

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)	
TIER REIT INC		68-0509956	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
TIER REIT INVESTOR RELATIONS	(844) 782-0585	tierinvestorrelations@dstsystems.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	
17300 DALLAS PARKWAY, SUITE 1010		DALLAS, TX 75248	
8 Date of action		9 Classification and description	
JUNE 2, 2015		COMMON STOCK - REVERSE STOCK SPLIT	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
88650V208 (NEW)	N/A	TIER	N/A

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 ▶ EFFECTIVE JUNE 2, 2015, TIER REIT INC UNDERWENT A 1-FOR-6 REVERSE STOCK SPLIT OF ITS COMMON STOCK. CASH WAS PAID IN LIEU OF THE ISSUANCE OF FRACTIONAL SHARES. THE AMOUNT OF CASH PAID FOR THE FRACTIONAL SHARES WAS BASED ON A \$26.88 PER SHARE (POST-SPLIT) VALUE.

THE CUSIP NUMBER FOR TIER REIT INC WAS CHANGED FROM 77249100 TO 88650V208. THE TICKER SYMBOL DID NOT CHANGE.

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 ▶ UPON EFFECTIVENESS OF THE 1-FOR-6 REVERSE STOCK SPLIT, EACH SHAREHOLDER OF TIER REIT COMMON STOCK RECEIVED 1 NEW SHARE IN EXCHANGE FOR EACH 6 OLD SHARES SURRENDERED.

NO FRACTIONAL SHARES WERE ISSUED IN THE REVERSE STOCK SPLIT. INSTEAD, SHAREHOLDERS WERE DEEMED TO HAVE RECEIVED A FRACTIONAL SHARE BASED ON A \$26.88 PER SHARE (POST-SPLIT) VALUE, AND THEN IMMEDIATELY EXCHANGING SUCH FRACTIONAL SHARE FOR CASH.

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 ▶ IN GENERAL, THE AGGREGATE BASIS OF THE NEW TIER REIT INC COMMON SHARES RECEIVED IN THE REVERSE STOCK SPLIT, WHICH FOR THIS PURPOSE INCLUDES BOTH THE ACTUAL SHARES RECEIVED AS WELL AS THE FRACTIONAL SHARES THAT ARE DEEMED RECEIVED, IS EQUAL TO THE AGGREGATE BASIS OF THE OLD TIER REIT SHARES SURRENDERED IN THE REVERSE STOCK SPLIT (THE "ADJUSTED BASIS").

THE ADJUSTED BASIS MUST BE ALLOCATED TO THE NEW SHARES RECEIVED (OR ALLOCABLE PORTIONS THEREOF) IN A MANNER THAT REFLECTS, TO THE GREATEST EXTENT POSSIBLE, THE BASIS IN THE OLD SHARES THAT WERE ACQUIRED ON THE SAME DATE AND AT THE SAME PRICE. TO THE EXTENT IT IS NOT POSSIBLE TO ALLOCATE THE AGGREGATE BASIS IN THIS MANNER, THE AGGREGATE BASIS MUST BE ALLOCATED TO THE NEW SHARES (OR ALLOCABLE PORTIONS THEREOF) IN A MANNER THAT MINIMIZES THE DISPARITY IN THE HOLDING PERIODS OF THE OLD SHARES WHOSE BASIS IS ALLOCABLE TO ANY PARTICULAR NEW SHARE RECEIVED. THIS MAY CAUSE A NEW SHARE TO HAVE A SPLIT BASIS AND SPLIT HOLDING PERIOD.

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 SECTIONS 302, 356, 358 AND 368(a)

18 Can any resulting loss be recognized? ▶
THE 1-FOR-6 REVERSE STOCK SPLIT SHOULD NOT CONSTITUTE A TAXABLE TRANSACTION, EXCEPT TO THE EXTENT OF ANY CASH RECEIVED FOR FRACTIONAL SHARES.

SHAREHOLDERS SHOULD CONSULT THEIR OWN TAX ADVISOR TO DETERMINE THE TAX IMPACT OF THIS TRANSACTION WITH RESPECT TO THEIR INDIVIDUAL FACTS AND CIRCUMSTANCES.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
THE ADJUSTMENT TO BASIS SHOULD BE TAKEN INTO ACCOUNT IN THE TAX YEAR DURING WHICH THE REVERSE STOCK SPLIT WAS EFFECTIVE (I.E., 2015 FOR CALENDAR YEAR TAXPAYERS).

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 ▶ *Scott A. McLaughlin* Date ▶ 7/15/2015
Print your name ▶ SCOTT A. MCLAUGHLIN Title ▶ VP-TAX

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DAVID SANDERS	<i>David Sanders</i>	07/15/2015		P00407038
	Firm's name ▶ DELOITTE TAX LLP	Firm's EIN ▶ 86-1065772			
Firm's address ▶ 2200 ROSS AVENUE, STE 1600 DALLAS TX 75201-6778		Phone no. 214-840-7000			