

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

**XCPCNL Business Services Corporation  
A Delaware Corporation**

4182 Clemmons Road, Suite 289  
Clemmons, NC 27012

Phone: (336)473-1366  
Email: tmatthews@zoominsights.com

Primary and Secondary SIC Codes: 7361 and 561311

**Quarterly Report  
for the Quarter Ended September 30, 2021**

As of September 30, 2021, the number of outstanding shares of our Common Stock was: 83,022,740 \$0.0001 par value.

As of June 30, 2021, the number of outstanding shares of our Common Stock was: 83,022,740, \$0.0001 par value.

As of June 30, 2020, the number of shares outstanding of our Common Stock was: 68,422,740, \$0.0001 par value.

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 of the company has occurred over this reporting period:

Yes: ☐ No: ☒

**ITEM 1 - NAME AND ADDRESS(ES) OF 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; Incorporated 5/27/2005 – Delaware

Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive): Active

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 is the intent of Mr. Matthews and CDG to develop and implement a new business plan for the Company.

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:  
Not Applicable

## ITEM 2 - SECURITY INFORMATION

As of September 30, 2021:

Trading symbol: XCPL  
Exact title and class of securities outstanding – Common Stock  
CUSIP: 98370P 100  
Par or stated value: \$0.0001.  
Total shares authorized: 250,000,000 shares as of September 30, 2021.  
Total shares outstanding: 83,022,740 shares as of September 30, 2021  
Number of shares in the Public Float: 3,592,740 as of September 30, 2021

Additional Classes:  
Trading symbol: None  
Exact title and class of securities outstanding: Series A Preferred Stock  
CUSIP: None  
Par or stated value: \$0.01.  
Total shares authorized: 100,000 shares as of September 30, 2021.  
Total shares outstanding: 4,875 as of September 30, 2021  
Number of shares in the Public Float: -0- as of September 30, 2021.

Trading symbol: None  
Exact title and class of securities outstanding: Series B Preferred Stock  
CUSIP: None  
Par or stated value: \$0.01.  
Total shares authorized: 100,000 shares as of September 30, 2021.  
Total shares outstanding: 1,000 as of September 30, 2021.  
Number of shares in the Public Float: -0- as of September 30, 2021.

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? Yes: ☒ No: ☐

## ITEM 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**

<div> <div>Number of Shares outstanding as of <b>June 30, 2018</b></div> <div> <div>Opening Balance:</div> <div>Common: 62,092,740</div> <div>Preferred:</div> <div>Series A: 4,875</div> <div>Series B: 0</div> </div> </div>									
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
Shares Outstanding as of <b>September 30, 2021</b>	Ending Balance: Common: 83,022,740 Preferred: Series A: 4,875 Series B: 1,000								

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

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.

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	\$139,000	\$180,000	\$-0-	Due on demand	None	Alan Kau (1)	Loan
Various 2020-2021	\$540,293	\$540,293	\$-0-	Due on demand	None	SBA/PPP	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 June 30, 2022, including the timely payment of all scheduled payments.

#### ITEM 4 - FINANCIAL STATEMENTS

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

- ☒ U.S. GAAP  
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual):

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

The Company's Annual Financial Statements for the years ended June 30, 2021 and 2020 are attached at the end of this document. The Company notes that it continues to experience challenges due to the overall impact of the COVID-19 pandemic; the death of the former Chairman/CEO/CFO, Irving D. Boyes; and the overall catastrophic impact of the Biden Administration policies on the ability of businesses in the United States to do business.

#### ITEM 5 - DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES

A. Description of the issuer's business operations:

On November 20, 2020, Irving D. Boyes, the Company's former Chairman, President, Chief Executive Officer, Chief Financial Officer, and largest shareholder through the 1721 Belvedere Trust, 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 on November 23, 2020. In May and June 2021, the Board of Directors, upon the evaluation and advise of Company management, began a process to 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. During the quarter ended September 30, 2021, management and the Board of Directors determined that the Company's current business operations were untenable and discontinued all employee leasing activities. During this quarter, the Company commenced winding down and liquidating all operating activities.

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 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 is the intent of Mr. Matthews and CDG to develop and implement a new business plan for the Company.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference:

The parent company is XCPCNL BUSINESS SERVICES CORPORATION, and it has 13 subsidiaries: American Trades Inc, Combined Payroll, Inc, 1st Combined Management Inc, XCPCNL Personnel, Inc, Combined Hospitality Services Inc, Combined Employee Services of Florida, Inc, XCPCNL Business Services of Illinois, Inc, XCPCNL Maintenance, Inc, XCPCNL Maintenance, LLC, XCPCNL People Services Inc, XCPCNL Talent Services Inc, XCPCNL Solutions Inc, and Villa Riviera Inc.

Mr. Gregory N. Boyes is the Chairman, President and Chief Executive Officer of all 13 companies.

