COGENT COMMUNICATIONS GROUP INC
Form 10-K
February 28, 2014

Use these links to rapidly review the document
TABLE OF CONTENTS
ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

ý **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the fiscal year ended December 31, 2013

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

For the transition period from to
Commission file number 1-31227

COGENT COMMUNICATIONS GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**52-2337274**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
1015 31st Street N.W. Washington, D.C.	**20007**
(Address of Principal Executive Offices)	(Zip Code)

(202) 295-4200
Registrant's Telephone Number, Including Area Code

Securities registered pursuant to Section 12(b) of the Act:
Common Stock, par value $0.001 per share

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes o No ý

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ý

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

The number of shares outstanding of the issuer's common stock, par value $0.001 per share, as of February 21, 2014 was 47,347,511.

The aggregate market value of the Common Stock held by non-affiliates of the registrant, based on the closing price of $28.15 per share on June 28, 2013 as reported by the NASDAQ Global Select Market was approximately $1.2 billion.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC.
FORM 10-K ANNUAL REPORT
FOR THE YEAR ENDED DECEMBER 31, 2013

TABLE OF CONTENTS

		Page
Part I Financial Information		
Item 1	Business	2
Item 1A	Risk Factors	9
Item 2	Properties	21
Item 3	Legal Proceedings	21
Item 4	Mine Safety Disclosures	21
Part II Other Information		
Item 5	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	22
Item 6	Selected Consolidated Financial Data	25
Item 7	Management's Discussion and Analysis of Financial Condition and Results of Operations	27
Item 7A	Quantitative and Qualitative Disclosures About Market Risk	42
Item 8	Financial Statements and Supplementary Data	43
Item 9	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	71
Item 9A	Controls and Procedures	71
Part III		
Item 10	Directors and Executive Officers of the Registrant	74
Item 11	Executive Compensation	74
Item 12	Security Ownership of Certain Beneficial Owners and Management	74
Item 13	Certain Relationships and Related Transactions	74
Item 14	Principal Accountant Fees and Services	74
Part IV		
Item 15	Exhibits and Financial Statement Schedules	75
Signatures		80

Table of Contents

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for the registrant's 2014 annual shareholders meeting are incorporated by reference in Part III of this Form 10-K.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report may contain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are not statements of historical facts, but rather reflect our current expectations concerning future results and events. You can identify these forward-looking statements by our use of words such as "anticipates," "believes," "continues," "expects," "intends," "likely," "may," "opportunity," "plans," "potential," "project," "will," and similar expressions to identify forward-looking statements, whether in the negative or the affirmative. We cannot guarantee that we actually will achieve these plans, intentions or expectations. These forward-looking statements are subject to risks and uncertainties including those discussed in Item 1A "Risk Factors" and other factors, some of which are beyond our control, which could cause actual results to differ materially from those forecasts or anticipated in such forward-looking statements.

You should not place undue reliance on these forward-looking statements, which reflect our view only as of the date of this report. We undertake no obligation to update these statements or publicly release the result of any revisions to these statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

Table of Contents

PART I

ITEM 1. BUSINESS

Overview

We are a leading facilities-based provider of low-cost, high-speed Internet access and Internet Protocol, or IP, communications services. Our network is specifically designed and optimized to transmit data using IP. We deliver our services primarily to small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations in North America, Europe and Japan.

Our on-net service consists of high-speed Internet access and IP connectivity ranging from 100 Megabits per second to 10 Gigabits per second of bandwidth. We offer our on-net services to customers located in buildings that are physically connected to our network. Because of our integrated network architecture, we are not dependent on local telephone companies to serve our on-net customers. We provide on-net Internet access to net-centric and corporate customers. Our primary on-net service offered to our corporate customers is Internet access at a speed of 100 Megabits per second. Our corporate customers are located in multi-tenant office buildings and typically include law firms, financial services firms, advertising and marketing firms and other professional services businesses. Our on-net services offered to our net-centric customers include Internet access at speeds of up to 10 Gigabits per second. Our net-centric customers include certain bandwidth-intensive users such as universities, other Internet service providers, telephone companies, cable television companies, web hosting companies, content delivery networks and commercial content providers. These customers generally receive service in colocation facilities and in our data centers. For the years ended December 31, 2013, 2012 and 2011, our on-net customers generated 73.3%, 73.4% and 76.3%, respectively, of our total service revenue.

Our off-net services are sold to businesses that are connected to our network primarily by means of "last mile" access service lines obtained from other carriers, primarily in the form of point-to-point, TDM, POS, SDH and/or Carrier Ethernet circuits. For the years ended December 31, 2013, 2012 and 2011, our off-net customers generated 26.2%, 25.8%, and 22.8%, respectively, of our total service revenue.

Our non-core services, which consist primarily of legacy services of companies whose assets or businesses we have acquired and continue to support but do not actively sell, primarily include voice services (only provided in Toronto, Canada). For the years ended December 31, 2013, 2012 and 2011, non-core services generated 0.5%, 0.8% and 0.9%, respectively, of our total service revenue.

We also operate 43 data centers comprising over 450,000 square feet throughout North America and Europe that allow customers to co-locate their equipment and access our network.

Competitive Advantages

We believe we address many of the IP data communications needs of small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations by offering them high-quality, high-speed Internet service at attractive prices.

Low Cost of Operation. We offer a streamlined set of products on an integrated network. Our network design allows us to avoid many of the costs that our competitors incur associated with circuit-switched, TDM and hybrid fiber coaxial networks related to provisioning, monitoring and maintaining multiple transport protocols. We believe that our low cost of operation also gives us greater pricing flexibility and a significant advantage in a competitive environment characterized by falling Internet access prices. We believe our value proposition is equal or superior to our competitors' in all of the on-net multi-tenant office buildings and carrier neutral data centers in which we operate.

Table of Contents

Network. Our on-net service does not rely on circuits that must be provisioned by a third party carrier. In on-net multi-tenant office buildings we provide our customers the entire network, including the "last mile" and the in-building wiring connecting to our customer's suite. In carrier neutral data centers we are colocated with our customers so only a connection within-the-data center is required to provide our services. This gives us more control over our service, quality and pricing. It also allows us to provision services more quickly and efficiently than provisioning services on a third-party carrier network. We are typically able to activate service to our customers in one of our on-net buildings in approximately ten business days.

High Quality, Reliable Service. We are able to offer high-quality Internet service due to our network (created solely to transmit IP data) and our dedicated intra-city bandwidth for each customer. This design increases the speed and throughput of our network and reduces the number of data packets dropped during transmission compared to traditional circuit-switched networks. We believe that we deliver a high level of technical performance because our network is optimized for IP traffic. We believe that our network is more reliable and delivers IP traffic at lower cost than networks built as overlays to traditional circuit-switched networks.

High Traffic Network Footprint. We have strategically chosen locations, such as over 1,380 large multi-tenant office buildings in major North American cities and colocation facilities in North America and Europe with high levels of Internet traffic, to maximize our revenue opportunities and expand our margins. Our network is connected to our on-net multi-tenant office buildings where we offer our services to a diverse set of high-quality, low churn corporate customers within close physical proximity of each other. Our network is also directly connected to over 650 carrier neutral colocation and data centers where our net-centric customers directly interconnect with our network.

Low Capital Cost to Grow Our Business. We have a history of efficient network expansion and integration execution. We believe that we have incurred relatively lower costs in growing our business than our competitors because we use Internet routers without additional legacy equipment, offer a streamlined set of products, and have acquired optical fiber from the excess inventory in existing networks.

Proven and Experienced Management Team. Our senior management team is composed of seasoned executives with extensive expertise in the telecommunications industry as well as knowledge of the markets in which we operate. The members of our senior management team have an average of over 20 years of experience in the telecommunications industry and many have been working together at Cogent for several years. Several members of the senior management team have been working together at Cogent since 2000. Our senior management team has designed and built our network and led the integration of our network assets and customers we acquired through 13 significant acquisitions and managed the expansion and growth of our business.

Our Strategy

We intend to become the leading provider of high-quality, high-speed Internet access and IP communications services and to continue to improve our profitability and cash flow. The principal elements of our strategy include:

Focus on Providing Low-Cost, High-Speed Internet Access and IP Connectivity. We intend to further load our high-capacity network to respond to the growing demand for high-speed Internet service generated by bandwidth-intensive applications such as streaming media, online gaming, video, voice over IP (VOIP), remote data storage, distributed computing, cloud services and virtual private networks. We intend to do so by continuing to offer our high-speed and high-capacity services at competitive prices.

Table of Contents

Pursuing On-Net Customer Growth. We intend to increase usage of our network and operational infrastructure by adding customers in our existing on-net buildings, as well as connecting more multi-tenant office buildings and carrier neutral data centers to our network. We emphasize our on-net service because our on-net service generates greater profit margins and we have more control over service levels, quality, pricing and faster provisioning of services than our off-net services. Our fiber network connects directly to our on-net customers' premises and we pay no local access ("last mile") charges to other carriers to provide our on-net service. We are responding to this on-net revenue opportunity by increasing our sales and marketing efforts including increasing our number of sales representatives, implementing strategies to optimize sales productivity and expanding our on-net addressable market by adding service locations to our network.

Selectively Pursuing Acquisition Opportunities. In addition to adding customers through our sales and marketing efforts, we will continue to seek out acquisition opportunities that increase our customer base, allowing us to take advantage of the unused capacity on our network and to add revenues with minimal incremental costs. We may pursue acquisition opportunities that we believe expand our footprint, generate positive cash flow and may include off-net as well as on-net customers including complimentary businesses and those offering over the top applications such as VOIP. We may also make opportunistic acquisitions of network assets. Given our record of successful asset integration, we believe we can continue to successfully integrate new businesses as they are acquired.

Our Network

Our network is comprised of in-building riser facilities, metropolitan optical networks, metropolitan traffic aggregation points and inter-city transport facilities. We believe that we deliver a high level of technical performance because our network is optimized for IP traffic. We believe that our network is more reliable and delivers IP traffic at lower cost than networks built as overlays to traditional circuit-switched telephone networks.

Our network serves over 180 metropolitan markets in North America, Europe and Japan and encompasses:

- over 1,380 multi-tenant office buildings strategically located in commercial business districts;
- over 650 carrier-neutral Internet aggregation facilities, data centers and single-tenant buildings;
- over 580 intra-city networks consisting of over 27,000 fiber miles;
- an inter-city network of more than 57,500 fiber route miles; and
- multiple high-capacity transatlantic and transpacific circuits that connect the North American, European and Japanese portions of our network.

We have created our network by acquiring optical fiber from carriers with large amounts of unused fiber and directly connecting Internet routers to our existing optical fiber national backbone. We have expanded our network through key acquisitions of financially distressed companies or their assets at a significant discount to their original cost. Due to our network design and acquisition strategy, we believe we are positioned to grow our revenue and increase our profitability with limited incremental capital expenditures.

Inter-city Networks

Our inter-city network consists of optical fiber connecting major cities in North America and Europe. The North American and European portions of our network are connected by transatlantic circuits. Our network was built by acquiring from various owners of fiber optic networks the right to use typically two strands of optical fiber out of the multiple fibers owned by the cable operator. We install the optical and electronic equipment necessary to amplify, regenerate, and route the optical

Table of Contents

signals along these networks. We have the right to use the optical fiber under long term agreements. We pay these providers our pro rata fees for the maintenance of the optical fiber and provide our own equipment maintenance.

Intra-city Networks

In each metropolitan area in which we provide our high-speed on-net Internet access services, our backbone network is connected to one or more routers that are connected to one or more of our metropolitan optical networks. We create our intra-city networks by obtaining the right to use optical fiber from carriers with optical fiber networks in those cities. These metropolitan networks consist of optical fiber that runs from the central router in a market into routers located in our on-net buildings. In most cases the metropolitan fiber runs in a ring architecture, which provides redundancy so that if the fiber is cut, data can still be transmitted to the central router by directing traffic in the opposite direction around the ring. The router in the building provides the connection to each of our on-net customers.

Within the cities where we offer our off-net Internet access services, we lease circuits from telecommunications carriers, primarily local telephone companies, to provide the last mile connection to our customer's premises. Typically, these circuits are aggregated at various locations in those cities onto higher-capacity leased circuits that ultimately connect the local aggregation route to our network.

In-Building Networks

In office buildings where we provide service to multiple tenants we connect our routers to a cable typically containing 12 to 288 optical fiber strands that run from our equipment in the basement of the building through the building riser to the customer location. Our service is initiated by connecting a fiber optic cable from our customer's local area network to the infrastructure in the building riser. Our customer then has dedicated and secure access to our network using an Ethernet connection. We believe that Ethernet is the lowest cost network connection technology and is almost universally used for the local area networks that businesses operate.

Data Centers

We operate 43 data centers across the United States and in Europe. These facilities comprise over 450,000 square feet of floor space and are directly connected to our network. Each location is equipped with secure access, uninterruptable power supplies (UPS), and backup generators. Our customers typically purchase bandwidth, rack space, and power within these facilities.

Internetworking

The Internet is an aggregation of interconnected networks. We have settlement-free interconnections between our network and most major Internet Service Providers, or ISPs. We interconnect our network to other networks predominantly through private peering arrangements. Larger ISPs exchange traffic and interconnect their networks by means of direct private connections referred to as private peering.

Peering agreements between ISPs are necessary in order for them to exchange traffic. Without peering agreements, each ISP would have to buy Internet access from every other ISP in order for its customer's traffic, such as email, to reach and be received from customers of other ISPs. We are considered a Tier 1 ISP and, as a result, we have settlement-free peering arrangements with other providers. We purchase no transit services or paid peering to reach any portion of the Internet. This allows us to exchange traffic with those ISPs without payment by either party. In such arrangements, each party exchanging traffic bears its own cost of delivering traffic to the point at which it is handed off to the other party. We do not treat our settlement-free peering arrangements as generating revenue

Table of Contents

or expense related to the traffic exchanged. However, we charge customers for transit services across our network. We do not sell paid peering. We directly connect with over 5,000 total networks of which approximately 40 are settlement-free peers.

Network Management and Customer Care

Our primary network operations centers are located in Washington, D.C. and Madrid, Spain. These facilities provide continuous operational support in both North America and Europe. Our network operations centers are designed to immediately respond to any problems in our network. Our customer care call centers are located in Washington, D.C., Herndon, Virginia, Madrid, Spain, Paris, France, and Frankfurt, Germany. To ensure the quick replacement of faulty equipment in the intra-city and long-haul networks, we have deployed field engineers across North America and Europe. In addition, we have maintenance contracts with third-party vendors that specialize in optical and routed networks.

Our Services

We offer our high-speed Internet access and IP connectivity services primarily to small and medium-sized businesses, communications providers and other bandwidth-intensive organizations located in North America, Europe and Japan.

The table below shows our primary service offerings:

On-Net Services	Bandwidth (Mbps)
Fast Ethernet	100
Gigabit Ethernet	1,000
10 Gigabit Ethernet	10,000
Point-to-Point / Point to Multi-Point or VLPS	10 to 2,000
Colocation with Internet Access	10 to 10,000

Off-Net Services	Bandwidth (Mbps)
T1 or E1	1.5 or 2.0
T3 or E3	45 or 34
Ethernet	10, 100 or 1,000

We offer on-net services in over 180 metropolitan markets. We serve over 1,990 on-net buildings. Our most popular on-net service in North America is our Fast Ethernet service, which provides Internet access at 100 megabits per second. We typically offer our Fast Ethernet (Internet access) service to small and medium-sized business customers. We also offer Internet access services at higher speeds of up to 10 Gigabits per second. These services are generally used by customers that have businesses, such as web hosting and ISP's that are Internet based and are generally delivered at data centers and carrier hotels. We believe that, on a per-Megabit basis, this service offering is one of the lowest priced in the marketplace. We also offer colocation services in 43 data center locations in North America and Europe. This service offers Internet access combined with rack space and power in a Cogent facility, allowing the customer to locate a server or other equipment at that location and connect to our Internet access service. Our final on-net service offering is our Point-to-Point / Point to Multi-Point or Virtual Private Line service or "Layer 2" service. These point-to-point connections span North America and Europe and allow customers to connect geographically dispersed local area networks in a seamless manner. We offer lower prices for longer term and volume commitments. We emphasize the sale of our on-net services because we believe that we have a competitive advantage in providing these services and these services generate greater gross profit margins than our off-net services.

Table of Contents

In 2013 several providers of video services began using our on-net service to deliver movies and other video programing to consumers. Streaming video uses large bandwidth, e.g. 5 Mbps for high definition television. This caused significant growth in the traffic we sent to the major telephone and cable companies that provide most broadband connections to consumers in the U S. These companies have refused or delayed increases to the capacity of the connection over which we exchange traffic with them. This results in a degradation of service for our customers and their customers. (See the risk factor below for additional information on the exchange of traffic and settlement free peering.)

We offer our off-net services to customers that are not located in our on-net buildings. These services are primarily provided in the metropolitan markets in North America and Europe in which we offer on-net services primarily dedicated Internet access, point to point, virtual private line services and Layer 2 services. These services are generally provided to small and medium-sized businesses in over 4,000 off-net buildings.

We support non-core services that we assumed with certain of our acquisitions. These services primarily include voice services (only provided in Toronto, Canada). We expect that the revenue from our non-core services will continue to decline. We do not actively sell these services and expect the growth of our Internet access services to compensate for this loss.

No single customer accounted for more than 1.4% of our 2013 revenues.

Sales and Marketing

Sales. We employ a direct sales and marketing approach including telesales. As of February 1, 2014, our sales force included 410 full-time employees. Our quota bearing sales force includes 310 employees with 220 employees focused primarily on the corporate market and 90 employees focused primarily on the net-centric market. Our sales personnel work through direct face-to-face contact in addition to telesales with potential customers in, or intending to locate in, our on-net buildings. Through agreements with building owners, we are able to initiate and maintain personal contact with our customers by staging various promotional and social events in our multi-tenant office buildings and carrier neutral data centers. Sales personnel are compensated with a base salary plus quota-based commissions and incentives. We use a customer relationship management system to efficiently track sales activity levels and sales productivity.

Marketing. Because of our focus on a direct sales force and telesales, we have not spent funds on television, radio or print advertising. Our marketing efforts are designed to drive awareness of our products and services, to identify qualified leads through various direct marketing campaigns and to provide our sales force with product brochures, collateral materials, in building marketing events and relevant sales tools to improve the overall effectiveness of our sales organization. In addition, we conduct public relations efforts focused on cultivating industry analyst and media relationships with the goal of securing media coverage and public recognition of our Internet communications services. Our marketing organization is responsible for our product strategy and direction based upon primary and secondary market research and the advancement of new technologies.

Competition

We face competition from incumbent carriers, Internet service providers and facilities-based network operators, many of whom are much larger than us, have significantly greater financial resources, better-established brand names and large, existing installed customer bases in the markets in which we compete. We also face competition from new entrants to the communications services market. Many of these companies offer products and services that are similar to our products and services.

Unlike some of our competitors, we generally do not have title to most of the dark fiber that makes up our network. Our interests in that dark fiber are in the form of long-term leases under

Table of Contents

indefeasible rights of use, or IRUs with providers some of which also compete with us. We rely on the third-party maintenance of such dark fiber to provide our on-net services to our customers. We are also dependent on third party providers, some of which compete with us, for the local loop facilities for the provision of connections to our off-net customers.

We believe that competition is based on many factors, including price, transmission speed, ease of access and use, length of time to provision service, breadth of service availability, reliability of service, customer support and brand recognition. Because our fiber optic networks have been recently installed compared to those of the incumbent carriers, our state-of-the-art technology may provide us with cost, capacity, and service quality advantages over some existing incumbent carrier networks; however, our network may not support some of the services supported by these legacy networks, such as circuit-switched voice, ATM and frame relay. While the Internet access speeds offered by traditional ISPs serving multi-tenant office buildings typically do not match our on-net offerings in terms of throughput or quality, these slower services are usually priced lower than our offerings and thus provide competitive pressure on pricing, particularly for more price-sensitive customers. These and other downward pricing pressures particularly in carrier neutral data centers have diminished, and may further diminish, the competitive advantages that we have enjoyed as the result of our service pricing.

Regulation

In the United States, the Federal Communications Commission (FCC) regulates common carriers' interstate services and the state public utilities commissions exercise jurisdiction over intrastate basic telecommunications services. Our Internet service offerings are not currently regulated by state public utility commissions. The FCC has promulgated rules intended to regulate some aspects of the way traffic is handled by Internet service providers. We may become subject to additional regulation in the US at the federal and state levels and in other countries. These regulations change from time to time in ways that are difficult for us to predict.

In the United States, we are subject to the obligations set forth in the Communications Assistance for Law Enforcement Act, which is administered by the FCC (though most of these rules remain at present unenforced due to a court decision). That law requires that we be able to intercept communications when required to do so by law enforcement agencies. We are required to comply or we may face significant fines and penalties. We are subject to similar requirements in other countries.

There is no current legal requirement that owners or managers of commercial office buildings give access to competitive providers of telecommunications services, although the FCC does prohibit carriers from entering contracts that restrict the right of commercial multiunit property owners to permit any other common carrier to access and serve the property's commercial tenants. Also, many incumbent telephone and cable companies contend that they have no legal obligation to exchange Internet traffic with other Internet networks.

Our subsidiary, Cogent Canada, offers voice and Internet services in Canada. Generally, the regulation of Internet access services and competitive voice services has been similar in Canada to that in the US in that providers of such services face fewer regulatory requirements than the incumbent local telephone companies which continue to be regulated in respect of their wholesale services as well of some of their retail services. There can be no guarantee, however, that the regulatory requirements applicable to Cogent Canada will not change. To the extent that there are any changes in these requirements, we will have to comply with these changes.

Our subsidiaries outside of the United States generally operate in more highly regulated environments for the types of services they provide. In many such countries, a national license or a notice filed with a regulatory authority is required for the provision of data and Internet services. In addition, our subsidiaries operating in member countries of the European Union are subject to the directives and jurisdiction of the European Union. We believe that each of our subsidiaries has the necessary licenses to provide its services in the markets where it operates today. To the extent we expand our operations or service offerings into new markets, in particularly in non EU member countries, we may face new regulatory requirements.

Table of Contents

The laws related to Internet telecommunications are unsettled and there may be new legislation and court decisions that may affect our services and expose us to burdensome requirements and liabilities.

Employees

As of February 1, 2014, we had 707 employees. Unions represent 25 of our employees in France. We believe that we have a satisfactory relationship with our employees.

Available Information

We were incorporated in Delaware in 1999. We make available free of charge through our Internet website our annual report on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act. The reports are made available through a link to the SEC's Internet website at *www.sec.gov* . You can find these reports and request a copy of our Code of Conduct on our website at *www.cogentco.com* under the "About Cogent" tab at the "Investor Relations" link.

ITEM 1A. RISK FACTORS

Our connections to the Internet require us to establish and maintain relationships with other providers, which we may not be able to maintain.

