

THE MOMENT IN TIME



CHESAPEAKE BAY
FOUNDATION

Saving a National Treasure

2012 ANNUAL REPORT



**CHESAPEAKE BAY
FOUNDATION**
Saving a National Treasure

Now is the moment in time to save the Bay.

Thanks in large part to the generous support of CBF's 200,000 members, donors, and e-subscribers from every state in the country and seven foreign nations, 2012 was a landmark year for the Chesapeake.

With our urging, the Bay states have begun to enact their plans to meet the science-based, enforceable pollution limits EPA established in December 2010. These pollution limits and the states' plans comprise the Chesapeake Clean Water Blueprint. This precedent-setting Blueprint asks everyone to do his or her part and puts the Bay and its rivers and streams on track to achieve what CBF has long envisioned—a saved Bay with clean rivers and streams, which will benefit our children and grandchildren, and pay great economic dividends to all future generations. What a model for clean water worldwide!

Over the past 12 months, we at CBF have focused our activities on the defense and implementation of the Blueprint. We've educated students, teachers, principals, and the public; advocated at the local, state, and federal levels and stood shoulder-to-shoulder with those working hard to implement the Blueprint; litigated legal challenges; and restored the Bay's natural filters. You can learn more throughout our 2012 Annual Report.

It has not been an easy year. Those who want to derail the Blueprint have fought back hard. But, we have blocked every blow, arguing science, reason, and the law over rhetoric and self-interest.

As we close 2012, we are ever closer to our ultimate goal of saving the Chesapeake Bay, immensely grateful for the broad support we receive, mindful that our job is to use that support judiciously, focused on the opportunities and challenges that await in the new year, and hopeful that restoration of this national treasure will soon be a model for the world.

We hope you enjoy our report and share in our excitement.

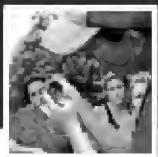
Thank you for the difference you make. We couldn't do it without you!

William C. Baker, President and CEO

Simon Sidamon-Eristoff, Chairman



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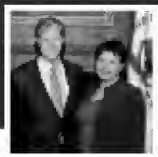
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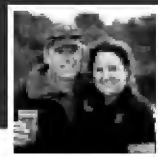
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IT'S TIME TO FINISH THE JOB

The Chesapeake Bay is a national treasure—a tremendous economic engine and a richly diverse ecological system. Seventeen million people in the region depend on the Bay and its rivers and streams for recreation, inspiration, and employment.

The Bay's value, however, is threatened by pollution. In 2008, it became clear that the Bay-region states would miss a second deadline for voluntarily reducing pollution. CBF and its allies sued the U.S. Environmental Protection Agency (EPA) for failure to enforce the nation's Clean Water Act.

This lawsuit settled with a ground-breaking, legally binding agreement with a firm timeline for creating enforceable, science-based pollution limits for the Chesapeake Bay (which are known, legally, as the Bay "Total Maximum Daily Load"). These limits, released by EPA in December 2010, require the watershed states to reduce their nitrogen pollution by 25 percent, phosphorus pollution by 24 percent, and sediment by 20 percent. The states must meet incremental milestones with all pollution-reduction measures in place by 2025, or face penalties.

The states are now implementing pollution-reduction plans to meet these targets. Together with EPA's pollution limits, these plans form the Chesapeake

Clean Water Blueprint. With this Clean Water Blueprint, the Bay is back on track to restoration.

Unfortunately, industry special interest groups are trying to derail the Bay's recovery by challenging these pollution limits in court and Congress. CBF is fighting to prevent these groups from turning back the clock and undermining the Bay's progress.

Over the last year, CBF worked with friends to stop federal legislation that would have hurt EPA's efforts to act on the Clean Water Blueprint. And among many other victories, we helped pass state laws to increase funding for sewage plant upgrades and stormwater system improvements. Because the Clean Water Blueprint is such an unprecedented opportunity to restore the Bay's water quality, CBF is intently focused on what is clearly *the* moment in time to save the Bay.

Now we must finish the job, not just for the blue crabs, fish, and oysters, but for our children, and all future generations.



Children learn about farming practices and conservation at CBF's Clagett Farm, which is supported in part by the Wallace Genetic Foundation in memory of Jean Wallace Douglas and The Morris and Gwendolyn Cafritz Foundation.



