FORM 10-K

Annual report pursuant to section 13 and 15(d)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2012

OR

☐ **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 ☐ No ☒

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 ☐ No ☒

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

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

Indicate by check mark 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. ☐

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 ☒	Accelerated filer ☐	Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

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

The number of shares outstanding of the issuer's common stock, par value $0.001 per share, as of February 22, 2013 was 47,129,700.

The aggregate market value of the Common Stock held by non-affiliates of the registrant, based on the closing price of $19.24 per share on June 29, 2012 as reported by the NASDAQ Global Select Market was approximately $845 million.

COGENT COMMUNICATIONS GROUP, INC.
FORM 10-K ANNUAL REPORT
FOR THE YEAR ENDED DECEMBER 31, 2012
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Portions of the registrant's definitive proxy statement for the registrant's 2013 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, uncertainties 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.

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 and Europe. We recently began expansion into the Japanese market.

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 these 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, 2010, 2011 and 2012, our on-net customers generated 77.8%, 76.3% and 73.4%, 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, 2010, 2011 and 2012, our off-net customers generated 21.0%, 22.8%, and 25.8%, 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, 2010, 2011 and 2012, non-core services generated 1.2%, 0.9% and 0.8%, respectively, of our total service revenue.

We also operate 43 data centers comprising over 420,000 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 and TDM 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.

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 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 1,300 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 610 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 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.

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. Given our record of successful asset integration, we believe we can continue to successfully integrate new businesses as they are acquired. We may also make opportunistic acquisitions of network assets.

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 1,300 multi-tenant office buildings strategically located in commercial business districts;
- over 610 carrier-neutral Internet aggregation facilities, data centers and single-tenant buildings;
- over 570 intra-city networks consisting of over 26,300 fiber miles;
- an inter-city network of more than 56,600 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 carrier. We install the optical and electronic equipment necessary to amplify, regenerate, and route the optical 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 420,000 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 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 or expense related to the traffic exchanged. However, we charge customers for transit services across our network. We directly connect with over 4,360 total networks of which over 4,300 are paying customers.

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 and Europe. We recently began offering our services at a single location in 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	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 1,860 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 our 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 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" 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.

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 and Layer 2 services. These services are generally provided to small and medium-sized businesses in approximately 4,050 off-net buildings.

We support certain 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 0.5% of our 2012 revenues.

Sales and Marketing

Sales. We employ a direct sales and marketing approach including telesales. As of February 1, 2013, our sales force included 324 full-time employees. Our quota bearing sales force includes 185 employees focused primarily on the corporate market and 64 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 on-net buildings. 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 a telesales effort, we have not spent funds on television, radio or print advertising. Our marketing efforts are designed to drive awareness of our products and services, identify qualified leads through various direct marketing campaigns and 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 other 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 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, 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 U.S. 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. 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.

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 U.S. in that providers of such services face fewer regulatory requirements than the incumbent local telephone company. This may change. Also, the Canadian government has requirements limiting foreign ownership of certain telecommunications facilities in Canada. We are not subject to these restrictions today. We will have to comply with these regulations to the extent they change and to the extent we begin using facilities in a manner that subjects us to these restrictions.

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.

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 liabilities.

Employees

As of February 1, 2013, we had 605 employees. Unions represent twenty-four 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

If our operations do not consistently produce positive cash flow to pay for our growth or meet our operating and financing obligations, and we are unable to otherwise raise additional capital to meet these needs, our ability to implement our business plan will be materially and adversely affected.

We currently generate positive cash flow from our operations. We are not consistently cash flow positive overall and we have limited funds available to us. If we do not become consistently cash flow positive or if we acquire or invest in additional businesses, assets, services or technologies we may need to raise additional capital beyond that available from our operating cash flow. We may also face unforeseen capital requirements for new technology required to remain competitive or to comply with new regulatory requirements, for unforeseen maintenance of our network and facilities, and for other unanticipated expenses associated with running our business. In addition, if we do not retain existing customers or add new customers, our cash flow may be impaired and we may be required to raise additional funds through the issuance of debt or equity. We cannot assure you that we will have access to necessary capital, nor can we assure you that any such financing will be available on terms that are acceptable to our stockholders or us. If we raise additional funds by issuing equity securities, substantial dilution to existing stockholders may result.

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 plans are unsuccessful. In addition, many of our target customers are existing 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 0.5% of our 2012 revenues, a migration of a few very large Internet users to their own networks 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 in implementing our expansion in Eastern Europe, Mexico and Japan and may incur related unexpected costs and regulatory issues.

We began to expand our network into Eastern Europe in 2007, into Mexico in 2009 and recently into Japan. We have experienced difficulty in acquiring dark fiber and other difficulties in making our network operational in Eastern European and Mexican markets. Our expansion may also cost more than we have planned and we may experience regulatory issues. Finally, we may be unsuccessful in selling our services 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.

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

Currently, 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.

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 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 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 exchange traffic to 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. We cannot assure you that we will be able to continue to establish and maintain relationships with providers or favorably resolve disputes with providers.

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 service 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 long-term 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 corporate acquisitions. As a result, we may face 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.

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

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.

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 U.S. 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 U.S. dollars. Therefore, our reported results are exposed to fluctuations in the exchange rates between the U.S. dollar and the Euro. We fund certain of our cash flow requirements of our operations outside of the United States in U.S. dollars. Accordingly, in the event that the foreign currency strengthens against the U.S. dollar to a greater extent than we anticipate, the cash flow requirements associated with these operations may be significantly greater in U.S.-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 an 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, 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, 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 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.

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 those 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.

We have historically incurred operating losses.

Since we initiated operations in 2000 and through 2009, we generated operating losses. Operating losses may prevent us from pursuing our strategies for growth or may require us to seek unplanned additional capital and could cause us to be unable to meet our debt service obligations, capital expenditure requirements or working capital needs.

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.

Due to the uncertainty surrounding the realization of our net deferred tax asset, we have recorded a valuation allowance for the substantial majority of our net deferred tax asset. 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 U.S. Communications Assistance for Law Enforcement Act and similar laws of other countries.

The U.S. 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 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 carriers 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. 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 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 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, 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 harm 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 at a conversion price of $49.18 per share of common stock and to obtain additional shares of common stock. If our share price exceeds $49.18 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 might not have sufficient funds to do this or 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 that might require contributions from Internet service providers. Internet service is also subject 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 (voice over IP) 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 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 or results of operations.

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 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 U.S. 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 U.S. Foreign Corrupt Practices Act or laws of similar stringency, and hence we may be at a competitive disadvantage.

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, 2012 was $395.4 million. As of December 31, 2012, 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. They also have the right to be paid the principal upon default and upon certain designated events, such as certain changes of control. In January 2011 we issued $175.0 million in senior secured notes that are due in 2018 and require interest payments totaling $14.7 million per year. 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.

Our total indebtedness at December 31, 2012 includes $137.9 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.

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

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 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. DESCRIPTION OF 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.

We also lease a total of approximately 540,000 square feet of space for our data centers, regional offices and operations centers. The remaining term of these leases ranges from 5 months to 11 years with, in many cases, options to renew.

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.

PART II

ITEM 5. MARKET FOR THE 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, 2013, there were approximately 181 holders of record of shares of our common stock holding 46,874,349 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 2011		
First Quarter	$ 16.14	$ 13.10
Second Quarter	17.23	12.68
Third Quarter	17.99	12.23
Fourth Quarter	17.84	12.63
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

On August 7, 2012, our board of directors approved the payment of a dividend of $0.10 per common share to holders of record on August 22, 2012. The $4.5 million dividend payment was made on September 12, 2012. On November 5, 2012, our board of directors approved the payment of a dividend of $0.11 per common share to holders of record on November 21, 2012. The $5.0 million dividend payment was made on December 12, 2012. Dividend payments are recorded as a reduction to retained earnings. Dividends on unvested restricted shares of common stock are paid as the awards vest. On February 20, 2013, our board of directors approved the payment of a dividend of $0.12 per common share−to holders of record on March 4, 2013 with payment estimated to be approximately $5.5 million and to be made on March 15, 2013.

The payment of any future quarterly dividends will be at the discretion of our board of directors 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, we issued our 8.375% Senior Secured Notes (the "Senior Notes") due February 15, 2018, for an aggregate principal amount of $175.0 million in a private offering for resale to qualified institutional buyers pursuant to SEC Rule 144A. 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.

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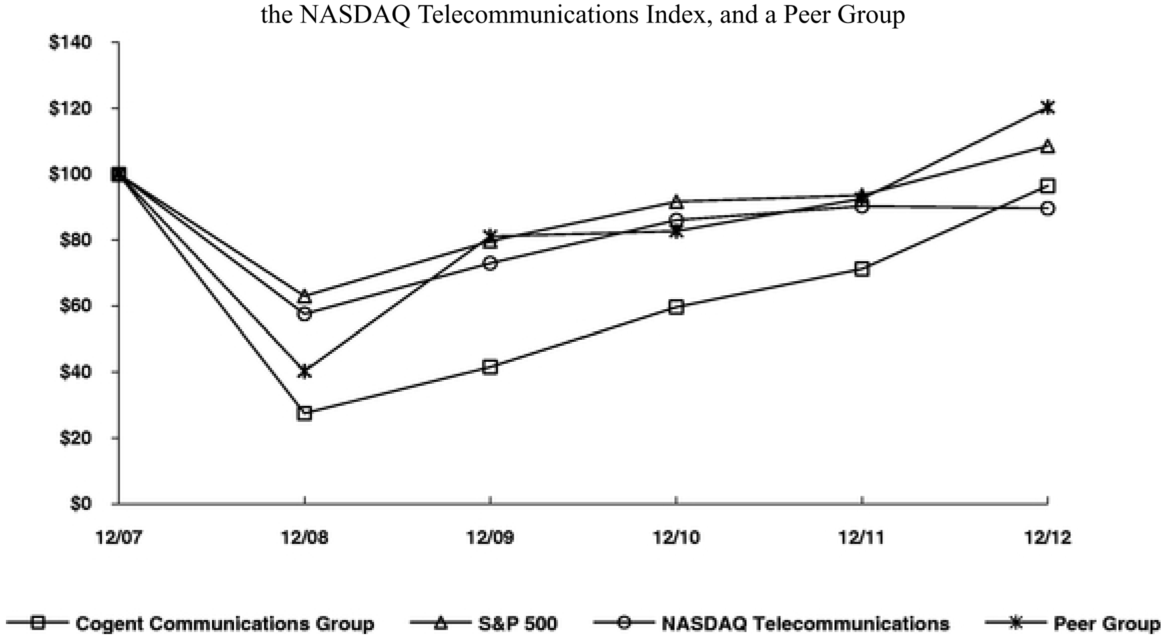
Performance Graph

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 December 31, 2007−December 31, 2012, 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 and (3) an industry peer group consisting of Internap Network Services Corporation (NASDAQ: INAP) and TW Telecom Inc. (NASDAQ: TWTC). Cogent's original industry peer group, selected in 2003, consisted of five companies. Only two of the original peer group companies remain publicly traded companies. The customized peer group is now too small to reflect a meaningful market comparison as intended by this graph. Accordingly, we have replaced the customized peer group with the NASDAQ Telecommunications Index. The customized industry peer group is included here for comparison purposes. The comparison below assumes $100 was invested on December 31, 2007 in our common stock, the S&P 500 Index and the industry peer group, with dividends, if any, reinvested.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

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



* $100 invested on 12/31/07 in stock or index, including reinvestment of dividends.
Fiscal year ending December 31.
Please note Time Warner Telecom Inc. changed its name to TW Telecom Inc
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	12/07	12/08	12/09	12/10	12/11	12/12
Cogent Communications Group	$ 100.00	$ 27.54	$ 41.59	$ 59.64	$ 71.24	$ 96.47
S&P 500	100.00	63.00	79.67	91.67	93.61	108.59
NASDAQ Telecommunications	100.00	57.58	72.97	86.05	90.30	89.62
Peer Group	100.00	40.33	81.12	82.71	92.58	120.33

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, 2012, we had purchased 306,940 shares of our common stock pursuant to these authorizations for an aggregate of $4.2 million; approximately $45.8 million remained available for such negotiated and open market transactions concerning our common stock. We may purchase shares and our convertible notes from time to time depending on market, economic, and other factors.

There were no common stock repurchases during the fourth quarter of 2012 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 the 2013 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

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

	Years Ended December 31,				
	2012	2011	2010	2009	2008
	(dollars in thousands)				
CONSOLIDATED STATEMENT OF OPERATIONS DATA:					
Service revenue	$ 316,973	$ 305,500	$ 263,416	$ 235,807	$ 215,489
Operating expenses:					
Network operations	143,113	131,650	118,653	102,603	92,727
Equity-based compensation expense–network operations	529	510	370	172	328
Selling, general, and administrative	72,091	69,799	65,793	68,470	62,917
Equity-based compensation expense–SG&A	7,794	7,185	6,267	8,435	17,548
Asset impairments	–	–	594	–	1,592
Depreciation and amortization	62,478	59,850	56,524	59,913	62,589
Total operating expenses	286,005	268,994	248,201	239,593	237,701
Operating income (loss)	30,968	36,506	15,215	(3,786)	(22,212)
Gains–purchases of senior convertible notes	–	–	–	–	23,075
Gains–lease obligation restructurings and releases	–	2,739	–	–	–
Interest expense and other, net	(34,468)	(33,663)	(15,723)	(14,612)	(14,549)
(Loss) income before income taxes	(3,500)	5,582	(508)	(18,398)	(13,686)
Income tax (provision) benefit	(751)	1,960	1,177	1,247	(1,536)
Net (loss) income	$ (4,251)	$ 7,542	$ 669	$ (17,151)	$ (15,222)
Net (loss) income per common share–basic and diluted	$ (0.09)	$ 0.17	$ 0.01	$ (0.39)	$ (0.34)
Dividends declared per common share	$ 0.21	–	–	–	–
Weighted-average common shares–basic	45,514,844	45,180,485	44,633,878	44,028,736	44,563,727
Weighted-average common shares–diluted	45,514,844	45,704,052	44,790,753	44,028,736	44,563,727
CONSOLIDATED BALANCE SHEET DATA (AT PERIOD END):					
Total assets	606,531	597,651	376,103	354,995	347,793
Long-term debt (including capital leases and current portion) (net of unamortized discount of $9,494, $15,366, $20,758, $25,708 and $30,253, respectively)	395,432	386,308	182,925	175,934	165,918

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 7. 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 USD and Canadian dollars to USD exchange rates) on the translation of our non-USD denominated revenues, expenses, assets and liabilities; legal and operational difficulties in new markets; the imposition of a requirement that we contribute to the U. S. 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, 2012.

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 to small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations in North America and Europe. We recently began expansion into 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 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.

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 over 1,860 buildings in which we provide our on-net services, including over 1,300 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 on 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, a decline in Internet access prices on a per megabit basis within carrier neutral data centers and relatively flat pricing per corporate customer connection. 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 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 primarily 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 the 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 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, and equipment availability.

Results of Operations

Year Ended December 31, 2011 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 potential variability of our service revenue and cash flows. The following summary table presents a comparison of our results of operations for the years ended December 31, 2011 and 2012 with respect to certain key financial measures. The comparisons illustrated in the table are discussed in greater detail below.

	Year Ended December 31,		Percent
	2011	2012	Change
	(in thousands)		
Service revenue	$ 305,500	$ 316,973	3.8%
On-net revenues	233,012	232,587	(0.2)%
Off-net revenues	69,640	81,928	17.6%
Non-core revenues	2,848	2,458	(13.7)%
Network operations expenses(1)	132,160	143,642	8.7%
Selling, general, and administrative expenses(2)	76,984	79,885	3.8%
Depreciation and amortization expenses	59,850	62,478	4.4%
Interest expense	34,511	36,319	5.2%
Release of lease obligation−gain	2,739	−	(100.0)%
Income tax benefit (expense)	1,960	(751)	(138.3)%

(1) Includes non-cash equity-based compensation expense of $510 and $529 for 2011 and 2012, 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 $7,185 and $7,794 for 2011 and 2012, respectively, which, if excluded would have resulted in a period-to-period change of 3.3%.

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 2011 and 2012, on-net, off-net and non-core revenues represented 76.3%, 22.8% and 0.9% and 73.4%, 25.8% and 0.8% 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 U.S. 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 48.9% and 51.1% of our service revenue, respectively, for 2011, and represented 51.5% and 48.5% of our service revenue, 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 approximately 29,900 at December 31, 2012 from approximately 25,500 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 decline in our average revenue per on-net customer connection, resulting primarily from our net-centric customers. This decline 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 greater average revenue per connection than our new on-net customers. These trends and events resulted in a reduction to our average revenue per on-net connection.

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 approximately 3,900 at December 31, 2011 to approximately 4,500 at December 31, 2012. Our off-net revenue increased at a greater rate than our off-net customer connections due to an increase in our average revenue per off-net customer connection. Our off-net customers who cancel their service with us, in general, have a lower average revenue per connection than our new off-net customers who generally purchase higher-bandwidth connections which carry a higher revenue per connection.

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 approximately 560 at December 31, 2011 to approximately 470 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 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 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.

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

Year Ended December 31, 2010 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 potential variability of our service revenues and cash flows. The following summary table presents a comparison of our results of operations for the years ended

December 31, 2010 and 2011 with respect to certain key financial measures. The comparisons illustrated in the table are discussed in greater detail below.

	Year Ended December 31,		Percent
	2010	2011	Change
	(in thousands)		
Service revenue	$ 263,416	$ 305,500	16.0%
On-net revenues	205,004	233,012	13.7%
Off-net revenues	55,294	69,640	25.9%
Non-core revenues	3,118	2,848	(8.7)%
Network operations expenses(1)	119,023	132,160	11.0%
Selling, general, and administrative expenses(2)	72,060	76,984	6.8%
Asset impairment	594	–	(100.0)%
Depreciation and amortization expenses	56,524	59,850	5.9%
Interest expense	16,682	34,511	106.9%
Release of lease obligation−gain	–	2,739	100.0%
Income tax benefit	1,177	1,960	66.5%

(1) Includes non-cash equity-based compensation expense of $370 and $510 for 2010 and 2011, respectively, which, if excluded would have resulted in a period-to-period change of 11.0%.

(2) Includes non-cash equity-based compensation expense of $6,267 and $7,185 for 2010 and 2011, respectively, which, if excluded would have resulted in a period-to-period change of 6.1%.

Service Revenue. Our service revenue increased 16.0% from $263.4 million for 2010 to $305.5 million for 2011. Exchange rates positively impacted the increase in service revenues by approximately $3.9 million. All foreign currency comparisons herein reflect results for 2011 translated at the average foreign currency exchange rates for 2010. For 2010 and 2011, on-net, off-net and non-core revenues represented 77.8%, 21.0% and 1.2% and 76.3%, 22.8% and 0.9% of our service revenue, respectively. Our largest customer accounted for 5.5% of our 2011 revenue. In January 2012, our largest (net-centric) customer was indicted by the U.S. 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 49.4% and 50.6% of our service revenue, respectively, for 2010, and represented 48.9% and 51.1% of our service revenue, respectively, for 2011. Revenue from corporate customers increased 14.9% from $130.1 million for 2010 to $149.4 million for 2011. Revenue from our net-centric customers increased 17.0% from $133.3 million for 2010 to $156.1 million for 2011.

Our on-net revenue increased 13.7% from $205.0 million for 2010 to $233.0 million for 2011. Our on-net revenue increased as we increased the number of our on-net customer connections by 22.3% from approximately 20,900 at December 31, 2010 to approximately 25,500 at December 31, 2011. On-net customer connections increased at a greater rate than on-net revenue due to a decline in the average revenue per on-net customer connection−primarily resulting from the pricing per connection related to our net-centric customers. This decline in the average revenue per on-net customer connection is partly attributed to volume and term based pricing discounts. Additionally, on-net customers who cancel or renew their service from our installed base of customers, in general, have greater average revenue per connections than new or renewed customers. These trends resulted in a reduction to our average revenue per on-net connection.

Our off-net revenue increased 25.9% from $55.3 million for 2010 to $69.6 million for 2011. Our off-net customer connections increased 11.0% from approximately 3,500 at December 31, 2010 to approximately 3,900 at December 31, 2011. Off-net revenue increased at a greater rate than off-net customer connections due to an increase in the average revenue per off-net customer connection. Off-net customers who cancel their service, in general, have an average revenue per connection and per connection bandwidth speed that is less than the average revenue per connection for new off-net customers who generally purchase higher-bandwidth connections.

Our non-core revenue decreased 8.7% from $3.1 million for 2010 to $2.8 million for 2011. The number of our non-core customer connections decreased 12.8% from approximately 650 at December 31, 2010 to approximately 560 at December 31, 2011. 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 costs associated with service delivery, network management, and customer support. This includes the costs of personnel and related operating expenses associated with these activities, 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 increased 11.0% from $119.0 million for 2010 to $132.2 million for 2011. The increase in network operations expenses is primarily attributable to an increase in costs related to our network and facilities expansion activities including personnel and related operating expenses and an increase in our off-net revenues. When we provide off-net revenues we also assume the cost of the associated tail-circuits. The impact of exchange rates resulted in an increase of network operations expenses for 2011 of approximately $1.5 million.

Selling, General, and Administrative Expenses ("SG&A"). Our SG&A expenses increased 6.8% from $72.1 million for 2010 to $77.0 million for 2011. 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 $6.3 million for 2010 and $7.2 million for 2011. SG&A expenses increased primarily from the increase in salaries and related costs required to support our expansion efforts including an increase in our sales and marketing efforts. The impact of exchange rates resulted in an increase of approximately $0.9 million in SG&A expenses.

Asset Impairment. In 2010, we recorded an impairment charge of $0.6 million related to certain property and equipment that were no longer in use. There were no such charges in 2011.

Depreciation and Amortization Expenses. Our depreciation and amortization expense increased 5.9% from $56.5 million for 2010 to $59.9 million for 2011. 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 and an adjustment to our asset retirement obligations, discussed below. The impact of exchange rates resulted in an increase of approximately $0.6 million in depreciation and amortization expenses.

In the first quarter of 2010, we revised our estimates of the cash flows that we believed will be required to settle our leased facility asset retirement obligations at the end of the respective lease terms, which resulted in a reduction to our asset retirement obligation liability. These revisions reduced our asset retirement obligation liability by $0.9 million with an offsetting reduction to depreciation and amortization of $0.7 million and selling, general and administrative expenses of $0.2 million.

Interest Expense. Interest expense results from interest incurred on our $175.0 million of Senior Notes issued in January 2011, our $92.0 million of 1.00% convertible senior notes (the "Convertible Notes") issued in June 2007, and interest on our capital lease obligations. Our interest expense increased 106.9% from $16.7 million for 2010 to $34.5 million for 2011. The increase is attributed to approximately $14.0 million of interest expense related to the issuance of our Senior Notes and to an increase in our capital lease obligations. The impact of exchange rates resulted in an increase in our interest expense for 2011 of approximately $0.3 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. Our income tax benefit was $1.2 million for 2010 and $2.0 million for 2011. The net income tax benefit for 2010 includes income taxes for the United States of approximately $0.7 million for state income taxes (including approximately $0.3 million related to uncertain tax benefits), $0.1 million of income tax provision related to our European operations offset by a tax benefit of $1.5 million from the reduction of the remaining valuation allowance on net deferred tax assets related to our Canadian operations and $0.6 million related to a refund of federal alternative minimum taxes. The net income tax benefit for 2011 includes income taxes for the United States of approximately $3.4 million for state income taxes (including approximately $3.0 million related to uncertain tax benefits) a tax benefit of $6.3 million from the reduction of the valuation allowance on net deferred tax assets related to our operations in certain state and municipal jurisdictions in the United States, and, $0.3 million and $0.6 million of income tax provision related to our European and Canadian operations, respectively.

