

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

FORM 10-Q

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

For the quarterly period ended: June 30, 2015

Commission File Number: 000-49653

AEI INCOME & GROWTH FUND 24 LLC  
(Exact name of registrant as specified in its charter)

State of Delaware

(State or other jurisdiction of  
incorporation or organization)

41-1990952

(I.R.S. Employer  
Identification No.)

30 East 7<sup>th</sup> Street,

Suite 1300

St. Paul, Minnesota 55101

(Address of principal executive offices)

(651) 227-7333

(Registrant's telephone number)

Not Applicable

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

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 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  
 Non-accelerated filer

Accelerated filer  
 Smaller reporting company

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

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**AEI INCOME & GROWTH FUND 24 LLC  
BALANCE SHEETS**

**ASSETS**

	<b>June 30, 2015</b>	<b>December 31, 2014</b>
	(unaudited)	
<b>Current Assets:</b>		
Cash	\$ 1,613,996	\$ 1,336,670
Current Portion of Note Receivable, Net	107,826	0
Total Current Assets	1,721,822	1,336,670
<b>Real Estate Investments:</b>		
Land	4,934,814	4,934,814
Buildings	12,175,342	12,175,342
Acquired Intangible Lease Assets	1,207,484	1,207,484
Real Estate Held for Investment, at cost	18,317,640	18,317,640
Accumulated Depreciation and Amortization	(3,140,941)	(2,835,079)
Real Estate Held for Investment, Net	15,176,699	15,482,561
<b>Note Receivable, Net</b>	0	375,224
Total Assets	<b>\$ 16,898,521</b>	<b>\$ 17,194,455</b>

**LIABILITIES AND MEMBERS' EQUITY**

<b>Current Liabilities:</b>		
Payable to AEI Fund Management, Inc.	\$ 108,792	\$ 79,307
Distributions Payable	308,656	308,654
Unearned Rent	64,251	9,058
Total Current Liabilities	481,699	397,019
<b>Members' Equity (Deficit):</b>		
Managing Members	(5,093)	5,719
Limited Members – 50,000 Units authorized; 24,273 and 24,317 Units issued and outstanding as of 6/30/15 and 12/31/14, respectively	16,421,915	16,791,717
Total Members' Equity	16,416,822	16,797,436
Total Liabilities and Members' Equity	<b>\$ 16,898,521</b>	<b>\$ 17,194,455</b>

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

**AEI INCOME & GROWTH FUND 24 LLC**  
**STATEMENTS OF INCOME**  
(unaudited)

	<u>Three Months Ended June 30</u>		<u>Six Months Ended June 30</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
<b>Rental Income</b>	\$ 339,039	\$ 298,611	\$ 678,077	\$ 595,335
<b>Expenses:</b>				
LLC Administration – Affiliates	52,747	50,347	105,531	101,129
LLC Administration and Property Management – Unrelated Parties	13,802	12,427	27,204	25,880
Depreciation and Amortization	141,347	116,330	282,694	232,660
Bad Debt Expense	0	270,000	0	270,000
Total Expenses	<u>207,896</u>	<u>449,104</u>	<u>415,429</u>	<u>629,669</u>
<b>Operating Income (Loss)</b>	131,143	(150,493)	262,648	(34,334)
<b>Other Income:</b>				
Interest Income	<u>1,009</u>	<u>1,735</u>	<u>1,908</u>	<u>3,359</u>
<b>Income (Loss) from Continuing Operations</b>	132,152	(148,758)	264,556	(30,975)
Income from Discontinued Operations	<u>0</u>	<u>335,638</u>	<u>0</u>	<u>558,279</u>
<b>Net Income</b>	<u>\$ 132,152</u>	<u>\$ 186,880</u>	<u>\$ 264,556</u>	<u>\$ 527,304</u>
<b>Net Income Allocated:</b>				
Managing Members	\$ 3,965	\$ 9,484	\$ 7,937	\$ 15,836
Limited Members	128,187	177,396	256,619	511,468
Total	<u>\$ 132,152</u>	<u>\$ 186,880</u>	<u>\$ 264,556</u>	<u>\$ 527,304</u>
<b>Income (Loss) per LLC Unit:</b>				
Continuing Operations	\$ 5.28	\$ (5.93)	\$ 10.56	\$ (1.23)
Discontinued Operations	.00	13.21	.00	22.23
Total – Basic and Diluted	<u>\$ 5.28</u>	<u>\$ 7.28</u>	<u>\$ 10.56</u>	<u>\$ 21.00</u>
<b>Weighted Average Units Outstanding – Basic and Diluted</b>	<u>24,273</u>	<u>24,353</u>	<u>24,295</u>	<u>24,360</u>

