SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 :

For the fiscal year ended December 31, 2012

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 0-53259

POWERDYNE INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	20-5572576
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Jefferson Place
100 Jefferson Blvd, Suite 200
Warwick, Rhode Island 02888

Registrant's telephone number, including area code: 401/739-3300

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Exchange Act:

Common Stock, $.0001 par value per share
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act
☐·Yes ☒·No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
☐·Yes ☒·No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
☒·Yes ☐·No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
☒ Yes ☐·No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", "non-accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

(do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

$ 0

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

Class	Outstanding at December 31, 2012
Common Stock, par value $0.0001	193,216,667 shares

Documents incorporated by reference: None

PART I

ITEM 1. BUSINESS

Powerdyne International, Inc. (the "Company") is a development stage company and has no operating history and has experienced losses since its inception. As shown in the financial statements, the Company has incurred an accumulated deficit of $1,180,030 from inception to December 31, 2012. The Company's certified public accountants have issued a note raising substantial doubt about the Company's ability to continue as a going concern.

The Company is a development stage company planning to build and lease or sell electrical generation technology and equipment. The Company was incorporated in the State of Delaware in September 2006 and was formerly known as Greenmark Acquisition Corporation ("Greenmark"). On February 7, 2011, Greenmark Acquisition and Powerdyne, Inc., a Nevada corporation ("Powerdyne Nevada"), merged with Greenmark as the surviving company. Powerdyne Nevada was formed in February 2010 in the State of Nevada and had limited operations until the time of its combination with the Company. As part of the merger, Greenmark Acquisition Corporation, the surviving entity, changed its name to Powerdyne International, Inc. Prior to the merger, Greenmark had no ongoing business or operations and was established for the purpose of completing mergers and acquisitions with a target company, such as Powerdyne Nevada.

The Company plans to manufacture, install, maintain and lease its own portable electrical power equipment (for which the Company has applied for a patent). The Company plans to manufacture portable electrical power equipment intended to be installed at client locations. The Company will own, maintain and lease the equipment to the customer who will use it to produce its own supplemental electrical power. The Company's products are intended to be portable, easy-to-use units that can be conveniently redeployed in various locations around the world. The Company's units can also be assembled and combined to produce power centers providing up to 50 megawatts of power.

As it intends to provide remote, independent and cost efficient primary electrical power generating systems, the Company's potential customers include a variety of small independent utility companies, mining operations, manufacturing centers, and commercial enterprises worldwide. The Company plans to build portable generator equipment specific to its clients' specifications which thereafter generates electrical power for the customer to run its facility, operation or other power needs. The Company expects that in many markets any excess electricity generated can be sold by the customer to its primary electrical utility, thereby reducing the customer's operating costs.

Products

The Company's product 'genset' unit (PDIGenset) is a self-contained generator that is powered by a modified radial air cooled engine to drive a minimum of a 1-megawatt generator. The entire unit, which runs on natural gas or propane, is compact, lightweight and clean burning. As a result, the unit produces extremely low emissions and is extremely energy-efficient.

The basis of the Company's overall business is founded on the ability to produce electrical power using proprietary technology to power electrical generation equipment which generates electricity at a much lower cost than the existing means of producing or providing primary electric power. The Company expects that the difference between its cost to produce electrical power and the current billing rate of existing local utility providers presents a sizable cost savings for customers and revenue opportunity for the Company.

The Company has designed an innovative system using an air cooled radial engine, which is a traditional aircraft engine that has been modified to be able to drive a power generator for the Company's product. The concept for using an air cooled radial engine to drive a generator posed operating difficulties due to the fact that the engine was not designed to run on gaseous fuels. Therefore, a completely new system for delivering a gaseous fuel to the engine had to be invented and developed. The Company's president and promoter, Dale P. Euga, pioneered a new system capable of delivering the gaseous fuel to the engine. Further testing and modifications have produced a solid state unit that efficiently delivers the fuel to the engine, resulting in a strong and reliable engine that can operate on any gaseous fuel with a sustained engine life and maximum horsepower.

The Company plans to develop its business in producing and distributing primary and supplemental electrical power generation equipment ("gensets") under long term master equipment leases at a fixed rate. The Company is not an energy provider, but will manufacture, install and maintain its product (PDIGenset) (patent pending). Service and maintenance of the unit may be provided through a separate subsidiary of the company, which may be formed in the future at the Company's election.

All electrical generation equipment consists of three basic components: a generator, electrical control switchgear, and a prime mover. Generators are a shelf item and ordered from multiple manufacturers based on the specifications of the end user.

All switchgear is custom made for each of the Company's "gensets" to make the power dovetail with the existing power grid or user requirements.

The prime mover in all power generator systems is the power source that turns the generator. It can be water-driven (as in a hydroelectric dam), steam-driven (as in a turbine), jet turbine-driven, diesel motor-driven, wind-driven turbine or driven by any other form of internal combustion engine. The efficiency of the prime mover is the critical element of all electrical power generation equipment.

The applications for all PDIGenset units is primary or supplemental electrical power generation on site using the Company's specially modified and remanufactured engine (green technology). In addition, based on interchangeable component design, the Company's products can operate in extreme operating conditions, such as frigid cold and at high altitudes. The PDIGenset conveniently fits inside a standard shipping container.

The Company will provide a viable alternative for local utilities to reduce the demand on the primary grid by using the Company's equipment and power, therefore increasing the limits and capabilities of the primary grid. By opting to use the Company's equipment, the customer solves several problems at once. First, the expensive and polluting diesel units are replaced with cost efficient, small, green gensets. Second, the customer's cost to produce the electrical power is substantially reduced. Third, cost savings produce excess cash for the customer. Fourth, maintenance is provided exclusively by the Company, thereby allowing the customer to reduce its workforce. Fifth, the tank farms and all other diesel support equipment can be dismantled and removed from the sites. This concept is designed to dovetail with the power company's plans of action currently envisioned and being implemented by the local utilities. Sixth, excess generation capacity can be used to sell electricity to most regulated electrical utilities for positive cash flow.

The basic business concept also addresses the secondary market of high altitude mining operations and any other primary power needs for isolated locations such as manufacturing or commercial users that consume large amounts of electrical power. The Company will build and deliver a completely packaged independent electrical generation unit(s) for specific primary power applications in remote locations or where independent power generation requirements demand a reliable and steady 24/7 source of electrical power. Unlike diesel driven generator sets that have a narrowly defined performance envelope, the PDIGenset outperforms traditional and diesel driven electrical power generation systems.

Prototypes

The Company has recently completed testing of the prototype of the PDIGenset. Previously, prior to the formation of the Company, the Company's founder and CEO independently produced and tested an earlier version of the current prototype. The current prototype (designated as a Series 2 prototype) has completed the final phases of testing. The earlier version of the prototype (Series 1 prototype) was tested and results obtained from the bench testing of this earlier Series 1 prototype version.

The testing of the Series 1 prototype occurred in 2006 and consisted of tests related to fuel consumption, oil consumption, cylinder head temperature, oil temperature, and torque. The tests were recorded in an engine log book in 2006. Such tests were performed by a Federal Aviation Administration certified engine repair and overhaul facility located in the State of Idaho. The test results were measured at the engine's design speed of 1,800 revolutions per minute by an in line Elster AL-425 Diaphragm Gas Meter, which measured a fuel burn rate of 6,900 cubic feet per hour (which converted to liquid gallons equals 69 gallons of liquid propane per hour). The findings from these tests are used herein by the Company as a basis to its financial assumptions, business model, product estimates and overall business plan. Subsequent to these tests, the Series 1 version of the prototype was disassembled; however, the Company has retained all of the relevant test results from the Series 1 prototype. The Series 1 prototype was disassembled by the Company as a precautionary measure to ensure that a third party could not discover or misappropriate the prototype system. The disassembled Series 1 prototype remains stored in Idaho for the Company.

The Series 1 prototype used an earlier version of an air cooled radial aircraft engine; however, the Company believes that the test results did confirm the business model that the Company currently intends to pursue. At present, the Company has completed the major construction of its Series 2 prototype. The Series 2 prototype uses a later model of the aircraft engine used in the Series 1 prototype. The Series 2 prototype test results measured at the engine's design speed of 1,800 revolutions per minute by an in-line Elster AL-425 Diaphragm Gas Meter, which measured a fuel burn rate of 4,935 cubic feet per hour (which converted to liquid gallons equals 49.35 gallons of liquid propane per hour). The results demonstrated that the series 2 prototype operates with greater efficiency, and has produced better bench test results, than the Series 1 prototype, due to the improvements in the design of the aircraft engine being used as well as improvements made by the Company to the design of the prototype itself.

During 2012, the Company continued to develop and test a variety of components (transmission elements) to have the engine effectively and efficiently drive the generator of the Series 2 prototype. The Company recently completed a fully operational factory Series 2 prototype, which is test certified and ready as a demonstration unit. This unit is available for any prospective customer to view in full operational capacity . In addition, the Series 2 prototype is ready to be manufactured for customer upon placement of customer orders.

The Market

The Company's market is global and the primary use of the PDIGenset is focused toward commercial, manufacturing and mining operations, and any other existing independent power generation application that employs a diesel engine to drive a generator. Most mine operations, especially in South America, are over 5,000 feet above sea level and in remote locations. At these high altitudes several diesel engines are required to run a single generator whereas only one of the Company's genset units would be needed to drive the same generator. The Company intends to lease power stations that allow customers to generate electricity on a 24/7 basis and deliver that power, in concert with existing utility companies, into their existing grids. The PDIGenset is ideal for any large commercial user wherein electricity can be delivered at the user's location on a cost effective and reliable basis. The Company believes that its unit outperforms any diesel driven generator set on initial cost, operating efficiency and performance.

In smaller electrical generation locations throughout the world, the units currently in place are driven by a conventional diesel motor. In the past, the diesels were chosen for two reasons: (1) they were widely available; and (2) diesel fuel was available and cheap. These operational cost elements, in addition to the cost of the hardware, were simply passed on to the consumer. The inherent nature of diesel engines coupled with the high cost of diesel fuel made this type of pollution prone power generation system to be outmoded, expensive and a source of environmental pollution as well as noise. Hence, the Company's flagship product, the PDIGenset, is well-positioned to provide an effective replacement solution for the needs of the marketplace.

In addition, extreme weather conditions, such as is found in the Alaskan environment with its harsh and extreme cold weather conditions, plague diesel operations and other liquid fuel equipment with many logistical and operational problems. Large tank farms with exposed piping and valves are needed to constantly feed the powerhouse generators. It is common to have the fuel thicken or to have the valves freeze, to a point where the diesel fuel will not flow. Compounding these issues, there are other problems associated with the quality of the fuel and any additives that may have been added. It is common in the winter to see teams with blowtorches thawing the valves and heating the pipes to get the fuel to start flowing. These dangerous practices are nonexistent with the PDIGenset. Tank farms age and leak therein polluting the ground and causing other long term environmental problems. Diesel exhaust is also a major atmospheric pollutant. For all of these reasons cited above, various jurisdictions (such as Alaska) mandate that diesel equipment be replaced and the tank farms dismantled.

