



**(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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth 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   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided to Section 7(a)(2)(B) of the Securities Act.

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

The registrant had 400,000 shares outstanding as of November 9, 2017.

**UNITED STATES DIESEL-HEATING OIL FUND, LP**

**Table of Contents**

	<b>Page</b>
<b><u>Part I. FINANCIAL INFORMATION</u></b>	
<u>Item 1. Condensed Financial Statements.</u>	<u>1</u>
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.</u>	<u>15</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk.</u>	<u>32</u>
<u>Item 4. Controls and Procedures.</u>	<u>33</u>
<b><u>Part II. OTHER INFORMATION</u></b>	<u>33</u>
<u>Item 1. Legal Proceedings.</u>	<u>33</u>
<u>Item 1A. Risk Factors.</u>	<u>33</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.</u>	<u>33</u>
<u>Item 3. Defaults Upon Senior Securities.</u>	<u>34</u>
<u>Item 4. Mine Safety Disclosures.</u>	<u>34</u>
<u>Item 5. Other Information.</u>	<u>34</u>
<u>Item 6. Exhibits.</u>	<u>34</u>

**Part I. FINANCIAL INFORMATION**

**Item 1. Condensed Financial Statements.**

**Index to Condensed Financial Statements**

<b>Documents</b>	<b>Page</b>
<u>Condensed Statements of Financial Condition at September 30, 2017 (Unaudited) and December 31, 2016</u>	<u>2</u>
<u>Condensed Schedule of Investments (Unaudited) at September 30, 2017</u>	<u>3</u>
<u>Condensed Statements of Operations (Unaudited) for the three and nine months ended September 30, 2017 and 2016</u>	<u>4</u>
<u>Condensed Statement of Changes in Partners' Capital (Unaudited) for the nine months ended September 30, 2017</u>	<u>5</u>
<u>Condensed Statements of Cash Flows (Unaudited) for the nine months ended September 30, 2017 and 2016</u>	<u>6</u>
<u>Notes to Condensed Financial Statements for the period ended September 30, 2017 (Unaudited)</u>	<u>7</u>

*United States Diesel-Heating Oil Fund, LP**Condensed Statements of Financial Condition**At September 30, 2017 (Unaudited) and December 31, 2016*

	September 30, 2017	December 31, 2016
Assets		
Cash and cash equivalents (at cost \$5,114,007 and \$5,923,778, respectively) (Notes 2 and 5)	\$ 5,114,007	\$ 5,923,778
Equity in trading accounts:		
Cash and cash equivalents (at cost \$1,480,510 and \$446,210, respectively)	1,480,510	446,210
Unrealized gain (loss) on open commodity futures contracts	26,292	148,037
Receivable from General Partner (Note 3)	51,450	100,743
Dividends receivable	—	361
Interest receivable	679	—
Directors' fees and insurance receivable	451	—
Prepaid registration fees	188,939	194,399
<b>Total assets</b>	<b>\$ 6,862,328</b>	<b>\$ 6,813,528</b>
Liabilities and Partners' Capital		
General Partner management fees payable (Note 3)	\$ 2,466	\$ 3,321
Professional fees payable	46,071	71,309
Brokerage commissions payable	247	247
Directors' fees and insurance payable	—	73
License fees payable	76	215
<b>Total liabilities</b>	<b>48,860</b>	<b>75,165</b>
<b>Commitments and Contingencies</b> (Notes 3, 4 and 5)		
Partners' Capital		
General Partner	—	—
Limited Partners	6,813,468	6,738,363
<b>Total Partners' Capital</b>	<b>6,813,468</b>	<b>6,738,363</b>
<b>Total liabilities and partners' capital</b>	<b>\$ 6,862,328</b>	<b>\$ 6,813,528</b>
Limited Partners' shares outstanding	400,000	400,000
Net asset value per share	\$ 17.03	\$ 16.85
Market value per share	\$ 16.97	\$ 16.78

*See accompanying notes to condensed financial statements.*

**United States Diesel-Heating Oil Fund, LP**  
**Condensed Schedule of Investments (Unaudited)**  
**At September 30, 2017**

	Notional Amount	Number of Contracts	Value/ Unrealized Gain (Loss) on Open Commodity Contracts	% of Partners' Capital
Open Futures Contracts - Long				
United States Contracts				
NYMEX Heating Oil Futures HO November 2017 contracts, expiring October 2017*	\$6,815,508	90	\$ 26,292	0.39

	Principal Amount	Market Value	
Cash Equivalents			
United States Treasury Obligations			
U.S. Treasury Bills:			
0.90%, 10/05/2017	\$100,000	\$99,990	1.47
0.92%, 10/12/2017	100,000	99,972	1.47
1.12%, 1/04/2018	200,000	199,411	2.93
1.11%, 1/11/2018	200,000	199,374	2.93
1.10%, 1/18/2018	100,000	99,670	1.46
1.12%, 1/25/2018	100,000	99,641	1.46
1.12%, 2/01/2018	100,000	99,619	1.46
1.13%, 2/08/2018	100,000	99,594	1.46
1.12%, 2/15/2018	100,000	99,578	1.46
1.10%, 2/22/2018	100,000	99,564	1.46
1.09%, 3/01/2018	200,000	199,090	2.92
1.14%, 3/08/2018	100,000	99,503	1.46
1.14%, 3/15/2018	100,000	99,482	1.46
1.16%, 3/22/2018	100,000	99,450	1.46
1.17%, 3/29/2018	100,000	99,420	1.46
Total Cash Equivalents		\$1,793,358	26.32

\* Collateral amounted to \$1,480,510 on open futures contracts.

See accompanying notes to condensed financial statements.





*United States Diesel-Heating Oil Fund, LP**Condensed Statements of Operations (Unaudited)**For the three and nine months ended September 30, 2017 and 2016*

	Three months ended September 30, 2017	Three months ended September 30, 2016	Nine months ended September 30, 2017	Nine months ended September 30, 2016
Income				
Gain (loss) on trading of commodity futures contracts:				
Realized gain (loss) on closed futures contracts	\$ 761,317	\$ (225,506)	) \$ (119,620)	) \$ 380,352
Change in unrealized gain (loss) on open futures contracts	(66,507)	) 278,006	(121,745)	) 469,320
Realized gain (loss) on short-term investments	—	—	(13)	) —
Dividend income	—	693	1,713	1,658
Interest income*	7,238	2,181	18,426	5,070
ETF transaction fees	1,400	700	2,800	700
Total income (loss)	703,448	56,074	(218,439)	) 857,100
Expenses				
General Partner management fees (Note 3)	5,493	5,911	19,746	15,823
Professional fees	13,430	27,132	45,311	68,444
Brokerage commissions	1,170	1,416	4,166	3,923
Directors' fees and insurance	379	106	955	325
License fees	138	148	494	396
Registration fees	1,840	1,840	5,460	5,480
Total expenses	22,450	36,553	76,132	94,391
Expense waiver (Note 3)	(15,585)	) (29,164)	) (51,450)	) (74,612)
Net expenses	6,865	7,389	24,682	19,779
Net income (loss)	\$ 696,583	\$ 48,685	\$ (243,121)	) \$ 837,321
Net income (loss) per limited partnership share	\$ 3.06	\$ (0.12)	) \$ 0.18	\$ 3.03
Net income (loss) per weighted average limited partnership share	\$ 2.99	\$ 0.18	\$ (0.84)	) \$ 3.27
	232,609	269,022	287,729	256,387

Weighted average limited partnership shares  
outstanding

\* Interest income does not exceed paid in kind of 5%.

*See accompanying notes to condensed financial statements.*

4

*United States Diesel-Heating Oil Fund, LP*

*Condensed Statement of Changes in Partners' Capital (Unaudited)*

*For the nine months ended September 30, 2017*

	General Partner	Limited Partners	Total
Balances, at December 31, 2016	\$ —	\$ 6,738,363	\$6,738,363
Addition of 200,000 partnership shares	—	3,323,557	3,323,557
Redemption of 200,000 partnership shares	—	(3,005,331)	(3,005,331)
Net income (loss)	—	(243,121)	(243,121)
Balances, at September 30, 2017	\$ —	\$ 6,813,468	\$6,813,468
Net Asset Value Per Share:			
At December 31, 2016			\$16.85
At September 30, 2017			\$17.03

*See accompanying notes to condensed financial statements.*

*United States Diesel-Heating Oil Fund, LP**Condensed Statements of Cash Flows (Unaudited)**For the nine months ended September 30, 2017 and 2016*

	Nine months ended September 30, 2017	Nine months ended September 30, 2016
Cash Flows from Operating Activities:		
Net income (loss)	\$ (243,121	) \$ 837,321
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
(Increase) decrease in commodity futures trading account - cash and cash equivalents	(1,034,300	) (18,969 )
Unrealized (gain) loss on open futures contracts	121,745	(469,320 )
(Increase) decrease in receivable from General Partner	49,293	11,450
(Increase) decrease in dividends receivable	361	(264 )
(Increase) decrease in interest receivable	(679	) —
(Increase) decrease in directors' fees and insurance receivable	(451	) —
(Increase) decrease in prepaid registration fees	5,460	5,479
Increase (decrease) in General Partner management fees payable	(855	) 721
Increase (decrease) in professional fees payable	(25,238	) 317
Increase (decrease) in directors' fees and insurance payable	(73	) (6 )
Increase (decrease) in license fees payable	(139	) (12 )
Net cash provided by (used in) operating activities	(1,127,997	) 366,717
Cash Flows from Financing Activities:		
Addition of partnership shares	3,323,557	1,473,382
Redemption of partnership shares	(3,005,331	) —
Net cash provided by (used in) financing activities	318,226	1,473,382
Net Increase (Decrease) in Cash and Cash Equivalents	(809,771	) 1,840,099
Cash and Cash Equivalents, <b>beginning of period</b>	5,923,778	2,467,765
Cash and Cash Equivalents, <b>end of period</b>	\$ 5,114,007	\$ 4,307,864