Mr. Marshal W. Dooley is the Corporate Secretary and General Counsel of all 13 companies.

Mr. Marshal W. Dooley and Mr. Gregory N. Boyes compose the Board of Directors of all 13 companies.

Concurrent with the October 1, 2021 change in control transaction, Mr. Boyes and Mr. Dooley resigned their positions as Executive Officer(s) and/or members of the Board of Directors for the parent company, XPCPNL Business Services Corporation.

<b>ENTITY NAME</b>	<b>TYPE OF SERVICE</b>
<b>American Trades, Inc</b>	Construction Staffing
<b>Combined Payroll Inc</b>	Payroll Services
<b>1<sup>st</sup> Combined Management Inc</b>	General Labor Staffing
<b>XPCPNL Personnel, Inc</b>	Admin Staffing
<b>Combined Hospitality Services Inc</b>	Hotel Staffing
<b>Combined Employee Services of Florida, Inc</b>	General Labor Staffing
<b>XPCPNL Business Services of Illinois, Inc</b>	General Labor Staffing
<b>XPCPNL Maintenance, Inc</b>	Maintenance Staffing
<b>XPCPNL Maintenance, LLC</b>	Maintenance Staffing
<b>XPCPNL People Service, Inc</b>	Personnel Outsourcing
<b>XPCPNL Talent Services, Inc</b>	Manufacturing and Light Industrial
<b>XPCPNL Solutions, Inc</b>	Hotel Personnel Staffing
<b>Villa Riviera, Inc.</b>	Land and Housing

C. Describe the issuers' principal products or services, and their markets:

See the above listed discussion pertaining to the October 1, 2021 change in control transaction.

#### **ITEM 6 - DESCRIBE THE ISSUER'S FACILITIES**

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.

#### **ITEM 7 - OFFICER, DIRECTORS, AND CONTROL PERSONS**

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 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 is the intent of Mr. Matthews and CDG to develop and implement a new business plan for the Company.

##### Officers and Directors

Full Name: Timothy Lawrence Matthews, Jr.

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

Business Address: 4182 Clemmons Rd. Suite 289, Clemmons, NC 27012

Compensation: The Company and Mr. Matthews have not completed the negotiations and executions of an employment and director agreement

Ownership: Refer to ownership table below.

Biography: Timothy Lawrence Matthews, Jr. – Mr. Matthews (48) lives in North Carolina. A seasoned marketing executive, Tim Matthews leverages almost 20 years of strategic marketing/consumer research experience to deliver superior results. He is highly experienced in designing, moderating, analyzing, reporting key findings, and offering recommendations to address project objective. Prior to launching Zoom Insights Inc. in 2007 and Zoom Marketing Partners LLC in 2013 Tim held the position of Director of Strategic Planning and Senior Marketing Manager for two Fortune 500 CPG corporations. During that time, he developed marketing platforms for some of the top global brands. Tim possesses an exceptional combination of analytical and creative thinking that has led him into becoming a highly sought-after consultant for several CPGs, lifestyle brands, and service industries

Full Name: Terry Pratt

Title: Chief Operating Officer

Business Address: 4182 Clemmons Rd. Suite 289, Clemmons, NC 27012

Compensation: The Company and Mr. Pratt have not completed the negotiations and executions of an employment and director agreement; and, as of the date hereof, there is not a written employment agreement in place.

Ownership: Refer to ownership table below.

Biography: Terry Pratt – Mr. Pratt (51) An exceptional Manufacturing, Engineering, and Business Development Executive, Terry Pratt has over two decades of experience in Engineering Designs, Fabrication, Production Assembly, Production Planning, Procurement, Inventory Control, Document Control, Quality Control, Process Control, Process Flow & Value Stream Mapping, as well as a host of Business Development techniques and strategies. Terry developed his knowledge and skills during his tenure at fast-paced Automotive Manufacturing companies, such as Mitsubishi, Toyota, and Caterpillar, as well as Oil and Energy Companies (Domestically, Off Shore, and Subsea). Not only has Terry been instrumental in the continued successful development of these companies' processes, but his ability to problem solve and implement strategic approaches has allowed each of those companies to reach their highest recorded revenue during Terry's tenure. Some of Terry's most notable accomplishments include converting an antiquated liquid paint system into a \$5,000,000.00 state of the art, automated powder coating system, as well as improving on a "failed" concept of developing a multimillion-dollar plastic molded riser clamp for a subsea application, in which we were successful at selling to Shell-Offshore. Over the last decade, Terry has focused more on business development. In 2005, Terry obtained his MBA while juggling several start-up businesses and working as a Corporate Executive. Knowledge and experiences gained since that time are daily-utilized to help build and develop successful businesses and models within companies today.

Full Name: Michael Beaton

Title: Chief Marketing Officer

Business Address: 4182 Clemmons Rd. Suite 289, Clemmons, NC 27012

Compensation: The Company and Mr. Beaton have not completed the negotiations and executions of an employment and director agreement; and, as of the date hereof, there is not a written employment agreement in place.