The Internet is composed of various network providers who operate their own networks that interconnect at public and private interconnection points. Our network is one such network. In order to obtain Internet connectivity for our network, we must establish and maintain relationships with other providers, including many providers that are customers, and incur the necessary capital costs to locate our equipment and connect our network at these various interconnection points.

By entering into what are known as settlement-free peering arrangements, providers agree to exchange traffic between their respective networks without charging each other. Our ability to avoid the higher costs of acquiring paid dedicated network capacity (transit or paid peering) and to maintain high network performance is dependent upon our ability to establish and maintain peering relationships and expand our net-centric customer base of other network operators. The terms and conditions of our peering relationships may also be subject to adverse changes, which we may not be able to control. For example, several network operators with large numbers of individual users are arguing that they should be able to charge or charge more to network operators and businesses that carry large volumes of traffic requested by those users. If we are not able to maintain or increase our peering relationships in all of our markets on favorable terms, we may not be able to provide our customers with high performance or affordable or reliable services, which could cause us to lose existing and potential customers, damage our reputation and have a material adverse effect on our business. We have in the past had peering disputes with other network providers that resulted in a temporary disruption of the exchange of traffic between our network and the network of the other carrier. We have resolved the majority of such disputes through negotiations. We continue to experience resistance from certain incumbent telephone companies to upgrade the settlement-free peering connections necessary to accommodate the growth of the traffic that we exchange with such carriers. **In 2013 the major incumbent telephone and cable companies in the US began to refuse to upgrade our peering connections. We cannot assure you that we will be able to continue to establish and maintain relationships with providers or favorably resolve disputes with providers.**

Table of Contents

We need to retain existing customers and continue to add new customers in order to become consistently profitable and cash flow positive.

In order to become consistently profitable and consistently cash flow positive, we need to both retain existing customers and continue to add a large number of new customers. The precise number of additional customers required is dependent on a number of factors, including the turnover of existing customers, the pricing of our product offerings and the revenue mix among our customers. We may not succeed in adding customers if our sales and marketing efforts are unsuccessful. In addition, many of our target customers are businesses that are already purchasing Internet access services from one or more providers, often under a contractual commitment. It has been our experience that such target customers are often reluctant to switch providers due to costs and effort associated with switching providers. Further, as some of our customers grow larger they may decide to build their own Internet networks. While no single customer accounted for more than 1.4% of our 2013 revenue, a migration of a few very large Internet users to their own networks, or to special networks that may be offered by major telephone and cable providers of last mile broadband connections to consumers, or the loss or reduced purchases from several significant customers could impair our growth, cash flow and profitability.

Our growth and financial health are subject to a number of economic risks.

A downturn in the world economy, especially the economies of North America and Europe would negatively impact our growth. We would be particularly impacted by a decline in the development of new applications and businesses that make use of the Internet. Our revenue growth is predicated on growing use of the Internet that makes up for the declining prices of Internet service. An economic downturn could impact the Internet business more significantly than other businesses that are less dependent on new applications and growth in the use of those applications because of the retrenchment by consumers and businesses that typically occurs in an economic downturn.

Our business and operations are growing rapidly and we may not be able to efficiently manage our growth.

We have rapidly grown our company through network expansion and obtaining new customers through our sales efforts. Our expansion places significant strains on our management, operational and financial infrastructure. Our ability to manage our growth will be particularly dependent upon our ability to:

expand, develop and retain an effective sales force and qualified personnel;

maintain the quality of our operations and our service offerings;

maintain and enhance our system of internal controls to ensure timely and accurate compliance with our financial and regulatory reporting requirements; and

expand our accounting and operational information systems in order to support our growth.

If we fail to implement these measures successfully, our ability to manage our growth will be impaired.

We may experience difficulties operating in countries outside of the U S, Canada and Western Europe.

We have expanded our network into Eastern Europe, Mexico and on a limited basis into Japan. We have experienced difficulties, ranging from lack of dark fiber to regulatory issues to slower revenue growth rates in operating in these markets. If we are not successful in developing our market presence in Eastern Europe, Mexico and Japan our operating results and revenue growth could be adversely impacted.

Table of Contents

We may experience delays and additional costs in expanding our on-net buildings.

We plan on continuing to increase the number of carrier-neutral facilities and multi-tenant office buildings that are connected to our network. We may be unsuccessful at identifying appropriate buildings or negotiating favorable terms for acquiring access to such buildings, and consequently, we may experience difficulty in adding customers to our network and fully using our network's available capacity.

We may be required to censor content on the Internet, which we may find difficult to do and which may impact our ability to provide our services in some countries as well as impact the growth of Internet usage, upon which we depend.

Some governments attempt to limit access to certain content on the Internet. It is impossible for us (and other providers as far as we know) to filter all content that flows across the Internet connections we provide. For example, some content is encrypted when a secure web site is accessed. It is difficult to limit access to web sites that engage in practices that make it difficult to block them by blocking a fixed set of Internet addresses. Should any government require us to perform these types of blocking procedures we could experience difficulties ranging from incurring additional expenses to ceasing to provide service in that country. We could also be subject to penalties if we fail to implement the censorship.

We may not successfully make or integrate acquisitions or enter into strategic alliances.

As part of our growth strategy, we intend to pursue selected acquisitions and strategic alliances. To date, we have completed 13 significant acquisitions. We compete with other companies for acquisition opportunities and we cannot assure you that we will be able to execute future acquisitions or strategic alliances on commercially reasonable terms, or at all. Even if we enter into these transactions, we may experience:

delays in realizing or a failure to realize the benefits we anticipate;

difficulties or higher-than-anticipated costs associated with integrating any acquired companies, products or services into our existing business;

attrition of key personnel from acquired businesses;

unexpected costs or charges; or

unforeseen operating difficulties that require significant financial and managerial resources that would otherwise be available for the ongoing development or expansion of our existing operations.

In the past, our acquisitions have often included assets, service offerings and financial obligations that are not compatible with our core business strategy. We have expended management attention and other resources to the divestiture of assets, modification of products and systems as well as restructuring financial obligations of acquired operations. In most acquisitions, we have been successful in renegotiating the agreements that we have acquired. If we are unable to satisfactorily renegotiate such agreements in the future or with respect to future acquisitions, we may be exposed to large claims for payment for services and facilities we do not need.

Consummating these transactions could also result in the incurrence of additional debt and related interest expense, as well as unforeseen contingent liabilities, all of which could have a material adverse effect on our business, financial condition and results of operations. Because we have purchased financially distressed companies or their assets, and may continue to do so in the future, we have not had, and may not have, the opportunity to perform extensive due diligence or obtain contractual protections and indemnifications that are customarily provided in acquisitions. As a result, we may face

Table of Contents

unexpected contingent liabilities arising from these acquisitions. We may also issue additional equity in connection with these transactions, which would dilute our existing shareholders.

Following an acquisition, we have experienced a decline in revenue attributable to acquired customers as these customers' contracts have expired and they have entered into standard Cogent customer contracts at generally lower rates or have chosen not to renew service with us. We anticipate that we will experience similar revenue declines with respect to customers we may acquire in the future.

We depend upon our key employees and may be unable to attract or retain sufficient qualified personnel.

Our future performance depends upon the continued contribution of our executive management team and other key employees, in particular, our Chairman and Chief Executive Officer, Dave Schaeffer. As founder of our company, Mr. Schaeffer's knowledge of our business and our industry combined with his deep involvement in every aspect of our operations and planning make him particularly well-suited to lead our company and difficult to replace.

Substantially all of our network infrastructure equipment is manufactured or provided by a single network infrastructure vendor.

We purchase from Cisco Systems, Inc. (Cisco) the majority of the routers and transmission equipment used in our network. If Cisco fails to provide equipment on a timely basis or fails to meet our performance expectations, including in the event that Cisco fails to enhance, maintain, upgrade or improve its products, hardware or software we purchase from them when and how we need, we may be delayed or unable to provide services as and when requested by our customers. We also may be unable to upgrade our network and face greater difficulty maintaining and expanding our network. Transitioning from Cisco to another vendor would be disruptive because of the time and expense required to learn to install, maintain and operate the new vendor's equipment and to operate a multi-vendor network. Any such disruption could increase our costs, decrease our operating efficiencies and have an adverse effect on our business, results of operations and financial condition.

Cisco may also be subject to litigation with respect to the technology on which we depend, including litigation involving claims of patent infringement. Such claims have been growing rapidly in the communications industry. Regardless of the merit of these claims, they can result in the diversion of technical and management personnel, or require us to obtain non-infringing technology or enter into license agreements for the technology on which we depend. There can be no assurance that such non-infringing technology or licenses will be available on acceptable terms and conditions, if at all.

Our business could suffer because telephone companies and cable companies may provide delivery of Internet content originating on their own networks that is better than content on the public Internet.

Broadband connections provided by cable TV and telephone companies have become the predominant means by which consumers connect to the Internet. The providers of these broadband connections may treat Internet content or other broadband content delivered from different sources differently. The possibility of this has been characterized as an issue of "net neutrality." As many of our customers operate websites and services that deliver content to consumers our ability to sell our services would be negatively impacted if Internet content delivered by us was less easily received by consumers than Internet content delivered by others. We cannot predict whether or not the FCC and other regulators around the world will mandate an "open" Internet. We also do not know the extent to which the providers of broadband connections to consumers may favor certain content of providers in ways that may disadvantage us.

Table of Contents

Our operations outside of the United States expose us to economic, regulatory and other risks.

The nature of our operations outside of the United States involve a number of risks, including:

- fluctuations in currency exchange rates;
- exposure to additional regulatory and legal requirements, including import restrictions and controls, exchange controls, tariffs and other trade barriers;
- difficulties in staffing and managing our foreign operations;
- changes in political and economic conditions; and
- exposure to additional and potentially adverse tax regimes.

As we continue to expand into other countries, our success will depend, in part, on our ability to anticipate and effectively manage these and other risks. Our failure to manage these risks and grow our operations outside the US may have a material adverse effect on our business and results of operations.

Fluctuations in foreign exchange rates may adversely affect our financial position and results of operations.

Our operations outside the U S expose us to currency fluctuations and exchange rate risk. For example, while we record revenues and the financial results of our European operations in Euros, these results are reflected in our consolidated financial statements in US dollars. Therefore, our reported results are exposed to fluctuations in the exchange rates between the US dollar and the Euro. We fund certain of our cash flow requirements of our operations outside of the United States in US dollars. Accordingly, in the event that the foreign currency strengthens against the US dollar to a greater extent than we anticipate, the cash flow requirements associated with these operations may be significantly greater in US dollar terms than planned.

Our business could suffer delays and problems due to the actions of network providers on whom we are partially dependent.

Our off-net customers are connected to our network by means of communications lines that are provided as services by local telephone companies and others. We may experience problems with the installation, maintenance and pricing of these lines and other communications links, which could adversely affect our results of operations and our plans to add additional customers to our network using such services. We have historically experienced installation and maintenance delays when the network provider is devoting resources to other services, such as traditional telephony. We have also experienced pricing problems when a lack of alternatives allows a provider to charge high prices for services in a particular area. We attempt to reduce this problem by using many different providers so that we have alternatives for linking a customer to our network. Competition among the providers tends to improve installation intervals, maintenance and pricing.

Our network may be the target of potential cyber-attacks and other security breaches that could have significant negative consequences.

Our business depends on our ability to limit and mitigate interruptions or degradation to our network availability. Our network, including our routers, may be vulnerable to unauthorized access, computer viruses, cyber-attacks, distributed denial of service (DDOS), and other security breaches. An attack on or security breach of our network could result in interruption or cessation of services, our inability to meet our service level commitments, and potentially compromise customer data transmitted over our network. We cannot guarantee that our security measures will not be circumvented, thereby resulting in network failures or interruptions that could impact our network availability and have a material adverse effect on our business, financial condition and operational results. We may be required to expend significant resources to protect against such threats, and may experience a reduction in

Table of Contents

revenues, litigation, and a diminution in goodwill, caused by a breach. Although our customer contracts limit our liability, affected customers and third parties may seek to recover damages from us under various legal theories.

Our network could suffer serious disruption if certain locations experience serious damage.

There are certain locations through which a large amount of our Internet traffic passes. Examples are facilities in which we exchange traffic with other carriers, the facilities through which our transatlantic traffic passes, and certain of our network hub sites. If any of these facilities were destroyed or seriously damaged a significant amount of our network traffic could be disrupted. Because of the large volume of traffic passing through these facilities our ability (and the ability of carriers with whom we exchange traffic) to quickly restore service would be challenged. There could be parts of our network or the networks of other carriers that could not be quickly restored or that would experience substantially reduced service for a significant time. If such a disruption occurs, our reputation could be negatively impacted which may cause us to lose customers and adversely affect our ability to attract new customers, resulting in an adverse effect on our business and operating results.

We may have difficulty and experience disruptions as we add features and upgrade our network

We are in the process of significantly upgrading our network and implementing new features and services. This process involves reconfiguring our network and making changes to our operating system. In doing so we may experience disruptions that affect our customers, our revenue, and our ability to grow. We may require additional resources to accomplish this work in a timely manner. That could cause us to incur unexpected expenses or delay portions of this effort to the detriment of our ability to provide service to our customers.

If the information systems that we depend on to support our customers, network operations, sales, billing and financial reporting do not perform as expected, our operations and our financial results may be adversely affected.

We rely on complex information systems to operate our network and support our other business functions. Our ability to track sales leads, close sales opportunities, provision services, bill our customers for our services and prepare our financial statements depends upon the effective integration of our various information systems. If our information systems, individually or collectively, fail or do not perform as expected, our ability to process and provision orders, to make timely payments to vendors, to ensure that we collect amounts owed to us and prepare our financial statements would be adversely affected. Such failures or delays could result in increased capital expenditures, customer and vendor dissatisfaction, loss of business or the inability to add new customers or additional services, and the inability to prepare accurate and timely financial statements all of which would adversely affect our business and results of operations.

The utilization of certain of our net operating loss carryforwards are limited and depending upon the amount of our taxable income we may be subject to paying income taxes earlier than planned.

Section 382 of the Internal Revenue Code in the United States limits the utilization of net operating losses when ownership changes, as defined by that section, occur. We have performed an analysis of our Section 382 ownership changes and have determined that the utilization of certain of our net operating loss carryforwards in the United States is limited.

We may have difficulty intercepting communications as required by the US Communications Assistance for Law Enforcement Act and similar laws of other countries.

The US Communications Assistance for Law Enforcement Act and the laws of other countries require that we be able to intercept communications when required to do so by law enforcement

Table of Contents

agencies. We may experience difficulties and incur significant costs in complying with these laws. If we are unable to comply with the laws we could be subject to fines in the United States of up to $1.0 million per event and equal or greater fines in other countries.

Our business could suffer from an interruption of service from our fiber providers.

The cable owners from whom we have obtained our inter-city and intra-city dark fiber maintain that dark fiber. We are contractually obligated under the agreements with these carriers to pay maintenance fees, and if we are unable to continue to pay such fees we would be in default under these agreements. If these carriers fail to maintain the fiber or disrupt our fiber connections due to our default or for other reasons, such as business disputes with us and governmental takings, our ability to provide service in the affected markets or parts of markets would be impaired unless we have or can obtain alternative fiber routes. Some of the companies that maintain our inter-city dark fiber and many of the companies that maintain our intra-city dark fiber are also competitors of ours. Consequently, they may have incentives to act in ways unfavorable to us. While we have successfully mitigated the effects of prior service interruptions and business disputes in the past, we may incur significant delays and costs in restoring service to our customers in connection with future service interruptions, and as a result we may lose customers.

Our business depends on agreements with carrier neutral data center operators, which we could fail to obtain or maintain.

Our business depends upon access to customers in carrier neutral data centers, which are facilities in which many large users of the Internet house the computer servers that deliver content and applications to users by means of the Internet and provide access to multiple Internet access networks. Most carrier neutral data centers allow any carrier to operate within the facility (for a standard fee). We expect to enter into additional agreements with carrier neutral data center operators as part of our growth plan. Current government regulations do not require carrier neutral data center operators to allow all carriers access on terms that are reasonable or nondiscriminatory. We have been successful in obtaining agreements with these operators in the past and have generally found that the operators want to have us located in their facilities because we offer low-cost, high-capacity Internet service to their customers. Any deterioration in our existing relationships with these operators could harm our sales and marketing efforts and could substantially reduce our potential customer base. Increasing concentration in this industry, such as the mergers between Switch & Data Facilities Company, Inc. and Equinix, Inc., and Verizon Communications, Inc. and Terremark Worldwide, Inc. could negatively impact us if any such combined entities decide to discontinue operation of their facilities in a carrier neutral fashion.

Our ability to serve customers in multi-tenant office buildings depends on license agreements with building owners and managers, which we could fail to obtain or maintain.

Our on-net business depends upon our in-building networks. Our in-building networks depend on access agreements with building owners or managers allowing us to install our in-building networks and provide our services in these buildings. These agreements typically have terms of five to ten years, with one or more renewal options. Any deterioration in our existing relationships with building owners or managers could harm our sales and marketing efforts and could substantially reduce our potential customer base. We expect to enter into additional access agreements as part of our growth plan. Current federal and state regulations do not require building owners to make space available to us or to do so on terms that are reasonable or nondiscriminatory. While the FCC has adopted regulations that prohibit common carriers under its jurisdiction from entering into exclusive arrangements with owners of multi-tenant commercial office buildings, these regulations do not require building owners to offer us access to their buildings. Building owners or managers may decide not to permit us to install our networks in their buildings or they may elect not to renew or amend our access agreements. Most

Table of Contents

of these agreements have one or more automatic renewal periods and others may be renewed at the option of the landlord. While we have historically been successful in renewing these agreements and no single building access agreement is material to our success, the failure to obtain or maintain a number of these agreements would reduce our revenue, and we might not recover our costs of procuring building access and installing our in-building networks in those locations.

We may not be able to obtain or construct additional building laterals to connect new buildings to our network.

In order to connect a new building to our network we need to obtain or construct a lateral from our metropolitan network to the building. We may not be able to obtain fiber in an existing lateral at an attractive price from a provider and may not be able to construct our own lateral due to the cost of construction or municipal regulatory restrictions. Failure to obtain fiber in an existing lateral or to construct a new lateral could keep us from adding new buildings to our network and negatively impact our growth opportunities.

Impairment of our intellectual property rights and our alleged infringement on other companies' intellectual property rights could harm our business.

We are aware of several other companies in our and other industries that use the word "Cogent" in their corporate names. One company has informed us that it believes our use of the name "Cogent" infringes on their intellectual property rights in that name. If such a challenge is successful, we could be required to change our name and lose the goodwill associated with the Cogent name in our markets.

Furthermore, we cannot assure you that the steps taken by us to protect our intellectual property rights will be adequate to deter misappropriation of proprietary information or that we will be able to detect unauthorized use and take appropriate steps to enforce our intellectual property rights. We also are subject to the risk of litigation alleging infringement of third party intellectual property rights. Any such claims could require us to spend significant sums in litigation, pay damages, develop non-infringing intellectual property or acquire licenses to the intellectual property that is the subject of the alleged infringement.

The sector in which we operate is highly competitive, and we may not be able to compete effectively.

We face significant competition from incumbent carriers, Internet service providers and facilities-based network operators. Relative to us, many of these providers have significantly greater financial resources, more well-established brand names, larger customer bases, and more diverse strategic plans and service offerings.

Intense competition from these traditional and new communications companies has led to declining prices and margins for many communications services, and we expect this trend to continue as competition intensifies in the future. Decreasing prices for high-speed Internet services have somewhat diminished the competitive advantage that we have enjoyed as a result of our service pricing.

Our competitors may also introduce new technologies or services that could make our services less attractive to potential customers.

We issue projected results and estimates for future periods from time to time, and such projections and estimates are subject to inherent uncertainties and may prove to be inaccurate.

Financial information, results of operations and other projections that we may issue from time to time are based upon our assumptions and estimates. While we believe these assumptions and estimates to be reasonable when they are developed, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. You should understand that certain unpredictable factors could cause our actual results to differ from our

Table of Contents

expectations and those differences may be material. No independent expert participates in the preparation of these estimates. These estimates should not be regarded as a representation by us as to our results of operations during such periods as there can be no assurance that any of these estimates will be realized. In light of the foregoing, we caution you not to place undue reliance on these estimates. These estimates constitute forward-looking statements.

Network failure or delays and errors in transmissions expose us to potential liability.

Our network is part of the Internet which is a network of networks. Our network uses a collection of communications equipment, software, operating protocols and proprietary applications for the high-speed transportation of large quantities of data among multiple locations. Given the complexity of our network, it is possible that data will be lost or distorted. Delays in data delivery may cause significant losses to one or more customers using our network. Our network may also contain undetected design faults and software bugs that, despite our testing, may not be discovered in time to prevent harm to our network or to the data transmitted over it. The failure of any equipment or facility on our network could result in the interruption of customer service until we affect the necessary repairs or install replacement equipment. Network failures, delays and errors could also result from natural disasters, power losses, security breaches, computer viruses, distributed denial of service attacks and other natural or man-made events. Our off-net services are dependent on the network facilities of other providers or on local telephone companies. Network failures, faults or errors could cause delays or service interruptions, expose us to customer liability or require expensive modifications that could have a material adverse effect on our business.

As an Internet access provider, we may incur liabilities for information disseminated through our network.

The law relating to the liabilities of Internet access providers and on-line services companies for information carried on or disseminated through their networks is unsettled. As the law in this area develops and as we expand our international operations, the potential imposition of liabilities upon us for information carried on and disseminated through our network could require us to implement measures to reduce our exposure to such liabilities, which may require the expenditure of substantial resources or the discontinuation of certain products or service offerings. Any costs that are incurred as a result of such measures or the imposition of liabilities could have a material adverse effect on our business.

The holders of our senior convertible notes have the right to convert their notes to common stock.

The holders of our senior convertible notes are under certain circumstances able to convert their notes into common stock and to obtain additional shares of common stock. If our share price exceeds the conversion price and the conversion rights are exercised by the holders of the convertible notes the number of our shares of common stock outstanding will increase which could reduce further appreciation in our stock price and impact our per share earnings and dividend payments. Rather than issue the stock we are permitted to pay the cash equivalent in value to the stock to be issued. We also have the right to call or redeem the convertible notes at any time after June 20, 2014. We might not have sufficient funds to do this, we may incur additional debt obligations and doing so might have other detrimental impacts on us.

Changes in laws, rules, and enforcement could adversely affect us.