*See accompanying notes to condensed financial statements.*

**United States Diesel-Heating Oil Fund, LP**

**Notes to Condensed Financial Statements**

**For the period ended September 30, 2017 (Unaudited)**

**NOTE 1 — ORGANIZATION AND BUSINESS**

The United States Diesel-Heating Oil Fund, LP (“UHN”) was organized as a limited partnership under the laws of the state of Delaware on April 13, 2007. UHN is a commodity pool that issues limited partnership shares (“shares”) that may be purchased and sold on the NYSE Arca, Inc. (the “NYSE Arca”). Prior to November 25, 2008, UHN’s shares traded on the American Stock Exchange (the “AMEX”). UHN will continue in perpetuity, unless terminated sooner upon the occurrence of one or more events as described in its Second Amended and Restated Agreement of Limited Partnership as amended March 1, 2013 (the “LP Agreement”). The investment objective of UHN is for the daily changes in percentage terms of its shares’ per share 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”), plus interest earned on UHN’s collateral holdings, less UHN’s expenses.

UHN’s investment objective is *not* for its NAV or market price of shares to equal, in dollar terms, the spot price of heating oil or any particular futures contract based on heating oil, *nor* is UHN’s investment objective for the percentage change in its NAV to 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 UHN, 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 Diesel-Heating Oil-Related Investments (as defined below). UHN accomplishes its objective through investments in futures contracts for diesel-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 diesel-heating oil-related investments such as cash-settled options on Futures Contracts, forward contracts for diesel-heating oil and over-the-counter (“OTC”) transactions that are based on the price of diesel-heating oil, crude oil and other petroleum-based fuels, Futures Contracts and indices based on the foregoing (collectively, “Other Diesel-Heating Oil-Related Investments”). As of September 30, 2017, UHN held 90 Futures Contracts for heating oil (“HO”) traded on the NYMEX and did not hold any Futures Contracts traded on ICE Futures.

UHN commenced investment operations on April 9, 2008 and has a fiscal year ending on December 31. USCF is responsible for the management of UHN. 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 and a swaps firm on August 8, 2013. USCF is also the general partner of the United States Oil Fund, LP (“USO”), the United States Natural Gas Fund, LP (“UNG”), the United States 12 Month Oil Fund, LP (“USL”) and the United States Gasoline Fund, LP (“UGA”), which listed their limited partnership shares 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 USO’s, UNG’s, USL’s, and UGA’s shares commenced trading on the NYSE Arca on November 25, 2008. USCF is also the general partner of the United States Short Oil Fund, LP (“DNO”), the United States 12 Month Natural Gas Fund, LP (“UNL”) and the United States Brent Oil Fund, LP (“BNO”), which listed their limited partnership shares 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 USCF Canadian Crude Oil Index Fund (“UCCO”), each a series of the United States Commodity Index Funds Trust. USCI, CPER and USAG listed their shares 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. UCCO is currently in registration and has not commenced operations.

In addition, USCF is the sponsor of the USCF Funds Trust, a Delaware statutory trust, and each of its series, the REX S&P MLP Fund and the REX S&P MLP Inverse Fund which are currently in registration and have not commenced operations (together, the “REX Funds”), and the United States 3x Oil Fund (“USOU”) and the United States 3x Short Oil Fund (“USOD”) which commenced operations on July 20, 2017.

All funds listed previously, other than UCCO and the REX Funds, are referred to collectively herein as the “Related Public Funds.”

UHN issues shares to certain authorized purchasers (“Authorized Participants”) by offering baskets consisting of 50,000 shares (“Creation Baskets”) through ALPS Distributors, Inc., as the marketing agent (the “Marketing Agent”). The purchase price for a Creation Basket is based upon the NAV of a share 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.

In addition, Authorized Participants pay UHN a \$350 fee for each order placed to create one or more Creation Baskets or to redeem one or more baskets (“Redemption Baskets”), consisting of 50,000 shares. Shares may be purchased or sold on a nationally recognized securities exchange in smaller increments than a Creation Basket or Redemption Basket. Shares purchased or sold on a nationally recognized securities exchange are not purchased or sold at the per share NAV of UHN but rather at market prices quoted on such exchange.

In April 2008, UHN initially registered 10,000,000 shares on Form S-1 with the U.S. Securities and Exchange Commission (the “SEC”). On April 9, 2008, UHN listed its shares on the AMEX under the ticker symbol “UHN” and switched to trading on the NYSE Arca under the same ticker symbol on November 25, 2008. On that day, UHN established its initial per share NAV by setting the price at \$50.00 and issued 200,000 shares in exchange for \$10,000,000. UHN also commenced investment operations on April 9, 2008, by purchasing Futures Contracts traded on the NYMEX based on heating oil. As of September 30, 2017, UHN had registered a total of 60,000,000 shares.

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 in the United States of America (“U.S. GAAP”). 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**

### **Basis of Presentation**

The financial statements have been prepared in conformity with U.S. GAAP as detailed in the Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification. UHN is an investment company and follows the accounting and reporting guidance in FASB Topic 946.

### **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. UHN earns income on funds held at the custodian or futures commission merchant (“FCM”) 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**

UHN 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 U.S. GAAP, UHN 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. UHN files an income tax return in the U.S. federal jurisdiction, and may file income tax returns in various U.S. states. UHN is not subject to income tax return examinations by major taxing authorities for years before 2014. 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 UHN recording a tax liability that reduces net assets. However, UHN’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. UHN 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 period ended September 30, 2017.

## **Creations and Redemptions**

Authorized Participants may purchase Creation Baskets or redeem Redemption Baskets only in blocks of 50,000 shares at a price equal to the NAV of the shares calculated shortly after the close of the core trading session on the NYSE Arca on the day the order is placed.

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

Authorized Participants pay UHN a transaction fee of \$350 for each order placed to create one or more Creation Baskets or to redeem one or more Redemption Baskets.

## **Partnership Capital and Allocation of Partnership Income and Losses**

Profit or loss shall be allocated among the partners of UHN in proportion to the number of shares 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 Share NAV**

UHN's per share NAV is calculated on each NYSE Arca trading day by taking the current market value of its total assets, subtracting any liabilities and dividing that amount by the total number of shares outstanding. UHN 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 Share**

Net income (loss) per share is the difference between the per share NAV at the beginning of each period and at the end of each period. The weighted average number of shares outstanding was computed for purposes of disclosing net income (loss) per weighted average share. The weighted average shares are equal to the number of shares outstanding at the end of the period, adjusted proportionately for shares added and redeemed based on the amount of time the shares were outstanding during such period. There were no shares held by USCF at September 30, 2017.

### **Offering Costs**

Offering costs incurred in connection with the registration of additional shares after the initial registration of shares are borne by UHN. 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 U.S. 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.

### **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 UHN in accordance with the objectives and policies of UHN. In addition, USCF has arranged for one or more third parties to provide administrative, custody, accounting, transfer agency and other necessary services to UHN. For these services, UHN 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**

UHN pays all costs and expenses associated with the ongoing registration of its shares subsequent to the initial offering. These costs include registration or other fees paid to regulatory agencies in connection with the offer and sale of shares, and all legal, accounting, printing and other expenses associated with such offer and sale. For the nine months ended September 30, 2017 and 2016, UHN incurred \$5,460 and \$5,480, respectively, in registration fees and other offering expenses.

#### **Independent Directors' and Officers' Expenses**

UHN is responsible for paying its portion of the directors' and officers' liability insurance for UHN and the Related Public Funds and the fees and expenses of the independent directors who also serve as audit committee members of UHN and the Related Public Funds. UHN shares the fees and expenses on a pro rata basis with each Related Public Fund, as described above, based on the relative assets of each Related Public Fund computed on a daily basis. These fees and expenses for the year ending December 31, 2017 are estimated to be a total of \$1,500 for UHN and, in the aggregate for UHN and the Related Public Funds, \$539,350.

#### **Licensing Fees**

As discussed in Note 4 below, UHN entered into a licensing agreement with the NYMEX on May 30, 2007, as amended on October 20, 2011. Pursuant to the agreement, UHN and the Related Public Funds, other than BNO, USCI, CPER and USAG, pay a licensing fee that is equal to 0.015% on all net assets. During the nine months ended September 30, 2017 and 2016, UHN

incurred \$494 and \$396, respectively, under this arrangement.

### **Investor Tax Reporting Cost**

The fees and expenses associated with UHN's audit expenses and tax accounting and reporting requirements are paid by UHN. These costs are estimated to be \$60,000 for the year ending December 31, 2017. Tax reporting costs fluctuate between years due to the number of shareholders during any given year.