Ownership: Refer to ownership table below.

Biography: Michael Beaton – Mr. Beaton (48) lives in Atlanta, Georgia. has worked with large enterprise, fast-growing middle market firms, small companies, and startups. As a marketing veteran, Michael has worked at some of the top digital agencies, including Sapient and WPP's Team Detroit. At WPP Team Detroit, he led Ford.com strategy, overseeing the implementation of their customer journey and overhauling lead generation and management. He has extensive experience in e-commerce, technology and SaaS, and consumer brands. During his career as an entrepreneur, he has scaled 6 small companies or startups, leading them to 7-8 figures through marketing, sales, and technology. Past clients that Michael has worked for include Ford, GMAC, State Farm, Compuware / Covisint, Lighting Supply. Michael is also the principal of Hyper Flywheel, a marketing consultancy dedicated to fast-growing businesses. At Hyper Flywheel, his team uses the strategy, tactics, and technology processes that has helped him get traction, nurture prospects and leads, and grow fast. Michael is a dual degreed graduate of the Ross School of Business at the University of Michigan, earning his BBA (1995) and MBA (2005).

Concurrent with the October 1, 2021 transaction, discussed above, Mr. Boyes and Mr. Dooley resigned their positions as Executive Officers and/or members of the Board of Directors.

Using the tabular format below, as of September 30, 2021, please provide information, 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, regardless of the number of shares they own. **If any 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 of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director /Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding (1)(2)	Note
Gregory N. Boyes	President, CEO, CFO and Chairman	Dallas, TX	3,000,000	Common	3.61%	(3)(4)
Marshal W. Dooley	Secretary, Director/Owner of more than 5%	Dallas, TX	15,000,000	Common	18.17%	(4)
Windhaven Corp./ Leigh McCormick, control person	Owner of more than 5%	Dallas, TX	7,500,000	Common	9.03%	-
Troy D. Fulkerson	Owner of more than 5%	Dallas, TX	6,000,000	Common	7.23%	
1721 Belvedere Trust	Owner of more than 5%	Dallas, TX	31,182,000 4,875	Common Series A Preferred Stock	37.56% 100%	(4)
Crayford Corporation/ Alan Howard, control person	Owner of more than 5%	Dallas, TX	1,000	Series B Preferred Stock	100%	-

- (1) On September 30, 2021, there were 83,022,740 shares of our common stock outstanding, 4,875 shares of Series A Preferred Stock and 1,000 Series B Preferred Stock issued and outstanding. Under applicable SEC rules, a person is deemed the "beneficial owner" of a security with regard to which the person directly or indirectly, has or shares (a) the voting power, which includes the power to vote or direct the voting of the security, or (b) the investment power, which includes the power to dispose, or direct the disposition, of the security, in each case irrespective of the person's economic interest in the security. Under SEC rules, a person is deemed to beneficially own securities which the person has the right to acquire within 60 days through the exercise of any option or warrant or through the conversion of another security.
- (2) In determining the percent of voting stock owned by a person on September 30, 2021 (a) the numerator is the number of shares of common stock beneficially owned by the person, including shares the beneficial ownership of which may be acquired within 60 days upon the exercise of options or warrants or conversion of convertible securities, and (b) the denominator is the total of (i) the 83,022,740 shares of common stock outstanding on September 30, 2021, and (ii) any shares of common stock which the person has the right to acquire within 60 days upon the exercise of options or warrants or conversion of convertible securities (none).
- (3) Shares held by RC Trail, LLC of which Gregory N. Boyes is Managing Member.
- (4) Gregory N. Boyes is a 60% Beneficiary and Marshall W. Dooley is the Trustee of 1721 Belvedere Trust.

## ITEM 8 - LEGAL/DISCIPLINARY HISTORY

A. Please identify whether any of the persons 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 3<sup>rd</sup> 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.

**ITEM 9 THIRD PARTY PROVIDERS:**

Counsel:

Mark E. Crone, Esq.  
Crone Law Group  
500 Fifth Avenue, Suite #938  
New York, NY 10036  
Phone: 646.861.7891  
mcrone@cronelawgroup.com

Accountant or Auditor - None - Financials prepared by Management.

Investor Relations Consultant - None.

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement, or provided assistance or services** to the issuer during the reporting period. - NONE

#### **ITEM 10 - ISSUER CERTIFICATION**

I, Timothy Lawrence Matthews, Jr., certify that:

1. I have reviewed this Quarterly Report of XCPCNL Business Services Corporation;
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.

Date: December 14, 2021

/s/ Timothy Lawrence Matthews, Jr.

Timothy Lawrence Matthews, Jr.

CEO, President, CFO, Chairman of the Board

(Principal Executive and Financial Officer)