As an Internet service provider, we are not subject to substantial regulation by the FCC or the state public utilities commissions in the United States. However, the FCC has recently promulgated limited rules applicable to Internet service providers and proposed changes to the contribution mechanism for the U S universal service fund or its successor broadband fund the Connect America Fund that might require contributions from Internet service providers. Internet service is also subject

Table of Contents

to minimal regulation in Western Europe and in Canada. In Eastern Europe and Mexico the regulation is greater, though not as extensive as the regulation for providers of voice services. If we decide to offer traditional voice services or otherwise expand our service offerings to include services that would cause us to be deemed a common carrier, we will become subject to additional regulation. Additionally, if we offer voice service using IP (VOIP) or offer certain other types of data services using IP we may become subject to additional regulation. This regulation could impact our business because of the costs and time required to obtain necessary authorizations, the additional taxes that we may become subject to or may have to collect from our customers, and the additional administrative costs of providing these services, and other costs. Even if we do not decide to offer additional services, governmental authorities may decide to impose additional regulation and taxes upon providers of Internet service. All of these matters could inhibit our ability to remain a low-cost carrier and could have a material adverse effect on our business, financial condition or results of operations.

Much of the law related to the liability of Internet service providers remains unsettled. Some jurisdictions have laws, regulations, or court decisions that impose obligations upon Internet access providers to restrict access to certain content. Other legal issues, such as the sharing of copyrighted information, trans-border data flow, unsolicited commercial email ("spam"), universal service, and liability for software viruses could become subjects of additional legislation and legal development and changes in enforcement policies. We cannot predict the impact of these changes on us. They could have a material adverse effect on our business, financial condition and our results of operations.

Governments may assert that we are liable for taxes which we have not collected from our customers and we may have to begin collecting a multitude of taxes if the US Internet Tax Freedom Act expires and if the Federal Communications Commission subjects Internet services to the universal service fund tax.

In the US Internet services are generally not subject to taxes. Consequently, in the US we collect few taxes from our customers even though most telecommunications services are subject to numerous taxes. Various local jurisdictions have asserted that some of our services should be subject to local taxes. If such jurisdictions assess taxes on prior years we may be subject to a liability for unpaid taxes that we may be unable to collect from our customers. Further, the US Internet Tax Freedom Act expires in November 2014. If it is allowed to expire we will become subject to numerous taxes that we will need to collect from our customers. The process of implementing a system to properly bill and collect such taxes may require significant resources. In addition, the US Federal Communications Commission is considering changes to its universal services fund that could result in its application to Internet services. This too would require that we expend resources to collect this tax. Finally, the cumulative effect of these taxes levied on Internet services could discourage potential customers from using Internet services to replace traditional telecommunication services and negatively impact our ability to grow our business.

Terrorist activity throughout the world, military action to counter terrorism and natural disasters could adversely impact our business.

The continued threat of terrorist activity and other acts of war or hostility have had, and may continue to have, an adverse effect on business, financial and general economic conditions internationally. Effects from these events and any future terrorist activity, including cyber terrorism, may, in turn, increase our costs due to the need to provide enhanced security, which would adversely affect our business and results of operations. These circumstances may also damage or destroy the Internet infrastructure and may adversely affect our ability to attract and retain customers, our ability to raise capital and the operation and maintenance of our network access points. We are particularly vulnerable to acts of terrorism because our largest customer concentration is located in New York, our headquarters is in Washington, D.C., and we have significant operations in Paris, Madrid and London, cities that have historically been targets for terrorist attacks. We are also susceptible to other catastrophic events such as major natural disasters, extreme weather, fire or similar events that could

Table of Contents

affect our headquarters, other offices, our network, infrastructure or equipment, which could adversely affect our business.

If we do not comply with laws regarding corruption and bribery, we may become subject to monetary or criminal penalties.

The US Foreign Corrupt Practices Act generally prohibits companies and their intermediaries from bribing foreign officials for the purpose of obtaining or keeping business. Other countries have similar laws to which we are subject. We currently take precautions to comply with these laws. However, these precautions may not protect us against liability, particularly as a result of actions that may be taken in the future by agents and other intermediaries through whom we have exposure under these laws even though we may have limited or no ability to control such persons. Our competitors include foreign entities that are not subject to the US Foreign Corrupt Practices Act or laws of similar stringency, and hence we may be at a competitive disadvantage.

Allegations that the US Government has intercepted Internet traffic may discourage use of the Internet and the use of US based Internet service providers.

Recent allegations have been made that the US Government (through its National Security Agency) and other governments have allegedly intercepted Internet traffic on a massive scale. It has also been alleged that user information has been collected from various Internet-based services with and without the cooperation of the companies providing those services. Such allegations may discourage individuals and organizations from making use of Internet-based services due to privacy concerns and concerns that proprietary data can be compromised, This could impact our ability to grow our business, especially because we and other companies headquartered in the United States may be less favored by customers that perceive a connection between the activities of the US Government and US companies.

Risk Factors Related to Our Indebtedness

We have substantial debt which we may not be able to repay when due.

Our total indebtedness, net of discount, at December 31, 2013 was $496.1 million. As of December 31, 2013, we have $92.0 million of face value of senior convertible notes outstanding. The holders of the convertible notes have the right to compel us to repurchase for cash on June 15, 2014, June 15, 2017 and June 15, 2022, all or some of their convertible notes. Our convertible notes include an "Irrevocable Election of Settlement" whereby we may choose, in our sole discretion, and without the consent of the holders of the convertible notes, to waive our right to settle the conversion feature in either cash or stock or in any combination at our option. The convertible notes may be redeemed by us at any time after June 20, 2014 at a redemption price of 100% of the principal amount plus accrued interest. In January 2011 we issued $175.0 million in senior secured notes and in August 2013 we issued $65.0 million in senior secured notes. These $240.0 million of senior secured notes are due in 2018 and require interest payments totaling $20.1 million per year. All of our noteholders have the right to be paid the principal upon default and upon certain designated events, such as certain changes of control. Our total indebtedness at December 31, 2013 also includes $161.8 million of capital lease obligations for dark fiber primarily under 15 - 20 year IRUs. The amount of our IRU capital lease obligations may be impacted due to our expansion activities, the timing of payments and fluctuations in foreign currency rates. We may not have sufficient funds to pay the interest and principal related to these obligations at the time we are obligated to do so, which could result in bankruptcy, or we may only be able to raise the necessary funds on unfavorable terms.

We began making dividend payments in the third quarter of 2012. In addition to our regular quarterly dividends, our board of directors has approved an additional return of capital program (the "Capital Program") for our shareholders. Under the Capital Program we plan on returning capital to

Table of Contents

our shareholders each quarter through either stock buybacks or a special dividend or a combination of stock buybacks and a special dividend. These payments reduce our cash balances and may impact our ability to pay the interest and principal on our debt obligations at the time we are obligated to do so.

Our substantial level of indebtedness could adversely affect our financial condition and prevent us from fulfilling our obligations under our notes and our other indebtedness.

We have substantial indebtedness. Our substantial debt may have important consequences. For instance, it could:

- make it more difficult for us to satisfy our financial obligations, including those relating to our debt;
- require us to dedicate a substantial portion of any cash flow from operations to the payment of interest and principal due under our debt, which will reduce funds available for other business purposes, including the growth of our operations, capital expenditures and acquisitions;
- place us at a competitive disadvantage compared with some of our competitors that may have less debt and better access to capital resources; and
- limit our ability to obtain additional financing required to fund working capital and capital expenditures, for strategic acquisitions and for other general corporate purposes.

Our ability to satisfy our obligations and to reduce our total debt depends on our future operating performance and on economic, financial, competitive and other factors, many of which are beyond our control. Our business may not generate sufficient cash flow, and future financings may not be available to provide sufficient net proceeds, to meet these obligations or to successfully execute our business strategy.

Despite our leverage we may still be able to incur more debt. This could further exacerbate the risks that we and our subsidiaries face.

We and our subsidiaries may incur additional indebtedness, including additional secured indebtedness, in the future. The terms of our debt indentures restrict, but do not completely prohibit, us from doing so. In addition, the indentures allow us to issue additional notes and other indebtedness secured by the collateral under certain circumstances. Moreover, we are not prevented from incurring other liabilities that do not constitute indebtedness, including additional capital lease obligations in the form of IRUs. These liabilities may represent claims that are effectively prior to the claims of our note holders. If new debt or other liabilities are added to our debt levels the related risks that we and our subsidiaries now face could intensify.

The agreements governing our various debt obligations impose restrictions on our business and could adversely affect our ability to undertake certain corporate actions.

The agreements governing our various debt obligations, include covenants imposing significant restrictions on our business. These restrictions may affect our ability to operate our business and may limit our ability to take advantage of potential business opportunities as they arise. These covenants place restrictions on our ability to, among other things:

- incur additional debt;
- create liens;
- make certain investments;

enter into certain transactions with affiliates;

declare or pay dividends, redeem stock or make other distributions to stockholders; and

Table of Contents

consolidate, merge or transfer or sell all or substantially all of our assets.

Our ability to comply with these agreements may be affected by events beyond our control, including prevailing economic, financial and industry conditions. These covenants could have an adverse effect on our business by limiting our ability to take advantage of financing, merger and acquisition or other corporate opportunities. The breach of any of these covenants or restrictions could result in a default under the agreements governing our debt obligations.

To service our indebtedness, we will require a significant amount of cash. However, our ability to generate cash depends on many factors many of which are beyond our control.

Our ability to make payments on and to refinance our indebtedness and to fund planned capital expenditures will depend on our ability to generate cash in the future, which, in turn, is subject to general economic, financial, competitive, regulatory and other factors, many of which are beyond our control.

Our business may not generate sufficient cash flow from operations and we may not have available to us future borrowings in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. In these circumstances, we may need to refinance all or a portion of our indebtedness on or before maturity. We may not be able to refinance any of our indebtedness on commercially reasonable terms or at all. Without this financing, we could be forced to sell assets or secure additional financing to make up for any shortfall in our payment obligations under unfavorable circumstances. However, we may not be able to secure additional financing on terms favorable to us or at all and, in addition, the terms of the indentures governing our notes limit our ability to sell assets and also restrict the use of proceeds from such a sale. We may not be able to sell assets quickly enough or for sufficient amounts to enable us to meet our obligations, including our obligations under our notes.

ITEM 2. PROPERTIES

We lease space for offices, data centers, colocation facilities, and points-of-presence.

Our headquarters facility consists of approximately 15,350 square feet located in Washington, D.C. The lease for our headquarters is with an entity controlled by our Chief Executive Officer. The lease expires on August 31, 2015 and may be cancelled by the Company upon 60 days' notice.

We lease a total of approximately 635,000 square feet of space for our data centers, offices and operations centers. We believe that these facilities are generally in good condition and suitable for our operations.

ITEM 3. LEGAL PROCEEDINGS

We are involved in legal proceedings in the normal course of our business that we do not expect to have a material adverse effect on our business, financial condition or results of operations. For a discussion of the significant proceedings in which we are involved, see Note 6 to our consolidated financial statements.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

Table of Contents

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our sole class of common equity is our common stock, par value $0.001, which is currently traded on the NASDAQ Global Select Market under the symbol "CCOI." Prior to March 6, 2006, our common stock traded on the American Stock Exchange under the symbol "COI." Prior to February 5, 2002, no established public trading market for our common stock existed.

As of February 1, 2014, there were approximately 170 holders of record of shares of our common stock holding 47,396,659 shares of our common stock.

The table below shows, for the quarters indicated, the reported high and low trading prices of our common stock.

	High	Low
Calendar Year 2012		
First Quarter	$ 20.24	$ 14.50
Second Quarter	19.65	16.67
Third Quarter	23.01	17.54
Fourth Quarter	23.77	20.30
Calendar Year 2013		
First Quarter	$ 26.69	$ 22.79
Second Quarter	29.78	25.30
Third Quarter	33.10	28.05
Fourth Quarter	41.25	31.66

Dividends on common stock

Dividend payments are recorded in our accumulated deficit. Dividends on unvested restricted shares of common stock are paid as the awards vest. Our initial dividend payment was made in the third quarter of 2012.

In addition to our regular quarterly dividends, our board of directors has approved an additional return of capital program (the "Capital Program") for our shareholders. Under the Capital Program we plan on returning capital to our shareholders each quarter through either stock buybacks or a special dividend or a combination of stock buybacks and a special dividend. The initial aggregate payment under the Capital Program was at least $10.0 million each quarter and was increased to be at least $10.5 million each quarter. Amounts paid under our Capital Program are in addition to our regular quarterly dividend payments. The initial $10.0 million ($0.22 per share) quarterly dividend payment under the Capital Program was paid to holders of record on November 27, 2013 on December 20, 2013. The dividend paid on December 20, 2013 totaled $0.37 per share (our regular quarterly dividend of $0.15 per share and $0.22 per share under our Capital Program). On February 19, 2014, our board of directors approved the payment of our regular quarterly dividend of $0.16 per common share and a $10.5 million dividend ($0.23 per share) under our Capital Program. The total dividend for the first quarter of 2014 of $0.39 per share will be paid to holders of record on March 7, 2014. The estimated $17.9 million dividend payment is expected to be made on March 27, 2014.

Table of Contents

A summary of our quarterly dividends paid since our initial dividend payment is as follows (in thousands except per share amounts):

Dividend Period	Amount per Common Share	Record Date	Payment Date	Dividends Paid
Q3 2012	$ 0.10	August 22, 2012	September 12, 2012	$ 4,537
Q4 2012	$ 0.11	November 21, 2012	December 12, 2102	$ 5,012
Q1 2013	$ 0.12	March 4, 2013	March 15, 2013	$ 5,489
Q2 2013	$ 0.13	May 31, 2013	June 18, 2013	$ 6,145
Q3 2013	$ 0.14	September 5, 2013	September 25, 2013	$ 6,512
Q4 2013	$ 0.37	November 27, 2013	December 20, 2013	$ 17,206

The payment of any future dividends and any other returns of capital will be at the discretion of our board of directors and may be reduced, eliminated or increased and will be dependent upon our financial position, results of operations, available cash, cash flow, capital requirements and other factors deemed relevant by our board of directors.

On January 26, 2011 and on August 19, 2013, we issued our 8.375% Senior Secured Notes (the "Senior Notes") due February 15, 2018, for aggregate principal amounts of $175.0 million and $65.0 million, respectively, in private offerings for resale to qualified institutional buyers pursuant to SEC Rule 144A. The Senior Notes are secured and bear interest at 8.375% per annum. Interest is payable in cash semiannually in arrears on February 15 and August 15, of each year. On January 26, 2011, we received net proceeds of $170.5 million after deducting $4.5 million of issuance costs from issuing $175.0 million of Senior Notes. On August 19, 2013, we received net proceeds of approximately $69.9 million after deducting $1.0 million of issuance costs from issuing $65.0 million of Senior Notes. The Senior Notes sold in August 2013 were sold at 109.00% of par value. The $5.9 million premium is being amortized as a reduction to interest expense to the maturity date using the effective interest rate method. The indenture governing the Senior Notes, among other things, limits our ability and a guarantors' ability to incur indebtedness; to pay dividends or make other distributions; to make certain investments and other restricted payments; to create liens; consolidate, merge, sell or otherwise dispose of all or substantially all of its assets; to incur restrictions on the ability of a subsidiary to pay dividends or make other payments; and to enter into certain transactions with our affiliates.

Table of Contents

Performance Graph

Our common stock currently trades on the NASDAQ Global Select Market. The chart below compares the relative changes in the cumulative total return of our common stock for the period from December 31, 2008 to December 31, 2013, against the cumulative total return for the same period of the (1) The Standard & Poor's 500 (S&P 500) Index and (2) the NASDAQ Telecommunications Index. The comparison below assumes $100 was invested on December 31, 2008 in our common stock, the S&P 500 Index and the NASDAQ Telecommunications Index, with dividends, if any, reinvested.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Cogent Communications Group, the S&P 500 Index,
and the NASDAQ Telecommunications index

*

$100 invested on 12/31/08 in stock or index, including reinvestment of dividends.

Fiscal year ending December 31.

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	12/08	12/09	12/10	12/11	12/12	12/13
Cogent Communications Group	$ 100.00	$ 151.00	$ 216.54	$ 258.65	$ 350.28	$ 640.35
S&P 500 Index	100.00	126.46	145.51	148.59	172.37	228.19
NASDAQ Telecommunications Index	100.00	137.81	148.84	131.52	136.58	189.00

Issuer Purchases of Equity Securities

In February 2011, we announced that our Board of Directors had authorized a plan to permit the repurchase of up to $50.0 million of our common stock in negotiated and open market transactions. As of December 31, 2013, we had purchased 306,940 shares of our common stock

pursuant to this authorization for an aggregate of $4.2 million; approximately $45.8 million remained available for such negotiated and open market transactions concerning our common stock through February 2015. We

Table of Contents

may purchase shares and our convertible notes from time to time depending on market, economic, and other factors.

There were no common stock repurchases made in 2013 made pursuant to this authorization.

Equity Compensation Plan Information

The information required by this Item 5 regarding Securities Authorized for Issuance Under Equity Compensation Plans is incorporated in this report by reference to the information set forth under the caption "Equity Plan Information" in our 2014 Proxy Statement.

ITEM 6. SELECTED CONSOLIDATED FINANCIAL DATA

The annual financial information set forth below has been derived from our audited consolidated financial statements. The information should be read in connection with, and is qualified in its entirety by reference to, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of

Table of Contents

Operations", the consolidated financial statements and notes included elsewhere in this report and in our SEC filings.

	Years Ended December 31,				
	2013	2012	2011	2010	2009
	(dollars in thousands)				
CONSOLIDATED STATEMENT OF OPERATIONS DATA:					
Service revenue	$ 347,979	$ 316,973	$ 305,500	$ 263,416	$ 235,807
Operating expenses:					
Network operations	149,718	143,113	131,650	118,653	102,603
Equity-based compensation expense network operations	507	529	510	370	172
Selling, general, and administrative	79,030	72,091	69,799	65,793	68,470
Equity-based compensation expense SG&A	8,212	7,794	7,185	6,267	8,435
Asset impairments				594	
Depreciation and amortization	64,358	62,478	59,850	56,524	59,913
Total operating expenses	301,825	286,005	268,994	248,201	239,593
Operating income (loss)	46,154	30,968	36,506	15,215	(3,786)
Gains lease obligation restructurings and releases			2,739		
Interest expense and other, net	(39,167)	(34,468)	(33,663)	(15,723)	(14,612)
Income (loss) before income taxes	6,987	(3,500)	5,582	(508)	(18,398)
Income tax benefit (provision)	49,702	(751)	1,960	1,177	1,247
Net income (loss)	$ 56,689	$ (4,251)	$ 7,542	$ 669	$ (17,151)
Net income (loss) per common share basic	$ 1.22	$ (0.09)	$ 0.17	$ 0.01	$ (0.39)
Net income (loss) income per common share diluted	$ 1.21	$ (0.09)	$ 0.17	$ 0.01	$ (0.39)
Dividends declared per common share	$ 0.76	$ 0.21	$	$	$
Weighted-average common shares basic	46,286,735	45,514,844	45,180,485	44,633,878	44,028,736

Weighted-average common shares diluted	46,996,804	45,514,844	45,704,052	44,790,753	44,028,736
CONSOLIDATED BALANCE SHEET DATA (AT PERIOD END):					
Total assets	755,101	606,531	597,651	376,103	354,995
Long-term debt (including capital leases and current portion) (net of unamortized discount of $3,099, $9,494, $15,366, $20,758, and $25,708, respectively and net of unamortized premium of $5,423 in 2013)	496,081	395,432	386,308	182,925	175,934

Table of Contents

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis together with "Item 6. Selected Consolidated Financial Data" and our consolidated financial statements and related notes included in this report. The discussion in this report contains forward-looking statements that involve risks and uncertainties, such as statements of our plans, objectives, expectations and intentions. The cautionary statements made in this report should be read as applying to all related forward-looking statements wherever they appear in this report. Factors that could cause or contribute to these differences include those discussed in "Item 1A. Risk Factors," as well as those discussed elsewhere. You should read "Item 1A. Risk Factors" and "Special Note Regarding Forward-Looking Statements." Our actual results could differ materially from those discussed here. Factors that could cause or contribute to these differences include, but are not limited to:

Future economic instability in the global economy, which could affect spending on Internet services; the impact of changing foreign exchange rates (in particular the Euro to US dollar and Canadian dollar to US dollar exchange rates) on the translation of our non-US dollar denominated revenues, expenses, assets and liabilities; legal and operational difficulties in new markets; the imposition of a requirement that we contribute to the US Universal Service Fund; changes in government policy and/or regulation, including rules regarding data protection and cyber security; increasing competition leading to lower prices for our services; our ability to attract new customers and to increase and maintain the volume of traffic on our network; the ability to maintain our Internet peering arrangements on favorable terms; our reliance on an equipment vendor, Cisco Systems Inc., and the potential for hardware or software problems associated with such equipment; the dependence of our network on the quality and dependability of third-party fiber providers; our ability to retain certain customers that comprise a significant portion of our revenue base; the management of network failures and/or disruptions; and outcomes in litigation as well as other risks discussed from time to time in our filings with the Securities and Exchange Commission, including, without limitation, this annual report on Form 10-K for the fiscal year ended December 31, 2013.

General Overview

We are a leading facilities-based provider of low-cost, high-speed Internet access and IP communications services. Our network is specifically designed and optimized to transmit data using IP. We deliver our services primarily to small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations in North America, Europe and in Japan.

Our on-net service consists of high-speed Internet access and IP connectivity ranging from 100 Megabits per second to 10 Gigabits per second of bandwidth. We offer our on-net services to customers located in buildings that are physically connected to our network. We provide on-net Internet access to net-centric and corporate customers. Our net-centric customers include bandwidth-intensive users such as universities, other Internet service providers, telephone companies, cable television companies, web hosting companies, content delivery networks and commercial content and application providers. These net-centric customers generally receive our service in colocation facilities and in our data centers. Our corporate customers are located in multi-tenant office buildings and typically include law firms, financial services firms, advertising and marketing firms and other professional services businesses.

Our off-net services are sold to businesses that are connected to our network primarily by means of "last mile" access service lines obtained from other carriers, primarily in the form of point-to-point, Carrier Ethernet, TDM, POS, and/or SDH circuits. Our non-core services, which consist primarily of legacy services of companies whose assets or businesses we have acquired, primarily include voice services (only provided in Toronto, Canada). We do not actively market these non-core services and expect the service revenue associated with them to continue to decline.

Table of Contents

Our network is comprised of in-building riser facilities, metropolitan optical fiber networks, metropolitan traffic aggregation points and inter-city transport facilities. Our network is physically connected entirely through our facilities to 1,990 buildings in which we provide our on-net services, including 1,381 multi-tenant office buildings. We also provide on-net services in carrier-neutral colocation facilities, Cogent controlled data centers and single-tenant office buildings. Because of our integrated network architecture, we are not dependent on local telephone companies to serve our on-net customers. We emphasize the sale of our on-net services because we believe we have a competitive advantage in providing these services and these services generate gross profit margins that are greater than the gross profit margins of our off-net services.

