SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2016

☐ 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.)
145 Phenix Avenue Cranston, Rhode Island	02920
(Address of Principal Executive Offices)	(Zip Code)

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

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

Name of each exchange on which registered: None

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

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

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

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

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

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

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

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

The aggregate market value of the registrant's voting and non-voting common equity held by non-affiliates as of June 30, 2016, the last day of the registrant's recently completed second quarter, was approximately $244,019.00, based upon the average bid and asked price of such common equity on that date.

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

Class	Outstanding at December 31, 2016
Common Stock, par value $0.0001	1,527,930,584 shares

Documents incorporated by reference: None.

POWERDYNE INTERNATIONAL, INC.

FORM 10-K

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PART I

Special Note Regarding Forward-Looking Statements

This Annual Report on Form 10-K (this "Annual Report") contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that involve substantial risks and uncertainties. The forward-looking statements are contained principally in Part I, Item 1. "Business," and Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations," but are also contained elsewhere in this Annual Report. In some cases you can identify forward-looking statements by terminology such as "may," "should," "potential," "continue," "expects," "anticipates," "intends," "plans," "believes," "estimates," and similar expressions. These statements are based on our current beliefs, expectations, and assumptions and are subject to a number of risks and uncertainties, many of which are difficult to predict and generally beyond our control, that could cause actual results to differ materially from those expressed, projected or implied in or by the forward-looking statements. There are other factors that may cause our actual results to differ materially from those expressed or implied by our forward-looking statements. As a result of these factors, we cannot assure you that the forward-looking statements in this Annual Report will prove to be accurate. Furthermore, if our forward-looking statements prove to be inaccurate, the inaccuracy may be material. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. We do not undertake any obligation to update any forward-looking statements.

Unless the context requires otherwise, references to "we," "us," "our," and "Powerdyne," refer to Powerdyne International, Inc.

ITEM 1. BUSINESS

Overview

We are a company which provides independent, cost-effective, green electric~~al~~ power through the leasing of electrical generation equipment under the trade name "PDI Power Solutions". On March 11 2015, we entered into one agreement for the leasing of our equipment that has generated $1,240 in revenue to date. Our PDI Power Solution is a customized green power solution which allows a client to operate either independent of the grid (forming his own micro-grid) with the option for cogeneration (CHPC) or to operate while allowing the grid to act as a UPS System (uninterruptable power supply) if he chooses. Each PDI Power Solution is customized to meet our individual client's unique power requirements. This is accomplished by using a modular design approach for the integration of all the components which make up each system. A typical PDI Power Solution is made up of a generator (gaseous), system controller (which allows for remote diagnostics, monitoring and control of a parallel generator system), a modified cooling system, an optional heat exchanger or chiller all packaged in either a weather proof/sound attenuated enclosure. Cogeneration capability CHPC (combination heat/power/cooling) is achieved by adding a closed loop cooling system to the generator~~s~~ with the addition of a heat exchanger and/or chiller. The heat exchanger produces hot water which can be used for heating and/or for preheating water. The chillers provide cooling to support air conditioning or refrigeration needs. PDI Power Solutions are intended to be either stationary or portable power systems ready for rapid global deployment taking only a few hours for installation. These systems can be packaged into modules which will provide as much as 100 megawatts of power.

We intend to acquire all the components needed to make a PDI Power Solution and either have them installed at the generator manufacturer's facility to our specifications or integrated at the client's site. We have developed strategic alliances with both our generator manufacturer and installation contractor to allow assembly of the system's component parts either at the manufacturer's or client's facility.

Our potential customers include a variety of small to medium size manufacturing companies, hotels and commercial enterprises worldwide. In addition our power solutions are ideal for large end users such as seaports, commercial laundries, airports and the like. However, we initially intend to focus our marketing and sales efforts in the Caribbean and California markets, where we believe there is a great need for independent cost effective reliable power. The equipment lease that we recently entered into is for the leasing of a PDI Power Solution~~s~~ in Puerto Rico. Once established in the Caribbean and California, we intend to expand our marketing throughout North America and as we move into other regions in North America we plan to increase the power ratings of the PDI Power Solutions to include multi-megawatt power generating systems.

On March 11, 2015, we entered into our first equipment lease with Farmacia Brisas del Mar, a Puerto Rican corporation (the “Lessee”); the agreement is for a term of five years. The custom designed system will also be able to provide cogeneration capabilities with the addition of chillers to support the customer’s air conditioning needs. The agreement provides for a payment to us 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 only in the event of nonperformance by us 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. In 2016 the terms on the Farmacia Del Mar lease was modified to a monthly payment, based on actual power consumption.