Buildings On-net. As of December 31, 2010 and 2011 we had a total of 1,579 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, 2010, 2011, and 2012.

	Year Ended December 31,		
	2010	2011	2012
	(in thousands)		
Net cash provided by operating activities	$ 71,477	$ 75,814	$ 79,943
Net cash used in investing activities	(52,227)	(45,812)	(44,196)
Net cash (used in) provided by financing activities	(18,874)	152,636	(27,204)
Effect of exchange rates on cash	(22)	(714)	535
Net increase in cash and cash equivalents during the year	$ 354	$ 181,924	$ 9,078

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 $71.5 million for 2010, $75.8 million for 2011 and $79.9 million for 2012. The increases in cash provided by operating activities are primarily due to increases in our operating profit and working capital management. Cash provided by operating activities for 2011 and 2012 includes interest payments of $8.1 million and $14.7 million, respectively, under our senior secured notes, further described below. Our future operating cash flow will be impacted by annual interest payments of $14.7 million related to our senior secured notes.

Net Cash Used In Investing Activities. Net cash used in investing activities was $52.2 million for 2010, $45.8 million for 2011 and $44.2 million for 2012. Our primary use of investing cash is for purchases of property and equipment. These amounts were $52.8 million, $45.9 million and $44.3 million for 2010, 2011 and 2012, 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 (Used In) Provided By Financing Activities. Financing activities used cash of $18.9 million for 2010 and $27.2 million for 2012. Financing activities provided cash of $152.6 million for 2011. Our primary use of financing cash is for principal payments under our capital lease obligations. These amounts were $19.1 million, $15.5 million and $16.8 million for 2010, 2011 and 2012, respectively. Additionally, 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 2010. In January 2011, we issued our 8.375% Senior Secured Notes (the "Senior Notes") due February 15, 2018, for an aggregate principal amount of $175.0 million. We 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.

Indebtedness

Our total indebtedness, net of discount, at December 31, 2012 was $395.4 million. Our total indebtedness at December 31, 2012 includes $137.9 million of capital lease obligations for dark fiber primarily under 15-20 year IRUs. Our total cash and cash equivalents were $247.3 million at December 31, 2012.

Senior Secured Notes

In January 2011, we issued our Senior Notes for an aggregate principal amount of $175.0 million in a private offering 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, beginning on August 15, 2011. We received net proceeds of approximately $170.5 million after deducting $4.5 million of issuance costs. We intend to use the net proceeds from the Senior Notes for general corporate purposes and/or repurchases of our common stock or our Convertible Notes or a special dividend or recurring dividends.

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 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 an initial conversion price of $49.18 per share, or 20.3355 shares for each $1,000 principal amount of Convertible Notes, subject to adjustment for certain events as set forth in the indenture. 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 September 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 35.5872 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.

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, 2012. There were no purchases in the year ended December 31, 2010. All purchased common shares were subsequently retired. In February 2013, our board of directors extended the February 2011 program through February 2014.

Dividends on Common Stock

On August 7, 2012, our board of directors approved payment of a dividend of $0.10 per common share. The dividend payment totaling $4.5 million was paid on September 12, 2012 to holders of record as of August 22, 2012. On November 5, 2012, our board of directors approved the payment of a dividend of $0.11 per common share. On December 12, 2012, a dividend payment totaling $5.0 million was paid to holders of record as of November 21, 2012. On February 20, 2013, our board of directors approved the payment of a dividend of $0.12 per common share to holders of record on March 4, 2013 and the dividend payment totaling $5.5 million will be paid on March 15, 2013.

The payment of any future quarterly dividends will be at the discretion of our board of directors 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, 2012.

	Payments due by period				
	Total	Less than 1 year	1 - 3 years	3 - 5 years	After 5 years
	(in thousands)				
Convertible Notes(1)	$ 93,358	$ 920	$ 92,438	$ –	$ –
Senior Notes(2)	255,609	14,656	29,312	29,312	182,329
Capital lease obligations(3)	299,995	29,968	40,537	38,938	190,552
Operating leases and other(4)	313,257	48,631	78,091	55,846	130,689
Unconditional purchase obligations(5)	75,960	24,853	25,397	2,292	23,418
Total contractual cash obligations	$ 1,038,179	$ 119,028	$ 265,775	$ 126,388	$ 526,988

(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) The $175.0 million Senior Notes were issued in January 2011 and these amounts include interest and principal payment obligations 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 $137.9 million at December 31, 2012. 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) As of December 31, 2012, we had committed to additional dark fiber IRU operating and capital lease agreements totaling approximately $35.7 million in future principal and interest payments. In January 2013, we entered into an amended equipment purchase agreement with a vendor which require us to order $37 million of equipment through 2016.
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

Due to the uncertainty surrounding the realization of our net deferred tax asset, we have recorded a valuation allowance for a substantial majority of our net deferred tax asset. 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.

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 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. To reflect for the uncertainty of future taxable income we have recorded a valuation allowance for the significant majority of our net deferred tax asset. We have not recorded valuation allowance associated with our deferred tax assets in our Canadian operations or in certain states. 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 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. Based on our ongoing review of this evidence, we believe a possibility exists that all or a portion of the valuation allowance against our domestic deferred tax assets may be reduced within the next twelve months.

Uncertain Tax Positions

In the normal course of business we take positions on our tax returns that may be challenged by taxing authorities. We evaluate all uncertain tax positions to assess whether the position will more likely than not be sustained upon examination. If we determine that the tax position is more likely than not to be sustained, we record the amount of the benefit that is more likely than not to be realized when the tax position is settled. We adjust our 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. Our consolidated tax provision in any given year includes adjustments to prior year income tax accruals that are considered appropriate and any related estimated interest.

Equity-based Compensation

We grant options for shares of our common stock to certain of our employees with a strike price equal to the market value at the grant date. We grant shares of restricted stock to our senior management team and to certain other employees and to our board members. We determine the fair value of grants of restricted stock by the closing trading price of our common stock on the grant date. We determine the fair value of grants of options for shares of common stock by the closing trading price of our common stock on the grant date using the Black-Scholes method. Grants of shares of restricted stock and options for common stock generally vest over periods ranging from three to four-years. We record equity-based compensation expense related to grants of restricted stock with vesting subject to performance conditions when it is considered probable that the performance conditions will be met. Compensation expense for all awards is recognized ratably over the service period.

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

Expected Dividend Yield−Prior to our initial declaration of a quarterly cash dividend in the third quarter of 2012, we used an expected dividend yield of 0% as we did not historically pay cash dividends on our common stock. We now use an expected dividend yield of 2.0%

Expected Volatility−We use the historical volatility for a period commensurate with the expected term of the option.

Risk-Free Interest Rate−We use the zero coupon U.S. Treasury rate during the quarter having a term that most closely resembles the expected term of the option.

Expected Term of the Option−We estimate the expected life of the option term by analyzing historical stock option exercises.

Forfeiture Rates−We estimate the forfeiture rate based on historical data with further consideration given to the class of employees to whom the options or shares were granted.

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.

Other Accounting Policies

We capitalize the direct costs incurred prior to an asset being ready for service. These costs include costs under the related construction contract and the compensation costs of employees directly involved with construction activities. Our capitalization of these costs is based upon estimates of time for our employees involved in construction activities.

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.

We estimate the useful lives of our property and equipment based upon historical usage with consideration given to technological changes and trends in the industry that could impact the asset utilization. We establish the number of renewal option periods used in determining the lease term, if any, for amortizing leasehold improvements based upon our assessment at the inception of the lease of the number of option periods that are reasonably assured.

We recognize a liability for the estimated fair value of legal 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 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 as accretion expense and included within selling, general and administrative expenses. Changes in the liability due to revisions to future cash flows are recognized by increasing or decreasing the liability with the offset adjusting the carrying amount of the related long-lived asset. To the extent that the downward revisions exceed the carrying amount of the related long-lived asset initially recorded when the asset retirement obligation liability was established, we record the remaining adjustment as a reduction to depreciation expense, to the extent of historical depreciation of the related long-lived asset, and then to selling, general and administrative expense.

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 U.S. 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 U.S. dollars. Therefore, our reported results are exposed to fluctuations in the exchange rates between the U.S. 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 U.S. dollars. Accordingly, in the event that the local currencies strengthen versus the U.S. dollar to a greater extent than planned, the revenues, expenses and cash flow requirements associated with our international operations may be significantly higher in U.S.-dollar terms than planned. Changes in foreign currency rates could adversely affect our operating results.

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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, 2012 and 2011, and the related consolidated statements of comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2012. 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, 2012 and 2011, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2012, 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, 2012, based on criteria established in Internal Control−Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

McLean, VA
February 27, 2013

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COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

AS OF DECEMBER 31, 2012 AND 2011

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	2012	2011
Assets		
Current assets:		
Cash and cash equivalents	$ 247,285	$ 238,207
Accounts receivable, net of allowance for doubtful accounts of $3,083 and $3,345, respectively	23,990	25,029
Prepaid expenses and other current assets	9,978	10,051
Total current assets	281,253	273,287
Property and equipment:		
Property and equipment	889,229	836,047
Accumulated depreciation and amortization	(578,054)	(528,069)
Total property and equipment, net	311,175	307,978
Deposits and other assets ($442 and $457 restricted, respectively)	14,103	16,386
Total assets	$ 606,531	$ 597,651
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 14,734	$ 14,199
Accrued and other current liabilities	26,519	21,944
Current maturities, capital lease obligations	10,487	11,700
Total current liabilities	51,740	47,843
Senior secured notes	175,000	175,000
Capital lease obligations, net of current maturities	127,461	122,996
Convertible senior notes, net of discount of $9,494 and $15,366, respectively	82,484	76,612
Other long term liabilities	10,067	11,199
Total liabilities	446,752	433,650
Commitments and contingencies		
Stockholders' equity:		
Common stock, $0.001 par value; 75,000,000 shares authorized; 47,116,644 and 45,893,347 shares issued and outstanding, respectively	47	46
Additional paid-in capital	497,349	489,021
Accumulated other comprehensive income	667	(582)
Accumulated deficit	(338,284)	(324,484)
Total stockholders' equity	159,779	164,001
Total liabilities and stockholders' equity	$ 606,531	$ 597,651

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

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

FOR EACH OF THE THREE YEARS ENDED DECEMBER 31, 2012

(IN THOUSANDS, EXCEPT SHARE AND PER SHARE DATA)

	2012	2011	2010
Service revenue	$ 316,973	$ 305,500	$ 263,416
Operating expenses:			
Network operations (including $529, $510 and $370 of equity-based compensation expense, respectively, exclusive of amounts shown separately)	143,642	132,160	119,023
Selling, general, and administrative (including $7,794, $7,185 and $6,267 of equity-based compensation expense, respectively)	79,885	76,984	72,060
Asset impairment	–	–	594
Depreciation and amortization	62,478	59,850	56,524
Total operating expenses	286,005	268,994	248,201
Operating income	30,968	36,506	15,215
Release of lease obligation (Note 6)	–	2,739	–
Interest income and other	1,851	848	959
Interest expense	(36,319)	(34,511)	(16,682)
(Loss) income before income taxes	(3,500)	5,582	(508)
Income tax (expense) benefit	(751)	1,960	1,177
Net (loss) income	$ (4,251)	$ 7,542	$ 669
Comprehensive (loss) income:			
Net (loss) income	$ (4,251)	$ 7,542	$ 669
Foreign currency translation adjustment	1,249	(1,626)	(932)
Comprehensive (loss) income	$ (3,002)	$ 5,916	$ (263)
Basic and diluted net (loss) income per common share	$ (0.09)	$ 0.17	$ 0.01
Dividends declared per common share	$ 0.21	–	–
Weighted-average common shares−basic	45,514,844	45,180,485	44,633,878
Weighted-average common shares−diluted	45,514,844	45,704,052	44,790,753

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

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR EACH OF THE THREE YEARS ENDED DECEMBER 31, 2012

(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, 2009	**44,853,974**	**$ 45**	**$475,158**	**$ 1,976**	**$ (332,695)**	**$ 144,484**
Forfeitures of shares granted to employees	(61,800)	–	–	–	–	–
Equity-based compensation	–	–	7,305	–	–	7,305
Foreign currency translation	–	–	–	(932)	–	(932)
Issuances of common stock	999,500	1	–	–	–	1
Exercises of options	46,836	–	274	–	–	274
Net income	–	–	–	–	669	669
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**

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

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COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR EACH OF THE THREE YEARS ENDED DECEMBER 31, 2012

(IN THOUSANDS)

	2012	2011	2010
Cash flows from operating activities:			
Net (loss) income	$ (4,251)	$ 7,542	$ 669
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	62,478	59,850	56,524
Asset impairment	–	–	594
Amortization of debt discount–convertible notes	6,031	5,609	4,950
Equity-based compensation expense (net of amounts capitalized)	8,323	7,695	6,637
Gain–release of lease obligation	–	(2,739)	–
Gains–dispositions of assets and other, net	(971)	(96)	(208)
Changes in assets and liabilities:			
Accounts receivable	1,247	(1,554)	(1,603)
Prepaid expenses and other current assets	459	(1,238)	(1,257)
Deferred income taxes	2,692	(5,735)	(1,436)
Deposits and other assets	(436)	343	(888)
Accounts payable, accrued liabilities and other long-term liabilities	4,371	6,137	7,495
Net cash provided by operating activities	79,943	75,814	71,477
Cash flows from investing activities:			
Purchases of property and equipment	(44,337)	(45,856)	(52,757)
Proceeds from asset sales	141	44	530
Net cash used in investing activities	(44,196)	(45,812)	(52,227)
Cash flows from financing activities:			
Net proceeds from issuance of senior secured notes	–	170,512	–
Dividends paid	(9,549)	–	–
Principal payments of capital lease obligations	(16,794)	(15,540)	(19,148)
Purchases of common stock	(1,265)	(2,969)	–
Proceeds from exercises of common stock options	404	633	274
Net cash (used in) provided by financing activities	(27,204)	152,636	(18,874)
Effect of exchange rate changes on cash	535	(714)	(22)
Net increase in cash and cash equivalents	9,078	181,924	354
Cash and cash equivalents, beginning of year	238,207	56,283	55,929
Cash and cash equivalents, end of year	$247,285	$238,207	$ 56,283
Supplemental disclosures of cash flow information:			
Cash paid for interest	$ 26,107	$ 24,602	$ 11,925
Cash paid for income taxes	428	810	303
Non-cash financing activities–capital lease obligations incurred	17,805	41,959	23,291

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

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 to small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations in North America and Europe. The Company recently began expansion into 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.

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.

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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 collection have been exhausted and the potential for recovery is considered remote. The Company recognized bad debt expense, net of recoveries, of approximately $5.1 million, $4.3 million and $4.3 million for the years ended December 31, 2012, 2011 and 2010, 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 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.

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

Foreign currency translation adjustment and comprehensive income (loss)

The consolidated financial statements of the Company's non-U.S. operations are translated into U.S. 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 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, 2012 and December 31, 2011, 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, 2012, the fair value of the Company's $92.0 million convertible senior notes was approximately $89.0 million. Based upon recent trading prices (Level 2−market approach) at December 31, 2012, the fair value of the Company's $175.0 million senior secured notes was approximately $191.7 million.

The Company was party to letters of credit totaling approximately $0.4 million as of December 31, 2012 and $0.4 million as of December 31, 2011. 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, 2012 and 2011, 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 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.

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.

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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 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

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

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 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.

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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, 2012, 2011 and 2010, 1.7 million, 0.8 million and 1.2 million unvested 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 at an initial conversion price of $49.18 per share, 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, 2011 and 2010 options to purchase 0.2 million, 0.1 million and 0.2 million shares of common stock, respectively, at weighted-average exercise prices of $14.87 and $17.62 and $17.84 per share, 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, 2011 and 2010:

	Year Ended December 31, 2011	Year Ended December 31, 2010
Weighted average common shares−basic	45,180,485	44,633,878
Dilutive effect of stock options	83,192	76,336
Dilutive effect of restricted stock	440,375	80,539
Weighted average common shares−diluted	45,704,052	44,790,753

Recent accounting pronouncements−adopted

The Financial Accounting Standards Board ("FASB") recently issued amendments to the presentation of comprehensive income which became effective for interim and annual periods beginning after December 15, 2011. The amendments eliminated the previous reporting option of displaying components of other comprehensive income within the statement of changes in stockholders' equity. Under the new guidance, the Company was required to present either a single continuous statement of comprehensive income or an income statement immediately followed by a statement of comprehensive income. The Company elected to present a single continuous statement of comprehensive income.

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

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 U.S. 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.

2. Property and equipment:

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

	December 31, 2012	December 31, 2011
Owned assets:		
Network equipment	$ 375,230	$ 363,287
Leasehold improvements	127,497	115,155
System infrastructure	71,769	64,463
Software	9,369	9,221
Office and other equipment	10,558	9,690
Building	1,471	1,440
Land	125	122
	596,019	563,378
Less−Accumulated depreciation and amortization	(472,024)	(438,298)
	123,995	125,080
Assets under capital leases:		
IRUs	293,210	272,669
Less−Accumulated depreciation and amortization	(106,030)	(89,771)
	187,180	182,898
Property and equipment, net	$ 311,175	$ 307,978

Depreciation and amortization expense related to property and equipment and capital leases was $62.4 million, $59.7 million and $56.5 million, for the years ended December 31, 2012, 2011 and 2010, respectively.

Capitalized construction costs

The Company capitalizes the compensation cost of employees directly involved with its construction activities. In 2012, 2011 and 2010, the Company capitalized compensation costs of $7.2 million, $7.1 million and $5.9 million respectively. These amounts are included in system infrastructure costs.

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. Property and equipment: (Continued)

Asset impairment

In 2010, the Company recorded an impairment charge for certain property and equipment that was no longer in use totaling $0.6 million.

3. Accrued and other liabilities:

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

	2012	2011
Operating accruals	$ 8,283	$ 7,204
Deferred revenue−current portion	4,132	3,978
Payroll and benefits	2,358	2,160
Taxes−non-income based	692	1,210
Interest	11,054	7,392
Total	$ 26,519	$ 21,944

Asset retirement obligations

In 2010, the Company determined that its estimates of restoration costs for its leased facility asset retirement obligations were too high based on current costs to restore and changes in the expected timing of the payment of those costs due to the extensions of lease terms. As a result, the Company revised its estimates of the cash flows that it believed will be required to settle its leased facility asset retirement obligations at the end of the respective lease terms, which resulted in a reduction to the Company's asset retirement obligation liability. As a result of the revisions in the estimated amount and timing of cash flows for its asset retirement obligations the Company reduced its asset retirement obligation liability by $0.9 million with an offsetting reduction to depreciation and amortization of $0.7 million and selling, general and administrative expenses of $0.2 million.

A reconciliation of the amounts related to these obligations is as follows (in thousands):

Asset retirement obligations	
Balance−December 31, 2009	$ 1,208
Effect of exchange rates	(77)
Revision to estimated obligation	(909)
Amortization of discount	11
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 (recorded as other long term liabilities)	$ 256

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Long-term debt:

Senior secured notes

On January 26, 2011, the Company issued its 8.375% Senior Secured Notes (the "Senior Notes") due February 15, 2018, for an aggregate principal amount of $175.0 million in a private offering 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, beginning on August 15, 2011. The Company received net proceeds of approximately $170.5 million after deducting $4.5 million of issuance costs (included in deposits and other assets in the accompanying balance sheets). In the years ended December 31, 2012 and 2011, the Company incurred approximately $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 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 February15, 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.

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Long-term debt: (Continued)

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 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 approximately $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 at an initial conversion price of $49.18 per share, or 20.3355 shares for each $1,000 principal amount of Convertible Notes, subject to adjustment for certain events 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 35.5872 common shares per $1,000 principal amount. The Convertible Notes

4. Long-term debt: (Continued)

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 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.

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,	
	2012	2011
Principal amount of convertible senior notes	$ 91,978	$ 91,978
Unamortized discount	(9,494)	(15,366)
Net carrying amount	82,484	76,612
Additional paid-in capital	74,933	74,933

At December 31, 2012, the unamortized discount had a remaining recognition period of approximately 1.5 years. The amount of interest expense recognized and effective interest rate for the years ended December 31, 2012, 2011 and 2010 were as follows (in thousands):

	Year Ended December 31,		
	2012	2011	2010
Contractual coupon interest	$ 920	$ 920	$ 920
Amortization of discount and costs	5,886	5,405	4,964
Interest expense	$ 6,806	$ 6,325	$ 5,884
Effective interest rate	8.7%	8.7%	8.7%

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Long-term debt: (Continued)

Long-term debt maturities

The aggregate future contractual maturities of long-term debt were as follows as of December 31, 2012 (in thousands):

For the year ending December 31,	
2013	$ –
2014	–
2015	–
2016	–
2017	–
Thereafter(1)	266,978
Total	$ 266,978

(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.

5. Income taxes:

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

	Years Ended December 31,		
	2012	2011	2010
Domestic	$ 20,411	$ 27,832	$ 14,360
Foreign	(23,911)	(22,250)	(14,868)
Total (loss) income before income taxes	$ (3,500)	$ 5,582	$ (508)

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

	Years Ended December 31,		
	2012	2011	2010
Current:			
Federal	$ –	$ –	$ 563
State	2,285	(3,432)	(724)
Foreign	(344)	(369)	(128)
Deferred:			
State	(1,245)	6,334	–
Foreign	(1,447)	(573)	1,466
Total income tax (provision) benefit	$ (751)	$ 1,960	$ 1,177

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Income taxes: (Continued)

Our consolidated temporary differences comprising our net deferred tax assets at December 31, 2012 and 2011 are as follows (in thousands):

	December 31, 2012	December 31, 2011
Deferred Tax Assets:		
Net operating loss carry-forwards	$ 345,000	$ 335,899
Depreciation and amortization	4,187	7,857
Tax credits	2,758	2,437
Accrued liabilities and other	6,138	5,343
Equity-based compensation	–	566
Total gross deferred tax assets	358,083	352,102
Deferred Tax Liabilities:		
Convertible notes	3,415	5,620
Equity-based compensation	600	–
Total gross deferred tax liabilities	4,015	5,620
Net deferred tax assets before valuation allowance	354,068	346,482
Valuation allowance	(347,882)	(337,698)
Net deferred tax asset	$ 6,186	$ 8,784

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, 2010, the Company concluded that it was more likely than not that it would be able to realize its remaining Canadian deferred tax assets. Accordingly, the Company reduced the remaining valuation allowance related to these deferred tax assets and recorded an income tax benefit of $1.5 million in the year ended December 31, 2010. 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. As of December 31, 2012 and 2011, the Company maintained a full valuation allowance against its other deferred tax assets consisting primarily of net operating loss carryforwards.

