

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, 2016

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

(State or other jurisdiction of
incorporation or organization)

20-5572576

(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

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

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, 2016
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Common Stock, par value \$0.0001	Shares 1,527,930,584
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

**POWERDYNE INTERNATIONAL, INC.
CONDENSED BALANCE SHEETS**

	<u>September 30,</u> <u>2016</u>	<u>December 31,</u> <u>2015</u>
	<u>(unaudited)</u>	
ASSETS		
Current Assets:		
Cash	\$ 133	\$ 1,922
Accounts receivable	224	-
Advances to stockholder	-	11,321
Total current assets	<u>357</u>	<u>13,243</u>
Property and Equipment		
Property and equipment, net	<u>69,089</u>	<u>79,031</u>
Total Assets	<u>\$ 69,446</u>	<u>\$ 92,274</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 132,182	\$ 68,877
Due to related parties	25,000	25,000
Notes payable-related parties	263,147	371,605
Income tax payable	500	500
Total Current Liabilities	<u>420,829</u>	<u>465,982</u>
Long Term Liabilities		
Notes payable-related parties	<u>137,663</u>	<u>-</u>
Total Long Term Liabilities	<u>137,663</u>	<u>-</u>
Total Liabilities	<u>558,492</u>	<u>465,982</u>
Stockholders' Deficit:		
Common stock; \$0.0001 par value; 2,000,000,000 shares authorized, 1,527,930,584 shares issued and outstanding as of September 30, 2016 and 1,379,430,584 shares issued and outstanding as of December 31, 2015	152,793	137,943
Additional paid-in capital	2,693,266	2,678,066
Accumulated deficit	(3,335,105)	(3,189,717)
Total Stockholders' Deficit	<u>(489,045)</u>	<u>(373,708)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 69,446</u>	<u>\$ 92,274</u>

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

POWERDYNE INTERNATIONAL, INC.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended September 30, 2016	For the three months ended September 30, 2015	For the nine months ended September 30, 2016	For the nine months ended September 30, 2015
Revenues	\$ 224	\$ 470	\$ 488	\$ 470
Cost of revenues	-	-	-	-
Gross profit	224	470	488	470
Operating expenses	21,127	201,735	145,876	350,773
Loss from operations	(20,903)	(201,265)	(145,388)	(350,303)
Other (Income) Expense				
Derivative expense	-	-	-	43,877
Change in fair value of derivative	-	(2,518)	-	(50,345)
Amortization of debt discount	-	5,000	-	138,260
Total Other (Income) Expense	-	2,482	-	131,792
Income (loss) before income tax expense	(20,903)	(203,747)	(145,388)	(482,095)
Income tax (income) expense	-	875	-	419
Net income (loss)	\$ (20,903)	\$ (204,622)	\$ (145,388)	\$ (482,514)
Basic and diluted loss per common share	(0)	(0)	(0)	(0)
Basic and diluted weighted average common shares outstanding	1,513,928,759	1,287,787,652	1,527,930,584	822,683,837

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

POWERDYNE INTERNATIONAL, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the nine months ended September 30, 2016 <u>(unaudited)</u>	For the nine months ended September 30, 2015 <u>(unaudited)</u>
Operating Activities:		
Net income (loss)	\$ (145,388)	\$ (482,514)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	9,942	7,604
Bad Debt expense	11,321	-
Common stock issued for service and stock compensation	30,050	139,800
Derivative and interest expense	-	56,764
Change in FV of derivatives	-	(50,345)
Amortization of debt discounts	-	138,260
Changes in operating assets and liabilities:		
Accounts receivable	(224)	(470)
Other receivable	-	(673)
Accrued expenses	63,305	(3,297)
Due to related party	-	(8,425)
Taxes payable	-	(956)
Net cash used in operating activities	<u>(30,994)</u>	<u>(204,252)</u>
Investing Activities:		
Purchase of property and equipment	-	(39,544)
Net cash used in investing activities	<u>-</u>	<u>(39,544)</u>
Financing Activities:		
Principal paid on Notes payable related parties	-	(1,899)
Proceeds from Notes payable	-	26,500
Proceeds from Notes payable related parties	29,205	228,000
Net cash provided by financing activities	<u>29,205</u>	<u>252,601</u>
Net increase (decrease) in cash	(1,789)	8,805
Cash, beginning of period	1,922	2,265
Cash, end of period	<u>\$ 133</u>	<u>\$ 11,070</u>
Non-cash investing and financing activities:		
Common stock issued in settlement for debt	\$ 14,850	\$ 199,761
Settlement of derivative liability through conversion of notes payable.	\$ -	\$ 454,267
Supplemental disclosure if cash flow information		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ 1,375

