

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO (Amendment No. 1)

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

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Post Heymann & Koffler LLP
Two Jericho Plaza, Wing A
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(Name, address, and telephone numbers of person authorized to receive notices and
communications on behalf of filing persons)

Calculation of Filing Fee

<u>Transaction valuation*</u>	<u>Amount of Filing Fee</u>
\$225,000,000	\$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.

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
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. 1 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 on May 25, 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.

The Schedule TO is hereby amended as follows:

Item 12. Exhibits

(a)(7) Press Release dated May 29, 2007

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: May 29, 2007

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(7)	Press Release dated May 29, 2007*

* Filed herewith.

Contact: Beverly Bergman of Winthrop Realty Trust, +1-617-570-4614; or
Carol Merriman, VP Investor Relations & Corporate Development of Lexington Realty Trust,
+1-212-692-7264, cmerriman@lxp.com

FOR IMMEDIATE RELEASE
May 29, 2007

**LEXINGTON REALTY TRUST AND WINTHROP REALTY TRUST
COMMENCE TENDER OFFER FOR 25,000,000 COMMON SHARES
IN WELLS REAL ESTATE INVESTMENT TRUST, INC.**

NEW YORK, May 29 — Lexington Realty Trust (NYSE:LXP) and Winthrop Realty Trust (NYSE:FUR) today announced that on May 25, 2007 Lex-Win Acquisition LLC (“Lex-Win”), a joint venture equally owned through each of their respective operating partnerships, commenced a tender offer to acquire up to 25,000,000 shares of common stock in Wells Real Estate Investment Trust, Inc. at a price per share of \$9.00. The 25,000,000 shares sought represent approximately 5.2% of the outstanding shares in Wells.

Lex-Win’s offer is scheduled to expire at 5:00 p.m. New York time on June 27, 2007 unless the offer is extended. Lex-Win’s offer is being made subject to the terms and conditions set forth in, and solely through its Offer to Purchase, dated May 25, 2007, and the related Letter of Transmittal and any amendments or supplements thereto, and is being made to all holders of shares. Copies of Lex-Win’s Offer to Purchase, the related Letter of Transmittal and other tender offer materials may be obtained from Lex-Win’s information agent for the offer, MacKenzie Partners, Inc., (212) 929-5500 (call collect), or Toll-Free: (800) 322-2885.

This press release is neither an offer to purchase nor a solicitation of an offer to sell shares (as defined below). The offer is made solely by the Offer to Purchase, dated May 25, 2007, and the related Letter of Transmittal and any amendments or supplements thereto, and is being made to all holders of shares. The offer is not being made to (nor will tenders be accepted from or on behalf of) holders of shares in any jurisdiction in which the making of the offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction.

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