

CHANGE OF OWNERSHIP

This form must be used by any current owner (the "Current Owner") in Priority Income Fund, Inc. (the "Program") to transfer ownership of shares of common stock (the "Shares") to a new owner (the "New Owner"). For investors who have multiple investments in separate registrations, one form must be completed for each registration. If this account involves a custodian, forward this form to the custodian for its signature with instructions to return it to the Program as indicated below.

Complete and deliver this form to:
BEHRINGER SHAREHOLDER SERVICES
 866.655.3650

Regular Mail:
 P.O. Box 219768
 Kansas City, MO 64121-9768

Express/Overnight Delivery:
 430 West 7th Street
 Kansas City, MO 64105-1407

1. TYPE OF OWNERSHIP (Current Owner) *Note: Complete either column A or B below, but not both.*

A. Non-Custodial Registration

- Individual** – One signature required.
- Joint Tenants with Right of Survivorship** – All parties must sign.
- S Corporation** – Authorized signature required.
- C Corporation** – Authorized signature required.
- Partnership** – Authorized signature required.
- Uniform Gift to Minors Act** – Custodian signature required. State of _____
- Uniform Transfer to Minors Act** – Custodian signature required. State of _____
- Pension or Profit-Sharing Plan** – Authorized signature required.
- Trust** – Authorized signature required.
- Other** (Specify): _____

B. Custodial Registration

- IRA:** _____
Type of IRA (Traditional, Roth or SEP) – Owner and custodian signature required.
- Pension or Profit Sharing Plan** – Owner and custodian signature required.
- Other** (Specify): _____
Owner and custodian signature required.

Custodian Information – *To be completed by custodian.*

Name of Custodian, Trustee or other Administrator: _____

Street/P.O. Box: _____

City, State, ZIP: _____

Custodian Tax ID #: _____

Custodian Account #: _____

Custodian Telephone #: _____

2. CURRENT OWNER REGISTRATION

Name of Owner/Entity: _____ Tax ID/SS #: _____ Date of Birth: _____

Name of Joint Owner/Trustee: _____ Tax ID/SS #: _____ Date of Birth: _____

Account #: _____ E-mail Address: _____

Street/P.O. Box: _____

City: _____ State: _____ ZIP Code: _____

3. SHARE TRANSFER/MINIMUM RETAINED INVESTMENT

Please note that the minimum transfer from the Current Owner to the New Owner is 200 Shares or, if the Current Owner owns less than 200 Shares, then all such Shares. The Current Owner must transfer all Shares if after the transfer the Current Owner would own less than 200 Shares, unless the transfer is due to death or family dissolution.

Reason for Transfer (Check one):

- Re-registration (name change, individual to trust, etc).
- Sale to a Third Party
\$ _____ paid per Share
- Gift
Date of Gift: _____
- Death
Include a certified copy of the death certificate and a certified copy of the letters of testamentary or court appointment of the executor of the estate dated within 90 days along with the submission of this form.
- Family Dissolution
If this is a qualified account, include a certified copy of the Qualified Domestic Relations Order (“QDRO”) with the submission of this form.

Number of Shares Subject to this Transfer: _____

Number of Shares Retained by Current Owner: _____

Net Sales Proceeds for the Sale of the Shares: \$ _____

Signature of Current Owner	Printed Name of Current Owner	Date
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Medallion Stamp Guarantee

Signature of Joint Current Owner, Trustee, Custodian or Authorized Person, if applicable	Printed Name of Joint Current Owner, Trustee Custodian or Authorized Person, if applicable	Date
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Medallion Stamp Guarantee

4. TYPE OF OWNERSHIP (New Owner) Please complete either column A or B below, but not both.

<p>A. Non-Custodial Registration</p> <p><input type="checkbox"/> Individual – One signature required.</p> <p><input type="checkbox"/> Joint Tenants with Right of Survivorship – All parties must sign.</p> <p><input type="checkbox"/> S Corporation – Authorized signature required. Include the Behringer Corporate Resolution Form.*</p> <p><input type="checkbox"/> C Corporation – Authorized signature required. Include the Behringer Corporate Resolution Form.*</p> <p><input type="checkbox"/> Partnership – Authorized signature required. Include the Behringer Entity Certification of Investment Powers form.</p> <p><input type="checkbox"/> Uniform Gift to Minors Act – Custodian signature required. State of _____</p> <p><input type="checkbox"/> Uniform Transfer to Minors Act – Custodian signature required. State of _____</p> <p><input type="checkbox"/> Pension or Profit-Sharing Plan – Authorized signature required. Include a copy of plan documents</p> <p><input type="checkbox"/> Trust – Authorized signature required. Include the Behringer Trustee Certification of Investment Powers form.</p> <p><input type="checkbox"/> Other (Specify): _____</p>	<p>B. Custodial Registration</p> <p><input type="checkbox"/> IRA: _____ <i>Type of IRA (Traditional, Roth or SEP) – Owner and custodian signature required.</i></p> <p><input type="checkbox"/> Pension or Profit Sharing Plan – Owner and custodian signature required.</p> <p><input type="checkbox"/> Other (Specify): _____ <i>Owner and custodian signature required.</i></p> <p>Custodian Information – To be completed by custodian.</p> <p>Name of Custodian, Trustee or other Administrator: _____</p> <p>Street/P.O. Box: _____</p> <p>City, State, ZIP: _____</p> <p>Custodian Tax ID #: _____</p> <p>Custodian Account #: _____</p> <p>Custodian Telephone #: _____</p>
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*Please consult a tax advisor regarding that tax consequences of an investment in shares by certain tax exempt entities.

