EXTENSIONS ATTACHED

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , **2012, and ending** , **20**

Name of foundation THE COCHRAN FAMILY FOUNDATION
C/O THE GLENMEDE TRUST COMPANY, N.A. 6054-02

A Employer identification number 52-2084405

Number and street (or P.O box number if mail is not delivered to street address) 1650 MARKET STREET, SUITE 1200

Room/suite

B Telephone number (see instructions) 215- 419-6000

City or town, state, and ZIP code PHILADELPHIA, PA 19103-7391

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 10,895,710.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	222,916.	232,924.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,595,987.			
	b Gross sales price for all assets on line 6a 3,710,893.				
	7 Capital gain net income (from Part IV, line 2)		-0-		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-7,938.	-236.		STMT 1
	12 **Total.** Add lines 1 through 11	-2,381,009.	232,688.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	36,435.	36,435.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,179.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 2	25.			25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	42,639.	36,435.		25.
	25 Contributions, gifts, grants paid	712,000.			712,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	754,639.	36,435.		712,025.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-3,135,648.			
	b **Net investment income** (if negative, enter -0-)		196,253.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	87,584.	4,400.	4,400.
	2	Savings and temporary cash investments	280,622.	176,560.	176,560.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	12,567,042.	9,618,640.	10,714,750.
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,935,248.	9,799,600.	10,895,710.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	12,847,664.	9,795,200.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	87,584.	4,400.	
	30	**Total net assets or fund balances** (see instructions)	12,935,248.	9,799,600.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,935,248.	9,799,600.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,935,248.
2	Enter amount from Part I, line 27a	2	-3,135,648.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,799,600.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,799,600.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,710,893.		6,306,880.	-2,595,987.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				-2,595,987.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** -2,595,987.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	948,656.	11,276,585.	0.084126
2010	864,525.	11,440,180.	0.075569
2009	710,025.	10,538,911.	0.067372
2008	942,975.	14,406,033.	0.065457
2007	925,000.	11,544,672.	0.080124

2	**Total** of line 1, column (d)	2	0.372648
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.074530
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	10,456,001.
5	Multiply line 4 by line 3	5	779,286.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,963.
7	Add lines 5 and 6	7	781,249.
8	Enter qualifying distributions from Part XII, line 4	8	712,025.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	3,925.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	3,925.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	3,925.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 8,610.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	8,610.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,685.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,685. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ -0- (2) On foundation managers. ▶ $ -0-			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ -0-			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ GLENMEDE TRUST CO., N.A. Telephone no. ▶ (215)419-6000 Located at ▶ 1650 MARKET ST., SUITE 1200, PHILADELPHIA, PA ZIP+4 ▶ 19103-7391			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes	[X] No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes	[X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes	[X] No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	[ ] Yes	[X] No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes	[X] No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			**5b**	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes	[ ] No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes	[X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			**6b**	No: X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes	[X] No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			**7b**	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE SCHEDULE ATTACHED		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,171,743.
b	Average of monthly cash balances	1b	443,486.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	10,615,229.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,615,229.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	159,228.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,456,001.
6	**Minimum investment return.** Enter 5% of line 5	6	522,800.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	522,800.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,925.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,925.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	518,875.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	518,875.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	518,875.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	712,025.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	712,025.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	712,025.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				518,875.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			NONE	
b	Total for prior years: 20 10 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 NONE				
b	From 2008 NONE				
c	From 2009 636,217.				
d	From 2010 864,525.				
e	From 2011 952,025.				
f	**Total** of lines 3a through e	2,452,767.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 712,025.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				518,875.
e	Remaining amount distributed out of corpus	193,150.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	2,645,917.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,645,917.			
10	Analysis of line 9.				
a	Excess from 2008 NONE				
b	Excess from 2009 636,217.				
c	Excess from 2010 864,525.				
d	Excess from 2011 952,025.				
e	Excess from 2012 193,150.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

JOHN R. COCHRAN, III

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

N/A

b The form in which applications should be submitted and information and materials they should include:

N/A

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED				712,000.
Total ▶ **3a**				712,000.
b *Approved for future payment*				
N/A				
Total ▶ **3b**				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	222,916.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	-7,702.	14	-236.	
8 Gain or (loss) from sales of assets other than inventory			18	-2,595,987.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-7,702.		-2,373,307.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -2,381,009.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [ ] Yes [X] No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge

John R. Cochran III 9/13/13 President

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
FRANCIS X. MEHAFFEY	Francis X. Mehaffey	9/12/13		P01072411

Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A. Firm's EIN ▶ 32-0274136

Firm's address ▶ 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391 Phone no 215-419-6000

THE COCHRAN FAMILY FOUNDATION
E.I.N. 52-2084405
TAX YEAR ENDING 12/31/2012

ATTACHMENTS PAGE 1 FORM 990-PF AND SCHEDULE B
PART I ANALYSIS OF REVENUE AND EXPENSES

		COLUMN A	COLUMN B	COLUMN D
REVENUE:				
LINE 4	DIVIDENDS AND INTEREST FROM SECURITIES			
	- DIVIDENDS	222,916	232,924	
LINE 11	OTHER INCOME			
	- PARTNERSHIP INCOME PER K-1'S	-236	-236	
	- PARTNERSHIP INCOME PER K-1'S PER FORM 990-T	-7,702	0	
		-7,938	-236	
EXPENSES:				
LINE 16c	OTHER PROFESSIONAL FEES			
	- THE GLENMEDE TRUST COMPANY, N A INVESTMENT MANAGEMENT FEE	36,435	36,435	0
LINE 18	TAXES			
	- EXCISE TAX PAYMENTS	6,179	0	0
LINE 23	OTHER EXPENSES			
	- DELAWARE SECRETARY OF STATE	25	0	25

STATEMENT 1 AND 2

COMBINED STATEMENT OF ASSETS
THE COCHRAN FAMILY FOUNDATION IA
12/31/12
6054-02-4/5

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
Cash & Reserves										
176560	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGXX)		1.00	176,560	1.00	176,560		0	0.00	*
4401+	Cash		1.00	4,400	1.00	4,400		0	0.00	
Cash & Reserves Total				180,960		180,960		0	0.00	
Fixed Income										
U S Government Mutual Funds										
20337+	PIMCO TOTAL RETURN FUND-INST DTD 1/31/2008 (PTTRX)		10 29	209,324	11.24	228,588	19,264	6,167	2.70	#
	Total			209,324		228,588	19,264	6,167	2.70	
Other Taxable Bond Mutual Funds										
117844+	GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO (GTCGX)		11.21	1,320,796	11.64	1,371,705	50,908	38,653	2.82	#
51905+	PAYDEN HIGH INCOME FUND (PYHRX)		6 93	359,687	7.36	382,019	22,332	26,471	6.93	#
7194+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		13.25	95,293	13.34	95,970	676	4,266	4.45	#
24217+	LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009 (GOBSX)		9.86	238,886	11.71	283,585	44,699	8,774	3 09	#

COMBINED STATEMENT OF ASSETS
THE COCHRAN FAMILY FOUNDATION IA
12/31/12
6054-02-4/5

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
10182+	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012 (TIHYX)		9.85	100,311	10.41	105,996	5,686	5,940	5.60	#
	Total			2,114,973		2,239,275	124,302	84,104	3.76	
Fixed Income Total				2,324,297		2,467,863	143,566	90,271	3.66	
Equities										
Financials										
20000	BANK OF AMERICA CORP (BAC)		8 51	170,118	11.61	232,200	62,082	800	0.34	#
	Total			170,118		232,200	62,082	800	0.34	
U S Mutual Funds										
46350+	GLENMEDE FD INC - STRATEGIC EQUITY PORT (GTCEX)		17.52	811,825	18.98	879,726	67,900	9,270	1.05	#
20908+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX)		14.67	306,620	18.63	389,518	82,897	3,513	0.90	*#
59409+	GLENMEDE FUND INC SECURED OPTIONS (GTSOX)		11.88	705,992	11.90	706,973	981	0	0.00	*#
34645+	GLENMEDE FUND INC-LARGE CAP 100 PORT (GTLOX)		14.43	500,000	14.51	502,705	2,705	6,271	1.25	#
29531+	GLENMEDE FUND INC-LARGE CAP GROWTH PORT (GTLLX)		11.96	353,244	15.47	456,845	103,600	1,979	0.43	*#
28946+	GMO QUALITY FUND IV (GQEFX)		20.41	590,833	22.35	646,936	56,103	15,081	2.33	#
4906+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		13.89	68,155	21.02	103,121	34,966	2,227	2.16	#

