

COGENT COMMUNICATIONS GROUP INC
Form S-1/A
May 09, 2005

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As filed with the Securities and Exchange Commission on May 6, 2005

Registration No. 333-122821

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 2 TO FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

COGENT COMMUNICATIONS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

4813
(Primary Standard Industrial
Classification Number)

52-2337274
(IRS Employer
Identification No.)

1015 31st Street N.W.
Washington, D.C. 20007
Tel: (202) 295-4200

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Dave Schaeffer
Chief Executive Officer
Cogent Communications Group, Inc.
1015 31st Street N.W.
Washington, D.C. 20007
Tel: (202) 295-4200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If the delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and we are not soliciting offers to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated May 6, 2005

PROSPECTUS

4,850,000 Shares

Common Stock

We are offering 4,850,000 shares of our common stock to the public.

Our common stock is traded on the American Stock Exchange under the symbol "COI." The last reported sale price of our common stock on May 5, 2005 was \$15.50 per share.

Investing in our common stock involves risks. See "Risk Factors" beginning on page 9.

	<u>Per Share</u>	<u>Total</u>
Public offering price	\$	\$
Underwriting discounts		
Proceeds to us (before expenses)		

We have granted the underwriters a 30-day option to purchase up to an additional 727,500 shares from us on the same terms and conditions as set forth above if the underwriters sell more than 4,850,000 of common stock in this offering.

Neither the Securities and Exchange Commission nor any state or foreign securities commission or regulatory authority has approved or disapproved of these securities, or determined if this prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

Lehman Brothers, on behalf of the underwriters, expects to deliver the shares on or about _____, 2005.

LEHMAN BROTHERS

THOMAS WEISEL PARTNERS LLC

CIBC WORLD MARKETS

FRIEDMAN BILLINGS RAMSEY

, 2005

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You should rely only on the information contained in this prospectus. We and the underwriters have not authorized anyone to provide you with different or additional information. This prospectus is not an offer to sell or a solicitation of an offer to buy our common stock in any jurisdiction where it is unlawful to do so. The information contained in this prospectus is accurate only as of its date, regardless of the date of delivery of this prospectus or of any sale of our common stock.

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PROSPECTUS SUMMARY

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information and financial statements and notes thereto appearing elsewhere in this prospectus. Before you decide to invest in our common stock, you should read the entire prospectus carefully, including the risk factors and financial statements and related notes included in this prospectus. All references to "we," "us," "our" or "Cogent" refer to Cogent Communications Group, Inc. and its consolidated subsidiaries.

Overview

We are a leading facilities-based provider of low-cost, high-speed Internet access and Internet Protocol communications services. Our network is specifically designed and optimized to transmit data using IP. IP networks are significantly less expensive to operate and are able to achieve higher performance levels than the traditional circuit-switched networks used by our competitors, thus giving us clear cost and performance advantages in our industry. According to third party data, we are among the top ten facilities-based Internet service providers in the world. We deliver our services to small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations through over 9,000 customer connections in North America and Europe.

Our network is comprised of in-building riser facilities, metropolitan optical fiber networks, metropolitan traffic aggregation points and inter-city transport facilities. Our network serves 80 metropolitan markets in North America and Europe and encompasses:

over 800 multi-tenant office buildings strategically located in commercial business districts;

over 220 carrier-neutral Internet aggregation facilities, data centers and single-tenant buildings;

over 160 intra-city networks consisting of over 8,600 fiber miles;

an inter-city network of more than 22,000 fiber route miles; and

three leased high-capacity circuits providing a transatlantic link between the North American and European portions of our network.

We have created our network by purchasing optical fiber from carriers with large amounts of unused fiber and directly connecting Internet routers to the 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 profitability with minimal incremental capital expenditures.

Our primary on-net service is Internet access at a speed of 100 Megabits per second, much faster than typical Internet access currently offered to businesses. We offer this on-net service exclusively through our own facilities, which run all the way to our customers' premises. Because of our integrated network architecture, we are not dependent on local telephone companies to serve our on-net customers. This allows us to earn much higher gross profit margins on our on-net business. Our typical customers in multi-tenant office buildings are law firms, financial services firms, advertising and marketing firms and other professional services businesses. We also provide on-net Internet access at a speed of one Gigabit per second and greater to certain bandwidth-intensive users such as universities, other ISPs and commercial content providers. For the year ended December 31, 2004, our on-net customers generated 63.4% of our total net service revenue. For the three months ended March 31, 2005, this percentage declined to 52.9% due to our December 2004 acquisition of Verio, Inc., which significantly increased our off-net customer base.

In addition to providing our on-net services, we also provide Internet connectivity to customers that are not located in buildings directly connected to our network. We serve these off-net customers using other carriers' facilities to provide the "last mile" portion of the link from our customers' premises to our network. Customers of our off-net services are primarily small and medium-sized businesses. During the year ended December 31, 2004 and the three months ended March 31, 2005, our off-net customers generated 24.4% and 37.0%, respectively, of our total net service revenue.

We also operate 30 data centers comprising over 330,000 square feet throughout North America and Europe that allow customers to colocate their equipment and access our network, and from which we provide managed modem service. Revenue from our managed modem services provided to service providers offering dial-up Internet access was 1.5% and 4.5% of total net service revenue for the year ended December 31, 2004 and the three months ended March 31, 2005 respectively.

Our net service revenue has grown from \$3.0 million for the year ended December 31, 2001 to \$91.3 million for the year ended December 31, 2004 and from \$20.9 million for the three months ended March 31, 2004 to \$34.4 million for the same period in 2005. We have grown our gross profit from negative \$17.0 million for the year ended December 31, 2001 to \$27.8 million for the year ended December 31, 2004 and from \$5.2 million for the three months ended March 31, 2004 to \$11.5 million for the same period in 2005. Our gross profit margin has expanded from 20.9% for the year ended December 31, 2003 to 30.5% for the same period in 2004 and from 24.9% for the three months ended March 31, 2004 to 33.3% for the same period in 2005. We determine gross profit by subtracting cost of network operations from our net service revenue (exclusive of amortization of deferred compensation). However, since we initiated operations in 2000, we have generated increasing operating losses, had negative cash flows and as of March 31, 2005 had an accumulated deficit of \$158.7 million. No single customer accounts for greater than 1% of our net service revenues.

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 Internet service at attractive prices.

Low Cost of Operation. Our network operating expenses are significantly lower than most of our competitors whose networks are not designed specifically to carry IP traffic. Our low cost of operation gives us greater pricing flexibility and an advantage in a competitive environment characterized by falling Internet access prices.

Independent Network. Our on-net service does not rely on infrastructure controlled by local incumbent telephone companies. This gives us more control over our service, quality and pricing and allows us to provision services more quickly and efficiently.

High Quality, Reliable Service. Our network is designed with 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. During 2004, our network averaged 99.99% customer connection availability.

Low Capital Cost to Grow Our Business. We have incurred relatively minimal indebtedness in growing our business because of our network design of using Internet routers without additional legacy equipment and our strategy of acquiring optical fiber from the excess capacity in existing networks. Our network was designed to handle traffic transmitted at the full capacity of ports connecting it to customers. Those ports are currently handling traffic at 2% of their aggregate capacity. Consequently, we believe that our network can accommodate substantial traffic growth without having to incur substantial capital expenditures.

Experienced Management Team. The members of our senior management team have an average of 20 years of experience in the telecommunications industry. They have designed and built our network, led the integration of our 13 acquisitions and guided us through the recent telecommunications industry downturn.

Our Strategy

We intend to become the leading provider of high-quality Internet access and IP communications services and to increase 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, IP telephony, remote data storage, distributed computing and virtual private networks.

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 and by adding buildings to our network, particularly in Europe.

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 of our network and add revenues with minimal incremental costs. We may also make additional acquisitions to add network assets at attractive prices.

Estimated Results of Operations

We estimate that our net service revenue for the three months ending June 30, 2005 will be between \$35.0 million and \$36.0 million and that our adjusted EBITDA will be between \$1.5 million and \$2.5 million compared to net service revenue of \$20.4 million and an adjusted EBITDA deficit of (\$2.4) million for the three months ended June 30, 2004. We estimate that our net service revenue for the year ending December 31, 2005 will be between \$140 million and \$150 million and that our adjusted EBITDA will be between \$7 million and \$18 million compared to net service revenue of \$91.3 million and an adjusted EBITDA deficit of \$(15.2) million for the year ended December 31, 2004.

EBITDA represents net (loss) income before income taxes, net interest expense, depreciation and amortization. Management believes the most directly comparable measure to EBITDA, as adjusted, calculated in accordance with GAAP is cash flows (used in) provided by operating activities.

EBITDA, as adjusted, represents EBITDA as set forth above, less gains on debt and lease restructurings. We have excluded these gains on restructurings because they relate to our capital structure and these transactions did not have an effect on our cash flows. We believe EBITDA, as adjusted, is a useful measure of our ability to service debt, fund capital expenditures, expand our business and make bonus determinations for our employees. EBITDA, as adjusted, is an integral part of the internal reporting and planning system used by management as a supplement to GAAP financial information. We also believe that EBITDA is a frequently used measure by securities analysts, investors, and other interested parties in their evaluation of issuers.

EBITDA is not a recognized term under generally accepted accounting principles in the United States, or GAAP, and accordingly, should not be viewed in isolation or as a substitute for the analysis of results as reported under GAAP, but rather as a supplemental measure to GAAP. For example, EBITDA is not intended to reflect our free cash flow, as it does not consider certain current or future cash requirements, such as capital expenditures, contractual commitments, changes in working capital

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needs, interest expenses and debt service requirements. Our calculations of EBITDA and EBITDA, as adjusted, may also differ from the calculation of EBITDA and EBITDA, as adjusted, by our competitors and other companies and as such, its utility as a comparative measure is limited.

Our EBITDA and EBITDA, as adjusted, are calculated in the table below. Estimates for EBITDA and EBITDA, as adjusted, for the three months ended June 30, 2005 and year ended December 31, 2005 are based on the midpoints of our estimated ranges described above.

	Year Ended December 31,			Three Months Ended March 31,		Three Months Ended June 30,	
	2003	2004	2005 (Estimated)	2004 Unaudited	2005 Unaudited	2004 Unaudited	2005 (Estimated)
	(in thousands)						
Net service revenue	\$ 59,422	\$ 91,286	\$ 145,000	\$ 20,945	\$ 34,414	\$ 20,387	\$ 35,500
EBITDA:							
Cash flows (used in) provided by operating activities	\$ (27,357)	\$ (26,425)	\$ 100	\$ (11,582)	\$ (6,622)	\$ (6,344)	\$ (2,500)
Changes in working capital	(1,886)	606	2,000	4,461	5,386	1,161	2,000
Cash interest expense, net	15,078	9,825	10,400	2,000	2,417	2,759	2,500
Gains debt and lease restructurings and asset sales, net	240,234	6,124		750	3,476		
EBITDA including gains	\$ 226,069	\$ (9,870)	\$ 12,500	\$ (4,371)	\$ 4,657	\$ (2,424)	\$ 2,000
Gains debt and lease restructurings	(240,234)	(5,292)					
EBITDA as adjusted	\$ (14,165)	\$ (15,162)(1)	\$ 12,500	\$ (4,371)(1)	\$ 4,657(2)	\$ (2,424)	\$ 2,000

(1) Includes \$0.8 million of net gains from the disposition of assets.

(2) Includes \$3.5 million of net gains from the disposition of assets.

The estimates set forth above were prepared by our management and rely upon a number of assumptions, estimates, expectations and business decisions that are inherently subject to changing economic conditions and competitive uncertainties and contingencies, many of which are beyond our control. You should understand that important factors, including those discussed elsewhere in this prospectus, could cause our actual results to differ from our estimates and those differences may be material. Our estimated results assume, among other things, that the trends reflected in our results of operations for the last several periods will continue, that we will realize planned cost savings related to our recent acquisitions, and that there will be no material adverse changes affecting our business or our industry. In addition, our estimates for future periods do not account for the effect of additional acquisitions that we may make in the future, the impact of which could cause our estimates to differ materially from actual results. We do not intend to update or otherwise revise the estimates to reflect future events, unless otherwise required to do so by applicable securities regulations.

The estimates set forth above constitute forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Important factors that could cause our actual results to differ materially from our estimates are discussed in detail in "Risk Factors," and most notably include: failure to achieve expected increases in sales and customer growth; failure to achieve planned

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cost savings; greater than expected customer churn rates; greater than expected competition, which could result in greater than anticipated market price declines; and higher than expected bad debt expense. For more information relating to these estimates, see "Forward-Looking Statements" and "Risk Factors" Information contained herein regarding our projected results for the quarter June 30, 2005 and the year ending December 31, 2005 is based on our estimates and it may prove inaccurate."

The Equity Conversion and Reverse Stock Split

In February 2005, the holders of our preferred stock elected to convert all of their shares of preferred stock into shares of our common stock, which we refer to as the equity conversion. As a result, we no longer have any shares of preferred stock outstanding. Additionally, in March 2005, we implemented a 1-for-20 reverse stock split, pursuant to which the 648 million shares of our common stock outstanding after the equity conversion were converted into 32.4 million shares of our common stock. We refer to this as the reverse stock split. All historical share and per share information has been restated to reflect the reverse stock split.

Industry Data

Information contained in this prospectus about our position in our industry is based on market studies published by several independent third parties. These studies indicate that we are ranked among the top ten Internet service providers in the world based on network capacity, IP address control and peering arrangements, ranked sixth in U.S. collocation facility connections and ranked 11th worldwide in autonomous system connections. While we believe that this data is reliable, we have not independently verified the industry data provided by these third party sources.

Company Information

We were incorporated in Delaware in August 1999. In February 2002, in connection with our merger with Allied Riser Communications Corporation, shares of our common stock started public trading on the American Stock Exchange and we became subject to, and commenced reporting under, the Securities Exchange Act of 1934. Our principal executive offices are located at 1015 31st Street N.W., Washington, D.C. 20007. Our telephone number is (202) 295-4200 and our web site address is www.cogentco.com. The information contained, referenced or incorporated in our web site is not a part of this prospectus.

The Offering

Common stock offered by us	4,850,000 shares
Common stock to be outstanding after this offering	37,242,029 shares
Use of proceeds	We intend to use the proceeds that we receive from this offering to repay our \$17.0 million of indebtedness to Cisco, to repay our \$10.0 million of subordinated indebtedness and accrued interest to Columbia Ventures Corporation, to fund the expansion of our sales and marketing efforts, to connect additional buildings to our network and for general corporate purposes, which may include potential acquisitions. See "Use of Proceeds."

American Stock Exchange symbol "COI"

The number of shares of common stock offered by us in this offering is subject to adjustment to the extent necessary to ensure the receipt of \$75.0 million of gross proceeds.

The number of shares of our common stock that will be outstanding after this offering reflects our equity conversion and reverse stock split, is based on our shares outstanding as of March 31, 2005 and includes:

32,392,029 shares of our common stock outstanding; and

4,850,000 shares of our common stock to be issued in this offering.

The number of shares of our common stock that will be outstanding after this offering excludes:

5,189 shares of our common stock issuable upon exercise of outstanding common stock warrants;

1,066 shares of our common stock issuable upon conversion of our 7¹/₂% Convertible Subordinated Notes Due 2007;

1,066,498 shares of our common stock issuable upon the exercise of outstanding stock options issued by us under our stock-based employee compensation plans; and

846,192 additional shares of our common stock reserved for future grants under our stock-based employee compensation plans.

Unless we specifically state otherwise, all information in this prospectus reflects the equity conversion and reverse stock split and assumes the underwriters do not exercise their option to purchase up to 727,500 additional shares.

Risk Factors

You should carefully read and consider the information set forth in "Risk Factors" and all other information set forth in this prospectus before investing in our common stock.

Summary Consolidated Financial and Other Data

The following summary historical financial information should be read in conjunction with "Selected Consolidated Financial and Other Data," "Unaudited Condensed Pro Forma Financial Statement," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our historical financial statements and other related notes included elsewhere in this prospectus. The period-to-period comparability of our historical results is materially affected by our acquisitions. These acquisitions and their effect on our business are described in "Management's Discussion and Analysis of Financial Condition and Results of Operations Acquisitions."

	Year Ended December 31,				Three Months Ended March 31,	
	2001	2002	2003	2004	2004	2005
	(Unaudited)					
	(in thousands, except operating data)					
Statement of Operations Data:						
Net service revenue	\$ 3,018	\$ 51,913	\$ 59,422	\$ 91,286	\$ 20,945	\$ 34,414
Operating expenses:						
Network operations	19,990	49,091	47,017	63,466	15,735	22,937
Amortization of deferred compensation cost of network operations	307	233	1,307	858	212	96
Selling, general, and administrative	27,322	33,495	26,570	40,382	9,581	10,296
Amortization of deferred compensation selling, general, and administrative	2,958	3,098	17,368	11,404	2,820	3,099
Terminated public offering costs				779		
Restructuring charge				1,821		
Gain on settlement of vendor litigation		(5,721)				
Depreciation and amortization	13,535	33,990	48,387	56,645	14,536	13,680
Total operating expenses	64,112	114,186	140,649	175,355	42,884	50,108
Operating loss	(61,094)	(62,273)	(81,227)	(84,069)	(21,939)	(15,694)
Gains on debt and lease obligation restructurings			240,234	5,292	858	3,372
Settlement of noteholder litigation		(3,468)				
Interest income (expense) and other, net	(5,819)	(34,545)	(18,264)	(10,883)	(3,089)	(2,651)
(Loss) income before extraordinary item	(66,913)	(100,286)	140,743	(89,660)	(24,170)	(14,973)
Extraordinary gain Allied Riser merger		8,443				
Net (loss) income	(66,913)	(91,843)	140,743	(89,660)	(24,170)	(14,973)
Beneficial conversion of preferred stock	(24,168)		(52,000)	(43,986)	(22,028)	
Net (loss) income applicable to common stock	\$ (91,081)	\$ (91,843)	\$ 88,743	\$ (133,646)	\$ (46,198)	\$ (14,973)
Other Financial Data:						
Capital expenditures	\$ 118,020	\$ 75,214	\$ 24,016	\$ 10,135	\$ 1,833	\$ 3,091
Net cash used in operating activities	(46,786)	(41,567)	(27,357)	(26,425)	(11,582)	(6,622)
Net cash (used in) provided by investing activities	(131,652)	(19,786)	(25,316)	(2,701)	7,529	(2,811)
Net cash provided by financing activities	161,862	51,694	20,562	34,486	19,749	13,211

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	As of and for the Year Ended December 31,				As of and for the Three Months Ended March 31,	
	2001	2002	2003	2004	2004	2005
Operating Data:						
Percent of revenue on-net	59.7%	31.9%	55.5%	63.4%	64.3%	52.9%
Percent of revenue off-net	40.3%	40.7%	26.4%	24.4%	23.4%	37.0%
Percent of revenue managed modem				1.5%		4.5%
Percent of revenue non-core		27.4%	18.1%	10.7%	12.3%	5.6%
On-net customer connections	189	881	1,649	2,838	2,092	3,245
On-net buildings	127	511	813	989	877	1,000

March 31, 2005

	Actual	As Adjusted(1)
(in thousands)		

Balance Sheet Data:		
Cash and cash equivalents and short-term investments (\$4,348, restricted)	\$ 21,667	\$ 64,121
Working (deficit) capital	(9,216)	40,238
Property and equipment, net	325,138	325,138
Total assets	374,287	416,741
Capital lease obligations	100,424	100,424
Credit facility	7,264	7,264
Current maturity, long term notes payable	7,000	
Long term notes payable (net of discount of \$4,688)	26,345	5,503
Stockholders' equity	200,307	270,699

- (1) The as adjusted balance sheet data presented above gives effect to assumed gross proceeds of \$75.0 million from the completion of this offering and the application of proceeds as set forth in "Use of Proceeds" as if each had occurred as of March 31, 2005.

RISK FACTORS

Investing in our common stock involves risk. You should carefully consider the following risks as well as the other information contained in this prospectus, including our financial statements and the related notes, before investing in our common stock. The occurrence of any of the risks identified below could have a material adverse effect on our business, results of operations and financial condition and could cause sharp declines in the price of our common stock.

Risks Related to Our Business

If our operations do not 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.

Until we can generate positive cash flow from our operations, we will continue to rely on our cash reserves and, potentially, additional equity and debt financings to meet our cash needs. Our future capital requirements likely will increase if we acquire or invest in additional businesses, assets, services or technologies. We may also face unforeseen capital requirements for new technology required to remain competitive, for unforeseen maintenance of our network and facilities, and for other unanticipated expenses associated with running our business. 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 us or our stockholders. If additional funds are raised by issuing equity securities, substantial dilution to existing stockholders may result. If we do not add customers, we may be required to raise additional funds through the issuance of debt or equity.

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

In order to become profitable and 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 to become profitable and cash flow positive is dependent on a number of factors, including the turnover of existing customers and the revenue mix among customers. We may not succeed in adding customers if our sales and marketing plan is 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, and it has been our experience that such target customers are often reluctant to switch providers due to costs associated with switching providers.

We have historically incurred operating losses and these losses may continue for the foreseeable future.

Since we initiated operations in 2000, we have generated increasing operating losses and these losses may continue for the foreseeable future. In 2002, we had an operating loss of \$62.3 million, in 2003 we had an operating loss of \$81.2 million, in 2004 we had an operating loss of \$84.1 million and during the first quarter of 2005 we had an operating loss of \$15.7 million. As of March 31, 2005, we had an accumulated deficit of \$158.7 million. Continued 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.

We are experiencing rapid growth of our business and operations and we may not be able to efficiently manage our growth.

We have rapidly grown our company through acquisitions of companies, assets and customers as well as implementation of our own network expansion and 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:

develop and retain an effective sales force and qualified personnel;

maintain the quality of our operations and our service offerings;

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

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

We may have to make significant capital expenditures to address these issues, which could negatively impact our financial position. If we fail to implement these measures, our ability to manage our growth will be impaired.

We may experience difficulties in implementing our business plan in Europe and may incur related unexpected costs.

During the first quarter of 2004, we completed our acquisitions of Firstmark, the parent holding company of LambdaNet Communications France SAS, or LambdaNet France, and LambdaNet Communications Espana SA, or LambdaNet Spain, and have obtained the rights to certain dark fiber and other network assets that were once part of Carrier 1 International S.A. in Germany. Prior to these transactions, we had only minimal European operations. If we are not successful in developing our market presence in Europe, our operating results could be adversely affected.

LambdaNet France and LambdaNet Spain operated a combined telecommunications network and shared operations systems with a formerly affiliated entity, LambdaNet Germany. We did not acquire LambdaNet Germany and we are currently settling claims for amounts due to and from LambdaNet France and LambdaNet Spain. If we are unable to settle such claims or we experience unforeseen obligations in connection with the separation, we could be subject to additional expenses.

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

With part of the proceeds from this offering, we plan to add approximately 100 carrier-neutral facilities and other on-net buildings to our network in Europe. We may be unsuccessful at identifying appropriate buildings or negotiating favorable terms for acquiring access to such buildings, and consequently, may experience difficulty in adding customers to our European network and fully using the network's capacity.

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. We have already completed 13 acquisitions, including ten in the last two years. We compete with other companies for acquisition opportunities and we cannot assure you that we will be able to effect 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 the benefits we anticipate or we may not 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 long-term agreements that we have acquired relating to long distance and local transport of data and IP traffic. 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.

Revenues generated by the customer contracts that we have acquired have accounted for a substantial portion of our historical growth in net service revenue. However, following an acquisition, we have generally 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 declines with respect to customers we have acquired or will acquire.

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 combined with his engineering background and industry experience make him particularly well-suited to lead our company.

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 public and private network providers who operate their own networks and interconnect them 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 dedicated network capacity and to maintain high network performance is dependent upon our ability to establish and maintain peering relationships. The terms and conditions of our peering relationships may also be subject to adverse changes, which we may not be able to control. 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 services, which could have a material adverse effect on our business. We have in the past encountered some disputes with certain of our providers regarding our peering arrangements, but we have consistently been able to route our traffic through alternative peering arrangements, resolve such disputes or terminate such peering arrangements, none of which have had the effect of adversely

impacting our business. 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 make some of these connections pursuant to agreements that make data transmission capacity available to us at negotiated rates. In some instances these agreements have minimum and maximum volume commitments. If we fail to meet the minimum, or exceed the maximum, volume commitments, our rates and costs may rise.

Our European operations expose us to economic, regulatory and other risks.

The nature of our European business involves a number of risks, including:

fluctuations in currency exchange rates;

exposure to additional regulatory 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 our European business, 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 European operations 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 European operations expose us to currency fluctuations and exchange rate risk. For example, while we record revenues and financial results from 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. In particular, we fund the euro-based operating expenses and associated cash flow requirements of our European operations, including IRU obligations, in U.S. dollars. Accordingly, in the event that the euro strengthens versus the dollar to a greater extent than we anticipate, the expenses and cash flow requirements associated with our European operations may be significantly higher 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.

If the information systems that we depend on to support our customers, network operations, sales and billing 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 and bill our customers for those services depends upon the effective integration of our various information systems. If our systems, individually or collectively, fail or do not perform as expected, our ability to process and provision orders, to make timely payments to vendors and to ensure that we collect revenue owed to us would be adversely affected. Migration of acquired operations onto our information systems is an ongoing process that we have been able to manage with minimal negative impact on our operations or customers. However, due to the greater variance between non-U.S. information systems and our primary systems, the integration of our new European operations could increase the likelihood that these systems do not perform as desired. 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, all of which would adversely affect our business and results of operations.

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

Our inter-city and intra-city dark fiber is maintained by the carriers from whom it has been obtained. While we have not experienced material problems with interruption of service in the past, if these carriers fail to maintain the fiber or disrupt our fiber connections for other reasons, such as business disputes with us or governmental takings, our ability to provide service in the affected markets or parts of markets would be impaired. We may incur significant delays and costs in restoring service to our customers, and we may lose customers if delays are substantial.

Our business depends on license agreements with building owners and managers, which we could fail to obtain or maintain.

Our 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 the buildings. These agreements typically have terms of five to ten years. Any deterioration in our existing relationships with building owners or managers could harm our 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 may elect not to renew or amend our access agreements. The initial term of most of our access agreements will conclude in the next several years. Most of these agreements have one or more automatic renewal periods and others may be renewed at the option of the landlord. While no single building access agreement is material to our success, the failure to obtain or maintain certain of these agreements would reduce our revenue, and we might not recover our costs of procuring building access and installing our in-building networks.

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 from increasing our revenues.

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.

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 quarterly operating results are subject to substantial fluctuations and you should not rely on them as an indication of our future results.

In the past our quarterly operating results have fluctuated dramatically based largely on one-time events, such as acquisitions, gains from debt and lease restructurings, net gains on dispositions of assets, other initiatives and the erosion of non-core revenues. Some of these fluctuations were predictable, but some were unforeseen. During the nine quarters ended March 31, 2005, our net service revenues, operating loss and net income (loss) varied significantly as illustrated in the following table.

Three Months Ended

Operating Measure	March 31, 2003	June 30, 2003	September 30, 2003	December 31, 2003	March 31, 2004	June 30, 2004	September 30, 2004	December 31, 2004	March 31, 2005
Net service revenue	\$ 14,233	\$ 15,519	\$ 15,148	\$ 14,522	\$ 20,945	\$ 20,387	\$ 21,736	\$ 28,218	\$ 34,414
Operating loss	\$ (14,880)	\$ (16,568)	\$ (15,901)	\$ (33,878)	\$ (21,939)	\$ (19,218)	\$ (20,160)	\$ (22,752)	\$ (15,694)
Net income (loss)	\$ 1,914	\$ (22,796)	\$ 196,462	\$ (34,837)	\$ (24,170)	\$ (22,225)	\$ (23,041)	\$ (20,224)	\$ (14,973)

The factors that have caused, and that may in the future cause, such quarterly variances are numerous and may work in combination to cause such variances. These factors include:

demand for our services;

the impact of acquisitions, including the ability to achieve planned cost reductions;

our ability to meet the demand for our services;

changes in pricing policies by us and our competitors;

increased competition;

network outages or failures;

delays, reductions or interruptions from suppliers; and

changes in the North American or European economy.

Many of these factors are beyond our control. Accordingly, our quarterly operating results may vary significantly in the future and period-to-period comparisons of our results of operations may not be meaningful and should not be relied upon as indicators of our full year performance or future performance. Our share price may be subject to greater volatility due to these fluctuations in our operating results.

Information contained herein regarding our projected results for the quarter ending June 30, 2005 and the year ending December 31, 2005 is based on our estimates and it may prove inaccurate.

The financial information for the quarter ending June 30, 2005 and the year ending December 31, 2005 set forth in "Summary Estimated Results of Operations" is based upon our assumptions and estimates. While we believe these assumptions and estimates to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. You should understand that important factors, including those discussed elsewhere in this prospectus, could cause our actual results to differ from our expectations and those differences may be material. No independent expert participated in the preparation of the estimates. The 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 the estimates will be realized. In light of the foregoing, we caution you not to place undue reliance on the estimates. The estimates constitute forward-looking statements. See "Forward-Looking Statements."

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

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 the network could result in the interruption of customer service until we effect 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 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 liability for information disseminated through our network.

The law relating to the liability 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 liability upon us for information carried on and disseminated through our network could require us to implement measures to reduce our exposure to such liability, 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 liability could harm our business.

Legislation and government regulation could adversely affect us.

As an enhanced service provider, we are not subject to substantial regulation by the FCC or the state public utilities commissions in the United States. Internet service is also subject to minimal regulation in Europe and in Canada. 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 voice services, and other costs. All of these could inhibit our ability to remain a low cost carrier.

Much of the law related to the liability of Internet service providers remains unsettled. For example, many jurisdictions have adopted laws related to unsolicited commercial email or "spam" in the last several years. Other legal issues, such as the sharing of copyrighted information, transborder data flow, universal service, and liability for software viruses could become subjects of additional legislation and legal development. We cannot predict the impact of these changes on us. Regulatory changes could have a material adverse effect on our business, financial condition or results of operations.

Recent terrorist activity throughout the world and military action to counter terrorism could adversely impact our business.

The September 11, 2001 terrorist attacks in the United States and 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 and we are headquartered in Washington, D.C., cities that have historically been primary targets for such terrorist attacks.

Risks Related to Our Common Stock and this Offering

We cannot assure you that an active trading market will develop for our stock.

The portion of our common stock that is currently publicly traded on the American Stock Exchange represents less than 3.0% of our issued and outstanding capital stock on a fully diluted basis. Additionally, since shares of our common stock started trading on the American Stock Exchange in February 2002, trading volume in shares of our common stock has remained relatively low with an average daily volume since December 31, 2004 of approximately 5,000 shares on a post reverse split basis. While this offering will greatly increase the number of our shares of common stock that are publicly tradable, we cannot assure you that an active public market for our common stock will develop or be sustained after this offering. If a market does not develop or is not sustained, it may be difficult for you to sell your shares of common stock at a price that is attractive to you or at all.

We may increase the number of shares of common stock in this offering.