We believe our key growth opportunity is provided by our high-capacity network, which provides us with the ability to add a significant number of customers to our network with minimal direct incremental costs. Our focus is to add customers to our network in a way that maximizes its use and at the same time provides us with a profitable customer mix. We are responding to this opportunity by increasing our sales and marketing efforts including increasing our number of sales representatives and expanding our network to locations that we believe can be economically integrated and represent significant concentrations of Internet traffic. One of our keys to developing a profitable business will be to carefully match the cost of extending our network to reach new customers with the revenue expected to be generated by those customers. In addition, we may add customers to our network through strategic acquisitions.

We believe some of the most important trends in our industry are the continued long-term growth in Internet traffic and a decline in Internet access prices on a per megabit basis. The effective price per megabit for our corporate customers is declining as the bandwidth utilization and connection size of our corporate customer connections increases. As Internet traffic continues to grow and prices per unit of traffic continue to decline, we believe we can continue to load our network and gain market share from less efficient network operators. However, continued erosion in Internet access prices will likely have a negative impact on the rate at which we can increase our revenues and our profitability. Our revenue may also be negatively affected if we are unable to grow our Internet traffic or if the rate of growth of Internet traffic does not offset the expected decline in per unit pricing. We do not know if Internet traffic will increase or decrease, or the rate at which it will grow or decrease. Changes in Internet traffic will be a function of the number of users, the amount of time users spend on the Internet, the applications for which the Internet is used, the bandwidth intensity of these applications and the pricing of Internet services, and other factors.

The growth in Internet traffic has a more significant impact on our net-centric customers who represent the majority of the traffic on our network and who tend to consume the majority of their allocated bandwidth on their connections. Net-centric customers tend to purchase their service on a price per megabit basis. Our corporate customers tend to utilize a small portion of their allocated bandwidth on their connections and tend to purchase their service on a per connection basis.

We are a facilities-based provider of Internet access and communications services. Facilities-based providers require significant physical assets, or network facilities, to provide their services. Typically when a facilities-based network services provider begins providing its services in a new jurisdiction losses are incurred for several years until economies of scale have been achieved. Our foreign operations are in Europe, Canada, Mexico and Japan. Europe accounts for roughly 75% of our foreign operations. Our European operations have incurred losses and will continue to do so until our European customer base and revenues have grown sufficiently to achieve economies of scale.

Due to our strategic acquisitions of network assets and equipment, we believe we are well positioned to grow our revenue base. We continue to purchase and deploy network equipment to parts of our network to maximize the utilization of our assets and to expand and increase the capacity of our network. Our future capital expenditures will be based primarily on the expansion of our network, the

Table of Contents

addition of on-net buildings and the concentration and growth of our customer base. We plan to continue to expand our network and to increase the number of on-net buildings we serve including multi-tenant office buildings and carrier neutral data centers. Many factors can affect our ability to add buildings to our network. These factors include the willingness of building owners to grant us access rights, the availability of optical fiber networks to serve those buildings, the cost to connect buildings to our network and equipment availability.

Results of Operations

Year Ended December 31, 2013 Compared to the Year Ended December 31, 2012

Our management reviews and analyzes several key financial measures in order to manage our business and assess the quality of and variability of our service revenue, operating results and cash flows. The following summary tables present a comparison of our results of operations for the years ended December 31, 2013 and 2012 with respect to certain key financial measures. The comparisons illustrated in the tables are discussed in greater detail below.

	Year Ended December 31,		Percent Change
	2013	2012	
	(in thousands)		
Service revenue	$ 347,979	$ 316,973	9.8%
On-net revenues	254,952	232,587	9.6%
Off-net revenues	91,119	81,928	11.2%
Non-core revenues	1,908	2,458	(22.4)%
Network operations expenses(1)	150,225	143,642	4.6%
Selling, general, and administrative expenses(2)	87,242	79,885	9.2%
Depreciation and amortization expenses	64,358	62,478	3.0%
Interest expense	41,797	36,319	15.1%
Income tax benefit (expense)	49,702	(751)	NM

NM Not meaningful

(1) Includes non-cash equity-based compensation expense of $507 and $529 for 2013 and 2012, respectively, which, if excluded would have resulted in a period-to-period change of 4.6%.

(2) Includes non-cash equity-based compensation expense of $8,212 and $7,794 for 2013 and 2012, respectively, which, if excluded would have resulted in a period-to-period change of 9.6%.

	Year Ended December 31,		Percent Change
	2013	2012	
Other Operating Data			
Average Revenue Per Unit (ARPU)			
ARPU on net	$ 658	$ 700	(5.9)%
ARPU off-net	$ 1,590	$ 1,629	(2.4)%
Average price per megabit	$ 2.61	$ 3.39	(22.9)%
Customer Connections end of period			
On-net	34,671	29,875	16.1%
Off-net	5,088	4,465	14.0%
Non-core	415	471	(11.9)%

Table of Contents

Service Revenue. Our service revenue increased 9.8% from $317.0 million for 2012 to $348.0 million for 2013. Exchange rates positively impacted the increase in service revenue by approximately $1.8 million. All foreign currency comparisons herein reflect results for 2013 translated at the average foreign currency exchange rates for 2012. For 2013 and 2012, on-net, off-net and non-core revenues represented 73.3%, 26.2% and 0.5% and 73.4%, 25.8% and 0.8% of our service revenue, respectively.

Revenue from our corporate and net-centric customers represented 51.6% and 48.4% of our service revenue, respectively, for 2013, and represented 51.5% and 48.5% of our service revenue, respectively, for 2012. Revenue from corporate customers increased 10.1% from $163.1 million for 2012 to $179.6 million for 2013. Revenue from our net-centric customers increased 9.4% from $153.8 million for 2012 to $168.4 million for 2013.

Our on-net revenue increased 9.6% from $232.6 million for 2012 to $255.0 million for 2013. We increased the number of our on-net customer connections by 16.1% to 34,671 at December 31, 2013 from 29,875 at December 31, 2012. On-net customer connections increased at a greater rate than on-net revenues due to a 5.9% decline in our on-net ARPU, primarily a decline in ARPU for our net centric customers. ARPU is determined by dividing revenue for the period by the average customer connections for that period. Our average price per megabit for our installed base of customers is determined by dividing the aggregate monthly recurring fixed charges for those customers by the aggregate committed data rate for those customers. The decline in on-net ARPU is partly attributed to volume and term based pricing discounts. Additionally, on-net customers who cancel their service from our installed base of customers, in general, have an ARPU that is greater than the ARPU for our new customers due to declining prices primarily for our on-net services sold to our net-centric customers. These trends resulted in a 5.9% reduction to our on-net ARPU and a 22.9% decline in our average price per megabit.

Our off-net revenue increased 11.2% from $81.9 million for 2012 to $91.1 million for 2013. Our off-net customer connections increased 14.0% from 4,465 at December 31, 2012 to 5,088 at December 31, 2013. Our off-net customer connections increased at a greater rate than our off-net revenue due to the 2.4% decrease in our off-net ARPU.

Our non-core revenue decreased 22.4% from $2.5 million for 2012 to $1.9 million for 2013. The number of our non-core customer connections decreased 11.9% from 471 at December 31, 2012 to 415 at December 31, 2013. We do not actively market these acquired non-core services and expect that the service revenue associated with them will continue to decline.

Network Operations Expenses. Network operations expenses include the costs of personnel associated with service delivery, network management, and customer support, network facilities costs, fiber and equipment maintenance fees, leased circuit costs, and access and facilities fees paid to building owners. Non-cash equity-based compensation expense is included in network operations expenses consistent with the classification of the employee's salary and other compensation. Our network operations expenses, including non-cash equity-based compensation expense, increased 4.6% from $143.6 million for 2012 to $150.2 million for 2013. The increase is primarily attributable to an increase in costs related to our network and facilities expansion activities and the increase in our off-net revenue. When we provide our off-net services we also assume the cost of the associated tail-circuits. The impact of exchange rates resulted in an increase of network operations expenses for 2013 of approximately $0.8 million.

Selling, General, and Administrative Expenses ("SG&A"). Our SG&A expenses, including non-cash equity-based compensation expense, increased 9.2% from $79.9 million for 2012 to $87.2 million for 2013. Non cash equity-based compensation expense is included in SG&A expenses consistent with the classification of the employee's salary and other compensation and was $7.8 million for 2012 and $8.2 million for 2013. SG&A expenses increased primarily from an increase in salaries and related costs

Table of Contents

required to support our expansion and increases in our sales efforts and our headcount. The impact of exchange rates resulted in an increase of approximately $0.5 million in SG&A expenses.

Depreciation and Amortization Expenses. Our depreciation and amortization expenses increased 3.0% from $62.5 million for 2012 to $64.4 million for 2013. The increase is primarily due to the depreciation expense associated with the increase related to newly deployed fixed assets more than offsetting the decline in depreciation expense from fully depreciated fixed assets. The impact of exchange rates resulted in an increase of approximately $0.3 million in depreciation and amortization expenses.

Interest Expense. Interest expense results from interest incurred on our $65.0 million of senior secured notes issued on August 19, 2013, our $175.0 million of senior secured notes issued on January 26, 2011, our $92.0 million of 1.00% convertible senior notes issued in June 2007, and interest on our capital lease obligations. Our interest expense increased 15.1% from $36.3 million for 2012 to $41.8 million for 2013. The increase is attributed to approximately $1.6 million of interest expense related to the issuance of our $65.0 million of Senior Secured Notes since they were outstanding for only a portion of 2013 and to an increase in our capital lease obligations. The impact of exchange rates resulted in an increase in our interest expense for 2013 of approximately $0.2 million.

Income Tax Benefit (Expense). Our income tax benefit was $49.7 million for 2013 and our income tax expense was $0.8 million for 2012. The net income tax benefit for 2013 includes income tax benefits of approximately $50.2 million resulting primarily from the reduction of the valuation allowance on net deferred tax assets related to our operations in the United States, and $0.5 million of income tax expense related to our European and Canadian operations. At each balance sheet date, we assess the likelihood that we will be able to realize our deferred tax assets. We consider all available positive and negative evidence in assessing the need for a valuation allowance. As of December 31, 2013, we recorded an income tax benefit of $50.2 million (including $49.3 million related to our US federal deferred tax assets) since we determined that we no longer required a valuation allowance against our US deferred tax assets. We continue to maintain a valuation allowance against our European and other foreign deferred tax assets and our deferred tax assets limited under Section 382 of the Internal Revenue Code in the United States. Section 382 limits the utilization of net operating losses when ownership changes, as defined by that section, occur. We have performed an analysis of our Section 382 ownership changes and we have determined that the utilization of certain of our net operating loss carryforwards in the United States is limited. Our net operating losses related to our foreign operations are generally not subject to similar limitations.

The net income tax expense for 2012 includes United States state income taxes of $1.4 million and a state income tax benefit of $2.4 million resulting from the reversal of uncertain tax benefits due to the expiration of specific state statutes of limitation and the closing of a state income tax audit, $1.7 million of income tax expense related to our Canadian operations and $0.1 million of income tax expense related to our European operations.

Buildings On-net. As of December 31, 2013 and 2012 we had a total of 1,990 and 1,867 on-net buildings connected to our network, respectively.

Year Ended December 31, 2012 Compared to the Year Ended December 31, 2011

Our management reviews and analyzes several key financial measures in order to manage our business and assess the quality of and variability of our service revenue, operating results and cash flows. The following summary tables present a comparison of our results of operations for the years

Table of Contents

ended December 31, 2012 and 2011 with respect to certain key financial measures. The comparisons illustrated in the tables are discussed in greater detail below.

	Year Ended December 31,		Percent Change
	2012	2011	
	(in thousands)		
Service revenue	$ 316,973	$ 305,500	3.8%
On-net revenues	232,587	233,012	(0.2)%
Off-net revenues	81,928	69,640	17.6%
Non-core revenues	2,458	2,848	(13.7)%
Network operations expenses(1)	143,642	132,160	8.7%
Selling, general, and administrative expenses(2)	79,885	76,984	3.8%
Depreciation and amortization expenses	62,478	59,850	4.4%
Interest expense	36,318	34,511	5.2%
Release of lease obligation -gain		2,739	NM
Income tax (expense) benefit	(751)	1,960	NM

NM Not meaningful

(1) Includes non-cash equity-based compensation expense of $529 and $510 for 2012 and 2011, respectively, which, if excluded would have resulted in a period-to-period change of 8.7%.

(2) Includes non-cash equity-based compensation expense of $7,794 and $7,185 for 2012 and 2011, respectively, which, if excluded would have resulted in a period-to-period change of 3.3%.

	Year Ended December 31,		Percent Change
	2012	2011	
Other Operating Data			
Average Revenue Per Unit (ARPU)			
ARPU on net	$ 700	$ 837	(16.4)%
ARPU off-net	$ 1,629	$ 1,560	4.5%
Average Price per Megabit	$ 3.39	$ 3.62	(6.4)%
Customer Connections end of period			
On-net	29,875	25,518	17.1%
Off-net	4,465	3,915	14.0%
Non-core	471	565	(16.6)%

Service Revenue. Our service revenue increased 3.8% from $305.5 million for 2011 to $317.0 million for 2012. Exchange rates negatively impacted the increase in service revenue by approximately $5.4 million. All foreign currency comparisons herein reflect results for 2012 translated at the average foreign currency exchange rates for 2011. For 2012 and 2011, on-net, off-net and non-core revenues represented 73.4%, 25.8% and 0.8% and 76.3%, 22.8% and 0.9% of our service revenue, respectively. In January 2012, our largest (net-centric) customer, who represented approximately 5.5% of our 2011 service revenue, was indicted by the US government and as a result our on-net service to this customer and the associated revenue terminated in January 2012. The loss of this on-net net-centric customer negatively impacted our revenue growth rate in 2012.

Revenue from our corporate and net-centric customers represented 51.5% and 48.5% of our service revenue, respectively, for 2012, and represented 48.9% and 51.1% of our service revenue,

Table of Contents

respectively, for 2012. Revenue from corporate customers increased 9.2% from $149.4 million for 2011 to $163.1 million for 2012. Revenue from our net-centric customers decreased 1.4% from $156.1 million for 2011 to $153.8 million for 2012. The decrease in net-centric revenue is attributed to the loss of our largest net-centric customer noted above.

Our on-net revenue decreased 0.2% from $233.0 million for 2011 to $232.6 million for 2012. We increased the number of our on-net customer connections by 17.1% to 29,875 at December 31, 2012 from 25,518 at December 31, 2011. The loss of our largest on-net customer in January 2012 and the negative impact of foreign exchange negatively impacted our on-net revenue growth rate from 2011 to 2012. Additionally, our on-net customer connections increased at a greater rate than our on-net revenue due to a 16.4% decline in our on-net ARPU, resulting primarily from an ARPU reduction for our net-centric customers. ARPU is determined by dividing revenue for the period by the average customer connections for that period. Our average price per megabit for our installed base of customers is determined by dividing the aggregate monthly recurring fixed charges for those customers by the aggregate committed data rate for those customers. The decline in on-net ARPU is partly attributed to volume and term based pricing discounts. Further, our on-net customers who cancel their service from our installed base of customers, in general, have an ARPU that is greater than the ARPU from our new on-net customers primarily due to declining prices for our on-net services sold to our net-centric customers. These trends and events resulted in a 16.4% reduction to our on-net ARPU and a 6.4% decline in our average price per megabit.

Our off-net revenue increased 17.6% from $69.6 million for 2011 to $81.9 million for 2012. Our off-net customer connections increased 14.0% from 3,915 at December 31, 2011 to 4,465 at December 31, 2012. Our off-net revenue increased at a greater rate than our off-net customer connections due to a 4.5% increase in our off-net ARPU. During 2012, our off-net customers who canceled their service with us, in general, had an ARPU that was lower than our new off-net customers who generally purchased higher-bandwidth connections which carry a higher ARPU.

Our non-core revenue decreased 13.7% from $2.8 million for 2011 to $2.5 million for 2012. The number of our non-core customer connections decreased 16.6% from 565 at December 31, 2011 to 471 at December 31, 2012. We do not actively market these acquired non-core services and expect that the service revenue associated with them will continue to decline.

Network Operations Expenses. Network operations expenses include the costs of personnel associated with service delivery, network management, and customer support, network facilities costs, fiber and equipment maintenance fees, leased circuit costs, and access and facilities fees paid to building owners. Non-cash equity-based compensation expense is included in network operations expenses consistent with the classification of the employee's salary and other compensation. Our network operations expenses, including non-cash equity-based compensation expense, increased 8.7% from $132.2 million for 2011 to $143.6 million for 2012. The increase is primarily attributable to an increase in costs related to our network and facilities expansion activities and the increase in our off-net revenue. When we provide our off-net services we also assume the cost of the associated tail-circuits. The impact of exchange rates resulted in a decrease of network operations expenses for 2012 of approximately $2.4 million.

Selling, General, and Administrative Expenses ("SG&A"). Our SG&A expenses, including non-cash equity-based compensation expense, increased 3.8% from $77.0 million for 2011 to $79.9 million for 2012. Non cash equity-based compensation expense is included in SG&A expenses consistent with the classification of the employee's salary and other compensation and was $7.2 million for 2011 and $7.8 million for 2012. There were no significant variations in the components of our SG&A expenses from the year ended December 31, 2011 to the year ended December 31, 2012. The impact of exchange rates resulted in a decrease of approximately $1.3 million in SG&A expenses.

Table of Contents

Depreciation and Amortization Expenses. Our depreciation and amortization expenses increased 4.4% from $59.9 million for 2011 to $62.5 million for 2012. The increase is primarily due to the depreciation expense associated with the increase related to newly deployed fixed assets more than offsetting the decline in depreciation expense from fully depreciated fixed assets. The impact of exchange rates resulted in a decrease of approximately $0.8 million in depreciation and amortization expenses.

Interest Expense. Interest expense results from interest incurred on our $175.0 million of senior secured notes issued in January 2011, our $92.0 million of 1.00% convertible senior notes issued in June 2007, and interest on our capital lease obligations. Our interest expense increased 5.2% from $34.5 million for 2011 to $36.3 million for 2012. The increase is attributed to approximately $1.1 million of interest expense related to the issuance of our senior secured notes since they were outstanding for only a portion of 2011 and to an increase in our capital lease obligations. The impact of exchange rates resulted in a decrease in our interest expense for 2012 of approximately $0.5 million.

Release of Lease Obligation-Gain. In 2011, the requirements for extinguishment were met and we were released from an obligation under an IRU capital lease obligation totaling $2.7 million resulting in a gain. The IRU asset related to this obligation had been fully impaired in 2008 when it was determined that the IRU asset was no longer in use.

Income Tax Benefit (Expense). Our income tax benefit was $2.0 million for 2011 and our income tax expense was $0.8 million for 2012. The net income tax expense for 2012 includes US state income taxes of $1.4 million and a state income tax benefit of $2.4 million resulting from the reversal of uncertain tax benefits due to the expiration of specific state statutes of limitation and the closing of a state income tax audit, $1.7 million of income tax expense related to our Canadian operations and $0.1 million of income tax expense related to our European operations. The net income tax benefit for 2011 includes income tax expense for the United States of approximately $3.4 million related to state income taxes (including approximately $3.0 million related to uncertain tax benefits) an income tax benefit of $6.3 million resulting from the reduction of the valuation allowance on net deferred tax assets related to our operations in certain jurisdictions in the United States, and $0.9 million of income tax expense related to our European and Canadian operations.

Buildings On-net. As of December 31, 2012 and 2011 we had a total of 1,867 and 1,744 on-net buildings connected to our network, respectively.

Liquidity and Capital Resources

In assessing our liquidity, management reviews and analyzes our current cash balances, short-term investments, accounts receivable, accounts payable, accrued liabilities, capital expenditure and operating expense commitments, and required capital lease, interest and debt payments and other obligations.

The following table sets forth our consolidated cash flows for the years ended December 31, 2013, 2012, and 2011.

	Year Ended December 31,		
	2013	2012	2011
	(in thousands)		
Net cash provided by operating activities	$ 81,851	$ 79,943	$ 75,814
Net cash used in investing activities	(48,981)	(44,196)	(45,812)
Net cash provided by (used in) financing activities	24,584	(27,204)	152,636
Effect of exchange rates on cash	127	535	(714)
Net increase in cash and cash equivalents during the year	$ 57,581	$ 9,078	$ 181,924

Table of Contents

Net Cash Provided By Operating Activities. Our primary source of operating cash is receipts from our customers who are billed on a monthly basis for our services. Our primary uses of operating cash are payments made to our vendors, employees and interest payments made to our capital lease vendors and our note holders. Net cash provided by operating activities was $81.9 million for 2013, $79.9 million for 2012 and $75.8 million for 2011. The increases in cash provided by operating activities are primarily due to increases in our operating profit. Cash provided by operating activities for 2013, 2012 and 2011 includes interest payments of $14.7 million, $14.7 million and $8.1 million, respectively, under our senior secured notes, further described below. The initial $2.7 million semi-annual interest payment on our $65.0 million of senior secured notes was paid in February 2014. Our future operating cash flow will be impacted by annual interest payments of $20.1 million related to our senior secured notes on our $240.0 million of senior secured notes.

Net Cash Used In Investing Activities. Net cash used in investing activities was $49.0 million for 2013, $44.2 million for 2012 and $45.8 million for 2011. Our primary use of investing cash is for purchases of property and equipment. These amounts were $49.0 million, $44.3 million and $45.9 million for 2013, 2012 and 2011, respectively. The annual changes in purchases of property and equipment are primarily due to the timing and scope of our network expansion activities including geographic expansion and adding buildings to our network.

Net Cash Provided By (Used In) Financing Activities. Financing activities provided cash of $24.6 million for 2013 and $152.6 million for 2011. Financing activities used cash of $27.2 million for 2012. Our use of financing cash includes principal payments under our capital lease obligations. These amounts were $11.2 million, $16.8 million and $15.5 million for 2013, 2012 and 2011, respectively. Our financing activities include amounts paid under our stock buyback program. These amounts were $3.0 million for 2011 and $1.3 million for 2012. There were no stock purchases in 2013. Our financing activities also include proceeds from our debt offerings and dividend payments. In August 2013, we received $69.9 million of net proceeds from the issuance of $65.0 million of senior secured notes after deducting $1.0 million of issuance costs that were issued at a premium of $5.9 million. In January 2011, we issued $175.0 million of senior secured notes and received net proceeds of approximately $170.5 million after deducting $4.5 million of issuance costs. We began paying a quarterly dividend on our common stock in the third quarter of 2012. During 2012 we paid $9.5 million for our third and fourth quarter dividend payments. During 2013 we paid $35.4 million for our quarterly 2013 dividend payments.

Indebtedness

Our total indebtedness, net of discount, at December 31, 2013 was $496.1 million. Our total indebtedness at December 31, 2013 includes $161.8 million of capital lease obligations for dark fiber primarily under 15-20 year IRUs. Our total cash and cash equivalents were $304.9 million at December 31, 2013.