### **Other Expenses and Fees and Expense Waivers**

In addition to the fees described above, UHN pays all brokerage fees and other expenses in connection with the operation of UHN, excluding costs and expenses paid by USCF as outlined in *Note 4 – Contracts and Agreements* below. USCF has voluntarily agreed to pay certain expenses typically borne by UHN, to the extent that such expenses exceed 0.15% of UHN's NAV, on an annualized basis. USCF has no obligation to continue such payments into subsequent periods. For the nine months ended September 30, 2017, USCF waived \$51,450 of UHN's expenses. This voluntary expense waiver is in addition to those amounts USCF is contractually obligated to pay as described in *Note 4 – Contracts and Agreements*.

## **NOTE 4 — CONTRACTS AND AGREEMENTS**

### **Marketing Agent Agreement**

UHN 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 UHN as outlined in the agreement. The fee of the Marketing Agent, which is borne by USCF, is equal to 0.06% on UHN's assets up to \$3 billion and 0.04% on UHN's assets in excess of \$3 billion. In no event may the aggregate compensation paid to the Marketing Agent and any affiliate of USCF for distribution-related services exceed 10% of the gross proceeds of UHN's offering.

The above fee does not include website construction and development, which are also borne by USCF.

### **Brown Brothers Harriman & Co. Agreements**

UHN 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 UHN. USCF pays the fees of the custodian, which are determined by the parties from time to time. In addition, UHN 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 UHN. 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 UHN 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 the Related Public Funds’ combined net assets, (b) 0.0465% for the Related Public Funds’ combined net assets greater than \$500 million but less than \$1 billion, and (c) 0.035% once the Related Public Funds’ 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 BBH&Co. transaction fees ranging from \$7 to \$15 per transaction.

### **Brokerage and Futures Commission Merchant Agreements**

On October 8, 2013, UHN entered into a brokerage agreement with RBC Capital Markets, LLC (“RBC Capital” or “RBC”) to serve as UHN’s FCM effective October 10, 2013. The agreement with RBC requires it to provide services to UHN in connection with the purchase and sale of Futures Contracts and Other Diesel-Heating Oil-Related Investments that may be purchased and sold by or through RBC Capital for UHN’s account. In accordance with the agreement, RBC Capital charges UHN commissions of approximately \$7 to \$8 per round-turn trade, including applicable exchange and NFA fees for Futures Contracts and options on Futures Contracts. Such fees include those incurred when purchasing Futures Contracts and options on Futures Contracts when UHN issues shares as a result of a Creation Basket, as well as fees incurred when selling Futures Contracts and options on Futures Contracts when UHN redeems shares as a result of a Redemption Basket. Such fees are also incurred when Futures Contracts and options on Futures Contracts are purchased or redeemed for the purpose of rebalancing the portfolio. UHN also incurs commissions to brokers for the purchase and sale of Futures Contracts, Other Diesel-Heating Oil-Related Investments or short-term obligations of the United States of two years or less (“Treasuries”).

	For the nine months ended September 30, 2017	For the nine months ended September 30, 2016
Total commissions accrued to brokers	\$ 4,166	\$ 3,923

Edgar Filing: United States Diesel-Heating Oil Fund, LP - Form 10-Q

Total commissions as an annualized percentage of average total net assets	0.13	%	0.15	%
Commissions accrued as a result of rebalancing	\$ 3,877		\$ 3,847	
Percentage of commissions accrued as a result of rebalancing	93.06	%	98.06	%
Commissions accrued as a result of creation and redemption activity	\$ 289		\$ 76	
Percentage of commissions accrued as a result of creation and redemption activity	6.94	%	1.94	%

The increase in the total commissions accrued to brokers UHN for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016, was due primarily to a greater number of futures contracts being held and traded as a result of UHN's larger size in terms of average net assets.

### **NYMEX Licensing Agreement**

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

UHN may engage in the trading of futures contracts, options on futures contracts, cleared swaps and OTC swaps (collectively, “derivatives”). UHN 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.

UHN may enter into futures contracts, options on futures contracts and swaps 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. Cleared swaps are agreements that are eligible to be cleared by a clearinghouse, e.g., ICE Clear Europe, and provide the efficiencies and benefits that centralized clearing on an exchange offers to traders of futures contracts, including credit risk intermediation and the ability to offset positions initiated with different counterparties.

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

Futures contracts, options on futures contracts and cleared swaps 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 UHN 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. Buying and selling options on futures contracts exposes investors to the risks of purchasing or selling futures contracts.

All of the futures contracts held by UHN through September 30, 2017 were exchange-traded. The risks associated with exchange-traded contracts are generally perceived to be less than those associated with OTC swaps since, in OTC swaps, a party must rely solely on the credit of its respective individual counterparties. However, in the future, if UHN 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. UHN 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, UHN bears the risk of financial failure by the clearing broker.



UHN's cash and other property, such as Treasuries, deposited with an FCM are considered commingled with all other customer funds, subject to the FCM's segregation requirements. In the event of an FCM'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 an FCM could result in the complete loss of UHN's assets posted with that FCM; however, the majority of UHN's assets are held in investments in Treasuries, cash and/or cash equivalents with UHN's custodian and would not be impacted by the insolvency of an FCM. The failure or insolvency of UHN's custodian, however, could result in a substantial loss of UHN's assets.

USCF invests a portion of UHN's cash in money market funds that seek to maintain a stable per share NAV. UHN is exposed to any risk of loss associated with an investment in such money market funds. As of September 30, 2017 and December 31, 2016, UHN held investments in money market funds in the amounts of \$0 and \$1,200,000, respectively. UHN 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 September 30, 2017 and December 31, 2016, UHN held cash deposits and investments in Treasuries in the amounts of \$6,594,517 and \$5,169,988, respectively, with the custodian and FCM. Some or all of these amounts may be subject to loss should UHN's custodian and/or FCM cease operations.

For derivatives, risks arise from changes in the market value of the contracts. Theoretically, UHN 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, UHN 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.

UHN'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, UHN 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 UHN 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.

**NOTE 6 — FINANCIAL HIGHLIGHTS**

The following table presents per share performance data and other supplemental financial data for the nine months ended September 30, 2017 and 2016 for the shareholders. This information has been derived from information presented in the condensed financial statements.

	For the nine months ended September 30, 2017 (Unaudited)		For the nine months ended September 30, 2016 (Unaudited)	
Per Share Operating Performance:				
Net asset value, beginning of period	\$	16.85	\$	12.48
Total income (loss)		0.27		3.11
Net expenses		(0.09)	)	(0.08)
Net increase (decrease) in net asset value		0.18		3.03
Net asset value, end of period	\$	17.03	\$	15.51
Total Return		1.07	%	24.28
				%
Ratios to Average Net Assets				
Total income (loss)		(4.96)	)%	24.33
Management fees*		0.60	%	0.60
Total expenses excluding management fees*		1.71	%	2.98
Expenses waived*		(1.56)	)%	(2.83)
Net expenses excluding management fees*		0.15	%	0.15
Net income (loss)		(5.53)	)%	23.77

\* Annualized.

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

**NOTE 7 — FAIR VALUE OF FINANCIAL INSTRUMENTS**

UHN 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 UHN (observable inputs) and (2) UHN'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.

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).

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 UHN's securities at September 30, 2017 using the fair value hierarchy:

At September 30, 2017	Total	Level I	Level II	Level III
Short-Term Investments	\$1,793,358	\$1,793,358	\$ —	\$ —
Exchange-Traded Futures Contracts				
United States Contracts	26,292	26,292	—	—

During the nine months ended September 30, 2017, there were no transfers between Level I and Level II.

The following table summarizes the valuation of UHN's securities at December 31, 2016 using the fair value hierarchy:

At December 31, 2016	Total	Level I	Level II	Level III
Short-Term Investments	\$3,695,971	\$3,695,971	\$ —	\$ —
Exchange-Traded Futures Contracts				
United States Contracts	148,037	148,037	—	—

During the year ended December 31, 2016, there were no transfers between Level I and Level II.

Effective January 1, 2009, UHN 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 of Financial Condition Location	Fair Value At September 30, 2017	Fair Value At December 31, 2016
Futures - Commodity Contracts	Assets	\$ 26,292	\$ 148,037

**The Effect of Derivative Instruments on the Condensed Statements of Operations**

Derivatives not Accounted for as Hedging Instruments	Location of Gain (Loss) on Derivatives Recognized in Income	For the nine months ended September 30, 2017		For the nine months ended September 30, 2016	
		Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Gain (Loss) on Derivatives Recognized in Income	Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Gain (Loss) on Derivatives Recognized in Income
Futures - Commodity Contracts	Realized gain (loss) on closed futures contracts	\$ (119,620 )		\$ 380,352	
	Change in unrealized gain (loss) on open contracts		\$ (121,745 )		\$ 469,320

**NOTE 8 — SUBSEQUENT EVENTS**

UHN has performed an evaluation of subsequent events through the date the condensed financial statements were issued. This evaluation did not result in any subsequent events that necessitated disclosures and/or adjustments.

## **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 Diesel-Heating Oil Fund, LP (“UHN”) 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 UHN’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 UHN’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 or variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and UHN cannot assure investors that the projections included in these forward-looking statements will come to pass. UHN’s actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors.

UHN 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 UHN assumes no obligation to update any such forward-looking statements. Although UHN 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 UHN may make directly to them or through reports that UHN 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**

UHN, a Delaware limited partnership, is a commodity pool that issues shares that may be purchased and sold on the NYSE Arca, Inc. (the “NYSE Arca”). The investment objective of UHN is for the daily changes, in percentage terms, of its shares’ per share 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 a specified short-term futures contract on 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”), plus interest earned on UHN’s collateral holdings, less UHN’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.

