

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

/X/ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934.

FOR QUARTER ENDED September 30, 1995 COMMISSION FILE NO. 1-6622

WASHINGTON REAL ESTATE INVESTMENT TRUST

(Exact name of registrant as specified in its charter)

DISTRICT OF COLUMBIA

53-0261100

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification Number)

10400 CONNECTICUT AVENUE, KENSINGTON, MARYLAND 20895

(Address of principal executive office)

(Zip code)

Registrant's telephone number, including area code (301) 929-5900

(Former name, former address and former fiscal year, if changed since last report)

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the close of the period covered by this report.

SHARES OF BENEFICIAL INTEREST 31,742,544

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve (12) months (or such shorter period that the Registrant was required to file such report) and (2) has been subject to such filing requirements for the past ninety (90) days.

YES X NO

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WASHINGTON REAL ESTATE INVESTMENT TRUST

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Part I

FINANCIAL INFORMATION

The information furnished in the accompanying Balance Sheets, Statements of Operations, Statements of Cash Flows and Statement of Changes in Shareholders' Equity reflect all adjustments, consisting of normal recurring items, which are, in the opinion of management, necessary for a fair presentation of the financial position, results of operations and of cash flows for the interim periods. The accompanying financial statements and notes thereto should be read in conjunction with the financial statements and notes for the three years ended December 31, 1994 included in the Trust's 1994 Form 10-K Report filed with the Securities and Exchange Commission.

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PART I

ITEM I. FINANCIAL STATEMENTS

WASHINGTON REAL ESTATE INVESTMENT TRUST

BALANCE SHEETS

<TABLE>

	(Unaudited) September 30, 1995	December 31, 1994
	-----	-----
<S>	<C>	<C>
Assets		
Real estate at cost	\$249,903,706	\$206,377,733
Accumulated depreciation	(39,953,804)	(36,588,540)
	-----	-----
	209,949,902	169,789,193
Mortgage note receivable	800,000	800,000
	-----	-----
Total Investment in Real Estate	210,749,902	170,589,193
Cash and cash equivalents	4,446,914	1,301,393
Marketable investment securities	56,000	1,434,790
Rents and other receivables, net of allowance for doubtful accounts of \$892,955 and \$650,356, respectively	2,092,665	2,207,069
Prepaid expenses and other assets	4,132,331	3,273,665
	-----	-----
	\$221,477,812	\$178,806,110
	=====	=====
Liabilities		
Accounts payable and other liabilities	\$2,960,541	\$2,975,691
Tenant security deposits	1,753,445	1,517,762
Advance rents	1,335,212	1,653,557
Mortgage note payable	7,733,945	-
Lines of credit payable	7,000,000	18,000,000
	-----	-----

	20,783,143	24,147,010
	-----	-----
Shareholders' Equity		
Shares of beneficial interest, unlimited authorization, without par value	185,376,004	139,340,435
Undistributed gains on real estate dispositions	15,318,665	15,318,665
	-----	-----
	200,694,669	154,659,100
	-----	-----
	\$221,477,812	\$178,806,110
	=====	=====

</TABLE>

See accompanying notes to financial statements

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WASHINGTON REAL ESTATE INVESTMENT TRUST

STATEMENTS OF OPERATIONS
(UNAUDITED)

<TABLE>
<CAPTION>

	Three Months Ended 1995	September 30, 1994	Nine Months Ended 1995	September 30, 1994
	-----	-----	-----	-----
-				
<S>	<C>	<C>	<C>	<C>
Real estate rental revenue	\$13,273,490	\$11,759,339	\$38,565,210	\$33,830,442
Real estate expenses	(4,354,274)	(3,829,643)	(12,316,102)	(10,380,913)
	-----	-----	-----	-----
-				
Depreciation	8,919,216 (1,167,510)	7,929,696 (1,041,231)	26,249,108 (3,365,264)	23,449,529 (2,916,814)
	-----	-----	-----	-----
-				
Income from real estate	7,751,706	6,888,465	22,883,844	20,532,715
Other income (expense)	381,482	107,645	577,815	(382,157)
Interest expense	(501,969)	(277,809)	(1,675,955)	(319,315)
General and administrative	(795,810)	(871,352)	(2,592,444)	(2,351,551)
	-----	-----	-----	-----
-				
Net Income	\$6,835,409	\$5,846,949	\$19,193,260	\$17,479,692
	=====	=====	=====	=====
Per share information based on the weighted average number of shares outstanding				
Shares	30,867,544	28,239,480	29,127,159	28,238,368
Net income	\$0.22	\$0.21	\$0.66	\$0.62
	=====	=====	=====	=====
Dividends paid	\$0.25	\$0.23	\$0.74	\$0.69
	=====	=====	=====	=====

