial term of the TCI Lease commenced on December 1, 1999 and expires on November 30, 2009. Zurich and TCI have the right to extend their respective leases for two additional periods of five years each at the corresponding then current fair market rental rates.

Under the Zurich lease, Zurich is required to pay, as additional monthly rent, its proportionate share of all controllable costs including, but not limited to, costs for electricity, fuel, insurance, snow removal and the wages for union employees. Beginning with the third lease year, controllable expenses for any lease year shall not exceed an amount equal to the product of total actual controllable expenses for the preceding lease year multiplied by 1.04. Zurich is also required to pay its proportionate share of property taxes not to exceed (a) for calendar year 2001: $1.63 per rentable square foot, and (b) for calendar year 2002 and thereafter: the sum of $3.17, plus the amount which $1.63 exceeded actual controllable costs during calendar year 2001, per rentable square foot. Under the TCI lease, TCI is required to pay, as additional monthly rent, its proportionate share of operating expenses and property taxes subject to the following limitations: (a) for the first lease year: not to exceed $7.36 per rentable square foot, (b) for the second lease year: not to exceed $9.14 per rentable square foot, (c) for the third lease year: no limitations, and (d) for the fourth lease year and thereafter: not to exceed more than 5% of controllable costs for the immediately preceding lease year, including cleaning and landscaping services. Under the TCI lease, the following items are specifically excluded from the definition of controllable costs: electricity, fuels, insurance, snow-plowing, and wages of union employees. Wells OP will be responsible for repairing and maintaining all structural elements of the premises including the roof, exterior walls and windows, parking areas, walkways, internal common areas, building systems including plumbing, heating, ventilating and air conditioning, and providing landscaping services.

The remaining rentable square footage of the Windy Point Buildings is occupied by the following tenants: Global Knowledge Network, Inc. (22,028 square feet), National SemiConductor Corporation (6,294 square feet), Cushman & Wakefield (1,121 square feet), and G&R Service Management II, Inc. (1,469 square feet). Additionally, SprintCom, Inc. leases an antenna on the roof of the Windy Point Buildings, which is not included in the property's total rentable square footage.

Rental Revenues

Rental income is recognized on a straight-line basis over the terms of respective leases.

2. Basis of Accounting

The accompanying statements of revenues over certain operating expenses are presented on the accrual basis. These statements have been prepared in accordance with the applicable rules and regulations of the Securities and Exchange Commission for real estate properties acquired. Accordingly, these statements exclude certain historical expenses, such as depreciation, interest, and management fees. Therefore, these statements are not comparable to the operations of the Windy Point Buildings after acquisition by Wells OP.

WELLS REAL ESTATE INVESTMENT TRUST, INC.

UNAUDITED PRO FORMA FINANCIAL STATEMENTS

The following unaudited pro forma balance sheet as of September 30, 2001 has been prepared to give effect to the acquisition of the ADIC Buildings by Wells XIII-REIT Joint Venture, a joint venture partnership between Wells Real Estate Fund XIII, L.P. and Wells Operating Partnership, L.P. ("Wells OP"), and the acquisitions of the Convergys Building, and the Windy Point Buildings by Wells OP as if the acquisitions occurred on September 30, 2001.

The following unaudited pro forma statement of income (loss) for the nine months ended September 30, 2001 had been prepared to give effect to the acquisitions of the Comdata Building, the AmeriCredit Building, the State Street Building, the IKON Buildings, the Ingram Micro Distribution Facility, the Lucent Building, the Nissan Property (collectively, the "Prior Acquisitions"), the ADIC Buildings, the Convergys Building, and the Windy Point Buildings as if the acquisitions occurred on January 1, 2001.

The following unaudited pro forma statement of income (loss) for the year ended December 31, 2000 has been prepared to give effect to the acquisitions of the Comdata Building, the State Street Bank Building, the IKON Buildings, the Ingram Micro Distribution Facility, the Lucent Building (collectively, the "Prior Acquisitions"), and the Windy Point Buildings as if the acquisitions occurred on January 1, 2000. Operations commenced during 2001 for the following properties acquired: The AmeriCredit Building (June 2001), the Convergys Building (September 2001), and the ADIC Buildings (December 2001). The Nissan Property had no operations during 2001 or 2000.

Wells OP is a Delaware limited partnership that was organized to own and operate properties on behalf of the Wells Real Estate Investment Trust, Inc., a Maryland corporation. As the sole general partner of Wells OP, Wells Real Estate Investment Trust, Inc. possesses full legal control and authority over the operations of Wells OP. Accordingly, the accounts of Wells OP are consolidated with the accompanying pro forma financials statements of Wells Real Estate Investment Trust, Inc.

These unaudited pro forma financial statements are prepared for informational purposes only and are not necessarily indicative of future results or of actual results that would have been achieved had the acquisitions of the Comdata

Building, the AmeriCredit Building, the State Street Bank Building, the IKON Buildings, the Ingram Micro Distribution Facility, the Lucent Building, the Nissan Property, the ADIC Buildings, the Convergys Building, and the Windy Point Buildings been consummated at the beginning of the periods presented.

