

FORM D

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

OMB APPROVAL
OMB Number: 3235-0076
Expires: March 31, 1991
Estimated average burden
hours per response. . .16.00

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED



Name Issuing (r check if this is an amendment and name has changed, and indicate change.)

1173771

Filing Under (Check box(es) that apply): Rule 504 Rule 505 X Rule 506 Section 4(6)
Type of filing: New Filing X Amendment

PROCESSED

A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (r check if this is an amendment and name has changed, and indicate change.)
AEI Accredited Investor Fund 2002

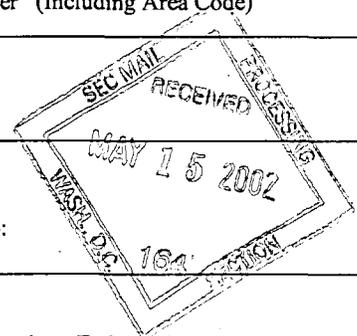
MAY 28 2002

THOMSON
FINANCIAL

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
1300 Minnesota World Trade Center, 30 E. 7th Street, St. Paul, MN 55101 (651) 227-7333
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices)
Brief Description of Business

To Acquire and Hold Commercial Real Estate

Type of Business Organization
corporation X limited partnership, already formed
business trust limited partnership, to be formed other (please specify):



Actual or Estimated Date of Incorporation or Organization: Month Year X Actual Estimated
4 2002
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) MN

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6). 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
AEI Fund Management XVIII, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
1300 Minnesota World Trade Center, 30 E. 7th Street, St. Paul, MN 55101

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
AEI Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)
1300 Minnesota World Trade Center, 30 E. 7th Street, St. Paul, MN 55101

B. INFORMATION ABOUT OFFERING

- | | | |
|---|----------|------------------|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... | Yes | No |
| Answer also in Appendix, Column 2, if filing under ULOE. | | X |
| 2. What is the minimum investment that will be accepted from any individual? | | \$ 20,000 |
| 3. Does the offering permit joint ownership of a single unit?..... | Yes | No |
| | X | |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Full Name (Last name first, if individual)
Distribution through NASD member firms. Names of all selling group participants are unknown as of the date of this filing. See "EXHIBIT A" attached for a list of the anticipated selling group participants as of the date of this filing.

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States).....

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)..... X All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box r and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
r Common		r Preferred
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ <u>30,000,000</u>	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ <u>30,000,000</u>	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited investors	0	\$ 0
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	\$ _____
Printing and Engraving Costs	\$ _____
Legal Fees	\$ _____
Accounting Fees	\$ _____
Engineering Fees	\$ _____

Sales Commissions (specify finders' fees separately)	\$ <u>2,100,000</u>
Other Expenses (identify) (Other Offering & Organization Expenses including all types of fees as listed above)..	\$ <u>1,200,000</u>
Total.....	\$ <u>3,300,000</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$26,700,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and Fees	\$ _____	\$ _____
Purchase of real estate	\$ <u>26,250,000</u>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	\$ _____	\$ _____
Construction or leasing of plant buildings and facilities	\$ _____	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	\$ _____	\$ _____
Repayment of indebtedness.....	\$ _____	\$ _____
Working capital	\$ _____	\$ _____
Other (specify): <u>Property Search and Acquisition Costs</u>	\$ <u>450,000</u>	\$ _____
Column Tools	\$ _____	\$ _____
Total Payments Listed (column totals added).....	\$ <u>26,700,000</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) AEI Accredited Investor Fund 2002	Signature 	Date 5-6-02
Name of Signer (Print or Type) By AEI Fund Management XVIII, Inc. Its General Partner	Title of Signer (Print or Type) Robert P. Johnson Its President	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CRF 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No
See Appendix, Column 5, for state response. X

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500).

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) AEI Accredited Investor Fund 2002	Signature	Date
Name (Print or Type) By AEI Fund Management XVIII, Inc. Its General Partner	Title (Print or Type) Robert P. Johnson Its President	

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

EXHIBIT A

Last Updated 5/6/02

Amerivet Securities, Inc.