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

**AEI INCOME & GROWTH FUND 24 LLC**  
**STATEMENTS OF CASH FLOWS**  
(unaudited)

	<b>Six Months Ended June 30</b>	
	<b>2015</b>	<b>2014</b>
<b>Cash Flows from Operating Activities:</b>		
Net Income	\$ 264,556	\$ 527,304
Adjustments to Reconcile Net Income		
To Net Cash Provided by Operating Activities:		
Depreciation and Amortization	305,862	249,028
Bad Debt Expense	0	270,000
Gain on Sale of Real Estate	0	(176,854)
Income from Equity Method Investment Held for Sale	0	(358,643)
Increase (Decrease) in Payable to AEI Fund Management, Inc.	29,485	(63,743)
Increase (Decrease) in Unearned Rent	55,193	40,584
Total Adjustments	390,540	(39,628)
Net Cash Provided By (Used For) Operating Activities	655,096	487,676
<b>Cash Flows from Investing Activities:</b>		
Proceeds from Sale of Real Estate	0	422,299
Cash Paid for Equity Method Investment Held for Sale	0	(8,518)
Distribution from Equity Method Investment Held for Sale	0	1,120,000
Payments Received on Note Receivable	267,398	0
Net Cash Provided By (Used For) Investing Activities	267,398	1,533,781
<b>Cash Flows from Financing Activities:</b>		
Distributions Paid to Members	(617,932)	(770,075)
Repurchase of LLC Units	(27,236)	(9,746)
Net Cash Provided By (Used For) Financing Activities	(645,168)	(779,821)
<b>Net Increase (Decrease) in Cash</b>	277,326	1,241,636
<b>Cash, beginning of period</b>	1,336,670	2,294,263
<b>Cash, end of period</b>	\$ 1,613,996	\$ 3,535,899
<b>Supplemental Disclosure of Non-Cash Investing Activities:</b>		
Contribution of Real Estate (at carrying value) in Exchange for Equity Method Investment	\$ 0	\$ 1,056,788

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

**AEI INCOME & GROWTH FUND 24 LLC**  
**STATEMENTS OF CHANGES IN MEMBERS' EQUITY (DEFICIT)**  
(unaudited)

	<u>Managing Members</u>	<u>Limited Members</u>	<u>Total</u>	<u>Limited Member Units Outstanding</u>
<b>Balance, December 31, 2013</b>	\$ 6,581	\$ 17,244,393	\$ 17,250,974	24,367.78
Distributions Declared	(17,098)	(600,003)	(617,101)	
Repurchase of LLC Units	(293)	(9,453)	(9,746)	(15.02)
Net Income	<u>15,836</u>	<u>511,468</u>	<u>527,304</u>	
<b>Balance, June 30, 2014</b>	<u>\$ 5,026</u>	<u>\$ 17,146,405</u>	<u>\$ 17,151,431</u>	<u>24,352.76</u>
<b>Balance, December 31, 2014</b>	\$ 5,719	\$ 16,791,717	\$ 16,797,436	24,317.25
Distributions Declared	(17,932)	(600,002)	(617,934)	
Repurchase of LLC Units	(817)	(26,419)	(27,236)	(44.59)
Net Income	<u>7,937</u>	<u>256,619</u>	<u>264,556</u>	
<b>Balance, June 30, 2015</b>	<u>\$ (5,093)</u>	<u>\$ 16,421,915</u>	<u>\$ 16,416,822</u>	<u>24,272.66</u>

