



## CHANGE OF OWNERSHIP/TRANSFER FORM

Complete and deliver this form to:  
**Moody National REIT II, Inc.**  
P: (888) 457-2358 F: (713) 273-6663

**Regular Mail:**  
P.O. Box 219280  
Kansas City, MO 64121-9280

**Express/Overnight:**  
430 West 7<sup>th</sup> Street  
Kansas City, MO 64105-1407

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### 1. CURRENT OWNER REGISTRATION

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Current Account Number: \_\_\_\_\_

Entity Name – *Trust/Corporation/Partnership/Other, if applicable:* \_\_\_\_\_

Entity Tax ID – *if different from investor SSN, if applicable:* \_\_\_\_\_

Investor Name – *Investor/Trustee/Authorized Signatory:* \_\_\_\_\_

Co-Investor Name – *co-investor/co-trustee/co-authorized signatory, if applicable:* \_\_\_\_\_

Investor SSN: \_\_\_\_\_ Co- Investor SSN: \_\_\_\_\_

Investor Date of Birth: \_\_\_\_\_ Co- Investor Date of Birth: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

***Required for all Custodial Ownership Accounts:***

Custodian Account Number: \_\_\_\_\_

Name of Custodian: \_\_\_\_\_ Trustee: \_\_\_\_\_ Other Administrator: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Custodian Telephone Number: \_\_\_\_\_

Custodian Tax Identification Number: \_\_\_\_\_

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**2. SHARE TRANSFER/MINIMUM RETAINED INVESTMENT**

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Please note that the minimum transfer from the Current Owner to the New Owner is 250 Shares (\$2,500) or, if the New Owner currently owns 250 Shares, then 50 Shares (\$500). The Current Owner must transfer all Shares if after the transfer the Current Owner would own less than 250 Shares unless the transfer is due to death or family dissolution.

- Check this box if this transfer is due to 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.
- Check this box if this transfer is due to family dissolution. Include a certified copy of the Qualified Domestic Relations Order ("QDRO") with this form.

Number of shares subject to this transfer: \_\_\_\_\_

Number of shares retained by current owner: \_\_\_\_\_

Net sales proceeds for the sales of the shares: \_\_\_\_\_ *(If no consideration is paid for this transfer, please insert \$0.00)*

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**3. CURRENT OWNER SIGNATURES (REQUIRED)**

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Signature of Current Owner/Trustee: \_\_\_\_\_ Date: \_\_\_\_\_

Print or Type Name: \_\_\_\_\_

Signature of Joint Current Owner/Trustee: \_\_\_\_\_ Date: \_\_\_\_\_

Print or Type Name: \_\_\_\_\_

Signature of Current Custodian, Officer, or Authorized Person: \_\_\_\_\_

Print or Type Name: \_\_\_\_\_ Date: \_\_\_\_\_

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**4. NEW OWNER – TYPE OF OWNERSHIP (NON-CUSTODIAL ONLY)**

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- Individual                       Joint Tenants with Right of Survivorship                       Tenants in Common
- Community Property                       Plan – A copy of the plan documents required                       Uniform Gift/Transfer to Minors  
State of: \_\_\_\_\_
- Trust – A copy of the trust documents required
- Corporation/Partnership/Other – A copy of the Corporate Resolution or Partnership Agreement required

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**5. NEW OWNER - CUSTODIAL OWNERSHIP – (Custodian signature required)**

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Moody National REIT Sponsor, LLC does not provide custodial services; therefore, if this is a custodial account, a custodian must be indicated below. For custodial accounts, a completed copy of this Subscription Agreement should be sent directly to the custodian. The custodian will forward the subscription documents and wire the appropriate funds pursuant to the payment instructions in Section 9 below.

