

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Form 990

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990 for instructions and the latest information.

2024

Open to Public Inspection

A For the **2024** calendar year, or tax year beginning **JUL 1, 2024** and ending **JUN 30, 2025**

| | | | | |
|--|--|---|--|---|
| B Check if applicable: Address change Name change Initial return Final return/terminated Amended return Application pending | C Name of organization CHIMES INTERNATIONAL LIMITED | | D Employer identification number 52-2000359 | |
| | Doing business as | | E Telephone number (410) 358-6400 | |
| | Number and street (or P.O. box if mail is not delivered to street address) | Room/suite | | |
| | City or town, state or province, country, and ZIP or foreign postal code BALTIMORE, MD 21215 | | G Gross receipts \$ 21,485,832. | |
| F Name and address of principal officer: STEPHEN DARE SAME AS C ABOVE | | H(a) Is this a group return for subordinates? Yes <input checked="" type="checkbox"/> No | | |
| I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527 | | H(b) Are all subordinates included? Yes No | | |
| J Website: WWW.CHIMES.ORG | | H(c) Group exemption number | | |
| K Form of organization: <input checked="" type="checkbox"/> Corporation Trust Association Other | | | L Year of formation: 1996 | M State of legal domicile: DE |

Part I Summary

| | | |
|---|--|--|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: <u>SEE FORM 990, PART III, LINE 1</u> | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 11 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 11 |
| | 5 Total number of individuals employed in calendar year 2024 (Part V, line 2a) | 5 104 |
| | 6 Total number of volunteers (estimate if necessary) | 6 11 |
| | 7 a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a 0. |
| b Net unrelated business taxable income from Form 990-T, Part I, line 11 | 7b 0. | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year: 0. Current Year: 1,080. |
| | 9 Program service revenue (Part VIII, line 2g) | 0. 0. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 1,018,228. 936,865. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 19,093,703. 20,547,887. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 20,111,931. 21,485,832. |
| | Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | | 0. 0. |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | | 12,332,195. 13,654,929. |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 0. 0. |
| b Total fundraising expenses (Part IX, column (D), line 25) | | 0. 0. |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | | 7,737,350. 7,591,735. |
| 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 20,069,545. 21,246,664. | |
| 19 Revenue less expenses. Subtract line 18 from line 12 | 42,386. 239,168. | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year: 29,550,949. End of Year: 37,843,592. |
| | 21 Total liabilities (Part X, line 26) | 33,852,697. 42,145,339. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | -4,301,748. -4,301,747. |

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

| | | | | | |
|-------------------------------|------------------------------|-------------------------|--------------|--------------------------|-----------|
| Sign Here | Signature of officer | | Date | | |
| | STEPHEN DARE, PRESIDENT/CEO | | | | |
| | Type or print name and title | | | | |
| Paid Preparer Use Only | Preparer's name | Preparer's signature | Date | Check if self-employed | PTIN |
| | KRISTEN BARNETT | KRISTEN BARNETT | 05/06/26 | <input type="checkbox"/> | P01234578 |
| | Firm's name | Firm's EIN | | 42-0714325 | |
| | Firm's address | 1001 WATER ST. STE. 500 | | TAMPA, FL 33602 | |
| | Phone no. | | 813-316-2300 | | |

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission: CHIMES' MISSION IS TO FOSTER A WELCOMING COMMUNITY WHERE INDIVIDUALS OF DIFFERING ABILITIES AND BEHAVIORAL HEALTH NEEDS ARE SUPPORTED. THE ORGANIZATION ENABLES FUTURES BY PROVIDING SUPPORT, ADVOCACY, AND SOLUTIONS THAT ENHANCE INDEPENDENCE, WELL-BEING, AND BELONGING.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ including grants of \$) (Revenue \$ 20,356,536.) CHIMES OPERATES A MULTI-STATE SYSTEM OF SERVICES SUPPORTING INDIVIDUALS WITH INTELLECTUAL AND DEVELOPMENTAL DISABILITIES, BEHAVIORAL HEALTH CONDITIONS, AND SUBSTANCE USE DISORDERS. PROGRAMS EMPHASIZE INDEPENDENCE, EMPLOYMENT, COMMUNITY INTEGRATION, AND ACCESS TO CARE, SUPPORTING INDIVIDUALS IN ACHIEVING STABLE AND MEANINGFUL LIVES.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe on Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 21, with sub-questions a-f for questions 11, 12, and 20. 'X' marks indicate 'Yes' responses.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 22 through 38 regarding organizational reporting, compensation, tax-exempt bonds, and business transactions.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V []

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1a, 1b, and 1c regarding Form 1096, Forms W-2G, and backup withholding rules.

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

Table with columns for question number, question text, and Yes/No columns. Includes questions 2a through 17 regarding employee counts, tax returns, gross income, foreign accounts, prohibited transactions, and charitable contributions.

Part VI Governance, Management, and Disclosure. For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (11), 1b (11), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NONE
18 Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (section 501(c)(3)s only) available for public inspection.
19 Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, address, and telephone number of the person who possesses the organization's books and records

