

Xstream Mobile Solutions Corp
Form 10QSB
June 06, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-QSB

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended: **March 31, 2006**

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period _____ to _____

Commission File Number: **000-18296**

Xstream Mobile Solutions Corp.

(Exact name of small Business Issuer as specified in its charter)

Delaware

(State or other jurisdiction of incorporation
or organization)

62-1265486

(IRS Employer Identification No.)

14422 Edison Drive

Unit D

New Lenox, Illinois 60451

(Address of principal executive offices)

(708) 205-2222

(Issuer's telephone number)

Netchoice, Inc.

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:
10,913,772 common shares as of March 31, 2006.

Transitional Small Business Disclosure Format (check one): Yes No

TABLE OF CONTENTS

| | | <u>Page</u> |
|--|--|-------------|
| <u>PART I - FINANCIAL INFORMATION</u> | | |
| Item 1: | <u>Financial Statements</u> | 3 |
| Item 2: | <u>Plan of Operation</u> | 4 |
| Item 3: | <u>Controls and Procedures</u> | 7 |
| <u>PART II - OTHER INFORMATION</u> | | |
| Item 1: | <u>Legal Proceedings</u> | 9 |
| Item 2: | <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | 9 |
| Item 3: | <u>Defaults Upon Senior Securities</u> | 9 |
| Item 4: | <u>Submission of Matters to a Vote of Security Holders</u> | 9 |
| Item 5: | <u>Other Information</u> | 9 |
| Item 6: | <u>Exhibits</u> | 9 |

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Our unaudited financial statements included in this Form 10-QSB are as follows:

- | | |
|-----|--|
| F-1 | Condensed Balance Sheet as of March 31, 2006 (Unaudited); |
| F-2 | Condensed Statements of Operations for the Six and Three months ended March 31, 2006 and 2005 (Unaudited); |
| F-3 | Condensed Statements of Cash Flows for the Six months ended March 31, 2006 and 2005 (Unaudited); and |
| F-4 | Notes to Condensed Financial Statements (Unaudited) |

These unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-QSB. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended March 31, 2006 are not necessarily indicative of the results that can be expected for the full year.

XSTREAM MOBILE SOLUTIONS CORP.
CONDENSED BALANCE SHEET
MARCH 31, 2006
(UNAUDITED)

ASSETS

CURRENT ASSETS

| | | |
|---------------------------|----|---|
| Cash and cash equivalents | \$ | - |
|---------------------------|----|---|

OTHER ASSETS

| | | |
|--------------------------|----|---|
| Investment in subsidiary | \$ | - |
|--------------------------|----|---|

TOTAL ASSETS

| | | |
|--|----|---|
| | \$ | - |
|--|----|---|

LIABILITIES AND STOCKHOLDERS' EQUITY

LIABILITIES

| | | |
|---------------------------------------|----|-------|
| Accounts payable and accrued expenses | \$ | 8,850 |
|---------------------------------------|----|-------|

Total Liabilities

| | |
|--|-------|
| | 8,850 |
|--|-------|

STOCKHOLDERS' EQUITY

| | | |
|---|--|---|
| Preferred Stock Series A, \$.001 Par Value; 990,000 shares authorized and none issued and outstanding | | - |
|---|--|---|

| | | |
|---|--|---|
| Preferred Stock Series B, \$.001 Par Value; 9,000,000 shares authorized and none issued and outstanding | | - |
|---|--|---|

| | | |
|--|--|---|
| Preferred Stock Series C, \$.001 Par Value; 10,000 shares authorized and none issued and outstanding | | - |
|--|--|---|

| | | |
|--|--|--------|
| Common Stock \$.001 Par Value; 90,000,000 shares authorized and 11,213,625 shares issued and 10,913,772 shares outstanding | | 11,214 |
|--|--|--------|

| | | |
|----------------------------|--|------------|
| Additional paid-in capital | | 22,910,359 |
|----------------------------|--|------------|

| | | |
|----------------------------|--|--------------|
| Deposit on software rights | | (20,000,000) |
|----------------------------|--|--------------|

| | | |
|---------------------|--|-------------|
| Accumulated deficit | | (2,709,118) |
|---------------------|--|-------------|

| | | |
|--|--|---------|
| | | 212,455 |
|--|--|---------|

| | | |
|--|--|-----------|
| Less: Cost of treasury stock, 299,852 shares | | (221,305) |
|--|--|-----------|

Total Stockholders' Equity

| | | |
|--|--|---------|
| | | (8,850) |
|--|--|---------|

**TOTAL LIABILITIES AND
STOCKHOLDERS' EQUITY**

| | | |
|--|----|---|
| | \$ | - |
|--|----|---|

The accompanying notes are an integral part of these condensed financial statements.

