EDGAR Submission Header Summary

Submission Type	**10-Q**
Live File	**on**
Return Copy	**on**
Exchange	**NONE**
Confirming Copy	**off**
Filer CIK	**0001435617**
Filer CCC	**xxxxxxxx**
Period of Report	**09/30/13**
Smaller Reporting Company	**off**
Notify via Filing website Only	**off**

Documents

10-Q	**f10q0913_powerdyne.htm**
	Quarterly Report
EX-31.1	**f10q0913ex31i_powerdyne.htm**
	Certification
EX-31.2	**f10q0913ex31ii_powerdyne.htm**
	Certification
EX-32.1	**f10q0913ex32i_powerdyne.htm**
	Certification
EX-32.2	**f10q0913ex32ii_powerdyne.htm**
	Certification
EX-101.INS	**pwdi-20130930.xml**
EX-101.SCH	**pwdi-20130930.xsd**
EX-101.CAL	**pwdi-20130930_cal.xml**
EX-101.DEF	**pwdi-20130930_def.xml**
EX-101.LAB	**pwdi-20130930_lab.xml**
EX-101.PRE	**pwdi-20130930_pre.xml**

Module and Segment References

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

OR

☐ 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 Boulevard, Suite 200
Warwick, Rhode Island 02888-3849
(Address of principal executive offices) (zip code)

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

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 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 (do not check if smaller reporting company)	☐	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

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 September 30, 2013
Common Stock, par value $0.0001	195,422,551 shares

Documents incorporated by reference: None

INDEX TO FINANCIAL STATEMENTS

(Unaudited)

POWERDYNE INTERNATIONAL, INC.
(A Development Stage Company)
CONDENSED BALANCE SHEETS

	September 30, 2013 (unaudited)	December 31, 2012
ASSETS		
Current Assets:		
Cash	$ 14,506	$ 665
Advances to stockholder	11,321	11,321
Total current assets	25,827	11,986
Property and Equipment:		
Property and equipment, net	105,989	116,117
Total Assets	$ 131,816	$ 128,103
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued expenses	$ 161,659	$ 148,120
Notes payable	75,000	-
Due to related party	13,250	5,600
Notes payable-related parties	67,457	43,357
Tax payable	-	956
Total current liabilities	317,366	198,033
Total Liabilities	317,366	198,033
Stockholders' Deficit:		
Common stock; $0.0001 par value; 300,000,000 shares authorized, 195,422551 shares issued and outstanding as of September 30, 2013 and 193,216,667 shares issued and outstanding as of December 31, 2012	19,542	19,322
Additional paid-in capital	1,240,558	1,090,778
Accumulated deficit	(1,445,650)	(1,180,030)
Total Stockholders' Deficit	(185,550)	(69,930)
Total Liabilities and Stockholders' Deficit	$ 131,816	$ 128,103

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

POWERDYNE INTERNATIONAL, INC.
(A Development Stage Company)
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended September 30, 2013	For the three months ended September 30, 2012	For the Nine Months Ended September 30, 2013	For the Nine Months Ended September 30, 2012	For the period from February 2, 2010 (inception) to September 30, 2013
Revenues	$ -	$ -	$ -	$ -	$ -
Cost of revenues	-	-	-	-	-
Gross profit	-	-	-	-	-
Operating expenses	57,975	22,610	265,620	83,479	1,441,826
Loss from operations	(57,975)	(22,610)	(265,620)	(83,479)	(1,441,826)
Income tax expense	--	--	--	--	3,824
Net loss	$ (57,975)	$ (22,610)	$ (265,620)	$ (83,479)	$ (1,445,650)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	
Basic and diluted weighted average common shares outstanding	193,945,498	193,216,667	193,951,962	193,093,431	

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

POWERDYNE INTERNATIONAL, INC.
(A Development Stage Company)
CONDENSED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
For the period from February 2, 2010 (Inception) to September 30, 2013

	Common Stock Shares	Common Stock Amount	Common Stock Subscribed	Additional Paid-In Capital	Common Stock Subscriptions Receivable	Accumulated Deficit	Total Stockholders' 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 (1)	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 consideration 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 consideration 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)
Stock issued for services rendered	2,205,884	220	-	149,780	-	-	150,000
Net loss for the period	-	-	-	-	-	(265,620)	(265,620)
Balance, September 30, 2013	$ 195,422,551	$ 19,542	$ -	$ 1,240,558	$ -	$ (1,445,650)	$ (185,550)

(1) The capital accounts of the Company have been retroactivrly restated to reflect the equivalent number of common shares based on the exchange ratio of the merger transaction. See Note 2.

