

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended September 30, 2015.

OR

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

Commission File Number: 001-34704

United States Brent Oil Fund, LP

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	27-0925904 (I.R.S. Employer Identification No.)
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1999 Harrison Street, Suite 1530

Oakland, California 94612

(Address of principal executive offices) (Zip code)

UNITED STATES BRENT OIL FUND, LP

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Part I. FINANCIAL INFORMATION

Item 1. Condensed Financial Statements.

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United States Brent Oil Fund LP

Condensed Statements of Financial Condition

At September 30, 2015 (Unaudited) and December 31, 2014

	September 30, 2015	December 31, 2014
Assets		
Cash and cash equivalents (Notes 2 and 5)	\$ 72,282,716	\$ 36,408,502
Equity in trading accounts:		
Cash and cash equivalents	14,928,031	9,152,751
Unrealized gain (loss) on open commodity futures contracts	(4,364,460)	(6,347,090)
Receivable for shares sold	-	2,250,175
Receivable from General Partner (Note 3)	91,374	94,364
Dividends receivable	34	26
ETF transaction fees receivable	350	700
Total assets	\$ 82,938,045	\$ 41,559,428
Liabilities and Partners' Capital		
General Partner management fees payable (Note 3)	\$ 54,513	\$ 22,178
Professional fees payable	88,319	115,836
Brokerage commissions payable	5,746	1,686
Directors' fees and insurance payable	151	338
Total liabilities	148,729	140,038
Commitments and Contingencies (Notes 3, 4 and 5)		
Partners' Capital		
General Partner	-	-
Limited Partners	82,789,316	41,419,390
Total Partners' Capital	82,789,316	41,419,390
Total liabilities and partners' capital	\$ 82,938,045	\$ 41,559,428
Limited Partners' shares outstanding	5,000,000	1,850,000
Net asset value per share	\$ 16.56	\$ 22.39
Market value per share	\$ 16.64	\$ 22.70

See accompanying notes to condensed financial statements.

United States Brent Oil Fund, LP
Condensed Schedule of Investments (Unaudited)
At September 30, 2015

	Number of Contracts	Unrealized Gain (Loss) on Open Commodity Contracts	% of Partners' Capital
Open Futures Contracts - Long			
Foreign Contracts			
ICE Brent Crude Oil Futures CO November 2015 contracts, expiring October 2015*	1,712	\$ (4,364,460)	(5.27)
	Principal Amount	Market Value	
Cash Equivalents			
United States Treasury Obligations			
U.S. Treasury Bills:			
0.10%, 10/01/2015	\$3,000,000	\$3,000,000	3.63
0.08%, 10/08/2015	3,000,000	2,999,953	3.62
0.09%, 10/15/2015	3,000,000	2,999,901	3.62
0.09%, 10/22/2015	3,000,000	2,999,843	3.62
0.06%, 10/29/2015	1,000,000	999,957	1.21
0.07%, 11/05/2015	3,000,000	2,999,796	3.62
0.08%, 11/12/2015	4,000,000	3,999,615	4.83
0.08%, 11/19/2015	3,000,000	2,999,694	3.62
0.09%, 11/27/2015	3,000,000	2,999,596	3.62
0.07%, 12/03/2015	3,000,000	2,999,659	3.62
0.08%, 12/10/2015	3,000,000	2,999,533	3.62
0.11%, 12/31/2015	2,000,000	1,999,444	2.42
0.11%, 1/14/2016	2,000,000	1,999,373	2.42
0.13%, 1/21/2016	2,000,000	1,999,222	2.42
0.15%, 1/28/2016	3,000,000	2,998,562	3.62
0.19%, 2/04/2016	1,000,000	999,352	1.21
0.22%, 2/11/2016	2,000,000	1,998,411	2.42
0.20%, 2/18/2016	3,000,000	2,997,667	3.62
0.23%, 3/03/2016	2,000,000	1,998,054	2.41
0.26%, 3/10/2016	3,000,000	2,996,579	3.62
0.24%, 3/17/2016	3,000,000	2,996,640	3.62
0.09%, 3/24/2016	3,000,000	2,998,760	3.62
Total Treasury Obligations		57,979,611	70.03
United States - Money Market Funds			
Morgan Stanley Institutional Liquidity Funds - Government Portfolio	1,000,000	1,000,000	1.21

Total Cash Equivalents	\$58,979,611	71.24
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* Collateral amounted to \$14,928,031 on open future contracts.

See accompanying notes to condensed financial statements.

