United States 12 Month Natural Gas Fund, LP
Form 424B3
April 29, 2013

File No. 333-185961

PROSPECTUS

United States 12 Month Natural Gas Fund®, LP

32,918,248 Units

United States 12 Month Natural Gas Fund, LP, a Delaware limited partnership, is a commodity pool that issues units that may be purchased and sold on the NYSE Arca, Inc. (NYSE Arca). United States 12 Month Natural Gas Fund, LP is referred to as US12NG throughout this document. The investment objective of US12NG is for the daily changes in percentage terms of its units net asset value (NAV) to reflect the daily changes in percentage terms of the spot price of natural gas delivered at the Henry Hub, Louisiana, as measured by the daily changes in the average of the prices of 12 futures contracts on natural gas traded on the New York Mercantile Exchange (NYMEX), consisting of the near month contract to expire and the contracts for the following eleven months, for a total of 12 consecutive months contracts, except when the near month contract is within two weeks of expiration, in which case it will be measured by the futures contracts that are the next month contract to expire the and the contracts for the following eleven consecutive months less US12NG s expenses (the Benchmark Futures Contracts).

The units may be purchased from US12NG only in one or more blocks of 50,000 units as described in Creation and Redemption of Units. A block of 50,000 units is called a basket. US12NG issues and redeems units in baskets on a continuous basis to certain authorized purchasers as described in Plan of Distribution. The price of a creation basket or a redemption basket is equal to the net asset value of 50,000 units on the day that the order to create the creation basket or redeem the redemption basket is accepted by the marketing agent.

Authorized purchasers that purchase creation baskets may offer and sell units from these baskets to the public at prices that are expected to reflect, among other factors, the trading price of units on the NYSE Arca, the net asset value of US12NG and the supply and demand for units at the time of sale. Authorized purchasers will not receive from US12NG or any of its affiliates, any fee or other compensation in connection with the sale of units. US12NG will continuously offer creation baskets consisting of 50,000 units to authorized purchasers through ALPS Distributors, Inc., which is the marketing agent. A list of US12NG s current authorized purchasers is available from the marketing agent. Authorized purchasers will pay a transaction fee of $350 through May 1, 2014 for each order to create or redeem one or more baskets; on May 2, 2014 and after, the transaction fee will be $1,000. The units are listed on the NYSE Arca under the symbol UNL.

US12NG is not a mutual fund registered under the Investment Company Act of 1940 and is not subject to regulation under such Act.

Some of the risks of investing in US12NG include:

Investing in natural gas interests subjects US12NG to the risks of the natural gas industry which could result in large fluctuations in the price of US12NG s units.

If certain correlations do not exist, then investors may not be able to use US12NG as a cost-effective way to invest indirectly in natural gas or as a hedge against the risk of loss in natural gas-related transactions.

US12NG does not expect to make cash distributions.

US12NG and its general partner may have conflicts of interest, which may permit them to favor their own interests to your detriment.

This is a best efforts offering: the marketing agent is not required to sell any specific number or dollar amount of units, but will use its best efforts to sell units. An authorized purchaser is under no obligation to purchase units. This is intended to be a continuous offering and is not expected to terminate until all of the registered units have been sold or three years from the date of the original prospectus, whichever is earlier, although the offering may be temporarily suspended if and when no suitable investments for US12NG are available or practicable. In no event may the aggregate compensation paid to the Marketing Agent and any affiliate of the General Partner for distribution related services in connection with this offering exceed ten percent (10%) of the gross proceeds of this offering.

Investing in US12NG involves other significant risks. See What Are the Risk Factors Involved with an Investment in US12NG? beginning on page 10.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION (SEC) NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE SECURITIES OFFERED IN THIS PROSPECTUS, OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE COMMODITY FUTURES TRADING COMMISSION HAS NOT PASSED UPON THE MERITS OF PARTICIPATING IN THIS POOL NOR HAS THE COMMISSION PASSED ON THE ADEQUACY OR ACCURACY OF THIS DISCLOSURE DOCUMENT.

This prospectus is in two parts: a disclosure document and a statement of additional information. These parts are bound together, and both contain important information.

	Per Unit	Per Basket
Price of the units*	$19.15	$957,500

* Based on US12NG s closing net asset value on March 26, 2013. The price may vary based on the net asset value on a particular day. No commissions or discounts are paid to authorized purchasers in connection with the sale of creation baskets. The General Partner pays certain fees to ALPS Distributors, Inc. in its role as Marketing Agent of units of US12NG. See Fees of US12NG on page 55.

The date of this prospectus is April 29, 2013.

TABLE OF CONTENTS

COMMODITY FUTURES TRADING COMMISSION

RISK DISCLOSURE STATEMENT

YOU SHOULD CAREFULLY CONSIDER WHETHER YOUR FINANCIAL CONDITION PERMITS YOU TO PARTICIPATE IN A COMMODITY POOL. IN SO DOING, YOU SHOULD BE AWARE THAT COMMODITY INTEREST TRADING CAN QUICKLY LEAD TO LARGE LOSSES AS WELL AS GAINS. SUCH TRADING LOSSES CAN SHARPLY REDUCE THE NET ASSET VALUE OF THE POOL AND CONSEQUENTLY THE VALUE OF YOUR INTEREST IN THE POOL. IN ADDITION, RESTRICTIONS ON REDEMPTIONS MAY AFFECT YOUR ABILITY TO WITHDRAW YOUR PARTICIPATION IN THE POOL.

FURTHER, COMMODITY POOLS MAY BE SUBJECT TO SUBSTANTIAL CHARGES FOR MANAGEMENT, AND ADVISORY AND BROKERAGE FEES. IT MAY BE NECESSARY FOR THOSE POOLS THAT ARE SUBJECT TO THESE CHARGES TO MAKE SUBSTANTIAL TRADING PROFITS TO AVOID DEPLETION OR EXHAUSTION OF THEIR ASSETS. THIS DISCLOSURE DOCUMENT CONTAINS A COMPLETE DESCRIPTION OF EACH EXPENSE TO BE CHARGED THIS POOL AT PAGE 55 AND A STATEMENT OF THE PERCENTAGE RETURN NECESSARY TO BREAK EVEN, THAT IS, TO RECOVER THE AMOUNT OF YOUR INITIAL INVESTMENT, AT PAGE 6.

THIS BRIEF STATEMENT CANNOT DISCLOSE ALL THE RISKS AND OTHER FACTORS NECESSARY TO EVALUATE YOUR PARTICIPATION IN THIS COMMODITY POOL. THEREFORE, BEFORE YOU DECIDE TO PARTICIPATE IN THIS COMMODITY POOL, YOU SHOULD CAREFULLY STUDY THIS DISCLOSURE DOCUMENT, INCLUDING A DESCRIPTION OF THE PRINCIPAL RISK FACTORS OF THIS INVESTMENT, AT PAGE 10.

YOU SHOULD ALSO BE AWARE THAT THIS COMMODITY POOL MAY TRADE FOREIGN FUTURES OR OPTIONS CONTRACTS. TRANSACTIONS ON MARKETS LOCATED OUTSIDE THE UNITED STATES, INCLUDING MARKETS FORMALLY LINKED TO A UNITED STATES MARKET, MAY BE SUBJECT TO REGULATIONS WHICH OFFER DIFFERENT OR DIMINISHED PROTECTION TO THE POOL AND ITS PARTICIPANTS. FURTHER, UNITED STATES REGULATORY AUTHORITIES MAY BE UNABLE TO COMPEL THE ENFORCEMENT OF THE RULES OF REGULATORY AUTHORITIES OR MARKETS IN NON-UNITED STATES JURISDICTIONS WHERE TRANSACTIONS FOR THE POOL MAY BE EFFECTED.

SWAPS 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 OF THE TRANSACTION AND YOUR CIRCUMSTANCES. IN GENERAL, HOWEVER, ALL SWAPS TRANSACTIONS INVOLVE SOME COMBINATION OF MARKET RISK, CREDIT RISK, COUNTERPARTY CREDIT RISK, FUNDING RISK, LIQUIDITY RISK, AND OPERATIONAL RISK.

HIGHLY CUSTOMIZED SWAPS 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 THE COMMODITY POOL OPERATOR TO MODIFY, TERMINATE, OR OFFSET THE POOL S OBLIGATIONS OR THE POOL S EXPOSURE TO THE RISKS ASSOCIATED WITH A TRANSACTION PRIOR TO ITS SCHEDULED TERMINATION DATE.

TABLE OF CONTENTS

Table of Contents

	Page
Prospectus Summary	1
Overview of US12NG	1
Principal Offices of US12NG and the General Partner	3
Principal Investment Risks of an Investment in US12NG	3
Financial Condition of US12NG	5
Defined Terms	5
Breakeven Analysis	6
The Offering	7
What are the Risk Factors Involved with an Investment in US12NG?	10
Risks Associated With Investing Directly or Indirectly in Natural Gas	10
US12NG s Operating Risks	15
Risk of Leverage and Volatility	21
Over-the-Counter Contract Risk	21
Risk of Trading in International Markets	23
Tax Risk	24
The Offering	26
What is US12NG?	26
Who is the General Partner?	26
Compensation of the General Partner and Other Compensation	30
Director Compensation	31
Market Price of Units	31
Prior Performance of US12NG	31
Other Related Commodity Trading and Investment Management Experience	34
How Does US12NG Operate?	34
What is US12NG s Investment Strategy?	44
What are Futures Contracts?	45
What is the Natural Gas Market and the Petroleum-Based Fuel Market?	49
Why Does US12NG Purchase and Sell Futures Contracts?	50
What is the Flow of Units?	51
What are the Trading Policies of US12NG?	51
Who are the Service Providers?	52
Fees of US12NG	55
Form of Units	56
Transfer of Units	56
Withdrawal of Limited Partners	58
What is the Plan of Distribution?	58
Calculating NAV	59
Creation and Redemption of Units	60
Use of Proceeds	65
Limited Partnership Agreement	65
The General Partner Has Conflicts of Interest	67
The General Partner s Responsibility and Remedies	69
Liability and Indemnification	69

Provisions of Law	70
Books and Records	71
Analysis of Critical Accounting Policies	71
Statements, Filings, and Reports	71

TABLE OF CONTENTS

	Page
Reports to Limited Partners	71
Fiscal Year	72
Governing Law; Consent to Delaware Jurisdiction	72
Security Ownership of Principal Unitholders and Management	72
Legal Matters	72
Experts	73
Privacy Policy	73
U.S. Federal Income Tax Considerations	73
Backup Withholding	82
Other Tax Considerations	82
Investment by ERISA Accounts	82
Information You Should Know	85
Statement Regarding Forward-Looking Statements	85
Where You Can Find More Information	85
Incorporation by Reference of Certain Information	86
Summary of Promotional and Sales Material	86
Intellectual Property	87
Appendix A:	A-1
Glossary of Defined Terms	A-1
Appendix B:	B-1
United States 12 Month Natural Gas Fund, LP-Second Amended and Restated Agreement of Limited Partnership (Including Exhibits Thereto)	B-1
Statement of Additional Information	SAI-1

TABLE OF CONTENTS

PROSPECTUS SUMMARY

This is only a summary of the prospectus and, while it contains material information about US12NG and its units, it does not contain or summarize all of the information about US12NG and the units contained in this prospectus that is material and/or which may be important to you. You should read this entire prospectus, including What Are the Risk Factors Involved with an Investment in US12NG? beginning on page 10, before making an investment decision about the units.

Overview of US12NG

United States 12 Month Natural Gas Fund, LP, a Delaware limited partnership (US12NG or Us or We), is a commodity pool that issues units that may be purchased and sold on the NYSE Arca. It is managed and controlled by its general partner, United States Commodity Funds LLC (formerly known as Victoria Bay Asset Management, LLC) (General Partner). The General Partner is a single member limited liability company formed in Delaware on May 10, 2005, that is registered as a commodity pool operator (CPO) with the Commodity Futures Trading Commission (CFTC) and is a member of the National Futures Association (NFA).

The investment objective of US12NG is for the daily changes in percentage terms of its units net asset value (NAV) to reflect the daily changes in percentage terms of the spot price of natural gas delivered at the Henry Hub, Louisiana, as measured by the daily changes in the average of the prices of 12 futures contracts on natural gas traded on the New York Mercantile Exchange (NYMEX), consisting of the near month contract to expire and the contracts for the following eleven months, for a total of 12 consecutive months contracts, except when the near month contract is within two weeks of expiration, in which case it will be measured by the futures contracts that are the next month contract to expire the and the contracts for the following eleven consecutive months, less US12NG s expenses (the Benchmark Futures Contracts). When calculating the daily movement of the average price of the 12 contracts, each contract month will be equally weighted. The General Partner does not intend to operate US12NG in a fashion such that its NAV will equal, in dollar terms, the spot price of natural gas or any particular futures contract based on natural gas. It is not the intent of US12NG to be operated in a fashion such that its per unit NAV will reflect the percentage change in the price of any particular futures contract as measured over a time period greater than one day. The General Partner believes it is not practical to manage the portfolio to achieve such an investment goal when investing in futures contracts. US12NG may invest in interests other than Benchmark Futures Contracts to comply with accountability levels and position limits. For a detailed discussion of accountability levels and position limits, see What are Futures Contracts?

The net assets of US12NG consist primarily of investments in futures contracts for natural gas that are traded on the NYMEX, ICE Futures Exchange (ICE Futures), or other U.S. and foreign exchanges (collectively, Natural Gas Futures Contracts) and, to a lesser extent, in investments such as cash-settled options on Natural Gas Futures Contracts, forward contracts for natural gas, cleared swap contracts, and non-exchange traded (over-the-counter) transactions that are based on the price of natural gas, crude oil and other petroleum-based fuels, as well as futures contracts for crude oil, heating oil, gasoline, and other petroleum-based fuels and indices based on the foregoing (collectively, Other Natural Gas-Related Investments). Market conditions that the General Partner currently anticipates could cause US12NG to invest in Other Natural Gas-Related Investments include those allowing US12NG to obtain greater liquidity or to execute transactions with more favorable pricing. For convenience and unless otherwise specified, Natural Gas Futures Contracts and Other Natural Gas-Related Investments collectively are referred to as Natural Gas Interests in this prospectus.

In order for a hypothetical investment in units to break even over the next 12 months, assuming a selling price of $17.27 per unit, the investment would have to generate a 0.93% return. For more information, see Breakeven Analysis .

The General Partner believes that holding futures contracts whose expiration dates are spread out over a 12 month period of time will cause the total return of such a portfolio to vary compared to a portfolio that holds only a single month s contract (such as the near month contract). In particular, the General Partner believes that the total return of a portfolio holding contracts with a range of expiration months will be impacted differently by the price relationship between different contract months of the same commodity future

1

TABLE OF CONTENTS

compared to the total return of a portfolio consisting of the near month contract. For example, in cases in which the near month contract s price is higher than the price of contracts that expire later in time (a situation known as backwardation in the futures markets), then absent the impact of the overall movement in natural gas prices the value of the near month contract would tend to rise as it approaches expiration. Conversely, in cases in which the near month contract s price is lower than the price of contracts that expire later in time (a situation known as contango in the futures markets), then absent the impact of the overall movement in natural gas prices the value of the near month contract would tend to decline as it approaches expiration. The total return of a portfolio that owned the near month contract and rolled forward each month by selling the near month contract as it approached expiration and purchasing the next month to expire would be positively impacted by a backwardation market, and negatively impacted by a contango market. Depending on the exact price relationship of the different month s prices, portfolio expenses, and the overall movement of natural gas prices, the impact of backwardation and contango could have a major impact on the total return of such a portfolio over time. The General Partner believes that based on historical evidence a portfolio that held futures contracts with a range of expiration dates spread out over a 12 month period of time would typically be impacted less by the positive effect of backwardation and the negative effect of contango compared to a portfolio that held contracts of a single near month. As a result, absent the impact of any other factors, a portfolio of 12 different monthly contracts would tend to have a lower total return than a near month only portfolio in a backwardation market and a higher total return in a contango market. However there can be no assurance that such historical relationships would provide the same or similar results in the future.