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

POWERDYNE INTERNATIONAL, INC.
(A Development Stage Company)
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	For The Nine Months Ended 9./30/2013	For The Nine Months Ended September 30, 2012	From February 2, 2010 (Inception) to September 30, 2013
Operating Activities:			
Net loss	$ (265,620)	$ (83,479)	$ (1,445,650)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	10,128	10,328	27,075
Stock compensation	150,000	5,000	640,000
Changes in operating assets and liabilities:			
Prepaid expenses	-	1,817	--
Accrued expenses	13,539	5,043	161,659
Due to related party	7,650	4,700	13,250
Tax payable	(956)	(956)	--
Net cash used in operating activities	(85,259)	(57,547)	(603,667)
Investing Activities:			
Purchase of equipment	-	-	(133,063)
Net cash used in investing activities	-	-	(133,063)
Financing Activities:			
Advances to stockholder	-	-	(11,321)
Note payable	75,000	-	75,000
Notes payable - related parties	24,100	11,000	67,457
Proceeds from issuance of common stock	-	29,000	620,100
Net cash provided by financing activities	99,100	40,000	751,236
Net change in cash	13,841	(17,547)	14,506
Cash, beginning of period	665	17,664	-
Cash, end of period	$ 14,506	$ 117	$ 14,506
Suppplemental disclosure of cash flow information			
Cash paid for interest	$ -	$ -	$ -
Cash paid for taxes	$ 956	$ 956	$ 3,824

The accompanying notes are an integral part of these condensed 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 188,000,000 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, changed 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.

2. REVERSE MERGER ACCOUNTING (CONTINUED)

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 unaudited condensed financial statements primarily reflect the financial position, results of operations and cash flows of the Company (as discussed above). The accompanying unaudited financial statements have been prepared in accordance with GAAP for interim financial information and pursuant to the instructions to Form 10-Q and Article 8 of Regulation S-X of the Securities and Exchange Commission. Accordingly, these interim financial statements do not include all of the information and footnotes required by GAAP for annual financial statements. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the nine months ended September 30, 2013 are not necessarily indicative of the results that may be expected for the year ending December 31, 2013 or for any other period. These financial statements and accompanying notes should be read in conjunction with the financial statements and notes thereto in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 on file with the SEC (our "Annual Report"). There have been no material changes to our significant accounting policies as compared to the significant accounting policies described in our Annual Report.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies presented below is designed to assist in understanding the Company's condensed 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 condensed 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 September 30, 2013, the Company had an accumulated deficit from inception of $1,445,651.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Company's activities will necessitate significant uses of working capital beyond 2013. 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 condensed 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 follows guidance for accounting for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the financial statements on a recurring basis. Additionally, the Company adopted guidance for fair value measurement related to nonfinancial items that are recognized and disclosed at fair value in the financial statements on a nonrecurring basis. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs are unobservable inputs for the asset or liability.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Company monitors the market conditions and evaluates the fair value hierarchy levels at least quarterly. For any transfers in and out of the levels of the fair value hierarchy, the Company elects to disclose the fair value measurement at the beginning of the reporting period during which the transfer occurred.

The Company's financial instruments consisted of cash and the notes payable. The estimated fair value of these instruments approximates its carrying amount due to the short maturity of these instruments

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 September 30, 2013 and December 31, 2012.

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. The Company has not incurred any loss from this risk.

Property and Equipment

Property and 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 progress’ 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 periods ended September 30, 2013 and 2012 was $10,128 and $10,328, respectively, and $27,075 for the period from inception to September 30, 2013.

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

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") 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 was 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. Taxes payable as of September 30, 2013 and December 31, 2012 was $0 and $956, respectively.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Share Based Compensation

We periodically issue stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs. We account for stock option and warrant grants issued and vesting to employees based on Financial Accounting Standards Board (FASB) ASC Topic 718, "Compensation – Stock Compensation", whereas the award is measured at its fair value at the date of grant and is amortized ratably over the vesting period. We account for stock option and warrant grants issued and vesting to non-employees in accordance with ASC Topic 505, "Equity", whereas the value of the stock compensation is based upon the measurement date as determined at either (a) the date at which a performance commitment is reached, or (b) at the date at which the necessary performance to earn the equity instruments is complete.

