

# **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

## **XCPCNL Business Services Corporation**

4182 Clemmons Road, Suite 289  
Clemmons, NC 27012

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tmatthews@zoominsights.com  
SIC Code: 7361

**Quarterly Report**  
**For the Period Ending: June 30, 2023 (the**  
**"Reporting Period")**

As of March 31, 2023, and May 16, 2023, the number of shares outstanding of our Common Stock was: 1,235,744,332 and 1,465,213,200, respectively.

As of December 31, 2022, the number of shares outstanding of our Common Stock was: 585,841,875.

As of September 30, 2022, the number of shares outstanding of our Common Stock was: 249,586,791.

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: ☒

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<sup>1</sup> "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v3.1 June 24, 2021)

surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

The Company was originally incorporated in the State of Delaware on May 27, 2005 as Vital Products, Inc. On July 12, 2017, the Company changed its name to XCPCNL Business Services Corporation, its current name.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Delaware – Active and Good Standing.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On October 1, 2021, the Company executed a share purchase agreement with Colorado Distribution Group, LLC, a Colorado limited liability company ("CDG"), who desired to acquire all of the issued and outstanding shares of Preferred Stock of the Company (4,875 shares of Series A and 1,000 shares of Series B) plus an additional 31,182,000 shares of Common Stock in exchange for a total cash purchase of \$200,000 (the "Purchase"), from 1721 Belvedere Trust ("Shareholder"). As a result of this transaction, CDG became the controlling shareholder of the Company. CDG is owned and controlled 100% by Timothy Matthews. It was, then, the intent of Mr. Matthews and CDG to develop and implement a new business plan for the Company.

In February 2023, the company completed a 20% company common stock dividend, which increased the number of outstanding shares of common stock by 175,373,316

The address(es) of the issuer's principal executive office:

4182 Clemmons Road Suite 289 Clemmons, NC 27012

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address: ☒

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

**2) Security Information**

Trading symbol:	<u>XCPL</u>
Exact title and class of securities outstanding:	<u>Common Stock</u>
CUSIP:	<u>98370P 100</u>
Par or stated value:	<u>\$0.0001</u>

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v3.1 June 24, 2021)

Total shares authorized:	<u>2,000,000,000</u>	as of date: <u>5/16/2023</u>
Total shares outstanding:	<u>1,465,213,200</u>	as of date: <u>5/16/2023</u>

Number of shares in the Public Float<sup>2</sup>: 1,271,310,176 as of date: 6/30/2023  
Total number of shareholders of record: 31 as of date: 6/30/2023

Transfer Agent

Name: Continental Stock Transfer & Trust Company  
Phone: 212-509-4000  
Email: mlloyd@continentalstock.com  
Address: 1 State Street Plaza, 30th Floor, New York, NY 10004

Is the Transfer Agent registered under the Exchange Act?<sup>3</sup> Yes: ☒ No: ☐

### 3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

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<sup>2</sup> "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

<sup>3</sup> To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Number of Shares outstanding as of June 30, 2019	<u>Opening Balance:</u> Common: 62,092,740 Preferred: Series A: 4,875 Series B: 0								
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
2/21/2019	New Issuance	300,000	Common Stock	\$0.0625	Yes	Angelica Salazar	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	300,000	Common Stock	\$0.0625	Yes	Laura Martinez	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	150,000	Common Stock	\$0.0625	Yes	Martha Mackey	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	480,000	Common Stock	\$0.0625	Yes	Dr. Cheng Kuo	Debt Conversion	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
2/21/2019	New Issuance	1,100,000	Common Stock	\$0.0625	Yes	Troy Fulkerson	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
10/1/2019	New Issuance	1,000	Series B Preferred Stock	\$0.01	Yes	Crayford Corporation/ Alan Howard, control person	Information Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
1/6/2020	New Issuance	2,000,000	Common Stock	\$0.03	Yes	TTSG Holdings, Inc./Terry Taylor, control person	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended

3/6/2020	New Issuance	2,000,000	Common Stock	\$0.03	Yes	Christopher Mayo	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	7,500,000	Common Stock	\$0.01	Yes	Marshal W. Dooley	Legal and Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	6,000,000	Common Stock	\$0.01	Yes	Troy Fulkerson	Employee Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	300,000	Common Stock	\$0.01	Yes	Maria A. Romero	Employee Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/10/2020	New Issuance	300,000	Common Stock	\$0.01	Yes	Cindy Anderson	Employee Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
10/29/2020	New Issuance	500,000	Common Stock	\$0.01	Yes	Windstream Partners, LLC (Chris Kern, control person)	Consulting Services	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
12/29/2021	New Issuance	8,000,000	Common Stock	\$0.008	Yes	Carpathia LLC (Steve Hicks)	Subscription	Unrestricted	Regulation A
1/14/2022	New Issuance	8,000,000	Common Stock	\$0.008	Yes	Carpathia LLC (Steve Hicks)	Subscription	Unrestricted	Regulation A
1/16/2022	New Issuance	4,000,000	Common Stock	\$0.008	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
2/14/2022	New Issuance	10,068,000	Common Stock	\$0.008	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
3/4/2022	New Issuance	5,643,227	Common Stock	\$0.008	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
4/4/2022	New Issuance	9,375,000	Common Stock	\$0.008	Yes	Carpathia LLC (Steve Hicks)	Subscription	Unrestricted	Regulation A
4/5/2022	New Issuance	5,915,824	Common Stock	\$0.008	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A



5/6/2022	New Issuance	7,500,000	Common Stock	\$0.004	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
7/13/2022	New Issuance	14,000,000	Common Stock	\$0.004	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
7/22/2022	New Issuance	7,250,000	Common Stock	\$0.004	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
7/25/2022	New Issuance	7,500,000	Common Stock	\$0.004	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
7/26/2022	New Issuance	15,389,000	Common Stock	\$0.004	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
7/27/2022	New Issuance	14,750,000	Common Stock	\$0.004	Yes	JP Carey Limited Partners LP (Joseph Canouse)	Subscription	Unrestricted	Regulation A
8/2/2022	New Issuance	9,900,000	Common Stock	\$0.004	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
8/17/2022	New Issuance	15,389,000	Common Stock	\$0.004	Yes	Trillium Partners (Steve Hicks)	Subscription	Unrestricted	Regulation A
8/17/2022	New Issuance	6,500,000	Common Stock	\$0.004	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
8/25/2022	New Issuance	16,000,000	Common Stock	\$0.004	Yes	JP Carey Limited Partners LP (Joseph Canouse)	Subscription	Unrestricted	Regulation A
8/31/2022	New Issuance	500	Series A Preferred Stock		No	Xerxes Trading Holdings Limited Liability Company (Micah Brown)	Acquisition Agreement	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
8/31/2022	New Issuance	500	Series A Preferred Stock		No	Advanced Research Machines Limited Liability Company (Micah Brown)	Acquisition Agreement	Restricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
10/11/2022	New Issuance	12,000,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/11/2022	New Issuance	12,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
10/12/2022	New Issuance	12,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A

10/13/2022	New Issuance	14,000,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/14/2022	New Issuance	12,285,714	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
10/14/2022	New Issuance	14,000,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/17/2022	New Issuance	16,000,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/18/2022	New Issuance	16,000,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/18/2022	New Issuance	16,500,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/14/2022	New Issuance	16,071,429	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
10/20/2022	New Issuance	25,000,000	Common Stock	\$0.001	Yes	South Fork Securities(Peter Rosten)	Subscription	Unrestricted	Regulation A
10/20/2022	New Issuance	17,500,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/20/2022	New Issuance	18,400,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
10/27/2022	New Issuance	39,282,227	Common Stock	\$0.001	Yes	JanBella Group, LLC (William Alessi)	Subscription	Unrestricted	Regulation A
12/08/2022	New Issuance	24,313,000	Common Stock	\$0.001	Yes	Geneva Roth Remark (Seth Cramer)	Subscription	Unrestricted	Regulation A
12/09/2022	New Issuance	24,285,714	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
12/12/2022	New Issuance	24,000,000	Common Stock	\$0.001	Yes	South Fork Securities(Peter Rosten)	Subscription	Unrestricted	Regulation A
12/28/2022	New Issuance	24,000,000	Common Stock	\$0.001	Yes	South Fork Securities(Peter Rosten)	Subscription	Unrestricted	Regulation A

