

**Annual Report Year Ending 2012  
Financial Report and Information Statement**

**July 28, 2014**



**BARON CAPITAL ENTERPRISE, INC.**

FLORIDA  
(State or other jurisdiction of  
incorporation or organization)

65-0309540  
(I.R.S. Employer I.D. No.)

515 Las Olas Blvd, Suite 120  
Fort Lauderdale, Florida 33301

954-745-3034

**ISSUER'S EQUITY SECURITIES**

***Common Stock***

2,400,000,000 Shares Authorized  
2,362,355,947, Shares Issued and Outstanding  
2,362,355,947 Shares in the Float

***Preferred Stock***

1,000,000 Shares Authorized  
653,500 Shares Outstanding  
No Public Market

The securities described in this document are not registered with, and the information contained in this statement has not been filed with, or approved by, the U.S. Securities and Exchange Commission.

***This Annual Report contains all the representations by the Company, and no person shall make different or broader statements than those contained herein. Investors are cautioned not to rely upon any information not expressly set forth in this document.***

### **Forward-Looking Statements**

Forward-looking statements in this document are made pursuant to the "safe harbor" provisions of the private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts included in this document, are forward-looking statements. Investors are cautioned that such forward-looking statements involve risks and uncertainties, including without limitation, continued acceptance of the Company's products and services, increased levels of competition for the Company, new products and technological changes, the Company's dependence on third-party vendors, and other risks detailed in the Company's prospectus and periodic reports filed with the Securities and Exchange Commission.

**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.

**Item II The address of the issuer's principal executive offices.**

**Company Headquarters**

Address: 515 E Las Olas Blvd  
Address: Suite 120  
Address: Fort Lauderdale, FL 33301  
Phone: 954-745-3034  
Email: matt@bcapent.com  
Website(s): www.baroncapitalenterprise.com

**IR Contact**

Address: 515 E Las Olas Blvd  
Address: Suite 120  
Address: Fort Lauderdale, FL 33301  
Phone: 954-745-3034  
Email: matt@bcapent.com  
Website(s): www.baroncapitalenterprise.com

**Item III The exact title and class of securities outstanding.**

Common Stock  
Par value: \$0.0001  
CUSIP No.: 06827T104  
Trading Symbol: BCAP  
Preferred Series AA  
CUSIP: None

(i) Common:

	December	September
Shares Authorized:	2,400,000,000	2,400,000,000
Shares Outstanding:	2,362,355,947	2,362,355,947
Public Float:	2,362,355,947	2,362,355,947

(ii) Preferred:

	December	September
Shares Authorized:	5,000,000	5,000,000
Shares Outstanding:	653,500	937,500
Number of Shareholders of Record:	2	2

**The name and address of the transfer agent**

Name: Continental Stock Transfer & Trust Company  
Address 1: 17 Battery Place  
Address 2: New York, NY, 10004  
Phone: 212-509-4000

Is the Transfer Agent registered under the Exchange Act?\*      Yes: X

Continental Stock Transfer Company is appropriately registered with the Securities and Exchange Commission under the Securities and Exchange Act of 1934.

**Item IV Issuance History.**

Baron has not issued any of its securities since January of 2012 and has not entered into any convertible debt instruments, offered any Rights, Warrants or Options during this period either. The last stock issuance of BCAP Common took place in January of 2012 and the last issuance of Preferred in September of 2011.