Senior Secured Notes

On January 26, 2011 and on August 19, 2013, we issued our 8.375% Senior Secured Notes (the "Senior Notes") due February 15, 2018, for aggregate principal amounts of $175.0 million and $65.0 million, respectively, in private offerings for resale to qualified institutional buyers pursuant to SEC Rule 144A. The Senior Notes are secured and bear interest at 8.375% per annum. Interest is payable in cash semiannually in arrears on February 15 and August 15, of each year. On January 26, 2011, we received net proceeds of $170.5 million after deducting $4.5 million of issuance costs from issuing $175.0 million of Senior Notes. On August 19, 2013, we received net proceeds of approximately $69.9 million after deducting $1.0 million of issuance costs from issuing $65.0 million of Senior Notes. The Senior Notes sold in August 2013 were sold at 109.00% of par value. The $5.9 million premium is being amortized as a reduction to interest expense to the maturity date using the effective interest rate

Table of Contents

method. Issuance costs are included in deposits and other assets. The net proceeds from the Senior Notes are intended to be used for general corporate purposes, the buyback of our Convertible Notes if the holders exercise their put or if we exercise our right to redeem, and/or repurchases of our common stock or Convertible Notes or special or recurring dividends to our stockholders.

The Senior Notes are fully guaranteed on a senior secured basis, jointly and severally, by each of our existing domestic and future material domestic subsidiaries, subject to certain exceptions and permitted liens. Under certain circumstances, subsidiaries may be released from these guarantees without the consent of the holders of the Senior Notes. The Senior Notes and the guarantees are secured by (i) first priority liens on substantially all of our and our guarantors' assets, (ii) all of the equity interests in any of our domestic subsidiaries and (iii) 65% of the equity interests of our first-tier foreign subsidiaries held by us and our guarantors. The Senior Notes and the guarantees represent our and the guarantors' senior secured obligations and effectively rank equally and ratably with all of our and the guarantors' existing and future first lien obligations, to the extent of the value of the collateral securing such indebtedness, subject to permitted liens; are structurally subordinated to any existing and future indebtedness and liabilities of non-guarantor subsidiaries and rank equally in right of payment with all of our and the guarantors' existing and future senior indebtedness.

The Senior Notes may be redeemed, in whole or in part, at any time prior to February 15, 2015 at a price equal to 100% of the principal amount plus a "make-whole" premium, plus accrued and unpaid interest, if any, to the date of redemption. The Senior Notes are redeemable, in whole or in part, at any time on or after February 15, 2015 at the applicable redemption prices specified under the indenture governing the Senior Notes plus accrued and unpaid interest, if any, to the date of redemption. In addition, we may redeem up to 35% of the Senior Notes before February 15, 2014 with the net cash proceeds from certain equity offerings. If we experience specific kinds of changes of control, we must offer to repurchase all of the Senior Notes at a purchase price of 101% of their principal amount, plus accrued and unpaid interest, if any, to the repurchase date.

The indenture governing the Senior Notes, among other things, limits our ability and our guarantors' ability to incur indebtedness; to pay dividends or make other distributions; to make certain investments and other restricted payments; to create liens; consolidate, merge, sell or otherwise dispose of all or substantially all of our assets; to incur restrictions on the ability of a subsidiary to pay dividends or make other payments; and to enter into certain transactions with our affiliates.

Convertible Senior Notes

In June 2007, we issued our Convertible Notes due June 15, 2027, for an aggregate principal amount of $200.0 million in a private offering for resale to qualified institutional buyers pursuant to SEC Rule 144A. The Convertible Notes are unsecured and bear interest at 1.00% per annum. The Convertible Notes will rank equally with any future senior debt and senior to any future subordinated debt and will be effectively subordinated to all of our subsidiary's existing and future liabilities and to any secured debt that we may issue to the extent of the value of the collateral. Interest is payable in cash semiannually in arrears on June 15 and December 15, of each year, beginning on December 15, 2007. We received proceeds of approximately $195.1 million from the issuance of the Convertible Notes after deducting the original issue discount of 2.25% and issuance costs.

In 2008, we purchased $108.0 million of face value of our Convertible Notes for $48.6 million in cash in a series of transactions. These transactions resulted in a gain of $23.1 million in the year ended December 31, 2008. After these transactions there is $92.0 million of face value of our Convertible Notes outstanding. We may purchase additional Convertible Notes.

The Convertible Notes are convertible into shares of our common stock at a conversion price of $47.52 per share, or 21.043 shares for each $1,000 principal amount of Convertible Notes, subject to additional adjustment for certain events, including dividend payments, as set forth in the indenture.

Table of Contents

Upon conversion of the Convertible Notes, we will have the right to deliver shares of our common stock, cash or a combination of cash and shares of our common stock. The Convertible Notes are convertible (i) during any fiscal quarter after the fiscal quarter ending June 30, 2007, if the closing sale price of our common stock for 20 or more trading days in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter exceeds 130% of the conversion price in effect on the last trading day of the immediately preceding fiscal quarter, or (ii) specified corporate transactions occur, or (iii) the trading price of the Convertible Notes falls below a certain threshold, or (iv) if we call the Convertible Notes for redemption, or (v) on or after April 15, 2027, until maturity. In addition, following specified corporate transactions, we will increase the conversion rate for holders who elect to convert Convertible Notes in connection with such corporate transactions, provided that in no event may the shares issued upon conversion, as a result of adjustment or otherwise, result in the issuance of more than 36.8251 common shares per $1,000 principal amount. The Convertible Notes include an "Irrevocable Election of Settlement" whereby we may choose, in our sole discretion, and without the consent of the holders of the Convertible Notes, to waive our right to settle the conversion feature in either cash or stock or in any combination, at our option.

The Convertible Notes may be redeemed by us at any time after June 20, 2014 at a redemption price of 100% of the principal amount plus accrued interest. Holders of the Convertible Notes have the right to require us to repurchase for cash all or some of their Convertible Notes on June 15, 2014, 2017 and 2022 and upon the occurrence of certain designated events at a redemption price of 100% of the principal amount plus accrued interest. As of December 31, 2013, the Convertible Notes are classified as a current liability since the earliest put date in June 2014 is within one year.

Common Stock Buyback Program

In June 2007, we used approximately $50.1 million of the net proceeds from our issuance of our Convertible Notes to repurchase approximately 1.8 million shares of our common stock. In August 2007, our board of directors approved a $50.0 million common stock buyback program. In June 2008, our board of directors approved an additional $50.0 million for purchases of our common stock to occur prior to December 31, 2009. In February 2011, our board of directors approved an additional $50.0 million of purchases of our common stock. In the years ended December 31, 2011 and 2012, we purchased approximately 0.2 million, and 0.1 million shares of our common stock, respectively, for approximately $3.0 million and $1.3 million, respectively and there was $45.8 million available for additional purchases at December 31, 2013. There were no purchases in the year ended December 31, 2013. All purchased common shares were subsequently retired. In February 2014, our board of directors extended the February 2011 program through February 2015.

Dividends on Common Stock

Our initial quarterly dividend payment was made in the third quarter of 2012. In addition to our regular quarterly dividends, our board of directors has approved an additional return of capital program (the "Capital Program") for our shareholders. Under the Capital Program we plan on returning an additional capital to our shareholders each quarter through either stock buybacks or a special dividend or a combination of stock buybacks and a special dividend. The aggregate payment under the Capital Program initially was at least $10.0 million each quarter and was increased to be at least $10.5 million each quarter. Amounts paid under our Capital Program are in addition to our regular quarterly dividend payments. The initial $10.0 million ($0.22 per share) quarterly dividend payment under the Capital Program was paid to holders of record on November 27, 2013 on December 20, 2013. The total dividend paid on December 20, 2013 totaled $0.37 per share. On February 19, 2014, our board of directors approved the payment of our regular quarterly dividend of $0.16 per common share and a $10.5 million dividend ($0.23 per share) under our Capital Program. The total dividend for the first quarter of 2014 of $0.39 per share will be paid to holders of record on

Table of Contents

March 7, 2014. This estimated $17.9 million dividend payment is expected to be made on March 27, 2014.

A summary of our quarterly dividends paid since our initial dividend payment is as follows (in thousands except per share amounts):

Dividend Period	Amount per Common Share	Record Date	Payment Date	Dividends Paid
Q3 2012	$ 0.10	August 22, 2012	September 12, 2012	$ 4,537
Q4 2012	$ 0.11	November 21, 2012	December 12, 2102	$ 5,012
Q1 2013	$ 0.12	March 4, 2013	March 15, 2013	$ 5,489
Q2 2013	$ 0.13	May 31, 2013	June 18, 2013	$ 6,145
Q3 2013	$ 0.14	September 5, 2013	September 25, 2013	$ 6,512
Q4 2013	$ 0.37	November 27, 2013	December 20, 2013	$ 17,206

The payment of any future dividends and any other returns of capital will be at the discretion of our board of directors and may be reduced, eliminated or increased and will be dependent upon our financial position, results of operations, available cash, cash flow, capital requirements and other factors deemed relevant by our board of directors

Contractual Obligations and Commitments

The following table summarizes our contractual cash obligations and other commercial commitments as of December 31, 2013.

		Payments due by period			
	Total	Less than 1 year	1 - 3 years	3 - 5 years	After 5 years
			(in thousands)		
Convertible Notes(1)	$ 92,438	$ 92,438	$	$	$
Senior Notes(2)	330,450	20,100	40,200	270,150	
Capital lease obligations(3)	362,550	28,965	44,298	43,255	246,032
Operating leases and other(4)	343,831	54,053	82,963	58,784	148,031
Unconditional purchase obligations(5)	61,540	32,593	2,113	2,113	24,721
Total contractual cash obligations	$ 1,190,809	$ 228,149	$ 169,574	$ 374,302	$ 418,784

(1) The Convertible Notes are assumed to be outstanding until June 15, 2014 which is the earliest put date and these amounts include interest and principal payment obligations on the Convertible Notes to the put date.

(2) These amounts include interest and principal payment obligations on our $240.0 million of Senior Notes through the maturity date of February 15, 2018.

(3) The capital lease obligations above were incurred in connection with IRUs for inter-city and intra-city dark fiber underlying substantial portions of our network. These capital leases are presented on our balance sheet at the net present value of the future minimum lease payments, or $161.8 million at December 31, 2013. These leases generally have initial terms of 15 to 20 years

(4) These amounts include operating lease, building access and tenant license agreement obligations.

(5) These amounts include additional dark fiber IRU operating and capital lease agreements entered into prior to December 31, 2013 and amounts remaining under an equipment purchase agreement with a vendor which requires us to order network equipment through 2016.

Table of Contents

Due to uncertainty regarding the completion of tax audits and possible outcomes, an estimate of the timing of payments related to uncertain tax positions and interest cannot be made and these amounts are excluded from the contractual cash obligations above. See Note 5 Income Taxes.

Future Capital Requirements

We believe that our cash on hand and cash generated from our operating activities will be adequate to meet our working capital, capital expenditure, debt service, dividend payments and other cash requirements if we execute our business plan.

Any future acquisitions or other significant unplanned costs or cash requirements in excess of amounts we currently hold may require that we raise additional funds through the issuance of debt or equity. We cannot assure you that such financing will be available on terms acceptable to us or our stockholders, or at all. Insufficient funds may require us to delay or scale back the number of buildings and markets that we add to our network, reduce our planned increase in our sales and marketing efforts, or require us to otherwise alter our business plan or take other actions that could have a material adverse effect on our business, results of operations and financial condition. If issuing equity securities raises additional funds, substantial dilution to existing stockholders may result.

Off-Balance Sheet Arrangements

We do not have relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. In addition, we do not engage in trading activities involving non-exchange traded contracts. As such, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in these relationships.

Income Taxes

Section 382 of the Internal Revenue Code in the United States limits the utilization of net operating losses when ownership changes, as defined by that section, occur. We have performed an analysis of our Section 382 ownership changes and have determined that the utilization of certain of our net operating loss carryforwards in the United States is limited.

Critical Accounting Policies and Significant Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and the related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The accounting policies we believe to be most critical to understanding our financial results and condition or that require complex, significant and subjective management judgments are discussed below.

Table of Contents

Revenue Recognition

We recognize service revenue when the services are performed, evidence of an arrangement exists, the fee is fixed and determinable and collection is probable. Service discounts and incentives offered to certain customers are recorded as a reduction of revenue when granted. Fees billed in connection with customer installations are deferred and recognized ratably over the longer of estimated customer life or contract term. We determine the estimated customer life using a historical analysis of customer retention and contract terms. If our estimated customer life and contract terms increase, we will recognize installation revenue over a longer period. We expense the direct costs associated with sales as incurred.

Allowances for Sales Credits and Unfulfilled Customer Purchase Obligations

We have established allowances to account for sales credits and unfulfilled contractual purchase obligations.

Our allowance for sales credits is recorded as a reduction to our service revenue to provide for situations when customers are granted a service termination adjustment for amounts billed in advance or a service level agreement credit or discount. This allowance is determined by actual credits granted during the period and an estimate of unprocessed credits.

Our allowance for unfulfilled contractual customer purchase obligations is designed to account for the possible non-payment of amounts under agreements that we have with certain of our customers that place minimum purchase obligations on them. Although we vigorously seek payments due pursuant to these purchase obligations, we have historically collected only a small portion of these billed obligations. In order to allow for this, we reduce our gross service revenue by the amount that has been invoiced to these customers. We reduce this allowance and recognize the related service revenue only upon the receipt of cash payments in respect of these invoices. This allowance is determined by the amount of unfulfilled contractual purchase obligations invoiced to our customers and with respect to which we are continuing to seek payment.

Valuation Allowances for Doubtful Accounts Receivable and Deferred Tax Assets

We have established allowances associated with uncollectible accounts receivable and certain of our deferred tax assets.

Our valuation allowance for uncollectible accounts receivable is designed to account for the expense associated with accounts receivable that we estimate will not be collected. We assess the adequacy of this allowance by evaluating general factors, such as the length of time individual receivables are past due, historical collection experience, and changes in the credit-worthiness of our customers. We also assess the ability of specific customers to meet their financial obligations to us and establish specific allowances based on the amount we expect to collect from these customers. If circumstances relating to specific customers change or economic conditions change such that our past collections experience and assessment of the economic environment are no longer appropriate, our estimate of the recoverability of our trade receivables could be impacted.

Our valuation allowance for our net deferred tax asset reflects the uncertainty surrounding the realization of our net operating loss carry-forwards and our other deferred tax assets. Valuation allowances are established when management determines it is "more likely than not" that some portion or the entire deferred tax asset will not be realized. At each balance sheet date, we assess the likelihood that we will be able to realize our deferred tax assets. We consider all available positive and negative evidence, on a jurisdictional basis, in assessing the need for a valuation allowance including our operating results, ongoing tax planning, and our forecast of

Table of Contents

future taxable income. Significant judgment is required with respect to the determination of whether a valuation allowance is required for certain of our deferred tax assets.

Capital Lease Obligations

We record assets and liabilities under capital leases at the lesser of the present value of the aggregate future minimum lease payments or the fair value of the assets under lease. We establish the number of renewal option periods used in determining the lease term, if any, based upon our assessment at the inception of the lease of the number of option periods for which failure to renew the lease imposes a penalty on us in such amount that renewal appears to be reasonably assured. Useful lives are determined based on historical usage with consideration given to technological changes and trends in the industry that could impact the asset utilization. We estimate the fair value of leased assets primarily using estimated replacement cost data for similar assets.

Accruals for Contingencies

We estimate our litigation accruals based upon our estimate of the expected outcome after consultation with legal counsel. In the normal course of business we are involved in other legal activities and claims. Because such matters are subject to many uncertainties and the outcomes are not predictable with assurance, the liability related to these legal actions and claims cannot be determined with certainty. In accordance with the accounting guidance for contingencies, we accrue our estimate of a contingent liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Where it is probable that a liability has been incurred and there is a range of expected loss for which no amount in the range is more likely than any other amount, we accrue at the low end of the range. We review our accruals at least quarterly and adjust them to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular matter. Judgment is required in estimating the ultimate outcome of any dispute resolution process, as well as any other amounts that may be incurred to conclude the negotiations or settle any litigation. Actual results may differ from these estimates under different assumptions or conditions and such differences could be material.

We estimate our accruals for disputed leased circuit obligations based upon the nature and age of the dispute. Our network costs are impacted by the timing and amounts of disputed circuit costs. We generally record these disputed amounts when billed by the vendor and reverse these amounts when the vendor credit has been received or the dispute has otherwise been resolved.

Recent Accounting Pronouncements

Recent Accounting Pronouncements to be Adopted

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists*. Under current GAAP, there is no explicit guidance on the presentation of unrecognized tax benefits when such carryforwards exist, which has led to diversity in practice. ASU 2013-11 requires entities to present an unrecognized tax benefit as a reduction of a deferred tax asset for a net operating loss ("NOL") carryforward whenever the NOL or tax credit carryforward would be available to reduce the additional taxable income or tax due if the tax position is disallowed. The ASU is effective for fiscal years beginning after December 15, 2013, and interim periods within those years. The adoption of this guidance is not expected to have a material effect on our consolidated results of operations or financial condition.

Table of Contents

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain market risks. These risks, which include interest rate risk and foreign currency exchange risk, arise in the normal course of business rather than from trading activities.

Interest Rate Risk

Our cash flow exposure due to changes in interest rates related to our debt is limited as our Convertible Notes and Senior Notes have fixed interest rates. The fair value of our Convertible Notes and Senior Notes may increase or decrease for various reasons, including fluctuations in the market price of our common stock, fluctuations in market interest rates and fluctuations in general economic conditions.

Our interest income is sensitive to changes in the general level of interest rates. However, based upon the nature and current level of our investments, which consist of cash and cash equivalents, we believe that there is no material interest rate exposure related to our investments.

Foreign Currency Exchange Risk

Our operations outside of the US expose us to potentially unfavorable adverse movements in foreign currency rate changes. We have not entered into forward exchange contracts related to our foreign currency exposure. While we record financial results and assets and liabilities from our international operations in the functional currency, which is generally the local currency, these results are reflected in our consolidated financial statements in US dollars. Therefore, our reported results are exposed to fluctuations in the exchange rates between the US dollar and the local currencies, in particular the Euro, the Canadian dollar and Mexican Peso. In addition, we fund certain cash flow requirements of our international operations in US dollars. Accordingly, in the event that the local currencies strengthen versus the US dollar to a greater extent than planned, the revenues, expenses and cash flow requirements associated with our international operations may be significantly higher in US-dollar terms than planned. Changes in foreign currency rates could adversely affect our operating results.

Table of Contents

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

	Page
Report of Independent Registered Public Accounting Firm	44
Consolidated Balance Sheets as of December 31, 2013 and 2012	45
Consolidated Statements of Comprehensive Income (Loss) for Each of the Three Years Ended December 31, 2013	46
Consolidated Statements of Changes in Stockholders' Equity for Each of the Three Years Ended December 31, 2013	47
Consolidated Statements of Cash Flows for Each of the Three Years Ended December 31, 2013	48
Notes to Consolidated Financial Statements	49

Table of Contents

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Cogent Communications Group, Inc.

We have audited the accompanying consolidated balance sheets of Cogent Communications Group, Inc. and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of comprehensive income (loss), changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedule listed in the index at 15(a) 2. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Cogent Communications Group, Inc. and subsidiaries at December 31, 2013 and 2012, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Cogent Communications Group, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated February 28, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

McLean, VA
February 28, 2014

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

AS OF DECEMBER 31, 2013 AND 2012

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	2013	2012
Assets		
Current assets:		
Cash and cash equivalents	$ 304,866	$ 247,285
Accounts receivable, net of allowance for doubtful accounts of $1,871 and $3,083, respectively	30,628	23,990
Prepaid expenses and other current assets	18,777	9,978
Total current assets	354,271	281,253
Property and equipment:		
Property and equipment	985,084	889,229
Accumulated depreciation and amortization	(643,891)	(578,054)
Total property and equipment, net	341,193	311,175
Deferred tax assets noncurrent	50,861	5,546
Deposits and other assets ($448 and $442 restricted, respectively)	8,776	8,557
Total assets	$ 755,101	$ 606,531
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 14,098	$ 14,734
Accrued and other current liabilities	31,465	26,519
Convertible senior notes current portion, net of discount of $3,099	88,879	
Current maturities, capital lease obligations	9,252	10,487
Total current liabilities	143,694	51,740
Senior secured notes including premium of $5,423 and $0, respectively	245,423	175,000
Capital lease obligations, net of current maturities	152,527	127,461
Convertible senior notes, net of discount of $9,494		82,484
Other long term liabilities	19,965	10,067
Total liabilities	561,609	446,752
Commitments and contingencies		
Stockholders' equity:		
Common stock, $0.001 par value; 75,000,000 shares authorized; 47,334,218 and 47,116,644 shares issued and outstanding, respectively	47	47

Additional paid-in capital	508,256	497,349
Accumulated other comprehensive income	2,136	667
Accumulated deficit	(316,947)	(338,284)
Total stockholders' equity	193,492	159,779
Total liabilities and stockholders' equity	$ 755,101	$ 606,531

The accompanying notes are an integral part of these consolidated balance sheets.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

FOR EACH OF THE THREE YEARS ENDED DECEMBER 31, 2013

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	2013	2012	2011
Service revenue	$ 347,979	$ 316,973	$ 305,500
Operating expenses:			
Network operations (including $507, $529 and $510 of equity-based compensation expense, respectively, exclusive of amounts shown separately)	150,225	143,642	132,160
Selling, general, and administrative (including $8,212, $7,794 and $7,185 of equity-based compensation expense, respectively)	87,242	79,885	76,984
Depreciation and amortization	64,358	62,478	59,850
Total operating expenses	301,825	286,005	268,994
Operating income	46,154	30,968	36,506
Release of lease obligation			2,739
Interest income and other	2,630	1,851	848
Interest expense	(41,797)	(36,319)	(34,511)
Income (loss) before income taxes	6,987	(3,500)	5,582
Income tax benefit (expense)	49,702	(751)	1,960
Net income (loss)	$ 56,689	$ (4,251)	$ 7,542
Comprehensive income (loss):			
Net income (loss)	$ 56,689	$ (4,251)	$ 7,542
Foreign currency translation adjustment	1,469	1,249	(1,626)
Comprehensive income (loss)	$ 58,158	$ (3,002)	$ 5,916
Basic net income (loss) per common share	$ 1.22	$ (0.09)	$ 0.17
Diluted net income (loss) per common share	$ 1.21	$ (0.09)	$ 0.17

Dividends declared per common share	$ 0.76	$ 0.21	
Weighted-average common shares basic	46,286,735	45,514,844	45,180,485
Weighted-average common shares diluted	46,996,904	45,514,844	45,704,052

The accompanying notes are an integral part of these consolidated statements.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR EACH OF THE THREE YEARS ENDED DECEMBER 31, 2013