UHN’s investment objective is *not* for its NAV or market price of shares to equal, in dollar terms, the spot price of heating oil or any particular futures contract based on heating oil, *nor* is UHN’s investment objective for the percentage change in its NAV to 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 UHN, 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 Oil-Related Investments (as defined below).

UHN invests primarily 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 to a lesser extent, in order to comply with regulatory requirements or in view of market conditions, other oil-related investments such as cash-settled options on Futures Contracts, forward contracts for diesel-heating oil, cleared swap contracts and over-the-counter (“OTC”) swaps that are based on the price of diesel-heating oil, crude oil and other petroleum-based fuels, Futures Contracts and indices based on the foregoing (collectively, “Other Diesel-Heating Oil-Related Investments”). For convenience and unless otherwise specified, Futures Contracts and Other Diesel-Heating Oil-Related Investments collectively are referred to as “Diesel-Heating Oil Interests” in this quarterly report on Form 10-Q.

USCF believes that market arbitrage opportunities will cause daily changes in UHN's share price on the NYSE Arca on a percentage basis to closely track daily changes in UHN's per share NAV on a percentage basis. USCF further believes that daily changes in prices of the Benchmark Futures Contract have historically closely tracked the daily changes in spot prices of heating oil. USCF believes that the net effect of these relationships will be that the daily changes in the price of UHN's shares on the NYSE Arca on a percentage basis will closely track the daily changes in the spot price of a barrel of heating oil on a percentage basis, plus interest earned on UHN's collateral holdings, less UHN's expenses.

UHN seeks to achieve its investment objective by investing so that the average daily percentage change in UHN's NAV for any period of 30 successive valuation days will be within plus/minus ten percent (10%) of the average daily percentage change in the price of the Benchmark Futures Contract over the same period.

## **Regulatory Disclosure**

*Accountability Levels, Position Limits and Price Fluctuation Limits.* Designated contract markets ("DCMs"), such as the NYMEX and ICE Futures, have established accountability levels and position limits on the maximum net long or net short futures contracts in commodity interests that any person or group of persons under common trading control (other than as a hedge, which an investment by UHN is not) may hold, own or control. These levels and position limits apply to the futures contracts that UHN invests in to meet its investment objective. In addition to accountability levels and position limits, the NYMEX and ICE Futures also set daily price fluctuation limits on futures contracts. The daily price fluctuation limit establishes the maximum amount that the price of a futures contract may vary either up or down from the previous day's settlement price. Once the daily price fluctuation limit has been reached in a particular futures contract, no trades may be made at a price beyond that limit.

The accountability levels for the Benchmark Futures Contract and other Futures Contracts traded on US-based exchanges, such as the NYMEX, are not a fixed ceiling, but rather a threshold above which the NYMEX may exercise greater scrutiny and control over an investor's positions. The current accountability level for investments for any one-month in the Benchmark Futures Contract is 5,000 net contracts. In addition, the NYMEX imposes an accountability level for all months of 7,000 net futures contracts for investments in futures contracts for heating oil. In addition, ICE Futures maintains the same accountability levels, position limits and monitoring authority for its heating oil contract as the NYMEX. If UHN and the Related Public Funds exceed these accountability levels for investments in the futures contracts for diesel-heating oil, the NYMEX and ICE Futures will monitor such exposure and may ask for further information on their activities including the total size of all positions, investment and trading strategy, and the extent of liquidity resources of UHN and the Related Public Funds. If deemed necessary by the NYMEX and/or ICE Futures, UHN could be ordered to reduce its aggregate net futures contracts position back to the accountability level. As of September 30, 2017, UHN held 90 futures contracts for heating oil (HO) traded on the NYMEX and did not hold any Futures Contracts traded on ICE Futures. For the nine months ended September 30, 2017, UHN did not exceed accountability levels imposed by the NYMEX or ICE Futures.



Position limits differ from accountability levels in that they represent fixed limits on the maximum number of futures contracts that any person may hold and cannot allow such limits to be exceeded without express CFTC authority to do so. In addition to accountability levels and position limits that may apply at any time, the NYMEX and the ICE Futures impose position limits on contracts held in the last few days of trading in the near month contract to expire. It is unlikely that UHN will run up against such position limits because UHN's investment strategy is to close out its positions and "roll" from the near month contract to expire to the next month contract beginning two weeks from expiration of the contract. For the nine months ended September 30, 2017, UHN did not exceed any position limits imposed by the NYMEX and ICE Futures.

The regulation of commodity interest trading in the United States and other countries is an evolving area of the law. The various statements made in this summary are subject to modification by legislative action and changes in the rules and regulations of the SEC, Financial Industry Regulatory Authority ("FINRA"), CFTC, the National Futures Association (the "NFA"), the futures exchanges, clearing organizations and other regulatory bodies.

### ***Futures Contracts and Position Limits***

The CFTC is generally prohibited by statute from regulating trading on non-U.S. futures exchanges and markets. The CFTC, however, has adopted regulations relating to the marketing of non-U.S. futures contracts in the United States. These regulations permit certain contracts on non-U.S. exchanges to be offered and sold in the United States.

The CFTC has proposed to adopt limits on speculative positions in 25 physical commodity futures, and option contracts and swaps that are economically equivalent to such contracts in the agriculture, energy and metals markets (the “Position Limit Rules”). The Position Limit Rules would, among other things: identify which contracts are subject to speculative position limits; set thresholds that restrict the size of speculative positions that a person may hold in the spot month, other individual months, and all months combined; create an exemption for positions that constitute bona fide hedging transactions; impose responsibilities on DCMs and swap execution facilities (“SEFs”) to establish position limits or, in some cases, position accountability rules; and apply to both futures and swaps across four relevant venues: OTC, DCMs, SEFs as well as certain non-U.S. located platforms. The CFTC’s first attempt at finalizing the Position Limit Rules, in 2011, was successfully challenged by market participants in 2012 and, since then, the CFTC has re-proposed them and solicited comments from market participants multiple times. At this time, it is unclear how the Position Limit Rules may affect UHN, but the effect may be substantial and adverse. By way of example, the Position Limit Rules may negatively impact the ability of UHN to meet its investment objectives through limits that may inhibit USCF’s ability to sell additional Creation Baskets of UHN.

Until such time as the Position Limit Rules are adopted, the regulatory architecture in effect prior to the adoption of the Position Limit Rules will govern transactions in commodities and related derivatives (collectively, “Referenced Contracts”). Under that system, the CFTC enforces federal limits on speculation in nine agricultural products (e.g., corn, wheat and soy), while futures exchanges establish and enforce position limits and accountability levels for other agricultural and certain energy products (e.g., oil and natural gas). As a result, UHN may be limited with respect to the size of its investments in any commodities subject to these limits.

Under existing and recently adopted CFTC regulations, for the purpose of position limits, a market participant is generally required, subject to certain narrow exceptions, to aggregate all positions for which that participant controls the trading decisions with all positions for which that participant has a 10 percent or greater ownership interest in an account or position, as well as the positions of two or more persons acting pursuant to an express or implied agreement or understanding with that participant (the “Aggregation Rules”). The Aggregation Rules will also apply with respect to the Position Limit Rules if and when such Position Limit Rules are adopted.

### ***“Swap” Transactions***

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) imposes regulatory requirements on certain “swap” transactions that UHN is authorized to engage in that may ultimately impact the ability of UHN to meet its investment objective. The term “swap” is broadly defined to include various types of OTC derivatives, including swaps and options.

CFTC regulations require 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 (“CCPs”). “Clearing” refers to the process by which a trade that is bilaterally executed by two parties is submitted to a CCP, via a clearing member (i.e., an “FCM”), and replaced by two mirror swaps, with the CCP becoming the counterparty to both of the initial parties to the swap. CCPs have several layers of protection against default including margin, member capital contributions and FCM guarantees of their customers’ transactions with the CCP. FCMs also pre-qualify the counterparties to all swaps that are sent to the CCP from a credit perspective, setting limits for each counterparty and collecting initial and variation margin daily from each counterparty for changes in the value of cleared swaps. The margin collected from both parties to the swap protects against credit risk in the event a counterparty defaults. The initial and variation margin requirements are set by and held for the benefit of the CCP. Additional initial margin may be required and held by the FCM.

Current rules and regulations require enhanced customer protections, risk management programs, internal monitoring and controls, capital and liquidity standards, customer disclosures and auditing and examination programs for FCMs. The rules are intended to afford greater assurances to market participants that customer segregated funds and secured amounts are protected, customers are provided with appropriate notice of the risks of futures trading and of the FCMs with which they may choose to do business, FCMs are monitoring and managing risks in a robust manner, the capital and liquidity of FCMs are strengthened to safeguard the continued operations and the auditing and examination programs of the CFTC and the self-regulatory organizations are monitoring the activities of FCMs in a thorough manner.

Certain index-based credit default swaps and interest rate swaps are subject to mandatory clearing. If UHN enters into index-based credit default swaps or interest rate swaps that are subject to mandatory clearing, UHN will be required to centrally clear those swaps.

