

COGENT COMMUNICATIONS GROUP INC

Form 10-Q

May 07, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the Quarterly Period Ended March 31, 2010**

**OR**

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

**Commission File No. 1-31227**

**COGENT COMMUNICATIONS GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of Incorporation)

**52-2337274**

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(I.R.S. Employer  
Identification Number)

**1015 31st Street N.W.**  
**Washington, D.C. 20007**  
(Address of Principal Executive Offices and Zip Code)

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

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

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

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

|   |   |
|---|---|
| Large accelerated filer <input type="checkbox"/>  | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/><br>(Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/>    |

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$.001 par value 44,855,855 Shares Outstanding as of April 30, 2010

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## COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS

AS OF DECEMBER 31, 2009 AND MARCH 31, 2010  
(IN THOUSANDS, EXCEPT SHARE DATA)

|  | December 31,<br>2009 | March 31,<br>2010<br>(Unaudited) |
|--|----------------------|----------------------------------|
| <b>Assets</b>  |                      |                                  |
| <b>Current assets:</b>   |                      |                                  |
| Cash and cash equivalents  | \$ 55,929            | \$ 55,008                        |
| Accounts receivable, net of allowance for doubtful accounts of \$2,516 and \$2,622 respectively                                      | 22,877               | 22,861                           |
| Prepaid expenses and other current assets  | 8,045                | 10,254                           |
| Total current assets   | 86,851               | 88,123                           |
| <b>Property and equipment, net</b>   | <b>263,784</b>       | <b>263,453</b>                   |
| <b>Deposits and other assets - \$469 and \$460 restricted, respectively</b>  | <b>4,360</b>         | <b>4,782</b>                     |
| Total assets   | \$ 354,995           | \$ 356,358                       |
| <b>Liabilities and stockholders equity</b>   |                      |                                  |
| <b>Current liabilities:</b>  |                      |                                  |
| Accounts payable   | \$ 12,781            | \$ 16,490                        |
| Accrued liabilities  | 17,609               | 17,720                           |
| Current maturities, capital lease obligations  | 5,643                | 5,568                            |
| Total current liabilities  | 36,033               | 39,778                           |
| <b>Capital lease obligations, net of current maturities</b>  | <b>104,021</b>       | <b>101,548</b>                   |
| <b>Convertible senior notes, net of discount of \$25,708 and \$24,510, respectively</b>  | <b>66,270</b>        | <b>67,468</b>                    |
| <b>Other long term liabilities</b>   | <b>4,187</b>         | <b>3,542</b>                     |
| Total liabilities  | 210,511              | 212,336                          |
| <b>Commitments and contingencies:</b>  |                      |                                  |
| <b>Stockholders equity:</b>  |                      |                                  |
| Common stock, \$0.001 par value; 75,000,000 shares authorized; 44,853,974 and 44,855,855 shares issued and outstanding, respectively | 45                   | 45                               |
| Additional paid-in capital   | 475,158              | 476,417                          |
| Accumulated other comprehensive income   | 1,976                | 825                              |
| Accumulated deficit  | (332,695)            | (333,265)                        |
| Total stockholders equity  | 144,484              | 144,022                          |
| <b>Total liabilities and stockholders equity</b>   | <b>\$ 354,995</b>    | <b>\$ 356,358</b>                |

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

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## COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE THREE MONTHS ENDED MARCH 31, 2009 AND MARCH 31, 2010  
(IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

|  | Three Months<br>Ended<br>March 31, 2009<br>(Unaudited) | Three Months<br>Ended<br>March 31, 2010<br>(Unaudited) |
|--|--|--|
| <b>Service revenue</b>   | \$ 55,076  | \$ 62,776  |
| <b>Operating expenses:</b>   |  |  |
| Network operations (including \$76 and \$47 of equity-based compensation expense, respectively, exclusive of amounts shown separately) | 24,194   | 28,098   |
| Selling, general, and administrative (including \$3,738 and \$1,118 of equity-based compensation expense, respectively)                | 20,806   | 18,519   |
| Depreciation and amortization (Note 2)   | 14,576   | 13,471   |
| Total operating expenses   | 59,576   | 60,088   |
| <b>Operating (loss) income</b>   | (4,500)  | 2,688  |
| <b>Interest income and other, net</b>  | 248  | 379  |
| <b>Interest expense</b>  | (3,745)  | (4,092)  |
| <b>Loss before income taxes</b>  | (7,997)  | (1,025)  |
| <b>Income tax (provision) benefit</b>  | (163)  | 455  |
| <b>Net loss</b>  | \$ (8,160)   | \$ (570)   |
| <b>Net loss per common share:</b>  |  |  |
| <b>Basic and diluted net loss per common share</b>   | \$ (0.19)  | \$ (0.01)  |
| <b>Weighted-average common shares basic and diluted</b>  | 42,758,372   | 44,464,821   |

