

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: March 31, 2019

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)

30 East 7<sup>th</sup> Street, Suite 1300  
St. Paul, Minnesota 55101  
(Address of principal executive offices)

41-1990952  
(I.R.S. Employer  
Identification No.)

(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  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 Exchange Act).  Yes  No

INDEX

	<u>Page</u>
Part I – Financial Information	
Item 1. Financial Statements:	
Balance Sheets as of March 31, 2019 and December 31, 2018	3
Statements for the Three Months ended March 31, 2019 and 2018:	
Income	4
Cash Flows	5
Changes in Members' Equity (Deficit)	6
Notes to Financial Statements	7 - 11
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	11 - 15
Item 3. Quantitative and Qualitative Disclosures About Market Risk	16
Item 4. Controls and Procedures	16
Part II – Other Information	
Item 1. Legal Proceedings	16
Item 1A. Risk Factors	16
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	17
Item 3. Defaults Upon Senior Securities	17
Item 4. Mine Safety Disclosures	17
Item 5. Other Information	17
Item 6. Exhibits	18
Signatures	18

AEI INCOME & GROWTH FUND 24 LLC  
BALANCE SHEETS

ASSETS

	<u>March 31,</u> <u>2019</u>	<u>December 31,</u> <u>2018</u>
	(unaudited)	
<b>Current Assets:</b>		
Cash	\$ 1,113,077	\$ 1,162,378
<b>Real Estate Investments:</b>		
Land	3,694,644	4,222,247
Buildings	11,583,782	11,849,024
Acquired Intangible Lease Assets	1,207,484	1,207,484
Real Estate Held for Investment, at cost	16,485,910	17,278,755
Accumulated Depreciation and Amortization	(5,431,448)	(5,287,710)
Real Estate Held for Investment, Net	11,054,462	11,991,045
Total Assets	<u>\$ 12,167,539</u>	<u>\$ 13,153,423</u>

LIABILITIES AND MEMBERS' EQUITY

<b>Current Liabilities:</b>		
Payable to AEI Fund Management, Inc.	\$ 121,049	\$ 98,298
Distributions Payable	244,743	306,187
Unearned Rent	6,835	9,620
Total Current Liabilities	<u>372,627</u>	<u>414,105</u>
<b>Members' Equity (Deficit):</b>		
Managing Members	(119,004)	(106,529)
Limited Members – 50,000 Units authorized; 23,460 Units issued and outstanding as of 3/31/2019 and 12/31/2018	11,913,916	12,845,847
Total Members' Equity	<u>11,794,912</u>	<u>12,739,318</u>
Total Liabilities and Members' Equity	<u>\$ 12,167,539</u>	<u>\$ 13,153,423</u>

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

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

	<b>Three Months Ended March 31</b>	
	<b>2019</b>	<b>2018</b>
<b>Rental Income</b>	\$ 286,595	\$ 349,101
<b>Expenses:</b>		
LLC Administration – Affiliates	27,776	27,864
LLC Administration and Property Management – Unrelated Parties	37,264	13,578
Depreciation and Amortization	132,154	142,303
Real Estate Impairment	792,845	0
Total Expenses	<u>990,039</u>	<u>183,745</u>
<b>Operating Income (Loss)</b>	(703,444)	165,356
<b>Other Income:</b>		
Interest Income	3,781	852
<b>Net Income (Loss)</b>	<u>\$ (699,663)</u>	<u>\$ 166,208</u>
<b>Net Income (Loss) Allocated:</b>		
Managing Members	\$ (5,133)	\$ 4,986
Limited Members	(694,530)	161,222
Total	<u>\$ (699,663)</u>	<u>\$ 166,208</u>
<b>Net Income (Loss) per LLC Unit</b>	<u>\$ (29.60)</u>	<u>\$ 6.81</u>
Weighted Average Units Outstanding – Basic and Diluted	<u>23,460</u>	<u>23,657</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>Three Months Ended March 31</b>	
	<b>2019</b>	<b>2018</b>
<b>Cash Flows from Operating Activities:</b>		
Net Income (Loss)	\$ (699,663)	\$ 166,208
Adjustments to Reconcile Net Income		
To Net Cash Provided by Operating Activities:		
Depreciation and Amortization	143,738	153,887
Real Estate Impairment	792,845	0
Increase (Decrease) in Payable to AEI Fund Management, Inc.	22,751	51,799
Increase (Decrease) in Unearned Rent	(2,785)	63,339
Total Adjustments	<u>956,549</u>	<u>269,025</u>
Net Cash Provided By (Used For) Operating Activities	<u>256,886</u>	<u>435,233</u>
<b>Cash Flows from Financing Activities:</b>		
Distributions Paid to Members	<u>(306,187)</u>	<u>(304,729)</u>
<b>Net Increase (Decrease) in Cash</b>	(49,301)	130,504
<b>Cash, beginning of period</b>	<u>1,162,378</u>	<u>1,162,482</u>
<b>Cash, end of period</b>	<u>\$ 1,113,077</u>	<u>\$ 1,292,986</u>

