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

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ANNUAL AUDITED REPORT FORM X-17A-5 PART III



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Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 04/01/10 AND ENDING 03/31/11 MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Wall and Company Securities, Inc.

OFFICIAL USE ONLY FIRM ID. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

11680 Stephenville Dr.

(No. and Street)

Frisco (City)

Texas (State)

75035 (Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

(Area Code - Telephone No.)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Phillip V. George, PLLC

(Name - if individual, state last, first, middle name)

4421 Wanda Lane (Address)

Flower Mound (City)

Texas (State)

75022 (Zip Code)

CHECK ONE:

- Certified Public Accountant
Public Accountant
Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

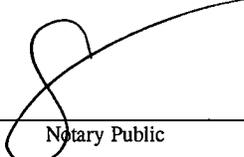
\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

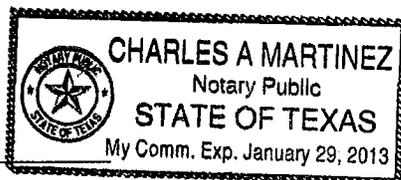
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## OATH OR AFFIRMATION

I, Johnny G. Clifton, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Wall and Company Securities, Inc., as of March 31, 2011, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

NONE

  
Notary Public



  
Signature

PRESIDENT  
Title

This report\*\* contains (check all applicable boxes):

- (a) Facing page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Cash Flows.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietor's Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report. \*
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- (o) Independent auditor's report on the internal control as required by SEC rule 17a-5.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

\* - The Company is exempt from the filing of the SIPC Supplemental Report as net operating revenues are less than \$500,000.

**WALL AND COMPANY SECURITIES, INC.**

**FINANCIAL REPORT**

**MARCH 31, 2011**

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PHILLIP V. GEORGE, PLLC  
CERTIFIED PUBLIC ACCOUNTANT

**INDEPENDENT AUDITOR'S REPORT**

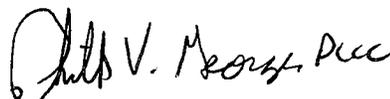
Board of Directors  
Wall and Company Securities, Inc.

We have audited the accompanying statement of financial condition of Wall and Company Securities, Inc. as of March 31, 2011, and the related statements of income, stockholder's equity, and cash flows for the year then ended that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Wall and Company Securities, Inc. as of March 31, 2011, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I and II is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



PHILLIP V. GEORGE, PLLC

Flower Mound, Texas  
June 9, 2011

**WALL AND COMPANY SECURITIES, INC.**  
**Statement of Financial Condition**  
**March 31, 2011**

**ASSETS**

Cash	\$ 45,062
Due diligence fees receivable	<u>75,342</u>
<b>TOTAL ASSETS</b>	<b><u><u>\$ 120,404</u></u></b>

**LIABILITIES AND STOCKHOLDER'S EQUITY**

<b>Liabilities</b>	<b><u>\$ -</u></b>
<b>Stockholder's Equity</b>	
Common stock, \$1.00 par value, 100,000 shares authorized, 1,000 shares issued and outstanding	1,000
Additional paid-in capital	102,300
Retained earnings	<u>17,104</u>
<b>TOTAL STOCKHOLDER'S EQUITY</b>	<b><u>120,404</u></b>
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b><u><u>\$ 120,404</u></u></b>

**WALL AND COMPANY SECURITIES, INC.**  
**Statement of Income**  
**Year Ended March 31, 2011**

**Revenue**

Due diligence fees	\$ 204,000
Private placement revenue	15,937
Other revenue	<u>127</u>
 TOTAL REVENUE	 <u>220,064</u>

**Expenses**

Compensation and related costs	97,035
Occupancy and equipment costs	2,667
Regulatory fees and expenses	9,500
Professional fees	14,211
Other expenses	<u>551</u>
 TOTAL EXPENSES	 <u>123,964</u>