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

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## COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2009 AND MARCH 31, 2010  
(IN THOUSANDS)

|   | Three months<br>Ended<br>March 31, 2009<br>(Unaudited) | Three months<br>Ended<br>March 31, 2010<br>(Unaudited) |
|---|--|--|
| <b>Cash flows from operating activities:</b>          |  |  |
| Net cash provided by operating activities             | \$ 12,816  | \$ 15,309  |
| <b>Cash flows from investing activities:</b>          |  |  |
| Purchases of property and equipment                   | (11,746)   | (11,333)   |
| Maturities of short term investments                  | 62   |  |
| Proceeds from dispositions of assets                  |  | 230  |
| Net cash used in investing activities                 | (11,684)   | (11,103)   |
| <b>Cash flows from financing activities:</b>          |  |  |
| Purchases of common stock                             | (730)  |  |
| Proceeds from exercises of stock options              | 8  | 14   |
| Repayments of capital lease obligations               | (3,925)  | (4,943)  |
| Net cash used in financing activities                 | (4,647)  | (4,929)  |
| <b>Effect of exchange rate changes on cash</b>        | <b>(599)</b>   | <b>(198)</b>   |
| <b>Net decrease in cash and cash equivalents</b>      | <b>(4,114)</b>   | <b>(921)</b>   |
| <b>Cash and cash equivalents, beginning of period</b> | <b>71,291</b>  | <b>55,929</b>  |
| <b>Cash and cash equivalents, end of period</b>       | <b>\$ 67,177</b>                                       | <b>\$ 55,008</b>                                       |

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

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**COGENT COMMUNICATIONS GROUP, INC., AND SUBSIDIARIES**

**NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**MARCH 31, 2009 and 2010**

**(unaudited)**

**1. Description of the business and recent developments:**

**Description of business**

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

The Company offers on-net Internet access services 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 provides on-net Internet access to its net centric customers which include certain bandwidth-intensive users such as universities, other Internet service providers, telephone companies, cable television companies and commercial content providers at speeds up to 10 Gigabits per second. These customers generally receive service in colocation facilities and the Company's data centers. The Company also offers Internet access services to its corporate customers in multi-tenant office buildings typically serving law firms, financial services firms, advertising and marketing firms and other professional services businesses. The Company operates data centers throughout North America and Europe that allow customers to collocate their equipment and access the Company's network.

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 corporate 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 provides certain non-core services that resulted from acquisitions. The Company continues to support but does not actively sell these non-core services.

**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

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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 in its 2009 annual report on Form 10-K.

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

### *Use of estimates*

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

### *Foreign currency translation adjustment and comprehensive loss*

The Company's only component of other comprehensive income is the currency translation adjustment for all periods presented.

|                              | <b>Three months ended</b> |         | <b>Three months ended</b> |         |
|------------------------------|---------------------------|---------|---------------------------|---------|
|                              | <b>March 31, 2009</b>     |         | <b>March 31, 2010</b>     |         |
| Net loss                     | \$                        | (8,160) | \$                        | (570)   |
| Foreign currency translation |                           | (1,617) |                           | (1,151) |
| Comprehensive loss           | \$                        | (9,777) | \$                        | (1,721) |



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*Financial instruments*

At December 31, 2009 and March 31, 2010, the carrying amount of cash and cash equivalents, short-term investments, accounts receivable, prepaid and other current assets, accounts payable, and accrued expenses approximated fair value because of the short-term nature of these instruments. The Company measures its cash equivalents at fair value based upon quoted (Level 1) market prices and at amortized cost, which approximates fair value. Based upon the quoted (Level 1) market price at March 31, 2010, the fair value of the Company's \$92.0 million convertible senior notes was approximately \$65.1 million.

The Company was party to letters of credit totaling approximately \$0.4 million as of December 31, 2009 and March 31, 2010. These letters of credit are secured by investments totaling approximately \$0.5 million at December 31, 2009 and March 31, 2010, that are restricted and included in other assets.

*Basic and diluted net (loss) income per common share*

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

Shares of restricted stock are included in the computation of basic EPS as they vest and are included in diluted EPS, to the extent they are dilutive, determined using the treasury stock method. As of March 31, 2009 and March 31, 2010, 1.6 million and 0.4 million unvested shares of restricted common stock, respectively, are not included in the computation of diluted (loss) income per share, as the effect would be anti-dilutive.

Using the if-converted method, the shares issuable upon conversion of the Company's 1.00% Convertible Senior Notes (the Notes) were anti-dilutive for the three months ended March 31, 2009 and 2010. Accordingly, the impact has been excluded from the computation of diluted income or (loss) per share. The Notes are convertible into shares of the Company's common stock at an initial conversion price of \$49.18 per share, yielding 1.9 million shares at December 31, 2009 and March 31, 2010, subject to certain adjustments set forth in the indenture.

The Company computes the dilutive effect of outstanding options using the treasury stock method. For the three months ended March 31, 2009 and 2010 options to purchase 1.0 million and 0.4 million shares of common stock, respectively, at weighted-average exercise prices of \$6.08 and \$12.58 per share, respectively, are not included in the computation of diluted (loss) per share as the effect would be anti-dilutive. For the three months ended March 31, 2009 and 2010, the Company's employees exercised options for 101,800 and 1,881 common shares, respectively.

**2. Property and equipment:**

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Depreciation and amortization expense related to property and equipment and capital leases was \$14.6 million and \$13.4 million for the three months ended March 31, 2009 and 2010, respectively. In the three months ended March 31, 2010 the Company recorded an impairment charge for certain property and equipment totaling \$0.6 million that is included in depreciation and amortization expense. There were no such charges in the three months ended March 31, 2009.

