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

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

For the Fiscal Year Ended: December 31, 2017

Commission file number: 000-29274

AEI INCOME & GROWTH FUND XXI LIMITED PARTNERSHIP
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| State of Minnesota | 41-1789725 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| 30 East 7th Street, Suite 1300<br>St. Paul, Minnesota 55101 | (651) 227-7333 |
| (Address of principal executive offices) | (Registrant's telephone number) |

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|---|---|
| None | None |

Securities registered pursuant to Section 12(g) of the Act:

Limited Partnership Units
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. ☐ Yes ☒ No

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 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

| | |
|---|---|
| ☐ Large accelerated filer | ☐ Accelerated filer |
| ☐ Non-accelerated filer | ☒ Smaller reporting company |
| ☐ Emerging growth company | |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).
☐ Yes ☒ No

As of June 30, 2017, there were 19,615.639 Units of limited partnership interest outstanding and owned by nonaffiliates of the registrant, which Units had an aggregate market value (based solely on the price at which they were sold since there is no ready market for such Units) of $19,615,639.

DOCUMENTS INCORPORATED BY REFERENCE
The registrant has not incorporated any documents by reference into this report.

## PART I

### ITEM 1. BUSINESS.

AEI Income & Growth Fund XXI Limited Partnership (the "Partnership" or the "Registrant") is a limited partnership which was organized pursuant to the laws of the State of Minnesota on August 22, 1994. The registrant is comprised of AEI Fund Management XXI, Inc. ("AFM") as Managing General Partner, Robert P. Johnson, the President and sole director of AFM, as the Individual General Partner, and purchasers of partnership units as Limited Partners. The Partnership offered for sale up to $24,000,000 of limited partnership interests (the "Units") (24,000 Units at $1,000 per Unit) pursuant to a registration statement effective February 1, 1995. The Partnership commenced operations on April 14, 1995 when minimum subscriptions of 1,500 Limited Partnership Units ($1,500,000) were accepted. On January 31, 1997, the Partnership offering terminated when the maximum subscription limit of 24,000 Limited Partnership Units ($24,000,000) was reached.

The Partnership was organized to acquire existing and newly constructed commercial properties located in the United States, to lease such properties to tenants under net leases, to hold such properties and to eventually sell such properties. From subscription proceeds, the Partnership purchased ten properties including partial interests in seven properties, at a total cost of $19,686,525. The balance of the subscription proceeds was applied to organization and syndication costs, working capital reserves and distributions, which represented a return of capital. The properties are commercial, single tenant buildings leased under net leases.

The Partnership's properties were purchased without any indebtedness. The Partnership will not finance properties in the future to obtain proceeds for new property acquisitions. If it is required to do so, the Partnership may incur short-term indebtedness, which may be secured by a portion of the Partnership's properties, to finance day-to-day cash flow requirements (including cash flow necessary to repurchase Units). The amount of borrowings that may be secured by the properties is limited in the aggregate to 10% of the purchase price of all properties. The Partnership will not incur borrowings to pay distributions and will not incur borrowings while there is cash available for distributions.

The Partnership will hold its properties until the General Partners determine that the sale or other disposition of the properties is advantageous in view of the Partnership's investment objectives. In deciding whether to sell properties, the General Partners will consider factors such as potential appreciation, net cash flow and income tax considerations. The Partnership expects to sell some or all of its properties prior to its final liquidation and to reinvest the proceeds from such sales in additional properties. The Partnership reserves the right, at the discretion of the General Partners, to either distribute proceeds from the sale of properties to the Partners or to reinvest such proceeds in additional properties, provided that sufficient proceeds are distributed to the Limited Partners to pay federal and state income taxes related to any taxable gain recognized as a result of the sale.

In January 2014, the Managing General Partner mailed a Consent Statement (Proxy) seeking the consent of the Limited Partners to continue the Partnership for an additional 60 months or to initiate the final disposition, liquidation and distribution of all of the Partnership's properties and assets. On February 14, 2014, the proposal to continue the Partnership was approved with a majority of Units voted in favor of the continuation proposal. As a result, the Managing General Partner will continue the operations of the Partnership for an additional 60 months at which time it intends to again ask the Limited Partners to vote on the same two proposals.

**Leases**

Although there are variations in the specific terms of the leases, the following is a summary of the general terms of the Partnership's leases. The properties are leased to tenants under net leases, classified as operating leases. Under a net lease, the tenant is responsible for real estate taxes, insurance, maintenance, repairs and operating expenses for the property. For some leases, the Partnership is responsible for repairs to the structural components of the building, the roof, and the parking lot. At the time the properties were acquired, the remaining primary lease terms varied from 10 to 18 years, except for the Tractor Supply Company store, which had a remaining primary term of 7.3 years. The leases provide the tenants with two to four five-year renewal options subject to the same terms and conditions as the primary term. The leases provide for base annual rental payments, payable in monthly installments, and contain rent clauses which entitle the Partnership to receive additional rent in future years based on stated rent increases.

**Property Activity During the Last Three Years**

As of December 31, 2014, the Partnership owned interests in seven properties with a total cost of $14,052,713. During the year ended December 31, 2017, the Partnership sold one property interest and received net sale proceeds of $1,696,401, which resulted in a net gain of $1,043,829. During 2016, the Partnership expended $1,809,915 to purchase one additional property as it reinvested cash generated from property sales completed in 2014. As of December 31, 2017, the Partnership owned interests in seven properties with a total cost of $14,645,171.

**Major Tenants**

During 2017, four tenants each contributed more than ten percent of the Partnership's total rental income. The major tenants in aggregate contributed 76% of total rental income in 2017. It is anticipated that, based on minimum rental payments required under the leases, each major tenant will continue to contribute more than ten percent of rental income in 2018. Any failure of these major tenants could materially affect the Partnership's net income and cash distributions.

**Competition**

The Partnership is a minor factor in the commercial real estate business. There are numerous entities engaged in the commercial real estate business which have greater financial resources than the Partnership. At the time the Partnership elects to dispose of its properties, the Partnership will be in competition with other persons and entities to find buyers for its properties.

**Employees**

The Partnership has no direct employees. Management services are performed for the Partnership by AEI Fund Management, Inc., an affiliate of AFM.

**ITEM 1A. RISK FACTORS.**

Not required for a smaller reporting company.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

Not required for a smaller reporting company.

**ITEM 2. PROPERTIES.**

**Investment Objectives**

The Partnership's investment objectives are to acquire existing or newly-developed commercial properties throughout the United States that offer the potential for (i) regular cash distributions of lease income; (ii) growth in lease income through rent escalation provisions; (iii) preservation of capital through all-cash sale-leaseback transactions; (iv) capital growth through appreciation in the value of properties; and (v) stable property performance through long-term lease contracts. The Partnership does not have a policy, and there is no limitation, as to the amount or percentage of assets that may be invested in any one property. However, to the extent possible, the General Partners attempt to diversify the properties by tenant and geographic location.

**Description of Properties**

The Partnership's properties are commercial, single tenant buildings. The properties were acquired on a debt-free basis and are leased to tenants under net leases, classified as operating leases. The Partnership holds an undivided fee simple interest in the properties.

The Partnership's properties are subject to the general competitive conditions incident to the ownership of single tenant investment real estate. Since each property is leased under a long-term lease, there is little competition until the Partnership decides to sell the property. At this time, the Partnership will be competing with other real estate owners, on both a national and local level, in attempting to find buyers for the properties. In the event of a tenant default, the Partnership would be competing with other real estate owners, who have property vacancies, to attract a new tenant to lease the property. The Partnership's tenants operate in industries that are competitive and can be affected by factors such as changes in regional or local economies, seasonality and changes in consumer preference.

**ITEM 2. PROPERTIES. (Continued)**

The following table is a summary of the properties that the Partnership acquired and owned as of December 31, 2017.

| Property | Purchase Date | | Original Property Cost | Tenant | | Annual Lease Payment | | Annual Rent Per Sq. Ft. |
|---|---|---|---|---|---|---|---|---|
| Jared Jewelry Store<br>Hanover, MD<br>(50%) | 2/9/04 | $ | 1,989,135 | Sterling Jewelers Inc. | $ | 203,946 | $ | 70.22 |
| Jared Jewelry Store<br>Auburn Hills, MI<br>(40%) | 1/14/05 | $ | 1,466,048 | Sterling Jewelers Inc. | $ | 124,049 | $ | 53.85 |
| Best Buy Store<br>Eau Claire, WI<br>(54%) | 1/31/08 | $ | 3,637,706 | Best Buy Stores, L.P. | $ | 268,800 | $ | 10.51 |
| Fresenius Medical Center<br>Shreveport, LA<br>(55%) | 10/2/08 | $ | 1,407,367 | Bio-Medical Applications of Louisiana, LLC | $ | 112,772 | $ | 24.12 |
| Tractor Supply Company Store<br>Canton, GA<br>(50%) | 5/29/14 | $ | 2,212,500 (1) | Tractor Supply Company | $ | 172,573 | $ | 14.45 |
| Gander Mountain Store<br>Champaign, IL<br>(30%) | 7/3/14 | $ | 2,122,500 (1) | None (2) | | | | |
| Dollar Tree<br>Cincinnati, OH | 2/3/16 | $ | 1,809,915 (1) | Dollar Tree Stores, Inc. | $ | 122,169 | $ | 12.28 |

(1) Does not include acquisition costs that were expensed.
(2) This property is vacant and listed for lease.

The properties listed above with a partial ownership percentage are owned with the following affiliated entities: Jared Jewelry store in Hanover, Maryland (AEI Net Lease Income & Growth Fund XX Limited Partnership); Jared Jewelry store in Auburn Hills, Michigan (AEI Income & Growth Fund 25 LLC); Best Buy store (AEI Income & Growth Fund 23 LLC and AEI Income & Growth Fund 26 LLC); Fresenius Medical Center (AEI Income & Growth Fund 24 LLC); Tractor Supply Company store (AEI Accredited Investor Fund V LP); and Gander Mountain store (AEI Accredited Investor Fund V LP and AEI National Income Property Fund VIII LP).

