

United States Heating Oil Fund, LP
Form 10-Q
May 15, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2012.**

OR

.. **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to .**

Commission File Number: 001-34016

United States Heating Oil Fund, LP

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

20-8837345
(I.R.S. Employer

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incorporation or organization)

1320 Harbor Bay Parkway, Suite 145

Identification No.)

Alameda, California 94502

(Address of principal executive offices) (Zip code)

(510) 522-9600

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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Part I. FINANCIAL INFORMATION

Item 1. Condensed Financial Statements.

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Table of Contents*United States Heating Oil Fund, LP**Condensed Statements of Financial Condition**At March 31, 2012 (Unaudited) and December 31, 2011*

	March 31, 2012	December 31, 2011
Assets		
Cash and cash equivalents (Note 5)	\$ 9,603,818	\$ 8,629,549
Equity in UBS Securities LLC trading accounts:		
Cash and cash equivalents	1,309,022	644,438
Unrealized gain (loss) on open commodity futures contracts	(411,302)	348,096
Receivable from General Partner (Note 3)	17,679	132,085
Dividend receivable	78	46
Interest receivable	9	5
Other assets	229,768	231,016
<i>Total assets</i>	\$ 10,749,072	\$ 9,985,235
Liabilities and Partners' Capital		
Professional fees payable	\$ 21,655	\$ 142,175
General Partner management fees payable (Note 3)	5,572	5,022
Brokerage commissions payable	265	171
Other liabilities	1,054	559
<i>Total liabilities</i>	28,546	147,927
Commitments and Contingencies (Notes 3, 4, and 5)		
Partners' Capital		
General Partner		
Limited Partners	10,720,526	9,837,308
<i>Total Partners' Capital</i>	10,720,526	9,837,308
<i>Total liabilities and partners' capital</i>	\$ 10,749,072	\$ 9,985,235
Limited Partners' units outstanding	300,000	300,000
Net asset value per unit	\$ 35.74	\$ 32.79
Market value per unit	\$ 35.99	\$ 32.87

See accompanying notes to condensed financial statements.

Table of Contents*United States Heating Oil Fund, LP**Condensed Schedule of Investments (Unaudited)**At March 31, 2012*

	Number of Contracts	Unrealized Loss on Open Commodity Contracts	% of Partners Capital
Open Futures Contracts - Long			
United States Contracts			
NYMEX Heating Oil Futures HO May 2012 contracts, expiring April 2012	81	\$ (411,302)	(3.84)
	Principal Amount	Market Value	
Cash Equivalents			
United States Treasury Obligation			
U.S. Treasury Bill, 0.03%, 6/21/2012	\$ 730,000	\$ 729,951	6.81
United States - Money Market Funds			
Fidelity Institutional Government Portfolio - Class I	2,500,027	2,500,027	23.32
Morgan Stanley Institutional Liquidity Fund - Government Portfolio	1,801,264	1,801,264	16.80
Total Money Market Funds		4,301,291	40.12
Total Cash Equivalents		\$ 5,031,242	46.93

See accompanying notes to condensed financial statements.

Table of Contents*United States Heating Oil Fund, LP**Condensed Statements of Operations (Unaudited)**For the three months ended March 31, 2012 and 2011*

	Three months ended March 31, 2012	Three months ended March 31, 2011
Income		
Gain (loss) on trading of commodity futures contracts:		
Realized gain on closed positions	\$ 1,666,132	\$ 2,286,585
Change in unrealized loss on open positions	(759,398)	(135,190)
Dividend income	179	761
Interest income	502	73
Other income		1,000
<i>Total income</i>	907,415	2,153,229
Expenses		
Professional fees	21,655	49,320
General Partner management fees (Note 3)	15,895	16,596
Registration fees	1,820	1,800
Brokerage commissions	1,697	1,799
Other expenses	809	1,189
<i>Total expenses</i>	41,876	70,704
Expense waiver (Note 3)	(17,679)	(45,171)
<i>Net expenses</i>	24,197	25,533
Net income	\$ 883,218	\$ 2,127,696
Net income per limited partnership unit	\$ 2.95	\$ 6.37
Net income per weighted average limited partnership unit	\$ 2.94	\$ 6.18
Weighted average limited partnership units outstanding	300,000	344,444

See accompanying notes to condensed financial statements.

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United States Heating Oil Fund, LP

Condensed Statement of Changes in Partners' Capital (Unaudited)

For the three months ended March 31, 2012

	General Partner	Limited Partners	Total
Balances, at December 31, 2011	\$	\$ 9,837,308	\$ 9,837,308
Net income		883,218	883,218
Balances, at March 31, 2012	\$	\$ 10,720,526	\$ 10,720,526
Net Asset Value Per Unit:			
At December 31, 2011	\$	32.79	
At March 31, 2012	\$	35.74	

See accompanying notes to condensed financial statements.

Table of Contents*United States Heating Oil Fund, LP**Condensed Statements of Cash Flows (Unaudited)**For the three months ended March 31, 2012 and 2011*

	Three months ended March 31, 2012	Three months ended March 31, 2011
Cash Flows from Operating Activities:		
Net income	\$ 883,218	\$ 2,127,696
Adjustments to reconcile net income to net cash provided by operating activities:		
(Increase) decrease in commodity futures trading account cash and cash equivalents	(664,584)	120,998
Unrealized loss on futures contracts	759,398	135,190
Decrease receivable from General Partner	114,406	137,797
(Increase) decrease in dividend receivable	(32)	85
Increase in interest receivable	(4)	
Decrease in other assets	1,248	1,675
Decrease in professional fees payable	(120,520)	(150,338)
Increase (decrease) in General Partner management fees payable	550	(535)
Increase (decrease) in brokerage commissions payable	94	(100)
Increase in other liabilities	495	95
<i>Net cash provided by operating activities</i>	974,269	2,372,563
Cash Flows from Financing Activities:		
Addition of partnership units		
Redemption of partnership units		(3,197,491)
<i>Net cash used in financing activities</i>		(3,197,491)
Net Increase (Decrease) in Cash and Cash Equivalents	974,269	(824,928)
Cash and Cash Equivalents, beginning of period	8,629,549	10,405,533
Cash and Cash Equivalents, end of period	\$ 9,603,818	\$ 9,580,605

See accompanying notes to condensed financial statements.

Table of Contents**United States Heating Oil Fund, LP****Notes to Condensed Financial Statements****For the period ended March 31, 2012 (Unaudited)****NOTE 1 ORGANIZATION AND BUSINESS**

The United States Heating Oil Fund, LP (USHO) was organized as a limited partnership under the laws of the state of Delaware on April 13, 2007. USHO is a commodity pool that issues limited partnership units (units) that may be purchased and sold on the NYSE Arca, Inc. (the NYSE Arca). Prior to November 25, 2008, USHO s units traded on the American Stock Exchange (the AMEX). USHO will continue in perpetuity, unless terminated sooner upon the occurrence of one or more events as described in its Amended and Restated Agreement of Limited Partnership dated as of March 7, 2008 (the LP Agreement). The investment objective of USHO is for the daily changes in daily percentage terms of its units per unit net asset value (NAV) to reflect the daily changes in percentage terms of the spot price of heating oil (also known as No. 2 fuel oil) for delivery to the New York harbor, as measured by the daily changes in the price of the futures contract for heating oil traded on the New York Mercantile Exchange (the NYMEX) that is the near month contract to expire, except when the near month contract is within two weeks of expiration, in which case the futures contract will be the next month contract to expire (the Benchmark Futures Contract), less USHO s expenses. It is not the intent of USHO to be operated in a fashion such that the per unit NAV will equal, in dollar terms, the spot price of heating oil or any particular futures contract based on heating oil. It is not the intent of USHO to be operated in a fashion such that its per unit NAV will reflect the percentage change of the price of any particular futures contract as measured over a time period greater than one day. United States Commodity Funds LLC (USCF), the general partner of USHO, believes that it is not practical to manage the portfolio to achieve such an investment goal when investing in Futures Contracts (as defined below) and Other Heating Oil-Related Investments (as defined below). USHO accomplishes its objective through investments in futures contracts for heating oil, crude oil, gasoline, natural gas and other petroleum-based fuels that are traded on the NYMEX, ICE Futures Exchange (ICE Futures) or other U.S. and foreign exchanges (collectively, Futures Contracts) and other heating oil-related investments such as cash-settled options on Futures Contracts, forward contracts for heating oil and over-the-counter transactions that are based on the price of heating oil, crude oil and other petroleum-based fuels, Futures Contracts and indices based on the foregoing (collectively, Other Heating Oil-Related Investments). As of March 31, 2012, USHO held 81 Futures Contracts for heating oil traded on the NYMEX.

USHO commenced investment operations on April 9, 2008 and has a fiscal year ending on December 31. USCF is responsible for the management of USHO. USCF is a member of the National Futures Association (the NFA) and became a commodity pool operator registered with the Commodity Futures Trading Commission (the CFTC) effective December 1, 2005. USCF is also the general partner of the United States Oil Fund, LP (USOF), the United States Natural Gas Fund, LP (USNG), the United States 12 Month Oil Fund, LP (US12OF) and the United States Gasoline Fund, LP (UGA), which listed their limited partnership units on the AMEX under the ticker symbols USO on April 10, 2006, UNG on April 18, 2007, USL on December 6, 2007 and UGA on February 26, 2008, respectively. As a result of the acquisition of the AMEX by NYSE Euronext, each of USOF s, USNG s, US12OF s and UGA s units commenced trading on the NYSE Arca on November 25, 2008. USCF is also the general partner of the United States Short Oil Fund, LP (USSO), the United States 12 Month Natural Gas Fund, LP (US12NG) and the United States Brent Oil Fund, LP (USBO), which listed their limited partnership units on the NYSE Arca under the ticker symbols DNO on September 24, 2009, UNL on November 18, 2009 and BNO on June 2, 2010, respectively. USCF is also the sponsor of the United States Commodity Index Fund (USCI), the United States Copper Index Fund (CPER), the United States Agriculture Index Fund (USAG) and the United States Metals Index Fund (USMI), each a series of the United States Commodity Index Funds Trust. USCI, CPER and USAG listed their units on the NYSE Arca under the ticker symbol USCI on August 10, 2010, CPER on November 15, 2011 and USAG on April 13, 2012, respectively. USMI is not listed on the NYSE Arca as of the filing of this quarterly report on Form 10-Q. All funds listed previously are referred to collectively herein as the Related Public Funds. USCF has also filed registration statements to register units of the United States Sugar Fund (USSF), the United States Natural Gas Double Inverse Fund (UNGD), the United States Gasoil Fund (USGO) and the United States Asian Commodities Basket Fund (USABF), each a series of the United States Commodity Funds Trust I.

Effective February 29, 2012, USHO issues units to certain authorized purchasers (Authorized Purchasers) by offering baskets consisting of 50,000 units (Creation Baskets) through ALPS Distributors, Inc., as the marketing agent (the Marketing Agent). Prior to February 29, 2012, USHO issued units to Authorized Purchasers by offering baskets consisting of 100,000 units through the Marketing Agent. The purchase price for a Creation Basket is based upon the NAV of a unit calculated shortly after the close of the core trading session on the NYSE Arca on the day the order to create the basket is properly received.

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From July 1, 2011 through March 31, 2012 (and continuing through at least December 31, 2012), the applicable transaction fee paid by Authorized Purchasers is \$350 to USHO for each order they place to create one or more Creation Baskets or to redeem one or more baskets (Redemption Baskets); prior to July 1, 2011, this fee was \$1,000. Units may be purchased or sold on a nationally recognized securities exchange in smaller increments than a Creation Basket or Redemption Basket. Units purchased or sold on a nationally recognized securities exchange are not purchased or sold at the per unit NAV of USHO but rather at market prices quoted on such exchange.