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

**AEI INCOME & GROWTH FUND 24 LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**JUNE 30, 2015**  
(unaudited)

(1) The condensed statements included herein have been prepared by the registrant, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission, and reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results of operations for the interim period, on a basis consistent with the annual audited statements. The adjustments made to these condensed statements consist only of normal recurring adjustments. Certain information, accounting policies, and footnote disclosures normally included in financial statements prepared in accordance with United States Generally Accepted Accounting Principles (US GAAP) have been condensed or omitted pursuant to such rules and regulations, although the registrant believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the financial statements and the summary of significant accounting policies and notes thereto included in the registrant's latest annual report on Form 10-K.

**(2) Organization –**

AEI Income & Growth Fund 24 LLC ("Company"), a Limited Liability Company, was formed on November 21, 2000 to acquire and lease commercial properties to operating tenants. The Company's operations are managed by AEI Fund Management XXI, Inc. ("AFM"), the Managing Member. Robert P. Johnson, the President and sole director of AFM, serves as the Special Managing Member. 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 Company.

The terms of the offering called for a subscription price of \$1,000 per LLC Unit, payable on acceptance of the offer. The Company commenced operations on October 31, 2001 when minimum subscriptions of 1,500 LLC Units (\$1,500,000) were accepted. The offering terminated May 17, 2003 when the extended offering period expired. The Company received subscriptions for 24,831.283 Units. Under the terms of the Operating Agreement, the Limited Members and Managing Members contributed funds of \$24,831,283 and \$1,000, respectively. The Company shall continue until December 31, 2051, unless dissolved, terminated and liquidated prior to that date.

During operations, any Net Cash Flow, as defined, which the Managing Members determine to distribute will be distributed 97% to the Limited Members and 3% to the Managing Members. Distributions to Limited Members will be made pro rata by Units.

**AEI INCOME & GROWTH FUND 24 LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Continued)**

**(2) Organization – (Continued)**

Any Net Proceeds of Sale, as defined, from the sale or financing of properties which the Managing Members determine to distribute will, after provisions for debts and reserves, be paid in the following manner: (i) first, 99% to the Limited Members and 1% to the Managing Members until the Limited Members receive an amount equal to: (a) their Adjusted Capital Contribution plus (b) an amount equal to 7% 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 Members and 10% to the Managing Members. Distributions to the Limited Members 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 97% to the Limited Members and 3% to the Managing Members. Net losses from operations will be allocated 99% to the Limited Members and 1% to the Managing Members.

For tax purposes, profits arising from the sale, financing, or other disposition of property will be allocated in accordance with the Operating Agreement as follows: (i) first, to those Members with deficit balances in their capital accounts in an amount equal to the sum of such deficit balances; (ii) second, 99% to the Limited Members and 1% to the Managing Members until the aggregate balance in the Limited Members' capital accounts equals the sum of the Limited Members' Adjusted Capital Contributions plus an amount equal to 7% 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 Members and 10% to the Managing Members. Losses will be allocated 99% to the Limited Members and 1% to the Managing Members.

The Managing Members are not required to currently fund a deficit capital balance. Upon liquidation of the Company or withdrawal by a Managing Member, the Managing Members will contribute to the Company an amount equal to the lesser of the deficit balances in their capital accounts or 1.01% of the total capital contributions of the Limited Members over the amount previously contributed by the Managing Members.

**(3) Real Estate Investments –**

On September 11, 2014, the Company purchased a Fresenius Medical Center in Grove City, Ohio for \$2,375,000. The Company allocated \$376,271 of the purchase price to Acquired Intangible Lease Assets, representing in-place lease intangibles of \$234,602 and above-market lease intangibles of \$141,669. The Company incurred \$71,151 of acquisition expenses related to the purchase that were expensed. The property is leased to Fresenius Medical Care VRO, LLC, a subsidiary of Fresenius Medical Care Holdings, Inc., under a Lease Agreement with a remaining primary term of 10.5 years (as of the date of purchase) and annual rent of \$169,448.