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's **current** key employees, if any. See the instructions for definition of "key employee."
 - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (box 5 of Form W-2, box 6 of Form 1099-MISC, and/or box 1 of Form 1099-NEC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- See the instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC) | (E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) STEPHEN DARE PRESIDENT/CEO | 40.00 18.00 | | | X | | | | 777,126. | 0. | 60,015. |
| (2) PAMELA Z. MEADOWS CHIEF OPERATING OFFICER | 40.00 18.00 | | | X | | | | 532,505. | 0. | 60,741. |
| (3) BRIAN K. JOHNSON CHIEF ADMINISTRATIVE OFFICER | 40.00 18.00 | | | X | | | | 401,930. | 0. | 67,989. |
| (4) KEVIN R. ZGORSKI TREASURER/CFO | 40.00 18.00 | | | X | | | | 382,741. | 0. | 20,046. |
| (5) EARLE BOWMAN VP DEVELOPMENT - COMMUNICATION | 40.00 | | | | X | | | 274,123. | 0. | 17,306. |
| (6) CARMELO A. CRESPO AGUADO SVP BUSINESS DEVELOPMENT | 40.00 | | | | | X | | 269,705. | 0. | 19,008. |
| (7) SHELLY M. SHAFFER VP FACILITIES (THRU 6/1/25) | 40.00 40.00 | | | | X | | | 260,335. | 0. | 16,436. |
| (8) NICHOLAS DUNPHY ESQ. GENERAL COUNSEL | 40.00 | | | | | X | | 193,338. | 0. | 36,097. |
| (9) DEBRA L. JOHNSON DIRECTOR OF BENEFITS | 40.00 | | | | | X | | 200,875. | 0. | 26,742. |
| (10) NICOLE BRIDGES CONTROLLER | 40.00 | | | | | X | | 204,122. | 0. | 9,936. |
| (11) DALE GOFF DIRECTOR OF TECHNOLOGY | 40.00 | | | | | X | | 185,359. | 0. | 5,400. |
| (12) KATHLEEN M. MCPEAKE ESQ. FORMER CHIEF COMPLIANCE OFFICER | 0.00 0.00 | | | | | | X | 115,385. | 0. | 0. |
| (13) ERIC DANIELSON CHAIRPERSON | 2.00 11.00 | X | | X | | | | 0. | 0. | 0. |
| (14) KAREN HOLCOMB SECRETARY | 2.00 11.00 | X | | X | | | | 0. | 0. | 0. |
| (15) LIONEL LYLE DIRECTOR | 2.00 10.00 | X | | | | | | 0. | 0. | 0. |
| (16) MARK WOODWARD DIRECTOR | 2.00 11.00 | X | | | | | | 0. | 0. | 0. |
| (17) MICHAEL MITCHELL DIRECTOR | 2.00 10.00 | X | | | | | | 0. | 0. | 0. |

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC/1099-NEC) | (E) Reportable compensation from related organizations (W-2/1099-MISC/1099-NEC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|---|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) PAMELA OWENS DIRECTOR | 2.00 10.00 | X | | | | | | 0. | 0. | 0. |
| (19) MARTIN BRUNK DIRECTOR | 2.00 10.00 | X | | | | | | 0. | 0. | 0. |
| (20) ANGEL FIGUEROA DIRECTOR | 2.00 10.00 | X | | | | | | 0. | 0. | 0. |
| (21) JEAN YOUNG GILLIS DIRECTOR | 2.00 10.00 | X | | | | | | 0. | 0. | 0. |
| (22) CINDY NANASI DIRECTOR | 2.00 10.00 | X | | | | | | 0. | 0. | 0. |
| (23) NANCY STAISEY DIRECTOR | 2.00 10.00 | X | | | | | | 0. | 0. | 0. |
| 1b Subtotal | | | | | | | | 3,797,544. | 0. | 339,716. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 3,797,544. | 0. | 339,716. |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 28

| | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> | X | |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | X | |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|--|--------------------------------|---------------------|
| UKG INC. P.O. BOX 930953, ATLANTA, GA 31193 | EMPLOYER HRIS SERVICES | 1,293,680. |
| SHI INTERNATIONAL P.O. BOX 952121, DALLAS, TX 75395-2121 | IT SERVICES/PRODUCTS | 708,649. |
| D AND E CONSULTING SOLUTIONS, 470 OLD WORTHINGTON ROAD, SUITE 20, WESTERVILLE, DATA AXLE INC. P.O. BOX 22106, NEW YORK, NY 10087-2106 | IT CONSULTING | 400,726. |
| MEDIA SERVICES | | 395,773. |
| ORANGE TREE EMPLOYMENT SCREENING LLC P.O. BOX 7412380, CHICAGO, IL 60674-2380 | EMPLOYMENT SCREENING | 366,788. |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 17

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

| | | | (A) | (B) | (C) | (D) | |
|--|--|--|----------------------|------------------------------------|----------------------------|--|--|
| | | | Total revenue | Related or exempt function revenue | Unrelated business revenue | Revenue excluded from tax under sections 512 - 514 | |
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a | Federated campaigns | 1a | | | | |
| | b | Membership dues | 1b | | | | |
| | c | Fundraising events | 1c | | | | |
| | d | Related organizations | 1d | | | | |
| | e | Government grants (contributions) | 1e | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above ... | 1f | 1,080. | | | |
| | g | Noncash contributions included in lines 1a-1f | 1g | \$ | | | |
| | h | Total. Add lines 1a-1f | | 1,080. | | | |
| Program Service Revenue | 2 a | _____ | Business Code | | | | |
| | b | _____ | | | | | |
| | c | _____ | | | | | |
| | d | _____ | | | | | |
| | e | _____ | | | | | |
| | f | All other program service revenue | | | | | |
| | g | Total. Add lines 2a-2f | | | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | 936,865. | | 936,865. | |
| | 4 | Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 | Royalties | | | | | |
| | 6 a | Gross rents | 6a | (i) Real | | | |
| | | | | (ii) Personal | | | |
| | | | | | 12,000. | | |
| | b | Less: rental expenses ... | 6b | 0. | | | |
| | c | Rental income or (loss) | 6c | 12,000. | | | |
| | d | Net rental income or (loss) | | 12,000. | | 12,000. | |
| | 7 a | Gross amount from sales of assets other than inventory | 7a | (i) Securities | | | |
| | | | | (ii) Other | | | |
| | | | | | | | |
| | b | Less: cost or other basis and sales expenses | 7b | | | | |
| | c | Gain or (loss) | 7c | | | | |
| d | Net gain or (loss) | | | | | | |
| 8 a | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | 8a | | | | | |
| | | | | | | | |
| | | | | | | | |
| b | Less: direct expenses | 8b | | | | | |
| c | Net income or (loss) from fundraising events | | | | | | |
| 9 a | Gross income from gaming activities. See Part IV, line 19 | 9a | | | | | |
| | | | | | | | |
| | | | | | | | |
| b | Less: direct expenses | 9b | | | | | |
| c | Net income or (loss) from gaming activities | | | | | | |
| 10 a | Gross sales of inventory, less returns and allowances | 10a | | | | | |
| | | | | | | | |
| | | | | | | | |
| b | Less: cost of goods sold | 10b | | | | | |
| c | Net income or (loss) from sales of inventory | | | | | | |
| Miscellaneous Revenue | 11 a | SHARED SERVICE COSTS | Business Code | 541900 | 20,356,536. | 20,356,536. | |
| | b | OTHER INCOME | 900099 | | 179,351. | 179,351. | |
| | c | _____ | | | | | |
| | d | All other revenue | | | | | |
| | e | Total. Add lines 11a-11d | | | 20,535,887. | | |
| 12 | Total revenue. See instructions | | | 21,485,832. | 20,356,536. | 0. | |
| | | | | | | 1,128,216. | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21 ... | | | | |
| 2 Grants and other assistance to domestic individuals. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 2,871,293. | | 2,871,293. | |
| 6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | 7,791,737. | | 7,791,737. | |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 459,523. | | 459,523. | |
| 9 Other employee benefits | 1,840,068. | | 1,840,068. | |
| 10 Payroll taxes | 692,308. | | 692,308. | |
| 11 Fees for services (nonemployees): | | | | |
| a Management | | | | |
| b Legal | 46,772. | | 46,772. | |
| c Accounting | 199,883. | | 199,883. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A), amount, list line 11g expenses on Sch O.) | 1,029,980. | | 1,029,980. | |
| 12 Advertising and promotion | 3,603. | | 3,603. | |
| 13 Office expenses | 570,540. | | 570,540. | |
| 14 Information technology | 961,330. | | 961,330. | |
| 15 Royalties | | | | |
| 16 Occupancy | 366,097. | | 366,097. | |
| 17 Travel | 189,171. | | 189,171. | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials ... | | | | |
| 19 Conferences, conventions, and meetings | | | | |
| 20 Interest | 131,414. | | 131,414. | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 678,659. | | 678,659. | |
| 23 Insurance | 194,949. | | 194,949. | |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A), amount, list line 24e expenses on Schedule O.) | | | | |
| a DUES AND SUBSCRIPTION | 1,923,470. | | 1,923,470. | |
| b CONTRACT MAINT SERV | 569,238. | | 569,238. | |
| c RECRUITING | 420,399. | | 420,399. | |
| d LICENSES & FEES | 179,460. | | 179,460. | |
| e All other expenses | 126,770. | | 126,770. | |
| 25 Total functional expenses. Add lines 1 through 24e | 21,246,664. | 0. | 21,246,664. | 0. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | | | | |

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

| | | (A) Beginning of year | | (B) End of year |
|---|--|--------------------------|-------------|-----------------------|
| Assets | 1 Cash - non-interest-bearing | 10,947,713. | 1 | 17,974,514. |
| | 2 Savings and temporary cash investments | | 2 | |
| | 3 Pledges and grants receivable, net | | 3 | |
| | 4 Accounts receivable, net | 26,749. | 4 | 1,080. |
| | 5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons | | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B) | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 741,299. | 9 | 1,120,542. |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 12,249,595. | | |
| | b Less: accumulated depreciation | 10b 10,910,662. | 1,226,605. | 10c 1,338,933. |
| | 11 Investments - publicly traded securities | 15,838,946. | 11 | 16,899,324. |
| | 12 Investments - other securities. See Part IV, line 11 | | 12 | |
| | 13 Investments - program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | 769,637. | 15 | 509,199. |
| 16 Total assets. Add lines 1 through 15 (must equal line 33) | 29,550,949. | 16 | 37,843,592. | |
| Liabilities | 17 Accounts payable and accrued expenses | 8,858,998. | 17 | 8,660,303. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | 7,131,069. | 23 | 6,395,248. |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | 17,862,630. | 25 | 27,089,788. |
| | 26 Total liabilities. Add lines 17 through 25 | 33,852,697. | 26 | 42,145,339. |
| Net Assets or Fund Balances | Organizations that follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33. | | | |
| | 27 Net assets without donor restrictions | -4,301,748. | 27 | -4,301,747. |
| | 28 Net assets with donor restrictions | | 28 | |
| | Organizations that do not follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 29 through 33. | | | |
| | 29 Capital stock or trust principal, or current funds | | 29 | |
| | 30 Paid-in or capital surplus, or land, building, or equipment fund | | 30 | |
| | 31 Retained earnings, endowment, accumulated income, or other funds | | 31 | |
| | 32 Total net assets or fund balances | -4,301,748. | 32 | -4,301,747. |
| 33 Total liabilities and net assets/fund balances | 29,550,949. | 33 | 37,843,592. | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

| | | | |
|-----------|--|-----------|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 21,485,832. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 21,246,664. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 239,168. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A)) | 4 | -4,301,748. |
| 5 | Net unrealized gains (losses) on investments | 5 | |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain on Schedule O) | 9 | -239,167. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B)) | 10 | -4,301,747. |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1** Accounting method used to prepare the Form 990: Cash Accrual Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain on Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Uniform Guidance, 2 C.F.R. Part 200, Subpart F?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits

| | Yes | No |
|-----------|-----|----|
| 2a | | X |
| 2b | X | |
| 2c | X | |
| 3a | X | |
| 3b | X | |

SCHEDULE A
(Form 990)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2024

Open to Public
Inspection

| | |
|---|---|
| Name of the organization CHIMES INTERNATIONAL LIMITED | Employer identification number 52-2000359 |
|---|---|

Part I Reason for Public Charity Status. (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions, subject to certain exceptions; and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box on lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations 4

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-10 above (see instructions)) | (iv) Is the organization listed in your governing document? | | (v) Amount of monetary support (see instructions) | (vi) Amount of other support (see instructions) |
|------------------------------------|------------|---|---|----|---|---|
| | | | Yes | No | | |
| CHIMES METRO, INC. | 52-1773885 | 10 | X | | 3,398,657. | |
| CHIMES VIRGINIA, INC. | 54-1691952 | 10 | X | | 584,419. | |
| HOLCOMB ASSOCIATES | 23-2093566 | 10 | X | | 2,742,280. | |
| THE CHIMES INC. | 52-0575305 | 10 | X | | 4,660,108. | |
| Total | | | | | 11,385,464. | 0. |

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) | (a) 2020 | (b) 2021 | (c) 2022 | (d) 2023 | (e) 2024 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | | | | | | |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | |
| 6 Public support. Subtract line 5 from line 4. | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) | (a) 2020 | (b) 2021 | (c) 2022 | (d) 2023 | (e) 2024 | (f) Total |
|---|----------|----------|----------|----------|----------|--------------------------|
| 7 Amounts from line 4 | | | | | | |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources | | | | | | |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | | | | | | |
| 11 Total support. Add lines 7 through 10 | | | | | | |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | |
| 13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|---|----|--------------------------|
| 14 Public support percentage for 2024 (line 6, column (f), divided by line 11, column (f)) | 14 | % |
| 15 Public support percentage from 2023 Schedule A, Part II, line 14 | 15 | % |
| 16a 33 1/3% support test - 2024. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 33 1/3% support test - 2023. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 17a 10% -facts-and-circumstances test - 2024. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 10% -facts-and-circumstances test - 2023. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and stop here. Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | <input type="checkbox"/> |

