

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ADMINISTRATIVE PROCEEDINGS RULINGS
Release No. 2946/July 20, 2015

ADMINISTRATIVE PROCEEDING
File No. 3-16674

In the Matter of	:	
	:	
BAXTER CAPITAL CO.,	:	ORDER
BF ACQUISITION GROUP III, INC., and	:	
BF ACQUISITION GROUP V, INC.	:	

The Securities and Exchange Commission (Commission) instituted this proceeding with an Order Instituting Proceedings (OIP), pursuant to Section 12(j) of the Securities Exchange Act of 1934 (Exchange Act), on July 1, 2015, and the hearing was scheduled to commence on July , 2015. The OIP alleges that each Respondent is a corporation with a class of securities registered with the Commission pursuant to Section 12(g) of the Exchange Act and has repeatedly failed to file required periodic reports. The Division of Enforcement is seeking to revoke the registration of Respondents' securities.

The OIP provides that each Respondent's Answer is due within ten days of service of the OIP on it. *See* OIP at 3; 17 C.F.R. § 201.220(b). A Respondent that fails to file an Answer within the time provided will be deemed to be in default, and the undersigned will enter an order revoking the registration of its securities. *See* OIP at 3; 17 C.F.R. §§ 201.155(a), .220(f). To allow time for service and for Answers, the hearing will be postponed *sine die*, and a prehearing conference will be held by telephone on August 21, 2015, at 10:00 a.m. EDT, if the proceeding has not been resolved by then.

IT IS SO ORDERED.

/S/ Carol Fox Foelak

Carol Fox Foelak
Administrative Law Judge