We intend to offer a number of shares of our common stock which will result in gross proceeds to us of \$75 million, exclusive of the underwriters' option to purchase additional shares. Depending on market conditions at the time of the offering, and in view of the thin trading market for our common stock prior to the offering, it may be necessary for us to significantly increase the number of shares we offer and sell in the offering in order to achieve \$75 million in gross proceeds.

You will incur immediate and substantial dilution.

The public offering price of our common stock will be substantially higher than the net tangible book value per share of our outstanding common stock. Accordingly, if you purchase common stock in this offering, you will suffer immediate and substantial dilution of your investment. Based upon the

issuance and sale of _____ million shares of common stock by us at an assumed offering price of \$ _____ per share, you will incur immediate dilution of approximately \$ _____ in the net tangible book value per share.

After the offering, our affiliates will continue to hold a sufficient number of shares of our common stock to control all matters requiring a stockholder vote and, as a result, could prevent or delay any strategic transaction.

After the offering, our executive officers, certain entities affiliated with members of our board of directors, our existing greater-than-five-percent stockholders and their affiliates will in the aggregate beneficially own approximately _____ % of our common stock, which is sufficient to decide the outcome of all matters requiring a stockholder vote, including director elections, amendments to our certificate of incorporation and bylaws, mergers and other significant corporate transactions. The concentration of our stock ownership could have the effect of preventing or delaying a change of control, which in turn could negatively impact the market price of our common stock and prevent our stockholders from realizing a takeover premium over the market price for their shares of common stock.

Future sales of shares of our common stock by existing stockholders in the public market, or the possibility or perception of such future sales, could adversely affect the market price of our stock.

The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market after this offering or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for you to sell your shares of common stock at a time and at a price which you deem appropriate.

As of March 31, 2005, there were 32,392,029 shares of our common stock outstanding. The 4,850,000 shares of common stock sold in this offering (5,577,500 shares if the underwriters exercise their option to purchase additional shares in full) will be freely tradeable without restriction or further registration under the Securities Act of 1933, as amended, by persons other than our affiliates within the meaning of Rule 144 under the Securities Act.

Following this offering, certain of our executive officers, directors and certain of our stockholders holding common stock received upon conversion of our preferred stock, will own approximately 29 million shares of our common stock. Each of these persons will be able to sell shares in the public market from time to time, subject to certain limitations on the timing, amount and method of those sales imposed by SEC regulations. These persons and the underwriters have agreed to a "lock-up" period, meaning that they may not sell any of their shares after the offering without the prior consent of Lehman Brothers Inc. for at least 180 days after the date of this prospectus, with ten percent of the shares being released from lock-up on such date and an additional percentage of shares being released each 90 days thereafter as follows, until all shares are released: 15 percent after 270 days, 20 percent after 360 days, 25 percent after 450 days and 30 percent after 540 days. These affiliates also have the right to cause us to register the sale of shares of common stock that they own and to include such shares in future registration statements relating to our securities. If these affiliates were to sell a large number of their shares, the market price of our stock could decline significantly. In addition, the perception in the public markets that sales by these affiliates might occur could also adversely affect the market price of our common stock.

Although there is no present intention or arrangement to do so, all or any portion of the shares may be released from the restrictions in the lock-up agreements and those shares would then be available for resale in the market. Any release would be considered on a case-by-case basis.

Recently enacted and proposed changes in securities laws are likely to increase our costs.

The Sarbanes-Oxley Act of 2002, as well as new rules subsequently implemented by the SEC, have required changes in some of our corporate governance and accounting practices. We expect these laws,

rules and regulations to increase our legal and financial compliance costs and to make some activities more difficult, time consuming and costly. We also expect these new rules and regulations to make it more difficult and more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur significantly higher costs to obtain coverage. These new laws, rules and regulations could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our audit committee, and qualified executive officers. Under the current rules we are considered a non-accelerated filer and would be required to comply with the filing of Section 404 internal control reports under the Sarbanes-Oxley Act for our fiscal year ended December 31, 2006. However, if our publicly traded market capitalization exceeds \$75 million as of June 30, 2005, we will become an accelerated filer and will be required to file Section 404 internal control reports related to our fiscal year ended December 31, 2005, which would subject us to additional compliance costs.

The market price of our common stock may be volatile, which could cause the value of your investment to decline.

Securities markets worldwide experience significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could reduce the market price of our common stock in spite of our operating performance. In addition, our operating results could be below the expectations of public market analysts and investors, and in response, the market price of our common stock could decrease significantly. You may be unable to resell your shares of our common stock at or above the public offering price.

Because we do not intend to pay dividends, stockholders will benefit from an investment in our common stock only if it appreciates in value.

We currently intend to retain our future earnings, if any, to finance the further expansion and continued growth of our business and do not expect to pay any cash dividends in the foreseeable future. As a result, the success of an investment in our common stock will depend upon any future appreciation in its value. There is no guarantee that our common stock will appreciate in value or even maintain the price at which stockholders have purchased their shares.

We may apply the net proceeds of this offering to uses that do not improve our operating results or increase the value of your investment.

Our board and management will have considerable discretion in the application of the net proceeds of this offering, and you will not have the opportunity, as part of your investment decision, to assess how the proceeds will be used. The net proceeds may be used for corporate purposes that do not improve our operating results or market value, and you will not have the opportunity to evaluate the economic, financial or other information on which we base our decisions on how to use the proceeds.

Our reported financial results may be adversely affected by changes in U.S. GAAP.

We prepare our financial statements in conformity with U.S. GAAP which is subject to interpretation by the Financial Accounting Standards Board, the American Institute of Certified Public Accountants, the SEC and various bodies formed to interpret and create appropriate accounting principles. A change in these principles or interpretations could have a significant effect on our reported financial results and could affect the reporting of transactions completed before the announcement of a change.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act relating to our operations that are based on current estimates, expectations and projections. Words such as "believes," "expects," "potential," "continues," "may," "will," "should," "seeks," "approximately," "predicts," "intends," "plans," "estimates," and "anticipates" are used to identify many of these forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties that are difficult to predict and assumptions that may not prove to be accurate. Actual outcomes and results may differ materially from what is expressed or forecast in these forward-looking statements. The reasons for this include changes in general economic conditions or the factors described under "Risk Factors."

USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of approximately \$69.5 million, after deducting underwriting discounts and commissions and other estimated expenses of \$5.5 million payable by us. We will use a portion of the net proceeds of this offering to repay all of our Cisco indebtedness, which was \$17.0 million as of March 31, 2005. When the indebtedness under the Amended and Restated Cisco Note begins to accrue interest in 2006, interest accrues at the 90-day LIBOR rate plus 4.5% until maturity on February 1, 2008. We will use a portion of the net proceeds of this offering to repay our \$10.0 million of indebtedness and accrued interest of \$96,000 as of March 31, 2005 to Columbia Ventures Corporation. On February 24, 2005, we issued a subordinated note in the principal amount of \$10.0 million to Columbia Ventures Corporation. The note has an initial interest rate of 10% per annum and the interest rate increases by one percent on August 24, 2005, six months after the note was issued, and by a further one percent at the end of each successive six-month period up to a maximum of 17%. Interest on the note is payable on the note's maturity date of February 24, 2009. Columbia Ventures Corporation is owned by one of our directors, Kenneth D. Peterson, Jr., and is a holder of approximately 9.6% of our common stock.

We intend to use the remaining \$42.5 million of net proceeds that we receive from this offering to fund the expansion of our sales and marketing efforts, to connect additional buildings to our network, primarily in Europe, and for general corporate purposes, which may include potential acquisitions of complementary businesses.

COMMON STOCK PRICE RANGE

Our common stock is currently 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.

The table below shows, for the quarters indicated, the reported high and low trading prices of our common stock on the American Stock Exchange. The trading prices presented below have been adjusted to give effect to our 1-for-20 reverse stock split that was effectuated on March 24, 2005.

	Year Ended December 31,							
	2002		2003		2004		2005(1)	
	High	Low	High	Low	High	Low	High	Low
First Quarter	\$ 110.00	\$ 54.00	\$ 18.80	\$ 8.00	\$ 54.80	\$ 22.00	\$ 25.40	\$ 8.11
Second Quarter	64.00	24.00	64.60	6.80	43.80	5.40	15.50	10.67
Third Quarter	28.60	17.00	47.80	16.00	8.00	4.60		
Fourth Quarter	28.00	5.20	39.60	19.00	40.00	5.60		

(1) Represents high and low through May 5, 2005.

The last reported sale price of our common stock on the American Stock Exchange on May 5, 2005 was \$15.50 per share.

DIVIDEND POLICY

We have not paid any dividends on our common stock since our inception and do not anticipate paying any dividends in the foreseeable future. Any future determination to pay dividends will be at the discretion of our board of directors and will be dependent upon then-existing conditions, including our financial condition, results of operations, contractual restrictions, capital requirements, business prospects and other factors our board of directors deems relevant.

CAPITALIZATION

The following table sets forth our consolidated capitalization as of March 31, 2005:

on an actual basis; and

on an as adjusted basis, to give effect to the application of the net proceeds of this offering as described in "Use of Proceeds" as if it had occurred on March 31, 2005.

You should read this table in conjunction with our consolidated financial statements and the related notes, "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Use of Proceeds" and "Unaudited Condensed Pro Forma Financial Statement" included elsewhere in this prospectus.

	As of March 31, 2005	
	Actual	As Adjusted(1)
	(in thousands)	
	(unaudited)	
Cash, cash equivalents and short-term investments (includes \$4,348 restricted)	\$ 21,667	\$ 64,121
Debt (including current maturities):		
Credit facility	\$ 7,264	\$ 7,264
Amended and Restated Cisco Note	\$ 17,842	\$
Capital lease obligations	\$ 100,424	\$ 100,424
Subordinated note	\$ 10,000	\$
Convertible Subordinated Notes Due 2007 (net of discount of \$4,688)	\$ 5,503	\$ 5,503
Total debt	\$ 141,033	\$ 113,191
Stockholders' equity:		
Common stock, par value \$0.001 per share; 75,000,000 shares authorized; 32,392,029 shares outstanding; outstanding as adjusted	\$ 32	
Additional paid-in capital	\$ 376,329	
Deferred compensation	\$ (19,205)	\$ (19,205)
Stock purchase warrants	\$ 764	\$ 764
Accumulated other comprehensive income	\$ 1,134	\$ 1,134
Treasury stock, 61,462 shares	\$ (90)	\$ (90)
Accumulated deficit	\$ (158,657)	\$ (157,815)
Total stockholders' equity	\$ 200,307	\$ 270,699
Total capitalization	\$ 341,340	\$ 383,890

(1)

Excludes:

options to acquire 1,066,498 shares of common stock at a weighted-average exercise price of \$2.37 per share;

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846,192 shares of our common stock available for issuance as restricted stock grants or as stock options;

5,189 shares of common stock issuable upon exercise of outstanding common stock warrants; and

and 1,066 shares of our common stock issuable upon conversion of our Convertible Subordinated Notes Due 2007.

DILUTION

Dilution is the amount by which the offering price paid by the purchasers of the common stock to be sold in this offering exceeds the net tangible book value per share of common stock after this offering. The net tangible book value per share is determined at any date by subtracting our total liabilities from the total book value of our tangible assets (total assets less intangible assets) and dividing the difference by the number of shares of our common stock outstanding at that date.

Our net tangible book value as of March 31, 2005 was \$198.7 million, or \$6.13 per share. After giving effect to the receipt of approximately \$69.5 million of estimated net proceeds from our sale of million shares of common stock in this offering at an assumed offering price of \$ per share, our as adjusted net tangible book value as of March 31, 2005 would have been approximately \$ million, or \$ per share. This represents an immediate increase in net tangible book value of \$ per share to existing shareholders and an immediate dilution of \$ per share to new investors purchasing shares of our common stock in this offering. The following table illustrates this substantial and immediate per share dilution to new investors:

	Per Share
Assumed offering price per share	\$
Net tangible book value before the offering	\$ 6.13
Increase per share attributable to investors in the offering	
As adjusted net tangible book value after the offering	
Dilution per share to new investors	\$

The following table summarizes on an as adjusted basis as of March 31, 2005:

the total number of shares of common stock purchased from us;

the total consideration paid to us; and

the average price per share paid by our stockholders prior to this offering and by those purchasing shares in this offering.

	Shares Purchased		Total Consideration		Average Price Per Share
	Number	Percent	Amount	Percent	
			(in thousands)		
Pre-offering stockholders	32,392,029		\$ 295,296	79.7%	\$ 9.12
Investors in the offering			75,000	20.3%	
Total		100.0%	\$ 370,296	100.0%	\$

The tables and calculations above exclude:

options to acquire 1,066,498 shares of common stock at a weighted-average exercise price of \$2.37 per share;

846,192 shares of our common stock available for issuance as restricted stock grants or as stock options;

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5,189 shares of common stock issuable upon exercise of outstanding common stock warrants;

and 1,066 shares of our common stock issuable upon conversion of our Convertible Subordinated Notes Due 2007.

UNAUDITED CONDENSED PRO FORMA BALANCE SHEET

The following unaudited condensed pro forma balance sheet ("the pro forma balance sheet") and explanatory notes has been prepared to give effect to the following transactions: (1) the receipt of estimated net proceeds of \$69.5 million from our sale of common stock in this offering, (2) the repayment of \$17.0 million of our indebtedness under the Amended and Restated Cisco Note with a part of the proceeds from this offering and (3) the repayment of our \$10.0 million subordinated note plus accrued interest with a part of the proceeds from this offering. The pro forma balance sheet as of March 31, 2005, assumes that each of these transactions occurred on March 31, 2005.

The following pro forma balance sheet has been prepared based upon our historical financial statements. The pro forma balance sheet should be read in conjunction with our historical consolidated financial statements as of December 31, 2003 and 2004 and as of March 31, 2005 and for the years ended December 31, 2002, 2003 and 2004 and the three months ended March 31, 2004 and 2005.

The pro forma balance sheet is provided for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if these transactions had been consummated on the date indicated, nor is it necessarily indicative of any future operating results or financial position. Management believes that the pro forma adjustments are reasonable.

Unaudited Condensed Pro Forma Balance Sheet
As of March 31, 2005
(dollars in thousands)

	<u>Cogent Historical</u>	<u>Offering Adjustments</u>	<u>Cogent Pro Forma</u>
Assets			
Current assets:			
Cash and cash equivalents	\$ 17,312	\$ 69,550 (a) (17,000)(b) (10,096)(c)	\$ 59,766
Restricted cash	4,000		4,000
Short-term investments, \$348 restricted	355		355
Accounts receivable, net of allowance for doubtful accounts of \$1,999	15,643		15,643
Prepaid expenses and other current assets	5,121		5,121
Total current assets	42,431	42,454	84,885
Property and equipment, net	325,138		325,138
Intangible assets, net	1,604		1,604
Other assets (\$1,355 restricted)	5,114		5,114
Total assets	\$ 374,287	\$ 42,454	\$ 416,741
Liabilities and stockholders' equity			
Current liabilities:			
Accounts payable	\$ 10,878		\$ 10,878
Accrued liabilities	19,310		19,310
Credit facility	7,264		7,264
Amended and Restated Cisco Note, current maturity related party	7,000	\$ (7,000)(b)	
Current maturities of capital lease obligations	7,195		7,195
Total current liabilities	51,647	(7,000)	44,647
Long-term liabilities:			
Capital lease obligations, net of current maturities	93,229		93,229
Amended and Restated Cisco Note related party	10,842	(10,842)(b)	
Subordinated Note related party	10,000	(10,000)(c)	
Convertible notes, net of discount of \$4,688	5,503		5,503
Other long term liabilities	2,759	(96)(c)	2,663
Total liabilities	173,980	(27,938)	146,042
Stockholders' equity:			
Common stock	32	(a)	
Additional paid-in capital	376,329	(a)	
Stock purchase warrants	764		764
Deferred compensation	(19,205)		(19,205)
Accumulated other comprehensive income	1,134		1,134
Treasury stock	(90)		(90)
Accumulated deficit	(158,657)	842 (b)	(157,815)
Total stockholders' equity	\$ 200,307	\$ 70,392	\$ 270,699
Total liabilities and stockholders' equity	\$ 374,287	\$ 42,454	\$ 416,741

Cogent Historical	Offering Adjustments	Cogent Pro Forma
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

Notes to the Unaudited Condensed Pro Forma Balance Sheet

- (a) Represents the estimated net proceeds of \$69.5 million from the sale of million shares of our common stock for \$ per share.
- (b) Represents the repayment of \$17.0 million of our indebtedness to Cisco with a portion of the proceeds from this offering and the resulting gain of \$0.8 million.
- (c) Represents the repayment of our \$10.0 million subordinated note and \$96,000 of accrued interest with a portion of the proceeds from this offering.

SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

The following table sets forth our selected historical consolidated financial data for the periods indicated. We derived the selected consolidated financial data presented below as of December 31, 2004 and for each of the five years then ended from our audited consolidated financial statements. We derived our consolidated statement of operations data presented below for the years ended December 31, 2004, 2003 and 2002, and our balance sheet data as of December 31, 2004, 2003 and 2002 from our consolidated financial statements. We derived our consolidated statement of operations data presented below for the years ended December 31, 2001 and 2000 and our balance sheet data as of December 31, 2001 and 2000 from our consolidated financial statements, which were audited by Arthur Andersen LLP, our independent auditor during those periods. We derived the selected financial data as of March 31, 2005 and for the three months ended March 31, 2004 and 2005 from our unaudited interim condensed consolidated financial statements included elsewhere in this prospectus. We derived the selected financial data as of March 31, 2004 from our unaudited interim condensed financial statements. In our opinion, the unaudited interim condensed consolidated interim financial statements have been prepared on a basis consistent with the audited financial statements and include all adjustments, which are normal recurring adjustments, necessary for a fair presentation of the financial position and results of operations for the unaudited periods presented.

	Years Ended December, 31					Three Months Ended March 31,							
	2000	2001	2002	2003	2004	2004	2005						
	(unaudited)												
	(dollars in thousands)												
CONSOLIDATED STATEMENT OF OPERATIONS DATA:													
Net service revenue	\$	\$	3,018	\$	51,913	\$	59,422	\$	91,286	\$	20,945	\$	34,414
Operating expenses:													
Cost of network operations		3,040	19,990	49,091	47,017	63,466	15,735	22,937					
Amortization of deferred compensation cost of network operations			307	233	1,307	858	212	96					
Selling, general, and administrative		10,845	27,322	33,495	26,570	40,382	9,581	10,296					
Amortization of deferred compensation SG&A			2,958	3,098	17,368	11,404	2,820	3,099					
Gain on settlement of vendor litigation				(5,721)									
Terminated public offering costs					779								
Restructuring charge					1,821								
Depreciation and amortization		338	13,535	33,990	48,387	56,645	14,536	13,680					
Total operating expenses		14,223	64,112	114,186	140,649	175,355	42,884	50,108					
Operating loss		(14,223)	(61,094)	(62,273)	(81,227)	(84,069)	(21,939)	(15,694)					
Settlement of note holder litigation				(3,468)									
Interest income (expense) and other, net		2,462	(5,819)	(34,545)	(18,264)	(10,883)	(3,089)	(2,651)					
Gains lease debt restructurings						5,292	858	3,372					
Gain Allied Riser note settlement					24,802								
Gain Cisco credit facility troubled debt restructuring					215,432								
(Loss) income before extraordinary gain		(11,761)	(66,913)	(100,286)	140,743	(89,660)	(24,170)	(14,973)					
Extraordinary gain Allied Riser merger				8,443									
Net (loss) income		(11,761)	(66,913)	(91,843)	140,743	(89,660)	(24,170)	(14,973)					
Beneficial conversion of preferred stock			(24,168)		(52,000)	(43,986)	(22,028)						
Net (loss) income applicable to common stock	\$	(11,761)	\$ (91,081)	\$ (91,843)	\$ 88,743	\$ (133,646)	\$ (46,198)	\$ (14,973)					
Net (loss) income applicable to common stock basic	\$	(170.16)	\$ (1,295.60)	\$ (564.45)	11.18	\$ (175.03)	\$ (46,198)	\$ (14,973)					

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	Years Ended December, 31				Three Months Ended March 31,		
Net (loss) income applicable common stock diluted	\$ (170.16)	\$ (1,295.60)	\$ (564.45)	\$ 11.18	\$ (175.03)	\$ (46,198)	\$ (14,973)
Weighted-average common shares basic	69,118	70,300	162,712	7,935,831	763,540		
	672,457	16,260,654					

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Weighted-average common shares diluted	69,118	70,300	162,712	7,938,898	763,540	672,457	16,260,654
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CONSOLIDATED BALANCE SHEET

DATA

(AT PERIOD END):

Cash and cash equivalents, \$4,000 restricted at March 31, 2005	\$ 65,593	\$ 49,017	\$ 39,314	\$ 7,875	\$ 13,844	\$ 23,434	\$ 21,312
Total assets	187,740	319,769	407,677	344,440	378,586	407,489	374,287
Long-term debt (including current portion) (net of unamortized discount of \$78,140 in 2002, \$6,084 in 2003, \$5,026 in 2004, \$5,853 at March 31, 2004 and \$4,688 at March 31, 2005)	77,936	202,740	347,930	83,702	126,382	131,746	141,033
Preferred stock	115,901	177,246	175,246	97,681	139,825	119,774	
Stockholders' equity	104,248	110,214	32,626	244,754	212,490	245,459	200,307

OTHER OPERATING DATA:

Net cash used in operating activities	(16,370)	(46,786)	(41,567)	(27,357)	(26,425)	(11,582)	(6,622)
Net cash (used in) provided by investing activities	(80,989)	(131,652)	(19,786)	(25,316)	(2,701)	7,529	(2,811)
Net cash provided by financing activities	162,952	161,862	51,694	20,562	34,486	19,749	13,211

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS**

You should read the following discussion and analysis together with "Selected Consolidated Financial and Other Data" and our consolidated financial statements and related notes included in this prospectus. The discussion in this prospectus 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 prospectus should be read as applying to all related forward-looking statements wherever they appear in this prospectus. Our actual results could differ materially from those discussed here. Factors that could cause or contribute to these differences include those discussed in "Risk Factors," as well as those discussed elsewhere. You should read "Risk Factors" and "Cautionary Notice Regarding Forward-Looking Statements."

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. IP networks are significantly less expensive to operate and are able to achieve higher performance levels than the traditional circuit-switched networks used by our competitors, thus giving us clear cost and performance advantages in our industry. We deliver our services to small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations through over 9,000 customer connections in North America and Europe. Our primary on-net service is Internet access at a speed of 100 Megabits per second, much faster than typical Internet access currently offered to businesses. We offer this on-net service exclusively through our own facilities, which run all the way to our customers' premises.

Our network is comprised of in-building riser facilities, metropolitan optical fiber networks, metropolitan traffic aggregation points and inter-city transport facilities. The network is physically connected entirely through our facilities to over 1,000 buildings in which we provide our on-net services, including over 800 multi-tenant office buildings. We also provide on-net services in carrier-neutral colocation facilities, 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 on-net services because sales of these services generate higher gross profit margins.

In addition to providing our on-net services, we also provide Internet connectivity to customers that are not located in buildings directly connected to our network. We serve these off-net customers using other carriers' facilities to provide the last mile portion of the link from our customers' premises to our network.

We believe our key 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 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 customer mix that produces strong profit margins. We are responding to this opportunity by increasing our sales and marketing efforts. In addition, we may add customers to our network through strategic acquisitions.

We plan to expand our network to locations that can be economically integrated and represent significant concentrations of Internet traffic. We believe that the relative maturities of our North American and European operations will result in the majority of this expansion occurring in Europe. We may identify locations that we desire to serve with our on-net product but cannot be cost effectively added to our network. The key to developing a profitable business will be to carefully match the expense of extending our network to reach new customers with the revenue generated by those customers.

We believe the two most important trends in our industry are the continued growth in Internet traffic and a corresponding decline in Internet access prices. As Internet traffic continues to grow and prices per unit of traffic continue to decline, we believe our ability to load our network and gain market share from less efficient network operators will expand. However, continued erosion in Internet access prices will likely have a negative impact on our results of operations.

We have grown our net service revenue from \$20.9 million for the three months ended March 31, 2004 to \$34.4 million for the three months ended March 31, 2005 and from \$3.0 million for the year ended December 31, 2001 to \$91.3 million for the year ended December 31, 2004. Net service revenue is determined by subtracting our allowances for sales credit adjustments and unfulfilled purchase obligations from our gross service revenue. We have generated our revenue growth through the strategic acquisitions of communications network assets and customers, primarily from financially distressed companies, the continued expansion of our network of on-net buildings and the increase in customers generated by our sales and marketing efforts.

Our on-net service consists of high-speed Internet access and IP connectivity ranging from 0.5 Megabits per second to several Gigabits per second of bandwidth. We offer our on-net services to customers located in buildings that are physically connected to our network. Off-net services are sold to businesses that are connected to our network primarily by means of T1, T3, E1 and E3 lines obtained from other carriers. After our October 2004 acquisition of Aleron, we started offering managed modem services to service providers offering dial-up Internet access. Our non-core services, which consist of legacy services of companies whose assets or businesses we have acquired, include email, retail dial-up Internet access, shared web hosting, managed web hosting, managed security, voice services (only provided in Toronto, Canada), point to point private line services, and services provided to LambdaNet Germany under a network sharing arrangement as discussed below. We do not actively market these non-core services and expect the net service revenue associated with them to continue to decline.

Our on-net, off-net, managed modem and non-core services comprised 64.3%, 23.4%, 0% and 12.3% of our net service revenue, respectively, for the three months ended March 31, 2004 and 52.9%, 37.0%, 4.5% and 5.6% for the three months ended March 31, 2005 and 55.5%, 26.4%, 0% and 18.1% of our net service revenue, respectively, for the year ended December 31, 2003 and 63.4%, 24.4%, 1.5% and 10.7% for the year ended December 31, 2004. While we target our sales and marketing efforts at increasing on-net customers, the mix of on-net and off-net revenues will also be affected by customers we add through acquisitions. For example, off-net service revenue increased as a percentage of total revenue during the first quarter of 2005 and we expect that off-net service revenue will likely increase as a percentage of total revenue in 2005 as compared to 2004 due to the inclusion of a full year of revenue from customers we added through our December 2004 Verio Inc. acquisition.

We have grown our gross profit from \$5.2 million for the three months ended March 31, 2004 to \$11.5 million for the three months ended March 31, 2005 and from \$2.8 million for the year ended December 31, 2002 to \$27.8 million for the year ended December 31, 2004. Our gross profit margin has expanded from 24.9% for the three months ended March 31, 2004 to 33.3% for the three months ended March 31, 2005 and from 5.4% in 2002 to 30.5% for the year ended December 31, 2004. We determine gross profit by subtracting network operation expenses from our net service revenue (other than amortization of deferred compensation). The amortization of deferred compensation classified as cost of network services was \$0.2 million for the three months ended March 31, 2004 and \$0.1 million for the three months ended March 31, 2005 and \$0.2 million, \$1.3 million and \$0.9 million for the years ended December 31, 2002, 2003 and 2004, respectively. We believe that our gross profit will benefit from the limited incremental expenses associated with providing service to new on-net customers. We have not allocated depreciation and amortization expense to our network operations expense.

Due to our strategic acquisitions of network assets and equipment, we believe we are positioned to grow our revenue base and profitability without significant additional capital investments. We continue

to deploy network equipment to other parts of our network to maximize the utilization of our assets without incurring significant additional capital expense. As a result, our future capital expenditures will be based primarily on our planned expansion of on-net buildings and the growth of our customer base. We anticipate that our future capital expenditure rate will be less than our historical capital expenditure rate.

We plan to use part of the proceeds of this offering to increase our number of on-net buildings by approximately 100, primarily by adding carrier-neutral facilities in Europe, over the next 12 months.

Historically, our operating expenses have exceeded our net service revenue resulting in operating losses of \$21.9 million for the three months ended March 31, 2004 and \$15.7 million for the three months ended March 31, 2005 and \$62.3 million, \$81.2 million and \$84.1 million in 2002, 2003 and 2004, respectively. In each of these periods, our operating expenses consisted primarily of the following:

Network operations expenses consist primarily of the cost of leased circuits, sites and facilities; telecommunications license agreements, network maintenance expenses, salaries of, and expenses related to, employees who are directly involved with maintenance and operation of our network, who we refer to as network employees.

Selling general and administrative expenses consist primarily of salaries, bonuses and related benefits paid to our non-network employees and related selling and administrative costs.

Depreciation and amortization expenses result from the depreciation of our property and equipment, including the assets and capitalized expenses associated with our network and the amortization of our intangible assets.

Amortization of deferred compensation that results from the expense of amortizing the fair value of our stock options and restricted stock granted to our employees.

Acquisitions

Since our inception, we have consummated 13 acquisitions through which we have generated revenue growth, expanded our network and customer base and added strategic assets to our business. We have accomplished this primarily by acquiring financially distressed companies or their assets at a significant discount to their original cost. The overall impact of these acquisitions on the operation of our business has been to extend the physical reach of our network in both North America and Europe, expand the breadth of our service offerings, and increase the number of customers to whom we provide our services. The overall impact of these acquisitions on our balance sheet and cash flows has been to significantly increase the assets on our balance sheet, including cash in the case of the Allied Riser merger, increase our indebtedness and increase our cash flows from operations due to our increased customer base. A substantial portion of our historical growth in net service revenue has been generated by the customer contracts we have acquired. However, following an acquisition, we have historically 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 declines with respect to customers we have acquired or will acquire.

Verio Acquisition

In December 2004, we acquired most of the off-net Internet access customers of Verio Inc., a leading global IP provider and subsidiary of NTT Communications Corp. The acquired assets included over 3,700 customer connections located in 23 of our U.S. markets, customer accounts receivable and certain network equipment. We assumed the liabilities associated with providing services to these customers including vendor relationships, accounts payable, and accrued liabilities. We have substantially completed the integration of these acquired assets into our operations and network.

Acquisition of Aleron Broadband Services

In October 2004, we acquired certain assets of Aleron Broadband Services, formally known as AGIS Internet, and \$18.5 million in cash, in exchange for 3,700 shares of our Series M preferred stock, which converted into approximately 5.7 million shares of our common stock in the Equity Conversion. We acquired Aleron's customer base and network, as well as Aleron's Internet access and managed modem service. We have substantially completed the integration of these acquired assets into our operations and network.

Acquisition of Global Access

In September 2004, we issued 185 shares of our Series L preferred stock in exchange for the majority of the assets of Global Access Telecommunications Inc. The Series L preferred stock issued in the transaction converted into approximately 0.3 million shares of our common stock in the Equity Conversion. Global Access provided Internet access and other data services in Germany. We acquired over 350 customers in Germany as a result of the acquisition and have completed the process of migrating these customers onto our network.

Acquisition of UFO Group, Inc.

In August 2004, we acquired certain assets of Unlimited Fiber Optics, Inc., or UFO, for 2,600 shares of our Series K preferred stock. The preferred stock issued in the merger converted into approximately 0.8 million shares of our common stock in the Equity Conversion. Among these assets is UFO's customer base, which is comprised of data service customers located in San Francisco and Los Angeles. The acquired assets also included net cash of approximately \$1.9 million and customer accounts receivable. We are in the process of integrating these acquired assets into our operations and onto our network and we expect to complete this integration in the second quarter of 2005.