Student leaders from the Maryland Association of Student Councils perform water-quality tests with CBF Educator Melissa Simmons. CBF's education programs could not happen without the generous contributions of the Howard Hughes Medical Institute, The Joseph E. and Marjorie B. Jones Foundation, the Clarence and Anne Dillon Dunwalke Trust, and the Legg Mason Charitable Foundation.



A student interacts with a CBF educator aboard the CBF vessel Snow Goose during an educational experience examining the dynamic relationship between the Port of Baltimore and the Patapsco River. CBF's education programs are made possible in part by The Starbucks Foundation and the Allegis Group Foundation, Inc.

(large photo above) CBF's Washington, D.C., outdoor education program is supported in part by The Max and Victoria Dreyfus Foundation, Inc.; the Walter A. Bloedorn Foundation; and the Corina Higginson Trust.



EDUCATION

For more than four decades, CBF has run the largest and most successful environmental education program in the nation. This past year, CBF's award-winning environmental educators led 35,423 students, teachers, and principals on hands-on field experiences. Among our most successful and innovative efforts were three projects to develop environmental literacy initiatives, two in Maryland and one in Virginia. The first was a partnership with the Maryland Association of Student Councils, which named CBF its 2011-2012 "Charity of the Year." CBF also worked closely with Anne Arundel County (Maryland) public schools to support their efforts to become statewide environmental education leaders. Anne Arundel County schools plan to provide outdoor learning experiences every year for all students in kindergarten through 12th grade.

In Virginia, CBF built partnerships with farm leaders and led them on two educational expeditions to our inspiring Port Isobel Island Study Center. We also organized a course for principals from the Virginia Beach Public School System to investigate water quality and aquatic life as part of a systemic environmental literacy model program in Virginia Beach public schools. And in Pennsylvania, CBF used the Susquehanna River, the Bay's largest tributary, as its classroom, teaching students how to be good environmental stewards and enlisting their

help in removing about 5,000 pounds of trash and recyclables from islands in the river.

CBF's educational programs are made possible by many generous supporters, including the National Oceanic and Atmospheric Administration's (NOAA) Bay Watershed Education and Training Program, the NOAA Chesapeake Bay Office, the Chesapeake Bay Trust, the Northrop Grumman Corporation, the National Geographic Society Educational Foundation, the CSX Corporation, The Hershey Company, the Walmart Foundation, and the Junior Virginia Beach Garden Club. Endowment support also was received from The Henry L. and Grace Doherty Charitable Foundation Inc.

But CBF does not educate only students and teachers. We also teach the general public about the importance of protecting and restoring the Chesapeake Bay. In January 2012, for example, we released our report, *Debunking the Job Killer Myth: How Pollution Limits Encourage Jobs in the Chesapeake Bay Region* that resulted in more than 170 newspaper, television, and radio stories. The report enlightened the public and policy makers about how the Clean Water Blueprint could create almost 240,000 jobs across the region through construction projects to upgrade sewage treatment plants and improve stormwater-control systems.



CBF volunteers show their support for clean water on the Susquehanna River.

(large photo above) Sewage treatment plant upgrades will help implement the Clean Water Blueprint. Improvements require the hiring of thousands of workers. Fairfax County Senior Engineer Matthew Doyle (above) is helping to supervise upgrades at the Noman Cole plant in Lorton, Virginia. CBF's pollution-reduction work is supported by the Linden Trust for Conservation, Roger W. and Victoria P. Sant, the Red Crane Foundation, and David Blood.

CBF leaders, including Vice President for Environmental Protection and Restoration Kim Coble (left), work closely with Maryland Governor Martin O'Malley (right) and the other Bay region governors to reduce pollution and restore populations of blue crabs, oysters, and striped bass to the Bay.



CBF's top priority is to defend and implement the Chesapeake Clean Water Blueprint. Much of this work is unfolding in Washington, D.C., where CBF and our allies worked hard to stop legislation that would have dramatically set back efforts to restore the Chesapeake Bay. Just as important, however, are the local communities struggling to implement their states' plans in innovative and cost-effective ways. CBF's advocacy efforts are designed to help and to hold the states and the federal government accountable for staying on the course of restoration.

In Virginia, CBF pushed to secure \$87.6 million in state funds to pay for sewage treatment plant upgrades and runoff pollution control projects on farms. We also helped to convince lawmakers to pass legislation that reduces nitrogen pollution from lawn fertilizers and ensures water quality is protected when nutrient credit trading is used as an efficient way to pay for water-quality improvements. CBF helped to stop a resolution that called upon the Virginia Attorney General to challenge the Chesapeake Clean Water Blueprint. And CBF teamed up with Surry County residents to help defeat (at least for now) the largest coal-fired power plant ever proposed for Virginia. Old Dominion Electric Cooperative has suspended all planning for the plant, which would have added nitrogen and mercury pollution to the Bay.