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

POWERDYNE INTERNATIONAL, INC.
NOTES TO UNAUDITED 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 corporation.

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.

In 2014, Powerdyne International, Inc. filed an amendment to its Articles of Incorporation which increased the authorized capital stock to 550,000,000 common shares, par value \$0.0001 per share.

On January 26, 2015, Powerdyne International, Inc. filed an amendment to its Articles of Incorporation which increased the authorized capital stock to 2,020,000,000 shares consisting of 2,000,000,000 common shares, par value \$0.0001 per share and 20,000,000 shares which may be designated as common or preferred stock, par value \$0.0001 per share.

In March 2014 Company began production and distribution of completely packaged independent electrical generator units that run on environmentally-friendly fuel sources, such as natural gas and propane.

2. REVERSE MERGER ACCOUNTING

On February 7, 2011, Greenmark Acquisition Corporation, which was a publicly held Delaware corporation, 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 was accounted for as a reverse-merger, and recapitalization in accordance with generally accepted accounting principles in the United States (“GAAP”). Powerdyne, Inc. was the acquirer for financial reporting purposes and the Company was 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 were 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.

3. BASIS OF PRESENTATION

The accompanying unaudited condensed 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. Accordingly, certain information and footnote disclosures, normally included in financial statements prepared in accordance with generally accepted accounting principles, have been condensed or omitted pursuant to such rules and regulations. The statements presented as of September 30, 2016 and for the three and nine months ended September 30, 2016 and 2015 are unaudited. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of the financial statements have been included.

POWERDYNE INTERNATIONAL, INC.
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

Certain information and footnote disclosure normally included in financial statements in accordance with generally accepted accounting principles have been omitted pursuant to the rules of the United States Securities and Exchange Commission (“SEC”). These unaudited financial statements should be read in conjunction with our audited financial statements and accompanying notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015 filed on April 14, 2016.

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.

Going Concern

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. The Company has not generated significant revenues from its principal operations, and there is no assurance of future revenues. As of September 30, 2016, the Company had an accumulated deficit of \$3,335,105. The Company’s continuation as a going concern is dependent on its ability to generate sufficient cash flows from operations to meet its obligations and/or obtaining additional financing from its members or other sources, as may be required.

The Company’s activities will necessitate significant uses of working capital beyond September 30, 2016. 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.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern; however, the above condition raises substantial doubt about the Company’s ability to do so. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result should the Company be unable to continue as a going concern.

Use of Estimates

In preparing these audited 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.

POWERDYNE INTERNATIONAL, INC.
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

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, accounts payable and accrued liabilities, advances to stockholders, notes payable and convertible debt. The estimated fair value of cash, accounts payable and accrued liabilities, advances to stockholders, and notes payable approximates its carrying amount due to the short maturity of these instruments. The recognition of the derivative values of convertible debt are based on the weighted-average Black-Scholes option pricing model.

Revenue recognition

The Company recognizes its revenue in accordance with ASC Topic 605, "*Revenue Recognition*", upon the delivery of its products when: (1) delivery has occurred or services rendered; (2) persuasive evidence of an arrangement exists; (3) there are no continuing obligations to the customer; and (4) the collection of related accounts receivable is probable.

Cash

The Company considers all highly-liquid investments with maturities of three months or less when purchased to be cash equivalents. The Company did not have any cash equivalents as of September 30, 2016 and December 31, 2015, respectively.