</TABLE>

See accompanying notes to financial statements

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WASHINGTON REAL ESTATE INVESTMENT TRUST

STATEMENTS OF CASH FLOWS
(Unaudited)

<TABLE>
<CAPTION>

	Nine Months Ended September 30,	
	1995	1994
	-----	-----
<S>	<C>	<C>
Cash Flow From Operating Activities		
Net income	\$19,193,260	\$17,479,692
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	3,365,264	2,950,286
Changes in other assets	(744,262)	287,869
Changes in other liabilities	(97,812)	440,789
Loss on marketable investment securities	-	799,571
	-----	-----
Cash flow from operating activities	21,716,450	21,958,207
	-----	-----
Cash Flow From Investing Activities		
Improvements to real estate	(6,788,266)	(4,189,043)
Real estate acquisitions	(28,985,703)	(30,729,184)
Maturities and sales of marketable investment securities	69,438,998	43,398,533
Purchases of marketable investment securities	(68,060,208)	(29,889,752)
	-----	-----
Net cash (used in) investing activities	(34,395,179)	(21,409,446)
	-----	-----
Cash Flow From Financing Activities		
Dividends paid	(21,774,483)	(19,485,603)
Borrowings - Line of credit	25,000,000	18,000,000
Repayments - Line of credit	(36,000,000)	-
Principal payments - Mortgage payable	(18,059)	-
Proceeds from underwriting	48,842,500	-
Costs of underwriting	(225,708)	-
Net proceeds from stock options exercised	-	170,188
	-----	-----
Net cash flow provided by (used in) financing activities	15,824,250	(1,315,415)
	-----	-----
Net increase (decrease) in cash and cash equivalents	3,145,521	(766,654)
Cash and cash equivalents at beginning of year	1,301,393	1,759,471
	-----	-----
Cash and cash equivalents at end of period	\$4,446,914	\$992,817
	=====	=====
Supplemental disclosure of cash flow information:		
-	-----	-----
Cash paid during the first nine months for interest	\$1,734,452	\$319,315
	=====	=====
Cash paid during the first nine months for real estate taxes	\$2,868,677	\$2,478,323
	=====	=====

</TABLE>

Supplemental schedule of non-cash investing and financing activities:

-

On August 22, 1995 WRIT purchased Frederick Square Shopping Center for a contract purchase price of \$13,350,000. WRIT assumed a mortgage in the amount of \$7,752,000 and paid the balance in cash.

See accompanying notes to financial statements

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WASHINGTON REAL ESTATE INVESTMENT TRUST

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1995
(Unaudited)

<TABLE>
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Shares of Beneficial Interest Outstanding Shares	Amount
--	--------

<S>	----- <C>	----- <C>
Balance, December 31, 1994	28,242,544	\$139,340,435
Sale of shares of beneficial interest	3,500,000	48,842,500
Underwriting costs		(225,708)
Net income		19,193,260
Dividends		(21,774,483)
	-----	-----
Balance, September 30, 1995	31,742,544	\$185,376,004
	=====	=====

</TABLE>

See accompanying notes to financial statements

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WASHINGTON REAL ESTATE INVESTMENT TRUST
NOTES TO FINANCIAL STATEMENTS
September 30, 1995 (Unaudited)

NOTE A: ACCOUNTING POLICIES

Washington Real Estate Investment Trust (WRIT) operates in a manner intended to enable it to qualify as a real estate investment trust under the Internal Revenue Code (the "Code"). In accordance with the code, a trust which distributes at least 95% of its taxable income to its shareholders each year and which meets certain other conditions, will not be taxed on that portion of its taxable income which is distributed to its shareholders. Accordingly, no provision for Federal income taxes is required.

Residential properties are leased under operating leases with terms of generally one year or less, and commercial properties are leased under operating leases with terms of generally three to five years. WRIT recognizes rental income from its residential and commercial leases when earned, which is not materially different than revenue recognition on a straight line basis.

