

ITEM 1
COVER PAGE

PART 2A OF FORM ADV: FIRM BROCHURE

RAFFERTY ASSET MANAGEMENT, LLC

March 19, 2015

Rafferty Asset Management, LLC
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This brochure provides information about the qualifications and business practices of Rafferty Asset Management, LLC. If you have any questions about the contents of this Brochure, please contact us at (646) 572-3390 or www.direxioninvestments.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

The Investment Adviser is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Rafferty Asset Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2

MATERIAL CHANGES

Rafferty Asset Management LLC (“Rafferty”) is required to identify and discuss any material changes made to our Brochure since the last annual update. Our last annual update was on March 28, 2014. We are discussing only material changes since our last annual update. The material changes are:

- We revised Items 4, 5, 8, 11, 12, 16 and 17 to incorporate expanded disclosure of Rafferty’s practices to engage sub-advisers to manage select Funds.
- We revised Item 11 to reflect the engagement of an affiliated adviser, Hilton Capital Management, LLC, to serve as sub-adviser to the Direxion Hilton Tactical Income Fund, a series within the Direxion Funds.
- We revised Item 12 to include a disclosure of Rafferty’s soft dollar and trade error correction practices.

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ADVISORY BUSINESS

Rafferty Asset Management, LLC (“Rafferty”) generally provides investment advisory services to registered investment companies and subsidiaries of registered investment companies (each a “Fund”, and collectively, the “Funds”). Rafferty is organized under the laws of the State of New York as a limited liability company. Rafferty is also registered as a Commodity Pool Operator (“CPO”). Rafferty Holdings LLC is the principal owner of Rafferty. Rafferty began operations in 1997.

Rafferty serves as the investment advisor and provides advisory services to the Direxion Funds (formerly the Potomac Funds), the Direxion Insurance Trust (formerly the Potomac Insurance Trust), and the Direxion Shares ETF Trust (collectively, the “Trusts”), each of which are investment companies registered under the Investment Company Act of 1940, as amended (“1940 Act”). The portfolios of the Trusts can broadly be divided into six categories: (1) leveraged index exchange-traded funds (“ETFs”), leveraged inverse index ETFs, and inverse ETFs which seek returns that are 3X/-3X/2X/-2X/-1X/1.25X the return of an index for a single day before fees and expense (collectively, the “Leveraged ETFs”); (2) leveraged and leveraged inverse mutual funds that seek returns that are 2X/-2X/ of an index for a single month before fees and expenses (“Leveraged Funds”); (3) unleveraged index ETFs which seek to provide the a return that matches the return of an index before fees and expenses (“Conventional ETFs”); (4) mutual funds which seek to provide the a return that matches the return of an index before fees and expenses (“Conventional Funds”); (5) funds that are actively managed by us (“Retail Funds”); and (6) funds that are actively managed by various sub-advisers (“Sub-Advised Funds”), including affiliates of Rafferty.

Rafferty primarily uses mathematical models to determine the amount and type of investments the Leveraged ETFs, Leveraged Funds, Conventional ETFs and Conventional Funds should utilize to meet its investment objective. For these funds, Rafferty does not make judgments regarding the investment merit of a particular security or instrument and does not attempt to apply any economic, financial or market analysis to its management of these funds because each fund tracks an index or a multiple or inverse of an index. Rafferty does apply economic, financial and market analysis for the Retail Funds that are actively managed.

Sub-advisers are engaged by Rafferty and approved by the Direxion Funds’ Board of Directors to manage Sub-Advised Funds pursuant to the investment objectives outlined within each Sub-Advised Fund’s prospectus, subject to Rafferty’s oversight. Rafferty personnel perform ongoing oversight and routine due diligence reviews of sub-advisers.

Advisory services consist of managing each fund’s portfolio in accordance with the fund’s investment objective and strategies, applicable regulatory guidelines, and is subject to oversight by the Board of Trustees of the various Trusts.

Rafferty also acts as the Director of four Cayman Island investment entities, all of which are wholly owned subsidiaries of various mutual funds. Rafferty does not market these fund to individuals, nor are they available for purchase as investment products.

As of December 31, 2014, Rafferty manages \$8,975,472,566 of client assets on a discretionary basis and \$0 of client assets on a non-discretionary basis.