(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Total Stockholder's Equity
	Shares	Amount				
Balance at December 31, 2010	**45,838,510**	**$ 46**	**$ 482,737**	**$ 1,044**	**$ (332,026)**	**$ 151,801**
Forfeitures of shares granted to employees	(33,038)					
Equity-based compensation			8,620			8,620
Foreign currency translation				(1,626)		(1,626)
Issuances of common stock	224,920					
Exercises of options	95,311		633			633
Common stock purchases and retirement	(232,356)		(2,969)			(2,969)
Net income					7,542	7,542
Balance at December 31, 2011	**45,893,347**	**$ 46**	**$ 489,021**	**$ (582)**	**$ (324,484)**	**$ 164,001**
Forfeitures of shares granted to employees	(82,580)					
Equity-based compensation			9,164			9,164
Foreign currency translation				1,249		1,249
Issuances of common stock	1,338,120	1				1
Exercises of options	42,341		404			404
Common stock purchases and retirement	(74,584)		(1,265)			(1,265)
Excess income tax benefit			25			25
Dividends paid					(9,549)	(9,549)
Net (loss)					(4,251)	(4,251)
Balance at December 31, 2012	**47,116,644**	**$ 47**	**$ 497,349**	**$ 667**	**$ (338,284)**	**$ 159,779**
Forfeitures of shares granted to employees	(46,335)					
Equity-based compensation			9,557			9,557
Foreign currency translation				1,469		1,469

Issuances of common stock	175,500				
Exercises of options	88,409	1,218			1,218
Excess income tax benefit		132			132
Dividends paid				(35,352)	(35,352)
Net income				56,689	56,689
Balance at December 31, 2013	**47,334,218**	**$ 47**	**$ 508,256**	**$ 2,136**	**$ (316,947)**	**$ 193,492**

The accompanying notes are an integral part of these consolidated statements.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR EACH OF THE THREE YEARS ENDED DECEMBER 31, 2013

(IN THOUSANDS)

	2013	2012	2011
Cash flows from operating activities:			
Net income (loss)	$ 56,689	$ (4,251)	$ 7,542
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	64,358	62,478	59,850
Amortization of debt discount and premium	6,086	6,031	5,609
Equity-based compensation expense (net of amounts capitalized)	8,719	8,323	7,695
Gain release of lease obligation			(2,739)
Gains dispositions of assets and other, net	(1,001)	(971)	(96)
Deferred income taxes	(50,069)	2,692	(5,735)
Changes in operating assets and liabilities:			
Accounts receivable	(6,293)	1,247	(1,554)
Prepaid expenses and other current assets	(3,642)	459	(1,238)
Deposits and other assets	770	(436)	343
Accounts payable, accrued liabilities and other long-term liabilities	6,234	4,371	6,137
Net cash provided by operating activities	81,851	79,943	75,814
Cash flows from investing activities:			
Purchases of property and equipment	(49,031)	(44,337)	(45,856)
Proceeds from asset sales	50	141	44
Net cash used in investing activities	(48,981)	(44,196)	(45,812)
Cash flows from financing activities:			
Net proceeds from issuance of senior secured notes	69,882		170,512
Dividends paid	(35,352)	(9,549)	
Principal payments of capital lease obligations	(11,164)	(16,794)	(15,540)
Purchases of common stock		(1,265)	(2,969)
Proceeds from exercises of common stock options	1,218	404	633
Net cash provided by (used in) financing activities	24,584	(27,204)	152,636
Effect of exchange rate changes on cash	127	535	(714)
Net increase in cash and cash equivalents	57,581	9,078	181,924
Cash and cash equivalents, beginning of year	247,285	238,207	56,283

Cash and cash equivalents, end of year	$ 304,866	$ 247,285	$ 238,207

Supplemental disclosures of cash flow information:			
Cash paid for interest	$ 34,511	$ 26,107	$ 24,602
Cash paid for income taxes	822	428	810
Non-cash investing and financing activities:			
Capital lease obligations incurred	33,428	17,805	41,959
Fair value of equipment acquired in leases	8,029	273	2,365
Non-cash component of network equipment obtained in exchange transactions	934	1,126	

The accompanying notes are an integral part of these consolidated statements.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Description of the business and summary of significant accounting policies:

Description of the business

Cogent Communications Group, Inc. (the "Company") is a Delaware corporation and is headquartered in Washington, DC. The Company is a facilities-based provider of low-cost, high-speed Internet access and Internet Protocol ("IP") communications services. The Company's network is specifically designed and optimized to transmit data using IP. The Company delivers its services primarily to small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations in North America, Europe and Japan.

The Company offers on-net Internet access services exclusively through its own facilities, which run from its network to its customers' premises. The Company is not dependent on local telephone companies to serve its customers for its on-net Internet access services because of its integrated network architecture. The Company offers its on-net services to customers located in buildings that are physically connected to its network. The Company's on-net service consists of high-speed Internet access and IP connectivity ranging from 100 Megabits per second to 10 Gigabits per second of bandwidth. The Company provides its on-net Internet access services to its net-centric and corporate customers. The Company's net-centric customers include bandwidth-intensive users such as universities, other Internet service providers, telephone companies, cable television companies, web hosting companies, content delivery network companies and commercial content and application providers. These net-centric customers generally receive service in colocation facilities and in the Company's data centers. The Company operates data centers throughout North America and Europe that allow customers to collocate their equipment and access the Company's network. The Company's corporate customers are located in multi-tenant office buildings and typically include law firms, financial services firms, advertising and marketing firms and other professional services businesses.

In addition to providing its on-net services, the Company provides Internet connectivity to customers that are not located in buildings directly connected to its network. The Company provides this off-net service primarily to corporate customers using other carriers' facilities to provide the "last mile" portion of the link from the customers' premises to the Company's network. The Company also provides certain non-core services that resulted from acquisitions. The Company continues to support but does not actively sell these non-core services.

Summary of significant accounting policies

Principles of consolidation

The consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles and include the accounts of the Company and all of its wholly-owned and majority-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Reclassifications

Certain immaterial reclassifications have been made to prior years to conform to the current period's presentation.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Description of the business and summary of significant accounting policies: (Continued)

Use of estimates

The preparation of consolidated financial statements in conformity with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

Revenue recognition and allowance for doubtful accounts

The Company's service offerings consist of on-net and off-net telecommunications services. Fixed fees are billed monthly in advance and usage fees are billed monthly in arrears. Revenues from telecommunication services are recognized when the services are performed, evidence of an arrangement exists, the fee is fixed and determinable and collection is probable. The probability of collection is determined by an analysis of credit history for new customers and historical payment patterns for existing customers. Service discounts and incentives related to telecommunication services are recorded as a reduction of revenue when granted. Fees billed in connection with customer installations are deferred and recognized ratably over the longer of the contract term or the estimated customer life. The Company expenses the direct costs associated with sales as incurred.

The Company invoices certain customers for amounts contractually due for unfulfilled minimum contractual obligations and recognizes a corresponding sales allowance equal to the amount invoiced resulting in the recognition of no net revenue at the time the customer is billed. The Company vigorously seeks payment of these amounts. The Company recognizes revenue for these billings as they are collected.

The Company establishes an allowance for doubtful accounts and other sales credit adjustments related to its trade receivables. Trade receivables are recorded at the invoiced amount and can bear interest. Allowances for sales credits are established through a reduction of revenue, while allowances for doubtful accounts are established through a charge to selling, general, and administrative expenses as bad debt expense. The Company assesses the adequacy of these reserves by evaluating factors, such as the length of time individual receivables are past due, historical collection experience, and changes in the credit worthiness of its customers. The Company also assesses the ability of specific customers to meet their financial obligations and establishes specific allowances related to these customers. If circumstances relating to specific customers change or economic conditions change such that the Company's past collection experience and assessment of the economic environment are no longer appropriate, the Company's estimate of the recoverability of its trade receivables could be impacted. Accounts receivable balances are written-off against the allowance for doubtful accounts after all means of internal collection activities have been exhausted and the potential for recovery is considered remote. The Company recognized bad debt expense, net of recoveries, of $3.5 million, $5.1 million and $4.3 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Network operations

Network operations expenses include the costs of personnel and related operating expenses associated with service delivery, network management, and customer support, network facilities costs, fiber and equipment maintenance fees, leased circuit costs, and access fees paid to building owners. The Company estimates its accruals for any disputed leased circuit obligations based upon the nature

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Description of the business and summary of significant accounting policies: (Continued)

and age of the dispute. Network operations costs are impacted by the timing and amounts of disputed circuit costs. The Company generally records these disputed amounts when billed by the vendor and reverses these amounts when the vendor credit has been received or the dispute has otherwise been resolved. The Company does not allocate depreciation and amortization expense to its network operations expense.

Foreign currency translation adjustment and comprehensive income (loss)

The consolidated financial statements of the Company's non-US operations are translated into US dollars using the period-end foreign currency exchange rates for assets and liabilities and the average foreign currency exchange rates for revenues and expenses. Gains and losses on translation of the accounts are accumulated and reported as a component of other comprehensive loss in stockholders' equity. The Company's only components of "other comprehensive income (loss)" are currency translation adjustments for all periods presented.

Financial instruments

The Company considers all highly liquid investments with an original maturity of three months or less at purchase to be cash equivalents. The Company determines the appropriate classification of its investments at the time of purchase and evaluates such designation at each balance sheet date.

At December 31, 2013 and December 31, 2012, the carrying amount of cash and cash equivalents, accounts receivable, prepaid and other current assets, accounts payable, and accrued expenses approximated fair value because of the short-term nature of these instruments. The Company measures its cash equivalents at amortized cost, which approximates fair value based upon quoted market prices (Level 1). Based upon recent trading prices (Level 2 market approach) at December 31, 2013, the fair value of the Company's $92.0 million convertible senior notes was approximately $89.2 million. Based upon recent trading prices (Level 2 market approach) at December 31, 2013, the fair value of the Company's $240.0 million senior secured notes was approximately $260.7 million.

The Company was party to letters of credit totaling approximately $0.4 million as of December 31, 2013 and $0.4 million as of December 31, 2012. These letters of credit are secured by investments that are restricted and included in deposits and other assets.

Concentrations of credit risk

The Company's assets that are exposed to credit risk consist of its cash and cash equivalents, other assets and accounts receivable. As of December 31, 2013 and 2012, the Company's cash equivalents were invested in demand deposit accounts, overnight investments and money market funds. The Company places its cash equivalents in instruments that meet high-quality credit standards as specified in the Company's investment policy guidelines. Accounts receivable are due from customers located in major metropolitan areas in the United States, Europe, Canada and Mexico. Receivables from the Company's net-centric (wholesale) customers are generally subject to a higher degree of credit risk than the Company's corporate customers.

The Company relies upon an equipment vendor for the majority of its network equipment and is also dependent upon many third-party fiber providers for providing its services to its customers.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Description of the business and summary of significant accounting policies: (Continued)

Property and equipment

Property and equipment are recorded at cost and depreciated once deployed using the straight-line method over the estimated useful lives of the assets. Useful lives are determined based on historical usage with consideration given to technological changes and trends in the industry that could impact the asset utilization. System infrastructure costs include the capitalized compensation costs of employees directly involved with construction activities and costs incurred by third party contractors.

Assets and liabilities under capital leases are recorded at the lesser of the present value of the aggregate future minimum lease payments or the fair value of the assets under lease. Leasehold improvements include costs associated with building improvements. The Company determines the number of renewal option periods, if any, included in the lease term for purposes of amortizing leasehold improvements and the lease term of its capital leases based upon its assessment at the inception of the lease for which the failure to renew the lease imposes a penalty on the Company in such amount that a renewal appears to be reasonably assured. Expenditures for maintenance and repairs are expensed as incurred.

Depreciation and amortization periods are as follows:

Type of asset	Depreciation or amortization period
Indefeasible rights of use (IRUs)	Shorter of useful life or the IRU lease agreement; generally 15 to 20 years
Network equipment	3 to 8 years
Leasehold improvements	Shorter of lease term or useful life
Software	5 years
Owned buildings	40 years
Office and other equipment	3 to 7 years
System infrastructure	5 to 10 years

Long-lived assets

The Company's long-lived assets include property and equipment. These long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Impairment is determined by comparing the carrying value of these long-lived assets to management's probability weighted estimate of the future undiscounted cash flows expected to result from the use of the assets. In the event an impairment exists, a loss is recognized based on the amount by which the carrying value exceeds the fair value of the asset, which would be determined by using quoted market prices or valuation techniques such as the discounted present value of expected future cash flows, appraisals, or other pricing models. In the event there are changes in the planned use of the Company's long-term assets or the Company's expected future undiscounted cash flows are reduced significantly, the Company's assessment of its ability to recover the carrying value of these assets could change.

Asset retirement obligations

The Company's asset retirement obligations consist of restoration requirements for certain leased facilities. The Company recognizes a liability for the present value of the estimated fair value of

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Description of the business and summary of significant accounting policies: (Continued)

contractual obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and/or the normal operation of a long-lived asset in the period incurred. The present value of the fair value of the obligation is also capitalized as property, plant and equipment and then amortized over the estimated remaining useful life of the associated asset.

Increases to the asset retirement obligation liability due to the passage of time are recognized within selling, general and administrative expenses in the Company's consolidated statements of operations. Changes in the liability due to revisions to estimates of future cash flows are recognized by increasing or decreasing the liability with the offset adjusting the carrying amount of the related long-lived asset.

Equity-based compensation

The Company recognizes compensation expense for its share-based payments granted to its employees based on their grant date fair values with the expense being recognized on a straight-line basis over the requisite service period. The Company begins recording equity-based compensation expense related to performance awards when it is considered probable that the performance conditions will be met. Equity-based compensation expense is recognized in the statement of operations in a manner consistent with the classification of the employee's salary and other compensation.

Debt with conversion options

The Company separately accounts for the liability and equity components of convertible debt instruments in a manner that reflects the issuer's nonconvertible debt borrowing rate when interest cost is recognized. The amortization of the resulting discount on the debt is recognized as part of interest expense in the Company's consolidated statements of operations.

The Company estimates the fair value of convertible notes on the issuance date. The fair value that is assigned to the liability component of convertible notes is determined using interest rates of similar debt that exclude a conversion feature and then applying that effective interest rate to the cash flows associated with the convertible notes to calculate the present value.

Income taxes

The Company's deferred tax assets or liabilities are computed based upon the differences between financial statement and income tax bases of assets and liabilities using the enacted marginal tax rate. Deferred income tax expenses or benefits are based upon the changes in the assets or liability from period to period. At each balance sheet date, the Company assesses the likelihood that it will be able to realize its deferred tax assets. Valuation allowances are established when management determines that it is "more likely than not" that some portion or all of the deferred tax asset may not be realized. The Company considers all available positive and negative evidence in assessing the need for a valuation allowance including its historical operating results, ongoing tax planning, and forecasts of future taxable income, on a jurisdiction by jurisdiction basis. The Company reduces its valuation allowance if the Company concludes that it is "more likely than not" that it would be able to realize its deferred tax assets.

Management determines whether a tax position is more likely than not to be sustained upon examination based on the technical merits of the position. Once it is determined that a position meets

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

1. Description of the business and summary of significant accounting policies: (Continued)

this recognition threshold, the position is measured to determine the amount of benefit to be recognized in the financial statements. The Company adjusts its estimated liabilities for uncertain tax positions periodically because of ongoing examinations by, and settlements with, the various taxing authorities, as well as changes in tax laws, regulations and interpretations. The Company's policy is to recognize interest and penalties accrued on any unrecognized tax benefits as a component of its income tax expense.

Basic and diluted net (loss) income per common share

Basic earnings per share ("EPS") excludes dilution for common stock equivalents and is computed by dividing net income or (loss) available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS is based on the weighted-average number of shares of common stock outstanding during each period, adjusted for the effect of common stock equivalents, if dilutive.

Shares of restricted stock are included in the computation of basic EPS as they vest and are included in diluted EPS, to the extent they are dilutive, determined using the treasury stock method. As of December 31, 2013, 2012 and 2011, 1.0 million, 1.7 million and 0.8 million shares of restricted common stock, respectively, are not included in the computation of basic (loss) income per share, as the shares were not vested.

Using the "if-converted" method, the shares issuable upon conversion of the Company's 1.00% Convertible Senior Notes (the "Convertible Notes") were anti-dilutive for all periods. Accordingly, the impact has been excluded from the computation of diluted (loss) income per share. The Convertible Notes are convertible into shares of the Company's common stock yielding 1.9 million shares subject to certain adjustments set forth in the indenture.

The Company computes the dilutive effect of outstanding options using the treasury stock method. For the years ended December 31, 2012 and 2011 options to purchase 0.2 million and 0.1 million shares of common stock, respectively, are not included in the computation of diluted (loss) income per share as the effect would be anti-dilutive.

The following details the determination of the diluted weighted average shares for the year ended December 31, 2013 and 2011:

	Year Ended December 31, 2013	Year Ended December 31, 2011
Weighted average common shares basic	46,286,735	45,180,485
Dilutive effect of stock options	76,884	83,192
Dilutive effect of restricted stock	633,285	440,375
Weighted average common shares diluted	46,996,904	45,704,052

Recent accounting pronouncements adopted

In May 2011, the FASB issued ASU 2011-04 relating to fair value measurement (FASB ASC Topic 820), which amends current guidance to achieve common fair value measurement and disclosure requirements in US GAAP and International Financial Reporting Standards. This pronouncement is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The Company adopted this pronouncement for its fiscal year beginning January 1, 2012. The adoption of this pronouncement did not have a material effect on the Company's consolidated financial statements.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. Property and equipment:

Property and equipment consisted of the following (in thousands):

	December 31,	
	2013	**2012**
Owned assets:		
Network equipment	$ 404,426	$ 375,230
Leasehold improvements	147,718	127,497
System infrastructure	79,811	71,769
Software	9,531	9,369
Office and other equipment	12,521	10,558
Building	1,532	1,471
Land	130	125
	655,669	596,019
Less Accumulated depreciation and amortization	(521,290)	(472,024)
	134,379	123,995
Assets under capital leases:		
IRUs	329,415	293,210
Less Accumulated depreciation and amortization	(122,601)	(106,030)
	206,814	187,180
Property and equipment, net	$ 341,193	$ 311,175

Depreciation and amortization expense related to property and equipment and capital leases was $64.3 million, $62.4 million and $59.7 million, for the years ended December 31, 2013, 2012 and 2011, respectively.

The Company capitalizes the compensation cost of employees directly involved with its construction activities. In 2013, 2012 and 2011, the Company capitalized compensation costs of $7.4 million, $7.2 million and $7.1 million respectively. These amounts are included in system infrastructure costs.

In the fourth quarters of 2013 and 2012, the Company exchanged certain used network equipment for new network equipment resulting in gains of $0.9 million and $0.7 million respectively.

3. Accrued and other liabilities:

Accrued and other current liabilities as of December 31 consist of the following (in thousands):

2013	**2012**

Operating accruals	$ 11,539	$ 8,283
Deferred revenue current portion	4,174	4,132
Payroll and benefits	2,952	2,358
Taxes non-income based	1,128	692
Interest	11,672	11,054
Total	$ 31,465	$ 26,519

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. Accrued and other liabilities: (Continued)

Asset retirement obligations

A reconciliation of the amounts related to its leased facility asset retirement obligations is as follows (in thousands):

Asset retirement obligations	
Balance December 31, 2010	$ 233
Effect of exchange rates	(5)
Amortization of discount	11
Balance December 31, 2011	239
Effect of exchange rates	5
Amortization of discount	12
Balance December 31, 2012	256
Effect of exchange rates	11
Amortization of discount	12
Balance December 31, 2013 (recorded as other long term liabilities)	$ 279

4. Long-term debt:

Senior secured notes

On January 26, 2011 and on August 19, 2013, the Company issued its 8.375% Senior Secured Notes (the "Senior Notes") due February 15, 2018, for aggregate principal amounts of $175.0 million and $65.0 million, respectively, in private offerings for resale to qualified institutional buyers pursuant to SEC Rule 144A. The Senior Notes are secured and bear interest at 8.375% per annum. Interest is payable in cash semiannually in arrears on February 15 and August 15, of each year. On January 26, 2011, the Company received net proceeds of $170.5 million after deducting $4.5 million of issuance costs from issuing $175.0 million of Senior Notes. On August 19, 2013, the Company received net proceeds of $69.9 million after deducting $1.0 million of issuance costs from issuing $65.0 million of Senior Notes. The Senior Notes sold in August 2013 were sold at 109.00% of par value. The $5.9 million premium is being amortized as a reduction to interest expense to the maturity date using the effective interest rate method. Issuance costs are included in deposits and other assets. The net proceeds from the Senior Notes are intended to be used for general corporate purposes, the buyback of the Company's Convertible Notes if the holders exercise their put, and/or repurchases of its common stock or Convertible Notes or special or recurring dividends to the Company's stockholders. In the years ended December 31, 2013, 2012 and 2011, the Company incurred approximately $16.8 million, $15.2 million and $14.0 million of interest expense, respectively, related to the Senior Notes.

The Senior Notes are fully guaranteed on a senior secured basis, jointly and severally, by each of the Company's existing domestic and future material domestic subsidiaries, subject to certain exceptions and permitted liens. Under certain circumstances, the Company's subsidiaries may be released from these guarantees without the consent of the holders of the Senior Notes. The Senior Notes and the guarantees are secured by (i) first priority liens on substantially all of the Company's and guarantors' assets, (ii) all of the equity interests in any of its domestic subsidiaries and (iii) 65% of the equity interests of its first-tier foreign subsidiaries held by the Company and its guarantors. The Senior Notes

56

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Long-term debt: (Continued)

and the guarantees represent the Company's and the guarantors' senior secured obligations and effectively rank equally and ratably with all of its and the guarantors' existing and future first lien obligations, to the extent of the value of the collateral securing such indebtedness, subject to permitted liens; are structurally subordinated to any existing and future indebtedness and liabilities of non-guarantor subsidiaries and rank equally in right of payment with all of its and the guarantors' existing and future senior indebtedness.

The Company may redeem the Senior Notes, in whole or in part, at any time prior to February 15, 2015 at a price equal to 100% of the principal amount plus a "make-whole" premium, plus accrued and unpaid interest, if any, to the date of redemption. The "make whole" premium means, with respect to a note at any date of redemption, the greater of (i) 1.0% of the then-outstanding principal amount of such note and (ii) the excess of (A) the present value at such date of redemption of (1) the redemption price of such note at February 15, 2015, plus (2) all remaining required interest payments due on such note through February 15, 2015 (excluding accrued but unpaid interest to the date of redemption), computed using a discount rate equal to the Treasury Rate as of such date of redemption plus 50 basis points, over (B) the then-outstanding principal amount of such note. The Company may also redeem the Senior Notes, in whole or in part, at any time on or after February 15, 2015 at the applicable redemption prices specified under the indenture governing the Senior Notes plus accrued and unpaid interest, if any, to the date of redemption. The redemption prices (expressed as a percentage of the principal amount) are 104.118% during the 12-month period beginning on February 15, 2015, 102.094% during the 12-month period beginning on February 15, 2016 and 100.0% during the 12-month period beginning on February 15, 2017 and thereafter. In addition, the Company may redeem up to 35% of the Senior Notes before February 15, 2014 with the net cash proceeds from certain equity offerings at a redemption price of 108.375% of the principal amount plus accrued and unpaid interest. If the Company experiences specific kinds of changes of control, the Company must offer to repurchase all of the Senior Notes at a purchase price of 101.0% of their principal amount, plus accrued and unpaid interest, if any, to the repurchase date.