**Item 5 Financial statements**

**Continued on the following page**

# Baron Capital Enterprise Inc

## Balance Sheet

Accrual Basis

As of December 31, 2012

Unaudited

	Dec 31, 12
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
TD Bank	2,151.07
Total Checking/Savings	2,151.07
Accounts Receivable	
A/R	250,000.00
Total Accounts Receivable	250,000.00
Other Current Assets	
Loan and Interest	629,743.00
Prepaid Expenses	646.00
Total Other Current Assets	630,389.00
Total Current Assets	882,540.07
Fixed Assets	
Furniture and Equipment	788.21
Total Fixed Assets	788.21
Other Assets	
Shell Coroporaions	10,000.00
Total Other Assets	10,000.00
<b>TOTAL ASSETS</b>	<b>893,328.28</b>
<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	
*Accounts Payable	20,913.33
Total Accounts Payable	20,913.33
Other Current Liabilities	
Account Payable Related Party	1,595.00
Accounts Payable	52,957.24
Accrued Expenses	92,550.00
Convertible Debenture	125,000.00
Notes Payable	
Matt Dwyer	5,842.00
Notes Payable - Other	143,010.00
Total Notes Payable	148,852.00
Total Other Current Liabilities	420,954.24
Total Current Liabilities	441,867.57
Total Liabilities	441,867.57
Equity	
Accumulated Deficit	-27,123,815.00
Common Stock	236,236.00
Paid in Capital	27,165,995.00
Preferred	6,535.00
Preferred stock buyback	-6,600.00
Net Income	173,109.71
Total Equity	451,460.71
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>893,328.28</b>

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

Accrual Basis

**Baron Capital Enterprise Inc**  
**Profit & Loss**  
June 30 through December 31, 2012

	<u>Jun 30 - Dec 31, 12</u>
<b>Ordinary Income/Expense</b>	
Income	
Services Income	250,000.00
<b>Total Income</b>	<u>250,000.00</u>
Expense	
Automobile Expense	733.94
Bank Service Charges	1,396.09
Cell Phone	1,451.26
Computer and Internet Expenses	250.85
Consultant	6,250.00
Domain Names	935.45
Dues and Subscriptions	4,467.00
Interest Expense	13,125.00
Legal Fees	17,683.76
Meals and Entertainment	2,551.00
Misc	259.60
Office Help	9,832.00
Office Supplies	606.78
Payroll Expenses	51,045.98
Postage and Delivery	628.18
Press Releases	3,016.00
Printing and Reproduction	478.50
Rent Expense	3,570.41
Stock Quotes	-32.00
Telephone Expense	693.30
Travel Expense	1,833.87
Utilities	1,422.01
<b>Total Expense</b>	<u>122,198.98</u>
<b>Net Ordinary Income</b>	127,801.02
<b>Other Income/Expense</b>	
Other Income	
Stock Sales	45,308.69
<b>Total Other Income</b>	<u>45,308.69</u>
<b>Net Other Income</b>	<u>45,308.69</u>
<b>Net Income</b>	<u><u>173,109.71</u></u>

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

**Baron Capital Enterprise**  
**Statement of Cash Flows**  
June 30 through December 31, 2012

	<u>Jun 30 - Dec 31, 12</u>
<b>OPERATING ACTIVITIES</b>	
Net Income	173,109.71
Adjustments to reconcile Net Income to net cash provided by operations:	
A/R	-250,000.00
Loan and Interest	-629,743.00
Prepaid Expenses	-646.00
*Accounts Payable	20,913.33
Account Payable Related Party	1,595.00
Accounts Payable	52,957.24
Accrued Expenses	92,550.00
Convertible Debenture	125,000.00
Notes Payable	143,010.00
Notes Payable:Matt Dwyer	5,842.00
Net cash provided by Operating Activities	-265,411.72
<b>INVESTING ACTIVITIES</b>	
Furniture and Equipment	-788.21
Shell Corporations	-10,000.00
Net cash provided by Investing Activities	-10,788.21
<b>FINANCING ACTIVITIES</b>	
Accumulated Deficit	-27,123,815.00
Common Stock	236,236.00
Paid in Capital	27,165,995.00
Preferred	6,535.00
Preferred stock buyback	-6,600.00
Net cash provided by Financing Activities	278,351.00
Net cash increase for period	2,151.07
Cash at end of period	<u><u>2,151.07</u></u>

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

## **BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES**

### **Notes to the Consolidated Financial Statements**

**December 31, 2012**

#### **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 NOTES PAYABLE**

The Company has a judgment granted against it for \$125,000 bearing interest at 9% since August 2009. The Company recently learned about some events that took place against other members which may open the door to having the judgment vacated once again. The company is exploring these options.

