

BARON CAPITAL ENTERPRISE, INC.
Company Information and Disclosure Statement
For the period ending June 30, 2012

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

From December 2011 to present	Baron Capital Enterprise, Inc.
From December 2006 to December 2011	247MGI, Inc.
From November 2003 to December 2006	Total Identity Corp.
From May 2002 to November 2003	TMI Holdings, Inc.
From July 1991 to May 2002	Thrift Management, Inc.

The address of the issuer's principal executive offices.

Baron Capital Enterprise, Inc.
1500 W Cypress Creek Road
Suite 414

Fort Lauderdale, FL 33309

(i) Phone: 954-623-3209

Fax: none

(ii) None

(iii) Investor Relations: matt@bcapent.com

Item II. The number of shares outstanding

Common Stock:

(i) Common for the period ending June 30,:

	2011	2012
Shares Authorized:	5,000,000,000	2,400,000,000
Shares Outstanding:	719,022,614	2,362,355,947
Public Float:	452,000,000	2,362,355,947
Number of Shareholders of Record:	185`	185

(ii) Preferred for the year ending June 30,:

	2011	2012
Shares Authorized:	5,000,000	5,000,000
Shares Outstanding:	918,750	1,000,000
Public Float:		
Number of Shareholders of Record:	1	3

Item III. Interim Financial Statements

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES QUARTERLY REPORT ENDED JUNE 30, 2012

CERTAIN CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this annual report contain or may contain forward-looking statements that are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements were based on various factors and were derived utilizing numerous assumptions and other factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, but are not limited to, our ability to implement our current business model and/or consummate an acquisition of an operating entity, our ability to generate revenues and pay our operating expenses, our ability to raise capital as necessary, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. and global competition, and other factors. Most of these factors are difficult to predict accurately and are generally beyond our control. You should consider the areas of risk described in connection with any forward-looking statements that may be made herein. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Readers should carefully review this report in its entirety, including but not limited to our financial statements and the notes thereto. Except for our ongoing obligations to disclose material information under the Federal securities laws, we undertake no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events.

This is an Amended June Financial Report changes have been made to the following:

Balance Sheet

Cash Flow Statement included

Footnotes

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIESConsolidated Balance Sheets
(Unaudited)ASSETS

	June 30, 2012	December 31, 2011
CURRENT ASSETS		
Cash	\$ 3,997	\$ 7,455
Loan and interest receivable	610,493	565,671
Investments	-	49,032
Prepaid expenses	646	646
	<hr/>	<hr/>
Total Current Assets	615,136	622,804
	<hr/>	<hr/>
TOTAL ASSETS	<u>\$ 615,136</u>	<u>\$ 622,804</u>

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

CURRENT LIABILITIES		
Accounts payable	\$ 73,250	\$ 57,587
Accounts payable— related party (Note 3)	2,295	1,595
Accrued expenses	79,425	73,800
Convertible debenture (Note 2)	125,000	125,000
Notes payable	51,015	265
	<hr/>	<hr/>
Total Current Liabilities	330,985	258,247
	<hr/>	<hr/>
TOTAL LIABILITIES	330,985	258,247
	<hr/>	<hr/>
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, Series "AA" \$0.01 par value, 5,000,000 shares authorized; and 1,000,000 and 1,000,000 shares issued and outstanding, respectively	10,000	10,000
Common stock, \$0.0001 par value, 2,400,000,000 shares authorized, 2,362,355,947 and 2,132,355,947 issued and outstanding	236,236	213,236
Additional paid-in capital	27,162,530	26,935,530
Accumulated deficit	(27,123,915)	(26,801,109)
	<hr/>	<hr/>
Total Stockholders' Equity (Deficit)	284,851	357,657
	<hr/>	<hr/>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 615,136</u>	<u>\$ 615,904</u>

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

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIESConsolidated Statements of Operations
(Unaudited)

	For the Six Months Ended June 30,	
	2012	2011
REVENUE	\$ -	\$ -
EXPENSES		
Consulting and professional fees	61,543	-
Salaries and wages	225,000	200,000
Selling, general and administrative	39,306	9,066
Total Expenses	325,849	209,066
LOSS FROM OPERATIONS	(325,849)	(209,066)
OTHER INCOME (EXPENSE)		
Gain (loss) on sale of investments	8,243	-
Gain (loss) on debt conversion	(640)	(129,900)
Gain (loss) on derivative	(822)	90,081
Interest income	1,887	-
Interest expense	(5,625)	(18,506)
Total Other Income (Expense)	3,043	(58,325)
NET LOSS	<u>\$ (322,806)</u>	<u>\$ (267,391)</u>
BASIC LOSS PER SHARE		
NET LOSS PER SHARE	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
WEIGHTED AVERAGE NUMBER OF SHARES	<u>2,324,443,859</u>	<u>499,022,614</u>

