

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

| | | | |
|------------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------------------------------------------------------------|-----------------------------|
| 1 Issuer's name | | 2 Issuer's employer identification number (EIN) | |
| Cogent Communications Holdings, Inc. & Subsidiaries | | 46-5706863 | |
| 3 Name of contact for additional information | 4 Telephone No. of contact | 5 Email address of contact | |
| Steven McLernon | (202) 295-4398 | smclernon@cogentco.com | |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact | | 7 City, town, or post office, state, and Zip code of contact | |
| 1015 31st Street, NW | | Washington, DC 20007 | |
| 8 Date of action | | 9 Classification and description | |
| 3/27/14;6/18/14;9/19/14;12/12/14 | | Shareholder distribution classified as partial dividend and partial return of capital | |
| 10 CUSIP number | 11 Serial number(s) | 12 Ticker symbol | 13 Account number(s) |
| 19239V302 | | CCOI | |

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

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Cogent Communications Holdings, Inc. (the "Company") paid distributions on each date listed in the "Date of Action" section as follows:

- The March 27, 2014 distribution was for \$0.39 per share on 46,551,977 shares.
- The June 18, 2014 distribution was for \$0.17 per share on 45,830,985 shares.
- The September 19, 2014 distribution was for \$0.30 per share on 45,554,527 shares.
- The December 12, 2014 distribution was for \$0.31 per share on 45,237,879 shares.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ The total amount of the four distributions during 2014 was \$53,636,639.
The Company had no accumulated Earnings and Profits ("E&P") at the beginning of 2014 and had \$11,310,588 of current E&P as of December 31, 2014.

Each of the four 2014 distributions is classified as a taxable dividend or non-taxable return of capital according to the percentages shown below:
Dividend - 21.087%
Return of Capital - 78.913%

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

Part II Organizational Action (continued)

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

IRC Section 301(c)

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

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **None**

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

Sign Here
Signature ▶ *Steven McLernon* Date ▶ 2/2/15

Print your name ▶ **Steven McLernon** Title ▶ **VP, Tax**

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