In Maryland, CBF and our partners pulled off a string of victories. We worked to convince the Maryland General Assembly to approve a doubling of the state's "flush fee" funding to pay for sewage treatment plant upgrades, as well as landmark stormwater fee legislation, and a law that discourages subdivisions with septic tanks in rural areas. We partnered with activists in Charles County to defeat a sprawl-inducing highway that would have polluted Mattawoman Creek, a fragile fish-breeding ground. And CBF opened a new office in Easton to expand restoration efforts and our advocacy for the Clean Water Blueprint to Maryland's Eastern Shore.

In Pennsylvania, CBF was one of four environmental groups appointed to the Governor's Marcellus Shale Commission, an advisory panel that made recommendations on how to better control pollution from the Marcellus Shale drilling boom. The legislature took these recommendations and voted to pass a bill that updated the state's antiquated oil and gas laws and provided new water-quality protections.

Our advocacy work is supported by generous gifts from The Keith Campbell Foundation for the Environment, Inc.; an anonymous donor; and the Virginia Environmental Endowment.



CBF has been fighting in court to stop chemicals from seeping into Baltimore County, Maryland, waterways surrounding the Sparrows Point steel mill. This year, past and current owners agreed to set aside \$500,000 to pay for an investigation of off-shore contamination.

(large photo above) CBF is working in court to support new EPA regulations that will reduce toxic mercury pollution from coal-fired power plants. The opening of the Clover Power Station (pictured above) in Virginia in 1995 was followed three years later by the town's dissolution.

CBF President Will Baker and EPA Administrator Lisa Jackson standing shoulder-to-shoulder in a legal defense of EPA's Bay pollution limits, which have been challenged in federal court by industry lobbying groups.



LITIGATION

EPA's pollution limits for the Chesapeake Bay are under legal assault. The American Farm Bureau Federation, The Fertilizer Institute, the National Pork Producers Council, the National Chicken Council, the National Association of Home Builders, and other lobbying groups are trying to eliminate the pollution limits. The fate of these limits and the state clean-up plans—in other words, the whole Chesapeake Clean Water Blueprint—may hinge on what happens in federal court. CBF and others gave their oral arguments in this case in October. As of publication, a ruling has not yet been issued.

CBF is also working in court to support new EPA regulations to reduce toxic mercury pollution from coal-fired power plants, which contaminates fish and thus puts human health at risk. The federal hazardous air pollutant standards would make a cleaner and healthier Bay, but they have been challenged in the U.S. District Court of Appeals in Washington, D.C., by power companies and others.

In Maryland this year, CBF made progress in our efforts to stop toxic chemicals from seeping from the Sparrows Point steel mill site in Baltimore County into Chesapeake Bay tributaries. In 1997, the former owner of the mill, Bethlehem Steel, signed a consent decree with the Maryland De-

partment of the Environment and EPA to investigate the full extent of pollution at the site and in surrounding waterways. But neither Bethlehem Steel nor later owners complied with the clean-up order, and now the mill is in bankruptcy. CBF and allies argued to the U.S. Bankruptcy Court in Delaware that the sale of the plant to new owners should not be approved unless the courts also require a full investigation of off-site pollution. The prior and newest owners of the steel mill agreed in August 2012 to set aside \$500,000 to pay for an investigation of off-shore contamination.

CBF would not be able to continue its litigation for a cleaner Bay without the generous support of The Lenfest Foundation; Bowman and Brooke LLP; Rebecca J. Simmons; the Rauch Foundation; The Helena Foundation; The Jim and Patty Rouse Charitable Foundation, Inc.; and Jerome C. Muys, Jr.



Almost 7,000 volunteers hauled 152,000 pounds of junk—including this old tire—from 500 miles of Chesapeake Bay shorelines and tributaries during the 24th annual Clean the Bay Day in June. The event was supported in part by the CSX Corporation.



The Upham Brook (Virginia) Restoration Project educated residents about what they can do to clean up local waterways, including picking up after their pets. The project was made possible by The Mary Morton Parsons Foundation, The Community Foundation Serving Richmond and Central Virginia, the National Fish and Wildlife Foundation, and the Austin Memorial Foundation.