As of December 31, 2012, the Company has combined net operating loss carry-forwards of approximately $1.1 billion. This amount includes federal and state net operating loss carry-forwards in the United States of approximately $362.0 million, net operating loss carry-forwards related to its European, Canadian, Mexican and Japanese operations of approximately $735.5 million, $2.9 million, $1.4 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. The net operating loss carryforwards in the United States will expire, if unused, between 2022 and 2029. The net operating loss carry-forwards related to the Company's Canadian operations expire if

5. Income taxes: (Continued)

unused, between 2026 and 2027. The net operating loss carry-forwards related to the Company's Mexican operations expire if unused, between 2019 and 2022. The net operating loss carry-forwards related to the Company's Japanese operations will expire in 2020 and 2021. The net operating loss carry-forwards related to the Company's European operations include $576.4 million that do not expire and $159.1 million that expire between 2013 and 2027.

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 $1.7 million as of December 31, 2012 and $3.9 million as of December 31, 2011. During the year ended December 31, 2012, the Company reduced its Canadian deferred tax assets by $0.7 million as a result of Canadian unrecognized tax benefits of an equal amount being recognized during 2012. During the years ended December 31, 2012, 2011 and 2010, the Company (reversed) recognized approximately $(0.6) million, $0.8 million and $0.1 million in interest and penalties related to its uncertain tax positions. During 2012, the Company reversed approximately $3.3 million of its liability (that included approximately $1.0 million of accrued interest and penalties) for uncertain tax positions due to the resolution of certain state income tax issues pursuant to the completion of an audit, and, from the expiration of certain statutes of limitation. The Company expects that its liability for uncertain tax positions will decrease by approximately $0.4 million during the twelve months ended December 31, 2013, 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 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,		
	2012	2011	2010
Beginning balance of unrecognized tax benefits	$ 2,875	$ 698	$ 504
Change attributable to tax positions taken during a prior period	745	2,177	194
Decrease attributable to settlements with taxing authorities	(1,655)	−	−
Decrease attributable to lapses of statutes of limitation	(653)	−	−
Ending balance of unrecognized tax benefits	$ 1,312	$ 2,875	$ 698

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The Company is subject to U.S. federal tax and state tax examinations for years 2004 to 2012. The Company is subject to tax examinations in its foreign jurisdictions generally for years 2005 to 2012.

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Income taxes: (Continued)

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,		
	2012	2011	2010
Federal income tax benefit (provision) at statutory rates	$ 1,225	$ (1,954)	$ 178
Effect of:			
State income taxes, net of federal benefit	(387)	(1,368)	(153)
State tax credits	315	146	17
Impact of foreign operations	(2,744)	(2,561)	(1,858)
Foreign branch tax benefit	9,374	9,385	5,045
Foreign exchange effect on tax assets	3,882	(4,133)	(4,572)
Net operating loss limitation	(1,081)	–	–
Non-deductible expenses	(2,707)	(854)	(735)
Alternative minimum tax	–	–	564
Changes in tax reserves	1,552	(2,969)	(302)
Other	4	276	–
Changes in valuation allowance	(10,184)	5,992	2,993
Income tax (provision) benefit	$ (751)	$ 1,960	$ 1,177

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 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 U.S. treasury

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Commitments and contingencies: (Continued)

interest rate for the lease term. The future minimum payments under these agreements are as follows (in thousands):

For the year ending December 31,	
2013	$ 29,968
2014	20,194
2015	20,343
2016	19,502
2017	19,436
Thereafter	190,552
Total minimum lease obligations	299,995
Less−amounts representing interest	(162,047)
Present value of minimum lease obligations	137,948
Current maturities	(10,487)
Capital lease obligations, net of current maturities	$ 127,461

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 costs which could result in a loss of up to $1.2 million in excess of the amount accrued at December 31, 2012.

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 U.S. 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. 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 seeks certification as a class action and seeks to recover pay for allegedly unpaid overtime and other damages, including attorney's fees. The Company denies both claims and believes that the claims for unpaid overtime in each case are without merit. The Company believes its classification of sales employees is in compliance with applicable law.

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Commitments and contingencies: (Continued)

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,		
2013	$	48,664
2014		41,440
2015		36,651
2016		31,212
2017		24,634
Thereafter		130,689
	$	313,290

Expenses related to these arrangements were $55.8 million in 2012, $55.7 million in 2011 and $53.5 million in 2010.

Unconditional purchase obligations

Unconditional purchase obligations for equipment and services totaled approximately $40.3 million at December 31, 2012 that includes a $37 million equipment purchase agreement with a vendor. Under the equipment purchase agreement the Company is required to order equipment through 2016. As of December 31, 2012, the Company had also committed to additional dark fiber IRU capital and operating lease agreements totaling approximately $35.7 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 2013. Future minimum payments under these obligations are approximately, $24.9 million, $21.2 million, $4.2 million, $1.1 million and $1.2 million for the years ending December 31, 2013 to December 31, 2017, respectively, and approximately $23.4 million, thereafter.

Defined contribution plan

The Company sponsors a 401(k) defined contribution plan that provides for a Company matching payment. The Company matching payments were approximately $0.4 million for 2012, $0.4 million for 2011 and $0.3 million 2010 and were paid in cash.

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

In June 2008, the Company's board of directors approved $50.0 million of purchases of the Company's common stock under a buyback program to occur prior to December 31, 2009. In February 2011, the Company's board of directors approved an additional $50.0 million of purchases of the Company's common stock. 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 2010.

Dividends on common stock

On August 7, 2012, the Company's board of directors approved the payment of a dividend of $0.10 per common share to holders of record on August 22, 2012. The $4.5 million dividend payment was made on September 12, 2012. On November 5, 2012, the Company's board of directors approved the payment of a dividend of $0.11 per common share to holders of record on November 21, 2012. The $5.0 million dividend payment was made on December 12, 2012. Dividends are recorded as a reduction to retained earnings. Dividends on unvested restricted shares of common stock are paid as the awards vest. On February 20, 2013, the Company's board of directors approved the payment of a dividend of $0.12 per common share−estimated to be approximately $5.5 million−to holders of record on March 4, 2013 with payment to be made on March 15, 2013.

The payment of any future dividends will be at the discretion of the Company's board of directors 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 has an award plan, the 2004 Incentive Award Plan, as amended (the "Award Plan"), under which grants of restricted stock and options for common stock are made. 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

8. Stock option and award plan: (Continued)

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, 2012 there were a total of 0.2 million shares available for grant.

The Company has granted restricted shares that are subject to certain performance conditions based upon the Company's operating metrics. The Company recorded approximately $0.1 million, $1.1 million and $0.2 million, respectively, of equity-based compensation expense related to the restricted shares subject to performance conditions in the years ended December 31, 2012, 2011 and 2010, 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 of 2.0%.

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 U.S. 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 $9.00 in 2012, $7.90 in 2011 and $5.44 in 2010. The following assumptions were used for determining the fair value of options granted in the three years ended December 31, 2012:

	Years Ended December 31,		
Black-Scholes Assumptions	**2012**	**2011**	**2010**
Dividend yield	1.3%	0.0%	0.0%
Expected volatility	61.6%	63.2%	65.3%
Risk-free interest rate	0.7%	1.6%	1.8%
Expected life of the option term (in years)	4.8	4.9	5.2

8. Stock option and award plan: (Continued)

Stock option activity under the Company's Award Plan during the period from December 31, 2011 to December 31, 2012, was as follows:

	Number of Options	Weighted-Average Exercise Price
Outstanding at December 31, 2011	257,442	$ 13.17
Granted	61,086	$ 19.37
Cancelled	(37,699)	$ 16.57
Exercised−intrinsic value $0.4 million; cash received $0.4 million	(42,341)	$ 9.53
Outstanding at December 31, 2012−$1.9 million intrinsic value and 5.7 years weighted-average remaining contractual term	238,488	$ 14.87
Exercisable at December 31, 2012−$1.6 million intrinsic value and 4.6 years weighted-average remaining contractual term	177,983	$ 14.10
Expected to vest−$1.8 million intrinsic value and 5.4 years weighted-average remaining contractual term	223,784	$ 14.60

A summary of the Company's non-vested restricted stock awards as of December 31, 2012 and the changes during the year ended December 31, 2012 are as follows:

Non-vested awards	Shares	Weighted-Average Grant Date Fair Value
Non-vested at December 31, 2011	892,217	$ 11.34
Granted	1,338,120	$ 17.74
Vested	(464,169)	$ 12.42
Forfeited	(82,580)	$ 11.62
Non-vested at December 31, 2012	1,683,588	$ 16.12

The weighted average per share grant date fair value of restricted stock granted to employees was $17.74 in 2012 (1.3 million shares), $14.09 in 2011 (0.2 million shares) and $9.17 in 2010 (1.2 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, 2012, 2011 and 2010 was approximately $8.8 million, $7.7 million, and $2.1 million respectively.

Equity-based compensation expense related to stock options and restricted stock was approximately $8.3 million, $7.7 million and $6.6 million for the years ended December 31, 2012, 2011, and 2010, respectively. The Company capitalized compensation expense related to stock options and restricted stock of approximately $0.8 million, $0.9 million and $0.7 million for the years ended December 31, 2012, 2011, and 2010, respectively. As of December 31, 2012 there was approximately $19.6 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 approximately 2.5 years.

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 2012, 2011 and in 2010 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. 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 operating segment. Below are the Company's service revenues and long lived assets by geographic region (in thousands):

	Years Ended December 31,		
	2012	2011	2010
Service Revenue			
North America	$ 253,396	$ 240,116	$ 205,052
Europe	63,577	65,384	58,364
Total	$ 316,973	$ 305,500	$ 263,416

	December 31, 2012	December 31, 2011
Long lived assets, net		
North America	$ 225,060	$ 225,598
Europe	86,162	82,445
Total	$ 311,222	$ 308,043

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

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

11. Quarterly financial information (unaudited):

	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

	Three months ended			
	March 31, 2011	June 30, 2011(1)	September 30, 2011	December 31, 2011(2)
	(in thousands, except share and per share amounts)			
Service revenue	$ 73,460	$ 75,580	$ 77,367	$ 79,093
Network operations, including equity-based compensation expense	31,773	33,249	33,619	33,522
Operating income	7,358	8,671	9,576	10,899
Net (loss) income	(278)	2,115	281	5,424
Net (loss) income per common share−basic and diluted	(0.01)	0.05	0.01	0.12
Weighted-average number of common shares−basic	44,731,858	45,021,507	45,080,859	45,044,733
Weighted-average number of common shares−diluted	44,731,858	45,548,725	45,559,972	45,582,580

(1) In the second quarter of 2011 the Company recognized a gain on the release of a lease obligation. (See Note 6)

(2) In the fourth quarter of 2011 the Company recorded adjustments related to income taxes. These adjustments recognized approximately $6.3 million of deferred tax assets and approximately $2.9 million for uncertain tax positions. (See Note 5)

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 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. Based upon these criteria, we believe that, as of December 31, 2012, our system of internal control over financial reporting was effective.

The independent registered public accounting firm, Ernst & Young LLP, has audited our 2012 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 2012 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 27, 2013

By: /s/ DAVID SCHAEFFER
David Schaeffer
Chief Executive Officer

By: /s/ THADDEUS WEED
Thaddeus Weed
Chief Financial Officer

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, 2012, based on criteria established in Internal Control−Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (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, 2012, 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, 2012 and 2011, and the related consolidated statements of comprehensive income, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2012 of Cogent Communications Group, Inc. and subsidiaries and our report dated February 27, 2013 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

McLean, VA
February 27, 2013

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 the 2013 Proxy Statement for the 2013 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 the 2013 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 the 2013 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 the 2013 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 the 2013 Proxy Statement.

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 Periodic 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 Periodic 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 Periodic 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 Periodic 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 Periodic Report on Form 8-K, filed on February 1, 2011, and incorporated herein by reference)
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-K, 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-K, filed on August 15, 2005, and incorporated herein by reference)
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	Jeffery S. Karnes Employment Agreement with Cogent Communications Group, Inc., dated May 17, 2004 (previously filed as Exhibit 10.25 to our Annual Report on Form 10-K, filed on March 14, 2007, 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	Form of Restricted Stock Agreement made to Vice Presidents and certain other employees on January 1, 2008) (incorporated by reference to Exhibit 10.26 to our Annual Report on Form 10-K, filed on February 27, 2008)
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 made to Mr. Schaeffer on April 15, 2010 (incorporated by reference to Exhibit 10.2 to our Periodic Report on Form 8-K, filed on April 20, 2010, and incorporated herein by reference).
10.24	Form of Restricted Stock Award to Vice Presidents on April 15, 2010 (incorporated by reference to Exhibit 10.3 to our Periodic Report on Form 8-K, filed on April 20, 2010, and incorporated herein by reference)
10.25	Amendment No. 5 to Employment Agreement of Dave Schaeffer, dated April 7, 2010 (previously filed as Exhibit 10.1 to our Periodic Report on Form 8-K, filed on April 7, 2010, and incorporated herein by reference).
10.26	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)

10.27	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)

10.28	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.
10.29	Form of Restricted Stock Award dated April 19, 2013−monthly vest (incorporated by reference to Exhibit 10.1 to our Periodic Report on Form 8-K, filed on April 23, 2012, and incorporated herein by reference).
10.30	Form of Restricted Stock Award dated April 19, 2013−cliff vest (incorporated by reference to Exhibit 10.1 to our Periodic Report on Form 8-K, filed on April 23, 2012, and incorporated herein by reference).
10.31	2004 Incentive Award Plan of Cogent Communications Group, Inc., as amended and restated through February 20, 2013 *(subject to ratification by stockholders at the annual meeting to be held on April 18, 2013)* (filed herewith).
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 Periodic 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, 2012, formatted in XBRL (eXtensible Business Reporting Language); (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Comprehensive Income, (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.

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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, 2010	$ 2,516	$ 5,456	$ (5,508)	$ 2,464
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
Allowance for Unfulfilled Customer Purchase Obligations (deducted from accounts receivable)				
Year ended December 31, 2010	$ 1,796	$ 4,934	$ (5,154)	$ 1,576
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
Deferred tax valuation allowance				
Year ended December 31, 2010	$340,132	$10,103	$ (6,545)	$343,690
Year ended December 31, 2011	$343,690	$ 2,467	$ (8,459)	$337,698
Year ended December 31, 2012	$337,698	$10,217	$ (33)	$347,882

(a) Bad debt expense, net of recoveries, was approximately $5.1 million for the year ended December 31, 2012, $4.3 million for the year ended December 31, 2011 and $4.3 million for the year ended December 31, 2010.

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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 27, 2013

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 27, 2013
/s/ THADDEUS G. WEED Thaddeus G. Weed	Chief Financial Officer (Principal Financial and Accounting Officer)	February 27, 2013
/s/ EREL MARGALIT Erel Margalit	Director	February 27, 2013
/s/ TIMOTHY WEINGARTEN Timothy Weingarten	Director	February 27, 2013
/s/ STEVEN BROOKS Steven Brooks	Director	February 27, 2013
/s/ RICHARD T. LIEBHABER Richard T. Liebhaber	Director	February 27, 2013
/s/ DAVID BLAKE BATH David Blake Bath	Director	February 27, 2013
/s/ MARC MONTAGNER Marc Montagner	Director	February 27, 2013

EXHIBIT 10.31

COGENT COMMUNICATIONS GROUP, INC
2004 INCENTIVE AWARD PLAN

(as amended by the Board of Directors through February 20, 2013, subject to stockholder approval)

ARTICLE 1

PURPOSE

The purpose of the Cogent Communications Group, Inc. 2004 Incentive Award Plan (the "Plan") is to promote the success and enhance the value of Cogent Communications Group, Inc. (the "Company") by linking the personal interests of the members of the Board, Employees, and Consultants to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The Plan is further intended to provide flexibility to the Company in its ability to motivate, attract, and retain the services of members of the Board, Employees, and Consultants upon whose judgment, interest, and special effort the successful conduct of the Company' s operation is largely dependent.

ARTICLE 2

DEFINITIONS AND CONSTRUCTION

Wherever the following terms are used in the Plan they shall have the meanings specified below, unless the context clearly indicates otherwise. The singular pronoun shall include the plural where the context so indicates.

2.1 "Award" means an Option, a Restricted Stock award, a Stock Appreciation Right award, a Performance Share award, a Performance Stock Unit award, a Dividend Equivalents award, a Stock Payment award, a Deferred Stock award, a Restricted Stock Unit award, an Other Stock-Based Award, or a Performance-Based Award granted to a Participant pursuant to the Plan.

2.2 "Award Agreement" means any written agreement, contract, or other instrument or document evidencing an Award.

2.3 "Board" means the Board of Directors of the Company.

2.4 "Change in Control" means a change in ownership or control of the Company effected through the first to occur of any of the following transactions:

(a) A consolidation, merger or reorganization of the Company with or into any other corporation or corporations in which the stockholders of the Company immediately before such event shall own fifty percent (50%) or less (calculated on an as converted basis, fully diluted) of the voting securities of the surviving corporation;

(b) Any transaction or series of related transactions in which at least fifty percent (50%) of the Company' s voting power is transferred;

(c) The sale, transfer or lease of all or substantially all of the assets of the Company;

(d) Any acquisition of shares of capital stock of the Company (whether through a direct issuance by the Company, negotiated stock purchase, a tender for such shares, merger, consolidation or otherwise) by any party or group that did not beneficially own a majority of the voting power of the outstanding shares of capital stock of the Company immediately prior to such purchase, the effect of which is that such party or group beneficially owns at least a majority of such voting power immediately after such event; or

(e) The Company consummates a plan of complete liquidation of the Company.

The Committee shall have full and final authority, which shall be exercised in its discretion, to determine conclusively whether a Change in Control of the Company has occurred pursuant to the above definition, and the date of the occurrence of such Change in Control and any incidental matters relating thereto.

2.5 "Code" means the Internal Revenue Code of 1986, as amended and the regulations issued thereunder.

2.6 "Committee" means the committee of the Board described in Article 11.

2.7 "Consultant" means any consultant or adviser if:

(a) The consultant or adviser renders bona fide services to the Company;

(b) The services rendered by the consultant or adviser are not in connection with the offer or sale of securities in a capital-raising transaction and do not directly or indirectly promote or maintain a market for the Company' s securities; and

(c) The consultant or adviser is a natural person who has contracted directly with the Company to render such services.

2.8 "Covered Employee" means an Employee who is, or could be, a "covered employee" within the meaning of Section 162(m) of the Code.

2.9 "Deferred Stock" means a right to receive a specified number of shares of Stock during specified time periods pursuant to Article 8.

2.10 "Disability" means that the Participant qualifies to receive long-term disability payments under the Company' s long-term disability insurance program, as it may be amended from time to time.

2.11 "Dividend Equivalents" means a right granted to a Participant pursuant to Article 8 to receive the equivalent value (in cash or Stock) of dividends paid on Stock.

2.12 "Effective Date" shall have the meaning set forth in Section 12.1.

2.13 "Employee" means any officer or other employee (as defined in accordance with Section 3401(c) of the Code) of the Company or any Subsidiary.

2.14 "Exchange Act" means the Securities Exchange Act of 1934, as amended.

2.15 "Fair Market Value" means, as of any given date, the fair market value of a share of Stock on the immediately preceding date determined by such methods or procedures as may be established from time to time by the Committee. Unless otherwise determined by the Committee, the Fair Market Value of a share of Stock as of any date shall be the average of the high and low trading prices for a share of Stock as reported on the American Stock Exchange (or on any national securities exchange on which the Stock is then listed) for the immediately preceding date or, if no such prices are reported for that date, the average of the high and low trading prices on the next preceding date for which such prices were reported.

2.16 "Incentive Stock Option" means an Option that is intended to meet the requirements of Section 422 of the Code or any successor provision thereto.

2.17 "Independent Director" means a member of the Board who is not an Employee of the Company.

2.18 "Non-Employee Director" means a member of the Board who qualifies as a "Non-Employee Director" as defined in Rule 16b-3(b)(3) of the Exchange Act, or any successor definition adopted by the Board.

2.19 "Non-Qualified Stock Option" means an Option that is not intended to be an Incentive Stock Option.

2.20 "Option" means a right granted to a Participant pursuant to Article 5 of the Plan to purchase a specified number of shares of Stock at a specified price during specified time periods. An Option may be either an Incentive Stock Option or a Non-Qualified Stock Option.

2.21 "Other Stock-Based Award" means an Award granted or denominated in Stock or units of Stock pursuant to Section 8.7 of the Plan.

2.22 "Participant" means a person who, as a member of the Board, Consultant or Employee, has been granted an Award pursuant to the Plan.

2.23 "Performance-Based Award" means an Award granted to selected Covered Employees pursuant to Articles 6 and 8, and which is intended to qualify as Qualified Performance-Based Compensation.

2.24 "Performance Criteria" means the criteria that the Committee selects for purposes of establishing the Performance Goal or Performance Goals for a Participant for a Performance Period. The Performance Criteria that will be used to establish Performance Goals are limited to the following: net earnings (either before or after interest, taxes, depreciation and amortization), economic value-added (as determined by the Committee), sales or revenue, net income (either

before or after taxes), operating earnings, cash flow (including, but not limited to, operating cash flow and free cash flow), return on capital, return on net assets, return on stockholders' equity, return on assets, stockholder returns, return on sales, gross or net profit margin, productivity, expense margins, operating efficiency, customer satisfaction, working capital, earnings per share, price per share of Stock, and market share, any of which may be measured either in absolute terms or as compared to any incremental increase or as compared to results of a peer group. The Committee shall, within the time prescribed by Section 162(m) of the Code, define in an objective fashion the manner of calculating the Performance Criteria it selects to use for such Performance Period for such Participant.

2.25 "Performance Goals" means, for a Performance Period, the goals established in writing by the Committee for the Performance Period based upon the Performance Criteria. Depending on the Performance Criteria used to establish such Performance Goals, the Performance Goals may be expressed in terms of overall Company performance or the performance of a division, business unit, or an individual. The Committee, in its discretion, may, within the time prescribed by Section 162(m) of the Code, adjust or modify the calculation of Performance Goals for such Performance Period in order to prevent the dilution or enlargement of the rights of Participants (i) in the event of, or in anticipation of, any unusual or extraordinary corporate item, transaction, event, or development, or (ii) in recognition of, or in anticipation of, any other unusual or nonrecurring events affecting the Company, or the financial statements of the Company, or in response to, or in anticipation of, changes in applicable laws, regulations, accounting principles, or business conditions.

2.26 "Performance Period" means the one or more periods of time, which may be of varying and overlapping durations, as the Committee may select, over which the attainment of one or more Performance Goals will be measured for the purpose of determining a Participant' s right to, and the payment of, a Performance-Based Award.

2.27 "Performance Share" means a right granted to a Participant pursuant to Article 8, to receive Stock, the payment of which is contingent upon achieving certain Performance Goals or other performance-based targets established by the Committee.

2.28 "Performance Stock Unit" means a right granted to a Participant pursuant to Article 8, to receive Stock, the payment of which is contingent upon achieving certain Performance Goals or other performance-based targets established by the Committee.

2.29 "Prior Plan" means, the 2003 Incentive Award Plan of the Company as such plan may be amended from time to time.

2.30 "Plan" means this Cogent Communications Group, Inc. 2004 Incentive Award Plan, as it may be amended from time to time.