Acquisition of European Network

In 2004 we expanded our operations into Europe through a series of acquisitions in which we acquired customers and extended our network, primarily in France, Spain, and Germany.

In September 2003, we began exploring the possibility of acquiring LNG Holdings SA, or LNG, an operator of a European telecommunications network that was on the verge of insolvency. We determined that an acquisition of LNG in whole was not advisable at that time; however, the private equity funds that owned LNG refused to consider a transaction in which we would acquire only parts of the network. In order to prevent LNG from liquidating and to preserve our ability to structure an acceptable acquisition, in November 2003, our Chief Executive Officer formed a corporation that acquired a 90% interest in LNG in return for a commitment to cause at least \$2 million to be invested in LNG's subsidiary LambdaNet France and an indemnification of LNG's selling stockholders by us and the acquiring corporation. In November 2003, we reached an agreement with investment funds associated with BNP Paribas and certain of our existing investors regarding the acquisition of the LNG networks in France, Spain and Germany.

We completed the first step of the European network acquisition in January 2004. The investors funded a corporation that they controlled with \$2.5 million and acquired Firstmark Communications Participation S.à r.l., now named Cogent Europe S.à r.l., the parent holding company of LambdaNet France and LambdaNet Spain, from LNG for \$1.30. As consideration, the investors, through the corporation they controlled, entered into a commitment to use reasonable efforts to cause LNG to be released from a guarantee of certain obligations of LambdaNet France and a commitment to fund LambdaNet France with \$2.0 million. That corporation was then merged into one of our subsidiaries in a transaction in which the investors received 2,575 shares of Series I preferred stock that converted into approximately 0.8 million shares of our common stock in the Equity Conversion.

The planned second step of the transaction was the acquisition of the German network of LNG. We attempted to structure an acceptable acquisition that would have entailed using \$19.5 million allocated by the investors to restructure the existing bank debt of LambdaNet Germany; however, we subsequently concluded that it was unlikely that we could structure an acceptable acquisition of LambdaNet Germany and we began to seek an alternative German network acquisition in order to complete the European portion of our network and meet the conditions required to cause the investors to fund \$19.5 million.

In March 2004, we identified network assets in Germany formerly operated as part of the Carrier 1 network as an attractive acquisition opportunity. Pursuant to the November commitment, the investors funded a newly-formed Delaware corporation with \$19.5 million, and the corporation through a German subsidiary acquired the rights to certain assets of the Carrier 1 network in return for \$2.7 million. That corporation then was merged into one of our subsidiaries in a transaction in which the investors received shares of our Series J preferred stock that converted into approximately 6.0 million shares of our common stock in the Equity Conversion.

Acquisition of Assets of Fiber Network Services

In February 2003, we acquired the principal assets of Fiber Network Services, Inc., or FNSI, an Internet service provider in the midwestern United States, in exchange for options to purchase 6,000 shares of our common stock and the assumption of certain of FNSI's liabilities.

Acquisition of PSINet Assets

In April 2002, we purchased the principal U.S. assets of PSINet, Inc. out of bankruptcy in exchange for \$9.5 million and the assumption of certain liabilities. With the acquisition of PSINet assets we began to offer our off-net service and acquired significant non-core services.

Allied Riser Merger

In February 2002, we acquired Allied Riser Communications Corporation, a facilities-based provider of broadband data, video and voice communications services to small and medium-sized businesses in the United States and Canada in exchange for the issuance of approximately 0.1 million shares of our common stock. As a result of the merger, Allied Riser became a wholly-owned subsidiary. In connection with the merger, we became co-obligor under Allied Riser's 7¹/₂% Convertible Subordinated Notes.

Results of Operations

Our management reviews and analyzes several key performance indicators in order to manage our business and assess the quality of and potential variability of our net service revenues and cash flows. These key performance indicators include:

net service revenues, which are an indicator of our overall business growth;

gross profit, which is an indicator of both our service offering mix, competitive pressures and the cost of our network operations;

growth in our on-net customer base, which is an indicator of the success of our on-net focused sales efforts;

growth in our on-net buildings; and

distribution of revenue across our service offerings.

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Three Months Ended March 31, 2004 Compared to the Three Months Ended March 31, 2005

The following summary table presents a comparison of our results of operations for the three months ended March 31, 2004 and 2005 with respect to certain key financial measures. The comparisons illustrated in the table are discussed in greater detail below.

	Three Months Ended March 31,		Percent Change
	2004	2005	
	(unaudited)		
	(in thousands)		
Net service revenue	\$ 20,945	\$ 34,414	64.3%
Network operations expenses(1)	15,735	22,937	45.8%
Gross profit(2)	5,210	11,477	120.3%
Selling, general, and administrative expenses(3)	9,581	10,296	7.5%
Depreciation and amortization expenses	14,536	13,680	(5.9)%
Net loss	(24,170)	(14,973)	(38.1)%

- (1) Excludes amortization of deferred compensation of \$212 and \$96 in the three months ended March 31, 2004 and 2005, respectively, which, if included would have resulted in a period-to-period change of 44.4%.
- (2) Excludes amortization of deferred compensation of \$212 and \$96 in the three months ended March 31, 2004 and 2005, respectively, which, if included would have resulted in a period-to-period change of 127.7%.
- (3) Excludes amortization of deferred compensation of \$2,820 and \$3,099 in the three months ended March 31, 2004 and 2005, respectively, which, if included would have resulted in a period-to-period change of 8.0%.

Net Service Revenue. Our net service revenue increased 64.3% from \$20.9 million for the three months ended March 31, 2004 to \$34.4 million for the three months ended March 31, 2005. The increase in net service revenue is primarily attributable to the \$10.7 million increase from revenue from customers acquired in the UFO, Aleron and Verio acquisitions and a \$5.5 million increase in organic revenue. We define organic revenue as revenue derived from contracts obtained as a result of our sales efforts. Revenue from acquired customers who enter into contracts with us once their existing contracts expire or amend their acquired contract are reflected as organic revenue. These increases were offset by a \$2.7 million decrease in revenue from the expiration or termination of customer contracts acquired from Allied Riser, PSINet, FNSI and Cogent Europe although many of these customers entered into new contracts with us once their existing contracts expired, and as such, the revenue of these contracts is reflected in the increase in organic revenue.

Our on-net, off-net, managed modem and non-core services comprised 64.3%, 23.4%, 0% and 12.3% of our net service revenue, respectively, for the three months ended March 31, 2004 and 52.9%, 37.0%, 4.5% and 5.6%, respectively, for the three months ended March 31, 2005. Off-net service revenue has increased as a percentage of total revenue due to the inclusion of revenue from customers we added through our December 2004 Verio Inc. acquisition, which provided primarily off-net services. We provide a managed modem service since our October 2004 acquisition of certain assets of Aleron Broadband Services.

Our net service revenue related to our acquisitions is included in our statements of operations from the acquisition dates. Net service revenue from Cogent Europe totaled \$5.6 million for the three months ended March 31, 2004 and \$7.0 million for the three months ended March 31, 2005. The increase is primarily attributed to \$1.3 million of revenue from Cogent Germany which includes the results of Global Access which we acquired in September 2004. Approximately \$0.6 million of the

Cogent Europe net service non-core revenue during the three months ended March 31, 2004 was derived from network sharing services rendered to LambdaNet Communications Deutschland AG, or LambdaNet Germany. In January 2005, this network sharing arrangement was eliminated and there was no revenue recorded from LambdaNet Germany in 2005. Net service revenue from our UFO, Aleron and Verio acquisitions that occurred in August 2004, October 2004 and December 2004, respectively, totaled \$10.7 million for the three months ended March 31, 2005.

Network Operations Expense. Our network operations expense, excluding the amortization of deferred compensation, increased 45.8% from \$15.7 million for the three months ended March 31, 2004 to \$22.9 million for the three months ended March 31, 2005. The increase was primarily due to a \$5.7 million increase from expenses related to the December 2004 Verio acquisition and the costs associated with our UFO and Aleron acquisitions. For the three-month period ended March 31, 2004, Cogent Europe recorded \$1.1 million of network usage costs from LambdaNet Germany. In January 2005, this network sharing arrangement was eliminated and there were no such costs in 2005.

Gross profit. Our gross profit, excluding amortization of deferred compensation, increased 120.3% from \$5.2 million for the three months ended March 31, 2004 to \$11.5 million for the three months ended March 31, 2005. The \$6.3 million increase is attributed to our increase in net service revenue. Our gross profit margin, excluding the amortization of deferred compensation, has expanded from 24.9% for the three months ended March 31, 2004 to 33.3% for the three months ended March 31, 2005.

Selling, General, and Administrative Expenses. Our SG&A expenses, excluding the amortization of deferred compensation, increased 7.5% from \$9.6 million for the three months ended March 31, 2004 to \$10.3 million for the three months ended March 31, 2005. SG&A expenses increased primarily from an increase in employees related to our acquisitions. Our SG&A expenses for the three month period ended March 31, 2004 included a \$0.6 million of expense related to a settlement of a dispute with a landlord over a lease acquired in the Allied Riser merger.

Amortization of Deferred Compensation. The total amortization of deferred compensation increased from \$3.0 million for the three months ended March 31, 2004 to \$3.2 million for the three months ended March 31, 2005. Deferred compensation is related to shares of restricted stock granted to our employees and options granted to certain employees with an exercise price below market value. These options were granted to certain of our employees in the third quarter of 2004. We amortize deferred compensation costs on a straight-line basis over the service period.

Depreciation and Amortization Expenses. Our depreciation and amortization expense decreased from \$14.5 million for the three months ended March 31, 2004 to \$13.7 million for the three months ended March 31, 2005. Depreciation and amortization expense decreased as the increase in depreciation expense from additional property and equipment was more than offset by a decrease in amortization expense related to intangible assets, which had become fully amortized.

Net Loss. Net loss was \$24.2 million for the three months ended March 31, 2004 and \$15.0 million for the three months ended March 31, 2005. Included in net income are net gains on the disposition of assets of \$0.9 million for the three months ended March 31, 2004 and \$3.4 million for the three months ended March 31, 2005.

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Year Ended December 31, 2003 Compared to the Year Ended December 31, 2004

The following summary table presents a comparison of our results of operations for the year ended December 31, 2003 and 2004 with respect to certain key financial measures. The comparisons illustrated in the table are discussed in greater detail below.

	Year Ended December 31,		Percent Change
	2003	2004	
	(in thousands)		
Net service revenue	\$ 59,422	\$ 91,286	53.6%
Network operations expenses(1)	47,017	63,466	35.0%
Gross profit(2)	12,405	27,820	124.3%
Selling, general, and administrative expenses(3)	26,570	40,382	52.0%
Restructuring charge		1,821	
Terminated public offering costs		779	
Depreciation and amortization expenses	48,387	56,645	17.1%
Gain Cisco troubled debt restructuring	215,432		
Gain Allied Riser note exchange	24,802		
Gains lease obligations restructuring		5,292	
Net income (loss)	140,743	(89,660)	(163.7)%

- (1) Excludes amortization of deferred compensation of \$1,307 and \$858 in the years ended December 31, 2003 and 2004, respectively, which, if included would have resulted in a period-to-period change of 33.1%.
- (2) Excludes amortization of deferred compensation of \$1,307 and \$858 in the years ended December 31, 2003 and 2004, respectively, which if included would have resulted in a period-to-period change of 142.9%.
- (3) Excludes amortization of deferred compensation of \$17,368 and \$11,404 in the year ended December 31, 2003 and 2004, respectively, which, if included would have resulted in a period-to-period change of 17.9%.

Net Service Revenue. Our net service revenue increased 53.6% from \$59.4 million for the year ended December 31, 2003 to \$91.3 million for the year ending December 31, 2004. The \$31.9 million increase in net service revenue is attributable to \$26.6 million of net service revenue from the customers acquired in the Cogent Europe, UFO, Global Access, Aleron and Verio acquisitions and a \$16.0 million increase in organic revenue. We define organic revenue as revenue derived from contracts obtained as a result of our sales efforts. Revenue from acquired customers who enter into contracts with us once their existing contracts expire or amend their acquired contract are reflected as organic revenue. These increases were partially offset by a \$10.6 million decrease in revenue from the expiration or termination of customer contracts acquired from Allied Riser, PSINet and FNSI, although many of these customers entered into new contracts with us once their existing contracts expired, and as such, the revenue of these contracts is reflected in the increase in organic revenue. For the year ended December 31, 2003 and 2004, on-net, off-net, managed modem and non-core services represented 55.5%, 26.4%, 0%, and 18.1% and 63.4%, 24.4%, 1.5% and 10.7% of our net service revenues, respectively.

Our net service revenue related to our acquisitions is included in our statements of operations from the acquisition dates. Net service revenue from our January 5, 2004 Cogent Europe acquisition totaled approximately \$23.3 million for the year ended December 31, 2004. Approximately \$2.0 million of the Cogent Europe net service revenue during the period was derived from network sharing services rendered to LambdaNet Communications Deutschland AG, or LambdaNet Germany. LambdaNet

Germany was majority-owned by LNG Holdings until April 2004 when it was sold to an unrelated third party. In the first quarter of 2005, this network sharing arrangement was eliminated. Net service revenue from our UFO, Aleron and Verio acquisitions which occurred in August 2004, October 2004 and December 2004, respectively, totaled \$5.8 million for the year ended December 31, 2004.

Network Operations Expenses. Our network operations expenses, excluding the amortization of deferred compensation, increased 35.0% from \$47.0 million for the year ended December 31, 2003 to \$63.5 million for the year ended December 31, 2004. The increase is primarily attributable to \$15.4 million of costs incurred in connection with the operation of our European network after our Cogent Europe and Global Access acquisitions. For the year ended December 31, 2004, Cogent Europe recorded \$1.8 million of costs associated with using the LambdaNet Germany network. In the first quarter of 2005, this network sharing arrangement was eliminated. Our total cost of network operations for the years ended December 31, 2003 and December 31, 2004 includes approximately \$1.3 million and \$0.9 million, respectively, of amortization of deferred compensation expense classified as cost of network operations.

Gross profit. Our gross profit, excluding amortization of deferred compensation, increased 124.3% from \$12.4 million for the year ended December 31, 2003 to \$27.8 million for the year ended December 31, 2004. The \$15.4 million increase is attributed to our increase in net service revenue.

Selling, General, and Administrative Expenses. Our SG&A expenses, excluding the amortization of deferred compensation, increased 52.0% from \$26.6 million for the year ended December 31, 2003 to \$40.4 million for the year ended December 31, 2004. SG&A expenses increased primarily from the \$13.2 million of SG&A expenses associated with our operations in Europe after our Cogent Europe and Global Access acquisitions. Our total SG&A expenses for the years ended December 31, 2003 and December 31, 2004 include \$17.4 million and \$11.4 million, respectively, of amortization of deferred compensation.

Amortization of Deferred Compensation. The total amortization of deferred compensation decreased from \$18.7 million for the year ended December 31, 2003 to \$12.3 million for the year ending December 31, 2004. The decrease is attributed to \$13.1 million of amortization of deferred compensation recorded in October 2003 related to the vesting of restricted shares granted to our employees under our 2003 Incentive Award Plan and offer to exchange. For restricted shares granted under the offer to exchange, the vesting period was 27% upon grant with the remaining shares vesting ratably over a three year period.

Deferred compensation is related to restricted shares of Series H preferred stock granted to our employees primarily in October 2003 under our 2003 Incentive Award Plan and the amortization of \$4.7 million of deferred compensation related to options for shares of Series H preferred stock. These options were granted to certain of our employees in the third quarter of 2004 with an exercise price on an as-converted basis below the trading price of our common stock on the grant date. We amortize deferred compensation costs on a straight-line basis over the service period.

Restructuring charge. In July 2004, we abandoned an office in Paris obtained in the Cogent Europe acquisition and relocated operations to another Cogent Europe facility. We recorded a total restructuring charge of approximately \$1.8 million related to the remaining commitment on the lease less our estimated sublease income.

Withdrawal of public offering. In May 2004, we filed a registration statement to sell shares of common stock in a public offering. In October 2004, we withdrew this registration statement and expensed the associated deferred costs of approximately \$0.8 million.

Depreciation and Amortization Expenses. Our depreciation and amortization expense increased 17.1% from \$48.4 million for the year ended December 31, 2003 to \$56.6 million for the year ended

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December 31, 2004. Of this increase, \$8.2 million resulted from depreciation and amortization of assets acquired in our Cogent Europe and Global Access acquisitions.

Gain Credit Facility Restructuring. The restructuring of our Cisco credit facility on July 31, 2003 resulted in a gain of approximately \$215.4 million. The gain resulting from the retirement of the amounts outstanding under the credit facility was determined as follows (in thousands):

Cash paid	\$	20,000
Issuance of Series F preferred stock		11,000
Amended and Restated Cisco Note, principal plus future interest		17,842
Transaction costs		1,167

Total Consideration	\$	50,009

Amount outstanding under Cisco credit facility		(262,812)
Interest accrued under the Cisco credit facility		(6,303)
Book value of cancelled warrants		(8,248)
Book value of unamortized loan costs		11,922

Total Indebtedness prior to recapitalization	\$	(265,441)

Gain from recapitalization	\$	215,432

Gain Allied Riser Note Exchange. In connection with the exchange and settlement related to our 7¹/₂% Convertible Subordinated Notes we recorded a gain of approximately \$24.8 million during the year ended December 31, 2003. This gain resulted from the difference between the \$36.5 million net book value of the notes (\$106.7 million face value less the related unamortized discount of \$70.2 million) and \$2.0 million of accrued interest, the cash consideration of \$5.0 million and the \$8.5 million estimated fair market value for the Series D and Series E preferred stock issued to the noteholders less approximately \$0.2 million of transaction costs. The estimated fair market value for the Series D and Series E preferred stock was determined by using the price per share of our Series C preferred stock, which represented our most recent equity transaction for cash.

Gain Lease obligations restructuring. In 2004, we re-negotiated several lease obligations for our intra-city fiber in France and Spain. These transactions resulted gains of approximately \$5.3 million recorded as gains on lease obligation restructurings in the accompanying statement of operations for the year ended December 31, 2004.

In March 2004, Cogent France paid approximately \$0.3 million and settled amounts due from and due to a vendor. The vendor leased Cogent France its office facility and intra-city IRU and was and continues to be a customer of Cogent France. The settlement agreement also restructured the IRU capital lease by reducing the \$3.8 million, January 2007 lease payment by \$1.4 million, and reducing the \$3.4 million January 2008 lease payment by \$1.4 million. Under the settlement the lessor also agreed to purchase a minimum annual commitment of IP services from Cogent France. This transaction resulted in a reduction to the capital lease obligation and IRU asset of approximately \$1.9 million.

In November 2004, Cogent Spain negotiated modifications to an IRU capital lease and note obligation with a vendor resulting a \$5.2 million, gain. In exchange for the return of one of two strands of leased optical fiber, Cogent Spain reduced its quarterly IRU lease payments, modified its payments and eliminated accrued and future interest on its note obligation. The note obligation arose in 2003, when Cogent Spain, then LambdaNet España S.A, negotiated a settlement with the vendor that included converting certain amounts due under the capital lease into a note obligation. The \$9.4 million, note obligation had a term of twelve years and bore interest at 5% with a two-year grace period and was repayable in forty equal installments. The first installment was due in 2005. The modified note is interest free and includes nineteen equal quarterly installments of approximately

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\$0.3 million and a final payment of \$5.6 million, due in January 2010. Cogent Spain paid \$0.3 million at settlement. The modification to the note obligation resulted in a gain of approximately \$0.2 million.

Net Income (Loss). Net income was \$140.7 million for the year ended December 31, 2003 as compared to a net loss of \$(89.7) million for the year ended December 31, 2004. Included in net income for the year ended December 31, 2003 are gains from debt restructurings totaling \$240.2 million.

Year Ended December 31, 2002 Compared to the Year Ended December 31, 2003

The following summary table presents a comparison of our results of operations for the years ended December 31, 2002 and 2003 with respect to certain key financial measures. The comparisons illustrated in the table are discussed in greater detail below.

	Year Ended December 31,		Percent Change
	2002	2003	
	(in thousands)		
Net service revenue	\$ 51,913	\$ 59,422	14.5%
Network operations expenses(1)	49,091	47,017	(4.2)%
Gross profit(2)	2,822	12,405	340.0%
Selling, general, and administrative expenses(3)	33,495	26,570	(20.7)%
Depreciation and amortization expenses	33,990	48,387	42.4%
Gain Cisco troubled debt restructuring		215,432	
Gain Allied Riser note exchange		24,802	
Net (loss) income	(91,843)	140,743	253.2%

(1) Excludes amortization of deferred compensation of \$233 and \$1,307 in the years ended December 31, 2002 and 2003, respectively, which, if included, would have resulted in a period-to-period change of (2.0)%.

(2) Excludes amortization of deferred compensation of \$233 and \$1,307 in the years ended December 31, 2002 and 2003, respectively, which if included, would have resulted in a period-to-period change of 328.7%.

(3) Excludes amortization of deferred compensation of \$3,098 and \$17,368 in the years ended December 31, 2002 and 2003, respectively, which, if included, would have resulted in a period-to-period change of 20.1%.

Net Service Revenue. Our net service revenue increased 14.5% from \$51.9 million for the year ended December 31, 2002 to \$59.4 million for the year ended December 31, 2003. This \$7.5 million increase was primarily attributable to a \$16.5 million, or a 99.5% increase in revenue from customers purchasing our on-net Internet access service offerings, and a \$3.7 million increase in off-net revenue attributable to the customers acquired in the FNSI acquisition. FNSI revenue is included in our consolidated net service revenue since the closing of the acquisition on February 28, 2003. The increase was partially offset by a \$15.5 million, or 50.9% decline in net service revenue derived from customers acquired in our April 2, 2002 acquisition of certain PSINet customer accounts, although many of these customers re-signed their contracts with us once their existing PSINet contracts expired and as such, the revenue of these contracts is reflected in the increase in net service revenue.

Network Operations Expenses. Our network operations expenses, excluding the amortization of deferred compensation, decreased 4.2% from \$49.1 million for the year ended December 31, 2002 to \$47.0 million for the year ended December 31, 2003. This decrease was primarily due to a \$2.0 million decrease during the year ended December 31, 2003 in recurring and transitional PSINet circuit fees

associated with providing our off-net services compared to the year ended December 31, 2002. This decrease in circuit fees was primarily driven by a reduction in the number of off-net customers that we served during 2003 and the termination of the transitional fees related to the PSINet acquisition.

Gross Profit. Our gross profit, excluding amortization of deferred compensation, increased 340.0% from \$2.8 million for the year ended December 31, 2003 to \$12.4 million for the year ended December 31, 2004. The \$9.6 million increase is primarily attributed to our \$7.5 million increase in net service revenue.

Selling, General, and Administrative Expenses. Our SG&A expenses, excluding the amortization of deferred compensation, decreased 20.7% from \$33.5 million for the year ended December 31, 2002 to \$26.6 million for the year ended December 31, 2003. SG&A for the years ended December 31, 2002 and December 31, 2003 included approximately \$3.2 million and \$3.9 million, respectively, of expenses related to our allowance for uncollectable accounts. The decrease in SG&A expenses was due to a reduction in transitional activities associated with the Allied Riser, PSINet and FNSI acquisitions and a decrease in headcount during 2003 as compared to 2002.

Amortization of Deferred Compensation. The amortization of deferred compensation increased from \$3.3 million for the year ended December 31, 2002 to \$18.7 million for the year ending December 31, 2003. The increase is attributed to the amortization of deferred compensation related to restricted shares of Series H preferred stock granted to our employees primarily in October 2003 under our 2003 Incentive Award Plan.

Depreciation and Amortization Expenses. Our depreciation and amortization expenses increased 42.4% from \$34.0 million for the year ended December 31, 2002 to \$48.4 million for the year ended December 31, 2003. This increase occurred primarily because we had more capital equipment and IRUs in service in 2003 than in the 2002. The increase was also attributable to an increase in amortization expense in the 2003 period over 2002. Amortization expense increased because we had more intangible assets during 2003 than in 2002.

Settlement of Allied Riser Noteholder Litigation and Gain on Note Exchange. In connection with the note exchange and settlement with certain Allied Riser note holders we recorded a gain of approximately \$24.8 million during the year ended December 31, 2003. The gain resulted from the difference between the \$36.5 million net book value of the notes (\$106.7 million face value less an unamortized discount of \$70.2 million) and \$2.0 million of accrued interest and the consideration of approximately \$5.0 million in cash and the \$8.5 million estimated fair market value for the Series D and Series E preferred stock issued to the noteholders less approximately \$0.2 million of transaction costs.

Gain on Cisco Recapitalization. The restructuring of our previous Cisco credit facility on July 31, 2003 resulted in a gain of approximately \$215.4 million. On a basic income and diluted income per share basis the gain was \$27.15 and \$27.14 for the year ended December 31, 2003, respectively.

Net (Loss) Income. As a result of the foregoing, we incurred a net loss of \$(91.8) million for the year ended December 31, 2002 and net income of \$140.7 million for the year ended December 31, 2003.

Liquidity and Capital Resources

In assessing our liquidity, our management reviews and analyzes our current cash on-hand, our accounts receivable, accounts payable, foreign exchange rates, capital expenditure commitments, and our required debt payments and other obligations.

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During 2003, 2004 and 2005, we engaged in a series of transactions pursuant to which we significantly reduced our indebtedness and/or improved our liquidity. These included the following:

On March 30, 2005, Cogent France sold its building located in Lyon, France for net proceeds of approximately \$5.1 million.

On March 9, 2005, we entered into a line of credit with a commercial bank. The line of credit provides for borrowings of up to \$10.0 million and is secured by our accounts receivable. On March 18, 2005, we borrowed \$10.0 million against our North American accounts receivable under the line of credit. Of this amount \$4.0 million is restricted and held by the lender.

On February 24, 2005, we issued a subordinated note in the principal amount of \$10.0 million to Columbia Ventures Corporation in exchange for \$10 million in cash.

During 2004, in connection with our acquisitions of Aleron and UFO Group and the acquisition of our European Network, we acquired cash totaling approximately \$42.2 million.

In March 2004, Cogent France reduced its obligation under its intra-city IRU by approximately \$2.6 million.

In November 2004, Cogent Spain reduced its quarterly IRU lease payments, modified its payments and eliminated accrued and future interest on its note obligation resulting in a gain of approximately \$5.2 million.

In July 2003, we reduced the \$269.1 million in principal amount of then-outstanding indebtedness and accrued interest under our Cisco Credit facility in exchange for a cash payment of \$20.0 million, the issuance of 11,000 shares of our Series F preferred stock and the issuance of a \$17.0 million Amended and Restated Promissory Note.

In March 2003, we entered an agreement with the holders of approximately \$106.7 million in face value of 7¹/₂% Convertible Subordinated Notes pursuant to which the noteholders agreed to surrender their notes, including accrued and unpaid interest, in exchange for a cash payment of \$5.0 million and the issuance of 3.4 million shares each of our Series D and Series E preferred stock and to dismiss with prejudice their litigation against Allied Riser, in exchange for a cash payment of \$4.9 million.

Cash Flows

The following table sets forth our consolidated cash flows for the years ended December 31, 2002, 2003, and 2004 and the three months ended March 31, 2004 and 2005.

	Year Ended December 31,			Three Months Ended March 31,	
	2002	2003	2004	2004	2005
				(Unaudited)	
	(in thousands)				
Net cash used in operating activities	\$ (41,567)	\$ (27,357)	\$ (26,425)	\$ (11,582)	\$ (6,622)
Net cash (used in) provided by investing activities	(19,786)	(25,316)	(2,701)	7,529	(2,811)
Net cash provided by financing activities	51,694	20,562	34,486	19,749	13,211

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	Year Ended December 31,			Three Months Ended March 31,	
Effect of exchange rates on cash	(44)	672	609	(137)	(310)
Net (decrease) increase in cash and cash equivalents during period	\$ (9,703)	\$ (31,439)	\$ 5,969	\$ 15,559	\$ 3,468

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Net Cash Used in Operating Activities. Net cash used in operating activities was \$11.6 million for the three months ended March 31, 2004 compared to \$6.6 million for the three months ended March 31, 2005. Our primary sources of operating cash are 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 and employees. Our net loss was \$24.2 million for the three months ended March 31, 2004 compared to a net loss of \$15.0 million for the three months ended March 31, 2005. Net loss for the three months ended March 31, 2004 and three months ended March 31, 2005 included net gains on the disposition of assets of \$0.8 million and \$3.5 million, respectively. Depreciation and amortization, including the amortization of deferred compensation and the debt discount on the Allied Riser notes was \$17.8 million for the three months ended March 31, 2004 and \$17.2 million for the three months ended March 31, 2005. Net changes in assets and liabilities resulted in a decrease to operating cash of \$4.5 million for the three months ended March 31, 2004 and a decrease in operating cash of \$5.4 million for the three months ended March 31, 2005.

Net cash used in operating activities was \$27.4 million for the year ended December 31, 2003 compared to \$26.4 million for 2004. Our primary sources of operating cash are 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 and employees. Our net income was \$140.7 million for the year ended December 31, 2003 compared to a net loss of \$89.7 million for the year ended December 31, 2004. Net income for the year ended December 31, 2003 included a non-cash gain of \$24.8 million related to our settlement with certain Allied Riser note holders and a non-cash gain of \$215.4 million related to the restructuring of our Cisco credit facility. Net income for the year ended December 31, 2004 included a non-cash gain of \$5.3 million related to our restructuring of certain lease obligations. Depreciation and amortization, including the amortization of deferred compensation and the debt discount on the Allied Riser notes was \$70.2 million for the year ended December 31, 2003, and \$70.0 million for the year ended December 31, 2004. Net changes in current in assets and liabilities resulted in an increase to operating cash of \$1.9 million for the year ended December 31, 2003 and a decrease in operating cash of \$0.6 million for the year ended December 31, 2004. Payments for accounts payable and accrued liabilities approximated collections of accounts receivable for the year ended December 31, 2003 and payments for accounts payable and accrued liabilities exceeded collections of accounts receivable by \$4.4 million for the year ended December 31, 2004.

Net cash used in operating activities was \$41.6 million for the year ended December 31, 2002 compared to \$27.4 million for the year ended December 31, 2003. Net loss was \$91.8 million for the year ended December 31, 2002. Net income was \$140.7 million for the year ended December 31, 2003. Our net loss for the year ended December 31, 2002 includes an extraordinary gain of \$8.4 million related to the Allied Riser merger. Net income for the year ended December 31, 2003 includes a non-cash gain of \$215.4 million related to the restructuring of our credit facility with Cisco Capital and a \$24.8 million non-cash gain related to the exchange of Allied Riser subordinated convertible notes. Depreciation and amortization including amortization of debt discount and deferred compensation was \$45.9 million for the year ended December 31, 2002 and \$70.2 million for the year ended December 31, 2003. Net changes in current assets and liabilities resulted in an increase to operating cash of \$18.5 million for the year ended December 31, 2002 and an increase to operating cash of \$1.9 million for the year ended December 31, 2003. Payments for accounts payable and accrued liabilities exceeded collections of accounts receivable by \$16.2 million for the year ended December 31, 2002. Payments for accounts payable and accrued liabilities approximated collections of accounts receivable for the year ended December 31, 2003.