The Partnership accounts for properties owned as tenants-in-common with affiliated entities and/or unrelated third parties using the proportionate consolidation method. Each tenant-in-common owns a separate, undivided interest in the properties. Any tenant-in-common that holds more than a 50% interest does not control decisions over the other tenant-in-common interests. The financial statements reflect only this Partnership's percentage share of the properties' land, building, liabilities, revenues and expenses.

**ITEM 2. PROPERTIES. (Continued)**

At the time the properties were acquired, the remaining primary lease terms varied from 10 to 18 years, except for the Tractor Supply Company store, which had a remaining primary term of 7.3 years. The leases for the Best Buy store and the Fresenius Medical Center were extended to expire on and January 19, 2023 and June 30, 2027, respectively. The leases provide the tenants with two to four five-year renewal options subject to the same terms and conditions as the primary term.

Pursuant to the lease agreements, the tenants are required to provide proof of adequate insurance coverage on the properties they occupy. The General Partners believe the properties are adequately covered by insurance and consider the properties to be well-maintained and sufficient for the Partnership's operations.

For tax purposes, the Partnership's properties are depreciated under the Modified Accelerated Cost Recovery System (MACRS). The largest depreciable component of a property is the building which is depreciated using the straight-line method over 39 years. The remaining depreciable component of a property is land improvements which are depreciated using an accelerated method over 15 years. Since the Partnership has tax-exempt Partners, the Partnership is subject to the rules of Section 168(h)(6) of the Internal Revenue Code which requires a percentage of the properties' depreciable components to be depreciated over longer lives using the straight-line method. In general, the federal tax basis of the properties for tax depreciation purposes equals the book depreciable cost of the properties plus the amortizable cost of the related intangible lease assets, except for properties purchased after January 1, 2009. For those properties, acquisition expenses that were expensed for book purposes were capitalized and added to the basis of the property for tax depreciation purposes.

At December 31, 2017, all properties listed above were 100% occupied. The only exception is the Gander Mountain store that became vacant in July 2017.

**ITEM 3. LEGAL PROCEEDINGS.**

None.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not Applicable.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCK-HOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

(a) As of December 31, 2017, there were 1,084 holders of record of the registrant's Limited Partnership Units. There is no other class of security outstanding or authorized. The registrant's Units are not a traded security in any market. During the period covered by this report, the Partnership did not sell any equity securities that are not registered under the Securities Act of 1933.

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCK-HOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

Cash distributions of $19,491 and $10,478 were made to the General Partners and $1,929,596 and $1,037,303 were made to the Limited Partners for 2017 and 2016, respectively. The distributions were made on a quarterly basis and represented Net Cash Flow, as defined, except as discussed below. These distributions should not be compared with dividends paid on capital stock by corporations.

As part of the Limited Partners' distributions discussed above, the Partnership distributed net sale proceeds of $1,068,124 and $116,558 in 2017 and 2016, respectively.

(b) Not applicable.

(c) Pursuant to Section 7.7 of the Partnership Agreement, as amended, each Limited Partner has the right to present Units to the Partnership for purchase by submitting notice to the Managing General Partner during January or July of each year. The purchase price of the Units is equal to 95% of the net asset value per Unit, as of the first business day of January or July of each year, as determined by the Managing General Partner in accordance with the provisions of the Partnership Agreement. Units tendered to the Partnership during January and July may be repurchased on April 1st and October 1st, respectively, of each year subject to the following limitations. The Partnership will not be obligated to purchase in any year more than 5% of the total number of Units outstanding on January 1 of such year. In no event shall the Partnership be obligated to purchase Units if, in the sole discretion of the Managing General Partner, such purchase would impair the capital or operation of the Partnership. During the last three months of 2017, the Partnership did not purchase any Units.

**Other Information**

Effective April 11, 2016, the Financial Industry Regulatory Authority ("FINRA") implemented Rule 2310, a revised rule that requires securities broker-dealers to report on customer account statements the value of investment units of non-traded securities, such as REITs, LLCs and Limited Partnerships, provided that the per unit value is derived using methodology set forth by the rule.

At December 31, 2017, the estimated value of the Partnership's Units was $933 per Unit. The Managing General Partner is the party responsible for the estimated value per Unit. The estimated value was derived using methodology that conforms to standard industry practice and based upon material assistance and/or confirmation by third-party valuation expert(s), in accordance with the appraised value method set forth in FINRA Rule 2340(c)(1)(B). Third-party valuation services were provided by:

Justin Zahn – Commercial Investment Advisors, Scottsdale, AZ
Brad Gibbs – SRS Real Estate Partners, Dallas, TX
Ken Hedrick – Newmark Knight Frank, Tulsa, OK
John Hottle – Hottle Appraisal Company, St. Louis, MO

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCK-HOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

The expertise provided by these parties included brokerage, valuation, and appraisal services of commercial, net leased properties. We provided each third-party valuation expert with a unique set of assets from the registrant's portfolio. In response, the third-party valuation experts provided cap rate analysis, and the logic behind such analysis, for each of the assets. Thereafter, we reviewed the analysis with the third-party valuation experts to fully understand the information presented. We then used this information, as well as our own independent analysis, to establish and/or confirm asset values.

The per Unit value was the aggregate estimated value of the Partnership's assets less the Partnership's liabilities, and less the value attributable to the interest of the General Partners, divided by the number of Units outstanding. The Partnership's cash, receivables and liabilities were valued at face value. Each of the Partnership's properties were valued by dividing their annual rental income as of December 1, 2017 by a capitalization rate the Managing General Partner believed, based upon material assistance and/or confirmation by the aforementioned third-party valuation experts, to be representative of the retail market for the sale of each property. The resulting value for each property was reviewed to determine that it also reflected circumstances that may have been unique to each specific property. The valuations were estimates only, and were based on a number of assumptions which may not be accurate or complete. In addition, property values are subject to change and could decline after the date of the valuations. Accordingly, this estimated value should not be viewed as the amount at which a Limited Partner may be able to sell his units, or the fair market value of the Partnership properties, nor does it represent the amount of net proceeds Limited Partners would receive if the Partnership properties were sold and the proceeds distributed in a liquidation of the Partnership.

The following table provides a breakdown of each major asset type, liabilities and the number of Units that were used to calculate the estimated value per Unit as of December 31, 2017 and 2016:

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| Properties | $ 16,540,000 | $ 18,295,000 |
| Cash | 2,197,000 | 676,000 |
| Current Liabilities | (243,000) | (313,000) |
| Value attributable to the interest of the General Partners | (185,000) | (186,000) |
| Value attributable to the interest of the Limited Partners | $ 18,309,000 | $ 18,472,000 |
| Limited Partnership Units outstanding | 19,616 | 19,636 |

**ITEM 6. SELECTED FINANCIAL DATA.**

Not required for a smaller reporting company.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

This section contains "forward-looking statements" which represent management's expectations or beliefs concerning future events, including statements regarding anticipated application of cash, expected returns from rental income, growth in revenue, the sufficiency of cash to meet operating expenses, rates of distribution, and other matters. These, and other forward-looking statements, should be evaluated in the context of a number of factors that may affect the Partnership's financial condition and results of operations, including the following:

— Market and economic conditions which affect the value of the properties the Partnership owns and the cash from rental income such properties generate;
— the federal income tax consequences of rental income, deductions, gain on sales and other items and the effects of these consequences for the Partners;
— resolution by the General Partners of conflicts with which they may be confronted;
— the success of the General Partners of locating properties with favorable risk return characteristics;
— the effect of tenant defaults; and
— the condition of the industries in which the tenants of properties owned by the Partnership operate.

**Application of Critical Accounting Policies**

The Partnership's financial statements have been prepared in accordance with US GAAP. Preparing the financial statements requires management to use judgment in the application of these accounting policies, including making estimates and assumptions. These judgments will affect the reported amounts of the Partnership's assets and liabilities and the disclosure of contingent assets and liabilities as of the dates of the financial statements and will affect the reported amounts of revenue and expenses during the reporting periods. It is possible that the carrying amount of the Partnership's assets and liabilities, or the results of reported operations, will be affected if management's estimates or assumptions prove inaccurate.

Management of the Partnership evaluates the following accounting estimates on an ongoing basis, and has discussed the development and selection of these estimates and the management discussion and analysis disclosures regarding them with the managing partner of the Partnership.

***Allocation of Purchase Price of Acquired Properties***

Upon acquisition of real properties, the Partnership records them in the financial statements at cost. The purchase price is allocated to tangible assets, consisting of land and building, and to identified intangible assets and liabilities, which may include the value of above market and below market leases and the value of in-place leases. The allocation of the purchase price is based upon the fair value of each component of the property. Although independent appraisals may be used to assist in the determination of fair value, in many cases these values will be based upon management's assessment of each property, the selling prices of comparable properties and the discounted value of cash flows from the asset.

The fair values of above market and below market in-place leases will be recorded based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) an estimate of fair market lease rates for the corresponding in-place leases measured over a period equal to the non-cancelable term of the lease including any bargain renewal periods. The above market and below market lease values will be capitalized as intangible lease assets or liabilities. Above market lease values will be amortized as an adjustment of rental income over the remaining term of the respective leases. Below market lease values will be amortized as an adjustment of rental income over the remaining term of the respective leases, including any bargain renewal periods. If a lease were to be terminated prior to its stated expiration, all unamortized amounts of above market and below market in-place lease values relating to that lease would be recorded as an adjustment to rental income.

The fair values of in-place leases will include estimated direct costs associated with obtaining a new tenant, and opportunity costs associated with lost rentals which are avoided by acquiring an in-place lease. Direct costs associated with obtaining a new tenant may include commissions, tenant improvements, and other direct costs and are estimated, in part, by management's consideration of current market costs to execute a similar lease. These direct costs will be included in intangible lease assets on the balance sheet and will be amortized to expense over the remaining term of the respective leases. The value of opportunity costs will be calculated using the contractual amounts to be paid pursuant to the in-place leases over a market absorption period for a similar lease. These intangibles will be included in intangible lease assets on the balance sheet and will be amortized to expense over the remaining term of the respective leases. If a lease were to be terminated prior to its stated expiration, all unamortized amounts of in-place lease assets relating to that lease would be expensed.