The Company must offer to purchase with the proceeds of certain sales of assets totaling $20.0 million or greater, Senior Notes at 100.0% of the principal value of the notes plus accrued and unpaid interest. In the event of default, as defined in the indenture, holders of not less than 25.0% in aggregate principal amount of the Senior Notes then outstanding may declare all unpaid principal and accrued interest on all Senior Notes to be due and immediately payable.

The indenture governing the Senior Notes, among other things, limits the Company's ability and its guarantors' ability to incur indebtedness; to pay dividends or make other distributions; to make certain investments and other restricted payments; to create liens; consolidate, merge, sell or otherwise dispose of all or substantially all of its assets; to incur restrictions on the ability of a subsidiary to pay dividends or make other payments; and to enter into certain transactions with its affiliates.

Convertible senior notes

In June 2007, the Company issued its Convertible Notes for an aggregate principal amount of $200.0 million in a private offering for resale to qualified institutional buyers pursuant to SEC Rule 144A. The Convertible Notes mature on June 15, 2027, are unsecured, and bear interest at 1.00% per annum. The Convertible Notes will rank equally with any future senior debt and senior to any future subordinated debt and will be effectively subordinated to all existing and future liabilities of the

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Long-term debt: (Continued)

Company's subsidiaries and to any secured debt the Company may issue, to the extent of the value of the collateral. Interest is payable in cash semiannually in arrears on June 15 and December 15, of each year, beginning on December 15, 2007. The Company received net proceeds from the issuance of the Convertible Notes of $195.1 million, after deducting the original issue discount of 2.25% and issuance costs. The discount and other issuance costs are being amortized to interest expense using the effective interest method through June 15, 2014, which is the earliest put date. In 2008, the Company purchased an aggregate of $108.0 million of face value of the Convertible Notes for $48.6 million in cash in a series of transactions.

Conversion process and other terms of the Convertible Notes

The Convertible Notes are convertible into shares of the Company's common stock. Currently the conversion price is $47.52 per share, or 21.043 shares for each $1,000 principal amount of Convertible Notes, subject to additional adjustment for certain events, including the payment of dividends, as set forth in the indenture. Depending upon the price of the Company's common stock at the time of conversion, holders of the Convertible Notes will receive additional shares of the Company's common stock. Upon conversion of the Convertible Notes, the Company will have the right to deliver shares of its common stock, cash or a combination of cash and shares of its common stock. The Convertible Notes are convertible (i) during any fiscal quarter after the fiscal quarter ending September 30, 2007, if the closing sale price of the Company's common stock for 20 or more trading days in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter exceeds 130% of the conversion price in effect on the last trading day of the immediately preceding fiscal quarter, or (ii) specified corporate transactions occur, or (iii) the trading price of the Convertible Notes falls below a certain threshold, or (iv) if the Company calls the Convertible Notes for redemption, or (v) on or after April 15, 2027, until maturity. In addition, following specified corporate transactions, the Company will increase the conversion rate for holders who elect to convert notes in connection with such corporate transactions, provided that in no event may the shares issued upon conversion, as a result of adjustment or otherwise, result in the issuance of more than 36.8251 common shares per $1,000 principal amount. The Convertible Notes include an "Irrevocable Election of Settlement" whereby the Company may choose, in its sole discretion, and without the consent of the holders of the Convertible Notes, to waive its right to settle the conversion feature in either cash or stock or in any combination at its option. The Convertible Notes may be redeemed by the Company at any time after June 20, 2014 at a redemption price of 100% of the principal amount plus accrued interest. Holders of the Convertible Notes have the right to require the Company to repurchase for cash all or some of their notes on June 15, 2014, 2017 and 2022 and upon the occurrence of certain designated events at a redemption price of 100% of the principal amount plus accrued interest.

Registration rights

Under the terms of the Convertible Notes, the Company is required to use reasonable efforts to file and maintain a shelf registration statement with the SEC covering the resale of the Convertible Notes and the common stock issuable on conversion of the Convertible Notes. If the Company fails to meet these terms, the Company will be required to pay special interest on the Convertible Notes in the amount of 0.25% for the first 90 days after the occurrence of the failure to meet and 0.50% thereafter. In addition to the special interest, additional interest of 0.25% per annum will accrue in the event of

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Long-term debt: (Continued)

default, as defined in the indenture. The Company filed a shelf registration statement registering the Convertible Notes and common stock issuable upon conversion of the Convertible Notes in July 2007.

As of December 31, 2013, the Convertible Notes are classified as a current liability since the earliest put date in June 2014 is within one year. The Company separately accounted for the debt and equity components of its Convertible Notes in a manner that reflected its nonconvertible unsecured debt borrowing rate. The debt and equity components for the Convertible Notes were as follows (in thousands):

	December 31,	
	2013	2012
Principal amount of convertible senior notes	$ 91,978	$ 91,978
Unamortized discount	(3,099)	(9,494)
Net carrying amount	88,879	82,484
Additional paid-in capital	74,933	74,933

At December 31, 2013, the unamortized discount had a remaining recognition period of approximately six months. The amount of interest expense recognized and effective interest rate for the years ended December 31, 2013, 2012 and 2011 were as follows (in thousands):

	Year Ended December 31,		
	2013	2012	2011
Contractual coupon interest	$ 920	$ 920	$ 920
Amortization of discount and costs	6,409	5,886	5,405
Interest expense	$ 7,329	$ 6,806	$ 6,325
Effective interest rate	8.7%	8.7%	8.7%

Long-term debt maturities

The aggregate future contractual maturities of long-term debt were as follows as of December 31, 2013 (in thousands):

For the year ending December 31,	
2014	$
2015	
2016	
2017	
2018	240,000
Thereafter(1)	91,978
Total	$ 331,978

(1)

The Convertible Notes mature in June 2027. Holders of the $92.0 million of Convertible Notes have the right to require the Company to repurchase for cash all or some of their notes on June 15, 2014, 2017 and 2022 at a redemption price of 100% of the principal amount plus accrued interest.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Income taxes:

The components of income (loss) before income taxes consist of the following (in thousands):

	Years Ended December 31,		
	2013	2012	2011
Domestic	$ 30,779	$ 20,411	$ 27,832
Foreign	(23,792)	(23,911)	(22,250)
Total income (loss) before income taxes	$ 6,987	$ (3,500)	$ 5,582

The benefit (provision) for income taxes is comprised of the following (in thousands):

	Years Ended December 31,		
	2013	2012	2011
Current:			
Federal	$	$	$
State	(83)	2,285	(3,432)
Foreign	(284)	(344)	(369)
Deferred:			
Federal	49,317		
State	995	(1,245)	6,334
Foreign	(243)	(1,447)	(573)
Total income tax benefit (provision)	$ 49,702	$ (751)	$ 1,960

Our consolidated temporary differences comprising our net deferred tax assets at December 31, 2013 and 2012 are as follows (in thousands):

	December 31,	
	2013	2012
Deferred Tax Assets:		
Net operating loss carry-forwards	$ 402,484	$ 385,578
Depreciation and amortization	3,110	4,187
Tax credits	2,775	2,758
Accrued liabilities and other	3,748	6,138
Total gross deferred tax assets	412,117	398,661

Deferred Tax Liabilities:		
Convertible notes	1,150	3,415
Equity-based compensation	248	600
Total gross deferred tax liabilities	1,398	4,015
Net deferred tax assets before valuation allowance	410,719	394,646
Valuation allowance	(354,537)	(388,460)
Net deferred tax asset	$ 56,182	$ 6,186

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Income taxes: (Continued)

At each balance sheet date, the Company assesses the likelihood that it will be able to realize its deferred tax assets. The Company considers all available positive and negative evidence in assessing the need for a valuation allowance. At December 31, 2011, the Company concluded that it was more likely than not that it would be able to realize certain of its deferred tax assets primarily as a result of expected future taxable income related to its operations in certain state and municipal jurisdictions in the United States. Accordingly, the Company reduced the valuation allowance related to these deferred tax assets and recorded an income tax benefit of $6.3 million in the year ended December 31, 2011. At December 31, 2013, the Company concluded that it was more likely than not that it would be able to realize certain of its US Federal and state deferred tax assets primarily as a result of expected future US Federal taxable income related to its operations in the United States. Accordingly, the Company reduced the valuation allowance related to these deferred tax assets and recorded an income tax benefit of $52.2 million in the year ended December 31, 2013. As of December 31, 2013, the Company maintained a full valuation allowance against its other deferred tax assets consisting primarily of net operating loss carryforwards related to its foreign operations in Europe and Mexico and net operating losses in the United States that are limited for use under Section 382 of the Internal Revenue Code.

As of December 31, 2013, the Company has combined net operating loss carry-forwards of approximately $1.3 billion. This amount includes federal and state net operating loss carry-forwards in the United States of approximately $395.8 million, net operating loss carry-forwards related to its European, Mexican and Japanese operations of approximately $897.9 million, $1.8 million and $0.1 million, respectively. Section 382 of the Internal Revenue Code in the United States limits the utilization of net operating losses when ownership changes, as defined by that section, occur. The Company has performed an analysis of its Section 382 ownership changes and has determined that the utilization of certain of its net operating loss carryforwards in the United States is limited and for those carryforwards with limitations the Company continues to maintain a valuation allowance. The net operating loss carryforwards in the United States will expire, if unused, between 2024 and 2029. The net operating loss carry-forwards related to the Company's Mexican and Japanese operations expire if unused, between 2019 and 2023. The net operating loss carry-forwards related to the Company's European operations include $727.8 million that do not expire and $170.0 million that expire between 2014 and 2028.

The Company has not provided for US deferred income taxes or foreign withholding taxes on its undistributed earnings for certain non-US subsidiaries earnings or cumulative translation adjustments because these earnings and adjustments are intended to be permanently reinvested in operations outside the United States.

In the normal course of business the Company takes positions on its tax returns that may be challenged by taxing authorities. The Company evaluates all uncertain tax positions to assess whether the position will more likely than not be sustained upon examination. If the Company determines that the tax position is more likely than not to be sustained, the Company records the amount of the benefit that is more likely than not to be realized when the tax position is settled. This liability, including accrued interest and penalties, is included in other long-term liabilities in the accompanying balance sheets and was $1.1 million as of December 31, 2013 and $1.7 million as of December 31, 2012. The Company expects that its liability for uncertain tax positions will decrease by approximately $0.3 million during the twelve months ended December 31, 2014, due to the expiration of certain statutes of limitation, however, actual changes in the liability for uncertain tax positions could be different than currently expected. If recognized, changes in the Company's total unrecognized tax benefits would

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Income taxes: (Continued)

impact the Company's effective income tax rate. The roll-forward of the liability for uncertain tax positions is below and excludes interest and penalties.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	Years Ended December 31,		
	2013	2012	2011
Beginning balance of unrecognized tax benefits	$ 1,312	$ 2,875	$ 698
Change attributable to tax positions taken during a prior period	(51)	745	2,177
Decrease attributable to settlements with taxing authorities		(1,655)	
Decrease attributable to lapses of statutes of limitation	(261)	(653)	
Ending balance of unrecognized tax benefits	$ 1,000	$ 1,312	$ 2,875

The Company or one of its subsidiaries files income tax returns in the US federal jurisdiction and various state and foreign jurisdictions. The Company is subject to US federal tax and state tax examinations for years 2004 to 2013. The Company is subject to tax examinations in its foreign jurisdictions generally for years 2005 to 2013.

The following is a reconciliation of the Federal statutory income taxes to the amounts reported in the financial statements (in thousands).

	Years Ended December 31,		
	2013	2012	2011
Federal income tax benefit (provision) at statutory rates	$ (2,445)	$ 1,225	$ (1,954)
Effect of:			
State income taxes, net of federal benefit	(281)	(387)	(1,368)
State tax credits	272	315	146
Foreign rate differential	255	227	1,071
Foreign tax expense	(122)	(96)	(342)
Net operating loss limitation	(238)	(1,081)	
Non-deductible expenses	(464)	(2,551)	(597)
Changes in tax reserves	503	1,552	(2,969)
Other	35	23	278
Changes in valuation allowance	52,187	22	7,695
Income tax benefit (provision)	$ 49,702	$ (751)	$ 1,960

6. Commitments and contingencies:

Capital leases fiber lease agreements

The Company has entered into lease agreements with numerous providers of dark fiber primarily under 15-20 year IRUs typically with additional renewal terms. Once the Company has accepted the related fiber route, leases that meet the criteria for treatment as capital leases are recorded as a capital

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Commitments and contingencies: (Continued)

lease obligation and an IRU asset. The interest rate used in determining the present value of the aggregate future minimum lease payments is determined by adding a premium to the US treasury interest rate for the lease term. The future minimum payments under these agreements are as follows (in thousands):

For the year ending December 31,	
2014	$ 28,965
2015	22,584
2016	21,714
2017	21,663
2018	21,592
Thereafter	246,032
Total minimum lease obligations	362,550
Less amounts representing interest	(200,771)
Present value of minimum lease obligations	161,779
Current maturities	(9,252)
Capital lease obligations, net of current maturities	$ 152,527

Release of lease obligation

In the year ended December 31, 2011, the requirements for extinguishment were met and the Company was released from an obligation under an IRU capital lease obligation totaling $2.7 million resulting in a gain. The IRU asset related to this obligation had been fully impaired in 2008 when it was determined that the IRU asset was no longer in use.

Current and potential litigation

In accordance with the accounting guidance for contingencies, the Company accrues its estimate of a contingent liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Where it is probable that a liability has been incurred and there is a range of expected loss for which no amount in the range is more likely than any other amount, the Company accrues at the low end of the range. The Company reviews its accruals at least quarterly and adjusts them to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular matter. The Company has taken certain positions related to its obligations for leased circuit and dark fiber costs which could result in a loss of up to $1.9 million in excess of the amount accrued at December 31, 2013.

Certain former sales employees of the Company filed a collective action against the Company in December 2011 in the United States District Court, Southern District of Texas, Houston Division alleging misclassification of the Company's sales employees throughout the US in violation of the Fair Labor Standards Act. The lawsuit seeks to recover pay for allegedly unpaid overtime and other damages, including attorney's fees. The Company denies the claims and believes that the claims for unpaid overtime are without merit. The Company believes its classification of sales employees is in compliance with applicable law.

63

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Commitments and contingencies: (Continued)

In January 2013, a former sales employee filed in the Superior Court of Santa Clara County, California a lawsuit alleging misclassification of sales employees under California wage and hour laws. The lawsuit sought certification as a class action and sought to recover pay for allegedly unpaid overtime and other damages, including attorney's fees. The lawsuit has been dismissed.

In the normal course of business the Company is involved in other legal activities and claims. Because such matters are subject to many uncertainties and the outcomes are not predictable with assurance, the liability related to these legal actions and claims cannot be determined with certainty. Management does not believe that such claims and actions will have a material impact on the Company's financial condition or results of operations. Judgment is required in estimating the ultimate outcome of any dispute resolution process, as well as any other amounts that may be incurred to conclude the negotiations or settle any litigation. Actual results may differ from these estimates under different assumptions or conditions and such differences could be material.

Operating leases and building access agreements

The Company leases office space, network equipment sites, and data center facilities under operating leases. The Company also enters into building access agreements with the landlords of multi-tenant office buildings. The Company pays fees for the maintenance of its leased dark fiber and in certain cases the Company enters into operating lease commitments for fiber. Future minimum annual payments under these arrangements are as follows (in thousands):

For the year ending December 31,	
2014	$ 54,103
2015	44,803
2016	38,160
2017	31,208
2018	27,576
Thereafter	148,031
	$ 343,881

Expenses related to these arrangements were $58.1 million in 2013, $55.8 million in 2012 and $55.7 million in 2011.

Unconditional purchase obligations

Unconditional purchase obligations for equipment and services totaled approximately $24.4 million at December 31, 2013 that includes amounts due under a network equipment purchase agreement with a vendor. Under the equipment purchase agreement the Company is required to order network equipment through 2016. As of December 31, 2013, the Company had also committed to additional dark fiber IRU capital and operating lease agreements totaling approximately $37.1 million in future payments to be paid over periods of up to 20 years. These obligations begin when the related fiber is accepted, which is generally expected to occur in 2014. Future minimum payments under these obligations are approximately, $32.6 million, $1.1 million, $1.0 million, $1.0 million and $1.1 million for the years ending December 31, 2014 to December 31, 2018, respectively, and approximately $24.7 million, thereafter.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Commitments and contingencies: (Continued)

Defined contribution plan

The Company sponsors a 401(k) defined contribution plan that provides for a Company matching payment. The Company matching payments were $0.4 million for 2013, $0.4 million for 2012 and $0.4 million 2011 and were paid in cash.

7. Stockholders' equity:

Authorized shares

The Company has 75.0 million shares of authorized $0.001 par value common stock and 10,000 authorized but unissued shares of $0.001 par value preferred stock. The holders of common stock are entitled to one vote per common share and, subject to any rights of any series of preferred stock, dividends may be declared and paid on the common stock when determined by the Company's board of directors.

Common stock buybacks

The Company's board of directors has approved $50.0 million for purchases of the Company's common stock under a buyback program (the "Buyback Program"). There is approximately $45.8 million remaining for purchases under the Buyback Program. During the year ended December 31, 2012 and 2011, the Company purchased approximately 0.1 million and 0.2 million shares of its common stock, respectively, for approximately $1.3 million and $3.0 million, respectively. These common shares were subsequently retired. There were no purchases of the Company's common stock in 2013.

Dividends on common stock

Dividends are recorded as a reduction to retained earnings. Dividends on unvested restricted shares of common stock are paid as the awards vest. The Company's initial quarterly dividend payment was made in the third quarter of 2012. In addition to the Company's regular quarterly dividends, in 2013, the Company's board of directors approved an additional return of capital program (the "Capital Program") for the Company's shareholders. Under the Capital Program the Company plans on returning an additional capital to the Company's shareholders each quarter through either stock buybacks or a special dividend or a combination of stock buybacks and a special dividend. The aggregate payment under the Capital Program initially was at least $10.0 million each quarter and was increased to be at least $10.5 million each quarter. Amounts paid under the Capital Program are in addition to the Company's regular quarterly dividend payments. The initial $10.0 million ($0.22 per share) quarterly dividend payment under the Capital Program was paid to holders of record on November 27, 2013 on December 20, 2013. The total dividend paid on December 20, 2013 totaled $0.37 per share. On February 19, 2014, the Company's board of directors approved the payment of the Company's regular quarterly dividend of $0.16 per common share and a $10.5 million dividend ($0.23 per share) under the Company's Capital Program. The total dividend for the first quarter of 2014 of $0.39 per share will be paid to holders of record on March 7, 2014. This estimated $17.9 million dividend payment is expected to be made on March 27, 2014.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. Stockholders' equity: (Continued)

A summary of the Company's quarterly dividends paid since its initial dividend payment is as follows (in thousands, except per share amounts):

Dividend Period	Amount per Common Share	Record Date	Payment Date	Dividends Paid
Q3 2012	$ 0.10	August 22, 2012	September 12, 2012	$ 4,537
Q4 2012	$ 0.11	November 21, 2012	December 12, 2102	$ 5,012
Q1 2013	$ 0.12	March 4, 2013	March 15, 2013	$ 5,489
Q2 2013	$ 0.13	May 31, 2013	June 18, 2013	$ 6,145
Q3 2013	$ 0.14	September 5, 2013	September 25, 2013	$ 6,512
Q4 2013	$ 0.37	November 27, 2013	December 20, 2013	$ 17,206

The payment of any future dividends and any other returns of capital will be at the discretion of the Company's board of directors and may be reduced, eliminated or increased and will be dependent upon the Company's financial position, results of operations, available cash, cash flow, capital requirements and other factors deemed relevant by the Company's board of directors.

8. Stock option and award plan:

Incentive award plan

The Company grants restricted stock and options for common stock under its award plan, the 2004 Incentive Award Plan, as amended (the "Award Plan"). Stock options granted under the Award Plan generally vest over a four-year period and have a term of ten years. Grants of shares of restricted stock granted under the Award Plan generally vest over periods ranging from three to four years. Compensation expense for all awards is recognized over the service period. Awards with graded vesting terms are recognized on a straight-line basis. Certain option and share grants provide for accelerated vesting if there is a change in control, as defined. For grants of restricted stock, when an employee terminates prior to full vesting the employee retains their vested shares and the employees' unvested shares are returned to the plan. For grants of options for common stock, when an employee terminates prior to full vesting, the employee may elect to exercise their vested options for a period of ninety days and any unvested options are returned to the plan. Shares issued to satisfy awards are provided from the Company's authorized shares. As of December 31, 2013 there were a total of 0.1 million shares available for grant.

The Company had granted restricted shares that were subject to certain performance conditions based upon the Company's operating metrics. The Company recorded approximately $0.1 million and $1.1 million, respectively, of equity-based compensation expense related to the restricted shares subject to performance conditions in the years ended December 31, 2012 and 2011, respectively.

The accounting for equity-based compensation expense requires the Company to make estimates and judgments that affect its financial statements. These estimates include the following.

Expected Dividend Yield Prior to the initial declaration of a quarterly cash dividend in the third quarter of 2012, the Company used an expected dividend yield of 0% as the Company did not historically pay cash dividends on its common stock. The Company now uses an expected dividend yield based upon expected annual dividends and the stock price.

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Stock option and award plan: (Continued)

Expected Volatility The Company uses its historical volatility for a period commensurate with the expected term of the option.

Risk-Free Interest Rate The Company uses the zero coupon US Treasury rate during the quarter having a term that most closely resembles the expected term of the option.

Expected Term of the Option The Company estimates the expected life of the option term by analyzing historical stock option exercises.

Forfeiture Rates The Company estimates its forfeiture rate based on historical data with further consideration given to the class of employees to whom the options or shares were granted.

