WEINGARTEN REALTY INVESTORS /TX/
Form 8-K
July 20, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 31, 2003

WEINGARTEN REALTY INVESTORS
(Exact name of Registrant as specified in its Charter)

Texas	1-9876	74-1464203
(State or other jurisdiction of incorporation or organization)	(Commission file number)	(I.R.S. Employer Identification Number)

2600 Citadel Plaza Drive, Suite 300, Houston, Texas 77008
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (713) 866-6000

Not applicable
(Former name or former address, if changed since last report)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

During the year ended December 31, 2003, we acquired sixteen retail shopping centers and five industrial projects. Material factors considered in each of the acquisitions made by us include historical and prospective financial performance of the center, credit quality of the tenancy, local and regional demographics, location and competition, ad valorem tax rates, condition of the property and the related anticipated level of capital expenditures required. The total investment in acquisitions during 2003 was $414 million. Audited financial statements for seven of the properties, Lincoln Place II, Siempre Viva Business Park, Fiesta Trails, Highlands Ranch University Park, Overton Park Plaza, West Jordan Town Center and Taylorsville Town Center (the "Acquired Properties"), are submitted in ITEM 7. below. Unaudited pro forma financial information on the Acquired Properties and other acquisitions are submitted in ITEM 7. below.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

The following financial statements, pro forma financial statements and exhibits are filed as part of this report:

(a) Financial statements of businesses acquired:

1. Lincoln Place II

(i) Independent Auditors' Report

(ii) Statement of Revenues and Certain Expenses for the Year Ended December 31, 2002

(iii) Notes to Statement of Revenues and Certain Expenses

2. Siempre Viva Business Park

(i) Independent Auditors' Report

(ii) Statement of Revenues and Certain Expenses for the Year Ended December 31, 2002

(iii) Notes to Statement of Revenues and Certain Expenses

3. Fiesta Trails

(i) Independent Auditors' Report

(ii) Statement of Revenues and Certain Expenses for the Year Ended December 31, 2002

(iii) Notes to Statement of Revenues and Certain Expenses

4. Highlands Ranch University Park

(i) Independent Auditors' Report

(ii) Statement of Revenues and Certain Expenses for the Year Ended December 31, 2002

(iii) Notes to Statement of Revenues and Certain Expenses

5. Overton Park Plaza

(i) Independent Auditors' Report

(ii) Statement of Revenues and Certain Expenses for the Year Ended December 31, 2002

(iii) Notes to Statement of Revenues and Certain Expenses

6. West Jordan Town Center

(i) Independent Auditors' Report

(ii) Statement of Revenues and Certain Expenses for the Year Ended December 31, 2002

(iii) Notes to Statement of Revenues and Certain Expenses

7. Taylorsville Town Center

(i) Independent Auditors' Report

(ii) Statement of Revenues and Certain Expenses for the Year Ended December 31, 2002

(iii) Notes to Statement of Revenues and Certain Expenses

(b) Pro Forma Condensed Financial Statement (unaudited) of Weingarten Realty Investors, the Acquired Properties and Other Acquisitions

1. Pro Forma Condensed Statement of Consolidated Income for the Year Ended December 31, 2003

2. Pro Forma Condensed Balance Sheet as of December 31, 2003

3. Notes and Significant Assumptions

4. Statement of Estimated Taxable Operating Results and Cash to be Made Available by Operations for the Year Ended December 31, 2003

(c) Exhibits:

Included herewith is Exhibit No. 23.1, the Consent of Independent Registered Public Accounting Firm

INDEPENDENT AUDITORS' REPORT

To the Board of Trust Managers and Shareholders of
Weingarten Realty Investors:

We have audited the accompanying statement of revenues and certain expenses (the "Historical Summary") of Lincoln Place II (the "Property") for the year ended December 31, 2002. This Historical Summary is the responsibility of the Property's management. Our responsibility is to express an opinion on the

Historical Summary based on our audit.

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

The accompanying Historical Summary was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in Form 8-K of Weingarten Realty Investors) as described in Note 2 to the Historical Summary and is not intended to be a complete presentation of the Property's revenues and expenses.

In our opinion, the Historical Summary presents fairly, in all material respects, the revenues and certain expenses, as described in Note 2 to the Historical Summary, of Lincoln Place II for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP
Houston, Texas
May 27, 2004

LINCOLN PLACE II
STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

REVENUES:	
Rental	$771,668
Tenant reimbursements	88,145
Total Revenues	859,813
CERTAIN EXPENSES:	
Property operating and maintenance	77,244
Ad valorem taxes	40,022
Total Certain Expenses	117,266
EXCESS OF REVENUES OVER CERTAIN EXPENSES	$742,547

See accompanying notes to statement of revenues and certain expenses.

LINCOLN PLACE II
NOTES TO STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

1. ORGANIZATION

The accompanying statement of revenues and certain expenses (the "Historical Summary") includes the operations of Lincoln Place II (the "Property"). The development of this property was substantially completed in 2002 and was purchased by Weingarten Realty Investors (the "Company") on June 24, 2003 from Lincoln Place II, Inc. and Forum Acquisitions, Inc. This acquisition is a 168,000 square foot center in Fairview Heights, Illinois, and is anchored by Linens N Things, Marshall's, Office Depot, Old Navy, Supermarket of Shoes and Ultimate Electronics. The Property was 96.9% occupied as of December 31, 2002. No single tenant had minimum rentals exceeding 18.3% of the total minimum rentals for the year ended December 31, 2002.