Pollution, global warming, energy efficiencies, green technology and other industry parameters have begun to severely impact the nation and the planet. The ever increasing demand for electrical power worldwide necessitates an effective system that can meet these demands. The concept and demand for local independent electrical power generation is dramatically increasing and it is in this domain and market demand where the PDIGenset excels. In essence, the PDIGenset, with its ease-of-use, efficiency and performance characteristics, is an extremely viable option for almost any power market around the globe.

Entry of the Company into the Market

The Company initially plans to enter selected target markets, namely New England, Alaska, the Caribbean Basin and South America.

The Company is in the process of negotiating contracts with prospective customers in Massachusetts who have expressed interest in the Company's gensets. The Company has negotiated and is formalizing agreements with a principal supplier of natural gas, has met with favorable reception from the territorial government and has plans to operate under the terms of a Power Purchase Agreement (PPA) as a private service provider to PREPA (Puerto Rico Electrical Power Authority) as well as to local private commercial customers. Once it has established its presence in Puerto Rico, the Company intends to expand to the Virgin Islands and the Dominican Republic. The Company's focus will be toward augmenting the applications of the independent power utility companies in these markets.

The market focus for Alaska will be the southern territories and the Aleutian chain. The Company believes that these locations require isolated and independent power production. The entire State of Alaska is under a federal mandate to replace diesel driven generators and dismantle the diesel tank farms. The Company intends to work in concert with AVEC (Alaskan Village Electric Cooperative), Alaska Power Company, Kodiak Electrical Cooperative, and the other cooperatives in a phased program to replace diesel driven units with the Company's propane or natural gas powered units.

Shortly thereafter, or in conjunction therewith, the Company plans to enter the South American mining market. There are many high altitude mining operations that require heavy power generation, and the Company believes that its product unit is an ideal solution for these companies and projects.

Agreement with Merchant Banking Advisors, Inc.

During 2011 the Company has engaged the services of Merchant Banking Advisors, Inc. ("MBA") and its President, John Richardson, of Old San Juan, Puerto Rico to act as its financial advisor to establish a $5.0 million equipment financing program in Puerto Rico on behalf of the Company. The Company will pay MBA a success fee, contingent on the following: (a) the acceptance of MBA's proposal by lenders, (b) their independent credit review and approval, (c) receipt and acceptance of funding proposals (commitment letters) by the Company, (d) acceptable documentation and (e) successful closing of the transactions. MBA is a registered financial advisor with the Commonwealth of Puerto Rico Office of the Commissioner of Financial Institutions. MBA is incorporated to conduct business in Puerto Rico and assists its clients in arranging financial solutions.

MBA is undertaking five principal activities: (1) collecting background information on the Company for simultaneous presentation to multiple potential lenders; (2) tracking the credit review and approval process; (3) receiving funding proposals (commitment letters) and recommending a course of action which optimizes the Company's credit at a competitive cost; (4) collecting and disseminating all other information that lenders may require to complete the financing; and (5) coordinating the closing of each of the transactions. Upon presentation of this letter to the lender, MBA is authorized to collect its fees from the lender, as part of the closing costs incurred at closing and disbursement.

The Company will pay MBA a success fee equivalent to five percent (5.0%) of the total financing raised at each closing. This success fee shall be separate from any lender fees. If the Company continues to utilize the financing channels introduced to it by MBA following termination of the agreement with MBA, the Company must pay a break-up fee to MBA of $100,000 at the termination date. A $10,000 non-refundable work fee has already been previously remitted to MBA.

Agreement with Tiber Creek Corporation

In 2010, the Company (through Powerdyne Nevada) entered into a consulting agreement with Tiber Creek Corporation ("Tiber Creek") whereby Tiber Creek would provide assistance to the Company in effecting transactions for the Company to become a public company, including causing the preparation and filing of a registration statement with the Securities and Exchange Commission, assisting with applicable state blue sky requirements, advising and assisting on listing its securities on a trading exchange, assisting in establishing and maintaining relationships with market makers and broker-dealers and assisting in other transactions, marketing and corporate structure activities. Tiber Creek received certain cash fees from the Company during 2010. In addition, 2,000,000 common shares of the Company were issued to each of Tiber Creek and IRAA Fin Serv, an unincorporated California business entity, and an affiliate of Tiber Creek, in connection with and related to the services provided by Tiber Creek to the Company (each of Tiber Creek and IRAA owned 500,000 common shares of the Company prior to the consulting agreement). The consulting agreement also provides that the shares issued to Tiber Creek shall be included in the registration statement to be filed by the Company. The consulting agreement further provides that the Company will not at any time take or allow any action (whether by reverse stock split or otherwise) which would have the effect of reducing the absolute number of Shares held by Tiber Creek.

Pricing

PDIGenset is priced to meet the customer's needs. A 1-megawatt PDIGenset will be leased for a five year term, pursuant to a Master Equipment Lease that will provide for an initial deposit of $750,000, a monthly maintenance fee calculated at the rate of $0.015/kilowatt-hour and a monthly lease calculated at a rate per kilowatt-hour which will be dependent upon local fuel cost. With respect to target clients in Puerto Rico and Alaska, the Company estimates, based on its internal research and survey of customers and businesses in the area, that the minimum customer billing in Puerto Rico is $0.23 per kilowatt-hour and in Alaska, the rate starts at $0.32 per kilowatt-hour. The PDIGenset produces power for approximately $0.145 per kilowatt-hour, as demonstrated by the Company's testing of its prototype. Therefore, the Company anticipates that a customer in Puerto Rico or Alaska that utilizes a PDIGenset would potentially realize a substantially lower cost for electricity by using the Company's product.

The Company estimates that purchasing propane in Alaska costs approximately $2.40 per gallon as compared to $6.00 per gallon of diesel. Further, the Company estimates that diesel engines that are turning generators burn approximately 75 gallons of fuel per hour. Hence, the Company calculates propane fuel operational cost for its unit as approximately $166 per hour in Alaska (based on the per-gallon cost and a burn rate of 69 gallons of liquid propane per hour, based on its testing of the Series 1 prototype). The comparison for diesel fuel operational costs is approximately $450 per hour in Alaska (based on the per-gallon cost and a burn rate of 75 gallons of fuel per hour). The Company plans to add a profit margin of $0.05 per kilowatt hour, therefore, an estimated price to a purchaser would be $0.21 per kilowatt hour.

Additionally, in Puerto Rico, the Company plans to use liquefied natural gas (LNG) for fuel instead of propane. The Company estimates that the cost per gallon of LNG delivered is approximately $1.97. Based on Series 1 prototype testing and a tested burn rate of 69 gallons per hour, the cost of LNG equates to only $136 per hour. As a result, after adding a mark-up of $0.05 per kilowatt hour, the Company plans to offer power for only $0.185 per kilowatt hour.

Series 2 prototype testing exhibited 49.35 gallons of propane consumed per hour. The Company estimates that the cost of propane fuel in Puerto Rico is approximately $1.93 per gallon, which equates to a total cost of $95 per hour when using the Series 2 prototype. As a result, the operational cost for the Company for the Series 2 prototype is only $0.095 per kilowatt hour, and would be $0.145 per kilowatt hour with a mark-up of $0.05 per kilowatt hour envisioned by the Company.

Competition

The Company believes that because of the operational characteristics of its engine and systems the PDIGenset is positioned to compete effectively against other genset manufacturers, all of whom produce standard diesel driven gensets. Other power production systems involving wind turbines, jet (gas) turbines, steam, coal-fired, and hydroelectric are not a competitive factor because of the size of the systems and the high capital cost of constructing these systems.

Cummings, Morse Diesel, Kohler, Volvo and Detroit Diesel also make engines that produce enough horsepower to drive respective competing 1- megawatt generators, however, all of these products are diesel equipment or diesel with natural gas augmentation or conversion. Diesel engines have been abundantly available since the 1910s and diesel fuel was cheap until the late 1990s. The basic radial engine is mature technology but was unable to operate efficiently on natural gas or propane. Aviation fuel cost three to ten times more than diesel fuel, and, hence, radial engines were not used as prime movers.

The Company has developed a solid state, self-contained unit (GFD System, patent pending) which first made radial engines a viable alternative to diesels because they could now run efficiently on natural gas, propane, methane, ethane, hydrogen, and bio-fuels. The Company's product unit inherently provides maximum flexibility and performance, which the Company believes differentiates the product units from competing products and solutions. Accordingly, the Company believes that its product unit is unique and offers a compelling value proposition not currently available in the marketplace.

Patents

The Company has applied for a use patent for its product system. This application (#12/662,233), which is currently still pending, was submitted to the U.S. Patent and Trademark Office.

The Company also plans to apply for an additional U.S. patent for a fuel delivery system. The Company plans to file this patent application in the near future.

The executive officers, advisors and consultant of the Company have a long history of experience and practical application in aircraft technology and have brought their respective and collective knowledge to address the needs for primary electrical power generation in remote locations or extreme conditions. To meet this demand, the concept of using a radial air cooled direct drive motor was the obvious starting point. From there, new internal mechanical components, fuel delivery systems, and a highly advanced electrical component package has been designed, fabricated and tested to create an extremely efficient and powerful engine. The radial design allows for efficient operations with a very compact unit. The radial concept also provides immediate access to any section of the motor should an isolated adjustment or repair be needed.

Other efficiencies of this type of motor include condensed configuration, weight benefits, rebuild/refit characteristics, physical small size, availability of core parts, minimal manpower needs for handling and component interchange characteristics. Internal components and critical technological elements for the engine have been invented or reengineered, developed and installed in the Company's products. The component concept, operating fuel burn, and overall size of the entire unit, specifically as it relates to the size, weight and noise, are the major advantages of the unit as designed by the Company. The intention with the PDIGenset is that the motor (the prime mover) can be easily interchangeable at no cost to the user when scheduled as part of a maintenance plan. Unlike a diesel system that will require at least one to three weeks downtime for an engine overhaul in place, the PDIGenset unit requires only four to six hours to remove and replace the spent unit with a fresh motor.

Based on 60 years of validated historical data, and the Company's own recent engine testing, the Company's engine consumes approximately 85 gallons of aviation fuel per hour at 1800 rpm. The consumption of propane per gallon is almost identical to aviation gas consumption, and therefore, the quantity assumed in the calculations will be the same.

Employees

The Company presently has a total of five (5) executive officers. Mr. Euga, Mr. Caromile and Mrs. Madison are eligible to receive a salary; the remaining officers receive no salaries or other compensation and are currently not eligible for any salaries. The remaining officers will not receive any compensation until, and if, the Company raises or procures adequate capital (through operations, financings or otherwise) to pay such compensation. During 2012 the Company continued to temporarily suspend payments or accruals of salaries to these officers in order to conserve the Company's working capital.