ITEM 5
FEES AND COMPENSATION

A. Describe how you are compensated for your advisory services. Provide your fee schedule. Disclose whether the fees are negotiable.

Fees for providing advisory or management services to the Trusts are approved by the Board of Directors of the Trusts. The management fee is calculated at an annualized rate of the average daily assets of each Fund unless otherwise noted below:

- The 3X/-3X Leveraged ETFs and Leveraged Funds generally charge 0.75%. The 2X/-2X Leveraged ETFs generally charge 0.50%. Leveraged ETFs which seek -1X exposure and the Leveraged ETFs which seek 1.25X exposure generally charge 0.45%.
- The Conventional ETFs charge an advisory fee of 0.45% with the exception of the Direxion NASDAQ-100 Equal Weighted Index Shares which charges an advisory fee of 0.30% and the Direxion Zacks MLP High Income Shares which charges an advisory fee of 0.60%.
- The Direxion Hilton Tactical Income (“Hilton Fund”) Sub-Advised Fund charges an advisory fee of 0.90% for both the Investor and Institutional class shares.
- The Retail Funds and Conventional Funds charge management fees that range from 0.75% to 0.95%.

For the Hilton Fund, Rafferty pays a portion of its management fee to the sub-adviser pursuant to the Sub-Advisory Agreement between Rafferty and each Sub-Adviser. The Board of each Trust may terminate the investment advisory agreement with Rafferty at any time with 60 days prior written notice. Additionally, Rafferty may terminate the Sub-Advisory Agreement between Rafferty and each Sub-Adviser at any time with 60 days prior written notice. The above fees are not negotiable. Rafferty does not charge a performance fee. For additional information regarding a specific Fund’s management fee rates, please refer to the Fund’s offering documents.

ITEM 6
PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

This Item is not applicable, as Rafferty does not charge performance fees.

ITEM 7
TYPES OF CLIENTS

Rafferty generally provides investment advice to registered investment companies and subsidiaries to registered investment companies, which typically have minimum investment requirements as described in their respective prospectuses.

ITEM 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

The Leveraged Index ETFs and Leveraged Funds that Rafferty manages seek returns that match a multiple of an index for single day or month, before fees and expenses. Rafferty utilizes a variety of methods and strategies to make investment decisions and recommendations and these methods and strategies may vary between our Funds. Rafferty manages index-linked products in a manner that attempts to ensure that the portfolios are exposed to the markets in accordance with the stated goals of the Fund's investment objective. Rafferty generally invests the various Funds in: exchange-listed securities; ETFs, securities traded over-the-counter; foreign issuers; corporate debt securities (other than commercial paper); mutual fund shares; United States government securities; options contracts on securities and commodities; futures contracts on tangibles and intangibles; and derivatives such as swap contracts and contracts for differences.

For the Funds it manages, Rafferty generally relies upon a pre-determined mathematical model to generate investment decisions that may result in repositioning each index-linked ETF or Fund in accordance with its investment objective. Using this approach, Rafferty determines the type, quantity and mix of investment positions that it believes in combination should produce returns consistent with a Fund's investment objective.

Investing involves various risks which include the possible loss of principal. Each Fund could lose money or its performance could trail that of other investment strategies. There is no guarantee that a Fund will achieve its investment objective. Rafferty may utilize investment strategies that have specialized risks including risks associated with the use of derivatives such as swap agreements, futures contracts, forward contracts, options and similar instruments. These risks include imperfect benchmark correlations, leverage and market price variance, counterparty risk and liquidity risk, which could increase a Fund's volatility and decrease its performance. The primary types of risks investors will be subject to will largely depend upon which Fund is chosen for investment. For a detailed list of risks that affect a particular Fund, please refer to each Fund's prospectus or offering documents.