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 equipment is depreciated over 10 years on a straight-line basis. Depreciation expense for the nine months ended September 30, 2016 and 2015 was \$9,942 and \$7,604, respectively.

Derivatives and Hedging

In April 2008, the FASB issued a pronouncement that provides guidance on determining what types of instruments or embedded features in an instrument held by a reporting entity can be considered indexed to its own stock for the purpose of evaluating the first criteria of the scope exception in the pronouncement on accounting for derivatives.

This pronouncement was effective for financial statements issued for fiscal years beginning after December 15, 2008. The adoption of these requirements can affect the accounting for many convertible instruments with provisions that protect holders from a decline in the stock price. Each reporting period, the Company evaluates whether convertible debt to acquire stock of the Company contain provisions that protect holders from declines in the stock price or otherwise could result in modification of the exercise price under the respective convertible debt agreements. The Company determined that the conversion features in the convertible notes issued during the second, third, and fourth quarters of 2014, contained such provisions and recorded such instruments as derivative liabilities.

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.

POWERDYNE INTERNATIONAL, INC.
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

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.

The Company believes that its income tax filing positions and deductions will be sustained on audit and does not anticipate any adjustments that will result in a material change to its 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. The Company’s policy for recording interest and penalties associated with income-based tax audits is to record such items as a component of income taxes.

The Company’s tax provision is determined using an estimate of its 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 the Company updates its estimate of the annual effective tax rate, and if its estimated tax rate changes, we make a cumulative adjustment. Income taxes payable as of September 30, 2016 and December 31, 2015 were \$500 and \$500, respectively.

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, 2016 and December 31, 2015, there were no outstanding dilutive securities.

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

	Nine months ended September 30, 2016	Nine months ended September 30, 2015	Three months ended September 30, 2016	Three months ended September 30, 2015
(Income) Loss available for common shareholder	\$ (145,388)	\$ (482,514)	\$ (20,904)	\$ (204,622)
Basic and fully diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding - basic and diluted	1,527,930,584	822,683,837	1,513,928,759	1,287,787,652

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.

POWERDYNE INTERNATIONAL, INC.
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

5. PROPERTY AND EQUIPMENT - NET

Equipment consists of the following as of September 30, 2016 and December 31, 2015:

	September 30,	December 31,
	2016	2015
Machinery and equipment	\$ 171,043	\$ 171,043
Less impairment of equipment	(38,484)	(38,484)
	<u>132,559</u>	<u>132,559</u>
Less accumulated depreciation	(63,470)	(53,528)
	<u><u>\$ 69,089</u></u>	<u><u>\$ 79,031</u></u>

Equipment is stated at cost and depreciated on a straight-line basis over the assets' estimated useful lives: machinery and equipment 10 years. Total depreciation expense for the periods ended September 30, 2016 and 2015 was \$9,942 and \$7,604, respectively.

6. LEASE

On March 11, 2015 the Company finalized its negotiations with Farmacia Brisas del Mar, a corporation organized under the laws of Puerto Rico (the "Lessee"), and the Company and the Lessee have entered into a five-year contract to lease power generating equipment to Lessee based upon power consumption. In addition, the custom designed system will also provide cogeneration capabilities with the addition of chillers to support the air conditioning demands. The agreement provides for a payment to the Company of a monthly fee equal to the greater of a set monthly base rate or a monthly base rate plus an additional amount based on kilowatt wattage. The agreement provides for termination by the Company only in the event of nonperformance by the Lessee unless Lessee pays all payments due for the remainder of the term. The agreement contains representation and warranties, default provisions and indemnification provisions typical for agreements of this type.

7. COMMON STOCK

Stock issued for services

On January 19, 2016 the Company issued 3,000,000 shares to a consultant as compensation for services rendered. The Company valued the stock at \$0.0003, for a total of \$900.

On January 19, 2016 the Company issued 500,000 shares to a consultant as compensation for services rendered. The Company valued the stock at \$0.0003, for a total of \$150.