The General Partner endeavors to place US12NG s trades in Natural Gas Futures Contracts and Other Natural Gas-Related Investments and otherwise manage US12NG s investments so that A will be within plus/minus 10 percent of B , where:

A is the average daily percentage change in US12NG s NAV for any period of 30 successive valuation days, *i.e.*, any NYSE Arca trading day as of which US12NG calculates its NAV; and
B is the average daily percentage change in the average of the prices of the Benchmark Futures Contracts over the same period.

The General Partner believes that market arbitrage opportunities cause daily changes in US12NG s unit price on the NYSE Arca to closely track daily changes in US12NG s NAV per unit. The General Partner further believes that the daily changes in the prices of the Benchmark Futures Contracts have historically closely tracked the daily changes in the spot prices of natural gas. The General Partner believes that the net effect of these two expected relationships and the expected relationship described above between US12NG s NAV and the Benchmark Futures Contracts, will be that daily changes in the price of US12NG s units on the NYSE Arca will continue to closely track, in percentage terms, the daily changes in the spot price of natural gas, less US12NG s expenses.

The composition of the Benchmark Futures Contracts is changed or rolled by selling the near month contract during one day and buying the contract which at that time is the thirteenth month contract. For example, the Benchmark Futures Contracts on June 1 of any given year would include the near month contract that would expire in July, and the next eleven contract months, which would be August of the current year through June of the following year, for a total of 12 months. When the July contract is within two weeks of expiration, the Benchmark would no longer make use of the July contract of the current year and would instead add the July contract of the next year. The Benchmark Futures Contracts would remain 12 consecutive contract months but they would now consist of the August contract of the current year through the July contract of the next year. The anticipated dates that the roll will commence are posted on US12NG s website at *www.unitedstates12monthnaturalgasfund.com*.

The General Partner employs a neutral investment strategy intended to track the changes in the price of the Benchmark Futures Contracts regardless of whether these prices go up or go down. US12NG s neutral investment strategy is designed to permit investors generally to purchase and sell US12NG s units for the purpose of investing indirectly in natural gas in a cost-effective manner, and/or to permit participants in the natural gas markets or other industries to hedge the risk of losses in their natural gas-related transactions. Accordingly, depending on the investment objective of an individual investor, the risks generally associated with investing in natural gas and/or the risks involved in hedging may exist. In addition, an

2

TABLE OF CONTENTS

investment in US12NG involves the risk that the changes in the price of US12NG s units will not accurately track the changes in the average of the prices of the Benchmark Futures Contracts.

US12NG creates units only in blocks of 50,000 units called Creation Baskets and redeems units only in blocks of 50,000 units called Redemption Baskets. Only Authorized Purchasers may purchase or redeem Creation Baskets or Redemption Baskets, respectively. An Authorized Purchaser is under no obligation to create or redeem baskets, and an Authorized Purchaser is under no obligation to offer to the public units of any baskets it does create. Baskets are generally created when there is a demand for units including, but not limited to, when the market price per unit is at a premium to the NAV per unit. Authorized Purchasers will then sell such units, which will be listed on the NYSE Arca, to the public at per-unit offering prices that are expected to reflect, among other factors, the trading price of the units on the NYSE Arca, the NAV of US12NG at the time the Authorized Purchaser purchased the Creation Baskets and the NAV at the time of the offer of the units to the public, the supply of and demand for units at the time of sale, and the liquidity of the Natural Gas Futures Contracts market and the market for Other Natural Gas-Related Investments. The prices of units offered by Authorized Purchasers are expected to fall between US12NG s NAV and the trading price of the units on the NYSE Arca at the time of sale. Similarly, baskets are generally redeemed when the market price per unit is at a discount to the NAV per unit. Retail investors seeking to purchase or sell units on any day will effect such transactions in the secondary market, on the NYSE Arca, at the market price per unit, rather than in connection with the creation or redemption of baskets.

There is no specified limit on the maximum amount of Creation Baskets that can be sold. At some point, accountability levels and position limits on certain of the Natural Gas Futures Contracts in which US12NG intends to invest may practically limit the number of Creation Baskets that will be sold if the General Partner determines that the other investment alternatives available to US12NG at that time will not enable it to meet its stated investment objective.

In managing US12NG s assets, the General Partner does not use a technical trading system that automatically issues buy and sell orders. The General Partner instead employs quantitative methodologies whereby each time one or more baskets are purchased or redeemed, the General Partner will purchase or sell Natural Gas Futures Contracts and Other Natural Gas-Related Investments with an aggregate market value that approximates the amount of Treasuries and/or cash received or paid upon the purchase or redemption of the basket(s).

Note to Secondary Market Investors: The units can be directly purchased from or redeemed by US12NG only in Creation Baskets or Redemption Baskets, respectively, and only by Authorized Purchasers. Each Creation Basket and Redemption Basket consists of 50,000 units and is expected to be worth millions of dollars. Individual investors, therefore, will not be able to directly purchase units from or redeem units with US12NG. Some of the information contained in this prospectus, including information about buying and redeeming units directly from and to US12NG is only relevant to Authorized Purchasers. Units are listed and traded on the NYSE Arca under the ticker symbol UNL and may be purchased and sold as individual units. Individuals interested in purchasing units in the secondary market should contact their broker. Units purchased or sold through a broker may be subject to commissions.

Except when aggregated in Redemption Baskets, units are not redeemable securities. There is no guarantee that units will trade at or near the per-unit NAV.

Principal Offices of US12NG and the General Partner

US12NG is a Delaware limited partnership organized on June 27, 2007. US12NG UGA is operated pursuant to the Second Amended and Restated Agreement of Limited Partnership (LP Agreement). US12NG s principal office is located at 1999 Harrison Street, Suite 1530, Oakland, California 94612. The General Partner s principal office is also located at 1999 Harrison Street, Suite 1530, Oakland, California 94612. The telephone number for each of US12NG and the General Partner is 510.522.9600.

Principal Investment Risks of an Investment in US12NG

An investment in US12NG involves a degree of risk. Some of the risks you may face are summarized below. A more extensive discussion of these risks appears beginning on page 10.

3

The Benchmark Futures Contracts consist of the near month contract to expire and the contracts for the following eleven months, except during the last two weeks of the current month when the near month contract is sold and replaced by the futures contract for the thirteenth month following the current month. The price relationship among these contracts will vary and may impact both the total return over time of US12NG s NAV, as well as the degree to which its total return tracks other natural gas price indices total returns. In cases in which the near month contract s price is lower than the twelfth month contract s price (a situation known as contango in the futures markets), then absent the impact of the overall movement in natural gas prices the value of the near month contract would tend to decline as it approaches expiration. In cases in which the near month contract s price is higher than the twelfth month contract s price (a situation known as backwardation in the futures markets), then absent the impact of the overall movement in natural gas prices the value of the near month contract would tend to rise as it approaches expiration. A portfolio, such as US12NG s, that consists of twelve different monthly contracts that roll just one month as described above, will be impacted differently by contango and backwardation than a portfolio that consists of just the near month contract that rolls each month to the next month contract.

Unlike mutual funds, commodity pools or other investment pools that manage their investments in an attempt to realize income and gains and distribute such income and gains to their investors, US12NG generally does not distribute cash to limited partners or other unitholders. You should not invest in US12NG if you will need cash distributions from US12NG to pay taxes on your share of income and gains of US12NG, if any, or for any other reason.

There is the risk that the changes in the price of US12NG s units on the NYSE Arca will not closely track the changes in the spot price of natural gas. This could happen if the price of units traded on the NYSE Arca does not correlate closely with US12NG s NAV; the changes in US12NG s NAV do not closely correlate with the changes in the average of the prices of the Benchmark Futures Contracts; or the changes in the average of the prices of the Benchmark Futures Contracts do not closely correlate with the changes in the cash or spot price of natural gas. This is a risk because if these correlations do not exist, then investors may not be able to use US12NG as a cost-effective way to invest indirectly in natural gas or as a hedge against the risk of loss in natural gas-related transactions.

US12NG seeks to have the daily changes in its units NAV in percentage terms track daily changes in the Benchmark Futures Contracts in percentage terms rather than profit from speculative trading of Natural Gas Interests. The General Partner will therefore endeavor to manage US12NG s positions in Natural Gas Interests so that US12NG s assets are, unlike those of other commodity pools, not leveraged (*i.e.*, so that the aggregate value of US12NG s unrealized losses from its investments in such Natural Gas Interests at any time will not exceed the value of US12NG s assets). There is no assurance that the General Partner will successfully implement this investment strategy. If the General Partner permits US12NG to become leveraged, you could lose all or substantially all of your investment if US12NG s trading positions suddenly turn unprofitable. These movements in price may be the result of factors outside of the General Partner s control and may not be anticipated by the General Partner.

Investors may choose to use US12NG as a means of investing indirectly in natural gas and there are risks involved in such investments. The risks and hazards that are inherent in the natural gas industry may cause the price of natural gas to widely fluctuate. The exploration for, and production of, natural gas is an uncertain process with many risks. The cost of drilling, completing and operating wells for natural gas is often uncertain, and a number of factors can delay or prevent drilling operations or production.

US12NG expects to invest primarily in Natural Gas Futures Contracts that are traded in the United States, and particularly in Natural Gas Futures Contracts traded on the NYMEX. However, a portion of US12NG s trades may take place in markets and on exchanges outside the United States. Some non-U.S. markets present risks because they are not subject to the same degree of regulation as their

U.S. counterparts. In some of these non-U.S. markets, the performance on a contract is the responsibility of the counterparty and is not backed by an exchange or clearing corporation and therefore exposes US12NG to credit risk. Trading in non-U.S. markets also leaves US12NG susceptible to fluctuations in the value of the local currency against the U.S. dollar.

US12NG may also invest in Other Natural Gas-Related Investments, many of which are negotiated contracts that are not as liquid as Natural Gas Futures Contracts and expose US12NG to credit risk that its counterparty may not be able to satisfy its obligations to US12NG.

US12NG pays fees and expenses that are incurred regardless of whether it is profitable.

You will have no rights to participate in the management of US12NG and will have to rely on the duties and judgment of the General Partner to manage US12NG.

The structure and operation of US12NG may involve conflicts of interest. For example, a conflict may arise because the General Partner and its principals and affiliates may trade for themselves. In addition, the General Partner has sole current authority to manage the investments and operations, which may create a conflict with the unitholders best interests. The General Partner may also have a conflict to the extent that its trading decisions may be influenced by the effect they would have on the United States Oil Fund, LP (USOF), the United States Natural Gas Fund, LP (USNG), the United States 12 Month Oil Fund, LP (US12OF), the United States Gasoline Fund, LP (UGA), the United States Short Oil Fund, LP (USSO), the United States Diesel-Heating Oil Fund, LP (USDHO), the United States Brent Oil Fund, LP (USBO), the United States Commodity Index Fund (USCI), the United States Metals Index Fund (USMI), the United States Agriculture Index Fund (USAG), the United States Copper Index Fund (CPER) and the United States Asian Commodities Basket Fund (UAC) or any other commodity pool the General Partner may form and manage in the future. UAC has been declared effective by the regulatory agencies which have regulatory authority over the General Partner and UAC, but at the time of filing this prospectus, UAC has not been made available to the public. USOF, USNG, US12OF, UGA, USSO, USDHO, USBO, USCI, USMI, USAG and CPER are referred to herein as the Related Public Funds.

Regulation of the commodity interest and energy markets is extensive and constantly changing. On July 21, 2010, a broad financial regulatory reform bill, The Dodd-Frank Wall Street Reform and Consumer Protection Act, was signed into law that includes provisions altering the regulation of commodity interests. The CFTC, along with the SEC and other federal regulators, has been tasked with developing the rules and regulations enacting the provisions noted above. The new law and the rules currently being promulgated thereunder may negatively impact US12NG s ability to meet its investment objective either through limits or requirements imposed on it or upon its counterparties.

Cash or property will be distributed at the sole discretion of the General Partner, and the General Partner currently does not intend to make cash or other distributions with respect to units. You will be required to pay U.S. federal income tax and, in some cases, state, local, or foreign income tax on your allocable share of a US12NG s taxable income, without regard to whether you receive distributions or the amount of any distributions. Therefore, your tax liability with respect to your units may exceed the amount of cash or value of property (if any) distributed.

For additional risks, see What Are the Risk Factors Involved with an Investment in US12NG?

Financial Condition of US12NG

US12NG s NAV is calculated shortly after the close of the core trading session on the NYSE Arca.

Defined Terms

For a glossary of defined terms, see Appendix A.

TABLE OF CONTENTS

Breakeven Analysis

The breakeven analysis below indicates the approximate dollar returns and percentage required for the redemption value of a hypothetical investment in a single unit to equal the amount invested twelve months after the investment was made. For purposes of this breakeven analysis, we have assumed an initial selling price per unit of $17.27 which equals the net asset value per unit on January 31, 2013. This breakeven analysis refers to the redemption of baskets by Authorized Purchasers and is not related to any gains an individual investor would have to achieve in order to break even. The breakeven analysis is an approximation only.

Assumed initial selling price per unit	$ 17.27
Management Fee (0.75%)(1)	$ 0.13
Creation Basket Fee(2)	$ (0.01)
Estimated Brokerage Fee (0.037%)(3)	$ 0.01
Interest Income (0.07%)(4)	$ (0.02)
New York Mercantile Exchange Licensing Fee(5)	$ 0.01
Independent Directors and Officers Fees(6)	$ 0.01
Fees and expenses associated with tax accounting and reporting(7)	$ 0.03
Amount of trading income (loss) required for the redemption value at the end of one year to equal the initial selling price of the unit	$ 0.16
Percentage of initial selling price per unit	0.93 %

1 US12NG is contractually obligated to pay the General Partner a management fee based on daily net assets and paid monthly of 0.75% per annum on average net assets.

2 Authorized Purchasers are required to pay a Creation Basket fee of $350 for each order they place to create one or more baskets. An order must be at least one basket, which is 50,000 units. This breakeven analysis assumes a hypothetical investment in a single unit so the Creation Basket fee is $.01 ($350/50,000).

3 This amount is based on the actual brokerage fees for US12NG calculated on an annualized basis.

4 US12NG earns interest on funds it deposits with the futures commission merchant and the Custodian and it estimates that the interest rate will be 0.07% based on the current interest rate on three-month Treasury Bills as of January 31, 2013. The actual rate may vary.

5 The NYMEX licensing fee is 0.015% of the aggregate assets of US12NG and the Related Public Funds (except for BNO, USCI, CPER, USAG and USMI). For more information see Fees of US12NG.

6 The foregoing assumes that the assets of US12NG are aggregated with those of the Related Public Funds, that the aggregate fees paid to the independent directors as of January 31, 2013 was $540,586, that the allocable portion of the fees borne by US12NG equals $5,704.13, and that US12NG has $46,628,788 in assets which is the amount of assets as of January 31, 2013.

7 US12NG estimates the aggregate costs attributable to tax accounting and reporting as of January 31, 2013 is $75,000. The number in the break-even table assumes US12NG has $46,628,788 in assets which is the amount of assets as of January 31, 2013.