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) | (a) 2020 | (b) 2021 | (c) 2022 | (d) 2023 | (e) 2024 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) | (a) 2020 | (b) 2021 | (c) 2022 | (d) 2023 | (e) 2024 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included on line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

| | | |
|---|-----------|---|
| 15 Public support percentage for 2024 (line 8, column (f), divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2023 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|--|-----------|---|
| 17 Investment income percentage for 2024 (line 10c, column (f), divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2023 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2024. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2023. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV Supporting Organizations

(Complete only if you checked a box on line 12 of Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

| | Yes | No |
|--|-----|----|
| 1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i> | X | |
| 2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i> | | X |
| 3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer lines 3b and 3c below.</i> | | X |
| b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i> | | |
| c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i> | | |
| 4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i> | | X |
| b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i> | | |
| c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i> | | |
| 5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i> | | X |
| b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document? | | |
| c Substitutions only. Was the substitution the result of an event beyond the organization's control? | | |
| 6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i> | | X |
| 7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990).</i> | | X |
| 8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described on line 7? <i>If "Yes," complete Part I of Schedule L (Form 990).</i> | | X |
| 9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i> | | X |
| b Did one or more disqualified persons (as defined on line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i> | | X |
| c Did a disqualified person (as defined on line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i> | | X |
| 10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer line 10b below.</i> | | X |
| b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i> | | |

Part IV Supporting Organizations (continued)

| | Yes | No |
|--|-----|----|
| 11 Has the organization accepted a gift or contribution from any of the following persons? | | |
| a A person who directly or indirectly controls, either alone or together with persons described on lines 11b and 11c below, the governing body of a supported organization? | | X |
| b A family member of a person described on line 11a above? | | X |
| c A 35% controlled entity of a person described on line 11a or 11b above? <i>If "Yes" to line 11a, 11b, or 11c, provide detail in Part VI.</i> | | X |

Section B. Type I Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? <i>If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.</i> | | |
| 2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? <i>If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.</i> | | |

Section C. Type II Supporting Organizations

| | Yes | No |
|--|-----|----|
| 1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? <i>If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).</i> | | |

Section D. All Type III Supporting Organizations

| | Yes | No |
|---|-----|----|
| 1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided? | X | |
| 2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? <i>If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).</i> | X | |
| 3 By reason of the relationship described on line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? <i>If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.</i> | X | |

Section E. Type III Functionally Integrated Supporting Organizations

| | | |
|---|---|--|
| 1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions). | | |
| a <input checked="" type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below. | | |
| b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below. | | |
| c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a governmental entity (see instructions). | | |
| 2 Activities Test. Answer lines 2a and 2b below. | | |
| a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? <i>If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.</i> | X | |
| b Did the activities described on line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? <i>If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.</i> | X | |
| 3 Parent of Supported Organizations. Answer lines 3a and 3b below. | | |
| a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? <i>If "Yes" or "No," provide details in Part VI.</i> | | |
| b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? <i>If "Yes," describe in Part VI the role played by the organization in this regard.</i> | | |

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). See instructions.
 All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

| Section A - Adjusted Net Income | | (A) Prior Year | (B) Current Year (optional) |
|---------------------------------|--|----------------|-----------------------------|
| 1 | Net short-term capital gain | 1 | |
| 2 | Recoveries of prior-year distributions | 2 | |
| 3 | Other gross income (see instructions) | 3 | |
| 4 | Add lines 1 through 3. | 4 | |
| 5 | Depreciation and depletion | 5 | |
| 6 | Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions) | 6 | |
| 7 | Other expenses (see instructions) | 7 | |
| 8 | Adjusted Net Income (subtract lines 5, 6, and 7 from line 4) | 8 | |

| Section B - Minimum Asset Amount | | (A) Prior Year | (B) Current Year (optional) |
|----------------------------------|---|----------------|-----------------------------|
| 1 | Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year): | | |
| a | Average monthly value of securities | 1a | |
| b | Average monthly cash balances | 1b | |
| c | Fair market value of other non-exempt-use assets | 1c | |
| d | Total (add lines 1a, 1b, and 1c) | 1d | |
| e | Discount claimed for blockage or other factors (explain in detail in Part VI): | | |
| 2 | Acquisition indebtedness applicable to non-exempt-use assets | 2 | |
| 3 | Subtract line 2 from line 1d. | 3 | |
| 4 | Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions). | 4 | |
| 5 | Net value of non-exempt-use assets (subtract line 4 from line 3) | 5 | |
| 6 | Multiply line 5 by 0.035. | 6 | |
| 7 | Recoveries of prior-year distributions | 7 | |
| 8 | Minimum Asset Amount (add line 7 to line 6) | 8 | |

| Section C - Distributable Amount | | | Current Year |
|----------------------------------|---|---|--------------|
| 1 | Adjusted net income for prior year (from Section A, line 8, column A) | 1 | |
| 2 | Enter 0.85 of line 1. | 2 | |
| 3 | Minimum asset amount for prior year (from Section B, line 8, column A) | 3 | |
| 4 | Enter greater of line 2 or line 3. | 4 | |
| 5 | Income tax imposed in prior year | 5 | |
| 6 | Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions). | 6 | |
| 7 | <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions). | | |