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 September 30, 2013 and 2012, there were no outstanding dilutive securities.

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

	Nine months ended Sept. 30, 2013	Nine months ended Sept. 30, 2012
Loss available for common shareholder	$ (265,620)	$ (60,869)
Basic and fully diluted loss per share	$ (0.00)	$ (0.00)
Weighted average common shares outstanding - basic and diluted	193,951,962	193,093,431

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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

Recent Accounting Pronouncements

There are no recently issued accounting pronouncements that the Company has yet to adopt that are expected to have a material effect on its financial position, results of operations, or cash flows.

5. PROPERTY AND EQUIPMENT - NET

Equipment consists of the following as of September 30, 2013 and December 31, 2012:

	September 30, 2013	December 31, 2012
Motor vehicles	$ 1,976	$ 1,976
Machinery and equipment	131,087	131,087
	133,063	133,063
Less accumulated depreciation	(27,074)	(16,946)
Total equipment - net	$ 105,989	$ 116,117

Equipment is stated at cost and depreciated on a straight-line basis over the assets' estimated useful lives: vehicles 5 years and machinery and equipment 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 periods ended September 30, 2013 and 2012 was $10,128 and $10,328, respectively and from February 2, 2010 (Inception) to September 30, 2013 was $27,075.

6. COMMON STOCK

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.

6. COMMON STOCK (CONTINUED)

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 shares 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.

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.

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.

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. In addition, during the period ended March 31, 2012, 500,000 shares were issued to a consultant as compensation for services rendered. The Company valued the award of stocks at $0.01 per share for a total of $5,000.

During the period ended September 30, 2013, 2,205,884 shares were issued to three consultants as compensation for services rendered. The Company valued the stock at $0.068 per share for a total of $150,000.

7. NOTE PAYABLE

The Company entered into an agreement with an unrelated party in order to obtain short term cash flow in the form of a $42,500, eight (8) percent convertible note payable. In addition, during the third quarter of 2013, the Company obtained additional funds in the amount of $32,500 from the same unrelated party. The terms of this debt are the same as the initial borrowing. The term is nine months and any time after 180 days, the lender may convert all or some of the principal and accrued interest into common stock of the Company at a discount rate of 42% to the market. Accrued interest at September 30, 2013 and December 31, 2012 for the first borrowing was $1,094 and $0, respectively. The accrued interest at September 30, 2013 and December 31, 2013 for the second borrowing was $249 and $0, respectively. This note is secured by Company common stock.

8. RELATED PARTY – Promissory Note

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%	$ 450	9/4/2014
Promissory note 2	$ 2,000	7%	$ 140	10/1/2014
Promissory note 3	$ 2,000	7%	$ 115	12/3/2014
Total	$ 10,000		$ 705	

The Company obtained short-term cash flow from a related party in the form of six demand Notes Payable in the aggregate amount of $32,954 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%	$ 384	7/25/2014
Promissory note 2	$ 11,000	7%	$ 724	10/22/2014
Promissory note 3	$ 15,000	7%	$ 892	11/24/2014
Promissory note 4	$ 102	7%	$ 75	10/22/2014
Promissory note 5	$ 879	7%	$ 52	11/24/2014
Promissory note 6	$ 972	7%	$ 85	7/25/2014
Total	$ 32,954		$ 2,212	

8. RELATED PARTY – Promissory Note (CONTINUED)

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 and an additional amount of $6,100 during the quarter ended March 31, 2013. The Notes bear an interest rate of 7% per annum and are unsecured.

Note		Principal	Rate		Accured interest	Maturity
Promissory note 1	$	234	7%	$	13	12/5/2014
Promissory note 2	$	170	7%	$	10	11/18/2014
Promissory note 3	$	4,100	7%	$	187	2/5/2015
Promissory note 4	$	2,000	7%	$	91	2/7/2015
Total	$	6,504		$	301	

The Company obtained short-term cash flow from a related party in the form of two demand Notes Payable in the aggregate amount of $18,000 during the quarter ended March 31, 2013. The Notes bear an interest rate of 7% per annum and are unsecured.

