

BARON CAPITAL ENTERPRISE, INC.

Company Information and Disclosure Statement For the period ending March 31, 2012

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

From November 2011 to Present	Baron Capital Enterprise, Inc.
From December 2006 to November 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.

247MGI, Inc.
1500 W Cypress Creek Road
Suite 414
Fort Lauderdale, FL 33309
(i) Phone: 954-623-3209
Fax: none
(ii) None
(iii) Investor Relations: info@bcapent.com

Item II. The number of shares outstanding

Common Stock:

(i) Common for the period ending March 31,:

	2012	2011
Shares Authorized:	2,400,000,000	100,000,000,000
Shares Outstanding:	2,362,355,947	499,022,614
Public Float:	2,362,355,947	230,000,000
Number of Shareholders of Record:	185	186

(ii) Series AA Preferred for the period ending March 31,:

	2012	2011
Shares Authorized:	1,000,000	1,000,000
Shares Outstanding:	198,000	198,000
Public Float:		
Number of Shareholders of Record:	1	1

Item III. Interim Financial Statements

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES
(f/k/a 247MGI, Inc. and Subsidiaries)
QUARTERLY REPORT ENDED MARCH 31, 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.

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES
(f/k/a 247MGI, Inc. and Subsidiaries)
Consolidated Balance Sheets
(Unaudited)

	<u>ASSETS</u>		March 31, 2012	December 31, 2011
CURRENT ASSETS				
Cash	\$	4,389	\$	7,361
Prepaid expenses		646		646
Loans receivable		40,659		34,917
Total Current Assets		45,694		42,924
FIXED ASSETS				
Notes receivable & accrued interest receivable		52,076		52,076
Investment in common stock		754,523		723,110
		29,833		
TOTAL ASSETS	\$	882,126	\$	818,110
<u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u>				
CURRENT LIABILITIES				
				-
Accounts payable		161,501		148,758
Accounts payable		-		-
Accrued expenses		406,372		201,810
Convertible debenture		125,000		125,000
Notes payable		38,410		101,610
Notes payable		-		-
Total Current Liabilities		731,283		577,178
TOTAL LIABILITIES		731,283		577,178
STOCKHOLDERS' EQUITY (DEFICIT)				
Preferred stock, Series "AA" \$0.01 par value, 5,000,000 shares authorized; 1,000,000 shares issued and outstanding		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		14,144,660		14,142,660
Accumulated deficit		(14,240,053)		(14,124,964)
Total Stockholders' Equity (Deficit)		150,842		230,932
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		882,126	\$	818,110

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

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES
(f/k/a 247MGI, Inc. and Subsidiaries)
Consolidated Statements of Operations
(Unaudited)

	For three months Ended <u>March 31,</u>	
	2012	2011
REVENUE		
COST OF SALES		
GROSS MARGIN		
EXPENSES		
Consulting and professional fees	9,725	
Salaries and wages	117,000	106,000
Selling, general and administrative	30,214	
Total Expenses	156,939	106,000
Income (LOSS) FROM OPERATIONS	(156,939)	(106,000)
OTHER INCOME (EXPENSE)		
Gain on sale of securities	12,062	
Interest expense	(3,512)	(11,836)
Interest income	33,300	
Total Other Income (Expense)	41,850	(11,836)
NET INCOME (LOSS)	(115,089)	(117,836)

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

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES
(f/k/a 247MGI, Inc. and Subsidiaries)
Consolidated Statements of Operations (Continued)
(Unaudited)

	For three months Ended March 31,	
	2012	2011
NET LOSS PER SHARE	\$ -	\$ -
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	2,281,476,826	1,214,355,712

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

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES
(f/k/a 247MGI, Inc. and Subsidiaries)

Consolidated Statements of Stockholders' Equity (Deficit)

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit
Balance, December 31, 2011 (unaudited)	1,000,000	10,000	2,132,355,947	213,236	14,142,660	(14,124,964)
Sale of 230,000,000 common shares			230,000,000	23,000	2,000	
Net loss for three months ended 3-31-2012						(115,089)
Balance March 31, 2012	1,000,000	10,0000	2,362,355,947	236,326	14,144,660	(14,240,053)

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

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES

(f/k/a 247MGI, Inc. and Subsidiaries)

Notes to the Consolidated Financial Statements

March 31, 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

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 plaintiff, Stephen E. Webster, previously purchased a \$125,000 debenture from Total Identity Corporation and is seeking payment of the convertible debenture by alleging that he was fraudulently induced to purchase the debenture. The Company has filed various motions in its defense and in September 2005 a judgment was granted against the Company and other parties for \$125,000 plus 9% interest per annum. In February of 2006 the judgment was vacated. In March of 2006 the Company's attorneys filed a motion to withdraw as counsel, which was granted. 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.

BARON CAPITAL ENTERPRISE, INC. AND SUBSIDIARIES

(f/k/a 247MGI, Inc. and Subsidiaries)

Notes to the Consolidated Financial Statements

March 31, 2012 and December 31, 2011

NOTE 3 RELATED PARTY TRANSACTIONS

None

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

NOTE 5 SIGNIFICANT EVENTS

In January the Company issued 230,000,000 shares of its Common stock under rule 504 to Fairhills Capital for \$25,000.

In January the Company began working with two private companies and has made a few small loans to one company.

In January Baron Capital Transfer and Registrar paid KFS Technologies \$800 for an Annual subscription fee for the Medallion Program.

In February Baron Capital Transfer and Registrar became a member of the Securities Transfer Association (STAI.ORG).