### *Capitalized network construction labor and related costs*

The Company capitalized salaries and related benefits of employees working directly on the construction and build-out of its network of \$1.1 million and \$1.5 million for the three months ended March 31, 2009 and 2010, respectively.

### *Asset Retirement Obligations*

The Company's asset retirement obligations consist of restoration requirements for certain leased facilities. The Company recognizes a liability for the present value of the estimated fair value of contractual obligations associated with the retirement of long-lived assets that result from the acquisition, construction, development and/or the normal operation of a long-lived asset in the period incurred. The present value of the fair value of the obligation is also capitalized as property, plant and equipment and then amortized over the estimated remaining useful life of the associated asset. Increases to the asset retirement obligation liability due to the passage of time are recognized as accretion and included within selling, general and administrative expenses in the Company's consolidated statements of operations. Changes in the liability due to revisions to estimates of future cash flows are recognized by increasing or decreasing the liability with the offset adjusting the carrying amount of the related long-lived asset. To the extent that the downward revisions exceed the carrying amount of the related long-lived asset initially recorded when the asset retirement obligation liability was established, the Company records the remaining adjustment as a reduction to depreciation expense, to the extent of historical depreciation of the related long-lived asset, and then to selling, general and administrative expense.

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

**3. Long-term debt:***Convertible Senior Notes*

In June 2007, the Company issued 1.00% Convertible Senior Notes (the Notes) due June 15, 2027, for an aggregate principal amount of \$200.0 million in a private offering for resale to qualified institutional buyers pursuant to SEC Rule 144A. The Notes are unsecured and bear interest at 1.00% per annum. Interest is payable in cash semiannually in arrears on June 15 and December 15, of each year, beginning on December 15, 2007. The Company received proceeds of approximately \$195.1 million, after deducting the original issue discount of 2.25% and issuance costs. In 2008, the Company purchased an aggregate of \$108.0 million of face value of the Notes for \$48.6 million in cash in a series of transactions.

The Notes are convertible into shares of the Company's common stock at an initial conversion price of \$49.18 per share, or 20.3355 shares for each \$1,000 principal amount of Notes, subject to adjustment for certain events as set forth in the indenture. Upon conversion of the Notes, the Company has the right to deliver shares of the Company's common stock, cash or a combination of cash and shares of the Company's common stock. The Notes are convertible (i) during any fiscal quarter after the fiscal quarter ending September 30, 2007, if the closing sale price of the Company's common stock for 20 or more trading days in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter exceeds 130% of the conversion price in effect on the last trading day of the immediately preceding fiscal quarter, or (ii) specified corporate transactions occur, or (iii) the trading price of the Notes falls below a certain threshold, or (iv) if the Company calls the Notes for redemption, or (v) on or after April 15, 2027, until maturity. In addition, following specified corporate transactions, the Company will increase the conversion rate for holders who elect to convert Notes in connection with such corporate transactions, provided that in no event may the shares issued upon conversion, as a result of adjustment or otherwise, result in the issuance of more than 35.5872 common shares per \$1,000 principal amount. The Notes include an Irrevocable Election of Settlement whereby the Company may choose, in its sole discretion, and without the consent of the holders of the Notes, to waive the Company's right to settle the conversion feature in either cash or stock or in any combination.

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

|  | December 31,<br>2009 |    | March 31,<br>2010 |
|--|----------------------|----|-------------------|
| Principal amount of convertible senior notes | \$ 91,978            | \$ | 91,978            |
| Unamortized discount                         | (25,708)             |    | (24,510)          |
| Net carrying amount                          | 66,270               |    | 67,468            |
| Additional paid-in capital                   | 74,933               |    | 74,933            |

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At March 31, 2010, the unamortized discount had a remaining recognition period of approximately 4.3 years. The amount of interest expense recognized and effective interest rate for the three months ended March 31 were as follows (in thousands):

|   | 2009 |       | 2010 |       |
|---|------|-------|------|-------|
| Contractual coupon interest                 | \$   | 230   | \$   | 230   |
| Amortization of discount and costs on Notes |      | 1,103 |      | 1,201 |
| Interest expense                            | \$   | 1,333 | \$   | 1,431 |
| Effective interest rate                     |      | 8.7%  |      | 8.7%  |

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**4. Contingencies :**

*Current and potential litigation*

The Company is involved in disputes with certain telecommunications companies. The total amount claimed by these vendors is approximately \$0.3 million. The Company does not believe any of these amounts are owed to these providers and intends to vigorously defend its position and believes that it has adequately reserved for any potential liability.

In the normal course of business the Company is involved in other legal activities and claims. Because such matters are subject to many uncertainties and the outcomes are not predictable with assurance, the liability related to these legal actions and claims cannot be determined with certainty. Management does not believe that such claims and actions will have a material impact on the Company's financial condition or results of operations.

*Revolving line of credit*

In October 2009, the Company entered into a \$20.0 million revolving line of credit facility with a bank. Borrowings under the facility may be used for general corporate purposes, acquisitions, purchases of the Company's common stock, and purchases of the Company's convertible notes. The facility expires and all amounts must be repaid on October 14, 2010. The Company's ability to draw under the revolving facility is conditioned upon, among other things, (i) the size of the Company's borrowing base, which is comprised of the Company's accounts receivable in the United States and Canada, and amounts the Company has on deposit with the bank; (ii) the Company's ability to make the representations and warranties contained in the loan documents on the date of such borrowing; and (iii) the absence of any default or event of default under its loan documents. The revolving facility has a floating interest rate of one month LIBOR plus 2.5% per annum, subject to a minimum interest rate of 3.0% and has a commitment fee of 0.3% per annum.