On January 25, 2016 the Company issued 30,000,000 shares to stockholder as compensation for services rendered. The Company valued the stock at \$0.0002, for a total of 6,000.

On January 25, 2016 the Company issued 75,000,000 shares to stockholder as compensation for services rendered. The Company valued the stock at \$0.0002, for a total of \$15,000.

On January 25, 2016 the Company issued 40,000,000 shares to a consultant as compensation for services rendered. The Company valued the stock at \$0.0002, for a total of \$8,000.

8. RELATED PARTY – Promissory Note

The Company obtained short-term financing from five different related parties from 2012 through September 30, 2016. As of September 30, 2016, 82.61% of the short-term financing is from one related party. The accrued interest payable to such related party is \$39,109. The following are breakdowns for the promissory notes issued to these five different related parties.

POWERDYNE INTERNATIONAL, INC.
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

The Company obtained short-term cash flow from a related party in the form of three demand notes in the aggregate principal amount of \$10,000 which have been outstanding since the year ended December 31, 2012. Two notes were amended and extended during 2014, and one note was amended and extended during the quarter ended September 30, 2015, changing the maturity date to one year later than what was on original notes. Note 1 was amended and extended during the quarter ended September 30, 2016, changing the maturity date to two years later than what was on original note. The notes bear an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accrued interest		Maturity
			9/30/16	12/31/15	
Promissory note 1	\$ 6,000	7%	\$ 1,710	\$ 1,395	9/4/2018
Promissory note 2	\$ 2,000	7%	\$ 559	\$ 454	10/1/2017
Promissory note 3	\$ 2,000	7%	\$ 535	\$ 430	12/3/2017
Total	\$ 10,000		\$ 2,804	\$ 2,279	

The Company obtained short-term cash flow from a related party in the form of nine demand notes in the aggregate principal amount of \$70,953 during the period from 2012 through December 31, 2014. During the quarters ended September 30, 2015, June 30, 2015 and March 31, 2015 the Company borrowed \$53,000, \$115,000 and \$60,000, respectively, in the form of eight demand notes. The Company repaid the principal amount of \$453 during the year ended December 31, 2014, and \$1,199 during the quarter ended March 31, 2015, and \$700 during the quarter ended June 30, 2015. Notes 1 through 6 were amended and extended during 2014, changing the maturity date to one year later than what was on original notes. Notes 1 and 6 were amended again during the quarter ended September 30, 2015, changing the maturity date to one year later than what was on original notes. Note 7 was amended during the quarter ended June 30, 2016, changing the maturity date to one year later than what was on original note. Notes 1 and 6 were amended during the quarter ended September 30, 2016, changing the maturity dates to two years later than what was on original notes. The notes bear an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accrued interest		Maturity
			9/30/16	12/31/15	
Promissory note 1	\$ 5,000	7%	\$ 1,434	\$ 1,171	7/25/2018
Promissory note 2	\$ 11,000	7%	\$ 3,034	\$ 2,456	10/22/2017
Promissory note 3	\$ 15,000	7%	\$ 4,042	\$ 3,254	11/24/2017
Promissory note 4	\$ 102	7%	\$ 28	\$ 23	10/22/2017
Promissory note 5	\$ 879	7%	\$ 237	\$ 191	11/24/2017
Promissory note 6	\$ 973	7%	\$ 279	\$ 228	7/25/2018
Promissory note 7	\$ 22,147	7%	\$ 3,914	\$ 2,750	5/4/2017
Promissory note 8	\$ 7,000	7%	\$ 886	\$ 518	12/11/2016
Promissory note 9	\$ 6,000	7%	\$ 747	\$ 432	12/22/2016
Promissory note 10	\$ 25,000	7%	\$ 3,030	\$ 1,716	1/8/2017
Promissory note 11	\$ 35,000	7%	\$ 4,054	\$ 2,215	2/5/2017
Promissory note 12	\$ 40,000	7%	\$ 4,158	\$ 2,056	4/8/2017
Promissory note 13	\$ 30,000	7%	\$ 2,963	\$ 1,387	5/5/2017
Promissory note 14	\$ 45,000	7%	\$ 4,013	\$ 1,648	6/24/2017
Promissory note 15	\$ 25,000	7%	\$ 2,066	\$ 753	7/28/2017
Promissory note 16	\$ 15,000	7%	\$ 1,174	\$ 385	8/20/2017
Promissory note 17	\$ 13,000	7%	\$ 937	\$ 254	9/21/2017
Promissory note 18	\$ 5,000	7%	\$ 351	\$ 88	10/13/2017
Promissory note 19	\$ 10,000	7%	\$ 646	\$ 121	10/30/2017
Promissory note 20	\$ 3,000	7%	\$ 167	\$ 10	12/15/2017
Promissory note 21	\$ 17,000	7%	\$ 949	\$ 55	12/15/2017
Total	\$ 331,101		\$ 39,109	\$ 21,711	