COMBINED STATEMENT OF ASSETS
THE COCHRAN FAMILY FOUNDATION IA
12/31/12
6054-02-4/5

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			3,336,669		3,685,824	349,154	38,341	1.04	
International Mutual Funds										
20263+	DUPONT CAPITAL EMG MKTS -I (DCMEX)		9.87	200,000	9.72	196,960	3,040-	1,743	0.88	
37158+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		20 46	760,144	24.41	907,037	146,893	7,506	0.83	#
9238+	THORNBURG INTL VALUE FD-I (TGVIX)		21.34	197,134	28.09	259,489	62,355	3,649	1.41	
20784+	TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)		21.98	456,862	23.24	483,020	26,158	0	0.00	#
	Total			1,614,140		1,846,506	232,366	12,898	0.70	
Equities Total				5,120,927		5,764,530	643,602	52,039	0.90	
Other										
Alternative Assets										
150000	GLENMEDE PRIVATE INVESTMENT FUND VII UNFUNDED COMMITMENT		0.00	0	0.00	0		0	0.00	
350000	GLENMEDE PRIVATE INVESTMENT FUND VII LLC		1.00	350,000	1.61	564,935	214,935	0	0.00	#
107174+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		10.98	1,177,116	11.09	1,188,561	11,445	64,412	5.42	#
12100+	THIRD AVENUE REAL ESTATE VAL (TAREX)		20.70	250,519	25.37	306,977	56,458	10,817	3.52	#
1700	UNITED STATES COMMODITY INDEX (USCI)		59.48	101,116	58.63	99,671	1,445-	0	0.00	

COMBINED STATEMENT OF ASSETS
THE COCHRAN FAMILY FOUNDATION IA
12/31/12
6054-02-4/5

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
4953+	VAN ECK GLOBAL HARD ASSETS -I (GHAIX)		33.40	165,435	44.89	222,328	56,892	1,218	0.55	#
4832+	VAN ECK INTL INVEST GOLD -I (INIIX)		21.11	101,988	20.67	99,885	2,103-	0	0.00	#
	Total			2,146,174		2,482,357	336,182	76,447	3.08	
Other Total				2,146,174		2,482,357	336,182	76,447	3.08	
Grand Total				9,772,358		10,895,710	1,123,350	218,757	2.01	

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
# INDICATES MULTIPLE TAX LOTS
\+ FRACTIONAL SHARE EXISTS

COMBINED STATEMENT OF ASSETS
THE COCHRAN FAMILY FOUNDATION IA
12/31/2012
6054-02-4/5

Shares/Par	Description of Assets	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income
Grand Total From Page 4		9,772,358		10,895,710	1,123,352	218,757
ADJUSTMENTS:						
Other						
Alternative Assets Adjustments to page 3						
	GLENMEDE PRIVATE INVESTMENT FUND VII LLC ADJUSTMENT TO BASIS PER K-1	27,242		-	-27,242	-
Other Total		27,242		-	-27,242	-
Adjusted Grand Total		9,799,600		10,895,710	1,096,110	218,757

THE COCHRAN FAMILY FOUNDATION
E.I.N. 52-2084405
TAX YEAR ENDING 12/31/2012

ATTACHMENTS PAGE 6 FORM 990-PF
PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN-SATION	EXPENSE ACCT	EMPLOYEE BEN PLAN CONTRIB
1. JOHN R COCHRAN, III C/O THE GLENMEDE TRUST CO , N A 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	PRESIDENT	AS NEEDED	0	0	0
2 PATRICIA A. COCHRAN C/O THE GLENMEDE TRUST CO , N A 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	VICE PRESIDENT	AS NEEDED	0	0	0