To the extent that a swap is required to be cleared, it must also be executed on a SEF or DCM if it is designated as “made available to trade” by a SEF or DCM. “Made available to trade” refers to the regulatory process by which the SEF or DCM execution requirement is implemented by the CFTC. To date, only certain of the index-based credit default swaps and interest rate swaps that are required to be cleared are made available to trade on a SEF. If UHN enters into index-based credit default swaps or interest rate swaps that are subject to mandatory clearing, UHN will be required to execute those swaps on a SEF if they are designated as made available to trade. In order to execute swaps on a SEF, UHN will have to be a member of a SEF or it may access the SEF through an intermediary. Members of a SEF are subject to additional requirements under CFTC regulations and are subject to the rules and jurisdiction of the relevant SEF.

Swaps that are not required to be cleared and executed on a SEF but that are executed bilaterally are also subject to various requirements pursuant to CFTC regulations, including, among others, reporting and recordkeeping requirements and, depending on the status of the counterparties, trading documentation requirements and dispute resolution requirements. In addition, U.S. regulators have adopted rules to impose initial and variation margin requirements that will apply to swap dealers and major swap participants and their counterparties. If UHN engages in non-cleared swap transactions it will be subject to some or all of the requirements of the margin rules, which include a requirement that swap dealers and major swap participants collect variation margin daily, beginning in March 2017, and, potentially initial margin, beginning in September 2020.

### ***Derivatives Regulations in Non-U.S. Jurisdictions***

In addition to U.S. laws and regulations, UHN may be subject to non-U.S. derivatives laws and regulations if it engages in futures and/or swaps transactions with non-U.S. persons. For example, UHN may be impacted by European laws and regulations to the extent that it engages in futures transactions on European exchanges or derivatives transactions with European entities. Other jurisdictions impose requirements that are similar to those of the U.S., including position limits, margin, clearing and trade execution requirements.

### ***Money Market Reform***

The SEC adopted Rule 2a-7 under the Investment Company Act of 1940, which became effective in 2016, to reform money market funds (“MMFs”). While the new rule applies only to MMFs, it may indirectly affect institutional investors such as UHN. UHN does not hold any non-government MMFs and, particularly in light of recent changes to the rule governing the operation of MMFs, does not anticipate investing in any non-government MMFs. However, if UHN invests in other types of MMFs besides government MMFs in the future, UHN could be negatively impacted by investing in an MMF that does not maintain a stable \$1.00 net asset value or that has the potential to impose redemption fees and gates (temporary suspension of redemptions).

## Price Movements

Diesel-heating oil futures prices were volatile during the nine months ended September 30, 2017 and ended higher than the start of the period. The price of the Benchmark Futures Contract started the period at \$1.728 per gallon. It hit a peak on September 25, 2017 at a price of \$1.850 per gallon. The low of the period was on June 21, 2017 when the price dropped to \$1.372 per gallon. The period ended with the Benchmark Futures Contract at \$1.810 per gallon, an increase of approximately 4.75% over the period. UHN's per share NAV began the period at \$16.85 and ended the period at \$17.03 on September 30, 2017, an increase of approximately 1.07% over the period. UHN's per share NAV reached its high for the period on September 25, 2017 at \$17.40 and reached its low for the period on June 21, 2017 at \$12.92. The Benchmark Futures Contract prices listed above began with the February 2016 contract and ended with the November 2017 Contracts. The increase of approximately 4.75% 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 simulate 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 UHN seeks to track, which are more fully described below in the section titled "*Tracking UHN's Benchmark.*"

During the nine months ended September 30, 2017, the crude oil futures market was in a state of contango, meaning that the price of the near month crude oil futures contract was lower than the price of the next month crude oil futures contract, and contracts further away from expiration. (On days when the market is in backwardation, the price of the near month crude oil futures contract is typically higher than the price of the next month crude oil 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 Crude Oil Prices and the Impact on Total Returns*" below.

### **Valuation of Futures Contracts and the Computation of the Per Share NAV**

The per share NAV of UHN's shares is calculated once each NYSE Arca trading day. The per share 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. UHN'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 UHN 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 Diesel-Heating Oil Market**

*Results of Operations.* On April 9, 2008, UHN listed its shares on the American Stock Exchange (the "AMEX") under the ticker symbol "UHN." On that day, UHN established its initial offering price at \$50.00 per share and issued 200,000 shares to the initial Authorized Participant in exchange for \$10,000,000 in cash. As a result of the acquisition of the AMEX by NYSE Euronext, UHN's shares ceased trading on the AMEX and commenced trading on the NYSE Arca on November 25, 2008.

Since its initial offering of 10,000,000 shares, UHN has registered one subsequent offering of its shares: 50,000,000 shares which were registered with the SEC on April 30, 2010. Shares offered by UHN in the subsequent offering were sold by it for cash at the shares' per share NAV as described in the applicable prospectus. As of September 30, 2017, UHN had issued 1,550,000 shares, 400,000 of which were outstanding. As of September 30, 2017, there were 58,450,000 shares registered but not yet issued.

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

As of September 30, 2017, UHN had the following Authorized Participants: Citadel Securities LLC, Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., JP Morgan Securities Inc., Merrill Lynch Professional Clearing Corp., Morgan Stanley & Co. LLC, Nomura Securities International Inc., RBC Capital Markets LLC, SG Americas Securities LLC and Virtu Financial BD LLC.

Edgar Filing: United States Diesel-Heating Oil Fund, LP - Form 10-Q

For the Nine Months Ended September 30, 2017 Compared to the Nine Months Ended September 30, 2016

	For the nine months ended September 30, 2017	For the nine months ended September 30, 2016		
Average daily total net assets	\$ 4,400,043	\$ 3,522,657		
Dividend and interest income earned on Treasuries, cash and/or cash equivalents	\$ 20,139	\$ 6,728		
Annualized approximate yield based on average daily total net assets	0.61	% 0.25		%
Management fee	\$ 19,746	\$ 15,823		
Total fees and other expenses excluding management fees	\$ 56,386	\$ 78,568		
Fees and expenses related to the registration or offering of additional shares	\$ 5,460	\$ 5,480		
Total amount of the expense waiver	\$ 51,450	\$ 74,612		
Expenses before allowance for the expense waiver	\$ 76,132	\$ 94,391		
Expenses after allowance for the expense waiver	\$ 24,682	\$ 19,779		
Total commissions accrued to brokers	\$ 4,166	\$ 3,923		
Total commissions as annualized percentage of average total net assets	0.13	% 0.15		%
Commissions accrued as a result of rebalancing	\$ 3,877	\$ 3,847		
Percentage of commissions accrued as a result of rebalancing	93.06	% 98.06		%
Commissions accrued as a result of creation and redemption activity	\$ 289	\$ 76		
Percentage of commissions accrued as a result of creation and redemption activity	6.94	% 1.94		%

*Portfolio Expenses.* UHN'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 UHN pays to USCF is calculated as a percentage of the total net assets of UHN. The fee is accrued daily and paid monthly.

Average interest rates earned on short-term investments held by UHN, including, cash equivalents and Treasuries, were higher during the nine months ended September 30, 2017, compared to the nine months ended September 30, 2016. As a result, the amount of income earned by UHN as a percentage of average total net assets was higher during the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016.

The decrease in UHN's total fees and expenses excluding management fees for the nine months ended September 30, 2017, compared to the nine months ended September 30, 2016, was due to a decrease in certain of UHN's operating expenses.

The increase in UHN's total commissions accrued to brokers for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016, was due primarily to a greater number of futures contracts being held and traded as a result of UHN's larger size in terms of average net assets.





For the Three Months Ended September 30, 2017 Compared to the Three Months Ended September 30, 2016

	For the three months ended September 30, 2017	For the three months ended September 30, 2016		
Average daily total net assets	\$ 3,632,056	\$ 3,919,659		
Dividend and interest income earned on Treasuries, cash and/or cash equivalents	\$ 7,238	\$ 2,874		
Annualized approximate yield based on average daily total net assets	0.79	% 0.29		%
Management fee	\$ 5,493	\$ 5,911		
Total fees and other expenses excluding management fees	\$ 16,957	\$ 30,642		
Fees and expenses related to the registration or offering of additional shares	\$ 1,840	\$ 1,840		
Total amount of the expense waiver	\$ 15,585	\$ 29,164		
Expenses before allowance for the expense waiver	\$ 22,450	\$ 36,553		
Expenses after allowance for the expense waiver	\$ 6,865	\$ 7,389		
Total commissions accrued to brokers	\$ 1,170	\$ 1,416		
Total commissions as annualized percentage of average total net assets	0.13	% 0.14		%
Commissions accrued as a result of rebalancing	\$ 1,026	\$ 1,340		
Percentage of commissions accrued as a result of rebalancing	87.69	% 94.63		%
Commissions accrued as a result of creation and redemption activity	\$ 144	\$ 76		
Percentage of commissions accrued as a result of creation and redemption activity	12.31	% 5.37		%

*Portfolio Expenses.* UHN'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 UHN pays to USCF is calculated as a percentage of the total net assets of UHN. The fee is accrued daily and paid monthly.

Average interest rates earned on short-term investments held by UHN, including cash, cash equivalents and Treasuries, were higher during the three months ended September 30, 2017, compared to the three months ended September 30, 2016. As a result, the amount of income earned by UHN as a percentage of average daily total net assets was higher during the three months ended September 30, 2017, compared to the three months ended September 30, 2016.

The decrease in total fees and expenses excluding management fees for the three months ended September 30, 2017, compared to the three months ended September 30, 2016, was due to a decrease in certain of UHN's operating expenses.