Streamside buffers and other pollution-control projects on farms will help remove millions of pounds of pollution from farm runoff in Pennsylvania.

(large photo above) This year, CBF and more than 690 volunteers constructed 554 “reef balls” (cement orbs that serve as habitat for oysters and fish) and planted 15.4 million young oysters in the Chesapeake Bay in Maryland and Virginia. This work was made possible by Restore America’s Estuaries and the National Oceanic and Atmospheric Administration Community-Based Restoration Center.



RESTORATION

Through our restoration work, CBF aims to improve the capacity of rivers, streams, and the Bay to treat pollution. For years, CBF has been a leader in planting trees and vegetation along stream banks to filter polluted runoff. CBF has also been working to restore the Bay's oysters and menhaden populations.

Last year, CBF planted 15.4 million young oysters in the Chesapeake Bay in Maryland and Virginia and built and submerged 554 spherical cement structures called "reef balls," which serve as oyster habitat.

Sometimes considered "the most important fish in the sea," menhaden are small, filter-feeding fish that help clean the Bay and are a critical source of food for other species. Menhaden, however, are being overfished. So CBF and our allies mobilized supporters who submitted 92,000 comments to protect menhaden to the Atlantic States Marine Fisheries Commission. In response, the Commission took a strong step forward by adopting stronger standards for managing menhaden.

In Pennsylvania, CBF concluded 43 runoff pollution-control projects on farms, including the planting of forested buffer strips along streams. These projects, funded by the American Recovery and Reinvestment Act, are preventing a staggering 798,608 pounds of nitrogen pollution per year from

flowing into Bay tributaries, as well as 273,369 pounds of phosphorus, and 468 tons of sediment.

In Virginia, CBF helped to restore Upham Brook near Richmond, which was listed as impaired by the state because of high bacteria levels. CBF and partners improved the stream's water quality by planting vegetation in key areas to absorb stormwater, installing floating wetlands and rain barrels, and educating neighbors about the importance of picking up pet waste.

In Maryland, CBF helped an Annapolis community build a 640-foot-long "living shoreline" along Back Creek, planting marsh grasses that protect the shore from erosion while also providing habitat for animals. On farms across the region, CBF continues to expand a coalition of farmers called the Grazers' Network that encourages the use of pastures to feed dairy cows rather than confined pens. In doing so, the farmers reduce erosion and runoff and create a healthier environment for the cows.

CBF's vital restoration work is made possible by many donors, including the Charles T. Bauer Foundation; RBC Blue Water Project; The Concordia Foundation; The Orvis Company, Inc.; Donald W. Hamer; and West Marine Products.



Devils Backbone Brewery hosted the Blue Ridge Oyster Festival in Charlottesville, Virginia, in April and released Striped Bass Pale Ale to promote and benefit CBF. Above, founders Steve and Heidi Crandall, raise a glass to celebrate at CBF's Bands in the Sand, a summer concert held on the beach in Annapolis made possible in part by the Boatyard Bar & Grill. CBF's other successful signature event, the Akridge Save the Bay Classic golf tournament drew 200 participants to Queenstown Harbor Golf Course in May.

(large photo above) CBF and allies preserved one of the largest remaining undeveloped waterfront properties in Virginia Beach, Pleasure House Point, from a 1,000-unit development project. The area will be preserved for wildlife and community enjoyment, serve as a location for CBF environmental programs, and be home to CBF's newest facility—The Brock Environmental Center. This effort is made possible in part by Joan and Macon Brock; David and Susan Goode; and George B. Clarke IV and Mid Eastern Builders, Inc.

The mighty Susquehanna River is the largest source of the Bay's fresh water. CBF's work in defending and implementing the Chesapeake Clean Water Blueprint would not be possible without help from Pennsylvania residents, corporations, and foundations including The Kinsley Foundation; the Claneil Foundation, Inc.; Mandy Cabot and Peter Kjellerup; the Gray Charitable Trust; and the 1675 Foundation.



RESOURCES

Because the defense and implementation of the Chesapeake Clean Water Blueprint are the most critical opportunities in our more than four decades of fighting for the Bay, and because winning this fight will take more than business as usual, CBF has launched a major fund-raising effort. Our goal: \$25 million over five years. The Chesapeake Clean Water Blueprint Campaign will provide funding to allow CBF to ensure clean water is restored in our region. CBF will educate and engage volunteer advocates throughout the region, place field organizers in critical areas, and build our expertise and capacity in Washington, D.C. Additionally, we will use legal action to prevent national lobbyists and others from avoiding or overturning clean-water laws.