XSTREAM MOBILE SOLUTIONS CORP.
CONDENSED STATEMENTS OF OPERATIONS
FOR THE SIX AND THREE MONTHS ENDED MARCH 31, 2006 AND 2005
(UNAUDITED)

| | FOR THE SIX MONTHS ENDED MARCH 31, | | FOR THE THREE MONTHS ENDED MARCH 31, | |
|---|---|-------------------|---|-------------------|
| | 2006 | 2005 | 2006 | 2005 |
| OPERATING REVENUES | | | | |
| Revenue | \$ - | \$ - | \$ - | \$ - |
| OPERATING EXPENSES | | | | |
| General and Administrative expenses | 8,850 | 7,500 | 3,750 | 3,750 |
| Total operating expenses | 8,850 | 7,500 | 3,750 | 3,750 |
| NET (LOSS) BEFORE OTHER INCOME (EXPENSE) | (8,850) | (7,500) | (3,750) | (3,750) |
| OTHER INCOME (EXPENSES) | | | | |
| Interest expenses | (618,500) | - | (618,500) | - |
| Total other income (expense) | (618,500) | - | (618,500) | - |
| NET (LOSS) BEFORE PROVISION FOR INCOME TAXES | (627,350) | (7,500) | (622,250) | (3,750) |
| Provision for Income Taxes | - | - | - | - |
| NET (LOSS) APPLICABLE TO COMMON SHARES | \$ (627,350) | \$ (7,500) | \$ (622,250) | \$ (3,750) |
| NET (LOSS) PER BASIC AND DILUTED SHARES | \$ (0.12) | \$ (0.02) | \$ (0.06) | \$ (0.01) |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING | | | | |
| | 5,291,898 | 473,147 | 10,913,772 | 473,147 |

The accompanying notes are an integral part of these condensed financial statements.

XSTREAM MOBILE SOLUTIONS CORP.
CONDENSED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED MARCH 31, 2006 AND 2005
(UNAUDITED)

| | 2006 | 2005 |
|--|---------------|-------------|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net (loss) | \$ (627,350) | \$ (7,500) |
| Adjustments to reconcile net (loss) to net cash (used in) operating activities: | | |
| Beneficial interest | 618,500 | - |
| Changes in assets and liabilities | | |
| Increase in accounts payable and accrued expenses | 8,850 | 7,500 |
| Total adjustments | 627,350 | 7,500 |
| Net cash (used in) operating activities | - | - |
| CASH FLOW FROM INVESTMENT ACTIVITIES | | |
| Investment in subsidiary | - | - |
| Net cash (used in) investment activities | - | - |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Stock issued to pay current debt | - | - |
| Net cash from financing activities | - | - |
| NET (DECREASE) IN CASH AND CASH EQUIVALENTS | - | - |
| CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD | - | - |
| CASH AND CASH EQUIVALENTS - END OF PERIOD | \$ - | \$ - |
| SUPPLEMENTAL DISCLOSURE NON CASH FLOW INFORMATION: | | |
| Issuance of common stock for software rights | \$ 20,000,000 | \$ - |

The accompanying notes are an integral part of these condensed financial statements.

XSTREAM MOBILE SOLUTIONS CORP.
(FORMERLY NETCHOICE, INC.)
NOTES TO CONDENSED FINANCIAL STATEMENTS
MARCH 31, 2006 AND 2005
(UNAUDITED)

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

The condensed unaudited interim financial statements included herein have been prepared, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The condensed financial statements and notes are presented as permitted on Form 10-QSB and do not contain information included in the Company's annual statements and notes. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. It is suggested that these condensed financial statements be read in conjunction with the September 30, 2005 audited financial statements and the accompanying notes thereto. While management believes the procedures followed in preparing these condensed financial statements are reasonable, the accuracy of the amounts are in some respects dependent upon the facts that will exist, and procedures that will be accomplished by the Company later in the year.

These condensed unaudited financial statements reflect all adjustments, including normal recurring adjustments, which, in the opinion of management, are necessary to present fairly the operations and cash flows for the periods presented.