Of the Company's officers, only Mr. Euga, Mrs. Madison and Mr. Barton are employed by the Company in a full-time capacity. The Company has no other employees but expects that it will hire additional personnel upon raising additional capital and as the Company expands.

Following the raising of adequate capital in the future, the Company plans to hire aircraft engine mechanics to work and serve on the assembly line to manufacture the engines.

Subsidiaries

Currently, the Company has no subsidiaries.

Reports to Security Holders

The Company has filed a registration statement on Form S-1, under the Securities Act of 1933, with the Securities and Exchange Commission with respect to the sale of shares of its common stock by the holders thereof.

In 2008, the Company (as Greenmark Acquisition Corporation) filed a Form 10-SB registration statement pursuant to the Securities Exchange Act of 1934 and is a reporting company pursuant such Act and files with the Securities and Exchange Commission quarterly and annual reports and management shareholding information. The Company intends to deliver a copy of its annual report to its security holders, and will voluntarily send a copy of the annual report, including audited financial statements, to any registered shareholder who requests the same.

The Company's documents filed with the Securities and Exchange Commission may be inspected at the Commission's principal office in Washington, D.C. Copies of all or any part of any filing may be obtained from the Public Reference Section of the Securities and Exchange Commission, 100 F Street N.E., Washington, D.C. 20549. Call the Commission at 1-800-SEC-0330 for further information on the operation of the public reference rooms. The Securities and Exchange Commission also maintains a web site at http://www.sec.gov that contains reports, proxy statements and information regarding registrants that file electronically with the Commission. All of the Company's filings may be located under the CIK number 0001435617.

ITEM 2. PROPERTIES

The corporate headquarters of the Company are located in Warwick, Rhode Island. In the near future, the Company plans to open an additional regional office in the Caribbean Basin. These locations will initially be administrative in nature and eventually expand as the market demands to become fabrication sites.

All engines will be built in an engine shop in Massachusetts for the purpose of quality control. Originally, the Company had planned to conduct manufacturing out of the premises owned by Bigelow Electric Co. in Worcester, Massachusetts. Recently, the Company instead decided to use the manufacturing factory of ICC Realty Partnership LLC located in West Bridgewater, Massachusetts. The Company currently occupies a portion of these premises consisting of 1,800 square feet and recently entered into a short-term lease in October 1, 2011 for the premises. The initial term of the lease will be for one to three months (beginning on January 1, 2012 and ending on March 31, 2012) at a rate of approximately $300 per month. The lease is renewable in three-month or greater terms for up to five years (through December 31, 2017), at the Company's discretion. If the Company's financial condition is such that it is unable to pay rent in full, as due, the lease provides that the Company may pay rent in such as amount as it is able to pay, in the sole opinion of its accountant, and any unpaid rent shall accrue and may be paid by the Company, either in cash or shares of its stock, in its discretion, at the soonest opportunity as its financial condition will permit. ICC Realty Partnership, LLC is owned by Mr. Barton, an officer of the Company.

ITEM 3. LEGAL PROCEEDINGS

There are no pending, threatened or actual legal proceedings in which the Company or any subsidiary is a party except as discussed below.

The Company has asserted a claim against a former employee for $5,000 for funds advanced to the former employee. The former employee has asserted a claim against the Company in response. It is the opinion of the Company's legal counsel that the former employee's claim is without merit and is an attempt to avoid paying the Company's demand for $5,000.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERSAND ISSUER PURCHASES OF EQUITY SECURITIES

The Company has filed with the Securities and Exchange Commission a registration statement on Form S-1 pursuant to the Securities Act of 1933 for the offer and sale up to 71,535,166 shares of common stock at $0.15 per share owned by current shareholders. The Company's registration statement was declared effective by the Securities and Exchange Commission on June, 13 2012. On behalf of the Company, Spartan Securities Group, Ltd filed a form 15c2-11 and was cleared to submit a quote on the OTC Bulletin Board and in OTC Link for the Company under the symbol of PWDY.

The Company has issued the following securities during the period covered by this report. All such securities were issued pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended, as a transaction by an issuer not involving any public offering, as noted below. Each of these transactions was issued as part of a private placement of securities by the Company in which (i) no general advertising or solicitation was used, and (ii) the investors purchasing securities were acquiring the same for investment purposes only, without a view to resale. Furthermore, no underwriters participated or effectuated any of the transactions specified below. Also, no underwriting discounts or commissions applied to any of the transactions set forth below. All potential investors were contacted personally and possessed at the time of their investment bona fide substantive, pre-existing business relationships with the Company and/or its officers, directors and affiliates. No potential investors were contacted through other means, and no general advertising or general solicitation was used to solicit any investors. All investors were solicited in compliance with the safe harbor exemption provided by Rule 506 of Regulation D. To date, no more than 35 unaccredited investors have participated in the offering, in compliance with the safe-harbor requirements of Rule 506. The Company has filed a Form D with the Commission with respect to this continuing Regulation D private offering.

In January 2012, 500,000 shares of common stock were issued by the Company to James Vargos as shares issued to a consultant in connection with services for the Company. No monetary consideration was received by the Company for such shares. Mr. Vargos provides accounting and financial services for the Company and he received the shares on account of such services for the Company.

From January 13, 2012 to March 23, 2012, the following shares of common stock were sold by the Company to the shareholders named below.

Date	Shareholder Name	Number of Shares		Consideration
1/11/12	David W. Barnard	200,000	$	6,000
1/06/12	Robert Maier	166,667	$	5,000
1/14/12	David B. Barnard	166,667	$	5,000
1/28/12	AMCANCO, LLC	333,333	$	10,000
3/09/12	Robert Maier	100,000	$	3,000

ITEM 6. SELECTED FINANCIAL DATA

There is no selected financial data required to be filed for a smaller reporting company.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company is a development stage company and has no operating history and has experienced losses since its inception. The Company's independent auditors have issued a report questioning the Company's ability to continue as a going concern. The Company has not established a revenue source other than capital invested by shareholders and has had no sales nor received revenues since inception through December 31, 2012.

The Company plans to manufacture, install, maintain, own and operate patented portable electrical power generation equipment ("gensets") intended to be installed at a client location. The Company has applied for a patent for its electrical power generation equipment. The Company will own, maintain and lease the equipment to the customer who will use it to produce its own supplemental electrical power. The products are intended to be portable, easy-to-use unit that can be conveniently redeployed in various locations around the world. The units can also be assembled and combined to produce power centers providing up to 50 megawatts of power.

The following discussion contains forward-looking statements, as discussed above. Please see the sections entitled "Forward-Looking Statements" and "Risk Factors" for a discussion of the uncertainties, risks and assumptions associated with these forward-looking statements.

The following discussion and analysis of Powerdyne International, Inc. financial condition and results of operations are based on the audited financial statements as of December 31, 2012 and 2011, which were prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

Operations

The Company's initial product is the PDIGenset (patent pending) which is a self contained generator that is powered by a modified radial air cooled engine to drive a minimum of a 1-megawatt generator. The entire unit, which runs on natural gas or propane, is compact, lightweight and clean burning. As a result, the unit will produce extremely low emissions and is extremely energy-efficient.

The Company has recently completed a fully operational factory Series 2 prototype, which has been tested and is ready as a demonstration unit. This unit is available for any prospective customer to view in full operational capacity. In addition, the Series 2 prototype is ready to be manufactured for customers upon placement of customer orders.

On February 28, 2011, the Company filed with the Securities and Exchange Commission a registration statement on Form S-1 for the offer and sale of up 16,000,000 shares of Common Stock by the Company at $0.15 per share and for the offer of 70,068,499 shares of Common Stock by the holders of those shares at $0.15 per share. The Company has amended its registration to include only the registration of the 70,068,499 shares of Common Stock by the holders thereof. The registration statement has been declared effective as of June 13, 2012 and no sales have been made.

Overview

The Company plans to manufacture, install, maintain and lease its own portable electrical power equipment (for which the Company has applied for a patent). The Company plans to manufacture portable electrical power equipment intended to be installed at client locations. The Company will own, maintain and lease the equipment to the customer who will use it to produce its own supplemental electrical power. The Company's products are intended to be portable, easy-to-use units that can be conveniently redeployed in various locations around the world. The Company's units can also be assembled and combined to produce power centers providing up to 50 megawatts of power. The Company's headquarters are located in Warwick, Rhode Island and operates a manufacturing facility in Bridgewater, Massachusetts.

The Company will market its products in locations where inexpensive electrical power is needed and clean energy powered electrical equipment is needed and/or required.

Plan of Operations

The Company's s strategy is to pursue selected opportunities in markets where inexpensive and environmentally friendly power sources are needed and/or required.

Results of Operations - The year ended December 31, 2012 compared to the year ended December 31, 2011:

Revenues

Powerdyne International, Inc. did not generate revenues during the years ended December 31, 2012 and 2011, respectively.

Total operating expenses

During the years ended December 2012 and 2011 total operating expenses were $127,015 and $742,921, respectively. The decrease related to the selling, general and administrative expenses was approximately $616,000. This decrease resulted primarily from the decreases in officers and director salaries of approximately $147,000, of which approximately $115,000 remains accrued and unpaid, employee stock compensation of approximately $320,000, consulting, professional and outside services of approximately $37,000, wages and salaries paid of approximately $33,000, legal and accounting fees of approximately $28,000, travel expenses of approximately $12,000 and decreases in overall factory expenses in the amount of $40,000, which includes expenses such as rents, parts & hardware, utilities, equipment rentals, factory supplies and insurances.

Net loss

During the years ended December 31, 2012 and 2011, the net loss was $127,971 and $745,789, respectively.

Liquidity and Capital Resources

As of December 31, 2012 and 2011, Powerdyne International, Inc. Inc. had working capital deficit of approximately $186,047 and $105,780, respectively. The decrease in working capital in 2012 of approximately $80,000 was resulted primarily from normal operating expenses. For the year from December 31, 2011 to December 31, 2012, Powerdyne International, Inc. had approximately $17,000 of net cash decrease. The cash used by operations of approximately $89,000 was primarily due to net loss from operations of $128,000 less add backs of approximately $5,000 of employee stock compensation and the increase of approximately $20,000 of accrued but unpaid expenses. Of the total cash provided by financing activities of approximately $72,000, approximately $72,000 was used working capital and operating activities.

For the period from February 2, 2010 (inception) to December 31, 2012, Powerdyne International Inc. had approximately $600 of net cash increase. The cash used by operations of approximately $518,000 was primarily due to net loss from operations of $1,180,030 less add backs of approximately $490,000 of employee stock compensation and approximately $155,000 of accrued but unpaid expenses. Of the total cash provided from financing activities of approximately $652,000, approximately $133,000 was used to purchase equipment and remaining amount for working capital and operating activities.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is deemed by our management to be material to investors.