The decrease in the total commissions accrued to brokers by UHN for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016, was due primarily to a lower number of futures contracts being held and traded as a result of UHN's smaller size in terms of average net assets.

## Tracking UHN's Benchmark

USCF seeks to manage UHN's portfolio such that changes in its average daily per share 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 UHN's per share 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 share 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). UHN's portfolio management goals do not include trying to make the nominal price of UHN's per share NAV equal to the nominal price of the current Benchmark Futures Contract or the spot price for diesel-heating oil. USCF believes that it is not practical to manage the portfolio to achieve such an investment goal when investing in Futures Contracts.

For the 30-valuation days ended September 30, 2017, the simple average daily change in the Benchmark Futures Contract was 0.4643%, while the simple average daily change in the per share NAV of UHN over the same time period was 0.4662%. The average difference was 0.0019% (or 0.19 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 tracking by the per share NAV was 0.4279%, meaning that over this time period UHN's tracking error was within the plus or minus 10% range established as its benchmark tracking goal.

Since the commencement of the offering of UHN's shares to the public on April 9, 2008 to September 30, 2017, the simple average daily change in the Benchmark Futures Contract was (0.0225)%, while the simple average daily change in the per share NAV of UHN over the same time period was (0.0247)%. The average daily difference was (0.0022)% (or (0.22) 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 share NAV was (0.8714)%, meaning that over this time period UHN's tracking error was within the plus or minus 10% range established as its benchmark tracking goal. The following two graphs demonstrate the correlation between the changes in UHN's NAV and the changes in the Benchmark Futures Contract. The first graph exhibits the daily changes for the last 30 valuation days ended September 30, 2017. The second graph measures monthly changes from September 30, 2012 through September 30, 2017.

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



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

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

For the nine months ended September 30, 2017, the actual total return of UHN as measured by changes in its per share NAV was 1.07%. This is based on an initial per share NAV of \$16.85 as of December 31, 2016 and an ending per share NAV as of September 30, 2017 of \$17.03. During this time period, UHN made no distributions to its shareholders. However, if UHN's daily changes in its per share NAV had instead exactly tracked the changes in the daily total return of the Benchmark Futures Contract, UHN would have had an estimated per share NAV of \$17.03 as of September 30, 2017, for a total return over the relevant time period of 1.07%. There was no difference between the actual per share NAV total return of UHN of 1.07% and the expected total return based on the Benchmark Futures Contract of 1.07%, which is to say that UHN's actual total return performed exactly the same as the benchmark result. UHN incurs expenses primarily composed of the management fee, brokerage commissions for the buying and selling of futures contracts, and other expenses. The impact of these expenses tends to cause daily changes in the per share NAV of UHN to track slightly lower than daily changes in the price of the Benchmark Futures Contract.

By comparison, the nine months ended September 30, 2016, the actual total return of UHN as measured by changes in its per share NAV was 24.28%. This was based on an initial per share NAV of \$12.48 as of December 31, 2015 and an ending per share NAV as of September 30, 2016 of \$15.51. During this time period, UHN made no distributions to its shareholders. However, if UHN's daily changes in its per share NAV had instead exactly tracked the changes in the daily total return of the Benchmark Futures Contract, UHN would have had an estimated per share NAV of \$15.61 as of September 30, 2016, for a total return over the relevant time period of 25.08%. The difference between the actual per share NAV total return of UHN of 24.28% and the expected total return based on the Benchmark Futures Contract of 25.08% was a tracking error over the time period of (0.80)%, which is to say that UHN's actual total return underperformed the benchmark result by that percentage. UHN incurred expenses primarily composed of the management fee, brokerage commissions for the buying and selling of futures contracts, and other expenses. The impact of these expenses tended to cause daily changes in the per share NAV of UHN to track slightly lower than daily changes in the price of the Benchmark Futures Contract.

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

First, UHN 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 UHN executes the trade. In that case, UHN 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 share NAV of UHN to either be too high or too low relative to the daily changes in the Benchmark Futures Contract. During the nine months ended September 30, 2017, 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 UHN 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 UHN's attempt to track the Benchmark Futures Contract over time.

Second, UHN incurs expenses primarily composed of the management fee, brokerage commissions for the buying and selling of Futures Contracts, and other expenses. The impact of these expenses tends to cause daily changes in the per share NAV of UHN to track slightly lower than daily changes in the price of the Benchmark Futures Contract. At the same time, UHN earns dividend and interest income on its cash, cash equivalents and Treasuries. UHN is not required to distribute any portion of its income to its shareholders and did not make any distributions to shareholders during the nine months ended September 30, 2017. Interest payments, and any other income, were retained within the portfolio and added to UHN's NAV. When this income exceeds the level of UHN'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), UHN will realize a net yield that will tend to cause daily changes in the per share NAV of UHN to track slightly higher than daily changes in the Benchmark Futures Contract. 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 share NAV to underperform the daily returns of the Benchmark Futures Contract. USCF anticipates that interest rates will continue to remain at historical lows and, therefore, it is anticipated that fees and expenses paid by UHN will continue to be higher than interest earned by UHN. As such, USCF anticipates that UHN will continue to underperform its benchmark until such a time when interest earned at least equals or exceeds the fees and expenses paid by UHN.

Third, UHN may hold Other Diesel-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 share NAV of UHN that are either too high, or too low, relative to the daily changes in the Benchmark Futures Contract. During the nine months ended September 30, 2017, UHN did not hold any Other Diesel-Heating Oil-Related Investments. If UHN increases in size, and due to its obligations to comply with regulatory limits, UHN may invest in Other Diesel-Heating Oil-Related Investments which may have the effect of increasing transaction related expenses and may result in increased tracking error.

*Term Structure of Diesel-Heating Oil Futures Prices and the Impact on Total Returns.* Several factors determine the total return from investing in futures contracts. One factor arises from “rolling” futures contracts that will expire at the end of the current month (the “near” or “front” month contract) forward each month prior to expiration. For a strategy that entails holding the near month contract, the price relationship between that futures contract and the next month futures contract will impact returns. For example, if the price of the near month futures contract is higher than the next futures month contract (a situation referred to as “backwardation”), then absent any other change, the price of a next month futures contract tends to rise in value as it becomes the near month futures contract and approaches expiration. Conversely, if the price of a near month futures contract is lower than the next month futures contract (a situation referred to as “contango”), then absent any other change, the price of a next month futures contract tends to decline in value as it becomes the near month futures contract and approaches expiration.

As an example, assume that the price of diesel-heating oil for immediate delivery, is \$1.50 per gallon, and the value of a position in the near month futures contract is also \$1.50. Over time, the price of diesel-heating oil will fluctuate based on a number of market factors, including demand for oil relative to supply. The value of the near month futures contract will likewise fluctuate in reaction to a number of market factors. If an investor seeks to maintain a position in a near month futures contract and not take delivery of physical gallons of diesel-heating oil, the investor must sell the current near month futures contract as it approaches expiration and invest in the next month futures contract. In order to continue holding a position in the current near month futures contract, this “roll” forward of the futures contract must be executed every month.

Contango and backwardation are natural market forces that have impacted the total return on an investment in UHN's shares during the past year relative to a hypothetical direct investment in diesel-heating oil. In the future, it is likely that the relationship between the market price of UHN's shares and changes in the spot prices of diesel-heating oil will continue to be impacted by contango and backwardation. It is important to note that this comparison ignores the potential costs associated with physically owning and storing diesel-heating oil, which could be substantial.

If the futures market is in backwardation, e.g., when the price of the near month futures contract is higher than the price of the next month futures contract, the investor would buy a next month futures contract for a lower price than the current near month futures contract. Assuming the price of the next month futures contract was \$1.47 per gallon, or 2% cheaper than the \$1.50 near month futures contract, then, hypothetically, and assuming no other changes (e.g., to either prevailing diesel-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 \$1.47 next month futures contract would rise to \$1.50 as it approaches expiration. In this example, the value of an investment in the next month futures contract would tend to outperform the spot price of diesel-heating oil. As a result, it would be possible for the new near month futures contract to rise 12% while the spot price of diesel-heating oil may have risen a lower amount, e.g., only 10%. Similarly, the spot price of diesel-heating oil could have fallen 10% while the value of an investment in the futures contract might have fallen another amount, e.g., only 8%. Over time, if backwardation remained constant, this difference between the spot price and the futures contract price would continue to increase.

If the futures market is in contango, an investor would be buying a next month futures contract for a higher price than the current near month futures contract. Again, assuming the near month futures contract is \$1.50 per gallon, the price of the next month futures contract might be \$1.53 per gallon, or 2% more expensive than the front month futures contract. Hypothetically, and assuming no other changes, the value of the \$1.53 next month futures contract would fall to \$1.50 as it approaches expiration. In this example, the value of an investment in the second month would tend to underperform the spot price of diesel-heating oil. As a result, it would be possible for the new near month futures contract to rise only 10% while the spot price of diesel-heating oil may have risen a higher amount, e.g., 12%. Similarly, the spot price of diesel-heating oil could have fallen 10% while the value of an investment in the second month futures contract might have fallen another amount, e.g., 12%. Over time, if contango remained constant, this difference between the spot price and the futures contract price would continue to increase.