The determination of the fair values of the assets and liabilities acquired will require the use of significant assumptions with regard to the current market rental rates, rental growth rates, discount and capitalization rates, interest rates and other variables. If management's estimates or assumptions prove inaccurate, the result would be an inaccurate allocation of purchase price, which could impact the amount of reported net income.

***Carrying Value of Properties***

Properties are carried at original cost, less accumulated depreciation and amortization. The Partnership tests long-lived assets for recoverability when events or changes in circumstances indicate that the carrying value may not be recoverable. For properties the Partnership will hold and operate, management determines whether impairment has occurred by comparing the property's probability-weighted future undiscounted cash flows to its current carrying value. For properties held for sale, management determines whether impairment has occurred by comparing the property's estimated fair value less cost to sell to its current carrying value. If the carrying value is greater than the net realizable value, an impairment loss is recorded to reduce the carrying value of the property to its net realizable value. Changes in these assumptions or analysis may cause material changes in the carrying value of the properties.

### *Allocation of Expenses*

AEI Fund Management, Inc. allocates expenses to each of the funds they manage primarily on the basis of the number of hours devoted by their employees to each fund's affairs. They also allocate expenses at the end of each month that are not directly related to a fund's operations based upon the number of investors in the fund and the fund's capitalization relative to other funds they manage. The Partnership reimburses these expenses subject to detailed limitations contained in the Partnership Agreement.

### Results of Operations

For the years ended December 31, 2017 and 2016, the Partnership recognized rental income of $1,197,392 and $1,305,613, respectively. In 2017, rental income decreased due to the sale of one property in 2017, the tenant of the KinderCare daycare center receiving free rent, and the Gander Mountain situation, as discussed below. These decreases were partially offset by additional rent received from one property acquisition in 2016 and rent increases on two properties. Based on the scheduled rent for the properties as of February 28, 2018, the Partnership expects to recognize rental income of approximately $1,037,000 in 2018.

For the years ended December 31, 2017 and 2016, the Partnership incurred Partnership administration expenses from affiliated parties of $166,178 and $163,979, respectively. These administration expenses include costs associated with the management of the properties, processing distributions, reporting requirements and communicating with the Limited Partners. During the same periods, the Partnership incurred Partnership administration and property management expenses from unrelated parties of $110,012 and $44,627, respectively. These expenses represent direct payments to third parties for legal and filing fees, direct administrative costs, outside audit costs, taxes, insurance and other property costs. These expenses were higher in 2017, when compared to 2016, due to expenses related to the Gander Mountain store.

For the year ended December 31, 2016, the Partnership incurred property acquisition expenses of $56,760 related to the purchase of the Dollar Tree store in Cincinnati, Ohio.

The Partnership owns a 30% interest in the Gander Mountain store in Champaign, Illinois. The remaining interests in the property are owned by affiliates of the Partnership. On March 10, 2017, Gander Mountain Company filed for Chapter 11 reorganization and announced it was closing the store, following a liquidation sale of its on-site assets. In June 2017, the tenant filed a motion with the bankruptcy court to reject the lease for this store effective June 30, 2017. At this time, the tenant returned possession of the property to the owners and the Partnership became responsible for its 30% share of real estate taxes and other costs associated with maintaining the property. The tenant paid rent through June 2017. The owners have listed the property for lease with a real estate broker in the Champaign area. The annual rent from this property represented approximately 13% of the total annual rent of the Partnership's property portfolio. The loss of rent and increased expenses related to this property decreased the Partnership's cash flow. Consequently, beginning with the third quarter of 2017, the Partnership reduced its regular quarterly cash distribution rate from $13.18 per Unit to $10.51 per Unit.

As a result of the bankruptcy court terminating the lease for the Gander Mountain store, the Partnership included an additional $270,097 in Depreciation and Amortization in the second quarter of 2017, which represented the unamortized balance of the in-place lease intangible that was created when the property was purchased in 2014.

In March 2017, the Partnership entered into an agreement with the tenant of the KinderCare daycare center in Andover, Minnesota to extend the lease term five years to expire on June 30, 2022. The annual rent will remain the same throughout the remainder of the extended lease term. As part of the agreement, the Partnership paid a tenant improvement allowance of $30,000 that was capitalized. In addition, beginning on April 1, 2017, the tenant received free rent for three months that equaled $36,362.

In the first quarter of 2017, the Partnership decided to sell the property. In October 2017, the Partnership entered into an agreement to sell the KinderCare to an unrelated third party. On November 14, 2017, the sale closed with the Partnership receiving net proceeds of $1,696,401, which resulted in a net gain of $1,043,829. At the time of sale, the cost and related accumulated depreciation was $1,294,207 and $641,635, respectively.

For the years ended December 31, 2017 and 2016, the Partnership recognized interest income of $2,078 and $2,805, respectively.

Management believes inflation has not significantly affected income from operations. Leases may contain rent increases, based on the increase in the Consumer Price Index over a specified period, which will result in an increase in rental income over the term of the leases. Inflation also may cause the real estate to appreciate in value. However, inflation and changing prices may have an adverse impact on the operating margins of the properties' tenants, which could impair their ability to pay rent and subsequently reduce the Net Cash Flow available for distributions.

**Liquidity and Capital Resources**

During the year ended December 31, 2017, the Partnership's cash balances increased $1,451,269 as a result of cash generated from the sale of property, which was partially offset by cash paid for tenant improvement allowances, and distributions paid to the Partners and cash used to repurchase Units in excess of cash generated from operating activities. During the year ended December 31, 2016, the Partnership's cash balances decreased $2,233,997 as a result of cash used to purchase property and distributions paid to the Partners and cash used to repurchase Units in excess of cash generated from operating activities.

Net cash provided by operating activities decreased from $1,041,727 in 2016 to $841,326 in 2017 as a result of a decrease in total rental and interest income in 2017, an increase in Partnership administration and property management expenses in 2017 and net timing differences in the collection of payments from the tenants and the payment of expenses. During 2016, cash from operations was reduced by $56,760 of acquisition expenses related to the purchase of real estate. Pursuant to accounting guidance, these expenses were reflected as operating cash outflows. However, pursuant to the Partnership Agreement, acquisition expenses were funded with proceeds from property sales.

The major components of the Partnership's cash flow from investing activities are investments in real estate and proceeds from the sale of real estate. During the year ended December 31, 2017, the Partnership generated cash flow from the sale of real estate of $1,696,401. During the years ended December 31, 2017 and 2016, the Partnership expended $76,750 and $1,809,915, respectively, to invest in real properties as the Partnership reinvested cash generated from property sales completed in 2014.

On February 3, 2016, the Partnership purchased a Dollar Tree store in Cincinnati, Ohio for $1,809,915. The property is leased to Dollar Tree Stores, Inc. under a lease agreement with a remaining primary term of 10 years (as of the date of purchase) and annual rent of $122,169.

In April 2017, the Partnership entered into an agreement with the tenant of the Fresenius Medical Center in Shreveport, Louisiana to extend the lease term nine years to expire on June 30, 2027. The annual rent will remain the same throughout the remainder of the extended lease term. As part of the agreement, the Partnership paid a tenant improvement allowance of $46,750 that was capitalized and will be depreciated.

The Partnership's primary use of cash flow, other than investment in real estate, is distribution payments to Partners and cash used to repurchase Units. The Partnership declares its regular quarterly distributions before the end of each quarter and pays the distribution in the first week after the end of each quarter. The Partnership attempts to maintain a stable distribution rate from quarter to quarter. The Partnership may repurchase tendered Units on April 1st and October 1st of each year subject to limitations.

For the years ended December 31, 2017 and 2016, the Partnership declared distributions of $1,949,087 and $1,047,781, respectively, which were distributed 99% to the Limited Partners and 1% to the General Partners. The Limited Partners received distributions of $1,929,596 and $1,037,303 and the General Partners received distributions of $19,491 and $10,478 for the years, respectively. In December 2017, the Partnership declared a special distribution of net sale proceeds of $1,010,101 which was paid in the first week of January 2018 and resulted in higher distributions declared in 2017 and a higher distributions payable at December 31, 2017.

As part of the distributions discussed above, the Partnership distributed net sale proceeds (from property sales completed in 2014 and 2017) of $1,078,913 and $117,735 in 2017 and 2016, respectively. The Limited Partners received distributions of $1,068,124 and $116,558 and the General Partners received distributions of $10,789 and $1,177 for the years, respectively. The Limited Partners' distributions represented $54.45 and $5.87 per Unit for the years, respectively.

The Partnership may repurchase Units from Limited Partners who have tendered their Units to the Partnership. Such Units may be acquired at a discount. The Partnership will not be obligated to purchase in any year any number of Units that, when aggregated with all other transfers of Units that have occurred since the beginning of the same calendar year (excluding Permitted Transfers as defined in the Partnership Agreement), would exceed 5% of the total number of Units outstanding on January 1 of such year. In no event shall the Partnership be obligated to purchase Units if, in the sole discretion of the Managing General Partner, such purchase would impair the capital or operation of the Partnership.

On April 1, 2017, the Partnership repurchased a total of 20.00 Units for $17,616 from one Limited Partner in accordance with the Partnership Agreement. The Partnership acquired these Units using Net Cash Flow from operations. On April 1, 2016, the Partnership repurchased a total of 264.01 Units for $233,076 from 12 Limited Partners. The Partnership acquired these Units using net sale proceeds. On October 1, 2016, the Partnership repurchased a total of 205.23 Units for $177,869 from 14 Limited Partners. The Partnership acquired these Units using Net Cash Flow from operations. In prior years, the Partnership repurchased a total of 3,895.12 Units for $3,057,481 from 154 Limited Partners. The repurchases increase the remaining Limited Partners' ownership interest in the Partnership. As a result of these repurchases and pursuant to the Partnership Agreement, the General Partners received distributions of $177 and $4,151 in 2017 and 2016, respectively.

The continuing rent payments from the properties, together with cash generated from property sales, should be adequate to fund continuing distributions and meet other Partnership obligations on both a short-term and long-term basis.

**Off-Balance Sheet Arrangements**

As of December 31, 2017 and 2016, the Partnership had no material off-balance sheet arrangements that had or are reasonably likely to have current or future effects on its financial condition, results of operations, liquidity or capital resources.