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, 2017</b>	\$ (54,825)	\$ 14,517,595	\$ 14,462,770	23,657.21
Distributions Declared	(9,186)	(297,001)	(306,187)	
Net Income	4,986	161,222	166,208	
<b>Balance, March 31, 2018</b>	<u>\$ (59,025)</u>	<u>\$ 14,381,816</u>	<u>\$ 14,322,791</u>	<u>23,657.21</u>
<b>Balance, December 31, 2018</b>	\$ (106,529)	\$ 12,845,847	\$ 12,739,318	23,460.43
Distributions Declared	(7,342)	(237,401)	(244,743)	
Net Loss	(5,133)	(694,530)	(699,663)	
<b>Balance, March 31, 2019</b>	<u>\$ (119,004)</u>	<u>\$ 11,913,916</u>	<u>\$ 11,794,912</u>	<u>23,460.43</u>

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

**AEI INCOME & GROWTH FUND 24 LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2019**  
(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 ended. 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**

**(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.

In January 2018, the Managing Member mailed a Consent Statement (Proxy) seeking the consent of the Limited Members, as required by Section 6.1 of the Operating Agreement, to initiate the final disposition, liquidation and distribution of all of the Company's properties and assets within the next 12 to 24 months. On February 12, 2018, the proposal was approved with a majority of Units voting in favor of the proposal. As a result, the Managing Member is proceeding with the planned liquidation of the Company.

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

**(3) Recently Adopted Accounting Pronouncements –**

In August 2018, the SEC adopted the final rule under SEC Release No. 33-10532, Disclosure Update and Simplification, amending certain disclosure requirements that were redundant, duplicative, overlapping, outdated or superseded. In addition, the amendments expanded the disclosure requirements for the analysis of members' equity for interim financial statements. Under the amendments, an analysis of changes in each caption of members' equity presented in the balance sheet must be provided in a note or separate statement. The analysis should present a reconciliation of the beginning balance to the ending balance of each period for which a statement of comprehensive income is required to be filed. The Company's first presentation of year-to-date quarterly changes in members' equity is included in its Form 10-Q for the quarter ended March 31, 2019.

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (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. It is to be adopted using a modified retrospective approach. The Company has adopted the accounting pronouncement effective January 1, 2019 and the adoption of the standard did not have a material impact on the Company's financial statements.

**(4) Real Estate Investments –**

In July 2018, the Company entered into an agreement with the tenant of the Best Buy store in Lake Geneva, Wisconsin to extend the lease term five years to end on March 31, 2024. As part of the agreement, the annual rent decreased from \$153,826 to \$133,316 effective February 1, 2019. In addition, beginning on February 1, 2019, the tenant received free rent for one month that equaled \$11,110.