Net Cash Used In By Investing Activities. Net cash provided by investing activities was \$7.5 million for the three months ended March 31, 2004 and net cash used in investing activities was \$2.8 million for the three months ended March 31, 2005. Our primary use of investing cash for the three months ended March 31, 2004 was \$1.8 million for the purchase of property and equipment. Our primary uses

of investing cash for the three months ended March 31, 2005 were \$3.1 million for the purchase of property and equipment, \$4.0 million of restricted cash required as a covenant under our accounts receivable credit facility, and \$1.0 million for the final payment under our purchase of network assets in Germany. Our primary sources of investing cash for the three months ended March 31, 2004 were \$3.7 million from the proceeds of the disposition of assets, \$3.5 million from the maturities of short-term investments and \$2.2 million of cash acquired in our acquisition of Cogent Europe. Our primary sources of investing cash for the three months ended March 31, 2005 were \$5.1 million from the proceeds of the disposition of assets.

Net cash used in investing activities was \$19.8 million for the year ended December 31, 2002, \$25.3 million for the year ended December 31, 2003 and \$2.7 million for the year ended December 31, 2004. Our primary uses of investing cash during 2002 were \$75.2 million for the purchase of property and equipment, \$9.6 million for the purchase of intangible assets in connection with our PSINet acquisition, \$3.6 million in connection with our acquisition of the minority interest in Cogent Canada, Inc. and \$1.8 million for purchases of short term investments. Cash expenditures were partially offset during 2002 by the \$70.4 million of cash and cash equivalents that we acquired in connection with the Allied Riser merger. Our primary use of investing cash during 2003 was \$24.0 million for the purchase of property and equipment in connection with the deployment of our network. Our primary uses of investing cash during 2004 were \$10.1 million for the purchase of property and equipment and \$1.9 million for the purchase of a network in Germany. Our primary sources of investing cash were \$2.3 million of cash acquired from our acquisitions of Cogent Europe and Global Access and \$6.8 million from the proceeds of the sale of equipment, short term investments and a warrant.

Net Cash Provided by Financing Activities. Financing activities provided net cash of \$19.7 million for the three months ended March 31, 2004 and \$13.2 million for the three months ended March 31, 2005. Our primary uses of financing cash for the three months ended March 31, 2004 were \$1.2 million for a payment to LNG, a related party, and \$1.0 million of principal payments under our capital lease obligations. Our primary uses of financing cash for the three months ended March 31, 2005 were \$4.1 million of principal payments under our capital lease obligations and \$2.7 million of principal payments made on our accounts receivable credit facility. Our primary source of financing cash for the three months ended March 31, 2004 was \$22.0 million of cash acquired in mergers. Our primary sources of financing cash for the three months ended March 31, 2005 were \$10.0 million of cash borrowed under our accounts receivable credit facility and \$10.0 million borrowed under our subordinated note.

Financing activities provided net cash of \$51.7 million for the year ended December 31, 2002, \$20.6 million for the year ended December 31, 2003 and \$34.5 million for the year ended December 31, 2004. Net cash provided by financing activities during 2002 resulted principally from borrowings under our previous Cisco credit facility of \$54.4 million, partially offset by \$2.7 million in capital lease repayments. Net cash provided by financing activities during 2003 resulted principally from borrowings under our previous Cisco credit facility of \$8.0 million and net proceeds of \$40.6 million from the sale of our Series G preferred stock, partially offset by a \$5.0 million payment related to the Allied Riser note exchange, a \$20.0 million payment to Cisco Capital in connection with the Cisco recapitalization and \$3.1 million in capital lease repayments. Net cash from financing activities during 2004 resulted from \$42.4 million of acquired cash related to our mergers with Symposium Gamma, Symposium Omega, UFO Group, and Cogent Potomac. Net cash used in financing activities for 2004 include a \$1.2 million payment to LNG Holdings and \$6.6 million for principal payments under our capital leases.

Cash Position and Indebtedness

Our total indebtedness, net of discount, at March 31, 2005 was \$141.0 million and our total cash and cash equivalents and short-term investments were \$21.7 million, \$4.3 million of which is restricted.

Our total indebtedness at March 31, 2005 includes \$100.4 million of the present value of capital lease obligations for dark fiber primarily under 15-25 year IRUs, of which approximately \$7.2 million is considered a current liability.

Our total indebtedness, net of discount, at December 31, 2002, 2003 and 2004 was \$347.9 million, \$83.7 million and \$126.4 million, respectively. At December 31, 2004, our total cash and cash equivalents were \$13.8 million. Our total indebtedness at December 31, 2004 includes \$103.4 million of the present value of capital lease obligations for dark fiber primarily under 15-25 year IRUs, of which approximately \$7.5 million is considered a current liability.

Subordinated Note

On February 24, 2005, we issued a subordinated note in the principal amount of \$10.0 million to Columbia Ventures Corporation in exchange for \$10 million in cash. The note was issued pursuant to a Note Purchase Agreement dated February 24, 2005. Columbia Ventures Corporation is owned by one of the Company's directors and shareholders. The note has an initial interest rate of 10% per annum and the interest rate increases by one percent on August 24, 2005, six months after the note was issued, and by a further one percent at the end of each successive six-month period up to a maximum of 17%. Interest on the note accrues and is payable on the note's maturity date of February 24, 2009. We may prepay the note in whole or in part at any time without penalty. The terms of the note require the payment of all principal and accrued interest upon the occurrence of a liquidity event, which is defined as an equity offering of at least \$30 million in net proceeds. This offering would constitute a liquidity event and would require us to use a portion of the proceeds of the offering to repay the principal and accrued interest on the note. The note is subordinated to the debt evidenced by the Amended and Restated Cisco Note, as well as our accounts receivable line of credit obtained in March 2005. Management believes that the terms of the note are at least as favorable as those we would have been able to obtain from an unaffiliated third party.

Line of Credit

On March 9, 2005, we entered into a line of credit with a commercial bank. The line of credit provides for borrowings of up to \$10.0 million and is secured by our accounts receivable and our other assets. The borrowing base is determined primarily by the aging characteristics related to our accounts receivable. On March 18, 2005, we borrowed \$10.0 million against our North American accounts receivable under the line of credit. Of this amount \$4.0 million is restricted and held by the lender. Borrowings under the line of credit accrue interest at the prime rate plus 1.5% and may, in certain circumstances, be reduced to the prime rate plus 0.5%. Our obligations under the line of credit are secured by a first priority lien in certain of our accounts receivable and are guaranteed by our material domestic subsidiaries. The agreements governing the line of credit contain certain customary representations and warranties, covenants, notice provisions and events of default. As of March 31, 2005, there was \$7.3 million outstanding under the credit facility.

Amended and Restated Cisco Note

In connection with the Cisco recapitalization, we amended our credit agreement with Cisco Capital. The Amended and Restated Credit Agreement became effective at the closing of the recapitalization on July 31, 2003. Our remaining \$17.0 million of indebtedness to Cisco is evidenced by a promissory note, which we refer to as the Amended and Restated Cisco Note. The Amended and Restated Cisco Note eliminated the covenants related to our financial performance. Cisco Capital retained its senior security interest in substantially all of our assets, except that we are permitted to subordinate Cisco Capital's security interest in our accounts receivable. We are using a portion of the proceeds from this offering to repay in full the indebtedness under the Amended and Restated Cisco Note.

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The Cisco recapitalization was considered a troubled debt restructuring under Statement of Financial Accounting Standards (SFAS) No. 15, *Accounting by Debtors and Creditors of Troubled Debt Restructurings*. Under SFAS No. 15, the Amended and Restated Cisco Note was recorded at its principal amount of \$17.0 million plus the estimated future interest payments of \$0.8 million.

Convertible Subordinated Notes.

In connection with the March 2003 exchange and settlement related to our Convertible Subordinated Notes, we eliminated \$106.7 million of principal and \$2.0 million of accrued interest. The terms of the remaining \$10.2 million of Convertible Subordinated Notes were not impacted by the exchange and settlement and they continue to be due on June 15, 2007.

Contractual Obligations and Commitments

The following table summarizes our contractual cash obligations and other commercial commitments as of March 31, 2005.

	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	After 5 years
	(in thousands)				
Long term debt	\$ 45,297	\$ 7,094	\$ 28,203	\$ 10,000	\$
Capital lease obligations	163,955	15,269	26,806	22,550	99,330
Operating leases(1)	193,074	27,322	41,910	30,240	93,602
Unconditional purchase obligations	3,956	264	528	528	2,636
Total contractual cash obligations	\$ 406,282	\$ 49,949	\$ 97,447	\$ 63,318	\$ 195,568

(1) These amounts include \$195.3 million of operating lease, maintenance and license agreement obligations, reduced by sublease agreements of \$2.3 million.

Capital Lease Obligations. The capital lease obligations above were incurred in connection with our 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 \$100.4 million at March 31, 2005. These leases generally have terms of 15 to 25 years.

Letters of Credit. We are also party to letters of credit totaling \$1.7 million at March 31, 2005. These obligations are fully secured by our restricted investments, and as a result, are excluded from the contractual cash obligations above.

Future Capital Requirements

We believe that our cash on hand which includes cash obtained in 2005 from our credit facility, subordinated note issuance and building sale, together with cash flows from operations, will be adequate to meet our working capital, capital expenditure, debt service and other cash requirements for the foreseeable future if we execute our business plan. Our business plan assumes, among other things, the following:

our ability to maintain or increase the size of our current customer base; and

our ability to achieve expected cost savings as a result of the integration of our recent acquisitions into our business.

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Additionally, any future acquisitions or other significant unplanned costs or cash requirements 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 that we serve 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 additional funds are raised by issuing equity securities, substantial dilution to existing stockholders may result.

We may elect to purchase or otherwise retire the remaining \$10.2 million face value of Allied Riser notes with cash, stock or assets from time to time in open market or privately negotiated transactions, either directly or through intermediaries where we believe that market conditions are favorable to do so. Such purchases may have a material effect on our liquidity, financial condition and results of operations.

Off-Balance Sheet Arrangements

We do not have any 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.

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 related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates including those related to allowances for doubtful accounts, revenue allowances, long-lived assets, contingencies and litigation, and the carrying values of 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 and that require complex, significant and subjective management judgments are discussed below. We have not experienced significant revisions to our assumptions except to the extent that they result from (1) variations in the trading price of our common stock which has caused us to revise the assumptions that we use in determining deferred compensation, (2) changes in the amount and aging of our accounts receivable which have caused us to revise the assumptions that we use in determining our allowance for doubtful accounts, (3) changes in interest rates which have caused us to revise the assumptions that we use in determining the present value of future minimum lease payments and (4) changes in estimated sub-lease income which has caused us to revise our restructuring accrual.

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 or ratably over the estimated customer life. Fees billed in connection with customer installations and other upfront charges are deferred and recognized ratably over the estimated customer life. We determine the estimated customer life using a historical analysis of customer retention. If our estimated customer life increases, we will

recognize installation revenue over a longer period. We expense direct costs associated with sales as incurred.

Allowances for Sales Credits and Unfulfilled Purchase Obligations

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

Our allowance for sales credit adjustments is designed to account for reductions to our service revenue that occur when customers are granted a termination of service adjustment for amounts billed in advance or a service level agreement credit or discount. This allowance is provided for by reducing our gross service revenue and is determined by actual credits granted during the period and an estimate of unprocessed credits. At any point in time this allowance is determined by the amount and nature of credits granted prior to the balance sheet date.

Our allowance for unfulfilled contractual purchase obligations is designed to account for 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 approximately 4% of these payments. 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. At any point in time 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. Once we submit these accounts receivable to a third party collection agency, this allowance is reduced.

Valuation Allowances for Doubtful Accounts Receivable and Deferred Tax Assets

We have established allowances that we use in connection with valuing expense charges 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 writing off accounts receivable that we estimate will not be collected. We provide for this by increasing our selling, general and administrative expenses by the amount of receivables that we estimate will not be collected. We assess the adequacy of this allowance monthly by evaluating general factors, such as the length of time individual receivables are past due, historical collection experience, the economic and competitive environment, 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. As of March 31, 2005 and December 31, 2002, 2003 and 2004, respectively, our allowance for doubtful accounts receivable comprised, 11.3%, 26.8%, 36.1% and 19.2% of our total accounts receivable. For the three months ended March 31, 2004 and 2005 and the years ended December 31, 2002, 2003 and 2004, our allowance for doubtful accounts expense accounted for 6.7%, 6.9%, 8.8%, 8.8% and 7.7% of our total SG&A expenses, respectively.

Our valuation allowance for our net deferred tax asset is designed to take into account the uncertainty surrounding the realization of our net operating losses and our other deferred tax assets in the event that we record positive income for income tax purposes. For federal and state tax purposes, our net operating loss carry-forwards, including those that we have generated through our operations and those acquired in the Allied Riser merger could be subject to significant limitations on annual use. To account for this uncertainty we have recorded a

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valuation allowance for the full amount of our net deferred tax asset. As a result the value of our deferred tax assets on our balance sheet is zero.

Impairment of Long-Lived Assets

We review our long-lived assets, including property and equipment, and intangible assets with definite useful lives to be held and used for impairment whenever events or changes in circumstances indicate that the carrying amount should be addressed pursuant to the Financial Accounting Standards Board's (FASB) Statement of Financial Accounting Standards (SFAS) No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*. Pursuant to SFAS No. 144, impairment is determined by comparing the carrying value of these long-lived assets to our best estimate of future undiscounted cash flows expected to result from the use of the assets and their eventual disposition over the remaining useful life of the primary asset in the asset group. As of December 31, 2003 and December 31, 2004, we tested our long-lived assets for impairment. In the event that there are changes in the planned use of our long-lived assets, or our expected future undiscounted cash flows are reduced significantly, our assessment of our ability to recover the carrying value of these assets under SFAS No. 144 could change. Because our best estimate of undiscounted cash flows generated from these assets exceeds their carrying value for each of the periods presented, no impairment pursuant to SFAS No. 144 exists. However, because of the significant difficulties confronting the telecommunications industry, we believe that currently the fair value of our long-lived assets including our network assets and IRUs are significantly below the amounts we originally paid for them and may be less than their current depreciated cost basis. Our best estimate of future undiscounted cash flows is sensitive to changes in our estimated cash flows and any change in the lease period or in the designation of our primary asset in the asset group.

Business Combinations

We account for our business combinations pursuant to SFAS No. 141, *Business Combinations*. Under SFAS No. 141 we allocate the cost of an acquired entity to the assets acquired and liabilities assumed based upon their estimated fair values at the date of acquisition. Intangible assets are recognized when they arise from contractual or other legal rights or if they are separable as defined by SFAS No. 141. We determine estimated fair values using quoted market prices, when available, present values determined at appropriate current interest rates, or multiples of monthly revenue for certain customer contracts. Consideration not in the form of cash is measured based upon the fair value of the consideration given.

Goodwill and Other Intangibles

We account for our intangible assets pursuant to SFAS No. 142, *Goodwill and Other Intangible Assets*. Under SFAS No. 142 we determine the useful lives of our intangible assets based upon the expected use of the intangible asset, contractual provisions, obsolescence and other factors. We amortized our intangible assets on a straight-line basis. We presently have no intangible assets that are not subject to amortization.

Other Accounting Policies

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 capitalize the direct costs incurred prior to an asset being ready for service as construction-in-progress. Construction-in-progress includes costs incurred under the construction contract, interest, and the salaries and benefits of employees directly involved with construction

activities. Our capitalization of these costs is sensitive to the percentage of time and number of our employees involved in construction activities.

We estimated the fair market value of our Series H preferred stock based upon the number of common shares the Series H preferred stock converts into and the trading price of our common stock on the grant date. The fair market value of our Series H preferred stock was sensitive to changes in the trading price of our common stock.

Recent Accounting Pronouncements

In March 2004, the FASB ratified the consensus reached by Emerging Issues Task Force in Issue No. 03-06, *Participating Securities and the Two-Class Method under FASB Statement No. 128* ("EITF 03-06"). EITF 03-06 clarifies the definitional issues surrounding participating securities and requires companies to restate prior earnings per share amounts for comparative purposes upon adoption. We adopted the provisions of EITF 03-06 in the second quarter of 2004, and restated our previously disclosed basic earnings per share amounts to include our participating securities in basic earnings per share when including such shares would have a dilutive effect. As a result of the adoption and for comparative purposes, basic income per share available to common shareholders decreased from \$10.99 to \$2.78 for the quarter ended March 31, 2003, from \$271.84 to \$12.64 for the quarter ended September 30, 2003, and from \$229.18 to \$11.18 for the year ended December 31, 2003.

In December 2004, the FASB issued Statement No. 123 (revised 2004), *Share-Based Payment* ("SFAS 123(R)"). SFAS 123(R) requires all share-based payments to employees, including grants of stock options, to be recognized in the statement of operations based upon their fair values. We currently disclose the impact of valuing grants of stock options and recording the related compensation expense in a pro-forma footnote to our financial statements. Under SFAS 123(R) this alternative is no longer available. We will be required to adopt SFAS 123(R) in the first quarter of 2006 and as a result will record additional compensation expense in our statements of operations. The impact of the adoption of SFAS 123(R) cannot be predicted at this time because it will depend on levels of share-based payments granted in the future. However, had we adopted SFAS 123(R) in prior periods, the impact of that standard would have approximated the impact of SFAS No. 123 as described in the disclosure of pro forma net (loss) income in the notes to our consolidated financial statements. We are currently evaluating the impact of the adoption of SFAS 123(R) on our financial position and results of operations, including the valuation methods and support for the assumptions that underlie the valuation of the awards.

Quantitative And Qualitative Disclosures About Market Risk

All of our financial instruments that are sensitive to market risk are entered into for purposes other than trading. Our primary market risk exposure is related to interest rate fluctuations that effect our marketable securities and certain of our debt instruments and currency fluctuations of the euro and the Canadian dollar versus the United States dollar. We place our marketable securities investments in instruments that meet high credit quality standards as specified in our investment policy guidelines.

Marketable securities were approximately \$21.7 million at March 31, 2005, \$21.3 million of which are considered cash and cash equivalents and mature in 90 days or less and \$0.4 million are short-term investments. Of this amount \$4.0 million is restricted as collateral and as a covenant under our credit facility and \$0.4 million is restricted for collateral against letters of credit. We also own commercial paper investments and certificates of deposit totaling \$1.4 million that are classified as other long-term assets. These investments are also restricted for collateral against letters of credit.

Our debt obligations at March 31, 2005 with the exception of our accounts receivable credit facility carry fixed interest rates and are not subject to changes in interest rates. Our \$10.0 million credit facility is indexed to the prime rate plus 1.5% and may, in certain circumstances be reduced to the

prime rate plus 0.5%. Interest on our Amended and Restated Cisco Note will not accrue until February 2006, unless we default under the terms of the note. When the note accrues interest, interest accrues at the 90-day LIBOR rate plus 4.5%. Our subordinated note has an initial interest rate of 10.0% per annum and the interest rate increases by one percent on August 24, 2005, six months after the note was issued, and by a further one percent at the end of each successive six-month period up to a maximum of 17.0%. Interest on the note accrues and is payable on the note's maturity date of February 24, 2009.

The Allied Riser convertible subordinated notes are due in June 2007 have a face value of \$10.2 million. The notes were recorded at their fair value of approximately \$2.9 million at the merger date. The resulting discount is being accreted to interest expense through the maturity date using the effective interest rate method.

Our European and Canadian operations expose us to currency fluctuations and exchange rate risk. For example, while we record revenues and financial results from our European and Canadian operations in euros and the Canadian dollar, respectively, 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 and the Canadian dollar. In particular, we fund the euro-based operating expenses and associated cash flow requirements of our European operations, including IRU obligations, in U.S. dollars. Accordingly, in the event that the euro strengthens versus the dollar to a greater extent, the expenses and cash flow requirements associated with our European operations may be significantly higher in U.S.-dollar terms than planned.

BUSINESS

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. IP networks are significantly less expensive to operate and are able to achieve higher performance levels than the traditional circuit-switched networks used by our competitors, thus giving us clear cost and performance advantages in our industry. According to third party data, we are among the top ten facilities-based providers in the world. We deliver our services to small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations through over 9,000 customer connections in North America and Europe.

Our primary on-net service is Internet access at a speed of 100 Megabits per second, much faster than typical Internet access currently offered to businesses. We offer this on-net service exclusively through our own facilities, which run all the way to our customers' premises. Because of our integrated network architecture, we are not dependent on local telephone companies to serve our on-net customers. This allows us to earn much higher gross profit margins on our on-net business. Our typical customers in multi-tenant office buildings are law firms, financial services firms, advertising and marketing firms and other professional services businesses. We also provide on-net Internet access at a speed of one Gigabit per second and greater to certain bandwidth-intensive users such as universities, other ISPs and commercial content providers. For the three months ended March 31, 2005, our on-net customers generated 52.9% of our total net service revenue.

In addition to providing our on-net services, we also provide Internet connectivity to customers that are not located in buildings directly connected to our network. We serve these off-net customers using other carriers' facilities to provide the "last mile" portion of the link from our customers' premises to our network. For the three months ended March 31, 2005, our off-net customers generated 37.0% of our total net service revenue.

We also operate 30 data centers comprising over 330,000 square feet throughout North America and Europe that allow customers to collocate their equipment and access our network, and from which we provide our managed modem service.

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 Internet service at attractive prices.

Low Cost of Operation. We offer a streamlined set of products on an integrated network that operates on a single protocol. Our network design allows us to avoid many of the costs associated with circuit-switched networks related to provisioning, monitoring and maintaining multiple transport protocols. Our low cost of operation gives us greater pricing flexibility and an advantage in a competitive environment characterized by falling Internet access prices.

Independent Network. Our on-net service does not rely on infrastructure controlled by local incumbent telephone companies. We provide the entire network, including the last mile and the in-building wiring to the customer's suite. This gives us more control over our service, quality and pricing and allows us to provision services more quickly and efficiently. We are typically able to activate customer services in one of our on-net buildings in fewer than nine days.

High Quality, Reliable Service. We are able to offer high-quality Internet service due to our network, which was designed solely to transmit IP data, and 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. During 2004, our network averaged 99.99% customer connection availability.

Low Capital Cost to Grow Our Business. We have incurred relatively minimal indebtedness in growing our business because of our network design of using Internet routers without additional legacy equipment and our strategy of acquiring optical fiber from the excess capacity in existing networks. Our network was designed to handle traffic transmitted at the full capacity of ports connecting it to customers. Those ports are currently handling traffic at 2% of their aggregate capacity. Consequently, we believe that our network can accommodate substantial traffic growth without having to incur substantial capital expenditures.

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 20 years of experience in the telecommunications industry. Our senior management team has designed and built our network, led the integration of our network assets, customers and service offerings we acquired through 13 acquisitions and guided us through the recent telecommunications industry downturn.

Our Strategy

We intend to become the leading provider of high quality Internet access and IP communications services and to increase 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, IP telephony, remote data storage, distributed computing 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 adding buildings to our network, particularly in Europe.

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 of our network and add revenues with minimal incremental costs. We may also make additional acquisitions to add network assets at attractive prices.

Our Network

Our network is comprised of in-building riser facilities, metropolitan optical networks, metropolitan traffic aggregation points and inter-city transport facilities. We deliver a high level of technical performance because our network is optimized for Internet protocol traffic. It is more reliable and less costly for IP traffic than networks built as overlays to traditional telephone networks.

Our network serves 80 metropolitan markets in North America and Europe and encompasses:

over 800 multi-tenant office buildings strategically located in commercial business districts;

over 220 carrier-neutral Internet aggregation facilities, data centers and single-tenant buildings;

over 160 intra-city networks consisting of over 8,600 fiber miles;

an inter-city network of more than 22,000 fiber route miles; and

three leased high-capacity transatlantic circuits connecting the North American and European portions of our network.

We have created our network by purchasing optical fiber from carriers with large amounts of unused fiber and directly connecting Internet routers to the 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 profitability with minimal incremental capital expenditures.

Inter-city Networks

The North American portion of our inter-city network consists of two strands of optical fiber that we have acquired from WilTel Communications and 360networks under pre-paid IRUs. The WilTel fiber route is approximately 12,500 miles in length and runs through all of the metropolitan areas that we serve with the exception of Toronto, Ontario. We have the right to use the WilTel fiber through 2020 and may extend the term for two five-year periods without additional payment. To serve the Toronto market, we lease two strands of optical fiber under pre-paid IRUs from affiliates of 360networks. This fiber runs from Buffalo to Toronto. The 360networks IRUs expire in 2020, after which title to the fiber is to be transferred to us. While the IRUs are pre-paid, we pay WilTel and affiliates of 360networks to maintain their respective fibers during the period of the IRUs. We own and maintain the electronic equipment that transmits data through the fiber. That equipment is located approximately every 40 miles along the network and in our metropolitan aggregation points and the on-net buildings we serve.

In Spain we have approximately 1,300 route miles of fiber secured from La Red Nacional de los Ferrocarriles Espanoles. We have the right to use this fiber pursuant to an IRU that expires in 2012. In France, the United Kingdom, Belgium, the Netherlands and Switzerland, we have approximately 5,400 route miles of fiber secured from Neuf Telecom and Telia. We have the right to use the Neuf Telecom fiber pursuant to an IRU that expires in 2020. In Germany and Austria, we have approximately 1,800 route miles of fiber secured from MTI and Telia. We have the right to use the MTI fiber pursuant to an IRU that expires in 2019. We have the right to use all of our Telia fiber pursuant to an IRU expiring in 2011 with an option to extend to 2019.

Intra-city Networks

In each North American metropolitan area in which we provide high-speed on-net Internet access service, our backbone network is connected to a router connected to one or more of our metropolitan optical networks. We create our intra-city networks through IRUs of optical fiber from carriers with large amounts of unused capacity. These metropolitan networks also consist of optical fiber that runs from the central router in a market into routers located in on-net buildings. 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 a connection to each on-net customer.

The European intra-city networks for Internet access service use essentially the same architecture as in North America, with fiber rings connecting routers in each on-net building we serve to a central router. While these intra-city networks were originally built as legacy networks providing point-to-point services, we are using excess capacity on these networks to implement our IP network.

Within the North American cities where we offer off-net Internet access service, we lease circuits, typically T1 lines, from telecommunications carriers, primarily local telephone companies, to provide the last mile connection to the 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 Europe, we offer off-net Internet access service through leased E1 lines and we have begun to deploy off-net aggregation equipment across our network.

In-Building Networks

We connect our routers to a cable containing 12 to 288 optical fiber strands that typically run from the basement of the building through the building riser to the customer location. Service for customers is initiated by connecting a fiber optic cable from a customer's local area network to the infrastructure in the building riser. The customer then has dedicated and secure access to our network using an

Ethernet connection. Ethernet is the lowest cost network connection technology and is used almost universally for the local area networks that businesses operate.

Internetworking

The Internet is an aggregation of interconnected networks. We interconnect our network with over 420 other ISPs at approximately 40 locations. We interconnect our network through public and private peering arrangements. Public peering is the means by which ISPs have traditionally connected to each other at central, public facilities. Larger ISPs also 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 customer's of other ISPs. We are considered a Tier 1 ISP and, as a result, have settlement-free peering arrangements with most other providers. 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 also engage in public peering arrangements in which each party also pays a fee to the owner of routing equipment that operates as the central exchange for all the participants. We do not treat our settlement-free peering arrangements as generating revenue or expense related to the traffic exchanged. Where we do not have a public or private settlement-free peering connection with an ISP, we exchange traffic through an intermediary, whereby such intermediary receives payment from us. Less than 2% of our traffic is handled this way.

Network Management and Control

Our primary network operations centers are located in Washington, D.C. and Frankfurt. 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. 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 high-speed Internet access and IP connectivity to small and medium-sized businesses, communications providers and other bandwidth-intensive organizations located in North America and Europe.

The table below shows our primary service offerings:

On-Net Services	Bandwidth (Mbps)
Fiber500	0.5
Two Meg	2.0
Fast Ethernet	100
Gigabit Ethernet	1,000 and up
Colocation with Internet Access	2 to 1,000
Point-to-Point	1.5 to 10,000
Off-Net Services	
T1 or E1	1.5 or 2.0
T3 or E3	45 or 34
Other Services	
Managed modem service	NA

We offer on-net services in 36 metropolitan markets and over 1,000 buildings of which more than 896 are located in North America and 104 in Europe. Our most popular on-net service in North

America is our Fast Ethernet service. We offer our Fast Ethernet service at \$1,000 a month to our small and medium-sized business customers. We believe that, on a per-Megabit basis, this service offering is one of the lowest priced in the marketplace. The European portion of our network was historically used to offer point-to-point services. We acquired and re-architected this network to begin offering our IP-based services in Europe. We also offer colocation services in 30 locations in North America and Europe. This on-net service offers Internet access combined with equipment rack space in a Cogent facility, allowing the customer to locate a server or other equipment at that location and connect to our Internet service. We emphasize the sale of on-net services because sales of these services generate higher gross profit margins.

We offer off-net services to customers not located in our on-net buildings. These services are provided in 36 metropolitan markets in North America and Europe. These services are generally provided to small and medium-sized businesses.

We offer customers point-to-point connections in North America and Europe that allow customers to connect geographically dispersed local area networks in a seamless manner. This is called Layer 2 service in the industry.

In North America we offer our managed modem service. This service is offered to larger businesses and other Internet service providers that serve individuals that dial in to the Internet. The business or ISP is our customer for this service. Individuals make use of the dial-in access through arrangements with the business or ISP. For the three months ended March 31, 2005 this service accounted for approximately 4.5% of our revenue.

We support a number of non-core services assumed with certain of our acquisitions. These services include email service, dial-up Internet, shared web hosting and voice services in Toronto, Canada, managed web hosting, point-to-point services. For the three months ended March 31, 2005, these services accounted for approximately 5.6% of our revenue. We expect the revenue from these non-core services to decline. We expect the growth of our on-net and off-net Internet services to compensate for this loss.

Sales and Marketing

We employ a relationship-based sales and marketing approach. We believe this approach and our commitment to customer service increases the effectiveness of our sales efforts. We market our services through four primary sales channels as summarized below:

Direct Sales. As of April 30, 2005, our direct sales force included 61 full-time employees focused solely on acquiring and retaining on-net customers. Each member of our direct sales force is assigned a specific market or territory, based on customer type and geographic location. Of these direct sales force employees, 48 have individual quota responsibility. Direct sales personnel are compensated with a base salary plus quota-based commissions and incentives. Each net-centric sales professional is assigned all of the on-net carrier-neutral facilities in a major metropolitan area. We use a customer relationship management system to efficiently track activity levels and sales productivity in particular geographic areas. Furthermore, our sales personnel work through direct face-to-face contact with potential customers in, or intending to locate in, 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.

Telesales. As of April 30, 2005, we employed 14 full-time outbound telemarketing sales personnel in Herndon, Virginia. Of these telesales employees, 11 have individual quota responsibility and two are assigned to customer retention. Telesales personnel are compensated with a base salary plus quota-based commissions and incentives.