## ITEM 7A. QUANTITATIVE & QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not required for a smaller reporting company.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

See accompanying index to financial statements.

**AEI INCOME & GROWTH FUND XXI LIMITED PARTNERSHIP**

**INDEX TO FINANCIAL STATEMENTS**

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners:
AEI Income & Growth Fund XXI Limited Limited Partnership
St. Paul, Minnesota

**Opinion on the Financial Statements**

We have audited the accompanying balance sheets of AEI Income & Growth Fund XXI Limited Partnership (a Minnesota limited partnership) as of December 31, 2017 and 2016, and the related statements of income, partners' capital (deficit), and cash flows for each of the years in the two-year period ended December 31, 2017, and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Partnership as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on the Partnership's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Partnership is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ BOULAY PLLP
Boulay PLLP

We have served as the Partnership's auditor since 1994

Minneapolis, Minnesota
March 28, 2018

**AEI INCOME & GROWTH FUND XXI LIMITED PARTNERSHIP**
**BALANCE SHEETS**

**ASSETS**

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| **Current Assets:** | | |
| Cash | $ 2,142,394 | $ 691,125 |
| Receivables | 50,817 | 0 |
| Total Current Assets | 2,193,211 | 691,125 |
| | | |
| **Real Estate Investments:** | | |
| Land | 3,659,461 | 3,839,216 |
| Buildings | 10,339,539 | 11,377,241 |
| Acquired Intangible Lease Assets | 807,178 | 807,178 |
| Real Estate Held for Investment, at cost | 14,806,178 | 16,023,635 |
| Accumulated Depreciation and Amortization | (3,769,205) | (3,650,418) |
| Real Estate Held for Investment, Net | 11,036,973 | 12,373,217 |
| Total Assets | $ 13,230,184 | $ 13,064,342 |

**LIABILITIES AND PARTNERS' CAPITAL**

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| **Current Liabilities:** | | |
| Payable to AEI Fund Management, Inc. | $ 27,235 | $ 27,151 |
| Distributions Payable | 1,218,384 | 261,212 |
| Unearned Rent | 0 | 12,121 |
| Total Current Liabilities | 1,245,619 | 300,484 |
| | | |
| **Long-term Liabilities:** | | |
| Acquired Below-Market Lease Intangibles, Net | 106,755 | 125,855 |
| | | |
| **Partners' Capital (Deficit)**: | | |
| General Partners | 10,072 | (18,553) |
| Limited Partners – 24,000 Units authorized; 19,616 and 19,636 Units issued and outstanding as of December 31, 2017 and 2016, respectively | 11,867,738 | 12,656,556 |
| Total Partners' Capital | 11,877,810 | 12,638,003 |
| Total Liabilities and Partners' Capital | $ 13,230,184 | $ 13,064,342 |

The accompanying Notes to Financial Statements are an integral part of these statements.

**AEI INCOME & GROWTH FUND XXI LIMITED PARTNERSHIP**
**STATEMENTS OF INCOME**

| | Year Ended December 31 | |
|---|---|---|
| | **2017** | **2016** |
| **Rental Income** | $ 1,197,392 | $ 1,305,613 |
| **Expenses:** | | |
| Partnership Administration – Affiliates | 166,178 | 163,979 |
| Partnership Administration and Property Management – Unrelated Parties | 110,012 | 44,627 |
| Property Acquisition | 0 | 56,760 |
| Depreciation and Amortization | 760,422 | 522,897 |
| Total Expenses | 1,036,612 | 788,263 |
| **Operating Income** | 160,780 | 517,350 |
| **Other Income:** | | |
| Gain on Sale of Real Estate | 1,043,829 | 0 |
| Interest Income | 2,078 | 2,805 |
| Total Other Income | 1,045,907 | 2,805 |
| **Net Income** | $ 1,206,687 | $ 520,155 |
| **Net Income Allocated:** | | |
| General Partners | $ 48,293 | $ 5,202 |
| Limited Partners | 1,158,394 | 514,953 |
| Total | $ 1,206,687 | $ 520,155 |
| **Income per Limited Partnership Unit:** | $ 59.04 | $ 25.93 |
| Weighted Average Units Outstanding – Basic and Diluted | 19,621 | 19,856 |

The accompanying Notes to Financial Statements are an integral part of these statements.

**AEI INCOME & GROWTH FUND XXI LIMITED PARTNERSHIP**
**STATEMENTS OF CASH FLOWS**

| | Year Ended December 31 | |
|---|---|---|
| | **2017** | **2016** |
| **Cash Flows from Operating Activities:** | | |
| Net Income | $ 1,206,687 | $ 520,155 |
| Adjustments to Reconcile Net Income To Net Cash Provided by Operating Activities: | | |
| Depreciation and Amortization | 741,322 | 505,148 |
| Gain on Sale of Real Estate | (1,043,829) | 0 |
| (Increase) Decrease in Receivables | (50,817) | 0 |
| Increase (Decrease) in Payable to AEI Fund Management, Inc. | 84 | 16,424 |
| Increase (Decrease) in Unearned Rent | (12,121) | 0 |
| Total Adjustments | (365,361) | 521,572 |
| Net Cash Provided By (Used For) Operating Activities | 841,326 | 1,041,727 |
| **Cash Flows from Investing Activities:** | | |
| Investments in Real Estate | (76,750) | (1,809,915) |
| Proceeds from Sale of Real Estate | 1,696,401 | 0 |
| Net Cash Provided By (Used For) Investing Activities | 1,619,651 | (1,809,915) |
| **Cash Flows from Financing Activities:** | | |
| Distributions Paid to Partners | (991,915) | (1,050,713) |
| Repurchase of Partnership Units | (17,793) | (415,096) |
| Net Cash Provided By (Used For) Financing Activities | (1,009,708) | (1,465,809) |
| **Net Increase (Decrease) in Cash** | 1,451,269 | (2,233,997) |
| **Cash, beginning of year** | 691,125 | 2,925,122 |
| **Cash, end of year** | $ 2,142,394 | $ 691,125 |

The accompanying Notes to Financial Statements are an integral part of these statements.

**AEI INCOME & GROWTH FUND XXI LIMITED PARTNERSHIP**
**STATEMENTS OF CHANGES IN PARTNERS' CAPITAL (DEFICIT)**

| | General Partners | Limited Partners | Total | Limited Partnership Units Outstanding |
|---|---|---|---|---|
| **Balance, December 31, 2015** | $ (9,126) | $ 13,589,851 | $ 13,580,725 | 20,104.88 |
| Distributions Declared | (10,478) | (1,037,303) | (1,047,781) | |
| Repurchase of Partnership Units | (4,151) | (410,945) | (415,096) | (469.24) |
| Net Income | 5,202 | 514,953 | 520,155 | |
| **Balance, December 31, 2016** | (18,553) | 12,656,556 | 12,638,003 | 19,635.64 |
| Distributions Declared | (19,491) | (1,929,596) | (1,949,087) | |
| Repurchase of Partnership Units | (177) | (17,616) | (17,793) | (20.00) |
| Net Income | 48,293 | 1,158,394 | 1,206,687 | |
| **Balance, December 31, 2017** | $ 10,072 | $ 11,867,738 | $ 11,877,810 | 19,615.64 |

The accompanying Notes to Financial Statements are an integral part of these statements.

**(1) Organization –**

AEI Income & Growth Fund XXI Limited Partnership ("Partnership") was formed to acquire and lease commercial properties to operating tenants. The Partnership's operations are managed by AEI Fund Management XXI, Inc. ("AFM"), the Managing General Partner. Robert P. Johnson, the President and sole director of AFM, serves as the Individual General Partner. AFM is a wholly owned subsidiary of AEI Capital Corporation of which Mr. Johnson is the majority shareholder. AEI Fund Management, Inc. ("AEI"), an affiliate of AFM, performs the administrative and operating functions for the Partnership.

The terms of the Partnership offering called for a subscription price of $1,000 per Limited Partnership Unit, payable on acceptance of the offer. The Partnership commenced operations on April 14, 1995 when minimum subscriptions of 1,500 Limited Partnership Units ($1,500,000) were accepted. On January 31, 1997, the offering terminated when the maximum subscription limit of 24,000 Limited Partnership Units was reached. Under the terms of the Limited Partnership Agreement, the Limited Partners and General Partners contributed funds of $24,000,000 and $1,000, respectively.

During operations, any Net Cash Flow, as defined, which the General Partners determine to distribute will be distributed 90% to the Limited Partners and 10% to the General Partners; provided, however, that such distributions to the General Partners will be subordinated to the Limited Partners first receiving an annual, noncumulative distribution of Net Cash Flow equal to 10% of their Adjusted Capital Contribution, as defined, and, provided further, that in no event will the General Partners receive less than 1% of such Net Cash Flow per annum. Distributions to Limited Partners will be made pro rata by Units.

Any Net Proceeds of Sale, as defined, from the sale or financing of properties which the General Partners determine to distribute will, after provisions for debts and reserves, be paid in the following manner: (i) first, 99% to the Limited Partners and 1% to the General Partners until the Limited Partners receive an amount equal to: (a) their Adjusted Capital Contribution plus (b) an amount equal to 10% of their Adjusted Capital Contribution per annum, cumulative but not compounded, to the extent not previously distributed from Net Cash Flow; (ii) any remaining balance will be distributed 90% to the Limited Partners and 10% to the General Partners. Distributions to the Limited Partners will be made pro rata by Units.

For tax purposes, profits from operations, other than profits attributable to the sale, exchange, financing, refinancing or other disposition of property, will be allocated first in the same ratio in which, and to the extent, Net Cash Flow is distributed to the Partners for such year. Any additional profits will be allocated in the same ratio as the last dollar of Net Cash Flow is distributed. Net losses from operations will be allocated 99% to the Limited Partners and 1% to the General Partners.