**AEI INCOME & GROWTH FUND 24 LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Continued)**

**(4) Equity Method Investment Held for Sale –**

In the fourth quarter of 2013, the Company decided to sell its 14% interest in the CarMax Auto Superstore in Lithia Springs, Georgia. The remaining interests in the property were owned by three affiliated entities, AEI Income & Growth Fund XXI Limited Partnership, AEI Income & Growth Fund 25 LLC and AEI Private Net Lease Millennium Fund Limited Partnership. On March 7, 2014, to facilitate the sale of the property, the Company and affiliated entities contributed their respective interests in the property via a limited liability company to CM Lithia Springs DST (“CMLS”), a Delaware statutory trust (“DST”), in exchange for Class B ownership interests in CMLS. In addition, a small amount of cash was contributed for working capital. A DST is a recognized mechanism for selling property to investors who are looking for replacement real estate to complete like-kind exchanges under Section 1031 of the Internal Revenue Code. As investors purchase Class A ownership interests in CMLS, the proceeds received will be used to redeem, on a one-for-one basis, the Class B ownership interests of the Company and affiliated entities. From March 13, 2014 to July 25, 2014, CMLS sold 100% of its Class A ownership interests to investors and redeemed 100% of the Class B ownership interests from the Company and affiliated entities.

The investment in CMLS was recorded using the equity method of accounting in the accompanying financial statements. Under the equity method, the investment in CMLS was stated at cost and adjusted for the Company’s share of net income or losses and reduced by proceeds received from the sale of the Class B ownership interests of CMLS as well as distributions from net rental income. During 2014, the investment balance consisted of the following:

Activity Through June 30, 2014:

Real Estate Contributed (at carrying value)	\$	1,056,788
Cash Contributed		8,518
Net Income – Rental Activity		22,514
Net Income – Gain on Sale of Real Estate		336,129
Distributions from Net Rental Income		(22,514)
Proceeds from Sale of Class B Interests		(1,097,486)
Equity Method Investments at June 30, 2014		<u>303,949</u>

Activity After June 30, 2014:

Net Income – Rental Activity		561
Net Income – Gain on Sale of Real Estate		76,907
Distributions from Net Rental Income		(561)
Proceeds from Sale of Class B Interests		(380,856)
Equity Method Investments at December 31, 2014	\$	<u><u>0</u></u>

**AEI INCOME & GROWTH FUND 24 LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Continued)**

**(5) Note Receivable –**

On May 19, 2010, as a result of the sale of the Johnny Carino's restaurant in Littleton, Colorado, the Company received a Note with a principal balance of \$1,361,730 as a lease settlement payment from Fired Up, Inc., the parent company of the tenant and guarantor of the Lease. The Note bears interest at a 7% rate. The Note required interest only quarterly payments of \$23,830 for two years and monthly payments of principal and interest of \$12,242 for the next three years. A balloon payment for the outstanding principal was due on May 19, 2015.

Based on a review of Fired Up's payment history during the first quarter of 2013 and continued monitoring of its financial condition, the Company recorded an allowance for doubtful accounts against the Note Receivable. As a result, a bad debt expense of \$330,000 was recognized in the fourth quarter of 2012. Subsequently, Fired Up stopped making payments in October 2013. As a result, an additional bad debt expense of \$315,000 was recognized in the fourth quarter of 2013. On March 27, 2014, Fired Up filed for Chapter 11 bankruptcy reorganization. As of the date of the bankruptcy filing, Fired Up owed \$46,766 of past due interest, which was not accrued for financial reporting purposes. In July 2014, Fired Up reached a tentative agreement with the majority of its creditors on a reorganization plan. After analyzing the terms of the tentative plan, the Company recognized an additional bad debt expense of \$270,000 in the second quarter of 2014.

