

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

OMB APPROVAL  
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FORM D

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



Name of Offering (check if this is an amendment and name has changed, and indicate change.)  
**AEI Accredited Investor Fund VI LP**

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

**A. BASIC IDENTIFICATION DATA**

**I. 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 VI LP**

Address of Executive Offices (Number and Street, City, State, Zip Code)      Telephone Number (Including Area Code)  
**1300 Wells Fargo Place, 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       limited partnership, already formed

Actual or Estimated Date of Incorporation or Organization:      Month      Year       Actual      Estimated  
8      2006      THOMSON FINANCIAL  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)      MN

PROCESSED  
SEP 06 2006  
THOMSON FINANCIAL

**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.**



**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  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.....	\$ _____	\$ _____
Common                      Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	<b>\$ 100,000,000</b>	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	<b>\$ 100,000,000</b>	\$ _____

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.....	<b>0</b>	\$ <b>0</b>
Non-accredited Investors .....	<b>0</b>	\$ <b>0</b>
Total (for filings under Rule 504 only) .....	<b>0</b>	\$ <b>0</b>

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     N/A .....	_____	\$ _____
Regulation A   N/A .....	_____	\$ _____
Rule 504     N/A .....	_____	\$ _____
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) .....	<b>\$ 7,000,000</b>
Other Expenses (identify) (Other Offering & Organization Expenses including all types of fees as listed above.)..	<b>\$ 5,000,000</b>
Total .....	<b>\$ 12,000,000</b>

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

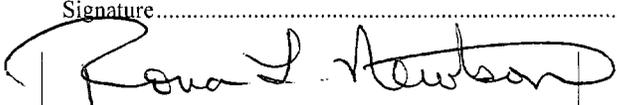
b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... **\$88,000,000**

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.....	\$ <b>86,450,000</b>	\$ _____
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> .....	\$ <b>1,550,000</b>	\$ _____
Column Tools .....	\$ _____	\$ _____
Total Payments Listed (column totals added).....	\$ <b>88,000,000</b>	

**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) <b>AEI Accredited Investor Fund VI LP</b>	Signature..... 	Date <b>8-28-06</b>
Name of Signer (Print or Type) <b>By AEI Fund Management XVIII, Inc. Its General Partner</b>	Title of Signer (Print or Type) <b>Rona L. Newtonson, Authorized Signatory for Robert P. Johnson, Its President</b>	

**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  
**X**  
See Appendix, Column 5, for state response.

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) <b>AEI Accredited Investor Fund VI LP</b>	Signature	Date
Name (Print or Type) <b>By AEI Fund Management XVIII, Inc. Its General Partner</b>	Title (Print or Type) <b>Rona L. Newton, Authorized Signatory for Robert P. Johnson, Its President</b>	

**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**

**Advantage Capital Corporation – CRD No. 146**

2300 Windy Ridge Parkway  
Atlanta, GA 30339

States Licensed: All States

**AIG Financial Advisors, Inc. - CRD No. 133763**

2800 North Central Avenue, Suite 2100  
Phoenix, AZ 85004-1072

States Licensed: All States

**American General Securities, Inc. – CRD No. 13626**

2727 Allen Parkway, Suite 290  
Houston, TX 77019

States Licensed: All States

**Ashton-Clayton Financial – CRD No. 103720**

1000 South Drive  
Staten Island, NY 10314

States Licensed: AZ, CA, CO, CT, FL, GA, IL, IN, MD, ME, MI, MO, NC, NJ, NM,  
NV, NY, PA, RI, SC, UT, VA, WI, WY

**Askar Corporation – CRD No. 7512**

Two Appletree Square, Suite 350  
Bloomington, MN 55425

States Licensed: All States except ID, DC, DE, MS, NE, RI, UT, VT, WV, WY

**B.C. Ziegler and Company – CRD No. 61**

250 East Wisconsin Avenue  
Milwaukee, WI 53202

States Licensed: All States

**Broad Street Securities – CRD No. 36101**

355 South Old Woodward Ave., Ste. 108  
Birmingham, MI 48009

States Licensed: AZ, CA, CO, DE, FL, GA, IA, ID, IL, IN, KS, LA, MA, MD, MI, MN,  
MO, MS, NC, NJ, NY, OH, OK, OR, PA, TN, TX, UT, VA, WA, WI