1/06/2023	New Issuance	30,528,141	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
1/13/2023	New Issuance	60,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
1/18/2023	New Issuance	25,000,000	Common Stock	\$0.001	Yes	South Fork Securities(Peter Rosten)	Subscription	Unrestricted	Regulation A
1/20/2023	New Issuance	79,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
2/06/2023	New Issuance	80,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
2/15/2023	New Issuance	175,373,316	Common Stock	\$0.0005	No	All Shareholders per Stock Split	Stock Split	Restricted and Unrestricted	Exemption - Section 4(a)(2) of the Securities Act of 1933, as amended
3/27/2023	New Issuance	100,000,000	Common Stock	\$0.0004	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
4/20/2023	New Issuance	179,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A
5/06/2023	New Issuance	180,000,000	Common Stock	\$0.001	Yes	Ezzat Jallad	Subscription	Unrestricted	Regulation A

Shares Outstanding as of <b>June 31, 2023</b>	<u>Ending Balance:</u> Common: 1,685,213,200 Preferred: Series A: 5,875 Series B: 1,000	
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**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

## B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
Various 2016-2017	\$130,000	\$180,000	\$-0-	Due on demand	None	Alan Kau (1)	Loan
11/1/22	\$38,500	\$35,000	\$3,500	Due 4/30/23	Any time after default, conversion price equal to 50% of lowest trading price during 20 days prior to subject notice of conversion	JanBella Group, LLC (William Alessi)	Loan
3/7/23	\$40,800	\$34,000	\$6,800	Due 5/7/23	Any time after default, conversion price equal to 50% of lowest trading price during 20 days prior to subject notice of conversion	JanBella Group, LLC (William Alessi)	Loan

Use the space below to provide any additional details, including footnotes to the table above:

(1) Alan Kau is the holder of several promissory notes issued by the Company, as Vital Products, Inc., prior to the business combination transaction on May 23, 2017. During 2020, Mr. Kau filed a lawsuit in the State of California and obtained a judgment against the Company in the amount of \$424,029.19, including all accrued interest. On October 20, 2020, the Company and the individual executed a Settlement Agreement whereby the Company will pay the individual the total sum of \$180,000 to resolve and cancel the judgment. The Settlement Agreement required an immediate payment of \$15,000 on the Settlement Date; six (6) monthly installments of \$2,000 per month commencing on November 29, 2020; and monthly installments of \$3,000 per month thereafter until the \$180,000 is paid in full. The Company is in compliance with the terms and conditions of the Settlement Agreement. The above balances have been adjusted to reflect the agreed-upon settlement balance(s) as of March 31, 2023, including the timely payment of all scheduled payments.

(2) Janbella Group is the holder of several promissory notes issued by the company on November 1, 2022 for \$58,829.06 and \$40,800.00 on March 7, 2023, there is a potential change in control due to the note currently being in default and pledge of common and preferred shares as a security pledge.

#### 4) Financial Statements

A. The following financial statements were prepared in accordance with:

☒ U.S. GAAP

☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)<sup>4</sup>:

Name: Timothy Lawrence Matthews, Jr.

