



DIVISION OF
CORPORATION FINANCE

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

June 19, 2013

Via E-mail

Bryan Hammond
Chief Executive Officer
Explore Anywhere Holding Corp.
1 Tara Boulevard, Suite 200
Nashua, NH 03062

**Re: Explore Anywhere Holding Corp.
Amendment No. 1 to Preliminary Proxy Statement on Schedule 14A
Filed June 5, 2013
File No. 001-33933**

Dear Mr. Hammond:

We have reviewed your filing and have the following comments.

General

1. We note your response to comment one in our letter dated May 10, 2013. It is unclear, however, why you are soliciting proxies at this time given that there is no binding contractual obligation between you and Sponsor Me to consummate the transactions contemplated by the draft Share Exchange Agreement. In addition, please explain to us why the shareholders of Sponsor Me who will be exchanging shares in the transaction are not parties to the Share Exchange Agreement and why the Exchange Shares will be issued to Sponsor Me. In this regard, we also note the provisions of Section 1.01(b) of the draft Share Exchange Agreement. We may have additional comments following the review of your response.
2. As you have not addressed our prior comment one in full, further revise your disclosure to state whether your business will change following the acquisition of Sponsor Me.
3. We note your response to comment two in our letter dated May 10, 2013. Please provide us with a detailed legal analysis explaining:
 - why the issuance of company shares to Sponsor Me would be exempt from registration under Section 4(b). Also explain to us what transactional exemption would be available to you in connection with the issuance of the Exchange Shares; and
 - why there will be a distribution of Exchange Shares from Sponsor Me to its stockholders and why such distribution would be exempt under Section 3(a)(9).

We may have additional comments following the review of your response.

4. Please disclose whether the transaction is subject to approval by the shareholders of Sponsor Me.
5. We note your response to comment three of our letter dated May 10, 2013. We note, however, that you have not provided, among other things, disclosure pursuant to Items 5, 6, 14(b) and (c) of Schedule 14A. In particular, please observe the requirements to provide (i) the pro forma information pursuant to Items 14(b)(8) through (10) of Schedule 14A, and (ii) information with regard to the acquiring and acquired company pursuant to Items 14(f) and (g) and Items 17(b)(2) through (7) of Form S-4 (refer to Item 14(c) of Schedules 14A). Please revise your disclosures accordingly.

Item 2: 1 For 5 Stock Split

6. We note your revised disclosure in response to comment eight in our letter dated May 10, 2013. As the stock split appears to be contingent on stockholders' approval of the Sponsor Me acquisition, clearly disclose that the stock split is conditioned on the stockholders' approval of the share exchange transaction. Please revise the proxy card accordingly. Refer to Exchange Act Rule 14a-4(a)(3).
7. In accordance with Item 12(c) of Schedule 14A, please disclose the reasons for the stock split.

Sample Proxy Card

8. For each matter identified on the proxy card and for which stockholders will be asked to act upon, please revise to state that proxies are being solicited (i) to "approve" the acquisition of Sponsor Me and to "approve" the issuance of 61,204,667 company "shares" in the share exchange; and (ii) to "approve" the 1 for 5 reverse stock split of the company common shares, which action is conditioned on the stockholders' approval of the acquisition.

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Please contact Sherry Haywood, Staff Attorney at (202) 551-3345 or, in her absence, Era Anagnosti, Staff Attorney at (202) 551-3369 with any questions.

Sincerely,

/s/ Era Anagnosti

for Pamela Long
Assistant Director

cc: Via E-mail
Harold Gewerter, Esq.
Justin Frere