Critical Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts during the reporting periods. Actual results could differ from those estimates. Significant estimates and assumptions included in Powerdyne International, Inc.'s financial statements relate to estimate of loss contingencies and accrued other liabilities.

Fair Value of Financial Instruments

ASC 820-10 (formerly SFAS No. 157, *Fair Value Measurements*) requires entities to disclose the fair value of financial instruments, both assets and liabilities recognized and not recognized on the balance sheet, for which it is practicable to estimate fair value. ASC 820-10 defines the fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties. As of December 31, 2012 and 2011, the carrying value of certain financial instruments such as accounts receivable, accounts payable, accrued expenses, and amounts due to/from related party approximates fair value due to the short-term nature of such instruments.

Impairment of Long-Lived Assets

In accordance with ASC 350-30 (formerly SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*), the Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that their then carrying values may not be recoverable. When such factors and circumstances exist, the Company compares the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amount. Impairment, if any, is based on the excess of the carrying amount over the fair value, based on market value when available, or discounted expected cash flows, of those assets and is recorded in the period in which the determination is made. The Company's management currently believes there is no impairment of its long-lived assets. There can be no assurance however, that market conditions will not change or demand for the Company's products under development will continue. Either of these could result in future impairment of long-lived assets.

Recently Issued Accounting Pronouncements

Effective January 2012, FASB adopted ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04). ASU 2011-04 represents the converged guidance of the Financial Accounting Standards Board (FASB) and the International Accounting Standards Board (IASB) on fair value measurement. A variety of measures are included in the update intended to either clarify existing fair value measurement requirements, change particular principles requirements for measuring fair value or for disclosing information about fair value measurements. For many of the requirements, the FASB does not intend to change the application of existing requirements under Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements. ASU 2011-04 was effective for interim and annual periods beginning after December 15, 2011. The adoption of this update did not have a material impact on the financial statements.

January 2012, FASB adopted ASU No. 2011-05, Presentation of Comprehensive Income (ASU 2011-05). ASU 2011-05 is intended to increase the prominence of items reported in other comprehensive income and to facilitate convergence of accounting guidance in this area with that of the IASB. The amendments require that all nonowner changes in shareholders' equity be presented in a single continuous statement of comprehensive income or in two separate but consecutive statements. In December 2011, the FASB issued ASU No. 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-12). ASU 2011-12 defers the provisions of ASU 2011-05 that require the presentation of reclassification adjustments on the face of both the statement of income and statement of other comprehensive income. Amendments under ASU 2011-05 that were not deferred under ASU 2011-12 will be applied retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of this update did not have a material impact on the financial statements.

In December 2011, the FASB issued ASU No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities (ASU 2011-11). The amendments in ASU 2011-11 require the disclosure of information on offsetting and related arrangements for financial and derivative instruments to enable users of its financial statements to understand the effect of those arrangements on its financial position. Amendments under ASU 2011-11 will be applied retrospectively for fiscal years, and interim periods within those years, beginning after January 1, 2013. The Company is evaluating the effect, if any, adoption of ASU 2011-11 will have on its financial statements.

In February 2013, the FASB issued ASU No. 2013-02, Reporting of Amounts Reclassified out of Accumulated Other Comprehensive (ASU 2013-02). This guidance is the culmination of the FASB's deliberation on reporting reclassification adjustments from accumulated other comprehensive income (AOCI). The amendments in ASU 2013-02 do not change the current requirements for reporting net income or other comprehensive income. However, the amendments require disclosure of amounts reclassified out of AOCI in its entirety, by component, on the face of the statement of operations or in the notes thereto. Amounts that are not required to be reclassified in their entirety to net income must be cross-referenced to other disclosures that provide additional detail. This standard is effective prospectively for annual and interim reporting periods beginning after December 15, 2012. The Company is evaluating the effect, if any; the adoption of ASU 2013-02 will have on its financial statements.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants, and the United States Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future financial statements.

Other recent accounting pronouncements issued by the FASB and the AICPA did not, or are not believed by management to, have a material impact on Powerdyne International, Inc.'s present or future financial statements.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and Report of Independent Registered Accounting Firm for the years ended December 31, 2012 and 2011 are attached to this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

The Company had no disagreements on any matter of accounting principle or practice, financial statement disclosure or audit scope or procedure with its accountant.

ITEM 9A. CONTROLS AND PROCEDURES

Pursuant to Rules adopted by the Securities and Exchange Commission, the Company carried out an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Exchange Act Rules. This evaluation was done as of the end of the fiscal year under the supervision and with the participation of the Company's principal executive officer and principal financial and accounting officer. There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation. Based upon that evaluation, they believe that the Company's disclosure controls and procedures are effective in gathering, analyzing and disclosing information needed to ensure that the information required to be disclosed by the Company in its periodic reports is recorded, summarized and processed timely. Both officers are directly involved in the day-to-day operations of the Company.

Management's Report of Internal Control over Financial Reporting

The Company is responsible for establishing and maintaining adequate internal control over financial reporting in accordance with the Rule 13a-15 of the Securities Exchange Act of 1934. The Company's president and principal financial and accounting officer conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2012, based on the criteria establish in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2012, based on those criteria. A control system can provide only reasonably, not absolute, assurance that the objectives of the control system are met and no evaluation of controls can provide absolute assurance that all control issues have been detected.

Anton & Chia, the independent registered public accounting firm, has not issued an attestation report on the effectiveness of the internal control over financial reporting.

Changes in Internal Control Over Financial Reporting

The officers and directors of the Company have not made any changes during its fourth fiscal quarter that materially affect, or are reasonably likely to materially affect, its internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

There is no information required to be disclosed on Form 8-K during the fourth quarter covered by this Form 10-K not otherwise reported.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The Directors and Officers of the Company are as follows:

Name	Age	Position	Year Commenced
Dale P. Euga	65	Chief Executive Officer, President and Director; Promoter	2010
Arthur M. Read, II, Esq.	66	Vice President, Assistant Secretary, General Counsel and Director	2010
Edwin S. Barton, II	66	Chief Operating Officer	2010
Stephen L. Caromile	31	Vice President, Lead Engineer	2010
Linda H. Madison	65	Secretary	2011

Dale P. Euga

Dale P. Euga serves as the chief executive officer, president and a director of the Company, and is a promoter of the Company. From 1967 to 1971, Mr. Euga served in the United States Army completing his service as commander of a Special Forces A-Team and retiring with a distinguished and honorable record. Mr. Euga graduated in 1976 from The Boston Architectural College with a degree in Architecture. From 1976 through 1988, Mr. Euga taught a design studio at the Boston Architectural College. He became a Registered Architect in 1980 and was further NCARB Certified in 1985 while owning and managing a very successful architectural firm in Boston. In 1988 Mr. Euga formed ComVest International Inc., which was responsible for the Organization and Financial Management for International Projects such as the overview of the construction of Mersa-Matruh Power and Desalination plant for the Government of Egypt. Mr. Euga also directly arranged acquisition and construction financing and oversaw the construction of industrial, manufacturing and resort facilities in Panama, Netherlands, Belize, Bermuda and Spain, in addition to Mr. Euga worked as the coordinator and overseer for the lenders. In 1996 in concert with ComVest International Inc. Mr. Euga founded and managed Suburban Mortgage Company and built the company into 60 brokers, 12 processors, and 18 insurance agents plus a quality control team, and administrative staff. This complete full spectrum financial service company with 92 employees was acquired by Directors Mortgage Company (CA) in 2002. From 2002 until the formation of Powerdyne, Inc., a Nevada company, Mr. Euga was focused on independently developing the underlying product concepts related to the PDIGenset. Since the inception of Powerdyne, Inc., a Nevada company, Mr. Euga has focused on specializing on the company's primary design and technological development of the engine and support systems and development and testing of fuel systems in support of the application to power generation. He has also been involved with the company organization and facilities procurement including client development, development of key staff, and continuing research and development of engine and electrical components. Mr. Euga remains very active with the Special Forces Association in Rhode Island and Massachusetts.

Arthur M. Read, II, Esq.

Arthur M. Read, II, Esq., serves as vice president, general counsel and as a director of the Company. Mr. Read received his Bachelor of Arts degree from Bethany College in 1968, and his Masters of Arts from University of Rhode Island in 1971 and his Juris Doctor from Boston University in 1972. From1972-2001, Mr. Read started as an Associate, then stockholder and Vice-President of Gorham & Gorham, an established Rhode Island law firm, at which he was engaged in the general practice of law with an emphasis on litigation, family law and divorce litigation, extensive appellate practice, commercial and business matters, municipal law (including representation of municipalities and school committees, municipal boards and agencies), negligence, estate planning and administration. From 1974-75, Mr. Read was appointed by the Hon. Richard J. Israel (Ret.) (then Attorney General and, later, Associate Justice of the Superior Court) as a Special Assistant Attorney General. In 2001, Mr. Read formed his own law practice. Mr. Read is admitted to Rhode Island Supreme Court; United States District Court, District of Rhode Island; United States Supreme Court; United States Tax Court; and United States Court of Appeals. Mr. Read is a member of the Rhode Island Bar Association, Rhode Island Trial Lawyers' Association, and American Trial Lawyers' Association.

Edwin S. Barton, II

Edwin S. Barton II serves as chief operating officer of the Company. Mr. Barton is a seasoned corporate executive with 35 years of professional experience. Previously, he served as Vice President and Director of Rico, Inc., a Rhode Island manufacturing company, and President of Imperia, Inc., a Massachusetts millwork and high-end manufacturer and distributor.

Stephen L. Caromile

Stephen L. Caromile serves as vice president and lead engineer of the Company. Mr. Caromile received a Bachelor's degree in Mechanical Engineering from the Wentworth Institute of Technology in 1997. From 1997 to 2000, Mr. Caromile was a process engineer and cell manager for the repair of jet turbine components at Chromalloy in California. In 2001and 2002, Mr. Caromile was associated with Hamor & Associates in Maine. From 2002 to 2010, Mr. Caromile was a design engineer for land use planning with CES, Inc. in Maine. In this capacity, Mr. Caromile completed land development plans for sub-division and also participated in safety management, information technology and field surveillance. Since 2010, Mr. Caromile has worked with the Company and has designed and engineered components of the Company's products and systems, including supervising fabrication and production of the prototype unit.

Linda H. Madison

Linda H. Madison serves as Secretary, principal financial officer and principal accounting officer of the Company. Mrs. Madison has 35 years of operational and managerial experience. She has served in the capacity of Administrative and Legal Assistant responsible for human resources, information technology, office coordination, creating various publications and maintaining and designing complex data bases. She previously worked as the Executive Secretary and treasurer for a large investment advisory firm in Rhode Island.