As of September 30, 2001, the date of the accompanying pro forma balance sheet, Wells OP held cash of $11,132,382. The additional cash used to purchase the Convergys Building, and the Windy Point Buildings, including deferred project costs paid to Wells Capital, Inc. (an affiliate of Wells OP), was raised through the issuance of additional shares subsequent to September 30, 2001. This balance is reflected as purchase consideration payable in the accompanying pro forma balance sheet.

WELLS REAL ESTATE INVESTMENT TRUST, INC.

PRO FORMA BALANCE SHEET

SEPTEMBER 30, 2001

(UNAUDITED)

ASSETS

	Wells Real Estate Investment Trust, Inc.	Pro Forma Adjustments			Pro Forma Total
		ADIC Buildings	Convergys	Windy Point Buildings	
REAL ESTATE ASSETS, at cost:					
Land	$ 73,985,267	$ 0	$ 3,500,000 (a) 145,833 (d)	$ 7,960,000(a) 331,667(d)	$ 85,922,767
Buildings, less accumulated depreciation of $19,810,895	381,590,591	0	9,997,361 (a) 416,557 (d)	79,755,625(a) 3,323,151(d)	475,083,285
Construction in progress	2,202,200	0		0	2,202,200
Total real estate assets	457,778,058	0	14,059,751	91,370,443	563,208,252
CASH AND CASH EQUIVALENTS	11,132,382	(6,671,075)(a)	(4,461,307)(a)	0	0
INVESTMENT IN JOINT VENTURES	71,060,872	6,949,036 (b)	0	0	78,009,908
INVESTMENT IN BONDS	22,000,000	0	0	0	22,000,000
ACCOUNTS RECEIVABLE	5,675,988	0	0	0	5,675,988
DEFERRED LEASE ACQUISITION COSTS	1,662,822	0	0	0	1,662,822
DEFERRED PROJECT COSTS	475,811	(277,961)(c)	(197,850)(d)	0	0
DEFERRED OFFERING COSTS	0	0	0	0	0
DUE FROM AFFILIATES	1,649,205	0	0	0	1,649,205
PREPAID EXPENSES AND OTHER ASSETS	994,809	0	0	0	994,809
Total assets	$572,429,947	$ 0	$ 9,400,594	$91,370,443	$673,200,984

LIABILITIES AND SHAREHOLDERS' EQUITY

	Wells Real Estate Investment Trust, Inc.	Pro Forma Adjustments: ADIC Buildings	Convergys	Windy Point Buildings	Pro Forma Total
LIABILITIES:					
Accounts payable and accrued expenses	$ 5,475,619	$ 0	$ 0	$ 0	$ 5,475,619
Notes payable	49,148,162	0	0	0	49,148,162
Purchase Consideration Payable	0	0	9,036,054 (a)	87,715,625(a)	96,751,679
Dividends payable	1,071,657	0	0	0	1,071,657
Due to affiliate	247,131	0	364,540 (d)	3,654,818(d)	4,266,489
Deferred rental income	0	0	0	0	0
Total liabilities	55,942,569	0	9,400,594	91,370,443	156,713,606
COMMITMENTS AND CONTINGENCIES					
MINORITY INTEREST OF UNIT HOLDER IN OPERATING PARTNERSHIP	200,000	0	0	0	200,000
SHAREHOLDERS' EQUITY:					
Common shares, $.01 par value; 125,000,000 shares authorized, 61,287,300 shares issued and 60,932,270 shares outstanding	612,872	0		0	612,872
Additional paid-in capital	519,224,798	0	0	0	519,224,798
Treasury stock, at cost, 355,029 shares	(3,550,292)	0	0	0	(3,550,292)
Total shareholders' equity	516,287,378	0	0	0	516,287,378
Total liabilities and shareholders' equity	$572,429,947	$ 0	$9,400,594	$91,370,443	$673,200,984

(a) Reflects Wells Real Estate Investment Trust, Inc.'s purchase price for the land and building.

(b) Reflects Wells Real Estate Investment Trust, Inc.'s contribution to Wells XIII-REIT Joint Venture

(c) Reflects deferred project costs contributed to Wells XIII-REIT Joint Venture at approximately 4.17% of the purchase price.

(d) Reflects deferred project costs applied to the land and building at approximately 4.17% of the purchase price.

WELLS REAL ESTATE INVESTMENT TRUST, INC.

PRO FORMA STATEMENT OF INCOME (LOSS)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2001

(UNAUDITED)