The Company is a Texas real estate investment trust, which is primarily involved in the acquisition, development, and management of real estate, consisting mostly of neighborhood and community shopping centers and, to a lesser extent, industrial properties.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying Historical Summary has been prepared for the purpose of complying with the provisions of Article 3.14 of Regulation S-X promulgated by the Securities and Exchange Commission (the "SEC"), which requires certain information with respect to real estate operations to be included with certain filings with the SEC. The Historical Summary for the year ended December 31, 2002 includes the historical revenues and certain operating expenses of the Property, exclusive of interest, management fees, corporate level general and administrative expenses and depreciation and amortization, which may not be comparable to the future operations of the Property.

Revenue Recognition - Rental revenue is generally recognized on a straight-line basis over the life of the lease. Rental revenue includes revenue based on a percentage of tenants' sales, which is recognized only after the tenant exceeds their sales breakpoint. All leases have been accounted for as operating leases. Tenant reimbursements represent revenues from tenants for reimbursements of taxes, maintenance expenses and insurance, which is recognized in the period the related expense is recorded.

Repairs and Maintenance - expenditures for repairs and maintenance are expensed as incurred.

Use of Estimates - The preparation of the financial statement in conformity with accounting principles generally accepted in the United States of America requires the Property's management to make estimates and assumptions that affect amounts reported in the financial statement as well as certain disclosures. Actual results could differ from those estimates.

3. RENTALS UNDER OPERATING LEASES

Future minimum rental income from non-cancelable operating leases at December 31, 2002 is as follows:

2003	$ 2,160,148
2004	2,160,148
2005	2,161,836
2006	2,166,900
2007	2,135,400
Thereafter	14,084,572

The future minimum lease payments do not include estimates for tenant reimbursements nor amounts based on a percentage of the tenants' sales. No percentage rental income was recognized for the year ended December 31, 2002, and tenant reimbursements totaled $88,145 for the year ended December 31, 2002.

INDEPENDENT AUDITORS' REPORT

To the Board of Trust Managers and Shareholders of
Weingarten Realty Investors:

We have audited the accompanying statement of revenues and certain expenses (the "Historical Summary") of Siempre Viva Business Park (the "Property") for the year ended December 31, 2002. This Historical Summary is the responsibility of the Property's management. Our responsibility is to express an opinion on the Historical Summary based on our audit.

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

The accompanying Historical Summary was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in Form 8-K of Weingarten Realty Investors) as described in Note 2 to the Historical Summary and is not intended to be a complete presentation of the Property's revenues and expenses.

In our opinion, the Historical Summary presents fairly, in all material respects, the revenues and certain expenses, as described in Note 2 to the Historical Summary, of Siempre Viva Business Park for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP
Houston, Texas
May 27, 2004

SIEMPRE VIVA BUSINESS PARK
STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

REVENUES:	
Rental	$2,309,467
Tenant reimbursements	446,314
Total Revenues	2,755,781
CERTAIN EXPENSES:	
Property operating and maintenance	191,331
Ad valorem taxes	174,419
Total Certain Expenses	365,750
EXCESS OF REVENUES OVER CERTAIN EXPENSES	$2,390,031

See accompanying notes to statement of revenues and certain expenses.

SIEMPRE VIVA BUSINESS PARK
NOTES TO STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

1. ORGANIZATION

The accompanying statement of revenues and certain expenses (the "Historical Summary") includes the operations of Siempre Viva Business Park (the "Property"). The Property includes seven industrial buildings aggregating

727,000 square feet that are located in San Diego, California. The Property was purchased by Weingarten Realty Investors (the "Company") and two wholly-owned entities of the Company, WRI Siempre Viva 345, LLC and WRI Siempre Viva 7 and 8, LLC, on September 9, 2003 from four different sellers, Siempre Viva Business Park 2, LLC, Siempre Viva Business Park, LLC, Siempre Viva Business Park 78, LLC and Siempre Viva Business Park East, LLC. The Property was 60.1% occupied as of December 31, 2002, and is anchored by UPS Supply Chain Solutions, Hitachi, Triboro Electric Company and Bose Corporation. No single tenant had minimum rentals exceeding 20.4% of the total minimum rentals for the year ended December 31, 2002.

The Company is a Texas real estate investment trust, which is primarily involved in the acquisition, development, and management of real estate, consisting mostly of neighborhood and community shopping centers and, to a lesser extent, industrial properties.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying Historical Summary has been prepared for the purpose of complying with the provisions of Article 3.14 of Regulation S-X promulgated by the Securities and Exchange Commission (the "SEC"), which requires certain information with respect to real estate operations to be included with certain filings with the SEC. The Historical Summary for the year ended December 31, 2002 includes the historical revenues and certain operating expenses of the Property, exclusive of interest, management fees, corporate level general and administrative expenses and depreciation and amortization, which may not be comparable to the future operations of the Property.

