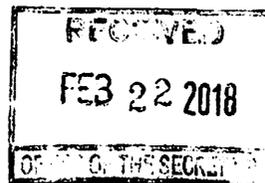


Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



Administrative Proceeding
File No. 3-18336

In the matter of
AmbiCom Holdings, Inc.
Arrow Cars International, Inc.
CDEX, Inc.
EFactor Group Corp.
ICore Connect, Inc. (a/k/a Medicor, Inc. or
Vemics, Inc.

AMBICOM HOLDINGS, INC.

RESPONSE TO Feb. 5, 2018
ORDER TO SHOW CAUSE

AmbiCom Holdings, Inc. makes the following response to the February 5, 2018 Order to Show Cause and Postponement Order in the above proceeding as follows:

As shown in more detail below, AmbiCom Inc.'s failure to timely respond to the January 17, 2018 OIP, like its earlier failure to timely file periodic reports, arose from incompetence and corruption by its former Chief Executive Officer, John Hwang. AmbiCom's shareholders were finally able to replace Hwang in October, 2016, but it has taken more than a year to effectively regain control of the business and its finances, a process that is almost complete. AmbiCom anticipates that it will be able to bring its periodic filings current within 120 days, and requests that any revocation of its securities be postponed until the conclusion of that 120-day period.

FACTS

John Hwang was the CEO of AmbiCom from June, 2009 to October, 2016. In October of 2015, as a result of various kinds of misconduct by Hwang, AmbiCom was sued by one of its business partners, PC Drivers Headquarters, LP. The details of that lawsuit are not relevant to AmbiCom's reporting obligations, but Hwang's response to the lawsuit is. In December of 2015 Hwang fired AmbiCom's outside counsel, allowed AmbiCom to default in the pending lawsuit,

and entered into an agreement with PC Drivers that required PC Drivers to pay AmbiCom \$300,000. A single payment of \$100,000 was made. It appears Hwang transferred that money to himself rather than using the money to fund AmbiCom's operations. Hwang did not use any of the money to have AmbiCom's securities counsel prepare its January 2016 periodic filing and in fact never requested that the filing be prepared. Hwang also never pursued the \$200,000 balanced owed by PC Drivers or did anything else that might have allowed AmbiCom to continue some semblance of normal operations.

The default judgment against AmbiCom and Hwang's failure to act in any responsible way created a crisis in AmbiCom's finances and operations. In May of 2016 PC Drivers filed a receivership action intended to seize AmbiCom's intellectual property assets, assets that are the entire basis of its business. That action continued through the summer and early fall of 2016 as AmbiCom under Hwang's "leadership" lurched from one problem to another. Finally, in October of 2016 Kevin Cornell, the creator of the company's sole product, was able to gain control and replace Hwang with Alan Lewand, a professional manager. Unfortunately, efforts to fend off the receivership action and avoid bankruptcy occupied all of AmbiCom's resources and even under Mr. Lewand's leadership AmbiCom continued to fail making required periodic filings.

In January of 2017 AmbiCom retained outside counsel to file suit against PC Drivers and take steps necessary to reverse or reduce the effects of the default judgment from 2016. Mr. Cornell replaced Mr. Lewand as CEO on September 29, 2017. Mr. Cornell immediately began efforts to locate and obtain control of all the records necessary for the filing of the past-due period reports. Those efforts were frustrated by the fact that Hwang had apparently destroyed many of the records in an effort to cover his own tracks while others were scattered among various individuals who had or previously had some relationship with the company.

AmbiCom's new lawsuits lasted more than year but resulted in a settlement agreement signed on February 4, 2018 that regularized AmbiCom's relationship with PC Drivers, confirmed its ownership of all its intellectual property assets and provided an infusion of cash. It was during the period of negotiations leading up to that settlement that the Commission's January 17, 2018 Notice was received.

As soon as the January 17, 2018 Notice was received Mr. Cornell contacted the SEC to find out what steps could be taken to avoid the revocation of its registration. Learning that little could be done and understanding that AmbiCom's future rested on its ability to resolve the PC Drivers litigation, Mr. Cornell turned his attention to the PC Drivers settlement. Mr. Cornell was successful, but the deadline to respond passed, resulting in the present Show Cause order.

ARGUMENT

After more than two years of legal struggle, AmbiCom is now in a position to fulfill its regulatory obligations. It has regained control of most of its financial information, has re-started its business operations, and has a stable management capable of hiring the accountants and attorneys necessary to make the required filings. AmbiCom anticipates that within 120 days it will be able to bring the required filings up to date.

AmbiCom has approximately 130 shareholders. Their investment has value only because AmbiCom is publicly traded, and revocation of its registration would destroy the existing value of their stock. Only a few of these shareholders are insiders. Most invested in good faith during AmbiCom's early years of activity and had no effective means of controlling its compliance with SEC regulations. They will be irreparably harmed with AmbiCom's registration is revoked.

CONCLUSION

Revocation of AmbiCom's registration should be suspended for 120 days to permit AmbiCom to make the filings required to bring it up-to-date with its regulatory obligations.



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ATTORNEYS FOR AMBICOM
HOLDINGS, INC.

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing instrument was served on the following by first class mail on February 19, 2018.

Carol Fox Foelak,
Administrative Law Judge
Securities and Exchange Commission
100 F St., NE
Washington, DC 20549-2557

Secretary, Securities and Exchange Commission
100 F St., NE
Washington, DC 20549-6010



Richard M. Hunt