Note		Principal	Rate	Accured interest	Maturity
Promissory note1	$	8,000	7%	302	3/18/2015
Promissory note 2	$	10,000	7%	426	2/21/2013
Total	$	18,000		728	

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 September 30, 2013 and December 31, 2012 was $11,321 and $11,321, respectively. Besides, as stated in Note 10, the Company 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 September 30, 2013 and December 31, 2012 was $3,600 and $3,600, respectively. In addition, there was a charge for cleanup of premises in the amount of $325 accrued for the period ended September 30, 2013. The Company has an agreement with an outside consultant, a related party. Amounts paid to the related party during the periods ended September 30, 2013 and June 30, 2012 was $2,175 and $12,000 respectively. Amounts accrued, but not yet paid as due to related party at June 30, 2013 and December 31, 2012 was $11,825 and $ 2,000, respectively.

9. 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. This MoU expired December 31, 2011.

9. MEMORANDUM OF UNDERSTANDING (CONTINUED)

On February 6, 2012, the Company signed a “Developers License Agreement” with AMCANCO, LLC (“AMCANCO”), a limited liability corporation organized and existing in Massachusetts. AMANCO has agreed to use its resources and interest to develop renewable energy projects utilizing the Company’s generator set technology. This agreement essentially replaces the MoU with Turning Mills, LLC. As of this date, there have been no substantive developments.

10. 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 is responsible for utilities used at this facility. The Company no longer occupies the space as of December 31, 2012.

Financing Agreements

On June 5, 2013, the Company signed a “Term Sheet” with a venture capital group, outlining the equity financing arrangement the companies have agreed on. On August 7, 2013, the Company signed an “Investment Agreement” with that venture capital group which details and supersedes the “Term Sheet” financing arrangement. The “Investment Agreement” calls for the Company to make available to the venture capital group for purchase up to $3,000,000 in a “Registered Direct Offering” of the Company’s common stock at 80% of market price under certain conditions. The Company must prepare a stock registration statement that is declared “effective” by the Securities and Exchange Commission. The Company must pay for the document preparation fees as well as issue 5% of the offering amount in newly issued stock representing a commitment fee upon execution of the term sheet. As partial fulfillment of the commitment fee, the Company issued 441,177 shares at $0.068 per share for a total value of $30,000 on June 27, 2013. The Company issued the balance of the commitment shares totaling 1,764,707 shares at $0.068 per share for a total value of $120,000. These shares were issued on July 2, 2013.

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.

11. SUBSEQUENT EVENTS

On October 14, 2013, the Company issued 60,000 shares with a fair value of $6,000.00 ($0.10/sh.) to a firm for public and investor relation services. This public/investor relations agreement begins on October 1, and lasts through December 31, 2013.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company is a development stage company and has experienced losses since its inception. The Company's independent auditors have issued a report raising a substantial doubt about the Company's ability to continue as a going concern. The Company has not established a revenue source since inception. The only source of cash has been capital invested by shareholders and the Company has had no sales nor received revenues since inception through September 30, 2013.

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 units 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 unaudited financial statements as of September 30, 2013 and 2012, 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 customers 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 71,535,166 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 71,535,166 shares of Common Stock by the holders thereof. The Company's registration statement has been declared effective by the Securities and Exchange Commission on June 12, 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.

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

Results of Operations - The nine months ended September 30, 2013 compared to the nine months ended September 30, 2012:

Revenues

Powerdyne International, Inc. did not generate revenues during the nine months ended September 30, 2013 and 2012.

Operating expenses

During the nine months ended September 30, 2013 and 2012, total operating expenses were $265,620 and $83,479, respectively. The increase related to the selling, general and administrative expenses was approximately $182,000. This increase resulted primarily from the increase in non-employee stock compensation of approximately $145,000, an increase in legal and accounting of $27,000, an increase in public relations and promotion of $$6,000 and an increase of $5,000 in interest expense.

Net loss

During the nine months ended September 30, 2013 and 2012, the net loss was $265,620 and $73,479, respectively.

Liquidity and Capital Resources

As of September 30, 2013 and December 31, 2012, Powerdyne International, Inc. had a working capital deficit of $291,539 and $186,047, respectively. For the nine months ended September 30, 2013, Powerdyne International, Inc. had approximately $14,000 increase in cash. The cash used in operations of approximately $85,000 was primarily due to net loss from operations of $265,620 less non-cash adjustments to net operating cash flows of approximately $10,000 of depreciation, 150,000 in stock compensation and the increase of accrued but unpaid expenses of approximately $13,000 and the increase of approximately $7,000 in due to related party and a decrease of approximately $1,000 in tax payable. Of the total cash provided by financing activities of approximately $99,000, $0 was used to purchase equipment and the remaining amount for working capital and operating activities.