Revenue Recognition - Rental revenue is generally recognized on a straight-line basis over the life of the lease. All leases have been accounted for as operating leases. Tenant reimbursements represent revenues from tenants for reimbursements of taxes, maintenance expenses and insurance, which is recognized in the period the related expense is recorded.

Repairs and Maintenance - Expenditures for repairs and maintenance are expensed as incurred.

Use of Estimates - The preparation of the financial statement in conformity with accounting principles generally accepted in the United States of America requires the Property's management to make estimates and assumptions that affect amounts reported in the financial statement as well as certain disclosures. Actual results could differ from those estimates.

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3. RENTALS UNDER OPERATING LEASES

Future minimum rental income from non-cancelable operating leases at December 31, 2002 is as follows:

2003	$3,031,707
2004	3,122,904
2005	3,212,300

2006	2,828,305
2007	772,638
Thereafter	-

The future minimum lease payments do not include estimates for tenant reimbursements, which totaled 446,314 for the year ended December 31, 2002.

INDEPENDENT AUDITORS' REPORT

To the Board of Trust Managers and Shareholders of
Weingarten Realty Investors:

We have audited the accompanying statement of revenues and certain expenses (the "Historical Summary") of Fiesta Trails (the "Property") for the year ended December 31, 2002. This Historical Summary is the responsibility of the Property's management. Our responsibility is to express an opinion on the Historical Summary based on our audit.

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

The accompanying Historical Summary was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in Form 8-K of Weingarten Realty Investors) as described in Note 2 to the Historical Summary and is not intended to be a complete presentation of the Property's revenues and expenses.

In our opinion, the Historical Summary presents fairly, in all material respects, the revenues and certain expenses, as described in Note 2 to the Historical Summary, of Fiesta Trails for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP
Houston, Texas
May 27, 2004

FIESTA TRAILS
STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

REVENUES:	
Rental	$3,407,424
Tenant reimbursements	856,345
Total Revenues	4,263,769
CERTAIN EXPENSES:	
Property operating and maintenance	454,491
Ad valorem taxes	534,080
Total Certain Expenses	988,571
EXCESS OF REVENUES OVER CERTAIN EXPENSES	$3,275,198

See accompanying notes to statement of revenues and certain expenses.

FIESTA TRAILS
NOTES TO STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

1. ORGANIZATION

The accompanying statement of revenues and certain expenses (the "Historical Summary") includes the operations of Fiesta Trails (the "Property"). The Property was purchased by WRI Fiesta Trails, LP on September 30, 2003 from Fiesta Trails Ltd. and Fiesta Trails Hilltop Limited Partnership. WRI Fiesta Trails, LP is owned by Weingarten Realty Investors (the "Company") and WRI Fiesta Trails Holdings, LLC, which is a wholly-owned entity of the Company. This acquisition is a 312,000 square foot shopping center located in San Antonio, Texas, and is anchored by Barnes & Noble, Cost Plus, Marshall's, Office Max, Regal Cinema and Steinmart. The Property was 88.5% occupied as of December 31, 2002. No single tenant had minimum rentals exceeding 12.3% of the total minimum rentals for the year ended December 31, 2002.

The Company is a Texas real estate investment trust, which is primarily involved in the acquisition, development, and management of real estate, consisting mostly of neighborhood and community shopping centers and, to a lesser extent, industrial properties.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying Historical Summary has been prepared for the purpose of complying with the provisions of Article 3.14 of

Regulation S-X promulgated by the Securities and Exchange Commission (the "SEC"), which requires certain information with respect to real estate operations to be included with certain filings with the SEC. The Historical Summary for the year ended December 31, 2002 includes the historical revenues and certain operating expenses of the Property, exclusive of interest, management fees, corporate level general and administrative expenses and depreciation and amortization, which may not be comparable to the future operations of the Property.

Revenue Recognition - Rental revenue is generally recognized on a straight-line basis over the life of the lease. Rental revenue includes revenue based on a percentage of tenants' sales, which is recognized only after the tenant exceeds their sales breakpoint. All leases have been accounted for as operating leases. Tenant reimbursements represent revenues from tenants for reimbursements of taxes, maintenance expenses and insurance, which is recognized in the period the related expense is recorded.

Repairs and Maintenance - Expenditures for repairs and maintenance are expensed as incurred.

Use of Estimates - The preparation of the financial statement in conformity with accounting principles generally accepted in the United States of America requires the Property's management to make estimates and assumptions that affect amounts reported in the financial statement as well as certain disclosures. Actual results could differ from those estimates.

3. RENTALS UNDER OPERATING LEASES

Future minimum rental income from non-cancelable operating leases at December 31, 2002 is as follows:

2003	$ 3,365,822
2004	3,378,710
2005	3,190,863
2006	2,661,032
2007	2,508,209
Thereafter	14,039,890

The future minimum lease payments do not include estimates for tenant reimbursements nor amounts based on a percentage of the tenants' sales. Such tenant reimbursements and percentage rental income totaled $856,345 and $14,777, respectively, for the year ended December 31, 2002.

INDEPENDENT AUDITORS' REPORT

To the Board of Trust Managers and Shareholders of
Weingarten Realty Investors:

We have audited the accompanying statement of revenues and certain expenses (the "Historical Summary") of Highlands Ranch University Park (the "Property") for the year ended December 31, 2002. This Historical Summary is the responsibility of the Property's management. Our responsibility is to express an opinion on the Historical Summary based on our audit.

