

WELLS REAL ESTATE INVESTMENT TRUST INC
Form SC TO-T/A
June 12, 2007

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO (Amendment No. 3)

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, Winthrop Realty Trust, VII Wells Holdings, L.L.C., Starwood Global Opportunity Fund VII-A, L.P., Starwood Global Opportunity Fund VII-B, L.P., Starwood U.S. Opportunity Fund VII-D, L.P. and Starwood U.S. Opportunity Fund VII-D-2, L.P.

(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: 516-822-0022
Fax: 516-433-2777

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*

\$419,000,000

Amount of Filing Fee

\$12,863

*

For purposes of the filing fee only assumes the purchase of 45,000,000 shares at a purchase price of \$9.30 per share in cash.

ý

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.

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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. 3 amends and supplements the Tender Offer Statement on 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 and as further amended by Amendment No. 2 filed with the SEC on June 6, 2007 (as amended, the "Schedule TO"), to purchase up to 25,000,000 shares of common stock (the "Shares") in Wells Real Estate Investment Trust, Inc. (the "Company"), as set forth in the Schedule TO.

Each of VII Wells Holdings, L.L.C., Starwood Global Opportunity Fund VII-A, L.P., Starwood Global Opportunity Fund VII-B, L.P., Starwood U.S. Opportunity Fund VII-D, L.P. and Starwood U.S. Opportunity Fund VII-D-2, L.P., are added as offerors herein because they own, directly or indirectly, as the case may be, an interest in the Purchaser, but are otherwise not participating in the offer described in this Schedule TO.

ITEMS 1 THROUGH 11

Items 1 through 11 of this Schedule TO are hereby amended and supplemented by incorporating by reference the information in Supplement No. 1 to the Offer to Purchase, dated June 12, 2007, which is attached hereto as Exhibit (a)(8), including all schedules thereto.

ITEM 12

Item 12 is amended by adding the following Exhibits.

| Item 12. | Exhibits |
|-----------------|---|
| (a)(8) | Supplement No. 1 to Offer to Purchase dated June 12, 2007 |
| (a)(9) | Letter to Stockholders dated June 12, 2007 |
| (a)(10) | Press Release dated June 12, 2007 |

SIGNATURES

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

STARWOOD GLOBAL OPPORTUNITY FUND, VII-A, L.P.

By: SOF-VII Management, L.L.C.
General Partner

By: Starwood Capital Group Global, L.L.C.
General Manager

By: /s/ JEFFREY LALIBERTE

Authorized Person

STARWOOD GLOBAL OPPORTUNITY FUND, VII-B, L.P.

By: SOF-VII Management, L.L.C.
General Partner

By: Starwood Capital Group Global, L.L.C.
General Manager

By: /s/ JEFFREY LALIBERTE

Authorized Person

STARWOOD U.S. OPPORTUNITY FUND, VII-D, L.P.

By: SOF-VII Management, L.L.C.
General Partner

By: Starwood Capital Group Global, L.L.C.
General Manager

By: /s/ JEFFREY LALIBERTE

Authorized Person

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STARWOOD U.S. OPPORTUNITY FUND, VII-D-2, L.P.

By: SOF-VII Management, L.L.C.
General Partner

By: Starwood Capital Group Global, L.L.C.
General Manager

By: /s/ JEFFREY LALIBERTE

Authorized Person

VII WELLS HOLDINGS, L.L.C.

By: /s/ JEFFREY LALIBERTE

Authorized Person

Dated: June 12, 2007

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