The Leveraged ETFs and Leveraged Funds are intended to be used as short-term trading vehicles and are not intended to be used by, and are not appropriate for, investors who do not intend to actively monitor and manage their portfolios. The Leveraged ETFs do not attempt to, and should not be expected to, provide returns which are a multiple of the return of the Index for periods other than a single day. Each Leveraged ETF rebalances its portfolio on a daily basis, increasing exposure in response to that day's gains or reducing exposure in response to that day's losses. This means that for a period longer than one day, the pursuit of daily goals may result in leveraged compounding. It also means that the return of an index over a period of time greater than one day multiplied by the Leveraged ETF's target generally will not equal the Leveraged ETF's performance over that same period. The Leveraged Funds seek calendar month leveraged returns, which means that the funds attempt to provide returns which are a multiple of the return of an index for the period of one calendar month. Each Leveraged Fund rebalances its portfolio on a calendar month basis to gain exposure to the index. This means that if an investor purchases a Leveraged Fund on a day other than the last business day of the month, they may receive more or less than 200% or -200% leverage. It also means that for a period longer than one month, the return of a Fund may not resemble the return of its target index multiplied by 200% or -200% depending the investment objective of the Fund due to leveraged compounding.

All the Funds are affected by adverse market conditions. Because the certain Funds attempt on a daily or monthly to track the performance of an index or magnify the performance of an index, these Funds' performance will suffer during conditions in which their target index declines. Other Funds attempt to track the inverse or leveraged inverse of the performance of a target index on a daily or monthly basis, the

performance of these Funds will suffer when the target index increases. There can be no guarantee that a Fund will achieve a high degree of correlation with its investment objective relative to its benchmark index. Certain Funds focus their investments in a specific industry or group of industries to approximately the same extent as the Index, so there may be concentration risk. The performance of these or any Fund that concentrates its investments in a specific industry or group of industries may be more volatile than a fund that does not concentrate its investments in a specific industry or group of industries. There is a non-diversification risk for the Funds because the Funds may invest a high percentage of their assets in a limited number of securities.

To the extent that a Fund seeks exposure to foreign companies, the investments may be in the form of depository receipts, and although these provide an alternative to directly purchasing the underlying foreign securities in their respective national markets, they are still subject to certain risks associated with investing directly in foreign securities. For a Fund that seeks exposure to foreign securities, its share price may be affected by changes in foreign currency exchange rates. Some of the Funds also invest in emerging market instruments, which involves greater risks than indirectly investing in foreign instruments in general. Overall, investing in foreign instruments entails greater risk because they are affected by fluctuations in currency exchange rates, interest rates, political, diplomatic or economic conditions and regulatory requirements in other countries among other factors.

Investments in derivatives by the Funds may expose a Fund to additional risks that it would not be subject to if it invested directly in the securities underlying those derivatives. Derivatives allow a Fund to have exposure to securities or asset classes without actually purchasing those securities or investments. Derivatives, as well as other securities, may be difficult to sell, or deemed to be illiquid. Illiquid securities also may be difficult to value. If forced to sell an illiquid security at an unfavorable time or at a price that is lower than our judgment of the security's true market value, the Funds may be forced to sell the security at a loss. Derivative investments may also expose a Fund to counterparty risk. The use of counterparties exposes a Fund to the risk of loss in the event of the default or bankruptcy of the counterparty.

There is a risk that an exchange or market may close or issue trading halts on specific securities, which would make a Fund unable to rebalance its portfolio, possibly unable to accurately price its investments, and incur substantial trading losses. The Leveraged ETFs and Leveraged Funds may engage in active and frequent trading due to the daily and monthly rebalancing of their portfolios, which may lead to increased portfolio turnover, higher transaction costs, and the possibility of increased capital gains, which will generally be taxable to shareholders as ordinary income. This high portfolio turnover also causes certain Funds to generate significant amounts of taxable income and such Funds will generally need to distribute this income in order to satisfy certain tax requirements. As a result, these Funds could make large and/or frequent distributions, and these distributions could comprise a substantial portion or even all of the Fund's net assets. Because of high portfolio turnover, transaction costs, and/or a temporary lack of liquidity in the markets for the securities held, a Fund may have difficulty achieving its target investment returns due to fees and expenses.

Certain Funds may have investments in and/or exposure to the securities of small and/or mid-capitalization companies which involves greater risks and the possibility of greater price volatility than investing in more-established, larger capitalization companies.