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

The accompanying Historical Summary was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in Form 8-K of Weingarten Realty Investors) as described in Note 2 to the Historical Summary and is not intended to be a complete presentation of the Property's revenues and expenses.

In our opinion, the Historical Summary presents fairly, in all material respects, the revenues and certain expenses, as described in Note 2 to the Historical Summary, of Highlands Ranch University Park for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP
Houston, Texas
May 27, 2004

HIGHLANDS RANCH UNIVERSITY PARK
STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

REVENUES:	
Rental	$1,675,091
Tenant reimbursements	301,727
Total Revenues	1,976,818
CERTAIN EXPENSES:	
Property operating and maintenance	106,109

Ad valorem taxes	239,845
Total Certain Expenses	345,954
EXCESS OF REVENUES OVER CERTAIN EXPENSES	$1,630,864

See accompanying notes to statement of revenues and certain expenses.

HIGHLANDS RANCH UNIVERSITY PARK
NOTES TO STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

1. ORGANIZATION

The accompanying statement of revenues and certain expenses (the "Historical Summary") includes the operations of Highlands Ranch University Park (the "Property"). The Property was purchased by Weingarten Realty Investors (the "Company"), through an investment in a 40%-owned unconsolidated joint venture, on October 17, 2003 from Highlands Ranch University Park, LLC. This acquisition includes an 88,000 square foot shopping center, and is anchored by Whole Foods, in Highlands Ranch, Colorado. The Property was 93.1% occupied as of December 31, 2002. No single tenant had minimum rentals exceeding 28.8% of the total minimum rentals for the year ended December 31, 2002.

The Company is a Texas real estate investment trust, which is primarily involved in the acquisition, development, and management of real estate, consisting mostly of neighborhood and community shopping centers and, to a lesser extent, industrial properties.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying Historical Summary has been prepared for the purpose of complying with the provisions of Article 3.14 of Regulation S-X promulgated by the Securities and Exchange Commission (the "SEC"), which requires certain information with respect to real estate operations to be included with certain filings with the SEC. The Historical Summary for the year ended December 31, 2002 includes the historical revenues and certain operating expenses of the Property, exclusive of interest, management fees, corporate level general and administrative expenses and depreciation and amortization, which may not be comparable to the future operations of the Property.

Revenue Recognition - Rental revenue is generally recognized on a straight-line basis over the life of the lease. Rental revenue includes revenue based on a percentage of tenants' sales, which is recognized only after the tenant exceeds their sales breakpoint. All leases have been accounted for as operating leases. Tenant reimbursements represent revenues from tenants for reimbursements of taxes, maintenance expenses and insurance, which is recognized in the period the related expense is recorded.

Repairs and Maintenance - Expenditures for repairs and maintenance are expensed as incurred.

Use of Estimates - The preparation of the financial statement in conformity with accounting principles generally accepted in the United States of America requires the Property's management to make estimates and assumptions that affect amounts reported in the financial statement as well as certain disclosures. Actual results could differ from those estimates.

3. RENTALS UNDER OPERATING LEASES

Future minimum rental income from non-cancelable operating leases at December 31, 2002 is as follows:

2003	$ 1,836,391
2004	1,883,507
2005	1,886,472
2006	1,871,922
2007	1,202,604
Thereafter	12,307,420

The future minimum lease payments do not include estimates for tenant reimbursements nor amounts based on a percentage of the tenants' sales. Such tenant reimbursements and percentage rental income totaled $301,727 and $13,693, respectively, for the year ended December 31, 2002.

INDEPENDENT AUDITORS' REPORT

To the Board of Trust Managers and Shareholders of
Weingarten Realty Investors:

We have audited the accompanying statement of revenues and certain expenses (the "Historical Summary") of Overton Park Plaza (the "Property") for the year ended December 31, 2002. This Historical Summary is the responsibility of the Property's management. Our responsibility is to express an opinion on the Historical Summary based on our audit.

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

The accompanying Historical Summary was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in Form 8-K of Weingarten Realty Investors) as described in Note 2 to the Historical Summary and is not intended to be a complete presentation of the Property's revenues and expenses.

In our opinion, the Historical Summary presents fairly, in all material respects, the revenues and certain expenses, as described in Note 2 to the Historical Summary, of Overton Park Plaza for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP
Houston, Texas
May 27, 2004

OVERTON PARK PLAZA
STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

REVENUES:	
Rental	$3,589,307
Tenant reimbursements	1,262,199
Total Revenues	4,851,506
CERTAIN EXPENSES:	
Property operating and maintenance	403,565
Ad valorem taxes	1,014,250
Total Certain Expenses	1,417,815
EXCESS OF REVENUES OVER CERTAIN EXPENSES	$3,433,691

See accompanying notes to statement of revenues and certain expenses.