For the period from February 2, 2010 (inception) to September 30, 2013, Powerdyne International Inc. had approximately $14,500 of net cash increase. The cash used in operations of approximately $454,000 was primarily due to net loss from operations of $1,445,651 less non-cash adjustments to net operating cash flows of approximately $640,000 of employee and non-employee stock compensation, $27,000 of depreciation, and approximately $161,000 of accrued but unpaid expenses and approximately $13,000 of expenses due to related parties that have yet to be paid.. Of the total cash provided by financing activities of approximately $751,000, approximately $133,000 was used to purchase equipment and the 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 September 30, 2013 and December 31, 2012, the carrying value of certain financial instruments such as accounts receivable, accounts payable, notes payable-related parties, 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

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2010-19 ("ASU 2010-19"), *New and Enhanced Disclosures about Fair Value Measurements*. ASU 2010-06 provides amendments to FASB ASC 820-10 that requires new fair value disclosures and clarifies existing fair value disclosures required under FASB ASC 820-10. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for certain disclosures about purchases, sales, issuances, and settlements in the roll forward activity in Level 3 fair value measurements. Those disclosures are effective now. The adoption of the new provisions within ASU 2010-19 did not have a material impact on our consolidated financial position, results of operations, cash flows, or disclosures.

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 September 30, 2013 and December 31, 2012, the carrying value of certain financial instruments such as accounts receivable, accounts payable, notes payable-related parties, accrued expenses, and amounts due to/from related party approximates fair value due to the short-term nature of such instruments.

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PART II

ITEM 1. LEGAL PROCEEDINGS

There are no pending, threatened or actual legal proceedings in which the Company or any subsidiary is a party in amounts over $10,000. The Company is involved with a former employee for claims of expenses for approximately $6,500.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On December 11, 2010, the Company issued 4,000,000 shares of its common stock in addition to the then outstanding 1,000,000 shares of common stock. As part of the change in control effected on December 13, 2010, the Company issued 200,000,000 shares of common stock to the following shareholders in the following amounts:

Dale P. Euga	188,000,000
Arthur M. Read, II	12,000,000

On February 7, 2011, Mr. Euga contributed back to the Company 84,526,666 shares of his 188,000,000 common stock without remuneration.

Subsequent to the contribution of such shares and ending June 30, 2011, the Company issued 68,526,666 shares to officers, directors, and private investors pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended, as transactions by an issuer not involving any public offering, as follows:

Edwin S. Barton, II	6,833,333
Stephen L. Caromile	6,000,000
Linda H. Madison	1,000,000
Eric Foster	18,000,000
57 Investors	37,193,333

Between August 8 and August 22, 2011 the Company issued 2,000,000 shares to six investors pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended, as transactions by an issuer not involving any public offering,

For the period ended June 30, 2012, the Company raised $29,000 from stockholder subscription agreements for the purchase of 966,667 shares of common stock. In addition, during the period ended June 30, 2012, 500,000 shares were issued to a consultant as compensation for services rendered.

During the period ended September 30, 2013, 1,764,707 shares were issued to a lender as partial consideration for entering into an Investment Agreement with the Company. The Company valued the stock at $0.068 per share for a total valuation of $120,000.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of the security holders during the quarter covered by this report.

ITEM 5. OTHER INFORMATION

(a) Not applicable.
(b) Item 407(c)(3) of Regulation S-K:

During the quarter covered by this Report, there have not been any material changes to the procedures by which security holders may recommend nominees to the Board of Directors.

ITEM 6. EXHIBITS

(a) Exhibits

31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements 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.

By: /s/ Dale P. Euga
President and Principal executive officer

Dated: November 19, 2013

By: /s/ Linda H. Madison
Principal financial officer

Dated: November 19, 2013

EXHIBIT 31.1
CERTIFICATION PURSUANT TO SECTION 302

I, Dale P. Euga, certify that:

1. I have reviewed this Form 10-Q 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 known 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 the 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 the 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 persons 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: November 19, 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-Q 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 known 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 the 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 the 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 persons 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: November 19, 2013

/s/ Linda H. Madison
Chief Financial 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 Powerdyne International, Inc. (the "Company"), hereby certify to my knowledge that:

The Report on Form 10-Q for the period ended June 30, 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: November 19, 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 Powerdyne International, Inc. (the "Company"), hereby certify to my knowledge that:

The Report on Form 10-Q for the period ended June 30, 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: November 19, 2013

/s/ Linda H. Madison
Chief Accounting Officer