In April 2008, USHO initially registered 10,000,000 units on Form S-1 with the U.S. Securities and Exchange Commission (the SEC). On April 9, 2008, USHO listed its units on the AMEX under the ticker symbol UHN . On that day, USHO established its initial per unit NAV by setting the price at \$50.00 and issued 200,000 units in exchange for \$10,000,000. USHO also commenced investment operations on April 9, 2008 by purchasing Futures Contracts traded on the NYMEX based on heating oil. As of March 31, 2012, USHO had registered a total of 60,000,000 units.

The accompanying unaudited condensed financial statements have been prepared in accordance with Rule 10-01 of Regulation S-X promulgated by the SEC and, therefore, do not include all information and footnote disclosure required under generally accepted accounting principles (GAAP) in the United States of America. The financial information included herein is unaudited; however, such financial information reflects all adjustments, consisting only of normal recurring adjustments, which are, in the opinion of USCF, necessary for the fair presentation of the condensed financial statements for the interim period.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Revenue Recognition

Commodity futures contracts, forward contracts, physical commodities, and related options are recorded on the trade date. All such transactions are recorded on the identified cost basis and marked to market daily. Unrealized gains or losses on open contracts are reflected in the condensed statements of financial condition and represent the difference between the original contract amount and the market value (as determined by exchange settlement prices for futures contracts and related options and cash dealer prices at a predetermined time for forward contracts, physical commodities, and their related options) as of the last business day of the year or as of the last date of the condensed financial statements. Changes in the unrealized gains or losses between periods are reflected in the condensed statements of operations. USHO earns interest on its assets denominated in U.S. dollars on deposit with the futures commission merchant at the overnight Federal Funds Rate, less 32 basis points. In addition, USHO earns income on funds held at the custodian or futures commission merchant at prevailing market rates earned on such investments.

Brokerage Commissions

Brokerage commissions on all open commodity futures contracts are accrued on a full-turn basis.

Income Taxes

USHO is not subject to federal income taxes; each partner reports his/her allocable share of income, gain, loss deductions or credits on his/her own income tax return.

In accordance with GAAP, USHO is required to determine whether a tax position is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any tax related appeals or litigation processes, based on the technical merits of the position. USHO files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states. USHO is not subject to income tax return examinations by major taxing authorities for years before 2008. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. De-recognition of a tax benefit previously recognized results in USHO recording a tax liability that reduces net assets. However, USHO's conclusions regarding this policy may be subject to review and adjustment at a later date based on factors including, but not limited to, on-going analysis of and changes to tax laws, regulations and interpretations thereof. USHO recognizes interest accrued related to unrecognized tax benefits and penalties related to unrecognized tax benefits in income tax fees payable, if assessed. No interest expense or penalties have been recognized as of and for the three months ended March 31, 2012.

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Creations and Redemptions

Effective February 29, 2012, Authorized Purchasers may purchase Creation Baskets or redeem Redemption Baskets only in blocks of 50,000 units at a price equal to the NAV of the units calculated shortly after the close of the core trading session on the NYSE Arca on the day the order is placed. Prior to February 29, 2012, Authorized Purchasers could only purchase Creation Baskets or redeem Redemption Baskets in blocks of 100,000 units.

USHO receives or pays the proceeds from units sold or redeemed within three business days after the trade date of the purchase or redemption. The amounts due from Authorized Purchasers are reflected in USHO's condensed statements of financial condition as receivable for units sold, and amounts payable to Authorized Purchasers upon redemption are reflected as payable for units redeemed.

Partnership Capital and Allocation of Partnership Income and Losses

Profit or loss shall be allocated among the partners of USHO in proportion to the number of units each partner holds as of the close of each month. USCF may revise, alter or otherwise modify this method of allocation as described in the LP Agreement.

Calculation of Per Unit Net Asset Value

USHO's per unit NAV is calculated on each NYSE Arca trading day by taking the current market value of its total assets, subtracting any liabilities and dividing the amount by the total number of units outstanding. USHO uses the closing price for the contracts on the relevant exchange on that day to determine the value of contracts held on such exchange.

Net Income (Loss) Per Unit

Net income (loss) per unit is the difference between the per unit NAV at the beginning of each period and at the end of each period. The weighted average number of units outstanding was computed for purposes of disclosing net income (loss) per weighted average unit. The weighted average units are equal to the number of units outstanding at the end of the period, adjusted proportionately for units added and redeemed based on the amount of time the units were outstanding during such period. There were no units held by USCF at March 31, 2012.

Offering Costs

Offering costs incurred in connection with the registration of additional units after the initial registration of units are borne by USHO. These costs include registration fees paid to regulatory agencies and all legal, accounting, printing and other expenses associated with such offerings. These costs are accounted for as a deferred charge and thereafter amortized to expense over twelve months on a straight-line basis or a shorter period if warranted.

Cash Equivalents

Cash equivalents include money market funds and overnight deposits or time deposits with original maturity dates of six months or less.

Reclassification

Certain amounts in the accompanying condensed financial statements were reclassified to conform to the current presentation.

Use of Estimates

The preparation of condensed financial statements in conformity with GAAP requires USCF to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed financial statements, and the reported amounts of the revenue and expenses during the reporting period. Actual results may differ from those estimates and assumptions.

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NOTE 3 FEES PAID BY THE FUND AND RELATED PARTY TRANSACTIONS

USCF Management Fee

Under the LP Agreement, USCF is responsible for investing the assets of USHO in accordance with the objectives and policies of USHO. In addition, USCF has arranged for one or more third parties to provide administrative, custody, accounting, transfer agency and other necessary services to USHO. For these services, USHO is contractually obligated to pay USCF a fee, which is paid monthly, equal to 0.60% per annum of average daily total net assets.

Ongoing Registration Fees and Other Offering Expenses

USHO pays all costs and expenses associated with the ongoing registration of its units subsequent to the initial offering. These costs include registration or other fees paid to regulatory agencies in connection with the offer and sale of units, and all legal, accounting, printing and other expenses associated with such offer and sale. For the three months ended March 31, 2012 and 2011, USHO incurred \$1,820 and \$1,800, respectively, in registration fees and other offering expenses.

Directors Fees and Expenses

USHO is responsible for paying its portion of the directors and officers liability insurance for USHO and the Related Public Funds and the fees and expenses of the independent directors who also serve as audit committee members of USHO and the Related Public Funds organized as limited partnerships and, as of July 8, 2011, the Related Public Funds organized as a series of a Delaware statutory trust. USHO shares the fees and expenses with each Related Public Fund, as described above, based on the relative assets of each fund computed on a daily basis. These fees and expenses for the year ending December 31, 2012 are estimated to be a total of \$540,000 for USHO and the Related Public Funds.

Licensing Fees

As discussed in Note 4 below, USHO entered into a licensing agreement with the NYMEX on April 10, 2006, as amended on October 20, 2011. Pursuant to the agreement, through October 19, 2011, USHO and the Related Public Funds, other than USBO, USCI, CPER, USAG and USMI, paid a licensing fee that was equal to 0.04% for the first \$1,000,000,000 of combined net assets of the funds and 0.02% for combined net assets above \$1,000,000,000. On and after October 20, 2011, USHO and the Related Public Funds, other than USBO, USCI, CPER, USAG and USMI, pay a licensing fee that is equal to 0.015% on all net assets. During the three months ended March 31, 2012 and 2011, USHO incurred \$397 and \$672, respectively, under this arrangement.

Investor Tax Reporting Cost

The fees and expenses associated with USHO's audit expenses and tax accounting and reporting requirements are paid by USHO. These costs are estimated to be \$85,000 for the year ending December 31, 2012.

Other Expenses and Fees and Expense Waivers

In addition to the fees described above, USHO pays all brokerage fees and other expenses in connection with the operation of USHO, excluding costs and expenses paid by USCF as outlined in Note 4 below. USCF, though under no obligation to do so, agreed to pay certain expenses normally borne by USHO to the extent that such expenses exceed 0.15% (15 basis points) of USHO's NAV, on an annualized basis, through at least June 30, 2012. USCF has no obligation to continue such payments into subsequent periods.

NOTE 4 CONTRACTS AND AGREEMENTS

USHO is party to a marketing agent agreement, dated as of March 10, 2008, as amended from time to time, with the Marketing Agent and USCF, whereby the Marketing Agent provides certain marketing services for USHO as outlined in the agreement. The fee of the Marketing Agent, which is borne by USCF, is equal to 0.06% on USHO's assets up to \$3 billion and 0.04% on USHO's assets in excess of \$3 billion.

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The above fee does not include the following expenses, which are also borne by USCF: the cost of placing advertisements in various periodicals; web construction and development; or the printing and production of various marketing materials.

USHO is also party to a custodian agreement, dated March 13, 2008, as amended from time to time, with Brown Brothers Harriman & Co. (BBH&Co.) and USCF, whereby BBH&Co. holds investments on behalf of USHO. USCF pays the fees of the custodian, which are determined by the parties from time to time. In addition, USHO is party to an administrative agency agreement, dated February 7, 2008, as amended from time to time, with USCF and BBH&Co., whereby BBH&Co. acts as the administrative agent, transfer agent and registrar for USHO. USCF also pays the fees of BBH&Co. for its services under such agreement and such fees are determined by the parties from time to time.

Currently, USCF pays BBH&Co. for its services, in the foregoing capacities, a minimum amount of \$75,000 annually for its custody, fund accounting and fund administration services rendered to USHO and each of the Related Public Funds, as well as a \$20,000 annual fee for its transfer agency services. In addition, USCF pays BBH&Co. an asset-based charge of (a) 0.06% for the first \$500 million of USHO s, USOF s, USNG s, US12OF s, UGA s, USSO s, US12NG s, USBO s, USCI s, CPER s, USAG s and USMI s combined net assets, (b) 0.0465% for USHO s, USOF s, USNG s, US12OF s, UGA s, USSO s, US12NG s, USBO s, USCI s, CPER s, USAG s and USMI s combined net assets greater than \$500 million but less than \$1 billion, and (c) 0.035% once USHO s, USOF s, USNG s, US12OF s, UGA s, USSO s, US12NG s, USBO s, USCI s, CPER s, USAG s and USMI s combined net assets exceed \$1 billion. The annual minimum amount will not apply if the asset-based charge for all accounts in the aggregate exceeds \$75,000. USCF also pays transaction fees ranging from \$7 to \$15 per transaction.

USHO has entered into a brokerage agreement with UBS Securities LLC (UBS Securities). The agreement requires UBS Securities to provide services to USHO in connection with the purchase and sale of Futures Contracts and Other Heating Oil-Related Investments that may be purchased and sold by or through UBS Securities for USHO s account. In accordance with the agreement, UBS Securities charges USHO commissions of approximately \$7 to \$15 per round-turn trade, including applicable exchange and NFA fees for Futures Contracts and options on Futures Contracts.

USHO and the NYMEX entered into a licensing agreement on May 30, 2007, as amended on October 20, 2011, whereby USHO was granted a non-exclusive license to use certain of the NYMEX s settlement prices and service marks. Under the licensing agreement, USHO and the Related Public Funds, other than USBO, USCI, CPER, USAG and USMI, pay the NYMEX an asset-based fee for the license, the terms of which are described in Note 3. USHO expressly disclaims any association with the NYMEX or endorsement of USHO by the NYMEX and acknowledges that NYMEX and New York Mercantile Exchange are registered trademarks of the NYMEX.

NOTE 5 FINANCIAL INSTRUMENTS, OFF-BALANCE SHEET RISKS AND CONTINGENCIES

USHO engages in the trading of futures contracts and options on futures contracts (collectively, derivatives). USHO is exposed to both market risk, which is the risk arising from changes in the market value of the contracts, and credit risk, which is the risk of failure by another party to perform according to the terms of a contract.

USHO may enter into futures contracts and options on futures contracts to gain exposure to changes in the value of an underlying commodity. A futures contract obligates the seller to deliver (and the purchaser to accept) the future delivery of a specified quantity and type of a commodity at a specified time and place. Some futures contracts may call for physical delivery of the asset, while others are settled in cash. The contractual obligations of a buyer or seller may generally be satisfied by taking or making physical delivery of the underlying commodity or by making an offsetting sale or purchase of an identical futures contract on the same or linked exchange before the designated date of delivery.

