

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

XCPCNL Business Services Corporation

4182 Clemmons Road, Suite 289
Clemmons, NC 27012

336.473.1366
tmatthews@zoominsights.com
SIC Code: 7361

Quarterly Report
For the Period Ending: March 31, 2022
(the "Reporting Period")

As of March 31, 2022, the number of shares outstanding of our Common Stock was: 120,117,967

As of December 31, 2021, the number of shares outstanding of our Common Stock was: 91,031,740

As of June 30, 2021, the number of shares outstanding of our Common Stock was: 83,022,740

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 Control¹ of the company has occurred over this reporting period:

Yes: ☐ No: ☒

¹ "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 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 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:

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>	
Total shares authorized:	<u>1,000,000,000</u>	as of date: <u>03/31/2022</u>
Total shares outstanding:	<u>120,17,967</u>	as of date: <u>03/31/2022</u>

Number of shares in the Public Float²: 64,103,791 as of date: 03/31/2022
Total number of shareholders of record: 30 as of date: 03/31/2022

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?³ 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: ☐

² "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.

³ 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
Shares Outstanding as of March 31, 2022	<u>Ending Balance:</u> Common: 120,117,967 Preferred: Series A: 4,875 Series B: 1,000								

Example: A company with a fiscal year end of December 31st, 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
9/8/21	\$60,000	\$60,000	\$-0-	Due 9/8/22	Fixed conversion price of \$0.0003. per share, except 50% of market price if in default	J.P. Carey Limited Partners L.P. (Joseph Canouse)	Loan
9/8/21	\$60,000	\$60,000	\$-0-	Due 9/8/22	Fixed conversion price of \$0.0003. per share, except 50% of market price if in default	Carpathia LLC (Steve Hicks)	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, 2022, including the timely payment of all scheduled payments.

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)⁴:

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

⁴ 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.

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

The parent company is XCPCNL BUSINESS SERVICES CORPORATION, and it has the following 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,

XPCPNL Maintenance, Inc, XPCPNL Maintenance, LLC, XPCPNL People Services Inc, XPCPNL Talent Services Inc, XPCPNL Solutions Inc, and Villa Riviera Inc.

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>22.03%</u> <u>100%</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>Marshall W. Dooley</u>	<u>5% Shareholder</u>	<u>Dallas, TX</u>	<u>15,000,000</u>	<u>Common</u>	<u>10.60%</u>	<u>_____</u>
<u>Carpathia LLC (Joseph Canouse)</u>	<u>5% Shareholder</u>	<u>Alpharetta, GA</u>	<u>8,000,000</u>	<u>Common</u>	<u>5.65%</u>	<u>_____</u>
<u>Windhaven Corp (Leigh McCormick)</u>	<u>5% Shareholder</u>	<u>Dallas, TX</u>	<u>7,500,000</u>	<u>Common</u>	<u>5.29%</u>	<u>_____</u>

(1) Based on 141,533,791 shares outstanding at May 20, 2022.

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, 2022;
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.

05/23/2022

/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, 2022;
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.

05/23/2022

/s/ Timothy Matthews

Timothy Matthews

Chief Financial Officer

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

XCPCNL BUSINESS SERVICES CORPORATION
UNAUDITED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS
ENDED MARCH 31, 2022 AND 2021

XCPCNL Business Services Corporation
CONSOLIDATED BALANCE SHEETS
(unaudited)