6

TABLE OF CONTENTS

The Offering

Offering	US12NG is offering Creation Baskets consisting of 50,000 units through ALPS Distributors, Inc. (Marketing Agent) as marketing agent to Authorized Purchasers. Authorized Purchasers may purchase Creation Baskets consisting of 50,000 units at US12NG s NAV. This is a continuous offering under Rule 415 of the 1933 Act and is not expected to terminate until all of the registered units have been sold or three years from the date of the original prospectus, whichever is earlier, although the offering may be temporarily suspended during such period when suitable investments for US12NG are not available or practicable. It is anticipated that when all registered units have been sold pursuant to this registration statement, additional units will be registered in subsequent registration statements.
Use of Proceeds:	The General Partner applies substantially all of US12NG s assets toward trading in Natural Gas Futures Contracts and Other Natural Gas-Related Investments and investing in Treasuries, cash and/or cash equivalents. The General Partner deposits a portion of US12NG s net assets with the futures commission merchant (FCM), UBS Securities LLC, or other custodian to be used to meet its current or potential margin or collateral requirements in connection with its investment in Natural Gas Futures Contracts and other Natural Gas-Related Investments. US12NG uses only Treasuries, cash and/or cash equivalents to satisfy these requirements. The General Partner believes that all entities that will hold or trade US12NG s assets are based in the United States and will be subject to United States regulations. Approximately 5% to 30% of US12NG s assets have normally been committed as margin for Natural Gas Futures Contracts and collateral for Other Natural Gas-Related Investments. However, from time to time, the percentage of assets committed as margin/collateral may be substantially more, or less, than such range. The remaining portion of US12NG s assets is held in Treasuries, cash and/or cash equivalents by its Custodian, Brown Brothers Harriman & Co. (Custodian). All interest income earned on these investments is retained for US12NG s benefit.
NYSE Arca Symbol:	UNL
Creation and Redemption:	Through May 1, 2014, Authorized Purchasers pay a $350 fee for each order to create or redeem one or more Creation Baskets or Redemption Baskets. Beginning on May 2, 2014 and after, Authorized Purchasers will pay a transaction fee of $1,000 for each order placed to create one or more baskets. Authorized Purchasers are not required to sell any specific number or dollar amount of units. The per unit price of units offered in Creation Baskets on any particular day is the total NAV of US12NG calculated shortly after the close of the core trading on the NYSE Arca on that day divided by the number of issued and outstanding units. The General Partner shall notify the Depository Trust Company (DTC) of any change in the transaction fee and will not implement any increase in the fee for Creation or Redemption Baskets until 30 days after the date of notice.
Registration Clearance and Settlement:	Individual certificates will not be issued for the units. Instead, units will be represented by one or more global certificates, which will be deposited by the Custodian with DTC and registered in the name of Cede & Co., as nominee for DTC.

The administrator, Brown Brothers Harriman & Co. (Administrator) has been appointed registrar and transfer agent for the purpose of registering and transferring units. The General Partner will recognize transfer of units only if such transfer is done in accordance with the United States 12 Month Natural Gas Fund, LP Second Amended and Restated Agreement of Limited Partnership (the LP Agreement), including the delivery of a transfer application.

7

TABLE OF CONTENTS

Net Asset Value:	The NAV is calculated by taking the current market value of US12NG s total assets, subtracting any liabilities and dividing that number by the total number of outstanding units. Under US12NG s current operational procedures, the Administrator calculates the NAV of US12NG once each NYSE Arca trading day. The NAV for a particular trading day is released after 4:00 p.m. New York time. Trading during the core trading session of the NYSE Arca typically closes at 4:00 p.m. New York time. The 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 US12NG investments as of the earlier of the close of the New York Stock Exchange or 4:00 p.m. New York time. The NYSE Arca currently calculates an approximate NAV every 15 seconds throughout each day US12NG s units are traded on the NYSE Arca for as long as the main pricing mechanisms are open for the Futures Exchanges upon which the Benchmark Futures Contracts are traded.
Fund Expenses:	US12NG pays the General Partner a management fee of 0.75% of NAV on its average net assets. Brokerage fees for Treasuries, Natural Gas Futures Contracts, and Other Natural Gas-Related Investments were 0.037% of average net assets on an annualized basis through January 31, 2013 and are paid to unaffiliated brokers. US12NG also pays any licensing fees for the use of intellectual property. Registration fees paid to the SEC, the Financial Industry Regulatory Authority (FINRA), or other regulatory agency in connection with the initial offers and sales of the units and the legal, printing, accounting and other expenses associated with such registrations are paid by the General Partner, but the fees and expenses associated with subsequent SEC registrations of units are borne by US12NG. The licensing fee paid to the NYMEX is 0.015% of NAV. The assets of US12NG are aggregated with those of the Related Public Funds, other than USBO, USCI, USMI, USAG and CPER for the purpose of calculating the NYMEX licensing fee. US12NG expressly disclaims any association with the NYMEX or endorsement of US12NG by the NYMEX and acknowledges that NYMEX and New York Mercantile Exchange are registered trademarks of the NYMEX. US12NG also is responsible for the fees and expenses, which may include directors and officers liability insurance, of the independent directors of the General Partner in connection with their activities with respect to US12NG. These director fees and expenses may be shared with other funds managed by the General Partner. These fees and expenses for 2012 were $540,586, and US12NG s portion of such fees and expenses was $5,704. The General Partner, and not US12NG, is responsible for payment of the fees of US12NG s Marketing Agent, Administrator and Custodian. US12NG and/or the General Partner may be required to indemnify the Marketing Agent, Administrator or Custodian under certain circumstances. US12NG also pays the fees and expenses associated with its tax accounting and reporting requirements. The General Partner, though under no obligation to do so, has agreed to pay certain expenses, including those relating to audit expenses and tax accounting and reporting requirements normally borne by US12NG to the extent that such expenses exceeded 0.15% (15 basis points) of US12NG s NAV, on an annualized basis. The General Partner has voluntarily agreed to pay certain expenses typically borne by U12NG, to the extent such expenses exceeded 0.15% (15 basis points) of U12NG s NAV, on an annualized basis. The General Partner has no obligation to pay such

expenses.

TABLE OF CONTENTS

Termination Events:	US12NG shall continue in effect from the date of its formation in perpetuity, unless sooner terminated upon the occurrence of any one or more of the following events: the death, adjudication of incompetence, bankruptcy, dissolution, withdrawal, or removal of a General Partner who is the sole remaining General Partner, unless a majority in interest of limited partners within ninety (90) days after such event elects to continue the partnership and appoints a successor general partner; or the affirmative vote of a majority in interest of the limited partners subject to certain conditions. Upon termination of the partnership, the affairs of the partnership shall be wound up and all of its debts and liabilities discharged or otherwise provided for in the order of priority as provided by law. The fair market value of the remaining assets of the partnership shall then be determined by the General Partner. Thereupon, the assets of the partnership shall be distributed pro rata to the partners in accordance with their units.
Withdrawal:	As discussed in the LP Agreement, if the General Partner gives at least fifteen (15) days written notice to a limited partner, then the General Partner may for any reason, in its sole discretion, require any such limited partner to withdraw entirely from the partnership or to withdraw a portion of its partner capital account. If the General Partner does not give at least fifteen (15) days written notice to a limited partner, then it may only require withdrawal of all or any portion of the capital account of any limited partner in the following circumstances: (i) the unitholder made a misrepresentation to the General Partner in connection with its purchase of units; or (ii) the limited partner s ownership of units would result in the violation of any law or regulation applicable to the partnership or a partner.
Authorized Purchasers:	US12NG has entered into agreements with several Authorized Purchasers. A current list of Authorized Purchasers is available from the Marketing Agent. Authorized Purchasers must be (1) registered broker-dealers or other securities market participants, such as banks and other financial institutions, that are not required to register as broker-dealers to engage in securities transactions, and (2) DTC Participants. To become an Authorized Purchaser, a person must enter into an Authorized Purchaser Agreement with the General Partner.

TABLE OF CONTENTS

WHAT ARE THE RISK FACTORS INVOLVED WITH AN INVESTMENT IN US12NG?

You should consider carefully the risks described below before making an investment decision. You should also refer to the other information included in this prospectus, as well as information found in our periodic reports, which include US12NG s financial statements and related notes, that are incorporated by reference. See Incorporation by Reference of Certain Information .

Risks Associated With Investing Directly or Indirectly in Natural Gas

Investing in Natural Gas Interests subjects US12NG to the risks of the natural gas industry and this could result in large fluctuations in the price of US12NG s units.

US12NG is subject to the risks and hazards of the natural gas industry because it invests in Natural Gas Interests. The risks and hazards that are inherent in the natural gas industry may cause the price of natural gas to widely fluctuate. If the changes in percentage terms of US12NG s units accurately track the changes in percentage terms of the average price of the changes in the Benchmark Futures Contracts or the spot price of natural gas, then the price of its units may also fluctuate. The exploration for, and production of, natural gas are uncertain processes with many risks. The cost of drilling, completing and operating wells for natural gas is often uncertain, and a number of factors can delay or prevent drilling operations or production of natural gas, including:

- unexpected drilling conditions;
- pressure or irregularities in formations;
- equipment failures or repairs;
- fires or other accidents;
- adverse weather conditions;
- pipeline ruptures or spills or other supply disruptions; and
- shortages or delays in the availability of drilling rigs and the delivery of equipment.

Natural gas transmission, distribution, gathering, and processing activities involve numerous risks that may affect the price of natural gas.

There are a variety of hazards inherent in natural gas transmission, distribution, gathering, and processing, such as leaks, explosions, pollution, release of toxic substances, adverse weather conditions (such as hurricanes and flooding), pipeline failure, abnormal pressures, uncontrollable flows of natural gas, scheduled and unscheduled maintenance, physical damage to the gathering or transportation system, and other hazards which could affect the price of natural gas. To the extent these hazards limit the supply or delivery of natural gas, natural gas prices will increase.

The price of natural gas may fluctuate on a seasonal and quarterly basis and this would result in fluctuations in the price of US12NG s units.

Natural gas prices fluctuate seasonally. For example, in some parts of the United States and other markets, the natural gas demand for power peaks during the cold winter months, with market prices peaking at that time. As a result, in the future, the overall price of natural gas may fluctuate substantially on a seasonal and quarterly basis and thus make consecutive period to period comparisons less relevant.

Natural gas transmission and storage operations are subject to government regulations and rate proceedings which could have an impact on the price of natural gas.

Natural gas transmission and storage operations in North America are subject to regulation and oversight by the Federal Energy Regulatory Commission, various state regulatory agencies, and Canadian regulatory authorities. These regulatory bodies have the authority to effect rate settlements on natural gas storage, transmission and distribution services. As a consequence, the price of natural gas may be affected by a change in the rate settlements effected by one or more of these regulatory bodies.

The price of natural gas may fluctuate on a seasonal and quarterly basis andthis would result in fluctuations in the p

TABLE OF CONTENTS

Daily changes in US12NG s per unit NAV may not correlate with daily changes in the average price of the Benchmark Futures Contracts. If this were to occur, investors may not be able to effectively use US12NG as a way to hedge against natural gas-related losses or as a way to indirectly invest in natural gas.

The General Partner endeavors to invest US12NG s assets as fully as possible in Natural Gas Futures Contracts and Other Natural Gas-Related Investments so that the daily changes in percentage terms of the per unit NAV closely correlate with the daily changes in percentage terms in the average price of the Benchmark Futures Contracts. However, daily changes in US12NG s per unit NAV may not correlate with the daily changes in the average price of the Benchmark Futures Contracts for several reasons as set forth below:

US12NG: (i) may not be able to buy/sell the exact amount of Natural Gas Futures Contracts and Other Natural Gas-Related Investments to have a perfect correlation with the per unit NAV; (ii) may not always be able to buy and sell Natural Gas Futures Contracts or Other Natural Gas-Related Investments at the market price; and (iii) is required to pay fees, including brokerage fees and the management fee, which will have an effect on the correlation.

Short-term supply and demand for natural gas may cause the changes in the market price of the Benchmark Futures Contracts to vary from the changes in US12NG s per unit NAV if US12NG has fully invested in Natural Gas Futures Contracts that do not reflect such supply and demand and it is unable to replace such contracts with Natural Gas Futures Contracts that do reflect such supply and demand.

US12NG sells and buys only as many Natural Gas Futures Contracts and Other Natural Gas-Related Investments that it can to get the daily changes in percentage terms of the per unit NAV as close as possible to the daily changes in percentage terms in the average price of the Benchmark Futures Contracts. The remainder of its assets are invested in Treasuries, cash and/or cash equivalents and are used to satisfy initial margin and additional margin requirements, if any, and to otherwise support its investments in Natural Gas Interests. Investments in Treasuries, cash and/or cash equivalents, both directly and as margin, provide rates of return that vary from changes in the average price of the Benchmark Futures Contracts.

Because US12NG incurs certain expenses in connection with its investment activities, and holds most of its assets in more liquid short-term securities for margin and other liquidity purposes and for redemptions that may be necessary on an ongoing basis, the General Partner is generally not able to fully invest US12NG s assets in Natural Gas Futures Contracts or Other Natural Gas-Related Investments and there cannot be perfect correlation between changes in US12NG s per unit NAV and changes in the average price of the Benchmark Futures Contracts.

As US12NG grows there may be more or less correlation. For example, if US12NG only has enough money to buy three Natural Gas Futures Contracts and it needs to buy four contracts to track the price of natural gas then the correlation will be lower, but if it buys 20,000 Natural Gas Futures Contracts and it needs to buy 20,001 contracts then the correlation will be higher. At certain asset levels, US12NG may be limited in its ability to purchase the Benchmark Futures Contracts or other Natural Gas Futures Contracts due to accountability levels imposed by the relevant exchanges. To the extent that US12NG invests in these other Natural Gas Futures Contracts or Other Natural Gas-Related Investments, the correlation with the Benchmark Futures Contracts may be lower. If US12NG is required to invest in other Natural Gas Futures Contracts and Other Natural Gas-Related Investments that are less correlated with the Benchmark Futures Contracts, US12NG would likely invest in over-the-counter contracts to increase the level of correlation of US12NG s assets. Over-the-counter contracts entail certain risks described below under Over-the-Counter Contract Risk.

US12NG may not be able to buy the exact number of Natural Gas Futures Contracts and Other Natural Gas-Related Investments to have a perfect correlation with the Benchmark Futures Contracts if the purchase price of Natural Gas Futures Contracts required to be fully invested in such contracts is higher than the proceeds received for the sale of a

Creation Basket on the day the basket was sold. In such case, US12NG could not invest the entire proceeds from the purchase of the Creation

11

Basket in such Natural Gas Futures Contracts (for example, assume US12NG receives $4,000,000 for the sale of a Creation Basket and assume that the price of a Natural Gas Futures Contract is $59,950, then US12NG could invest in only 66 Natural Gas Futures Contracts with an aggregate value of $3,956,700), US12NG would be required to invest a percentage of the proceeds in cash, Treasuries or other liquid securities to be deposited as margin with the FCM through which the contracts were purchased. The remainder of the purchase price for the Creation Basket would remain invested in Treasuries, cash and/or cash equivalents or other liquid securities as determined by the General Partner from time to time based on factors such as potential calls for margin or anticipated redemptions. If the trading market for Natural Gas Futures Contracts is suspended or closed, US12NG may not be able to purchase these investments at the last reported price.

If daily changes in US12NG s per unit NAV do not correlate with daily changes in the average price of the Benchmark Futures Contracts, then investing in US12NG may not be an effective way to hedge against natural gas-related losses or indirectly invest in natural gas.

The Benchmark Futures Contracts may not correlate with the spot price of natural gas and this could cause changes in the price of the units to substantially vary from the changes in the spot price of natural gas. If this were to occur, then investors may not be able to effectively use US12NG as a way to hedge against natural gas-related losses or as a way to indirectly invest in natural gas. In addition, the price relationship between the near month contract and the next month contract that compose the Benchmark Futures Contracts will vary and may impact both the total return over time of US12NG s per unit NAV, as well as the degree to which its total return tracks other natural gas price indices total returns.

When using the Benchmark Futures Contracts as a strategy to track the spot price of natural gas, at best the correlation between changes in prices of such Natural Gas Interests and the spot price of natural gas can be only approximate. The degree of imperfection of correlation depends upon circumstances such as variations in the speculative natural gas market, supply of and demand for such Natural Gas Interests and technical influences in futures trading. If there is a weak correlation between the Natural Gas Interests and the spot price of natural gas, then even in situations where there is also tracking among the price of its units, the per unit NAV of such units and Natural Gas Interests, the price of units may not accurately track the spot price of natural gas and investors may not be able to effectively use US12NG as a way to hedge the risk of losses in their natural gas-related transactions or as a way to indirectly invest in natural gas.

Backwardation and contango may increase US12NG s tracking error and/or negatively impact total return.

