

WALL STREET CAPITAL, INC.

INFORMATION STATEMENT

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

April 1, 2005

(Wall Street Capital, Inc.)

(Exact name of issuer as specified in its charter)

An Arizona Corporation

2415 E. Camelback Road
Suite 700

Phoenix, AZ 85016
(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, 80,000,000
(Class of Securities Quoted) (Number of Shares Outstanding)

93265W104
(CUSIP Number)

WLSC
(Trading Symbol)

CURRENT INFORMATION REGARDING

Wall Street Capital, Inc.

(Formerly Wall Street Securities, Inc.)

An Arizona Corporation

Wall Street Capital, Inc.

Information and Disclosure Statement

April 1, 2005

All information furnished herein has been prepared from the books and records of Wall Street Capital, 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 Wall Street Capital, Inc. Any representations not contained herein must not be relied upon as having been made or authorized by Wall Street Capital, 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 Wall Street Capital, Inc. (“WLSC”) (the “Company” or “issuer” or “Wall Street”). The issuer was organized under the laws of the State of Arizona and qualified to do business in Arizona under the name Wall Street Capital, Inc.

Item (ii): Address of principal executive offices.

The issuer maintains its principal executive offices at:

Wall Street Capital, Inc.
2415 E. Camelback Road
Suite 700
Phoenix, Arizona 85016 USA
602-912-5870
602-926-8956 Fax

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

Wall Street was incorporated in the State of Arizona on July 21, 2004.

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 – 100,000,000 shares authorized par value \$.001 per share -
2. Shares Issued and Outstanding – 80,000,000 common shares as of March 31, 2005.
3. Freely tradable (public float) 10,000,000 common shares
4. The shares are held by a total of 874 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

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 Arizona under the name Wall Street Capital, Inc. ("WLSC") (a development state enterprise) on July 21, 2004. The Company was formed in Arizona in 2004. Wall Street is a development stage holding/ investment company with minimal operations seeking business opportunities.

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

Arizona Corporation

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

2004

3. The issuers' fiscal year end date;

December 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;

Wall Street is primarily a development stage enterprise holding company with minimal operations seeking business opportunities. Recently, Wall Street is seeking new business operations.

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;

Wall Street Capital, Inc. (WLSC.PK) in December 2004 was spun off from Mellon.

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;

The Company is a development stage investment corporation currently seeking business opportunities.

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;

Mellon Research Inc. was the parent during the year 2004 of Wall Street Capital, Inc. Whereas Wall Street was the subsidiary of Mellon until December 15, 2004 in which the subsidiary was spun off.

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 Wall Street has no 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.

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 a development stage investment corporation currently seeking business opportunities.

2. Distribution methods of the products or services;

Not Applicable.

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

Not Applicable.

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. Wall Street has published a business plan that if implemented would offers products and services.

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
2415 E. Camelback Road
Suite 700
Phoenix, AZ 85016

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:

None

b. Director:

Chairman
Mario A. Pino
2415 E. Camelback Road
Suite 700
Phoenix, AZ 85016

Mario Pino has ten years experience in arranging, structuring and negotiating financing and other transactions for and with companies.

C. General Partners:

Not Applicable

d. Promoters:

None

e. Control Persons:

Mario Pino
Wall Street Capital, Inc.
2415 E. Camelback Road
Suite 700

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 is 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 December 31, 2004 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>
-------------------------	---------------------------	-----------------------------

DIRECTORS & OFFICERS:

Mario A. Pino	8,000,000 shares	10%
----------------------	-------------------------	------------

5% HOLDERS:

None

All of the above shares (Beneficial Ownership of 5% or more) are subject to SEC rule shares.

The SEC is conducting a formal investigation of Mellon Research Inc. in which Mario Pino, its sole officer, director and a principal shareholder. Mr. Pino is fully cooperating and there are no assurances or predictions regarding the outcome of such investigation for Mellon Research. Wall Street Securities has no affiliation with this pending SEC investigation nor do they anticipate any future affiliation related to this matter.

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 Mellon Research'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 be 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 to all existing shareholders of Mellon Research

Inc. on the effective date of November 24, 2004 which included 998 shareholders.

Not Applicable

I, Mario A. Pino hereby declare that the above 15c211 informational statement is both adequate and true.

____s/s_____
Mario A. Pino
April 1, 2005

WALL STREET CAPITAL, INC.
INFORMATION STATEMENT
FOR THE THREE MONTHS ENDED MARCH 31, 2005
(DEVELOPMENT STAGE ENTERPRISE)

TABLE OF CONTENTS

PART XII AND XIII
UNAUDITED FINANCIAL INFORMATION **PAGE**

Item xii and xiii: Financial Statements	
Balance Sheets	
as of March 31, 2005	12
Statements of Operations	
for the Three Months Ended March 31, 2005	13
Statements of Cash Flows	
for the Three Months Ended March 31, 2005	14
Statements of Stockholders' Equity	
as of March 31, 2005	15
Notes to the Financial Statements	16-17

ITEM XII AND XIII – FINANCIAL INFORMATION

WALL STREET CAPITAL, INC.