The Company entered into a Note with a non-related individual in May 2013 for \$50,000.00. The Note bears interest at the rate of 10% and is non-convertible.

During the end of August through October 2012 the Company issued Notes to 8 non-related individuals for a total of \$101,995, the Notes bear interest at the rate of 10% and are non-convertible. The Note holders also received shares in one of the shell companies the Company acquired.

#### **NOTE 3 RELATED PARTY TRANSACTIONS**

In October 2012 the Company's Sole Officer and Director elected to return 284,000 shares of the Corporations Series AA Convertible Preferred Stock and retains ownership of 453,500 Preferred shares.

#### **NOTE 4 COMMON STOCK AND EQUITY INSTRUMENTS**

In September 2012 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 62,500 shares of the Company's Preferred Series AA.

#### **NOTE 5 SIGNIFICANT EVENTS**

In July 2012 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 than the \$40,000. This would reduce the conversion rate to 25% of the average closing bid price for the previous 10 trading days. RIGH has the ability to pay the loan in cash prior to conversion. With respect to the Note dated October 18, 2011 for \$200,000, both parties agreed should RIGH repay the loan in full in cash prior to the maturity date of the note, Baron would forgive all accrued interest.

## **BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES**

### **Notes to the Consolidated Financial Statements**

December 31, 2012

#### **NOTE 5      SIGNIFICANT EVENTS (continued)**

In September 2012 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 2012 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 62,500 shares of the Company's Preferred Series AA.

In September 2012 the Company acquired two private shell entities with 45 existing shareholders. The shells will be used to merge in private companies looking to go public with an existing shareholder base.

In September 2012 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.

In October 2012 Baron entered into a Consulting Agreement with a non-related third party who introduced the Company to Dynasty Limousine, Inc. The Company agreed to pay the consultant \$50,000 when the Company receives payment.

In October 2012, the Company received sufficient votes to amend the Corporations Bylaws enacting a freeze on its share structure and preventing a Reverse Split from July 1, 2012 until July 1, 2014. The vote also ratified the Articles of Incorporation. The Company filed Restated Articles of Incorporation with the State of Florida, and then uploaded a stamped copy of the Articles and an amended copy of the bylaws with the special provision to OTCMarkets.

In October 2012 the Company and RightSmile executed a Second Amendment to the \$200,000 Note owed for 800,000 shares of Preferred stock of RIGH that Baron sold to RightSmile. The Amendment placed a maturity date on the Note of January 18, 2013, reinstated the interest rate of 18% retroactive to the date the Note went into effect, added back the Conversion feature at a 70% discount. RightSmile has the ability pay cash for the Note upon notice of Conversion, and should RightSmile pay the Note in full by the date of Maturity they will receive a 25% discount.

In November 2012 the Company entered into a consulting agreement with Cyber-Kiosk Solutions, Inc. The agreement is for 6 months under which Cyber-Kiosk Solutions, Inc. will pay the Company \$250,000 plus a percentage of any kiosk revenue.

In November 2012 the Company entered into a 90 day consulting agreement with Dynasty Holdings, LLC in exchange for 1,400,000 million free trading shares of Dynasty Limousine, Inc. (ticker DNYS) to be paid in February 2013.

#### **NOTE 6      SUBSEQUENT EVENTS**

In January 2013 the Company's Note with RightSmile, Inc. matured and RightSmile did not pay for the Note and refused to issue the Company any shares of RIGH Common stock per the conversion feature. RightSmile refuses to convert any outstanding debt owed to the Company placing all of its debt in default.

In February 2013 the Company and Cyber-Thingy, Inc. mutually agreed to terminate the consulting agreement in exchange for Baron receiving an additional \$50,000 and other mutually agreed to terms and conditions.

## **BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES**

Notes to the Consolidated Financial Statements

December 31, 2012

### **NOTE 6      SUBSEQUENT EVENTS (continued)**

In February 2013 the LOI the Company had entered into to purchase the operating transfer agent expired.

In May 2013 the Company entered into an agreement to purchase 200,000 shares of its Series AA Convertible Preferred share stock for \$10,600.

