

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name TIER REIT, INC.		2 Issuer's employer identification number (EIN) 68-0509956	
3 Name of contact for additional information TIER REIT INVESTOR RELATIONS	4 Telephone No. of contact (844) 782-0585	5 Email address of contact tierinvestorrelations@dtsystems.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 5950 SHERRY LANE, SUITE 700		7 City, town, or post office, state, and Zip code of contact DALLAS, TX 75225	
8 Date of action VARIOUS - SEE LINE 15 BELOW		9 Classification and description COMMON STOCK - RETURN OF CAPITAL DISTRIBUTIONS	
10 CUSIP number 88650V208	11 Serial number(s) N/A	12 Ticker symbol TIER	13 Account number(s) 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 ▶

TIER REIT, INC. (THE "TAXPAYER") DISTRIBUTED QUARTERLY CASH DISTRIBUTIONS TO ITS COMMON SHAREHOLDERS FOR THE 2015 TAX YEAR. ALL OF THE DISTRIBUTIONS PAID REPRESENT A NON-DIVIDEND DISTRIBUTION.

THESE DISTRIBUTIONS WERE PAID ON JULY 8, 2015 AND OCTOBER 8, 2015, FOR SHAREHOLDERS OF RECORD AS OF JUNE 30, 2015 AND SEPTEMBER 30, 2015, RESPECTIVELY.

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 DISTRIBUTIONS REDUCE THE BASIS OF THE SECURITY IN THE HANDS OF THE U.S. TAXPAYER BY 100% OF THE TOTAL DISTRIBUTIONS RECEIVED, AS FOLLOWS:

PAYABLE DATE	PER SHARE REDUCTION OF BASIS
JULY 8, 2015	\$0.18
OCTOBER 8, 2015	\$0.18

ANY DISTRIBUTIONS IN EXCESS OF TAXPAYER'S BASIS IN THE SECURITY ARE RECOGNIZED AS CAPITAL GAIN.

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 ▶

THE TAXPAYER'S EARNINGS & PROFITS WERE CALCULATED UNDER IRC SECTION 312 AS MODIFIED BY IRC SECTION 857(d) FOR A REAL ESTATE INVESTMENT TRUST AND THE REGULATIONS PROMULGATED THEREUNDER.

DISTRIBUTIONS IN EXCESS OF EARNINGS & PROFITS ALLOCABLE TO COMMON SHARES REDUCE A SHAREHOLDER'S TAX BASIS IN ITS SHARES TO THE EXTENT OF BASIS.

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)(2)

18 Can any resulting loss be recognized? ▶
NO TAX LOSS IS RECOGNIZED BY SHAREHOLDERS AS A RESULT OF RECEIVING THE DISTRIBUTION PAYMENTS.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
THE ADJUSTMENT TO BASIS WOULD BE TAKEN INTO ACCOUNT IN THE TAX YEAR OF THE SHAREHOLDER DURING WHICH THE DISTRIBUTION WAS RECEIVED (e.g. 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 ▶ 01/20/2016
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>	01/20/16		P00407038
	Firm's name ▶ DELOITTE TAX LLP	Firm's EIN ▶ 86-1065772		Phone no. 214-840-7000	
	Firm's address ▶ 2200 ROSS, SUITE 1600, DALLAS, TX 75201				