**(1) Organization – (Continued)**

For tax purposes, profits arising from the sale, financing, or other disposition of property will be allocated in accordance with the Partnership Agreement as follows: (i) first, to those partners with deficit balances in their capital accounts in an amount equal to the sum of such deficit balances; (ii) second, 99% to the Limited Partners and 1% to the General Partners until the aggregate balance in the Limited Partners' capital accounts equals the sum of the Limited Partners' Adjusted Capital Contributions plus an amount equal to 10% of their Adjusted Capital Contributions per annum, cumulative but not compounded, to the extent not previously allocated; (iii) third, the balance of any remaining gain will then be allocated 90% to the Limited Partners and 10% to the General Partners. Losses will be allocated 98% to the Limited Partners and 2% to the General Partners.

The General Partners are not required to currently fund a deficit capital balance. Upon liquidation of the Partnership or withdrawal by a General Partner, the General Partners will contribute to the Partnership an amount equal to the lesser of the deficit balances in their capital accounts or 1% of total Limited Partners' and General Partners' capital contributions.

In January 2014, the Managing General Partner mailed a Consent Statement (Proxy) seeking the consent of the Limited Partners to continue the Partnership for an additional 60 months or to initiate the final disposition, liquidation and distribution of all of the Partnership's properties and assets. On February 14, 2014, the proposal to continue the Partnership was approved with a majority of Units voted in favor of the continuation proposal. As a result, the Managing General Partner will continue the operations of the Partnership for an additional 60 months at which time it will again ask the Limited Partners to vote on the same two proposals.

**(2) Summary of Significant Accounting Policies –**

**Financial Statement Presentation**

The accounts of the Partnership are maintained on the accrual basis of accounting for both federal income tax purposes and financial reporting purposes.

**Accounting Estimates**

Management uses estimates and assumptions in preparing these financial statements in accordance with United States Generally Accepted Accounting Principles (US GAAP). Those estimates and assumptions may affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates. Significant items, subject to such estimates and assumptions, include the carrying value of real estate held for investment, real estate held for sale and related intangible assets.

**(2) Summary of Significant Accounting Policies – (Continued)**

The Partnership regularly assesses whether market events and conditions indicate that it is reasonably possible to recover the carrying amounts of its investments in real estate from future operations and sales. A change in those market events and conditions could have a material effect on the carrying amount of its real estate.

**Cash Concentrations of Credit Risk**

The Partnership's cash is deposited in one financial institution and at times during the year it may exceed FDIC insurance limits.

**Receivables**

Credit terms are extended to tenants in the normal course of business. The Partnership performs ongoing credit evaluations of its customers' financial condition and, generally, requires no collateral.

Receivables are recorded at their estimated net realizable value. The Partnership follows a policy of providing an allowance for doubtful accounts; however, based on historical experience, and its evaluation of the current status of receivables, the Partnership is of the belief that such accounts, if any, will be collectible in all material respects and thus an allowance is not necessary. Accounts are considered past due if payment is not made on a timely basis in accordance with the Partnership's credit terms. Receivables considered uncollectible are written off.

**Income Taxes**

The income or loss of the Partnership for federal income tax reporting purposes is includable in the income tax returns of the partners. In general, no recognition has been given to income taxes in the accompanying financial statements.

The tax return and the amount of distributable Partnership income or loss are subject to examination by federal and state taxing authorities. If such an examination results in changes to distributable Partnership income or loss, the taxable income of the partners would be adjusted accordingly. Primarily due to its tax status as a partnership, the Partnership has no significant tax uncertainties that require recognition or disclosure. The Partnership is no longer subject to U.S. federal income tax examinations for tax years before 2014, and with few exceptions, is no longer subject to state tax examinations for tax years before 2014.

**(2) Summary of Significant Accounting Policies – (Continued)**

**Revenue Recognition**

The Partnership's real estate is leased under net leases, classified as operating leases. The leases provide for base annual rental payments payable in monthly installments. The Partnership recognizes rental income according to the terms of the individual leases. For leases that contain stated rental increases, the increases are recognized in the year in which they are effective. Contingent rental payments are recognized when the contingencies on which the payments are based are satisfied and the rental payments become due under the terms of the leases.

**Real Estate**

Upon acquisition of real properties, the Partnership records them in the financial statements at cost. The purchase price is allocated to tangible assets, consisting of land and building, and to identified intangible assets and liabilities, which may include the value of above market and below market leases and the value of in-place leases. The allocation of the purchase price is based upon the fair value of each component of the property. Although independent appraisals may be used to assist in the determination of fair value, in many cases these values will be based upon management's assessment of each property, the selling prices of comparable properties and the discounted value of cash flows from the asset.

The fair values of above market and below market in-place leases will be recorded based on the present value (using an interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) an estimate of fair market lease rates for the corresponding in-place leases measured over a period equal to the non-cancelable term of the lease including any bargain renewal periods. The above market and below market lease values will be capitalized as intangible lease assets or liabilities. Above market lease values will be amortized as an adjustment of rental income over the remaining term of the respective leases. Below market lease values will be amortized as an adjustment of rental income over the remaining term of the respective leases, including any bargain renewal periods. If a lease were to be terminated prior to its stated expiration, all unamortized amounts of above market and below market in-place lease values relating to that lease would be recorded as an adjustment to rental income.

**(2) Summary of Significant Accounting Policies – (Continued)**

The fair values of in-place leases will include estimated direct costs associated with obtaining a new tenant, and opportunity costs associated with lost rentals which are avoided by acquiring an in-place lease. Direct costs associated with obtaining a new tenant may include commissions, tenant improvements, and other direct costs and are estimated, in part, by management's consideration of current market costs to execute a similar lease. These direct costs will be included in intangible lease assets on the balance sheet and will be amortized to expense over the remaining term of the respective leases. The value of opportunity costs will be calculated using the contractual amounts to be paid pursuant to the in-place leases over a market absorption period for a similar lease. These intangibles will be included in intangible lease assets on the balance sheet and will be amortized to expense over the remaining term of the respective leases. If a lease were to be terminated prior to its stated expiration, all unamortized amounts of in-place lease assets relating to that lease would be expensed.

The Partnership tests real estate for recoverability when events or changes in circumstances indicate that the carrying value may not be recoverable. For properties the Partnership will hold and operate, it compares the carrying amount of the property to the estimated probability-weighted future undiscounted cash flows expected to result from the property and its eventual disposition. If the sum of the expected future cash flows is less than the carrying amount of the property, the Partnership recognizes an impairment loss by the amount by which the carrying amount of the property exceeds the fair value of the property. For properties held for sale, the Partnership determines whether impairment has occurred by comparing the property's estimated fair value less cost to sell to its current carrying value. If the carrying value is greater than the net realizable value, an impairment loss is recorded to reduce the carrying value of the property to its net realizable value.

For financial reporting purposes, the buildings owned by the Partnership are depreciated using the straight-line method over an estimated useful life of 25 years. Intangible lease assets are amortized using the straight-line method for financial reporting purposes based on the remaining life of the lease.

The disposition of a property or classification of a property as Real Estate Held for Sale by the Partnership does not represent a strategic shift that will have a major effect on the Partnership's operations and financial results. Therefore, the results from operating and selling the property are included in continuing operations.

The Partnership accounts for properties owned as tenants-in-common with affiliated entities and/or unrelated third parties using the proportionate consolidation method. Each tenant-in-common owns a separate, undivided interest in the properties. Any tenant-in-common that holds more than a 50% interest does not control decisions over the other tenant-in-common interests. The financial statements reflect only this Partnership's percentage share of the properties' land, building, liabilities, revenues and expenses.

**(2) Summary of Significant Accounting Policies – (Continued)**

The Partnership's properties are subject to environmental laws and regulations adopted by various governmental entities in the jurisdiction in which the properties are located. These laws could require the Partnership to investigate and remediate the effects of the release or disposal of hazardous materials at these locations if found. For each property, an environmental assessment is completed prior to acquisition. In addition, the lease agreements typically strictly prohibit the production, handling, or storage of hazardous materials (except where incidental to the tenant's business such as use of cleaning supplies) in violation of applicable law to restrict environmental and other damage. Environmental liabilities are recorded when it is determined the liability is probable and the costs can reasonably be estimated. There were no environmental issues noted or liabilities recorded at December 31, 2017 and 2016.

**Fair Value Measurements**

As of December 31, 2017 and 2016, the Partnership had no assets or liabilities measured at fair value on a recurring basis or nonrecurring basis.

**Income Per Unit**

Income per Limited Partnership Unit is calculated based on the weighted average number of Limited Partnership Units outstanding during each period presented. Diluted income per Limited Partnership Unit considers the effect of any potentially dilutive Unit equivalents, of which the Partnership had none for each of the years ended December 31, 2017 and 2016.

**Reportable Segments**

The Partnership invests in single tenant commercial properties throughout the United States that are net leased to tenants in various industries. Because these net leased properties have similar economic characteristics, the Partnership evaluates operating performance on an overall portfolio basis. Therefore, the Partnership's properties are classified as one reportable segment.

**(2) Summary of Significant Accounting Policies – (Continued)**

**Recently Issued Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09 regarding ASC Topic 606, Revenue from Contracts with Customers. The standard provides principles for recognizing revenue for the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance is effective for the Partnership's fiscal year beginning January 1, 2018. We evaluated the accounting, transition, and disclosure requirements of the standard and the adoption of this standard will not have a material impact on the financial statements as the Partnership earns substantially all of its revenue from lease contracts that fall within the scope of AIC Topic 840, which are not within the scope of the new revenue standard. Additionally, we have historically disposed of properties for cash with no contingencies and no future investment in the properties. Therefore, the new revenue standard will not impact the recognition of gain or loss from property sales.

In February 2016, the FASB issued ASU 2016-02, which provides guidance for accounting for leases. The new guidance requires companies to recognize the assets and liabilities for the rights and obligations created by leased assets, initially measured at the present value of the lease payments. The accounting guidance for lessors is largely unchanged. The ASU is effective for annual and interim periods beginning after December 15, 2018 with early adoption permitted. It is to be adopted using a modified retrospective approach. Management is currently evaluating the impact the adoption of this guidance will have on the Partnership's financial statements.