The purchase and sale of futures contracts and options on futures contracts require margin deposits with a futures commission merchant. Additional deposits may be necessary for any loss on contract value. The Commodity Exchange Act requires a futures commission merchant to segregate all customer transactions and assets from the futures commission merchant s proprietary activities.

Futures contracts involve, to varying degrees, elements of market risk (specifically commodity price risk) and exposure to loss in excess of the amount of variation margin. The face or contract amounts reflect the extent of the total exposure USHO has in the particular classes of instruments. Additional risks associated with the use of futures contracts are an imperfect correlation between movements in the price of the futures contracts and the market value of the underlying securities and the possibility of an illiquid market for a futures contract.

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All of the futures contracts held by USHO were exchange-traded through March 31, 2012. The risks associated with exchange-traded contracts are generally perceived to be less than those associated with over-the-counter transactions since, in over-the-counter transactions, a party must rely solely on the credit of its respective individual counterparties. However, in the future, if USHO were to enter into non-exchange traded contracts, it would be subject to the credit risk associated with counterparty non-performance. The credit risk from counterparty non-performance associated with such instruments is the net unrealized gain, if any, on the transaction. USHO has credit risk under its futures contracts since the sole counterparty to all domestic and foreign futures contracts is the clearinghouse for the exchange on which the relevant contracts are traded. In addition, USHO bears the risk of financial failure by the clearing broker.

USHO's cash and other property, such as Treasuries, deposited with a futures commission merchant are considered commingled with all other customer funds, subject to the futures commission merchant's segregation requirements. In the event of a futures commission merchant's insolvency, recovery may be limited to a pro rata share of segregated funds available. It is possible that the recovered amount could be less than the total of cash and other property deposited. The insolvency of a futures commission merchant could result in the complete loss of USHO's assets posted with that futures commission merchant; however, the majority of USHO's assets are held in Treasuries, cash and/or cash equivalents with USHO's custodian and would not be impacted by the insolvency of a futures commission merchant. The failure or insolvency of USHO's custodian however, could result in a substantial loss of USHO's assets.

USCF invests a portion of USHO's cash in money market funds that seek to maintain a stable per unit NAV. USHO is exposed to any risk of loss associated with an investment in such money market funds. As of March 31, 2012 and December 31, 2011, USHO held investments in money market funds in the amounts of \$4,301,291 and \$1,801,145, respectively. USHO also holds cash deposits with its custodian. Pursuant to a written agreement with BBH&Co., uninvested overnight cash balances are swept to offshore branches of U.S. regulated and domiciled banks located in Toronto, Canada, London, United Kingdom, Grand Cayman, Cayman Islands and Nassau, Bahamas, which are subject to U.S. regulation and regulatory oversight. As of March 31, 2012 and December 31, 2011, USHO held cash deposits and investments in Treasuries in the amounts of \$6,611,549 and \$7,472,842, respectively, with the custodian and futures commission merchant. Some or all of these amounts may be subject to loss should USHO's custodian and/or futures commission merchant cease operations.

For derivatives, risks arise from changes in the market value of the contracts. Theoretically, USHO is exposed to market risk equal to the value of futures contracts purchased and unlimited liability on such contracts sold short. As both a buyer and a seller of options, USHO pays or receives a premium at the outset and then bears the risk of unfavorable changes in the price of the contract underlying the option.

USHO's policy is to continuously monitor its exposure to market and counterparty risk through the use of a variety of financial, position and credit exposure reporting controls and procedures. In addition, USHO has a policy of requiring review of the credit standing of each broker or counterparty with which it conducts business. The financial instruments held by USHO are reported in its condensed statements of financial condition at market or fair value, or at carrying amounts that approximate fair value, because of their highly liquid nature and short-term maturity.

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The following table presents per unit performance data and other supplemental financial data for the three months ended March 31, 2012 and 2011 for the unitholders. This information has been derived from information presented in the condensed financial statements.

	For the three months ended March 31, 2012 (Unaudited)	For the three months ended March 31, 2011 (Unaudited)
Per Unit Operating Performance:		
Net asset value, beginning of period	\$ 32.79	\$ 29.82
Total income	3.03	6.44
Net expenses	(0.08)	(0.07)
Net increase in net asset value	2.95	6.37
Net asset value, end of period	\$ 35.74	\$ 36.19
Total Return	9.00%	21.36%
Ratios to Average Net Assets		
Total income	8.52%	19.19%
Management fees*	0.60%	0.60%
Total expenses excluding management fees*	0.98%	1.95%
Expenses waived*	(0.67)%	(1.63)%
Net expenses excluding management fees*	0.31%	0.32%
Net income	8.29%	18.97%

* Annualized

Total returns are calculated based on the change in value during the period. An individual unitholder's total return and ratio may vary from the above total returns and ratios based on the timing of contributions to and withdrawals from USHO.

NOTE 7 FAIR VALUE OF FINANCIAL INSTRUMENTS

USHO values its investments in accordance with Accounting Standards Codification 820 Fair Value Measurements and Disclosures (ASC 820). ASC 820 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurement. The changes to past practice resulting from the application of ASC 820 relate to the definition of fair value, the methods used to measure fair value, and the expanded disclosures about fair value measurement. ASC 820 establishes a fair value hierarchy that distinguishes between: (1) market participant assumptions developed based on market data obtained from sources independent of USHO (observable inputs) and (2) USHO's own assumptions about market participant assumptions developed based on the best information available under the circumstances (unobservable inputs). The three levels defined by the ASC 820 hierarchy are as follows:

Level I Quoted prices (unadjusted) in active markets for *identical* assets or liabilities that the reporting entity has the ability to access at the measurement date.

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Level II Inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly or indirectly. Level II assets include the following: quoted prices for *similar* assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs).

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Level III Unobservable pricing input at the measurement date for the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available.

In some instances, the inputs used to measure fair value might fall within different levels of the fair value hierarchy. The level in the fair value hierarchy within which the fair value measurement in its entirety falls shall be determined based on the lowest input level that is significant to the fair value measurement in its entirety.

The following table summarizes the valuation of USHO's securities at March 31, 2012 using the fair value hierarchy:

At March 31, 2012	Total	Level I	Level II	Level III
Short-Term Investments	\$ 5,031,242	\$ 5,031,242	\$	\$
Exchange-Traded Futures Contracts				
United States Contracts	(411,302)	(411,302)		

During the three months ended March 31, 2012, there were no transfers between Level I and Level II.

The following table summarizes the valuation of USHO's securities at December 31, 2011 using the fair value hierarchy:

At December 31, 2011	Total	Level I	Level II	Level III
Short-Term Investments	\$ 2,531,040	\$ 2,531,040	\$	\$
Exchange-Traded Futures Contracts				
United States Contracts	348,096	348,096		

During the year ended December 31, 2011, there were no transfers between Level I and Level II.

Effective January 1, 2009, USHO adopted the provisions of Accounting Standards Codification 815 Derivatives and Hedging, which require presentation of qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts and gains and losses on derivatives.

Fair Value of Derivative Instruments

Derivatives not

Accounted for as

Hedging

Instruments	Condensed Statements	Fair Value	Fair Value
	of Financial Condition		
	Location	At March 31, 2012	At December 31, 2011
Futures - Commodity Contracts	Assets	\$ (411,302)	\$ 348,096

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Derivatives not Accounted for as	Location of Gain or (Loss) on Derivatives Recognized in Income	For the three months ended March 31, 2012		For the three months ended March 31, 2011	
		Realized Gain or (Loss) on Derivatives Recognized in Income	Change in Unrealized Gain or (Loss) on Derivatives Recognized in Income	Realized Gain or (Loss) on Derivatives Recognized in Income	Change in Unrealized Gain or (Loss) on Derivatives Recognized in Income
Hedging Instruments					
Futures	Realized gain on closed positions	\$ 1,666,132		\$ 2,286,585	
Commodity Contracts					
	Change in unrealized loss on open positions		\$ (759,398)		\$ (135,190)

NOTE 8 RECENT ACCOUNTING PRONOUNCEMENTS

In December 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. The amendments in ASU No. 2011-11 require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. ASU No. 2011-11 is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The guidance requires retrospective application for all comparative periods presented. USCF is currently evaluating the impact ASU No. 2011-11 will have on USHO's financial statements.

NOTE 9 SUBSEQUENT EVENTS

USHO has performed an evaluation of subsequent events through the date the financial statements were issued. The subsequent events were as follows:

USAG listed its units on the NYSE Arca under the ticker symbol USAG on April 13, 2012. USAG established its initial offering per unit NAV by setting the price at \$25.00. In accordance with applicable requirements of Regulation M under the Securities Exchange Act of 1934, no Creation Baskets were offered to Authorized Purchasers nor were the units listed on the NYSE Arca until five business days had elapsed from the date of USCF's purchase of the initial Creation Basket on April 4, 2012. The fee that would have otherwise been charged in connection with an order to create or redeem was waived in connection with the initial Creation Basket. USCF has agreed not to resell the units comprising such basket until immediately following such redemption at least 100,000 units of USAG remain outstanding in order to satisfy NYSE Arca listing requirements.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion should be read in conjunction with the condensed financial statements and the notes thereto of the United States Heating Oil Fund, LP (USHO) included elsewhere in this quarterly report on Form 10-Q.

Forward-Looking Information

This quarterly report on Form 10-Q, including this Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements regarding the plans and objectives of management for future operations. This information may involve known and unknown risks, uncertainties and other factors that may cause USHO's actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe USHO's future plans, strategies and expectations, are generally identifiable by use of the words may, will, should, expect, anticipate, estimate, believe, intend or project, the negative of these words, other variations or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and USHO cannot assure investors that the projections included in these forward-looking statements will come to pass. USHO's actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors.

USHO has based the forward-looking statements included in this quarterly report on Form 10-Q on information available to it on the date of this quarterly report on Form 10-Q, and USHO assumes no obligation to update any such forward-looking statements. Although USHO undertakes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events or otherwise, investors are advised to consult any additional disclosures that USHO may make directly to them or through reports that USHO in the future files with the U.S. Securities and Exchange Commission (the SEC), including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

Introduction

USHO, a Delaware limited partnership, is a commodity pool that issues units that may be purchased and sold on the NYSE Arca, Inc. (the NYSE Arca). The investment objective of USHO is for the daily changes in percentage terms of its units' per unit net asset value (NAV) to reflect the daily changes in percentage terms of the spot price of heating oil, as measured by the daily changes in the price of the futures contract for heating oil (also known as No. 2 fuel oil), for delivery to the New York harbor, traded on the New York Mercantile Exchange (the NYMEX) that is the near month contract to expire, except when the near month contract is within two weeks of expiration, in which case it will be measured by the futures contract that is the next month contract to expire (the Benchmark Futures Contract), less USHO's expenses. Near month contract means the next contract traded on the NYMEX due to expire. Next month contract means the first contract traded on the NYMEX due to expire after the near month contract. It is not the intent of USHO to be operated in a fashion such that the per unit NAV will equal, in dollar terms, the spot price of heating oil or any particular futures contract based on heating oil. It is not the intent of USHO to be operated in a fashion such that its per unit NAV will reflect the percentage change of the price of any particular futures contract as measured over a time period greater than one day. The general partner of USHO, United States Commodity Funds LLC (USCF), believes that it is not practical to manage the portfolio to achieve such an investment goal when investing in Futures Contracts (as defined below) and Other Heating Oil-Related Investments (as defined below).