	March 31, 2022	June 30, 2021
ASSETS		
Cash	\$ 4,684	\$ -
Accounts receivable trade	-	972,757
Other receivable	50,000	-
Total current assets	54,684	972,757
Other Assets		
Notes receivable	-	50,000
Office equipment and computer software	-	388,947
Intellectual property	-	600,000
Goodwill and other	-	273,384
Total other assets	-	1,312,331
Total Assets	\$ 54,684	\$ 2,285,088
LIABILITIES & STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	\$ 75,960	\$ 1,488,672
Bank Overdraft	-	37,630
Other current liabilities	-	202,119
SBA loan payable	-	169,900
Notes payable	-	147,000
Loan payable	50,000	-
Convertible notes payable	120,000	-
Total current liabilities	245,960	2,045,321
Total liabilities	245,960	2,045,321
Stockholders' Equity		
Preferred stock (Series A), \$0.01 par value, 100,000 shares authorized, and 4,875 shares Issued and outstanding, respectively	49	49
Preferred stock (Series B), \$0.01 par value, 100,000 shares authorized, and 1000 shares Issued and outstanding, respectively	10	10
Common stock, \$0.0001 par value, 1,000,000,000 shares authorized, 120,117,967 and 83,022,740 shares issued and outstanding	12,011	8,302
Paid in capital	1,722,801	1,405,820
Accumulated deficit	(1,926,147)	(1,174,414)
Total Stockholders' (Deficit)	(191,276)	239,767
Total Liabilities and Stockholders' (Equity)	\$ 54,684	\$ 2,285,088
The accompanying notes are an integral part of these financial statements.		

XPCPNL Business Services Corporation
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three months ended	Three months ended	Nine months ended	Nine months ended
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Revenue				
Sales	\$ 5,341	\$ 1,588,465	\$ 47,101	\$ 5,104,529
COGS	307	2,348,602	4,969	4,985,650
Gross profit	5,034	(760,137)	42,131	118,879
Operating Expenses:				
General and administrative	310,283	(697,854)	1,229,245	1,004,938
Professional Fees	-	-	17,273	-
Total operating expenses	310,283	(697,854)	1,246,518	1,004,938
(Loss) from operations	(305,249)	(62,283)	(1,204,386)	(886,059)
Other expense				
Interest expense	-	(80,107)	(14,995)	(221,046)
Other income	-	-	467,648	-
Income (loss) before provision for income taxes	-	(80,107)	452,653	(221,046)
Provision for income taxes	-	-	-	-
Net (Loss)	\$ (305,249)	\$ (142,390)	\$ (751,733)	\$ (1,107,105)
Basic and diluted earnings(loss) per common share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Weighted average number of shares outstanding	107,274,520	83,022,740	93,677,806	80,745,368
The accompanying notes are an integral part of these financial statements.				

XCPCNL Business Services Corporation										
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY										
(Unaudited)										
		Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional	Accumulated	Total
		Shares	Value	Shares	Value	Shares	Value	Paid-in	Deficit	Stockholders'
								Capital		Equity
Balance, June 30, 2020		4,875	\$ 49	1,000	\$ 10	68,422,740	\$ 6,842	\$ 1,261,280	\$ (542,688)	\$ 725,493
Shares issued for services						14,600,000	1,460	144,540		146,000
Net income (loss)									(1,107,105)	(1,107,105)
Balance, March 31, 2021		4,875	\$ 49	1,000	\$ 10	83,022,740	\$ 8,302	\$ 1,405,820	\$ (1,649,793)	\$ (235,612)
		Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional	Accumulated	Total
		Shares	Value	Shares	Value	Shares	Value	Paid-in	Deficit	Stockholders'
								Capital		Equity
Balance, June 30, 2021		4,875	\$ 49	1,000	\$ 10	83,031,740	\$ 8,302	\$ 1,405,820	\$ (1,174,414)	\$ 239,767
Shares issued for cash						37,086,227	3,709	316,981		320,690
Net income (loss)									(751,733)	(751,733)
Balance, March 31, 2022		4,875	\$ 49	1,000	\$ 10	120,117,967	\$12,011	\$ 1,722,801	\$ (1,926,147)	\$ (191,276)
The accompanying notes are an integral part of the financial statements.										