THE COCHRAN FAMILY FOUNDATION
E.I.N. 52-2084405
TAX YEAR ENDING 12/31/2012

ATTACHMENTS PAGE 11 FORM 990-PF
PART XV CHARITABLE GIFTS - PAID

NO.	GIFT DESCRIPTION	PURPOSE	AMOUNT
1	CAL RIPKIN SR , FOUNDATION BALTIMORE, MD	GENERAL PURPOSES	10,000 00
2	LITTLE SISTERS OF THE POOR WILMINGTON, DE	GENERAL PURPOSES	10,000.00
3	BOYS & GIRLS CLUB OF DELAWARE WILMINGTON, DE	GENERAL PURPOSES	10,000 00
4	CAROLINE CENTER BALTIMORE, MD	GENERAL PURPOSES	7,500 00
5	YMCA OF DELAWARE WILMINGTON, DE	FOR THE WATER WISE PROGRAM	5,000 00
6	ANNUAL CATHOLIC APPEAL WILMINGTON, DE (DIOCESE OF WILMINGTON)	GENERAL PURPOSES	50,000 00
7	EASTER SEALS WILMINGTON, DE	GENERAL PURPOSES	5,000 00
8	LOYOLA UNIVERSITY BALTIMORE, MD	GENERAL PURPOSES	25,000.00
9	STELLA MARIS, INC LUTHERVILLE TIMONIUM, MD	GENERAL PURPOSES	100,000.00

THE COCHRAN FAMILY FOUNDATION
E.I.N. 52-2084405
TAX YEAR ENDING 12/31/2012

ATTACHMENTS PAGE 11 FORM 990-PF
PART XV CHARITABLE GIFTS - PAID

NO.	GIFT DESCRIPTION	PURPOSE	AMOUNT
10	COVENANT HOUSE NEW YORK, NY	GENERAL PURPOSES	5,000 00
11	FOOD FOR THE POOR DEERFIELD BEACH, FL	GENERAL PURPOSES	5,000.00
12	ST JOSEPH ON THE BRANDYWINE GREENVILLE, DE	GENERAL PURPOSES	30,000 00
13	UNIVERSITY OF DELAWARE NEWARK, DE	GENERAL PURPOSES	200,000 00
14	DELAWARE COMMUNITY FOUNDATION WILMINGTON, DE	GENERAL PURPOSES	5,000 00
15	SISTERS OF ST FRANCIS FOUNDATION PHILADELPHIA, PA	GENERAL PURPOSES	25,000.00
16	CATHOLIC CHARITIES - DIOCESE OF WILMINGTON WILMINGTON, DE	GENERAL PURPOSES	15,000 00
17	VISION OF THE FUTURE WILMINGTON, DE (DIOCESE OF WILMINGTON)	GENERAL PURPOSES	100,000 00
18	CHRISTIANA CARE HEALTH SYSTEM NEWARK, DE	GENERAL PURPOSES	27,500.00

THE COCHRAN FAMILY FOUNDATION
E.I.N. 52-2084405
TAX YEAR ENDING 12/31/2012

ATTACHMENTS PAGE 11 FORM 990-PF
PART XV CHARITABLE GIFTS - PAID

NO.	GIFT DESCRIPTION	PURPOSE	AMOUNT
19	ST. IGNATIUS LOYOLA ACADEMY TOWSON, MD	GENERAL PURPOSES	11,000 00
20	THE HIGHLANDS SCHOOL WILMINGTON, DE	GENERAL PURPOSES	1,000 00
21	BOYS AND GIRLS CLUB OF PORTLAND METROPOLITAN AREA PORTLAND, OR	GENERAL PURPOSES	15,000 00
22	GEORGETOWN UNIVERSITY WASHINGTON, DC	GENERAL PURPOSES	50,000 00
	TOTAL 2012 GRANTS PAID		712,000 00