USHO invests in futures contracts for heating oil, crude oil, gasoline, natural gas and other petroleum-based fuels that are traded on the NYMEX, ICE Futures Exchange (ICE Futures) or other U.S. and foreign exchanges (collectively, Futures Contracts) and other heating oil-related investments such as cash-settled options on Futures Contracts, forward contracts for heating oil, cleared swap contracts and over-the-counter transactions that are based on the price of heating oil, crude oil and other petroleum-based fuels, Futures Contracts and indices based on the foregoing (collectively, Other Heating Oil-Related Investments). For convenience and unless otherwise specified, Futures Contracts and Other Heating Oil-Related Investments collectively are referred to as Heating Oil Interests in this quarterly report on Form 10-Q.

USHO seeks to achieve its investment objective by investing in a combination of Futures Contracts and Other Heating Oil-Related Investments such that daily changes in its per unit NAV, measured in percentage terms, will closely track the daily changes in the price of the Benchmark Futures Contract, also measured in percentage terms. USCF believes the daily changes in the price of the Benchmark Futures Contract have historically exhibited a close correlation with the daily changes in the spot price of heating oil. It is not the intent of USHO to be operated in a fashion such that the per unit NAV will equal, in dollar terms, the spot price of heating oil or any particular futures contract based on heating oil. It is not the intent of USHO to be operated in a fashion such that its per unit NAV will reflect the percentage change of the price of any particular futures contract as measured over a time period greater than one day. USCF believes that it is not practical to manage the portfolio to achieve such an investment goal when investing in Futures Contracts and Other Heating Oil-Related Investments.

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The regulation of commodity interests in the United States is subject to ongoing modification by governmental and judicial action. On July 21, 2010, a broad financial regulatory reform bill, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), was signed into law. All of the Dodd-Frank Act's provisions became effective on July 16, 2011, but the actual implementation of some of the provisions is subject to continuing uncertainty because implementing rules and regulations have not been completely finalized and have been challenged in court. Pending final resolution of all applicable regulatory requirements, some specific examples of how the new Dodd-Frank Act provisions and rules adopted thereunder could impact USHO are discussed below.

Futures Contracts and Position Limits

Provisions in the Dodd-Frank Act include the requirement that position limits be established on a wide range of commodity interests including energy-based and other commodity futures contracts, certain cleared commodity swaps and certain over-the-counter commodity contracts; new registration, recordkeeping, capital and margin requirements for swap dealers and major swap participants as determined by the new law and applicable regulations; and the forced use of clearinghouse mechanisms for most swap transactions that are currently entered into in the over-the-counter market. The new law and the rules thereunder may negatively impact USHO's ability to meet its investment objective either through limits or requirements imposed on it or upon its counterparties. Further, increased regulation of, and the imposition of additional costs on, swap transactions under the new legislation and implementing regulations could cause a reduction in the swap market and the overall derivatives markets, which could restrict liquidity and adversely affect USHO. In particular, new position limits imposed on USHO or its counterparties may impact USHO's ability to invest in a manner that most efficiently meets its investment objective, and new requirements, including capital and mandatory clearing, may increase the cost of USHO's investments and doing business, which could adversely impact the ability of USHO to achieve its investment objective.

On October 18, 2011, the Commodity Futures Trading Commission (the CFTC) adopted regulations implementing position limits and limit formulas for 28 core physical commodity futures contracts, including the Futures Contracts and options on Futures Contracts executed pursuant to the rules of designated contract markets (i.e., certain regulated exchanges) and commodity swaps that are economically equivalent to such futures and options contracts (collectively, Referenced Contracts). The new regulations require, among other things, aggregation of position limits that would apply across different trading venues to contracts based on the same underlying commodity. However, the regulations do not appear to require aggregation of Referenced Contracts held by separate Related Public Funds (as defined below).

Although the regulations became effective on January 17, 2012, the position limit rules will be implemented in two phases: spot-month position limits and non-spot-month position limits. Spot-month limits will be effective sixty days after the term swap is defined under the Dodd-Frank Act (see below). The limits adopted will be based on the spot-month position limit levels currently in place at applicable futures exchanges (or designated contract market or DCM). Thereafter, the spot-month limits will be adjusted annually for energy contracts. These subsequent limits will be based on the CFTC's determination of deliverable supply in consultation with the futures exchanges. Spot-month position limit levels will be set generally at 25% of estimated deliverable supply, and limits will be applied separately for physical-delivery and cash-settled contracts in the same commodity.

Non-spot-month position limits will go into effect by CFTC order after the CFTC has received one year of open interest data on physical commodity cleared and uncleared swaps under the swaps large trader reporting rule. The non-spot month limits will be adjusted biennially based on Referenced Contract open interest. Non-spot-month position limits (i.e., limits applied to positions in all contract months combined or in a single contract month) will be set using the 10/2.5 percent formula: 10 percent of the contract's first 25,000 of open interest and 2.5 percent thereafter. These limits will be reset biennially based on two years of open interest data.

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On December 2, 2011, the Securities Industry and Financial Markets Association (SIFMA) and the International Swaps and Derivatives Association (ISDA) filed a lawsuit challenging the CFTC s position limits rule. The lawsuit asserts that the position limits rule inadequately fulfills the required cost-benefit analysis. It is not known at this time what effect this lawsuit will have on the implementation of the new position limits rule.

Based on its current understanding of the final position limit regulations, USCF does not anticipate significant negative impact on the ability of USHO to achieve its investment objective. However, as of the filing of this quarterly report on Form 10-Q, additional studies are required to be conducted before all requirements of the final rules are implemented, and therefore, it cannot be determined with certainty what impact such regulations will have on USHO.

Swap Transactions

The Dodd-Frank Act imposes new regulatory requirements on certain swap transactions that USHO is authorized to engage in that may ultimately impact the ability of USHO to meet its investment objective. On April 27, 2011, the CFTC and the SEC proposed joint rules defining the term swap and thus providing more clarity regarding which transactions will be regulated as such under the Dodd-Frank Act. However, the CFTC and SEC have not implemented final regulations on this issue and it is therefore still uncertain which types of transactions will be ultimately regulated as swaps. The proposed rule defining swap and security-based swap has not been finalized as of the filing of this quarterly report on Form 10-Q.

The Dodd-Frank Act requires that certain transactions ultimately falling within the definition of swap be executed on organized exchanges or swap execution facilities and cleared through regulated clearing organizations (which are referred to in the Dodd-Frank Act as derivative clearing organizations). However, as described above, it is currently unknown which swaps will be subject to such trading and clearing requirements. If a swap is required to be cleared, the initial margin will be set by the clearing organization, subject to certain regulatory requirements and guidelines. Initial and variation margin requirements for swap dealers and major swap participants who enter into uncleared swaps and capital requirements for swap dealers and major swap participants who enter into both cleared and uncleared trades will be set by the CFTC, the SEC or the applicable Prudential Regulator. In general, increased regulation of, and the imposition of additional costs on, swap transactions could have an adverse effect on USHO by, for example, reducing the size of and therefore liquidity in the derivatives market, increasing transaction costs and decreasing the ability to customize derivative transactions. The final rule regarding review of swaps for mandatory clearing went effective September 26, 2011.

On July 14, 2011, the CFTC issued an order providing temporary relief from certain swaps-related provisions of Title VII that would have automatically taken effect on July 16, 2011. The final order granted temporary exemptive relief that, by its terms, expires upon the earlier of the effective date of the required final rulemaking or December 31, 2011. On October 18, 2011, the CFTC issued an order, which modifies the July 14, 2011 order by extending the temporary exemptive relief to the earlier of the effective date of the required final rulemaking or July 16, 2012.

On February 7, 2012, the CFTC published a rule requiring each futures commission merchant (FCM) and derivative clearing organization (DCO) to segregate cleared swaps and related collateral posted by a customer of the FCM from the assets of the FCM or DCO, although such property can be commingled with the property of other cleared swaps customers of the FCM or DCO. This rule addresses losses incurred by a DCO in a so-called double default scenario in which a customer of an FCM defaults in its obligations to the FCM and the FCM, in turn, defaults in its obligations to the DCO. Under this scenario, the DCO can only access the collateral attributable to other customers of the DCO whose cleared swap positions are in a loss position following the primary customer s default. This rule is scheduled to become effective on November 8, 2012. Some market participants have expressed concern that the requirements of this segregation rule may result in higher initial margins or higher fees. USHO does not anticipate any impact to its operations in order to meet the requirements of the new rule.

Additionally, the CFTC published rules on February 17, 2012 and April 3, 2012 that require swap dealers and major swap participants to: 1) adhere to business conduct standards, 2) implement policies and procedures to ensure compliance with the Commodity Exchange Act and 3) maintain records of such compliance. These new requirements may impact the documentation requirements for both cleared and non-cleared swaps and cause swap dealers and major swap participants to face increased compliance costs that, in turn, may be passed along to counterparties (such as USHO) in the form of higher fees and expenses that related to trading swaps.

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Finally, on February 24, 2012, the CFTC amended certain disclosure obligations to require that the operator of a commodity pool that invests in swaps include standardized swap risk disclosures in the pool's disclosure documents by December 31, 2012.

The effect of the future regulatory change on USHO is impossible to predict, but it could be substantial and adverse.

USCF, which is registered as a commodity pool operator (CPO) with the CFTC, is authorized by the Amended and Restated Agreement of Limited Partnership of USHO (the LP Agreement) to manage USHO. USCF is authorized by USHO in its sole judgment to employ and establish the terms of employment for, and termination of, commodity trading advisors or FCMs.

Price Movements

Heating oil futures prices were volatile during the three months ended March 31, 2012 with a general upward trend through the period ended March 31, 2012. The price of the Benchmark Futures Contract started the period at \$2.91 per gallon. It hit a peak on February 24, 2012 at a price of \$3.32 per gallon. The low of the period was on January 20, 2012, when the price dropped to \$2.98 per gallon. The period ended with the Benchmark Futures Contract at \$3.17 per gallon, an increase of approximately 8.93% over the period. USHO's per unit NAV began the period at \$32.79 and reached its high for the period on February 24, 2012 at \$37.49. USHO's per unit NAV reached its low for the period on January 20, 2012 at \$33.61. USHO's per unit NAV on March 31, 2012 was \$35.74, up approximately 9.00% for the period. The Benchmark Futures Contract prices listed above began with the February 2012 contract and ended with the May 2012 contract. The return of approximately 8.93% on the Benchmark Futures Contract listed above is a hypothetical return only and could not actually be achieved by an investor holding Futures Contracts. An investment in Futures Contracts would need to be rolled forward during the time period described in order to achieve such a result. Furthermore, the change in the nominal price of these differing Futures Contracts, measured from the start of the period to the end of the period, does not represent the actual benchmark results that USHO seeks to track, which are more fully described below in the section titled *Tracking USHO's Benchmark*.

During the three months ended March 31, 2012, the heating oil futures market was in a state of backwardation in the first two months of the quarter, meaning the price of the near month Futures Contract was typically higher than the price of the next month Futures Contract, or contracts further away from expiration. The heating oil futures market was in a state of contango in March 2012, meaning that the price of the near month Futures Contract was typically lower than the price of the next month Futures Contract, or contracts further away from expiration. For a discussion of the impact of backwardation and contango on total returns, see *Term Structure of Heating Oil Futures Prices and the Impact on Total Returns* below.

Valuation of Futures Contracts and the Computation of the Per Unit NAV

The per unit NAV of USHO's units is calculated once each NYSE Arca trading day. The per unit NAV for a particular trading day is released after 4:00 p.m. New York time. Trading during the core trading session on the NYSE Arca typically closes at 4:00 p.m. New York time. USHO's administrator uses the NYMEX closing price (determined at the earlier of the close of the NYMEX or 2:30 p.m. New York time) for the contracts held on the NYMEX, but calculates or determines the value of all other USHO investments, including ICE Futures contracts or other futures contracts, as of the earlier of the close of the NYSE Arca or 4:00 p.m. New York time.