Net income before other income 96,100

**Other Income**

Commission advances waived	<u>17,290</u>
 NET INCOME	 <u><u>\$ 113,390</u></u>

**WALL AND COMPANY SECURITIES, INC.**  
**Statement of Stockholder's Equity**  
**Year Ended March 31, 2011**

	<u>Common Shares</u>	<u>Common Stock</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings/ (Accumulated Deficit)</u>	<u>Total</u>
Balances at March 31, 2010	1,000	\$ 1,000	\$ 101,300	\$ (96,286)	\$ 6,014
Net income	-	-	-	113,390	113,390
Additional capital contributed	-	-	1,000	-	1,000
Balances at March 31, 2011	<u>1,000</u>	<u>\$ 1,000</u>	<u>\$ 102,300</u>	<u>\$ 17,104</u>	<u>\$ 120,404</u>

**WALL AND COMPANY SECURITIES, INC.**  
**Statement of Cash Flows**  
**Year Ended March 31, 2011**

**Cash flows from operating activities:**

Net income	\$ 113,390
Adjustments to reconcile net income to net cash provided by operating activities	
Change in assets and liabilities	
Increase in due diligence fees receivable	<u>(75,342)</u>
Net cash provided by operating activities	<u>38,048</u>

**Cash flows from financing activities:**

Additional capital contributed	<u>1,000</u>
Net change in cash	39,048
Cash at beginning of year	<u>6,014</u>
Cash at end of year	<u><u>\$ 45,062</u></u>

**Supplemental Disclosures of Cash Flow Information:**

There was no cash paid during the year for interest or income taxes.

**WALL AND COMPANY SECURITIES, INC.**  
**Notes to Financial Statements**  
**March 31, 2011**

**Note 1 - Nature of Business and Summary of Significant Accounting Policies**

Nature of Business:

Wall and Company Securities, Inc. (Company) was organized in March 1996 as a North Carolina corporation. The Company is registered as a broker/dealer with the Securities and Exchange Commission (SEC) and is a member of the Financial Industry Regulatory Authority (FINRA). The Company is a growth-oriented broker/dealer with a definitive focus on meeting the investment needs of accredited investors, primarily through locating and analyzing suitable investment opportunities and acquiring capital from investors to fund private placements and other exempt securities in real estate, energy and private stock offerings. The Company's customers are primarily individuals located in the state of Texas.

The Company operates pursuant to section (k)(2)(i) exemptive provisions of Rule 15c3-3 of the Securities Exchange Act of 1934, and accordingly, is exempt from the remaining provisions of that Rule. The Company does not hold customer funds or securities, but will limit its business to the selling of direct participation programs and maintain a special account for the exclusive benefit of its customers. Under these exemptive provisions, the Computation for Determination of Reserve Requirements and Information Relating to the Possession and Control Requirements are not required.

Significant Accounting Policies:

Use of Estimates

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

Fair Value of Financial Instruments

The Company's financial asset and liability amounts reported in the statement of financial condition are short-term in nature and approximate fair value.

Due Diligence Fees

The Company recognizes due diligence fees when earned under the respective agreements.

**WALL AND COMPANY SECURITIES, INC.**  
**Notes to Financial Statements**  
**March 31, 2011**

**Note 1 - Nature of Business and Summary of Significant Accounting Policies (continued)**

Private Placement Revenue

The Company recognizes revenue on the sale of interests in private placement offerings in the period in which customer subscriptions to such offerings are funded, and upon the determination the minimum subscription requirements of such offerings are or will be achieved.

Income Taxes

The Company has elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code, resulting in all federal tax liabilities or benefits relating to the operations of the Company passing through to the individual shareholder, therefore, there is no provision for federal income taxes. The Company is subject to state income taxes.

The Company has adopted financial reporting rules regarding recognition and measurement of tax positions taken or expected to be taken on a tax return. The Company has reviewed all open tax years and concluded that there is no impact on the Company's financial statements and no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken on a tax return. As of March 31, 2011, open Federal tax years include the tax years ended March 31, 2008 through March 31, 2010.