The Company's obligations under the revolving facility are secured by a lien on the accounts receivable, general intangibles and certain other assets of the Company and its U.S. and Canadian operating subsidiaries. The revolving facility contains customary covenants, including, but not limited to, restrictions on the Company and its U.S. and Canadian operating subsidiaries' ability to grant liens or security interests on assets subject to the bank's security interest and pay dividends. The revolving facility requires the maintenance of a trailing four quarter ratio of the Company's funded debt to adjusted EBITDA (as defined) of less than 3.0:1.0 and a ratio of the Company's adjusted EBITDA (as defined) less dividends and capital expenditures to its debt constituting current maturities (excluding any amounts due under the revolving credit facility) above 1.2:1.0. The covenants also require the Company to maintain a minimum of \$10.0 million to be deposited with the bank. There have been no borrowings under the revolving facility and the Company was in compliance with these covenants.

*Incentive Award Plan*

The Company has an award plan, the 2004 Incentive Award Plan, as amended (the Award Plan), under which grants of stock and options are made. As of December 31, 2009, of the 5.8 million authorized shares under the Award Plan there were a total of 0.2 million shares available for

grant. On April 15, 2010, the Company's shareholders approved increasing the authorized shares by 1.3 million shares. In April and May 2010, the Company granted approximately 0.9 million restricted shares to certain of its employees that will vest over a three year period. These restricted shares were valued at approximately \$9.6 million and will be recognized as equity-based compensation expense on a straight line basis over the service period. The Company also granted an additional 0.2 million restricted shares that are subject to certain performance conditions. The targets for the performance awards include the achievement of designated revenue growth, EBITDA margin, as adjusted, and capital expenditures.

**5. Related party transactions:**

*Office lease*

The Company's headquarters is located in an office building owned by a partnership (6715 Kenilworth Avenue Partnership). The two owners of the partnership are the Company's Chief Executive Officer, who has a 51% interest in the partnership and his wife, Ruth Schaeffer, who has a 49% interest in the partnership. The Company paid \$0.2 million for the three months ended March 31, 2009 and 2010 in rent and related costs (including taxes and utilities) to this partnership under a lease that expires in August 2012. The dollar value of the Company's Chief Executive Officer's interest in the lease payments for the three months ended March 31, 2009 and 2010 was \$0.1 million. The dollar value of his wife's interest in the lease payment for the three months ended March 31, 2009 and 2010 was \$0.1 million. If the Company's Chief Executive Officer's interest is combined with that of his wife then the total dollar value of his interest in the lease payments for the three months ended March 31, 2009 and 2010 was \$0.2 million.

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

|                               | <b>Three Months<br/>Ended<br/>March 31, 2009</b> |        | <b>Three Months<br/>Ended<br/>March 31, 2010</b> |        |
|-------------------------------|--|--------|--|--------|
| <b><u>Service revenue</u></b> |  |        |  |        |
| North America                 | \$   | 42,966 | \$   | 48,231 |
| Europe                        |  | 12,110 |  | 14,545 |
| Total                         | \$   | 55,076 | \$   | 62,776 |

|                                      | <b>December 31,<br/>2009</b> |         | <b>March 31,<br/>2010</b> |         |
|--------------------------------------|------------------------------|---------|---------------------------|---------|
| <b><u>Long lived assets, net</u></b> |                              |         |                           |         |
| North America                        | \$                           | 215,681 | \$                        | 217,020 |
| Europe                               |                              | 48,281  |                           | 46,584  |
| Total                                | \$                           | 263,962 | \$                        | 263,604 |

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*You should read the following discussion and analysis together with our consolidated condensed financial statements and related notes included in this report. The discussion in this report contains forward-looking statements that involve risks and uncertainties, such as statements of our plans, objectives, expectations and intentions. The cautionary statements made in this report should be read as applying to all related forward-looking statements wherever they appear in this report. Our actual results could differ materially from those discussed here. Factors that could cause or contribute to these differences include those discussed in Item 1A Risk Factors in our annual report on Form 10-K for the fiscal year ended December 31, 2009.*

**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 many of our competitors when providing Internet access services, thus, we believe, giving us cost and performance advantages. We deliver our services to small and medium-sized businesses, communications service providers and other bandwidth-intensive organizations through approximately 22,200 customer connections in North America and Europe.

We provide on-net Internet access to our net centric customers, which include certain bandwidth-intensive users such as universities, other Internet service providers, telephone companies, cable television companies and commercial content providers at speeds up to 10 Gigabits per

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second. These customers generally receive service in colocation facilities and in our data centers. We also provide Internet access services to our corporate customers in multi-tenant office buildings typically serving law firms, financial services firms, advertising and marketing firms and other professional services businesses.

Our on-net service consists of high-speed Internet access and IP connectivity ranging from 0.5 Megabits per second to 10 Gigabits per second of bandwidth. We offer our on-net services to customers located in buildings that are physically connected to our network. Off-net services are sold to businesses that are connected to our network primarily by means of "last mile" access service lines obtained from other carriers, primarily in the form of point-to-point TDM, POS, SDH and/or Carrier Ethernet circuits. Our non-core services, which consist primarily of legacy services of companies whose assets or businesses we have acquired primarily include dial-up Internet access services and voice services (only provided in Toronto, Canada). We do not actively market these non-core services and expect the service revenue associated with them to continue to decline.