POWERDYNE INTERNATIONAL, INC.
NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS

The Company obtained short-term cash flow from a related party in the form of four demand notes in the aggregate principal amount of \$6,504 during the period from 2012 through March 31, 2013, one demand note in the principal amount of \$1,780 during the quarter ended March 31, 2016, and one demand note in the amount of \$1,125 during the quarter ended June 30, 2016. Notes 1 and 2 were amended and extended during 2014, changing the maturity date to one year later than what was on original notes. Notes 3 and 4 were amended and extended during the quarter ended March 31, 2015, changing the maturity date to one year later than what was on original notes, and then amended and extended during the quarter ended March 31, 2016 changing the maturity date to two years later than what was on amended notes. The notes bear an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accrued interest		Maturity
			9/30/16	12/31/15	
Promissory note 1	\$ 234	7%	\$ 62	\$ 50	12/5/2017
Promissory note 2	\$ 170	7%	\$ 46	\$ 37	11/18/2017
Promissory note 3	\$ 4,100	7%	\$ 1,048	\$ 833	2/5/2018
Promissory note 4	\$ 2,000	7%	\$ 511	\$ 405	2/7/2018
Promissory note 5	\$ 1,780	7%	\$ 63	\$ -	3/29/2018
Promissory note 6	\$ 1,125	7%	\$ 20	\$ -	6/30/2018
Total	\$ 9,409		\$ 1,750	\$ 1,325	

The Company obtained short-term cash flow from a related party in the form of two demand notes in the aggregate principal amount of \$18,000 during the year of 2013. Both notes were amended and extended during the quarter ended March 31, 2015, changing the maturity date to one year later than what was on original notes, and amended and extended during the quarter ended March 31, 2016 changing the maturity date to two years later than what was on amended notes. The notes bear an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accrued interest		Maturity
			9/30/16	12/31/15	
Promissory note 1	\$ 10,000	7%	\$ 2,526	\$ 2,000	2/21/2018
Promissory note 2	\$ 8,000	7%	\$ 1,982	\$ 1,562	3/18/2018
Total	\$ 18,000		\$ 4,508	\$ 3,562	

The Company obtained short-term cash flow from a related party in the form of one demand note in the principal amount of \$6,000 during the year of 2014, three demand notes in the aggregate principal amount of \$9,700 during the quarter ended March 31, 2016, one demand note in the principal amount of \$11,500 during the quarter ended June 30, 2016, and one demand note in the principal amount of \$5,100 during the quarter ended September 30, 2016. The notes bears an interest rate of 7% per annum and is unsecured.

Note	Principal	Rate	Accrued interest		Maturity
			9/30/16	12/31/15	
Promissory note 1	\$ 6,000	7%	\$ 906	\$ 590	8/6/2018
Promissory note 2	\$ 2,500	7%	\$ 130	\$ -	1/4/2018
Promissory note 3	\$ 4,200	7%	\$ 168	\$ -	2/5/2018
Promissory note 4	\$ 3,000	7%	\$ 112	\$ -	3/20/2018
Promissory note 5	\$ 11,500	7%	\$ 203	\$ -	6/30/2018
Promissory note 6	\$ 5,100	7%	\$ 53	\$ -	8/8/2018
Total	\$ 32,300		\$ 1,571	\$ 590	

During the nine months ended September 30, 2016 the total amount of related party loan proceeds was \$29,205. The total interest accrued on related party loans at September 30, 2016 and December 31, 2015 was \$49,742 and \$29,467, respectively.