The Company owns a 35% interest in a Dick's Sporting Goods store in Fredericksburg, Virginia. The remaining interests in the property are owned by three affiliates of the Company. On January 31, 2019, the lease term ended, and the tenant returned possession of the property to the owners. While the property is vacant, the Company is responsible for its 35% share of real estate taxes and other costs associated with maintaining the property. The owners have listed the property for lease with a real estate broker in the Fredericksburg area. The annual rent from this property represented approximately 21% of the total annual rent of the Company's property portfolio. The loss of rent and increased expenses related to this property decreased the Company's cash flow. Consequently, beginning with the first quarter of 2019, the Company reduced its regular quarterly cash distribution rate from \$12.66 per Unit to \$10.12 per Unit.

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

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

Based on its long-lived asset valuation analysis, the Company determined the Dick's Sporting Goods store was impaired. As a result, in the fourth quarter of 2018, a charge to operations for real estate impairment of \$1,077,135 was recognized, which was the difference between the carrying value at December 31, 2018 of \$3,142,135 and the estimated fair value of \$2,065,000. Based on its long-lived asset valuation analysis, in the first quarter of 2019, the Company recognized an additional real estate impairment of \$792,845 to decrease the carrying value to the estimated fair value of \$1,260,000. The charges were recorded against the cost of the land and building.

**(5) 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.

**(6) Members' Equity –**

For the three months ended March 31, 2019 and 2018, the Company declared distributions of \$244,743 and \$306,187, respectively. The Limited Members received distributions of \$237,401 and \$297,001 and the Managing Members received distributions of \$7,342 and \$9,186 for the periods, respectively. The Limited Members' distributions represented \$10.12 and \$12.55 per LLC Unit outstanding using 23,460 and 23,657 weighted average Units in 2019 and 2018, respectively. The distributions represented \$0 and \$6.81 per Unit of Net Income and \$10.12 and \$5.74 per Unit of return of contributed capital in 2019 and 2018, respectively.

**(7) Fair Value Measurements –**

Fair value, as defined by US GAAP, is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market. US GAAP establishes a hierarchy in determining the fair value of an asset or liability. The fair value hierarchy has three levels of inputs, both observable and unobservable. US GAAP requires the utilization of the lowest possible level of input to determine fair value. Level 1 inputs include quoted market prices in an active market for identical assets or liabilities. Level 2 inputs are market data, other than Level 1 inputs, that are observable either directly or indirectly. Level 2 inputs include quoted market prices for similar assets or liabilities, quoted market prices in an inactive market, and other observable information that can be corroborated by market data. Level 3 inputs are unobservable and corroborated by little or no market data.

At March 31, 2019 and December 31, 2018, the Company had no financial assets or liabilities measured at fair value on a recurring basis or nonrecurring basis that would require disclosure. The Company had the following nonfinancial assets measured on a nonrecurring basis that were recorded at fair value during 2019 and 2018.

**(7) Fair Value Measurements – (Continued)**

The Dick's Sporting Goods store in Fredericksburg, Virginia with a carrying amount of \$3,142,135 at December 31, 2018, was written down to its estimated fair value of \$2,065,000 after completing our long-lived asset valuation analysis. The resulting impairment charge of \$1,077,135 was included in earnings for the fourth quarter of 2018. The fair value of the property was based upon estimated probability-weighted future undiscounted cash flows expected to result from the property and its eventual disposition. These estimates are considered Level 3 inputs in the valuation hierarchy. At March 31, 2019, the property was written down to its estimated fair value of \$1,260,000 after completing our long-lived asset valuation analysis. The resulting impairment charge of \$792,845 was included in earnings for the first quarter of 2019. The fair value of the property was based upon an appraisal prepared by an independent commercial property appraiser. The appraisal is considered a Level 3 input in the valuation hierarchy.

**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.

**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.

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

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 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.