We have a brief history in our current line of business and have experienced losses since our inception. As shown in the financial statements, we have incurred an accumulated deficit of $3,374,003 from inception to December 31, 2016 and our independent registered public accounting firm has issued language in their audit report raising substantial doubt about our ability to continue as a going concern.

Products

Our product (PDI Power Solution) is a self-contained generator powered by a gaseous fueled engine which drives an electrical generator. The unit runs on natural gas, propane or other gaseous fuels; it is compact, lightweight and clean burning. As a result, the units produce low emissions and are energy-efficient.

The basis of our overall business is founded on the ability to produce electrical power using state-of-the-art technology to produce electricity at a lower cost than the existing means of producing or providing primary electric power (Spark Price: the difference between the cost of electricity provided by the utility company and the cost of electricity produced by a PDI Power Solution), 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 a continual revenue stream for us.

The basic PDI Power Solution consists of three active components; a generator, system controller, and paralleling switch gear all mounted onto a common skid. The controller, switch gear and skid are all commercially available from multiple manufacturers built to our specifications. They are custom built to meet both our specifications as well as the customer’s specific power requirements. The PDI Power Solution can also have the option of having cogeneration capabilities of producing a combined heat power and cooling by adding custom integrated chillers and heat exchangers. These components once assembled onto the skid, can be put inside a weather and sound attenuated enclosure for stationary application or slid into a container and then mounted on a set of wheels for mobile and rapid deployment. The modular design approach allows for interchangeable components which allows for any component to be switched out as newer more cost effective technology becomes available. We believe this gives us the competitive advantage of upgrading a PDI Power Solution with new technology at the customer’s facility without replacing the entire system.

Business Model

We plan to develop our business, producing and distributing primary electrical power and cogeneration CHCP capabilities through the PDI Power Solution product offerings, under long term master lease agreements, similar to the one we signed with Farmacia Brisas del Mar, at fixed capacity charge plus a usage charge based on actual power used at a fixed dollars per kilowatt hour ($/kWh). Installation, service and maintenance of the PDI Power Solution are initially being provided through independent contractors, at no cost to the customer.

We intend to provide a viable alternative for local utilities to reduce the demand on the primary grid by using our equipment and power, thereby increasing the limits and capabilities of the primary grid. By using our equipment, we expect that the customer will be able to solve several problems at once. First, expensive and polluting diesel units are replaced with cost-efficient, greener gensets. Second, the customer's cost to produce the electrical power is reduced. Third, savings go directly to the bottom line on a monthly basis, no need to apply for energy credit annually. Fourth, maintenance is provided exclusively by us, thereby allowing the customer to reduce its workforce. Fifth, any tank farms and all other diesel support equipment or infrastructure can be dismantled and removed from the customer's site.

Our History

Our company was incorporated in the State of Delaware in September 2006 and was formerly known as Greenmark Acquisition Corporation ("Greenmark"). On February 7, 2011, Greenmark Acquisition Corporation and Powerdyne, Inc., a Nevada corporation ("Powerdyne Nevada"), merged with Greenmark as the surviving company. Powerdyne Nevada was formed in February 2010 in the State of Nevada and had limited operations until the time of its combination described above. As part of the merger, Greenmark Acquisition Corporation, the surviving entity, changed its name to Powerdyne International, Inc. Prior to the merger, Greenmark did not have any ongoing business or operations and was established for the purpose of completing mergers and acquisitions with a target company, such as Powerdyne Nevada.

The Market

Our market is global and our primary focus is on placing PDI Power Solutions in manufacturing and commercial operations, as well as any other existing independent power generation application that requires high quality, steady electrical power generation. We intend to lease our units based on usage to allow customers to generate electricity on a 24/7 basis. The PDI Power Solution is ideal for any medium to large commercial user wherein electricity can be delivered to the user's location on a cost effective, reliable basis.

Entry into the Market

We plan to enter selected target markets (i.e. the Caribbean and California) based upon the Spark~~s~~ Spread. These markets were selected because we believe they have the greatest potential for immediate acceptability of the PDI Power Solution due to cost and reliability as well as offering the greatest profit potential. Once established, we plan to expand further into the Caribbean and North American markets using the same criteria: Spark Spread and profitability.