	Wells Real Estate Investment Trust, Inc.	Pro Forma Adjustments: Prior Acquisitions	Convergys	Windy Point Buildings	Pro Forma Total
REVENUES:					
Rental income	$31,028,212	$ 8,738,526 (a)	$116,533(a)	$2,566,407(a)	$42,449,678
Equity in income of joint ventures	2,621,647	328,061 (b) 107,410 (c)	0	0	3,057,118
Interest income	418,998	(418,998)(d) 1,320,000 (e)	0	0	0 1,320,000
	34,068,857	10,074,999	116,533	2,566,407	46,826,796
EXPENSES:					
Depreciation and amortization	10,341,242	2,554,687(f)	34,713(f)	2,492,363(f)	15,423,005
Interest	2,957,262	3,674,732(g) 1,320,000(h)	0	0	7,951,994
Operating costs, net of reimbursements	3,168,273	2,819,212(i)	600(i)	185,383 (i)	6,173,468
Management and leasing fees	1,749,849	393,234(j)	5,244(j)	115,488 (j)	2,263,815
General and administrative	700,803	0	0	0	700,803
Amortization of deferred financing costs	528,715	0	0	0	528,715
Legal and accounting	199,333	0	0	0	199,333
	19,645,477	10,761,865	40,557	2,793,234	33,241,133
NET INCOME (LOSS)	$14,423,380	$ (686,866)	$ 75,976	$ (226,827)	$13,585,663

EARNINGS PER SHARE, basic and diluted	$0.33				$0.31
WEIGHTED AVERAGE SHARES, basic and diluted	43,707,212				43,707,212

(a) Rental income is recognized on a straight-line basis.
(b) Reflects Wells Real Estate Investment Trust, Inc.'s equity in income of Wells XII-REIT Joint Venture, a joint venture partnership between Wells Real Estate Fund XII, L.P. and Wells OP, related to the acquisition of the Comdata Building. The pro forma adjustment results from rental revenues less operating expenses, management fees and depreciation.
(c) Reflects Wells Real Estate Investment Trust, Inc.'s equity in income of Wells XIII-REIT Joint Venture related to the acquisition of the AmeriCredit Building. The pro forma adjustment results from rental revenues less operating expenses, management fees and depreciation.
(d) Represent forgone interest income related to cash utilized to purchase the prior acquisitions.
(e) Represents interest income on the $22,000,000 investment in bonds due from the Industrial Development Authority, which earns interest at 8% per annum.
(f) Depreciation expense on the buildings is recognized using the straight-line method and a 25-year life.
(g) Represents interest expense on the $96,265,863 of cumulative borrowings due to Bank of America, N.A., which bears interest at approximately 6.5% during the period from January 1, 2001 through the respective acquisition dates.
(h) Represents interest expense on the $22,000,000 mortgage note payable to the Industrial Development Authority, which bears interest at 8%.
(i) Consists of nonreimbursable operating expenses.
(j) Management and leasing fees are calculated at 4.5% of rental income.

WELLS REAL ESTATE INVESTMENT TRUST, INC.

PRO FORMA STATEMENT OF INCOME (LOSS)

FOR THE YEAR ENDED DECEMBER 31, 2000

(UNAUDITED)

	Wells Real Estate Investment Trust, Inc.	Pro Forma Adjustments: Prior Acquisitions	Pro Forma Adjustments: Windy Point Buildings	Pro Forma Total
REVENUES:				
Rental income	$20,505,000	$ 8,572,880 (a)	$ 2,576,653(a)	$31,654,533
Equity in income of joint ventures	2,293,873	930,181 (b)	0	3,224,054
Interest income	520,924	(520,924)(c)	0	0
	0	1,760,000 (d)	0	1,760,000
Other income	53,409	0	0	53,409
	23,373,206	10,742,137	2,576,653	36,691,996
EXPENSES:				
Depreciation and amortization	7,743,551	3,868,420 (e)	3,323,151(e)	14,935,122
Interest	4,199,461	7,053,062 (f)	0	13,012,523
		1,760,000 (g)		
Operating costs, net of reimbursements	888,091	553,347 (h)	144,790(h)	1,586,228
Management and leasing fees	1,309,974	385,780 (i)	115,488(i)	1,811,242
General and administrative	426,680	0	0	426,680
Legal and accounting	240,209	0	0	240,209
Computer costs	12,273	0	0	12,273

	14,820,239	13,620,609	3,583,429	32,024,277
NET INCOME (LOSS)	$ 8,552,967	$ (2,878,472)	$ (1,006,776)	$ 4,667,719
EARNINGS PER SHARE, basic and diluted	$0.40			$0.22
WEIGHTED AVERAGE SHARES, basic and diluted	21,382,418			21,382,418

(a) Rental Income is recognized on a straight-line basis.
(b) Reflects Wells Real Estate Investment Trust, Inc.'s equity in income of Wells XII-REIT Joint Venture, a joint venture partnership between Wells Real Estate Fund XII, L.P. and Wells OP, related to the acquisition of the Comdata Building. The pro forma adjustment results from rental revenues less operating expenses, management fees and depreciation.
(c) Represent forgone interest income related to cash utilized to purchase the prior acquisitions.
(d) Represents interest income on the $22,000,000 investment in bonds due from the Industrial Development Authority, which earns interest at 8%.
(e) Depreciation expense on the buildings is recognized using the straight-line method and a 25-year life.
(f) Represents interest expense on the $85,525,863 of cumulative borrowings due to Bank of America, N.A., which bears interest at approximately 8.3% during the year ended December 31, 2000.
(g) Represents interest expense on the $22,000,000 mortgage note payable to the Industrial Development Authority, which bears interest at 8%.
(h) Consists of nonreimbursable operating expenses.
(i) Management and leasing fees are calculated at 4.5% of rental income.