XCPCNL Business Services Corporation
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Nine months ended March 31, 2022	Nine months ended March 31, 2021
Cash Flows From Operating Activities:		
Net income (loss)	\$ (751,733)	\$ (1,107,105)
Adjustments to reconcile net income to net cash		
Gain on extinguishment of liabilities	239,767	-
Common stock issued for services		146,000
Bad debt expense		1,952
Changes in operating assets and liabilities:		
Accounts receivable trade	-	(27,271)
Other receivable	(50,000)	
Accounts payable and accrued expenses	75,960	77,452
Accrued interest payable	-	114,659
Net cash provided by (used for) operating activities	(486,006)	(794,313)
Cash Flows From Investing Activities:		
Common stock issued for cash	320,690	-
Net cash provided by (used for) investing activities	320,690	-
Cash Flows From Financing Activities:		
Proceeds from SBA loan	-	169,900
Cash paid on notes payable	-	(25,000)
Proceeds from notes payable	50,000	-
Proceeds from convertible notes payable	120,000	-
Net cash provided by (used for) financing activities	170,000	144,900
Net Increase (Decrease) In Cash	4,684	(649,413)
Cash At The Beginning Of The Period	-	649,413
Cash At The End Of The Period	\$ 4,684	\$ -
Supplemental disclosure of cash flow information:		
Cash paid for interest	\$ -	\$ -
Non-Cash Financing Activities		
Common stock issued to retire debt and accrued interest	\$ -	\$ -
The accompanying notes are an integral part of these financial statements.		

XCPCNL Business Services Corporation and Subsidiaries
Notes to Unaudited Consolidated Financial Statements
March 31, 2022 and 2021

Note 1 - Description of Business

XCPCNL Business Services Corp. (the "Company" or "XCPL"), formerly Vital Products, Inc., a Delaware corporation formed on May 27, 2005, is a holding company headquartered in Dallas, Texas. On July 12, 2017, Vital Products, Inc. changed its name to XCPCNL Business Services Corp.

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 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 Company follows the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and has a year-end of June 30.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates inherent in the preparation of the accompanying consolidated financial statements include accounting for depreciation and amortization, valuation of goodwill and other intangibles, business combinations, equity transactions, and contingencies.

The consolidated financial statements include 100% of the assets, liabilities, revenues, expenses, and cash flows of the XCPCNL Business Services Corporation and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

Note 2 - Summary of Significant Accounting Policies

Going concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the twelve months following the date of these financial statements. As of March 31, 2022, the Company had \$,684 in cash on hand and an accumulated deficit of \$1,926,147

Because the Company does not expect that existing operational cash flow will be sufficient to fund presently anticipated operations, this raises substantial doubt about the Company's ability to continue as a going concern. Therefore, the Company will need to raise

additional funds and is currently exploring alternative sources of financing. Historically, the Company raised capital through private placements, to finance working capital needs and may attempt to raise capital through the sale of common stock or other securities and obtaining some short-term loans. The Company will be required to continue to do so until its operations become profitable. Also, the Company has, in the past, paid for consulting services with its common stock to maximize working capital, and intends to continue this practice where feasible. There can be no assurances that the Company can continue to raise cash on favorable terms.

1. Cash and cash equivalents

The Company considers all cash on hand and in banks, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents. As of March 31, 2022 and June 30, 2021 we had \$4,684 and \$0- in cash on hand respectively.

2 Revenue recognition

Revenues are accounted for in accordance with the FASB's Accounting Standards Update 2014-09, Revenue from Contracts with Customers (Topic 606).

The amount of revenue recognized reflects the consideration which the Company expects to be entitled to receive in exchange for the products and/or services. To achieve this principle, the Company applies the following five steps:

1. Identify the contract with the customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to performance obligations in the contract, and
5. Recognize revenue when or as the Company satisfies a performance obligation.

3. Income taxes

The Company files income tax returns in the United States of America and various states, as appropriate and applicable. The Company is no longer subject to U.S. federal, state and local, as applicable, income tax examinations by regulatory taxing authorities for any period prior to January 1, 2016.

The Company uses the asset and liability method of accounting for income taxes. At March 31, 2022 and December 31, 2021 respectively, the deferred tax asset and deferred tax liability accounts, as recorded when material to the financial statements, are entirely the result of temporary differences. Temporary differences generally represent differences in the recognition of assets and liabilities for tax and financial reporting purposes, primarily accumulated depreciation and amortization, allowance for doubtful accounts and vacation accruals.

The Company has adopted the provisions required by the Income Taxes topic of the FASB Accounting Standards Codification. The Codification Topic requires the recognition of potential liabilities as a result of management's acceptance of potentially uncertain positions for income tax treatment on a "more-likely-than-not" probability of an assessment upon examination by a respective taxing authority. As a result of the implementation of Codification's Income Tax Topic, the Company did not incur any liability for unrecognized tax benefits.