The Company submitted a Proof of Claim for damages to the bankruptcy court. The reorganization plan was approved by the bankruptcy court effective February 2, 2015. In early May 2015, the Company received an initial claim payment from the plan of \$267,938. The Company anticipates receiving additional claim payments approximating the remaining carrying value of the Note before the end of 2015. At June 30, 2015 and December 31, 2014, the outstanding principal balance due on the Note, net of the allowance for doubtful accounts, was \$107,826 and \$375,224, respectively.

**(6) Payable to AEI Fund Management, Inc. –**

AEI Fund Management, Inc. performs the administrative and operating functions for the Company. The payable to AEI Fund Management represents the balance due for those services. This balance is non-interest bearing and unsecured and is to be paid in the normal course of business.

**(7) Discontinued Operations –**

During the first three months of 2014, the Company sold its remaining 11.6063% interest in the Applebee's restaurant in Sandusky, Ohio, in two separate transactions, to unrelated third parties. The Company received total net sale proceeds of \$425,899, which resulted in a net gain of \$180,454. The cost and related accumulated depreciation of the interests sold was \$329,466 and \$84,021, respectively.

**AEI INCOME & GROWTH FUND 24 LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
(Continued)

**(7) Discontinued Operations – (Continued)**

In the fourth quarter of 2013, the Company decided to sell its 14% interest in the CarMax Auto Superstore in Lithia Springs, Georgia. At December 31, 2013, the property was classified as Real Estate Held for Sale with a carrying value of \$1,056,788. On March 7, 2014, to facilitate the sale of the property, the Company contributed its interest in the property via a limited liability company to CM Lithia Springs DST as described in Note 4.

The financial results for these properties are reflected as Discontinued Operations in the accompanying financial statements. The following are the results of discontinued operations:

	<u>Three Months Ended June 30</u>		<u>Six Months Ended June 30</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Rental Income	\$ 0	\$ 0	\$ 0	\$ 22,782
Income from Equity Method Investment Held for Sale	0	335,638	0	358,643
Gain on Disposal of Real Estate	<u>0</u>	<u>0</u>	<u>0</u>	<u>176,854</u>
Income from Discontinued Operations	<u>\$ 0</u>	<u>\$ 335,638</u>	<u>\$ 0</u>	<u>\$ 558,279</u>

	<u>Three Months Ended June 30</u>		<u>Six Months Ended June 30</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
<b>Cash Flows from Discontinued Operations:</b>				
Operating Activities	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 22,782</u>
Investing Activities	<u>\$ 0</u>	<u>\$ 1,120,000</u>	<u>\$ 0</u>	<u>\$ 1,533,781</u>

**(8) Members' Capital –**

For the six months ended June 30, 2015 and 2014, the Company declared distributions of \$617,934 and \$617,101, respectively. The Limited Members received distributions of \$600,002 and \$600,003 and the Managing Members received distributions of \$17,932 and \$17,098 for the periods, respectively. The Limited Members' distributions represented \$24.70 and \$24.63 per LLC Unit outstanding using 24,295 and 24,360 weighted average Units in 2015 and 2014, respectively. The distributions represented \$9.47 and \$20.61 per Unit of Net Income and \$15.23 and \$4.02 per Unit of return of contributed capital for the periods, respectively.

**AEI INCOME & GROWTH FUND 24 LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Continued)**

**(8) Members' Capital – (Continued)**

As part of the distributions discussed above, the Company distributed net sale proceeds of \$30,303 and \$70,707 in 2015 and 2014, respectively. The Limited Members received distributions of \$30,000 and \$70,000 and the Managing Members received distributions of \$303 and \$707 for the periods, respectively. The Limited Members' distributions represented \$1.24 and \$2.87 per Unit for the periods, respectively.

On April 1, 2015, the Company repurchased a total of 44.59 Units for \$26,419 from nine Limited Members in accordance with the Operating Agreement. On April 1, 2014, the Company repurchased a total of 15.02 Units for \$9,453 from two Limited Members. The Company acquired these Units using Net Cash Flow from operations. The repurchases increase the remaining Limited Members' ownership interest in the Company. As a result of these repurchases and pursuant to the Operating Agreement, the Managing Members received distributions of \$817 and \$293 in 2015 and 2014, respectively.