- Traditional IRA                       Roth IRA
- Rollover IRA                       SEP IRA
- Simple IRA                       Individual
- Other Custodial Ownership Account (Specify): \_\_\_\_\_

**Required for all Custodial Ownership Accounts:**

Custodian Account Number: \_\_\_\_\_

Name of Custodian: \_\_\_\_\_ Trustee: \_\_\_\_\_ Other Administrator: \_\_\_\_\_

Mailing Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Custodian Telephone Number: \_\_\_\_\_

Custodian Tax Identification Number: \_\_\_\_\_

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**6. NEW OWNER REGISTRATION INFORMATION – Please complete the following applicable information**

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Entity Name – Trust/Corporation/Partnership/Other, if applicable: \_\_\_\_\_

Entity Tax ID – if different from investor SSN, if applicable: \_\_\_\_\_

Investor Name – Investor/Trustee/Authorized Signatory: \_\_\_\_\_

Co-Investor Name – co-investor/co-trustee/co-authorized signatory, if applicable: \_\_\_\_\_

Investor SSN: \_\_\_\_\_ Co- Investor SSN: \_\_\_\_\_

Investor Date of Birth: \_\_\_\_\_ Co- Investor Date of Birth: \_\_\_\_\_

Residential Address (may not be a P.O. Box): \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Mailing Address (If different from above. P.O. Box is acceptable): \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Daytime Telephone Number: \_\_\_\_\_ Evening Telephone Number: \_\_\_\_\_

E-Mail Address: \_\_\_\_\_

**Citizenship Status of Investor**       U.S. Citizen       Resident Alien       Non-Resident Alien

**Citizenship Status of Co-Investor**       U.S. Citizen       Resident Alien       Non-Resident Alien

If Non-U.S. Citizen, specify country of Citizenship (W-8BEN Form Required): \_\_\_\_\_

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**7. NEW OWNER - ACKNOWLEDGEMENTS**

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Please separately initial each of the representations below. In the case of joint investors, each investor must initial. Except in the case of fiduciary accounts, you may not grant any person power of attorney to make such representations on your behalf. In order to induce the Company to accept this subscription, I (we) hereby represent and warrant that:

		<u>Investor</u>		<u>Co- Investor</u>
(a) I (we) received a final Prospectus for the Company relating to the Shares, wherein the terms and conditions of the offering are described, five business days in advance of the date hereof.	Initials	_____	Initials	_____
(b) I (we) accept the terms and conditions of the Company's charter.	Initials	_____	Initials	_____
(c) I am (we are) purchasing Shares for my (our) own account and acknowledge that the investment is not liquid.	Initials	_____	Initials	_____
(d) I (we) acknowledge that the assignability and transferability of the Shares is restricted and will be governed by the Company's charter and bylaws and all applicable laws as described in the Prospectus.	Initials	_____	Initials	_____
(e) I (we) acknowledge that there is no public market for the Shares and, accordingly, it may not be possible to readily liquidate an investment in the Company.	Initials	_____	Initials	_____
(f) I (we) have a net worth (exclusive of home, home furnishings and automobiles) of \$250,000 or more.	Initials	_____	Initials	_____
(g) I (we) have a net worth (exclusive of home, home furnishings and automobiles) of at least \$70,000 and had during the last year or that I (we) will have during the current tax year a minimum of \$70,000 annual gross income	Initials	_____	Initials	_____

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**8. NEW OWNER - STATE SPECIFIC SUITABILITY ACKNOWLEDGEMENTS (IF APPLICABLE)**

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Please separately initial ALL that apply:

		Investor		Co-Investor
• If an <b>Alabama</b> investor, I (we) have a liquid net worth of at least 10 times my (our) investment in the Company and its affiliates.	Initials	_____	Initials	_____
• If an <b>Iowa</b> investor, I (we) have either (a) a minimum liquid net worth of at least \$100,000 and a minimum annual gross income of not less than \$100,000, or (b) a minimum liquid net worth of at least \$350,000. For these purposes, "liquid net worth" is defined as that portion of net worth (total assets exclusive of home, home furnishings, and automobiles, minus total liabilities) that consists of cash, cash equivalents and readily marketable securities. In addition, if an <b>Iowa</b> investor who is not an accredited investor, as defined in Regulation D promulgated under the Securities Act of 1933, as amended, my (our) aggregate investment in the Company, its affiliates and other non-exchange-traded direct participation programs does not exceed 10% of my (our) liquid net worth.	Initials	_____	Initials	_____
• If a <b>Kansas</b> investor, my (our) aggregate investment in this offering and other similar investments does not exceed 10% of my (our) liquid net worth. "Liquid net worth" shall be defined as that portion of my (our) total net worth that is comprised of cash,	Initials	_____	Initials	_____

