

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name DIREXION ZACKS MLP HIGH INCOME SHARES		2 Issuer's employer identification number (EIN) 46-3725336	
3 Name of contact for additional information BRANDON SLIGA	4 Telephone No. of contact 414-765-5582	5 Email address of contact brandon.sliga@usbank.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 777 EAST WISCONSIN AVENUE 4TH FLOOR		7 City, town, or post office, state, and Zip code of contact MILWAUKEE, WISCONSIN 53202	
8 Date of action 09/30/2014		9 Classification and description NONTAXABLE RETURN OF CAPITAL DISTRIBUTION	
10 CUSIP number 25459Y298	11 Serial number(s)	12 Ticker symbol ZMLP	13 Account number(s)

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 ▶ THE DIREXION ZACKS MLP HIGH INCOME SHARES PAID A NONTAXABLE RETURN OF CAPITAL DISTRIBUTION ON 09/30/2014 TO SHAREHOLDERS OF RECORD ON 09/25/2014 (EX DATE 09/23/2014). THE ESTIMATED PERCENT OF THE NONTAXABLE RETURN OF CAPITAL DISTRIBUTION PAID TO SHAREHOLDERS OF RECORD ON 09/25/2014 IS 100 PERCENT OF THE TOTAL DIVIDEND AMOUNT.

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 TOTAL NONTAXABLE RETURN OF CAPITAL PORTION OF THE DIVIDEND PAID TO SHAREHOLDERS OF RECORD ON 09/25/2014 WAS 0.760000 PER SHARE.

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 BASIS IS LOWERED BY THE PER SHARE AMOUNT OF 0.760000 FOR THE SHAREHOLDERS OF RECORD ON 09/25/2014. THE RATE WAS DETERMINED IN ACCORDANCE WITH IRC §301 AND IRC §316.

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 §§ 301, 316

18 Can any resulting loss be recognized? ▶ NO LOSS CAN BE RECOGNIZED ON THE DISTRIBUTIONS PAID ON 09/30/2014 TO THE SHAREHOLDERS OF RECORD ON 09/25/2014 POTENTIAL GAIN MAY RESULT IF SHAREHOLDER HAS A ZERO BASIS.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE INFORMATION PROVIDED ABOVE WILL BE PROVIDED ON THE SHAREHOLDERS 2014 1099 DIV STATEMENT BOX 3.

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 ▶ *Patrick Rohick* Date ▶ 9/30/14
Print your name ▶ Patrick Rohick Title ▶ Chief Financial Officer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	