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

| Section D - Distributions | | Current Year |
|----------------------------------|---|---------------------|
| 1 | Amounts paid to supported organizations to accomplish exempt purposes | 1 |
| 2 | Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity | 2 |
| 3 | Administrative expenses paid to accomplish exempt purposes of supported organizations | 3 |
| 4 | Amounts paid to acquire exempt-use assets | 4 |
| 5 | Qualified set-aside amounts (prior IRS approval required - <i>provide details in Part VI</i>) | 5 |
| 6 | Other distributions (describe in Part VI). See instructions. | 6 |
| 7 | Total annual distributions. Add lines 1 through 6. | 7 |
| 8 | Distributions to attentive supported organizations to which the organization is responsive (<i>provide details in Part VI</i>). See instructions. | 8 |
| 9 | Distributable amount for 2024 from Section C, line 6 | 9 |
| 10 | Line 8 amount divided by line 9 amount | 10 |

| Section E - Distribution Allocations (see instructions) | (i) Excess Distributions | (ii) Underdistributions Pre-2024 | (iii) Distributable Amount for 2024 |
|--|-------------------------------------|---|--|
| 1 Distributable amount for 2024 from Section C, line 6 | | | |
| 2 Underdistributions, if any, for years prior to 2024 (reasonable cause required - <i>explain in Part VI</i>). See instructions. | | | |
| 3 Excess distributions carryover, if any, to 2024 | | | |
| a From 2019 | | | |
| b From 2020 | | | |
| c From 2021 | | | |
| d From 2022 | | | |
| e From 2023 | | | |
| f Total of lines 3a through 3e | | | |
| g Applied to under distributions of prior years | | | |
| h Applied to 2024 distributable amount | | | |
| i Carryover from 2019 not applied (see instructions) | | | |
| j Remainder. Subtract lines 3g, 3h, and 3i from line 3f. | | | |
| 4 Distributions for 2024 from Section D, line 7: \$ | | | |
| a Applied to underdistributions of prior years | | | |
| b Applied to 2024 distributable amount | | | |
| c Remainder. Subtract lines 4a and 4b from line 4. | | | |
| 5 Remaining underdistributions for years prior to 2024, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, <i>explain in Part VI</i> . See instructions. | | | |
| 6 Remaining underdistributions for 2024. Subtract lines 3h and 4b from line 1. For result greater than zero, <i>explain in Part VI</i> . See instructions. | | | |
| 7 Excess distributions carryover to 2025. Add lines 3j and 4c. | | | |
| 8 Breakdown of line 7: | | | |
| a Excess from 2020 | | | |
| b Excess from 2021 | | | |
| c Excess from 2022 | | | |
| d Excess from 2023 | | | |
| e Excess from 2024 | | | |

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

PART IV, SECTION E, LINE 2A:

CHIMES INTERNATIONAL'S SUPPORTED ORGANIZATIONS ARE LISTED IN FORM 990, SCHEDULE A, PART I, LINE 12G.

CHIMES INTERNATIONAL PROVIDES ADMINISTRATIVE SUPPORT & MANAGEMENT ON BEHALF OF ITS SUPPORTED ORGANIZATIONS. THESE SERVICES ARE REIMBURSED TO CHIMES INTERNATIONAL IN FORM OF SHARED SERVICE COSTS. SERVICES RENDERED ARE ESSENTIAL FOR EACH SUPPORTED ORGANIZATION TO CARRY OUT ITS EXEMPT MISSION AND ARE RENDERED ON AN AS-NEEDED BASIS. CHIMES INTERNATIONAL DOES NOT UNDERGO ANY ACTIVITIES OTHER THAN THOSE TO PROVIDE MANAGEMENT AND SUPPORT.

PART IV, SECTION D, LINE 3:

THE SUPPORTED ORGANIZATIONS OF CHIMES INTERNATIONAL HAVE A SIGNIFICANT VOICE IN DIRECTING THE USE OF THE ORGANIZATION'S INCOME AND ASSETS BY MEANS OF RECEIVING ADMINISTRATIVE SUPPORT ON AN AS-NEEDED BASIS.

PART IV, SECTION E, LINE 2B:

CHIMES INTERNATIONAL PROVIDES ESSENTIAL MANAGEMENT AND SUPPORT SERVICES THAT WOULD HAVE TO BE PROVIDED BY EACH SUPPORTED ORGANIZATION BUT FOR CHIMES INTERNATIONAL'S INVOLVEMENT.

SCHEDULE D
(Form 990)

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

Name of the organization

CHIMES INTERNATIONAL LIMITED

Employer identification number

52-2000359

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|---|------------------------------|------------------------------|
| 1 Total number at end of year | | |
| 2 Aggregate value of contributions to (during year) | | |
| 3 Aggregate value of grants from (during year) | | |
| 4 Aggregate value at end of year | | |
| 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

Part II Conservation Easements. Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (for example, recreation or education) Preservation of a historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

| | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included on line 2a | 2c |
| d Number of conservation easements included on line 2c acquired after July 25, 2006, and not on a historic structure listed in the National Register | 2d |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year _____

4 Number of states where property subject to conservation easement is located _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year _____

8 Does each conservation easement reported on line 2d above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenue included on Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply).
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange program
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements Complete if the organization answered "Yes" on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____%
 - b Permanent endowment _____%
 - c Term endowment _____%
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|--------|----|
| (i) Unrelated organizations? | 3a(i) | |
| (ii) Related organizations? | 3a(ii) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment

Complete if the organization answered "Yes" on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | 1,077,333. | 481,442. | 595,891. |
| c Leasehold improvements | | 787,030. | 590,787. | 196,243. |
| d Equipment | | 10,268,332. | 9,745,114. | 523,218. |
| e Other | | 116,900. | 93,319. | 23,581. |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, line 10c, column (B)) | | | | 1,338,933. |

Part VII Investments - Other Securities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1) Financial derivatives | | |
| (2) Closely held equity interests | | |
| (3) Other | | |
| (A) | | |
| (B) | | |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| Total. (Col. (b) must equal Form 990, Part X, line 12, col. (B)) | | |

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

| (a) Description of investment | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| Total. (Col. (b) must equal Form 990, Part X, line 13, col. (B)) | | |

Part IX Other Assets

Complete if the organization answered "Yes" on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

| (a) Description | (b) Book value |
|---|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, line 15, col. (B)) | |

Part X Other Liabilities

Complete if the organization answered "Yes" on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

| 1. (a) Description of liability | (b) Book value |
|---|----------------|
| (1) Federal income taxes | |
| (2) DUE TO RELATED PARTY | 27,019,846. |
| (3) LEASE LIABILITY | 69,942. |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, line 25, col. (B)) | 27,089,788. |

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII ...