Director Independence

Pursuant to Rule 4200 of The NASDAQ Stock Market one of the definitions of an independent director is a person other than an executive officer or employee of a company. The Company's board of directors has reviewed the materiality of any relationship that each of the directors has with the Company, either directly or indirectly. Based on this review, the board has determined that there are no independent directors.

Committees and Terms

The Board of Directors (the "Board") has not established any committees.

The Company will notify its stockholders for an annual shareholder meeting and that they may present proposals for inclusion in the Company's proxy statement to be mailed in connection with any such annual meeting; such proposals must be received by the Company at least 90 days prior to the meeting. No other specific policy has been adopted in regard to the inclusion of shareholder nominations to the Board of Directors.

Conflicts of Interest

There are no binding guidelines or procedures for resolving potential conflicts of interest. Failure by management to resolve conflicts of interest in favor of the Company could result in liability of management to the Company. However, any attempt by shareholders to enforce a liability of management to the Company would most likely be prohibitively expensive and time consuming.

Code of Ethics

The Company has not at this time adopted a Code of Ethics pursuant to rules described in Regulation S-K. The Company has no operations or business and does not have any revenues. The Company intends to adopt a Code of Ethics to provide a manner of conduct. Because the Company does not have any activities, there are no activities or transactions which would be subject to this code. Finally the vice president of the Company is an attorney at law and subject to the ethical code established by the bars in which he is also a member. At the time the Company completes its initial public offering of securities, management anticipates that it will adopt such a code.

Corporate Governance

For reasons similar to those described above, the Company does not have a nominating nor audit committee of the board of directors. The board of Directors consists of two directors. The Company has no activities, and receives no revenues. At such time that the Company has a larger board of directors and commences activities, the Company will propose creating committees of its board of directors, including both a nominating and an audit committee.

Legal Proceedings

There are currently no pending, threatened or actual legal proceedings in which the Company or any subsidiary is a party.

ITEM 11. EXECUTIVE COMPENSATION

Description of Compensation Table

Name/Position	Year	Annual Payments Salary		Annual Payments Made	Aggregate Accrued Salary Since Inception	Bonus	Stock And Options	Compensation Plans	All Other Compensation	Annual Compensation Total
Dale P. Euga	2012	$	2,032	2,032	54,940	0	0	0	0	2,032
President	2011	$	62,500	7,506	54,940	0	0	0	0	62,500
Arthur M. Read II, Esq.	2012	$	0	0	50,000	0	0	0	0	0
Vice President	2011	$	50,000	0	50,000	0	0	0	0	0

As of December 31, 2012, accrued compensation was due to the Company's management in the total amount of $114,981, representing the total remaining from accruals of compensation made for each of the five executive officers up through the first quarter of 2011. Since April 1, 2011, no further accruals of compensation have been made. Other than with respect to Mr. Read (as a result of shares issued to him in December 2010), no executive officer has received total compensation in excess of $100,000 in the Company's fiscal years ended as of December 31, 2011 and December 31, 2012, respectively (see discussion immediately below regarding shares of stock granted to officers, and classification of shares granted to Mr. Euga as non-compensatory). Upon successful completion by the Company of a public offering in the future, however, certain management personnel will receive such compensation as is discussed below in "Anticipated Officer and Director Remuneration".

Each of the officers has received certain shares of common stock in the Company. With respect to Mr. Euga, all shares that he has received to date have been in respect of his role as a founder and initial proponent of the Company. Accordingly, the Company has not recorded any compensation expense in respect of any shares held by Mr. Euga in the Company nor do such shares issued to Mr. Euga represent compensation that was paid to Mr. Euga. With respect to the other four officers of the Company, shares issued to such officers were recorded at a fair market value of $0.01 per share for purposes of calculating a compensation expense to the Company during the years ended 2012 and 2011, respectively.

Other than with respect to Mr. Euga, Mr. Caromile and Ms. Madison (each of whom received cash compensation from the Company in 2011), there are no current plans to pay or distribute cash or non-cash bonus compensation to officers of the Company, until such time as the Company is profitable or experiences positive cash flow. However, the Board of Directors may allocate salaries and benefits to the officers in its sole discretion. No such person is subject to a compensation plan or arrangement that results from his or her resignation, retirement, or any other termination of employment with the company or from a change in control of the company or a change in his or her responsibilities following a change in control. The members of the board of directors may receive, if the board of directors so decides, a fixed fee and reimbursement of expenses, for attendance at each regular or special meeting of the board of directors, although no such program has been adopted to date. The Company currently has no retirement, pension, or profit-sharing plan covering its officers and directors; however, the Company plans to implement certain such benefits after sufficient funds are realized or raised by the Company (see "Anticipated Officer and Director Remuneration" below.)

Employment Agreements

The Company has entered into employment agreements with each of its officers. In addition, each of Mr. Euga, Mr. Caromile and Mrs. Madison are currently eligible to be paid a salary in order to ensure their respective availability to the Company; however, since November 2011, the Company has temporarily suspended payments or accruals of salaries to these officers, in order to conserve the Company's working capital.

The employment agreement with Mr. Euga, as of January 2011, provides four (4) weeks paid vacation per year starting at the 50th week of employment (with an additional week added every successive year thereafter, up to eight (8) weeks maximum). Such letter provides Mr. Euga with a base salary of two hundred and fifty thousand dollars ($250,000.00) per year and eligibility for a cash bonus at the sole discretion of the board of directors (based upon individual performance and the financial success of the Company as a whole).

Such agreement also agreed to compensate Mr. Euga for hours worked for the Company without pay from August 1, 2010 through January 22, 2011 at the rate of one hundred dollars ($100.00) per hour. However, because the Company was and currently is unable to make such payments, the wages earned will not be paid until cash flow and profitability allow but will instead be accrued by the Company until payment can be made. Mr. Euga was also given fifty-one percent (51%) of the authorized and issued shares of common stock in the company at par value of $0.0001 per share, or at least 102,000,000 shares of common stock of the Company (based on the number of shares of the Company outstanding at such time of 200,000,000). As further shares of common stock are issued by the Company, Mr. Euga will automatically receive additional shares so that his ownership interest will never fall below 51.0% of the total outstanding shares of common stock of the Company. The employment agree states that if the Company establishes profit sharing, 401(k) or other retirement account plans for employees, or medical or life insurance as a benefit of employment, these benefits will also become available to Mr. Euga at such time. If Mr. Euga is required to relocate, the Company agrees to pay or reimburse the reasonable costs of relocation. The Company also agrees to provide Mr. Euga with a suitable motor vehicle and a Company gasoline card with which to pay for gasoline and maintenance. The vehicle may be used for private use, and Mr. Euga shall also have the right to purchase the vehicle from the Company subject to certain terms and conditions. The employment agreement also provides that if the Company receive any royalties for the licensing or the other use of any patent which Mr. Euga was the principal of, he will be paid a percentage of the royalties received, not to exceed twenty (20%) percent.

The employment agreement of Mr. Euga described above was modified in June 2011 to state that accruals and payments of salary would end effective April 1, 2011. Further, accrual and payment of salary would only occur when the Company determines that it has appropriate positive cash flow and/or profitability to perform the same. In addition, accrual and payment for expenses and time incurred during the fiscal year ended December 31, 2010 ceased as well, until such time when the Company experiences positive cash flow and/or profitability (the Company will address these past service items through performance bonuses, at its discretion).

The employment agreement with Mr. Caromile as of February 2011 (but with retroactive effect to January 2011) provides three (3) weeks paid vacation per year starting at the 50th week of employment (with an additional week added every successive year thereafter, up to eight (8) weeks maximum). Such letter provides Mr. Caromile with a base salary of seventy-five thousand dollars ($75,000.00) per year and eligibility for a cash bonus of as much as fifty thousand dollars ($50,000.00) per year (based upon individual performance and the financial success of the Company as a whole). Such agreement also agreed to compensate Mr. Caromile for hours worked for the Company without pay from August 1, 2010 through January 16, 2011 at the rate of sixty dollars ($60.00) per hour. However, because the Company was and currently is unable to make such payments, the wages earned will not be paid until cash flow and profitability allow but will instead be accrued by the Company until payment can be made. Mr. Caromile was also given eligibility to receive three percent (3%) of the authorized and issued shares of common stock in the company at par value of $0.0001 per share, or 6,000,000 shares of common stock of the Company. As further shares of common stock are issued by the Company, Mr. Caromile will automatically receive additional shares so that his ownership interest will never fall below 3.0% of the total outstanding shares of common stock of the Company. The employment agree states that if the Company establishes profit sharing, 401(k) or other retirement account plans for employees, or medical or life insurance as a benefit of employment, these benefits will also become available to Mr. Caromile at such time. If Mr. Caromile is required to relocate, the Company agrees to pay or reimburse the reasonable costs of relocation. The Company also agrees to provide Mr. Caromile with a suitable motor vehicle and a Company gasoline card with which to pay for gasoline and maintenance. The vehicle may be used for private use, and Mr. Caromile shall also have the right to purchase the vehicle from the Company subject to certain terms and conditions. The employment agreement also provides that if the Company receive any royalties for the licensing or the other use of any patent which Mr. Caromile was the principal of, he will be paid a percentage of the royalties received, not to exceed twenty (20%) percent.

The employment agreement of Mr. Caromile described above was modified in March 2011 to provide that effective March 2011, Mr. Caromile would receive a net payroll check of only $500.00 per week until such time that the Company's cash flow and profitability allows for a return to the original employment agreement. The difference in monies between the original employment agreement and the modified agreement would be accrued and the wages earned would be paid upon the Company's financial ability to pay the same. Subsequently, in June 2011, the modified employment agreement was further amended to state that the accrual of salary would end effective April 1, 2011. Further, accrual and payment of salary would only occur when the Company determines that it has appropriate positive cash flow and/or profitability to perform the same. In addition, accrual and payment for expenses and time incurred during the fiscal year ended December 31, 2010 ceased as well, until such time when the Company experiences positive cash flow and/or profitability (the Company will address these past service items through performance bonuses, at its discretion).

The employment agreement with Ms. Madison as of January 2011 (with a start date of March 2011) provides three (3) weeks paid vacation per year starting at the 50th week of employment (with an additional week added every successive year thereafter, up to eight (8) weeks maximum). Such letter provides Ms. Madison with a base salary of seventy-five thousand dollars ($75,000.00) per year and eligibility for a cash bonus at the discretion of the Company (based upon individual performance and the financial success of the Company as a whole). Such agreement also agreed to compensate Ms. Madison for hours worked for the Company without pay from November 1, 2010 at the rate of thirty-five dollars ($35.00) per hour. However, because the Company was and currently is unable to make such payments, the wages earned will not be paid until cash flow and profitability allow but will instead be accrued by the Company until payment can be made. Ms. Madison was also given eligibility to receive 1,000,000 issued shares of common stock in the company at par value of $0.0001 per share. The employment agree states that if the Company establishes profit sharing, 401(k) or other retirement account plans for employees, or medical or life insurance as a benefit of employment, these benefits will also become available to Ms. Madison at such time. If Ms. Madison is required to relocate, the Company agrees to pay or reimburse the reasonable costs of relocation. The Company also agrees to provide Ms. Madison with a suitable motor vehicle and a Company gasoline card with which to pay for gasoline and maintenance. The vehicle may be used for private use, and Ms. Madison shall also have the right to purchase the vehicle from the Company subject to certain terms and conditions.

