

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Rel. No. 60523 / August 18, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13583

In the Matter of

Xstream Mobile Solutions Corp.,

Respondent.

ORDER INSTITUTING
CEASE-AND-DESIST PROCEEDINGS,
MAKING FINDINGS, AND IMPOSING
A CEASE-AND-DESIST ORDER
PURSUANT TO SECTION 21C OF THE
SECURITIES EXCHANGE ACT OF
1934

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate that public cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Securities Exchange Act of 1934 (“Exchange Act”) against Xstream Mobile Solutions Corp. (“Xstream” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (“Offer”), which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of these proceedings, which Respondent admits, Respondent consents to the entry of this Order Instituting Cease-and-Desist Proceedings, Making Findings, and Imposing a Cease-and-Desist Order Pursuant to Section 21C of the Securities Exchange Act of 1934 (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Xstream (CIK No. 842919) is a Delaware corporation located in New Lenox, Illinois. At all times relevant to this proceeding, the securities of Xstream have been registered with the Commission under Exchange Act Section 12(g). As

of March 31, 2009, the company's stock (symbol "XMSC") was quoted on the Pink Sheets, had eight market makers, and was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).

2. Xstream has violated Exchange Act Section 13(a), and Rules 13a-1 and 13a-13 thereunder, because it has not filed any periodic reports in a timely fashion since the period ended September 30, 2006.

IV.

In view of the foregoing, the Commission deems it appropriate to impose the sanction agreed to in Xstream's Offer.

Accordingly, it is hereby ORDERED that:

Xstream cease and desist from committing or causing any violations and any future violations of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

By the Commission.

Elizabeth M. Murphy
Secretary