The chart below compares the daily price of the near month diesel-heating oil futures contract to the price of 13<sup>th</sup> month diesel-heating oil futures contract (i.e., a contract one year forward) over the last 10 years. When the price of the near month futures contract is higher than the price of the 13<sup>th</sup> month futures contract, the market would be described as being in backwardation. When the price of the near month futures contract is lower than the 13<sup>th</sup> month futures contract, the market would be described as being in contango. Although the price of the near month futures contract and the price of the 13<sup>th</sup> month futures contract tend to move together, it can be seen that at times the near month futures contract prices are higher than the 13<sup>th</sup> month futures contract prices (backwardation), and at other times, the near month futures contract prices are lower than the 13<sup>th</sup> month futures contract prices (contango).

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

An alternative way to view the same data is to subtract the dollar price of the 13<sup>th</sup> month diesel-heating oil futures contract from the dollar price of the near month diesel-heating oil futures contract, as shown in the chart below. When the difference is positive, the market is in backwardation. When the difference is negative, the market is in contango. The diesel-heating oil market spent time in both backwardation and contango during the last ten years. The chart below shows the results from subtracting the next month contract price from the price of the 13th month contract for the 10-year period between September 30, 2007 and September 30, 2017. Investors will note that the near month diesel-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 diesel-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 diesel-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.

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

While the investment objective of UHN is not to have the market price of its shares match, dollar for dollar, changes in the spot price of diesel-heating oil, contango and backwardation have impacted the total return on an investment in UHN shares during the past year relative to a hypothetical direct investment in diesel-heating oil. For example, an investment in UHN shares made on December 31, 2016 and held to September 30, 2017 increased, based upon the changes in the NAV for UHN shares on those days, by approximately 1.07%, while the spot price of diesel-heating oil for immediate delivery during the same period increased by 4.75% (note: this comparison ignores the potential costs associated with physically owning and storing diesel-heating oil, which could be substantial). By comparison, an investment in UHN shares made on December 31, 2015 and held to September 30, 2016 increased, based upon the changes in the NAV for UHN shares on those days, by approximately 24.28%, while the spot price of diesel-heating oil for immediate delivery during the same period increased by 36.87% (note: this comparison ignores the potential costs associated with physically owning and storing diesel-heating oil, which could be substantial).

Periods of contango or backwardation do not materially impact UHN's investment objective of having the daily percentage changes in its per share 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 UHN's shares 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 nine months ended September 30, 2017, the price of heating oil in the United States was primarily impacted by movements in crude oil prices, the input for heating oil.

*Crude Oil Market.* During the nine months ended September 30, 2017, crude oil prices have traded in a range between \$43 to \$53 as U.S. production growth threatened to overwhelm the impact of OPEC supply cuts. Prices rose during the third quarter as U.S. and global inventories declined. U.S. storage fell faster than the normal seasonal pace and dropped below prior-year inventory levels for the first time since 2014. U.S. production ramped up steadily throughout the year, returning to record levels last seen during summer 2015. However, production and rig count growth both appeared to level off towards the end of the quarter and may represent caution on the part of producers. Temporary disruptions also occurred as a result of hurricane Harvey. Looking ahead, expected demand growth appears strong while OPEC has stated it is prepared to take any action necessary to perpetuate the current trend towards a balanced market. Should global demand growth forecasts fail to be realized, or if OPEC is unable to counter growing U.S. production, there is a meaningful possibility that crude prices could fall again. On the other hand, increasing global tensions and the possibility of any number of conflicts escalating could lead to price shocks to the upside.

USCF believes that over both the medium term and long term, changes in the price of crude oil will exert the greatest influence on the price of refined petroleum products such as diesel-heating oil. At the same time, there can be other factors that, particularly in the short term, cause the price of diesel-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 diesel-heating oil consumption. Furthermore, diesel-heating oil prices are impacted by the availability of refining capacity. As a result, it is possible that changes in diesel-heating oil prices may not match the changes in crude oil prices.

*Diesel-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 September 30, 2007 and September 30, 2017, the table below compares the monthly movements of diesel-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 movements in diesel-heating oil on a monthly basis were somewhat correlated with the movements of large cap U.S. equities, global equities and natural gas. However, movements in diesel-heating oil were strongly correlated to movements in crude oil and unleaded gasoline and somewhat inversely correlated with the movements of U.S. government bonds.

	Large Cap U.S. Equities	U.S. Gov't. Bonds (EFFAS U.S. Gov't. Bond Index)	Global Equities (FTSE World Index)	Crude Oil	Unleaded Gasoline	Natural Gas	Diesel- Heating Oil
Correlation Matrix September 30, 2007 – September 30, 2017*	(S&P 500)	U.S. Gov't. Bond Index	World Index	Crude Oil	Unleaded Gasoline	Natural Gas	Heating Oil
Large Cap U.S. Equities (S&P 500)	1.000	(0.287 )	0.965	0.464	0.446	0.083	0.436
U.S. Gov't. Bonds (EFFAS U.S. Gov't. Bond Index)		1.000	(0.257 )	(0.390)	(0.349 )	(0.041 )	(0.331 )
Global Equities (FTSE World Index)			1.000	0.514	0.484	0.121	0.476
Crude Oil				1.000	0.700	0.263	0.805
Unleaded Gasoline					1.000	0.154	0.729
Natural Gas						1.000	0.258
Diesel-Heating Oil							1.000

Source: Bloomberg, NYMEX

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

The table below covers a more recent, but much shorter, range of dates than the above table. Over the one-year period ended September 30, 2017, diesel-heating oil still showed neither strongly correlated nor inversely correlated movements with large cap U.S. equities, U.S. government bonds, global equities or natural gas. Movements in diesel-heating oil were strongly correlated to the movements in crude oil and somewhat correlated to movements in unleaded gasoline.

	Large Cap	U.S. Gov't.	Global Equities	Diesel-
--	--------------	----------------	--------------------	---------

Edgar Filing: United States Diesel-Heating Oil Fund, LP - Form 10-Q

	U.S. Equities (S&P 500)	Bonds (EFFAS U.S. Gov't. Bond Index)	(FTSE World Index)	Crude Oil	Unleaded Gasoline	Natural Gas	Heating Oil
Correlation Matrix 12 Months ended September 30, 2017*							
Large Cap U.S. Equities (S&P 500)	1.000	(0.229 )	0.768	0.620	(0.150 )	(0.331 )	0.326
U.S. Gov't. Bonds (EFFAS U.S. Gov't. Bond Index)		1.000	0.288	(0.393)	0.319	(0.271)	(0.103 )
Global Equities (FTSE World Index)			1.000	0.515	(0.124 )	(0.516)	0.223
Crude Oil				1.000	(0.212 )	(0.119)	0.676
Unleaded Gasoline					1.000	0.408	0.497
Natural Gas						1.000	0.185
Diesel-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 diesel-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 diesel-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 diesel-heating oil could have long-term correlation results that indicate prices of diesel-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 diesel-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.

The correlations between diesel-heating oil, crude oil, natural gas and gasoline are relevant because USCF endeavors to invest UHN's assets in Futures Contracts and Other Diesel-Heating Oil-Related Investments so that daily changes in percentage terms in UHN's per share 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 diesel-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. UHN'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 UHN'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 OTC swaps) involves a critical accounting policy. The values which are used by UHN for its Futures Contracts are provided by its commodity broker who uses market prices when available, while OTC swaps 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, UHN 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**

UHN has not made, and does not anticipate making, use of borrowings or other lines of credit to meet its obligations. UHN has met, and it is anticipated that UHN 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. UHN's liquidity needs include: redeeming shares, providing margin deposits for its existing Futures Contracts or the purchase of additional Futures Contracts and posting collateral for its OTC swaps, if applicable, and payment of its expenses, summarized below under "*Contractual Obligations*."

UHN currently generates cash primarily from: (i) the sale of baskets consisting of 50,000 shares ("Creation Baskets") and (ii) income earned on Treasuries, cash and/or cash equivalents. UHN has allocated substantially all of its net assets to trading in Diesel-Heating Oil Interests. UHN invests in Diesel-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 Diesel-Heating Oil-Related Investments. A significant portion of UHN's NAV is held in cash and cash equivalents that are used as margin and as collateral for its trading in Diesel-Heating Oil Interests. The balance of the assets is held in UHN's account at its custodian bank and in Treasuries at the FCM. Income received from UHN's money market funds and Treasuries is paid to UHN. During the nine months ended September 30, 2017, UHN's expenses exceeded the income UHN earned and the cash earned from the sale of Creation Baskets and the redemption of Redemption Baskets. During the nine months ended September 30, 2017, UHN used other assets to pay expenses, which would cause a decrease in UHN's NAV over time. To the extent expenses exceed income, UHN's NAV will be negatively impacted.

UHN's investments in Diesel-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 UHN from promptly liquidating its positions in Futures Contracts. During the nine months ended September 30, 2017, UHN did not purchase or liquidate any of its positions while daily limits were in effect; however, UHN cannot predict whether such an event may occur in the future.



Since the initial offering of shares, UHN 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 shares 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 UHN's Marketing Agent, Administrator and Custodian and registration expenses relating to the initial offering of shares. If USCF and UHN are unsuccessful in raising sufficient funds to cover these respective expenses or in locating any other source of funding, UHN will terminate and investors may lose all or part of their investment.