UNAUDITED
BALANCE SHEETS
AS OF MARCH 31, 2005
(Development Stage Enterprise)
ASSETS

	March 31, 2005
CURRENT ASSETS:	
Cash and Cash Equivalents	\$128,768
TOTAL CURRENT ASSETS	<u>128,768</u>
PROPERTY AND EQUIPMENT:	
Fixed Assets	3,000
TOTAL PROPERTY AND EQUIPMENT	<u>3,000</u>
OTHER ASSETS:	
TOTAL OTHER ASSETS	<u>25,000</u>
TOTAL ASSETS	<u>156,768</u>
LIABILITIES AND STOCKHOLDERS' EQUITY	
CURRENT LIABILITIES:	
Short-Term Notes Payable	192,721
TOTAL CURRENT LIABILITIES	<u>192,721</u>
LONG-TERM LIABILITIES:	
TOTAL LONG-TERM LIABILITIES	<u>-0-</u>
TOTAL LIABILITIES	<u>192,721</u>
STOCKHOLDER' EQUITY:	
Common Stock \$.001 par value, 100,000,000 shares 80,000,000 issued and outstanding For March 31, 2005.	80,000
Additional Paid In Capital	4,992
Treasury Stock	-0-
Accumulated Deficit	<u>(120,945)</u>
TOTAL STOCKHOLDERS' EQUITY	<u>(35,953)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 156,768</u>

See the accompanying notes to these unaudited financial statements

WALL STREET CAPITAL, INC.
UNAUDITED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2005
(Development Stage Enterprise)

	Three Months Ended March 31, 2005
INCOME	
Revenue	\$ -0-
SELLING EXPENSES	8,103
GENERAL AND ADMINISTRATIVE	32,842
DEPRECIATION AND AMORTIZATION	<u>-0-</u>
TOTAL EXPENSES	<u>40,945</u>
EARNINGS (LOSS) FROM OPERATIONS	<u>(40,945)</u>
OTHER INCOME (EXPENSE)	
Other Income	-0-
TOTAL OTHER INCOME (EXPENSE)	<u>(-0-)</u>
Net Income (Loss) Before Income Taxes	(40,945)
Provisions for Income Taxes	<u>0</u>
NET INCOME (LOSS)	<u><u>\$(40,945)</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>80,000,000</u>
Diluted Earnings (Loss) Per Share	<u><u>\$(0.00)</u></u>
WEIGHTED AVERAGE NUMBER OF COMMON AND COMMON SHARE EQUIVALENTS OUTSTANDING	<u><u>80,000,000</u></u>

See the accompanying notes to these unaudited financial statements

WALL STREET CAPITAL, INC.
UNAUDITED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2005
(Development Stage Enterprise)

	Three Months Ended March 31, 2005
CASH FLOWS FROM OPERATING ACTIVITIES	
Net Income	\$(40,945)
Adjustments to reconcile net income to net cash used by operating activities.	
(Increase) decrease in assets	
Increase (decrease) in liabilities	
NET CASH PROVIDED (USED) IN OPERATING ACTIVITIES	(40,945)
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchase of Customer List	(25,000)
Purchase of Furniture & Fixtures	(3,000)
NET CASH USED BY INVESTING ACTIVITIES	(28,000)
CASH FLOWS FROM FINANCING ACTIVITIES	
Loans from Affiliate	192,721
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	192,721
NET INCREASE (DECREASE) IN CASH	123,776
CASH AT BEGINNING OF PERIOD	4,992
CASH AT END OF PERIOD	\$ 128,768

See the accompanying notes to these unaudited financial statements

WALL STREET CAPITAL, INC.
UNAUDITED STATEMENTS OF STOCKHOLDERS' EQUITY
AS OF MARCH 31, 2005
(Development Stage Enterprise)

STATEMENTS OF STOCKHOLDERS' EQUITY FOR THE THREE MONTHS ENDED MARCH 31, 2005

	Common Stock		Treasury	Paid-in	Accumulated	
	<u>Shares</u>	<u>Amount</u>	<u>Stock</u>	<u>Capital</u>	<u>Deficit</u>	<u>Total</u>
BALANCE DECEMBER 31, 2004	80,000,000	\$ 80,000	\$ -	\$ -	\$ (80,000)	\$ -
Additional Paid in Capital for bank account transfer		-		4,992		4,992
		-				0
Net income					(40,945)	(40,945)
BALANCE MARCH 31, 2005	<u>80,000,000</u>	<u>\$ 80,000</u>	<u>\$ -</u>	<u>\$ 4,992</u>	<u>\$ (120,945)</u>	<u>\$ (35,952)</u>

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

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

1. Basis of Presentation

The accompanying unaudited financial statements represent the financial position of Wall Street Capital, Inc. (“the Company”) for the three months ended March 31, 2005 include results of operations of the Company and cash flows for the three months ended March 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 three months period ended March 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 three 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. Spin off of Wall Street Capital, Inc.

These unaudited financial statements may substantially change due to the December 2004 spin-off of Wall Street Capital, Inc. from Mellon Research, Inc. (MLON.PK). A substantial restatement may be made to these financial statements to appropriately account for and present the spin-off in accordance with generally accepted accounting principles. The spin-off was to shareholders of record as of November 24, 2004. Accordingly, the adjustments resulting from recording the spin-off could result in substantial dilution of book equity per share to the shareholders.

6. Commitments and Contingencies

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

7. Subsequent Events

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

8. Wall Street 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.