United States Brent Oil Fund LP**Condensed Statements of Operations (Unaudited)****For the three and nine months ended September 30, 2015 and 2014**

	Three months ended September 30, 2015	Three months ended September 30, 2014	Nine months ended September 30, 2015	Nine months ended September 30, 2014
Income				
Gain (loss) on trading of commodity futures contracts:				
Realized gain (loss) on closed contracts	\$ (26,619,172	) \$ (4,173,460	) \$ (21,353,500	) \$ (4,181,120
Change in unrealized gain (loss) on open contracts	(2,487,188	) (4,705,630	) 1,982,630	(3,035,200
Realized gain (loss) on short-term investments	10	-	10	-
Dividend income	312	468	1,831	967
Interest income	16,385	3,856	39,435	7,847
ETF transaction fees	4,200	2,100	18,200	8,750
Total income (loss)	(29,085,453	) (8,872,666	) (19,311,394	) (7,198,756
Expenses				
General Partner management fees (Note 3)	168,387	94,208	537,677	218,238
Professional fees	38,648	39,750	108,954	121,562
Brokerage commissions	28,015	7,785	83,780	18,535
Directors' fees and insurance	2,657	2,624	8,233	7,045
Total expenses	237,707	144,367	738,644	365,380
Expense waiver (Note 3)	(32,885	) (37,319	) (91,326	) (95,024
Net expenses	204,822	107,048	647,318	270,356
Net income (loss)	\$ (29,290,275	) \$ (8,979,714	) \$ (19,958,712	) \$ (7,469,112
Net income (loss) per limited partnership share	\$ (6.07	) \$ (7.63	) \$ (5.83	) \$ (6.09
Net income (loss) per weighted average limited partnership share	\$ (5.92	) \$ (7.52	) \$ (4.30	) \$ (8.22
Weighted average limited partnership shares outstanding	4,947,283	1,194,022	4,637,546	908,974

See accompanying notes to condensed financial statements.

United States Brent Oil Fund LP

Condensed Statement of Changes in Partners' Capital (Unaudited)

For the nine months ended September 30, 2015

	General Partner	Limited Partners	Total
Balances, at December 31, 2014	\$ -	\$ 41,419,390	\$41,419,390
Addition of 4,900,000 partnership shares	-	97,669,083	97,669,083
Redemption of 1,750,000 partnership shares	-	(36,340,445)	(36,340,445)
Net income (loss)	-	(19,958,712)	(19,958,712)
Balances, at September 30, 2015	\$ -	\$ 82,789,316	\$82,789,316
Net Asset Value Per Share:			
At December 31, 2014			\$22.39
At September 30, 2015			\$16.56

See accompanying notes to condensed financial statements.

United States Brent Oil Fund LP**Condensed Statements of Cash Flows (Unaudited)****For the nine months ended September 30, 2015 and 2014**

	Nine months ended September 30, 2015	Nine months ended September 30, 2014
Cash Flows from Operating Activities:		
Net income (loss)	\$ (19,958,712	) \$ (7,469,112)
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	(5,775,280	) (23,810)
Unrealized (gain) loss on open futures contracts	(1,982,630	) 3,035,200
(Increase) decrease in receivable from General Partner	2,990	39,869
(Increase) decrease in dividends receivable	(8	) 426
(Increase) decrease in directors' fees and insurance receivable	-	(116)
(Increase) decrease in ETF transaction fees receivable	350	350
Increase (decrease) in General Partner management fees payable	32,335	10,100
Increase (decrease) in professional fees payable	(27,517	) (74,978)
Increase (decrease) in brokerage commissions payable	4,060	465
Increase (decrease) in directors' fees and insurance payable	(187	) (209)
Net cash provided by (used in) operating activities	(27,704,599	) (4,481,815)
Cash Flows from Financing Activities:		
Addition of partnership shares	99,919,258	45,864,685
Redemption of partnership shares	(36,340,445	) (27,267,227)
Net cash provided by (used in) financing activities	63,578,813	18,597,458
Net Increase (Decrease) in Cash and Cash Equivalents	35,874,214	14,115,643
Cash and Cash Equivalents, beginning of period	36,408,502	25,257,312
Cash and Cash Equivalents, end of period	\$ 72,282,716	\$ 39,372,955

See accompanying notes to condensed financial statements.