**Note 2 - Net Capital Requirements**

The Company is subject to the SEC uniform net capital rule (Rule 15c3-1), which requires the maintenance of a minimum amount of net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Rule 15c3-1 also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1. At March 31, 2011, the Company had net capital and net capital requirements of \$45,062 and \$5,000, respectively. The Company's net capital ratio was zero to 1.

**Note 3 - Related Party Transactions**

The sole shareholder generated approximately 80% of the Company's revenue for the year.

The sole shareholder provides office facilities without charge to the Company.

**WALL AND COMPANY SECURITIES, INC.**  
**Notes to Financial Statements**  
**March 31, 2011**

**Note 4 - Contingencies**

There are currently no asserted claims or legal proceedings against the Company, however, the nature of the Company's business subjects it to various claims, regulatory examinations, and other proceedings in the ordinary course of business.

The sole shareholder is currently involved in an administrative proceeding with the SEC unrelated to his activities at the Company.

The ultimate outcome of any such action against the Company or the sole shareholder could have an adverse impact on the financial condition, results of operations, or cash flows of the Company.

**Note 5 - Subsequent Events**

Management has evaluated the Company's events and transactions that occurred subsequent to March 31, 2011, through June 9, 2011, the date which the financial statements were available to be issued.

There were no events or transactions that occurred during this period that materially impacted the amounts or disclosures in the Company's financial statements.

**Schedule I**

**WALL AND COMPANY SECURITIES, INC.  
Computation of Net Capital and Aggregate  
Indebtedness Pursuant to Rule 15c3-1  
March 31, 2011**

Total stockholder's equity qualified for net capital	\$ 120,404
Deductions and/or charges	
Non-allowable assets:	
Due diligence fees receivable	<u>75,342</u>
Total deductions and/or charges	<u>75,342</u>
Net Capital	<u><u>\$ 45,062</u></u>
Aggregate indebtedness	<u><u>\$ -</u></u>
Computation of basic net capital requirement	
Minimum net capital required (greater of \$5,000 or 6 2/3% of aggregate indebtedness)	<u><u>\$ 5,000</u></u>
Net capital in excess of minimum requirement	<u><u>\$ 40,062</u></u>
Ratio of aggregate indebtedness to net capital	<u><u>Zero to 1</u></u>

**Schedule II**

**WALL AND COMPANY SECURITIES, INC.  
Reconciliation of the Computation of Net Capital  
with that of the Registrant as  
Filed in Part IIA of Form X-17a-5  
As of March 31, 2011**

Net capital as reported by Registrant in Part IIA of Form X-17a-5 as of March 31, 2011 (unaudited)	\$ 45,061
Audit adjustments:	
Increase in due diligence fees receivable	75,342
Due diligence fees receivable considered non-allowable asset	(75,342)
Rounding	<u>1</u>
Net capital as computed on Schedule I	<u><u>\$ 45,062</u></u>

PHILLIP V. GEORGE, PLLC  
CERTIFIED PUBLIC ACCOUNTANT

**INDEPENDENT AUDITOR'S REPORT ON INTERNAL CONTROL REQUIRED BY  
SEC RULE 17A-5(G)(1)**

Board of Directors  
Wall and Company Securities, Inc.

In planning and performing our audit of the financial statements of Wall and Company Securities, Inc. (the Company), as of and for the year ended March 31, 2011 in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including consideration of control activities for safeguarding securities. This study included tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons and recordation of differences required by rule 17a-13
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control and the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

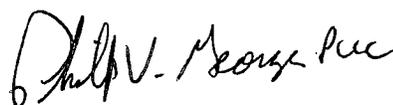
A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

A material weakness is a deficiency, or combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the company's financial statements will not be prevented or detected and corrected on a timely basis.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at March 31, 2011, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, Financial Industry Regulatory Authority, and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.



PHILLIP V. GEORGE, PLLC

Flower Mound, Texas  
June 9, 2011