Our network is comprised of in-building riser facilities, metropolitan optical fiber networks, metropolitan traffic aggregation points and inter-city transport facilities. Our network is physically connected entirely through our facilities to 1,475 buildings in which we provide our on-net services, including 1,051 multi-tenant office buildings. We also provide on-net services in carrier-neutral colocation facilities, Cogent controlled data centers and single-tenant office buildings. Because of our integrated network architecture, we are not dependent on local telephone companies to serve our on-net customers. We emphasize the sale of on-net services because we believe we have a competitive advantage in providing these services and our sales of these services generate greater gross profit margins than our off-net and non-core 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 (local loop) portion of the link from our customers' premises to our network. We also provide certain non-core services which are legacy services which we acquired and continue to support but do not actively sell.



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We believe our key growth opportunity is provided by our high-capacity network, which provides us with the ability to add a significant number of customers to our network with minimal incremental costs. Our focus is to add customers to our network in a way that maximizes its use and at the same time provides us with a profitable customer mix. We are responding to this opportunity by increasing our sales and marketing efforts including increasing our number of sales representatives. In addition, we may add customers to our network through strategic acquisitions.

We are expanding our network to locations that we believe can be economically integrated and represent significant concentrations of Internet traffic. One of our keys to developing a profitable business will be to carefully match the expense of extending our network to reach new customers with the revenue expected to be generated by those customers.

We believe two of the most important trends in our industry are the continued long-term growth in Internet traffic and a decline in Internet access prices within carrier neutral data centers. 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 continue to expand. However, continued erosion in Internet access prices will likely have a negative impact on the rate at which we can increase our revenues and our profitability.

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

Due to our strategic acquisitions of network assets and equipment, we believe we are positioned to grow our revenue base. We continue to purchase and deploy network equipment to parts of our network to maximize the utilization of our assets and to expand our network. Our future capital expenditures will be based primarily on our planned expansion of our network, the addition of on-net buildings and the concentration and growth of our customer base. We plan to continue to expand our network and to increase our number of on-net buildings by approximately 120 buildings by December 31, 2010 from 1,451 buildings at December 31, 2009.

Historically, our operating expenses have exceeded our net service revenue resulting in operating losses of \$29.9 million, \$22.2 million and \$3.8 million in 2007, 2008 and 2009, respectively. In each of these periods, our operating expenses consisted primarily of the following:

- Network operations expenses, which consist primarily of the cost of leased circuits, sites and facilities, telecommunications license agreements, maintenance expenses, and salaries of, and expenses related to, employees who are directly involved with maintenance and operation of our network.
- Selling, general and administrative expenses, which consist primarily of salaries, commissions and related benefits paid to our employees and other selling and administrative costs including professional fees and bad debt expenses.

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

- Equity-based compensation expenses that result from grants of stock options and restricted stock.

### **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 service revenues and cash flows. These key performance indicators include:

- Service revenues, which are an indicator of our overall business growth and the success of our sales and marketing efforts;

- growth in our customer base and revenues, which is an indicator of the success of our sales efforts;

- growth in our on-net buildings; and

- cash flows.

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The following summary table presents a comparison of our results of operations for the three months ended March 31, 2009 and 2010 with respect to certain key financial measures. The comparisons illustrated in the table are discussed in greater detail below.

|   | Three months ended<br>March 31, |           | Percent<br>Change |
|---|---------------------------------|-----------|-------------------|
|   | 2009                            | 2010      |                   |
|   | (in thousands)                  |           |                   |
| Service revenue                                   | \$ 55,076                       | \$ 62,776 | 14.0%             |
| On-net revenue                                    | 44,293                          | 49,635    | 12.1%             |
| Off-net revenue                                   | 9,867                           | 12,316    | 24.8%             |
| Non-core revenue                                  | 916                             | 825       | (9.9)%            |
| Network operations expenses (1)                   | 24,118                          | 28,051    | 16.3%             |
| Selling, general, and administrative expenses (2) | 17,068                          | 17,401    | 2.0%              |
| Equity-based compensation expense                 | 3,814                           | 1,165     | (69.5)%           |
| Depreciation and amortization expenses            | 14,576                          | 13,471    | (7.6)%            |
| Income tax (provision) benefit                    | (163)                           | 455       | 379.1%            |

(1) Excludes equity-based compensation expenses of \$76 and \$47 in the three months ended March 31, 2009 and 2010, respectively, which, if included would have resulted in a period-to-period change of 16.1%.

(2) Excludes equity-based compensation expenses of \$3,738 and \$1,118 in the three months ended March 31, 2009 and 2010, respectively, which, if included would have resulted in a period-to-period change of (11.0)%.

*Service Revenue.* Our service revenue increased 14.0% from \$55.1 million for the three months ended March 31, 2009 to \$62.8 million for the three months ended March 31, 2010. The impact of exchange rates resulted in an increase of revenues for the three months ended March 31, 2010 of approximately \$1.5 million. All foreign currency comparisons herein reflect our first quarter 2010 results translated at the average foreign currency exchange rates for the first quarter of 2009. For the three months ended March 31, 2009 and 2010, on-net, off-net and non-core revenues represented 80.4%, 17.9% and 1.7% and 79.1%, 19.6% and 1.3% of our service revenues, respectively.