Title: CEO, President, CFO, Chairman of the Board

Relationship to Issuer: Chairman, President, Chief Executive Officer and Chief Financial Officer

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

#### **Attached to this report.**

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

#### 5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

On November 20, 2020, the Company's former Chairman, President, Chief Executive Officer, Chief Financial Officer, and largest shareholder through the 1721 Belvedere Trust, Mr. Irving Boyes, died from complications of COVID-19. These positions were assumed by Gregory Boyes, Irving Boyes' son and a 60% beneficiary of the 1721 Belvedere Trust. In May and June 2021, the Board of Directors, upon the evaluation and advise of Company management, began a process to

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<sup>4</sup> The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

streamline and restructure the Company's operations, including discontinuing certain business operations related to employee staffing/leasing due to the significant loss of business directly linked to the COVID-19 pandemic.

On October 1, 2021 the Company executed a share purchase agreement with Colorado Distribution Group, LLC, a Colorado limited liability company ("CDG"), who desired to acquire all of the issued and outstanding shares of Preferred Stock of the Company (4,875 shares of Series A and 1,000 shares of Series B) plus an additional 31,182,000 shares of Common Stock in exchange for a total cash purchase of \$200,000 (the "Purchase"), from 1721 Belvedere Trust ("Shareholder"). As a result of the Purchase, CDG became the controlling shareholder of the Company. CDG is owned 100% by Tim Matthews, the Company's Chief Executive Officer. At the closing of the transaction, all of the assets and liabilities of the Company were spun out into a separate entity and are no longer the responsibility of the Company. In conjunction with the Purchase, we adopted a new business plan focused on providing marketing and sale-enablement services for a variety of clients.

### Plan of Operations

*Purpose:* We help consumer retail businesses tell their story with our professional suite of marketing and sale-enablement services consisting of instore product demos, field services, inbound and outbound call centers, and digital product development and customer experience management.

*Our Niche:* XCPCNL Business Services is a publicly traded professional services firm dedicated to generating sales growth for clients using our product outreach platforms, such as our in-store product network, our inbound/outbound call center, and our field services network.

#### *Target Market/"The List":*

- Big Box Retailers (Such As Costco, Wal-Mart, Target)
- Fast-Moving CPGs (need help to get into stores, need help approaching minority consumers)
- Government and Fortune 2000 Business Services (call centers, staffing, market research, technology)

#### *What Makes Us Unique:*

1. We have proven people, processes, and technology to commercialize, get traction, and scale businesses across consumer retail.
2. We understand the levers needed to create momentum with Big Box Retailers and help scale fast moving CPGs enter markets with hyper-local messaging and outreach.
3. We are a minority-owned firm that has expertise in delivering services for government and Fortune 2000.

#### *Proven Process: The XCPCNL Business Services Process*

With our market research and strategic-based approach, we provide a whole product and service solution for reaching and spurring consumer buying behavior at stores and online.

*Guarantee:* Marketing is hard. Outcomes aren't guaranteed. Our values and our processes drive the success of our company and our clients. For our clients, we think big, dive deep, and are fast in our execution. We recognize that time is money. We focus on results. We relentlessly pursue outcomes. We will continue to be leaders: creative, smart, and scientific. We have the people, processes, and technology to help our clients get their products in the store, generate interest and buying behavior, and grow their consumer-focused businesses.

In August 2022, our company and Centiment Capital Holdings, a privately-held neurodata technology company, entered into two acquisition agreements, whereby our company will acquire two operating subsidiaries of Centiment Capital Holdings, Advanced Research Machines LLC (ARM) and Xerxes Trading Holdings LLC (Xerxes).

ARM is the company behind the Mantis Crypto trading technology and owns Centiment.io. Xerxes is a multi-asset class trading technology and will compliment ARMs High Frequency Trading Platform. The Office for the combined enterprise will be established in Charlotte, NC at Industrious NODA.

The acquisition transactions closed in August 2022.

B. Please list any subsidiaries, parents, or affiliated companies.

No subsidiaries

C. Describe the issuers' principal products or services.

Our approach is to utilize the most effective and innovative solutions to achieve results for our clients. We enthusiastically approach every new project with a spirit of entrepreneurship, sense of urgency and excitement. The Company plans to generate sales growth for clients by leveraging its product outreach platforms, such as its in-store product network, inbound/outbound call center, and field services network.