Results of Operations and the Heating Oil Market

Results of Operations. On April 9, 2008, USHO listed its units on the American Stock Exchange (the AMEX) under the ticker symbol UHN. On that day, USHO established its initial offering price at \$50.00 per unit and issued 200,000 units to the initial authorized purchaser, Merrill Lynch Professional Clearing Group., in exchange for \$10,000,000 in cash. As a result of the acquisition of the AMEX by NYSE Euronext, USHO's units no longer trade on the AMEX and commenced trading on the NYSE Arca on November 25, 2008.

Since its initial offering of 10,000,000 units, USHO has registered one subsequent offering of its units: 50,000,000 units which were registered with the SEC on April 30, 2010. Units offered by USHO in the subsequent offering were sold by it for cash at the units' per unit NAV as described in the applicable prospectus. As of March 31, 2012, USHO had issued 1,000,000 units, 300,000 of which were outstanding. As of March 31, 2012, there were 59,000,000 units registered but not yet issued.

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More units may have been issued by USHO than are outstanding due to the redemption of units. Unlike funds that are registered under the Investment Company Act of 1940, as amended, units that have been redeemed by USHO cannot be resold by USHO. As a result, USHO contemplates that additional offerings of its units will be registered with the SEC in the future in anticipation of additional issuances and redemptions.

For the Three Months Ended March 31, 2012 Compared to the Three Months Ended March 31, 2011

As of March 31, 2012, the total unrealized loss on Futures Contracts owned or held on that day was \$411,302 and USHO established cash deposits and investments in short term obligations of the United States of two years or less (Treasuries) and money market funds that were equal to \$10,912,840. USHO held 88.00% of its cash assets in overnight deposits and money market funds at its custodian bank, while 12.00% of the cash balance was held as Treasuries and margin deposits for the Futures Contracts purchased. The ending per unit NAV on March 31, 2012 was \$35.74.

By comparison, as of March 31, 2011, the total unrealized gain on Futures Contracts owned or held on that day was \$132,468 and USHO established cash deposits and investments in money market funds that were equal to \$10,499,603. USHO held 91.25% of its cash assets in overnight deposits and money market funds at its custodian bank, while 8.75% of the cash balance was held as margin deposits for the Futures Contracts purchased. The increase in cash assets in overnight deposits, Treasuries and money market funds for March 31, 2012, as compared to March 31, 2011, was the result of USHO carrying an unrealized loss for the three months ended March 31, 2012, versus an unrealized gain for the three months ended March 31, 2011. The ending per unit NAV on March 31, 2011 was \$36.19. The decrease in the per unit NAV for March 31, 2012, as compared to March 31, 2011, was primarily a result of the impact of contango, as described above, and the impact of expenses between the period ended March 31, 2011 and the period ended March 31, 2012.

Portfolio Expenses. USHO's expenses consist of investment management fees, brokerage fees and commissions, certain offering costs, licensing fees, the fees and expenses of the independent directors of USCF and expenses relating to tax accounting and reporting requirements. The management fee that USHO pays to USCF is calculated as a percentage of the total net assets of USHO. USHO pays USCF a management fee of 0.60% of its average daily total net assets. The fee is accrued daily and paid monthly.

During the three months ended March 31, 2012, the average daily total net assets of USHO were \$10,654,785. The management fee incurred by USHO during the period amounted to \$15,895. By comparison, during the three months ended March 31, 2011, the average daily total net assets of USHO were \$11,217,697. The management fee paid by USHO during the period amounted to \$16,596.

In addition to the management fee, USHO pays all brokerage fees and other expenses, including tax reporting costs, licensing fees for the use of intellectual property, ongoing registration or other fees paid to the SEC, the Financial Industry Regulatory Authority (FINRA) and any other regulatory agency in connection with offers and sales of its units subsequent to the initial offering and all legal, accounting, printing and other expenses associated therewith. The gross total of these fees and expenses for the three months ended March 31, 2012 was \$25,981, as compared to \$54,108 for the three months ended March 31, 2011. The decrease in gross total expenses excluding management fees for the three months ended March 31, 2012, as compared to the three months ended March 31, 2011, was primarily due to lower tax reporting and accounting costs during the three months ended March 31, 2012. USHO incurred \$1,820 and \$1,800 in ongoing registration fees and other expenses relating to the registration and offering of additional units for the three months ended March 31, 2012 and 2011, respectively. The registration fees and expenses incurred by USHO for the three months ended March 31, 2012, as compared to the three months ended March 31, 2011, were approximately the same. During the three months ended March 31, 2012 and 2011, an expense waiver was in effect which offset certain of the expenses incurred by USHO. The total amount of the expense waiver was \$17,679 for the three months ended March 31, 2012 and \$45,171 for the three months ended March 31, 2011. For the three months ended March 31, 2012 and 2011, the expenses of USHO, including management fees, commissions, and all other expenses, before allowance for the expense waiver, totaled \$41,876 and \$70,704, respectively, and after allowance for the expense waiver, totaled \$24,197 and \$25,533, respectively.

USHO is responsible for paying its portion of the directors' and officers' liability insurance of USHO and the United States Oil Fund, LP, the United States Natural Gas Fund, LP, the United States 12 Month Oil Fund, LP, the United States Gasoline Fund, LP, the United States Short Oil Fund, LP, the United States 12 Month Natural Gas Fund, LP, the United States Brent Oil Fund, LP, the United States Commodity Index Fund, the United States Copper Index Fund, the United States Agriculture Index Fund and the United States Metals Index Fund (collectively, the Related Public Funds) and the fees and expenses of the independent directors who also serve as audit committee members of USHO and the Related Public Funds organized as limited partnerships and, as of July 8, 2011, the Related Public Funds organized as a series of a Delaware statutory trust. USHO shares the fees and expenses with each Related Public Fund, as described above, based on the relative assets of each fund computed on a daily basis. These fees and expenses for the year ending December 31, 2012 are estimated to be a total of \$540,000 for USHO and the Related Public Funds. By comparison, for the year ended December 31, 2011, these fees and expenses amounted to a total of \$607,582 for USHO and the Related Public Funds. USHO's portion of such fees and expenses was \$2,864.

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USHO also incurs commissions to brokers for the purchase and sale of Futures Contracts, Other Heating Oil-Related Investments or Treasuries. During the three months ended March 31, 2012, total commissions accrued to brokers amounted to \$1,697. By comparison, during the three months ended March 31, 2011, total commissions accrued to brokers amounted to \$1,799. The decrease in the total commissions accrued to brokers for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011, was primarily a function of fewer Futures Contracts traded due to fewer creations and redemptions during the three months ended March 31, 2012. The decrease in assets required USHO to purchase fewer Futures Contracts and incur a smaller amount of brokerage commissions. As an annualized percentage of average daily total net assets, the figure for the three months ended March 31, 2012 represents approximately 0.06% of average daily total net assets. By comparison, the figure for the three months ended March 31, 2011 represented approximately 0.06% of average daily total net assets. However, there can be no assurance that commission costs and portfolio turnover will not cause commission expenses to rise in future quarters.

The fees and expenses associated with USHO's audit expenses and tax accounting and reporting requirements are paid by USHO. These costs are estimated to be \$85,000 for the year ending December 31, 2012. USCF, though under no obligation to do so, agreed to pay certain expenses normally borne by USHO to the extent that such expenses exceed 0.15% (15 basis points) of USHO's NAV, on an annualized basis, through at least June 30, 2012. USCF has no obligation to continue such payments into subsequent periods.

Dividend and Interest Income. USHO seeks to invest its assets such that it holds Futures Contracts and Other Heating Oil-Related Investments in an amount equal to the total net assets of its portfolio. Typically, such investments do not require USHO to pay the full amount of the contract value at the time of purchase, but rather require USHO to post an amount as a margin deposit against the eventual settlement of the contract. As a result, USHO retains an amount that is approximately equal to its total net assets, which USHO invests in Treasuries, cash and/or cash equivalents. This includes both the amount on deposit with the FCM as margin, as well as unrestricted cash and cash equivalents held with USHO's custodian bank. The Treasuries, cash and/or cash equivalents earn income that accrues on a daily basis. For the three months ended March 31, 2012, USHO earned \$681 in dividend and interest income on such cash and/or cash equivalents. Based on USHO's average daily total net assets, this was equivalent to an annualized yield of 0.03%. USHO purchased Treasuries during the three months ended March 31, 2012 and also held cash and/or cash equivalents during this time period. By comparison, for the three months ended March 31, 2011, USHO earned \$834 in dividend and interest income on such cash and/or cash equivalents. Based on USHO's average daily total net assets, this was equivalent to an annualized yield of 0.03%. USHO did not purchase Treasuries during the three months ended March 31, 2011 and held only cash and/or cash equivalents during this time period. Interest rates on short-term investments, including cash, cash equivalents and Treasuries, were largely unchanged during the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. As a result, the amount of income earned by USHO as a percentage of average daily total net assets was largely unchanged during the three months ended March 31, 2012 compared to the three months ended March 31, 2011.

Tracking USHO's Benchmark

USCF seeks to manage USHO's portfolio such that changes in its average daily per unit NAV, on a percentage basis, closely track the daily changes in the average price of the Benchmark Futures Contract, also on a percentage basis. Specifically, USCF seeks to manage the portfolio such that over any rolling period of 30 valuation days, the average daily change in USHO's per unit NAV is within a range of 90% to 110% (0.9 to 1.1) of the average daily change in the price of the Benchmark Futures Contract. As an example, if the average daily movement of the price of the Benchmark Futures Contract for a particular 30-valuation day time period was 0.5% per day, USCF would attempt to manage the portfolio such that the average daily movement of the per unit NAV during that same time period fell between 0.45% and 0.55% (*i.e.*, between 0.9 and 1.1 of the benchmark's results). USHO's portfolio management goals do not include trying to make the nominal price of USHO's per unit NAV equal to the nominal price of the current Benchmark Futures Contract or the spot price for heating oil. USCF believes that it is not practical to manage the portfolio to achieve such an investment goal when investing in listed Futures Contracts.

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For the 30 valuation days ended March 31, 2012, the simple average daily change in the Benchmark Futures Contract was (0.028)%, while the simple average daily change in the per unit NAV of USHO over the same time period was (0.032)%. The average daily difference was (0.003)% (or (0.3) basis points, where 1 basis point equals 1/100 of 1%). As a percentage of the daily movement of the Benchmark Futures Contract, the average error in daily tracking by the per unit NAV was 5.730%, meaning that over this time period USHO's tracking error was within the plus or minus 10% range established as its benchmark tracking goal. The first chart below shows the daily movement of USHO's per unit NAV versus the daily movement of the Benchmark Futures Contract for the 30-valuation day period ended March 31, 2012. The second chart below shows the monthly total returns of USHO as compared to the monthly value of the Benchmark Futures Contract since inception.

Since the commencement of the offering of USHO's units to the public on April 9, 2008 to March 31, 2012, the simple average daily change in the Benchmark Futures Contract was (0.005)%, while the simple average daily change in the per unit NAV of USHO over the same time period was (0.007)%. The average daily difference was (0.002)% (or (0.2) basis points, where 1 basis point equals 1/100 of 1%). As a percentage of the daily movement of the Benchmark Futures Contract, the average error in daily tracking by the per unit NAV was (0.635)%, meaning that over this time period USHO's tracking error was within the plus or minus 10% range established as its benchmark tracking goal.

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An alternative tracking measurement of the return performance of USHO versus the return of its Benchmark Futures Contract can be calculated by comparing the actual return of USHO, measured by changes in its per unit NAV, versus the *expected* changes in its per unit NAV under the assumption that USHO's returns had been exactly the same as the daily changes in its Benchmark Futures Contract.