		Investor		Co-Investor
	cash equivalents, and readily marketable securities, as determined in conformity with GAAP.	_____		_____
•	If a <b>Kentucky</b> investor, my (our) investment in this offering does not exceed ten percent (10%) of my (our) liquid net worth.	Initials _____		Initials _____
•	If a <b>Maine</b> investor, my (our) aggregate investment in this offering and similar direct participation investments not exceed 10% of my (our) liquid net worth. For this purpose, "liquid net worth" is defined as that portion of net worth that consists of cash, cash equivalents and readily marketable securities.	Initials _____		Initials _____
•	If a <b>Missouri</b> investor, no more than 10% of any one investor's liquid net worth will be invested in the securities of the Company.	Initials _____		Initials _____
•	If a <b>Nebraska</b> investor, my (our) investment in this offering and the securities of other non-publicly traded real estate investment trusts does not exceed 10% of my (our) net worth (excluding the value of my (our) home, home furnishings, and automobiles).	Initials _____		Initials _____
•	If a <b>New Jersey</b> investor, I (we) have either (a) a minimum liquid net worth of at least \$100,000 and a minimum annual gross income of not less than \$85,000, or (b) a minimum liquid net worth of \$350,000. For these purposes, "liquid net worth" is defined as that portion of net worth (total assets exclusive of home, home furnishings, and automobiles, minus total liabilities) that consists of cash, cash equivalents and readily marketable securities. In addition, my (our) investment in the Company, its affiliates, and other non-publicly traded direct investment programs (including real estate investment trusts, business development companies, oil and gas programs, equipment leasing programs and commodity pools, but excluding unregistered, federally and state exempt private offerings) does not exceed ten percent (10%) of my (our) liquid net worth.	Initials _____		Initials _____
•	If a <b>New Mexico</b> investor, my (our) investment in the Company, shares of its affiliates and in other real estate investment trusts may not exceed ten percent (10%) of my (our) liquid net worth. "Liquid net worth" shall be defined as that portion of net worth (total assets exclusive of primary residence, home furnishings and automobiles minus total liabilities) that is comprised of cash, cash equivalents, and readily marketable securities.	Initials _____		Initials _____
•	If a <b>North Dakota</b> investor, my (our) net worth is at least ten times my (our) investment in the Company.	Initials _____		Initials _____
•	If an <b>Ohio</b> investor, my (our) aggregate investment in the Company, its affiliates and other non-traded real estate investment programs cannot exceed 10% of my (our) liquid net worth. "Liquid net worth" shall be defined as that portion of net worth (total assets exclusive of home, home furnishings, and automobiles minus total liabilities) that is comprised of cash, cash equivalents, and readily marketable securities.	Initials _____		Initials _____
•	If an <b>Oregon</b> investor, my (our) aggregate investment in the Company does not exceed 10% of my (our) liquid net worth.	Initials _____		Initials _____

- If a **Pennsylvania** investor, my (our) aggregate investment in the Company does not exceed 10% of my (our) net worth (exclusive of home, furnishings and automobiles). In addition, I (we) acknowledge that since the minimum offering amount for this offering is less than \$100,000,000, I (we) are cautioned to carefully evaluate the Company's ability to fully accomplish its stated objectives and to inquire as to the current dollar volume of the Company's subscription proceeds.

Initials \_\_\_\_\_ Initials \_\_\_\_\_

- If a **Tennessee** investor, my (our) investment in the Company must not exceed 10% of my (our) liquid net worth (exclusive of home, home furnishings and automobile).

Initials \_\_\_\_\_ Initials \_\_\_\_\_

- If a non-accredited **Vermont** investor, my (our) investment in the Company cannot exceed 10% of my (our) liquid net worth. For these purposes, "liquid net worth" is defined as an investor's total assets (not including home, home furnishings, or automobiles) minus total liabilities.