### **Market Risk**

Trading in Futures Contracts and Other Diesel-Heating Oil-Related Investments, such as forwards, involves UHN entering into contractual commitments to purchase or sell diesel-heating oil at a specified date in the future. The aggregate market value of the contracts will significantly exceed UHN's future cash requirements since UHN intends to close out its open positions prior to settlement. As a result, UHN is generally only subject to the risk of loss arising from the change in value of the contracts. UHN considers the "fair value" of its derivative instruments to be the unrealized gain or loss on the contracts. The market risk associated with UHN's commitments to purchase diesel-heating oil is limited to the aggregate market value of the contracts held. However, should UHN enter into a contractual commitment to sell diesel-heating oil, it would be required to make delivery of the diesel-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 diesel-heating oil, the market risk to UHN could be unlimited.

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

### **Credit Risk**

When UHN enters into Futures Contracts and Other Diesel-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. UHN is not currently a member of any clearinghouse. 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 UHN in such circumstances.

USCF attempts to manage the credit risk of UHN by following various trading limitations and policies. In particular, UHN 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 Diesel-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 UHN to limit its credit exposure. An FCM, when acting on behalf of UHN 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 UHN, all assets of UHN relating to domestic Futures Contracts trading. These FCMs are not allowed to commingle UHN's assets with their other assets. In addition, the CFTC requires commodity brokers to hold in a secure account UHN's assets related to foreign Futures Contracts trading.

In the future, UHN may purchase OTC swaps, see "*Item 3. Quantitative and Qualitative Disclosures About Market Risk*" in this quarterly report on Form 10-Q for a discussion of OTC swaps.

As of September 30, 2017, UHN held cash deposits and investments in Treasuries and money market funds in the amount of \$6,594,517 with the custodian and FCM. Some or all of these amounts held by a custodian or an FCM, as applicable, may be subject to loss should UHN's custodian and/or FCM, as applicable, cease operations.

### **Off Balance Sheet Financing**

As of September 30, 2017, UHN 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 UHN. While UHN's exposure under these indemnification provisions cannot be estimated, they are not expected to have a material impact on UHN's financial position.

### **European Sovereign Debt**

UHN had no direct exposure to European sovereign debt as of September 30, 2017 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, UHN requires liquidity to redeem shares, which redemptions must be in blocks of 50,000 shares called "Redemption Baskets." UHN 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 shares being redeemed.

### **Contractual Obligations**

UHN's primary contractual obligations are with USCF. In return for its services, USCF is entitled to a management fee calculated daily and paid monthly as a fixed percentage of UHN'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 UHN, 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 UHN and its shares with the SEC, FINRA and NYSE Arca (formerly, AMEX), respectively. However, since UHN's initial offering of shares, offering costs incurred in connection with registering and listing additional shares of UHN have been directly borne on an ongoing basis by UHN, and not by USCF.

USCF pays the fees of the Marketing Agent and the fees of BBH&Co., as well as BBH&Co.'s fees for performing administrative services, including those in connection with the preparation of UHN's condensed financial statements and its SEC, NFA and CFTC reports. USCF and UHN have also entered into a licensing agreement with the NYMEX pursuant to which UHN and the Related Public Funds, other than BNO, USCI, CPER and USAG, pay a licensing fee to the NYMEX. UHN also pays the fees and expenses associated with its tax accounting and reporting requirements. USCF has voluntarily agreed to pay certain expenses typically borne by UHN to the extent that such expenses exceed 0.15% (15 basis points) of UHN's NAV, on an annualized basis. USCF has no obligation to continue such payments into subsequent periods. This voluntary expense waiver is in addition to those amounts USCF is contractually obligated to pay as described in *Note 4* to the *Notes to Condensed Financial Statements (Unaudited)* in *Item 1* of this quarterly report on Form 10-Q.

In addition to USCF's management fee, UHN pays its brokerage fees (including fees to an FCM), OTC 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 shares, 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 UHN'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 an FCM are on a contract-by-contract, or round turn, basis. UHN 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 UHN's per share 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 UHN's existence. Either party may terminate these agreements earlier for certain reasons described in the agreements.

As of September 30, 2017, UHN's portfolio consisted of 90 Heating Oil Futures (HO) Contracts traded on the NYMEX. As of September 30, 2017, UHN did not hold any Futures Contracts on ICE Futures. For a list of UHN's current holdings, please see UHN's website at [www.uscfinvestments.com](http://www.uscfinvestments.com).

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

#### ***Commodity Price Risk.***

UHN is exposed to commodity price risk. In particular, UHN is exposed to heating oil price risk through its holdings of Futures Contracts together with any other derivatives in which it may invest, which are discussed below. As a result, fluctuations in the value of Futures Contracts that UHN holds in its portfolio, as described in “*Contractual Obligations*” under “*Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations*” above, are expected to directly affect the value of UHN’s shares.

#### ***OTC Contract Risk***

***Currently, OTC transactions are subject to changing regulation.***

UHN may purchase OTC contracts such as forward contracts or swap or spot contracts. Unlike most exchange-traded futures contracts or exchange-traded options on such futures, each party to an OTC swap bears the credit risk that the other party may not be able to perform its obligations under its contract.

UHN may enter into certain transactions where an OTC component is exchanged for a corresponding futures contract (“Exchange for Related Position” or “EFRP” transactions). In the most common type of EFRP transaction entered into by UHN, the OTC component is the purchase and sale of one or more baskets of UHN’s shares. These EFRP transactions may expose UHN to counterparty risk during the interim period between the execution of the OTC component and the exchange for a corresponding futures contract. Generally, the counterparty risk from the EFRP transaction will exist only on the day of execution.

Swap transactions, like other financial transactions, involve a variety of significant risks. The specific risks presented by a particular swap transaction necessarily depend upon the terms and circumstances of the transaction. In general, however, all swap transactions involve some combination of market risk, credit risk, counterparty credit risk, funding risk, liquidity risk and operational risk.

Highly customized swap transactions in particular may increase liquidity risk, which may result in a suspension of redemptions. Highly leveraged transactions may experience substantial gains or losses in value as a result of relatively

small changes in the value or level of an underlying or related market factor.

In evaluating the risks and contractual obligations associated with a particular swap transaction, it is important to consider that a swap transaction may be modified or terminated only by mutual consent of the original parties and subject to agreement on individually negotiated terms. Therefore, it may not be possible for USCF to modify, terminate or offset UHN's obligations or its exposure to the risks associated with a transaction prior to its scheduled termination date.

To reduce the credit risk that arises in connection with such contracts, UHN will generally enter into an agreement with each counterparty based on the Master Agreement published by the International Swaps and Derivatives Association that provides for the netting of its overall exposure to its counterparty, if the counterparty is unable to meet its obligations to UHN due to the occurrence of a specified event, such as the insolvency of the counterparty.

USCF assesses or reviews, as appropriate, the creditworthiness of each potential or existing counterparty to an OTC swap pursuant to guidelines approved by USCF's board of directors (the "Board"). Furthermore, USCF on behalf of UHN only enters into OTC swaps 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. UHN 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 swaps, 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 nine months reporting period ended September 30, 2017, UHN limited its OTC activities to EFRP transactions.

UHN anticipates that the use of Other Diesel-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 UHN. However, there can be no assurance of this. OTC swaps may result in higher transaction-related expenses than the brokerage commissions paid in connection with the purchase of Futures Contracts, which may impact UHN's ability to successfully track the Benchmark Futures Contract.

#### **Item 4. Controls and Procedures.**

##### **Disclosure Controls and Procedures**

UHN maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in UHN'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 UHN if UHN had any officers, have evaluated the effectiveness of UHN's disclosure controls and procedures and have concluded that the disclosure controls and procedures of UHN 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 UHN's internal control over financial reporting during UHN's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, UHN'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 UHN's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed on March 24, 2017.

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

(a) None.

(b) Not applicable.

(c) UHN does not purchase shares directly from its shareholders. In connection with its redemption of baskets held by Authorized Participants, UHN did not have any redemptions during the third quarter of the year ended December 31, 2017. The following table summarizes the redemptions by Authorized Participants during the three months ended September 30, 2017:

**Issuer Purchases of Equity Securities**

Period	Total Number of Shares Redeemed	Average Price Per Share
7/1/17 to 7/31/17	—	NA
8/1/17 to 8/31/17	—	NA
9/1/17 to 9/30/17	—	NA
Total	—	



**Item 3. Defaults Upon Senior Securities.**

Not applicable.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**Item 5. Other Information.**

Not applicable.

**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):

<b>Exhibit Number</b>	<b>Description of Document</b>
<b><u>31.1(1)</u></b>	<u>Certification by Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
<b><u>31.2(1)</u></b>	<u>Certification by Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
<b><u>32.1(1)</u></b>	<u>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.</u>
<b><u>32.2(1)</u></b>	<u>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.</u>
<b>101.INS</b>	XBRL Instance Document.
<b>101.SCH</b>	XBRL Taxonomy Extension Schema.
<b>101.CAL</b>	XBRL Taxonomy Extension Calculation Linkbase.
<b>101.DEF</b>	XBRL Taxonomy Extension Definition Linkbase.
<b>101.LAB</b>	XBRL Taxonomy Extension Label Linkbase.
<b>101.PRE</b>	XBRL Taxonomy Extension Presentation Linkbase.

(1) Filed herewith.

34

**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 Diesel-Heating Oil Fund, LP (Registrant)**

By: United States Commodity Funds LLC, its general partner

By: /s/ John P. Love  
John P. Love  
President and Chief Executive Officer  
(Principal executive officer)

Date: November 13, 2017

By: /s/ Stuart P. Crumbaugh  
Stuart P. Crumbaugh  
Chief Financial Officer  
(Principal financial and accounting officer)

Date: November 13, 2017