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George J. Tate

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July 31<sup>st</sup>, 2014

OTC Markets Group Inc.  
304 Hudson Street, 2nd Floor  
New York, New York 10013

RE: Attorney Letter with Respect to Adequate Current Information for  
Baron Capital Enterprise, Inc. (BCAP – OTC Pink Current)  
Company Information and Disclosure Statement: Supplemental Information–  
Initial Disclosure Statement; 2014 1<sup>st</sup> & 2<sup>nd</sup> Quarter Reports; & 2013 Annual  
Report for period ending December 31<sup>st</sup>, 2013

Greetings;

This firm represents Baron Capital Enterprise, Inc., a Florida corporation (the “Company”) in order to render an opinion as to the adequacy of the current information and disclosure with regard to the Company Information and Disclosure Statement Supplemental Information– Initial Disclosure Statement; 2014 1<sup>st</sup> & 2<sup>nd</sup> Quarter Reports; & 2013 Annual Report for period ending December 31<sup>st</sup>, 2013 and posted by the Company on the OTC Disclosure and News Service variously on July 17<sup>th</sup>, 2014 and July 28<sup>th</sup>, 2014. OTC Markets Group Inc. (“OTC Markets”) is entitled to rely upon this opinion in determining whether the Company has made adequate current Information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933, as amended (“Securities Act”).

Undersigned counsel has examined such corporate records and other documents and have asked such questions of law and fact as necessary or appropriate for the purposes of issuing this opinion letter. Reliance is placed upon filings made with the Secretary of State of Florida and other states, and information

obtained from the officer and director of the Issuer. Undersigned counsel believes the sources relied upon are reliable.

George J. Tate, PLLC, and specifically its attorney, George J. Tate (the "Counsel"), represents and certifies the following for Baron Capital Enterprise, Inc.(the "Issuer"):

1. OTC Markets Group Inc. ("OTC Markets") is entitled to rely on such letter in determining whether the Issuer has made adequate current Information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933.
2. Undersigned counsel is a U.S. resident and has been retained by the Issuer for the purpose of rendering this letter and related matters. Additional to issuing opinion letter, counsel has provided securities guidance, including assistance in preparing or reviewing disclosure information.
3. Counsel has examined the Issuer's corporate records and other documents and such questions of law as Counsel considered necessary or appropriate for purposes of rendering the letter.
4. Counsel is authorized to practice law in the District and Appellate Courts of the State of Louisiana, as well as the United States District Courts for the Eastern and Western Districts of Louisiana, and which includes practice under the laws of the United States. Counsel is also authorized to practice before the United States Fifth Circuit Court of Appeals.
5. Counsel is permitted to practice before the Securities and Exchange Commission (the "SEC"), and has not been prohibited from practice thereunder.
6. Counsel may rely on information obtained from public officials, officers of the Issuer and other sources, but Counsel represents that all such sources were believed to be reliable.

7. Counsel has reviewed in connection with the preparation of this letter (the "Information") and the dates that such documents were posted in the OTC Disclosure & News Service, including:

i) Supplemental Information and - Initial Disclosure Statement for period ending June 30<sup>th</sup>, 2014.

Posted: July 17<sup>th</sup>, 2014

ii) Quarterly Report - 2<sup>nd</sup> Quarter ending - June 30<sup>th</sup>, 2014

Posted: July 28<sup>th</sup>, 2014.

iii) Quarterly Report - 1<sup>st</sup> Quarter ending - March 31<sup>st</sup>, 2014

Posted: July 28<sup>th</sup>, 2014.

iv) Annual Report - Year ending December 31<sup>st</sup>, 2013

Posted: July 28<sup>th</sup>, 2014.

v) Annual Report - Year ending December 31<sup>st</sup>, 2012

Posted: July 28<sup>th</sup>, 2014.

vi) Restated Articles of Incorporation Oct 18, 2012

Posted: October 22<sup>nd</sup>, 2012.

vii) Annual Report - Revised Year ending December 31<sup>st</sup>, 2011

Posted: May 28<sup>th</sup>, 2012.

8. The Information provided herein above at No. 7 (v):

i. Constitutes "adequate current public information" concerning the Securities and the Issuer and "is available" within the meaning of Rule 144(c)(2) under the Securities Act;

ii. Includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 under the

Securities Exchange Act of 1934 (the "Exchange Act");

iii. Complies as to form with the (Pink) OTC Markets Guidelines for Providing Adequate Current Information; and

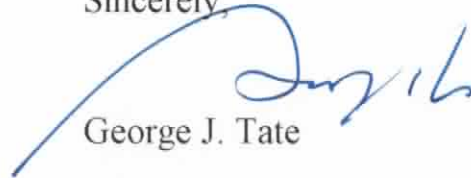
iv. Has been posted March 25<sup>th</sup>, 2012 on the OTC Disclosure and News Service.

9. The financial statements contained in the Information were compiled in-house. The financial statements are not audited, and have not been audited since the Company de-registered effective November, 2008. The Company has represented to us that the financial statements were prepared in accordance with generally accepted accounting principles
10. The Issuer's transfer agent is Continental Stock Transfer & Trust Company, which is registered with the Securities and Exchange Commission as its appropriate regulatory authority. The method used to obtain the number of outstanding shares set forth in the Information was by redacting previous response(s) to requests by the transfer agent and so confirming the outstanding shares at period end, as reflected in the Supplemental Information and two (2) quarterly reports identified at 7. i), ii) & iii) herein above.
11. Counsel has personally met with the management and the majority of the directors of the Issuer, and reviewed and discussed the Information with Issuer's management and a majority of the directors that is published by the Issuer on the OTC Disclosure and News Service.
12. To the best knowledge of Counsel, after inquiry of management and the directors of the Issuer, neither the Issuer of the Securities, any 5% holder, nor Counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws.
13. This opinion letter has been furnished by undersigned as special

counsel to the Company. It cannot be relied upon by anyone or party except for OTC Markets Group Inc. , which has full and complete permission and rights to publish the letter in the OTC Disclosure and News Service for viewing by the public and regulators. Outside of the above permission, it may not be used for any other purpose or by any other person, without in each instance written prior consent of its author.

With highest cordial regards, I remain

Sincerely,

A handwritten signature in blue ink, appearing to read "George J. Tate", is written over the printed name. The signature is stylized and cursive.

George J. Tate

GJT/ms