## 6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company conducts all of its business operations from leased offices located, principally, in Dallas, Texas and Chicago, Illinois. There are no existing plans for expansion and the potential exists for the abandonment of certain geographic footprints in future periods as previously discussed.

## 7) Company Insiders (Officers, Directors, and Control Persons)

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**



Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding (1)	Note
<u>Timothy Lawrence Matthews, Jr.</u>	<u>President, CEO, CFO, Chairman of the Board</u>	<u>Clemmons, NC</u>	<u>31,182,000</u> <u>4,875</u> <u>1,000</u>	<u>Common</u> <u>Series A Preferred</u> <u>Series B Preferred</u>	<u>2.70%</u> <u>82.98%</u> <u>100%</u>	<u>Each share of Series A Preferred Stock has the right, in all matters requiring shareholder approval, to 25,000 votes.</u>
<u>Micah Brown</u>	<u>5% Shareholder</u>	<u>New York, New York</u>	<u>1000</u>	<u>Preferred A</u>	<u>17.2%</u>	

(1) Based on 1,465,213,200 shares outstanding at May 16, 2023.

## 8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 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);

None.

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;

None.

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

None.

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.

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

Ongoing Litigation:

During the 3rd Calendar quarter of 2018, the Company's third-party lender discontinued operations and left the Company without an outlet with which to monetize its accounts receivable on a demand basis. Accordingly, the Company, in an emergency, entered into various agreements with several Merchant Cash Advance (MCA) lenders to provide liquidity within its accounts receivable portfolio.

Due to various disputes related to these arrangements, the Company was sued for collection in various Courts in New York and various judgments were granted against the Company and its various operating subsidiaries. Due to the misapplication of Law, in management's opinion, certain bank accounts of the Company and its operating subsidiaries, which are domiciled and maintained in Texas, were frozen. The Company is vigorously defending itself against these actions.

On October 27, 2018, the Company countersued various MCA lender(s) in the State of New York alleging misapplication of law, criminal usury in the first degree, and violation of Civil Practice and Rules. The Company is seeking unspecified damages in this action.

On December 16, 2018, new legislation was introduced into the U. S. Senate that would ban the use of Confessions of Judgment in commercial transactions. The ultimate passage of this legislation and the potential impact on this situation is unknown.

As a result of these actions, the Company acquired new sources of funding to monetize its accounts receivables and granted the new funding source a first lien against all the Company's receivables to minimize any potential interruption in the Company's cash flow going forward.

Management is of the opinion that the Company and its various affected operating subsidiaries does not anticipate any material adverse impact on either its operations or financial condition as a result of these actions.

**9) Third Party Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name:	Eric Newlan
Firm:	Newlan Law Firm, PLLC
Address 1:	2201 Long Prairie Road, Suite 107-762
Address 2:	Flower Mound, Texas 75022
Phone:	940-367-6154
Email:	eric@newlanpllc.com

Accountant or Auditor

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Investor Relations

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period.

Name: \_\_\_\_\_  
Firm: \_\_\_\_\_  
Nature of Services: \_\_\_\_\_  
Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

**[ ISSUER CERTIFICATION FOLLOWS ]**

## 10) Issuer Certification

### *Principal Executive Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Timothy Matthews certify that:

1. I have reviewed this Quarterly Disclosure Statement of XCPCNL Business Services Corporation, for the period ended March 31, 2023;
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.

05/16/2023

/s/ Timothy Matthews

Timothy Matthews

Chief Executive Officer

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

### *Principal Financial Officer:*

I, Timothy Matthews certify that:

1. I have reviewed this Quarterly Disclosure Statement of XCPCNL Business Services Corporation, for the period ended March 31, 2023;
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.

05/16/2023

/s/ Timothy Matthews

Timothy Matthews

Chief Financial Officer

(Digital Signatures should appear as "/s/ [OFFICER NAME]")