Buildings are depreciated on a straight-line basis over estimated useful lives not exceeding 50 years. Effective January 1, 1995, WRIT revised its estimate of depreciable lives for major capital improvements to real estate. All capital improvement expenditures associated with replacements, improvements, or major repairs to real property are depreciated using the straight-line method over their estimated useful lives ranging from 3 to 20 years. All tenant improvements are amortized using the straight-line method over 5 years or the term of the lease if it differs significantly from 5 years. Capital improvements placed in service prior to January 1, 1995 will continue to be depreciated on a straight-line basis over their previously estimated useful lives not exceeding 30 years. Maintenance and repair costs are charged to expense as incurred.

Cash equivalents, marketable investment securities, mortgage note receivable, rents and other receivables, prepaid expenses and other assets, accounts payable and other liabilities, tenant security deposits, advance rents, mortgage note payable and lines of credit payable are carried at historical cost which reasonably approximate their fair values. Cash equivalents consist of investments readily convertible to known amounts of cash generally with original maturities of 90 days or less.

Disclosure about the fair value of financial instruments is based on pertinent information available to WRIT as of September 30, 1995. Although WRIT is not aware of any factors that would significantly affect the reasonable fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date, and current estimates of fair value may differ significantly from the carrying amounts.

NOTE B: MARKETABLE INVESTMENT SECURITIES

Marketable investment securities are considered available for sale and at September 30, 1995, the carrying value approximates market. Marketable investment securities consist of the following:

Federally insured certificates of deposit	\$ 56,000
	=====

At September 30, 1995, one hundred percent (100%) of the portfolio matures in less than one year.

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WASHINGTON REAL ESTATE INVESTMENT TRUST
NOTES TO FINANCIAL STATEMENTS
September 30, 1995 (Unaudited)

NOTE C: REAL ESTATE INVESTMENTS

WRIT's real estate investment portfolio, at cost, consists of properties located in Maryland, Washington, D.C., Virginia and Delaware as follows:

<TABLE>

<CAPTION>

	September, 30 1995
<S>	<C>
Office buildings	\$108,603,438
Apartment buildings	27,138,956
Shopping centers	81,906,347
Industrial distribution centers	32,254,965

	\$249,903,706
	=====

</TABLE>

On January 26, 1995 WRIT acquired an office building, 6110 Executive Boulevard, with approximately 198,000 rentable square feet of office space plus a three-story parking deck in Rockville, Maryland, for a contract purchase price of \$16,380,000. On May 17, 1995 WRIT acquired a three-building industrial distribution center, Tech 100 Industrial Park, with approximately 167,000 rentable square feet of distribution space in Howard County, Maryland, for a contract purchase price of \$6,750,000. On August 22, 1995 WRIT acquired Frederick County Square, a shopping center, with approximately 233,000 rentable square feet of retail space located on U.S. Route 40 in Frederick, Maryland for a contract purchase price of \$13,350,000.

NOTE D: MORTGAGE NOTE PAYABLE

On August 22, 1995 WRIT assumed a \$7,752,000 mortgage note payable as partial consideration for its acquisition of Frederick County Square. The mortgage bears interest at 9%, principal and interest are payable monthly until January 1, 2003 at which time all unpaid principal and interest are payable in full. Annual maturities of debt as of September 30, 1995 are \$114,000, \$125,000, \$137,000, \$149,000, \$163,000 and \$7,046,000 thereafter.

NOTE E: LINES OF CREDIT PAYABLE

On January 26, 1995 WRIT borrowed \$16,000,000 on a short-term bank loan from a bank at the bank's then prime-rate of 8.5%. Interest only was payable monthly on the unpaid principal balance at the bank's corporate base rate. On March 8, 1995, the \$16,000,000 short-term loan was replaced with an unsecured credit commitment of \$25,000,000 and the outstanding advance of \$16,000,000 was transferred to this new commitment. This \$16,000,000 advance bore interest at the rate of 6.8% until September 8, 1995, at which time it was paid in full (See Capital Resources and Liquidity). On May 15, 1995 WRIT borrowed \$7,000,000 under this commitment for the acquisition of Tech 100 Industrial Park, and on June 28, 1995 WRIT borrowed \$2,000,000 for capital improvements and major renovations. The \$7,000,000 advance bears interest at the rate of 6.425% until November 15, 1995 at which time the interest rate will adjust as described below and the \$2,000,000 advance bore interest at the rate of 6.42% until July 31, 1995 at which time it was paid in full (See Capital Resources and Liquidity). Interest only is payable monthly, in arrears, on the unpaid principal balance. All new advances and interest rate adjustments upon the expiration of WRIT's interest lock-in dates will bear interest at LIBOR plus a spread based on WRIT's debt service coverage ratio. Based on WRIT's current debt service coverage ratio, this spread is 30 basis points over LIBOR. All unpaid interest and principal can be prepaid prior to the expiration of WRIT's interest rate lock-in periods subject to a yield maintenance obligation and all unpaid principal and interest are due January 31, 1999.

