

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Cogent Communications Group, Inc. & Subsidiaries		52-2337274	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Steven McLernon	(202) 295-4398	smclernon@cogentco.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
1015 31st Street, NW		Washington, DC 20007	
8 Date of action		9 Classification and description	
9/12/2012 and 12/12/2012		Shareholder distribution classified partially as dividend and partially as return of capital	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
19239V302		CCOI	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **Cogent Communications Group, Inc. ("Company") made distributions on September 12, 2012 and December 12, 2012. The September 12, 2012 distribution was \$0.10 per share on 45,354,921 shares. The December 12, 2012 distribution was \$0.11 per share on 45,470,940 shares.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The total amount of the two distributions during 2012 was \$9,537,296. The Company had no accumulated Earnings & Profits at the beginning of 2012 and had \$5,927,050 of current E&P as of December 31, 2012.**

62.146% of each distribution during 2012 is a taxable dividend while 37.854% of each dividend is a non-taxable return of capital or capital gain.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Shareholder's basis in Cogent stock (symbol: CCOI) is reduced by the amount of the distribution not classified as a dividend. Any distribution amount in excess of the portion classified as a dividend and return of capital is classified as a capital gain.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

IRC Section 301(c)

18 Can any resulting loss be recognized? ▶ **Not applicable**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

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

Sign Here

Signature ▶  Date ▶ 1/24/2013

Print your name ▶ **Steven McLernon**

Title ▶ **VP, Tax**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	