In January 2017, the FASB issued ASU 2017-01, which clarifies the definition of a business by adding guidance to assist entities in evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The guidance is effective for annual periods beginning after December 15, 2017, including interim periods within those periods, with early adoption permitted, and is required to be applied prospectively to any transactions occurring within the period of adoption. We are currently evaluating the accounting and disclosure requirements of the standard. We expect the new standard will result in the majority of our real estate acquisitions to be considered asset acquisitions, whereby external acquisition costs related to these asset acquisitions will be capitalized. Currently, the majority of our real estate acquisitions are considered acquisitions of businesses, whereby all acquisition-related costs are expensed as incurred. We do not expect the standard to have a significant impact on the allocation of purchase price to tangible and identifiable intangible assets and liabilities acquired based on their respective fair values.

**(3) Related Party Transactions –**

The Partnership owns the percentage interest shown below in the following properties as tenants-in-common with the affiliated entities listed: Jared Jewelry store in Hanover, Maryland (50% – AEI Net Lease Income & Growth Fund XX Limited Partnership); Jared Jewelry store in Auburn Hills, Michigan (40% -– AEI Income & Growth Fund 25 LLC); Best Buy store (54% – AEI Income & Growth Fund 23 LLC and AEI Income & Growth Fund 26 LLC); Fresenius Medical Center (55% – AEI Income & Growth Fund 24 LLC); Tractor Supply Company store (50% – AEI Accredited Investor Fund V LP); and Gander Mountain store (30% – AEI Accredited Investor Fund V LP and AEI National Income Property Fund VIII LP).

AEI received the following reimbursements for costs and expenses from the Partnership for the years ended December 31:

| | | 2017 | 2016 |
|---|---|---|---|
| a. | AEI is reimbursed for costs incurred in providing services related to managing the Partnership's operations and properties, maintaining the Partnership's books, and communicating with the Limited Partners. | $ 166,178 | $ 163,979 |
| b. | AEI is reimbursed for all direct expenses it paid on the Partnership's behalf to third parties related to Partnership administration and property management. These expenses included printing costs, legal and filing fees, direct administrative costs, outside audit costs, taxes, insurance and other property costs. | $ 110,012 | $ 44,627 |
| c. | AEI is reimbursed for costs incurred in providing services and direct expenses related to the acquisition of properties on behalf of the Partnership. | $ 0 | $ 56,760 |
| d. | AEI is reimbursed for costs incurred in providing services related to the sale of property. | $ 3,132 | $ 0 |

The payable to AEI Fund Management, Inc. represents the balance due for the services described in 3a, b, c and d. This balance is non-interest bearing and unsecured and is to be paid in the normal course of business.

**(4) Real Estate Investments –**

The Partnership leases its properties to tenants under net leases, classified as operating leases. Under a net lease, the tenant is responsible for real estate taxes, insurance, maintenance, repairs and operating expenses for the property. For some leases, the Partnership is responsible for repairs to the structural components of the building, the roof, and the parking lot. At the time the properties were acquired, the remaining primary lease terms varied from 10 to 18 years, except for the Tractor Supply Company store, which had a remaining primary term of 7.3 years. The leases for the Best Buy store and the Fresenius Medical Center were extended to expire on and January 19, 2023 and June 30, 2027, respectively. The leases provide the tenants with two to four five-year renewal options subject to the same terms and conditions as the primary term.

The Partnership's properties are commercial, single-tenant buildings. The Jared Jewelry store in Hanover, Maryland was constructed in 2001 and acquired in 2004. The Jared Jewelry store in Auburn Hills, Michigan was constructed in 1999 and acquired in 2005. The Best Buy store was constructed in 1990, renovated in 1997 and acquired in 2008. The Fresenius Medical Center was constructed and acquired in 2008. The Tractor Supply Company store was constructed in 2006 and acquired in 2014. The Gander Mountain store was constructed in 1994 and renovated and acquired in 2014. The Dollar Tree store was constructed in 2015 and acquired in 2016. There have been no costs capitalized as improvements subsequent to the acquisitions, except for $46,750 of tenant improvements related to the Fresenius Medical Center.

The cost of the properties not held for sale and related accumulated depreciation at December 31, 2017 are as follows:

| Property | Land | Buildings | Total | Accumulated Depreciation |
|---|---|---|---|---|
| Jared Jewelry, Hanover, MD | $ 861,065 | $ 1,128,070 | $ 1,989,135 | $ 626,083 |
| Jared Jewelry, Auburn Hills, MI | 280,993 | 1,185,055 | 1,466,048 | 614,247 |
| Best Buy, Eau Claire, WI | 853,357 | 2,784,349 | 3,637,706 | 1,104,455 |
| Fresenius Medical Center, Shreveport, LA | 102,046 | 1,305,321 | 1,407,367 | 468,013 |
| Tractor Supply, Canton, GA | 700,000 | 1,407,183 | 2,107,183 | 201,697 |
| Gander Mountain, Champaign, IL | 507,000 | 1,279,291 | 1,786,291 | 179,102 |
| Dollar Tree, Cincinnati, OH | 355,000 | 1,250,270 | 1,605,270 | 95,855 |
| | $ 3,659,461 | $ 10,339,539 | $ 13,999,000 | $ 3,289,452 |

For the years ended December 31, 2017 and 2016, the Partnership recognized depreciation expense of $424,895 and $450,923, respectively.

**(4) Real Estate Investments – (Continued)**

On February 3, 2016, the Partnership purchased a Dollar Tree store in Cincinnati, Ohio for $1,809,915. The Partnership allocated $285,049 of the purchase price to Acquired Intangible Lease Assets, representing in-place lease intangibles, and allocated $80,404 to Acquired Below-Market Lease Intangibles. The Partnership incurred $56,760 of acquisition expenses related to the purchase that were expensed. The property is leased to Dollar Tree Stores, Inc. under a lease agreement with a remaining primary term of 10 years (as of the date of purchase) and annual rent of $122,169.

The following schedule presents the cost and related accumulated amortization of acquired lease intangibles not held for sale at December 31:

| | 2017 | | 2016 | |
|---|---|---|---|---|
| | Cost | Accumulated Amortization | Cost | Accumulated Amortization |
| Acquired Intangible Lease Assets (in-place lease intangibles with a weighted average life of 45 and 114 months, respectively) | $ 807,178 | $ 479,753 | $ 807,178 | $ 144,226 |
| Acquired Below-Market Lease Intangibles (weighted average life of 71 and 83 months, respectively) | $ 161,007 | $ 54,252 | $ 161,007 | $ 35,152 |

For the years ended December 31, 2017 and 2016, the value of in-place lease intangibles amortized to expense was $335,527 and $71,974, and the increase to rental income for below-market leases was $19,100 and $17,749, respectively.

For lease intangibles not held for sale at December 31, 2017, the estimated amortization for the next five years is as follows:

| | Amortization Expense for In-Place Lease Intangibles | Increase to Rental Income for Below-Market Leases |
|---|---|---|
| 2018 | $ 54,096 | $ 19,100 |
| 2019 | 54,096 | 19,100 |
| 2020 | 54,096 | 19,100 |
| 2021 | 47,762 | 16,348 |
| 2022 | 28,744 | 8,108 |
| | $ 238,794 | $ 81,756 |

**(4) Real Estate Investments – (Continued)**

The Partnership owns a 30% interest in the Gander Mountain store in Champaign, Illinois. The remaining interests in the property are owned by affiliates of the Partnership. On March 10, 2017, Gander Mountain Company filed for Chapter 11 reorganization and announced it was closing the store, following a liquidation sale of its on-site assets. In June 2017, the tenant filed a motion with the bankruptcy court to reject the lease for this store effective June 30, 2017. At this time, the tenant returned possession of the property to the owners and the Partnership became responsible for its 30% share of real estate taxes and other costs associated with maintaining the property. The tenant paid rent through June 2017. The owners have listed the property for lease with a real estate broker in the Champaign area. The annual rent from this property represented approximately 13% of the total annual rent of the Partnership's property portfolio. The loss of rent and increased expenses related to this property decreased the Partnership's cash flow. Consequently, beginning with the third quarter of 2017, the Partnership reduced its regular quarterly cash distribution rate from $13.18 per Unit to $10.51 per Unit.

As a result of the bankruptcy court terminating the lease for the Gander Mountain store, the Partnership included an additional $270,097 in Depreciation and Amortization in the second quarter of 2017, which represented the unamortized balance of the in-place lease intangible that was created when the property was purchased in 2014.

In March 2017, the Partnership entered into an agreement with the tenant of the KinderCare daycare center in Andover, Minnesota to extend the lease term five years to expire on June 30, 2022. The annual rent will remain the same throughout the remainder of the extended lease term. As part of the agreement, the Partnership paid a tenant improvement allowance of $30,000 that was capitalized. In addition, beginning on April 1, 2017, the tenant received free rent for three months that equaled $36,362.

In the first quarter of 2017, the Partnership decided to sell the property. In October 2017, the Partnership entered into an agreement to sell the KinderCare to an unrelated third party. On November 14, 2017, the sale closed with the Partnership receiving net proceeds of $1,696,401, which resulted in a net gain of $1,043,829. At the time of sale, the cost and related accumulated depreciation was $1,294,207 and $641,635, respectively.

In April 2017, the Partnership entered into an agreement with the tenant of the Fresenius Medical Center in Shreveport, Louisiana to extend the lease term nine years to expire on June 30, 2027. The annual rent will remain the same throughout the remainder of the extended lease term. As part of the agreement, the Partnership paid a tenant improvement allowance of $46,750 that was capitalized and will be depreciated.

**(4) Real Estate Investments – (Continued)**

For properties owned as of December 31, 2017, the minimum future rent payments required by the leases are as follows:

| | | |
|---|---|---|
| 2018 | $ | 1,017,501 |
| 2019 | | 1,017,750 |
| 2020 | | 893,701 |
| 2021 | | 857,067 |
| 2022 | | 535,877 |
| Thereafter | | 898,578 |
| | $ | 5,220,474 |

There were no contingent rents recognized in 2017 and 2016.