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NOTE E: LINES OF CREDIT PAYABLE - (continued)

This \$25,000,000 credit commitment requires WRIT to pay the lender an unused commitment fee at the rate of 0.15% per annum in the first year, and 0.20% per annum thereafter, on the amount that the \$25,000,000 commitment exceeds the balance of outstanding advances and term loans. This fee is payable monthly beginning March, 1995 until January, 1999. This commitment also contains certain financial and legal covenants which WRIT is required to meet periodically.

On July 27, 1995 WRIT renegotiated its other \$25,000,000 unsecured credit commitment that was scheduled to expire on August 25, 1995 and replaced it with an unsecured credit commitment of \$50,000,000 from the same bank and a participating bank for the express purpose of purchasing income-producing property and to make capital improvements to real property. Interest only is payable monthly, in arrears, on the unpaid principal balance. All unpaid interest and principal are due July 26, 1996, and can be prepaid prior to this date without any prepayment fee or yield maintenance obligation. WRIT has the option to extend this agreement until July 25, 1997. Any new advances shall bear interest at LIBOR plus a spread based on WRIT's interest coverage ratio. Based on WRIT's current interest coverage ratio, this spread is 50 basis points

over LIBOR. This credit agreement provides the option to WRIT to convert any advances or portions thereof into a term loan at any time after January 27, 1996 and prior to July 26, 1996 or July 25, 1997, if extended. The principal amount of each term loan, if any, shall be repaid on July 27, 1999. Such term loan(s) may be prepaid subject to a prepayment fee.

The \$50,000,000 credit commitment requires WRIT to pay the lender an unused commitment fee at the rate of 0.15% per annum on the amount by which \$50,000,000 exceeds the balance of outstanding advances and term loans. This fee is payable quarterly in arrears beginning October 1995 until July 26, 1996, or July 25, 1997 if extended. This commitment also contains certain covenants which WRIT is required to meet periodically.

As of September 30, 1995 there was one advance outstanding on the above credit facilities in the amount of \$7,000,000.

NOTE F: SUBSEQUENT EVENTS

On November 2, 1995 WRIT acquired an office building, 1220 Nineteenth Street, NW, consisting of approximately 104,033 rentable square feet and two and-a-half levels underground parking in Washington, DC for a contract purchase price of \$18,913,000.

On November 2, 1995 WRIT also borrowed \$18,000,000 under the \$25,000,000 credit commitment to acquire 1220 Nineteenth Street. This advance bears interest at the rate of 6.1125% until July 29, 1996 at which time the interest rate will adjust to LIBOR plus a spread based on WRIT's debt service coverage ratio. Based on WRIT's current debt service coverage ratio, this spread is 30 basis points over LIBOR.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

WRIT's fundamental emphasis is on the growth of cash flow from operating activities. Dividends to shareholders are based upon these cash flows. WRIT's capital improvements, leasing and management, and acquisitions of additional properties are the major contributors to sustained growth of cash flows.

Occupancy rates have a major impact on rental revenue. Other factors such as new or renewal leases at market rates, CPI based annual rental rate increases, increases in rentable area, new property acquisitions and certain other capital expenditures also influence rental revenue.

Income from real estate for the nine months ended September 30, 1995 of \$22,883,844 increased 11% compared with \$20,532,715 for the nine months ended September 30, 1994. For the third quarter 1995, income from real estate of \$7,751,706 increased 13% compared with \$6,888,465 for the third quarter 1994. These increases are primarily attributable to the 6110 Executive Boulevard office building acquired January 26, 1995, the Tech 100 Industrial Park acquired May 17, 1995 and the Frederick County Square shopping center acquired August 22, 1995. Comparing income from real estate for those properties owned by WRIT for the entire third quarter of 1994 to their same income in the third quarter of 1995, resulted in an increase of 2%. This increase was primarily the result of rental rate and/or occupancy increases in the apartment, shopping center, and industrial distribution center sectors. These increases were partially offset by vacancies at one of WRIT's office buildings, 1901 Pennsylvania Avenue which has been undergoing a major capital improvement program.