**Burch & Co., Inc. – CRD No. 102280**

911 Main St., Ste. 600  
Kansas City, MO 64105

States Licensed: All States

**Carillon Investments, Inc. – CRD No. 14646**

1876 Waycross Road  
Or P.O. Box 40409  
Cincinnati, OH 45240-0409

States Licensed: All States

**Centaurus Financial, Inc. – CRD No. 30833**

333 City Boulevard West, Suite 2010  
Orange, CA 92868

States Licensed: All States

**Crown Capital Securities, L.P. – CRD No. 6312**

725 Town & Country Road, Suite 530  
Orange, CA 92868

States Licensed: All States

**ePlanning Securities, Inc. – CRD No. 46000**

3721 Douglas Blvd., Ste. 200  
Roseville, CA 95661

States Licensed: All States

**Equity Services, Inc. – CRD No. 265**

National Life Drive  
Montpelier, VT 05604

States Licensed: All states

**First Heartland Capital, Inc. – CRD No. 32460**

1839 Lake Saint Louis Boulevard  
Lake Saint Louis, MO 63667

States Licensed: All States

**Forsyth Securities, Inc. – CRD No. 16323**

243 North Lindbergh Boulevard, Suite 301  
St. Louis, MO 63141

States Licensed: AZ, CA, CO, FL, GA, IA, IL, IN, KS, MA, MD, MI, MN, MO, NH, NJ,  
NM, NY, OH, OK, TX, WA, WI

**FSC Securities Corporation – CRD No. 7461**

2300 Windy Ridge Parkway  
Atlanta, GA 30339

States Licensed: All States

**Heritage Financial Systems, Inc. – CRD No. 133019**

One East Uwchlin Avenue, Suite 400  
Exton, PA 19341

States Licensed: PA, DE, NJ, MD, FL

**Invest Financial Corporation – CRD No. 12984**

2701 North Rocky Point Drive, 7<sup>th</sup> floor  
Tampa, FL 33607

States Licensed: All States

**Investment Centers of America – CRD No. 16443**

212 North 4<sup>th</sup> Street  
Bismarck, ND 58502

States Licensed: All States

**Kovack Securities, Inc. – CRD No. 44848**

6451 N. Federal Hwy., Ste. 1201  
Ft. Lauderdale, FL 33308

State Licensed: All States except Maine

**Lincoln Financial Advisors – CRD No. 3978**

1300 South Clinton  
Fort Wayne, IN 46804

States Licensed: All States

**National Planning Corporation – CRD No. 29604**

401 Wilshire Boulevard, Suite 1100  
Santa Monica, CA 90401

States Licensed: All States

**NPB Financial Group LLC – CRD No. 137743**

3500 West Olive Avenue, Ste. 300  
Burbank, CA 91505

States Licensed: AL, AZ, CA, CO, FL, ID, LA, NC, NV, TX, VA, WA

**Online Brokerage Services, Inc. – CRD No. 104281**

103 North River Road  
Waterville, OH 43566

States Licensed: All States except LA

**One America Securities, Inc. – CRD No. 4173**

One America Square  
Indianapolis, IN 46282

States Licensed: All States

**QA3 Financial Corporation – CRD No. 14754**

One Valmont Plaza, 4<sup>th</sup> Floor  
Omaha, NE 68154

States Licensed: All States

**Royal Alliance Associates, Inc. – CRD No. 23131**

733 Third Avenue, 4<sup>th</sup> Floor  
New York, NY 10017

States Licensed: All States

**Sammons Securities Company LLC – CRD No. 115368**

4261 Park Road  
Ann Arbor, MI 48103

States Licensed: All States

**Sigma Financial Corp – CRD No. 14303**

4261 Park Road  
Ann Arbor, MI 48103

States Licensed: All States

**SII Investments, Inc. – CRD No. 2225**

5555 Grande Market Drive  
Appleton, WI 54913

States Licensed: All States

**Summit Equities, Inc. – CRD No. 11039**

4 Campus Drive  
Parsippany, NJ 07054

States Licensed: All States except AK, AR, ID, IA, MS, NE, ND, TN, WV, WY

**Wall Street Financial Group – CRD No. 35830**

255 Woodcliff Drive  
Fairport, NY 14450

States Licensed: All States

**Waterstone Financial Group, Inc. – CRD No. 10078**

520 Park Boulevard, Suite 800  
Itasca, IL 60143

States Licensed: All States

**Wilbanks Securities, Inc. – CRD No. 40673**

4334 Northwest Expressway, Ste. 222  
Oklahoma City, OK 73116

States Licensed: All States except HI, IA, ID, ME, MN, MT, NH, ND, NE, OR, RI, SC,  
SD, VT

**World Equity Group, Inc. – CRD No. 29087**

1650 North Arlington Heights Road, Suite 100  
Arlington Heights, IL 60004

States Licensed: All States except ND