The design of US12NG s Benchmark Futures Contracts is such that every month it begins by using the near month contract to expire and the contracts for the following 11 months until the near month contract is within two weeks of expiration, when, over a one-day period, it transitions to the next month contract to expire and the contracts for the following 11 months as its benchmark contracts and keeps those contracts as its benchmark until it becomes the near month contract and close to expiration. In the event of a natural gas futures market where near month contracts trade at a higher price than next month to expire contracts, a situation described as backwardation in the futures market, then absent the impact of the overall movement in natural gas prices the value of the benchmark contract would tend to rise as it approaches expiration. As a result the total return of the Benchmark Futures Contracts would tend to track higher. Conversely, in the event of a natural gas futures market where near month contracts trade at a lower price than next month contracts, a situation described as contango in the futures market, then absent the impact of the overall movement in natural gas prices the value of the Benchmark Futures Contracts would tend to decline as it approaches expiration. As a result, the total return of the Benchmark Futures Contracts would tend to track lower. When compared to total return of other price indices, such as the spot price of natural gas, the impact of backwardation and contango may lead the total return of US12NG s per unit NAV to vary significantly. In the event of a prolonged period of contango, and absent the impact of rising or falling natural gas prices, this could have a significant negative impact on US12NG s per unit NAV and total return.

US12NG may experience a loss if it is required to sell Treasuries at a price lower than the price at which they were acquired.

The value of Treasuries generally moves inversely with movements in interest rates. If US12NG is required to sell Treasuries at a price lower than the price at which they were acquired, US12NG will

12

TABLE OF CONTENTS

experience a loss. This loss may adversely impact the price of the units and may decrease the correlation among the price of units, the per unit NAV of units, the price of the Benchmark Futures Contracts and Other Natural Gas-Related Investments, and the spot price of natural gas.

Certain of US12NG s investments could be illiquid which could cause large losses to investors at any time or from time to time.

US12NG may not always be able to liquidate its positions in its investments at the desired price. It is difficult to execute a trade at a specific price when there is a relatively small volume of buy and sell orders in a market. A market disruption, such as a foreign government taking political actions that disrupt the market in its currency, its natural gas production or exports, or in another major export, can also make it difficult to liquidate a position. Alternatively, limits imposed by futures exchanges or other regulatory organizations, such as accountability levels, position limits and daily price fluctuation limits, may contribute to a lack of liquidity with respect to some commodity interests.

Unexpected market illiquidity may cause major losses to investors at any time or from time to time. In addition, US12NG has not and does not intend at this time to establish a credit facility, which would provide an additional source of liquidity and instead relies only on the Treasuries, cash and/or cash equivalents that it holds. The anticipated large value of the positions in Natural Gas Futures Contracts that the General Partner will acquire or enter into for US12NG increases the risk of illiquidity. The Other Natural Gas-Related Investments that US12NG invests in, such as negotiated over-the-counter contracts, may have a greater likelihood of being illiquid since they are contracts between two parties that take into account not only market risk, but also the relative credit, tax, and settlement risks under such contracts. Such contracts also have limited transferability that results from such risks and from the contract s express limitations.

Because both Natural Gas Futures Contracts and Other Natural Gas-Related Investments may be illiquid, US12NG s Natural Gas Interests may be more difficult to liquidate at favorable prices in periods of illiquid markets and losses may be incurred during the period in which positions are being liquidated.

If the nature of hedgers and speculators in futures markets has shifted such that natural gas purchasers are the predominant hedgers in the market, US12NG might have to reinvest at higher futures prices or choose Other Natural Gas-Related Investments.

The changing nature of the hedgers and speculators in the natural gas market influences whether futures prices are above or below the expected future spot price. In order to induce speculators to take the corresponding long side of the same futures contract, natural gas producers must generally be willing to sell futures contracts at prices that are below expected future spot prices. Conversely, if the predominant hedgers in the futures market are the purchasers of the natural gas who purchase futures contracts to hedge against a rise in prices, then speculators will only take the short side of the futures contract if the futures price is greater than the expected future spot price of natural gas. This can have significant implications for US12NG when it is time to reinvest the proceeds from a maturing Natural Gas Futures Contract into a new Natural Gas Futures Contract.

While US12NG does not intend to take physical delivery of natural gas under its Natural Gas Futures Contracts, physical delivery under such contracts impacts the value of the contracts.

US12NG may experience a loss if it is required to sell Treasuries at a pricelower than the price at which they were a

While it is not the current intention of US12NG to take physical delivery of natural gas under its Natural Gas Futures Contracts, futures contracts are not required to be cash-settled and it is possible to take delivery under some of these contracts. Storage costs associated with purchasing natural gas could result in costs and other liabilities that could impact the value of Natural Gas Futures Contracts or Other Natural Gas-Related Investments. Storage costs include the time value of money invested in natural gas as a physical commodity plus the actual costs of storing the natural gas less any benefits from ownership of natural gas that are not obtained by the holder of a futures contract. In general, Natural Gas Futures Contracts have a one-month delay for contract delivery and the back month (the back month is any future delivery month other than the spot month) includes storage costs. To the extent that these storage costs change for natural gas while US12NG holds Natural Gas Futures Contracts or Other Natural Gas-Related Investments, the value of the Natural Gas Futures Contracts or Other Natural Gas-Related Investments, and therefore US12NG s NAV, may change as well.

Regulation of the commodity interests and energy markets is extensive and constantly changing; future regulatory developments are impossible to predict but may significantly and adversely affect US12NG.

The futures markets are subject to comprehensive statutes, regulations, and margin requirements. In addition, the CFTC and the exchanges are authorized to take extraordinary actions in the event of a market emergency, including, for example, the retroactive implementation of speculative position limits or higher margin requirements, the establishment of daily price limits and the suspension of trading.

The regulation of commodity interest transactions in the United States is a rapidly changing area of law and is subject to ongoing modification by governmental and judicial action. Considerable regulatory attention has been focused on non-traditional investment pools that are publicly distributed in the United States. In addition, various national governments outside the United States have expressed concern regarding the disruptive effects of speculative trading in the energy markets and the need to regulate the derivatives markets in general. The effect of any future regulatory change on US12NG is impossible to predict, but it could be substantial and adverse. For a more detailed discussion of the regulations imposed by the CFTC and the SEC and the potential impacts thereof on US12NG, see Regulation on page 5 of the Statement of Additional Information (SAI).

Investing in US12NG for purposes of hedging may be subject to several risks including the possibility of losing the benefit of favorable market movement.

Participants in the natural gas or in other industries may use US12NG as a vehicle to hedge the risk of losses in their natural gas-related transactions. There are several risks in connection with using US12NG as a hedging device. While hedging can provide protection against an adverse movement in market prices, it can also preclude a hedger s opportunity to benefit from a favorable market movement. In a hedging transaction, the hedger may be concerned that the hedged item will increase in price, but must recognize the risk that the price may instead decline and if this happens he will have lost his opportunity to profit from the change in price because the hedging transaction will result in a loss rather than a gain. Thus, the hedger foregoes the opportunity to profit from favorable price movements.

An investment in US12NG may provide little or no diversification benefits. Thus, in a declining market, US12NG may have no gains to offset losses from other investments, and an investor may suffer losses on an investment in US12NG while incurring losses with respect to other asset classes.

Historically, Natural Gas Futures Contracts and Other Natural Gas-Related Investments have generally been non-correlated to the performance of other asset classes such as stocks and bonds. Non-correlation means that there is a low statistically valid relationship between the performance of futures and other commodity interest transactions, on the one hand, and stocks or bonds, on the other hand. However, there can be no assurance that such non-correlation will continue during future periods. If, contrary to historic patterns, US12NG s performance were to move in the same general direction as the financial markets, investors will obtain little or no diversification benefits from an investment in the units. In such a case, US12NG may have no gains to offset losses from other investments, and investors may suffer losses on their investment in US12NG at the same time they incur losses with respect to other investments.

Variables such as drought, floods, weather, embargoes, tariffs and other political events may have a larger impact on natural gas prices and natural gas-linked instruments, including Natural Gas Futures Contracts and Other Natural

Gas-Related Investments, than on traditional securities. These additional variables may create additional investment risks that subject US12NG s investments to greater volatility than investments in traditional securities.

Non-correlation should not be confused with negative correlation, where the performance of two asset classes would be opposite of each other. There is no historic evidence that the spot price of natural gas and prices of other financial assets, such as stocks and bonds, are negatively correlated. In the absence of negative correlation, US12NG cannot be expected to be automatically profitable during unfavorable periods for the stock market, or vice versa.

14

TABLE OF CONTENTS

US12NG s Operating Risks

US12NG is not a registered investment company so unitholders do not have the protections of the 1940 Act.

US12NG is not an investment company subject to the 1940 Act. Accordingly, investors do not have the protections afforded by that statute which, for example, requires investment companies to have a majority of disinterested directors and regulates the relationship between the investment company and its investment manager.

The General Partner is leanly staffed and relies heavily on key personnel to manage trading activities.

In managing and directing the day-to-day activities and affairs of US12NG, the General Partner relies heavily on Messrs. Howard Mah and John Hyland. If Messrs. Mah or Hyland were to leave or be unable to carry out their present responsibilities, it may have an adverse effect on the management of US12NG. Furthermore, Messrs. Mah and Hyland are currently involved in the management of the Related Public Funds. The General Partner has also filed registration statements to register units of United States Sugar Fund (USSF), United States Natural Gas Double Inverse Fund (UNGD), United States Gasoil Fund (USGO) and UAC, each a series of the United States Commodity Funds Trust I, and US Golden Currency Fund (HARD), a series of the United States Currency Funds Trust. Mr. Mah is also employed by Ameristock Corporation, a registered investment adviser that until January 11, 2013 managed a public mutual fund. On January 11, 2013, Ameristock Mutual Fund, Inc. merged with and into the Drexel Hamilton Centre American Equity Fund, a series of the Drexel Hamilton Mutual Funds. Drexel Hamilton Mutual Funds and its advisor, Drexel Hamilton Investment Partners, are not affiliated with Ameristock Corporation, the Ameristock Mutual Fund Inc., or the General Partner. After the consummation of the reorganization and liquidation, the Ameristock Corporation maintained its non-advisory assets. It is estimated that Mr. Mah will spend approximately 98% of his time on US12NG and Related Public Fund matters. Mr. Hyland will spend approximately 100% of his time on US12NG and Related Public Fund matters. To the extent that the General Partner establishes additional funds, even greater demands will be placed on Messrs. Mah and Hyland, as well as the other officers of the General Partner and its Board.

Accountability levels, position limits, and daily price fluctuation limits set by the exchanges have the potential to cause a tracking error, which could cause the price of units to substantially vary from the prices of the Benchmark Futures Contracts and prevent investors from being able to effectively use US12NG as a way to hedge against natural gas-related losses or as a way to indirectly invest in natural gas.

Designated contract markets 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 US12NG is not) may hold, own or control. 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.

In late 2011, the CFTC adopted the Position Limit Rules, which were scheduled to become effective on October 12, 2012. However, on September 28, 2012, the United States District Court for the District of Columbia vacated these regulations on the basis of ambiguities in the provisions of the CEA (as modified by the Dodd-Frank Act) upon which the regulations were based. In its September 28, 2012 decision, the court remanded the Position Limit Rules to the CFTC with instructions to use its expertise and experience to resolve the ambiguities in the statute. On November 15, 2012, the CFTC indicated that it will move forward with an appeal of the District Court s decision to vacate the Position Limit Rules. At this time, it is not possible to predict how the CFTC s appeal could affect US12NG, but it may be substantial and adverse. Furthermore, until such time as the appeal is resolved or, if applicable revisions to the Position Limit Rules are proposed and adopted, the regulatory architecture in effect prior to the enactment of the Position Limit Rules will govern transactions in commodities and related derivatives. Under that system, the CFTC enforces federal limits on speculation in agricultural products (e.g., corn, wheat and soy), while futures exchanges enforce position limits and accountability levels for agricultural and certain energy products (e.g., oil and natural gas). As a result, US12NG may be limited with respect to the size of its investments in any commodities subject to these limits. Finally, subject to certain narrow exceptions, the vacated Position Limit Rules would have required the aggregation, for purposes of the position limits, of all positions in the 28 Referenced Contracts held by a single entity and its affiliates, regardless of whether such position existed on U.S. futures exchanges, non-U.S. futures exchanges, in cleared swaps or in over-the-counter swaps. The CFTC is presently considering new aggregation rules, under a rulemaking proposal that is distinct from the Position Limit Rules. At this time, it is unclear how any modified aggregation rules may affect US12NG, but it may be substantial and adverse. By way of example, the aggregation rules in combination with any potential revised Position Limit Rules may negatively impact the ability of US12NG to meet its investment objectives through limits that may inhibit the General Partner s ability to sell additional Creation Baskets of US12NG.

All of these limits may potentially cause a tracking error between the price of the units and the prices of the Benchmark Futures Contracts. This may in turn prevent investors from being able to effectively use US12NG as a way to hedge natural gas-related losses or as a way to indirectly invest in natural gas.

US12NG has not limited the size of its offering and is committed to utilizing substantially all of its proceeds to purchase Natural Gas Futures Contracts and Other Natural Gas-Related Investments. If US12NG encounters accountability levels, position limits, or price fluctuation limits for Natural Gas Futures Contracts on the NYMEX or ICE Futures, it may then, if permitted under applicable regulatory requirements, purchase Natural Gas Futures Contracts and Other Natural Gas-Related Investments on other exchanges that trade listed natural gas futures. If US12NG exceeds accountability levels on either the NYMEX or ICE Futures and is required by such exchanges to reduce its holdings, such reduction could potentially cause a tracking error between the price of the units and the price of the Benchmark Futures Contracts.

To the extent that the General Partner uses spreads and straddles as part of its trading strategy, there is the risk that the per unit NAV may not closely track the changes in the Benchmark Futures Contracts.

If the General Partner were to utilize a spread or straddle position and the spread performed differently than expected, the results could impact US12NG s tracking error. This could affect US12NG s investment objective of having its per unit NAV closely track the changes in the Benchmark Futures Contracts. Additionally, a loss on a spread position would negatively impact US12NG s absolute return.

US12NG and the General Partner may have conflicts of interest, which may permit them to favor their own interests to the detriment of unitholders.

US12NG and the General Partner may have inherent conflicts to the extent the General Partner attempts to maintain US12NG s asset size in order to preserve its fee income and this may not always be consistent with US12NG s objective of having the value of its units per unit NAV track the changes in the average of the prices of the Benchmark Futures Contracts. The General Partner s officers, directors and employees do not devote their time exclusively to US12NG. These persons are directors, officers or employees of other entities that may compete with US12NG for their services. They could have a conflict between their responsibilities to US12NG and to those other entities.

In addition, the General Partner s principals, officers, directors or employees may trade futures and related contracts for their own account. A conflict of interest may exist if their trades are in the same markets and at the same time as

US12NG trades using the clearing broker to be used by US12NG. A potential conflict also may occur if the General Partner s principals, officers, directors or employees trade their accounts more aggressively or take positions in their accounts which are opposite, or ahead of, the positions taken by US12NG.

The General Partner has sole current authority to manage the investments and operations of US12NG, and this may allow it to act in a way that furthers its own interests which may create a conflict with the best interests of investors. Limited partners have limited voting control, which will limit the ability to influence matters such as amendment of the LP Agreement, change in US12NG s basic investment policy, dissolution of this fund, or the sale or distribution of US12NG s assets.

The General Partner serves as the general partner to each of US12NG, USOF, USNG, US12OF, UGA, USDHO, USSO and USBO and the sponsor for USCI, CPER, USMI and USAG and will serve as the sponsor

16

for UAC, USSF, UNGD, USGO and HARD, if such funds offer their securities to the public or begin operations. The General Partner may have a conflict to the extent that its trading decisions for US12NG may be influenced by the effect they would have on the other funds it manages. These trading decisions may be influenced since the General Partner also serves as the general partner or sponsor for all of the funds and is required to meet all of the funds investment objectives as well as US12NG s. If the General Partner believes that a trading decision it made on behalf of US12NG might (i) impede its other funds from reaching their investment objectives, or (ii) improve the likelihood of meeting its other funds objectives, then the General Partner may choose to change its trading decision for US12NG, which could either impede or improve the opportunity for US12NG to meet its investment objective. In addition, the General Partner is required to indemnify the officers and directors of its other funds if the need for indemnification arises. This potential indemnification will cause the General Partner s assets to decrease. If the General Partner s other sources of income are not sufficient to compensate for the indemnification, then the General Partner may terminate and investors could lose their investment.