Agent Program. In the fall of 2004, we launched an agent program as an alternate channel to distribute our products and services. The agent program consists of value-added resellers, IT consultants, and smaller telecom agents, who are managed by our direct sales personnel, and larger

national or regional companies whose primary business is to sell telecommunications, data, and Internet services. The agent program includes over 60 agents and started generating revenues for us towards the end of 2004.

Marketing. As a result of our direct sales approach, we have generally 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 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 also 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 bigger 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, and we expect the level of competition to intensify in the future. Unlike some of our competitors, we 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 or IRUs obtained from their title holders. We are reliant on the maintenance of such dark fiber to provide our on-net services to customers. We are also dependent on third-party providers, some of whom are our competitors, for the provision of lines 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 and frame relay. While the Internet access speeds offered by traditional ISPs typically do not match our on-net offerings, these slower services usually are priced lower than our offerings and thus provide competitive pressure on pricing, particularly for more price-sensitive customers. Additionally, some of our competitors have recently emerged from bankruptcy. Because the bankruptcy process allows for the discharge of debts and rejection of certain obligations, we may have less of an advantage with respect to these competitors. These and other downward pricing pressures have diminished, and may further diminish, the competitive advantages that we have enjoyed as the result of our service pricing.

Employees

As of April 30, 2005, we had 286 employees. Twenty-five of our employees in France are represented by a works council and a union. We believe at this time that we have satisfactory relations with our employees.

Properties

We own no material real property in North America. We lease our headquarters facilities consisting of approximately 15,370 square feet in Washington, D.C. We also lease approximately 262,000 square feet of space in 42 locations to house our colocation facilities, regional offices and operations centers. The lease for our headquarters is with an entity controlled by our Chief Executive Officer. The lease is year-to-year on market terms, and we anticipate that we will be able to renew this lease on substantially the same terms upon its expiration on August 31, 2006. The terms of our other

leases generally are for ten years with two five-year renewal options. We believe that these facilities are generally in good condition and suitable for our operations. In addition to the above leases, we also have, from our acquisitions, leases for approximately 84,000 square feet of office space in 10 locations. Eight of these locations are currently sublet to third parties. Two are currently being marketed for sublease.

Through the acquisition of our French and Spanish subsidiaries in January, 2004, we acquired three properties in France. All three properties are data centers and points-of-presence, or POP, facilities ranging in size from 11,838 to 18,292 square feet. We believe that the current market value of these properties is approximately \$6.9 million. On March 30, 2005, we sold one of the three properties, located in Lyon, France, for net proceeds of approximately \$5.1 million. Through our European subsidiaries, we also lease approximately 204,000 square feet of space in office buildings and data centers to house our colocation facilities, regional offices and operations centers. Approximately 174,000 square feet of the total are used for active POP locations, which house our network equipment and provide colocation space for our customers and have an average size of 9,000 square feet. The terms of these leases generally are for nine years with an opportunity to terminate the lease every three years. Much of the general office space and non-active POP locations are currently on the market to be sublet to third parties. We believe that these facilities are generally in good condition and suitable for our operations.

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 affect on our business, financial condition or results of operations.

Regulation

In the United States, the Federal Communications Commission (FCC) regulates common carriers' interstate services and state public utilities commissions exercise jurisdiction over intrastate basic telecommunications services. Our Internet service offerings are not currently regulated by the FCC or any state public utility commission. However, as we expand our offerings we may become subject to regulation in the U.S. at the federal and state levels and in other countries. The offerings of many of our competitors and vendors, especially incumbent local telephone companies, are subject to direct federal and state regulations. These regulations change from time to time in ways that are difficult for us to predict.

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 to the extent these regulations change and to the extent we begin using facilities in a manner that subjects us to these restrictions.

Our newly acquired European subsidiaries operate in a more highly regulated environment for the types of services they provide. In many Western European 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 in Europe or other new markets, 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 liability.

MANAGEMENT

Directors, Executive Officers and Other Key Employees

The following table sets forth information concerning our directors, executive officers and other key employees as of March 31, 2005.

Name	Age	Position
Dave Schaeffer	49	Chairman of the Board of Directors and Chief Executive Officer
R. Reed Harrison III	56	President and Chief Operating Officer
Thaddeus Weed	44	Chief Financial Officer
Robert N. Beury, Jr.	51	Chief Legal Officer
R. Brad Kummer	56	Chief Technology Officer and Vice President of Optical Transport Engineering
Timothy O'Neill	49	Vice President of Field Engineering
Mark Schleifer	36	Vice President of IP Engineering
Warren Thrasher	58	Vice President of Global Customer Network Operations
Jeff Karnes	33	Vice President of Corporate Sales
Andrew Hathaway	39	Vice President of NetCentric Sales
Vincent Teissier	37	Director of European Sales
Liran Gordon	45	Vice President of Business Development
Edward Glassmeyer	63	Director
Steven Brooks	53	Director
Kenneth D. Peterson, Jr.	52	Director
Jean-Jacques Bertrand	52	Director
Erel Margalit	44	Director
Michael Carus	38	Director
Timothy Weingarten	29	Director

Dave Schaeffer founded our company in August 1999 and is the Chairman of the board of directors and Chief Executive Officer. Prior to founding the company, Mr. Schaeffer was the founder of Pathnet, Inc., a broadband telecommunications provider, where he served as Chief Executive Officer from 1995 until 1997 and as Chairman from 1997 until 1999. Mr. Schaeffer has been a director since 1999.

R. Reed Harrison III joined us in July of 2004 and serves as President and Chief Operating Officer. Prior to joining us, Mr. Harrison served as Senior Vice President Worldwide Network Engineering and Operations for AT&T, where he held a variety of senior management positions beginning in 1996. During the twelve years prior to that time, Mr. Harrison served in senior management positions, including President of the GTE Global Business Unit for AT&T Network Systems and Bell Laboratories.

Thaddeus Weed joined us in February 2000 and served as Vice President and Controller until May 2004 when he became our Chief Financial Officer. From 1997 to 1999, Mr. Weed served as Senior Vice President of Finance and Treasurer at Transaction Network Services where Mr. Weed undertook a broad range of financial management responsibilities. These responsibilities included financial planning, forecasting, budgeting, financial modeling, acquisition, and international expansion strategies and pro-forma analyses. From 1987 to 1997, Mr. Weed was employed at Arthur Andersen LLP where he served as Senior Audit Manager.

Robert N. Beury, Jr. joined us in September 2000 and serves as Chief Legal Officer. Prior to joining us, Mr. Beury served as Deputy General Counsel of Iridium LLC, a mobile satellite service provider, from 1994 to 2000. From 1987 to 1994 Mr. Beury was General Counsel of Virginia's Center for Innovative Technology, a non-profit corporation set up to develop the high tech industry in Virginia.

R. Brad Kummer joined us in February 2000 and serves as Vice President of Optical Transport Engineering and Chief Technology Officer. Mr. Kummer spent the 25 years prior to joining us at Lucent Technologies (formerly Bell Laboratories), where he served in a variety of research and development and business development roles relating to optical fibers and systems. In his most recent work at Lucent, he was responsible for optical fiber systems engineering for long haul and metropolitan dense wavelength division multiplexing systems.

Timothy O'Neill joined us in January 2001 and serves as the Vice President of Field Engineering. He is responsible for network construction and provisioning. From 1999 to 2001, Mr. O'Neill was employed at @Link Networks, Inc. where he served as Chief Network Officer. While at @Link Networks, Inc., Mr. O'Neill was responsible for engineering, implementing and operating an integrated communications network.

Mark Schleifer joined us in October 2000 and serves as Vice President of IP Engineering. From 1994 to 2000, Mr. Schleifer served as Senior Director, Network Engineering at DIGEX/Intermedia, Incorporated, a provider of high-end managed Web and application hosting services. At DIGEX/Intermedia, Mr. Schleifer managed the Network Engineering group, Capacity Planning group, and Research and Development group. He was responsible for all technical aspects of initiating customer service, network troubleshooting, field installations, and new equipment testing for the leased line business. Mr. Schleifer also coordinated peering and backbone circuit deployment to maintain network throughput and availability.

Warren Thrasher joined us in August 2004 and serves as Vice President of Global Customer Network Operations. Prior to joining us, he was Director of Network Engineering and Operations at AT&T, leading the expansion of its Mid-Atlantic network build-out. Mr. Thrasher has over 30 years experience in telecom at AT&T, Qwest, Bell South, and Bellcore (now part of Science Applications International Corporation). As Vice President at AT&T and a General Manager at BellSouth, he planned and executed the restructuring of large multi-functional organizations to reduce costs, improve quality, and shorten cycle times.

Edward Glassmeyer has served on our board of directors since 2000. Mr. Glassmeyer was with Citicorp Venture Capital from 1968 to 1970 and The Sprout Capital Group, where he was Managing Partner from 1971 to 1974. He co-founded Charter Oak Enterprises, a merchant bank, in 1974. Today, Mr. Glassmeyer serves on the board of directors of a number of portfolio companies of Oak Investment Partners, a venture capital firm that he co-founded in 1978. He was a founding director of the National Venture Capital Association in 1973, and has served two terms as an Overseer of The Amos Tuck School of Business at Dartmouth College since July 1996.

Steven Brooks has served on our board of directors since October 2003. Mr. Brooks currently serves as Managing Partner of BCP Capital Management, which he co-founded in 1999. From 1997 until 1999, Mr. Brooks headed the technology industry mergers and acquisition practice at Donaldson, Lufkin & Jenrette. Previously, Mr. Brooks held a variety of positions in the investment banking and private equity fields, including: Head of Global Technology Banking at Union Bank of Switzerland, Managing Partner of Corporate Finance at Robertson Stephens, founder and Managing Partner of West Coast technology investment banking at Alex Brown & Sons, and Principal at Rainwater, Inc., a private equity firm in Fort Worth, Texas. Mr. Brooks is a member of the Board of Directors of VERITAS Software Corporation, Pharsight Corporation and Proxim Corporation, as well as a number of private companies.

Kenneth D. Peterson, Jr. has served on our board of directors since November 2004. Mr. Peterson has been the Chairman and Chief Executive Officer of Columbia Ventures Corporation since its inception in 1988. Prior to 1988, Mr. Peterson was engaged in private legal practice. He is a member of the board of directors of American Capital Strategies and the non-profit Washington Policy Center.

Jean-Jacques Bertrand has served on our board of directors since April 2004. Mr. Bertrand has been Managing Partner of BNP Private Equity SA since 1998 and led the telecommunications and media group of BNP SA from 1990 to 1998. Prior to that, Mr. Bertrand held senior management functions with France Telecom and was appointed special adviser to the French Minister of Communications. He sits on the board of directors of Group Multitel SA and Musiwave SA.

Erel Margalit has served on our board of directors since 2000. Mr. Margalit has been Managing General Partner of Jerusalem Venture Partners since August 1997. He was a general partner of Jerusalem Pacific Ventures from December 1993 to August 1997. From 1990 to 1993, Mr. Margalit was Director of Business Development of the City of Jerusalem. Mr. Margalit is a director of CyOptics, Inc., Sepaton, Inc., Native Networks, Ltd. and Cyber-Ark Software, Inc. Mr. Margalit, in his capacity as director of a company in Israel, is the subject of a proceeding in which the tax authorities have alleged that the company (which is unrelated to us) failed to pay certain taxes. The proceeding is classified as criminal under the laws of Israel.

Michael Carus has served on our board of directors since October 2003. Mr. Carus has been a general partner of Jerusalem Venture Partners since July 2001. Prior to joining Jerusalem Venture Partners, Mr. Carus served as the Executive Vice President, Chief Operating Officer and Chief Financial Officer at Fundtech, Inc. from May 1997 to July 2001. Prior to that, Mr. Carus held various senior management positions at Geotek Communications, Inc., from May 1995 to May 1997, and he was a CPA and Manager of Business Assurance at Coopers and Lybrand from August 1988 to May 1995. Mr. Carus is a director of Bristol Technology, Inc., Oblicore LTD, Teleknowledge LTD, Sphera, Inc. and Bridgewater Communications, Inc.

Timothy Weingarten has served on our board of directors since October 2003. Mr. Weingarten is a partner at Worldview Technology Partners, and from 1996 to 2000 was a member of the telecom equipment research group at Robertson Stephens and Company. Mr. Weingarten is also a member of the board of directors of Force10 Networks, Visage Mobile, Movaz Networks, and Avvenu Inc.

Each of our directors has been elected as a member of the board of directors pursuant to an agreement among our company and certain of our stockholders who invested in our preferred stock, whereby we have agreed to nominate certain designees to the board of directors and such stockholders have agreed to vote for such designees.

Other Key Employees

Jeff Karnes joined us in May of 2004 and serves as Vice President of Corporate Sales. Prior to joining us, Mr. Karnes served Vice President of Regional Sales at UUNet division of MCI Communications, where he had served in a number of positions in the sales organization since joining UUNet in 1995.

Andrew Hathaway joined us in June of 2002 and serves as the Vice President of NetCentric Sales. Prior to joining us, Mr. Hathaway served four years as Vice President and General Manager East Region for Teligent, Inc. a fixed wireless facilities based CLEC and 9 years with Metropolitan Fiber Systems, Inc.

Vincent Teissier joined us in January 2004 as Managing Director France and now heads our sales activities in Europe. Prior to that, Mr. Teissier was Managing Director of LambdaNet Communications France, pan-european telecommunications / IP provider, since its inception in January 2000. Mr. Teissier also held various positions within European facilities-base alternative service providers, such as 9 Telecom in France as head of interconnection and otelo in Germany as technical manager, and with the telecommunications equipment supplier Philips in Nuremberg, Germany as product manager for transmission systems.

Liran Gordon joined us in May 2004 and serves as Vice President of Business Development. He is responsible for revenue-creating initiatives from new sources, including channels, services, and products. Prior to joining us, Mr. Gordon served as Vice President of Business Development and General Counsel of three venture-funded start-up technology companies: Conxion Corp., Ardent Communications, Inc., and Zephion Networks, which filed for bankruptcy in June 2001. Previously, Mr. Gordon served as Vice President of Business Development at Cable and Wireless USA.

Board of Directors and Officers

Our board of directors currently consists of eight directors. Messrs. Glassmeyer, Margalit, Carus, Bertrand, Brooks and Weingarten are independent as the term is defined in Section 121(A) of the listing standards of the American Stock Exchange.

Our directors may be removed either with or without cause at any meeting of our stockholders by a majority vote of those stockholders represented and entitled to vote at such meeting. However, pursuant to our Sixth Amended and Restated Stockholders' Agreement, certain of our stockholders that currently have the voting power to determine the outcome of such a vote have agreed not to vote to remove any member of the board of directors unless the party that designated that member for nomination to the board of directors also votes to remove that member, and in the case that such nominating party votes to remove its designee, such other stockholders have agreed to vote to remove the designee. The stockholders agreement will be terminated at the completion of this offering.

Committees of our Board of Directors

Our board of directors directs the management of our business and affairs, as provided by Delaware law, and conducts its business through meetings of the board of directors and its audit and compensation committees. In addition, from time to time, special committees may be established under the direction of the board of directors when necessary to address specific issues.

Audit Committee. Our board of directors has established an audit committee. The audit committee consists of Messrs. Carus, Bertrand and Brooks, each of whom is "independent", as the term is defined in Section 121(A) of the listing standards of the American Stock Exchange and Rule 10A-3 of the Securities Exchange Act of 1934, as amended. Each member of the audit committee is able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. Our board of directors has determined that Mr. Carus is "financially sophisticated" as that term is defined in Section 121(A) of the listing standards of the American Stock Exchange and Rule 10A-3 of the Securities Exchange Act of 1934, as amended and is an "audit committee financial expert" as defined by the rules and regulations of the SEC. Our board of directors has adopted an audit committee charter meeting the applicable standards of the American Stock Exchange.

The audit committee meets periodically with management and our independent accountants to review their work and confirm that they are properly discharging their respective responsibilities. The audit committee also:

appoints the independent auditor to audit our financial statements and perform services related to the audit;

pre-approves any permitted audit or non-audit services performed by our independent auditor;

establishes the scope of the audit with management, the independent auditor and the internal auditor;

reviews with management and the independent auditor the results of the audit, the adequacy of the internal accounting control procedures and any major issues regarding accounting principles;

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discusses with the independent auditor any matters required to be discussed pursuant to Statement on Auditing Standards No. 61, "Communication with Audit Committees"; and

confirms the independence of our auditor.

Compensation Committee. The compensation committee, established by our board of directors, currently consists of Messrs. Margalit, Glassmeyer and Brooks, each of whom is independent as the term is defined in Section 121(A) of the listing standards of the American Stock Exchange. The compensation committee administers our stock-based compensation plans, reviews management recommendations with respect to option grants, and takes other actions as may be required in connection with our compensation and incentive plans.

Director Nominations. We did not have a standing nominating committee or a committee performing a similar function in 2004. Historically, the board of directors has not considered a nominating committee necessary in that there have been few vacancies on our board, and vacancies have been filled either through discussions between our Chief Executive Officer and the other members of the board of directors or pursuant to the terms of our stockholders agreement.

Other than pursuant to our stockholders agreement, we have not received director candidate recommendations from our stockholders and we do not have a formal policy regarding consideration of such recommendations. However, any recommendations received from stockholders will be evaluated in the same manner that potential nominees suggested by board members, management or other parties are evaluated. We do not intend to treat stockholder recommendations in any manner different from other recommendations.

Our board of directors has not adopted a policy with respect to minimum qualifications for board members. With respect to each individual vacancy, the board of directors has determined the specific qualifications and skills required to fill that vacancy and to complement the existing qualifications and skills of the other members of the board of directors. In April 2005 the board established a governance committee, consisting of Messrs. Glassmeyer and Brooks, to make recommendations to the board with respect to these matters.

Historically, we have not engaged third parties to assist in identifying and evaluating potential nominees, but would do so in those situations where particular qualifications are required to fill a vacancy and the board of directors is not otherwise able to identify an appropriate pool of candidates.

Director Compensation

We do not compensate our board members for their participation on our board of directors.

Compensation Committee Interlocks and Insider Participation

None of our executive officers serves as a member of the board of directors or compensation committee of any entity that has one or more executive officers who serve on our board or compensation committee.

Codes of Business Conduct and Ethics

Our board of directors has adopted a Code of Business Conduct and Ethics applicable to all of our officers, directors and employees including our Chief Executive Officer, Chief Financial Officer and other senior financial officers in accordance with applicable rules and regulations of the SEC and the American Stock Exchange.

Executive Compensation

The following table sets forth summary information concerning the cash and non-cash compensation we paid during the fiscal years ended December 31, 2002, 2003 and 2004 to our Chief Executive Officer and each of our other four most highly compensated executive officers whose compensation exceeded \$100,000 for fiscal year 2004. We refer to these individuals as our named executive officers.

Name and Principal Position	Year	Annual Compensation (Salary)	Long-Term Compensation Awards	
			Restricted Stock Awards (\$)(1)	Securities Underlying Options #(2)
Dave Schaeffer Chairman and Chief Executive Officer	2004	\$ 250,000		576,923
	2003	250,000	\$ 6,377,823	
	2002	250,000		
Mark Schleifer Vice President, IP Engineering	2004	208,000		9,615
	2003	208,000	105,113	
	2002	208,000		
Robert N. Beury, Jr. Chief Legal Officer	2004	200,000		13,462
	2003	200,000	105,113	
	2002	197,333		
R. Brad Kummer Chief Technology Officer	2004	190,000		13,462
	2003	190,000	105,113	
	2002	190,000		
R. Reed Harrison President and Chief Operating Officer(3)	2004	187,500		324,115
	2003			
	2002			

- (1) Restricted stock awards were made pursuant to the 2003 Incentive Award Plan, whereby shares of Series H preferred stock were granted to our employees based upon the number of options held to purchase common stock, as discussed in more detail under "Management Equity Plans." The dollar value of such shares, as reflected here, assumes a per share value of the Series H preferred stock equal to its liquidation value of approximately \$169 per share. All shares of Series H preferred stock converted into shares of our common stock in the equity conversion.
- (2) Options were originally granted for Series H preferred stock. Securities amounts shown reflect options for common stock subsequent to the equity conversion and the reverse stock split.
- (3) R. Reed Harrison began employment with us on July 1, 2004 at an annual salary of \$275,000. This amount includes his salary from that date plus a \$50,000 moving allowance.

2004 Options Values

The following table sets forth information regarding options to purchase our common stock unexercised and outstanding as of December 31, 2004 and options granted to our named executive officers in the year ended December 31, 2004. Our named executive officers did not exercise any options during 2004. Also included is the value and number of unexercised options held as of December 31, 2004 by such named executive officers:

The value of the unexercised options is based on the last reported sale price of our common stock on May 5, 2005 of \$15.50 per share.

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"Exercise" means an employee's acquisition of shares of common stock which have already vested, "exercisable" means options to purchase shares of common stock which are subject to exercise and "unexercisable" means all other options to purchase shares of common stock.

Name	Number of Securities Underlying Unexercised Options(#)		Value of Unexercised Options(\$)	
	Exercisable	Unexercisable	Exercisable	Unexercisable
Dave Schaeffer		576,923	\$	\$ 8,942,158
Mark Schleifer		9,615	\$	\$ 149,036
Robert N. Beury, Jr.		13,462	\$	\$ 208,650
R. Brad Kummer		13,462	\$	\$ 208,650
R. Reed Harrison III	33,731	290,385	\$ 320,442	\$ 2,758,648

2004 Option/SAR Grants

Name	Number of securities underlying option/SARS granted (#)(1)	Percent of total options/SARs granted to employees in fiscal year	Exercise price (\$/Share)	Expiration date	Potential Realizable Value At Assumed Annual Rates of Appreciation for Option Term	
					5%	10%
Dave Schaeffer(2)	576,923	54.5%	(5)	9/8/2014	\$ 6,578,078	\$ 10,474,579
Mark Schleifer(3)	9,615	0.9	(5)	9/8/2014	\$ 109,635	\$ 174,576
Robert N. Beury, Jr.(3)	13,462	1.3	(5)	9/8/2014	\$ 153,488	\$ 244,407
R. Brad Kummer(3)	13,462	1.3	(5)	9/8/2014	\$ 153,488	\$ 244,407
R. Reed Harrison III(4)	324,115	30.6	\$ 6.00	7/1/2014	\$ 1,223,011	\$ 3,099,349

- (1) Options were originally granted for Series H preferred stock. Securities amounts shown reflect options for common stock subsequent to the equity conversion and the reverse stock split.
- (2) Mr. Schaeffer's options vest fully on November 1, 2006.
- (3) Options vest 25% on June 1, 2005 and the remainder vesting in equal amounts monthly over 36 months.
- (4) Mr. Harrison's options vest monthly in equal amounts over 48 months starting on August 1, 2004.
- (5) Options originally had an exercise price of \$0.01 per share of Series H preferred stock. After the equity conversion and giving effect to the reverse stock split, the options are exercisable for shares of common stock at an exercise price of \$0.00026 per share.

Employment Agreements

Dave Schaeffer Employment Agreement. Dave Schaeffer has an employment agreement that provides for a minimum annual salary of \$250,000 for his services as Chief Executive Officer. He also receives all of our standard employee benefits and a life insurance policy with a death benefit of \$2 million. If he is discharged without cause or resigns for good reason, he is entitled to a lump sum amount equal to his annual salary at the time and continuation of his benefits for one year. If he is subject to the excise tax imposed by Section 4999 of the Internal Revenue Code, he is entitled to additional payment to reimburse him for all taxes, up to a maximum additional payment of 20% of the amount subject to tax. The agreement also provides that failure to elect Mr. Schaeffer's designees to the board of directors, as provided in the Sixth Amended and Restated Stockholder Agreement, constitutes a material breach of his employment agreement. We expect that the stockholder agreement will terminate in connection with this offering. In the event of a change of control, 100% of his then unvested restricted stock and options will vest immediately.

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Mark Schleifer Employment Agreement. Mark Schleifer's employment agreement provides for a minimum annual salary of \$208,000 for his services as Vice President, IP Engineering. In the event that his employment with us is terminated without cause or constructively terminated without cause, the

agreement entitles him to three months of salary and continuation of benefits for six months. In the event of a change of control the vesting of his restricted stock accelerates so that he will be 100% vested in not less than 12 months following the change of control. In the event of a change of control resulting in his termination without cause, 100% of his then restricted stock and options will vest immediately.

Robert N. Beury, Jr. Employment Agreement. Robert Beury's employment agreement provides for a minimum annual salary of \$196,000 for his services as Chief Legal Officer. The agreement entitles him to six months of salary and six months of benefits in the event that his employment with us is terminated without cause or constructively terminated. In the event of a change of control the vesting of his restricted stock accelerates so that he will be 100% vested in not less than 12 months following the change of control. In the event of a change of control resulting in his termination without cause, 100% of his then restricted stock and options will vest immediately.

R. Brad Kummer Employment Agreement. R. Brad Kummer's employment agreement provides for a minimum annual salary of \$190,000 for his services as Chief Technology Officer and Vice President of Optical Transport Engineering. In the event that his employment with us is terminated without cause or constructively terminated without cause, the agreement entitles him to three months salary and continuation of benefits for six months. In the event of a change of control the vesting of his restricted stock accelerates so that he will be 100% vested in not less than 12 months following the change of control. In the event of a change in control resulting in his termination without cause, 100% of his then restricted stock and options will vest immediately.

R. Reed Harrison III Employment Agreement. R. Reed Harrison's employment agreement provides for a minimum annual salary of \$275,000. The agreement entitles him to six months of salary and six months of benefits in the event that his employment with us is terminated without cause or constructively terminated. In the event of a change of control his options will be 100% vested in not less than 12 months following the change of control. In the event of a change of control resulting in his termination without cause, 100% of his then restricted stock options will vest immediately.

Equity Plans

2000 Equity Incentive Plan. In 1999 we adopted the 2000 Equity Incentive Plan. The principal purpose for the adoption of the 2000 Equity Incentive Plan was to attract, retain, and motivate selected officers, employees, consultants, and directors through the granting of stock-based compensation awards. The 2000 Equity Incentive Plan provided for a variety of compensation awards, including stock options, stock purchase rights and direct stock grants. Our board of directors, through the compensation committee, administered the 2000 Equity Incentive Plan with respect to all awards. The full board administered the 2000 Equity Incentive Plan with respect to options granted to independent directors, if any. Grants of equity compensation under the 2000 Equity Incentive Plan were made both to current and new officers, employees, consultants and directors based on each grantee's contributions the business as well as such grantee's anticipated contributions to our future growth and improvement. As of October 2003, we are no longer granting options under the 2000 Equity Incentive Plan.

2003 Incentive Award Plan and Offer to Exchange. During the third quarter of 2003, we adopted the 2003 Incentive Award Plan. We believed that adoption of the 2003 Award Plan was necessary to permit us to continue to incent our employees, consultants and directors by granting restricted stock awards as part of their overall compensation. The decision to grant shares of restricted preferred stock under the 2003 Award Plan was made in order to allow our management and employees to share in the proceeds of our sale or other liquidation when the amount of the proceeds resulted in a distribution to preferred stockholders under the liquidation provisions of the preferred stock, but were not sufficient to result in distributions to holders of our common stock. We anticipated that this structure would incent our management and employees by providing them with the possibility of

reaping an economic benefit in a greater number of scenarios than would be the case if the 2003 Award Plan provided only for common stock grants.

The compensation committee determined that each of our employees would be eligible to receive grants of Series H preferred stock under the 2003 Award Plan pursuant to an arrangement that we refer to as the offer to exchange. The number of shares granted to each employee pursuant to the offer to exchange was based on the number of options to purchase common stock granted to that employee under our 2000 Equity Incentive Plan, and in the case of our Chief Executive Officer, former Chief Financial Officer and our current Chief Financial Officer, the number of options and shares of restricted common stock held by such individuals. As a condition to participating in the offer to exchange, employees were required to relinquish all options to purchase our common stock, and in the case of our Chief Executive Officer, former Chief Financial Officer and our current Chief Financial Officer, options to purchase our common stock and the restricted common stock previously issued to them. Restrictions on transfer of shares of Series H preferred stock granted pursuant to the offer to exchange were removed with respect to 27% of the shares granted upon receipt of the shares and then in equal monthly installments over the subsequent 35 months. The Series H preferred stock granted in the offer to exchange converted into shares of common stock in the equity conversion.

2004 Incentive Award Plan. In 2004, we adopted our 2004 Incentive Award Plan. The 2004 Award Plan is intended to enhance and supplement the 2003 Award Plan and the awards made thereunder by broadening the types of awards that may be granted to employees and consultants and by providing for grants to directors. In addition to awards of restricted shares of common stock, the 2004 Award Plan provides us with the ability to award other equity-based incentive compensation, such as options to purchase shares of our common stock, stock appreciation rights, dividend equivalent rights, performance awards, restricted stock units, deferred stock and stock payments to employees, consultants and directors.

The principal purpose for the adoption of the 2004 Award Plan was to promote the success of our business and enhance our value by linking the personal interests of employees, consultants and directors to our success and by providing these individuals with an incentive for outstanding performance. We believe that the 2004 Plan also gives us the flexibility to offer a variety of types of compensation and to remain competitive in recruiting and retaining qualified key personnel. In April 2005, our board of directors and shareholders approved an increase in the number of shares available for grant under the 2004 Award Plan by 600,000 shares of common stock.

PRINCIPAL STOCKHOLDERS

The following table provides summary information regarding the beneficial ownership of our outstanding capital stock as of March 31, 2005, without giving effect to the underwriters' exercise of the their option to purchase additional shares, for:

each person or group who beneficially owns more than 5% of our capital stock on a fully diluted basis;

each of the executive officers named in the Summary Compensation Table;

each of our directors; and

all of our directors and executive officers as a group.

Beneficial ownership of shares is determined under the rules of the SEC and generally includes any shares over which a person exercises sole or shared voting or investment power. Except as indicated by footnote, and subject to applicable community property laws, each person identified in the table possesses sole voting and investment power with respect to all shares of common stock held by them. Shares of common stock subject to options currently exercisable or exercisable within 60 days of March 31, 2005 are deemed outstanding for calculating the percentage of outstanding shares of the person holding those options or shares of restricted stock, but are not deemed outstanding for calculating the percentage of any other person. Unless otherwise noted, the address for each director and executive officer is c/o Cogent Communications Group, Inc., 1015 31st Street, N.W., Washington D.C. 20007.