The Fund may also invest in the securities of other investment companies and ETFs. There are special risks associated with investments in the securities of other investment companies and ETFs. Investments in the securities of other investment companies and ETFs may involve duplication of advisory fees and certain other expenses. Fund shareholders indirectly bear the Fund's proportionate share of the fees and expenses paid by shareholders of the other investment company or ETF, in addition to the fees and expenses Fund shareholders directly bear in connection with the Fund's own operations. Shares of ETFs

are not individually redeemable and may be redeemed by the Fund at the Net Asset Value only in large blocks known as Creation Units. A shareholder may incur brokerage costs purchasing enough shares to constitute a Creation Unit. Trading in shares on an exchange may be halted due to market conditions that, in the view of the exchange, make trading in shares inadvisable. The market prices of shares will fluctuate in response to changes in NAV and supply and demand for shares. Rafferty cannot predict whether shares of a Fund will trade above, below or at their NAV on the secondary market.

If the Fund's investment objective is to track a benchmark, Rafferty keeps the portfolios fully invested at all times in securities or other financial instruments that provide exposure to the Fund's benchmark without regard to market conditions. For Funds that track an index or a multiple of an index, Rafferty does not generally make judgments regarding the merits of any particular security and does not attempt to apply economic, financial or market analysis or attempt to take temporary or defensive positions. Rafferty may execute many of its transactions at or near the end of the trading day based on estimates of the net cash available from the Fund's net purchase and redemption activity as well as other adjustments to ensure the Fund's achieve their investment objectives of tracking an index or a multiple of an index.

Sub-advisers are generally selected on the basis of specific investment expertise desired by Rafferty, and manage each respective Sub-Advised Fund in accordance with that Fund's investment objectives and guidelines. In managing a Sub-Advised Fund, the sub-adviser is expected to apply different strategies than Rafferty's investment management approach as described above. These sub-advisers may invest Sub-Advised Fund assets in a variety of investment vehicles, including equities, bonds, options and various derivative instruments. The sub-adviser's investment strategy and related risks are described within each Sub-Advised Fund's prospectus.

ITEM 9
DISCIPLINARY INFORMATION

There are no disciplinary matters to report.

ITEM 10
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Rafferty is under common control with Rafferty Capital Markets, LLC (“RCM”) and Hilton Capital Management, LLC (“Hilton”). RCM is the Distributor for the Direxion Funds which includes the Retail Funds, the Sub-Advised Funds and the Leveraged Funds. Hilton is an SEC registered investment advisor, a CPO registered with the National Futures Association and Sub-Adviser to the Direxion Hilton Tactical Income Fund. Rafferty is also registered as a CPO with the National Futures Association. Additionally, Rafferty has two wholly owned subsidiaries, Direxion Asset Management, LLC and Direxion Asia Limited.

Direxion Asset Management, LLC is a CPO that is registered with the National Futures Association and is the Sponsor of one Securities Act of 1933 registered commodity pools that trades on the New York Stock Exchange. As the Sponsor, Direxion Asset Management, LLC manages the commodity pools in accordance with its investment objective. Direxion Asset Management, LLC shares principals, officers and employees with Rafferty. These commodity pools have different investment objectives than the Funds Rafferty manages, however at times Direxion Asset Management, LLC may need to obtain similar exposure to the instruments held by the Funds which raises potential conflict of interest and the need to allocation investment opportunities. Rafferty has adopted policies and procedures designed to detect and monitor for such conflict of interests and when they do arise, to ensure that it effects transactions for clients in a manner that is consistent with its fiduciary duty to its clients and in accordance with applicable laws.

Direxion Asia Limited is a Hong Kong limited company that provides marketing services for Rafferty in Hong Kong and other Asian countries.

Rafferty may simultaneously recommend the sale of a particular security for one client/Fund while recommending the purchase of the same security for another client/Fund if such recommendations are consistent with each client/fund’s investment objectives and strategies. Some clients/Funds may be competing for similar positions in the market. When providing services to multiple clients, liquidity, price volatility, and other differences in order execution may make it impossible to obtain identical trade execution for all clients/Funds. Rafferty maintains policies and procedures designed to address these inherent conflicts and to ensure all clients/Funds are treated fairly over time.