**(5) Major Tenants –**

The following schedule presents rental income from individual tenants, or affiliated groups of tenants, who each contributed more than ten percent of the Partnership's total rental income for the years ended December 31:

| Tenants | Industry | | 2017 | | 2016 |
|---|---|---|---|---|---|
| Sterling Jewelers Inc. | Retail | $ | 327,995 | $ | 315,377 |
| Best Buy Stores, L.P. | Retail | | 268,800 | | 268,800 |
| Tractor Supply Company | Retail | | 183,565 | | 177,402 |
| Dollar Tree Stores, Inc. | Retail | | 130,277 | | N/A |
| Gander Mountain Company | Retail | | N/A | | 167,772 |
| KinderCare Learning Centers LLC | Child Care | | N/A | | 145,447 |
| Aggregate rental income of major tenants | | $ | 910,637 | $ | 1,074,798 |
| Aggregate rental income of major tenants as a percentage of total rental income | | | 76% | | 82% |

**(6) Partners' Capital –**

For the years ended December 31, 2017 and 2016, the Partnership declared distributions of $1,949,087 and $1,047,781, respectively. The Limited Partners received distributions of $1,929,596 and $1,037,303 and the General Partners received distributions of $19,491 and $10,478 for the years, respectively. The Limited Partners' distributions represented $98.34 and $52.24 per Limited Partnership Unit outstanding using 19,621 and 19,856 weighted average Units in 2017 and 2016, respectively. The distributions represented $58.14 and $16.87 per Unit of Net Income and $40.20 and $35.37 per Unit of contributed capital in 2017 and 2016, respectively.

As part of the distributions discussed above, the Partnership distributed net sale proceeds (from property sales completed in 2014 and 2017) of $1,078,913 and $117,735 in 2017 and 2016, respectively. The Limited Partners received distributions of $1,068,124 and $116,558 and the General Partners received distributions of $10,789 and $1,177 for the years, respectively. The Limited Partners' distributions represented $54.45 and $5.87 per Unit for the years, respectively.

The Partnership may repurchase Units from Limited Partners who have tendered their Units to the Partnership. Such Units may be acquired at a discount. The Partnership will not be obligated to purchase in any year any number of Units that, when aggregated with all other transfers of Units that have occurred since the beginning of the same calendar year (excluding Permitted Transfers as defined in the Partnership Agreement), would exceed 5% of the total number of Units outstanding on January 1 of such year. In no event shall the Partnership be obligated to purchase Units if, in the sole discretion of the Managing General Partner, such purchase would impair the capital or operation of the Partnership.

On April 1, 2017, the Partnership repurchased a total of 20.00 Units for $17,616 from one Limited Partner in accordance with the Partnership Agreement. The Partnership acquired these Units using Net Cash Flow from operations. On April 1, 2016, the Partnership repurchased a total of 264.01 Units for $233,076 from 12 Limited Partners. The Partnership acquired these Units using net sale proceeds. On October 1, 2016, the Partnership repurchased a total of 205.23 Units for $177,869 from 14 Limited Partners. The Partnership acquired these Units using Net Cash Flow from operations. The repurchases increase the remaining Limited Partners' ownership interest in the Partnership. As a result of these repurchases and pursuant to the Partnership Agreement, the General Partners received distributions of $177 and $4,151 in 2017 and 2016, respectively.

**(7) Income Taxes –**

The following is a reconciliation of net income for financial reporting purposes to income reported for federal income tax purposes for the years ended December 31:

| | 2017 | 2016 |
|---|---|---|
| Net Income for Financial Reporting Purposes | $ 1,206,687 | $ 520,155 |
| Depreciation for Tax Purposes Under Depreciation and Amortization for Financial Reporting Purposes | 416,749 | 178,825 |
| Acquisition Costs Expensed for Financial Reporting Purposes, Capitalized for Tax Purposes | 0 | 56,760 |
| Income Accrued for Tax Purposes Under Income for Financial Reporting Purposes | (12,121) | 0 |
| Gain on Sale of Real Estate for Tax Purposes Under Gain for Financial Reporting Purposes | (113,571) | 0 |
| Taxable Income to Partners | $ 1,497,744 | $ 755,740 |

The following is a reconciliation of Partners' capital for financial reporting purposes to Partners' capital reported for federal income tax purposes for the years ended December 31:

| | 2017 | 2016 |
|---|---|---|
| Partners' Capital for Financial Reporting Purposes | $ 11,877,810 | $ 12,638,003 |
| Adjusted Tax Basis of Investments in Real Estate Over Net Investments in Real Estate for Financial Reporting Purposes | 1,574,180 | 1,271,002 |
| Income Accrued for Tax Purposes Over Income for Financial Reporting Purposes | 0 | 12,121 |
| Syndication Costs Treated as Reduction of Capital For Financial Reporting Purposes | 3,208,043 | 3,208,043 |
| Partners' Capital for Tax Reporting Purposes | $ 16,660,033 | $ 17,129,169 |

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.**

None.

**ITEM 9A. CONTROLS AND PROCEDURES.**

(a) Disclosure Controls and Procedures.

Under the supervision and with the participation of management, including its President and Chief Financial Officer, the Managing General Partner of the Partnership evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based upon that evaluation, the President and Chief Financial Officer of the Managing General Partner concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and that such information is accumulated and communicated to management, including the President and Chief Financial Officer of the Managing General Partner, in a manner that allows timely decisions regarding required disclosure.

(b) Internal Control Over Financial Reporting.

(i) Management's Report on Internal Control Over Financial Reporting. The Managing General Partner, through its management, is responsible for establishing and maintaining adequate internal control over our financial reporting, as defined in Rule 13a-15(f) under the Exchange Act, and for performing an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2017. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with US GAAP. Our system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Partnership; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with US GAAP, and that receipts and expenditures of the Partnership are being made only in accordance with authorizations of management of the Managing General Partner; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Partnership's assets that could have a material effect on the financial statements.

Management of the Managing General Partner performed an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2017 based upon criteria in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on our assessment, management of the Managing General Partner determined that our internal control over financial reporting was effective as of December 31, 2017 based on the criteria in Internal Control-Integrated Framework (2013) issued by the COSO.

**ITEM 9A. CONTROLS AND PROCEDURES. (Continued)**

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

(ii) Changes in Internal Control Over Financial Reporting. During the most recent period covered by this report, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION.**

None.

## PART III

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**

The registrant is a limited partnership and has no officers, directors, or direct employees. The General Partners manage and control the Partnership's affairs and have general responsibility and the ultimate authority in all matters affecting the Partnership's business. The General Partners are AEI Fund Management XXI, Inc. ("AFM"), the Managing General Partner, and Robert P. Johnson, Chief Executive Officer, President and sole director of AFM, the Individual General Partner. AFM is a wholly owned subsidiary of AEI Capital Corporation of which Mr. Johnson is the majority shareholder. AFM has only one senior financial executive, its Chief Financial Officer. The Chief Financial Officer reports directly to Mr. Johnson and is accountable for his actions to Mr. Johnson. Although Mr. Johnson and AFM require that all of their personnel, including the Chief Financial Officer, engage in honest and ethical conduct, ensure full, fair, accurate, timely, and understandable disclosure, comply with all applicable governmental laws, rules and regulations, and report to Mr. Johnson any deviation from these principles, because the organization is composed of only approximately 45 individuals, because the management of a partnership by an entity that has different interests in distributions and income than investors involves numerous conflicts of interest that must be resolved on a daily basis, and because the ultimate decision maker in all instances is Mr. Johnson, AFM has not adopted a formal code of conduct. Instead, the materials pursuant to which investors purchase Units disclose these conflicts of interest in detail and Mr. Johnson, as the CEO and sole director of AFM, resolves conflicts to the best of his ability, consistent with his fiduciary obligations to AFM and the fiduciary obligations of AFM to the Partnership. The director and officers of AFM are as follows:

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.**
**(Continued)**

Robert P. Johnson, age 73, is Chief Executive Officer, President and sole director and has held these positions since the formation of AFM in August 1994, and has been elected to continue in these positions until December 2018. From 1970 to the present, he has been employed exclusively in the investment industry, specializing in limited partnership investments. In that capacity, he has been involved in the development, analysis, marketing and management of public and private investment programs investing in net lease properties as well as public and private investment programs investing in energy development. Since 1971, Mr. Johnson has been the president, a director and a registered principal of AEI Securities, Inc., which is registered with the SEC as a securities broker-dealer, is a member of the Financial Industry Regulatory Authority (FINRA) and is a member of the Security Investors Protection Corporation (SIPC). Mr. Johnson has been president, a director and the principal shareholder of AEI Fund Management, Inc., a real estate management company founded by him, since 1978. Mr. Johnson is currently a general partner or principal of the general partner in nine limited partnerships and a managing member in five LLCs.

Patrick W. Keene, age 58, is Chief Financial Officer, Treasurer and Secretary and has held these positions since January 22, 2003 and has been elected to continue in these positions until December 2018. Mr. Keene has been employed by AEI Fund Management, Inc. and affiliated entities since 1986. Prior to being elected to the positions above, he was Controller of the various entities. From 1982 to 1986, Mr. Keene was with KPMG Certified Public Accountants, first as an auditor and later as a tax manager. Mr. Keene is responsible for all accounting functions of AFM and the registrant.

Since Mr. Johnson serves as the Individual General Partner of the Partnership, as well as the sole director of AFM, all of the duties that might be assigned to an audit committee are assigned to Mr. Johnson. Mr. Johnson is not an audit committee financial expert, as defined. As an officer and majority owner, through a parent company, of AFM, and as the Individual General Partner, Mr. Johnson is not a "disinterested director" and may be subject to a number of conflicts of interests in his capacity as sole director of AFM.

Before the independent auditors are engaged, Mr. Johnson, as the sole director of AFM, approves all audit-related fees, and all permissible nonaudit fees, for services of our auditors.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Under federal securities laws, the directors and officers of the General Partner of the Partnership, and any beneficial owner of more than 10% of a class of equity securities of the Partnership, are required to report their ownership of the Partnership's equity securities and any changes in such ownership to the Securities and Exchange Commission (the "Commission"). Specific due dates for these reports have been established by the Commission, and the Partnership is required to disclose in this Annual Report on 10-K any delinquent filing of such reports and any failure to file such reports during the fiscal year ended December 31, 2017. Based upon information provided by officers and directors of the General Partner, all officers, directors and 10% owners filed all reports on a timely basis in the 2017 fiscal year.