5. NEW OWNER REGISTRATION

Name of Owner/Entity: _____ Tax ID/SS #: _____ Date of Birth: _____

Name of Joint Owner/Trustee: _____ Tax ID/SS #: _____ Date of Birth: _____

Street Address (Required): _____

City: _____ State: _____ ZIP Code: _____

Mailing Address (Optional): _____

City: _____ State: _____ ZIP Code: _____

Home Phone: _____ Business Phone: _____

E-mail Address: _____ Country of Citizenship: _____

6. DISTRIBUTIONS Please complete either column A or B depending on registration type.

A. Non-Custodial Registration

If you fail to select an option or fail to complete the required information below, all non-custodial registration distributions will be sent to the address set forth in Section 5.

- I elect to participate in the distribution reinvestment plan of the Program.
- I prefer distributions be paid to me at my address listed in Section 5.
- I prefer distributions to be deposited directly into my checking account (please see instructions below and include a voided check).
- I prefer to direct distributions to a party other than the registered owner per my instructions below (please complete all information).

B. Custodial Registration

If you fail to select an option below, all custodial registration distributions will be sent to the custodian for the benefit of the stockholder.

- I elect to participate in the distribution reinvestment plan of the Program.
- I prefer for distributions be sent to the custodian for the benefit of the stockholder.

*Each Investor who elects to have distributions reinvested agrees to notify the Program and the broker-dealer named in the Subscription Agreement in writing if at any time he or she fails to meet the applicable suitability standards or he or she is unable to make any other representations and warranties as set forth in the Prospectus or Subscription Agreement.

To direct distributions to a checking account please enclose a voided check. By enclosing a voided check, you authorize the Program to begin making electronic deposits to the designated checking account. An automated deposit entry shall constitute the receipt for each transaction. This authority is to remain in force until the Program has received written notification of its termination at such time and in such manner as to give the Program reasonable time to act. In the event that the Program deposits funds erroneously into the account, it is authorized to debit the account for the amount of the erroneous deposit.

To direct distributions (for non-custodial accounts only) to a party other than the registered owner, please provide the following information, as applicable:

Name of Institution/Payee: _____ Account #: _____

Name on Account: _____

Street/P.O. Box: _____

City: _____ State: _____ ZIP Code: _____

7. FINANCIAL ADVISOR (if applicable) Please read and complete the following.

The broker-dealer or authorized representative must sign below to complete the transfer. The undersigned broker-dealer or authorized representative warrants that it is a duly licensed broker-dealer (or non-commission based financial advisor) and may lawfully offer the Shares in the state designated as the Investor's legal residence.

Broker-Dealer Name: _____ Telephone #: _____

Broker-Dealer Street/P.O. Box: _____

City: _____ State: _____ ZIP Code: _____

Financial Advisor Name: _____ Telephone #: _____

Financial Advisor Street/P.O. Box: _____

City: _____ State: _____ ZIP Code: _____

The undersigned confirm on behalf of the broker-dealer that they have reasonable grounds to believe that the Shares are a suitable investment for the investor, that such investor meets the suitability standards required by applicable law, regulation or rule, as well as any suitability standards applicable to such investor set forth in the Prospectus and related supplements, if any, and that such investor is in a financial position to enable such investor to realize the benefits of such an investment and to suffer any loss that may occur with respect thereto.

Signature of Financial Advisor

Date

8. NEW OWNER ACKNOWLEDGEMENT AND AGREEMENT

Please carefully read and initial the representation below. Except in the case of fiduciary accounts, you may not grant any person a power of attorney to make such representation on your behalf.

New Owner New Joint Owner

In order to induce the Program to accept this subscription, I hereby represent and warrant as follows:

(a) I acknowledge that there is no public market for the Shares, and, thus, my investment in Shares is not liquid.

Initials Initials

(b) I (we) represent that I am (we are) purchasing the Shares for my (our) own account, or, if I am (we are) purchasing shares on behalf of a trust or other entity of which I am (we are) trustee(s) or authorized agent(s), then I (we) represent that I (we) have due authority to execute this Change of Ownership and do hereby legally bind the trust or other entity of which I am (we are) trustee(s) or authorized agent(s).

Initials Initials

SUBSTITUTE FORM W-9

I declare that the information supplied above is true and correct and may be relied upon by the Program in connection with my investment in the Program. Under penalties of perjury, by signing this form, I hereby certify that (a) I have provided herein my correct Taxpayer Identification Number, (b) I am not subject to backup withholding as a result of a failure to report all interest or dividends, or the Internal Revenue Service has notified me that I am no longer subject to backup withholding and (c) except as otherwise expressly indicated above, I am a U.S. person (including a U.S. resident alien).

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

NOTICE IS HEREBY GIVEN TO EACH SUBSCRIBER THAT YOU DO NOT WAIVE ANY RIGHTS YOU MAY HAVE UNDER THE SECURITIES ACT OF 1933, THE SECURITIES EXCHANGE ACT OF 1934 OR ANY STATE SECURITIES LAW BY EXECUTING THIS AGREEMENT.

Signature of New Owner

Printed Name of New Owner

Date

Medallion Stamp Guarantee

Signature of Joint New Owner, Trustee,
Custodian or Authorized Person, if applicable

Printed Name of Joint New Owner, Trustee,
Custodian or Authorized Person, if applicable

Date

Medallion Stamp Guarantee