Unitholders may only vote on the removal of the General Partner and limited partners have only limited voting rights. Unitholders and limited partners will not participate in the management of US12NG and do not control the General Partner so they will not have influence over basic matters that affect US12NG. In addition, US12NG could terminate at any time and cause the liquidation and potential loss of an investor s investment and could upset the overall maturity and timing of an investor s investment portfolio.

Limited partners will have limited voting rights with respect to US12NG s affairs. Unitholders must apply to become limited partners, and unitholders that have not applied to become limited partners have no voting rights, other than to remove the General Partner as the general partner of US12NG. Even then, unitholders may remove the General Partner only if 66 2/3% of the unitholders elect to do so. Unitholders and limited partners will not be permitted to participate in the management or control of US12NG or the conduct of its business. Unitholders and limited partners must therefore rely upon the duties and judgment of the General Partner to manage US12NG s affairs.

US12NG may terminate at any time, regardless of whether US12NG has incurred losses, subject to the terms of the LP Agreement. In particular, unforeseen circumstances, including the death, adjudication of incompetence, bankruptcy, dissolution, or removal of the General Partner as the general partner of US12NG could cause US12NG to terminate unless a majority interest of the limited partners within 90 days of the event elects to continue the partnership and appoints a successor general partner, or the affirmative vote of a majority in interest of the limited partners subject to certain conditions. However, no level of losses will require the General Partner to terminate US12NG. US12NG s termination would cause the liquidation and potential loss of an investor s investment. Termination could also negatively affect the overall maturity and timing of an investor s investment portfolio.

The General Partner may manage a large amount of assets and this could affect US12NG s ability to trade profitably.

Increases in assets under management may affect trading decisions. In general, the General Partner does not intend to limit the amount of assets of US12NG that it may manage. The more assets the General Partner manages, the more difficult it may be for it to trade profitably because of the difficulty of trading larger positions without adversely affecting prices and performance and of managing risk associated with larger positions.

Limited partners may have limited liability in certain circumstances, including potentially having liability for the return of wrongful distributions.

Under Delaware law, a limited partner might be held liable for US12NG s obligations as if it were a general partner if the limited partner participates in the control of the partnership s business and the persons who transact business with the partnership think the limited partner is the general partner.

A limited partner will not be liable for assessments in addition to its initial capital investment in any of US12NG s capital securities representing units. However, a limited partner may be required to repay to US12NG any amounts wrongfully returned or distributed to it under some circumstances. Under Delaware

17

TABLE OF CONTENTS

law, US12NG may not make a distribution to limited partners if the distribution causes US12NG s liabilities (other than liabilities to partners on account of their partnership interests and nonrecourse liabilities) to exceed the fair value of US12NG s assets. Delaware law provides that a limited partner who receives such a distribution and knew at the time of the distribution that the distribution violated the law will be liable to the limited partnership for the amount of the distribution for three years from the date of the distribution.

With adequate notice, a limited partner may be required to withdraw from the partnership for any reason.

If the General Partner gives at least fifteen (15) days written notice to a limited partner, then the General Partner may for any reason, in its sole discretion, require any such limited partner to withdraw entirely from the partnership or to withdraw a portion of its partner capital account. The General Partner may require withdrawal even in situations where the limited partner has complied completely with the provisions of the LP Agreement.

US12NG does not expect to make cash distributions.

US12NG has not previously made any cash distributions and intends to re-invest any realized gains in Natural Gas Interests rather than distributing cash to limited partners. Therefore, unlike mutual funds, commodity pools or other investment pools that actively manage their investments in an attempt to realize income and gains from their investing activities and distribute such income and gains to their investors, US12NG generally does not expect to distribute cash to limited partners. An investor should not invest in US12NG if it will need cash distributions from US12NG to pay taxes on its share of income and gains of US12NG, if any, or for any other reason. Although US12NG does not intend to make cash distributions, the income earned from its investments held directly or posted as margin may reach levels that merit distribution, *e.g.*, at levels where such income is not necessary to support its underlying investments in Natural Gas Interests and investors adversely react to being taxed on such income without receiving distributions that could be used to pay such tax. If this income becomes significant then cash distributions may be made.

There is a risk that US12NG will not earn trading gains sufficient to compensate for the fees and expenses that it must pay and as such US12NG may not earn any profit.

US12NG pays brokerage charges of approximately 0.037% of average total net assets on an annualized basis through January 31, 2013 based on FCM fees of $3.50 per buy or sell, management fees of 0.75% of NAV per annum on its average total net assets, and over-the-counter spreads and extraordinary expenses (*e.g.,* subsequent offering expenses, other expenses not in the ordinary course of business, including the indemnification of any person against liabilities and obligations to the extent permitted by law and required under the LP Agreement and under agreements entered into by the General Partner on US12NG s behalf and the bringing and defending of actions at law or in equity and otherwise engaging in the conduct of litigation and the incurring of legal expenses and the settlement of claims and litigation) that cannot be quantified.

These fees and expenses must be paid in all cases regardless of whether US12NG s activities are profitable. Accordingly, US12NG must earn trading gains sufficient to compensate for these fees and expenses before it can earn any profit.

If offerings of the units do not raise sufficient funds to pay US12NG s future expenses and no other source of funding of expenses is found, US12NG may be forced to terminate and investors may lose all or part of their investment.

Prior to the offering of units that commenced on November 18, 2009, all of US12NG s expenses were funded by the General Partner and its affiliates. These payments by the General Partner and its affiliates were designed to allow US12NG the ability to commence the public offering of its units. US12NG now directly pays certain of these fees and expenses. The General Partner will continue to pay other fees and expenses, as set forth in the LP Agreement. If the General Partner and US12NG are unable to raise sufficient funds to cover their expenses or locate any other source of funding, US12NG may be forced to terminate and investors may lose all or part of their investment.

TABLE OF CONTENTS

US12NG may incur higher fees and expenses upon renewing existing or entering into new contractual relationships.

The clearing arrangements between the clearing brokers and US12NG generally are terminable by the clearing brokers once the clearing broker has given US12NG notice. Upon termination, the General Partner may be required to renegotiate or make other arrangements for obtaining similar services if US12NG intends to continue trading in Natural Gas Futures Contracts or Other Natural Gas-Related Investments at its present level of capacity. The services of any clearing broker may not be available, or even if available, these services may not be available on the terms as favorable as those of the expired or terminated clearing arrangements.

US12NG may miss certain trading opportunities because it will not receive the benefit of the expertise of independent trading advisors.

The General Partner does not employ trading advisors for US12NG; however, it reserves the right to employ them in the future. The only advisor to US12NG is the General Partner. A lack of independent trading advisors may be disadvantageous to US12NG because it will not receive the benefit of a trading advisor s expertise.

An unanticipated number of redemption requests during a short period of time could have an adverse effect on the NAV of US12NG.

If a substantial number of requests for redemption of Redemption Baskets are received by US12NG during a relatively short period of time, US12NG may not be able to satisfy the requests from US12NG s assets not committed to trading. As a consequence, it could be necessary to liquidate positions in US12NG s trading positions before the time that the trading strategies would otherwise dictate liquidation.

The financial markets are currently in a slow period of recovery and the financial markets are still relatively fragile.

Since 2008, the financial markets have experienced very difficult conditions and volatility as well as significant adverse trends. The conditions in these markets have resulted in a decrease in availability of corporate credit and liquidity and have led indirectly to the insolvency, closure or acquisition of a number of major financial institutions and have contributed to further consolidation within the financial services industry. In addition, the Administration and Congress have periodically been reaching impasses in passing a fiscal budget which could create long-term concerns regarding the credit of the United States and interest earned, as well as the United States Government s ability to pay its obligations to holders of Treasuries. If low interest rates on Treasuries continue or if US12NG is not able to redeem its investments in Treasuries prior to maturity and the U.S. Government cannot pay its obligations, US12NG would be negatively impacted. In addition, US12NG might also be negatively impacted by its use of money market mutual funds to the extent those funds might themselves be using Treasuries. Although the financial markets saw signs of recovery beginning in late 2010 and 2011, economic growth in 2012 was slow and the financial markets are still fragile. A poor financial recovery could adversely affect the financial condition and results of operations of US12NG s service providers and Authorized Purchasers which would impact the ability of the General Partner to achieve US12NG s investment objective.

The failure or bankruptcy of a clearing broker or US12NG s Custodian could result in a substantial loss of US12NG s assets and could impair US12NG in its ability to execute trades.

Under CFTC regulations, a clearing broker maintains customers assets in a bulk segregated account. If a clearing broker fails to do so, or even if the customers funds are segregated by the clearing broker but the clearing broker is unable to satisfy a substantial deficit in a customer account, the clearing broker s other customers may be subject to risk of a substantial loss of their funds in the event of that clearing broker s bankruptcy. In that event, the clearing broker s customers, such as US12NG, are entitled to recover, even in respect of property specifically traceable to them, only a proportional share of all property available for distribution to all of that clearing broker s customers. The bankruptcy of a clearing broker could result in the complete loss of US12NG s assets posted with the clearing broker; though the majority of US12NG s assets are held in Treasuries, cash and/or cash equivalents with the Custodian and would not be impacted by the

19

TABLE OF CONTENTS

bankruptcy of a clearing broker. US12NG also may be subject to the risk of failure of, or delay in performance by, any exchanges and markets and their clearing organizations, if any, on which commodity interest contracts are traded.

In addition, to the extent US12NG s clearing broker is required to post US12NG s assets as margin to a clearinghouse, the margin will be maintained in an omnibus account containing the margin of all of the clearing broker s customers. If US12NG s clearing broker defaults to a clearinghouse because of a default by one of the clearing broker s other customers or otherwise, then the clearinghouse can look to all of the margin in the omnibus account, including margin posted by US12NG and any other non-defaulting customers of the clearing broker to satisfy the obligations of the clearing broker.

From time to time, the clearing brokers may be subject to legal or regulatory proceedings in the ordinary course of their business. A clearing broker s involvement in costly or time-consuming legal proceedings may divert financial resources or personnel away from the clearing broker s trading operations, which could impair the clearing broker s ability to successfully execute and clear US12NG s trades.

In addition, the majority of US12NG s assets are held in Treasuries, cash and/or cash equivalents with the Custodian. The insolvency of the Custodian could result in a complete loss of US12NG s assets held by that Custodian, which, at any given time, would likely comprise a substantial portion of US12NG s total assets.

Third parties may infringe upon or otherwise violate intellectual property rights or assert that the General Partner has infringed or otherwise violated their intellectual property rights, which may result in significant costs and diverted attention.

Third parties may utilize US12NG s intellectual property or technology, including the use of its business methods, trademarks and trading program software, without permission. the General Partner has a patent for US12NG s business method and has registered its trademarks. US12NG does not currently have any proprietary software. However, if it obtains proprietary software in the future, then any unauthorized use of US12NG s proprietary software and other technology could also adversely affect its competitive advantage. US12NG may not have adequate resources to implement procedures for monitoring unauthorized uses of its patents, trademarks, proprietary software and other technology. Also, third parties may independently develop business methods, trademarks or proprietary software and other technology similar to that of the General Partner or claim that the General Partner has violated their intellectual property rights, including their copyrights, trademark rights, trade names, trade secrets and patent rights. As a result, the General Partner may have to litigate in the future to protect its trade secrets, determine the validity and scope of other parties proprietary rights, defend itself against claims that it has infringed or otherwise violated other parties rights, or defend itself against claims that its rights are invalid. Any litigation of this type, even if the General Partner is successful and regardless of the merits, may result in significant costs, divert its resources from US12NG, or require it to change its proprietary software and other technology or enter into royalty or licensing agreements.

The success of US12NG depends on the ability of the General Partner to accurately implement trading systems, and any failure to do so could subject US12NG to losses on such transactions.

The General Partner uses mathematical formulas built into a generally available spreadsheet program to decide whether it should buy or sell Natural Gas Interests each day. Specifically, the General Partner uses the spreadsheet to make mathematical calculations and to monitor positions in Natural Gas Interests and Treasuries and correlations to the Benchmark Futures Contracts. The General Partner must accurately process the spreadsheets outputs and execute the transactions called for by the formulas. In addition, US12NG relies on the General Partner to properly operate and maintain its computer and communications systems.

Extraordinary transaction volume, hardware or software failure, power or telecommunications failure, a natural disaster or other catastrophe could cause the computer systems to operate at an unacceptably slow speed or even fail. Any significant degradation or failure of the systems that the General Partner uses to gather and analyze information, enter orders, process data, monitor risk levels and otherwise engage in trading activities may result in substantial losses on transactions, liability to other parties, lost profit opportunities, damages to the General Partner s and US12NG s reputations, increased operational expenses and diversion of technical resources. Any failure, inaccuracy or delay in implementing any of the formulas or systems,

20

TABLE OF CONTENTS

including implementing upgrades and compatibility with the computer systems of third parties, and executing US12NG s transactions could impair its ability to achieve US12NG s investment objective. It could also result in decisions to undertake transactions based on inaccurate or incomplete information. This could cause substantial losses on transactions.

The occurrence of a terrorist attack, or the outbreak, continuation or expansion of war or other hostilities could disrupt US12NG s trading activity and materially affect US12NG s profitability.

The operations of US12NG, the exchanges, brokers and counterparties with which US12NG does business, and the markets in which US12NG does business could be severely disrupted in the event of a major terrorist attack or the outbreak, continuation or expansion of war or other hostilities. Global anti-terrorism initiatives, political unrest in the Middle East and Southeast Asia as well as political hostility towards the United States continue to fuel this concern.

Risk of Leverage and Volatility

If the General Partner permits US12NG to become leveraged, investors could lose all or substantially all of their investment if US12NG s trading positions suddenly turn unprofitable.

Commodity pools trading positions in futures contracts or other commodity interests are typically required to be secured by the deposit of margin funds that represent only a small percentage of a futures contract s (or other commodity interests) entire market value. This feature permits commodity pools to leverage their assets by purchasing or selling futures contracts (or other commodity interests) with an aggregate value in excess of the commodity pool s assets. While this leverage can increase the pool s profits, relatively small adverse movements in the price of the pool s futures contracts can cause significant losses to the pool. While the General Partner has not and does not currently intend to leverage US12NG s assets, it is not prohibited from doing so under the LP Agreement or otherwise.

The price of natural gas is volatile which could cause large fluctuations in the price of units.

Movements in the price of natural gas may be the result of factors outside of the General Partner s control and may not be anticipated by the General Partner. Among the factors that can cause volatility in the price of natural gas are:

- worldwide or regional demand for energy, which is affected by economic conditions;
- the domestic and foreign supply and inventories of oil and gas;
- weather conditions, including abnormally mild winter or summer weather, and abnormally harsh winter or summer weather;
- availability and adequacy of pipeline and other transportation facilities;
- availability of storage facilities;
- domestic and foreign governmental regulations and taxes;
- political conditions in gas or oil producing regions;
- technological advances relating to energy usage or relating to technology for exploration, production, refining and petrochemical manufacturing;
- the ability of members of OPEC to agree upon and maintain oil prices and production levels;

the price and availability of alternative fuels;
the impact of energy conservation efforts; and
the impact of environmental and other governmental regulations.

Over-the-Counter Contract Risk

Currently, over-the-counter transactions are subject to changing regulation.