ITEM 11
CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND
PERSONAL TRADING

Principals, officers and employees (and members of their households) of Rafferty may invest in certain funds and ETFs advised by Rafferty. In addition, these individuals may trade certain securities for their own accounts and may execute such trades through any broker/dealer. These may be the same broker/dealers that Rafferty's clients may utilize to conduct their trading. It is possible that officers and employees may buy or sell securities or other instruments that Rafferty has transacted upon on behalf of clients or may engage in transactions that are inconsistent with the recommendations that Rafferty has made to clients regarding certain securities. Similarly, employees of Rafferty may buy or sell securities or other instruments that Rafferty or its sub-advisors transact for client accounts. Rafferty has adopted policies and procedures designed to detect and mitigate such conflicts of interest and to ensure that Rafferty conducts transactions for clients in a manner that is consistent with its fiduciary duty to its clients and in accordance with applicable law. For example, Rafferty does not perform the trade functions for its sub-advisers and Rafferty employees are generally not privy to sub-adviser trading activity in advance of each trade.

Rafferty employees may engage in personal securities transactions in accordance with Rafferty's Code of Ethics, which: a) is designed to be consistent with Rule 17j-1 under the 1940 Act and Section 204A-1 under the Investment Advisers Act of 1940; and b) requires Rafferty employees to routinely report personal securities transactions and securities holdings information. Upon request, Rafferty will provide a client or prospective client with a copy of its Code of Ethics.

Rafferty and its affiliated persons may from time to time come into possession of material nonpublic and other confidential information about companies which, if disclosed, could impact an investor's decision to buy, sell or hold a security. Under applicable law, Rafferty and its affiliated persons would be prohibited from improperly disclosing or using this information for their personal benefit or for the benefit of any person, regardless of whether the person is a client of Rafferty. Therefore, Rafferty has policies and procedures that are designed to comply with applicable law if Rafferty or any of its affiliated persons come into possession of material nonpublic or other confidential information with respect to any company.

ITEM 12

BROKERAGE PRACTICE

If clients have given Rafferty authority to select broker-dealers, Rafferty allocates portfolio transactions principally based on Rafferty's evaluation of the broker-dealers execution capability and execution price. Rafferty also uses other factors when selecting broker-dealers for transactions or a series of transactions which are include but are not limited to the following items:

1. Commission cost;
2. The financing costs and other costs related to derivative transactions;
3. The financial strength and reputation of the broker-dealer or counterparty;
4. The broker-dealer or counterparty's ability to handle complex orders, provide the best price in the market and provide prompt and full execution;
5. The back office operations of the broker-dealer or counterparty such as the accuracy of confirmation and other reports; and
6. The client's total cost or proceeds is the most favorable under the circumstances of the transaction

The trading practices used for some clients may be different from those used for other clients. For example, Rafferty may purchase or sell transactions at the market close price for some clients and then for other clients conduct transactions intra-day or prior to close. The trading practices used are determined based on the client's respective investment objectives. The transactions prices for securities in client accounts may vary, especially during volatility markets, depending on the time of execution and price movements.

Rafferty has authority to determine, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, the broker or dealer to be used, and the commission rates paid. Rafferty does not consider the promotion of a Fund's shares and does not enter into any agreements or understanding, written or oral, under which brokerage transactions or remuneration are directed to a broker-dealer or counterparty to pay for a Fund's distribution or any other Fund's shares.

Rafferty does not maintain formal or informal "soft dollar arrangements" with broker-dealers. In a soft dollar arrangement, a broker-dealer provides lawful research or other services intended to assist an adviser with its investment decision making processes in exchange for commission dollars routed to the broker-dealer. While Rafferty does not maintain any such soft dollar arrangement, Rafferty may receive research information from broker-dealers generally made available to all advisers who trade with such broker-dealers. Sub-advisers may maintain formal or soft dollar arrangements, subject to the requirements of Section 28(e) of the Securities Exchange Act of 1934 and reasonable internal policies and procedures in effect at the sub-adviser.

Rafferty maintains a Trade Error Handling Policy, which outlines Rafferty's approach to addressing trade errors. For purposes of this policy, a "trade error" refers to the execution of a transaction by Rafferty on behalf of a client on terms other than those intended by Rafferty, but specifically excludes administrative or operational errors committed by personnel at Rafferty. Rafferty's policy is to act promptly to correct, limit or mitigate the effect of the trade error. Rafferty defers to each Fund's NAV Error Correction policy to determine the appropriate action to take with respect to a Fund following identification of a trade error.