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, 2016 and December 31, 2015 was \$-0- and \$11,321, respectively. Amounts accrued, but not yet paid as due to related party at September 30, 2016 and December 31, 2015 was \$25,000 and \$25,000, respectively.

10. COMMITMENTS AND CONTINGENCIES

Litigation

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

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

The following discussion and analysis is intended as a review of significant factors affecting our financial condition and results of operations for the periods indicated. The discussion should be read in conjunction with our consolidated financial statements and the notes presented herein and the financial statements and the other information set forth in our Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission on April 14, 2016. In addition to historical information, the following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results could differ significantly from those anticipated in these forward-looking statements as a result of certain factors discussed herein and any other periodic reports filed and to be filed with the Securities and Exchange Commission.

We have experienced losses since our inception. Our independent auditors have issued a report raising a substantial doubt about our ability to continue as a going concern. We have only entered into one agreement for the leasing of our equipment to date and have derived minimal revenue from such agreement. Our sources of cash to date have been capital invested by shareholders and venture capital investors/lenders. Our only revenue, \$1,240, has come from our one equipment lease agreement.

The basis of our overall business is founded on our ability to produce electrical power using state-of-the-art technology to power electrical generation equipment to produce electricity at a lower cost than the existing means of producing or providing primary electric power in its target markets. We expect that the difference between our cost to produce electrical power and the current billing rate of existing local utility providers will present savings for our customers and revenue opportunity for us.

Our business is to install and maintain, own and operate electrical power generation equipment ("gensets") at client locations. We will own and maintain the equipment to be installed with the customer who will use it to produce its own electrical power. Our products are intended to be portable, easy-to-use units that can be conveniently deployed 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.

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, 2016 compared to the nine months ended September 30, 2015:

Revenues

Powerdyne International, Inc. did generate minimal revenues of \$488 during the nine months ended September 30, 2016, and did generate revenues of \$470 during the nine months ended September 30, 2015.

Total Operating Expenses

During the three months ended September 30, 2016, total operating expenses decreased 89.98% to \$21,127 from \$210,265 for the three months ended September 30, 2015. During the nine months ended September 30, 2016, total operating expenses decreased 58.41% to \$145,876 from \$350,773 for the nine months ended September 30, 2015. The decrease from the nine months ended September 30, 2015 to the nine months ended September 30, 2016 is related primarily decreases of \$17,484 in salaries and wages, \$14,367 in outside sales consultant, \$3,722 in payroll tax expense, \$4,506 in freight and delivery, \$5,560 in filing fees, \$4,220 in stock registration fees, \$2,500 in venture capital finders' fees, \$20,428 in legal and accounting, \$3,950 in permit fees, \$4,400 in PR and promotion, \$12,875 in materials and supplies, and \$3,360 in travel expenses, \$122,500 in non-employee stock compensation, \$43,877 in derivative expense, and \$138,260 in amortization of debt discounts, offset by increases of \$1,760 in consulting fees, \$7,388 in interest expense, \$11,321 in bad debt expense, \$2,338 in depreciation expense, and \$50,345 in change in FV of derivatives.

Net loss

During the nine months ended September 30, 2016, the net loss decreased 69.87% to (\$145,876) from (\$482,984) for the nine months ended September 30, 2015. The decrease in net loss was a result of a decrease in other expenses which included amortization of debt expense, and derivative expense from the notes issued to investors and change in fair value of derivatives related to the note issuances.