A portion of US12NG s assets may be used to trade over-the-counter contracts, such as forward contracts or swap or spot contracts. Currently, over-the-counter contracts are typically contracts traded on a

21

principal-to-principal non-cleared basis through dealer markets that are dominated by major money center and investment banks and other institutions and that prior to the passage of the Dodd-Frank Act had been essentially unregulated by the CFTC. The markets for over-the-counter contracts have relied upon the integrity of market participants in lieu of the additional regulation imposed by the CFTC on participants in the futures markets. To date, the forward markets have been largely unregulated, forward contracts have been executed bi-laterally and, in general, forward contracts have not been cleared or guaranteed by a third party. On November 16, 2012, the Secretary of the Treasury issued a final determination that exempts both foreign exchange swaps and foreign exchange forwards from the definition of swap and, by extension, additional regulatory requirements (such as clearing and margin). The final determination does not extend to other foreign derivatives, such as foreign exchange options, certain currency swaps and non-deliverable forwards. While the Dodd-Frank Act and certain regulations adopted thereunder are intended to provide additional protections to participants in the over-the-counter market, the current regulation of the over-the-counter contracts could expose US12NG in certain circumstances to significant losses in the event of trading abuses or financial failure by participants. See Regulation on page 5 of the SAI for a discussion of how the over-the-counter market will be subject to much more extensive CFTC oversight and regulation after the implementation of the Dodd-Frank Act.

US12NG will be subject to credit risk with respect to counterparties to uncleared over-the-counter contracts entered into by US12NG or held by special purpose or structured vehicles.

Historically, over-the-counter contracts were not sent to a clearing house for central clearing. Provisions of the Dodd-Frank Act require the mandatory use of clearing house mechanisms for sufficiently standardized (as determined by the CFTC) swaps executed in the over-the-counter markets. On November 28, 2012, the CFTC issued its final clearing determination requiring that certain credit default swaps and interest rate swaps be cleared by registered derivatives clearing organizations (DCOs). This is the CFTC s first clearing determination under the Dodd-Frank Act and became effective February 11, 2013. On March 11, 2013, swap dealers, major swap participants, and certain active funds will be required to clear certain credit default swaps and interest rate swaps. Determination on other types of swaps are expected in the future and, when finalized, could require US12NG to centrally clear certain over-the-counter instruments presently settled on a bi-lateral basis.

For over-ther-counter contracts that are not cleared, US12NG faces the risk of non-performance by the counterparties to those contracts. Unlike in futures contracts, the counterparty to these contracts is generally a single bank or other financial institution, rather than a clearing organization backed by a group of financial institutions. As a result, there will be greater counterparty credit risk in these transactions. A counterparty may not be able to meet its obligations to US12NG, in which case US12NG could suffer significant losses on these contracts.

If a counterparty becomes bankrupt or otherwise fails to perform its obligations due to financial difficulties, US12NG may experience significant delays in obtaining any recovery in a bankruptcy or other reorganization proceeding. During any such period, US12NG may have difficulty in determining the value of its contracts with the counterparty, which in turn could result in the overstatement or understatement of US12NG s NAV. US12NG may obtain only limited recovery or may obtain no recovery in such circumstances.

US12NG may be subject to liquidity risk with respect to its over-the-counter contracts.

Over-the-counter contracts are less marketable because they are not traded on an exchange, do not have uniform terms and conditions, and are entered into based upon the creditworthiness of the parties and the availability of credit support, such as collateral, and in general, they are not transferable without the consent of the counterparty. These conditions make such contracts less liquid than standardized futures contracts traded on a commodities exchange and could adversely impact US12NG s ability to realize the full value of such contracts. In addition, even if collateral is used to reduce counterparty credit risk, sudden changes in the value of over-the-counter 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 over-the-counter 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

22

TABLE OF CONTENTS

terms on which such over-the-counter 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 over-the-counter contracts, they typically are not contractually obligated to do so, particularly if they are not a party to the transaction. As a result, it may be difficult to obtain an independent value for an outstanding over-the-counter derivatives transaction.

The Dodd-Frank Act requires the CFTC and SEC to establish both initial and variation margin requirements on all swaps that are not cleared by a registered clearing organization (i.e., uncleared swaps). In addition, the Dodd-Frank Act provides parties who post initial margin to a swap dealer or major swap participant with a statutory right to insist that such margin be held in a segregated account with an independent custodian. At this time, the CFTC has proposed a rule addressing this statutory right of certain market participants but has not yet implemented any final rules. On November 16, 2012, the Secretary of the Treasury issued a final determination that exempts both foreign exchange swaps and foreign exchange forwards from the definition of swap and, by extension, additional regulatory requirements (such as clearing and margin).

Risk of Trading in International Markets

Trading in international markets could expose US12NG to credit and regulatory risk.

The General Partner invests primarily in Natural Gas Futures Contracts, a significant portion of which are traded on United States exchanges, including the NYMEX. However, a portion of US12NG s trades may take place on markets and exchanges outside the United States. Some non-U.S. markets present risks because they are not subject to the same degree of regulation as their U.S. counterparts. The CFTC, NFA and the domestic exchanges have little, if any, regulatory authority over the activities of any foreign boards of trade or exchanges, including the execution, delivery and clearing of transactions, and have little, if any, power to compel enforcement of the rules of a foreign board of trade or exchange or of any applicable non-U.S. laws. Similarly, the rights of market participants, such as US12NG, in the event of the insolvency or bankruptcy of a non-U.S. market or broker are also likely to be more limited than in the case of U.S. markets or brokers. As a result, in these markets, US12NG has less legal and regulatory protection than it does when it trades domestically.

In some of these non-U.S. markets, the performance on a contract is the responsibility of the counterparty and is not backed by an exchange or clearing corporation and therefore exposes US12NG to credit risk. Trading in non-U.S. markets also leaves US12NG susceptible to swings in the value of the local currency against the U.S. dollar. Additionally, trading on non-U.S. exchanges is subject to the risks presented by exchange controls, expropriation, increased tax burdens and exposure to local economic declines and political instability. An adverse development with respect to any of these variables could reduce the profit or increase the loss earned on trades in the affected international markets.

International trading activities subject US12NG to foreign exchange risk.

The price of any non-U.S. commodity interest and, therefore, the potential profit and loss on such investment, may be affected by any variance in the foreign exchange rate between the time the order is placed and the time it is liquidated, offset or exercised. As a result, changes in the value of the local currency relative to the U.S. dollar may cause losses to US12NG even if the contract traded is profitable.

US12NG s international trading could expose it to losses resulting from non-U.S. exchanges that are less developed or less reliable than United States exchanges.

Some non-U.S. exchanges may be in a more developmental stage so that prior price histories may not be indicative of current price dynamics. In addition, US12NG may not have the same access to certain positions on foreign trading exchanges as do local traders, and the historical market data on which US12NG bases its strategies may not be as reliable or accessible as it is for U.S. exchanges.

23

TABLE OF CONTENTS

Tax Risk

An investor s tax liability may exceed the amount of distributions, if any, on its units.

Cash or property will be distributed at the sole discretion of the General Partner. The General Partner has not and does not currently intend to make cash or other distributions with respect to units. Investors will be required to pay U.S. federal income tax and, in some cases, state, local or foreign income tax, on their allocable share of US12NG s taxable income, without regard to whether they receive distributions or the amount of any distributions. Therefore, the tax liability of an investor with respect to its units may exceed the amount of cash or value of property (if any) distributed.

An investor s allocable share of taxable income or loss may differ from its economic income or loss on its units.

Due to the application of the assumptions and conventions applied by US12NG in making allocations for tax purposes and other factors, an investor s allocable share of US12NG s income, gain, deduction or loss may be different than its economic profit or loss from its units for a taxable year. This difference could be temporary or permanent and, if permanent, could result in it being taxed on amounts in excess of its economic income.

Items of income, gain, deduction, loss and credit with respect to units could be reallocated if the IRS does not accept the assumptions and conventions applied by US12NG in allocating those items, with potential adverse consequences for an investor.

The U.S. tax rules pertaining to partnerships are complex and their application to large, publicly traded partnerships such as US12NG is in many respects uncertain. US12NG applies certain assumptions and conventions in an attempt to comply with the intent of the applicable rules and to report taxable income, gains, deductions, losses and credits in a manner that properly reflects unitholders economic gains and losses. These assumptions and conventions may not fully comply with all aspects of the Internal Revenue Code (the Code) and applicable Treasury Regulations, however, and it is possible that the U.S. Internal Revenue Service will successfully challenge US12NG s allocation methods and require US12NG to reallocate items of income, gain, deduction, loss or credit in a manner that adversely affects investors. If this occurs, investors may be required to file an amended tax return and to pay additional taxes plus deficiency interest.

US12NG could be treated as a corporation for federal income tax purposes, which may substantially reduce the value of the units.

US12NG has received an opinion of counsel that, under current U.S. federal income tax laws, US12NG will be treated as a partnership that is not taxable as a corporation for U.S. federal income tax purposes, provided that (i) at least 90 percent of US12NG s annual gross income consists of qualifying income as defined in the Code, (ii) US12NG is organized and operated in accordance with its governing agreements and applicable law and (iii) US1212NG does not elect to be taxed as a corporation for federal income tax purposes. Although the General Partner anticipates that US12NG has satisfied and will continue to satisfy the qualifying income requirement for all of its taxable years, that result cannot be assured. US12NG has not requested and will not request any ruling from the IRS with respect to its classification as a partnership not taxable as a corporation for federal income tax purposes. If the IRS were to successfully assert that US12NG is taxable as a corporation for federal income tax purposes in any taxable year, rather than passing through its income, gains, losses and deductions proportionately to unitholders, US12NG would be subject to tax on its net income for the year at corporate tax rates. In addition, although the General Partner does not currently intend to make distributions with respect to units, any distributions would be taxable to unitholders as dividend income. Taxation of US12NG as a corporation could materially reduce the after-tax return on an investment in units and could substantially reduce the value of the units.

US12NG is organized and operated as a limited partnership in accordance with the provisions of the LP Agreement and applicable state law, and therefore, US12NG has a more complex tax treatment than traditional mutual funds.

US12NG is organized and operated as a limited partnership in accordance with the provisions of the LP Agreement and applicable state law. No U.S. federal income tax is paid by US12NG on its income. Instead, US12NG will furnish unitholders each year with tax information on IRS Schedule K-1 (Form 1065) and each U.S. unitholder is required to report on its U.S. federal income tax return its allocable share of the income, gain, loss and deduction of US12NG. This must be reported without regard to the amount (if any) of cash or property the unitholder receives as a distribution from US12NG during the taxable year. A unitholder, therefore, may be allocated income or gain by US12NG but receive no cash distribution with which to pay the tax liability resulting from the allocation, or may receive a distribution that is insufficient to pay such liability.

In addition to federal income taxes, unitholders may be subject to other taxes, such as state and local income taxes, unincorporated business taxes, business franchise taxes and estate, inheritance or intangible taxes that may be imposed by the various jurisdictions in which US12NG does business or owns property or where the unitholders reside. Although an analysis of those various taxes is not presented here, each prospective unitholder should consider their potential impact on its investment in US12NG. It is each unitholder s responsibility to file the appropriate U.S. federal, state, local and foreign tax returns.

PROSPECTIVE INVESTORS ARE STRONGLY URGED TO CONSULT THEIR OWN TAX ADVISOR WITH RESPECT TO THE POSSIBLE TAX CONSEQUENCES TO THEM OF AN INVESTMENT IN UNITS; SUCH TAX CONSEQUENCES MAY DIFFER IN RESPECT OF DIFFERENT INVESTORS.

TABLE OF CONTENTS

THE OFFERING

What is US12NG?

US12NG is a Delaware limited partnership organized on June 27, 2007. US12NG maintains its main business office at 1999 Harrison Street, Suite 1530, Oakland, California 94612. US12NG is a commodity pool. It operates pursuant to the terms of the LP Agreement, which grants full management control to the General Partner.

US12NG is a publicly traded limited partnership which seeks to have the daily changes in percentage terms of its units NAV track the daily changes the percentage terms of the price of natural gas delivered at the Henry Hub, Louisiana, as measured by the daily changes in the average of the prices of 12 futures contracts on natural gas traded on the NYMEX, consisting of the near month contract to expire and the contracts for the following eleven months, for a total of 12 consecutive months contracts, less US12NG s expenses. The General Partner does not intend to operate US12NG in a fashion such that its per unit NAV will equal, in dollar terms, the spot price of natural gas or any particular futures contract based on natural gas. It is not it the intent of US12NG to be operated via fashion such that its NAV will reflect the percentage change of the price of any particular futures contract as measured over a time period greater than one day. US12NG invests in a mixture of listed natural gas futures contracts, other non-listed natural gas-related investments, Treasuries, cash and cash equivalents. US12NG s units began trading on November 18, 2009. As of January 31, 2013, US12NG had total net assets of $46,628,788 and had 2,700,000 outstanding units.

Who is the General Partner?

Our sole General Partner is United States Commodity Funds LLC, a single member limited liability company that was formed in the state of Delaware on May 10, 2005. Prior to June 13, 2008, the General Partner was known as Victoria Bay Asset Management, LLC. It maintains its main business office at 1999 Harrison Street, Suite 1530, Oakland, California 94612. The General Partner is a wholly-owned subsidiary of Wainwright Holdings, Inc., a Delaware corporation (Wainwright). Mr. Nicholas Gerber (discussed below) controls Wainwright by virtue of his ownership of Wainwright s shares. Wainwright is a holding company that previously owned an insurance company organized under Bermuda law, which has been liquidated, and a registered investment advisor firm named Ameristock Corporation, which has been distributed to the Wainwright shareholders. The General Partner is a member of the NFA and is registered with the CFTC as of December 1, 2005. The General Partner s registration as a CPO with the NFA was approved on December 1, 2005.

See Composite Performance Data for US12NG on page 33. See also Prior Performance of the General Partner and Related Public Funds on page 10 of the SAI.

The General Partner is required to evaluate the credit risk of US12NG to the FCM, oversee the purchase and sale of US12NG s units by certain Authorized Purchasers, review daily positions and margin requirements of US12NG, and manage US12NG s investments. The General Partner also pays the fees of the Marketing Agent, the Administrator, and the Custodian. In no event may the aggregate compensation paid to the Marketing Agent and any affiliate of the General Partner for distribution-related services in connection with this offering exceed ten percent (10%) of the gross proceeds of this offering.

Limited partners have no right to elect the General Partner on an annual or any other continuing basis. If the General Partner voluntarily withdraws, however, the holders of a majority of our outstanding units (excluding for purposes of such determination units owned, if any, by the withdrawing General Partner and its affiliates) may elect its successor.

The General Partner may not be removed as general partner except upon approval by the affirmative vote of the holders of at least 66 2/3% of our outstanding units (excluding units owned, if any, by the General Partner and its affiliates), subject to the satisfaction of certain conditions set forth in the LP Agreement.

The business and affairs of our General Partner are managed by a board of directors (the Board), which is comprised of three management directors, some of whom are also its executive officers (the Management Directors), and three independent directors who meet the independent director requirements established by the NYSE Arca Equities Rules and the Sarbanes-Oxley Act of 2002. Notwithstanding the foregoing, the Management Directors have the authority to manage the General Partner pursuant to its Limited

TABLE OF CONTENTS

Liability Company Agreement, as amended from time to time. Through its Management Directors, the General Partner manages the day-to-day operations of US12NG. The Board has an audit committee which is made up of the three independent directors (Peter M. Robinson, Gordon L. Ellis, and Malcolm R. Fobes III). The audit committee is governed by an audit committee charter that is posted on US12NG s website. Gordon L. Ellis and Malcolm R. Fobes III meet the financial sophistication requirements of the NYSE Arca and the audit committee charter.

Mr. Nicholas Gerber and Mr. Howard Mah serve as executive officers of the General Partner. US12NG has no executive officers. Its affairs are generally managed by the General Partner. The following individuals serve as Management Directors of the General Partner.