The employment agreement of Ms. Madison described above was modified in June 2011 to state that accruals and payments of salary would end effective April 1, 2011. Further, accrual and payment of salary would only occur when the Company determines that it has appropriate positive cash flow and/or profitability to perform the same. In addition, accrual and payment for expenses and time incurred during the fiscal year ended December 31, 2010 ceased as well, until such time when the Company experiences positive cash flow and/or profitability (the Company will address these past service items through performance bonuses, at its discretion).

Anticipated Officer and Director Remuneration

Other than as set forth above, the Company has not paid any compensation to any officer or director. The Company intends to pay annual salaries to all its officers and will pay an annual stipend to its directors when, and if, it completes a primary offering for the sale of securities. At such time, the Company anticipates offering cash and non-cash compensation to officers and directors.

Although not presently offered, the Company anticipates that its officers and directors will be provided with a group health, vision and dental insurance program at subsidizes rates, or at the sole expense of the Company, as may be determined on a case-by-case basis by the Company in its sole discretion. In addition, the Company plans to offer 401(k) matching funds as a retirement benefit, paid vacation days and paid holidays.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth information as of the date of this report regarding the beneficial ownership of the Company's common stock by each of its executive officers and directors, individually and as a group and by each person who beneficially owns in excess of five percent of the common stock after giving effect to any exercise of warrants or options held by that person.

Name	Position	Number of Shares of Common Stock	Percent of Class (1)
Dale P. Euga	President and Director	103,473,334	54%
Arthur M. Read, II, Esq.	Vice President and Director	12,000,000	6%
Edwin S. Barton, II	Chief Operating Officer	6,833,333	4%
Stephen L. Caromile	Vice President	6,000,000	3%
Linda H. Madison	Secretary	1,000,000	*
Eric Foster	5% shareholder	18,000,000	9%
Total owned by officers and directors		129,306,667	67%

* Less than 1%

(1) Based upon 193,216,667 shares outstanding.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

James Cassidy, a partner in the law firm which acts as counsel to the Company, is the sole owner and director of Tiber Creek Corporation which owns 2,500,000 shares of the Company's common stock. Mr. Cassidy was a promoter of the Company prior to the change of control of the Company. Tiber Creek received consulting fees of $75,000 from the Company and has received shares in the Company. Tiber Creek and its affiliate, IRAA Fin Serv, an unincorporated California business entity, each own 2,500,000 shares in the Company.

Recently, the Company decided to use the manufacturing factory of ICC Realty Partnership LLC located in West Bridgewater, Massachusetts. The Company currently occupies a portion of these premises consisting of 1,800 square feet and recently entered into a short-term lease in October 1, 2011 for the premises. The initial term of the lease will be for one to three months (beginning on January 1, 2012 and ending on March 31, 2012) at a rate of approximately $300 per month. The lease is renewable in three-month or greater terms for up to five years (through December 31, 2017), at the Company’s discretion. If the Company’s financial condition is such that it is unable to pay rent in full, as due, the lease provides that the Company may pay rent in such as amount as it is able to pay, in the sole opinion of its accountant, and any unpaid rent shall accrue and may be paid by the Company, either in cash or shares of its stock, in its discretion, at the soonest opportunity as its financial condition will permit. ICC Realty Partnership, LLC is owned by Mr. Barton, an officer of the Company.

From time to time, the Company advances amounts to stockholders, as well as receives payments from stockholders in the form of cash and/or out-of-pocket expenditures for the benefit of the Company, which are business in nature. The balance of advances to stockholder as of December 31, 2012 and 2011 was $11,321 and $11,321, respectively.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Audit Fees

The aggregate fees incurred for each of the last two years for professional services rendered by the independent registered public accounting firm for the audits of the Company's annual financial statements and **review of financial statements included in the Company's Form 10-K and Form 10-Q reports and services normally** provided in connection with statutory and regulatory filings or engagements were as follows:

December 31, 2011	December 31, 2012
$ 14,260	$ 21,350

Tax Fees

The Company incurred $0 for tax related services.

All Other Fees

The Company incurred $0 for other fees by the principal accountant for the years ended December 31, 2012 and 2011.

The Company does not currently have an audit committee serving and as a result its board of directors performs the duties of an audit committee. The board of directors will evaluate and approve in advance, the scope and cost of the engagement of an auditor before the auditor renders audit and non-audit services. The Company does not rely on preapproval policies and procedures.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

There are no financial statements, schedules nor exhibits filed herewith. The exhibits filed in earlier reports and the Company's Form 10-SB is incorporated herein by reference.

POWERDYNE INTERNATIONAL, INC.
(*A Development Stage Company*)

FINANCIAL STATEMENTS

December 31, 2012 and 2011

INDEX TO FINANCIAL STATEMENTS

ANTON & CHIA CERTIFIED PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT REGISTRERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Powerdyne International, Inc.
(A Development Stage Company)

We have audited the accompanying balance sheets of Powerdyne International, Inc. (A Development Stage "Company") as of December 31, 2012 and 2011 and the related statements of operations, changes in stockholders' (deficit) equity and cash flows for the years then ended, and for the period from February 2, 2010 (inception) to December 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Powerdyne International, Inc. as of December 31, 2012, and 2011 and the result of its operations and its cash flows for the years then ended and for the period from February 2, 2010 (inception) to December 31, 2012, in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the financial statements, the Company has incurred an accumulated deficit of $1,180,030 from inception to December 31, 2012. This raises substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in regard to this matter are described in Note 4. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/Anton & Chia, LLP

March 27, 2013
Newport Beach, CA

POWERDYNE INTERNATIONAL, INC.

(A Development Stage Company)

BALANCE SHEETS

	December 31, 2012	December 31, 2011
ASSETS		
Current Assets:		
Cash	$ 665	$ 17,664
Prepaid expenses	-	1,817
Advances to stockholder	11,321	11,321
Total current assets	11,986	30,802
Propery and Equipment		
Property and equipment, net	116,117	129,821
Total Assets	$ 128,103	$ 160,623
LIABILITIES AND STOCKHOLDERS' (DEFICIT)/EQUITY		
Current Liabilities:		
Accounts payable and accrued expenses	$ 148,120	$ 135,626
Due to related parties	5,600	--
Notes payable-related parties	43,357	--
Tax payable	956	956
Total current liabilities	198,033	136,582
Total Liabilities	198,033	136,582
Stockholders' (Deficit) Equity:		
Common stock; $0.0001 par value; 300,000,000 shares authorized, 193,216,667 shares issued and outstanding as of December 31, 2012 and 191,750,000 shares issued and outstanding as of December 31, 2011	19,322	19,175
Additional paid-in capital	1,090,778	1,056,925
Accumulated deficit	(1,180,030)	(1,052,059)
Total Stockholders' Equity (Deficit)	(69,930)	24,041
Total Liabilities and Stockholders' Equity (Deficit)	$ 128,103	$ 160,623

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

POWERDYNE INTERNATIONAL, INC.

(A Development Stage Company)

STATEMENTS OF OPERATIONS

	For the year ended December 31, 2012	For the year ended December 31, 2011	For the period from February 2, 2010 (inception) to December 31, 2012
Revenues	$ -	$ -	$ -
Cost of revenues	-	-	-
Gross profit	-	-	-
Operating expenses	127,015	742,921	1,176,206
Loss from operations	(127,015)	(742,921)	(1,176,206)
Income tax expense	956	2,868.00	3,824
Net loss	$ (127,971)	$ (745,789)	$ (1,180,030)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)	
Basic and diluted weighted average common shares outstanding	193,124,408	191,836,301	

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

POWERDYNE INTERNATIONAL, INC.

(A Development Stage Company)

STATEMENTS OF CHANGES IN STOCKHOLDERS' (DEFICIT)/EQUITY

For the period from February 2, 2010 (Inception) to December 31, 2012

	Common Stock		Common Stock	Additional Paid-In	Common Stock Subscriptions	Accumulated	Total Stockholders'
	Shares	Amount	Subscribed	Capital	Receivable	Deficit	Equity (Deficit)
Balance, February 2, 2010 (Inception)	1,000,000	$ 100	$ -	$ 900	$ -	$ -	$ 1,000
Common stock subscribed	-	-	191,900	-	(61,915)	-	129,985
Stock issued for change in control	188,000,000	18,800	-	(18,800)	-	-	-
Stock issued for services	16,000,000	1,600	-	158,400	-	-	160,000
Net loss for the period	-	-	-	-	-	(306,270)	(306,270)
Balance, December 31, 2010	205,000,000	$ 20,500	$ 191,900	$ 140,500	$ (61,915)	$ (306,270)	$ (15,285)
Recapitalization shares contributed from reverse merger agreement	(84,526,666)	(8,453)	-	8,453	-	-	-
Issuance pursuant to merger agreement for services - fair valued	32,500,000	3,250		321,750	-	-	325,000
Issuance per cash considerations in relation to the stockholder subscription	36,026,666	3,603	(191,900)	523,997	(102,200)	-	233,500
Common stock issued	2,750,000	275	-	62,225	164,115	-	226,615
Net loss for the year	-	-	-	-	-	(745,789)	(745,789)
Balance, December 31, 2011	191,750,000	19,175	-	1,056,925	-	(1,052,059)	24,041
Issuance per cash considerations in relation to the stockholder subscription	966,667	97	-	28,903	-	-	29,000
Stock issued for services	500,000	50	-	4,950	-	-	5,000
Net loss for the year	-	-	-	-	-	(127,971)	(127,971)
Balance, December 31, 2012	193,216,667	19,322	-	1,090,778	-	(1,180,030)	(69,930)

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

POWERDYNE INTERNATIONAL, INC.