**(9) Fair Value Measurements –**

As of June 30, 2015 and December 31, 2014, the Company had no assets or liabilities measured at fair value on a recurring basis or nonrecurring basis.

**ITEM 2. 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 Company's financial condition and results of operations, including the following:

- Market and economic conditions which affect the value of the properties the Company 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 Members;
- resolution by the Managing Members of conflicts with which they may be confronted;
- the success of the Managing Members 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 Company operate.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS. (Continued)**

### **Application of Critical Accounting Policies**

The Company'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 Company'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 Company's assets and liabilities, or the results of reported operations, will be affected if management's estimates or assumptions prove inaccurate.

Management of the Company 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 member of the Company.

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

Upon acquisition of real properties, the Company 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 leases will be amortized as an adjustment of rental income over the remaining terms 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.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS. (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 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 Company tests long-lived assets for recoverability when events or changes in circumstances indicate that the carrying value may not be recoverable. For properties the Company 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 Company reimburses these expenses subject to detailed limitations contained in the Operating Agreement.

### ***Results of Operations***

For the six months ended June 30, 2015 and 2014, the Company recognized rental income from continuing operations of \$678,077 and \$595,335, respectively. In 2015, rental income increased due to additional rent received from one property acquisition in 2014 and rent increases on three properties. Based on the scheduled rent for the properties as of July 31, 2015, the Company expects to recognize rental income from continuing operations of approximately \$1,357,000 in 2015.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS. (Continued)

For the six months ended June 30, 2015 and 2014, the Company incurred LLC administration expenses from affiliated parties of \$105,531 and \$101,129, respectively. These administration expenses include costs associated with the management of the properties, processing distributions, reporting requirements and communicating with the Limited Members. During the same periods, the Company incurred LLC administration and property management expenses from unrelated parties of \$27,204 and \$25,880, 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.

For the six months ended June 30, 2015 and 2014, the Company recognized interest income of \$1,908 and \$3,359, respectively.

Prior to January 1, 2014, upon complete disposal of a property or classification of a property as Real Estate Held for Sale, the Company included the operating results and sale of the property in discontinued operations. In addition, the Company reclassified the prior periods' operating results of the property to discontinued operations. For the six months ended June 30, 2014, the Company recognized income from discontinued operations of \$558,279, representing rental income of \$22,782, income from an equity method investment held for sale of \$358,643, and gain on disposal of real estate of \$176,854.

During the first three months of 2014, the Company sold its remaining 11.6063% interest in the Applebee's restaurant in Sandusky, Ohio, in two separate transactions, to unrelated third parties. The Company received total net sale proceeds of \$425,899, which resulted in a net gain of \$180,454. The cost and related accumulated depreciation of the interests sold was \$329,466 and \$84,021, respectively.

In the fourth quarter of 2013, the Company decided to sell its 14% interest in the CarMax Auto Superstore in Lithia Springs, Georgia. At December 31, 2013, the property was classified as Real Estate Held for Sale with a carrying value of \$1,056,788. The remaining interests in the property were owned by three affiliated entities, AEI Income & Growth Fund XXI Limited Partnership, AEI Income & Growth Fund 25 LLC and AEI Private Net Lease Millennium Fund Limited Partnership. On March 7, 2014, to facilitate the sale of the property, the Company and affiliated entities contributed their respective interests in the property via a limited liability company to CM Lithia Springs DST ("CMLS"), a Delaware statutory trust ("DST"), in exchange for Class B ownership interests in CMLS. In addition, a small amount of cash was contributed for working capital. A DST is a recognized mechanism for selling property to investors who are looking for replacement real estate to complete like-kind exchanges under Section 1031 of the Internal Revenue Code. As investors purchase Class A ownership interests in CMLS, the proceeds received will be used to redeem, on a one-for-one basis, the Class B ownership interests of the Company and affiliated entities. From March 13, 2014 to July 25, 2014, CMLS sold 100% of its Class A ownership interests to investors and redeemed 100% of the Class B ownership interests from the Company and affiliated entities.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS. (Continued)**