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

| | | | | |
|----------|---|-----------|--------------|--------------|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 | 265,257,643. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| a | Net unrealized gains (losses) on investments | 2a | | |
| b | Donated services and use of facilities | 2b | | |
| c | Recoveries of prior year grants | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 245,340,810. | |
| e | Add lines 2a through 2d | 2e | | 245,340,810. |
| 3 | Subtract line 2e from line 1 | | 3 | 19,916,833. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII.) | 4b | 1,568,999. | |
| c | Add lines 4a and 4b | 4c | | 1,568,999. |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | | 5 | 21,485,832. |

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Complete if the organization answered "Yes" on Form 990, Part IV, line 12a.

| | | | | |
|----------|--|-----------|--------------|--------------|
| 1 | Total expenses and losses per audited financial statements | | 1 | 255,180,378. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | | |
| a | Donated services and use of facilities | 2a | | |
| b | Prior year adjustments | 2b | | |
| c | Other losses | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 233,933,714. | |
| e | Add lines 2a through 2d | 2e | | 233,933,714. |
| 3 | Subtract line 2e from line 1 | | 3 | 21,246,664. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | | |
| b | Other (Describe in Part XIII.) | 4b | | |
| c | Add lines 4a and 4b | 4c | | 0. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | | 5 | 21,246,664. |

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2:

THE ORGANIZATIONS ENTITIES ARE EXEMPT FROM FEDERAL AND STATE INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (IRC) AND ARE NOT CONSIDERED PRIVATE FOUNDATIONS. NONE OF THE ORGANIZATIONS ACTIVITIES ARE SUBJECT TO THE TAX ON UNRELATED BUSINESS INCOME.

THE ACCOUNTING STANDARD ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES (FASB ASC TOPIC 740-10) ADDRESSES THE DETERMINATION OF WHETHER TAX BENEFITS CLAIMED OR EXPECTED TO BE CLAIMED ON A TAX RETURN SHOULD BE RECORDED IN THE FINANCIAL STATEMENTS. UNDER THIS GUIDANCE, THE ORGANIZATION MAY RECOGNIZE THE TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE LIKELY THAN NOT THAT THE TAX POSITION WILL BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES, BASED ON THE TECHNICAL MERITS OF THE POSITION. THE TAX BENEFITS RECOGNIZED IN THE FINANCIAL STATEMENTS FROM SUCH A POSITION ARE MEASURED BASED ON THE LARGEST BENEFIT THAT HAS A GREATER THAN 50% LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT.

MANAGEMENT HAS EVALUATED THE ORGANIZATIONS TAX POSITIONS AND HAS CONCLUDED THAT THE ORGANIZATION HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENTS TO THE CONSOLIDATED FINANCIAL STATEMENTS TO COMPLY WITH PROVISIONS OF THIS GUIDANCE.

THE ORGANIZATION FOLLOWS THE PROVISIONS OF THE FASB ASC, ACCOUNTING FOR INCOME TAXES. THIS TOPIC REQUIRES THE ORGANIZATION TO RECOGNIZE OR DISCLOSE ANY TAX POSITIONS THAT WOULD RESULT IN UNRECOGNIZED TAX BENEFITS.

Part XIII Supplemental Information (continued)

THE ORGANIZATION HAS NO POSITIONS THAT WOULD REQUIRE DISCLOSURE OR RECOGNITION UNDER THE TOPIC.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

| | |
|--|--------------|
| THE CHIMES REVENUE INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 56,614,582. |
| CHIMES METRO REVENUE INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 41,790,104. |
| CHIMES DC REVENUE INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 118,823,444. |
| CHIMES VA REVENUE INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 7,170,501. |
| HOLCOMB ASSOCIATES REVENUE INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 37,995,267. |
| CHIMES FOUNDATION REVENUE INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 3,566,016. |
| ELIMINATION ENTRIES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | -20,379,937. |
| INTEREST RATE SWAP | -239,167. |
| TOTAL TO SCHEDULE D, PART XI, LINE 2D | 245,340,810. |

PART XI, LINE 4B - OTHER ADJUSTMENTS:

| | |
|----------------------|------------|
| SHARED SERVICE COSTS | 1,568,999. |
|----------------------|------------|

PART XII, LINE 2D - OTHER ADJUSTMENTS:

| | |
|---|--------------|
| THE CHIMES EXPENSES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 55,919,612. |
| CHIMES METRO EXPENSES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 41,448,834. |
| CHIMES DC EXPENSES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 110,884,426. |
| CHIMES VA EXPENSES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 7,811,718. |
| HOLCOMB ASSOCIATES EXPENSES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 37,497,447. |
| CHIMES FOUNDATION EXPENSES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 2,281,027. |
| SETON SOLUTIONS EXPENSES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | 39,586. |
| ELIMINATION ENTRIES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS | -20,379,937. |
| SHARED SERVICE COSTS | -1,568,999. |
| TOTAL TO SCHEDULE D, PART XII, LINE 2D | 233,933,714. |

**SCHEDULE J
(Form 990)**

(Rev. December 2024)
Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
Attach to Form 990.
Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

| | |
|---|---|
| Name of the organization CHIMES INTERNATIONAL LIMITED | Employer identification number 52-2000359 |
|---|---|

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in or receive payment from a supplemental nonqualified retirement plan?
- c** Participate in or receive payment from an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

| | Yes | No |
|-----------|-----|----|
| 1b | | |
| 2 | | |
| 4a | X | |
| 4b | X | |
| 4c | | X |
| 5a | | X |
| 5b | | X |
| 6a | | X |
| 6b | | X |
| 7 | | X |
| 8 | | X |
| 9 | | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) (Rev. 12-2024)

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC and/or 1099-NEC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation in column (B) reported as deferred on prior Form 990 |
|--|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) STEPHEN DARE PRESIDENT/CEO | (i) | 676,392. | 99,960. | 774. | 50,079. | 9,936. | 837,141. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (2) PAMELA Z. MEADOWS CHIEF OPERATING OFFICER | (i) | 480,731. | 51,000. | 774. | 41,733. | 19,008. | 593,246. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (3) BRIAN K. JOHNSON CHIEF ADMINISTRATIVE OFFICER | (i) | 373,531. | 27,625. | 774. | 37,892. | 30,097. | 469,919. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (4) KEVIN R. ZGORSKI TREASURER/CFO | (i) | 353,928. | 27,625. | 1,188. | 10,110. | 9,936. | 402,787. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (5) EARLE BOWMAN VP DEVELOPMENT - COMMUNICATION | (i) | 248,349. | 25,000. | 774. | 7,370. | 9,936. | 291,429. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (6) CARMELO A. CRESPO AGUADO SVP BUSINESS DEVELOPMENT | (i) | 263,931. | 5,000. | 774. | 0. | 19,008. | 288,713. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (7) SHELLY M. SHAFER VP FACILITIES (THRU 6/1/25) | (i) | 237,856. | 22,065. | 414. | 6,500. | 9,936. | 276,771. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (8) NICHOLAS DUNPHY ESQ. GENERAL COUNSEL | (i) | 189,825. | 3,333. | 180. | 6,000. | 30,097. | 229,435. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (9) DEBRA L. JOHNSON DIRECTOR OF BENEFITS | (i) | 193,226. | 5,500. | 2,149. | 5,717. | 21,025. | 227,617. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (10) NICOLE BRIDGES CONTROLLER | (i) | 198,852. | 5,000. | 270. | 0. | 9,936. | 214,058. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (11) DALE GOFF DIRECTOR OF TECHNOLOGY | (i) | 180,000. | 5,000. | 359. | 5,400. | 0. | 190,759. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (12) KATHLEEN M. MCPEAKE ESQ. FORMER CHIEF COMPLIANCE OFFICER | (i) | 0. | 0. | 115,385. | 0. | 0. | 115,385. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINES 4A-B:

KATHLEEN M. MCPEAKE, FORMER CHIEF COMPLIANCE OFFICER, LEFT CHIMES INTERNATIONAL LIMITED ON 6/13/2023 AND RECEIVED SEVERANCE OF \$115,385, WHICH IS REPORTED IN PART II, COLUMN B(III).

THE FOLLOWING INDIVIDUALS PARTICIPATED IN A 457(F) PLAN. ALL AMOUNTS ARE PROPERLY REPORTED ON FORM 990, PART VII AND ON FORM 990, SCHEDULE J, PART II, COLUMN (C):

- STEPHEN DARE: \$39,729
- BRIAN K. JOHNSON: \$27,542
- PAMELA MEADOWS: \$31,383

PART II:

THE COMPANY PROVIDES BASIC LIFE INSURANCE EQUAL TO THE AMOUNT OF THE EMPLOYEES SALARY, UP TO \$200,000. THE EMPLOYEES ARE TAXED ON THE COST OF THE INSURANCE IN EXCESS OF \$50,000. NONTAXABLE PAYMENTS ARE RECORDED IN COLUMN D. ANY POTENTIAL TAXABLE PAYMENTS ARE REPORTED IN COLUMN B.

THE COMPANY'S CONTRIBUTION TOWARDS THE EMPLOYEE'S COMPANY-PROVIDED HEALTH INSURANCE IS REPORTED IN COLUMN D.

THE COMPANY'S CONTRIBUTIONS TO AN INDIVIDUAL'S 403(B) RETIREMENT PLAN ACCOUNT ARE REPORTED IN COLUMN C.

**SCHEDULE O
(Form 990)**

(Rev. December 2024)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

Attach to Form 990 or Form 990-EZ.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

| | |
|---|---|
| Name of the organization CHIMES INTERNATIONAL LIMITED | Employer identification number 52-2000359 |
|---|---|

FORM 990, PART VI, SECTION B, LINE 11B:
 THE AUDIT COMMITTEE REVIEWS FORM 990 PRIOR TO THE FILING DEADLINE. THE
 REMAINING BOARD MEMBERS ARE SUBSEQUENTLY PROVIDED A COPY.

FORM 990, PART VI, SECTION B, LINE 12C:
 ALL DIRECTORS, OFFICERS AND KEY EMPLOYEES ARE REQUIRED TO COMPLETE A
 CONFLICT OF INTEREST STATEMENT ANNUALLY. AT EACH MEETING OF THE BOARD A
 SCHEDULE OF CONFLICTS OF INTEREST, IF ANY ARE PROVIDED TO MEMBERS.

FORM 990, PART VI, SECTION B, LINE 15:
 THE INDEPENDENT COMPENSATION COMMITTEE OF THE CHIMES INTERNATIONAL BOARD OF
 DIRECTORS FOLLOWS THE PROCESS DESCRIBED IN THE IRS INTERMEDIATE SANCTIONS
 RULES WHEN DETERMINING THE COMPENSATION OF THE INDIVIDUALS ON PART VI,
 LINES 15A AND 15B. MEMBERS OF THE INDEPENDENT COMPENSATION COMMITTEE OF THE
 CHIMES INTERNATIONAL BOARD OF DIRECTORS SIT ON VARIOUS BOARDS OF RELATED
 CHIMES FAMILY OF SERVICES ENTITIES. THIS COMMITTEE SERVES AS THE
 INDEPENDENT COMPENSATION COMMITTEE FOR ALL BOARDS OF RELATED ORGANIZATIONS.

SPECIFICALLY, THE COMMITTEE:

(1) IS COMPOSED ENTIRELY OF NON-EMPLOYEE VOLUNTEER DIRECTORS WHO HAVE NO
 FAMILIAL, BUSINESS OR SIGNIFICANT PERSONAL RELATIONSHIPS WITH CHIMES
 INTERNATIONAL, ITS RELATED COMPANIES OR ITS EXECUTIVES.

(2) ENGAGES AN INDEPENDENT COMPENSATION CONSULTING FIRM TO COMPILE
 APPROPRIATE COMPARABILITY DATA (INCLUDING COMPENSATION MARKET INFORMATION
 FOR PEERS WITH WHOM CHIMES FAMILY OF SERVICES COMPETES FOR EXECUTIVE
 TALENT) FOR COMMITTEE RELIANCE. THE COMMITTEE WILL MEET WITH
 REPRESENTATIVES OF THE CONSULTING FIRM OR COUNSEL TO REVIEW THIS DATA IN
 DETAIL.

(3) REVIEWS ALL ELEMENTS OF EXECUTIVES' TOTAL COMPENSATION, INCLUDING BUT
 NOT LIMITED TO BASE SALARY, BONUSES, PERQUISITES, FRINGE BENEFITS, AND
 INCENTIVE AND DEFERRED COMPENSATION ARRANGEMENTS. UPON THE EXECUTIVE'S
 HIRE, AND AT EACH POINT IN TIME THEREAFTER AT WHICH A NEW OR REVISED
 COMPENSATION ARRANGEMENT IS UNDER CONSIDERATION WITH RESPECT TO THE
 EXECUTIVE, THE COMMITTEE MEETS WITH COUNSEL AND/OR WITH ITS INDEPENDENT
 COMPENSATION CONSULTING FIRM BEFORE THE ARRANGEMENT IS IMPLEMENTED TO
 EVALUATE THE REASONABLENESS OF THE ARRANGEMENT BY COMPARING BOTH THE
 ARRANGEMENT ITSELF AND THE EXECUTIVE'S ENTIRE COMPENSATION PACKAGE TO
 COMPENSATION PACKAGES PAID BY SIMILARLY SITUATED ORGANIZATIONS FOR
 FUNCTIONALLY COMPARABLE POSITIONS.