Liquidity and Capital Resources

As of September 30, 2016 and December 31, 2015, we had working capital deficits of (\$420,472) and (\$452,739), respectively and an accumulated deficit of \$3,335,105. Our continuation as a going concern is dependent on our ability to generate sufficient cash flows from operations to meet our obligations and/or obtaining additional financing as may be required. To date, we have generated minimal revenue from operations. We have experienced losses since our inception. Our independent auditors have issued a report raising a substantial doubt about our ability to continue as a going concern. Our sources of cash to date have primarily been capital invested by shareholders and venture capital investors/lenders. Our only revenue, \$488, has come from our one equipment lease agreement. For the nine months ended September 30, 2016, we had a \$1,789 decrease in net cash. The cash used in operations of (\$30,994) was primarily due to net loss from operations of \$145,388 plus non-cash expenses of \$9,942 of depreciation, \$11,321 of bad debt expense, \$30,050 of common stock issued for services and stock compensation, \$224 increase in accounts receivable, and a \$63,305 increase in accrued expenses. The total cash provided by financing activities of \$29,205 was due to of proceeds of notes payable to related parties.

We currently owe \$400,810 (exclusive of interest) under notes due to related parties, of which \$13,000 is due December 2016, \$25,000 is due January 2017, \$35,000 is due February 2017, \$40,000 is due April 2017, \$52,147 is due May 2017, \$45,000 is due June 2017, \$25,000 is due July 2017, \$15,000 is due August 2017, \$13,000 is due September 2017, \$28,102 is due October 2017, \$16,049 is due November 2017, \$22,234 is due December 2017, \$2,500 is due January 2018, \$20,300 is due February 2018, \$12,780 is due March 2018, \$12,625 is due June 2018, \$5,973 is due July 2018, \$11,100 is due August 2018, and \$6,000 is due September 2018. Unless the note holders of currently due notes, convert their notes to stock, we will need to raise additional funds to repay our notes that are currently due. There can be no assurance that we will have the requisite funding to repay these loans when due.

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, 2016 and December 31, 2015, 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.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable to smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2016. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of September 30, 2016, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were not effective at the reasonable assurance level due to the insufficient controls over timely financial statement preparation and review as well as over the preparation and review around accounting for certain complex transactions.

The design of monitoring controls used to assess the design and operating effectiveness of our internal controls is inadequate. We also do not have an adequate internal process to report deficiencies in internal control to management on a timely basis.

Changes in Internal Control over Financial Reporting

We continue to make progress towards remediating the material weaknesses in our internal control over financial reporting. The actions taken include, amongst others, (i) installing a new accounting system which allows us to implement appropriate procedures and processes necessary for adequate controls (ii) implementing month end and period end closing procedures and review processes for key aspects of our financial reporting process, (iii) designing, documenting and implementing policies and procedures; and (iv) instituting formal procedures for accounting for options.

No other changes in our internal control over financial reporting occurred during the quarter ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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.

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

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

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.

Dated: November 21, 2016

By: /s/ James F. O'Rourke
Chief Executive Officer
(Principal Executive Officer)

Dated: November 21, 2016

By: /s/ Linda H. Madison
Chief Financial Officer
(Principal Accounting Officer)

CERTIFICATION PURSUANT TO SECTION 302

I, James F. O'Rourke, 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 of internal control over financial reporting 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 21, 2016

/s/ James F. O'Rourke
Chief Executive Officer

CERTIFICATION PURSUANT TO SECTION 302

I, Linda 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 of internal control over financial reporting, 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 21, 2016

/s/ Linda Madison
Chief Financial Officer and
Principal Accounting Officer

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 chief executive officer of Powerdyne International, Inc. (the "Company"), hereby certify to my knowledge that:

- (1) The Report on Form 10-Q for the quarter ended September 30, 2016 of the Company (the "Report") fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

Date: November 21, 2016

/s/ James F. O'Rourke

Chief Executive Officer

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 chief financial officer and principal accounting officer of Powerdyne International, Inc. (the "Company"), hereby certify to my knowledge that:

- (1) The Report on Form 10-Q for the quarter ended September 30, 2016 of the Company (the "Report") fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

Date: November 21, 2016

/s/ Linda H. Madison

Chief Financial Officer

Principal Accounting Officer