The investment in CMLS was recorded using the equity method of accounting in the accompanying financial statements. Under the equity method, the investment in CMLS was stated at cost and adjusted for the Company's share of net income or losses and reduced by proceeds received from the sale of the Class B ownership interests of CMLS as well as distributions from net rental income. For the six months ended June 30, 2014, the Company's share of the net income of CMLS was \$358,643.

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 six months ended June 30, 2015, the Company's cash balances increased \$277,326 as a result of a payment received on a note receivable and cash generated from operating activities in excess of distributions paid to the Members and cash used to repurchase Units. During the six months ended June 30, 2014, the Company's cash balances increased \$1,241,636 as a result of cash generated from the sale of property and cash distributions received from an equity method investment held for sale, which were partially offset by distributions paid to the Members and cash used to repurchase Units in excess of cash generated from operating activities and cash paid for an equity method investment held for sale.

Net cash provided by operating activities increased from \$487,676 in 2014 to \$655,096 in 2015 as a result of an increase in total rental and interest income in 2015 and net timing differences in the collection of payments from the tenants and the payment of expenses, which were partially offset by an increase in LLC administration and property management expenses in 2015.

The major components of the Company's cash flow from investing activities are investments in real estate and proceeds from the sale of real estate, including proceeds from an equity method investment held for sale. During the six months ended June 30, 2014, the Company paid cash for an equity method investment held for sale of \$8,518. During the same period, the Company generated cash flow from the sale of real estate of \$422,299 and received proceeds from the equity method investment of \$1,120,000. All but a small portion of these proceeds were generated from the sale of the CarMax Auto Superstore as discussed above.

On September 11, 2014, the Company purchased a Fresenius Medical Center in Grove City, Ohio for \$2,375,000. The property is leased to Fresenius Medical Care VRO, LLC, a subsidiary of Fresenius Medical Care Holdings, Inc., under a Lease Agreement with a remaining primary term of 10.5 years (as of the date of purchase) and annual rent of \$169,448.



## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS. (Continued)**

The Company's primary use of cash flow, other than investment in real estate, is distribution payments to Members and cash used to repurchase Units. The Company 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 Company attempts to maintain a stable distribution rate from quarter to quarter. The Company may repurchase tendered Units on April 1st and October 1st of each year subject to limitations.

For the six months ended June 30, 2015 and 2014, the Company declared distributions of \$617,934 and \$617,101, respectively. Pursuant to the Operating Agreement, distributions of Net Cash Flow were allocated 97% to the Limited Members and 3% to the Managing Members. Distributions of Net Proceeds of Sale were allocated 99% to the Limited Members and 1% to the Managing Members. The Limited Members received distributions of \$600,002 and \$600,003 and the Managing Members received distributions of \$17,932 and \$17,098 for the periods, respectively. In December 2013, the Company declared a special distribution of net sale proceeds of \$151,515, which was paid in the first week of January 2014 and resulted in higher distributions paid in 2014.

As part of the distributions discussed above, the Company distributed net sale proceeds of \$30,303 and \$70,707 in 2015 and 2014, respectively. The Limited Members received distributions of \$30,000 and \$70,000 and the Managing Members received distributions of \$303 and \$707 for the periods, respectively. The Limited Members' distributions represented \$1.24 and \$2.87 per Unit for the periods, respectively. The Company anticipates the remaining net sale proceeds will either be reinvested in additional property or distributed to the Members in the future.

The Company may repurchase Units from Limited Members who have tendered their Units to the Company. Such Units may be acquired at a discount. The Company 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 Operating Agreement), would exceed 2% of the total number of Units outstanding on January 1 of such year. In no event shall the Company be obligated to purchase Units if, in the sole discretion of the Managing Member, such purchase would impair the capital or operation of the Company.