OVERTON PARK PLAZA
NOTES TO STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

1. ORGANIZATION

The accompanying statement of revenues and certain expenses (the "Historical Summary") includes the operations of Overton Park Plaza (the "Property"). The Property was purchased by WRI Overton Plaza, LP, which is a wholly-owned entity of Weingarten Realty Investors (the "Company"), on October 24, 2003 from Columbia Regency Texas 1, L.P. This acquisition is a 351,000 square foot shopping center located in Fort Worth, Texas, and is anchored by Albertson's. The Property was 93.6% occupied as of December 31, 2002. No single tenant had minimum rentals exceeding 9.8% of the total minimum rentals for the year ended December 31, 2002.

The Company is a Texas real estate investment trust, which is primarily involved in the acquisition, development, and management of real estate, consisting mostly of neighborhood and community shopping centers and, to a lesser extent, industrial properties.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying Historical Summary has been prepared for the purpose of complying with the provisions of Article 3.14 of Regulation S-X promulgated by the Securities and Exchange Commission (the "SEC"), which requires certain information with respect to real estate operations to be included with certain filings with the SEC. The Historical Summary for the year ended December 31, 2002 includes the historical revenues and certain operating expenses of the Property, exclusive of interest, management fees, corporate level general and administrative expenses and depreciation and amortization, which may not be comparable to the future operations of the Property.

Revenue Recognition - Rental revenue is generally recognized on a straight-line basis over the life of the lease. Rental revenue includes revenue based on a percentage of tenants' sales, which is recognized only after the tenant exceeds their sales breakpoint. All leases have been accounted for as operating leases. Tenant reimbursements represent revenues from tenants for reimbursements of taxes, maintenance expenses and insurance, which is recognized in the period the related expense is recorded.

Repairs and Maintenance - Expenditures for repairs and maintenance are expensed as incurred.

Use of Estimates - The preparation of the financial statement in conformity with accounting principles generally accepted in the United States of America requires the Property's management to make estimates and assumptions that affect amounts reported in the financial statement as well as certain disclosures. Actual results could differ from those estimates.

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3. RENTALS UNDER OPERATING LEASES

Future minimum rental income from non-cancelable operating leases at December 31, 2002 is as follows:

2003	$3,781,621
2004	3,627,754
2005	3,404,857
2006	2,629,415
2007	1,718,994
Thereafter	4,331,532

The future minimum lease payments do not include estimates for tenant reimbursements nor amounts based on a percentage of the tenants' sales. No percentage rental income was recognized for the year ended December 31, 2002, and tenant reimbursements totaled $1,262,199 for the year ended December 31, 2002.

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INDEPENDENT AUDITORS' REPORT

To the Board of Trust Managers and Shareholders of
Weingarten Realty Investors:

We have audited the accompanying statement of revenues and certain expenses (the "Historical Summary") of West Jordan Town Center (the "Property") for the year ended December 31, 2002. This Historical Summary is the responsibility of the Property's management. Our responsibility is to express an opinion on the Historical Summary based on our audit.

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

The accompanying Historical Summary was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in Form 8-K of Weingarten Realty Investors) as described in Note 2 to the Historical Summary and is not intended to be a complete presentation of the Property's revenues and expenses.

In our opinion, the Historical Summary presents fairly, in all material respects, the revenues and certain expenses, as described in Note 2 to the Historical Summary, of West Jordan Town Center for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP
Houston, Texas
May 27, 2004

WEST JORDAN TOWN CENTER
STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

REVENUES:	
Rental	$1,928,361
Tenant reimbursements	498,409
Total Revenues	2,426,770
CERTAIN EXPENSES:	
Property operating and maintenance	181,514
Ad valorem taxes	273,717
Total Certain Expenses	455,231
EXCESS OF REVENUES OVER CERTAIN EXPENSES	$1,971,539

See accompanying notes to statement of revenues and certain expenses.

WEST JORDAN TOWN CENTER
NOTES TO STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

1. ORGANIZATION

The accompanying statement of revenues and certain expenses (the "Historical Summary") includes the operations of West Jordan Town Center (the "Property"). The Property was acquired by Weingarten Realty Investors (the "Company"), through its interest in WRI/Utah Properties, LP, on December 19, 2003 from CPI/West Jordan LLC. This 178,000 square foot shopping center is located in West Jordan, Utah, and is anchored by Albertson's, Office Depot, Petco and Rite Aid. The Property was 91.1% occupied as of December 31, 2002, and no single tenant had minimum rentals exceeding 20.8% of the total minimum rentals for the year ended December 31, 2002.

The Company is a Texas real estate investment trust, which is primarily involved in the acquisition, development, and management of real estate, consisting mostly of neighborhood and community shopping centers and, to a lesser extent, industrial properties.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying Historical Summary has been prepared for the purpose of complying with the provisions of Article 3.14 of Regulation S-X promulgated by the Securities and Exchange Commission (the "SEC"), which requires certain information with respect to real estate operations to be included with certain filings with the SEC. The Historical Summary for the year ended December 31, 2002 includes the historical revenues and certain operating expenses of the Property, exclusive of interest, management fees, corporate level general and administrative expenses and depreciation and amortization, which may not be comparable to the future operations of the Property.

Revenue Recognition - Rental revenue is generally recognized on a straight-line basis over the life of the lease. Rental revenue includes revenue based on a percentage of tenants' sales, which is recognized only after the tenant exceeds their sales breakpoint. All leases have been accounted for as operating leases. Tenant reimbursements represent revenues from tenants for reimbursements of taxes, maintenance expenses and insurance, which is recognized in the period the related expense is recorded.

