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United States Brent Oil Fund, LP
Form SC 13G/A
December 10, 2012

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

UNITED STATES BRENT OIL FUND, LP

(NAME OF ISSUER)

Limited Partnership Units

(TITLE OF CLASS OF SECURITIES)

91167Q100

(CUSIP NUMBER)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the notes.

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Levin Capital Strategies, L.P.
(EIN 87-0753486)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

A Delaware Limited Partnership

5 SOLE VOTING POWER

16,672

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

219

EACH
REPORTING
PERSON

7 SOLE DISPOSITIVE POWER

16,672

WITH

8 SHARED DISPOSITIVE POWER

9,328

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

26,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.7%

12 TYPE OF REPORTING PERSON*

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IA

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCS Event Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

A Delaware Limited Liability Corporation

	5 SOLE VOTING POWER	0
NUMBER OF		
SHARES	6 SHARED VOTING POWER	
BENEFICIALLY		0
OWNED BY		
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING		0
PERSON		
WITH	8 SHARED DISPOSITIVE POWER	
		0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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0.0%

12 TYPE OF REPORTING PERSON*

CO

1 NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCS LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

A Delaware Limited Liability Corporation

5 SOLE VOTING POWER

0

NUMBER OF

SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

0

EACH
REPORTING
PERSON

7 SOLE DISPOSITIVE POWER

0

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

12 TYPE OF REPORTING PERSON*

CO

1 NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCS L/S, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

A Delaware Limited Liability Corporation

5 SOLE VOTING POWER

0

NUMBER OF

SHARES
BENEFICIALLY
OWNED BY

6 SHARED VOTING POWER

0

EACH
REPORTING
PERSON

7 SOLE DISPOSITIVE POWER

0

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.0%

12 TYPE OF REPORTING PERSON*
CO

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
John A. Levin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5 SOLE VOTING POWER	0
NUMBER OF		
SHARES	6 SHARED VOTING POWER	0
BENEFICIALLY		
OWNED BY		
EACH	7 SOLE DISPOSITIVE POWER	0
REPORTING		
PERSON		
WITH	8 SHARED DISPOSITIVE POWER	0

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

12 TYPE OF REPORTING PERSON*

IN

ITEM 1.

(A) NAME OF ISSUER:

UNITED STATES OIL FUND, LP (the "Issuer").

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES OR, IF NONE, RESIDENCE:

1999 Harrison Street, Suite 1530, Oakland, California 94612.

ITEM 2.

(A) NAME OF PERSON FILING:

This schedule is being jointly filed by Levin Capital Strategies ("LCS"), LCS LLC ("LCSL"), LCS Event Partners, LLC ("LCSEP"), LCS L/S LLC ("LCSLS") and John A. Levin, the Chairman and Chief Executive Officer and controlling person of LCS, LCSL, LCSEP, LCSLS and John A. Levin are sometimes collectively referred to hereinafter as "Filer". Attached hereto as an exhibit is a copy of the joint Schedule 13G filing agreement among the reporting persons.

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

The address of the principal executive offices of LCS, LCSL, LCSEP, LCSLS and John A. Levin are: 595 Madison Avenue, 17th Floor, New York, New York 10022.

(C) CITIZENSHIP:

The citizenship or place of organization of the reporting person is as follows: LCS is a limited partnership organized under the laws of the State of Delaware, LCSL, LCSEP and LCSLS are limited liability corporations organized under the laws of the State of Delaware, and John A. Levin is a United States citizen.

(D) TITLE OF CLASS OF SECURITIES:

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Limited Partnership Units

(E) CUSIP NUMBER:

91167Q100

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(B), OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act
- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940
- (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E)
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);
- (h) Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

IF THIS STATEMENT IS FILED PURSUANT TO Rule 13d-1(c), CHECK THIS BOX.[]

ITEM 4. OWNERSHIP.

LCS:

- (a) Amount beneficially owned: 26,000
- (b) Percent of Class: 4.7%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 16,672
 - (ii) Share power to vote or to direct the vote: 219
 - (iii) Sole power to dispose or to direct the disposition of: 16,672
 - (iv) Shared power to dispose of to direct the disposition of: 9,328

LCS Event Partners LLC:

- (a) Amount beneficially owned: 0
- (b) Percent of Class: 0.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Share power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose of to direct the disposition of: 0

LCS LLC:

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- (a) Amount beneficially owned: 0
- (b) Percent of Class: 0.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Share power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose of to direct the disposition of: 0

LCS L/S, LLC

- (a) Amount beneficially owned: 0
- (b) Percent of Class: 0.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Share power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose of to direct the disposition of: 0

Mr. Levin disclaims beneficial ownership of all such shares.

John A. Levin:

- (a) Amount beneficially owned: 0
- (b) Percent of Class: 0.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Share power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose of to direct the disposition of: 0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.
Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 10, 2012

(Date)

Levin Capital Strategies, L.P.

BY:/s/ John A. Levin

John A. Levin
Chairman and Chief Executive Officer

LCS, LLC

BY:/s/ John A. Levin

John A. Levin
General Partner

LCS Event Partners, LLC

BY:/s/ John A. Levin

John A. Levin
General Partner

LCS L/S, LLC

BY:/s/ John A. Levin

John A. Levin
General Partner

BY:/s/ John A. Levin

John A. Levin