4. Income (Loss) per share

Basic earnings (loss) per share is computed by dividing the net income (loss) available to common stockholders by the weighted-average number of common shares outstanding during the respective period presented in our accompanying financial statements.

Fully diluted earnings (loss) per share is computed similar to basic income (loss) per share except that the denominator is increased to include the number of common stock equivalents (primarily outstanding options and warrants).

Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury stock method, at either the beginning of the respective period presented or the date of issuance, whichever is later, and only if the common stock equivalents are considered dilutive based upon the Company's net income (loss) position at the calculation date.

5. Income (Loss) per share - continued

As of March 31, 2022 the Company does not have any outstanding items which could be deemed to be dilutive.

6. New and Pending Accounting Pronouncements

The Company is of the opinion that any and all other pending accounting pronouncements, either in the adoption phase or not yet required to be adopted, will not have a significant impact on the Company's financial position or results of operations.

Note 3 - Fair Value of Financial Instruments

The carrying amount of cash, accounts receivable, accounts payable and notes payable, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions.

Interest rate risk is the risk that the Company's earnings are subject to fluctuations in interest rates on either investments or on debt and is fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to interest rate risk, if any.

Financial risk is the risk that the Company's earnings are subject to fluctuations in interest rates or foreign exchange rates and are fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to financial risk, if any.

Note 4 - Concentrations of Credit Risk

The Company maintains its cash balances in financial institutions subject to insurance coverage issued by the Federal Deposit Insurance Corporation (FDIC). Under FDIC rules, the Company is entitled to aggregate coverage of \$250,000 per account type per separate legal entity per financial institution. Through the period ended March 31, 2022, the Company did not maintain any deposits in various financial institutions with periodic short-term credit risk exposures in excess of statutory FDIC coverage. The Company did not incur any losses during the periods being reported on, or subsequent thereto, as a result of any unsecured bank balance.

Cash overdrafts represent bank account balances on the Company's financial records that are in a negative position as of the financial statement date. This negative position may not be reflective of the Company's actual ledger balances in each respective bank account on the financial records of the respective financial institution(s) holding the Company's deposits.

Note 5 - Notes Payable

A third-party individual 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, this individual 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 requires 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 open balance on this agreement on March 31, 2022 was \$120,000.

During Fiscal 2021, the Company borrowed approximately \$169,900 from SBA licensed financial institutions for PPP loans to support operations. The ultimate repayment or forgiveness of these loans is dependent upon the ultimate actions of the SBA and the United States Congress.

During the 1st quarter of Fiscal 2021 (ended September 30, 2021), the Company borrowed an additional approximately \$370,393 from SBA licensed financial institutions under PPP and comparable programs to support operations. A large portion of these loans have been forgiven and as a result the Company has recorded \$67,648 in other income for the period ended March 31, 2022.

Note 6 - Preferred Stock

The Company's Board of Directors has designated 100,000 shares as "Series A Preferred Stock" and 100,000 shares as "Series B Preferred Stock". The Company has 4,875 shares of post-forward split shares of Series A Preferred Stock and 1,000 Series B Preferred Stock issued and outstanding on March 31, 2022 and June 30, 2021, respectively.

Note 7 - Common Stock Transactions

On September 1, 2021 the Company increased its authorized common shares from 250,000,000 to a total of 1,000,000,000 shares of \$0.0001 par value. As of March 31, 2022 and June 30, 2021 there 120,117,967 and 83,031,740 shares outstanding

During the nine months ended March 31, 2022 the Company raised \$320,690 in cash from the sale of 37,086,227 shares

Note 8 – Contingencies

The Company had no commitments or contingencies as of March 31, 2022

Note 9 - Subsequent Events

Management has evaluated all other activity of the Company through the issue date of the accompanying consolidated financial statements and concluded that no subsequent events have occurred that would require recognition in the accompanying consolidated financial statements or disclosure in the Notes to Consolidated Financial Statements.