

CHANGE OF OWNERSHIP

This form must be used by any current owner (the "Current Owner") in TIER REIT, Inc. (the "Company") to transfer ownership of shares of common stock (the "Shares") to a new owner (the "New Owner"). For stockholders 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 Company as indicated below.

Complete and deliver this form to:

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.
- Community Property** – All parties must sign.
- Tenants in Common** – All parties must sign.
- S Corporation Registration** – Authorized signature required. Include the Corporate Resolution Form.
- C Corporation Registration** – Authorized signature required. Include the Corporate Resolution Form.
- Partnership Registration** – Authorized signature required.
- Uniform Gift to Minors Act** – Custodian signature required. State of _____
- Uniform Transfer to Minors Act** – Custodian signature required. State of _____
- Estate** – Personal Representative signature required.
- Qualified Pension Plan** (Non-custodian) – Authorized signature required.
- Trust** – Authorized signature required.
- Other** (Specify): _____

B. Custodial Registration

- Traditional IRA** – Owner and custodian signature required.
- Roth IRA** – Owner and custodian signature required.
- KEOGH Plan** – Owner and custodian signature required.
- Simplified Employee Pension/Trust (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

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: \$ _____ *(If no consideration is paid for this transfer, please insert \$0.00 for net sales proceeds.)*

Signature of Current Owner	Printed Name of Current Owner	Date

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

Medallion Stamp Guarantee

4. TYPE OF OWNERSHIP (New Owner) Please 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.

Community Property – All parties must sign.

Tenants in Common – All parties must sign.

S Corporation Registration – Authorized signature required. Include the Corporate Resolution Form.

C Corporation Registration – Authorized signature required. Include the Corporate Resolution Form.

Partnership Registration – Authorized signature required. Include the Entity Certification of Investment Powers form.

Uniform Gift to Minors Act – Custodian signature required. State of _____

Uniform Transfer to Minors Act – Custodian signature required. State of _____

Estate – Personal representative signature required. Name of Executor: _____ Include a copy of the court appointment.

Qualified Pension Plan (Non-custodian) – Authorized signature required. Include the Trustee Certification of Investment Powers for Pension or Other Employee Benefit Plans form.

Trust – Authorized signature required. Include the Trustee Certification of Investment Powers form.

Other (Specify): _____

B. Custodial Registration

Traditional IRA – Owner and custodian signature required.

Roth IRA – Owner and custodian signature required.

KEOGH Plan – Owner and custodian signature required.

Simplified Employee Pension/Trust (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 #: _____

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 Company.
- 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 Company.
- I prefer for distributions be sent to the custodian for the benefit of the stockholder.

To direct distributions to a checking account please enclose a voided check. By enclosing a voided check, you authorize the Company 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 Company has received written notification of its termination at such time and in such manner as to give the Company reasonable time to act. In the event that the Company 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.

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: _____

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 Company to accept this subscription, I hereby represent and warrant as follows:

- (a) I am purchasing the Shares for my own account, and I acknowledge that there is no public market for this investment.

Initials

Initials

SUBSTITUTE FORM W-9

I declare that the information supplied above is true and correct and may be relied upon by the Company in connection with my investment in the Company. 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.

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

For questions, please call Shareholder Services at 866.655.3650.