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

### *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 three months ended March 31, 2019 and 2018, the Company recognized rental income of \$286,595 and \$349,101, respectively. In 2019, rental income decreased due to rent decreases related to the Best Buy store and the lease term ending for the Dick's Sporting Goods store, as discussed below. The decreases were partially offset by rent increases on two properties. Based on the scheduled rent for the properties owned as of April 30, 2019, the Company expects to recognize rental income of approximately \$1,074,000 in 2019.

For the three months ended March 31, 2019 and 2018, the Company incurred LLC administration expenses from affiliated parties of \$27,776 and \$27,864, 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 \$37,264 and \$13,578, 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 2019, when compared to 2018, due to expenses related to the Dick's Sporting Goods store and a major parking lot repair at one property.

In July 2018, the Company entered into an agreement with the tenant of the Best Buy store in Lake Geneva, Wisconsin to extend the lease term five years to end on March 31, 2024. As part of the agreement, the annual rent decreased from \$153,826 to \$133,316 effective February 1, 2019. In addition, beginning on February 1, 2019, the tenant received free rent for one month that equaled \$11,110.

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

The Company owns a 35% interest in a Dick's Sporting Goods store in Fredericksburg, Virginia. The remaining interests in the property are owned by three affiliates of the Company. On January 31, 2019, the lease term ended, and the tenant returned possession of the property to the owners. While the property is vacant, the Company is responsible for its 35% share of real estate taxes and other costs associated with maintaining the property. The owners have listed the property for lease with a real estate broker in the Fredericksburg area. The annual rent from this property represented approximately 21% of the total annual rent of the Company's property portfolio. The loss of rent and increased expenses related to this property decreased the Company's cash flow. Consequently, beginning with the first quarter of 2019, the Company reduced its regular quarterly cash distribution rate from \$12.66 per Unit to \$10.12 per Unit.

Based on its long-lived asset valuation analysis, the Company determined the Dick's Sporting Goods store was impaired. As a result, in the fourth quarter of 2018, a charge to operations for real estate impairment of \$1,077,135 was recognized, which was the difference between the carrying value at December 31, 2018 of \$3,142,135 and the estimated fair value of \$2,065,000. Based on its long-lived asset valuation analysis, in the first quarter of 2019, the Company recognized an additional real estate impairment of \$792,845 to decrease the carrying value to the estimated fair value of \$1,260,000. The charges were recorded against the cost of the land and building.

For the three months ended March 31, 2019 and 2018, the Company recognized interest income of \$3,781 and \$852, 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 three months ended March 31, 2019, the Company's cash balances decreased \$49,301 as a result of distributions paid to the Members in excess of cash generated from operating activities. During the three months ended March 31, 2018, the Company's cash balances increased \$130,504 as a result of cash generated from operating activities in excess of distributions paid to the Members.

Net cash provided by operating activities decreased from \$435,233 in 2018 to \$256,886 in 2019 as a result of a decrease in total rental and interest income in 2019, an increase in LLC administration and property management expenses in 2019, and net timing differences in the collection of payments from the tenants and the payment of expenses.

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

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. During the three months ended March 31, 2019 and 2018, the Company did not complete any property acquisitions or property sales.

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 three months ended March 31, 2019 and 2018, the Company declared distributions of \$244,743 and \$306,187, 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 \$237,401 and \$297,001 and the Managing Members received distributions of \$7,342 and \$9,186 for the periods, respectively.

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. During the three months ended March 31, 2019 and 2018, the Company did not repurchase any Units from the Limited Members.

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.

**Off-Balance Sheet Arrangements**

As of March 31, 2019 and December 31, 2018, 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 1st and October 1st, 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. During the period covered by this report, the Company did not purchase any Units.

**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: May 14, 2019

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: May 14, 2019

/s/ ROBERT P JOHNSON

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

**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: May 14, 2019

/s/ PATRICK W KEENE

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

**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 March 31, 2019, 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  
May 14, 2019

/s/ PATRICK W KEENE

Patrick W. Keene, Chief Financial Officer  
AEI Fund Management XXI, Inc.  
Managing General Partner  
May 14, 2019