2.31 "Qualified Performance-Based Compensation" means any compensation that is intended to qualify as "qualified performance-based compensation" as described in Section 162(m)(4)(C) of the Code.

2.32 "Restricted Stock" means Stock awarded to a Participant pursuant to Article 6 that is subject to certain restrictions and may be subject to risk of forfeiture.

2.33 "Restricted Stock Unit" means an Award granted pursuant to Section 8.6.

2.34 "Securities Act" shall mean the Securities Act of 1933, as amended.

2.35 "Stock" means the Common Stock of the Company, par value $.001 per share, any shares stock into which the Common Stock may be converted and such other securities of the Company that may be substituted for Stock pursuant to Article 10.

2.36 "Stock Appreciation Right" or "SAR" means a right granted pursuant to Article 7 to receive a payment equal to the excess of the Fair Market Value of a specified number of shares of Stock on the date the SAR is exercised over the Fair Market Value on the date the SAR was granted as set forth in the applicable Award Agreement.

2.37 "Stock Payment" means (a) a payment in the form of shares of Stock, or (b) an option or other right to purchase shares of Stock, as part of any bonus, deferred compensation or other arrangement, made in lieu of all or any portion of the compensation, granted pursuant to Article 8.

2.38 "Subsidiary" means any "subsidiary corporation" as defined in Section 424(f) of the Code and any applicable regulations promulgated thereunder.

ARTICLE 3

SHARES SUBJECT TO THE PLAN

3.1 Number of Shares.

(a) Subject to Article 10 and Section 3.1(b), the aggregate number of shares of Stock which may be issued or transferred pursuant to Awards under the Plan shall be the sum of: (i) shares of Stock that have been authorized by the shareholders; and (ii) any shares of Stock which as of the Effective Date are available for issuance under the Prior Plan and which following the Effective Date are not issued under the Prior Plan. In order that the applicable regulations under the Code relating to Incentive Stock Options be satisfied, the maximum number of shares of Stock that may be delivered upon exercise of Incentive Stock Options shall be the number specified in Section 3.1(a)(i), and, if necessary to satisfy such regulations, such maximum limit shall apply to the number of shares of Stock that may be delivered in connection with each other type of Award under the Plan (applicable separately to each type of Award).

(b) To the extent that an Award terminates, expires, or lapses for any reason, any shares of Stock subject to the Award shall again be available for the grant of an Award pursuant to the Plan. Additionally, any shares of Stock tendered or withheld to satisfy the grant or exercise price or tax withholding obligation pursuant to any Award shall again be available for the grant of an Award pursuant to the Plan. To the extent permitted by applicable law or any exchange rule, shares of Stock issued in assumption of, or in substitution for, any outstanding awards of any entity acquired in any form of combination by the Company or any Subsidiary shall not be counted against shares of Stock available for grant pursuant to this Plan. The payment of Dividend Equivalents in conjunction with any outstanding Awards shall not be counted against the shares available for issuance under the Plan.

3.2 Stock Distributed. Any Stock distributed pursuant to an Award may consist, in whole or in part, of authorized and unissued Stock, treasury Stock or Stock purchased on the open market.

3.3 Limitation on Number of Shares Subject to Awards. Notwithstanding any provision in the Plan to the contrary, and subject to Article 10, the maximum number of shares of Stock with respect to one or more Awards that may be granted to any one Participant in any twelve-month period shall not exceed 769,230 shares of Stock.

ARTICLE 4

ELIGIBILITY AND PARTICIPATION

4.1 Eligibility.

(a) General. Persons eligible to participate in this Plan include Employees, Consultants and all members of the Board, as determined by the Committee.

(b) Foreign Participants. In order to assure the viability of Awards granted to Participants employed in foreign countries, the Committee may provide for such special terms as it may consider necessary or appropriate to accommodate differences in local law, tax policy, or custom. Moreover, the Committee may approve such supplements to, or amendments, restatements, or alternative versions of, the Plan as it may consider necessary or appropriate for such purposes without thereby affecting the terms of the Plan as in effect for any other purpose; *provided, however*, that no such supplements, amendments, restatements, or alternative versions shall increase the share limitations contained in Sections 3.1 and 3.3 of the Plan.

4.2 Participation. Subject to the provisions of the Plan, the Committee may, from time to time, select from among all eligible individuals, those to whom Awards shall be granted and shall determine the nature and amount of each Award. No individual shall have any right to be granted an Award pursuant to this Plan.

ARTICLE 5

STOCK OPTIONS

5.1 General. The Committee is authorized to grant Options to Participants on the following terms and conditions:

(a) Exercise Price. All options granted to employees shall have a strike price not less than the market price of the company' s common stock on the date of grant of the option.

(b) Time and Conditions of Exercise. The Committee shall determine the time or times at which an Option may be exercised in whole or in part; *provided* that the term of any Option granted under the Plan shall not exceed ten years. Options that vest based on meeting performance targets shall not vest prior to the first anniversary of the grant.

(c) Payment. The Committee shall determine the methods by which the exercise price of an Option may be paid, the form of payment, including, without limitation, cash, promissory note bearing interest at no less than such rate as shall then preclude the imputation of interest under the Code, shares of Stock held for longer than 6 months having a Fair Market Value on the date of delivery equal to the aggregate exercise price of the Option or exercised portion thereof, or other property acceptable to the Committee (including through the delivery of a notice that the Participant has placed a market sell order with a broker with respect to shares of Stock then issuable upon exercise of the Option, and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to the Company in satisfaction of the Option exercise price; *provided* that payment of such proceeds is then made to the Company upon settlement of such sale), and the methods by which shares of Stock shall be delivered or deemed to be delivered to Participants. Notwithstanding any other provision of the Plan to the contrary, no Participant who is a member of the Board or an "executive officer" of the Company within the meaning of Section 13(k) of the Exchange Act shall be permitted to pay the exercise price of an Option in any method which would violate Section 13(k) of the Exchange Act.

(d) Evidence of Grant. All Options shall be evidenced by a written Award Agreement between the Company and the Participant. The Award Agreement shall include such additional provisions as may be specified by the Committee.

5.2 Incentive Stock Options. Incentive Stock Options may be granted only to Employees and the terms of any Incentive Stock Options granted pursuant to the Plan must comply with the following additional provisions of this Section 5.2:

(a) Exercise Price. The exercise price per share of Stock shall be set by the Committee; *provided* that the exercise price for any Incentive Stock Option shall not be less than 100% of the Fair Market Value (which is to say the market price of the company' s stock) on the date of grant.

(b) Expiration of Option. An Incentive Stock Option may not be exercised to any extent by anyone after the first to occur of the following events:

(i) Ten years from the date it is granted, unless an earlier time is set in the Award Agreement.

(ii) One year after the date of the Participant' s termination of employment or service on account of Disability or death. Upon the Participant' s Disability or death, any Incentive Stock Options exercisable at the Participant' s

Disability or death may be exercised by the Participant' s legal representative or representatives, by the person or persons entitled to do so pursuant to the Participant' s last will and testament, or, if the Participant fails to make testamentary disposition of such Incentive Stock Option or dies intestate, by the person or persons entitled to receive the Incentive Stock Option pursuant to the applicable laws of descent and distribution.

(c) Individual Dollar Limitation. The aggregate Fair Market Value (determined as of the time the Option is granted) of all shares of Stock with respect to which Incentive Stock Options are first exercisable by a Participant in any calendar year may not exceed $100,000.00 or such other limitation as imposed by Section 422(d) of the Code, or any successor provision. To the extent that Incentive Stock Options are first exercisable by a Participant in excess of such limitation, the excess shall be considered Non-Qualified Stock Options.

(d) Ten Percent Owners. An Incentive Stock Option shall be granted to any individual who, at the date of grant, owns stock possessing more than ten percent of the total combined voting power of all classes of Stock of the Company only if such Option is granted at a price that is not less than 110% of Fair Market Value on the date of grant and the Option is exercisable for no more than five years from the date of grant.

(e) Transfer Restriction. The Participant shall give the Company prompt notice of any disposition of shares of Stock acquired by exercise of an Incentive Stock Option within (i) two years from the date of grant of such Incentive Stock Option or (ii) one year after the transfer of such shares of Stock to the Participant.

(f) Expiration of Incentive Stock Options. No Award of an Incentive Stock Option may be made pursuant to this Plan after the tenth anniversary of the Effective Date.

(g) Right to Exercise. During a Participant' s lifetime, an Incentive Stock Option may be exercised only by the Participant.

5.3 Substitution of Stock Appreciation Rights. The Committee may provide in the Award Agreement evidencing the grant of an Option that the Committee, in its sole discretion, shall have to right to substitute a Stock Appreciation Right for such Option at any time prior to or upon exercise of such Option, subject to the provisions of Section 7.2 hereof; provided that such Stock Appreciation Right shall be exercisable for the same number of shares of Stock as such substituted Option would have been exercisable for.

5.4 Granting of Options to Independent Directors. The Board may from time to time, in its sole discretion, and subject to the limitations of the Plan:

(a) Select from among the Independent Directors (including Independent Directors who have previously been granted Options under the Plan) such of them as in its opinion should be granted Options;

(b) Subject to Section 3.3, determine the number of shares of Stock that may be purchased upon exercise of the Options granted to such selected Independent Directors; and

(c) Subject to the provisions of this Article 5, determine the terms and conditions of such Options, consistent with the Plan.

Options granted to Independent Directors shall be Non-Qualified Stock Options.

5.5 Re-pricing. The exercise price of granted Options may not be reduced, *i.e.* underwater Options may not be re-priced. Granted Options may not be replaced with Restricted Stock. These prohibitions may only be waived by vote of the stockholders.

ARTICLE 6

RESTRICTED STOCK AWARDS

6.1 Grant of Restricted Stock. The Committee is authorized to make Awards of Restricted Stock to any Participant selected by the Committee in such amounts and subject to such terms and conditions as determined by the Committee. All Awards of Restricted Stock shall be evidenced by a written Restricted Stock Award Agreement.

6.2 Issuance and Restrictions. Restricted Stock shall be subject to such restrictions on transferability and other restrictions as the Committee may impose (including, without limitation, limitations on the right to vote Restricted Stock or the right to receive dividends on the Restricted Stock). These restrictions may lapse separately or in combination at such times, pursuant to such circumstances, in such installments, or otherwise, as the Committee determines at the time of the grant of the Award or thereafter. Restricted Stock, that does not vest on the basis of meeting performance targets shall not vest at a rate that would cause the following vesting schedule to be exceeded: no vesting prior to the first anniversary of the grant; no more than 1/3 vested on the first anniversary of the grant; no more than 2/3 vested on the second anniversary of the grant; and full vesting not occurring prior to the end of the third year.

6.3 Forfeiture. Except as otherwise determined by the Committee at the time of the grant of the Award or thereafter, upon termination of employment or service during the applicable restriction period, Restricted Stock that is at that time subject to restrictions shall be forfeited; *provided, however*, that, the Committee may (a) provide in any Restricted Stock Award Agreement that restrictions or forfeiture conditions relating to Restricted Stock will be waived in whole or in part in the event of terminations resulting from specified causes, and (b) in other cases waive in whole or in part restrictions or forfeiture conditions relating to Restricted Stock.

6.4 Certificates for Restricted Stock. Restricted Stock granted pursuant to the Plan may be evidenced in such manner as the Committee shall determine. If certificates representing shares of Restricted Stock are registered in the name of the Participant, certificates must bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such Restricted Stock, and the Company may, at its discretion, retain physical possession of the certificate until such time as all applicable restrictions lapse.

6.5 Performance Based Awards. The Committee shall determine and designate if any grants of Restricted Stock under this Article 6 made to Covered Employees are intended to be Qualified Performance-Based Compensation. If the Committee designates an Award of Restricted Stock as a Performance Based Award, the restrictions on such Award will lapse depending upon the satisfaction of Performance Goals which are established and later certified in accordance with the requirements of Code Section 162(m). Any such Performance Based Award may be subject to such additional limitations as the Committee determines is necessary to conform with the requirements as Qualified Performance-Based Compensation under Code

Section 162(m). Restricted stock that vests based on meeting performance targets shall not vest prior to the first anniversary of the grant.

ARTICLE 7

STOCK APPRECIATION RIGHTS

7.1 Grant of Stock Appreciation Rights. A Stock Appreciation Right may be granted to any Participant selected by the Committee. A Stock Appreciation Right may be granted (a) in connection and simultaneously with the grant of an Option, (b) with respect to a previously granted Option, or (c) independent of an Option. A Stock Appreciation Right shall be subject to such terms and conditions not inconsistent with the Plan as the Committee shall impose and shall be evidenced by an Award Agreement.

7.2 Coupled Stock Appreciation Rights.

(a) A Coupled Stock Appreciation Right ("CSAR") shall be related to a particular Option and shall be exercisable only when and to the extent the related Option is exercisable.

(b) A CSAR may be granted to a Participant for no more than the number of shares subject to the simultaneously or previously granted Option to which it is coupled.

(c) A CSAR shall entitle the Participant (or other person entitled to exercise the Option pursuant to the Plan) to surrender to the Company the unexercised portion of the Option to which the CSAR relates (to the extent then exercisable pursuant to its terms) and to receive from the Company in exchange therefor an amount determined by multiplying the difference obtained by subtracting the Option exercise price from the Fair Market Value of a share of Stock on the date of exercise of the CSAR by the number of shares of Stock with respect to which the CSAR shall have been exercised, subject to any limitations the Committee may impose.

7.3 Independent Stock Appreciation Rights.

(a) An Independent Stock Appreciation Right ("ISAR") shall be unrelated to any Option and shall have a term set by the Committee. An ISAR shall be exercisable in such installments as the Committee may determine. An ISAR shall cover such number of shares of Stock as the Committee may determine. The exercise price per share of Stock subject to each ISAR shall be set by the Committee; *provided, however,* that the exercise price for any ISAR shall not be less than 100% of the Fair Market Value on the date of grant; and *provided, further*, that, the Committee in its sole and absolute discretion may provide that the ISAR may be exercised subsequent to a termination of employment or service, as applicable, or following a Change in Control of the Company, or because of the Participant' s retirement, death or disability, or otherwise.

(b) An ISAR shall entitle the Participant (or other person entitled to exercise the ISAR pursuant to the Plan) to exercise all or a specified portion of the ISAR (to the extent then exercisable pursuant to its terms) and to receive from the Company an amount determined by multiplying the difference obtained by subtracting the exercise price per share of the ISAR

from the Fair Market Value of a share of Stock on the date of exercise of the ISAR by the number of shares of Stock with respect to which the ISAR shall have been exercised, subject to any limitations the Committee may impose.

7.4 Payment and Limitations on Exercise.

(a) Payment of the amounts determined under Sections 7.2(c) and 7.3(b) above shall be in cash, in Stock (based on its Fair Market Value as of the date the Stock Appreciation Right is exercised) or a combination of both, as determined by the Committee.

(b) To the extent any payment under Section 7.2(c) or 7.3(b) is effected in Stock it shall be made subject to satisfaction of all provisions of Article 5 above pertaining to Options.

(c) Stock Appreciation Rights that vest based on meeting performance targets shall not vest prior to the first anniversary of the grant.

ARTICLE 8

OTHER TYPES OF AWARDS

8.1 Performance Share Awards. Any Participant selected by the Committee may be granted one or more Performance Share awards which shall be denominated in a number of shares of Stock and which may be linked to any one or more of the Performance Criteria or other specific performance criteria determined appropriate by the Committee, in each case on a specified date or dates or over any period or periods determined by the Committee. In making such determinations, the Committee shall consider (among such other factors as it deems relevant in light of the specific type of award) the contributions, responsibilities and other compensation of the particular Participant.

8.2 Performance Stock Units. Any Participant selected by the Committee may be granted one or more Performance Stock Unit awards which shall be denominated in units of value including dollar value of shares of Stock and which may be linked to any one or more of the Performance Criteria or other specific performance criteria determined appropriate by the Committee, in each case on a specified date or dates or over any period or periods determined by the Committee. In making such determinations, the Committee shall consider (among such other factors as it deems relevant in light of the specific type of award) the contributions, responsibilities and other compensation of the particular Participant.

8.3 Dividend Equivalents.

(a) Any Participant selected by the Committee may be granted Dividend Equivalents based on the dividends declared on the shares of Stock that are subject to any Award, to be credited as of dividend payment dates, during the period between the date the Award is granted and the date the Award is exercised, vests or expires, as determined by the Committee. Such Dividend Equivalents shall be converted to cash or additional shares of Stock

by such formula and at such time and subject to such limitations as may be determined by the Committee.

(b) Dividend Equivalents granted with respect to Options or SARs that are intended to be Qualified Performance-Based Compensation shall be payable, with respect to pre-exercise periods, regardless of whether such Option or SAR is subsequently exercised.

8.4 Stock Payments. Any Participant selected by the Committee may receive Stock Payments in the manner determined from time to time by the Committee. The number of shares shall be determined by the Committee and may be based upon the Performance Criteria or other specific performance criteria determined appropriate by the Committee, determined on the date such Stock Payment is made or on any date thereafter.

8.5 Deferred Stock. Any Participant selected by the Committee may be granted an award of Deferred Stock in the manner determined from time to time by the Committee. The number of shares of Deferred Stock shall be determined by the Committee and may be linked to the Performance Criteria or other specific performance criteria determined to be appropriate by the Committee, in each case on a specified date or dates or over any period or periods determined by the Committee. Stock underlying a Deferred Stock award will not be issued until the Deferred Stock award has vested, pursuant to a vesting schedule or performance criteria set by the Committee. Unless otherwise provided by the Committee, a Participant awarded Deferred Stock shall have no rights as a Company stockholder with respect to such Deferred Stock until such time as the Deferred Stock Award has vested and the Stock underlying the Deferred Stock Award has been issued.

8.6 Restricted Stock Units. The Committee is authorized to make Awards of Restricted Stock Units to any Participant selected by the Committee in such amounts and subject to such terms and conditions as determined by the Committee. At the time of grant, the Committee shall specify the date or dates on which the Restricted Stock Units shall become fully vested and nonforfeitable, and may specify such conditions to vesting as it deems appropriate. At the time of grant, the Committee shall specify the maturity date applicable to each grant of Restricted Stock Units which shall be no earlier than the vesting date or dates of the Award and may be determined at the election of the grantee. On the maturity date, the Company shall transfer to the Participant one unrestricted, fully transferable share of Stock for each Restricted Stock Unit scheduled to be paid out on such date and not previously forfeited. The Committee shall specify the purchase price, if any, to be paid by the grantee to the Company for such shares of Stock.

8.7 Other Stock-Based Awards. Any Participant selected by the Committee may be granted one or more Awards that provide Participants with shares of Stock or the right to purchase shares of Stock or that have a value derived from the value of, or an exercise or conversion privilege at a price related to, or that are otherwise payable in shares of Stock and which may be linked to any one or more of the Performance Criteria or other specific performance criteria determined appropriate by the Committee, in each case on a specified date or dates or over any period or periods determined by the Committee. In making such determinations, the Committee shall consider (among such other factors as it deems relevant in

light of the specific type of Award) the contributions, responsibilities and other compensation of the particular Participant.

8.8 Term. Except as otherwise provided herein, the term of any Award of Performance Shares, Performance Stock Units, Dividend Equivalents, Stock Payments, Deferred Stock, Restricted Stock Units or Other Stock-Based Award shall be set by the Committee in its discretion. Restricted Stock Units, Deferred Stock, Stock Payments and other awards that represent or substitute for stock, that do not vest on the basis of meeting performance targets, shall not vest at a rate that would cause the following vesting schedule to be exceeded: no vesting prior to the first anniversary of the grant; no more than 1/3 vested on the first anniversary of the grant; no more than 2/3 vested on the second anniversary of the grant; and full vesting not occurring prior to the end of the third year. Restricted Stock Units, Deferred Stock, Stock Payments and other awards that represent or substitute for stock that vest based on meeting performance targets shall not vest prior to the first anniversary of the grant.

8.9 Exercise or Purchase Price. The Committee may establish the exercise or purchase price, if any, of any Award of Performance Shares, Performance Stock Units, Deferred Stock, Stock Payments, Restricted Stock Units or Other Stock-Based Award; *provided, however*, that such price shall not be less than the par value of a share of Stock on the date of grant, unless otherwise permitted by applicable state law.

8.10 Form of Payment. Payments with respect to any Awards granted under this Article 8 shall be made in cash, in Stock or a combination of both, as determined by the Committee.

8.11 Award Agreement. All Awards under this Article 8 shall be subject to such additional terms and conditions as determined by the Committee and shall be evidenced by a written Award Agreement.

8.12 Performance Based Awards. The Committee shall determine if any Awards granted under this Article 8 to Covered Employees are intended to be Qualified Performance-Based Compensation and shall designate such Awards as Performance Based Awards. If the Committee designates an Award as a Performance Based Award, the Committee will designate the Performance Goals, Performance Criteria and Performance Period applicable to such Award and later certified achievement of such Performance Goals in accordance with the requirements of Code Section 162(m). Any such Performance Based Award may be subject to such limitations as the Committee determines is necessary to conform with the requirements as Qualified Performance-Based Compensation under Code Section 162(m).

ARTICLE 9

PROVISIONS APPLICABLE TO AWARDS

9.1 Stand-Alone and Tandem Awards. Awards granted pursuant to the Plan may, in the discretion of the Committee, be granted either alone, in addition to, or in tandem with, any other Award granted pursuant to the Plan. Awards granted in addition to or in tandem with other Awards may be granted either at the same time as or at a different time from the grant of such other Awards.

9.2 Award Agreement. Awards under the Plan shall be evidenced by Award Agreements that set forth the terms, conditions and limitations for each Award which may include the term of an Award, the provisions applicable in the event the Participant' s employment or service terminates, and the Company' s authority to unilaterally or bilaterally amend, modify, suspend, cancel or rescind an Award. An Award may, in the discretion of the Committee grant to the Company certain rights, including rights of first refusal and call or repurchase rights on any shares of Stock issued under an Award. Additionally, an Award may require the Participant to consent to execute such other agreements regarding the shares of Stock issuable under such Award as requested by the Company, including but not limited to stockholders agreements and/ or lock-up agreements.

9.3 Limits on Transfer. No right or interest of a Participant in any Award may be pledged, encumbered, or hypothecated to or in favor of any party other than the Company or a Subsidiary, or shall be subject to any lien, obligation, or liability of such Participant to any other party other than the Company or a Subsidiary. Except as otherwise provided by the Committee, no Award shall be assigned, transferred, or otherwise disposed of by a Participant other than by will or the laws of descent and distribution. The Committee by express provision in the Award or an amendment thereto may permit an Award (other than an Incentive Stock Option) to be transferred to, exercised by and paid to certain persons or entities related to the Participant, including but not limited to members of the Participant' s family, charitable institutions, or trusts or other entities whose beneficiaries or beneficial owners are members of the Participant' s family and/or charitable institutions, or to such other persons or entities as may be expressly approved by the Committee, pursuant to such conditions and procedures as the Committee may establish. Any permitted transfer shall be subject to the condition that the Committee receive evidence satisfactory to it that the transfer is being made for estate and/or tax planning purposes (or to a "blind trust" in connection with the Participant' s termination of employment or service with the Company or a Subsidiary to assume a position with a governmental, charitable, educational or similar non-profit institution) and on a basis consistent with the Company' s lawful issue of securities.