Net income for the nine months ended September 30, 1995 of \$19,193,260 or \$.66 per share, increased 10% compared with \$17,479,692 or \$.62 per share for the nine months ended September 30, 1994. For the three months ended September 30, 1995, net income of \$6,835,409 or \$.22 per share increased 17% from \$5,846,949 or \$.21 per share from the comparable quarter of 1994. Comparing net income for those properties owned by WRIT for the entire third quarter of 1994 to their net income for the third quarter of 1995, after adjusting for interest income from underwriting proceeds and interest expense, resulted in a 4% increase. The reasons for this includes those mentioned above regarding the 2% increase in income from real estate for the same period, as well as reduced general & administrative expenses.

The average occupancy of 93% for the third quarter 1995 declined from 94% for the third quarter 1994 due primarily to vacancies at one of WRIT's office buildings, 1901 Pennsylvania Avenue. The average occupancy of 95% for the first nine months of 1994 decreased to 93% for the first nine months of 1995 due to vacancies at 1901 Pennsylvania Avenue and one shopping center, Chevy Chase Metro Plaza. In 1994, WRIT commenced a major capital improvement program at 1901 Pennsylvania Avenue in order to allow for the expeditious lease-up of this property. Also in 1994, WRIT commenced renovation and a

10,000 square foot expansion at Chevy Chase Metro Plaza which was substantially complete as of March 1995. On March 23, 1995 T.J. Maxx, a national retailer, took possession of 31,500 square feet of space at Chevy Chase Metro Plaza for a ten year term. This increased the occupancy level from 39% as of March 22, 1995 to 90% on the date of lease inception.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS (continued)

Real estate operating expenses as a percentage of revenue was 33% for the third quarter 1995 compared to 33% for the third quarter of 1994. For the first nine months of 1995 compared to the same period in 1994, this ratio was 32% and 31%, respectively. This increase is attributable to the decline in occupancy levels in the nine months of 1995 as compared to the first nine months of 1994 and to the fact that operating expenses as a percentage of revenues are higher for office building properties than all other property types within the WRIT portfolio. WRIT's percentage of office buildings within its entire real estate portfolio has increased from 39% at September 30, 1994 to 41% as of September 30, 1995 based on revenues. This increase is primarily attributable to the acquisitions of Tycon II and III office buildings in June, 1994 and 6110 Executive Boulevard office building in January, 1995.

In the first quarter of 1994, a marketable investment security was written down to its estimated realizable value, resulting in a charge of \$799,571 to operations. This amount is included in the \$382,157 of other expense per the statement of operations for the nine months ended September 30, 1994.

Investment income increased for the three months ended September 30, 1995 compared to the same period of 1994 due to investment earnings on the net proceeds of \$48,616,800 received from the sale of 3,500,00 shares of beneficial interest.

Interest expense was \$1,675,955 for the nine months ended September 30, 1995 compared with \$319,315 for the nine months ended September 30, 1994. For the third quarter 1995, interest expense was \$501,969 compared with \$277,809 for the third quarter of 1994. These increases are the result of the \$7,000,000 of outstanding advances since May 17, 1995 for the acquisition of Tech 100 Industrial Park, the \$16,000,000 of outstanding advances since January 26, 1995 for the acquisition of the 6110 Executive Boulevard office building which was paid in full on September 8, 1995, and the \$2,000,000 of outstanding advances since June 28, 1995 for capital improvements and major renovations which were paid in full on July 31, 1995.

General and administrative expenses increased \$240,893 or 10% for the nine months ended September 30, 1995 as compared to the same period in 1994. For the three months ended September 30, 1995, general and administrative expenses decreased \$75,542 or 9% as compared to the same period in 1994. The decrease for the nine months ending September 30, 1995 as compared to the same period 1994 is the result of personnel additions since June of 1994. The decrease for the third quarter 1995 as compared to the same period 1994 is primarily due to the completion of severance pay in June 1995 to WRIT's former Chief Executive Officer, B. Franklin Kahn who retired in February 1995.

CAPITAL RESOURCES AND LIQUIDITY

WRIT has utilized equity share offerings, long-term fixed interest rate debt, lines of credit and cash flow from operations for its capital needs. The WRIT philosophy has been to acquire real estate with strong growth potential and to improve its real estate holdings through carefully planned additions and improvements to generate higher rental income, and to reduce operating expenses.