Repairs and Maintenance - Expenditures for repairs and maintenance are expensed as incurred.

Use of Estimates - The preparation of the financial statement in conformity with accounting principles generally accepted in the United States of America requires the Property's management to make estimates and assumptions that affect amounts reported in the financial statement as well as certain disclosures. Actual results could differ from those estimates.

3. RENTALS UNDER OPERATING LEASES

Future minimum rental income from non-cancelable operating leases at December 31, 2002 is as follows:

2003	$ 1,905,515
2004	1,883,687
2005	1,781,968
2006	1,673,740
2007	1,675,146
Thereafter	21,173,079

The future minimum lease payments do not include estimates for tenant reimbursements nor amounts based on a percentage of the tenants' sales. No percentage rental income was recognized for the year ended December 31, 2002, and tenant reimbursements totaled $498,409 for the year ended December 31, 2002.

INDEPENDENT AUDITORS' REPORT

To the Board of Trust Managers and Shareholders of
Weingarten Realty Investors:

We have audited the accompanying statement of revenues and certain expenses (the "Historical Summary") of Taylorsville Town Center (the "Property") for the year ended December 31, 2002. This Historical Summary is the responsibility of the Property's management. Our responsibility is to express an opinion on the Historical Summary based on our audit.

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

The accompanying Historical Summary was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission (for inclusion in Form 8-K of Weingarten Realty Investors) as described in Note 2 to the Historical Summary and is not intended to be a complete presentation of the Property's revenues and expenses.

In our opinion, the Historical Summary presents fairly, in all material respects, the revenues and certain expenses, as described in Note 2 to the Historical Summary, of Taylorsville Town Center for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

Deloitte & Touche LLP
Houston, Texas
May 27, 2004

TAYLORSVILLE TOWN CENTER
STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

REVENUES:	
Rental	$ 922,019
Tenant reimbursements	262,224
Total Revenues	1,184,243
CERTAIN EXPENSES:	
Property operating and maintenance	120,677
Ad valorem taxes	115,255
Total Certain Expenses	235,932
EXCESS OF REVENUES OVER CERTAIN EXPENSES	$ 948,311

See accompanying notes to statement of revenues and certain expenses.

TAYLORSVILLE TOWN CENTER
NOTES TO STATEMENT OF REVENUES AND CERTAIN EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2002

1. ORGANIZATION

The accompanying statement of revenues and certain expenses (the "Historical Summary") includes the operations of Taylorsville Town Center (the "Property"). The Property was acquired by Weingarten Realty Investors (the "Company"), through its interest in WRI/Utah Properties, LP, on December 19, 2003 from CPI/Taylorsville LP. The Property is a 94,000 square foot retail center that is located in Taylorsville, Utah, and is anchored by Albertson's, Blockbuster and Rite Aid. The Property was 71.2% occupied as of December 31, 2002. No single tenant had minimum rentals exceeding 23.6% of the total minimum rentals for the year ended December 31, 2002.

The Company is a Texas real estate investment trust, which is primarily involved in the acquisition, development, and management of real estate, consisting mostly of neighborhood and community shopping centers and, to a lesser extent, industrial properties.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The accompanying Historical Summary has been prepared for the purpose of complying with the provisions of Article 3.14 of Regulation S-X promulgated by the Securities and Exchange Commission (the "SEC"), which requires certain information with respect to real estate operations to be included with certain filings with the SEC. The Historical Summary for the year ended December 31, 2002 includes the historical revenues and certain operating expenses of the Property, exclusive of interest, management fees, corporate level general and administrative expenses and depreciation and amortization, which may not be comparable to the future operations of the Property.

Revenue Recognition - Rental revenue is generally recognized on a straight-line basis over the life of the lease. Rental revenue includes revenue based on a percentage of tenants' sales, which is recognized only after the tenant exceeds their sales breakpoint. All leases have been accounted for as operating leases. Tenant reimbursements represent revenues from tenants for reimbursements of taxes, maintenance expenses and insurance, which is recognized in the period the related expense is recorded.

Repairs and Maintenance - Expenditures for repairs and maintenance are expensed as incurred.

Use of Estimates - The preparation of the financial statement in conformity with accounting principles generally accepted in the United States of America requires the Property's management to make estimates and assumptions that affect amounts reported in the financial statement as well as certain disclosures. Actual results could differ from those estimates.

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3. RENTALS UNDER OPERATING LEASES

Future minimum rental income from non-cancelable operating leases at December 31, 2002 is as follows:

2003	$ 902,594
2004	800,339
2005	728,034
2006	662,080
2007	631,509
Thereafter	6,316,122

The future minimum lease payments do not include estimates for tenant reimbursements nor amounts based on a percentage of the tenants' sales. No percentage rental income was recognized for the year ended December 31, 2002, and tenant reimbursements totaled $262,224 for the year ended December 31, 2002.