The weighted-average per share grant date fair value of options was $9.44 in 2013, $9.00 in 2012 and $7.90 in 2011. The following assumptions were used for determining the fair value of options granted in the three years ended December 31, 2013:

	Years Ended December 31,		
Black-Scholes Assumptions	**2013**	**2012**	**2011**
Dividend yield	2.0%	1.3%	0.0%
Expected volatility	58.5%	61.6%	63.2%
Risk-free interest rate	0.8%	0.7%	1.6%
Expected life of the option term (in years)	4.8	4.8	4.9

Stock option activity under the Company's Award Plan during the year ended December 31, 2013, was as follows:

	Number of Options	Weighted-Average Exercise Price
Outstanding at December 31, 2012	238,490	$ 14.87
Granted	58,472	$ 30.50
Cancelled	(32,976)	$ 21.55
Exercised intrinsic value $1.4 million; cash received $1.2 million	(88,409)	$ 13.78
Outstanding at December 31, 2013 $3.7 million intrinsic value and 5.9 years weighted-average remaining contractual term	175,577	$ 19.36
Exercisable at December 31, 2013 $2.8 million intrinsic value and 4.3 years weighted-average remaining contractual term	114,361	$ 15.65
Expected to vest $3.5 million intrinsic value and 5.6 years weighted-average remaining contractual term	160,798	$ 18.42

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Stock option and award plan: (Continued)

A summary of the Company's non-vested restricted stock awards as of December 31, 2013 and the changes during the year ended December 31, 2013 are as follows:

Non-vested awards	Shares	Weighted-Average Grant Date Fair Value
Non-vested at December 31, 2012	1,683,588	$ 16.12
Granted	175,500	$ 27.82
Vested	(773,430)	$ 15.20
Forfeited	(46,335)	$ 18.06
Non-vested at December 31, 2013	1,039,323	$ 18.69

The weighted average per share grant date fair value of restricted stock granted was $27.82 in 2013 (0.2 million shares), $17.74 in 2012 (1.3 million shares) and $14.09 in 2011 (0.2 million shares). The fair value was determined using the quoted market price of the Company's common stock on the date of grant. The fair value of shares of restricted stock vested in the years ended December 31, 2013, 2012 and 2011 was approximately $21.7 million, $8.8 million, and $7.7 million respectively.

Equity-based compensation expense related to stock options and restricted stock was $8.7 million, $8.3 million and $7.7 million for the years ended December 31, 2013, 2012, and 2011, respectively. The Company capitalized compensation expense related to stock options and restricted stock of $0.8 million, $0.8 million and $0.9 million for the years ended December 31, 2013, 2012, and 2011, respectively. As of December 31, 2013 there was $14.7 million of total unrecognized compensation cost related to non-vested equity-based compensation awards. That cost is expected to be recognized over a weighted average period of 2.1 years.

9. Related party transactions:

Office lease

The Company's headquarters is located in an office building owned by Niobium LLC (a successor to 6715 Kenilworth Avenue Partnership). The two owners of the company are the Company's Chief Executive Officer, who has a 51% interest in the partnership and his wife who has a 49% interest. The Company paid $0.6 million in 2013, 2012 and in 2011 for rent and related costs (including taxes and utilities) to this company, respectively. In November 2012, the lease was extended an additional two years through August 31, 2015 and is cancellable by the Company upon 60 days' notice. The Company's audit committee reviews and approves all transactions with related parties.

10. Geographic information:

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing the Company's performance. The Company has one

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Geographic information: (Continued)

operating segment. Below are the Company's service revenues and long lived assets by geographic region (in thousands):

	Years Ended December 31,		
	2013	**2012**	**2011**
Service Revenue			
North America	$ 274,320	$ 253,396	$ 240,116
Europe	73,659	63,577	65,384
Total	$ 347,979	$ 316,973	$ 305,500

	December 31, 2013	**December 31, 2012**
Long lived assets, net		
North America	$ 251,352	$ 225,060
Europe	89,879	86,162
Total	$ 341,231	$ 311,222

The majority of North American revenue consists of services delivered within the United States.

11. Quarterly financial information (unaudited):

	Three months ended			
	March 31, 2013	**June 30, 2013**	**September 30, 2013**	**December 31, 2013(1)(2)**
	(in thousands, except share and per share amounts)			
Service revenue	$ 84,553	$ 85,803	$ 87,761	$ 89,859
Network operations, including equity-based compensation expense	37,309	37,076	37,441	38,400
Operating income	9,905	11,601	12,577	12,065
Net income	361	1,607	2,122	52,599
Net income per common share basic	0.01	0.03	0.05	1.14
Net income per common share diluted	0.01	0.03	0.05	1.10
Weighted-average number of common shares basic	45,537,607	46,040,692	46,171,194	46,302,926
Weighted-average number of common shares diluted	46,435,677	46,769,184	46,823,167	48,800,560

(1)

As described in Note 5, during the fourth quarter of 2013 the Company reversed its valuation allowance against its US federal and certain state deferred income tax assets.

(2)

Diluted earnings per share for the fourth quarter of 2013 assumes the conversion of the Convertible Notes since the Convertible Notes are dilutive this quarter. The assumed conversion of the Convertible Notes was anti-dilutive for the other periods presented. Diluted earnings per share for the fourth quarter of 2013 is determined by adding back $1.2 million of interest expense from

Table of Contents

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

11. Quarterly financial information (unaudited): (Continued)

the Convertible Notes to net income and including 1.9 million shares from the assumed conversion of the Convertible Notes in the weighted-average number of common dilutive shares.

	Three months ended			
	March 31, 2012	June 30, 2012	September 30, 2012	December 31, 2012
	(in thousands, except share and per share amounts)			
Service revenue	$ 76,888	$ 77,817	$ 79,656	$ 82,612
Network operations, including equity-based compensation expense	34,338	35,112	36,541	37,651
Operating income	5,968	7,801	8,032	9,169
Net (loss)	(2,090)	(1,791)	(94)	(276)
Net (loss) per common share basic and diluted	(0.05)	(0.04)	(0.00)	(0.01)
Weighted-average number of common shares basic and diluted	45,241,418	45,313,804	45,377,732	45,492,847

Table of Contents

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by SEC Rule 13a-15(b), an evaluation was performed under the supervision and with the participation of our management, including our principal executive officer and our principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, our management, including our principal executive officer and our principal financial officer, concluded that the design and operation of these disclosure controls and procedures were effective at the reasonable assurance level.

There has been no change in our internal controls over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

We are responsible for the preparation and integrity of our published financial statements. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and, accordingly, include amounts based on judgments and estimates made by our management. We also prepared the other information included in the annual report and are responsible for its accuracy and consistency with the financial statements.

We are responsible for establishing and maintaining a system of internal control over financial reporting, which is intended to provide reasonable assurance to our management and Board of Directors regarding the reliability of our financial statements. The system includes but is not limited to:

- a documented organizational structure and division of responsibility;
- established policies and procedures, including a code of conduct to foster a strong ethical climate which is communicated throughout the company;
- regular reviews of our financial statements by qualified individuals; and
- the careful selection, training and development of our people.

There are inherent limitations in the effectiveness of any system of internal control, including the possibility of human error and the circumvention or overriding of controls. Also, the effectiveness of an internal control system may change over time. We have implemented a system of internal control that

Table of Contents

was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles.

As required by Rule 13a-15(d) of the Exchange Act, we have assessed our internal control system in relation to criteria for effective internal control over financial reporting described in "Internal Control Integrated Framework" issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission (1992 Framework). Based upon these criteria, we believe that, as of December 31, 2013, our system of internal control over financial reporting was effective.

The independent registered public accounting firm, Ernst & Young LLP, has audited our 2013 financial statements. Ernst & Young LLP was given unrestricted access to all financial records and related data, including minutes of all meetings of stockholders, the Board of Directors and committees of the Board. Ernst & Young LLP has issued an unqualified report on our 2013 financial statements as a result of the audit and also has issued an unqualified report on our internal control over financial reporting which is attached hereto.

Cogent Communications Group, Inc.

February 28, 2014

By: /s/ DAVID SCHAEFFER

David Schaeffer
Chief Executive Officer

By: /s/ THADDEUS WEED

Thaddeus Weed
Chief Financial Officer

Table of Contents

Report of Independent Registered Public Accounting Firm
On Internal Control over Financial Reporting

The Board of Directors and Stockholders of Cogent Communications Group, Inc.

We have audited Cogent Communications Group, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 Framework) (the COSO criteria). Cogent Communications Group, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Cogent Communications Group, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Cogent Communications Group, Inc. and subsidiaries as of December 31, 2013 and 2012, and the related consolidated statements of comprehensive income (loss), changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013 of Cogent Communications Group, Inc. and subsidiaries and our report dated February 28, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

McLean, VA
February 28, 2014

Table of Contents

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by this Item 10 is incorporated in this report by reference to the information set forth under the captions entitled "Election of Directors," "The Board of Directors and Committees," and "Section 16(a) Beneficial Ownership Reporting Compliance" in our 2014 Proxy Statement for the 2014 Annual Meeting of Stockholders, which is expected to be filed with the Commission within 120 days after the close of our fiscal year.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 is incorporated in this report by reference to the information set forth under the captions entitled "The Board of Directors and Committees," "Executive Compensation", "Employment Agreements", "Compensation Committee Report on Executive Compensation," and "Compensation Committee Interlocks and Insider Participation" in our 2014 Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this Item 12 is incorporated in this report by reference to the information set forth under the caption "Security Ownership of Certain Beneficial Owners and Management" in our 2014 Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by this Item 13 is incorporated in this report by reference to the information set forth under the caption "Certain Transactions" in our 2014 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 is incorporated in this report by reference to the information set forth under the caption "Relationship With Independent Public Accountants" in our 2014 Proxy Statement.

Table of Contents

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements. A list of financial statements included herein is set forth in the Index to Financial Statements appearing in "ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA."

2. Financial Statement Schedules. The Financial Statement Schedule described below is filed as part of the report.

Description

Schedule II Valuation and Qualifying Accounts.

All other financial statement schedules are not required under the relevant instructions or are inapplicable and therefore have been omitted.

(b)

Exhibits

3.1 Fifth Amended and Restated Certificate of Incorporation (previously filed as Exhibit 3.1 to our Annual Report on Form 10-K, filed on March 31, 2005, and incorporated herein by reference)

3.2 Amended and Restated Bylaws in effect from September 17, 2007 (previously filed as Exhibit 3.1 to our Quarterly Report on Form 10-Q, filed on November 8, 2007, and incorporated herein by reference)

4.1 Indenture related to the Convertible Senior Notes due 2027, dated as June 11, 2007, between Cogent Communications Group, Inc. and Wells Fargo Bank, N.A., as trustee (including form of 1.00% Convertible Senior Notes due 2027) (previously filed as Exhibit 4.1 to our Current Report on Form 8-K, filed on June 12, 2007, and incorporated herein by reference)

4.2 Form of 1.00% Convertible Senior Notes due 2027 (previously filed as Exhibit A to the Exhibit 4.1 to our Current Report on Form 8-K, filed on June 12, 2007, and incorporated herein by reference)

4.3 Registration Rights Agreement, dated as of June 11, 2007, by and among Cogent Communications Group, Inc. and Bear, Stearns & Co. Inc., UBS Securities LLC, RBC Capital Markets Corporation and Cowen and Company, LLC (previously filed as Exhibit 4.3 to our Current Report on Form 8-K, filed on June 12, 2007, and incorporated herein by reference)

4.4 Indenture related to the 8.375% Senior Secured Notes due 2018, dated as of January 26, 2011, among Cogent Communications Group, Inc., the guarantors named therein and Wilmington Trust FSB, as trustee and collateral agent (including form of 8.375% Senior Secured Notes due 2018 attached as Exhibit A thereto) (previously filed as Exhibit 4.1 to our Current Report on Form 8-K, filed on February 1, 2011, and incorporated herein by reference)

4.5 Form of 8.375% Senior Secured Notes due 2018 (previously filed as Exhibit A to the Exhibit 4.1 to our Current Report on Form 8-K, filed on February 1, 2011, and incorporated herein by reference)

4.6 First Supplemental Indenture related to the 8.375% Senior Secured Notes due 2018, dated as of August 19, 2013, among Cogent Communications Group, Inc., the guarantors named therein and Wilmington Trust, National Association (successor by merger to Wilmington Trust FSB), as trustee and collateral agent (previously filed as Exhibit 4.1 to our Current Report on Form 8-K, filed on August 20, 2013, and incorporated herein by reference).

Table of Contents

10.1	Dark Fiber IRU Agreement, dated April 14, 2000, between WilTel Communications, Inc. and Cogent Communications, Inc., as amended June 27, 2000, December 11, 2000, January 26, 2001, and February 21, 2001 (incorporated by reference to Exhibit 10.2 to our Registration Statement on Form S-4, Commission File No. 333-71684, filed on October 16, 2001)*
10.2	David Schaeffer Employment Agreement with Cogent Communications Group, Inc., dated February 7, 2000 (incorporated by reference to Exhibit 10.6 to our Registration Statement on Form S-4, Commission File No. 333-71684, filed on October 16, 2001)
10.3	Lease for Headquarters Space by and between 6715 Kenilworth Avenue Partnership and Cogent Communications, Inc., dated September 1, 2000 (incorporated by reference to Exhibit 10.10 to our Registration Statement on Form S-4, Commission File No. 333-71684, filed on October 16, 2001)
10.4	Renewal of Lease for Headquarters Space, by and between 6715 Kenilworth Avenue Partnership and Cogent Communications , Inc., dated August 5, 2003 (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed on November 14, 2003)
10.5	2003 Incentive Award Plan of Cogent Communications Group, Inc. (incorporated by reference to Exhibit 10.1 to our Registration Statement on Form S-8, Commission File No. 333-108702, filed on September 11, 2003)
10.6	2004 Incentive Award Plan of Cogent Communications Group, Inc., as amended and restated through February 21, 2012 (previously filed as Exhibit 10.7 to our Annual Report on Form 10-K, filed on February 27, 2012, and incorporated herein by reference). See also Exhibit 10.31 below.
10.7	Robert N. Beury, Jr. Employment Agreement with Cogent Communications Group, Inc., dated June 15, 2000 (incorporated by reference to Exhibit 10.20 to our Annual Report on Form 10-K, filed on March 31, 2003)
10.8	Timothy G. O'Neill Employment Agreement with Cogent Communications Group, Inc., dated as of September 25, 2003 (previously filed as Exhibit 10.29 to our Annual Report on Form 10-K, filed on February 27, 2012, and incorporated herein by reference)
10.9	Brad Kummer Employment Agreement with Cogent Communications Group, Inc., dated January 11, 2000, (incorporated by reference to Exhibit 10.23 to our Registration Statement on Form S-1, Commission File No. 333-122821, filed on February 14, 2005)
10.10	Extension of Lease for Headquarters Space, by and between 6715 Kenilworth Avenue Partnership and Cogent Communications, Inc., dated February 3, 2005 (previously filed as Exhibit 10.27 to our Annual Report on Form 10-K, filed on March 31, 2005, and incorporated herein by reference)
10.11	Extension of Lease for Headquarters Space to August 31, 2006, by and between 6715 Kenilworth Avenue Partnership and Cogent Communications, Inc., dated July 21, 2005 (previously filed as Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed on August 15, 2005, and incorporated herein by reference)
10.12	Option for extension of Lease for Headquarters Space to August 31, 2007, by and between 6715 Kenilworth Avenue Partnership and Cogent Communications, Inc., dated July 21, 2005 (previously filed as Exhibit 10.2 to our Quarterly Report on Form 10-Q, filed on August 15, 2005, and incorporated herein by reference)

Table of Contents

10.13 Extension of Lease for headquarters space to August 31, 2010, by and between 6715 Kenilworth Avenue Partnership and Cogent Communications Group, Inc., dated June 20, 2006 (previously filed as Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed on August 8, 2006, and incorporated herein by reference)

10.14 Ernest Ortega Employment Agreement with Cogent Communications Group, Inc., dated August 1, 2013 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K, filed on August 1, 2013, and incorporated herein by reference)

10.15 David Schaeffer Amendment No. 2 to Employment Agreement with Cogent Communications Group, Inc., dated as of March 12, 2007 (previously filed as Exhibit 10.26 to our Annual Report on Form 10-K, filed on March 14, 2007, and incorporated herein by reference)

10.16 Robert N. Beury, Jr. Employment Agreement with Cogent Communications Group, Inc., dated as of March 12, 2007 (previously filed as Exhibit 10.27 to our Annual Report on Form 10-K, filed on March 14, 2007, and incorporated herein by reference)

10.17 Thaddeus G. Weed Employment Agreements, dated September 25, 2003 through October 26, 2006 (previously filed as Exhibit 10.28 to our Annual Report on Form 10-K, filed on March 14, 2007, and incorporated herein by reference)

10.18 Amendment No. 3 to Employment Agreement of Dave Schaeffer, dated as of August 7, 2007 (previously filed as Exhibit 10.2 to our Quarterly Report on Form 10-Q, filed on August 8, 2007, and incorporated herein by reference)

10.19 Restricted Stock Award to Ernest Ortega, previously filed as Exhibit 10.2 to our Periodic Report on Form 8-K, filed on August 1, 2013, and incorporated herein by reference).

10.20 Form of Restricted Stock Agreement made to Mr. Schaeffer on January 1, 2008) (incorporated by reference to Exhibit 10.27 to our Annual Report on Form 10-K, filed on February 27, 2008)

10.21 Extension of Lease for headquarters space to August 31, 2012 and addition of 3rd floor office space, by and between 6715 Kenilworth Avenue Partnership and Cogent Communications Group, Inc., dated as of August 7, 2008 (previously filed as Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed on August 8, 2008, and incorporated herein by reference)

10.22 Amendment No. 4 to Employment Agreement of Dave Schaeffer, dated as of February 26, 2010 (previously filed as Exhibit 10.25 to our Annual Report on Form 10-K, filed on March 1, 2010, and incorporated herein by reference)

10.23 Form of Restricted Stock Award to Vice Presidents on April 15, 2010 (incorporated by reference to Exhibit 10.3 to our Current Report on Form 8-K, filed on April 20, 2010, and incorporated herein by reference)

10.24 Amendment No. 5 to Employment Agreement of Dave Schaeffer, dated April 7, 2010 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K, filed on April 7, 2010, and incorporated herein by reference).

10.25 Extension of Lease for headquarters space to August 31, 2013 and addition of 1st floor office space, by and between 6715 Kenilworth Avenue Partnership and Cogent Communications Group, Inc., dated as of August 5, 2011 (previously filed as Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed on August 8, 2011, and incorporated herein by reference)

Table of Contents

10.26	Amendment to Lease Agreement for headquarters space reducing leased square footage of office space, by and between 6715 Kenilworth Avenue Partnership and Cogent Communications, Inc., dated as of February 22, 2012 (previously filed as Exhibit 10.30 to our Annual Report on Form 10-K, filed on February 27, 2012, and incorporated herein by reference)
10.27	Extension of Lease for headquarters space to August 31, 2015, by and between Niobium LLC (successor to 6715 Kenilworth Avenue Partnership) and Cogent Communications Group, Inc., dated as of November 7, 2012 (previously filed as Exhibit 10.1 to our Quarterly Report on Form 10-Q, filed on November 7, 2012, and incorporated herein by reference) Niobium LLC is owned by the Company's CEO, David Schaeffer, and his wife.
10.28	Form of Restricted Stock Award dated April 19, 2012 monthly vest (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed on April 23, 2012, and incorporated herein by reference).
10.29	Form of Restricted Stock Award dated April 19, 2012 cliff vest (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed on April 23, 2012, and incorporated herein by reference).
10.30	2004 Incentive Award Plan of Cogent Communications Group, Inc., as amended and restated through February 20, 2013 *(ratified by stockholders at the annual meeting held on April 18, 2013)* (previously filed as Exhibit 10.31 to our Annual Report on Form 10-K, filed on February 27, 2013 and incorporated herein by reference).
21.1	Subsidiaries (filed herewith)
23.1	Consent of Ernst & Young LLP (filed herewith)
31.1	Certification of Chief Executive Officer (filed herewith)
31.2	Certification of Chief Financial Officer (filed herewith)
32.1	Certification of Chief Executive Officer (filed herewith)
32.2	Certification of Chief Financial Officer (filed herewith)
99.1	Policy Against Excise Tax Gross-ups on "Golden Parachute" Payments, with effect from April 7, 2010 (previously filed as Exhibit 99.1 to our Current Report on Form 8-K, filed on April 7, 2010, and incorporated herein by reference).
101.	The following materials from the Annual Report on Form 10-K of Cogent Communications Group, Inc. for the year ended December 31, 2013, formatted in XBRL (eXtensible Business Reporting Language); (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income (Loss), (iii) Consolidated Statements of Changes in Stockholders' Equity. (iv) Consolidated Statements of Cash Flows and (v) Notes to Consolidated Financial Statements .

Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Confidential treatment requested and obtained as to certain portions. Portions have been omitted pursuant to this request where indicated by an asterisk.

Table of Contents

Schedule II

COGENT COMMUNICATIONS GROUP, INC. AND SUBSIDIARIES

VALUATION AND QUALIFYING ACCOUNTS

(in thousands)

Description	Balance at Beginning of Period	Charged to Costs and Expenses	(Deductions)	Balance at End of Period
Allowance for doubtful accounts (deducted from accounts receivable)(a)				
Year ended December 31, 2011	$ 2,464	$ 6,299	$ (5,418)	$ 3,345
Year ended December 31, 2012	$ 3,345	$ 6,058	$ (6,320)	$ 3,083
Year ended December 31, 2013	$ 3,083	$ 4,731	$ (5,943)	$ 1,871
Allowance for Unfulfilled Customer Purchase Obligations (deducted from accounts receivable)				
Year ended December 31, 2011	$ 1,576	$ 4,870	$ (4,587)	$ 1,859
Year ended December 31, 2012	$ 1,859	$ 6,888	$ (7,065)	$ 1,682
Year ended December 31, 2013	$ 1,682	$ 4,690	$ (4,228)	$ 2,144
Deferred tax valuation allowance				
Year ended December 31, 2011	$ 357,915	$ 20,837	$ (8,459)	$ 370,293
Year ended December 31, 2012	$ 370,293	$ 18,200	$ (33)	$ 388,460
Year ended December 31, 2013	$ 388,460	$ 5,542	$ (39,465)	$ 354,537

(a) Bad debt expense, net of recoveries, was approximately $3.5 million for the year ended December 31, 2013, $5.1 million for the year ended December 31, 2012 and $4.3 million for the year ended December 31, 2011.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COGENT COMMUNICATIONS GROUP, INC.

Dated: February 28, 2014

By: /s/ DAVID SCHAEFFER

Name: David Schaeffer
Title: *Chairman and Chief Executive Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ DAVID SCHAEFFER David Schaeffer	Chairman and Chief Executive Officer (Principal Executive Officer)	February 28, 2014
/s/ THADDEUS G. WEED Thaddeus G. Weed	Chief Financial Officer (Principal Financial and Accounting Officer)	February 28, 2014
/s/ TIMOTHY WEINGARTEN Timothy Weingarten	Director	February 28, 2014
/s/ STEVEN BROOKS Steven Brooks	Director	February 28, 2014
/s/ RICHARD T. LIEBHABER Richard T. Liebhaber	Director	February 28, 2014
/s/ DAVID BLAKE BATH David Blake Bath	Director	February 28, 2014
/s/ MARC MONTAGNER Marc Montagner	Director	February 28, 2014