Rafferty faces an inherent conflict in addressing trade errors, as trade errors are often detected by Rafferty personnel who may have an incentive to mitigate such trade errors in Rafferty's favor, to the detriment of the Funds. To address this risk, Rafferty logs all trade errors onto a Trade Error Log, and Rafferty's Risk Committee actively reviews all trade errors on a quarterly basis. Rafferty believes these

controls, along with Rafferty's compliance education training program and routine reviews of trading activity by Rafferty's Risk Manager Department, functions to mitigate these inherent risks.

Sub-advisers are required to maintain appropriate policies, procedures and controls surrounding their brokerage and trading practices, ensuring the Sub-Advised Funds are not disadvantaged in connection with the sub-adviser's portfolio management trading activities. Rafferty personnel consider such sub-advisers' portfolio management and trading activities in connection with Rafferty's ongoing oversight of the sub-advisers.

ITEM 13

REVIEW OF ACCOUNTS

Rafferty currently provides investment advisory services to pooled investment vehicles (registered investment companies and their subsidiaries) which generally have net asset values (“NAV’s”) that are made available each day. As a consequence, the performance of each of Rafferty’s clients is available with the release of the NAVs for the shares of each Fund. Rafferty reviews client accounts for accuracy and consistency with Fund objectives and provides holdings and transaction information to each registered investment company or its subsidiary’s fund accountant or administrator every business day.

ITEM 14
CLIENT REFERRALS AND OTHER COMPENSATION

The Funds may pay fees to broker-dealers and other financial intermediaries that provide distribution services for the Funds. This practice presents an inherent conflict for Rafferty, as its trading personnel may have an incentive to direct trades to broker-dealers that provide distribution services for the Funds as an additional means of compensating those broker-dealers. Rafferty's Risk Committee routinely reviews broker-dealers used by Rafferty for propriety.

ITEM 15 CUSTODY

Rafferty is deemed to have custody of client funds and securities because it has the authority to obtain client funds or securities, for example, by deducting advisory fees from a client's account or otherwise withdrawing funds from a client's account. Account statements related to the clients are sent by qualified custodians to Rafferty.

Rafferty is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other things, requires that each fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board and requires that each fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year (180 days in the event of a fund that is a fund of funds). Further, the Trusts are required under the 1940 Act to maintain their assets with certain qualified financial institutions pursuant to an agreement between the Funds and the custodian.

ITEM 16

INVESTMENT DISCRETION

Rafferty provides discretionary investment advisory services to registered investment companies and their wholly owned subsidiaries. Rafferty places orders to buy and sell portfolio securities, determines what securities are bought or sold and the total amount of securities bought or sold. Rafferty also selects the qualified broker-dealers or counterparties with whom orders are placed for purchase or sale of securities or other financial instruments. Rafferty negotiates the price per share, the commission rates for the transactions and the financing costs if applicable. Please see Item 4 for more detail regarding Rafferty's discretionary authority. Prior to assuming discretion in managing a client's assets, Rafferty enters into an investment management agreement or other agreement that sets forth the scope of our discretion.

Sub-advisers to the Sub-Advised Funds are granted discretionary authority to manage the portfolios pursuant to each Sub-Advised Fund's investment objectives and restrictions.

ITEM 17

VOTING CLIENT SECURITIES

Rafferty has been granted authority to vote proxies for client securities and has adopted policies and procedures with respect to voting these proxies related to portfolio securities of clients, including Sub-Advised Funds.

The proxy voting policies and procedures Rafferty has adopted are designed to ensure that Rafferty votes proxies with respect to client securities in the best interests of our clients. Rafferty currently utilizes Institutional Shareholder Services (“ISS”) to assist Rafferty with overall proxy voting process. ISS is a subsidiary of Vestar Capital Partners and has expertise in providing a variety of proxy-related services to institutional investment managers, plan sponsors, custodians, consultants and other institutional investors. ISS provides in-depth research, global issuer analysis and voting recommendations, vote execution, reporting and recordkeeping. ISS provides routine reports to Rafferty which confirm whether proxies are voted consistent with Rafferty’s guidelines.

Proxies are generally voted by ISS in accordance with the voting recommendations contained in Rafferty’s guidelines, which: a) are modeled on ISS’ recommended proxy voting guidelines; b) have been adopted by Rafferty; and c) are periodically reviewed by Rafferty. If necessary, ISS will consult Rafferty on non-routine matters, which rarely occur and are generally due to potential conflicts with ISS’ ability to independently vote the shares.

