



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

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3233

August 30, 2016

Via E-mail

Cherif Medawar  
Chief Executive Officer  
United Group Fund, Inc.  
18622 Rocoso Pl  
Tarzana, California 91356

**Re: United Group Fund, Inc.  
Amendment No. 2 to  
Offering Statement on Form 1-A  
Filed August 11, 2016  
File No. 024-10522**

Dear Mr. Medawar:

We have reviewed your amended offering statement and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter by amending your offering statement and providing the requested information. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your offering statement and the information you provide in response to these comments, we may have additional comments.

Dilution, page 19

1. Please quantitatively clarify for us how you calculated your net tangible book value per share after offering.

Part III – Exhibits

Exhibit 11

2. Please have your auditor amend the consent to acknowledge the reference to them under the caption “experts.”

Cherif Medawar  
United Group Fund, Inc.  
August 30, 2016  
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You may contact Bill Demarest at (202) 551-3432 or Jennifer Monick at (202) 551-3295 if you have questions regarding comments on the financial statements and related matters. Please contact Rahul K. Patel at (202) 551-3799 or me at (202) 551-3233 with any other questions.

Sincerely,

/s/ Tom Kluck

Tom Kluck  
Legal Branch Chief  
Office of Real Estate and  
Commodities

cc: Jillian Sidoti, Esq.