

XXSTREAM ENTERTAINMENT, INC.

INFORMATION STATEMENT

For Broker-Dealer Due Diligence
Pursuant to Rule 15c-211
under the Securities Exchange Act of 1934

May 31, 2005

(XXStream Entertainment, Inc.)

(Exact name of issuer as specified in its charter)

A Nevada Corporation

5348 Vegas Drive
Las Vegas, NV 89108
(Address of Principal Executive Office)

The number of shares outstanding of each of the Registrant's classes of common equity, as of the date of this Information Statement, are as follows:

Common Stock, \$.001 par value, 75,000,000
(Class of Securities Quoted) (Number of Shares Outstanding)

98416T108
(CUSIP Number)

XMET
(Trading Symbol)

CURRENT INFORMATION REGARDING XXStream Entertainment, Inc.

A Nevada Corporation

XXStream Entertainment, Inc.

Information and Disclosure Statement

May 31, 2005

All information furnished herein has been prepared from the books and records of XXStream Entertainment, Inc., in accordance with rule 15c2-11 (a) (5) promulgated under the Securities and Exchange Act of 1934, as amended, and is intended as information to be used by broker-dealers.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with XXStream Entertainment, Inc. Any representations not contained herein must not be relied upon as having been made or authorized by XXStream Entertainment, Inc.

Delivery of this information and disclosure statement does not imply that the information contained herein is correct as of any time subsequent to the date first written above.

Item (i): The exact name of the issuer and its predecessor (if any).

The exact name of the issuer is XXStream Entertainment, Inc. (“XMET”) (the “Company” or “issuer” or “XXStream”). The issuer was organized under the laws of the State of Nevada and qualified to do business in Nevada under the name XXStream Entertainment, Inc.

Item (ii): Address of principal executive offices.

The issuer maintains its principal executive offices at:
XXStream Entertainment, Inc.
5348 Vegas Drive
Las Vegas, Nevada 89108 USA
602-912-5870
602-926-8956 Fax

Item (iii): The state of incorporation, if it is a corporation.

XXStream was incorporated in the State of Nevada on May 21, 2005.

Item (iv): The exact title and class of the security to be quoted.

Common

Item (v): The par or stated value of the security.

The par value of the issuer’s common stock is \$.001 per share.

Item (vi): The number of shares or total amount of the securities outstanding as of the end of the issuer’s most recent fiscal year.

A.

1. Common Stock – 75,000,000 shares authorized par value \$.001 per share -
2. Shares Issued and Outstanding – 75,000,000 common shares as of May 31, 2005.
3. Freely tradable (public float) 0 common shares
4. The shares are held by a total of 10 beneficial shareholders.

B.

Offerings:

Offering Registration Shares Price Trading Status

Not Applicable

Item (vii): The name and address of the transfer agent.

The transfer agent for the shares of common stock of the Company is
Holladay Transfer Agent
2939 N. 67th Place
Scottsdale, AZ 85251
USA
480-481-3940
480-481-3941 Fax
Hstransfer1@qwest.net

The transfer agent is registered under the Securities Exchange Act of 1934. The transfer agent's regulatory authority is the Securities and Exchange Commission.

Item (viii): The nature of the issuer's business.

A. Business Development

The issuer was organized under the laws of the State of Nevada under the name XXStream Entertainment, Inc. ("XMET") (a development state enterprise) on March 31, 2005. The Company was formed in Nevada in 2005.

Club XXStream offers a new type of entertainment portal on the web that is built from the ground up for today's always on high bandwidth 18-35 year old demographic. The club will be the first portal online that will blend online and offline entertainment in ways that leverage the synergies of the real and virtual worlds in unique ways. We are creating a new media company that will provide multicultural digital content for consumers in every major market segment in Europe, South America, Asia and Mexico. Club XXStream is targeting a young global demographic, with primary focus to be 18-35 years of age, as this demographic group is affluent, technically sophisticated and is always seeking new ways to find entertainment off and online. Club XXStream is already in partnership discussions some of the worlds largest media content and technology providers including MTV, Microsoft, Macromedia, Real Networks, Yahoo, AOL/Time Warner who may provide content, technology and or sign up or launch advertising services in order to secure a long term partnership with Club XXStream.