**ITEM 11. EXECUTIVE COMPENSATION.**

The General Partner and affiliates are reimbursed at cost for all services performed on behalf of the registrant and for all third party expenses paid on behalf of the registrant. The cost for services performed on behalf of the registrant is based on actual time spent performing such services plus an overhead burden. These services include organizing the registrant and arranging for the offer and sale of Units, reviewing properties for acquisition and rendering administrative, property management and property sales services. The amount and nature of such payments are detailed in Item 13 of this annual report on Form 10-K.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

The following table sets forth information pertaining to the ownership of the Units by each person known by the Partnership to beneficially own 5% or more of the Units, by each General Partner, and by each officer or director of the Managing General Partner as of February 28, 2017:

| Name and Address of Beneficial Owner | Number of Units Held | Percent of Class |
|---|---|---|
| AEI Fund Management XXI, Inc. | 0 | 0.00% |
| Robert P. Johnson | 0 | 0.00% |
| Patrick W. Keene | 0 | 0.00% |

Address for all:
1300 Wells Fargo Place
30 East 7th Street, St. Paul, Minnesota 55101

The General Partners know of no holders of more than 5% of the outstanding Units.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

The registrant, AFM and its affiliates have common management and utilize the same facilities. As a result, certain administrative expenses are allocated among these related entities. All of such activities and any other transactions involving the affiliates of the General Partner of the registrant are governed by, and are conducted in conformity with, the limitations set forth in the Limited Partnership Agreement of the registrant. Reference is made to Note 3 of the Financial Statements, as presented, and is incorporated herein by reference, for details of related party transactions for the years ended December 31, 2017 and 2016.

Neither the registrant, nor the Managing General Partner of the registrant, has a board of directors consisting of any members who are "independent." The sole director of the Managing General Partner, Robert P. Johnson, is also the Individual General Partner of the registrant, and is the Chief Executive Officer, and indirectly the principal owner, of the Managing General Partner. Accordingly, there is no disinterested board, or other functioning body, that reviews related party transactions, or the transactions between the registrant and the General Partners, except as performed in connection with the audit of its financial statements.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE. (Continued)**

The limitations included in the Partnership Agreement require that the cumulative reimbursements to the General Partners and their affiliates for certain expenses will not exceed an amount equal to the sum of (i) 20% of gross offering proceeds, (ii) 5% of Net Cash Flow for property management, (iii) 3% of Net Proceeds of Sale, and (iv) 10% of Net Cash Flow less the Net Cash Flow actually distributed to the General Partners. The cumulative reimbursements subject to this limitation are reimbursements for (i) organization and offering expenses, including commissions, (ii) acquisition expenses, (iii) services provided in the sales effort of properties, and (iv) expenses of controlling persons and overhead expenses directly attributable to the forgoing services or attributable to administrative services. As of December 31, 2017, these cumulative reimbursements to the General Partners and their affiliates did not exceed the limitation amount.

The following table sets forth the forms of compensation, distributions and cost reimbursements paid by the registrant to the General Partners or their Affiliates in connection with the operation of the Fund for the period from inception through December 31, 2017.

| Person or Entity Receiving Compensation | Form and Method of Compensation | | Amount Incurred From Inception (August 22, 1994) To December 31, 2017 |
|---|---|---|---|
| AEI Securities, Inc. | Selling Commissions equal to 8% of proceeds plus a 2% nonaccountable expense allowance, most of which was reallowed to Participating Dealers. | $ | 2,400,000 |
| General Partners and Affiliates | Reimbursement at Cost for other Organization and Offering Costs. | $ | 877,000 |
| General Partners and Affiliates | Reimbursement at Cost for all Acquisition Expenses. | $ | 862,540 |
| General Partners and Affiliates | Reimbursement at Cost for providing administrative services to the Fund, including all expenses related to management of the Fund's properties and all other transfer agency, reporting, partner relations and other administrative functions. | $ | 5,136,336 |
| General Partners and Affiliates | Reimbursement at Cost for providing services related to the disposition of the Fund's properties. | $ | 1,370,837 |
| General Partners | 1% of Net Cash Flow in any fiscal year until the Limited Partners have received annual, non-cumulative distributions of Net Cash Flow equal to 10% of their Adjusted Capital Contributions and 10% of any remaining Net Cash Flow in such fiscal year. | $ | 284,770 |

| Person or Entity Receiving Compensation | Form and Method of Compensation | Amount Incurred From Inception (August 22, 1994) To December 31, 2017 |
|---|---|---|
| General Partners | 1% of distributions of Net Proceeds of Sale until Limited Partners have received an amount equal to (a) their Adjusted Capital Contributions, plus (b) an amount equal to 12% of their Adjusted Capital Contributions per annum, cumulative but not compounded, to the extent not previously distributed. 10% of distributions of Net Proceeds of Sale thereafter. | $ 107,217 |

## ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

The following is a summary of the fees billed to the Partnership by Boulay PLLP for professional services rendered for the years ended December 31, 2017 and 2016:

| Fee Category | 2017 | 2016 |
|---|---|---|
| Audit Fees | $ 19,650 | $ 19,100 |
| Audit-Related Fees | 0 | 0 |
| Tax Fees | 0 | 0 |
| All Other Fees | 0 | 0 |
| Total Fees | $ 19,650 | $ 19,100 |

Audit Fees - Consists of fees billed for professional services rendered for the audit of the Partnership's annual financial statements and review of the interim financial statements included in quarterly reports, and services that are normally provided by Boulay PLLP in connection with statutory and regulatory filings or engagements.

Audit-Related Fees - Consists of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of financial statements and are not reported under "Audit Fees." These services include consultations concerning financial accounting and reporting standards.

Tax Fees - Consists of fees billed for professional services for federal and state tax compliance, tax advice and tax planning.

All Other Fees - Consists of fees for products and services other than the services reported above.

Policy for Preapproval of Audit and Permissible Non-Audit Services

Before the Independent Registered Public Accounting Firm is engaged by the Partnership to render audit or non-audit services, the engagement is approved by Mr. Johnson acting as the Partnership's audit committee.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) (1) A list of the financial statements contained herein is set forth on page 15.

(a) (2) Schedules are omitted because of the absence of conditions under which they are required or because the required information is presented in the financial statements or related notes.

(a) (3) The Exhibits filed in response to Item 601 of Regulation S-K are listed below.

3.1 Certificate of Limited Partnership (incorporated by reference to Exhibit 3.1 of the registrant's Registration Statement on Form SB-2 filed October 10, 1994 [File No. 33-85076C]).

3.2 Restated Limited Partnership Agreement to the Prospectus (incorporated by reference to Exhibit A of Amendment No. 2 of the registrant's Registration Statement on Form SB-2 filed January 20, 1995 [File No. 33-85076C]).

10.1 Assignment and Assumption of Lease dated February 9, 2004 between the Partnership, AEI Net Lease Income & Growth Fund XX Limited Partnership and Transmills, LLC relating to the Property at 7684 Arundel Mills, Hanover, Maryland (incorporated by reference to Exhibit 10.2 of Form 8-K filed February 24, 2004).

10.2 Assignment and Assumption of Lease dated January 14, 2005 between the Partnership, AEI Income & Growth Fund 25 LLC and LMB Auburn Hills I LLC relating to the Property at 3960 Baldwin Road, Auburn Hills, Michigan (incorporated by reference to Exhibit 10.26 of Form 10-KSB filed March 30, 2005).

10.3 Assignment and Assumption of Lease dated January 31, 2008 between the Partnership, AEI Income & Growth Fund 23 LLC, AEI Income & Growth Fund 26 LLC and Eau Claire Equity Fund Limited Partnership relating to the Property at 4090 Commonwealth Avenue, Eau Claire, Wisconsin (incorporated by reference to Exhibit 10.2 of Form 8-K filed February 6, 2008).

31.1 Certification of Chief Executive Officer of General Partner pursuant to Rule 15d-14(a)(17 CFR 240.15d-14(a)) and Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer of General Partner pursuant to Rule 15d-14(a)(17 CFR 240.15d-14(a)) and Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certification of Chief Executive Officer and Chief Financial Officer of General Partner pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AEI INCOME & GROWTH FUND XXI
Limited Partnership
By: AEI Fund Management XXI, Inc.
Its Managing General Partner

March 28, 2018

By: /s/ROBERT P JOHNSON
Robert P. Johnson, President and Director
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Name | Title | Date |
|---|---|---|
| /s/ ROBERT P JOHNSON<br>Robert P. Johnson | President (Principal Executive Officer) and Sole Director of Managing General Partner | March 28, 2018 |
| /s/ PATRICK W KEENE<br>Patrick W. Keene | Chief Financial Officer and Treasurer (Principal Accounting Officer) | March 28, 2018 |

Exhibit 31.1

**CERTIFICATIONS**

I, Robert P. Johnson, certify that:

1. I have reviewed this annual report on Form 10-K of AEI Income & Growth Fund XXI Limited Partnership;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 28, 2018

/s/ ROBERT P JOHNSON
Robert P. Johnson, President
AEI Fund Management XXI, Inc.
Managing General Partner

Exhibit 31.2

**CERTIFICATIONS**

I, Patrick W. Keene, certify that:

1. I have reviewed this annual report on Form 10-K of AEI Income & Growth Fund XXI Limited Partnership;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 28, 2018

/s/ PATRICK W KEENE
Patrick W. Keene, Chief Financial Officer
AEI Fund Management XXI, Inc.
Managing General Partner

Exhibit 32

**CERTIFICATION PURSUANT TO**
**18 U.S.C. §1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of AEI Income & Growth Fund XXI Limited Partnership (the "Partnership") on Form 10-K for the period ended December 31, 2017, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Robert P. Johnson, President of AEI Fund Management XXI, Inc., the Managing General Partner of the Partnership, and Patrick W. Keene, Chief Financial Officer of AEI Fund Management XXI, Inc., each certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership.

/s/ ROBERT P JOHNSON
Robert P. Johnson, President
AEI Fund Management XXI, Inc.
Managing General Partner
March 28, 2018

/s/ PATRICK W KEENE
Patrick W. Keene, Chief Financial Officer
AEI Fund Management XXI, Inc.
Managing General Partner
March 28, 2018