Nicholas Gerber has been the President and CEO of the General Partner since June 9, 2005 and a Management Director of the General Partner since May 10, 2005. He maintains his main business office at 1999 Harrison Street, Suite 1530, Oakland, California 94612. He has been listed with the CFTC as a Principal of the General Partner since November 29, 2005, as Branch Manager of the General Partner since May 15, 2009 and registered with the CFTC as an Associated Person of the General Partner on December 1, 2005. Mr. Gerber also served as Vice President/Chief Investment Officer of Lyon s Gate Reinsurance Company, Ltd., a company formed to reinsure workmen s compensation insurance, from June 2003 to December 2009. Mr. Gerber has an extensive background in securities portfolio management and in developing investment funds that make use of indexing and futures contracts. He is also the founder of Ameristock Corporation, a California-based investment adviser registered under the Investment Advisers Act of 1940. From August 1995 to January 2013, Mr. Gerber was the portfolio manager of the Ameristock Mutual Fund, Inc. a mutual fund registered under the Investment Company Act of 1940, focused on large cap U.S. equities that, as of December 31, 2012 had $126,879,540 in assets. On January 11, 2013, the Ameristock Mutual Fund, Inc. merged with and into the Drexel Hamilton Centre American Equity Fund, a series of Drexel Hamilton Mutual Funds. Drexel Hamilton Mutual Funds is not affiliated with Ameristock Corporation, the Ameristock Mutual Fund, Inc. or the General Partner. He has also been a Trustee for the Ameristock ETF Trust since June 2006, and served as a portfolio manager for the Ameristock/Ryan 1 Year, 2 Year, 5 Year, 10 Year and 20 Year Treasury ETF from June 2007 to June 2008 when such funds were liquidated. In these roles, Mr. Gerber has gained extensive experience in evaluating and retaining third-party service providers, including custodians, accountants, transfer agents, and distributors. Mr. Gerber has passed the Series 3 examination for Associated Persons. He holds an MBA in finance from the University of San Francisco and a BA from Skidmore College. Mr. Gerber is 50 years old.

In concluding that Mr. Gerber should serve as Management Director of the General Partner, the General Partner considered his broad business experiences in the industry including: forming and managing investment companies and commodity pools, raising capital for such entities and founding and managing non-finance related companies.

Howard Mah has been a Management Director of the General Partner since May 10, 2005, Secretary of the General Partner since June 9, 2005, Chief Financial Officer of the General Partner since May 23, 2006 and Treasurer since February 23, 2012. He has been listed with the CFTC as a Principal of the General Partner since November 29, 2005. In these roles, Mr. Mah is currently involved in the management of US12NG and the Related Public Funds and will be involved in the management of USSF, UNGD, USGO, UAC and HARD, if such funds commence operations. Mr. Mah also served as the General Partner s Chief Compliance Officer from May 2006 until February 2013. He received a Bachelor of Education from the University of Alberta, in 1986 and an MBA from the University of San Francisco in 1988. He served as Secretary and Chief Compliance Officer of the Ameristock ETF Trust from February 2007 until June 2008 when the trust was liquidated, Chief Compliance Officer of Ameristock Corporation since January 2001; a tax and finance consultant in private practice since January 1995, Secretary of Ameristock Mutual Fund, Inc. from June 1995 to January 2013 and Ameristock Focused Value Fund from December 2000 to January 2005; Chief Compliance Officer of Ameristock Mutual Fund, Inc. from August 2004 to January 2013 and the Co-Portfolio Manager of the Ameristock Focused Value Fund from December 2000 to January 2005. Mr. Mah is 48 years old.

TABLE OF CONTENTS

In concluding that Mr. Mah should serve as Management Director of the General Partner, the General Partner considered his background in accounting and finance, as well as his experience as Chief Compliance Officer for the General Partner and Ameristock Corporation.

Andrew F. Ngim has been a Management Director of the General Partner since May 10, 2005 and Treasurer of the General Partner from June 9, 2005 to February 23, 2012. Mr. Ngim has acted as Portfolio Manager for USCI, CPER, USAG and USMI since January 31, 2013. He has been listed with the CFTC as a Principal of the General Partner since November 29, 2005. Mr. Ngim is currently involved in the management of US12NG and the Related Public Funds and will be involved in the management of USSF, UNGD, USGO, UAC and HARD, if such funds commence operations. He received a Bachelor of Arts from the University of California at Berkeley in 1983. Mr. Ngim has been Ameristock Corporation s Managing Director from January 1999 to January 2013 and co-portfolio manager of Ameristock Mutual Fund, Inc. from January 2000 to January 2013 when such fund was liquidated, Trustee of the Ameristock ETF Trust from February 2007 to June 2008, and served as a portfolio manager for the Ameristock/ Ryan 1 Year, 2 Year, 5 Year, 10 Year and 20 Year Treasury ETF from June 2007 to June 2008 when such funds were liquidated. Mr. Ngim is 52 years old.

In concluding that Mr. Ngim should serve as Management Director of the General Partner, the General Partner considered his broad career in the financial services industry.

The following individuals provide significant services to US12NG but are employed by the General Partner.

John P. Love, CFA has acted as a Portfolio Manager since the launch of USOF in 2006 and is currently the Portfolio Manager for USNG, UGA, USDHO and US12NG. Effective March 1, 2010, Mr. Love became the Senior Portfolio Manager for the Related Public Funds. He is expected to be the Portfolio Manager for USSF, UNGD, USGO, UAC and HARD, if such funds commence operations. Mr. Love is also employed by the General Partner. He has been listed with the CFTC as a Principal of the General Partner since January 17, 2006. Mr. Love also served as the operations manager of Ameristock Corporation from October 2002 to January 2007, where he was responsible for back office and marketing activities for the Ameristock Mutual Fund and Ameristock Focused Value Fund and for the firm in general. Mr. Love holds a Series 7 and a Series 3 license and was registered with the CFTC as an Associated Person of the General Partner from December 1, 2005 through April 16, 2009. Mr. Love received his CFA designation in 2012. He is a member of the CFA Institute (formerly AIMR) and the CFA Society of Los Angeles. Mr. Love is a graduate of the University of Southern California. Mr. Love is 41 years old.

John T. Hyland, CFA is employed by the General Partner and has acted as the Chief Investment Officer for the Related Public Funds since January 2008. Mr. Hyland has been Portfolio Manager for USOF, USNG, US12OF, UGA, USDHO, USSO, US12NG, USBO, USCI and CPER beginning in April 2006, April 2007, December 2007, February 2008, April 2008, September 2009, November 2009, June 2010, August 2010 and November 2011, respectively. He will also be the Chief Investment Officer for USSF, UNGD, USGO, UAC and HARD upon the commencement of such funds operations. Since December 1, 2005, Mr. Hyland has been registered with the CFTC as an Associated Person of the General Partner and since January 17, 2006, he has been listed with the CFTC as a Principal of the General Partner. As part of his responsibilities for the General Partner, US12NG and the Related Public Funds, Mr. Hyland oversees the day-to-day trading, helps set investment policies and oversees US12NG s and the Related Public Funds activities with their futures commission brokers, custodian-administrator and marketing agent. Mr. Hyland has an extensive background in portfolio management and research with both equity and fixed income securities, as well as in the development of new types of complex investment funds. In July 2001, Mr. Hyland founded Towerhouse Capital Management, LLC, a firm that provided portfolio management and new fund development expertise to non-U.S. institutional investors through December 2009. Since January 2010, Towerhouse Capital Management has been inactive. Mr. Hyland was a Principal for Towerhouse in charge of portfolio research and product development regarding U.S. and non-U.S. real estate related securities. Mr. Hyland received his CFA designation in 1994. Mr. Hyland is a member of the CFA Institute (formerly AIMR) and is a member and former president of the CFA Society of San Francisco. He is also a member of the National Association of Petroleum Investment Analysts, a not-for-profit organization of investment professionals focused on the oil industry. He is a graduate of the University of California, Berkeley. Mr. Hyland is 53 years old.

TABLE OF CONTENTS

Ray W. Allen acts as a Portfolio Manager for USOF, US12OF, USSO and USBO. He has been employed by the General Partner since January 14, 2008. He holds a Series 3 license and registered with the CFTC as an Associated Person of the General Partner from March 25, 2008 to November 1, 2012. He has been listed with the CFTC as a Principal of the General Partner since March 18, 2009. Mr. Allen s responsibilities include daily trading and operations for USOF, US12OF, USSO and USBO. Mr. Allen also acted as a Portfolio Manager for UGA, USDHO and US12NG until March 1, 2010. In addition, from February 2002 to October 2007, Mr. Allen was responsible for analyzing and evaluating the creditworthiness of client companies at Marble Bridge Funding Group Inc., in Walnut Creek, CA. Marble Bridge Funding Group Inc. is a commercial finance company providing capital to entrepreneurial companies. For the period from October 2007 to January 14, 2008, Mr. Allen was not employed by the General Partner and did not engage in any business-related activity. Mr. Allen received a BA in Economics from the University of California at Berkeley in 1980. Mr. Allen is 56 years old.

Carolyn M. Yu has acted as Associate Counsel since August 2011 and Chief Compliance Officer for the General Partner since February 2013. Ms. Yu has been employed by the General Partner since August 2011 and pending listing with the CFTC as a Principal of the General Partner. Ms. Yu was previously employed by the State of Hawaii as Branch Chief for the Securities Enforcement Branch from February 2008 to August 2011. Ms. Yu holds a Juris Doctor from Golden Gate University School of Law and a Bachelor of Science in Business Administration from San Francisco State University. Ms. Yu is 54 years old.

The following individuals serve as independent directors of the General Partner.

Peter M. Robinson has been an independent director of the General Partner since September 30, 2005 and, as such, serves on the Board of the General Partner, which acts on behalf of US12NG and the Related Public Funds. He has been listed with the CFTC as a Principal of the General Partner since December 2005. Mr. Robinson has been employed as a Research Fellow with the Hoover Institution since 1993. The Hoover Institution is a public policy think tank located on the campus of Stanford University. Mr. Robinson graduated from Dartmouth College in 1979 and Oxford University in 1982. Mr. Robinson received an MBA from the Stanford University Graduate School of Business. Mr. Robinson has also written three books and has been published in the *New York Times*, *Red Herring*, and *Forbes ASAP* and he is the editor of *Can Congress Be Fixed?: Five Essays on Congressional Reform* (Hoover Institution Press, 1995). Mr. Robinson is 55 years old.

In concluding that Mr. Robinson should serve as independent director of the General Partner, the General Partner considered his broad experience in the United States government, including his employment at the SEC, and his knowledge of and insight into public policy.

Gordon L. Ellis has been an independent director of the General Partner since September 30, 2005 and, as such, serves on the Board of the General Partner, which acts on behalf of US12NG and the Related Public Funds. He has been listed with the CFTC as a Principal of the General Partner since November 2005. Mr. Ellis was a founder and Chairman of International Absorbents, Inc., a NYSE listed company and the parent company of Absorption Corp., since July 1988, President and Chief Executive Officer since November 1996 and a Class I Director of the company since July 1985. Mr. Ellis was also a director of Absorption Corp., International Absorbents, Inc. s wholly-owned subsidiary which is engaged in developing, manufacturing and marketing a wide range of animal care and industrial absorbent products. International Absorbents and Absorption Corp were sold to a private investment banking firm in May 2010. Mr. Ellis continues as a director of the privatized firm. Mr. Ellis was chairman and a founder of Polymer Solutions, Inc. from April 1986 to February 2004, a former publicly-held company that sold all of its assets to a senior coatings manufacturer effective February 3, 2004. Polymer Solutions previously developed and manufactured paints, coatings, stains and primers for wood furniture manufacturers. Mr. Ellis is founder and chairman of Lupaka Gold Corp. since November 2000, a Toronto Stock Exchange listed company developing a precious metal deposit in South

America (from November 2000 to May 2010, Lupaka Gold Corp. was called Kcrok Enterprises Ltd.). Mr. Ellis has his Chartered Directors designation from The Director s College (a joint venture of McMaster University and The Conference Board of Canada). Mr. Ellis is a professional engineer with an MBA in international finance. Mr. Ellis is 66 years old.

29

TABLE OF CONTENTS

In concluding that Mr. Ellis should serve as independent director of the General Partner, the General Partner considered his experience serving as the Chairman and Chief Executive Officer of a former publicly-traded corporation as well as his experience as an entrepreneur.

Malcolm R. Fobes III has been an independent director of the General Partner since September 30, 2005 and, as such, serves on the Board of the General Partner, which acts on behalf of US12NG and the Related Public Funds. He has been listed with the CFTC as a Principal of the General Partner since November 2005. Mr. Fobes is the founder, Chairman and Chief Executive Officer of Berkshire Capital Holdings, Inc., a California-based investment adviser registered under the Investment Advisers Act of 1940, that has been sponsoring and providing portfolio management services to mutual funds since June 1997. Since June 1997, Mr. Fobes has been the Chairman and President of The Berkshire Funds, a mutual fund investment company registered under the Investment Company Act of 1940. Mr. Fobes also serves as portfolio manager of the Berkshire Focus Fund, a mutual fund registered under the Investment Company Act of 1940, which concentrates its investments in the electronic technology industry. From April 2000 to July 2006, Mr. Fobes also served as co-portfolio manager of The Wireless Fund, a mutual fund registered under the Investment Company Act of 1940, which concentrates its investments in companies engaged in the development, production, or distribution of wireless-related products or services. In these roles, Mr. Fobes has gained extensive experience in evaluating and retaining third-party service providers, including custodians, accountants, transfer agents, and distributors. Mr. Fobes was also contributing editor of *Start a Successful Mutual Fund: The Step-by-Step Reference Guide to Make It Happen* (JV Books, 1995). Mr. Fobes holds a B.S. degree in Finance with a minor in Economics from San Jose State University in California. Mr. Fobes is 48 years old.

In concluding that Mr. Fobes should serve as independent director of the General Partner, the General Partner considered his background as founder, Chairman and Chief Executive Officer of a registered investment adviser as well as Chairman, President, Chief Financial Officer and Portfolio Manager of a mutual fund investment company.

The following are individual Principals, as that term is defined in CFTC Rule 3.1, for the General Partner: Nicholas Gerber, Melinda Gerber, the Nicholas and Melinda Gerber Living Trust, Howard Mah, Andrew Ngim, Peter Robinson, Gordon Ellis, Malcolm Fobes, John Love, John Hyland, Ray Allen, Wainwright Holdings Inc., Margaret Johnson and Carolyn Yu (pending). These individuals are Principals due to their positions; however, Nicholas Gerber and Melinda Gerber are also Principals due to their controlling stake in Wainwright. None of the Principals owns or has any other beneficial interest in US12NG. John Love and John Hyland make trading and investment decisions for US12NG. John Love and Ray Allen execute trades on behalf of US12NG. In addition, Nicholas Gerber and John Hyland are registered with the CFTC as Associated Persons of the General Partner and are NFA Associate Members. John Hyland is registered (pending) with the CFTC as a Swap Associated Person of the General Partner.

Compensation of the General Partner and Other Compensation

US12NG does not directly compensate any of the executive officers noted above. The executive officers noted above are compensated by the General Partner for the work they perform on behalf of US12NG and other entities controlled by the General Partner. US12NG does not reimburse the General Partner for, nor does it set the amount or form of any portion of, the compensation paid to the executive officers by the General Partner. US12NG pays fees to the General Partner pursuant to the LP Agreement under which it is obligated to pay the General Partner an annualized fee of 0.75% of its average daily net assets. As of January 31, 2013, US12NG paid the General Partner aggregate management fees of $825,977.

TABLE OF CONTENTS

Director Compensation

The following table sets forth compensation earned during the year ended December 31, 2012, by the directors of the General Partner. US12NG s portion of the aggregate fees paid to the directors for the year ended December 31, 2012 was $3,896.

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Plan	All Other Compensation	Total
Management Directors							
Nicholas Gerber	$0	NA	NA	NA	$ 0	$ 0	$0
Andrew F. Ngim	$0	NA	NA	NA	$ 0	$ 0	$0
Howard Mah	$0	NA	NA	NA	$ 0	$ 0	$0
Robert L. Nguyen(1)	$0	NA	NA	NA	$ 0	$ 0	$0
Independent Directors							
Peter M. Robinson	$101,000	NA	NA	NA	$ 0	$ 0	$101,000
Gordon L. Ellis	$101,000	NA	NA	NA	$ 0	$ 0	$101,000
Malcolm R. Fobes III(2)	$121,000	NA	NA	NA	$ 0	$ 0	$121,000

(1) Effective March 20, 2012, Robert L. Nguyen resigned as a Management Director of the General Partner.

(2) Mr. Fobes serves as chairman of the audit committee of the General Partner and receives additional compensation in recognition of the additional responsibilities he has undertaken in this role.