For the three months ended March 31, 2012, the actual total return of USHO as measured by changes in its per unit NAV was 9.00%. This is based on an initial per unit NAV of \$32.79 on December 31, 2011 and an ending per unit NAV as of March 31, 2012 of \$35.74. During this time period, USHO made no distributions to its unitholders. However, if USHO's daily changes in its per unit NAV had instead exactly tracked the changes in the daily total return of the Benchmark Futures Contract, USHO would have had an estimated per unit NAV of \$35.83 as of March 31, 2012, for a total return over the relevant time period of 9.27%. The difference between the actual per unit NAV total return of USHO of 9.00% and the expected total return based on the Benchmark Futures Contract of 9.27% was an error over the time period of (0.27)%, which is to say that USHO's actual total return underperformed the benchmark result by that percentage. USCF believes that a portion of the difference between the actual total return and the expected benchmark total return can be attributed to the net impact of the expenses that USHO pays, offset in part by the income that USHO collects on its cash and cash equivalent holdings. During the three months ended March 31, 2012, USHO earned dividend and interest income of \$681 which is equivalent to a weighted average income rate of 0.03% for such period. During the three months ended March 31, 2012, USHO did not collect any fees from its Authorized Purchasers for creating or redeeming baskets of units. During the three months ended March 31, 2012, USHO incurred net expenses of \$24,197. Income from dividends and interest and Authorized Purchaser collections net of expenses was \$(23,516), which is equivalent to an annualized weighted average net income rate of (0.88)% for the three months ended March 31, 2012.

By comparison, for the three months ended March 31, 2011, the actual total return of USHO as measured by changes in its per unit NAV was 21.36%. This was based on an initial per unit NAV of \$29.82 on December 31, 2010 and an ending per unit NAV as of March 31, 2011 of \$36.19. During this time period, USHO made no distributions to its unitholders. However, if USHO's daily changes in its per unit NAV had instead exactly tracked the changes in the daily total return of the Benchmark Futures Contract, USHO would have had an estimated per unit NAV of \$36.29 as of March 31, 2011, for a total return over the relevant time period of 21.70%. The difference between the actual per unit NAV total return of USHO of 21.36% and the expected total return based on the Benchmark Futures Contract of 21.70% was an error over the time period of (0.34)%, which is to say that USHO's actual total return underperformed the benchmark result by that percentage. USCF believes that a portion of the difference between the actual total return and the expected benchmark total return can be attributed to the net impact of the expenses that USHO paid, offset in part by the income that USHO collected on its cash and cash equivalent holdings. During the three months ended March 31, 2011, USHO earned dividend and interest income of \$834, which was equivalent to a weighted average income rate of 0.03% for such period. In addition, during the three months ended March 31, 2011, USHO also collected \$1,000 from its Authorized Purchasers for creating or redeeming baskets of units. This income also contributed to USHO's actual total return. During the three months ended March 31, 2011, USHO incurred net expenses of \$25,533. Income from dividends and interest and Authorized Purchaser collections net of expenses was \$(23,699) which was equivalent to an annualized weighted average net income rate of (0.86)% for the three months ended March 31, 2011.

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There are currently three factors that have impacted or are most likely to impact USHO's ability to accurately track its Benchmark Futures Contract.

First, USHO may buy or sell its holdings in the then current Benchmark Futures Contract at a price other than the closing settlement price of that contract on the day during which USHO executes the trade. In that case, USHO may pay a price that is higher, or lower, than that of the Benchmark Futures Contract, which could cause the changes in the daily per unit NAV of USHO to either be too high or too low relative to the daily changes in the Benchmark Futures Contract. During the three months ended March 31, 2012, USCF attempted to minimize the effect of these transactions by seeking to execute its purchase or sale of the Benchmark Futures Contract at, or as close as possible to, the end of the day settlement price. However, it may not always be possible for USHO to obtain the closing settlement price and there is no assurance that failure to obtain the closing settlement price in the future will not adversely impact USHO's attempt to track the Benchmark Futures Contract over time.

Second, USHO earns dividend and interest income on its cash, cash equivalents and Treasuries. USHO is not required to distribute any portion of its income to its unitholders and did not make any distributions to unitholders during the three months ended March 31, 2012. Interest payments, and any other income, were retained within the portfolio and added to USHO's NAV. When this income exceeds the level of USHO's expenses for its management fee, brokerage commissions and other expenses (including ongoing registration fees, licensing fees and the fees and expenses of the independent directors of USCF), USHO will realize a net yield that will tend to cause daily changes in the per unit NAV of USHO to track slightly higher than daily changes in the Benchmark Futures Contract. During the three months ended March 31, 2012, USHO earned, on an annualized basis, approximately 0.03% on its cash and cash equivalent holdings. It also incurred cash expenses on an annualized basis of 0.60% for management fees, approximately 0.06% in brokerage commission costs related to the purchase and sale of futures contracts, and approximately 0.25% for other net expenses. The foregoing fees and expenses resulted in a net yield on an annualized basis of approximately (0.88)% and affected USHO's ability to track its benchmark. If short-term interest rates rise above the current levels, the level of deviation created by the yield would decrease. Conversely, if short-term interest rates were to decline, the amount of error created by the yield would increase. When short-term yields drop to a level lower than the combined expenses of the management fee and the brokerage commissions, then the tracking error becomes a negative number and would tend to cause the daily returns of the per unit NAV to underperform the daily returns of the Benchmark Futures Contract.

Third, USHO may hold Other Heating Oil-Related Investments in its portfolio that may fail to closely track the Benchmark Futures Contract's total return movements. In that case, the error in tracking the Benchmark Futures Contract could result in daily changes in the per unit NAV of USHO that are either too high, or too low, relative to the daily changes in the Benchmark Futures Contract. During the three months ended March 31, 2012, USHO did not hold any Other Heating Oil-Related Investments. If USHO increases in size, and due to its obligations to comply with regulatory limits, USHO may invest in Other Heating Oil-Related Investments, which may have the effect of increasing transaction related expenses and may result in increased tracking error.

Term Structure of Heating Oil Futures Prices and the Impact on Total Returns. Several factors determine the total return from investing in a futures contract position. One factor that impacts the total return that will result from investing in near month Futures Contracts and rolling those contracts forward each month is the price relationship between the current near month contract and the next month contract. For example, if the price of the near month contract is higher than the next month contract (a situation referred to as backwardation in the futures market), then absent any other change there is a tendency for the price of a next month contract to rise in value as it becomes the near month contract and approaches expiration. Conversely, if the price of a near month contract is lower than the next month contract (a situation referred to as contango in the futures market), then absent any other change there is a tendency for the price of a next month contract to decline in value as it becomes the near month contract and approaches expiration.

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As an example, assume that the price of heating oil for immediate delivery (the spot price), was \$2 per gallon, and the value of a position in the near month futures contract was also \$2. Over time, the price of a gallon of heating oil will fluctuate based on a number of market factors, including demand for heating oil relative to its supply. The value of the near month contract will likewise fluctuate in reaction to a number of market factors. If investors seek to maintain their position in a near month contract and not take delivery of the heating oil, every month they must sell their current near month contract as it approaches expiration and invest in the next month contract.

If the futures market is in backwardation, *e.g.*, when the expected price of heating oil in the future would be less, the investor would be buying a next month contract for a lower price than the current near month contract. Using the \$2 per barrel price above to represent the front month price, the price of the next month contract could be \$1.96 per barrel, that is, 2% cheaper than the front month contract. Hypothetically, and assuming no other changes to either prevailing heating oil prices or the price relationship between the spot price, the near month contract and the next month contract (and ignoring the impact of commission costs and the income earned on cash and/or cash equivalents), the value of the \$1.96 next month contract would rise as it approaches expiration and becomes the new near month contract with a price of \$2. In this example, the value of an investment in the second month contract would tend to rise faster than the spot price of heating oil, or fall slower. As a result, it would be possible in this hypothetical example for the spot price of heating oil to have risen 10% after some period of time, while the value of the investment in the second month futures contract would have risen 12%, assuming backwardation is large enough or enough time has elapsed. Similarly, the spot price of heating oil could have fallen 10% while the value of an investment in the futures contract could have fallen only 8%. Over time, if backwardation remained constant, the difference would continue to increase.

If the futures market is in contango, the investor would be buying a next month contract for a higher price than the current near month contract. Using again the \$2 per barrel price above to represent the front month price, the price of the next month contract could be \$2.04 per barrel, that is, 2% more expensive than the front month contract. Hypothetically, and assuming no other changes to either prevailing heating oil prices or the price relationship between the spot price, the near month contract and the next month contract (and ignoring the impact of commission costs and the income earned on cash and/or cash equivalents), the value of the next month contract would fall as it approaches expiration and becomes the new near month contract with a price of \$2. In this example, it would mean that the value of an investment in the second month would tend to rise slower than the spot price of heating oil, or fall faster. As a result, it would be possible in this hypothetical example for the spot price of heating oil to have risen 10% after some period of time, while the value of the investment in the second month futures contract will have risen only 8%, assuming contango is large enough or enough time has elapsed. Similarly, the spot price of heating oil could have fallen 10% while the value of an investment in the second month futures contract could have fallen 12%. Over time, if contango remained constant, the difference would continue to increase.

The chart below compares the price of the near month contract to the price of the next month contract over the last 10 years (2002-2011) for heating oil. When the price of the near month contract is higher than the price of the next month contract, the market would be described as being in backwardation. When the price of the near month contract is lower than the price of the next month contract, the market would be described as being in contango. Although the prices of the near month contract and the price of the next month contract do tend to move up or down together, it can be seen that at times the near month prices are clearly higher than the price of the next month contract (backwardation), and other times they are below the price of the next month contract (contango). In addition, the forward curves of heating oil prices, both near month and next month, often display a seasonal pattern in which the price of heating oil tends decline in the summer months and increase in the winter months and. This mirrors the physical demand for heating oil, which typically peaks in the winter.

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An alternative way to view backwardation and contango data over time is to subtract the dollar price of the next month heating oil futures contract from the dollar price of the near month heating oil futures contract. If the resulting number is a positive number, then the price of the near month contract is higher than the price of the next month and the market could be described as being in backwardation. If the resulting number is a negative number, then the near month price is lower than the price of the next month and the market could be described as being in contango. The chart below shows the results from subtracting the next month contract price from the price of the near month contract for the 10-year period between 2002 and 2011. Investors will note that the near month heating oil futures contract spent time in both backwardation and contango. Investors will further note that the markets display a very seasonal pattern that corresponds to the seasonal demand patterns for heating oil mentioned above. That is, in many, but not all cases, the price of the near month is higher than the next month during the middle of the winter months as the price of heating oil for delivery in those winter months rises to meet peak demand. At the same time, the price of the near month contract, when that month is just before the onset of fall, does not rise as far or as fast as the price of a next month contract whose delivery falls closer to the start of the winter season.

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****PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS***

While the investment objective of USHO is not to have the market price of its units match, dollar for dollar, changes in the spot price of heating oil, contango and backwardation have impacted the total return on an investment in USHO units during the past year relative to a hypothetical direct investment in heating oil. For example, an investment in USHO units made on December 31, 2011 and held to March 31, 2012 increased, based upon the changes in the per unit NAV for USHO units on those days, by 9.00%, while the spot price of heating oil for immediate delivery during the same period increased by 8.93%. By comparison, an investment in USHO units made on December 31, 2010 and held to March 31, 2011 increased, based upon the changes in the per unit NAV for USHO units on those days, by 21.36%, while the spot price of heating oil for immediate delivery during the same period increased by 22.42%. (note: this comparison ignores the potential costs associated with physically owning and storing heating oil, which could be substantial).

Periods of contango or backwardation do not materially impact USHO's investment objective of having the daily percentage changes in its per unit NAV track the daily percentage changes in the price of the Benchmark Futures Contract since the impact of backwardation and contango tend to equally impact the daily percentage changes in price of both USHO's units and the Benchmark Futures Contract. It is impossible to predict with any degree of certainty whether backwardation or contango will occur in the future. It is likely that both conditions will occur during different periods.