On April 1, 2015, the Company repurchased a total of 44.59 Units for \$26,419 from nine Limited Members in accordance with the Operating Agreement. On April 1, 2014, the Company repurchased a total of 15.02 Units for \$9,453 from two Limited Members. The Company acquired these Units using Net Cash Flow from operations. The repurchases increase the remaining Limited Members' ownership interest in the Company. As a result of these repurchases and pursuant to the Operating Agreement, the Managing Members received distributions of \$817 and \$293 in 2015 and 2014, 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 Company obligations on both a short-term and long-term basis.

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS. (Continued)**

**Off-Balance Sheet Arrangements**

As of June 30, 2015 and December 31, 2014, the Company 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 3. QUANTITATIVE & QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not required for a smaller reporting company.

**ITEM 4. 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 Member of the Company 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 Member 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 Member, in a manner that allows timely decisions regarding required disclosure.

(b) 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.

**PART II – OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

There are no material pending legal proceedings to which the Company is a party or of which the Company's property is subject.

**ITEM 1A. RISK FACTORS.**

Not required for a smaller reporting company.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES & USE OF PROCEEDS.**

(a) None.

(b) Not applicable.

(c) Pursuant to Section 7.7 of the Operating Agreement, each Limited Member has the right to present Units to the Company for purchase by submitting notice to the Managing Member during January or July of each year. The purchase price of the Units is equal to 80% 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 Member in accordance with the provisions of the Operating Agreement. Units tendered to the Company during January and July may be repurchased on April 1<sup>st</sup> and October 1<sup>st</sup>, respectively, of each year subject to the following limitations. The Company 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 Operating Agreement), would exceed 2% of the total number of Units outstanding on January 1 of such year. In no event shall the Company be obligated to purchase Units if, in the sole discretion of the Managing Member, such purchase would impair the capital or operation of the Company.

**Small Business Issuer Purchases of Equity Securities**

Period	Total Number of Units Purchased	Average Price Paid per Unit	Total Number of Units Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Units that May Yet Be Purchased Under the Plans or Programs
4/1/15 to 4/30/15	44.59	\$592.49	558.62(1)	(2)
5/1/15 to 5/31/15	--	--	--	--
6/1/15 to 6/30/15	--	--	--	--

(1) The Company's repurchase plan is mandated by the Operating Agreement as included in the prospectus related to the original offering of the Units.

(2) The Operating Agreement contains annual limitations on repurchases described in the paragraph above and has no expiration date.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

**ITEM 4. MINE SAFETY DISCLOSURES.**

Not Applicable.

**ITEM 5. OTHER INFORMATION.**

None.

**ITEM 6. EXHIBITS.**

- 31.1 Certification of Chief Executive Officer of Managing Member 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 Managing Member 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 Managing Member pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

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

Dated: August 12, 2015

AEI Income & Growth Fund 24 LLC  
By: AEI Fund Management XXI, Inc.  
Its: Managing Member

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

By: /s/ PATRICK W KEENE  
Patrick W. Keene  
Chief Financial Officer  
(Principal Accounting Officer)

**CERTIFICATIONS**

I, Robert P. Johnson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of AEI Income & Growth Fund 24 LLC;
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: August 12, 2015

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

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**CERTIFICATIONS**

I, Patrick W. Keene, certify that:

1. I have reviewed this quarterly report on Form 10-Q of AEI Income & Growth Fund 24 LLC;
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: August 12, 2015

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

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**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 Quarterly Report of AEI Income & Growth Fund 24 LLC (the “Company”) on Form 10-Q for the period ended June 30, 2015, 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 Member of the Company, 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 Company.

/s/ ROBERT P JOHNSON

Robert P. Johnson, President  
AEI Fund Management XXI, Inc.  
Managing General Partner  
August 12, 2015

/s/ PATRICK W KEENE

Patrick W. Keene, Chief Financial  
Officer  
AEI Fund Management XXI, Inc.  
Managing General Partner  
August 12, 2015

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