The Company was incorporated on May 10, 1998, under the laws of the State of Delaware. The business purpose of the Company was originally to engage in environmental monitoring and testing. However, on December 31, 2001, the Company liquidated its operating assets and currently has no operations. The Company has adopted a fiscal year ending September 30.

On February 3, 2005 the Company changed its name to Netchoice, Inc. On December 19, 2005 the Company changed its name to Xstream Mobile Solutions Corp.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with an initial maturity of three months or less to be cash equivalents.

XSTREAM MOBILE SOLUTIONS CORP.
(FORMERLY NETCHOICE, INC.)
NOTES TO CONDENSED FINANCIAL STATEMENTS (CONTINUED)
MARCH 31, 2006 AND 2005
(UNAUDITED)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The income tax benefit is computed on the pretax loss based on the current tax law. Deferred income taxes are recognized for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates. The Company has not established a provision due to the losses sustained.

Earnings (Loss) Per Share of Common Stock

Historical net (loss) per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. Common stock equivalents were not included in the computation of diluted earnings per share when the Company reported a loss because to do so would be antidilutive for periods presented.

The following is a reconciliation of the computation for basic and diluted EPS:

| | March 31, 2006 | March 31, 2005 |
|---|---------------------------|---------------------------|
| Net (Loss) | \$ (627,350) | \$ (7,500) |
| Weighted-average common shares outstanding (Basic) | 5,291,898 | 473,147 |
| Weighted-average common stock equivalents: | | |
| Stock options | - | - |
| Warrants | - | - |
| Weighted-average common shares outstanding (Diluted) | 5,291,898 | 473,147 |

Options and warrants outstanding to purchase stock were not included in the computation of diluted EPS because inclusion would have been antidilutive.

There are no options and warrants outstanding to purchase stock at March 31, 2006 and 2005.

XSTREAM MOBILE SOLUTIONS CORP.
(FORMERLY NETCHOICE, INC.)
NOTES TO CONDENSED FINANCIAL STATEMENTS (CONTINUED)
MARCH 31, 2006 AND 2005
(UNAUDITED)

NOTE 3 - STOCKHOLDERS' EQUITY (DEFICIT)

On December 3, 2004, the Company increased the authorized number of shares of common stock from 30,000,000 shares to 90,000,000 shares and also changed the par value from \$0.01 to \$0.001.

On January 6, 2006, the Company approved the issuance of 75,000 shares to fulfill a commitment to former directors, the issuance of 3,450,000 shares in exchange for \$259,750 of current debt, and 80,000,000 shares as a deposit to acquire the rights to telecomm software, which is currently in the due diligence phase. The Company has until June 30, 2006 to decide whether to keep the rights to the software or to cancel the issuance of the shares and relinquish the rights of the software back to the former vendor.

On January 31, 2006, the Company effectuated a reverse split of 1 for 8 shares of its common stock. The 89,709,000 shares issued became 11,213,625 issued with 10,913,772 shares outstanding as of March 31, 2006.

Preferred Stock

On December 3, 2004 the Company changed the number of Preferred Stock from one class of stock consisting of 10,000,000 shares with a par value of \$0.01 to three separate series of preferred stock and changed the par value to \$0.001. They are as follows:

Preferred Stock Series A

990,000 shares with a par value of \$0.001 per share, participating, voting and convertible with a liquidation value of \$1,000 each.

Preferred Stock Series B

9,000,000 shares with a par value of \$0.001 per share, participating; voting and convertible with a liquidation value of \$3 each.

Preferred Stock Series C

10,000 shares with a par value of \$0.001 per share, with a liquidation value of \$10 each.

All preferred stock series A, B and C are convertible to 4,000 common shares as well as 4,000 votes for each share held. In addition, in all cases, the holders of the Preferred Stock C will vote cumulatively at least fifty one percent (51%) of all votes cast regardless of the amount of series C shares issued, at any meeting of shareholders or any major issue put before the Company for voting of shareholders.

XSTREAM MOBILE SOLUTIONS CORP.
(FORMERLY NETCHOICE, INC.)
NOTES TO CONDENSED FINANCIAL STATEMENTS (CONTINUED)
MARCH 31, 2006 AND 2005
(UNAUDITED)

NOTE 4 - INCOME TAXES

There was no income tax benefit recognized at March 31, 2006 and 2005.