United States Brent Oil Fund, LP

Notes to Condensed Financial Statements

For the period ended September 30, 2015 (Unaudited)

NOTE 1 – ORGANIZATION AND BUSINESS

The United States Brent Oil Fund, LP (“BNO”) was organized as a limited partnership under the laws of the state of Delaware on September 2, 2009. BNO is a commodity pool that issues limited partnership shares (“shares”) that may be purchased and sold on the NYSE Arca, Inc. (the “NYSE Arca”). BNO will continue in perpetuity, unless terminated sooner upon the occurrence of one or more events as described in its Third Amended and Restated Agreement of Limited Partnership dated as of March 1, 2013 (the “LP Agreement”). The investment objective of BNO 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 Brent crude oil as measured by the daily changes in the price of the futures contract for Brent crude oil traded on the ICE Futures Exchange (the “ICE Futures”) that is the near month contract to expire, except when the near month contract is within two weeks of expiration, in which case the futures contract will be the next month contract to expire (the “Benchmark Futures Contract”), less BNO’s expenses. It is not the intent of BNO to be operated in a fashion such that the per share NAV will equal, in dollar terms, the spot price of Brent crude oil or any particular futures contract based on Brent crude oil. It is not the intent of BNO to be operated in a fashion such that its per share NAV will reflect the percentage change of the price of any particular futures contract as measured over a time period greater than one day. United States Commodity Funds LLC (“USCF”), the general partner of BNO, 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 Crude Oil-Related Investments (as defined below). BNO accomplishes its objective through investments in futures contracts for crude oil, diesel-heating oil, gasoline, natural gas and other petroleum-based fuels that are traded on the ICE Futures, the New York Mercantile Exchange (the “NYMEX”), or other U.S. and foreign exchanges (collectively, “Futures Contracts”), and other crude oil-related investments such as cash-settled options on Futures Contracts, forward contracts for crude oil, cleared swap contracts and over-the-counter (“OTC”) transactions that are based on the price of crude oil and other petroleum-based fuels, Futures Contracts and indices based on the foregoing (collectively, “Other Crude Oil-Related Investments”). As of September 30, 2015, BNO held 1,712 Futures Contracts for Brent crude oil traded on the ICE Futures Europe and did not hold any Futures Contracts for Brent crude oil traded on the NYMEX.

BNO commenced investment operations on June 2, 2010 and has a fiscal year ending on December 31. USCF is responsible for the management of BNO. USCF is a member of the National Futures Association (the “NFA”) and became registered as a commodity pool operator with the Commodity Futures Trading Commission (the “CFTC”) effective December 1, 2005 and as 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”), the United States Gasoline Fund, LP (“UGA”) and the United States Diesel-Heating Oil Fund, LP (“UHN”), which listed their limited partnership shares on the American Stock Exchange (the “AMEX”) under the ticker symbols “USO” on April 10, 2006, “UNG” on April 18, 2007, “USL” on December 6, 2007, “UGA” on February 26, 2008 and “UHN” on April 9,

2008, respectively. As a result of the acquisition of the AMEX by NYSE Euronext, each of USO's, UNG's, USL's, UGA's and UHN'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") and the United States 12 Month Natural Gas Fund, LP ("UNL"), which listed their limited partnership shares on the NYSE Arca under the ticker symbols "DNO" on September 24, 2009 and "UNL" on November 18, 2009, respectively. USCF is also the sponsor of the United States Commodity Index Fund ("USCI"), the United States Copper Index Fund ("CPER") and the United States Agriculture Index Fund ("USAG"), 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 symbols "USCI" on August 10, 2010, "CPER" on November 15, 2011 and "USAG" on April 13, 2012 respectively. All funds listed previously are referred to collectively herein as the "Related Public Funds."

BNO 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 BNO 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 BNO but rather at market prices quoted on such exchange.

In May 2010, BNO initially registered 50,000,000 shares on Form S-1 with the U.S. Securities and Exchange Commission (the "SEC"). On June 2, 2010, BNO listed its shares on the NYSE Arca under the ticker symbol "BNO." BNO established its initial per share NAV by setting the price at \$50.00 and issued 200,000 shares in exchange for \$10,000,000. BNO also commenced investment operations on June 2, 2010, by purchasing Futures Contracts traded on the ICE Futures Europe based on Brent crude oil. As of September 30, 2015, BNO had registered a total of 50,000,000 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 (“GAAP”) in the United States of America. The financial information included herein is unaudited; however, such financial information reflects all adjustments, consisting only of normal recurring adjustments, which are, in the opinion of USCF, necessary for the fair presentation of the condensed financial statements for the interim period.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements have been prepared in conformity with GAAP as detailed in the Financial Accounting Standards Board’s (“FASB”) Accounting Standards Codification. BNO 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 o