Heating Oil Market. During the three months ended March 31, 2012, the price of heating oil in the United States was impacted by several factors. In particular, USCF believes that a combination of rising crude oil prices, both in the United States and in London, as well as a reduction in refinery capacity on the East Coast of the United States, near the New York harbor where the Benchmark Futures Contract is priced, contributed to strongly rising heating oil prices. During the three months ended March 31, 2012, the price of heating oil in the United States, as measured by changes in the price of the futures contract traded on the NYMEX that was closest to expiration, rose by approximately 8.93% from \$2.91 per gallon to \$3.17 per gallon. Investors are cautioned that these represent prices for heating oil on a wholesale basis and should not be directly compared to retail prices.

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Crude Oil Market. During the three months ended March 31, 2012, crude oil prices were impacted by several factors. On the consumption side, demand increased inside and outside the United States as global economic growth, including emerging economies such as China and India, continued to improve during the first quarter of 2012. On the supply side, efforts to adjust production by the Organization of the Petroleum Exporting Countries to more closely match global consumption were partially successful. In the summer of 2011, production was also disrupted by political unrest in the Middle East, particularly Libya, which reduced global supply by approximately 1.8 million barrels per day. On June 23, 2011, the United States and other industrial nations announced the release of 60 million barrels of crude oil from strategic stockpiles in an effort to reduce the price of fuel. This announcement briefly lowered the price of crude oil, but the release of oil from strategic stockpiles did not in and of itself have an impact on the price of crude oil as of March 31, 2012. Crude oil prices finished the first quarter of 2012 approximately 4.24% higher than at the beginning of the year, as the global economy continues to adjust to periods of slow recovery and economic growth. USCF believes that should the global economic situation cease to improve, or decline, there is a meaningful possibility that crude oil prices could further retreat from their current levels.

USCF believes that over both the medium-term and the long-term, changes in the price of crude oil will exert the greatest influence on the price of refined petroleum products such as heating oil. At the same time, there can be other factors that, particularly in the short term, cause the price of heating oil to rise (or fall), more (or less) than the price of crude oil. For example, warmer weather during the high demand period of the winter season could cause American consumers to reduce their heating oil consumption. Furthermore, heating oil prices are impacted by the availability of refining capacity. As a result, it is possible that changes in heating oil prices may not match the changes in crude oil prices.

Heating Oil Price Movements in Comparison to Other Energy Commodities and Investment Categories. USCF believes that investors frequently measure the degree to which prices or total returns of one investment or asset class move up or down in value in concert with another investment or asset class. Statistically, such a measure is usually done by measuring the correlation of the price movements of the two different investments or asset classes over some period of time. The correlation is scaled between 1 and -1, where 1 indicates that the two investment options move up or down in price or value together, known as positive correlation, and -1 indicates that they move in completely opposite directions, known as negative correlation. A correlation of 0 would mean that the movements of the two are neither positively nor negatively correlated, known as non-correlation. That is, the investment options sometimes move up and down together and other times move in opposite directions.

For the ten-year time period between March 31, 2002 and March 31, 2012, the chart below compares the monthly movements of heating oil prices versus the monthly movements of the prices of several other energy commodities, such as natural gas, crude oil and unleaded gasoline, as well as several major non-commodity investment asset classes, such as large cap U.S. equities, U.S. government bonds and global equities. It can be seen that over this particular time period, the movement of heating oil on a monthly basis was not strongly correlated, positively or negatively, with the movements of large cap U.S. equities, global equities or U.S. government bonds. However, movements in heating oil had a strong positive correlation to movements in crude oil and unleaded gasoline. Heating oil also had a positive, but moderate, correlation with natural gas.

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Correlation Matrix	Large Cap U.S. Equities (S&P 500)	U.S. Gov t. Bonds (EFFAS U.S. Gov t. Bond Index)	Global Equities (FTSE World Index)	Crude Oil	Unleaded Gasoline	Natural Gas	Heating Oil
March 31, 2002-2012	1.000	(0.341)	0.967	0.271	0.194	0.045	0.225
Large Cap U.S. Equities (S&P 500)	1.000	(0.341)	0.967	0.271	0.194	0.045	0.225
U.S. Gov t. Bonds (EFFAS U.S. Gov t. Bond Index)		1.000	(0.314)	(0.197)	(0.250)	0.043	(0.140)
Global Equities (FTSE World Index)			1.000	0.355	0.249	0.100	0.303
Crude Oil				1.000	0.736	0.437	0.834
Unleaded Gasoline					1.000	0.334	0.714
Natural Gas						1.000	0.539
Heating Oil							1.000

Source: Bloomberg, NYMEX

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS

The chart below covers a more recent, but much shorter, range of dates than the above chart. Over the one-year period ended March 31, 2012, heating oil continued to have a strong positive correlation with unleaded gasoline and crude oil. During this period, heating oil also had a similar mild positive correlation with the movements of natural gas compared to what it had displayed over the ten-year period ended March 31, 2012. The correlation between heating oil and both large cap U.S. equities and global equities, which had been essentially non-correlated over the ten-year period ended March 31, 2012, displayed results that indicated that they had a positive correlation over this shorter time period particularly due to the recent recovery in the U.S. and global economies. Finally, the results showed that heating oil and U.S. government bonds, which had essentially been non-correlated for the ten-year period ended March 31, 2012, were negatively correlated over this more recent time period.

Correlation Matrix	Large Cap U.S. Equities (S&P 500)	U.S. Gov t. Bonds (EFFAS U.S. Gov t. Bond Index)	Global Equities (FTSE World Index)	Crude Oil	Unleaded Gasoline	Natural Gas	Heating Oil
12 months ended March 31, 2012	1.000	(0.676)	0.975	0.744	0.532	0.217	0.698
Large Cap U.S. Equities (S&P 500)	1.000	(0.676)	0.975	0.744	0.532	0.217	0.698
U.S. Gov t. Bonds (EFFAS U.S. Gov t. Bond Index)		1.000	(0.612)	(0.492)	(0.446)	(0.009)	(0.307)
Global Equities (FTSE World Index)			1.000	0.734	0.565	0.289	0.755
Crude Oil				1.000	0.534	0.548	0.835
Unleaded Gasoline					1.000	0.121	0.704
Natural Gas						1.000	0.484
Heating Oil							1.000

Source: Bloomberg, NYMEX

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS

Investors are cautioned that the historical price relationships between heating oil and various other energy commodities, as well as other investment asset classes, as measured by correlation may not be reliable predictors of future price movements and correlation results. The results pictured above would have been different if a different range of dates had been selected. USCF believes that heating oil has historically not demonstrated a strong correlation with equities or bonds over long periods of time. However, USCF also believes that in the future it is possible that heating oil could have long-term correlation results that indicate prices of heating oil more closely track the movements of equities or bonds. In addition, USCF believes that, when measured over time periods shorter than ten years, there will always be some periods where the correlation of heating oil to equities and bonds will be either more strongly positively correlated or more strongly negatively correlated than the long-term historical results suggest.

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The correlations between heating oil, crude oil, natural gas and gasoline are relevant because USCF endeavors to invest USHO's assets in Futures Contracts and Other Heating Oil-Related Investments so that daily changes in percentage terms in USHO's per unit NAV correlate as closely as possible with daily changes in percentage terms in the price of the Benchmark Futures Contract. If certain other fuel-based commodity futures contracts do not closely correlate with the Benchmark Futures Contract, then their use could lead to greater tracking error. As noted above, USCF also believes that the changes in percentage terms in the price of the Benchmark Futures Contract will closely correlate with changes in percentage terms in the spot price of heating oil.

Critical Accounting Policies

Preparation of the condensed financial statements and related disclosures in compliance with accounting principles generally accepted in the United States of America requires the application of appropriate accounting rules and guidance, as well as the use of estimates. USHO's application of these policies involves judgments and actual results may differ from the estimates used.

USCF has evaluated the nature and types of estimates that it makes in preparing USHO's condensed financial statements and related disclosures and has determined that the valuation of its investments, which are not traded on a United States or internationally recognized futures exchange (such as forward contracts and over-the-counter contracts) involves a critical accounting policy. The values which are used by USHO for its Futures Contracts are provided by its commodity broker who uses market prices when available, while over-the-counter contracts are valued based on the present value of estimated future cash flows that would be received from or paid to a third party in settlement of these derivative contracts prior to their delivery date and valued on a daily basis. In addition, USHO estimates interest and dividend income on a daily basis using prevailing rates earned on its cash and cash equivalents. These estimates are adjusted to the actual amount received on a monthly basis and the difference, if any, is not considered material.

Liquidity and Capital Resources

USHO has not made, and does not anticipate making, use of borrowings or other lines of credit to meet its obligations. USHO has met, and it is anticipated that USHO will continue to meet, its liquidity needs in the normal course of business from the proceeds of the sale of its investments, or from the Treasuries, cash and/or cash equivalents that it intends to hold at all times. USHO's liquidity needs include: redeeming units, providing margin deposits for its existing Futures Contracts or the purchase of additional Futures Contracts and posting collateral for its over-the-counter contracts, if applicable, and payment of its expenses, summarized below under Contractual Obligations.

USHO currently generates cash primarily from: (i) the sale of baskets consisting of 50,000 units (Creation Baskets) and (ii) income earned on Treasuries, cash and/or cash equivalents. USHO has allocated substantially all of its net assets to trading in Heating Oil Interests. USHO invests in Heating Oil Interests to the fullest extent possible without being leveraged or unable to satisfy its current or potential margin or collateral obligations with respect to its investments in Futures Contracts and Other Heating Oil-Related Investments. A significant portion of USHO's NAV is held in cash and cash equivalents that are used as margin and as collateral for its trading in Heating Oil Interests. The balance of the assets is held in USHO's account at its custodian bank and in Treasuries at the FCM. Income received from USHO's money market funds and Treasuries is paid to USHO. During the three months ended March 31, 2012, USHO's expenses exceeded the income USHO earned and the cash earned from the sale of Creation Baskets and the redemption of Redemption Baskets. During the three months ended March 31, 2012, USHO was forced to use other assets to pay expenses which would cause a drop in USHO's NAV over time. To the extent expenses exceed income, USHO's NAV will be negatively impacted.

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USHO's investments in Heating Oil Interests may be subject to periods of illiquidity because of market conditions, regulatory considerations and other reasons. For example, most commodity exchanges limit the fluctuations in futures contracts prices during a single day by regulations referred to as daily limits. During a single day, no trades may be executed at prices beyond the daily limit.

Once the price of a futures contract has increased or decreased by an amount equal to the daily limit, positions in the contracts can neither be taken nor liquidated unless the traders are willing to effect trades at or within the specified daily limit. Such market conditions could prevent USHO from promptly liquidating its positions in Futures Contracts. During the three months ended March 31, 2012, USHO was not forced to purchase or liquidate any of its positions while daily limits were in effect; however, USHO cannot predict whether such an event may occur in the future.

Prior to the initial offering of USHO, all payments with respect to USHO's expenses were paid by USCF. USHO does not have any obligation or intention to refund such payments by USCF. USCF is under no obligation to pay USHO's current or future expenses. Since the initial offering of units, USHO has been responsible for expenses relating to: (i) management fees, (ii) brokerage fees and commissions, (iii) licensing fees for the use of intellectual property, (iv) ongoing registration expenses in connection with offers and sales of its units subsequent to the initial offering, (v) other expenses, including tax reporting costs, (vi) fees and expenses of the independent directors of USCF and (vii) other extraordinary expenses not in the ordinary course of business, while USCF has been responsible for expenses relating to the fees of USHO's Marketing Agent, Administrator and Custodian and registration expenses relating to the initial offering of units. If USCF and USHO are unsuccessful in raising sufficient funds to cover these respective expenses or in locating any other source of funding, USHO will terminate and investors may lose all or part of their investment.