In June of 2013 the Company began working with Trans Global Group, Inc. ("TGGI") and helped the company achieve "Current" status with OTCMarkets during the fourth quarter of 2013.

In October 2013 the Company and Cyber Kiosk Solutions, Inc., modified the terms of the consulting agreement allowing the Company to elect to receive equity by converting its debt into common stock instead of receiving cash and increased the fee from \$300,000 to \$330,000. The Company informed Cyber Kiosk in November 2013 it intends to exercise its ability to convert the Note owed into shares of Common stock in Cyber Kiosk rather than accept cash.

In December 2013 the Company agreed to forgive all the interest accrued on its Notes with Trans Global Group, Inc., and waive all accruals until December 31, 2014 at which time all unpaid balances will be reviewed.

In July 2014 the Company entered into a share swap agreement with two non-related shareholders of CYBK. They swapped their tradable shares of CYBK for Baron's shares of CYBK which they will receive in October. Baron also placed a stop loss price of \$.034 per share on the CYBK shares, as an inducement to enter into the transaction. Baron will benefit from the use of the cash now to further its business plan now and, benefit from any price above \$0.034 it sells the shares for.

In July 2014 Baron and two non-related individuals entered into 30 day short term loan agreements for \$20,000 bearing interest at 10% non-convertible as well as shares of White Financial Holdings, Inc.

### **NOTE 7      LEGAL PROCEEDINGS**

**NONE**

### **FINANCIAL STATEMENTS**

These financial statements have not been audited but have prepared in accordance with generally accepted accounting principles. Baron Capital Enterprise, Inc. has no reason to believe that the financial statements cannot be audited in accordance with generally accepted accounting principles.

### **MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION**

#### **Overview**

The public entity initially filed for a public offering in 1996 in the Thrift Management business that operated a string of Thrift stores in Florida. The Company has been involved in two other business ventures since going public before becoming Baron Capital Enterprise, Inc. The Company's Sole Officer and Director has been an Officer and Director with the Company since January of 2004.

Baron Capital Enterprise, Inc., became the official name of the entity in December of 2011 at which time the goal was to setup and operate several subsidiary companies to service the needs of private and public companies. Baron Capital was to become a one-stop shop servicing clients needs in-house and using clients from one subsidiary as leads to generate income for the other subsidiaries.

In 2012 Baron tried to acquire two small transfer agents to merge into Baron Capital Transfer and rebrand them under the Baron name. The Company was unable to successfully complete the acquisition due to a lack of cash flow and continued need for additional cash to grow the business. The Company decided to delay the transfer agency part of its business plan due to the fact that it will require allocating substantial resources to hire and retain the personnel to run the daily operations.

Baron Capital has decided to focus for now on two key parts that are synergistic in servicing the needs of its target clients. These parts are a bank and brokerage firm. Baron Capital was setup to service small cap companies looking to go public as well as existing public companies. Currently Baron has been able to assist a handful of companies with loans and/or consulting services. However with a brokerage firm, Baron Capital will be able to offer a broader range of services. By working with only audited and reporting companies, this will ensure a quicker turn around for Baron Capital. The biggest problem with servicing non-reporting companies is the length of time money is tied up for. This requires a large pool of cash to continue trying to attract new clients. Baron Capital as part of refining its core business will require all new clients to enter into a two-year non-cancelable consulting agreement paying the company a monthly retainer and quarterly stock options.

Baron Capital does not have an obstacle engaging new clients. Its main roadblock is collecting money owed to the Company in order to service new clients.

In 2012 Baron Capital began selling shares in the market of companies that it held debt in and has continued this practice throughout 2013 and 2014. In the first quarter 2014 the Company sold \$42,000 worth of stock in companies in which it owned debt and closed the quarter with \$32,000 in cash. Baron closed the second quarter end with over \$170,000 in cash, and tradable securities. The Company projects it will continue in its collection throughout 2014 and this will enable the Company to participate in other deals keeping the cycle going.