9.4 Beneficiaries. Notwithstanding Section 9.3, a Participant may, in the manner determined by the Committee, designate a beneficiary to exercise the rights of the Participant and to receive any distribution with respect to any Award upon the Participant' s death. A beneficiary, legal guardian, legal representative, or other person claiming any rights pursuant to the Plan is subject to all terms and conditions of the Plan and any Award Agreement applicable to the Participant, except to the extent the Plan and Award Agreement otherwise provide, and to any additional restrictions deemed necessary or appropriate by the Committee. If the Participant

is married and resides in a community property state, a designation of a person other than the Participant' s spouse as his or her beneficiary with respect to more than 50% of the Participant' s interest in the Award shall not be effective without the prior written consent of the Participant' s spouse. If no beneficiary has been designated or survives the Participant, payment shall be made to the person entitled thereto pursuant to the Participant' s will or the laws of descent and distribution. Subject to the foregoing, a beneficiary designation may be changed or revoked by a Participant at any time provided the change or revocation is filed with the Committee.

9.5 Stock Certificates. Notwithstanding anything herein to the contrary, the Company shall not be required to issue or deliver any certificates evidencing shares of Stock pursuant to the exercise of any Award, unless and until the Board has determined, with advice of counsel, that the issuance and delivery of such certificates is in compliance with all applicable laws, regulations of governmental authorities and, if applicable, the requirements of any exchange on which the shares of Stock are listed or traded. All Stock certificates delivered pursuant to the Plan are subject to any stop-transfer orders and other restrictions as the Committee deems necessary or advisable to comply with federal, state, or foreign jurisdiction, securities or other laws, rules and regulations and the rules of any national securities exchange or automated quotation system on which the Stock is listed, quoted, or traded. The Committee may place legends on any Stock certificate to reference restrictions applicable to the Stock. In addition to the terms and conditions provided herein, the Board may require that a Participant make such reasonable covenants, agreements, and representations as the Board, in its discretion, deems advisable in order to comply with any such laws, regulations, or requirements. The Committee shall have the right to require any Participant to comply with any timing, "blackout", or other restrictions with respect to the settlement or exercise of any Award and with respect to the sale of any security received as a result of any Award, including a window-period limitation, as may be imposed in the discretion of the Committee.

9.6 Other Conditions Pertaining to Vesting. Vesting of restricted stock and options granted to employees shall not accelerate except in the following circumstances: death, disability, change of control of the company, and retirement. An award that provides for acceleration of vesting in the event of a change of control shall not provide for acceleration that would result in the employee receiving more than three times his or her annual compensation from acceleration of the award as a result of the change of control. Awards of restricted stock and options shall be measured against this standard using value of restricted stock and options and compensation at the time of the grant.

ARTICLE 10

CHANGES IN CAPITAL STRUCTURE

10.1 Adjustments.

(a) In the event of any stock dividend, stock split, combination or exchange of shares, merger, consolidation, spin-off, recapitalization or other distribution (other than normal cash dividends) of Company assets to stockholders, or any other change affecting the shares of Stock or the share price of the Stock, the Committee shall make such proportionate adjustments as necessary to reflect such change with respect to (i) the aggregate number and type of shares

that may be issued under the Plan (including, but not limited to, adjustments of the limitations in Sections 3.1 and 3.3); (ii) the terms and conditions of any outstanding Awards (including, without limitation, any applicable performance targets or criteria with respect thereto); and (iii) the grant or exercise price per share for any outstanding Awards under the Plan. Any adjustment affecting an Award intended as Qualified Performance-Based Compensation shall be made consistent with the requirements of Section 162(m) of the Code.

(b) In the event of any transaction or event described in Section 10.1(a) or any unusual or nonrecurring transactions or events affecting the Company, any affiliate of the Company, or the financial statements of the Company or any affiliate (including without limitation any Change in Control), or of changes in applicable laws, regulations or accounting principles, the Committee, in its sole discretion and on such terms and conditions as it deems appropriate, either by the terms of the Award or by action taken prior to the occurrence of such transaction or event and either automatically or upon the Participant' s request, is hereby authorized to take any one or more of the following actions whenever the Committee determines that such action is appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan or with respect to any Award under the Plan, to facilitate such transactions or events or to give effect to such changes in laws, regulations or principles:

(i) To provide for either (A) termination of any such Award in exchange for an amount of cash, if any, equal to the amount that would have been attained upon the exercise of such Award or realization of the Participant' s rights (and, for the avoidance of doubt, if as of the date of the occurrence of the transaction or event described in this Section 10.1(b) the Committee determines in good faith that no amount would have been attained upon the exercise of such Award or realization of the Participant' s rights, then such Award may be terminated by the Company without payment) or (B) the replacement of such Award with other rights or property selected by the Committee in its sole discretion;

(ii) To provide that such Award be assumed by the successor or survivor corporation, or a parent or subsidiary thereof, or shall be substituted for by similar options, rights or awards covering the stock of the successor or survivor corporation, or a parent or subsidiary thereof, with appropriate adjustments as to the number and kind of shares and prices; and

(iii) To make adjustments in the number and type of shares of Common Stock (or other securities or property) subject to outstanding Awards, and in the number and kind of outstanding Restricted Stock or Deferred Stock and/or in the terms and conditions of (including the grant or exercise price), and the criteria included in, outstanding options, rights and awards and options, rights and awards which may be granted in the future;

(iv) To provide that such Award shall be exercisable or payable or fully vested with respect to all shares covered thereby, notwithstanding anything to the contrary in the Plan or the applicable Award Agreement; and

(v) To provide that the Award cannot vest, be exercised or become payable after such event.

10.2 Acceleration Upon a Change in Control. Notwithstanding Section 10.1, except as may otherwise be provided in any applicable Award Agreement or other written agreement entered into between the Company and a Participant, if a Change in Control occurs and a Participant' s Awards are not converted, assumed, or replaced by a successor, such Awards shall become fully exercisable, payable and all forfeiture restrictions on such Awards shall lapse. Upon, or in anticipation of, a Change in Control, the Committee may cause any and all Awards outstanding hereunder to terminate at a specific time in the future, including but not limited to the date of such Change in Control, and shall give each Participant the right to exercise such Awards during a period of time as the Committee, in its sole and absolute discretion, shall determine. In the event that the terms of any agreement between the Company or any Company subsidiary or affiliate and a Participant contains provisions that conflict with and are more restrictive than the provisions of this Section 10.2, this Section 10.2 shall prevail and control and the more restrictive terms of such agreement (and only such terms) shall be of no force or effect.

10.3 Outstanding Awards − Certain Mergers. Subject to any required action by the stockholders of the Company, in the event that the Company shall be the surviving corporation in any merger or consolidation (except a merger or consolidation as a result of which the holders of shares of Stock receive securities of another corporation), each Award outstanding on the date of such merger or consolidation shall pertain to and apply to the securities that a holder of the number of shares of Stock subject to such Award would have received in such merger or consolidation.

10.4 Outstanding Awards − Other Changes. In the event of any other change in the capitalization of the Company or corporate change other than those specifically referred to in this Article 10, the Committee may, in its absolute discretion, make such adjustments in the number and kind of shares or other securities subject to Awards outstanding on the date on which such change occurs and in the per share grant or exercise price of each Award as the Committee may consider appropriate to prevent dilution or enlargement of rights.

10.5 No Other Rights. Except as expressly provided in the Plan, no Participant shall have any rights by reason of any subdivision or consolidation of shares of stock of any class, the payment of any dividend, any increase or decrease in the number of shares of stock of any class or any dissolution, liquidation, merger, or consolidation of the Company or any other corporation. Except as expressly provided in the Plan or pursuant to action of the Committee under the Plan, no issuance by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number of shares of Stock subject to an Award or the grant or exercise price of any Award.

ARTICLE 11

ADMINISTRATION

11.1 Committee. Unless and until the Board delegates administration of the Plan to a

Committee as set forth below, the Plan shall be administered by the full Board, and for such purposes the term "Committee" as used in this Plan shall be deemed to refer to the Board. The Board, at its discretion or as otherwise necessary to comply with the requirements of Section 162(m) of the Code, Rule 16b-3 promulgated under the Exchange Act or to the extent required by any other applicable rule or regulation, shall delegate administration of the Plan to a Committee. The Committee shall consist solely of two or more members of the Board each of whom is both an "outside director," within the meaning of Section 162(m) of the Code, and a Non-Employee Director. Notwithstanding the foregoing: (a) the full Board, acting by a majority of its members in office, shall conduct the general administration of the Plan with respect to all Awards granted to Independent Directors and Participants subject to Section 16 of the Exchange Act and for purposes of such Awards the term "Committee" as used in this Plan shall be deemed to refer to the Board and (b) the Committee may delegate its authority hereunder to the extent permitted by Section 11.5. Appointment of Committee members shall be effective upon acceptance of appointment. The Board may abolish the Committee at any time and revest in the Board the administration of the Plan. Committee members may resign at any time by delivering written notice to the Board. Vacancies in the Committee may only be filled by the Board.

11.2 Action by the Committee. A majority of the Committee shall constitute a quorum. The acts of a majority of the members present at any meeting at which a quorum is present, and acts approved in writing by a majority of the Committee in lieu of a meeting, shall be deemed the acts of the Committee. Each member of the Committee is entitled to, in good faith, rely or act upon any report or other information furnished to that member by any officer or other employee of the Company or any Subsidiary, the Company' s independent certified public accountants, or any executive compensation consultant or other professional retained by the Company to assist in the administration of the Plan.

11.3 Authority of Committee. Subject to any specific designation in the Plan, the Committee has the exclusive power, authority and discretion to:

(a) Designate Participants to receive Awards;

(b) Determine the type or types of Awards to be granted to each Participant;

(c) Determine the number of Awards to be granted and the number of shares of Stock to which an Award will relate;

(d) Determine the terms and conditions of any Award granted pursuant to the Plan, including, but not limited to, the exercise price, grant price, or purchase price, any reload provision, any restrictions or limitations on the Award, any schedule for lapse of forfeiture restrictions or restrictions on the exercisability of an Award, and accelerations or waivers thereof, any provisions related to non-competition and recapture of gain on an Award, based in each case on such considerations as the Committee in its sole discretion determines; *provided, however*, that the Committee shall not have the authority to accelerate the vesting or waive the forfeiture of any Performance-Based Awards;

(e) Determine whether, to what extent, and pursuant to what circumstances an Award may be settled in, or the exercise price of an Award may be paid in, cash, Stock, other

Awards, or other property, or an Award may be canceled, forfeited, or surrendered;

(f) Prescribe the form of each Award Agreement, which need not be identical for each Participant;

(g) Decide all other matters that must be determined in connection with an Award;

(h) Establish, adopt, or revise any rules and regulations as it may deem necessary or advisable to administer the Plan;

(i) Interpret the terms of, and any matter arising pursuant to, the Plan or any Award Agreement; and

(j) Make all other decisions and determinations that may be required pursuant to the Plan or as the Committee deems necessary or advisable to administer the Plan.

11.4 Decisions Binding. The Committee' s interpretation of the Plan, any Awards granted pursuant to the Plan, any Award Agreement and all decisions and determinations by the Committee with respect to the Plan are final, binding, and conclusive on all parties.

11.5 Delegation of Authority. To the extent permitted by applicable law, the Committee may from time to time delegate to a committee of one or more members of the Board or one or more officers of the Company the authority to grant or amend Awards to Participants other than (a) senior executives of the Company who are subject to Section 16 of the Exchange Act, (b) Covered Employees, or (c) officers of the Company (or members of the Board) to whom authority to grant or amend Awards has been delegated hereunder. Any delegation hereunder shall be subject to the restrictions and limits that the Committee specifies at the time of such delegation, and the Committee may at any time rescind the authority so delegated or appoint a new delegatee. At all times, the delegatee appointed under this Section 11.5 shall serve in such capacity at the pleasure of the Committee.

ARTICLE 12

EFFECTIVE AND EXPIRATION DATE

12.1 Effective Date. The Plan is effective on the date it is approved by the Company' s stockholders (the "Effective Date"). The Plan will be deemed to be approved by the stockholders if it receives the affirmative vote of the holders of a majority of the shares of stock of the Company present or represented and entitled to vote at a meeting duly held in accordance with the applicable provisions of the Company' s Bylaws.

12.2 Expiration Date. The Plan will expire on, and no Award may be granted pursuant to the Plan after, the tenth anniversary of the most recent date this Plan is approved by the stockholders. Any Awards that are outstanding as of the Expiration Date shall remain in force according to the terms of the Plan and the applicable Award Agreement.

ARTICLE 13

AMENDMENT, MODIFICATION, AND TERMINATION

13.1 Amendment, Modification, And Termination. With the approval of the Board, at any time and from time to time, the Committee may terminate, amend or modify the Plan; *provided, however*, that (a) to the extent necessary and desirable to comply with any applicable law, regulation, or stock exchange rule, the Company shall obtain stockholder approval of any Plan amendment in such a manner and to such a degree as required, and (b) stockholder approval is required for any amendment to the Plan that (i) increases the number of shares available under the Plan (other than any adjustment as provided by Article 10), or (ii) permits the Committee to extend the exercise period for an Option beyond ten years from the date of grant. Notwithstanding any provision in this Plan to the contrary, absent approval of the stockholders of the Company, no Option may be amended to reduce the per share exercise price of the shares subject to such Option below the per share exercise price as of the date the Option is granted and, except as permitted by Article 10, no Option may be granted in exchange for, or in connection with, the cancellation or surrender of an Option having a higher per share exercise price.

13.2 Awards Previously Granted. No termination, amendment, or modification of the Plan shall adversely affect in any material way any Award previously granted pursuant to the Plan without the prior written consent of the Participant.

ARTICLE 14

GENERAL PROVISIONS

14.1 No Rights to Awards. No Participant, employee, or other person shall have any claim to be granted any Award pursuant to the Plan, and neither the Company nor the Committee is obligated to treat Participants, employees, and other persons uniformly.

14.2 No Stockholders Rights. No Award gives the Participant any of the rights of a stockholder of the Company unless and until shares of Stock are in fact issued to such person in connection with such Award.

14.3 Withholding. The Company or any Subsidiary shall have the authority and the right to deduct or withhold, or require a Participant to remit to the Company, an amount sufficient to satisfy federal, state, local and foreign taxes (including the Participant' s FICA obligation) required by law to be withheld with respect to any taxable event concerning a Participant arising as a result of this Plan. The Committee may in its discretion and in satisfaction of the foregoing requirement allow a Participant to elect to have the Company withhold shares of Stock otherwise issuable under an Award (or allow the return of shares of Stock) having a Fair Market Value equal to the sums required to be withheld. Notwithstanding any other provision of the Plan, the number of shares of Stock which may be withheld with respect to the issuance, vesting, exercise or payment of any Award in order to satisfy the Participant' s federal, state, local and foreign income and payroll tax liabilities with respect to the issuance, vesting, exercise or payment of the Award shall be limited to the number of shares which have a Fair Market Value on the date of withholding or repurchase equal to the aggregate amount of such liabilities based on the minimum statutory withholding rates for federal, state,

local and foreign income tax and payroll tax purposes that are applicable to such supplemental taxable income. No shares of Stock shall be delivered upon exercise of an option or a SAR or under Restricted Stock Units or Deferred Stock or restrictive legends removed from any Shares of Stock previously delivered under another Award unless and until the Participant satisfies all required applicable tax withholding obligations.

14.4 No Right to Employment or Services. Nothing in the Plan or any Award Agreement shall interfere with or limit in any way the right of the Company or any Subsidiary to terminate any Participant's employment or services at any time, nor confer upon any Participant any right to continue in the employ or service of the Company or any Subsidiary.

14.5 Unfunded Status of Awards. The Plan is intended to be an "unfunded" plan for incentive compensation. With respect to any payments not yet made to a Participant pursuant to an Award, nothing contained in the Plan or any Award Agreement shall give the Participant any rights that are greater than those of a general creditor of the Company or any Subsidiary.

14.6 Indemnification. To the extent allowable pursuant to applicable law, each member of the Committee or of the Board shall be indemnified and held harmless by the Company from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by such member in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action or failure to act pursuant to the Plan and against and from any and all amounts paid by him or her in satisfaction of judgment in such action, suit, or proceeding against him or her; *provided* he or she gives the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled pursuant to the Company's Certificate of Incorporation or Bylaws, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

14.7 Relationship to other Benefits. No payment pursuant to the Plan shall be taken into account in determining any benefits pursuant to any pension, retirement, savings, profit sharing, group insurance, welfare or other benefit plan of the Company or any Subsidiary except to the extent otherwise expressly provided in writing in such other plan or an agreement thereunder.

14.8 Expenses. The expenses of administering the Plan shall be borne by the Company and its Subsidiaries.

14.9 Titles and Headings. The titles and headings of the Sections in the Plan are for convenience of reference only and, in the event of any conflict, the text of the Plan, rather than such titles or headings, shall control.

14.10 Fractional Shares. No fractional shares of Stock shall be issued and the Committee shall determine, in its discretion, whether cash shall be given in lieu of fractional shares or whether such fractional shares shall be eliminated by rounding up or down as appropriate.

14.11 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan, the Plan, and any Award granted or awarded to any Participant who is then subject to Section 16 of the Exchange Act, shall be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including any amendment to Rule 16b-3 of the Exchange Act) that are requirements for the application of such exemptive rule. To the extent permitted by applicable law, the Plan and Awards granted or awarded hereunder shall be deemed amended to the extent necessary to conform to such applicable exemptive rule.

14.12 Government and Other Regulations. The obligation of the Company to make payment of awards in Stock or otherwise shall be subject to all applicable laws, rules, and regulations, and to such approvals by government agencies as may be required. The Company shall be under no obligation to register pursuant to the Securities Act of 1933, as amended, any of the shares of Stock paid pursuant to the Plan. If the shares paid pursuant to the Plan may in certain circumstances be exempt from registration pursuant to the Securities Act of 1933, as amended, the Company may restrict the transfer of such shares in such manner as it deems advisable to ensure the availability of any such exemption.

14.13 Governing Law. The Plan and all Award Agreements shall be construed in accordance with and governed by the laws of the State of Delaware.

* * * * *

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Exhibit 21.1

In Effect as of January 25, 2013
Subsidiaries of:

	Jurisdiction
COGENT COMMUNICATIONS GROUP, INC.	(Delaware)
COGENT COMMUNICATIONS, INC.	(Delaware)
COGENT COMMUNICATIONS OF CALIFORNIA, INC.	(Delaware)
COGENT IH, LLC	(Delaware)
COGENT WG, LLC	(Delaware)
COGENT COMMUNICATIONS OF D.C., INC.	(Delaware)
COGENT COMMUNICATIONS OF FLORIDA, INC.	(Delaware)
COGENT COMMUNICATIONS OF MARYLAND, INC.	(Delaware)
COGENT COMMUNICATIONS OF TEXAS, INC.	(Delaware)
COGENT CANADA, INC.	(Nova Scotia)
CCM COMMUNICATIONS S. de R.L. de C.V.	(Mexico)
COGENT JAPAN G.K.	(Japan)
COGENT EUROPE, S.À.R.L.	(Luxembourg)
COGENT COMMUNICATIONS BELGIUM SPRL	(Belgium)
COGENT COMMUNICATIONS BULGARIA EOOD	(Bulgaria)
COGENT INTERNET d.o.o.	(Croatia)
COGENT COMMUNICATIONS CZECH REPUBLIC, s.r.o.	(Czech Republic)
COGENT COMMUNICATIONS DENMARK ApS	(Denmark)
COGENT COMMUNICATIONS ESTONIA, OÜ	(Estonia)
COGENT COMMUNICATIONS FINLAND OY	(Finland)
COGENT COMMUNICATIONS FRANCE, SAS	(France)
C.C.D. COGENT COMMUNICATIONS DEUTSCHLAND GMBH	(Germany)
COGENT HELLAS INTERNET SERVICES SOLE MEMBER LLC	(Greece)
COGENT COMMUNICATIONS HUNGARY, KFT.	(Hungary)
CCE COGENT INTERNET SERVICES LIMITED	(Ireland)
COGENT COMMUNICATIONS ITALIA S.R.L.	(Italy)
COGENT LATVIA SIA	(Latvia)
COGENT LITHUANIA UAB	(Lithuania)
COMPANY FOR INTERNET SERVICES COGENT MACEDONIA DOOEL SKOPJE	(Macedonia)
Î.C.S. COGENT INTERNET MLD S.R.L.	(Moldova)
COGENT COMMUNICATIONS NETHERLANDS B.V.	(The Netherlands)
COGENT NORWAY AS	(Norway)
COGENT COMMUNICATIONS POLAND Sp. zo. o.	(Poland)
COGENT COMMUNICATIONS PORTUGAL, LDA.	(Portugal)
COGENT COMMUNICATIONS ROMANIA SRL	(Romania)
COGENT SERB d.o.o. BEOGRAD	(Serbia)
COGENT COMMUNICATIONS LLC	(Russia)
COGENT COMMUNICATIONS SLOVAKIA s.r.o.	(Slovak Republic)
COGENT ADRIA, KOMUNIKACIJE , d.o.o.	(Slovenia)
COGENT COMMUNICATIONS ESPAÑA S.L.	(Spain)
COGENT COMMUNICATIONS SWEDEN AB	(Sweden)
COGENT INTERNET SWITZERLAND LLC	(Switzerland)

COGENT COMMUNICATIONS INTERNET SERVICES LLC	(Turkey)
TOV COGENT COMMUNICATIONS UKRAINE	(Ukraine)
COGENT COMMUNICATIONS UK LTD	(United Kingdom)

QuickLinks

[Exhibit 21.1]

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Form S-8 Nos. 333-166615, 333-126676, and 333-142759 pertaining to the 2004 Incentive Award Plan of Cogent Communications Group, Inc. of our reports dated February 27, 2013, with respect to the consolidated financial statements and schedule of Cogent Communications Group, Inc. and the effectiveness of internal control over financial reporting of Cogent Communications Group, Inc. included in this Annual Report (Form 10-K) for the year ended December 31, 2012.