Name of Beneficial Owner	Beneficial Ownership		
	Number of Shares Prior to this Offering	Percentage Prior to this Offering	Percentage After this Offering
Entities affiliated with Jerusalem Venture Partners Building One Mahla, Jerusalem 91487(1)	5,706,584	17.6%	
Entities affiliated with Oak Investment Partners IX, LP One Gorham Island Westport, CT 06880(2)	4,739,999	14.6%	
Entities affiliated with BNP Europe Telecom & Media Fund II, LP(3)	4,277,743	13.2%	
Entities affiliated with Worldview Technology Partners 435 Tasso Street, #120 Palo Alto, CA 94301(4)	3,460,265	10.7%	
Columbia Ventures Corporation	3,099,814	9.5%	
Entities affiliated with BCP Capital (previously Broadview Capital Partners) One Maritime Plaza, Suite 2525 San Francisco, CA 94111(5)	2,166,533	6.7%	
Cisco Systems Capital Corporation	3,409,986	10.5%	
Dave Schaeffer(6)	1,240,788	3.8%	
Erel Margalit(1)	5,706,584	17.6%	
Michael Carus(1)	5,706,584	17.6%	
Edward Glassmeyer(2)	4,739,999	14.6%	
Jean-Jacques Bertrand(3)	4,277,743	13.2%	
Timothy Weingarten(4)	3,460,265	10.7%	
Steven Brooks(5)	2,166,533	6.7%	
Mark Schleifer	17,000	*	
Robert Beury, Jr.	17,000	*	

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R. Reed Harrison III(7)	81,028	*
Kenneth Peterson(8)	3,099,814	9.5%
Directors and executive officers as a group (19 persons)(9)	24,857,796	76.5%

*

Less than 1%

- (1) Includes shares held by entities affiliated with Jerusalem Venture Partners, of which Mr. Margalit is Managing General Partner and Mr. Carus is a General Partner and CFO, including: (a) JVP III, LP, (b) JVP III (Israel) LP, (c) JVP Entrepreneurs Fund LP, (d) JVP IV, LP, (e) JVP-IV-A LP, and (f) JVP IV (Israel) LP. Messrs. Margalit and Carus disclaim beneficial ownership of such shares.
- (2) Includes shares held by entities affiliated with Oak Investment Partners, of which Mr. Glassmeyer is a director, including: (a) Oak Investment Partners IX, LP, (b) Oak IX Affiliates Fund, LP, and (c) Oak IX Affiliates (Annex), LP. Mr. Glassmeyer disclaims beneficial ownership of such shares.
- (3) Includes shares held by Natio Vie Developpement3, Fonds Communde Placement a Risque, or NVD3, and BNP Europe Telecom & Media Fund II, or BNP ETMF. BNP ETMF may be deemed to beneficially own the shares owned by NVD3 by virtue of their relationship, whereby BNP Private Equity SA, or BNP PE is the management company of NVD 3 and BNP PE shares certain common directors with General Business Finance and Investments Ltd, or GBFI, the general partner of BNP ETMF. Pursuant to the terms of the merger agreement pursuant to which the Series I and Series J preferred stock were issued, Jean Jacques Bertrand became a member of the Company's board of directors. Mr. Bertrand is a member of the board of directors of BNP PE and is a director and one of the shareholders of GBFI. Mr. Bertrand disclaims beneficial ownership of the shares held by NVD3 and BNP ETMF.
- (4) Includes shares held by entities affiliated with Worldview Technology Partners, of which Mr. Weingarten is an employee, including: (a) Worldview Technology Partners III, LP, (b) Worldview Technology International III, LP, (c) Worldview Strategy III, LP, (d) Worldview III Carrier Fund, LP, (e) Worldview Technology Partners IV, LP, (f) Worldview Technology International IV, LP, and (g) Worldview Strategic Partners IV, LP. Mr. Weingarten disclaims beneficial ownership of such shares.
- (5) Includes shares held by entities affiliated with BCP Capital, of which Mr. Brooks is Managing Director, including: (a) BCI Holdings LP, (b) Broadview Holdings LLP, (c) Broadview BCPSBS Fund, (d) BCP Associates Fund LLC (previously known as Broadview Capital Partners Affiliates Fund LLC), (e) BCP General LLC (previously known as Broadview Capital Partners Management LLC), and (f) BCP Capital QPF, L.P. (previously known as Broadview Capital Partners Qualified Purchaser Fund L.P.). Mr. Brooks disclaims beneficial ownership of such shares.
- (6) Includes 14,771 shares of common stock, 8,021 of which are owned directly by Mr. Schaeffer and 6,750 shares of which are held by the Schaeffer Descendant's Trust. Mr. Schaeffer disclaims beneficial ownership of such shares. Also includes 200 shares of Series G preferred stock that converted into 196,170 shares of common stock and 26,776 shares of Series H preferred stock that converted into 1,029,846 shares of common stock.
- (7) Includes options for 2,107 shares of Series H preferred stock that converted into options for 81,028 shares of common stock.
- (8) Includes shares held by Columbia Ventures Corporation, of which Mr. Peterson is Chief Executive Officer.
- (9) See footnotes (1) through (8) above. Consists of Dave Schaeffer, Mark Schleifer, Robert Beury, Jr., Erel Margalit, Edward Glassmeyer, Timothy Weingarten, Steven Brooks, Michael Carus, Jean-Jacques Bertrand, R. Brad Kummer, Timothy O'Neill, R. Reed Harrison III, Warren Thrasher, Jeff Karnes, Andrew Hathaway, Vincent Teissier, Liran Gordon, Thaddeus Weed and Kenneth Peterson.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Our Headquarters Lease

We lease office space in Washington, D.C. from a partnership of which our Chairman and Chief Executive Officer, Dave Schaeffer, is the general partner. The annual rent for this space is approximately \$400,000 and the lease expires August 31, 2006 with an option to renew. We believe that this lease agreement is on terms at least as favorable to us as could have been obtained from an unaffiliated third party.

Acquisitions

In connection with our acquisition of our European network, we acquired Symposium Gamma, Inc., a corporation owned by certain of our principal stockholders, which held the assets used to establish our network in France and Spain, and Symposium Omega, Inc., a corporation also owned by certain of our principal stockholders, which held the assets used to establish our network in Germany. Immediately prior to our acquisition of Symposium Gamma, it had acquired its network assets from Symposium, Inc., a corporation owned by our Chief Executive Officer David Schaeffer. These transactions are described in more detail under "Management's Discussion and Analysis of Financial Condition and Results of Operations Acquisitions Acquisition of European Network."

Marketing and Service Agreement

We have entered into an agency sales agreement with CTC Communications Corp., a company owned indirectly by one of our directors, Kenneth Peterson. Under the agreement, CTC markets our services and we market CTC's services, which are primarily telephony related. Neither CTC, nor we have received any revenue under this agreement. CTC is a customer of ours and we recorded approximately \$18,000 of revenue for the three months ended March 31, 2005 and \$70,000 of revenue from CTC for the year ended December 31, 2004.

Transactions with Columbia Ventures Corporation

We have obtained a transatlantic fiber optic circuit from a subsidiary of Columbia Ventures Corporation. Columbia Ventures Corporation is owned by one of our directors, Kenneth D. Peterson Jr., and is the holder of approximately 9.6% of our common stock. The price for the circuit is less than \$30,000 per month and the term of the service is one year. We believe that these terms are at least as advantageous to us as those we could receive from an unaffiliated party.

On February 24, 2005, we issued a subordinated note in the principal amount of \$10.0 million to Columbia Ventures Corporation. The note was issued pursuant to a Note Purchase Agreement dated February 24, 2005. The note has an initial interest rate of 10% per annum and the interest rate increases by one percent on August 24, 2005, six months after the note was issued, and by an additional one percent at the end of each successive six-month period up to a maximum of 17%. Interest on the note accrues and is payable on the note's maturity date of February 24, 2009. We may prepay the note in whole or in part at any time. The terms of the note require that we pay all principal and accrued interest upon the occurrence of a liquidity event, which is defined as an equity offering in which we raise at least \$30 million in net proceeds. This offering constitutes such a liquidity event. As a result, we will be required to use a portion of the proceeds of this offering to repay the principal and accrued interest on the note. The note is subordinated to the debt evidenced by the Amended and Restated Cisco Note, as well as our accounts receivable line of credit. We believe that the terms of the note are at least as favorable as the terms we would have been able to obtain from an unaffiliated third party.

Customer Agreement with Cisco Systems Capital Corporation

In connection with the UFO acquisition we acquired Cisco as a customer. Cisco is one of our stockholders and a lender. We recorded revenue from Cisco of approximately \$120,000 for the three months ended March 31, 2005 and \$160,000 for the year ended December 31, 2004.

Nortel Settlement

In mid-2004 we participated with our European subsidiaries and LNG Holdings, S.A., or LNG, an entity controlled by our Chief Executive Officer Mr. Schaeffer, in the settlement of various disputes with Nortel Networks UK Limited and Nortel Networks France SAS, or Nortel. The dispute was regarding payments owed by Cogent France and LNG Holdings, S.A., the former parent company of certain of our European subsidiaries, as well as disputes over ongoing maintenance and software licensing for Nortel equipment deployed in our European operations.

In connection with the settlement, we committed to pay approximately \$0.6 million, as settlement in full of all amounts owed to Nortel through June 30, 2004 for services. In addition, we committed to pay approximately \$0.8 million, for services to be delivered by Nortel during the second half of 2004 and to enter into a new services agreement to extend certain maintenance and other services arrangements with Nortel through 2007. Under the terms of the settlement, if we terminate this new services agreement before the end of 2007 without cause, we would be required to pay a penalty of approximately \$1.4 million.

Another component of the settlement involved our commitment to pay approximately \$0.7 million, over three years for right-to-use software licenses for certain Nortel equipment we acquired in Europe through various acquisitions. Our board of directors approved these transactions with Mr. Schaeffer abstaining.

Iberbanda Settlement

Cogent Spain and LNG settled a number of disputes between those entities and Iberbanda, a Spanish entity from whom Cogent Spain had been leasing space and obtaining services. In the settlement, LNG released to Iberbanda a \$0.4 million bond that had been put in place by LNG with the Spanish government as part of a bid for the right to construct a wireless network. In consideration for LNG's release of the bond, Iberbanda settled a claim for over \$0.9 million, of back rent due on the former Madrid offices of Cogent Spain and service charges. In addition, Cogent Spain granted a credit for services to Iberbanda of approximately \$0.2 million, and agreed to pay approximately \$0.1 million, in cash over a period of 18 months. Our board of directors approved these transactions with Mr. Schaeffer abstaining.

Reimbursement for Services Provided by LNG Employees

We have reimbursed LNG approximately \$269,000, for salaries paid by it to two employees of LNG that were providing accounting services to us during 2004. In November 2004, these two employees became employees of Cogent Europe.

Stockholders Agreement

In connection with the equity conversion, the holders of Series F preferred stock, Series G preferred stock, Series I preferred stock, Series J preferred stock, Series K preferred stock, Series L preferred stock and Series M preferred stock entered into a Sixth Amended and Restated Stockholders Agreement with us, which provides for, among other things, an agreement by the parties to vote shares of common stock held by them for our directors so as to elect as directors persons designated by certain of the parties to such agreement, as well as the right to participate on a proportional basis in

any of our future equity offerings. The stockholders agreement will terminate by its terms upon consummation of this offering.

Registration Rights Agreement

Stockholders who previously held our Series F preferred stock, Series G preferred stock, Series I preferred stock, Series J preferred stock, Series K preferred stock, Series L preferred stock and Series M preferred stock are parties to the Seventh Amended and Restated Registration Rights Agreement with us, which provides for, among other things, registration rights with respect to the common stock issued to the parties to the agreement. The material terms of this agreement are described in more detail in "Shares Eligible for Future Sale Registration Rights."

Employment Agreements

We have employment agreements with certain of our named executive officers as described in "Executive Compensation Employment Agreements."

Cisco Systems Service Provider Letter Agreement

In connection with the Cisco recapitalization in July 2003, which is described in detail under "Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources," we entered into a Service Provider Letter Agreement with Cisco Systems pursuant to which we are required, until August 1, 2005, to make use of Cisco equipment for 80% of the hardware in our network. Any purchases we make to maintain this percentage would be on standard terms that we would expect to obtain from an unaffiliated third party.

DESCRIPTION OF CAPITAL STOCK

The following description of our capital stock is only a summary and is qualified in its entirety by reference to the actual terms and provisions of the capital stock contained in our Fifth Amended and Restated Certificate of Incorporation, which became effective on March 24, 2005, and our bylaws, as they will be amended prior to the consummation of this offering.

Our certificate of incorporation effects our 1-for-20 reverse stock split and authorizes 75 million shares of common stock, par value \$.001 per share and 10,000 shares of preferred stock, par value \$.001 per share, the rights and preferences of which may be designated by the board of directors.

Preferred Stock Conversion

In February 2005, our holders of preferred stock elected to convert all of our currently issued preferred stock to common stock.

Our Common Stock

Voting Rights. The holders of our common stock are entitled to one vote per share on all matters submitted for action by the shareholders. There is no provision for cumulative voting with respect to the election of directors. Accordingly, a holder or group of holders of more than 50% of the shares of our common stock can, if it so chooses, elect all of our directors. In that event, the holders of the remaining shares will not be able to elect any directors.

Dividend Rights. All shares of our common stock are entitled to share equally in any dividends our board of directors may declare from legally available sources, subject to the terms of any then-outstanding preferred stock.

Liquidation Rights. Upon liquidation or dissolution of our company, whether voluntary or involuntary, all shares of our common stock are entitled to share equally in the assets available for distribution to shareholders after payment of all of our prior obligations, including any then-outstanding preferred stock.

Other Matters. The holders of our common stock have no preemptive or conversion rights, and our common stock is not subject to further calls or assessments by us. There are no redemption or sinking fund provisions applicable to the common stock. All outstanding shares of our common stock, including the common stock offered in this offering, are fully paid and non-assessable.

Registration Rights Agreement

The holders of the Series F preferred stock, Series G preferred stock, Series I preferred stock, Series J preferred stock, Series K preferred stock, Series L preferred stock and Series M preferred stock are parties to a Seventh Amended and Restated Registration Rights Agreement with us, which provides for, among other things, registration rights with respect to common stock issued to the parties to the agreement. The material terms of this agreement are described in more detail in "Shares Eligible for Future Sale Registration Rights."

Our Preferred Stock

The board of directors is authorized, subject to certain limitations prescribed by law, without further stockholder approval, to issue from time to time up to an aggregate of 10,000 shares of preferred stock in one or more series and to fix or alter the designations, preferences, rights and any qualifications, limitations or restrictions of the shares of each such series thereof, including the dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, including sinking fund provisions, redemption price or prices, liquidation preferences and the number of shares constituting

any series or designations of such series. Although we have no present plans to issue any shares of preferred stock, these additional shares may be used for a variety of corporate purposes, including future public offerings, to raise additional capital or to facilitate acquisitions. One of the effects of the existence of unissued and undesignated preferred stock may be to enable our board of directors to issue shares to persons friendly to current management, which issuance could render more difficult or discourage an attempt to obtain control of our company by means of a merger, tender offer, proxy contest or otherwise, and thereby protect the continuity of our management and possibly deprive the stockholders of opportunities to sell their shares of common stock at prices higher than prevailing market prices.

Certain provisions of our Bylaws and Delaware General Corporation Law

We are subject to Section 203 of the Delaware General Corporation Law, an anti-takeover law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years following the date the person became an interested stockholder, unless the "business combination" or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Generally, a "business combination" includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an "interested stockholder" is a person who, together with affiliates and associates, owns or within three years prior to the determination of interested stockholder status, did own, 15% or more of a corporation's voting stock. The existence of this provision may have an anti-takeover effect with respect to transactions not approved in advance by the board of directors, including discouraging attempts that might result in a premium over the market price for the shares of common stock held by stockholders.

Our bylaws establish advance notice procedures with respect to stockholder proposals and the nomination of candidates for election as directors, other than nominations made by or at the direction of the board of directors or one of its committees.

Transfer Agent and Registrar

Registrar and Transfer Company has been appointed as the transfer agent and registrar for our common stock.

Listing

Our common stock is currently traded on the American Stock Exchange under the symbol "COI."

**UNITED STATES FEDERAL INCOME TAX CONSEQUENCES
TO NON-UNITED STATES HOLDERS**

The following is a summary of the material U.S. federal income tax consequences to non-U.S. holders of the ownership and disposition of our common stock, but does not purport to be a complete analysis of all the potential tax considerations relating thereto. This summary is based upon the provisions of the Internal Revenue Code of 1986, as amended, or the Code, Treasury regulations promulgated thereunder, administrative rulings and judicial decisions, all as of the date hereof. These authorities may be changed, possibly retroactively, so as to result in U.S. federal income tax consequences different from those set forth below. This summary is applicable only to non-U.S. holders who hold our common stock as a capital asset (generally, an asset held for investment purposes). We have not sought any ruling from the Internal Revenue Service (the "IRS"), with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the IRS will agree with such statements and conclusions.

This summary also does not address the tax considerations arising under the laws of any foreign, state or local jurisdiction. In addition, this discussion does not address tax considerations applicable to an investor's particular circumstances or to investors that may be subject to special tax rules, including, without limitation:

banks, insurance companies, or other financial institutions;

persons subject to the alternative minimum tax;

tax-exempt organizations;

dealers in securities or currencies;

traders in securities that elect to use a mark-to-market method of accounting for their securities holdings;

partnerships or other pass-through entities or investors in such entities;

"controlled foreign corporations," "passive foreign corporations," "foreign personal holding companies" and corporations that accumulate earnings to avoid U.S. federal income tax;

U.S. expatriates or former long-term residents of the United States;

persons who hold our common stock as a position in a hedging transaction, "straddle," "conversion transaction" or other risk reduction transaction; or

persons deemed to sell our common stock under the constructive sale provisions of the Code.

In addition, if a partnership holds our common stock, the tax treatment of a partner generally will depend on the status of the partner and upon the activities of the partnership. Accordingly, partnerships which hold our common stock and partners in such partnerships should consult their tax advisors.

This discussion is for general information only and is not tax advice. You are urged to consult your tax advisor with respect to the application of the U.S. federal income tax laws to your particular situation, as well as any tax consequences of the purchase, ownership and disposition of our common stock arising under the U.S. federal estate or gift tax rules or under the laws of any state, local, foreign or other taxing jurisdiction or under any applicable tax treaty.

Non-U.S. Holder Defined

For purposes of this discussion, you are a non-U.S. holder if you are a holder that, for U.S. federal income tax purposes, is not a U.S. person. For purposes of this discussion, you are a U.S. person if you are:

an individual who is a citizen or resident of the United States, including an alien individual who is a lawful permanent resident of the United States or who meets the "substantial presence" test under Section 7701(b) of the Code;

a corporation or other entity taxable as a corporation for U.S. tax purposes or a partnership or entity taxable as a partnership for U.S. tax purposes created or organized in or under the laws of the United States or of any state therein or the District of Columbia, unless in the case of a partnership, U.S. Treasury regulations provide otherwise;

an estate whose income is subject to U.S. federal income tax regardless of its source; or

a trust (1) whose administration is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all substantial decisions of the trust or (2) which has made an election to be treated as a U.S. person.

Distributions

If distributions are made on shares of our common stock, those payments will constitute dividends for U.S. tax purposes to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. To the extent those distributions exceed both our current and our accumulated earnings and profits, they will constitute a return of capital and will first reduce your basis in our common stock, but not below zero, and then will be treated as gain from the sale of stock.

Any dividend paid to you generally will be subject to U.S. withholding tax either at a rate of 30% of the gross amount of the dividend or such lower rate as may be specified by an applicable tax treaty. In order to receive a reduced treaty rate, you must provide us with an IRS Form W-8BEN or other appropriate version of IRS Form W-8 certifying qualification for the reduced rate.

Dividends received by you that are effectively connected with your conduct of a U.S. trade or business (and, where a tax treaty applies, are attributable to a U.S. permanent establishment maintained by you) are exempt from such withholding tax. In order to obtain this exemption, you must provide us with an IRS Form W-8ECI properly certifying such exemption. Such effectively connected dividends, although not subject to withholding tax, are taxed at the same graduated rates applicable to U.S. persons, net of any allowable deductions and credits. In addition, if you are a corporate non-U.S. holder, dividends you receive that are effectively connected with your conduct of a U.S. trade or business may also be subject to a branch profits tax at a rate of 30% or such lower rate as may be specified by an applicable tax treaty.

If you are eligible for a reduced rate of withholding tax pursuant to a tax treaty, you may obtain a refund of any excess amounts currently withheld if you file an appropriate claim for refund with the IRS in a timely manner.

Gain on Disposition of Common Stock

You generally will not be required to pay U.S. federal income tax on any gain realized upon the sale or other disposition of our common stock unless:

the gain is effectively connected with your conduct of a U.S. trade or business (and, where a tax treaty applies, is attributable to a U.S. permanent establishment maintained by you);

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you are an individual who is present in the United States for a period or periods aggregating 183 days or more during the calendar year in which the sale or disposition occurs and certain other conditions are met; or

our common stock constitutes a U.S. real property interest by reason of our status as a "United States real property holding corporation" for U.S. federal income tax purposes (a "USRPHC") at any time within the shorter of the five-year period preceding the disposition or your holding period for our common stock.

We believe that we are not currently and will not become a USRPHC. However, because the determination of whether we are a USRPHC depends on the fair market value of our U.S. real property relative to the fair market value of our other business assets, there can be no assurance that we will not become a USRPHC in the future. Even if we become a USRPHC, however, as long as our common stock is regularly traded on an established securities market, such common stock will be treated as U.S. real property interests only if you actually or constructively hold more than 5% of our common stock.

If you are a non-U.S. holder described in the first bullet above, you will be required to pay tax on the net gain derived from the sale under regular graduated U.S. federal income tax rates, and corporate non-U.S. holders described in the first bullet above may be subject to the branch profits tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. If you are an individual non-U.S. holder described in the second bullet above, you will be required to pay a flat 30% tax on the gain derived from the sale, which tax may be offset by U.S. source capital losses. You should consult any applicable income tax treaties that may provide for different rules.

Backup Withholding and Information Reporting

Generally, we must report annually to the IRS the amount of dividends paid to you, your name and address, and the amount of tax withheld, if any. A similar report is sent to you. These information reporting requirements apply even if withholding was not required. Pursuant to tax treaties or other agreements, the IRS may make its reports available to tax authorities in your country of residence.

Payments of dividends made to you will not be subject to backup withholding if you establish an exemption, for example by properly certifying your non-U.S. status on a Form W-8BEN or another appropriate version of Form W-8. Notwithstanding the foregoing, backup withholding at a rate of up to 31%, with a current rate of 28%, may apply if either we or our paying agent has actual knowledge, or reason to know, that you are a U.S. person.

Payments of the proceeds from a disposition of our common stock effected outside the United States by a non-U.S. holder made by or through a foreign office of a broker generally will not be subject to information reporting or backup withholding. However, information reporting (but not backup withholding) will apply to such a payment if the broker is a U.S. person, a controlled foreign corporation for U.S. federal income tax purposes, a foreign person 50% or more of whose gross income is effectively connected with a U.S. trade or business for a specified three-year period, or a foreign partnership with certain connections with the United States, unless the broker has documentary evidence in its records that the beneficial owner is a non-U.S. holder and specified conditions are met or an exemption is otherwise established.

Payments of the proceeds from a disposition of our common stock by a non-U.S. holder made by or through the U.S. office of a broker is generally subject to information reporting and backup withholding unless the non-U.S. holder certifies as to its non-U.S. holder status under penalties of perjury or otherwise establishes an exemption from information reporting and backup withholding.

Backup withholding is not an additional tax. Rather, the U.S. income tax liability of persons subject to backup withholding will be reduced by the amount of tax withheld. If withholding results in an overpayment of taxes, a refund or credit may be obtained, provided that the required information is furnished to the IRS in a timely manner.

SHARES ELIGIBLE FOR FUTURE SALE

Future sales of substantial amounts of our common stock in the public market could adversely affect the market price of our common stock. Furthermore, because only a limited number of shares will be available for sale shortly after this offering due to the contractual and legal restrictions on resale described below, sales of substantial amounts of our common stock in the public market after the restrictions lapse, or the perception that such sales could occur, could adversely affect the prevailing market price and our ability to raise capital in the future.

Upon the closing of this offering, we will have outstanding an aggregate of 37,242,029 shares of common stock. Of the outstanding shares, the shares sold in this offering will be freely tradable without restriction or further registration under the Securities Act, except that any shares held by our "affiliates," as that term is defined under Rule 144 of the Securities Act, may be sold only in compliance with the limitations described below. The remaining shares of common stock will be deemed "restricted securities" as defined under Rule 144. Restricted securities may be sold in the public market only in a transaction registered under the Securities Act of 1933 (for example pursuant to the Registration Rights summarized below) or if they qualify for an exemption from registration under Rule 144 or 144(k) under the Securities Act, which rules are summarized below, or another exemption under the Securities Act applies.

Additionally, as described in "Underwriting Lock-up Agreements," we have agreed, along with each of our directors and certain of our executive officers (including our Chief Executive Officers) and holders of our common stock (who together hold over 90% of our common stock outstanding on May 5, 2005), that, without the prior written consent of Lehman Brothers Inc., we will not, subject to some exceptions, and limited extensions in certain circumstances, directly or indirectly, offer, pledge, announce the intention to sell, sell, contract to sell, sell an option of contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of any common stock or any securities which may be converted into or exchanged for any common stock or enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of the common stock. Our lock-up agreement extends for 180 days after the date of this prospectus except that we may issue shares of common stock that are not subject to this lock-up in unregistered transactions in conjunction an acquisition of a company or business. As a result of these "lock-up" agreements, the restricted shares will be available for sale in the public market, subject to eligibility for sale under Rules 144 or 144(k) or in a registered transaction and subject to the release from lock-up obligations, as follows:

180 days after the date of this prospectus, 2,941,202 shares;

270 days after the date of this prospectus, 4,411,803 shares;

360 days after the date of this prospectus, 5,882,404 shares;

450 days after the date of this prospectus, 7,353,005 shares; and

540 days after the date of this prospectus, 8,823,605 shares.

Each release of shares from the lock-up agreements described above will be extended if:

during the last 17 days of each of the five periods described above, we issue an earnings release or announce material news or a material event; or

prior to the expiration of each of these periods, we announce that we will release earnings results during the 16-day period beginning on the last day of such period;

in which case the restrictions described in the immediately preceding two paragraphs will continue to apply to the applicable shares until the expiration of the 18-day period beginning on the issuance of the earnings release or the announcement of the material news or material event.

Rule 144

In general, under Rule 144, as currently in effect, a person who owns shares that were acquired from us or an affiliate of ours at least one year prior to the proposed sale is entitled to sell, within any 90-day period, upon expiration of any lock-up agreement to which he or she is a party, a number of shares that does not exceed the greater of:

1% of the number of shares of common stock then outstanding, which will equal approximately _____ shares immediately after this offering; or

the average weekly trading volume of the common stock on the American Stock Exchange during the four calendar weeks preceding the filing of a notice on Form 144 with respect to such sale.

Sales under Rule 144 are also subject to certain manner of sale provisions and notice requirements and to the availability of current public information about us. Rule 144 also provides that our affiliates who sell shares of our common stock that are not restricted shares must nonetheless comply with the same restrictions applicable to restricted shares, other than the holding period requirement.

Rule 144(k)

Under Rule 144(k), a person who is not deemed to be, or to have been, one of our affiliates for purposes of the Securities Act at any time during the 90 days preceding a sale, and who has beneficially owned the shares proposed to be sold for at least two years, including in some circumstances the holding period of a prior owner, is entitled to sell the shares without complying with the manner of sale, public information, volume limitation or notice provisions of Rule 144.

Registration Rights

Certain of our preferred stock holders who are subject to the lockup agreements entered into a restated registration rights agreement with us, which provides for, among other things, registration rights with respect to common stock held by such parties. Pursuant to the registration rights agreement, these parties may require us to register upon demand the sale of their shares of common stock on up to three occasions. This requirement is called a demand registration. We are required to pay all registration expenses in connection with any demand registration effected pursuant to a registration right. In addition, if we propose to register the sale of any of our common stock under the Securities Act, whether for our own account or otherwise, those stockholders are entitled to notice of the registration and are entitled to include, subject to certain exceptions, their shares of common stock in that registration with all registration expenses paid by us. Notwithstanding the foregoing, pursuant to their obligations under the lock-up agreements, these parties will be unable to exercise a registration right prior to one year after the date of this prospectus.

UNDERWRITING

Lehman Brothers Inc. is acting as representative of the underwriters. Under the terms of an Underwriting Agreement, which is filed as an exhibit to this registration statement, each of the underwriters named below has severally agreed to purchase from us the respective number of common stock shown opposite its name below:

Underwriter	Number of Shares
Lehman Brothers Inc.	
Thomas Weisel Partners LLC	
CIBC World Markets Corp.	
Friedman, Billings, Ramsey & Co., Inc.	

The underwriting agreement provides that the underwriters' obligation to purchase shares of common stock depends on the satisfaction of the conditions contained in the underwriting agreement including:

the obligation to purchase all of the shares of common stock offered hereby, if any of the shares are purchased;

the representations and warranties made by us to the underwriters are true;

there is no material change in the financial markets; and

we deliver customary closing documents to the underwriters.

Commissions and Expenses

The following table summarizes the underwriting discounts and commissions we will pay to the underwriters. These amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase additional shares. The underwriting fee is the difference between the initial price to the public and the amount the underwriters pay to us for the shares.

	No Exercise	Full Exercise
Per share		
Total		

The representative of the underwriters has advised us that the underwriters propose to offer the shares of common stock directly to the public at the public offering price on the cover of this prospectus and to selected dealers, which may include the underwriters, at such offering price less a selling concession not in excess of \$ _____ per share. The underwriters may allow, and the selected dealers may re-allow, a discount from the concession not in excess of \$ _____ per share to other dealers. After the offering, the representative may change the offering price and other selling terms.

The expenses of the offering that are payable by us are estimated to be \$ _____ (exclusive of underwriting discounts and commissions).

Option to Purchase Additional Shares

We have granted the underwriters an option exercisable for 30 days after the date of this prospectus, to purchase, from time to time, in whole or in part, up to an aggregate of 727,500 shares at the public offering price less underwriting discounts and commissions. This option may be exercised if the underwriters sell more than 4,850,000 shares in connection with this offering. To the extent that this option is exercised, each underwriter will be obligated, subject to certain conditions, to purchase its pro rata portion of these additional shares based on the underwriter's percentage underwriting commitment in the offering as indicated in the table at the beginning of this Underwriting Section.

Lock-Up Agreements

We, all of our directors and certain of our executive officers (including our Chief Executive Officer) and stockholders holding over 90% of our shares of common stock outstanding on May 5, 2005 have agreed not to, without the prior written consent of Lehman Brothers Inc., subject to some exceptions and limited extensions in certain circumstances, directly or indirectly, offer, pledge, announce the intention to sell, sell, contract to sell, sell an option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of any common stock or any securities which may be converted into or exchanged for any common stock or enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of the common stock. Lehman Brothers Inc. has informed us that it has no present intention of consenting to any early waiver of these lock-up agreements.

Our lock-up agreement extends for 180 days after the date of this prospectus except that we may issue shares of common stock that are not subject to this lock-up in unregistered transactions in conjunction an acquisition of a company or business. The lock-up agreements for certain of our executive officers (other than our Chief Executive Officer and our Chief Operating Officer) will extend for 180 days after the date of this prospectus. The other shares subject to these lock-up agreements will be released from the agreements in the following increments:

10% after 180 days from the date of this prospectus;

15% after 270 days from the date of this prospectus;

20% after 360 days from the date of this prospectus;

25% after 450 days from the date of this prospectus; and

the remaining 30% after 540 days from the date of this prospectus.

Each release of shares from the lock-up agreements described above will be extended if:

during the last 17 days of each of the five periods described above, we issue an earnings release or announce material news or a material event; or

prior to the expiration of each of these periods, we announce that we will release earnings results during the 16-day period beginning on the last day of such period;

in which case the restrictions described in the immediately preceding two paragraphs will continue to apply to the applicable shares until the expiration of the 18-day period beginning on the issuance of the earnings release or the announcement of the material news or material event.