In 2012 Baron purchased two shell companies and sought to find qualified operating companies to merge into the shells. Baron will retain a piece of the company and enter into a two year consulting agreement with the client paying the company a monthly retainer and stock options. Since March of 2014 Baron has been working with a group to merge an operating company generating over \$1 million annually into one of its shell companies. They are in the process of getting the company audited which is a prerequisite to close, and a closing is anticipated this quarter.

On July 1, 2014 the share freeze was eliminated from the Bylaws of the Company. This would enable the Company to amend the share structure or effect a reverse split by majority shareholder consent. At this time Baron has not increased the share structure or filed for a reverse split and does not believe any changes will take place anytime soon so long as the Company can continue to collect the money that is owed.

Baron Capital went dark in January 2013 when its status was downgraded to "Stop" by OTCMarkets and it has not issued a news release since December 2012. The Company was evaluating the business model and the changes that have taken place within the industry for trading OTCPink companies. The debt held in RIGH and TGGI was at the time in two companies that had DTC Chills on them. Even if Baron had sold any shares to pay down the debt owed to it, the funds would be tied up for a minimum of 33 days, which makes it difficult to plan. Baron also had one deal go dark and the other changed business direction right after going public, both of which collectively placed a cash crunch on the company severely limiting its options. The timing to come out of a self imposed quiet period was directly tied to Baron's ability to collect on its debt and have operating capital.

Baron Capital has met with a new auditor which will be retained in August to audit 2012, 2013 and the first six months of 2014. Once that is done the Company has a few ways to achieve an OTCQB listing and will examine its options and chose the one that will give the Company and its shareholders the path of least resistance to achieving this listing. Prior to an OTCQB uplisting, Baron plans to expand its Board and has had discussions with two potential members along with additional staff to ensure the Company has the ability to maximize returns on its investments. At this same time with an expanded Board in place, a method shall be effected to cancel the remaining Preferred shares and remove all series of Preferred shares from the Article of Incorporation. A special provision shall be added to the Bylaws mandating that no less than 75% of the

Outstanding Common stock must vote to approve any new Preferred Series, and must vote to approve the Rights and Preferences of the Preferred.

**6) Describe the Issuer's Business, Products and Services**

- (A) The Issuer was organized under the laws of the State of Florida in.
- (B) The issuer's primary and secondary SIC Codes; Primary SIC Code: 6199.
- (C) The issuer's fiscal year end date; The Issuer's fiscal year end date is December 31.
- (D) Business of Issuer:

The Issuer engages in the business of loaning money to public entities and private entities on the verge of going public. The Issuer will holds a Convertible Note for a minimum of 12 months with a high interest rate and seeks to begin collecting on the Note at the end of 1 year. The Issuer will offer guidance to both private and public companies in exchange for a fee which is usually a combination of cash and stock. The Issuer does not engage in the practice of raising money or soliciting investors for other companies or any other business practice that would cause the Issuer to be deemed a broker dealer.

**7) Describe the Issuer's Facilities**

Baron maintains a Virtual office in the SunTrust Bank Building located at 515 E Las Olas Blvd, Suite 120 Fort Lauderdale, FL 33304 and has access to conference rooms at this and other locations for meetings. The Company's President provides space at his residence for daily operations.

A. Names of Officers, Directors, and Control Persons.

Matthew Dwyer - Sole Officer and Director

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. The entry of 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. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, 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; or
4. The 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.

None

None

None

None

C. Beneficial Shareholders.

Matthew Dwyer 737,500 shares of Convertible Preferred Series AA

**9) Third Party Providers**

Legal Counsel

Name: George J. Tate, PLLC

Address 1: 130 Main Street

Address 2: Abbeville, LA 70511

Email: george@gjtatelaw.com

Investor Relations Consultant

None

Consultant

None

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement. None

**10) Issuer Certification**

Following Page

I, Matthew Dwyer certify that:

1. I have reviewed this Annual Report of Baron Capital Enterprise, Inc.
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.

July 28, 2014

Matthew Dwyer, CEO  
/s/Matthew Dwyer

Matthew Dwyer, CFO  
/s/ Matthew Dwyer