(4) DOCUMENTS, CONCURRENTLY WITH ITS DETERMINATION, THE BASIS FOR ITS
 DETERMINATION IN THE MINUTES OF ITS MEETING. THESE MINUTES ARE REVIEWED,
 REVISED IF NECESSARY AND APPROVED AT THE FOLLOWING MEETING OF THE
 COMMITTEE.

(5) RETAINS RECORDS CONCERNING THE COMMITTEE'S COMPLIANCE WITH THE IRS
 INTERMEDIATE SANCTIONS RULES.

II. ON A PERIODIC BASIS, THE COMMITTEE USES THE PROCESS DESCRIBED ABOVE TO

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990) (Rev. 12-2024)

| | |
|--|--|
| Name of the organization CHIMES INTERNATIONAL LIMITED | Employer identification number 52-2000359 |
|--|--|

EVALUATE THE POSITIONS OF COO/EVP OPERATIONS, CFO/EVP FINANCE AND CEO/PRESIDENT. IN ADDITION, PERIODIC COMPENSATION STUDIES ARE OBTAINED FOR PURPOSES OF ESTABLISHING BASELINE COMPENSATION INFORMATION FOR THE COMMITTEE. CURRENTLY, THE COMMITTEE IS USING COMPENSATION STUDIES OBTAINED IN THE FOLLOWING TAX YEARS FOR THEIR RESPECTIVE POSITIONS:

- POSITION & YEAR
- COO/EVP OPERATIONS - 2023
- CFO/EVP FINANCE - 2023
- CEO/PRESIDENT - 2023
- COO'S RELATED ORGANIZATIONS - 2023

FORM 990, PART VI, SECTION C, LINE 18:
THESE DOCUMENTS ARE MADE AVAILABLE ON THE ORGANIZATION'S WEBSITE AS WELL AS UPON REQUEST FOR THE SAME PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D).

FORM 990, PART VI, SECTION C, LINE 19:
THESE DOCUMENTS ARE MADE AVAILABLE TO ANY MEMBER OF THE PUBLIC UPON REQUEST FOR THE SAME PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D).

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:
LOSS ON INTEREST RATE SWAP -239,167.

FORM 990, PART XII, LINE 2C:
THE PROCESS FOR OVERSEEING THE AUDIT OF THE FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT THAT AUDITED THE FINANCIAL STATEMENTS HAS BEEN CONSISTENT WITH PRIOR YEARS.

**SCHEDULE R
(Form 990)**

(Rev. January 2025)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships
Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
Attach to Form 990.

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

**Open to Public
Inspection**

| | |
|--|--|
| Name of the organization <p align="center">CHIMES INTERNATIONAL LIMITED</p> | Employer identification number <p align="center">52-2000359</p> |
|--|--|

Part I Identification of Disregarded Entities. Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|--|-------------------------|---|---------------------|---------------------------|-------------------------------------|
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Part II Identification of Related Tax-Exempt Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, because it had one or more related tax-exempt organizations during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|---|---|---|-------------------------------|---|-------------------------------------|--|----|
| | | | | | | Yes | No |
| CHIMES DISTRICT OF COLUMBIA, INC. - 54-1691953, 4815 SETON DRIVE, BALTIMORE, MD 21215 | SUPPORTING SERVICE ORGANIZATION | DISTRICT OF COLUMBIA | 501(C)(3) | LINE 12B, II | THE CHIMES INC. | | X |
| CHIMES METRO, INC. - 52-1773885 4815 SETON DRIVE BALTIMORE, MD 21215 | SERVICES FOR INDIVIDUALS WITH BARRIERS TO INDEPENDENT LIVING. | MARYLAND | 501(C)(3) | LINE 10 | CHIMES INTERNATIONAL LTD | X | |
| CHIMES PA, INC. - 23-3007932 4815 SETON DRIVE BALTIMORE, MD 21215 | SERVICES FOR INDIVIDUALS WITH BARRIERS TO INDEPENDENT LIVING. | PENNSYLVANIA | 501(C)(3) | PF | HOLCOMB ASSOCIATES INC. | | X |
| CHIMES VIRGINIA, INC. - 54-1691952 4815 SETON DRIVE BALTIMORE, MD 21215 | SERVICES FOR INDIVIDUALS WITH BARRIERS TO INDEPENDENT LIVING. | VIRGINIA | 501(C)(3) | LINE 10 | CHIMES INTERNATIONAL LTD | X | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) (Rev. 1-2025)

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note: Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

| | Yes | No |
|--|-----|----|
| a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity | | X |
| b Gift, grant, or capital contribution to related organization(s) | | X |
| c Gift, grant, or capital contribution from related organization(s) | | X |
| d Loans or loan guarantees to or for related organization(s) | | X |
| e Loans or loan guarantees by related organization(s) | | X |
| f Dividends from related organization(s) | | X |
| g Sale of assets to related organization(s) | | X |
| h Purchase of assets from related organization(s) | | X |
| i Exchange of assets with related organization(s) | | X |
| j Lease of facilities, equipment, or other assets to related organization(s) | | X |
| k Lease of facilities, equipment, or other assets from related organization(s) | | X |
| l Performance of services or membership or fundraising solicitations for related organization(s) | | X |
| m Performance of services or membership or fundraising solicitations by related organization(s) | | X |
| n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | X | |
| o Sharing of paid employees with related organization(s) | X | |
| p Reimbursement paid to related organization(s) for expenses | X | |
| q Reimbursement paid by related organization(s) for expenses | X | |
| r Other transfer of cash or property to related organization(s) | | X |
| s Other transfer of cash or property from related organization(s) | | X |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

| (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-------------------------------------|-------------------------------|------------------------|--|
| (1) CHIMES METRO, INC. | Q | 3,398,657. CASH | |
| (2) CHIMES VIRGINIA, INC. | Q | 584,419. CASH | |
| (3) HOLCOMB ASSOCIATES INC. | Q | 2,742,280. CASH | |
| (4) THE CHIMES INC. | Q | 4,660,108. CASH | |
| (5) | | | |
| (6) | | | |