Revenues from our corporate and net centric customers represented 47.8% and 52.2%, respectively, for the three months ended March 31, 2009 and represented 47.5% and 52.5%, respectively, for the three months ended March 31, 2010. Revenues from corporate customers increased 13.2% from \$26.3 million for the three months ended March 31, 2009 to \$29.8 million for the three months ended March 31, 2010. Revenues from our net-centric customers increased 14.7% from \$28.7 million for the three months ended March 31, 2009 to \$33.0 million for the three months ending March 31, 2010.

Our on-net revenues increased 12.1% from \$44.3 million for the three months ended March 31, 2009 to \$49.6 million for the three months ended March 31, 2010. Our on-net revenues increased as we increased the number of our on-net customer connections by 23.3% from approximately 14,700 at March 31, 2009 to approximately 18,100 at March 31, 2010. On-net customer connections increased at a greater rate than on-net revenues due to a decline in the average revenue per on-net customer connection, primarily from our net centric customers. This decline is partly

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attributed to a shift in the customer connection mix and due to volume and term based pricing discounts. Due to the increase in the size of our sales force, we are now able to focus not only on customers who purchase high-bandwidth connections, as we have done historically, but also on customers who purchase lower-bandwidth connections. We expect to continue to focus our sales efforts on a broad mix of customers. Additionally, on-net customers who cancel their service from our installed base of customers, in general, have greater average revenue per connection than new customers. These trends resulted in a reduction to our average revenue per on-net connection.

Our off-net revenues increased 24.8% from \$9.9 million for the three months ended March 31, 2009 to \$12.3 million for the three months ended March 31, 2010. Our off-net revenues increased as we increased the number of our off-net customer connections by 10.0% from approximately 3,000 at March 31, 2009 to approximately 3,300 at March 31, 2010. Off-net revenues increased at a greater rate than off-net customer connections due to an increase in the average revenue per off-net customer connection. Off-net customers who cancel their service, in general, have a lower average revenue per connection than new off-net customers who generally purchase higher-bandwidth connections.

Our non-core revenues decreased 9.9% from \$0.9 million for the three months ended March 31, 2009 to \$0.8 million for the three months ending March 31, 2010. The number of our non-core customer connections increased 47.2% from approximately 560 at March 31, 2009 to approximately 830 at March 31, 2010 due to the May 2009 acquisition of approximately 685 non-core customer connections. We do not actively market these acquired non-core services and expect that the service revenue associated with them will continue to decline.

*Network Operations Expenses.* Our network operations expenses, excluding equity-based compensation expense, increased 16.3% from \$24.1 million for the three months ended March 31, 2009 to \$28.1 million for the three months ended March 31, 2010. The impact of exchange rates resulted in an increase of network operations expenses for the three months ended March 31, 2010 of approximately \$0.5 million. The increase is primarily attributable to an increase in costs related to our network and facilities expansion activities and increase in our off-net revenues partly offset by the decline in network operations expenses associated with the decline in our non-core revenues.

*Selling, General, and Administrative ( SG&A ) Expenses.* Our SG&A expenses, excluding equity-based compensation expense, increased 2.0% from \$17.1 million for the three months ended March 31, 2009 to \$17.4 million for the three months ended March 31, 2010. The impact

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of exchange rates resulted in an increase of SG&A expenses for the three months ended March 31, 2010 of approximately \$0.3 million. SG&A expenses increased primarily from the increase in salaries and related costs required to support our expanding sales and marketing efforts.

*Equity-based Compensation Expense.* Equity-based compensation expense results from grants of restricted stock and stock options. Equity-based compensation expense decreased 69.5% from \$3.8 million for the three months ended March 31, 2009 to \$1.2 million for the three months ending March 31, 2010. The decrease is primarily due to the completion of the service period in April 2009 of certain restricted stock grants made in to our employees April 2007.

We have an award plan, the 2004 Incentive Award Plan, as amended (the Award Plan), under which grants of stock and options are made. As of December 31, 2009, of the 5.8 million authorized shares under the Award Plan there were a total of 0.2 million shares available for grant. On April 15, 2010, our shareholders approved increasing the authorized shares by 1.3 million shares. In April and May 2010, we granted approximately 0.9 million restricted shares to certain of our employees that will vest over a three year period. These restricted shares were valued at approximately \$9.6 million and will be recognized as equity-based compensation expense on a straight line basis over the service period. We also granted approximately 0.2 million restricted shares that are subject to certain performance conditions. The targets for the performance awards include the achievement of designated revenue growth, EBITDA margin, as adjusted, and capital expenditures.

*Depreciation and Amortization Expenses.* Our depreciation and amortization expense decreased 7.6% from \$14.6 million for the three months ended March 31, 2009 to \$13.5 million for the three months ended March 31, 2010. The decrease is primarily due to the decline in depreciation expense from fully depreciated fixed assets and the adjustment to our asset retirement obligations, discussed below, more than offsetting depreciation expense associated with the increase in deployed fixed assets and the impact of an impairment charge for certain property and equipment totaling \$0.6 million in the three months ended March 31, 2010. There were no such impairment charges or adjustments to our asset retirement obligations in the three months ended March 31, 2009.