(A Development Stage Company)

STATEMENTS OF CASH FLOWS

December 31, 2012 and 2011

	For the year ended December 31, 2012 (unaudited)	For the year ended December 31, 2011 (unaudited)	From February 2, 2010 (Inception) to December 31, 2012
Operating Activities:			
Net loss	$ (127,971)	$ (745,789)	$ (1,180,030)
Adjustments to reconcile net loss to net cash used by operating activities:			
Depreciation and amortization	13,704	3,242	16,946
Stock compensation	5,000	325,000	490,000
Changes in operating assets and liabilities:			
Prepaid expenses	1,817	-	-
Accrued expenses	18,093	93,278	153,719
Accrued income taxes	--	956	956
Net cash used by operating activities	(89,357)	(323,313)	(518,409)
Investing Activities:			
Purchase of equipment	-	(111,270)	(133,063)
Net cash used by investing activities	-	(111,270)	(133,063)
Financing Activities:			
Advances to stockholder	-	(11,727)	(11,321)
Notes payable	43,358	1,800	43,358
Proceeds from common stock	29,000	460,115	620,100
Net cash provided by financing activities	72,358	450,188	652,137
Net change in cash	(16,999)	15,605	665
Cash, beginning of period	17,664	2,059	-
Cash, end of period	$ 665	$ 17,664	$ 665
Suppplemental disclosure if cash flow information			
Cash paid for interest	$ -	$ -	$ -
Cash paid for taxes	$ 956	$ 1,912	$ 2,868

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

1. ORGANIZATION

Powerdyne, Inc., was incorporated on February 2, 2010 in Nevada, and is registered to do business in Rhode Island and Massachusetts. On February 7, 2011, Powerdyne, Inc. merged with Powerdyne International, Inc., formerly Greenmark Acquisition Corporation, a publicly held Delaware shell corporation with minimal assets and no operations.

On December 13, 2010, Powerdyne International, Inc., formerly Greenmark Acquisition Corporation, filed an Amended and Restated Articles of Incorporation in order to, among other things, increase the authorized capital stock to 300,000,000 common shares, par value $0.0001 per share. Unless the context specifies otherwise, as discussed in Note 2, references to the "Company" refers to Powerdyne International, Inc. and Powerdyne, Inc. after the merger.

At the closing of the merger, each share of Powerdyne, Inc.'s common stock issued and outstanding immediately prior to the closing of the Merger was exchanged for the right to receive 7,520 shares of common stock of Powerdyne International, Inc. Accordingly, an aggregate of 188,000,00 shares of common stock of Powerdyne International, Inc. were issued to the holders of Powerdyne, Inc.'s common stock.

The Company is a start-up organization which intends to produce and distribute completely packaged independent electrical generator units that run on environmentally-friendly fuel sources, such as natural gas and propane. At this time, the majority stockholder has patents pending with the United States Patent Office regarding the unique design of these units.

2. REVERSE MERGER ACCOUNTING

On February 7, 2011, Greenmark Acquisition Corporation, which was a publicly held Delaware shell corporation with no operations merged with Powerdyne, Inc. Upon closing of the transaction, Greenmark Acquisition Corporation, the surviving corporation in the merger, change its name to Powerdyne International, Inc.

The merger is being accounted for as a reverse-merger, and recapitalization in accordance with generally accepted accounting principles in the United States ("GAAP"). Powerdyne, Inc. is the acquirer for financial reporting purposes and the Company is the acquired company. Consequently, the assets and liabilities and the operations that are reflected in the historical financial statements prior to the Merger are those of Powerdyne, Inc. and have been recorded at the historical cost basis of Powerdyne, Inc., and the financial statements after completion of the merger include the assets and liabilities of the Company and Powerdyne, Inc., historical operations of Powerdyne, Inc. and operations of the Company from the closing date of the Merger. Common stock and the corresponding capital amounts of the Company pre-merger have been retroactively restated as capital stock shares reflecting the exchange ratio in the merger.

In conjunction with the merger, the Company received no cash and assumed no liabilities from Greenmark Acquisition Corporation. All members of the Company's executive management are from Powerdyne, Inc.

3. BASIS OF PRESENTATION

The accompanying audited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"), and include all the notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of the financial statements have been included.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies presented below is designed to assist in understanding the Company's financial statements. Such financial statements and accompanying notes are the representations of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America ("GAAP") in all material respects, and have been consistently applied in preparing the accompanying financial statements. The Company is classified as a development stage enterprise under GAAP and has not generated significant revenues from its principal operations.

Development Stage and Capital Resources

Since its inception, the Company has devoted substantially all of its efforts to business planning, research and development, recruiting management and technical staff, acquiring operating assets and raising capital. Accordingly, the Company is considered to be in the development stage as defined in GAAP . The Company has not generated significant revenues from its principal operations, and there is no assurance of future revenues. As of December 31, 2012, the Company had an accumulated deficit from inception of $1,180,030.

The Company's activities will necessitate significant uses of working capital beyond 2012. Additionally, the Company's capital requirements will depend on many factors, including the success of the Company's continued research and development efforts and the status of competitive products. The Company plans to continue financing its operations with cash received from financing activities, more specifically from one of its major shareholders.

While the Company strongly believes that its capital resources will be sufficient in the near term, there is no assurance that the Company's activities will generate sufficient revenues to sustain its operations without additional capital or, if additional capital is needed, that such funds, if available, will be obtainable on terms satisfactory to the Company.

Use of Estimates

In preparing these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amount of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company's financial instruments include cash and accrued liabilities. The estimated fair value of these instruments approximates its carrying amount due to the short maturity of these instruments.

Management believes it is not practical to estimate the fair value of advances to stockholder because the transactions cannot be assumed to have been consummated at arm's length, the terms are not deemed to be market terms, there are no quoted values available for these instruments, and an independent valuation would not be practical due to the lack of data regarding similar instruments, if any, and the associated potential costs.

Cash and Cash Equivalents

The Company considers all highly-liquid investments with maturities of three months or less when purchased to be cash equivalents. The Company had no cash equivalents as of December 31, 2012 and 2011.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents. The Company places its cash with high quality banking institutions. From time to time, the Company may maintain cash balances at certain institutions in excess of the Federal Deposit Insurance Corporation limit.

Revenue Recognition

The Company is in the development stage and has yet to realize revenues from planned operations. The Company will recognize revenue on arrangements in accordance with Financial Accounting Standards Board Accounting Standards Codification ("ASC") No. 605, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed and determinable, persuasive evidence of an arrangement exists, the service is performed and collectability of the resulting receivable is reasonably assured. The Company has not recorded any sales transactions since inception.

Equipment net

Equipment is stated at cost. Capital expenditures for improvements and upgrades to existing equipment are also capitalized. Maintenance and repairs are expensed as incurred. The machinery and equipment, previously classified as 'construction in process' was placed into service on October 1, 2011 and the Company began to depreciate the assets at that time. The equipment is depreciated over 10 years on a straight-line basis. Vehicles are depreciated over 5 years using the straight-line basis. Depreciation expense for the years ended December 31, 2012 and 2011 was $13,704 and $3,242 respectively, and $16,946 for the period from inception to December 31, 2012.

Long-Lived Assets

In accordance with ASC 350-30 (formerly SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*), the Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that their then carrying values may not be recoverable. When such factors and circumstances exist, the Company compares the projected undiscounted future cash flows associated with the related asset or group of assets over their estimated useful lives against their respective carrying amount. Impairment, if any, is based on the excess of the carrying amount over the fair value, based on market value when available, or discounted expected cash flows, of those assets and is recorded in the period in which the determination is made. The Company's management currently believes there is no impairment of its long-lived assets. There can be no assurance however, that market conditions will not change or demand for the Company's products under development will continue. Either of these could result in future impairment of long-lived assets.

Income Taxes

As a result of the implementation of certain provisions of ASC 740, *Income Taxes*, (formerly FIN 48, *Accounting for Uncertainty in Income Taxes – An Interpretation of FASB Statement No. 109),* ("ASC 740"), which clarifies the accounting and disclosure for uncertainty in tax positions, as defined. ASC 740 seeks to reduce the diversity in practice associated with certain aspects of the recognition and measurement related to accounting for income taxes.

In 2010, the Company adopted Accounting for Uncertain Income Taxes under the provisions of ASC 740. ASC 740 clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. It also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company did not recognize any additional liability for unrecognized tax benefits as a result of the adoption of ASC 740. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Valuation allowances are established when it is more likely than not that some or all of the deferred tax assets will not be realized.

We believe that our income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change to our financial position. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to ASC 740. In addition, we did not record a cumulative effect adjustment related to the adoption of ASC 740. Our policy for recording interest and penalties associated with income-based tax audits is to record such items as a component of income taxes.

Our tax provision determined using an estimate of our annual effective tax rate using enacted tax rates expected to apply to taxable income in the years in which they are earned, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter we update our estimate of the annual effective tax rate, and if our estimated tax rate changes, we make a cumulative adjustment. Income taxes payable as of December 31, 2012 and December 31, 2011 was $956 and $956, respectively. Income taxes paid for the years ended December 31, 2012 and 2011 were $956 and 1,912, respectively.

Share Based Compensation

The Company applies ASC 718, Shares-Based Compensation to account for its service providers' share-based payments. Common stock of the Company was given to service providers to retain their assistance in becoming a U.S. public company, assistance with public company regulations, investors' communications and public relations with broker-dealers, market makers and other professional services.

In accordance with ASC 718, the Company determines whether a share payment should be classified and accounted for as a liability award or equity award. All grants of share-based payments to service providers classified as equity awards are recognized in the financial statements based on their grant date fair values which are calculated using historical pricing. The Company has elected to recognize compensation expense based on the criteria that the stock awards vest immediately on the issuance date. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent period if actual forfeitures differ from initial estimates. There were no forfeitures of share based compensation.

Loss per Common Share

Basic loss per common share excludes dilutive securities and is computed by dividing net loss by the weighted average number of common shares outstanding during the period. Diluted earnings per common share reflect the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity. Since the Company has only incurred losses, basic and diluted loss per share is the same. As of December 31, 2012 and 2011, there were no outstanding dilutive securities.

The following table represents the computation of basic and diluted losses per share:

	Year ended December 31, 2012	Year ended December 31, 2011
Loss available for common shareholder	$ (127,971)	$ (745,789)
Basic and fully diluted loss per share	$ (0.00)	$ (0.00)
Weighted average common shares outstanding - basic and diluted	193,124,408	191,836,301

Net loss per share is based upon the weighted average shares of common stock outstanding.

Recent Accounting Pronouncements

Effective January 2012, FASB adopted ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04). ASU 2011-04 represents the converged guidance of the Financial Accounting Standards Board (FASB) and the International Accounting Standards Board (IASB) on fair value measurement. A variety of measures are included in the update intended to either clarify existing fair value measurement requirements, change particular principles requirements for measuring fair value or for disclosing information about fair value measurements. For many of the requirements, the FASB does not intend to change the application of existing requirements under Accounting Standards Codification (ASC) Topic 820, Fair Value Measurements. ASU 2011-04 was effective for interim and annual periods beginning after December 15, 2011. The adoption of this update did not have a material impact on the financial statements.

January 2012, FASB adopted ASU No. 2011-05, Presentation of Comprehensive Income (ASU 2011-05). ASU 2011-05 is intended to increase the prominence of items reported in other comprehensive income and to facilitate convergence of accounting guidance in this area with that of the IASB. The amendments require that all nonowner changes in shareholders' equity be presented in a single continuous statement of comprehensive income or in two separate but consecutive statements. In December 2011, the FASB issued ASU No. 2011-12, Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05 (ASU 2011-12). ASU 2011-12 defers the provisions of ASU 2011-05 that require the presentation of reclassification adjustments on the face of both the statement of income and statement of other comprehensive income. Amendments under ASU 2011-05 that were not deferred under ASU 2011-12 will be applied retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2011. The adoption of this update did not have a material impact on the financial statements.