CBF is grateful to the members of the campaign committee for their leadership and generous support: S. Decker Anstrom, Chair; Robert A. Kinsley; Charles W. Moorman IV; Arnold I. Richman; Simon Sidamon-Eristoff; Peter L. Woicke; and Alan L. Wurtzel. We also thank campaign advisors Alan R. Griffith, Jennifer Stanley, and D. Keith Campbell.

As part of another unparalleled opportunity, CBF is moving ahead with plans to construct a cutting-edge, U.S. Green Building Council LEED Platinum and Living Building Challenge-certified environmental center at Pleasure House Point in Virginia Beach. CBF worked closely with partners,

including the City of Virginia Beach, The Trust for Public Land, and community members to protect 118 acres of marshes, beaches, and forests on the Lynnhaven River, which had been threatened by a major housing development. CBF plans to use 10 acres to create The Brock Environmental Center, an ecologically-sensitive “living building” that will have a net-zero impact on the environment. More than just a beacon of innovation in green building design, the center will set the bar for building standards in the future and embody the tenets of environmental sustainability.

CBF's work to protect and preserve Pleasure House Point in Virginia Beach was made possible with the support and leadership of the campaign committee: Jane P. Batten, Chair; Lucius J. Kellam III, Co-Chair; Preston M. White, Jr., Co-Chair; Macon F. Brock, Jr.; George B. Clarke IV; Andrew S. Fine; Charles W. Moorman IV; Robert M. Stanton; and Robert H. Wells.

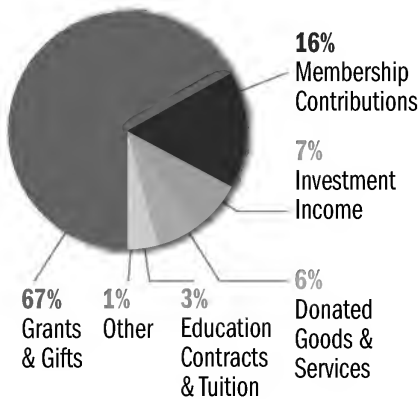
Among the many thoughtful donors who were key to CBF's activities this year were the France-Merrick Foundation, the Blue Moon Fund, The Dr. Francis P. Chiamonte Private Foundation, the Town Creek Foundation, the Jean T. and Heyward G. Pelham Foundation, bambeco, Carmax Laurel Toyota, and Mr. and Mrs. Andrew J. Baer. All of our donors and members have been vital to our success this year. We couldn't save the Bay without you!

FINANCIALS

FINANCIAL OVERVIEW FOR THE FISCAL YEAR ENDING ON JUNE 30, 2012

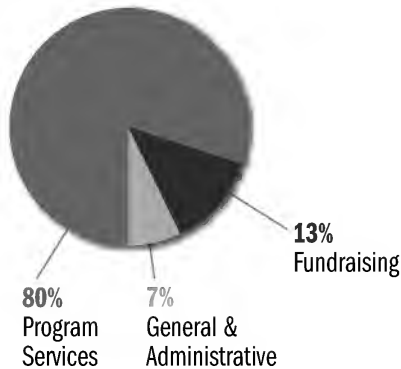
CBF's management practices ensure that all funds are effectively put to use to support programs to save the Bay.

Revenue



Membership Contributions	\$5,038,650
Grants & Gifts	21,136,555
Education Contracts & Tuition	1,033,464
Investment Income	2,117,275
Donated Goods & Services	1,718,693
Other	436,860
Total Revenue	\$31,481,497 *

Expenses



Program Services	\$19,579,214
<i>Environmental Education</i>	6,088,893
<i>Environmental Protection & Restoration</i>	10,187,881
<i>Communications</i>	3,302,440
Support Services	4,945,863
<i>General & Administrative</i>	1,819,704
<i>Fundraising</i>	3,126,159
Total Expenses	\$24,525,077

Capital Additions (Deductions)	\$2,480,919
Change in Net Assets	\$9,437,339
Net Assets, Beginning of Year	\$68,708,656
Net Assets, End of Year	\$78,145,995

A copy of the audited financial statement and IRS Form 990 are available at cbf.org or by calling 888/SAVEBAY.

*Includes \$6,956,420 of funds raised to support future year expenses.



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