

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	
2450 N Street, NW		Washington, DC 20037	
8 Date of action		9 Classification and description	
3/26/15; 6/12/15; 9/11/15; 12/11/15		Shareholder distribution classified as a 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" as follows:

- The March 26, 2015 distribution was for \$0.35 per share on 45,222,541 shares.
- The June 12, 2015 distribution was for \$0.42 per share on 44,654,147 shares.
- The September 11, 2015 distribution was for \$0.34 per share on 44,466,177 shares.
- The December 11, 2015 distribution was for \$0.35 per share on 44,253,286 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 2015 was \$65,189,781
The Company had no Current or Accumulated Earnings and Profits ("E&P") as of December 31, 2015.

100% of each of the four 2015 distributions is classified as a non-taxable return of capital.

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 classified as a capital gain. Any 2015 distribution amount in excess of the shareholder's basis in Cogent stock is classified as a return of capital.

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 ▶ 2/10/16

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.