In December 2011, the FASB issued ASU No. 2011-11, Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities (ASU 2011-11). The amendments in ASU 2011-11 require the disclosure of information on offsetting and related arrangements for financial and derivative instruments to enable users of its financial statements to understand the effect of those arrangements on its financial position. Amendments under ASU 2011-11 will be applied retrospectively for fiscal years, and interim periods within those years, beginning after January 1, 2013. The Company is evaluating the effect, if any, adoption of ASU 2011-11 will have on its financial statements.

In February 2013, the FASB issued ASU No. 2013-02, Reporting of Amounts Reclassified out of Accumulated Other Comprehensive (ASU 2013-02). This guidance is the culmination of the FASB's deliberation on reporting reclassification adjustments from accumulated other comprehensive income (AOCI). The amendments in ASU 2013-02 do not change the current requirements for reporting net income or other comprehensive income. However, the amendments require disclosure of amounts reclassified out of AOCI in its entirety, by component, on the face of the statement of operations or in the notes thereto. Amounts that are not required to be reclassified in their entirety to net income must be cross-referenced to other disclosures that provide additional detail. This standard is effective prospectively for annual and interim reporting periods beginning after December 15, 2012. The Company is evaluating the effect, if any; the adoption of ASU 2013-02 will have on its financial statements.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants, and the United States Securities and Exchange Commission did not or are not believed by management to have a material impact on the Company's present or future financial statements.

5. EQUIPMENT, NET

Equipment consists of the following as of December 31, 2012 and 2011:

		December 31, 2012		December 31, 2011
Motor vehicles	$	1,976	$	1,976
Machinery and equipment		131,087		131,087
Less accumulated depreciation		(16,946)		(3,242)
Total equipment – net	$	116,117	$	129,821

Machinery and equipment is stated at cost and depreciated on a straight-line basis over an estimated useful life of 10 years. The machinery and equipment that was previously classified as 'construction in process,' was placed into service on October 1, 2011. Total depreciation expense for the years ended December 31, 2012 and 2011 was $13,704 and $3,242, respectively.

6. COMMON STOCK

Pursuant to the terms and conditions of the merger on February 7, 2011 (see Note 1 and 2) each share of Powerdyne, Inc.'s common stock issued and outstanding immediately prior to the closing of the merger was exchanged for the right to receive 7,520 shares of Powerdyne International, Inc. common stock. On December 11, 2010, the Company issued 2,000,000 shares of common stock to each of Tiber Creek Corporation and IRAA Fin Serv. for services rendered on behalf of Powerdyne Inc. The shares were valued at their estimated fair value of $0.01 per share for a total compensation of $40,000.

On December 13, 2010, the Company issued 188,000,000 to Dale Euga, the sole shareholder of Powerdyne Inc. The shares were issued to effect a change of control of the Company in anticipation of the merger that was eventually consummated with Powerdyne, Inc.

On December 13, 2010, the Company issued 12,000,000 shares of common stock to Arthur Read, II, Esq for services rendered on behalf of Powerdyne Inc. The shares were valued at their estimated fair value of $0.01 per share for a total compensation of $120,000.

Starting in June 2010, the Company entered into various stockholder subscription agreements with private investors in order to provide working capital for the Company. The agreements were sold to private investors at $0.01 to $0.03 per share in various share amounts. The agreement stipulated that the shares of common stock would not be issued to the investors until the execution of the reverse merger agreement and subsequent Initial Public Offering. During fiscal year 2010, the Company raised $191,900 from the stockholder subscription agreements for the purchase of 19,190,000 shares of common stock. The Company had $61,915 in common stock subscription receivable as of December 31, 2010. The 19,190,000 shares of common stock were issued on February 8, 2011.

On February 7, 2011, in connection with the merger, Dale Euga contributed 84,526,666 shares of common stock to the Company which were then cancelled. Mr. Euga received no compensation for these shares.

On February 8, 2011, the Company issued 32,500,000 shares of common stock to employees and consultants for services. The Company recorded an expense of $325,000 based on an estimated fair value of $0.01 per share.

During the year ended December 31, 2011 the Company raised an additional $398,200 from the stockholder subscription agreements for the purchase of 19,586,664 shares of common stock. In total, the Company has raised $590,100 in cash from common stock subscriptions.

For the year ended December 31, 2012, the Company raised an additional $29,000 from stockholder subscription agreements for the purchase of 966,667 shares of common stock. In total, the Company has raised $619,100 in cash from common stock subscriptions since inception. On January 25, 2012, the Company issued for $5,000 in services to a consultant shares at $0.01 per share.

7. RELATED PARTY

The Company obtained short-term cash flow from a related party in the form of three demand Notes Payable in the aggregate amount of $10,000 during the year ended December 31, 2012. The Notes bear an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accured interest	Maturity
Promissory note 1	$ 6,000	7%	$ 136	9/4/2014
Promissory note 2	$ 2,000	7%	$ 45	10/1/2014
Promissory note 3	$ 2,000	7%	$ 11	12/3/2014
Total	$ 10,000		$ 192	

The Company obtained short-term cash flow from a related party in the form of six demand Notes Payable in the aggregate amount of $32,953 during the year ended December 31, 2012. The Notes bear an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accured interest	Maturity
Promissory note 1	$ 5,000	7%	$ 152	7/25/2014
Promissory note 2	$ 11,000	7%	$ 148	10/22/2014
Promissory note 3	$ 15,000	7%	$ 106	11/24/2014
Promissory note 4	$ 102	7%	$ 1	10/22/2014
Promissory note 5	$ 879	7%	$ 6	11/24/2014
Promissory note 6	$ 972	7%	$ 30	7/25/2014
Total	$ 32,953		$ 443	

The Company obtained short-term cash flow from a related party in the form of two demand Notes Payable in the aggregate amount of $404 during the year ended December 31, 2012. The Notes bear an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accured interest	Maturity
Promissory note 1	$ 234	7%	$ 1	12/5/2014
Promissory note 2	$ 170	7%	$ 1	11/18/2014
Total	$ 404		$ 2	

From time to time, the Company advances amounts to stockholders, as well as receives payments from stockholders in the form of cash and/or out-of-pocket expenditures for the benefit of the Company, which are business in nature. The balance of advances to stockholder as of December 31, 2012 and 2011 was $11,321 and $11,321, respectively.

As stated in Note 9, the Company has signed a real property rental agreement with a related party for its manufacturing facilities that begins January 1, 2012. Rent accrued, but not yet paid, as Due to Related Party at December 31, 2012 and 2011 was $3,600 and $0, respectively. The Company has an agreement with an outside consultant, a related party. Amounts paid to this consultant for the years ended December 31, 2012 and 2011 was $24,000 and $18,000, respectively. Amounts accrued, but not yet paid, as due to related party at December 31, 2012 and December 31, 2011 was $2,000 and $0, respectively.

8. MEMORANDUM OF UNDERSTANDING

The Company entered into a Memorandum of Understanding (MoU) with Turning Mill, LLC, a Massachusetts company that has developed a business model that utilizes various federal and state renewable energy programs. The MoU sets forth a framework for the companies to begin to collaborate in the clean, renewable energy market place.

9. COMMITMENTS AND CONTINGENCIES

Lease Commitments

The Company entered into an operating lease agreement for its manufacturing facilities with a related party on October 1, 2011. The initial term of the lease begins January 1, 2012 and ends March 31, 2012. The Company has the option to renew the lease for an additional three month term beginning April 1, 2012. Additional three month terms are renewable at the Company's option through December 2017. The Company shall pay this related party $300 per month, beginning January 1, 2012, for the term of the lease. In addition, The Company will be responsible for utilities used at this facility.

Litigation

During the ordinary course of the Company's business, it is subject to various claims and litigation. Management believes that the outcome of such claims or litigation will not have a material adverse effect on the Company's financial position, results of operations or cash flow.

The Company is involved in a legal settlement with a former employee of the Company. The Company is seeking reimbursement of expenses paid in the amount of $5,000. The former employee is seeking further additional expenses incurred in the amount of $6,500. It is the opinion of the Company's legal counsel that the legal action is without merit and no accrual has been recorded for this claim.

10. RESTATEMENT

The Company has restated its financial statements for the period ended December 31, 2010. Subsequent to the filing of the original financial statements, management identified an omission in the financial statement. In December 2010, Greenmark issued 16,000,000 shares of its common stock for services rendered on behalf of Powerdyne Inc. The shares were valued at their estimated fair value of $0.01 per share for a total compensation of $160,000. The Company did not record the $160,000 expense for the services rendered. The effect of this correction was to increase net loss for the period from inception to December 31, 2010 from $146,270, as previously reported, to $306,270.

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

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		POWERDYNE INTERNATIONAL, INC.
Dated: March 27, 2013	By:	/s/ Dale P. Euga President and principal executive officer
Dated: March 27, 2013	By:	/s/ Linda H. Madison Principal financial officer
Dated: March 27, 2013	By:	/s/ Linda H. Madison Principal accounting officer

Pursuant to the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

NAME	OFFICE	DATE
/s/ Dale P. Euga Dale P. Euga	President and Principal executive officer	March 27, 2013
/s/ Linda H. Madison Linda H. Madison	Principal financial officer	March 27, 2013
/s/ Linda H. Madison Linda H. Madison	Principal accounting officer	March 27, 2013
/s/ Dale P. Euga Dale P. Euga	Director	March 27, 2013
/s/ Arthur M. Read, II, Esq. Arthur M. Read, II, Esq.	Director	March 27, 2013

EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECTION 302

I, Dale P. Euga, certify that:

1. I have reviewed this Form 10-K of Powerdyne International, Inc.

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made know to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of this period covered by this report based on such evaluations; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during this registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or personas performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 27, 2013

/s/ Dale P. Euga

Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECTION 302

I, Linda H. Madison, certify that:

1. I have reviewed this Form 10-K of Powerdyne International, Inc.

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made know to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of this period covered by this report based on such evaluations; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during this registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or personas performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 27, 2013

/s/ Linda H. Madison

Chief Financial Officer and
Principal Accounting Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO SECTION 906

Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, the undersigned officer of the Powerdyne International, Inc. (the "Company"), hereby certify to my knowledge that:

The Report on Form 10-K for the year ended December 31, 2012 of the Company fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: March 27, 2013

/s/ Dale P. Euga

Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO SECTION 906

Pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, the undersigned officer of the Powerdyne International, Inc. (the "Company"), hereby certify to my knowledge that:

The Report on Form 10-K for the year ended December 31, 2012 of the Company fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: March 27, 2013

/s/ Linda H. Madison

Chief Accounting Officer