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

*Income tax provision (benefit).* Our income tax provision was \$0.2 million for the three months ended March 31, 2009. Our income tax benefit was \$0.5 million for the three months ended March 31, 2010. The net income tax provision for the three months ended March 31, 2009 includes approximately \$0.2 million for U.S. state income taxes (including approximately \$0.1 million related to penalties and interest on an uncertain tax position). The net income tax benefit for the three months ended March 31, 2010 includes approximately \$0.2 million for U.S. state income taxes offset by a tax benefit of \$0.6 million from the recognition of a receivable for refunds of federal alternative minimum tax amounts that were paid in 2007 and 2008.

*Buildings On-net.* As of March 31, 2009 and 2010, we had a total of 1,355 and 1,475 on-net buildings connected to our network, respectively.

*Liquidity and Capital Resources*

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

**Cash Flows**

The following table sets forth our consolidated cash flows for the three months ended March 31, 2009 and three months ended March 31, 2010.

| (in thousands)  | Three months ended March 31, |           |
|---|------------------------------|-----------|
|   | 2009                         | 2010      |
| Net cash provided by operating activities               | \$ 12,816                    | \$ 15,309 |
| Net cash used in investing activities                   | (11,684)                     | (11,103)  |
| Net cash used in financing activities                   | (4,647)                      | (4,929)   |
| Effect of exchange rates on cash                        | (599)                        | (198)     |
| Net decrease in cash and cash equivalents during period | \$ (4,114)                   | \$ (921)  |

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*Net Cash Provided by Operating Activities.* 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. Net cash provided by operating activities was \$12.8 million for the three months ended March 31, 2009 compared to net cash provided by operating activities of \$15.3 million for the three months ended March 31, 2010. The increase in cash provided by operating activities is due to an increase in our operating profit partly offset by changes in operating assets and liabilities.

*Net Cash Used In Investing Activities.* Net cash used in investing activities was \$11.7 million for the three months ended March 31, 2009 and \$11.1 million for the three months ended March 31, 2010. Our primary use of investing cash for the three months ended March 31, 2009 and three months ended March 31, 2010 was \$11.7 million and \$11.3 million, respectively, for the purchases of property and equipment.

*Net Cash Used In Financing Activities.* Net cash used in financing activities was \$4.6 million for the three months March 31, 2009 and \$4.9 million for the three months March 31, 2010. Our primary uses of financing cash for the three months ended March 31, 2009 were \$3.9 million of principal payments under our capital lease obligations and \$0.7 million for the purchases of shares of our common stock. Our primary use of financing cash for the three months ended March 31, 2010 was \$4.9 million of principal payments under our capital lease obligations. The increase in principal payments under our capital lease obligations from the three months ended March 31, 2009 to the three months ended March 31, 2010 is primarily due to the increase in our network expansion activities.

**Cash Position and Indebtedness**

Our total indebtedness, net of discount, at March 31, 2010 was \$174.6 million and our total cash and cash equivalents were \$55.0 million. Our total indebtedness, net of discount, at March 31, 2010 includes \$107.1 million of capital lease obligations for dark fiber primarily under 15-25 year IRUs, of which approximately \$5.6 million is considered a current liability.

*Convertible Senior Notes*

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

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

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The Notes are convertible into shares of our common stock at an initial conversion price of \$49.18 per share, or 20.3355 shares for each \$1,000 principal amount of Notes, subject to adjustment for certain events as set forth in the indenture. Upon conversion of the Notes, we will have the right to deliver shares of our common stock, cash or a combination of cash and shares of our common stock. The Notes are convertible (i) during any fiscal quarter after the fiscal quarter ending September 30, 2007, if the closing sale price of our common stock for 20 or more trading days in a period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter exceeds 130% of the conversion price in effect on the last trading day of the immediately preceding fiscal quarter, or (ii) specified corporate transactions occur, or (iii) the trading price of the Notes falls below a certain threshold, or (iv) if we call the Notes for redemption, or (v) on or after April 15, 2027, until maturity. In addition, following specified corporate transactions, we will increase the conversion rate for holders who elect to convert Notes in connection with such corporate transactions, provided that in no event may the shares issued upon conversion, as a result of adjustment or otherwise, result in the issuance of more than 35.5872 common shares per \$1,000 principal amount. The Notes include an Irrevocable Election of Settlement whereby we may choose, in our sole discretion, and without the consent of the holders of the Notes, to waive our right to settle the conversion feature in either cash or stock or in any combination, at our option.

The Notes may be redeemed by us at any time after June 20, 2014 at a redemption price of 100% of the principal amount plus accrued interest. Holders of the Notes have the right to require us to repurchase for cash all or some of their Notes on June 15, 2014, 2017 and 2022 and upon the occurrence of certain designated events at a redemption price of 100% of the principal amount plus accrued interest.



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*Revolving line of credit*

In October 2009, we entered into a \$20.0 million revolving line of credit facility with a commercial bank. Borrowings under the credit facility may be used for general corporate purposes, acquisitions, purchases of our common stock, and purchases of our Notes. The credit facility expires and all amounts must be repaid on October 14, 2010. Our ability to draw under the credit facility is conditioned upon, among other things, (i) the size of our borrowing base, which is comprised of our accounts receivable in the United States and Canada and amounts we have on deposit with the bank; (ii) our ability to make the representations and warranties contained in the loan documents on the date of such borrowing; and (iii) the absence of any default or event of default under its loan documents. The credit facility has a floating interest rate of one month LIBOR plus 2.5% per annum, subject to a minimum interest rate of 3.0% and has a commitment fee of 0.3% per annum.