1. The form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

Nevada Corporation

2. The year that the issuer (or any predecessor) was organized;

2005

3. The issuers' fiscal year end date;

March 31

4. Whether the issuer (and/or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

The issuer has never been in bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business;

None

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

The Company has not defaulted on any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

7. Any change of control;

Not Applicable

8. Any increase in 10% or more of the same class of outstanding equity securities;

There has been no change

9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

None

10. Any delisting of the issuer's securities by any securities exchange or NASDAQ; and

The Company has never been delisted by any securities exchanges or NASDAQ.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

The Company doesn't have any current, past, pending or threatened legal proceeding or administrative actions.

B. Business of Issuer

1. The issuer's primary and secondary SIC Codes;

Primary SIC code: Unknown

Secondary SIC code is not applicable.

2. If the issuer has never conducted operations is in the development stage or is currently conducting operations;

Club XXStream offers a new type of entertainment portal on the web that is built from the ground up for today's always on high bandwidth 18-35 year old demographic. The club will be the first portal online that will blend online and offline entertainment in ways that leverage the synergies of the real and virtual worlds in unique ways. We are creating a new media company that will provide multicultural digital content for consumers in every major market segment in Europe, South America, Asia and Mexico. Club XXStream is targeting a young global demographic, with primary focus to be 18-35 years of age, as this demographic group is affluent, technically sophisticated and is always seeking new ways to find entertainment off and online. Club XXStream is already in partnership discussions some of the worlds largest media content and technology providers including MTV, Microsoft, Macromedia, Real Networks, Yahoo, AOL/Time Warner who may provide content, technology and or sign up or launch advertising services in order to secure a long term partnership with Club XXStream.

3. State the names of any parent, subsidiary, or affiliate of the issuer, and describe its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure document;

None

4. The effect of existing or probable governmental regulations on the business;

Management does not foresee any governmental regulations that would affect the Company's business.

5. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

Please see the Company's financials for details on research and development costs.

6. Costs and effects of compliance with environmental laws (federal, state and local); and

At this time management does not foresee any costs and effects of compliance with environmental laws, federal, state or local.

7. Number of total employees and number of full time employees.

Currently XXStream has 2 employees.

C. Investment Policy

Investments by the Company are and will be by the way of acquisitions, in part or in whole of viable companies that have the potential for income growth. Further the company will develop internally the website and marketing materials to launch the company mission.

1. *Investments in real estate or interests in real estate.* Indicate the types of real estate in which the issuer may invest, and describe the method (or proposed method) of operating and financing these properties. Indicate any limitations on the number or amount of mortgages that may be placed on any one piece of property.

The Company has not made any investments in real estate or interests in real estate.

2. *Investments in real estate mortgages.* Indicate the types of mortgages and the types of properties subject to mortgages in which the issuer plans to invest. Describe each type of mortgage activity in which the issuer intends to engage, such as originating, servicing and warehousing, and the portfolio turnover rate.

The Company has not made any investments in real estate mortgages.

3. *Securities of or interests in persons primarily engaged in real estate activities.* Indicate the types of securities in which the issuer may invest, and indicate the primary activities of persons in which the issuer may invest and the investment policies of such persons.

The Company has not invested in Securities of/or interests in persons primarily engaged in real estate activities.

Item (ix): The nature of the issuer's business.

1. Principal products or services; and their markets;

The Company is the process of developing a membership internet portal and has created the website at www.clubxxsteam.com that is presently launched and an interactive website for is users.

2. Distribution methods of the products or services;

The present distribution of these services is through the internet portal www.clubxxstream.com and is creating a membership base.

3. Status of any publicly announced new product or service;

Not Applicable at this time.

4. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The Company is a holding company and offers neither services nor products. XXStream has published a business plan that if implemented will services through their internet portal www.clubxxstream.com.

5. Sources and availability of raw materials and the names of principal suppliers;

The Company is not dependant on any one supplier or customer. The issuer does not yet deal in raw materials.

6. Dependence on one or a few major customers;

Not Applicable.

7. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

Not Applicable.

8. The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

Not Applicable.

Item (x): The nature and extent of the issuer's facilities.

Our executive offices are located at
5348 Vegas Drive
Las Vegas, Nevada 89108

Item (xi): The name of the chief executive officer, members of the board of directors, as well as counsel, accountant and public relations consultant.

a. Executive Officers:

Chief Executive Officer
Randy Linthicum
5348 Vegas Drive
Las Vegas, Nevada 89108

Chief Financial Officer
Pamela Thompson

5348 Vegas Drive
Las Vegas, Nevada 89108

b. Director:

Randy Linthicum
5348 Vegas Drive
Las Vegas, Nevada 89108

Pamela Thompson
5348 Vegas Drive
Las Vegas, Nevada 89108

C. General Partners:

Not Applicable

d. Promoters:

None

e. Control Persons:

Trojan Trust
XXStream Entertainment, Inc.
5348 Vegas Drive
Las Vegas, Nevada 89108

f. Counsel:

The Company has hired Charles C. Weller to handle matters related to corporate issues. The company is seeking SEC counsel to assure timely filed SEC filings.

g. Accountant or Auditor:

The company will be entering into a pre-engagement due diligence agreement with an independent auditing firm duly registered with the Public Company Accounting Oversight Board, progressing toward engagement of that firm to perform our audit.

h. Public Relations Consultant (s)

None

I. Any other advisor (s) that assisted, advised, prepared or provided information with respect to this disclosure documentation.

None

None of the above Officers or Directors has in the last 5 years been:

1. Convicted of any criminal proceedings either named or as a defendant. (Other than traffic violations)
2. Has not had an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a

court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities or banking activities.

3. Has not had a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated.

4. Has not had an entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

Certain Relationships

There are no relationships existing among and between the issuer's officers, directors and shareholders. There are affiliations among and between the shareholders and the issuer, its predecessors, its present and prior officers and directors, and other shareholders.

BENEFICIAL OWNERSHIP OF COMMON STOCK

The following table sets forth as of May 30, 2005 certain information regarding the ownership of our common stock by (i) each person known by us to be the beneficial owner of more than 5% of the outstanding shares of common stock, (ii) each of our directors, (iii) each of our executive officers, and (iv) all of our executive officers and directors as a group.

<u>Number of Shares</u>	<u>Beneficially Owned</u>	<u>% Beneficially Owned</u>
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DIRECTORS & OFFICERS:

None

5% HOLDERS:

Shepherd Corporation	1,000,000 shares	5%
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All of the above shares (Beneficial Ownership of 5% or more) are subject to SEC rule shares.

Forward-Looking Statements

This Information Statement contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are based largely on XXstream's expectations or forecasts of future events, can be affected by inaccurate assumptions and are subject to various business risks and known and unknown uncertainties, a number of which are beyond the Company's control. Therefore, actual results could differ materially from the forward-looking statements contained herein. A wide variety of factors could cause or contribute to such differences and could adversely impact revenues, margins, profitability, cash flows and capital needs.

(xii): The issuer's most recent balance sheet and profit and loss and retained earnings statements.

See Unaudited Financial Statements included herewith.

Item (xiii): Similar financial information for such part of the 2 preceding fiscal years as the issuer

or its predecessor has been in existence.

See Unaudited Financial Statements included herewith.

Item (xvi): Whether any quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding units or shares of any equity security of the issuer, or at the request of any promoter for the issuer, and, if so, the name of such person, and the basis for any exception under the federal securities laws for any sales of such securities on behalf of such person.

To the best knowledge of the issuer, there is no quotation being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding units or shares of any equity security of the issuer, or at the request of any promoter for the issuer.

Item (xvii): Details of securities offerings by the issuer during the past two years.

The company has issued stock under Regulation D 504 through a rights offering to the shareholders of the Company.