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

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES

Consolidated Statements of Stockholders' Equity (Deficit)

	Preferred Stock		Common Stock		Additional	Accumulated
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit
Balance, December 31, 2008	298,000	\$ 2,980	499,022,614	\$ 4,990	\$23,904,628	\$(23,680,245)
Consolidated net loss for year ended December 31, 2009 (unaudited)	-	-	-	-	-	(1,427,206)
Balance, December 31, 2009 (unaudited)	298,000	2,980	499,022,614	4,990	23,904,628	(25,107,451)
Consolidated net loss for year ended December 31, 2010 (unaudited)	-	-	-	-	-	(573,004)
Balance, December 31, 2010 (unaudited)	298,000	\$ 2,980	499,022,614	\$ 4,990	\$23,904,628	\$(25,682,455)
Exchange of \$77,320 debt for 975,000,000 Shares of common stock	-	-	975,000,000	97,500	917,500	-
Conversion of derivative	-	-	-	-	202,002	-
Exchange of \$1,000,000 in accrued payroll for 620,750 shares of AA preferred stock	620,750	6,208	-	-	993,792	-
Preferred stock issued for notes receivable	62,500	625	-	-	499,375	-
Preferred stock issued for investments	18,750	187	-	-	24,329	-
Common stock issued for cash	-	-	658,333,333	65,833	36,667	-
Accrued expenses contributed to capital	-	-	-	-	402,149	-
Change in par value from \$0.00 001 to \$0.0001	-	-	-	44,912	(44,912)	-
Consolidated net loss for year ended December 31, 2011 (unaudited)	-	-	-	-	-	(1,118,654)
Balance, December 31, 2011 (unaudited)	1,000,000	\$ 10,000	2,132,355,947	\$ 213,235	\$26,935,530	\$(26,801,109)
Common stock issued for cash	-	-	230,000,000	23,000	2,000	-
Consolidated net loss for Six months ended June 30, 2012 (unaudited)	-	-	-	-	-	(322,806)
Balance, June 30, 2012 (unaudited)	1,000,000	\$ 10,000	2,362,355,947	\$ 236,235	\$26,937,530	\$(27,123,915)

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

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIESConsolidated Statements of Cash Flows
(Unaudited)

	For the Six Months Ended June 30,	
	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
NET LOSS	\$ (322,806)	\$ (267,391)
Adjustments to reconcile net loss to net cash used by operating activities:		
Gain on extinguishment of debt	-	129,901
Loss on derivative	-	(90,081)
Gain on sale of securities	(8,243)	-
Changes in assets and liabilities:		
Increase in interest receivable	(1,887)	-
Increase (decrease) in accounts payable and accounts payable related party	16,363	(5,842)
Accrued expenses	230,625	218,507
Net cash used by operating activities	(85,948)	(14,906)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of securities	69,508	-
Purchase of securities	(12,233)	-
Issuance of cash for note receivable	(49,835)	(1,500)
Issuance of cash for note receivable	-	-
Net cash provided by (used in) investing activities	7,440	(1,500)
CASH FLOWS FROM FINANCING ACTIVITIES		
Common stock issued for cash	25,000	-
Issuance of notes payable	50,050	15,962
Cash overdraft	-	444
Net cash provided by financing activities	75,050	16,406
INCREASE (DECREASE) IN CASH	\$ (3,458)	\$ -
CASH AT THE BEGINNING OF THE PERIOD	7,455	-
CASH AT THE END OF THE PERIOD	\$ 3,997	\$ -

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows (Continued)

(Unaudited)

SUPPLEMENTAL DISCLOSURES OF CASH
INFORMATION:

Common stock issued for debt	\$	-	\$	8,100
Preferred stock issued for accrued wages	\$	-	\$	1,000,000
Accrued wages contributed to capital	\$	225,000	\$	1,000,000

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES

Notes to the Consolidated Financial Statements

June 30, 2012 and December 31, 2011

NOTE 1 BASIS OF FINANCIAL STATEMENT PRESENTATION

The condensed financial statements presented are those of Baron Capital Enterprise, Inc., and Subsidiaries (the "Company"). The accompanying unaudited condensed financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. 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 in accordance with such rules and regulations. The information furnished in the interim condensed financial statements includes normal recurring adjustments and reflects all adjustments, which, in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate to make the information not misleading, it is suggested that these interim condensed financial statements be read in conjunction with the Company's most recent audited financial statements.