Our obligations under the credit facility are secured by a lien on the accounts, general intangibles and certain of our other assets and our U.S. and Canadian operating subsidiaries. The credit facility contains customary covenants, including, but not limited to, restrictions on us and our U.S. and Canadian operating subsidiaries' ability to grant liens or security interests on assets subject to the banks security interest and pay dividends. The credit facility requires the maintenance of a trailing four quarter ratio of our funded debt to adjusted EBITDA (as defined) of less than 3.0:1.0 and a ratio of our adjusted EBITDA (as defined) less dividends and capital expenditures to its debt constituting current maturities (excluding amounts due under this revolving credit facility) above 1.2:1.0. The covenants also require us to maintain a minimum of \$10.0 million to be deposited with the commercial bank. There have been no borrowings under the revolving facility and we have been in compliance with the covenants.

**Contractual Obligations and Commitments**

There have been no material changes to our contractual obligations and commitments included in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations of our annual report on Form 10-K for the year ended December 31, 2009.

**Future Capital Requirements**

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

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 and markets that we add to our network, reduce our planned increase in our sales and marketing efforts, or require us to otherwise alter our business plan or take other actions that could have a material adverse effect on our business, results of operations and financial condition. If issuing equity securities raises additional funds, substantial dilution to existing stockholders may result.

*Off-Balance Sheet Arrangements*

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

#### *Income taxes*

Due to the uncertainty surrounding the realization of our net deferred tax asset, we have recorded a valuation allowance for the substantial majority of our net deferred tax asset. As of December 31, 2009, we have combined net operating loss carry-forwards of approximately \$1.1 billion. This amount includes federal and state net operating loss carry-forwards in the United States of approximately \$400 million, net operating loss carry-forwards related to our Canadian operations of approximately \$4 million and net operating loss carry-forwards related to our European operations of approximately \$680 million. Section 382 of the Internal Revenue Code in the United States limits the utilization of net operating losses when ownership changes, as defined by that section, occur. We have performed an analysis of our Section 382 ownership changes and have determined that the utilization of certain of our net operating loss carryforwards in the United States may be limited. This restricted amount includes the limitation on annual utilization related to the remaining \$183 million of federal and state net operating loss carry-forwards of Allied Riser Communications Corporation that were acquired by us via a 2002 merger. The net operating loss carryforwards in the United States will expire, if unused, between 2024 and 2030. The net operating loss carry-forwards related to our Canadian operations expire in 2027. The net operating loss carry-forwards related to our European operations include \$527 million that do not expire and \$153 million that expire between 2010 and 2016.

#### **Critical Accounting Policies and Significant Estimates**

Management believes that as of March 31, 2010, there have been no material changes to our critical accounting policies and significant estimates from those listed in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations of our annual report on Form 10-K for the year ended December 31, 2009 except for our estimates related to our asset retirement obligations discussed in Note 2 to these interim condensed consolidated financial statements.

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**Recent Accounting Pronouncements to be adopted**

In September 2009, the FASB issued Accounting Standards Update ( ASU ) 2009-13, Multiple Element Arrangements. ASU 2009-13 addresses the determination of when the individual deliverables included in a multiple arrangement may be treated as separate units of accounting. ASU 2009-13 also modifies the manner in which the transaction consideration is allocated across separately identified deliverables and establishes definitions for determining fair value of elements in an arrangement. This standard must be adopted by us no later than January 1, 2011 with earlier adoption permitted. We are currently evaluating the impact, if any, that this standard update will have on our consolidated financial statements.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

For quantitative and qualitative disclosures about market risk see Item 7A Quantitative and Qualitative Disclosures About Market Risk, of our annual report on Form 10-K for the year ended December 31, 2009. Our exposures to market risk have not changed materially since December 31, 2009. Based upon the quoted market price at March 31, 2010, the fair value of our 1.00% \$92.0 million Convertible Senior Notes was approximately \$65.1 million.

**ITEM 4. CONTROLS AND PROCEDURES.**

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

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

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



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**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS.**

We are involved in legal proceedings in the normal course of our business that we do not expect to have a material impact on our operations or results of operations. Note 4 of our interim condensed consolidated financial statements includes information on these proceedings and other disputes.

**ITEM 6. EXHIBITS.**

(a) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 31.1                  | Certification of Chief Executive Officer (filed herewith) |
| 31.2                  | Certification of Chief Financial Officer (filed herewith) |
| 32.1                  | Certification of Chief Executive Officer (filed herewith) |
| 32.2                  | Certification of Chief Financial Officer (filed herewith) |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 7, 2010

**COGENT COMMUNICATIONS GROUP, INC.**

By: /s/ David Schaeffer  
Name: David Schaeffer  
Title: Chairman of the Board and Chief Executive Officer

Date: May 7, 2009

By: /s/ Thaddeus G. Weed  
Name: Thaddeus G. Weed  
Title: Chief Financial Officer (Principal Accounting Officer)



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**Exhibit Index**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
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