I, Randy Linthicum hereby declare that the above 15c211 informational statement is both adequate and true.

s/s
Randy Linthicum
May 31, 2005

XXSTREAM ENTERTAINMENT, INC.
INFORMATION STATEMENT
FOR THE TWO MONTHS ENDED MAY 31, 2005
(DEVELOPMENT STAGE ENTERPRISE)

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ITEM XII AND XIII – FINANCIAL INFORMATION

XXSTREAM ENTERTAINMENT, INC.

UNAUDITED

BALANCE SHEETS

AS OF MAY 31, 2005

(Development Stage Enterprise)

ASSETS

May 31, 2005

CURRENT ASSETS:

Cash and Cash Equivalents	\$0
TOTAL CURRENT ASSETS	<u>0</u>

PROPERTY AND EQUIPMENT:

Fixed Assets	0
TOTAL PROPERTY AND EQUIPMENT	<u>0</u>

OTHER ASSETS:

TOTAL OTHER ASSETS	41,000
TOTAL ASSETS	<u>\$41,000</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:

Short-Term Notes Payable	0
TOTAL CURRENT LIABILITIES	<u>0</u>

LONG-TERM LIABILITIES:

Note Payables Wall Street Capital	41,000
TOTAL LONG-TERM LIABILITIES	<u>0</u>
TOTAL LIABILITIES	<u>41,000</u>

STOCKHOLDER' EQUITY:

Common Stock \$.001 par value, 2,250,000 shares issued 75,000,000 shares outstanding for May 31, 2005	2,250
Additional Paid In Capital	0
Treasury Stock	0
Accumulated Deficit	<u>(2,250)</u>
TOTAL STOCKHOLDERS' EQUITY	<u>(0)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$41,000</u>

See the accompanying notes to these unaudited financial statements

XXSTREAM ENTERTAINMENT, INC.
UNAUDITED STATEMENTS OF OPERATIONS
FOR THE TWO MONTHS ENDED MAY 31, 2005
(Development Stage Enterprise)

	<u>Two Months Ended May 31, 2005</u>
INCOME	
Revenue	\$ 0
SELLING EXPENSES	0
GENERAL AND ADMINISTRATIVE	2,250
DEPRECIATION AND AMORTIZATION	<u>-0-</u>
TOTAL EXPENSES	<u>2,250</u>
EARNINGS (LOSS) FROM OPERATIONS	<u>(2,250)</u>
OTHER INCOME (EXPENSE)	
Other Income	-0-
TOTAL OTHER INCOME (EXPENSE)	<u>(-0-)</u>
Net Income (Loss) Before Income Taxes	(2,250)
Provisions for Income Taxes	<u>0</u>
NET INCOME (LOSS)	<u><u>\$(2,250)</u></u>
EARNINGS (LOSS) PER SHARE:	
Basic Earnings (Loss) Per Share	<u><u>\$(0.00)</u></u>
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	<u>2,250,000</u>
Diluted Earnings (Loss) Per Share	<u><u>\$(0.00)</u></u>
WEIGHTED AVERAGE NUMBER OF COMMON AND COMMON SHARE EQUIVALENTS OUTSTANDING	<u><u>2,250,000</u></u>

See the accompanying notes to these unaudited financial statements

XXSTREAM ENTERTAINMENT, INC.
UNAUDITED STATEMENTS OF CASH FLOWS
FOR THE TWO MONTHS ENDED MAY 31, 2005
(Development Stage Enterprise)

	Two Months Ended May 31, 2005
CASH FLOWS FROM OPERATING ACTIVITIES	
Net Income	\$(2,250)
Adjustments to reconcile net income to net cash used by operating activities.	
Stock issued for Compensation	2,250
(Increase) decrease in assets	
Increase (decrease) in liabilities	
NET CASH PROVIDED (USED) IN OPERATING ACTIVITIES	-0-
CASH FLOWS FROM INVESTING ACTIVITIES	
Proceeds Used Website Development	(41,000)
NET CASH USED BY INVESTING ACTIVITIES	(41,000)
CASH FLOWS FROM FINANCING ACTIVITIES	
Loan from Affiliate	41,000
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	41,000
NET INCREASE (DECREASE) IN CASH	-0-
CASH AT BEGINNING OF PERIOD	-0-
CASH AT END OF PERIOD	\$ -0-