21800 Oxnard Street, Suite 220
Woodland Hills, CA 92367-3643

States Licensed: AL, CA, CO, CT, DC, FL, GA, HI, ID, IL, KS, KY, MA, MD, MI, MN,
MT, NC

Berthel Fisher & Company Financial Services, Inc.

100 Second Street SE
P.O. Box 74250
Cedar Rapids, IA 52407-4250

States Licensed: All States

Camden Financial Services

2301 Campus Drive, No. 250
Irvine, CA 92612

States Licensed: AZ, CA, CO, FL, HI, ID, LA, MD, MA, NV, NJ, NY, OR, SC, TX, UT,
WA

Crown Capital Securities, L.P.

725 Town & Country Road, Suite 310
Orange, CA 92868-4707

States Licensed: All States

Dunwoody Brokerage Services, Inc.

8309 Dunwoody Place
Atlanta, GA 30350-3307

States Licensed: AL, CA, CO, FL, GA, IL, LA, MD, MS, NC, NJ, NY, OH, OK, PA,
SC, TN, TX, VA, and WA.

Equity Services, Inc.

National Life Drive
Montpelier, VT 05604

States Licensed: All states except HI

ePlanning Securities, Inc.

3017 Douglas Boulevard, No. 250
Roseville, CA 95661

States Licensed: All States

FFP Securities, Inc.

Conway Road, 2nd Floor
Chesterfield, MO 63017

States Licensed: All States

Franklin Financial Services Corporation

1 Franklin Square
Springfield, IL 62713

States Licensed: All States

G.A. Repple & Company

101 Normandy Road, Suite 101
Casselberry, FL 32707

States Licensed: All states except AK, ID, HA, MS, NV, ND, SD, VT, WI, WY,

H. Beck, Inc.

11140 Rockville Pike, 4th Floor
Rockville, MD 20852

States Licensed: All States

Lincoln Financial Advisors

1300 South Clinton
Fort Wayne, IN 46804

States Licensed: All States

Long Grove Trading Company

500 Park Boulevard, Suite 800
Itasca, IL 60143

States Licensed: All states except ND, ME, ID, UT, VT

Michigan Securities, Inc.

21415 Civic Center Drive, No. 200
Southfield, MI 48076

States Licensed: MI, FL, CA, WI, IL, PA, WA, MD

SunAmerica Securities, Inc.