Market Price of Units

US12NG s units have traded on the NYSE Arca under the symbol UNL since November 18, 2009. The following table sets forth the range of reported high and low sales prices of the units as reported on NYSE Arca for the periods indicated below.

	High	Low
Fiscal Year 2012		
First quarter	$ 21.86	$ 16.25
Second quarter	$ 17.98	$ 14.97
Third quarter	$ 18.68	$ 16.07
Fourth quarter	$ 19.88	$ 17.15
Fiscal Year 2011		
First quarter	$ 36.66	$ 34.97
Second quarter	$ 35.75	$ 31.90
Third quarter	$ 33.17	$ 27.88
Fourth quarter	$ 27.89	$ 21.12

As of December 31, 2012, US12NG had 3,564 holders of units.

Prior Performance of US12NG

US12NG is a commodity pool and issues units traded on the NYSE Arca. The investment objective of US12NG is for the daily changes in percentage terms of its units NAV to reflect the daily changes in percentage terms of the spot price of natural gas delivered at the Henry Hub, Louisiana, as measured by the changes in the average of the prices of 12 futures contracts on natural gas traded on the NYMEX, consisting of the near month contract to expire and the contracts for the following 11 months, for a total of 12 consecutive months contracts, less US12NG s expenses. US12NG s units began trading on November 18, 2009 and are offered on a continuous basis. US12NG may invest in a mixture of listed natural gas futures contracts, other non-listed natural gas related investments, Treasuries, cash and cash equivalents. As of January 31, 2013, the total amount of money raised by US12NG from its authorized purchasers was

31

$118,127,314; the total number of authorized purchasers of US12NG was 9; the number of baskets purchased by authorized purchasers of US12NG was 54; the number of baskets redeemed by authorized purchasers of US12NG was 16; and the aggregate amount of units purchased was 3,950,000.

Since the commencement of the offering of US12NG units to the public on November 18, 2009 to January 31, 2013, the simple average daily change in the average price of its benchmark futures contracts was (0.110)%, while the simple average daily change in the NAV of US12NG over the same time period was (0.114)%. The average daily difference was 0.004% (or 0.4 basis points, where 1 basis point equals 1/100 of 1%). As a percentage of the daily movement of the average price of the benchmark futures contracts, the average error in daily tracking by the NAV was (0.569)%, meaning that over this time period US12NG s tracking error was within the plus or minus 10% range established as its benchmark tracking goal.

US12NG:

Experience in Raising and Investing in US12NG through January 31, 2013

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS

Dollar Amount Offered*	$ 1,500,000,000
Dollar Amount Raised	$ 118,127,314
Organizational and Offering Expenses:**	
SEC registration fee	$ 80,910
FINRA registration fee	$ 70,000
Listing fee	$ 5,000
Auditor s fees and expenses	$ 2,500
Legal fees and expenses	$ 202,011
Printing expenses	$ 31,588
Length of US12NG offering	Continuous

* Reflects the offering price per unit set forth on the cover page of the registration statement registering such units filed with the SEC.

** These expenses were paid for by the General Partner.

Compensation to the General Partner and Other Compensation US12NG:

Expenses paid by US12NG through January 31, 2013 in Dollar Terms:

Expenses	Amount in Dollar Terms
Amount Paid or Accrued to General Partner	$ 825,977
Amount Paid or Accrued in Portfolio Brokerage Commissions	$ 41,456
Other Amounts Paid or Accrued*	$ 684,251

Total Expenses Paid or Accrued	$ 1,555,168
Expenses Waived**	$ (498,116)
Total Expenses Paid or Accrued Including Expenses Waived	$ 1,053,568

* Includes expenses relating to legal fees, auditing fees, printing expenses, licensing fees, tax reporting fees, prepaid insurance expenses and miscellaneous expenses and fees and expenses paid to the independent directors of the General Partner.

** The General Partner, though under no obligation to do so, agreed to pay certain expenses, to the extent that such expenses exceeded 0.15% (15 basis points) of US12NG s NAV, on an annualized basis, through at least June 30, 2013. The General Partner has no obligation to continue such payment into subsequent periods.

32

TABLE OF CONTENTS

Expenses paid by US12NG through January 31, 2013 as a Percentage of Average Daily Net Assets:

Expenses	Amount As a Percentage of Average Daily Net Assets
Amount Paid or Accrued to General Partner	0.74% annualized
Amount Paid or Accrued in Portfolio Brokerage Commissions	0.04% annualized
Other Amounts Paid or Accrued*	0.17% annualized
Total Expenses Paid or Accrued	.94% annualized
Expenses Waived**	(0.44)% annualized
Total Expenses Paid or Accrued Including Expenses Waived	1.38% annualized

* Includes expenses relating to legal fees, auditing fees, printing expenses, licensing fees, tax reporting fees, prepaid insurance expenses and miscellaneous expenses and fees and expenses paid to the independent directors of the General Partner.

** The General Partner, though under no obligation to do so, agreed to pay certain expenses, to the extent that such expenses exceeded 0.15% (15 basis points) of US12NG s NAV, on an annualized basis, through at least June 30, 2013. The General Partner has no obligation to continue such payment into subsequent periods.

COMPOSITE PERFORMANCE DATA FOR US12NG

US12NG Performance:

Name of Commodity Pool: United States 12 Month Natural Gas Fund, LP

Type of Commodity Pool: Exchange traded security

Inception of Trading: November 18, 2009

Aggregate Subscriptions (from inception through January 31, 2013): $118,127,314

Total Net Assets as of January 31, 2013: $46,628,788

NAV per Unit as of January 31, 2013: $17.27

Worst Monthly Percentage Draw-down: March 2010 (15.47)%

Worst Peak-to-Valley Draw-down: December 09 - April 2012 (69.56)%

Number of Unitholders (as of December 31, 2012): 3,564

PAST PERFORMANCE IS NOT NECESSARILY INDICATIVE OF FUTURE RESULTS

	Rates of Return*				
Month	2009	2010	2011	2012	2013
January		(5.93)%	(0.68)%	(12.16)%	0.23 %
February		(5.18)%	(6.49)%	(0.32)%	
March		(15.47)%	5.32 %	(11.85)%	
April		0.07 %	3.53 %	0.00 %	
May		3.11 %	(2.23)%	0.06 %	
June		1.27 %	(6.11)%	6.11 %	
July		(0.05)%	(5.28)%	6.62 %	
August		(13.53)%	(1.43)%	(9.39)%	
September		(6.23)%	(8.12)%	11.26 %	
October		(1.78)%	(1.72)%	1.55 %	
November	(0.02)%**	(0.92)%	(10.27)%	(5.22)%	
December	7.56 %	4.88 %	(13.92)%	(4.17)%	
Annual Rate of Return	7.54 %	(34.83)%	(39.47)%	(18.76)%	0.23 %***

33

TABLE OF CONTENTS

* The monthly rate of return is calculated by dividing the ending NAV of a given month by the ending NAV of the previous month, subtracting 1 and multiplying this number by 100 to arrive at a percentage increase or decrease.

** Partial from November 18, 2009.

*** Through January 31, 2013

Worst Peak-to-Valley Draw-down: The largest percentage decline in the NAV per unit over the history of the fund. This need not be a continuous decline, but can be a series of positive and negative returns where the negative returns are larger than the positive returns. Worst Peak-to-Valley Draw-down represents the greatest percentage decline from any month-end NAV per unit that occurs without such month-end NAV per unit being equaled or exceeded as of a subsequent month-end. For example, if the NAV per unit declined by $1 in each of January and February, increased by $1 in March and declined again by $2 in April, a peak-to-valley drawdown analysis conducted as of the end of April would consider that drawdown to be still continuing and to be $3 in amount, whereas if the NAV per unit had increased by $2 in March, the January-February drawdown would have ended as of the end of February at the $2 level.

Other Related Commodity Trading and Investment Management Experience

Until December 31, 2009, Ameristock Corporation was an affiliate of the General Partner. Ameristock Corporation is a California-based registered investment advisor registered under the Investment Advisors Act of 1940, as amended, that has sponsored and provided portfolio management services to mutual funds from 1995 until January 2013. Ameristock Corporation was the investment adviser to the Ameristock Mutual Fund, Inc., a mutual fund registered under the Investment Company Act of 1940 focused on large cap U.S. equities that as of December 31, 2012, had $126,879,540 in assets. On January 11, 2013, the Ameristock Mutual Fund, Inc. merged with and into the Drexel Hamilton Centre American Equity Fund, a series of Drexel Hamilton Mutual Funds. Drexel Hamilton Mutual Funds is not affiliated with Ameristock Corporation, the Ameristock Mutual Fund, Inc. or the General Partner. Ameristock Corporation was also the investment advisor to the Ameristock ETF Trust, an open-end management investment company registered under the 1940 Act that consisted of five separate investment portfolios, each of which sought investment results, before fees and expenses, that corresponded generally to the price and yield performance of a particular U.S. Treasury securities index owned and compiled by Ryan Holdings LLC and Ryan ALM, Inc. The Ameristock ETF Trust has liquidated each of its investment portfolios and has wound up its affairs.

How Does US12NG Operate?

The net assets of US12NG consist primarily of investments in futures contracts for natural gas that are traded on the NYMEX, ICE Futures or other U.S. and foreign exchanges (collectively, Natural Gas Futures Contracts) and to a lesser extent, in investments such as cash-settled options on Natural Gas Futures Contracts, forward contracts for natural gas, cleared swap contracts, and non-exchange traded (over-the-counter) transactions that are based on the price of natural gas, crude oil and other petroleum-based fuels, as well as futures contracts for crude oil, heating oil, gasoline, and other petroleum-based fuels and indices based on the foregoing (collectively, Other Natural Gas-Related Investments). Market conditions that the General Partner currently anticipates could cause US12NG to invest in Other Natural Gas-Related Investments include those allowing US12NG to obtain greater liquidity or to execute transactions with more favorable pricing. For convenience and unless otherwise specified, Futures Contracts and Other Natural Gas-Related Investments collectively are referred to as Natural Gas Interests in this prospectus. US12NG invests substantially the entire amount of its assets in Natural Gas Interests while supporting such investments by holding the amounts of its margin, collateral and other requirements relating to these obligations in Treasuries, cash and cash equivalents. The daily holdings of the Fund are available on the Fund s website at *www.unitedstates12monthnaturalgasfund.com*.

US12NG invests in Natural Gas 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 Natural Gas Futures Contracts and Other Natural Gas-Related Investments. In pursuing this objective, the primary focus of the General Partner is the investment in Natural Gas Futures Contracts and the management of its investments in short-term obligations of the United States of two years or less (Treasuries), cash and/or cash equivalents for margining purposes and as collateral.

The investment objective of US12NG is for the daily changes in percentage terms of its units net asset value to reflect the daily changes in percentage terms of the spot price of natural gas delivered at the Henry Hub, Louisiana, as measured by the daily changes in the average of the prices of 12 futures contracts on natural gas traded on the NYMEX, consisting of the near month contract to expire and the contracts for the following eleven months for a total of 12 consecutive months contracts, except when the near month contract is within two weeks of expiration, in which case it will be measured by the futures contracts that are the next month contract to expire and the contracts for the following eleven consecutive months, less US12NG s expenses (the Benchmark Futures Contracts). When calculating the daily movement of the average price of the 12 contracts each contract month will be equally weighted. The General Partner does not intend to operate US12NG in a fashion such that its per unit NAV will equal, in dollar terms, the spot price of natural gas or any particular futures contract based on natural gas. It is not the intent of US12NG to be operated in a fashion such that its NAV will reflect the percentage change of the price of any particular futures contract as measured in a time period greater than one day. The General Partner believes that it is not practical to manage the portfolio to achieve such a goal when investing in futures contracts. US12NG may invest in interests other than Benchmark Futures Contracts to comply with accountability levels and position limits. For a detailed discussion of accountability levels and position limits, see What are Future Contracts?

The General Partner believes that holding futures contracts whose expiration dates are spread out over a 12 month period of time will cause the total return of such a portfolio to vary compared to a portfolio that holds only a single month s contract (such as the near month contract). In particular, the General Partner believes that the total return of a portfolio holding contracts with a range of expiration months will be impacted differently by the price relationship between different contract months of the same commodity future compared to the total return of a portfolio consisting of the near month contract. For example, in cases in which the near month contract s price is higher than the price of contracts that expire later in time (a situation known as backwardation in the futures markets), then absent the impact of the overall movement in natural gas prices the value of the near month contract would tend to rise as it approaches expiration. Conversely, in cases in which the near month contract s price is lower than the price of contracts that expire later in time (a situation known as contango in the futures markets), then absent the impact of the overall movement in natural gas prices the value of the near month contract would tend to decline as it approaches expiration. The total return of a portfolio that owned the near month contract and rolled forward each month by selling the near month contract as it approached expiration and purchasing the next month to expire would be positively impacted by a backwardation market, and negatively impacted by a contango market. Depending on the exact price relationship of the different month s prices, portfolio expenses, and the overall movement of natural gas prices, the impact of backwardation and contango could have a major impact on the total return of such a portfolio over time. The General Partner believes that based on historical evidence a portfolio that held futures contracts with a range of expiration dates spread out over a 12 month period of time would typically be impacted less by the positive effect of backwardation and the negative effect of contango compared to a portfolio that held contracts of a single near month. As a result, absent the impact of any other factors, a portfolio of 12 different monthly contracts would tend to have a lower total return than a near month only portfolio in a backwardation market and a higher total return in a contango market. However there can be no assurance that such historical relationships would provide the same or similar results in the future.

As a specific benchmark, the General Partner endeavors to place US12NG s trades in Natural Gas Futures Contracts and Other Natural Gas-Related Investments and otherwise manage US12NG s investments so that A will be within plus/minus 10 percent of B , where:

A is the average daily change in US12NG s NAV for any period of 30 successive valuation days, *i.e.*, any NYSE Arca trading day as of which US12NG calculates its NAV; and

B is the average daily change in the average of the prices of the Benchmark Futures Contracts over the same period.

35

TABLE OF CONTENTS

The General Partner believes that market arbitrage opportunities will cause daily changes in US12NG s unit price on the NYSE Arca to closely track daily changes in US12NG s NAV. The General Partner further believes that the daily changes in prices of the Benchmark Futures Contracts have historically closely tracked the daily changes in the spot price of natural gas. The General Partner believes that the net effect of these two relationships and the expected relationship described above between US12NG s NAV and the Benchmark Futures Contracts will be that the daily changes in the price of US12NG s units on the NYSE Arca will continue to closely track the daily changes in the spot price of natural gas, less US12NG s expenses.

The Benchmark Futures Contracts is changed or rolled from the near month contract and the eleven following months to expire to the next month to expire and the eleven following months over a one day period. The anticipated monthly dates on which the Benchmark Futures Contracts will be changed and US12NG s Natural Gas Interests will be rolled in 2012 and in subsequent years are posted on UG12NG s website at *www.unitedstates12monthnaturalgasfund.com*, and are subject to change without notice.

The following two graphs demonstrate the correlation between the daily changes in the Benchmark Futures Contracts both since the initial public offering of US12NG s units on November 18, 2009 through December 31, 2012 and during the last thirty valuation days ended December 31, 2012.

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

TABLE OF CONTENTS

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An investment in the units provides a means for diversifying an investor s portfolio or hedging exposure to changes in natural gas prices. An investment in the units allows both retail and institutional investors to easily gain this exposure to the natural gas market in a transparent, cost-effective manner.

37

TABLE OF CONTENTS

The expected correlation of the price of US12NG s units, US12NG s NAV and the price of the Benchmark Futures Contracts is illustrated in the following diagram:

The General Partner employs a neutral investment strategy in order to track changes in the price of the Benchmark Futures Contracts regardless of whether the price goes up or goes down. US12NG s neutral

38

investment strategy is designed to permit investors generally to purchase and sell US12NG s units for the purpose of investing indirectly in natural gas in a cost-effective manner, and/or to permit participants in the natural gas or other industries to hedge the risk of losses in their natural gas-related transactions. Accordingly, depending on the investment objective of an individual investor, the risks generally associated with investing in natural gas and/or the risks involved in hedging may exist. In addition, an investment in US12NG involves the risk that the changes in the price of