Initials \_\_\_\_\_ Initials \_\_\_\_\_

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**9. NEW OWNER - DISTRIBUTION INFORMATION** – *Select only one option*

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I hereby subscribe for Shares of Moody National REIT II, Inc. and elect the distribution option indicated below:

- Distribution Reinvestment Plan (DRP)** – *(Custodial and Non-Custodial Accounts)*
- Cash/Check sent to Custodial Account identified in Section 3 above** *(Custodial Accounts ONLY)*
- Check mailed to the address in Section 4 above** – *(Non-Custodial Accounts ONLY)*
- Cash/Check deposited directly into the account listed as follows** *(Non-Custodial Accounts ONLY):*

Name of Financial Institution: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Name(s) on Account: \_\_\_\_\_

Checking/Savings Account *(voided check is required)*

Brokerage Account

Account Number: \_\_\_\_\_ Bank Routing Number: \_\_\_\_\_

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**10. NEW OWNER - FINANCIAL ADVISOR – To be completed by the RIA or Registered Representative and the Broker-Dealer**

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The Financial Advisor and in the case of a Broker-Dealer, an authorized principal of the Broker-Dealer must sign below to complete the order. The Financial Advisor and/or Broker-Dealer hereby warrant that each is duly licensed and may lawfully conduct business in the state designated as the subscriber's legal residence or the state in which the sale was made, if different.

Name of Broker-Dealer or Registered Investment Advisory Firm: \_\_\_\_\_

Name of Financial Advisor: \_\_\_\_\_

Financial Advisor Rep Number: \_\_\_\_\_ Branch Code: \_\_\_\_\_

Financial Advisor Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_ Fax Number: \_\_\_\_\_

E-Mail Address: \_\_\_\_\_

The undersigned confirm that they (i) have reasonable grounds to believe that the information and representations concerning the investors identified herein are true, correct and complete in all respects; (ii) have discussed such investor's prospective purchase of Shares with such investor; (iii) have advised such investor of all pertinent facts with regard to the lack of liquidity and marketability of the Shares; (iv) have delivered a current Prospectus and related supplements, if any, to such investor; (v) have reasonable grounds to believe that the investor is purchasing these Shares for its own account; and (vi) have reasonable grounds to believe that the purchase of Shares is a suitable investment for such investor, that such investor meets the 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. The undersigned attest that the Financial Advisor and the Broker-Dealer are subject to the USA PATRIOT Act. In accordance with Section 326 of the Act, the registered representative and the Broker-Dealer have performed a Know Your Customer review of each investor who has signed this Subscription Agreement in accordance with the requirements of the Customer Identification Program.

Financial Advisor Signature (**Required**): \_\_\_\_\_ Date: \_\_\_\_\_

Broker-Dealer Authorized Principal (*if required by BD*): \_\_\_\_\_ Date: \_\_\_\_\_

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**11. NEW OWNER SIGNATURES & COST BASIS REPORTING**

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Effective January 1, 2011, new federal income tax information reporting rules may apply to certain transactions in our shares. Where they apply, the "quantitative effect" of a transaction on the "cost basis" in the shares involved will be reported to the Internal Revenue Service ("IRS") and to you. Generally, these rules apply to all shares purchased after December 31, 2010, including those purchased through our distribution reinvestment plan. You should consult your own tax advisor regarding the consequences of these new rules and your cost basis reporting options.

Indicate the type of transfer affected by this form (Please, select only one option):

- Account Re-Registration       Gift       Inheritance       Divorce  
 Secondary Market Transaction

Price paid per share by Transferee: \_\_\_\_\_ (required)

**SUBSTITUTE FORM W-9**

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 back-up 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 back-up 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/Trustee:** \_\_\_\_\_ **Date:** \_\_\_\_\_

Print or Type Name: \_\_\_\_\_

**Signature of Joint New Owner/Trustee:** \_\_\_\_\_ **Date:** \_\_\_\_\_

Print or Type Name: \_\_\_\_\_

**Signature of New Custodian, Officer, or Authorized Person:** \_\_\_\_\_

Print or Type Name: \_\_\_\_\_ **Date:** \_\_\_\_\_