NOTE 2 COMMITMENTS AND CONTINGENCIES

Litigation

During February 2005, a lawsuit was commenced in the Supreme Court of the State of New York, County of Monroe, under the caption Stephen E. Webster v. Richard Dwyer, Matthew P. Dwyer, Phillip Mistretta, Total Digital Displays, Inc., Leslie W. Kernan, Jr., Lacy Katzen LLP, et al. The Company had filed various motions in its defense in September 2005 a judgment was grant against the Company and other parties for \$125,000 plus 9% interest per annum. In February of 2006 the judgment was vacated. On August 2, 2006 the Supreme Court granted a judgment against the Company for \$125,000 and post judgment interest at 9%. The judgment is recorded as a current liability as of September 30, 2006.

On or about September 17, 2007, we accepted service of process by stipulation in a lawsuit commenced under the caption Dr. Martin Peskin, Plaintiff v. Matthew P. Dwyer, 247MGI, Inc., a Florida corporation f/n/a Total Identity Corp.; Fantastic Fun, Inc. f/k/a 247 Media Group, Inc.; and YSDO. Inc. a Florida corporation. Dr. Peskin is a former officer and director of the Company and has asserted allegations arising out of loans and investments made by Dr. Peskin in the Company and other companies currently or formerly affiliated with Mr. Dwyer, our Chief Executive Officer. In August of 2011 all parties entered into a settlement agreement with Dr. Peskin which called for a series of payments totaling \$110,000 from Matthew Dwyer. In exchange all parties entered into a General Release and Hold Harmless Agreement and a Release of Lien has been filed with the Clerk of the Courts in Broward County, FL.

NOTE 3 RELATED PARTY TRANSACTIONS

Accounts and Notes Payable

During September 2011 an officer of the Company exchanged a Note for \$200,000 in an unrelated entity to the Company in exchange for 18,750 shares of Preferred Series AA Stock.

As of June 30, 2012, the Company owed two related parties \$2,295 for operating expenses.

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES

Notes to the Consolidated Financial Statements

June 30, 2012 and December 31, 2011

NOTE 3 RELATED PARTY TRANSACTIONS

The Company's President has an Employment Agreement that runs through the end of 2012 in the past the Company has been able to either write off the expense or issue shares in exchange, since the Company is going through the audit process the auditors will not allow the Company's President to work for free which is why in this report a large salary shows for the first six months, but this amount has not been paid. It is the intention of the Company its President the auditors to work out a solution for the period ending September 30, 2012 which will remove any and all accruals off the balance sheet.

NOTE 4 COMMON STOCK AND EQUITY INSTRUMENTS

During the first quarter the Company issued 230,000,000 shares of its Common stock to Fairhills Capital under rule 504 for a total of \$25,000

During September 2011 the Company issued 65,000 Shares of Preferred Series AA to a third party to acquire \$500,000 in convertible debt in two unrelated entities. In March the Company converted part of the Notes in exchange for 245,171,250 shares for total proceeds of \$58,415.

NOTE 5 SIGNIFICANT EVENTS

During March 2012, the Company was able to obtain a brokerage account.

During March 2012, the Company purchased 10,000 shares of stock of an unrelated entity as trading securities valued at the market price of \$12,233. During April 2012, the Company sold these shares for total proceeds of \$11,095, recognizing a loss on sale of \$1,138 during the six months ended June 30, 2012.

In April and May the Company assigned to a third party \$12,000 of convertible debt in one entity and has received \$7,200 in payment to date.