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WEINGARTEN REALTY INVESTORS
PRO FORMA CONDENSED STATEMENT OF CONSOLIDATED INCOME
YEAR ENDED DECEMBER 31, 2003
(Unaudited)

(in thousands, except per share amounts)

This unaudited Pro Forma Condensed Statement of Consolidated Income is presented as if (A) the acquisitions of the acquired properties and (B) the acquisition of other properties, as set forth in the Notes and Significant Assumptions, had occurred as of January 1, 2003. In management's opinion, all adjustments necessary to reflect the effects of these transactions have been made. This unaudited Pro Forma Condensed Statement of Consolidated Income is not necessarily indicative of what actual results of operations would have been had these transactions occurred on January 1, 2003, nor does it purport to represent the results of operations for future periods.

	Historical	Adjustment for Acquired Properties (A)	Adjustment for Other Acquisitions (B)
Revenues:			
Rentals	$ 410,490	$ 15,226	$ 12,459
Interest income	1,594		8
Other	7,076	4	43
Total	419,160	15,230	12,510
Expenses:			
Depreciation and amortization	94,108	3,748	2,421
Interest	88,871	5,188	3,256
Operating	65,022	1,833	1,968
Ad valorem taxes	47,553	2,001	1,414
General and administrative	13,820		
Loss on early redemption of preferred shares	2,739		
Total	312,113	12,770	9,059
Operating Income	107,047	2,460	3,451
Equity in Earnings of Joint Ventures	4,743	152	
Income Allocated to Minority Interests	(2,723)	(195)	(35)
Gain on Sale of Properties	714		
Income Before Discontinued Operations	109,781	2,417	3,416
Operating Income from Discontinued Operations	460		
Gain on Sale of Properties	6,039		
Income from Discontinued Operations	6,499		
Net Income	$ 116,280	$ 2,417	$ 3,416
Net Income Available to Common Shareholders:			
Basic	$ 97,880	$ 2,417	$ 3,416
Diluted	$ 100,920	$ 2,612	$ 3,451
Net Income per Common Share - Basic	$ 1.86		

Net Income per Common Share - Diluted.	$ 1.86
Weighted Average Number of Shares Outstanding:	
Basic.	52,534
Diluted.	54,383

WEINGARTEN REALTY INVESTORS
PRO FORMA CONDENSED BALANCE SHEET
AS OF DECEMBER 31, 2003
(Unaudited)

(in thousands)

This unaudited Pro Forma Condensed Balance Sheet is presented as if (A) the acquisitions of the acquired properties and (B) the acquisition of other properties, as set forth in Notes (A) and (B), had occurred as of January 1, 2003. In management's opinion, all adjustments necessary to reflect the effects of these transactions have been made.

	Historical	Adjustment for Acquisitions	Pro Forma
ASSETS:			
Property	$ 3,200,091		$3,200,091
Accumulated Depreciation	(527,375)	$ (4,812)	(532,187)
Property - net	2,672,716	(4,812)	2,667,904
Investment in Real Estate Joint Ventures	32,742	152	32,894
Total.	2,705,458	(4,660)	2,700,798
Notes Receivable from Real Estate Joint Ventures and Partnerships.	36,825		36,825
Unamortized Debt and Lease Costs	70,895	(1,357)	69,538
Accrued Rent and Accounts Receivable, net.	43,368		43,368
Other.	67,248	9,591	76,839
Total.	$ 2,923,794	$ 3,574	$2,927,368
LIABILITIES AND SHAREHOLDERS' EQUITY:			
Debt	$ 1,810,706		$1,810,706

Preferred Shares Subject to Mandatory Redemption, net.	109,364		109,364
Accounts Payable and Accrued Expenses.	79,686		79,686
Other.	52,671	$ (2,489)	50,182
Total.	2,052,427	(2,489)	2,049,938
Minority Interest.	49,804	230	50,034
Shareholders' Equity	821,563	5,833	827,396
Total.	$ 2,923,794	$ 3,574	$2,927,368

WEINGARTEN REALTY INVESTORS
NOTES AND SIGNIFICANT ASSUMPTIONS
YEAR ENDED DECEMBER 31, 2003
(Unaudited)

(A) ACQUIRED PROPERTIES

The aggregate purchase price for the acquisitions described below (the "Acquired Properties") was $213.0 million and was allocated among land, buildings and intangibles, with the buildings being depreciated over a period of forty years. These purchases were funded under our revolving credit facility (average rate of 2.34%), with the exception of $94.4 million of debt (average rate of 4.84%), which was assumed by us. Pro forma revenues and expenses, other than interest and depreciation, represent the historical amounts of the Acquired Properties.

In June, we purchased Lincoln Place II, a 168,000 square foot shopping center in Fairview Heights, Illinois. The center is anchored by Linens N Things, Marshall's, Office Depot, Old Navy, Supermarket of Shoes and Ultimate Electronics.

In September, we completed the acquisition of Siempre Viva Business Park located in San Diego, California. Part of a 1.26 million square foot industrial park, our acquisition included seven buildings totaling 727,000 square feet. The property is 100% leased to tenants such as UPS Supply Chain Solutions, Hitachi, Triboro Electric Company and Bose Corporation.

Also in September, we acquired Fiesta Trails Shopping Center located in San Antonio, Texas. The center comprises 312,000 square feet and is anchored by Barnes & Noble, Cost Plus, Marshall's, Office Max, Regal Cinema and Steinmart.