The net deferred tax assets in the accompanying balance sheet include benefit of utilizing net operating losses of approximately \$2,709,118 (at March 31, 2006). However due to the uncertainty of utilizing the net operating losses, an offsetting valuation allowance has been established.

NOTE 5- GOING CONCERN

As shown in the accompanying condensed financial statements, the Company incurred substantial net losses for the six months ended March 31, 2006 and 2005 and for the years ended September 30, 2005 and 2004, respectively. There is no guarantee whether the Company will be able to generate enough revenue and/or raise capital to support those operations. This raises substantial doubt about the Company's ability to continue as a going concern. Management believes the Company's capital requirement will depend on many factors, including the success of the Company to raise money. The Company continues to search for acquisition candidates to fund operations. The condensed financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Item 2. Plan of Operation

Forward-Looking Statements

Historical results and trends should not be taken as indicative of future operations. Management's statements contained in this report that are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934 (the "Exchange Act"), as amended. Actual results may differ materially from those included in the forward-looking statements. The Company intends such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and is including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "believe," "expect," "intend," "anticipate," "estimate," "project," "prospects," or similar expressions. The Company's ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on the operations and future prospects of the Company on a condensed basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Further information concerning the Company and its business, including additional factors that could materially affect the Company's financial results, is included herein and in the Company's other filings with the SEC.

Overview

We were incorporated as a Delaware corporation on May 10, 1998 under the name Environmental Monitoring and Testing Corporation. Since our incorporation, we provided electronic filing services to companies that are required to electronically file disclosure information with the Securities and Exchange Commission "SEC."

The Company filed a Form 8-K with the Securities and Exchange Commission and changed its name to Netchoice, Inc., effective February 3, 2005.

Subsequent to the reporting period, the Company filed a Form 8-K with the Securities and Exchange Commission and changed its name to Xstream Mobile, Inc., effective December 19, 2005.

We are currently in the communications business specializing in entertainment, safety and security.

We currently have forecasted the expenditure of approximately \$20,000 during the next twelve months in order to remain in compliance with the Securities Exchange Act of 1934, retain a consultant, and to develop our communications business and/or technology. We can provide no assurance that we will be successful in developing our technology due to our limited working capital. We anticipate that if we are successfully able to develop our technology, we will require additional financing in order for us to complete. We can provide no assurance that we will receive additional financing if sought.

We do not anticipate purchasing any real property or significant equipment in the next twelve months.

At the present time, we have no employees other than our officers and directors, Mr. Mike See, Joe Johns and Cynthia See. We do not anticipate hiring any employees until such time as we are able to develop our business and/or technology.

Assets

As of March 31, 2006, we have no assets and cash at hand.

Liabilities and Stockholders' Deficit

Our total liabilities as of March 31 2006 were \$8,850. On March 31, 2005 our liabilities consisted of accounts payable and accrued expenses in the amount of \$8,850.

As of March 31, 2006, there was a Stockholders' deficit of \$8,850.

Results of Operations for the six months ended March 31, 2006 and 2005

We have not earned any revenues through the period ending March 31, 2006. As a result, we did not earn any revenue during the six months ended March 31, 2006 or 2005.

We incurred operating expenses in the amount of \$8,850 for the six months ended March 31, 2006, compared to operating expenses of \$7,500 for the six months ended March 31, 2005. Our operating expenses for the six months ended March 31, 2006 were entirely attributable to general and administrative fees.

We have incurred a net loss of \$8,850 for the six month period ended March 31, 2006, compared to \$7,500 for the six month period ended March 31, 2005. Our losses for the six months ended March 31, 2006 and 2005 are entirely attributable to general and administrative fees.

Liquidity and Capital Resources

As of March 31, 2006, we had no cash or assets. We had a working capital deficit of \$627,350 on March 31, 2006. As a result, we had insufficient capital to complete our business plan.

We anticipate that we will require additional financing to enable us to complete our business plan. However, we can provide no assurance that if we pursue additional financing we will receive any financing.

We can provide no assurance that we will receive any additional financing. For these reasons, our auditors have stated in their report that they have substantial doubt about our ability to continue as a going concern.

Going Concern

Our independent auditors have stated in their Auditor's Report included in our annual report on Form 10-KSB that we have incurred operating losses, accumulated deficit, and negative cash flow from operations. From our inception to May 10, 1998, we incurred cumulative losses of approximately \$2,709,118. Our ability to raise capital through future issuances of common stock is unknown. Our future is dependent on our ability to obtain financing and develop our new business opportunities into profitable operations.

