



**CHANGE TO COLLATERAL AGENT
MEMBERSHIP VOTING FORM**

MCI PREFERRED EQUITY FUND, LLC

I have received and read the Collateral Agent Resignation Notice from Hesse & Hesse, PC dated November 18, 2016, and the letter from Megatel Capital Investment, LLC regarding Change to Collateral Agent dated November 18, 2016 (collectively, the “Notice”). I have had an opportunity to ask questions and seek additional information from Megatel Capital Investment, LLC, the MCI Preferred Equity Fund, LLC, Hesse & Hesse, PC, and Prevost, Shaff, Mason & Carns, PLLC, about the information contained in the Notice. I hereby represent and warrant that I understand the information presented in the Notice, and accordingly vote all of my membership interests as follows by checking the appropriate box:

I hereby vote, consent, and approve Prevost, Shaff, Mason & Carns, PLLC to serve as successor collateral agent to Hesse & Hesse, PC.

I hereby vote, consent, and approve the following person or entity to serve as successor collateral agent to Hesse & Hesse, PC: _____

I hereby abstain from voting.

The effective date of this vote is _____, 2016.
(month) (day)

Print name of individual investor, custodian, Signature of individual investor, authorized corporation, partnership, limited liability company, person, trustee
employee benefit plan, IRA or trustee

Print name of co-investor, authorized person, co-trustee if required by trust instrument

Signature of co-investor, authorized person, co-trustee if required by trust instrument

Please return original or a copy to by January 2, 2017:

**MCI Preferred Equity Fund, LLC
1800 Valley View Lane, Suite 400
Farmers Branch, Texas 75234
vote@mciinvest.com**