Indemnification

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act, and to contribute to payments that the underwriters may be required to make for these liabilities.

Stabilization, Short Positions and Penalty Bids

The representative may engage in stabilizing transactions, short sales and purchases to cover positions created by short sales, and penalty bids or purchases for the purpose of pegging, fixing or maintaining the price of the common stock, in accordance with Regulation M under the Securities Exchange Act of 1934:

Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.

A short position involves a sale by the underwriters of shares in excess of the number of shares the underwriters are obligated to purchase in the offering, which creates the syndicate short

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position. This short position may be either a covered short position or a naked short position. In a covered short position, the number of shares involved in the sales made by the underwriters in excess of the number of shares they are obligated to purchase is not greater than the number of shares that they may purchase by exercising their option to purchase additional shares. In a naked short position, the number of shares involved is greater than the number of shares in their option to purchase additional shares. The underwriters may close out any short position by either exercising their option to purchase additional shares and/or purchasing shares in the open market. In determining the source of shares to close out the short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through their option to purchase additional shares. A naked short position is more likely to be created if the underwriters are concerned that there could be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in the offering.

Syndicate covering transactions involve purchases of the common stock in the open market after the distribution has been completed in order to cover syndicate short positions.

Penalty bids permit the representative to reclaim a selling concession from a syndicate member when the common stock originally sold by the syndicate member is purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions.

These stabilizing transactions, syndicate covering transactions and penalty bids may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of the common stock. As a result, the price of the common stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on The American Stock Exchange or otherwise and, if commenced, may be discontinued at any time.

Neither we nor any of the underwriters make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the common stock. In addition, neither we nor any of the underwriters make representation that the representative will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

Electronic Distribution

A prospectus in electronic format may be made available on the Internet sites or through other online services maintained by one or more of the underwriters and/or selling group members participating in this offering, or by their affiliates. In those cases, prospective investors may view offering terms online and, depending upon the particular underwriter or selling group member, prospective investors may be allowed to place orders online. The underwriters may agree with us to allocate a specific number of shares for sale to online brokerage account holders. Any such allocation for online distributions will be made by the representative on the same basis as other allocations.

Other than the prospectus in electronic format, the information on any underwriter's or selling group member's web site and any information contained in any other web site maintained by an underwriter or selling group member is not part of the prospectus or the registration statement of which this prospectus forms a part, has not been approved and/or endorsed by us or any underwriter or selling group member in its capacity as underwriter or selling group member and should not be relied upon by investors.

Stamp Taxes

If you purchase shares of common stock offered in this prospectus, you may be required to pay stamp taxes and other charges under the laws and practices of the country of purchase, in addition to the offering price listed on the cover page of this prospectus.

Relationships

Certain of the underwriters and their related entities have engaged and may engage in commercial and investment banking transactions with us in the ordinary course of their business. They have received customary compensation and expenses for these commercial and investment banking transactions.

LEGAL MATTERS

The validity of the shares of common stock offered hereby will be passed upon for us by Latham & Watkins LLP, Washington, D.C. Various legal matters relating to this offering will be passed upon for the underwriters by Mayer, Brown, Rowe & Maw LLP, Chicago, IL.

EXPERTS

The consolidated financial statements of Cogent Communications Group, Inc. at December 31, 2004 and 2003, and for each of the three years in the period ended December 31, 2004, appearing in this prospectus and registration statement have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Firstmark Communications Participations S.à r.l. at December 31, 2003 and 2002, and for each of the two years in the period ended December 31, 2003, appearing in this prospectus and registration statement have been audited by Ernst & Young SA, independent registered public accounting firm, as set forth in their report thereon (which contains an explanatory paragraph describing conditions that raise substantial doubt about Firstmark Communications' ability to continue as a going concern as described in Note 1 to Firstmark Communications' consolidated financial statements) appearing elsewhere herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the Securities and Exchange Commission a registration statement under the Securities Act of 1933, as amended, referred to as the Securities Act, with respect to the shares of our common stock offered by this prospectus. This prospectus, filed as a part of the registration statement, does not contain all of the information set forth in the registration statement or the exhibits and schedules thereto as permitted by the rules and regulations of the SEC. For further information about us and our common stock, you should refer to the registration statement. This prospectus summarizes provisions that we consider material of certain contracts and other documents to which we refer you. Because the summaries may not contain all of the information that you may find important, you should review the full text of those documents. We have included copies of those documents as exhibits to the registration statement.

We are currently subject to the periodic reporting and other requirements of the Securities Exchange Act of 1934. You may read and copy any document we file or have filed with the SEC, including the registration statement of which this prospectus is a part and the exhibits thereto, may be inspected, without charge, and copies may be obtained at prescribed rates, at the SEC's Public Reference Room at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The registration statement and other information filed by us with the SEC are also available at the SEC's Internet site at www.sec.gov. You may request copies of the filing, at no cost, by telephone at (202) 295-4200 or by mail at Cogent Communications Group, Inc., 1015 31st Street N.W., Washington, D.C. 20007.

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COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2004 AND MARCH 31, 2005
(IN THOUSANDS, EXCEPT SHARE DATA)

	December 31, 2004	March 31, 2005
		(Unaudited)
Assets		
Current assets:		
Cash and cash equivalents	\$ 13,844	\$ 17,312
Restricted cash		4,000
Short term investments (\$355 and \$348 restricted, respectively)	509	355
Accounts receivable, net of allowance for doubtful accounts of \$3,229 and \$1,999, respectively	13,564	15,643
Prepaid expenses and other current assets	4,224	5,121
Total current assets	32,141	42,431
Property and equipment:		
Property and equipment	475,775	476,478
Accumulated depreciation and amortization	(138,500)	(151,340)
Total property and equipment, net	337,275	325,138
Intangible assets:		
Intangible assets	30,240	29,929
Accumulated amortization	(27,115)	(28,325)
Total intangible assets, net	3,125	1,604
Asset held for sale	1,220	
Other assets (\$1,370 and \$1,355 restricted, respectively)	4,825	5,114
Total assets	\$ 378,586	\$ 374,287
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 16,090	\$ 10,878
Accrued liabilities	20,669	19,310
Credit facility		7,264
Amended and Restated Cisco Note, current maturity related party		7,000
Capital lease obligations, current maturities	7,488	7,195
Total current liabilities	44,247	51,647
Amended and Restated Cisco Note related party	17,842	10,842
Convertible subordinated notes, net of discount of \$5,026 and \$4,688, respectively	5,165	5,503
Subordinated note related party		10,000
Capital lease obligations, net of current maturities	95,887	93,229
Other long-term liabilities	2,955	2,759
Total liabilities	166,096	173,980
Commitments and contingencies:		
Stockholders' equity:		
Convertible preferred stock, Series F, \$0.001 par value; 11,000 shares authorized, issued, and outstanding at December 31, 2004; none at March 31, 2005		10,904
Convertible preferred stock, Series G, \$0.001 par value; 41,030 shares authorized, 41,021 shares issued and outstanding at December 31, 2004; none at March 31, 2005		40,778
Convertible preferred stock, Series H, \$0.001 par value; 84,001 shares authorized; 45,821 shares issued and outstanding at December 31, 2004; none at March 31, 2005		44,309
		2,545

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	December 31, 2004	March 31, 2005
Convertible preferred stock, Series I, \$0.001 par value; 3,000 shares authorized, 2,575 shares issued and outstanding at December 31, 2004; none at March 31, 2005		
Convertible preferred stock, Series J, \$0.001 par value; 3,891 shares authorized, issued and outstanding at December 31, 2004; none at March 31, 2005	19,421	
Convertible preferred stock, Series K, \$0.001 par value; 2,600 shares authorized, issued and outstanding at December 31, 2004; none at March 31, 2005	2,588	
Convertible preferred stock, Series L, \$0.001 par value; 185 shares authorized, issued and outstanding at December 31, 2004; none at March 31, 2005	927	
Convertible preferred stock, Series M, \$0.001 par value; 3,701 shares authorized, issued and outstanding at December 31, 2004; none at March 31, 2005	18,353	
Common stock, \$0.001 par value; 75,000,000 shares authorized; 827,487 and 32,392,029 shares outstanding, respectively	1	32
Additional paid-in capital	236,692	376,329
Deferred compensation	(22,533)	(19,205)
Stock purchase warrants	764	764
Treasury stock, 61,462 shares	(90)	(90)
Accumulated other comprehensive income foreign currency translation adjustment	1,515	1,134
Accumulated deficit	(143,684)	(158,657)
Total stockholders' equity	212,490	200,307
Total liabilities and stockholders' equity	\$ 378,586	\$ 374,287

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

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND MARCH 31, 2005
(IN THOUSANDS EXCEPT SHARE AND PER SHARE AMOUNTS)

	Three Months Ended March 31, 2004	Three Months Ended March 31, 2005
	(Unaudited)	(Unaudited)
Net service revenue	\$ 20,945	\$ 34,414
Operating expenses:		
Network operations (including \$212 and \$96 of amortization of deferred compensation, respectively, exclusive of amounts shown separately)	15,947	23,033
Selling, general, and administrative (including \$2,820 and \$3,099 of amortization of deferred compensation, respectively, and \$828 and \$922 of bad debt expense, respectively)	12,401	13,395
Depreciation and amortization	14,536	13,680
Total operating expenses	42,884	50,108
Operating loss	(21,939)	(15,694)
Gains on disposition of assets, net	858	3,372
Interest income and other, net	154	208
Interest expense	(3,243)	(2,859)
Net loss	\$ (24,170)	\$ (14,973)
Beneficial conversion charges	(22,028)	
Net loss applicable to common stock	\$ (46,198)	\$ (14,973)
Net loss per common share:		
Basic and diluted net loss per common share	\$ (35.94)	\$ (0.92)
Beneficial conversion charges	(32.76)	
Basic and diluted net loss per common share applicable to common stock	(68.70)	(0.92)
Weighted-average common shares basic and diluted	672,457	16,260,654

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

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2004 AND MARCH 31, 2005
(IN THOUSANDS)

	Three Months Ended March 31, 2004	Three Months Ended March 31, 2005
	(Unaudited)	(Unaudited)
Cash flows from operating activities:		
Net loss	\$ (24,170)	\$ (14,973)
Adjustments to reconcile net loss to net cash used in operating activities:		
Gains dispositions of assets, net	(750)	(3,476)
Depreciation and amortization	14,536	13,680
Amortization of debt discount convertible notes	231	338
Amortization of deferred compensation	3,032	3,195
Changes in assets and liabilities, net of acquisitions:		
Accounts receivable	4,136	(2,357)
Prepaid expenses and other current assets	(921)	(1,041)
Other assets	382	(384)
Accounts payable, accrued and other liabilities	(8,058)	(1,604)
Net cash used in operating activities	(11,582)	(6,622)
Cash flows from investing activities:		
Purchases of property and equipment	(1,833)	(3,092)
Purchase of German network assets		(955)
Maturities of short term investments	3,451	154
Restricted cash-collateral under credit facility		(4,000)
Cash acquired Cogent Europe	2,163	
Proceeds from dispositions of assets	3,748	5,082
Net cash provided by (used in) investing activities	7,529	(2,811)
Cash flows from financing activities:		
Cash acquired mergers	21,966	
Proceeds from issuance of subordinated note related party	10,000	
Borrowings under credit facility		10,000
Repayments under credit facility		(2,736)
Repayment of advances from LNG Holdings related party	(1,248)	
Repayments of capital lease obligations	(969)	(4,053)
Net cash provided by financing activities	19,749	13,211
Effect of exchange rate changes on cash	(137)	(310)
Net increase in cash and cash equivalents	15,559	3,468
Cash and cash equivalents, beginning of period	7,875	13,844
Cash and cash equivalents, end of period	\$ 23,434	\$ 17,312
Supplemental disclosures of cash flow information:		
Non-cash financing activities Capital lease obligations incurred	\$ 118	\$ 384

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

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 2004 and 2005

(unaudited)

1. Description of the business and recent developments:

Description of business

Cogent Communications, Inc. ("Cogent") was formed on August 9, 1999, as a Delaware corporation and is headquartered in Washington, DC. In 2001, Cogent formed Cogent Communications Group, Inc., (the "Company"), a Delaware corporation. Effective on March 14, 2001, Cogent's stockholders exchanged all of their outstanding common and preferred shares for an equal number of shares of the Company, and Cogent became a wholly owned subsidiary of the Company. This was a tax-free exchange that was accounted for by the Company at Cogent's historical cost.

The Company is a leading 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 through over 9,000 customer connections in North America and Europe.

The Company's primary on-net service is Internet access at a speed of 100 Megabits per second, much faster than typical Internet access currently offered to businesses. The Company offers this on-net service exclusively through its own facilities, which run all the way to its customers' premises. Because of its integrated network architecture, the Company is not dependent on local telephone companies to serve its on-net customers. The Company's typical customers in multi-tenant office buildings are law firms, financial services firms, advertising and marketing firms and other professional services businesses. The Company also provides on-net Internet access at a speed of one Gigabit per second and greater to certain bandwidth-intensive users such as universities, other Internet service providers, telephone companies, cable television companies and commercial content providers.

In addition to providing on-net services, the Company also provides Internet connectivity to customers that are not located in buildings directly connected to its network. The Company serves these off-net customers using other carriers' facilities to provide the "last mile" portion of the link from its customers' premises to the Company's network. The Company also operates 30 data centers throughout North America and Europe that allow customers to colocate their equipment and access our network, and from which the Company provides its managed modem service.

The Company has created its network by purchasing optical fiber from carriers with large amounts of unused fiber and directly connecting Internet routers to the existing optical fiber national backbone. The Company has expanded its network through several acquisitions of financially distressed companies or their assets. The overall impact of these acquisitions on the operation of its business has been to extend the physical reach of the Company's network in both North America and Europe, expand the breadth of its service offerings, and increase the number of customers to whom the Company provides its services.

Recent Developments

Public Offering

The Company has filed a registration statement to sell up to \$86.3 million worth of shares of common stock in a public offering. There can be no assurances that the offering will be completed.

Reverse stock split

In March 2005, the Company effected a 1-for-20 reverse stock split. Accordingly, all share and per share amounts have been retroactively adjusted to give effect to this event.

Equity conversion

In February 2005, the Company's holders of its preferred stock elected to convert all of their shares of preferred stock into 31.6 million shares of the Company's common stock (the "Equity Conversion"). As a result, the Company no longer has outstanding shares of preferred stock and the liquidation preferences on preferred stock have been eliminated. This accounting for this transaction resulted in the elimination of the balances for the Series F through M preferred stock and an increase of approximately \$139.7 million to additional paid in capital.

Reclassifications

Certain previously reported December 31, 2004 balance sheet amounts have been reclassified in order to be consistent with the March 31, 2005 balance sheet presentation.

Management's plans, liquidity and business risks

The Company has experienced losses since its inception in 1999 and as of March 31, 2005 had an accumulated deficit of \$158.7 million and a working capital deficit of \$9.2 million. The Company operates in the rapidly evolving Internet services industry, which is subject to intense competition and rapid technological change, among other factors. The successful execution of the Company's business plan is dependent upon the Company's ability to increase and retain its customers, its ability to integrate acquired businesses and purchased assets into its operations and realize planned synergies, the extent to which acquired businesses and assets are able to meet the Company's expectations and projections, the Company's ability to retain and attract key employees, and the Company's ability to manage its growth and geographic expansion, among other factors.

In February 2005, the Company issued a subordinated note for \$10.0 million in cash. In March 2005, the Company entered into a \$10.0 million credit facility and borrowed \$10.0 million under this facility, of which \$4.0 million is restricted and held by the lender. The Company repaid \$2.7 million and \$7.3 million was outstanding under the credit facility as of March 31, 2005. In March 2005, the Company sold its formerly occupied building located in Lyon, France for net proceeds of \$5.1 million. Management believes that cash generated from the Company's operations combined with the amounts received from these transactions is adequate to meet the Company's future funding requirements. Although management believes that the Company will successfully mitigate its risks, management cannot give any assurance that it will be able to do so or that the Company will ever operate profitably.

Any future acquisitions, other significant unplanned costs or cash requirements may require the Company to raise additional funds through the issuance of debt or equity. Such financing may not be available on terms acceptable to the Company or its stockholders, or at all. Insufficient funds may require the Company to delay or scale back the number of buildings that it serves or require the Company to restructure its business. If additional funds are raised by issuing equity securities, substantial dilution to existing stockholders may result.

Basis of presentation

The accompanying unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. In the opinion of management, the unaudited condensed consolidated financial statements reflect all normal recurring adjustments that the Company considers necessary for the fair presentation of its results of operations and cash flows for the interim periods covered, and of the financial position of the Company at the date of the interim condensed consolidated balance sheet. Certain information and footnote disclosures normally included in the annual consolidated financial statements prepared in accordance with U. S. generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. The operating results for interim periods are not necessarily indicative of the operating results for the entire year. While the Company believes that the disclosures are adequate to not make the information misleading, these interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included elsewhere in this report.

The accompanying unaudited consolidated financial statements include all wholly owned subsidiaries. All inter-company accounts and activity have been eliminated.

International operations

The Company recognizes revenue from operations in Canada through its wholly owned subsidiary, Cogent Canada. Revenue for Cogent Canada for the three months ended March 31, 2005 and 2004 was \$1.9 million and \$1.5 million, respectively. Cogent Canada's total assets were \$11.0 million at March 31, 2005 and \$11.4 million at December 31, 2004. The Company began recognizing revenue from operations in Europe effective with the January 5, 2004 acquisition of Cogent Europe. Revenue for the Company's European operations for the three months ended March 31, 2005 and 2004 was \$7.0 million and \$5.6 million, respectively. Cogent Europe's total consolidated assets were \$67.3 million at March 31, 2005 and \$68.3 million at December 31, 2004.

Foreign currency translation adjustment and comprehensive loss

The functional currency of Cogent Canada is the Canadian dollar. The functional currency of Cogent Europe is the euro. The consolidated financial statements of Cogent Canada, and Cogent Europe, 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. Individually significant transactions denominated in foreign currencies are translated into U.S. dollars at the exchange rates on the date the transaction is recognized. Gains and losses on translation of the accounts of the Company's non-U.S. operations are accumulated and reported as a component of other comprehensive income in stockholders' equity.

Statement of Financial Accounting Standard ("SFAS") No. 130, "Reporting of Comprehensive Income" requires "comprehensive income" and the components of "other comprehensive income" to

be reported in the financial statements and/or notes thereto. The Company's only components of "other comprehensive income" are currency translation adjustments for all periods presented.

	Three months ended March 31, 2004	Three months ended March 31, 2005
Net loss applicable to common stock	\$ (46,198)	\$ (14,973)
Currency translation	(123)	(381)
Comprehensive loss	\$ (46,321)	\$ (15,354)

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 March 31, 2005 and December 31, 2004, the Company's marketable securities consisted of money market accounts, certificates of deposit and commercial paper.

The Company was party to letters of credit totaling approximately \$1.7 million at March 31, 2005 and \$1.7 million as of December 31, 2004. These letters of credit are secured by certificates of deposit and commercial paper investments of approximately \$1.7 million at March 31, 2005 and \$1.7 million at December 31, 2004 that are restricted and included in short-term investments and other assets.

At March 31, 2005 and December 31, 2004 the carrying amount of cash and cash equivalents, restricted cash, short-term investments, accounts receivable, prepaid and other current assets, accounts payable, and accrued expenses approximated fair value because of the short maturity of these instruments. The Allied Riser convertible subordinated notes are due in June 2007 and have a face value of \$10.2 million. The notes were recorded at their fair value of approximately \$2.9 million at the merger date. The resulting discount is being accreted to interest expense through the maturity date using the effective interest rate method.

Credit risk

The Company's assets that are exposed to credit risk consist of its cash equivalents, short-term investments, other assets and accounts receivable. The Company places its cash equivalents and short-term investments 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, Western Europe and in Ontario Canada.

Long-lived assets

The Company's long-lived assets include property and equipment and identifiable intangible assets to be held and used. These long-lived assets are currently reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount should be addressed pursuant to Statement of Financial Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." Pursuant to SFAS No. 144, 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 and their eventual disposition. The cash flow projections used to make this assessment are consistent with the cash flow projections that management uses

internally to assist in making key decisions. 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 is generally 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 under SFAS No. 144 would change. Because management's best estimate of undiscounted cash flows generated from these assets exceeds their carrying value for each of the periods presented, no impairment pursuant to SFAS No. 144 exists.

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 those estimates.

Stock-based compensation

The Company accounts for its stock option plan and shares of restricted preferred stock granted under its incentive award plans in accordance with the provisions of Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations using the intrinsic method. As such, compensation expense related to employee stock options is recorded only if on the date of grant, the fair value of the underlying stock exceeds the exercise price. Compensation expense related to restricted shares is recorded based upon the fair value of the underlying stock.

The Company has adopted the disclosure only requirements of SFAS No. 123, "Accounting for Stock-Based Compensation," which allows entities to continue to apply the provisions of APB Opinion No. 25 for transactions with employees and to provide pro forma disclosures as if the fair value based method of accounting described in SFAS No. 123 had been applied to employee stock option grants and restricted shares. The following table illustrates the effect on net loss per share if the Company had applied the fair value recognition provisions of SFAS No. 123 (in thousands except per share amounts):

	Three Months Ended March 31, 2004	Three Months Ended March 31, 2005
Net loss applicable to common stock, as reported	\$ (46,198)	\$ (14,973)
Add: stock-based employee compensation expense included in reported net loss, net of related tax effects	3,032	3,195
Deduct: total stock-based employee compensation expense determined under fair value based method, net of related tax effects	(3,032)	(3,334)
Pro forma net loss applicable to common stock	\$ (46,198)	\$ (15,112)
Loss per share as reported basic and diluted	\$ (68.70)	\$ (0.92)
Pro forma loss per share basic and diluted	\$ (68.70)	\$ (0.93)

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The weighted average per share grant date fair value of options granted was \$13.29 for the three months ended March 31, 2005. The fair value of these options was estimated at the date of grant using the Black-Scholes method with the following weighted-average assumptions: an average risk-free rate of 4.0 percent, a dividend yield of 0 percent, an expected life of 5.0 years, and expected volatility of 154%. There were no options granted in the three months ended March 31, 2004.

The weighted-average per share grant date fair value of restricted shares granted to employees in the three months ended March 31, 2004 was \$34.64. There were no restricted shares granted in the three months ended March 31, 2005. The fair value was determined using the trading price of the Company's common stock on the date of grant.

Basic and diluted net loss per common share

Net loss per share is presented in accordance with the provisions of SFAS No. 128 "Earnings per Share." SFAS No. 128 requires a presentation of basic EPS and diluted EPS. Basic EPS excludes dilution for common stock equivalents and is computed by dividing income or loss available to common stockholders by the weighted-average number of common shares outstanding for the period, adjusted, using the if-converted method, for the effect of common stock equivalents arising from the assumed conversion of participating convertible securities, if dilutive. Diluted net loss per common share is based on the weighted-average number of shares of common stock outstanding during each period, adjusted for the effect of common stock equivalents arising from the assumed exercise of stock options, warrants, the conversion of preferred stock and the conversion of convertible debt, if dilutive. Common stock equivalents have been excluded from the net loss per share calculations for all periods presented because their effect would be anti-dilutive.

The weighted average common shares basic and diluted increased from 672,457 for the three months ended March 31, 2004 to 16,260,654 for the three months ended March 31, 2005 primarily due to the effect of the conversion of the Company's shares of preferred stock into 31.6 million shares of common stock on February 14, 2005.

For the three months ended March 31, 2005 and 2004, options to purchase 1,060,423 and 6,080 shares of common stock at weighted-average exercise prices of \$2.33 and \$9.03 per share, respectively, are not included in the computation of diluted earnings per share as they are anti-dilutive. For the three months ended March 31, 2005 and 2004, approximately 6,300 shares of common stock issuable on the conversion of the Allied Riser convertible notes and warrants are not included in the computation of diluted earnings per share as they are anti-dilutive.

Recent accounting pronouncements

In December 2004, the FASB issued Statement No. 123 (revised 2004), *Share-Based Payment* ("SFAS 123(R)"). SFAS 123(R) requires all share-based payments to employees, including grants of stock options, to be recognized in the statement of operations based upon their fair values. The Company currently discloses the impact of valuing grants of stock options and recording the related compensation expense in a pro-forma footnote to its financial statements. Under SFAS 123(R) this alternative is no longer available. The Company will be required to adopt SFAS 123(R) on January 1, 2006 and as a result will record additional compensation expense in its statements of operations. The impact of the adoption of SFAS 123(R) cannot be predicted at this time because it will depend on levels of share-based payments granted in the future. However, had the Company adopted

SFAS 123(R) in prior periods, the impact of that standard would have approximated the impact of SFAS No. 123 as described in the disclosure of pro forma net loss in the notes to these condensed consolidated financial statements. The Company is currently evaluating the impact of the adoption of SFAS 123(R) on its financial position and results of operations, including the valuation methods and support for the assumptions that underlie the valuation of the awards.

Cash flows from financing activities

In connection with the mergers with Cogent Europe and Symposium Omega certain of the Company's shareholders invested in the entities that acquired the operating assets and liabilities of the businesses acquired. As a result, these amounts are included in cash flows from financing activities in the accompanying condensed consolidated statement of cash flows for the three months ended March 31, 2004.

2. Acquisitions:

Since the Company's inception, it has consummated several acquisitions through which it has generated revenue growth, expanded its network and customer base and added strategic assets to its business. These acquisitions were recorded in the accompanying financial statements under the purchase method of accounting. The operating results have been included in the consolidated statements of operations from the acquisition dates. The purchase price allocations for the UFO, Aleron, Global Access and Verio acquisitions are not finalized and could change if assumed liabilities result in amounts different than their estimated amounts.

Verio acquisition

In December 2004, the Company acquired most of the off-net Internet access customers of Verio, Inc., ("Verio") a leading global IP provider and subsidiary of NTT Communications Corp. The Company has substantially completed the integration of these acquired assets into its operations and network.

Aleron Broadband Services acquisition

In October 2004, the Company acquired certain assets of Aleron Broadband Services, formally known as AGIS Internet ("Aleron"), and \$18.5 million in cash, in exchange for 3,700 shares of its Series M preferred stock. The Company has substantially completed the integration of these acquired assets into its operations and network.

Global Access acquisition

In September 2004, the Company issued 185 shares of Series L preferred stock to the shareholders of Global Access Telecommunications, Inc. ("Global Access") in exchange for the majority of the assets of Global Access. Global Access was headquartered in Frankfurt, Germany and provided Internet access and other data services in Germany. The Company has substantially completed the process of migrating these customers onto its network.

Merger with UFO Group, Inc.

In August 2004, a subsidiary of the Company merged with UFO Group, Inc. ("UFO Group"). The acquired customer base is comprised of data service customers and its network is comprised of fiber optic facilities located in San Francisco, Los Angeles and Chicago. The Company has substantially completed the integration of these acquired assets into its operations and network.

Merger with Symposium Omega

In March 2004, Symposium Omega, Inc., ("Omega") a Delaware corporation and related party, merged with a subsidiary of the Company. Prior to the merger, Omega had raised approximately \$19.5 million in cash in a private equity transaction with certain existing investors in the Company and acquired the rights to a German fiber optic network.

Approximately \$2.0 million of the \$2.9 million purchase price for the German fiber optic network was paid through December 31, 2004 and the remaining \$0.9 million was paid in the first quarter of 2005.

Merger with Symposium Gamma, Inc. and acquisition of Firstmark Communications Participations S.à r.l. and Subsidiaries ("Firstmark")

In January 2004, a subsidiary of the Company merged with Symposium Gamma, Inc. ("Gamma"), a related party. Immediately prior to the merger, Gamma had raised \$2.5 million through the sale of its common stock in a private equity transaction with certain existing investors in the Company and new investors and in January 2004 acquired Firstmark for 1 euro. The merger expanded the Company's network into Western Europe. In 2004, Firstmark changed its name to Cogent Europe S.à r.l ("Cogent Europe").

3. Property and equipment and asset held for sale:

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

	December 31, 2004	March 31, 2005
	_____	_____
Owned assets:		
Network equipment	\$ 221,480	\$ 222,683
Network infrastructure	34,303	34,889
Leasehold improvements	61,473	61,521
Software	7,599	7,604
Office and other equipment	5,661	5,610
Buildings	1,654	1,565
Land	260	246
Construction in progress	131	50
	_____	_____
	332,561	334,168
Less Accumulated depreciation and amortization	(117,352)	(128,416)
	_____	_____
	215,209	205,752
Assets under capital leases:		
IRUs	143,214	142,310
Less Accumulated depreciation and amortization	(21,148)	(22,924)
	_____	_____
	122,066	119,386
	_____	_____
Property and equipment, net	\$ 337,275	\$ 325,138
	_____	_____

Depreciation and amortization expense related to property and equipment and capital leases was \$11.8 million and \$13.7 million for the three months ended March 31, 2004 and 2005, respectively.

Asset held for sale

In March 2005, the Company sold a building and land located in Lyon, France for net proceeds of \$5.1 million. These assets were acquired in the Cogent Europe acquisition. The associated net book value of \$1.2 million was classified as "Asset Held for Sale" in the accompanying December 31, 2004 consolidated balance sheet. This transaction resulted in a gain of approximately \$3.8 million included as a component of gains on dispositions of assets in the accompanying statement of operations for the three months ended March 31, 2005.

Capitalized labor and related costs

For the three months ended March 31, 2004 and 2005 the Company capitalized salaries and related benefits of \$0.4 million and \$0.6 million, respectively. These amounts are included in network infrastructure.

4. Accrued liabilities:

In July 2004, the French subsidiary of Cogent Europe re-located its Paris headquarters. A reconciliation of the amounts related to these contract termination costs is as follows (in thousands):

Restructuring accrual	
Balance December 31, 2004	\$ 1,476
Accretion	27
Amounts paid	(328)
	<u>1,175</u>
Balance March 31, 2005	1,175
Current portion (recorded as accrued liabilities)	(805)
	<u>370</u>
Long term (recorded as other long term liabilities)	\$ 370
	<u>370</u>

Accrued liabilities consist of the following (in thousands):

	<u>December 31, 2004</u>	<u>March 31, 2005</u>
General operating expenditures	\$ 9,575	\$ 10,314
Restructuring accrual	1,229	805
Due to LNG related party	217	206
Acquired lease accruals Verio acquisition, current portion	693	595
Deferred revenue	1,940	1,627
Payroll and benefits	2,043	1,237
Taxes	1,004	1,051
Interest	3,968	3,475
	<u>20,669</u>	<u>19,310</u>
Total	\$ 20,669	\$ 19,310

5. Intangible assets:

Intangible assets consist of the following (in thousands):

	<u>December 31, 2004</u>	<u>March 31, 2005</u>
Peering arrangements (weighted average life of 36 months)	\$ 16,440	\$ 16,440
Customer contracts (weighted average life of 21 months)	10,948	10,826
Trade name (weighted average life of 36 months)	1,764	1,764
Other (weighted average life of 24 months)	167	
Non-compete agreements (weighted average life of 45 months)	431	431
Licenses (weighted average life of 60 months)	490	468
	<u>30,240</u>	<u>29,929</u>
Total (weighted average life of 31 months)	30,240	29,929
Less-accumulated amortization	(27,115)	(28,325)
	<u>3,125</u>	<u>1,604</u>
Intangible assets, net	\$ 3,125	\$ 1,604

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Intangible assets are being amortized over periods ranging from 12 to 60 months. Amortization expense for the three months ended March 31, 2004 and 2005 was approximately \$2.8 million and \$1.6 million, respectively.