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CAPITAL RESOURCES AND LIQUIDITY (continued)

On July 18, 1995 WRIT offered for sale 3,500,000 shares of beneficial interest to the public. On July 25, 1995 WRIT received \$48,842,500 from the issuance and sale of the 3,500,000 shares. WRIT's underwriting expenses were \$225,700 and thus the net proceeds received by the trust from the issuance and sale of the shares offered were \$48,616,800. Approximately \$36,000,000 of the net proceeds was used to repay certain borrowings outstanding under the Trust's lines of credit. Those borrowings were used to acquire the Tycon Plaza, Foxchase and the 6110 Executive Boulevard properties, and to fund capital improvements and major renovations. An additional \$5,600,000 of the net proceeds was used to acquire Frederick County Square and \$600,000 was used to

acquire 1220 Nineteenth Street (See Note F). The balance of the net proceeds may be used to acquire and/or renovate, expand or improve income producing properties or to repay other indebtedness drawn under the lines of credit. It is expected that the properties purchased in the future will be of the same general character as those presently held by the Trust.

On January 26, 1995 WRIT acquired an office building, 6110 Executive Boulevard, with approximately 198,000 rentable square feet of office space plus a three-story parking deck in Rockville, Maryland, for a contract purchase price of \$16,380,000. On May 17, 1995 WRIT acquired a three-building industrial distribution center, Tech 100 Industrial Park, with approximately 167,000 rentable square feet of distribution space in Howard County, Maryland, for a contract purchase price of \$6,750,000. On August 22, 1995 WRIT acquired Frederick County Square, a shopping center, with approximately 233,000 rentable square feet of retail space located on U.S. Route 40 in Frederick, Maryland for a contract purchase price of \$13,350,000. On November 2, 1995 WRIT acquired an office building, 1220 Nineteenth Street, NW, consisting of approximately 104,033 rentable square feet and two and-a-half levels underground parking in Washington, DC for a contract purchase price of \$18,913,000 (See Note F). Capital improvements of \$6,788,266 were completed in the first nine months of 1995, including tenant improvements.

After the acquisition of 6110 Executive Boulevard in January, 1995, the acquisition of Tech 100 Industrial Park in May, 1995, the acquisition of Frederick County Square in August, 1995 and capital improvements in the first nine months of 1995, the remainder of cash and marketable investment securities was approximately \$4,446,914 at September 30, 1995.

External sources of capital are available to WRIT from its existing unsecured credit commitments and management believes that additional sources of capital are available from selling additional shares and/or the issuance of debt.

Cash flow from operating activities was more than adequate to meet dividend requirements through the second quarter of 1995. Cash flow from operating activities for the nine months ended September 30, 1995 is less than dividends paid for the same period. This temporary shortfall is due to the dilutive effect on cash flow after the payment of WRIT'S third quarter dividend. On September 29, 1995 WRIT paid its third quarter dividend to shareholders of record on September 15, 1995. On September 29, 1995 dividends paid included payment on the 3,500,000 of shares sold in the July, 1995 underwriting. However, third quarter cashflow from operations does not represent a full three months of increased cashflow from the use of the underwriting proceeds. The proceeds were not received until July 25, 1995.

Management believes that it has the liquidity and the capital resources necessary to meet all of its known obligations and to make additional property acquisitions when appropriate. WRIT continues to pursue acquisition opportunities and capital improvement projects to enhance long-term growth.

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PART II

OTHER INFORMATION

- | | |
|---------|---|
| Item 1. | Legal Proceedings |
| | None |
| Item 2. | Changes in Securities |
| | None |
| Item 3. | Defaults Upon Senior Securities |
| | None |
| Item 4. | Submission of Matters to a Vote of Security Holders |
| | None |
| Item 5. | Other Information |
| | None |
| Item 6. | Exhibits and Reports on Form 8-K |
| | (a) Exhibits |

(27) Financial Data Schedule

(b) Reports on Form 8-K

WRIT filed a Current Report on Form 8-K and 8-K/A dated August 22, 1995 reporting the acquisition of a "significant amount of assets" as defined in regulation S-X. Accordingly, historical and proforma financial information was reported for two properties acquired.

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SIGNATURES

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

WASHINGTON REAL ESTATE INVESTMENT TRUST

//Larry E. Finger//

Larry E. Finger, Senior Vice President Finance
and Chief Financial Officer

//Laura M. Franklin//

Laura M. Franklin
Vice President Finance
and Chief Accounting Officer

Date: November 14, 1995

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