In February Baron Capital Transfer and Registrar obtained insurance coverage from Crump Insurance Services, Inc.

In February Baron Capital Transfer and Registrar purchased a Medallion Stamp Reader from Hampton Technologies.

In late March the Company was able to obtain a brokerage account and a converted a small portion of its debt in RightSmile, Inc., which it began liquidating.

NOTE 6 SUBSEQUENT EVENTS

In April the Company had successfully sold all the shares of RightSmile, Inc. it received from a portion of its conversion of aged debt resulting in a significant increase to its working capital. The Company was able to complete all sales by mid April.

The Company has retained its former consultant to assist the Company in preparing its financials to be audited. The Company will roll forward all of its financials from year end 2006 through year 2011 with the goal of filing by July 1, 2012 to resume being a fully reporting entity.

NOTE 7 GOING CONCERN

When additional funds are raised through the issuance of equity securities, the percentage ownership of the Company's then-current stockholders would be diluted.

If additional funds are raised through the issuance of debt securities, the Company will incur interest charges until the related debt is paid off.

There can be no assurance that the Company will be able to raise any required capital necessary to achieve its current operating plan.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the preceding paragraph and eventually attain profitable operations. The accompanying consolidated financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

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.

ITEM 2. 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.

It should also be known that without proper funding the Issuer will likely not succeed in achieving its business plan and may have to amend the plan as the Issuer moves forward. The Issuer will seek funding through all means possible to try to achieve all of its goals and cannot state whether that will be enough to effectively reach its full plan.

Results of Operations

Three Months ended March 31, 2012 as compared to Three months ended March 31, 2011

	3 months ended March 31, 2012	2011	Increase/ (Decrease) \$ 2012 vs 2011	Increase/ (Decrease) % 2012 vs 2011
Revenue		\$-		
Cost of sales		-		
Gross margin		-		
Expenses				
Consulting and professional fees	9,725	-	9,725	n/a
Salaries and wages	117,000	106,000	11,000	10.4%
Selling, general and administrative	30,214	-	30,214	n/a
Total expenses	156,939	106,000	50,939	48.1%
Loss from operations	(156,939)	(106,000)	(50,939)	48.1%
Other income (expense)				
Gain on sales of securities	12,062		12,062	n/a
Interest expense	(3,512)	(11,836)	8,324	70.3
Interest income	33,300		23,110	n/a
Total other income (expense)	41,850	(11,836)	53,686	453.6%
Net income (loss)	(115,089)	(117,836)	2,747	(2.3%)

Total expenses

Our total expenses for the three months ended March 31, 2012 were \$ 156,939, an increase of \$50,939 or approximately 48.1%, from our total expenses of \$106,000 for three months ended March 31, 2011. Included in this balance were the following:

- Salaries and wages increased \$11,000, or 10.4%, to \$ 117,000 for fiscal year ended 2011 from \$106,000 for the three months ended March 31, 2011. This increase is primarily attributable to the difference in the adjusted amount of higher annual salary for our CEO, and

- Selling, general and administrative expense increased \$30,214 compared to \$0 for the three months ended March 31, 2011. The increase was due to increased activity within the Company and operational costs of Baron Capital Transfer and Registrar.

Liquidity and Capital Resources

	March 31, 2012	December 31, 2011	\$ Change 2011 vs 2010	% Change 2011 vs 2010
Working capital	(685,289)	(534,254)	(151,335)	(69.8)
Cash	4,389	7,360	(2,972)	(40.37%)
Current assets	45,694	42,924	2,770	6.5%
Total assets	882,126	818,110	64,016	7.8%
Accounts payable	161,501	148,758	12,743	8.6%
Accrued expenses	406,372	201,810	204,562	101.4%)
Convertible debenture	125,000	125,000	-	-
Notes payable	38,410	101,610	(63,200)	(62.2%)
Total current liabilities	731,283	577,178	154,105	(26.7%)
Total liabilities	731,283	577,178	154,105	(26.7%)

At March 31, 2012, we had total assets of \$882,126 which consisted of \$4,389 of cash, \$646 of prepaid expenses, \$52,075 of fixed assets, notes receivable and accrued interest of \$754,523. Our total liabilities at March 31 2012 were \$731,283 which included \$61,501 of accounts payable, \$406,372 of accrued expenses, an aggregate of \$163,410 in convertible debentures and notes payable, we do not have sufficient working capital to satisfy these obligations.

At March 31, 2012, after giving effect to the various conversions of liabilities to equity as described in the accompanying financial statements, we owe approximately \$199,911 under payables and notes, as well as approximately \$319,000 in accrued wages and approximately \$60,500 in accrued interest. We do not have the cash necessary to satisfy these obligations. At March 31, 2012, we had approximately \$4,389 of cash, a working capital deficit of \$685,589 and an accumulated deficit of \$14,240,053.

We have no commitments from any party to provide such funds to us. While our Chief Executive Officer has historically funded our operating expenses, and converted the indebtedness created thereby into equity, there is no assurance that our Chief Executive Officer will continue to fund operating expenses. We have established a trading account and have begun liquidating our holdings, but cannot state what the market conditions will be. If we are unable to obtain additional capital as necessary, we will be unable to satisfy our obligations or continue with building the Company as proposed in our business plan.

Off- Balance Sheet Arrangements.

Issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the financial condition. None.

Item 5 Legal Proceedings

NA

Item 6 Defaults upon senior securities

NA

Item 7 Other Information

NA

Item 8 Exhibits

NA

Item 9 Certifications

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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: 04-27-12

Baron Capital Enterprise, Inc.
By: 
Matthew Dwyer, CEO, CFO