/s/ Ernst & Young LLP

McLean, VA
February 27, 2013

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Exhibit 23.1
Consent of Independent Registered Public Accounting Firm

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Exhibit 31.1

CERTIFICATIONS

Certification of Chief Executive Officer

I, David Schaeffer, certify that:

1. I have reviewed this annual report on Form 10-K of Cogent Communications Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2013

/s/ DAVID SCHAEFFER

Name:	David Schaeffer
Title:	*Chief Executive Officer*

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Exhibit 31.1
CERTIFICATIONS

Exhibit 31.2

Certification of Chief Financial Officer

I, Thaddeus Weed, certify that:

1. I have reviewed this annual report on Form 10-K of Cogent Communications Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal controls over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2013
/s/ THADDEUS WEED

Name: Thaddeus Weed
Title: *Chief Financial Officer*

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Exhibit 31.2

Certification of Chief Financial Officer

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Exhibit 32.1

Certification of Chief Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Cogent Communications Group, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2012 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 27, 2013

/s/ DAVID SCHAEFFER

David Schaeffer

Chief Executive Officer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

QuickLinks

Exhibit 32.1

Certification of Chief Executive Officer

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Exhibit 32.2

Certification of Chief Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Cogent Communications Group, Inc. (the "Company") hereby certifies, to such officer's knowledge, that:

(i) the accompanying Annual Report on Form 10-K of the Company for the year ended December 31, 2012 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 27, 2013

/s/ THADDEUS WEED

Thaddeus Weed

Chief Financial Officer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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Exhibit 32.2
Certification of Chief Financial Officer

Stockholders' equity: (Details) (USD $)	0 Months Ended							12 Months Ended	
	Feb. 20, 2013	Dec. 12, 2012	Nov. 05, 2012	Sep. 12, 2012	Aug. 07, 2012	Feb. 28, 2011	Jun. 30, 2008	Dec. 31, 2012 item	Dec. 31, 2011
Stockholders' equity:									
Common stock, shares authorized								75,000,000	75,000,000
Common stock, par value (in dollars per share)								$ 0.001	$ 0.001
Preferred stock, authorized but unissued shares								10,000	
Preferred stock, par value (in dollars per share)								$ 0.001	
Voting rights per common share								1	
Authorized amount of common stock repurchases under the Buyback Program						$ 50,000,000	$ 50,000,000		
Repurchase of common stock (in shares)								100,000	200,000
Repurchase of common stock, amount								1,265,000	2,969,000
Value of dividend declared, per common share (in dollars per share)	$ 0.12		$ 0.11		$ 0.10			$ 0.21	
Stockholders' equity:									
Value of dividend paid		5,000,000		4,500,000				9,549,000	
Estimated									
Stockholders' equity:									
Value of dividend paid	$ 5,500,000								

Property and equipment: (Details) (USD $)	12 Months Ended		
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
Property and equipment			
Property and equipment, gross	$ 889,229,000	$ 836,047,000	
Less-Accumulated depreciation and amortization	(578,054,000)	(528,069,000)	
Total property and equipment, net	311,175,000	307,978,000	
Depreciation and amortization expense	62,478,000	59,850,000	56,524,000
Capitalized compensation costs of employees	7,200,000	7,100,000	5,900,000
Impairment charge of property and equipment that are no longer in use			594,000
Owned assets:			
Property and equipment			
Property and equipment, gross	596,019,000	563,378,000	
Less-Accumulated depreciation and amortization	(472,024,000)	(438,298,000)	
Total property and equipment, net	123,995,000	125,080,000	
Network equipment			
Property and equipment			
Property and equipment, gross	375,230,000	363,287,000	
Leasehold improvements			
Property and equipment			
Property and equipment, gross	127,497,000	115,155,000	
System infrastructure			
Property and equipment			
Property and equipment, gross	71,769,000	64,463,000	
Software			
Property and equipment			
Property and equipment, gross	9,369,000	9,221,000	
Office and other equipment			
Property and equipment			
Property and equipment, gross	10,558,000	9,690,000	
Building			
Property and equipment			
Property and equipment, gross	1,471,000	1,440,000	
Land			
Property and equipment			
Property and equipment, gross	125,000	122,000	
Property, equipment and capital leases			
Property and equipment			
Depreciation and amortization expense	62,400,000	59,700,000	56,500,000
Indefeasible rights of use (IRUs)			
Property and equipment			
Property and equipment, gross	293,210,000	272,669,000	

Less-Accumulated depreciation and amortization	(106,030,000)	(89,771,000)
Total property and equipment, net	$ 187,180,000	$ 182,898,000

Income taxes: (Tables)	12 Months Ended Dec. 31, 2012

Income taxes:

Schedule of components of (loss) income before income taxes

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

	Years Ended December 31,		
	2012	2011	2010
Domestic	$20,411	$27,832	$14,360
Foreign	(23,911)	(22,250)	(14,868)
Total (loss) income before income taxes	$(3,500)	$5,582	$(508)

Schedule of (provision) benefit for income taxes

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

	Years Ended December 31,		
	2012	2011	2010
Current:			
Federal	$—	$—	$563
State	2,285	(3,432)	(724)
Foreign	(344)	(369)	(128)
Deferred:			
State	(1,245)	6,334	—
Foreign	(1,447)	(573)	1,466
Total income tax (provision) benefit	$(751)	$1,960	$1,177

Schedule of deferred tax assets (liabilities)

Our consolidated temporary differences comprising our net deferred tax assets at December 31, 2012 and 2011 are as follows (in thousands):

	December 31,	
	2012	2011
Deferred Tax Assets:		
Net operating loss carry-forwards	$345,000	$335,899
Depreciation and amortization	4,187	7,857
Tax credits	2,758	2,437
Accrued liabilities and other	6,138	5,343
Equity-based compensation	—	566
Total gross deferred tax assets	358,083	352,102
Deferred Tax Liabilities:		
Convertible notes	3,415	5,620
Equity-based compensation	600	—

Schedule of reconciliation of unrecognized tax benefits

A reconci unrecogni

	Years Ended December 31,		
	2012	2011	2010
Beginning balance of unrecognized tax benefits	$2,875	$698	$504
Change attributable to tax positions taken during a prior period	745	2,177	194
Decrease attributable to settlements with taxing authorities	(1,655)	—	—
Decrease attributable to lapses of statutes of limitation	(653)	—	—

Schedule of reconciliation of the Federal statutory income taxes to the amounts reported in the financial statements

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	Years Ended December 31,		
	2012	2011	2010
Federal income tax benefit (provision) at statutory rates	$1,225	$(1,954)	$178
Effect of:			
State income taxes, net of federal benefit	(387)	(1,368)	(153)
State tax credits	315	146	17
Impact of foreign operations	(2,744)	(2,561)	(1,858)
Foreign branch tax benefit	9,374	9,385	5,045
Foreign exchange effect on tax assets	3,882	(4,133)	(4,572)
Net operating loss limitation	(1,081)	—	—
Non-deductible expenses	(2,707)	(854)	(735)
Alternative minimum tax	—	—	564
Changes in tax reserves	1,552	(2,969)	(302)
Other	4	276	—
Changes in valuation allowance	(10,184)	5,992	2,993
Income tax (provision) benefit	$(751)	$1,960	$1,177

Related party transactions: (Details) (USD $) In Millions, unless otherwise specified	1 Months Ended	12 Months Ended					
	Nov. 30, 2012	Dec. 31, 2012 Renewal of lease	Dec. 31, 2011 Renewal of lease	Dec. 31, 2010 Renewal of lease	Dec. 31, 2012 Headquarters building item	Dec. 31, 2012 Chief Executive Officer	Dec. 31, 2012 Chief Executive Officer's wife
Office lease							
Number of owners of the partnership					2		
Ownership interest of related parties held in the partnership (as a percent)						51.00%	49.00%
Payment for rent and related costs (in dollars)		$ 0.6	$ 0.6	$ 0.6			
Additional lease term	2 years						

Commitments and contingencies: (Details) (USD $)	12 Months Ended		
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
Future minimum payments under capital lease agreements			
2013	$ 29,968,000		
2014	20,194,000		
2015	20,343,000		
2016	19,502,000		
2017	19,436,000		
Thereafter	190,552,000		
Total minimum lease obligations	299,995,000		
Less-amounts representing interest	(162,047,000)		
Present value of minimum lease obligations	137,948,000		
Current maturities	(10,487,000)	(11,700,000)	
Capital lease obligations, net of current maturities	127,461,000	122,996,000	
Release of lease obligation			
Gain from extinguishment of capital lease obligation		2,700,000	
Future minimum annual payments under operating lease arrangements			
2013	48,664,000		
2014	41,440,000		
2015	36,651,000		
2016	31,212,000		
2017	24,634,000		
Thereafter	130,689,000		
Total minimum lease obligations	313,290,000		
Expenses related to operating lease arrangements	55,800,000	55,700,000	53,500,000
Minimum			
Commitments and contingencies			
Capital lease term	15 years		
Maximum			
Commitments and contingencies			
Capital lease term	20 years		
Estimate of possible loss in excess of the amount accrued	$ 1,200,000		

Property and equipment:

12 Months Ended
Dec. 31, 2012

Property and equipment:

Property and equipment:

2. Property and equipment:

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

	December 31, 2012	December 31, 2011
Owned assets:		
Network equipment	$375,230	$363,287
Leasehold improvements	127,497	115,155
System infrastructure	71,769	64,463
Software	9,369	9,221
Office and other equipment	10,558	9,690
Building	1,471	1,440
Land	125	122
	596,019	563,378
Less—Accumulated depreciation and amortization	(472,024)	(438,298)
	123,995	125,080
Assets under capital leases:		
IRUs	293,210	272,669
Less—Accumulated depreciation and amortization	(106,030)	(89,771)
	187,180	182,898
Property and equipment, net	$311,175	$307,978

Depreciation and amortization expense related to property and equipment and capital leases was $62.4 million, $59.7 million and $56.5 million, for the years ended December 31, 2012, 2011 and 2010, respectively.

Capitalized construction costs

The Company capitalizes the compensation cost of employees directly involved with its construction activities. In 2012, 2011 and 2010, the Company capitalized compensation costs of $7.2 million, $7.1 million and $5.9 million respectively. These amounts are included in system infrastructure costs.

Asset impairment

In 2010, the Company recorded an impairment charge for certain property and equipment that was no longer in use totaling $0.6 million.

Geographic information: (Details) (USD $) In Thousands, unless otherwise specified	3 Months Ended								12 Months Ended		
	Dec. 31, 2012	Sep. 30, 2012	Jun. 30, 2012	Mar. 30, 2012	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 30, 2011	Dec. 31, 2012 Segment	Dec. 31, 2011	Dec. 31, 2010
Geographic information:											
Number of operating segments									1		
Geographic information:											
Revenues	$ 82,612	$ 79,656	$ 77,817	$ 76,888	$ 79,093	$ 77,367	$ 75,580	$ 73,460	$ 316,973	$ 305,500	$ 263,416
Long lived assets, net	311,222				308,043				311,222	308,043	
North America											
Geographic information:											
Revenues									253,396	240,116	205,052
Long lived assets, net	225,060				225,598				225,060	225,598	
Europe											
Geographic information:											
Revenues									63,577	65,384	58,364
Long lived assets, net	$ 86,162				$ 82,445				$ 86,162	$ 82,445	

Quarterly financial information (unaudited): (Tables)

12 Months Ended Dec. 31, 2012

Quarterly financial information (unaudited):

Schedule of quarterly financial information

	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	45,377,752	45,492,847

	Three months ended			
	March 31, 2011	June 30, 2011(1)	September 30, 2011	December 31, 2011(2)
	(in thousands, except share and per share amounts)			
Service revenue	$73,460	$75,580	$77,367	$79,093
Network operations, including equity-based compensation expense	31,773	33,249	33,619	33,522
Operating income	7,358	8,671	9,576	10,899
Net (loss) income	(278)	2,115	281	5,424
Net (loss) income per common share—basic and diluted	(0.01)	0.05	0.01	0.12
Weighted-average number of common shares—basic	44,731,858	45,021,507	45,080,859	45,044,733
Weighted-average number of common shares—diluted	44,731,858	45,548,725	45,559,972	45,582,580

(1) In the second quarter of 2011 the Company recognized a gain on the release of a lease obligation. (See Note 6)

(2) In the fourth quarter of 2011 the Company recorded adjustments related to income taxes. These adjustments recognized approximately $6.3 million of deferred tax assets and approximately $2.9 million for uncertain tax positions. (See Note 5)

Geographic information: (Tables)	12 Months Ended Dec. 31, 2012

Geographic information:

Schedule of net revenues and long lived assets by geographic region

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

	Years Ended December 31,		
	2012	2011	2010
Service Revenue			
North America	$253,396	$240,116	$205,052
Europe	63,577	65,384	58,364
Total	$316,973	$305,500	$263,416

	December 31, 2012	December 31, 2011
Long lived assets, net		
North America	$225,060	$225,598
Europe	86,162	82,445
Total	$311,222	$308,043

Quarterly financial information (unaudited): (Details) (USD $)	3 Months Ended								12 Months Ended			
	Dec. 31, 2012	Sep. 30, 2012	Jun. 30, 2012	Mar. 30, 2012	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 30, 2011	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Quarterly financial information (unaudited):												
Service revenue	$ 82,612,000	$ 79,656,000	$ 77,817,000	$ 76,888,000	$ 79,093,000	$ 77,367,000	$ 75,580,000	$ 73,460,000	$ 316,973,000	$ 305,500,000	$ 263,416,000	
Network operations, including equity-based compensation expense	37,651,000	36,541,000	35,112,000	34,338,000	33,522,000	33,619,000	33,249,000	31,773,000	143,642,000	132,160,000	119,023,000	
Operating income	9,169,000	8,032,000	7,801,000	5,968,000	10,899,000	9,576,000	8,671,000	7,358,000	30,968,000	36,506,000	15,215,000	
Net (loss) income	(276,000)	(94,000)	(1,791,000)	(2,090,000)	5,424,000	281,000	2,115,000	(278,000)	(4,251,000)	7,542,000	669,000	
Net (loss) income per common share- basic and diluted	$ (0.01)	$ 0.00	$ (0.04)	$ (0.05)	$ 0.12	$ 0.01	$ 0.05	$ (0.01)	$ (0.09)	$ 0.17	$ 0.01	
Weighted average number of common shares - basic	45,492,847	45,377,732	45,313,804	45,241,418	45,044,733	45,080,859	45,021,507	44,731,858	45,514,844	45,180,485	44,633,878	
Weighted-average number of common shares - diluted	45,492,847	45,377,732	45,313,804	45,241,418	45,582,580	45,559,972	45,548,725	44,731,858	45,514,844	45,704,052	44,790,753	
Income tax benefit due to reduction in valuation allowance									6,300,000	6,300,000	1,500,000	
Income tax benefit due to reduction in uncertain tax positions	$ 1,312,000				$ 2,875,000				$ 1,312,000	$ 2,875,000	$ 698,000	$ 504,000

Description of the business and summary of significant accounting policies: (Details) (USD $) In Millions, unless otherwise specified	12 Months Ended		
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
Description of the business and summary of significant accounting policies:			
Bad debt expense, net of recoveries	$ 5.1	$ 4.3	$ 4.3
Financial instruments			
Letters of credit, outstanding amount	0.4	0.4	
Minimum			
On-net service - high-speed Internet access and IP connectivity			
Speed per second of bandwidth (in megabits/gigabits)	100		
Maximum			
On-net service - high-speed Internet access and IP connectivity			
Speed per second of bandwidth (in megabits/gigabits)	10		
Senior notes			
Financial instruments			
Aggregate principal amount of debt issued	175.0		
Senior notes | Level 2			
Financial instruments			
Debt instrument, amount	191.7		
Convertible senior notes			
Financial instruments			
Aggregate principal amount of debt issued	92.0		
Convertible senior notes | Level 1			
Financial instruments			
Debt instrument, amount	$ 89.0		

Description of the business and summary of significant accounting policies: (Details 2)	12 Months Ended Dec. 31, 2012
Indefeasible rights of use (IRUs) | Minimum	
Property and equipment	
Depreciation or amortization period	15 years
Indefeasible rights of use (IRUs) | Maximum	
Property and equipment	
Depreciation or amortization period	20 years
Network equipment | Minimum	
Property and equipment	
Depreciation or amortization period	3 years
Network equipment | Maximum	
Property and equipment	
Depreciation or amortization period	8 years
Software	
Property and equipment	
Depreciation or amortization period	5 years
Owned buildings	
Property and equipment	
Depreciation or amortization period	40 years
Office and other equipment | Minimum	
Property and equipment	
Depreciation or amortization period	3 years
Office and other equipment | Maximum	
Property and equipment	
Depreciation or amortization period	7 years
System infrastructure | Minimum	
Property and equipment	
Depreciation or amortization period	5 years
System infrastructure | Maximum	
Property and equipment	
Depreciation or amortization period	10 years

Description of the business and summary of significant accounting policies:	12 Months Ended Dec. 31, 2012
Description of the business and summary of significant accounting policies:	
Description of the business and summary of significant accounting policies:	

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 to small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations in North America and Europe. The Company recently began expansion into 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.

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 collection have been exhausted and the potential for recovery is considered remote. The Company recognized bad debt expense, net of recoveries, of approximately $5.1 million, $4.3 million and $4.3 million for the years ended December 31, 2012, 2011 and 2010, 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 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-U.S. operations are translated into U.S. 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 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, 2012 and December 31, 2011, 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, 2012, the fair value of the Company's $92.0 million convertible senior notes was approximately $89.0 million. Based upon recent trading prices (Level 2—market approach) at December 31, 2012, the fair value of the Company's $175.0 million senior secured notes was approximately $191.7 million.

The Company was party to letters of credit totaling approximately $0.4 million as of December 31, 2012 and $0.4 million as of December 31, 2011. 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, 2012 and 2011, 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 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.

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 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 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, 2012, 2011 and 2010, 1.7 million, 0.8 million and 1.2 million unvested 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 at an initial conversion price of $49.18 per share, 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, 2011 and 2010 options to purchase 0.2 million, 0.1 million and 0.2 million shares of common stock, respectively, at weighted-average exercise prices of $14.87 and $17.62 and $17.84 per share, 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, 2011 and 2010:

	Year Ended December 31, 2011	Year Ended December 31, 2010
Weighted average common shares—basic	45,180,485	44,633,878
Dilutive effect of stock options	83,192	76,336
Dilutive effect of restricted stock	440,375	80,539
Weighted average common shares—diluted	45,704,052	44,790,753

Recent accounting pronouncements—adopted

The Financial Accounting Standards Board ("FASB") recently issued amendments to the presentation of comprehensive income which became effective for interim and annual periods beginning after December 15, 2011. The amendments eliminated the previous reporting option of displaying components of other comprehensive income within the statement of changes in stockholders' equity. Under the new guidance, the Company was required to present either a single continuous statement of comprehensive income or an income statement immediately followed by a statement of comprehensive income. The Company elected to present a single continuous statement of comprehensive income.

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 U.S. 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.

Description of the business and summary of significant accounting policies: (Details 3) (USD $)	3 Months Ended								12 Months Ended									12 Months Ended		
	Dec. 31, 2012	Sep. 30, 2012	Jun. 30, 2012	Mar. 30, 2012	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 30, 2011	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2012 Convertible senior notes	Dec. 31, 2011 Convertible senior notes	Jun. 30, 2007 Convertible senior notes	Dec. 31, 2012 Restricted stock	Dec. 31, 2011 Restricted stock	Dec. 31, 2010 Restricted stock	Dec. 31, 2012 Options	Dec. 31, 2011 Options	Dec. 31, 2010 Options
Basic and diluted net (loss) income per common share																				
Unvested restricted common stock not included in computation of basic (loss) income per share as shares were not vested															1,700,000	800,000	1,200,000			
Interest rate (as a percent)												1.00%	1.00%	1.00%						
Initial conversion price of notes (in dollars per share)												$ 49.18								
Number of shares yield after conversion												1,900,000								
Shares not included in the computation of basic or diluted (loss) income per share as the effect would be anti-dilutive																		200,000	100,000	200,000
Weighted-average exercise price of options excluded from computation of diluted (loss) income per share (in dollars per share)																		$ 14.87	$ 17.62	$ 17.84
Diluted weighted average shares																				
Weighted average common shares - basic	45,492,847	45,377,732	45,313,804	45,241,418	45,044,733	45,080,859	45,021,507	44,731,858	45,514,844	45,180,485	44,633,878									
Dilutive effect of stock options (in shares)										83,192	76,336									
Dilutive effect of shares of restricted stock (in shares)										440,375	80,539									
Weighted average common shares - diluted	45,492,847	45,377,732	45,313,804	45,241,418	45,582,580	45,559,972	45,548,725	44,731,858	45,514,844	45,704,052	44,790,753									

Stock option and award plan: (Details) (USD $) In Millions, except Share data, unless otherwise specified	3 Months Ended	6 Months Ended	12 Months Ended		
	Dec. 31, 2012	Jun. 30, 2012	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
Stock options					
Incentive award plan					
Vesting period			4 years		
Expiration period			10 years		
Exercise period of options vested, when an employee is terminated prior to full vesting			90 days		
Weighted-average per share grant date fair value (in dollars per share)			$ 9.00	$ 7.90	$ 5.44
Assumptions used for determining the fair value of options granted					
Dividend yield (as a percent)	2.00%	0.00%	1.30%	0.00%	0.00%
Expected volatility (as a percent)			61.60%	63.20%	65.30%
Risk-free interest rate (as a percent)			0.70%	1.60%	1.80%
Expected life of the option term			4 years 9 months 18 days	4 years 10 months 24 days	5 years 2 months 12 days
Stock option activity					
Outstanding at the beginning of the period (in shares)		257,442	257,442		
Granted (in shares)			61,086		
Cancelled (in shares)			(37,699)		
Exercised (in shares)			(42,341)		
Outstanding at the end of the period (in shares)	238,488		238,488	257,442	
Exercisable at the end of the period (in shares)	177,983		177,983		
Expected to vest (in shares)	223,784		223,784		
Weighted-Average Exercise Price					
Outstanding at the beginning of the period (in dollars per share)		$ 13.17	$ 13.17		
Granted (in dollars per share)			$ 19.37		
Cancelled (in dollars per share)			$ 16.57		
Exercised (in dollars per share)			$ 9.53		
Outstanding at the end of the period (in dollars per share)	$ 14.87		$ 14.87	$ 13.17	
Exercisable at the end of the period (in dollars per share)	$ 14.10		$ 14.10		
Expected to vest (in dollars per shares)	$ 14.60		$ 14.60		
Aggregate Intrinsic Value					
Exercised			$ 0.4		
Outstanding at the end of the period	1.9		1.9		

Exercisable at the end of the period	1.6	1.6		
Expected to vest	1.8	1.8		
Weighted-Average Remaining Contractual Life (in years)				
Outstanding at the end of the period		5 years 8 months 12 days		
Exercisable at the end of the period		4 years 7 months 6 days		
Expected to vest		5 years 4 months 24 days		
Stock option and award plan, additional information				
Cash received from exercise of stock option		0.4		
Restricted stock | Minimum				
Incentive award plan				
Vesting period		3 years		
Restricted stock | Maximum				
Incentive award plan				
Vesting period		4 years		
Restricted stock | 2010 Restricted stock grant performance based				
Incentive award plan				
Equity-based compensation expense				0.2
Restricted stock | 2011 Restricted stock grant performance based				
Incentive award plan				
Equity-based compensation expense			1.1	
Restricted stock | 2012 Restricted stock grant performance based				
Incentive award plan				
Equity-based compensation expense		0.1		
2004 Incentive Award Plan				
Incentive award plan				
Total number of shares available for grant	200,000	200,000		
Equity-based compensation expense		$ 8.3	$ 7.7	$ 6.6

CONSOLIDATED BALANCE SHEETS (USD $) In Thousands, unless otherwise specified	Dec. 31, 2012	Dec. 31, 2011
Current assets:		
Cash and cash equivalents	$ 247,285	$ 238,207
Accounts receivable, net of allowance for doubtful accounts of $3,083 and $3,345, respectively	23,990	25,029
Prepaid expenses and other current assets	9,978	10,051
Total current assets	281,253	273,287
Property and equipment:		
Property and equipment	889,229	836,047
Accumulated depreciation and amortization	(578,054)	(528,069)
Total property and equipment, net	311,175	307,978
Deposits and other assets ($442 and $457 restricted, respectively)	14,103	16,386
Total assets	606,531	597,651
Current liabilities:		
Accounts payable	14,734	14,199
Accrued and other current liabilities	26,519	21,944
Current maturities, capital lease obligations	10,487	11,700
Total current liabilities	51,740	47,843
Senior secured notes	175,000	175,000
Capital lease obligations, net of current maturities	127,461	122,996
Convertible senior notes, net of discount of $9,494 and $15,366, respectively	82,484	76,612
Other long term liabilities	10,067	11,199
Total liabilities	446,752	433,650
Commitments and contingencies		
Stockholders' equity:		
Common stock, $0.001 par value; 75,000,000 shares authorized; 47,116,644 and 45,893,347 shares issued and outstanding, respectively	47	46
Additional paid-in capital	497,349	489,021
Accumulated other comprehensive income	667	(582)
Accumulated deficit	(338,284)	(324,484)
Total stockholders' equity	159,779	164,001
Total liabilities and stockholders' equity	$ 606,531	$ 597,651