Note 6 SUBSEQUENT EVENTS

In July the Company and RightSmile, Inc. ("RIGH") entered into a series of Amendments to Convertible Notes dated between January 2010 and January 2012. The parties agreed to exchange approximately \$213,000 in aged debt earning interest at 18% per annum for 750,000,000 free trading shares of RIGH. The parties further agreed to amend the terms of the remaining loans entered into in 2012 totaling less the \$40,000, which would reduce the conversion rate to 25% of the average closing bid price for the previous 10 trading days or RIGH has the ability to pay the loan in cash prior to conversion. The Note dated October 18, 2011 for \$200,000, the parties agreed to forgive all accrued interest and give RIGH the ability to pay the loan back in cash prior to conversion. Currently the parties are working on an agreement to extend the Note due on October 18, 2012 until January 18, 2013 in exchange for the Company receiving a lump sum cash payment on that date.

In July the Company assigned the available debt in RIGH convertible to a third party for \$75,000, but because the RIGH was not able to file its financials and restore the entity to a "Limited Information" until recently. The proceeds of the sale have not been recorded as of

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES

Notes to the Consolidated Financial Statements

June 30, 2012 and December 31, 2011

Note 6 SUBSEQUENT EVENTS (continued)

this filing. This was done because of the cost of depositing and executing transactions because of the Chill Status from DTC.

In September the Company retained the services of Broadridge Financial Solutions, Inc. to complete a mailing and count for a shareholder Consent to Restate the Articles of Incorporation and Amend the Corporate By-Laws restricting the Company from increasing the Authorized shares or performing a Reverse Split on the Common stock until July 1, 2014, as of this filing the ballots are still being tallied.

In September the Company acquired majority control of a private entity with 45 existing shareholders. The entity has 25 million shares authorized and Baron plans to complete a small equity raise and file an S-1 registration to register no more than Ten million (10,000,000) shares that will be sold with a floor of \$.25 per share. After the equity raise Baron will maintain its majority ownership of the entity. The shareholders of Baron who participated in the bridge loans will receive their investments back and equity in the new entity. The purpose of the new entity is to raise capital after the entity completes its S-1 filing at much higher levels with limited dilution to the entity. The funds will be used to purchase operating brokerage firms and operating transfer agency services. Since Baron will own over 50% of the new entity the financials will be consolidated and shareholders of Baron will benefit from the operations of its subsidiaries. The new entity will have strict restrictions on management's ability to increase the Authorized shares or perform a reverse split.

In September the Company executed an LOI to purchase an operational stock transfer company to be merged into its new subsidiary. The Company anticipates closing the transaction near the end of October 2012. The terms are for cash and equity in the new entity. This acquisition helps bridge some gaps the Company has had in operating its transfer agency such as personnel with operational experience, compliance knowledge, and standard operating procedures in place. As part of the acquisition current management will remain and relocate to Florida once the S-1 goes effective. The name of transfer agency will change to "Baron Capital Transfer and Registrar" after the relocation takes place at which time an application to DTC to be part of the FAST program will be made.

In September the Company entered into an agreement to transfer ownership in a few domain names and websites controlled by the Company in exchange for the return of 63,000 shares of the Company's Preferred Series AA. The Preferred was issued last year in exchange for the debt purchased in RightSmile, Inc. and Trans Global Group, Inc. with the return of the 63,000 shares of Series AA Preferred. This will eliminate the conversion of the 63,000 shares of Series AA into 630,000,000 million shares of Common stock after July 1, 2014.

In September the Company's consultant as of the date of this filing has delivered to the Company's auditors revised fiscal years 2007, 2008, 2009, and 2010 the delivery of 2011 is expected to be completed within the coming days. Starting with this report moving forward all reports will be prepared by our consultant for review by the Company and the auditors after the prior years audits are complete. We will engage our counsel to begin preparing the S-1 filing in October which we should have filed prior to the end of 2012. Once the S-1 has been filed Baron will become a volunteer filer with the SEC until the S-1 is approved.

In September the Company acquired a second private entity with 45 shareholders to be used with a client the Company is close to securing.

FINANCIAL STATEMENTS

These financial statements have not been audited but have prepared in accordance with generally accepted accounting principles. Baron Capital Enterprise, Inc. is in the process of having the past 5 years of financial statements audited in accordance with generally accepted accounting principles. As the auditors review the statements from 12/31/06 and roll the financials forward there maybe additional changes to the report, which could cause the Company to file an amended report.

ITEM 4. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Overview

For 2011 the Issuer has made tremendous strides in reducing its Capital Share Structure and its reducing its liabilities as reported within its financials.