See the accompanying notes to these unaudited financial statements

XXSTREAM ENTERTAINMENT, INC.
UNAUDITED STATEMENTS OF STOCKHOLDERS' EQUITY
AS OF MAY 31, 2005
(Development Stage Enterprise)

STATEMENTS OF STOCKHOLDERS' EQUITY FOR THE TWO MONTHS ENDED MAY 31, 2005

	Common Stock		Treasury	Paid-in	Accumulated	Total
	<u>Shares</u>	<u>Amount</u>	<u>Stock</u>	<u>Capital</u>	<u>Deficit</u>	
BALANCE MARCH 21, 2005	0	\$ -	\$ -	\$ -	\$ -	\$ -
Stock issued for Compensation	2,250,000	\$ 2,250				0
		-				0
Net income					(2,250)	(2,250)
BALANCE					(2,250)	(2,250)
MARCH 31, 2005	<u>2,250,000</u>	<u>\$ 2,250</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (2,250)</u>	<u>\$ (2,249)</u>

The accompanying notes are an integral part of these Unaudited financial statements

**NOTES TO UNAUDITED FINANCIAL STATEMENTS
FOR THE TWO MONTHS ENDED MAY 31, 2005
(DEVELOPMENT STAGE)**

1. Basis of Presentation

The accompanying unaudited financial statements represent the financial position of XXStream Entertainment, Inc. (“the Company”) for the two months ended May 31, 2005 include results of operations of the Company and cash flows for the two months ended May 31, 2005. These statements have been prepared in accordance with generally accepted accounting principles (“GAAP”) for interim financial information and the instructions for the Information Statement. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments to these unaudited financial statements necessary for a fair presentation of the results for the interim period presented have been made. The results for the two months period ended May 31, 2005 may not necessarily be indicative of the results for the entire fiscal year.

2. Summary of Significant Accounting Policies

The accounting policies followed by the Company, and the methods of applying those policies, which affect the determination of its financial position, results of operations and cash flows are summarized below:

Cash and Cash Equivalents

Cash and cash equivalents include all short-term liquid investments that are readily convertible to known amounts of cash and have original maturities of two months or less. At times cash deposits may exceed government insured limits.

Revenue Recognition

The Company’s revenue is not generated as the Company is a development stage enterprise.

Fair Value of Financial Instruments

The carrying amounts for investments in marketable securities, trade accounts receivable, trade accounts payable, accrued liabilities and notes payable, approximate their fair value due to the short maturity of these instruments.

Net Earnings Per Share

Net earnings per share are calculated using the weighted average number of shares of common stock outstanding during the year. The Company has adopted the provisions of Statement of Financial Accounting Standards No. 128, *Earnings Per Share*.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. This may affect the reported amounts of assets and liabilities and disclosure of 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.

Stock-Based Compensation

Statements of Financial Accounting Standards No. 123, *Accounting for Stock-Based Compensation* (“SFAS 123”), established accounting and disclosure requirements using a fair-value based method of accounting for stock-based

employee compensation. In accordance with SFAS 123, the Company has elected to continue accounting for stock based compensation using the intrinsic value method prescribed by Accounting Principles Board Opinion No. 25.

3. Common Stock

Transactions in the Company's common stock issued for the acquisition of assets, products, or services are accounted for at fair value. Fair value is determined based on the closing price of the Company's common stock on the date of the transaction, or the fair value of the asset, product, or service received.

4. Income Taxes

The Company provides for income taxes based on the provisions of Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes*, which among other things, requires that recognition of deferred income taxes be measured by the provisions of enacted tax laws in effect at the date of financial statements. The provision for income taxes for interim periods is calculated on the basis of the expected effective rate for the full year.

5. Commitments and Contingencies

XXStream is not involved in legal proceedings and no material developments of any legal proceedings.

6. Subsequent Events

The Company has no subsequent events since there is has been no activity in the Company.

7. XXStream is a development stage enterprise and is required to report on operations and cash flow cumulative since inception. Presently, we do not have any prior period accounting records or tax returns on this shell. Once we receive these records we will amend our information statement to reflect the cumulative operations and cash flows.