These factors, among others, raise substantial doubt about our ability to continue as a going concern. Our condensed financial statements do not include any adjustments that may result from the outcome of these aforementioned uncertainties.

Off Balance Sheet Arrangements

As of March 31, 2006, there were no off balance sheet arrangements.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most "critical accounting policies" in the Management Discussion and Analysis. The SEC indicated that a "critical accounting policy" is one which is both important to the portrayal of a company's financial condition and results, and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We believe that the following accounting policies fit this definition.

Impairment of Long-Lived Assets.

In the event facts and circumstances indicate the carrying value of a long-lived asset, including associated intangibles, may be impaired, an evaluation of recoverability is performed by comparing the estimated future undiscounted cash flows associated with the asset to the asset's carrying amount to determine if a write-down to market value or discounted cash flow is required. Based upon management's evaluation, impairment write-downs of some of our assets was deemed necessary for the years ended September 30, 2005 and 2004. We account for impairment in accordance with FASB 142, "Goodwill and Other Intangible Assets." We test for impairment on an annual basis, unless the situation dictates otherwise.

Recently Issued Accounting Pronouncements

In February 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (FAS) No. 155, Accounting for Certain Hybrid Financial Instruments. FAS No. 155 replaces FAS No. 133 Accounting for Derivative Instruments and Hedging Activities, and FAS No. 140 Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities. FAS No. 155 resolves issues addressed in Statement 133 Implementation Issue No. D1, "Application of Statement 133 to Beneficial Interests in Securitized Financial Assets." This statement will be effective for all financial instruments acquired or issued after the beginning of an entity's fiscal year that begins after September 15, 2006. We are currently analyzing whether this new standard will have impact on our financial position and results of operations.

In March 2006, the FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets, an amendment of FASB Statement No. 140." SFAS No. 156 requires an entity to recognize a servicing asset or liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract under a transfer of the servicer's financial assets that meets the requirements for sale accounting, a transfer of the servicer's financial assets to a qualified special-purpose entity in a guaranteed mortgage securitization in which the transferor retains all of the resulting securities and classifies them as either available-for-sale or trading securities in accordance with SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities" and an acquisition or assumption of an obligation to service a financial asset that does not relate to financial assets of the servicer or its consolidated affiliates. Additionally, SFAS No. 156 requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, permits an entity to choose either the use of an amortization or fair value method for subsequent measurements, permits at initial adoption a one-time reclassification of available-for-sale securities to trading securities by entities with recognized servicing rights and requires separate presentation of servicing assets and liabilities subsequently measured at fair value and additional disclosures for all separately recognized servicing assets and liabilities. SFAS No. 156 is effective for transactions entered into after the beginning of the first fiscal year that begins after September 15, 2006. We are currently evaluating the effect the adoption of SFAS No. 156 will have on our financial position or results of operations.

Item 3. Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2005. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, Mr. Mike See. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of March 31, 2005, our disclosure controls and procedures are effective. There have been no significant changes in our internal controls over financial reporting during the quarter ended March 31, 2005 that have materially affected or are reasonably likely to materially affect such controls.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Security Holders

On January 6, 2006 the Board of Directors authorized the issuance of 3,525,000 common shares to pay off liabilities previously recognized in the financial statements and 80,000,000 shares for a business acquisition. These shares would bring the common shares issued to 89,709,000 with 87,310,183 shares outstanding.

Also on January 6, 2006 the Stockholders approved a 1 for 8 reverse split effective January 31, 2006. The 89,709,000 pre-split common shares issued would become 11,213,625 common shares issued.

On January 9, 2006 the Company announced an offering of 6, 250,000 units at an offering price of \$.80 per unit. A unit consists of one share of common stock and one warrant to purchase one share of common stock, exercisable for 12 months.

Item 5. Other Information

None.

Item 6. Exhibits

| E x h i b i t Number | Description of Exhibit |
|---------------------------------|--|
| 31.1 | <u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 31.2 | <u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u> |
| 32.1 | <u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> |

SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Xstream Mobile Solutions Corp.

Date: June 5, 2006

By: /s/ Mike See
Mike See
Title: **Chief Executive Officer, Chief Financial Officer,
and Director**