Schedule II VALUATION AND QUALIFYING ACCOUNTS (Details) (USD $)	12 Months Ended		
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
Movement in valuation and qualifying accounts			
Bad debt expense, net of recoveries	$ (5,100,000)	$ (4,300,000)	$ (4,300,000)
Allowance for doubtful accounts (deducted from accounts receivable)			
Movement in valuation and qualifying accounts			
Balance at Beginning of Period	3,345,000	2,464,000	2,516,000
Charged to Costs and Expenses(a)	6,058,000	6,299,000	5,456,000
Deductions	6,320,000	5,418,000	5,508,000
Balance at End of Period	3,083,000	3,345,000	2,464,000
Allowance for Unfulfilled Customer Purchase Obligations (deducted from accounts receivable)			
Movement in valuation and qualifying accounts			
Balance at Beginning of Period	1,859,000	1,576,000	1,796,000
Charged to Costs and Expenses(a)	6,888,000	4,870,000	4,934,000
Deductions	7,065,000	4,587,000	5,154,000
Balance at End of Period	1,682,000	1,859,000	1,576,000
Deferred tax valuation allowance			
Movement in valuation and qualifying accounts			
Balance at Beginning of Period	337,698,000	343,690,000	340,132,000
Charged to Costs and Expenses(a)	10,217,000	2,467,000	10,103,000
Deductions	33,000	8,459,000	6,545,000
Balance at End of Period	$ 347,882,000	$ 337,698,000	$ 343,690,000

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (USD $) In Thousands, except Share data, unless otherwise specified	Total	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Accumulated Deficit
Balance at Dec. 31, 2009	$ 144,484	$ 45	$ 475,158	$ 1,976	$ (332,695)
Balance (in shares) at Dec. 31, 2009		44,853,974			
Increase (Decrease) in Stockholders' Equity					
Forfeitures of shares granted to employees (in shares)		(61,800)			
Equity-based compensation	7,305		7,305		
Foreign currency translation	(932)			(932)	
Issuances of common stock	1	1			
Issuances of common stock (in shares)		999,500			
Exercises of options	274		274		
Exercises of options (in shares)		46,836			
Net (loss) income	669				669
Balance at Dec. 31, 2010	151,801	46	482,737	1,044	(332,026)
Balance (in shares) at Dec. 31, 2010		45,838,510			
Increase (Decrease) in Stockholders' Equity					
Forfeitures of shares granted to employees (in shares)		(33,038)			
Equity-based compensation	8,620		8,620		
Foreign currency translation	(1,626)			(1,626)	
Issuances of common stock (in shares)		224,920			
Exercises of options	633		633		
Exercises of options (in shares)		95,311			
Common stock purchases and retirement	(2,969)		(2,969)		
Common stock purchases and retirement (in shares)		(232,356)			
Net (loss) income	7,542				7,542
Balance at Dec. 31, 2011	164,001	46	489,021	(582)	(324,484)

Balance (in shares) at Dec. 31, 2011	45,893,347	45,893,347			
Increase (Decrease) in Stockholders' Equity					
Forfeitures of shares granted to employees (in shares)		(82,580)			
Equity-based compensation	9,164		9,164		
Foreign currency translation	1,249			1,249	
Issuances of common stock	1	1			
Issuances of common stock (in shares)		1,338,120			
Exercises of options	404		404		
Exercises of options (in shares)		42,341			
Common stock purchases and retirement	(1,265)		(1,265)		
Common stock purchases and retirement (in shares)		(74,584)			
Excess income tax benefit	25		25		
Dividends paid	(9,549)				(9,549)
Net (loss) income	(4,251)				(4,251)
Balance at Dec. 31, 2012	$ 159,779	$ 47	$ 497,349	$ 667	$ (338,284)
Balance (in shares) at Dec. 31, 2012	47,116,644	47,116,644			

Long-term debt: (Details) (USD $)	12 Months Ended			0 Months Ended	12 Months Ended							1 Months Ended	12 Months Ended					
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010	Jan. 26, 2011 Senior notes	Dec. 31, 2012 Senior notes	Dec. 31, 2011 Senior notes	Dec. 31, 2012 Senior notes Prior to February 15, 2015	Dec. 31, 2012 Senior notes 12-month period beginning on February 15, 2015	Dec. 31, 2012 Senior notes 12-month period beginning on February 15, 2016	Dec. 31, 2012 Senior notes 12-month period beginning on February 15, 2017 and thereafter	Dec. 31, 2012 Senior notes Prior to February 15, 2014	Jun. 30, 2007 Convertible senior notes	Dec. 31, 2012 Convertible senior notes	Dec. 31, 2011 Convertible senior notes	Dec. 31, 2010 Convertible senior notes	Dec. 31, 2008 Convertible senior notes	Dec. 31, 2012 Convertible senior notes On or after June 20, 2014	Dec. 31, 2012 Convertible senior notes June 15, 2014, 2017 and 2022
Long-term debt																		
Interest rate (as a percent)				8.375%								1.00%	1.00%	1.00%				
Aggregate principal amount of debt issued				$ 175,000,000								$ 200,000,000						
Proceeds from issuance of long-term debt, net of issuance costs				170,500,000								195,100,000						
Debt issuance costs				4,500,000														
Interest expense related to its senior notes					15,200,000	14,000,000												
Security of senior notes and guarantees, expressed as a percentage of equity interests of first-tier foreign subsidiaries held by Company and its guarantors					65.00%													
Percentage of outstanding principal amount used in calculation of make-whole premium							1.00%											
Discount rate used to compute make-whole premium, description of variable interest rate					Treasury Rate													
Discount rate used to compute make-whole premium, basis points added to reference rate (as a percent)					0.50%													
Redemption price of debt instrument (as a percent)							100.00%	104.118%	102.094%	100.00%	108.375%						100.00%	
Maximum percentage of principal amount of debt instrument which the entity may redeem with proceeds from certain equity offerings											35.00%							
Percentage of principal amount at which notes will be required to be repurchased in the event of a change of control					101.00%													
Minimum amount of proceeds from certain asset sales at which company must offer to purchase notes					20,000,000													
Percentage of principal amount at which notes will be required to be repurchased upon meeting minimum proceeds from certain asset sales					100.00%													
Minimum percentage of principal amount of debt instrument at which holder may declare unpaid principal and accrued interest to be due and payable					25.00%													
Percentage of original issuance discount												2.25%						
Aggregate face value of debt purchased																108,000,000		
Purchase of convertible notes in cash																48,600,000		
Initial conversion price of notes (in dollars per share)													$ 49.18					
Conversion ratio, number of shares per $1,000 principal amount													0.0203355					
Number of days within 30 consecutive trading days in which the closing price of the entity's common stock must exceed the conversion price for the notes to be redeemable													20 days					
Number of consecutive trading days during which the closing price of the entity's common stock must exceed the conversion price for at least 20 days in order to make the notes redeemable													30 days					
Percentage of the closing sales price of the entity's common stock that the conversion price must exceed in order to make the notes convertible													130.00%					
Conversion ratio minimum, number of shares per $1,000 principal amount													0.0355872					

Percentage of principal amount that the holders of the Convertible Notes may require the Company to repurchase							100.00%
Special interest rate required to be paid for first 90 days after failure to maintain shelf registration statement with SEC (as a percent)				0.25%			
Initial period to charge special interest after failure to maintain shelf registration statement with SEC				90 days			
Special interest rate required to be paid after the first 90 day period after failure to maintain shelf registration statement with SEC (as a percent)				0.50%			
Additional interest rate in the event of default (as a percent)				0.25%			
Debt and equity components for the Convertible Notes							
Principal amount				91,978,000	91,978,000		
Unamortized discount	(9,494,000)	(15,366,000)		(9,494,000)	(15,366,000)		
Net carrying amount	82,484,000	76,612,000		82,484,000	76,612,000		
Additional paid-in capital				74,933,000	74,933,000		
Amount of interest expense recognized and effective interest rate							
Remaining recognition period of unamortized discount				1 year 6 months			
Contractual coupon interest				920,000	920,000	920,000	
Amortization of discount and costs	6,031,000	5,609,000	4,950,000	5,886,000	5,405,000	4,964,000	
Interest expense				6,806,000	6,325,000	5,884,000	
Effective interest rate (as a percent)				8.70%	8.70%	8.70%	
Long-term debt maturities							
Thereafter				266,978,000			
Total				$ 266,978,000			

Property and equipment: (Tables)

12 Months Ended Dec. 31, 2012

Property and equipment:

Schedule of property and equipment

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

	December 31,	
	2012	2011
Owned assets:		
Network equipment	$375,230	$363,287
Leasehold improvements	127,497	115,155
System infrastructure	71,769	64,463
Software	9,369	9,221
Office and other equipment	10,558	9,690
Building	1,471	1,440
Land	125	122
	596,019	563,378
Less—Accumulated depreciation and amortization	(472,024)	(438,298)
	123,995	125,080
Assets under capital leases:		
IRUs	293,210	272,669
Less—Accumulated depreciation and amortization	(106,030)	(89,771)
	187,180	182,898
Property and equipment, net	$311,175	$307,978

Income taxes: (Details) (USD $)	12 Months Ended		
	Dec. 31, 2012 subsidiary	Dec. 31, 2011	Dec. 31, 2010
Components of (loss) income before income taxes			
Domestic	$ 20,411,000	$ 27,832,000	$ 14,360,000
Foreign	(23,911,000)	(22,250,000)	(14,868,000)
(Loss) income before income taxes	(3,500,000)	5,582,000	(508,000)
Current provision			
Federal income tax			563,000
State income tax	2,285,000	(3,432,000)	(724,000)
Foreign income tax	(344,000)	(369,000)	(128,000)
Deferred provision			
State Income tax	(1,245,000)	6,334,000	
Foreign income tax	(1,447,000)	(573,000)	1,466,000
Income tax (provision) benefit	(751,000)	1,960,000	1,177,000
Deferred Tax Assets:			
Net operating loss carry-forwards	345,000,000	335,899,000	
Depreciation	4,187,000	7,857,000	
Tax credits	2,758,000	2,437,000	
Accrued liabilities and other	6,138,000	5,343,000	
Equity-based compensation		566,000	
Total gross deferred tax assets	358,083,000	352,102,000	
Deferred Tax Liabilities:			
Convertible Notes	3,415,000	5,620,000	
Equity-based compensation	600,000		
Total gross deferred tax liabilities	4,015,000	5,620,000	
Net deferred tax assets before valuation allowance	354,068,000	346,482,000	
Valuation allowance	(347,882,000)	(337,698,000)	
Net deferred tax asset	6,186,000	8,784,000	
Income tax benefit due to reduction in valuation allowance	6,300,000	6,300,000	1,500,000
Number of subsidiaries filing income tax returns in U.S. federal, and various state and foreign jurisdictions	1		
Net operating loss carry-forwards			
Combined net operating loss carry-forwards	1,100,000,000		
Interest and penalties related to uncertain tax positions			
Liability for uncertain tax positions, including accrued interest and penalties	1,700,000	3,900,000	
Amount of (reversed) recognized interest and penalties related to uncertain tax positions	(600,000)	800,000	100,000
Reversal of liability for uncertain tax positions	3,300,000		
Reversal of accrued interest and penalties related to uncertain tax positions	1,000,000		
Expected changes in the liability for uncertain tax positions			

Expected decrease in liability for uncertain tax positions	400,000		
Reconciliation of the beginning and ending amount of unrecognized tax benefits (excluding interest and penalties)			
Beginning balance of unrecognized tax benefits	2,875,000	698,000	504,000
Gross increases-tax positions in prior periods	745,000	2,177,000	194,000
Decrease attributable to settlements with taxing authorities	(1,655,000)		
Decrease attributable to lapses of statutes of limitation	(653,000)		
Ending balance of unrecognized tax benefits	1,312,000	2,875,000	698,000
Reconciliation of the Federal statutory income taxes to the amounts reported in the financial statements			
Federal income tax at statutory rates	1,225,000	(1,954,000)	178,000
State income tax, net of federal benefit	(387,000)	(1,368,000)	(153,000)
State tax credits	315,000	146,000	17,000
Impact of foreign operations	(2,744,000)	(2,561,000)	(1,858,000)
Foreign branch tax benefit	9,374,000	9,385,000	5,045,000
Foreign exchange effect on tax assets	3,882,000	(4,133,000)	(4,572,000)
Net operating loss limitation	(1,081,000)		
Non-deductible expenses	(2,707,000)	(854,000)	(735,000)
Alternative minimum tax			564,000
Change in tax reserves	1,552,000	(2,969,000)	(302,000)
Other	4,000	276,000	
Change in valuation allowance	(10,184,000)	5,992,000	2,993,000
Income tax (provision) benefit	(751,000)	1,960,000	1,177,000
United States			
Net operating loss carry-forwards			
Combined net operating loss carry-forwards	362,000,000		
Europe			
Net operating loss carry-forwards			
Combined net operating loss carry-forwards	735,500,000		
Net operating loss carry-forwards not subject to expiration	576,400,000		
Net operating loss carry-forwards subject to expiration	159,100,000		
Canada			
Net operating loss carry-forwards			
Combined net operating loss carry-forwards	2,900,000		
Interest and penalties related to uncertain tax positions			
Decrease in deferred tax assets due to unrecognized tax benefits being recognized	700,000		
Mexico			
Net operating loss carry-forwards			
Combined net operating loss carry-forwards	1,400,000		
Japan			
Net operating loss carry-forwards			
Combined net operating loss carry-forwards	$ 100,000		

Long-term debt: (Tables) | **12 Months Ended Dec. 31, 2012**

Long-term debt:

Schedule of debt and equity components for the Convertible Notes

The debt and equity components for the Convertible Notes were as follows (in thousands):

	December 31,	
	2012	2011
Principal amount of convertible senior notes	$91,978	$91,978
Unamortized discount	(9,494)	(15,366)
Net carrying amount	82,484	76,612
Additional paid-in capital	74,933	74,933

Schedule of interest expense recognized and the effective interest rate for the Convertible Notes

The amount of interest expense recognized and effective interest rate for the years ended December 31, 2012, 2011 and 2010 were as follows (in thousands):

	Year Ended December 31,		
	2012	2011	2010
Contractual coupon interest	$920	$920	$920
Amortization of discount and costs	5,886	5,405	4,964
Interest expense	$6,806	$6,325	$5,884
Effective interest rate	8.7 %	8.7 %	8.7 %

Schedule of aggregate future contractual maturities of long-term debt

The aggregate future contractual maturities of long-term debt were as follows as of December 31, 2012 (in thousands):

For the year ending December 31,	
2013	$—
2014	—
2015	—
2016	—
2017	—
Thereafter(1)	266,978
Total	$266,978

(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.

CONSOLIDATED STATEMENTS OF CASH FLOWS (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
Cash flows from operating activities:			
Net (loss) income	$ (4,251)	$ 7,542	$ 669
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	62,478	59,850	56,524
Asset impairment			594
Amortization of debt discount-convertible notes	6,031	5,609	4,950
Equity-based compensation expense (net of amounts capitalized)	8,323	7,695	6,637
Gain-release of lease obligation		(2,739)	
Gains-dispositions of assets and other, net	(971)	(96)	(208)
Changes in assets and liabilities:			
Accounts receivable	1,247	(1,554)	(1,603)
Prepaid expenses and other current assets	459	(1,238)	(1,257)
Deferred income taxes	2,692	(5,735)	(1,436)
Deposits and other assets	(436)	343	(888)
Accounts payable, accrued liabilities and other long-term liabilities	4,371	6,137	7,495
Net cash provided by operating activities	79,943	75,814	71,477
Cash flows from investing activities:			
Purchases of property and equipment	(44,337)	(45,856)	(52,757)
Proceeds from asset sales	141	44	530
Net cash used in investing activities	(44,196)	(45,812)	(52,227)
Cash flows from financing activities:			
Net proceeds from issuance of senior secured notes		170,512	
Dividends paid	(9,549)		
Principal payments of capital lease obligations	(16,794)	(15,540)	(19,148)
Purchases of common stock	(1,265)	(2,969)	
Proceeds from exercises of common stock options	404	633	274
Net cash (used in) provided by financing activities	(27,204)	152,636	(18,874)
Effect of exchange rate changes on cash	535	(714)	(22)
Net increase in cash and cash equivalents	9,078	181,924	354
Cash and cash equivalents, beginning of year	238,207	56,283	55,929
Cash and cash equivalents, end of year	247,285	238,207	56,283
Supplemental disclosures of cash flow information:			
Cash paid for interest	26,107	24,602	11,925
Cash paid for income taxes	428	810	303
Non-cash financing activities-capital lease obligations incurred	$ 17,805	$ 41,959	$ 23,291

CONSOLIDATED BALANCE SHEETS (Parenthetical) (USD $) In Thousands, except Share data, unless otherwise specified	Dec. 31, 2012	Dec. 31, 2011
CONSOLIDATED BALANCE SHEETS		
Accounts receivable, allowance for doubtful accounts (in dollars)	$ 3,083	$ 3,345
Deposits and other assets, restricted (in dollars)	442	457
Convertible senior notes, discount (in dollars)	$ 9,494	$ 15,366
Common stock, par value (in dollars per share)	$ 0.001	$ 0.001
Common stock, shares authorized	75,000,000	75,000,000
Common stock, shares issued	47,116,644	45,893,347
Common stock, shares outstanding	47,116,644	45,893,347

Geographic information:	12 Months Ended Dec. 31, 2012

Geographic information:

Geographic information:

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

	Years Ended December 31,		
	2012	2011	2010
Service Revenue			
North America	$253,396	$240,116	$205,052
Europe	63,577	65,384	58,364
Total	$316,973	$305,500	$263,416

	December 31, 2012	December 31, 2011
Long lived assets, net		
North America	$225,060	$225,598
Europe	86,162	82,445
Total	$311,222	$308,043

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

Document and Entity Information (USD $) In Millions, except Share data, unless otherwise specified	12 Months Ended Dec. 31, 2012	Feb. 22, 2013	Jun. 29, 2012
Document and Entity Information			
Entity Registrant Name	COGENT COMMUNICATIONS GROUP INC		
Entity Central Index Key	0001158324		
Document Type	10-K		
Document Period End Date	Dec. 31, 2012		
Amendment Flag	false		
Current Fiscal Year End Date	--12-31		
Entity Well-known Seasoned Issuer	No		
Entity Voluntary Filers	No		
Entity Current Reporting Status	Yes		
Entity Filer Category	Large Accelerated Filer		
Entity Public Float			$ 845
Entity Common Stock, Shares Outstanding		47,129,700	
Document Fiscal Year Focus	2012		
Document Fiscal Period Focus	FY		

Quarterly financial information (unaudited):	12 Months Ended Dec. 31, 2012
Quarterly financial information (unaudited):	
Quarterly financial information (unaudited):	**11. Quarterly financial information (unaudited):**

	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

	Three months ended			
	March 31, 2011	June 30, 2011(1)	September 30, 2011	December 31, 2011(2)
	(in thousands, except share and per share amounts)			
Service revenue	$73,460	$75,580	$77,367	$79,093
Network operations, including equity-based compensation expense	31,773	33,249	33,619	33,522
Operating income	7,358	8,671	9,576	10,899
Net (loss) income	(278)	2,115	281	5,424
Net (loss) income per common share—basic and diluted	(0.01)	0.05	0.01	0.12
Weighted-average number of common shares—basic	44,731,858	45,021,507	45,080,859	45,044,733
Weighted-average number of common shares—diluted	44,731,858	45,548,725	45,559,972	45,582,580

(1) In the second quarter of 2011 the Company recognized a gain on the release of a lease obligation. (See Note 6)

(2) In the fourth quarter of 2011 the Company recorded adjustments related to income taxes. These adjustments recognized approximately $6.3 million of deferred tax assets and approximately $2.9 million for uncertain tax positions. (See Note 5)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (USD $) In Thousands, except Share data, unless otherwise specified	12 Months Ended		
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME			
Service revenue	$ 316,973	$ 305,500	$ 263,416
Operating expenses:			
Network operations (including $529, $510 and $370 of equity-based compensation expense, respectively, exclusive of amounts shown separately)	143,642	132,160	119,023
Selling, general, and administrative (including $7,794, $7,185 and $6,267 of equity-based compensation expense, respectively)	79,885	76,984	72,060
Asset impairment			594
Depreciation and amortization	62,478	59,850	56,524
Total operating expenses	286,005	268,994	248,201
Operating income	30,968	36,506	15,215
Release of lease obligation (Note 6)		2,739	
Interest income and other	1,851	848	959
Interest expense	(36,319)	(34,511)	(16,682)
(Loss) income before income taxes	(3,500)	5,582	(508)
Income tax (expense) benefit	(751)	1,960	1,177
Net (loss) income	(4,251)	7,542	669
Comprehensive (loss) income:			
Net (loss) income	(4,251)	7,542	669
Foreign currency translation adjustment	1,249	(1,626)	(932)
Comprehensive (loss) income	$ (3,002)	$ 5,916	$ (263)
Basic and diluted net (loss) income per common share (in dollars per share)	$ (0.09)	$ 0.17	$ 0.01
Dividends declared per common share (in dollars per share)	$ 0.21		
Weighted-average common shares-basic (in shares)	45,514,844	45,180,485	44,633,878
Weighted-average common shares-diluted (in shares)	45,514,844	45,704,052	44,790,753

Income taxes:	12 Months Ended Dec. 31, 2012

Income taxes:

Income taxes:

5. Income taxes:

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

	Years Ended December 31,		
	2012	2011	2010
Domestic	$20,411	$27,832	$14,360
Foreign	(23,911)	(22,250)	(14,868)
Total (loss) income before income taxes	$(3,500)	$5,582	$(508)

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

	Years Ended December 31,		
	2012	2011	2010
Current:			
Federal	$—	$—	$563
State	2,285	(3,432)	(724)
Foreign	(344)	(369)	(128)
Deferred:			
State	(1,245)	6,334	—
Foreign	(1,447)	(573)	1,466
Total income tax (provision) benefit	$(751)	$1,960	$1,177

Our consolidated temporary differences comprising our net deferred tax assets at December 31, 2012 and 2011 are as follows (in thousands):

	December 31,	
	2012	2011
Deferred Tax Assets:		
Net operating loss carry-forwards	$345,000	$335,899
Depreciation and amortization	4,187	7,857
Tax credits	2,758	2,437
Accrued liabilities and other	6,138	5,343
Equity-based compensation	—	566
Total gross deferred tax assets	358,083	352,102
Deferred Tax Liabilities:		
Convertible notes	3,415	5,620
Equity-based compensation	600	—
Total gross deferred tax liabilities	4,015	5,620
Net deferred tax assets before valuation allowance	354,068	346,482
Valuation allowance	(347,882)	(337,698)
Net deferred tax asset	$6,186	$8,784

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, 2010, the Company concluded that it was more likely than not that it would be able to realize its remaining Canadian deferred tax assets. Accordingly, the Company reduced the remaining valuation allowance related to these deferred tax assets and recorded an income tax benefit of $1.5 million in the year ended December 31, 2010. 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. As of December 31, 2012 and 2011, the Company maintained a full valuation allowance against its other deferred tax assets consisting primarily of net operating loss carryforwards.