Rafferty works with ISS and the Funds’ administrator to file Form N-PX for each Trust which provides a record of the proxy’s voted for each portfolio of the applicable Trust. Form N-PX is available on the SEC’s website (www.sec.gov). These records are maintained for five years and the previous two years proxy voting records can be accessed by the funds administrator. Clients may obtain a copy of Rafferty’s proxy voting policies and procedures and information about how Rafferty voted a client’s proxies upon request.

ITEM 18
FINANCIAL INFORMATION

Rafferty does not require the prepayment of advisory fees and there are no financial conditions that is reasonably likely to impair Rafferty's ability to meet contractual commitments to clients.

PART 2B OF FORM ADV: BROCHURE SUPPLEMENT

RAFFERTY ASSET MANAGEMENT, LLC

March 28, 2014

Rafferty Asset Management, LLC
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This brochure supplement provides information about Paul Brigandi that supplements the Rafferty Asset Management, LLC Form ADV Part 2A brochure. You should have received a copy of that brochure. Please contact Client Services at 646-572-3390 if you did not receive the Rafferty Asset Management, LLC brochure or if you have any questions about the contents of this supplement.

ITEM 2
EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Paul Brigandi, Rafferty Asset Management, LLC- Senior Vice President of Trading and Portfolio Management from January 2010 through March 2015. Portfolio Manager from 2004 to January 2010. Mr. Brigandi is responsible for the day to day trading, management, and oversight of the portfolio management for the Direxion Shares ETF Trust, Direxion Funds Trust and the Direxion Insurance Trust. Prior to joining the firm he worked for FleetBoston Financial as an Associate Financial Consultant. Mr. Brigandi earned a Bachelor of Science degree in Finance from Fordham University and currently holds a Series 7, Series 66 and Series 55 license and is a CMT level 2 candidate.

ITEM 3
DISCIPLINARY INFORMATION

The Advisor is unaware of any disciplinary events that may require disclosure.

ITEM 4
OTHER BUSINESS ACTIVITIES

The named supervised person is a Principal of Direxion Asset Management, LLC, a Commodity Pool Operator, a wholly owned subsidiary of the Advisor.

ITEM 5
ADDITIONAL COMPENSATION

Mr. Brigandi has no additional compensation that required disclosure.

ITEM 6
SUPERVISION

Mr. Brigandi is supervised by Mr. Dan O'Neill, Chief Investment Officer and Managing Director (646) 572-3390 of Rafferty Asset Management, LLC.

PART 2B OF FORM ADV: BROCHURE SUPPLEMENT

RAFFERTY ASSET MANAGEMENT, LLC

March 28, 2014

Rafferty Asset Management, LLC
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This brochure supplement provides information about Tony Ng that supplements the Rafferty Asset Management, LLC Form ADV Part 2A brochure. You should have received a copy of that brochure. Please contact Client Services at 646-572-3390 if you did not receive the Rafferty Asset Management, LLC brochure or if you have any questions about the contents of this supplement.

ITEM 2
EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Tony Ng, Rafferty Asset Management, LLC- Senior Vice President of Trading and Portfolio Management from June 2013 through March 2015. Portfolio Manager from 2006 to June 2013. Mr. Ng is responsible for the day to day trading, management, and oversight of the portfolio management for the Direxion Shares ETF Trust, Direxion Funds Trust and the Direxion Insurance Trust. Prior to joining the firm Mr. Ng was a Trading Assistant at Deutsche Asset Management from 1998 through 2004. He completed his undergraduate studies at the State University of New York at Buffalo in 1998 with a Bachelor of Science in Finance. He currently holds the Series 7 and Series 63 licenses.

ITEM 3
DISCIPLINARY INFORMATION

The Advisor is unaware of any disciplinary events that may require disclosure.

ITEM 4
OTHER BUSINESS ACTIVITIES

The named supervised person is a Principal of Direxion Asset Management, LLC, a Commodity Pool Operator, a wholly owned subsidiary of the Advisor.

ITEM 5
ADDITIONAL COMPENSATION

Mr. Ng has no additional compensation that required disclosure.

ITEM 6
SUPERVISION

Mr. Ng is supervised by Mr. Dan O'Neill, Chief Investment Officer and Managing Director (646) 572-3390 of Rafferty Asset Management, LLC.