Market Risk

Trading in Futures Contracts and Other Heating Oil-Related Investments, such as forwards, involves USHO entering into contractual commitments to purchase or sell heating oil at a specified date in the future. The aggregate market value of the contracts will significantly exceed USHO's future cash requirements since USHO intends to close out its open positions prior to settlement. As a result, USHO is generally only subject to the risk of loss arising from the change in value of the contracts. USHO considers the fair value of its derivative instruments to be the unrealized gain or loss on the contracts. The market risk associated with USHO's commitments to purchase heating oil is limited to the aggregate market value of the contracts held. However, should USHO enter into a contractual commitment to sell heating oil, it would be required to make delivery of the heating oil at the contract price, repurchase the contract at prevailing prices or settle in cash. Since there are no limits on the future price of heating oil, the market risk to USHO could be unlimited.

USHO's exposure to market risk depends on a number of factors, including the markets for heating oil, the volatility of interest rates and foreign exchange rates, the liquidity of the Futures Contracts and Other Heating Oil-Related Investments markets and the relationships among the contracts held by USHO. Drastic market occurrences could ultimately lead to the loss of all or substantially all of an investor's capital.

Credit Risk

When USHO enters into Futures Contracts and Other Heating Oil-Related Investments, it is exposed to the credit risk that the counterparty will not be able to meet its obligations. The counterparty for the Futures Contracts traded on the NYMEX and on most other futures exchanges is the clearinghouse associated with the particular exchange. In general, in addition to margin required to be posted by the clearinghouse in connection with cleared trades, clearinghouses are backed by their members who may be required to share in the financial burden resulting from the nonperformance of one of their members and, therefore, this additional member support should significantly reduce credit risk. Some foreign exchanges are not backed by their clearinghouse members but may be backed by a consortium of banks or other financial institutions. There can be no assurance that any counterparty, clearinghouse, or their members or their financial backers will satisfy their obligations to USHO in such circumstances.

USCF attempts to manage the credit risk of USHO by following various trading limitations and policies. In particular, USHO generally posts margin and/or holds liquid assets that are approximately equal to the market value of its obligations to counterparties under the Futures Contracts and Other Heating Oil-Related Investments it holds. USCF has implemented procedures that include, but are not limited to, executing and clearing trades only with creditworthy parties and/or requiring the posting of collateral or margin by such parties for the benefit of USHO to limit its credit exposure. UBS Securities LLC, USHO's commodity broker, or any other broker that may be retained by USHO in the future, when acting as USHO's FCM in accepting orders to purchase or sell Futures Contracts on United States exchanges, is required by CFTC regulations to separately account for and segregate as belonging to USHO, all assets of USHO relating to domestic Futures Contracts trading. These FCMs are not allowed to commingle USHO's assets with their other assets. In addition, the CFTC requires commodity brokers to hold in a secure account USHO's assets related to foreign Futures Contracts trading.

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If, in the future, USHO purchases over-the-counter contracts, see *Item 3. Quantitative and Qualitative Disclosures About Market Risk* in this quarterly report on Form 10-Q for a discussion of over-the-counter contracts.

As of March 31, 2012, USHO held cash deposits and investments in Treasuries and money market funds in the amount of \$10,912,840 with the custodian and FCM. Some or all of this amount may be subject to loss should USHO's custodian and/or FCM cease operations.

Off Balance Sheet Financing

As of March 31, 2012, USHO had no loan guarantee, credit support or other off-balance sheet arrangements of any kind other than agreements entered into in the normal course of business, which may include indemnification provisions relating to certain risks that service providers undertake in performing services which are in the best interests of USHO. While USHO's exposure under these indemnification provisions cannot be estimated, they are not expected to have a material impact on USHO's financial position.

European Sovereign Debt

USHO had no direct exposure to European sovereign debt as of March 31, 2012 and has no direct exposure to European sovereign debt as of the filing of this quarterly report on Form 10-Q.

Redemption Basket Obligation

In order to meet its investment objective and pay its contractual obligations described below, USHO requires liquidity to redeem units, which redemptions must be in blocks of 50,000 units as of February 29, 2012 called Redemption Baskets. (Prior to February 29, 2012, the size of the Redemption Basket was 100,000 units). USHO has to date satisfied this obligation by paying from the cash or cash equivalents it holds or through the sale of its Treasuries in an amount proportionate to the number of units being redeemed.

Contractual Obligations

USHO's primary contractual obligations are with USCF. In return for its services, USCF is entitled to a management fee calculated monthly as a fixed percentage of USHO's NAV, currently 0.60% of NAV on its average daily total net assets.

USCF agreed to pay the start-up costs associated with the formation of USHO, primarily its legal, accounting and other costs in connection with USCF's registration with the CFTC as a CPO and the registration and listing of USHO and its units with the SEC, FINRA and NYSE Arca (formerly, AMEX), respectively. However, since USHO's initial offering of units, offering costs incurred in connection with registering and listing additional units of USHO have been directly borne on an ongoing basis by USHO, and not by USCF.

USCF pays the fees of USHO's marketing agent, ALPS Distributors, Inc., and the fees of the custodian and transfer agent, Brown Brothers Harriman & Co. (BBH & Co.), as well as BBH & Co.'s fees for performing administrative services, including those in connection with the preparation of USHO's condensed financial statements and its SEC, NFA and CFTC reports. USCF and USHO have also entered into a licensing agreement with the NYMEX pursuant to which USHO and the Related Public Funds, other than USBO, USCI, CPER, USAG and USMI, pay a licensing fee to the NYMEX. USHO also pays the fees and expenses associated with its tax accounting and reporting requirements. USCF, though under no obligation to do so, agreed to pay certain expenses normally borne by USHO to the extent that such expenses exceed 0.15% (15 basis points) of USHO's NAV, on an annualized basis, through at least June 30, 2012. USCF has no obligation to continue such payments into subsequent periods.

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In addition to USCF's management fee, USHO pays its brokerage fees (including fees to a FCM), over-the-counter dealer spreads, any licensing fees for the use of intellectual property, and, subsequent to the initial offering, registration and other fees paid to the SEC, FINRA, or other regulatory agencies in connection with the offer and sale of units, as well as legal, printing, accounting and other expenses associated therewith, and extraordinary expenses. The latter are expenses not incurred in the ordinary course of USHO's business, including expenses relating to the indemnification of any person against liabilities and obligations to the extent permitted by law and under the LP Agreement, the bringing or defending of actions in law or in equity or otherwise conducting litigation and incurring legal expenses and the settlement of claims and litigation. Commission payments to a FCM are on a contract-by-contract, or round turn, basis. USHO also pays a portion of the fees and expenses of the independent directors of USCF. See Note 3 to the Notes to Condensed Financial Statements (Unaudited) in Item 1 of this quarterly report on Form 10-Q.

The parties cannot anticipate the amount of payments that will be required under these arrangements for future periods, as USHO's per unit NAVs and trading levels to meet its investment objective will not be known until a future date. These agreements are effective for a specific term agreed upon by the parties with an option to renew, or, in some cases, are in effect for the duration of USHO's existence. Either party may terminate these agreements earlier for certain reasons described in the agreements.

As of March 31, 2012, USHO's portfolio consisted of 81 Heating Oil Futures HO Contracts traded on the NYMEX. For a list of USHO's current holdings, please see USHO's website at www.unitedstatesheatingoilfund.com.

Item 3. Quantitative and Qualitative Disclosures About Market Risk. ***Over-the-Counter Derivatives (Including Spreads and Straddles)***

In the future, USHO may purchase over-the-counter contracts (OTC Contracts). Unlike most exchange-traded futures contracts or exchange-traded options on such futures, each party to an OTC Contract bears the credit risk that the other party may not be able to perform its obligations under its contract.

To reduce the credit risk that arises in connection with such contracts, USHO will generally enter into an agreement with each counterparty based on the Master Agreement published by the ISDA that provides for the netting of its overall exposure to its counterparty.

USCF assesses or reviews, as appropriate, the creditworthiness of each potential or existing counterparty to an OTC Contract pursuant to guidelines approved by USCF's board of directors (the Board). Furthermore, USCF on behalf of USHO only enters into OTC Contracts with counterparties who are, or are affiliates of, (a) banks regulated by a United States federal bank regulator, (b) broker-dealers regulated by the SEC, (c) insurance companies domiciled in the United States, or (d) producers, users or traders of energy, whether or not regulated by the CFTC. Any entity acting as a counterparty shall be regulated in either the United States or the United Kingdom unless otherwise approved by the Board after consultation with its legal counsel. Existing counterparties are also reviewed periodically by USCF. USHO will also require that the counterparty be highly rated and/or provide collateral or other credit support. Even if collateral is used to reduce counterparty credit risk, sudden changes in the value of OTC transactions may leave a party open to financial risk due to a counterparty default since the collateral held may not cover a party's exposure on the transaction in such situations.

In general, valuing OTC derivatives is less certain than valuing actively traded financial instruments such as exchange-traded futures contracts and securities or cleared swaps because the price and terms on which such OTC derivatives are entered into or can be terminated are individually negotiated, and those prices and terms may not reflect the best price or terms available from other sources. In addition, while market makers and dealers generally quote indicative prices or terms for entering into or terminating OTC Contracts, they typically are not contractually obligated to do so, particularly if they are not a party to the transaction. As a result, it may be difficult to obtain an independent value for an outstanding OTC derivatives transaction.

During the three months ended March 31, 2012, USHO did not employ any hedging methods such as those described above since all of its investments were made over an exchange. Therefore, during such period, USHO was not exposed to counterparty risk.

USHO anticipates that the use of Other Heating Oil-Related Investments together with its investments in Futures Contracts will produce price and total return results that closely track the investment goals of USHO. However, there can be no assurance of this. OTC Contracts may result in higher transaction-related expenses than the brokerage commissions paid in connection with the purchase of Futures Contracts, which may impact USHO's ability to successfully track the Benchmark Futures Contract.

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Item 4. Controls and Procedures.

Disclosure Controls and Procedures

USHO maintains disclosure controls and procedures that are designed to ensure that material information required to be disclosed in USHO's periodic reports filed or submitted under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms.

The duly appointed officers of USCF, including its chief executive officer and chief financial officer, who perform functions equivalent to those of a principal executive officer and principal financial officer of USHO if USHO had any officers, have evaluated the effectiveness of USHO's disclosure controls and procedures and have concluded that the disclosure controls and procedures of USHO have been effective as of the end of the period covered by this quarterly report on Form 10-Q.

Change in Internal Control Over Financial Reporting

There were no changes in USHO's internal control over financial reporting during USHO's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, USHO's internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings.

Not applicable.

Item 1A. Risk Factors.

There have been no material changes to the risk factors previously disclosed in USHO's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, filed on March 28, 2012.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Not applicable.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Monthly Account Statements

Pursuant to the requirement under Rule 4.22 under the Commodity Exchange Act, each month USHO publishes an account statement for its unitholders, which includes a Statement of Income (Loss) and a Statement of Changes in Net Asset Value. The account statement is furnished to the SEC on a current report on Form 8-K pursuant to Section 13 or 15(d) of the Exchange Act and posted each month on USHO's website at

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Item 6. Exhibits.

Listed below are the exhibits, which are filed as part of this quarterly report on Form 10-Q (according to the number assigned to them in Item 601 of Regulation S-K):

Exhibit Number	Description of Document
31.1(1)	Certification by Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2(1)	Certification by Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1(1)	Certification by Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2(1)	Certification by Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS(2)	XBRL Instance Document.
101.SCH(2)	XBRL Taxonomy Extension Schema.
101.CAL(2)	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF(2)	XBRL Taxonomy Extension Definition Linkbase.
101.LAB(2)	XBRL Taxonomy Extension Label Linkbase.
101.PRE(2)	XBRL Taxonomy Extension Presentation Linkbase.

- (1) Filed herewith.
- (2) In accordance with Rule 406T of Regulation S-T, the information in these exhibits is furnished and deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

United States Heating Oil Fund, LP (Registrant)

By: United States Commodity Funds LLC, its general partner

By: /s/ Nicholas D. Gerber
Nicholas D. Gerber
President and Chief Executive Officer
(Principal executive officer)

Date: May 15, 2012

By: /s/ Howard Mah
Howard Mah
Chief Financial Officer
(Principal financial and accounting officer)

Date May 15, 2012