6. Other long-term assets and liabilities:

Other long-term assets consist of the following (in thousands):

	December 31, 2004	March 31, 2005
Prepaid expenses	\$ 255	\$ 225
Deposits	4,570	4,889
Total	\$ 4,825	\$ 5,114

Other long-term liabilities consist of the following (in thousands):

	December 31, 2004	March 31, 2005
Deposits	\$ 264	\$ 259
Acquired lease accruals Verio acquisition	1,139	1,072
Restructuring accrual	382	370
Asset retirement obligation	978	937
Other	192	121
Total	\$ 2,955	\$ 2,759

Warrant sale

In the Firstmark acquisition the Company obtained warrants to purchase ordinary shares of a company listed on the NASDAQ. The warrants were valued at the acquisition date at a fair market value of approximately \$2.6 million under the Black-Scholes method of valuation. In January 2004, the Company exercised the warrants and sold the related securities for proceeds of approximately \$3.5 million resulting in a gain of approximately \$0.9 million. The gain is included as a component of gains on dispositions of assets in the accompanying statement of operations for the three months ended March 31, 2004.

7. Long-term debt and credit facility:

Subordinated note

On February 24, 2005, the Company issued a subordinated note in the principal amount of \$10.0 million to Columbia Ventures Corporation, a stockholder, in exchange for \$10.0 million in cash. The note was issued pursuant to a note purchase agreement dated February 24, 2005. The note has an initial interest rate of 10.0% per annum and the interest rate increases by one percent on August 24, 2005, six months after the note was issued, and by a further one percent at the end of each successive six-month period up to a maximum of 17.0%. Interest on the note accrues and is payable on the note's maturity date of February 24, 2009. The Company may prepay the note in whole or in part at any time without penalty. The terms of the note require the payment of all principal and accrued interest upon

the occurrence of a liquidity event, which is defined as an equity offering of at least \$30 million in net proceeds. The note is subordinated to the Amended and Restated Cisco Note, as well as the Company's accounts receivable credit facility. If the Company's Public Offering is successful, part of the proceeds will be required to be used to repay the \$10.0 million subordinated note, plus accrued interest.

Accounts receivable credit facility

In March 2005, the Company entered into a credit facility with a commercial bank. The credit facility provides for borrowings of up to \$10.0 million and is secured by a first priority lien on the Company's accounts receivable and a second priority lien on a majority of the Company's assets. The borrowing base is determined primarily by the aging characteristics related to the Company's accounts receivable. On March 18, 2005, the Company borrowed \$10.0 million against its North American accounts receivable. Of this amount \$4.0 million is restricted and held by the lender as a covenant. This amount is classified as restricted cash in the accompanying March 31, 2005 balance sheet. The credit facility matures on January 31, 2007. As of March 31, 2005, the Company repaid \$2.7 million of the initial \$10.0 million borrowing. The lender has access to the Company's customer payments through its lockbox bank account, and as a result the obligation is classified as a current obligation in the accompanying March 31, 2005 balance sheet. Borrowings under the credit facility accrue interest at the prime rate plus 1.5% (7.25% at March 31, 2005) and may, in certain circumstances, be reduced to the prime rate plus 0.5%. Interest is paid monthly. The line includes an unused facility fee of .375% and a 1% prepayment penalty. The agreements governing the credit facility contain certain customary representations and warranties, covenants, notice provisions and events of default including a requirement to maintain a certain percentage of the Company's unrestricted cash with the commercial bank.

Cisco credit facility

In July 2003 the Company restructured its credit facility with Cisco Systems Capital Corporation ("Cisco Capital") and entered into an amended and restated promissory note (the "Amended and Restated Cisco Note") with an aggregate principal amount of \$17.0 million under a modified credit facility ("Amended and Restated Credit Agreement"). Cisco Capital retained its senior security interest in substantially all of the Company's assets, however, the Company may subordinate Cisco Capital's security interest in the Company's accounts receivable to another lender, and did so in March 2005 through its accounts receivable line of credit. The Amended and Restated Cisco Note was issued under the Amended and Restated Credit Agreement and is to be repaid in three installments. No interest is payable, nor does interest accrue on the Amended and Restated Cisco Note until February 2006, unless the Company defaults. Principal and interest is paid as follows: a \$7.0 million principal payment is due in February 2006, a \$5.0 million principal payment plus accrued interest is due in February 2007, and a final principal payment of \$5.0 million plus accrued interest is due in February 2008. When the Amended and Restated Cisco Note accrues interest, interest accrues at the 90-day LIBOR rate plus 4.5%.

The Amended and Restated Cisco Note is subject to mandatory prepayment in full, without prepayment penalty, upon the occurrence of the closing of any change in control of the Company, the completion of any equity financing or receipt of loan proceeds in excess of \$30.0 million, the achievement by the Company of four consecutive quarters of positive operating cash flow of at least

\$5.0 million in each quarter, or the merger of the Company resulting in a combined entity with an equity value greater than \$100.0 million, each of these events is defined in the agreement. The debt is subject to partial mandatory prepayment in an amount equal to the lesser of \$2.0 million or the amount raised if the Company raises less than \$30.0 million in a future equity financing. If the Company's Public Offering is successful, part of the proceeds will be required to be used to repay the \$17.0 million Amended and Restated Cisco Note.

Allied Riser convertible subordinated notes

The Allied Riser convertible subordinated notes are due on June 15, 2007. These \$10.2 million notes were recorded at their fair value of approximately \$2.9 million at the February 2002 merger date. The associated discount is accreted to interest expense through the maturity date. The notes are convertible at the option of the holders into approximately 1,050 shares of the Company's common stock. Interest accrues at 7.5% and is payable semiannually on June 15 and December 15, and is payable, at the election of the Company, in either cash or registered shares of the Company's common stock. The notes are redeemable at the Company's option at any time on or after the third business day after June 15, 2004, at specified redemption prices plus accrued interest.

8. Contingencies:

LambdaNet Germany

In 2004, Cogent Europe's subsidiaries provided network services to and in turn utilized the network of LambdaNet Communications AG ("LambdaNet Germany") in order for each entity to provide services to certain of their customers under a network sharing agreement. LambdaNet Germany was a majority owned subsidiary of a related party, LNG Holdings S.A ("LNG") from November 2003 until April 2004 when LambdaNet Germany was sold to an unrelated party. (Note 10) During the three months ended March 31, 2004 Cogent Europe recorded revenue of \$0.6 million from LambdaNet Germany and network costs of \$1.1 million under the network sharing agreement. There were no amounts recorded in the three months ended March 31, 2005 as this arrangement has been eliminated. As of March 31, 2005, Cogent Europe had recorded net amounts due from LambdaNet Germany of \$1.9 million and net amounts due to LambdaNet Germany of \$1.9 million. The Company is involved in a dispute over services provided by and to LambdaNet Germany during the time LambdaNet Germany was a sister company of the Company's French and Spanish subsidiaries. Cogent France and Cogent Spain are no longer sister companies of LambdaNet Germany. The Company intends to vigorously defend its position related to these charges and believes it has defenses and offsetting claims against LambdaNet Germany.

The Company has been made aware of several other companies in its own and in other industries that use the word "Cogent" in their corporate names. One company has informed the Company that it believes the Company's use of the name "Cogent" infringes on its intellectual property rights in that name. If such a challenge is successful, the Company could be required to change its name and lose the goodwill associated with the Cogent name in its markets. Management does not believe such a challenge, if successful, would have a material impact on the Company's business, financial condition or results of operations.

In December 2003 several former employees of the Company's Spanish subsidiary filed claims related to their termination of employment. The Company intends to continue to vigorously defend its position related to these charges and feels that it has adequately reserved for the potential liability.

The Company is involved in a dispute related to a lease of space in Marseille, France. The landlord has demanded approximately \$1.0 million in back rent and operating expenses. The Company intends to vigorously defend its position and believes that it has adequately reserved for any potential liability.

The Company is involved in other legal proceedings in the normal course of business which management does not believe will have a material impact on the Company's financial condition.

9. Stockholders' equity:

In March 2005, the Company's board of directors and shareholders approved an amended and restated charter that increased the number of authorized shares of the Company's common stock to 75.0 million shares and designated 10,000 shares of undesignated preferred stock.

Dividends

The Cisco credit facility and the Company's accounts receivable credit facility prohibit the Company from paying cash dividends and restrict the Company's ability to make other distributions to its stockholders.

Beneficial conversion charges

Beneficial conversion charges of \$2.5 million and \$19.5 million were recorded on January 5, 2004 and March 30, 2004, respectively, since the price per common share at which the Series I and Series J preferred stock issued on those dates converted into were less than the quoted trading price of the Company's common stock on those dates.

2004 Incentive award plan

In April 2005, the Company's board of directors and stockholders approved an increase in the number of shares available for grant under the Company's 2004 Incentive Award Plan by 600,000 shares of common stock.

10. Related party transactions:

Office lease

The Company's headquarters is located in an office building owned by an entity controlled by the Company's Chief Executive Officer. The Company paid \$0.1 million and \$0.1 million in rent for the three months ended March 31, 2004 and March 31, 2005, respectively. The lease expires in August 2006.

LNG

In November 2003, approximately 90% of the stock of LNG, the then parent company to Firstmark, now named Cogent Europe, was acquired by Symposium Inc. ("Symposium") a Delaware

corporation. Symposium is wholly owned by the Company's Chief Executive Officer. In January 2004, LNG transferred its interest in Firstmark to Symposium Gamma, Inc. ("Gamma"), a Delaware corporation. Prior to the transfer, Gamma had raised approximately \$2.5 million in a private equity transaction with certain existing investors in the Company and new investors. Symposium continues to own approximately 90% of the stock of LNG. LNG operates as a holding company. Its subsidiaries hold assets related to their former telecommunications operations.

Prior to the Company's merger with Symposium, Gamma Inc. and advanced as part of the merger, LNG transferred \$1.3 million to Cogent France. Cogent France repaid the \$1.3 million to LNG in March 2004.

In January 2005, the Company reimbursed LNG approximately \$50,000 of the approximate \$250,000 for salaries paid to two employees of LNG that were providing Cogent Europe accounting and management services during 2004. In November 2004, these two employees became employees of Cogent Europe. The remaining amount is reflected in accrued liabilities on the accompanying December 31, 2004 and March 31, 2005 balance sheets. This amount was paid to LNG in April 2005.

Marketing agreement

The Company has entered into an agency sales and mutual marketing agreement with CTC Communications Corporation, a company owned indirectly by one of the Company's directors. CTC is also a customer and the Company recorded approximately \$16,000 of revenue from CTC for the three months ended March 31, 2004 and \$18,000 for the three months ended March 31, 2005.

Subordinated note

On February 24, 2005, the Company issued a subordinated note in the principal amount of \$10.0 million to Columbia Ventures Corporation, a stockholder, in exchange for \$10.0 million in cash (Note 7). Columbia Ventures is owned by one of the Company's directors.

Customer agreement

In connection with the August 2004 UFO acquisition the Company acquired Cisco as a customer. Cisco is a company stockholder and lender. The Company recorded revenue from Cisco of approximately \$120,000 for the three months ended March 31, 2005.

11. Segment 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 performance. The Company operates as one operating segment. Below are the Company's net revenues and long lived assets by geographic theater (in thousands):

	Three Months Ended March 31, 2004	Three Months Ended March 31, 2005
Net Revenues		
North America	\$ 15,359	\$ 27,455
Europe	5,586	6,959
Total	\$ 20,945	\$ 34,414
	December 31, 2004	March 31, 2005
Long lived assets, net		
North America	\$ 287,204	\$ 278,081
Europe	54,416	48,661
Total	\$ 341,620	\$ 326,742

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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, 2004 and 2003, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2004. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements 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. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and 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, 2004 and 2003, and the consolidated results of their operations and their cash flows for the each of the three years in the period ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

As discussed in Note 1 to the financial statements, in 2004 the Company adopted Emerging Issues Task Force Issue No. 03-06, *Participating Securities and the Two Class Method under FASB Statement No. 128*.

/s/ ERNST & YOUNG LLP

McLean, VA
March 30, 2005

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

AS OF DECEMBER 31, 2003 AND 2004

(IN THOUSANDS, EXCEPT SHARE DATA)

	2003	2004
Assets		
Current assets:		
Cash and cash equivalents	\$ 7,875	\$ 13,844
Short term investments (\$173 and \$355 restricted, respectively)	3,535	509
Accounts receivable, net of allowance for doubtful accounts of \$2,868 and \$3,229, respectively	5,066	13,564
Prepaid expenses and other current assets	905	4,224
	<u>17,381</u>	<u>32,141</u>
Property and equipment:		
Property and equipment	400,097	475,105
Accumulated depreciation and amortization	(85,691)	(137,830)
	<u>314,406</u>	<u>337,275</u>
Total property and equipment, net	314,406	337,275
Intangible assets:		
Intangible assets	26,947	30,240
Accumulated amortization	(18,671)	(27,115)
	<u>8,276</u>	<u>3,125</u>
Total intangible assets, net	8,276	3,125
Asset held for sale		1,220
Other assets (\$2,188 and \$1,370 restricted, respectively)	4,377	4,825
	<u>344,440</u>	<u>378,586</u>
Total assets	\$ 344,440	\$ 378,586
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	\$ 7,296	\$ 16,090
Accrued liabilities	7,885	21,808
Current maturities, capital lease obligations	3,646	7,488
	<u>18,827</u>	<u>45,386</u>
Total current liabilities	18,827	45,386
Amended and Restated Cisco Note related party	17,842	17,842
Capital lease obligations, net of current maturities	58,107	95,887
Convertible subordinated notes, net of discount of \$6,084 and \$5,026, respectively	4,107	5,165
Other long term liabilities	803	1,816
	<u>99,686</u>	<u>166,096</u>
Total liabilities	99,686	166,096
Commitments and contingencies		
Stockholders' equity:		
Convertible preferred stock, Series F, \$0.001 par value; 11,000 shares authorized, issued and outstanding; liquidation preference of \$11,000	10,904	10,904
Convertible preferred stock, Series G, \$0.001 par value; 41,030 shares authorized, 41,030 and 41,021 issued and outstanding, respectively; liquidation preference of \$123,000	40,787	40,778
Convertible preferred stock, Series H, \$0.001 par value; 84,001 shares authorized, 53,372 and 45,821 shares issued and outstanding, respectively; liquidation preference of \$7,731	45,990	44,309
Convertible preferred stock, Series I, \$0.001 par value; 3,000 shares authorized, none and 2,575 shares issued and outstanding, respectively; liquidation preference of \$7,725		2,545
Convertible preferred stock, Series J, \$0.001 par value; 3,891 shares authorized, none and 3,891 shares issued and outstanding, respectively; liquidation preference of \$58,365		19,421
Convertible preferred stock, Series K, \$0.001 par value; 2,600 shares authorized, none and 2,600 shares issued and outstanding, respectively; liquidation preference of \$7,800		2,588
		927

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	<u>2003</u>	<u>2004</u>
Convertible preferred stock, Series L, \$0.001 par value; 185 shares authorized, none and 185 shares issued and outstanding, respectively; liquidation preference of \$2,781		
Convertible preferred stock, Series M, \$0.001 par value; 3,701 shares authorized, none and 3,701 shares issued and outstanding, respectively; liquidation preference of \$55,508		18,353
Common stock, \$0.001 par value; 75,000,000 shares authorized; 653,567 and 827,487 shares issued and outstanding, respectively	1	1
Additional paid-in capital	232,474	236,692
Deferred compensation	(32,680)	(22,533)
Stock purchase warrants	764	764
Treasury stock, 61,462 shares	(90)	(90)
Accumulated other comprehensive income foreign currency translation adjustment	628	1,515
Accumulated deficit	(54,024)	(143,684)
	<u> </u>	<u> </u>
Total stockholders' equity	244,754	212,490
	<u> </u>	<u> </u>
Total liabilities and stockholders' equity	\$ 344,440	\$ 378,586
	<u> </u>	<u> </u>

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

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED DECEMBER 31, 2002, DECEMBER 31, 2003 AND DECEMBER 31, 2004

(IN THOUSANDS EXCEPT SHARE AND PER SHARE AMOUNTS)

	2002	2003	2004
Service revenue, net	\$ 51,913	\$ 59,422	\$ 91,286
Operating expenses:			
Network operations (including \$233, \$1,307 and \$858 of amortization of deferred compensation, respectively)	49,324	48,324	64,324
Selling, general, and administrative (including \$3,098, \$17,368 and \$11,404 of amortization of deferred compensation, and \$3,209, \$3,876 and \$3,995 of bad debt expense, respectively)	36,593	43,938	51,786
Gain on settlement of vendor litigation	(5,721)		
Restructuring charge			1,821
Terminated public offering costs			779
Depreciation and amortization	33,990	48,387	56,645
Total operating expenses	114,186	140,649	175,355
Operating loss	(62,273)	(81,227)	(84,069)
Gain Cisco credit facility troubled debt restructuring related party		215,432	
Gain Allied Riser note exchange		24,802	
Settlement of note holder litigation	(3,468)		
Gains lease and other obligation restructurings			5,292
Interest income and other	1,739	1,512	2,119
Interest expense	(36,284)	(19,776)	(13,002)
(Loss) income before extraordinary item	\$ (100,286)	\$ 140,743	\$ (89,660)
Extraordinary gain Allied Riser merger	8,443		
Net (loss) income	\$ (91,843)	\$ 140,743	\$ (89,660)
Beneficial conversion charges		(52,000)	(43,986)
Net (loss) income applicable to common shareholders	\$ (91,843)	\$ 88,743	\$ (133,646)
Net (loss) income per common share:			
(Loss) income before extraordinary item	\$ (616.34)	\$ 17.74	\$ (117.43)
Extraordinary gain	51.89		
Basic net (loss) income per common share	\$ (564.45)	\$ 17.74	\$ (117.43)
Beneficial conversion charge		\$ (6.55)	\$ (57.61)
Basic net (loss) income per common share available to common shareholders	\$ (564.45)	\$ 11.18	\$ (175.03)
Diluted net (loss) income per common share before extraordinary item	\$ (616.34)	\$ 17.73	\$ (117.43)
Extraordinary gain	51.89		

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	2002	2003	2004
	<u> </u>	<u> </u>	<u> </u>
Diluted net (loss) income per common share	\$ (564.45)	\$ 17.73	\$ (117.43)
	<u> </u>	<u> </u>	<u> </u>
Beneficial conversion charge		\$ (6.55)	\$ (57.61)
	<u> </u>	<u> </u>	<u> </u>
Diluted net (loss) income per common share available to common shareholders	\$ (564.45)	\$ 11.18	\$ (175.03)
	<u> </u>	<u> </u>	<u> </u>
Weighted-average common shares basic	162,712	7,935,831	763,540
	<u> </u>	<u> </u>	<u> </u>
Weighted-average common shares diluted	162,712	7,938,898	763,540
	<u> </u>	<u> </u>	<u> </u>

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

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2002 DECEMBER 31, 2003 AND DECEMBER 31, 2004

(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

	Common Stock		Additional Paid-in Capital	Deferred Compensation	Treasury Stock	Stock Purchase Warrants	Preferred Stock A		Preferred Stock B		Preferred Stock C			
	Shares	Amount					Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
Balance at December 31, 2001	70,491	\$	\$ 38,725	\$ (11,081)	\$	8,248	26,000,000	\$ 25,892	19,809,783	\$ 90,009	49,773,402	\$ 61,345		
Exercises of stock options	365		1											
Issuance of common stock, options and warrants Allied Riser merger	100,484		10,233			764								
Deferred compensation adjustments			(1,756)	1,726										
Conversion of Series B convertible preferred stock	2,853		2,000					(439,560)	(2,000)					
Foreign currency translation														
Amortization of deferred compensation				3,331										
Net loss														
Balance at December 31, 2002	174,192		49,203	(6,024)		9,012	26,000,000	25,892	19,370,223	88,009	49,773,402	61,345		
Cancellations of shares granted to employees			(569)	995										
Amortization of deferred compensation				18,675										
Foreign currency translation														
Issuances of preferred stock, net				(46,416)										
Conversion of preferred stock into common stock	538,786	1	183,753			(8,248)	(26,000,000)	(25,892)	(19,362,531)	(87,974)	(49,773,402)	(61,345)		
Cancellation of common stock treasury stock	(61,291)			90	(90)									
Shares returned to treasury Allied Riser merger	(171)													
Common shares issued Allied Riser merger	2,051													
Cancellation of Series B preferred stock			35					(7,692)	(35)					
Issuance of options for common stock FNSI acquisition			52											
Beneficial conversion charge			52,000											
Reclassification of beneficial conversion charge to additional paid in capital			(52,000)											
Net income														

Preferred Stock B

Balance at December 31, 2003	653,567	232,475	(32,680)	(90)	764					
Cancellations of shares granted to employees			4,966							
Amortization of deferred compensation			12,262							
Foreign currency translation										
Issuances of preferred stock, net			(2,370)							
Issuances of options for preferred stock			(4,711)							
Conversion of preferred stock into common stock	173,920	3,808								
Beneficial conversion charge		43,896								
Reclassification of beneficial conversion charge to additional paid in capital		(43,896)								
Contribution of capital LNG related party		410								
Net loss										
Balance at December 31, 2004	827,487	\$ 1	\$ 236,692	\$ (22,533)	\$ (90)	\$ 764	\$	\$	\$	\$

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2002 DECEMBER 31, 2003 AND DECEMBER 31, 2004

(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

	Preferred Stock D		Preferred Stock E		Preferred Stock F		Preferred Stock G		Preferred Stock H		Preferred Stock I	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
Balance at December 31, 2001		\$		\$		\$		\$		\$		\$
Exercises of stock options												
Issuance of common stock, options and warrants												
Allied Riser merger												
Deferred compensation adjustments												
Conversion of Series B convertible preferred stock												
Foreign currency translation												
Amortization of deferred compensation												
Net loss												
Balance at December 31, 2002												
Cancellations of shares granted to employees									(500)	(426)		
Amortization of deferred compensation												
Foreign currency translation												
Issuances of preferred stock, net	3,426,293	4,272	3,426,293	4,272	11,000	10,904	41,030	40,787	53,873	46,416		
Conversion of preferred stock into common stock	(3,426,293)	(4,272)	(3,426,293)	(4,272)								
Cancellation of common stock treasury stock												
Shares returned to treasury Allied Riser merger												
Common shares issued Allied Riser merger												
Cancellation of Series B preferred stock												
Issuance of options for common stock FNSI acquisition												
Beneficial conversion charge												
Reclassification of beneficial conversion charge to additional paid in capital												
Net income												
Balance at December 31, 2003					11,000	10,904	41,030	40,787	53,373	45,990		
Cancellations of shares granted to employees									(5,127)	(4,965)		
Amortization of deferred compensation												
Foreign currency translation												
Issuances of preferred stock, net									1,913	2,370	2,575	2,545
Issuances of options for preferred stock										4,711		
Conversion of preferred stock into common stock							(9)	(9)	(4,338)	(3,797)		
Beneficial conversion charge												

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	Preferred Stock D	Preferred Stock E	Preferred Stock F	Preferred Stock G	Preferred Stock H	Preferred Stock I				
Reclassification of beneficial conversion charge to additional paid in capital										
Contribution of capital LNG										
Net loss										
Balance at December 31, 2004	\$	\$	11,000	\$ 10,904	41,021	\$ 40,778	45,821	\$ 44,309	2,575	\$ 2,545

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COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2002 DECEMBER 31, 2003 AND DECEMBER 31, 2004

(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

	Preferred Stock J		Preferred Stock K		Preferred Stock L		Preferred Stock M		Foreign Currency Translation Adjustment	Accumulated Deficit	Total Stockholder's Equity	Comprehensive Income (Loss)
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at December 31, 2001		\$		\$		\$		\$		\$ (102,924)	\$ 110,214	\$
Exercises of stock options											1	
Issuance of common stock, options and warrants Allied Riser merger											10,997	
Deferred compensation adjustments											(30)	
Conversion of Series B convertible preferred stock											(0)	
Foreign currency translation									(44)		(44)	(44)
Amortization of deferred compensation											3,331	
Net loss										(91,843)	(91,843)	(91,843)
Balance at December 31, 2002									(44)	(194,767)	32,626	(91,887)
Cancellations of shares granted to employees												
Amortization of deferred compensation											18,675	
Foreign currency translation									672		672	672
Issuances of preferred stock, net											60,235	
Conversion of preferred stock into common stock											(8,249)	
Cancellation of common stock treasury stock											(0)	
Shares returned to treasury Allied Riser merger												
Common shares issued Allied Riser merger												
Cancellation of Series B preferred stock												
Issuance of options for common stock FNSI acquisition											52	
Beneficial conversion charge										(52,000)		
Reclassification of beneficial conversion charge to additional paid in capital										52,000		
Net income										140,743	140,743	140,743
Balance at December 31, 2003									628	(54,024)	244,754	141,415

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	Preferred Stock J		Preferred Stock K		Preferred Stock L		Preferred Stock M		Foreign Currency Translation Adjustment			
Cancellations of shares granted to employees										1		
Amortization of deferred compensation											12,262	
Foreign currency translation									887		887	887
Issuances of preferred stock, net	3,891	19,421	2,600	2,588	185	927					25,481	
Issuances of options for preferred stock												
Conversion of preferred stock into common stock							3,701	18,353			18,355	
Beneficial conversion charge											(43,896)	
Reclassification of beneficial conversion charge to additional paid in capital											43,896	
Contribution of capital LNG											410	
Net loss											(89,660)	(89,660) (89,660)
Balance at December 31, 2004	3,891	\$ 19,421	2,600	\$ 2,588	185	\$ 927	3,701	\$ 18,353	\$ 1,515	\$ (143,684)	\$ 212,490	\$ (88,773)

COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2002, DECEMBER 31, 2003 AND DECEMBER 31, 2004

(IN THOUSANDS)

	2002	2003	2004
Cash flows from operating activities:			
Net (loss) income	\$ (91,843)	\$ 140,743	\$ (89,660)
Adjustments to reconcile net (loss) income to net cash used in operating activities			
Depreciation and amortization, including amortization of debt issuance costs	36,490	49,746	56,645
Amortization of debt discount convertible notes	6,086	1,827	1,058
Amortization of deferred compensation	3,331	18,675	12,262
Extraordinary gain Allied Riser merger	(8,443)		
Gain Cisco credit facility troubled debt restructuring (Note 7)		(215,432)	
Gain Allied Riser note exchange		(24,802)	
Gain on settlement of vendor litigation	(5,721)		
Gain sale of warrant			(853)
Gains lease obligation restructurings			(5,292)
Gains and losses other			21
Changes in assets and liabilities:			
Accounts receivable	(2,894)	712	2,274
Prepaid expenses and other current assets	1,189	744	2,256
Other assets	1,134	1,899	1,565
Accounts payable and accrued liabilities	19,104	(1,469)	(6,701)
Net cash used in operating activities	(41,567)	(27,357)	(26,425)
Cash flows from investing activities:			
Purchases of property and equipment	(75,214)	(24,016)	(10,135)
Purchases of intangible assets	(9,617)	(700)	(317)
Cash acquired in Allied Riser merger	70,431		
Purchase of minority interests in Cogent Canada	(3,617)		
(Purchases) sales of short term investments, net	(1,769)	(600)	3,026
Cash acquired acquisitions			2,336
Purchase of fiber optic network in Germany			(1,949)
Proceeds from sale of equipment			279
Proceeds from sale of warrant			3,449
Proceeds from other assets Cogent Europe acquisition			610
Net cash used in investing activities	(19,786)	(25,316)	(2,701)
Cash flows from financing activities:			
Borrowings under Cisco credit facility	54,395	8,005	
Exchange agreement payment Allied Riser notes		(4,997)	
Exchange agreement payment Cisco credit facility debt restructuring		(20,000)	
Proceeds from option exercises	1		
Repayment of capital lease obligations	(2,702)	(3,076)	(6,630)
Repayment of advances from LNG Holdings related party			(1,242)
Cash acquired mergers			42,358
Issuances of preferred stock, net of issuance costs		40,630	
Net cash provided by financing activities	51,694	20,562	34,486
Effect of exchange rate changes on cash	(44)	672	609
Net (decrease) increase in cash and cash equivalents	(9,703)	(31,439)	5,969
Cash and cash equivalents, beginning of year	49,017	39,314	7,875

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	<u>2002</u>	<u>2003</u>	<u>2004</u>
Cash and cash equivalents, end of year	\$ 39,314	\$ 7,875	\$ 13,844
Supplemental disclosures of cash flow information:			
Cash paid for interest	\$ 12,440	\$ 5,013	\$ 10,960
Cash paid for income taxes			
Non-cash financing activities			
Capital lease obligations incurred	33,027	6,044	968

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

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	2002	2003	2004
	<u> </u>	<u> </u>	<u> </u>
Borrowing under credit facility for payment of loan costs and interest	14,820	4,502	
Issuance of Series I preferred stock for Symposium Gamma common stock			2,575
Issuance of Series J preferred stock for Symposium Omega common stock			19,454
Issuance of Series K preferred stock for UFO Group common stock			2,600
Issuance of Series L preferred stock for Global Access assets			927
Issuance of Series M preferred stock for Cogent Potomac common stock			18,352
<i>Allied Riser Merger</i>			
Fair value of assets acquired	\$ 74,791		
Less: valuation of common stock, options & warrants issued	(10,967)		
Less: extraordinary gain	(8,443)		
	<u> </u>		
Fair value of liabilities assumed	\$ 55,381		
	<u> </u>		
<i>PSINet Acquisition</i>			
Fair value of assets acquired	16,602	700	
Less: cash paid	(9,450)	(700)	
	<u> </u>	<u> </u>	
Fair value of liabilities assumed	7,152		
	<u> </u>	<u> </u>	
<i>FNSI Acquisition</i>			
Fair value of assets acquired		3,018	
Less: valuation of options for common stock		(52)	
		<u> </u>	
Fair value of liabilities assumed		2,966	
		<u> </u>	
<i>Symposium Gamma (Cogent Europe) Acquisition</i>			
Fair value of assets acquired			155,468
Negative goodwill			(77,232)
Less: valuation of preferred stock			(2,575)
			<u> </u>
Fair value of liabilities assumed			75,661
			<u> </u>
<i>Symposium Omega Acquisition</i>			
Fair value of assets acquired			19,454
Less: valuation of preferred stock			(19,454)
			<u> </u>
Fair value of liabilities assumed			<u> </u>
			<u> </u>
<i>UFO Group Acquisition</i>			
Fair value of assets acquired			3,326
Less: valuation of preferred stock			(2,600)
			<u> </u>
Fair value of liabilities assumed			<u> </u>