In October, we acquired Highlands Ranch University Park through an investment in a 40% unconsolidated joint venture. Highland Ranch University Park is an 88,000 square foot shopping center located in Highlands Ranch, Colorado. The center is anchored by Whole Foods.

In October, we purchased Overton Park Plaza, a 351,000 square foot shopping center located in Fort Worth, Texas. Overton Park Plaza is anchored by Albertson's.

In December, we acquired two retail centers in Utah. West Jordan Town Center is a 178,000 square foot center located in West Jordan, Utah. Taylorsville Town Center is a 94,000 square foot center located in Taylorsville, Utah. Both shopping centers are located in the greater Salt Lake City area suburbs, and both are anchored by Albertson's and Rite Aid.

(B) OTHER ACQUISITIONS

The aggregate purchase price for the acquisitions described below (the "Other Acquisitions") was $200.8 million and was allocated among land, buildings and intangibles, with the buildings being depreciated over a period of forty years. These purchases were funded under our revolving credit facility (average rate of 2.34%) with the exception of $91.7 million of debt (rate of 4.31%), which was assumed by us. Pro forma revenues and expenses, other than interest and depreciation, represent the historical amounts of the Other Acquisitions.

In January, we acquired the Sears Distribution Center located in Atlanta, Georgia. This 403,000 square foot property is 100% occupied with Sears Logistics Services as the sole tenant.

In February, we acquired Atlanta Industrial Park. This seven-building complex totaled 502,000 square feet and is also located in Atlanta, Georgia. Also in

February, we completed the acquisition of Rancho San Marcos Village, a 121,000 square foot shopping center anchored by Von's (Safeway) and 24-Hour Fitness. This center is located in San Marcos, California.

In April, we acquired 1801 Massaro Boulevard located in Tampa, Florida. This 159,000 square foot distribution/manufacturing facility that is rail served is 100% occupied. Also in April, we acquired Hollywood Hills Plaza, a 365,000 square foot shopping center anchored by Publix, Target and Eckerd Drug. This center is located in Hollywood, Florida.

In June, we completed the acquisition of Tamiami Trail Shops, a 111,000 square foot center located in Miami, Florida. Publix and Eckerd Drug anchor this center.

In August, we acquired Thousand Oaks Shopping Center located in San Antonio, Texas. An HEB Supermarket, Palais Royal and Tuesday Morning anchor this 163,000 square foot center.

In September, we acquired Durham Festival located in Durham, North Carolina. This 134,000 square foot shopping center is anchored by Kroger.

In October, we acquired four retail properties. Sandy Plains Exchange is a 73,000 square foot center located in Marietta, Georgia, a suburb of Atlanta, and is anchored by Publix supermarket. Westland Terrace in Orlando, Florida is a 68,000 square foot center anchored by a corporate-owned Super Target. Publix at Laguna Isles is a 69,000 square foot center located in Pembroke Pines, Florida and is anchored by Publix. University Palms is a 99,000 square foot shopping center anchored by Publix and Blockbuster and is located in Oveido, Florida.

In December, Westgate Service Center, located in Houston, Texas, was acquired.

This three-building office service center complex comprises 119,000 square feet. Also in December, we acquired Brookwood Square, a 253,000 square foot shopping center anchored by Home Depot, Staples and Marshall's, which is located in Austell, Georgia, a suburb of Atlanta.

WEINGARTEN REALTY INVESTORS
STATEMENT OF ESTIMATED TAXABLE OPERATING RESULTS
AND CASH TO BE MADE AVAILABLE BY OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2003
(Unaudited)

(in thousands)

The following unaudited statement is a pro forma estimate of taxable operating results and cash to be made available by operations for the year ended December 31, 2003. The pro forma statement is based on the Company's historical operating results for the year ended December 31, 2003 adjusted for the effect of (A) the acquisitions of the acquired properties and (B) the acquisition of other properties, as set forth in the Notes and Significant Assumptions. This statement does not purport to forecast actual operating results for any future periods.

Revenue	$ 446,900
Expenses:	
Depreciation and amortization	100,277
Interest	97,315
Operating	68,823
Ad valorem taxes	50,968
General and administrative	13,820
Loss on early redemption of preferred shares	2,739
Total Expenses	333,942
Operating Income	112,958
Equity in Earnings of Joint Ventures	4,895
Income Allocated to Minority Interests	(2,953)
Gain on Sale of Properties	714
Income from Discontinued Operations	6,499
Estimated Taxable Operating Income	122,113
Adjustments:	
Depreciation and amortization	100,624
Loss on early redemption of preferred shares	2,739
Equity in earnings of joint ventures	(4,895)
Income allocated to minority interests	2,953
Gain on sale of properties	(6,753)

Changes in accrued rent and accounts receivable	(5,596)
Changes in other assets	(31,579)
Changes in accounts payable and accrued expenses.	(3,491)
Other, net.	(490)
Estimated Cash to be Made Available from Operations . . .	$ 175,625

(c) Exhibits

Exhibit Number	Description
23.1	Consent of Deloitte & Touche LLP

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 20, 2004

WEINGARTEN REALTY INVESTORS

By: /s/ Joe D. Shafer

Joe D. Shafer
Vice President/Controller
(Principal Accounting Officer)