As of December 31, 2012, the Company has combined net operating loss carry-forwards of approximately $1.1 billion. This amount includes federal and state net operating loss carry-forwards in the United States of approximately $362.0 million, net operating loss carry-forwards related to its European, Canadian, Mexican and Japanese operations of approximately $735.5 million, $2.9 million, $1.4 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. The net operating loss carryforwards in the United States will expire, if unused, between 2022 and 2029. The net operating loss carry-forwards related to the Company's Canadian operations expire if unused, between 2026 and 2027. The net operating loss carry-forwards related to the Company's Mexican operations expire if unused, between 2019 and 2022. The net operating loss carry-forwards related to the Company's Japanese operations will expire in 2020 and 2021. The net operating loss carry-forwards related to the Company's European operations include $576.4 million that do not expire and $159.1 million that expire between 2013 and 2027.

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 $1.7 million as of December 31, 2012 and $3.9 million as of December 31, 2011. During the year ended December 31, 2012, the Company reduced its Canadian deferred tax assets by $0.7 million as a result of Canadian unrecognized tax benefits of an equal amount being recognized during 2012. During the years ended December 31, 2012, 2011 and 2010, the Company (reversed) recognized approximately $(0.6) million, $0.8 million and $0.1 million in interest and penalties related to its uncertain tax positions. During 2012, the Company reversed approximately $3.3 million of its liability (that included approximately $1.0 million of accrued interest and penalties) for uncertain tax positions due to the resolution of certain state income tax issues pursuant to the completion of an audit, and, from the expiration of certain statutes of limitation. The Company expects that its liability for uncertain tax positions will decrease by approximately $0.4 million during the twelve months ended December 31, 2013, 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 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,		
	2012	**2011**	**2010**
Beginning balance of unrecognized tax benefits	$2,875	$698	$504
Change attributable to tax positions taken during a prior period	745	2,177	194
Decrease attributable to settlements with taxing authorities	(1,655)	—	—
Decrease attributable to lapses of statutes of limitation	(653)	—	—

Ending balance of unrecognized tax benefits	$1,312	$2,875	$698

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The Company is subject to U.S. federal tax and state tax examinations for years 2004 to 2012. The Company is subject to tax examinations in its foreign jurisdictions generally for years 2005 to 2012.

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,		
	2012	2011	2010
Federal income tax benefit (provision) at statutory rates	$1,225	$(1,954)	$178
Effect of:			
State income taxes, net of federal benefit	(387)	(1,368)	(153)
State tax credits	315	146	17
Impact of foreign operations	(2,744)	(2,561)	(1,858)
Foreign branch tax benefit	9,374	9,385	5,045
Foreign exchange effect on tax assets	3,882	(4,133)	(4,572)
Net operating loss limitation	(1,081)	—	—
Non-deductible expenses	(2,707)	(854)	(735)
Alternative minimum tax	—	—	564
Changes in tax reserves	1,552	(2,969)	(302)
Other	4	276	—
Changes in valuation allowance	(10,184)	5,992	2,993
Income tax (provision) benefit	$(751)	$1,960	$1,177

Long-term debt:	12 Months Ended Dec. 31, 2012
Long-term debt:	
Long-term debt:	**4. Long-term debt:**

Senior secured notes

On January 26, 2011, the Company issued its 8.375% Senior Secured Notes (the "Senior Notes") due February 15, 2018, for an aggregate principal amount of $175.0 million in a private offering 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, beginning on August 15, 2011. The Company received net proceeds of approximately $170.5 million after deducting $4.5 million of issuance costs (included in deposits and other assets in the accompanying balance sheets). In the years ended December 31, 2012 and 2011, the Company incurred approximately $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 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 February15, 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 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 approximately $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 at an initial conversion price of $49.18 per share, or 20.3355 shares for each $1,000 principal amount of Convertible Notes, subject to adjustment for certain events 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 35.5872 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 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.

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,	
	2012	2011
Principal amount of convertible senior notes	$91,978	$91,978
Unamortized discount	(9,494)	(15,366)
Net carrying amount	82,484	76,612
Additional paid-in capital	74,933	74,933

At December 31, 2012, the unamortized discount had a remaining recognition period of approximately 1.5 years. The amount of interest expense recognized and effective interest rate for the years ended December 31, 2012, 2011 and 2010 were as follows (in thousands):

	Year Ended December 31,		
	2012	2011	2010
Contractual coupon interest	$920	$920	$920
Amortization of discount and costs	5,886	5,405	4,964
Interest expense	$6,806	$6,325	$5,884
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, 2012 (in thousands):

For the year ending December 31,	
2013	$—
2014	—
2015	—
2016	—
2017	—
Thereafter(1)	266,978
Total	$266,978

(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.

Accrued and other liabilities: (Tables)	12 Months Ended Dec. 31, 2012

Accrued and other liabilities:

Schedule of accrued and other current liabilities

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

	2012	2011
Operating accruals	$8,283	$7,204
Deferred revenue—current portion	4,132	3,978
Payroll and benefits	2,358	2,160
Taxes—non-income based	692	1,210
Interest	11,054	7,392
Total	$26,519	$21,944

Schedule of reconciliation of the amounts related to asset retirement obligations

A reconciliation of the amounts related to these obligations is as follows (in thousands):

Asset retirement obligations	
Balance—December 31, 2009	$1,208
Effect of exchange rates	(77)
Revision to estimated obligation	(909)
Amortization of discount	11
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 (recorded as other long term liabilities)	$256

Schedule II VALUATION AND QUALIFYING ACCOUNTS	12 Months Ended Dec. 31, 2012

Schedule II VALUATION AND QUALIFYING ACCOUNTS

Schedule II VALUATION AND QUALIFYING ACCOUNTS

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, 2010	$2,516	$5,456	$(5,508)	$2,464
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
Allowance for Unfulfilled Customer Purchase Obligations (deducted from accounts receivable)				
Year ended December 31, 2010	$1,796	$4,934	$(5,154)	$1,576
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
Deferred tax valuation allowance				
Year ended December 31, 2010	$340,132	$10,103	$(6,545)	$343,690
Year ended December 31, 2011	$343,690	$2,467	$(8,459)	$337,698
Year ended December 31, 2012	$337,698	$10,217	$(33)	$347,882

(a) Bad debt expense, net of recoveries, was approximately $5.1 million for the year ended December 31, 2012, $4.3 million for the year ended December 31, 2011 and $4.3 million for the year ended December 31, 2010.

Stock option and award plan:	12 Months Ended Dec. 31, 2012
Stock option and award plan:	
Stock option and award plan:	**8. Stock option and award plan:**

Incentive award plan

The Company has an award plan, the 2004 Incentive Award Plan, as amended (the "Award Plan"), under which grants of restricted stock and options for common stock are made. 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, 2012 there were a total of 0.2 million shares available for grant.

The Company has granted restricted shares that are subject to certain performance conditions based upon the Company's operating metrics. The Company recorded approximately $0.1 million, $1.1 million and $0.2 million, respectively, of equity-based compensation expense related to the restricted shares subject to performance conditions in the years ended December 31, 2012, 2011 and 2010, 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 of 2.0%.

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 U.S. 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 $9.00 in 2012, $7.90 in 2011 and $5.44 in 2010. The following assumptions were used for determining the fair value of options granted in the three years ended December 31, 2012:

	Years Ended December 31,		
Black-Scholes Assumptions	**2012**	**2011**	**2010**
Dividend yield	1.3 %	0.0 %	0.0 %
Expected volatility	61.6 %	63.2 %	65.3 %
Risk-free interest rate	0.7 %	1.6 %	1.8 %
Expected life of the option term (in years)	4.8	4.9	5.2

Stock option activity under the Company's Award Plan during the period from December 31, 2011 to December 31, 2012, was as follows:

	Number of Options	Weighted-Average Exercise Price

Outstanding at December 31, 2011	257,442	$13.17
Granted	61,086	$19.37
Cancelled	(37,699)	$16.57
Exercised—intrinsic value $0.4 million; cash received $0.4 million	(42,341)	$9.53
Outstanding at December 31, 2012—$1.9 million intrinsic value and 5.7 years weighted-average remaining contractual term	238,488	$14.87
Exercisable at December 31, 2012—$1.6 million intrinsic value and 4.6 years weighted-average remaining contractual term	177,983	$14.10
Expected to vest—$1.8 million intrinsic value and 5.4 years weighted-average remaining contractual term	223,784	$14.60

A summary of the Company's non-vested restricted stock awards as of December 31, 2012 and the changes during the year ended December 31, 2012 are as follows:

Non-vested awards	Shares	Weighted-Average Grant Date Fair Value
Non-vested at December 31, 2011	892,217	$11.34
Granted	1,338,120	$17.74
Vested	(464,169)	$12.42
Forfeited	(82,580)	$11.62
Non-vested at December 31, 2012	1,683,588	$16.12

The weighted average per share grant date fair value of restricted stock granted to employees was $17.74 in 2012 (1.3 million shares), $14.09 in 2011 (0.2 million shares) and $9.17 in 2010 (1.2 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, 2012, 2011 and 2010 was approximately $8.8 million, $7.7 million, and $2.1 million respectively.

Equity-based compensation expense related to stock options and restricted stock was approximately $8.3 million, $7.7 million and $6.6 million for the years ended December 31, 2012, 2011, and 2010, respectively. The Company capitalized compensation expense related to stock options and restricted stock of approximately $0.8 million, $0.9 million and $0.7 million for the years ended December 31, 2012, 2011, and 2010, respectively. As of December 31, 2012 there was approximately $19.6 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 approximately 2.5 years.

Commitments and contingencies:	12 Months Ended Dec. 31, 2012

Commitments and contingencies:

Commitments and contingencies:

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 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 U.S. 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,	
2013	$29,968
2014	20,194
2015	20,343
2016	19,502
2017	19,436
Thereafter	190,552
Total minimum lease obligations	299,995
Less—amounts representing interest	(162,047)
Present value of minimum lease obligations	137,948
Current maturities	(10,487)
Capital lease obligations, net of current maturities	$127,461

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 costs which could result in a loss of up to $1.2 million in excess of the amount accrued at December 31, 2012.

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 U.S. 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. 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 seeks certification as a class action and seeks to recover pay for allegedly unpaid overtime and other damages, including attorney's fees. The Company denies both claims and believes that the claims for unpaid overtime in each case are without merit. The Company believes its classification of sales employees is in compliance with applicable law.

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,	
2013	$48,664
2014	41,440
2015	36,651
2016	31,212
2017	24,634
Thereafter	130,689
	$313,290

Expenses related to these arrangements were $55.8 million in 2012, $55.7 million in 2011 and $53.5 million in 2010.

Unconditional purchase obligations

Unconditional purchase obligations for equipment and services totaled approximately $40.3 million at December 31, 2012 that includes a $37 million equipment purchase agreement with a vendor. Under the equipment purchase agreement the Company is required to order equipment through 2016. As of December 31, 2012, the Company had also committed to additional dark fiber IRU capital and operating lease agreements totaling approximately $35.7 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 2013. Future minimum payments under these obligations are approximately, $24.9 million, $21.2 million, $4.2 million, $1.1 million and $1.2 million for the years ending December 31, 2013 to December 31, 2017, respectively, and approximately $23.4 million, thereafter.

Defined contribution plan

The Company sponsors a 401(k) defined contribution plan that provides for a Company matching payment. The Company matching payments were approximately $0.4 million for 2012, $0.4 million for 2011 and $0.3 million 2010 and were paid in cash.

Stockholders' equity:	12 Months Ended Dec. 31, 2012
Stockholders' equity:	
Stockholders' equity:	**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* In June 2008, the Company's board of directors approved $50.0 million of purchases of the Company's common stock under a buyback program to occur prior to December 31, 2009. In February 2011, the Company's board of directors approved an additional $50.0 million of purchases of the Company's common stock. 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 2010. *Dividends on common stock* On August 7, 2012, the Company's board of directors approved the payment of a dividend of $0.10 per common share to holders of record on August 22, 2012. The $4.5 million dividend payment was made on September 12, 2012. On November 5, 2012, the Company's board of directors approved the payment of a dividend of $0.11 per common share to holders of record on November 21, 2012. The $5.0 million dividend payment was made on December 12, 2012. Dividends are recorded as a reduction to retained earnings. Dividends on unvested restricted shares of common stock are paid as the awards vest. On February 20, 2013, the Company's board of directors approved the payment of a dividend of $0.12 per common share—estimated to be approximately $5.5 million—to holders of record on March 4, 2013 with payment to be made on March 15, 2013. The payment of any future dividends will be at the discretion of the Company's board of directors 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.

Related party transactions:	12 Months Ended Dec. 31, 2012

Related party transactions:

Related party transactions:	**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 2012, 2011 and in 2010 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. The Company's audit committee reviews and approves all transactions with related parties.

Accrued and other liabilities: (Details) (USD $)	12 Months Ended		
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
Accrued and other current liabilities			
Operating accruals	$ 8,283,000	$ 7,204,000	
Deferred revenue-current portion	4,132,000	3,978,000	
Payroll and benefits	2,358,000	2,160,000	
Taxes-non-income based	692,000	1,210,000	
Interest	11,054,000	7,392,000	
Total	26,519,000	21,944,000	
Revisions in the estimated amount due to change in extensions of lease terms			
Reduction in depreciation and amortization expense offsetting reduction in asset retirement obligation liability			700,000
Reduction in selling, general and administrative expenses offsetting reduction in asset retirement obligation liability			200,000
Reconciliation of the amounts related to asset retirement obligations			
Balance at the beginning of the period	239,000	233,000	1,208,000
Effect of exchange rates	5,000	(5,000)	(77,000)
Revision to estimated obligation			(909,000)
Amortization of discount	12,000	11,000	11,000
Balance at the end of the period	$ 256,000	$ 239,000	$ 233,000

Description of the business and summary of significant accounting policies: (Tables)	12 Months Ended Dec. 31, 2012
Description of the business and summary of significant accounting policies:	
Schedule of depreciation and amortization periods	

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

Schedule of diluted weighted average shares

	Year Ended December 31, 2011	Year Ended December 31, 2010
Weighted average common shares—basic	45,180,485	44,633,878
Dilutive effect of stock options	83,192	76,336
Dilutive effect of restricted stock	440,375	80,539
Weighted average common shares—diluted	45,704,052	44,790,753

Commitments and contingencies: (Tables)	12 Months Ended Dec. 31, 2012

Commitments and contingencies:

Schedule of future minimum annual payments under capital lease arrangements

The future minimum payments under these agreements are as follows (in thousands):

For the year ending December 31,	
2013	$29,968
2014	20,194
2015	20,343
2016	19,502
2017	19,436
Thereafter	190,552
Total minimum lease obligations	299,995
Less—amounts representing interest	(162,047)
Present value of minimum lease obligations	137,948
Current maturities	(10,487)
Capital lease obligations, net of current maturities	$127,461

Schedule of future minimum annual payments under operating lease and tenant license agreements

Future minimum annual payments under these arrangements are as follows (in thousands):

For the year ending December 31,	
2013	$48,664
2014	41,440
2015	36,651
2016	31,212
2017	24,634
Thereafter	130,689
	$313,290

Stock option and award plan: (Details 3) (USD $) In Millions, except Share data, unless otherwise specified	12 Months Ended		
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
Restricted stock			
Number of shares			
Non-vested at the beginning of the period (in shares)	892,217		
Granted (in shares)	1,338,120	200,000	1,200,000
Vested (in shares)	(464,169)		
Forfeited (in shares)	(82,580)		
Non-vested at the end of the period (in shares)	1,683,588	892,217	
Weighted-Average Grant Date Fair Value			
Non-vested at the beginning of the period (in dollars per share)	$ 11.34		
Granted (in dollars per share)	$ 17.74	$ 14.09	$ 9.17
Vested (in dollars per share)	$ 12.42		
Forfeited (in dollars per share)	$ 11.62		
Non-vested at the end of the period (in dollars per share)	$ 16.12	$ 11.34	
Incentive Award Plan, additional information			
Fair value of shares vested	$ 8.8	$ 7.7	$ 2.1
2004 Incentive Award Plan			
Incentive Award Plan, additional information			
Equity-based compensation expense	8.3	7.7	6.6
Capitalized compensation expense	0.8	0.9	0.7
Total unrecognized compensation cost	$ 19.6		
Weighted-average period to recognize unrecognized compensation cost	2 years 6 months		

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Parenthetical) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME			
Network operations, equity-based compensation expense	$ 529	$ 510	$ 370
Selling, general, and administrative, equity-based compensation expense	$ 7,794	$ 7,185	$ 6,267

Accrued and other liabilities:

12 Months Ended Dec. 31, 2012

Accrued and other liabilities:

Accrued and other liabilities:

3. Accrued and other liabilities:

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

	2012	2011
Operating accruals	$8,283	$7,204
Deferred revenue—current portion	4,132	3,978
Payroll and benefits	2,358	2,160
Taxes—non-income based	692	1,210
Interest	11,054	7,392
Total	$26,519	$21,944

Asset retirement obligations

In 2010, the Company determined that its estimates of restoration costs for its leased facility asset retirement obligations were too high based on current costs to restore and changes in the expected timing of the payment of those costs due to the extensions of lease terms. As a result, the Company revised its estimates of the cash flows that it believed will be required to settle its leased facility asset retirement obligations at the end of the respective lease terms, which resulted in a reduction to the Company's asset retirement obligation liability. As a result of the revisions in the estimated amount and timing of cash flows for its asset retirement obligations the Company reduced its asset retirement obligation liability by $0.9 million with an offsetting reduction to depreciation and amortization of $0.7 million and selling, general and administrative expenses of $0.2 million.

A reconciliation of the amounts related to these obligations is as follows (in thousands):

Asset retirement obligations	
Balance—December 31, 2009	$1,208
Effect of exchange rates	(77)
Revision to estimated obligation	(909)
Amortization of discount	11
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 (recorded as other long term liabilities)	$256

Stock option and award plan: (Tables)	12 Months Ended Dec. 31, 2012

Stock option and award plan:

Schedule of assumptions used for determining the fair value of options granted

	Years Ended December 31,		
Black-Scholes Assumptions	2012	2011	2010
Dividend yield	1.3 %	0.0 %	0.0 %
Expected volatility	61.6 %	63.2 %	65.3 %
Risk-free interest rate	0.7 %	1.6 %	1.8 %
Expected life of the option term (in years)	4.8	4.9	5.2

Schedule of stock option activity

	Number of Options	Weighted-Average Exercise Price
Outstanding at December 31, 2011	257,442	$13.17
Granted	61,086	$19.37
Cancelled	(37,699)	$16.57
Exercised—intrinsic value $0.4 million; cash received $0.4 million	(42,341)	$9.53
Outstanding at December 31, 2012—$1.9 million intrinsic value and 5.7 years weighted-average remaining contractual term	238,488	$14.87
Exercisable at December 31, 2012—$1.6 million intrinsic value and 4.6 years weighted-average remaining contractual term	177,983	$14.10
Expected to vest—$1.8 million intrinsic value and 5.4 years weighted-average remaining contractual term	223,784	$14.60

Schedule of non-vested restricted stock awards

Non-vested awards	Shares	Weighted-Average Grant Date Fair Value
Non-vested at December 31, 2011	892,217	$11.34
Granted	1,338,120	$17.74
Vested	(464,169)	$12.42
Forfeited	(82,580)	$11.62
Non-vested at December 31, 2012	1,683,588	$16.12

Commitments and contingencies: (Details 2) (USD $) In Millions, unless otherwise specified	12 Months Ended		
	Dec. 31, 2012	Dec. 31, 2011	Dec. 31, 2010
Future minimum payments under unconditional purchase obligations			
2013	$ 24.9		
2014	21.2		
2015	4.2		
2016	1.1		
2017	1.2		
Thereafter	23.4		
Defined contribution plan			
Matching cash payments towards defined contribution plan	0.4	0.4	0.3
Equipment and services			
Unconditional purchase obligations			
Unconditional purchase obligation	40.3		
Dark fiber IRU capital and operating lease agreements			
Unconditional purchase obligations			
Maximum period of maintenance payment	20 years		
Unconditional purchase obligation	35.7		
Equipment			
Unconditional purchase obligations			
Unconditional purchase obligation	$ 37.0		

Description of the business and summary of significant accounting policies: (Policies)	12 Months Ended Dec. 31, 2012
Description of the business and summary of significant accounting policies:	
Principles of consolidation	*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.
Use of estimates	*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	*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 collection have been exhausted and the potential for recovery is considered remote. The Company recognized bad debt expense, net of recoveries, of approximately $5.1 million, $4.3 million and $4.3 million for the years ended December 31, 2012, 2011 and 2010, respectively.
Network operations	*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 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)

Foreign currency translation adjustment and comprehensive income (loss)

The consolidated financial statements of the Company's non-U.S. operations are translated into U.S. 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 loss" are currency translation adjustments for all periods presented.

Financial instruments

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, 2012 and December 31, 2011, 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, 2012, the fair value of the Company's $92.0 million convertible senior notes was approximately $89.0 million. Based upon recent trading prices (Level 2—market approach) at December 31, 2012, the fair value of the Company's $175.0 million senior secured notes was approximately $191.7 million.

The Company was party to letters of credit totaling approximately $0.4 million as of December 31, 2012 and $0.4 million as of December 31, 2011. These letters of credit are secured by investments that are restricted and included in deposits and other assets.

Concentrations of credit risk

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, 2012 and 2011, 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 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.

Property and equipment

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

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

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 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

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

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

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 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 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, 2012, 2011 and 2010, 1.7 million, 0.8 million and 1.2 million unvested 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 at an initial conversion price of $49.18 per share, 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, 2011 and 2010 options to purchase 0.2 million, 0.1 million and 0.2 million shares of common stock, respectively, at weighted-average exercise prices of $14.87 and $17.62 and $17.84 per share, 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, 2011 and 2010:

	Year Ended December 31, 2011	**Year Ended December 31, 2010**
Weighted average common shares—basic	45,180,485	44,633,878
Dilutive effect of stock options	83,192	76,336
Dilutive effect of restricted stock	440,375	80,539
Weighted average common shares—diluted	45,704,052	44,790,753

Recent accounting pronouncements-adopted

Recent accounting pronouncements—adopted

The Financial Accounting Standards Board ("FASB") recently issued amendments to the presentation of comprehensive income which became effective for interim and annual periods beginning after December 15, 2011. The amendments eliminated the previous reporting option of displaying components of other comprehensive income within the statement of changes in stockholders' equity. Under the new guidance, the Company was required to present either a single continuous statement of comprehensive income or an income statement immediately followed by a statement of comprehensive income. The Company elected to present a single continuous statement of comprehensive income.

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 U.S. 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.