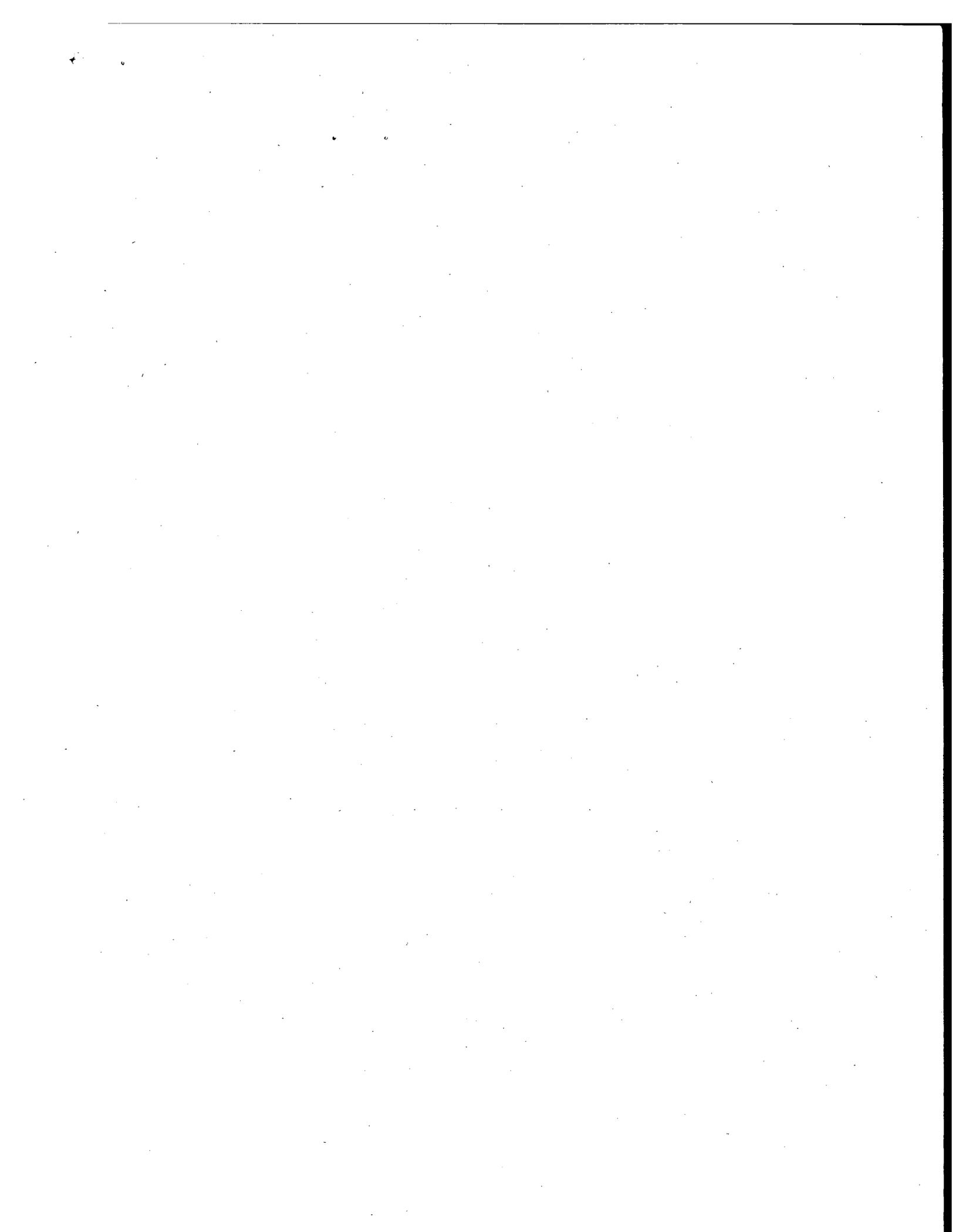
2800 N. Central Avenue, Suite 1900
Phoenix, AZ 85004

States Licensed: All States

Tower Equities, Inc.

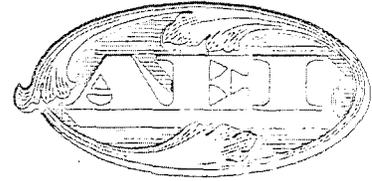
8141 North Main Street
Dayton, OH 45414

States Licensed: AL AZ CA CO CT DE FL GA HI ID IL IN KY LA MD MA MI MS
MO NV NH NJ NY NC OH OK PA RI SC SD TN TX UT VA WA WV WI



AEI Fund Management, Inc.

1300 Minnesota World Trade Center
30 Seventh Street East
St. Paul, Minnesota 55101-4901
651-227-7333
651-227-7705 (fax)
800-328-3519
www.aeifunds.com



May 6, 2002

Department of Corporate Finance
Securities and Exchange Commission
450 Fifth Street N.W.
Washington, D.C. 20549

Re: Regulation D Filing

Dear S.E.C.:

Enclosed please find five copies, one manually signed, of the Amended "Notice of Sale of Securities - Regulation D Exemption" for AEI Accredited Investor Fund 2002 Limited Partnership.

Please acknowledge your receipt of this filing by stamping the enclosed copy of this letter and returning it to me in the envelope provided.

If you have any questions regarding the enclosed, please contact me directly.

Sincerely,

A handwritten signature in black ink, appearing to read 'Rona Newton', written over a large, stylized flourish.

Rona L. Newton
Manager, Securities Compliance

RLN/st
enclosures