In September the Issuer acquired Baron Capital Transfer and Registrar, LLC through its wholly owned subsidiary Baron Capital Holdings, LLC. The acquisition combined together with a new business model and website www.baroncapitalenterprise.com will help mold the Issuer for the future.

Baron Capital Holdings, LLC is made up of several subsidiary companies:

Baron Capital Transfer & Registrar - Baron Capital Transfer & Registrar is a registered professional, full service stock transfer agency with the ability to offer a competitive cost savings structure. We are dedicated to providing the finest corporate services to clients nationwide.

Baron Capital Clearing Agency - Baron Capital Clearing Agency (BCCA) once created will seek to provide an efficient means of clearing and settlement of securities primarily focusing on the small-cap marketplace. Baron Capital Clearing Agency will look to register itself as a clearing agent to service the small-cap market. There are over 6,000 companies within this marketplace and new companies are looking to enter every day. BCCA will implement a streamlined model that will approve the majority of penny stocks for transfer through a centralized, automated system similar to the electronic system they are being locked out of today.

Baron Capital Securities – Plans to operate two separate brokerage firms, one a self clearing trading firm to execute and clear trades for its own trading and provide clearing services to other firms. The second firm would enable small cap investors to open accounts and buy/sell small cap securities online even deposit securities. Currently, there are no operating brokerage firms inside of the Issuer nor does the Issuer dispense investment advice.

Baron Capital Market Place - Plans to create an alternative market place offering companies the ability to list and trade without being labeled for whether or not they pay a fee. As long as the company makes current information available to the public and certifies the information to be true and accurate, placing the burden on the company to insure it is not misleading the public is the best, self-governing option.

Baron Capital Bank – Once registered with the appropriate governing regulators, will work with existing clients to further meet the needs of the small-cap market. If a company at the cusp of readiness to go public had sufficient capital it could increase revenue to achieve a higher valuation. Baron Capital Bank wishes to fulfill the desires of all clients by servicing their needs appropriately. Currently there is no bank in place or plans to purchase or operate a bank at this time.

The Issuer realizes it will take some time if ever to completely bring every aspect of its business plan to market due to financial requirement and regulations it will need to meet for some of the subsidiaries. The Issuer also knows that it could operate some parts during this time frame and look for acquisitions along the way to expedite the process.

As of February 15, 2012 Baron Capital Transfer and Registrar is becoming a fully functional and operating. The Company has chosen to hold off marketing the service until it can offer more than just the transfer agent service to clients. The Company is seeking to acquire an active transfer agent or former employees with extensive transfer agent experience to help expedite the launch of the transfer agency.

In March the Issuer was able to open a brokerage account and begin liquidating its holdings. The goal of the Company is to liquidate a portion of its holdings each month to help finance other parts of the overall business plan.

The issuer has spent the last several months trying to purchase an operating transfer agency in order to begin marketing one of the key components to its business plan. The Company was successful in entering into a Letter of Intent recently to acquire a fully functioning transfer agency which will be rebranded under the name Baron Capital Transfer and Registrar.

The Issuer recently acquired the majority control of a private entity with 45 shareholders as a subsidiary it intends on filing an S-1 registration to take the entity public and complete a capital raise so it can further its business plan.

The Issuer has been working on completing audits from 2007 through 2011 so the Company can once again become a fully reporting entity trading on the OTCBB. As of this filing fiscal years 2007 through 2011 have been delivered. There are several changes to this report because of the ways items are booked when financials are audited.

The issuer has been able to operate during the past six months through short terms loans that are paid back from the proceeds of stock sales. During the fourth and first quarter the Company borrowed a total of \$38,000 from a third party that was paid off this quarter from sales that took place in March through May. In May the Company borrowed \$50,000 from a third party to help offset increased costs from the audit process which the Company intends on paying off during the fourth quarter.

The Company will continue to use this practice until it can collect enough operating capital from its various loans outstanding that it no longer needs to engage in short term loans. The Company currently has sufficient receivables to cover all of its obligations.

Item 5 Legal Proceedings

None

Item 6 Defaults upon senior securities

NA

Item 7 Other Information

NA

Item 8 Exhibits

NA

Item 9 Certifications

Next Page

I, Matthew Dwyer, certify that:

1. I have reviewed this Initial Company Information and Disclosure Statement of Baron Capital Enterprise, Inc. and its subsidiaries;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Dated: 10-04-12

Baron Capital Enterprise, Inc.

By: 

Matthew Dwyer, President,
CFO