Pricing

Our intent is to provide electrical power at a lower price than the current utility companies. The PDI Power Solution pricing is based on the Spark Spread (the difference between the cost of electricity provided by the utility company and the cost of electricity produced by a PDI Power Solution.) Based on this model the PDI Power Solution~~s~~ can typically offer a Spark Price of 15%. If we use the Caribbean as an example with an average electric rate of $0.30/kWh, and a Spark Price of $0.05/kWh, then a client using 150,000 kWh per month would expect to save $90,000 a year using a PDI Power Solution which, in turn, would yield $450,000 in revenue per year for the five year life of the contract.

Employees

We have a total of three (3) executive officers only one of whom, Ms. Madison,is employed on a full time basis and receives a salary. The remaining officers will not receive any compensation until, and if, we raise or procure adequate capital (through operations, financings or otherwise) to pay such compensation.

We expect that we will hire additional personnel as we expand our operations.

Available Information

Additional information about us is contained at our website, *www.powerdyneinternational.com*. Information on our website is not incorporated by reference into and does not form any part of this Annual Report on Form 10-K. We have included our website our address as a factual reference and do not intend it to be an active link to our website. We make available on our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available free of charge through the investor relations page of our internet website as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC as soon as reasonably practicable after those reports are filed with the SEC.

Our phone number is (401) 739-3300 and our facsimile number is (401) 944-4620

ITEM 2. PROPERTIES

Our corporate headquarters are located in a full service office suite located in a building in Cranston, Rhode Island, consisting of approximately 1,000 square feet of office space that we lease on a month-to-month pursuant to a lease agreement with a monthly rent of $500. We believe that our existing facilities are suitable and adequate and that we have sufficient capacity to meet our anticipated needs.

Additional locations may be needed in the future, primarily administrative in nature; however some may also need to be both administrative as well as support field service offices and a warehouse facility for service inventory. The decision to open addition locations will be market driven. Based on the strategic relationships that have developed with our generator suppliers and contractors, we do not see the need for manufacturing space for the foreseeable future.

ITEM 3. LEGAL PROCEEDINGS

Litigation

The Company is not involved in any legal proceedings and is not aware of any threatened or imminent legal proceedings.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

Since our common stock began trading in May of 2013 our common stock has been quoted on the OTC Bulletin Board under the symbol PWDY.

The following table sets forth the range of the high and low sales prices of our common stock for each of the calendar quarters during the years ended December 31, 2016 and December 31, 2015.

OTC Bulletin Board	High	Low
1st Quarter	$ 0.0039	$ 0.0005
2nd Quarter	$ 0.0013	$ 0.0003
3rd Quarter	$ 0.0010	$ 0.0003
4th Quarter	$ 0.0005	$ 0.0003
Year Ended December 31, 2015		
1st Quarter	$ 0.0011	$ 0.0002
2nd Quarter	$ 0.0009	$ 0.0002
3rd Quarter	$ 0.0007	$ 0.0003
Year Ending December 31, 2016		

The last price of our common stock as quoted on the OTC Bulletin Board on April 3, 2017 was $0.0004. As of December 31, 2016 we had approximately 40 stockholders of record.

Dividend Policy

We have never paid nor declared any cash dividends on our common stock to date, and do not anticipate paying such cash dividends in the foreseeable future. Whether we declare and pay dividends is determined by our Board of Directors at their discretion, subject to certain limitations imposed under Delaware corporate law. The timing, amount and form of dividends, if any, will depend on, among other things, our results of operations, financial condition, cash requirements and other factors deemed relevant by our Board of Directors

Equity Compensation Plan Information

Our board of directors adopted the 2014 Stock Option Plan (the "Plan") in 2014 to promote our long-term growth and profitability by (i) providing our key directors, officers and employees with incentives to improve stockholder value and contribute to our growth and financial success and (ii) enable us to attract, retain and reward the best available persons for positions of substantial responsibility. A total of 100,000,000 shares of our common stock have been reserved for issuance upon exercise of options granted pursuant to the Plan. The Plan allows us to grant options to our employees, officers and directors and those of our subsidiaries; provided that only our employees and those of our subsidiaries may receive incentive stock options under the Plan. We have granted a total of 0 shares of stock as of December 31, 2016 under the Plan.

Set forth below is detail with respect to issuances under the Plan.

Plan category	Number of securities issued under equity compensation plan	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders			
Equity compensation plans not approved by security holders			

Total	-0-	-0-	100,000,000

Sale of Unregistered Securities

We did not sell any equity securities during the fiscal year ended December 31, 2016 in transactions that were not registered under the Securities Act of 1933, as amended, other than as previously disclosed in our filings with the Securities and Exchange Commission.

Issuer Purchases of Equity Securities

There were no issuer purchases of equity securities during the fiscal year ended December 31, 2016.

ITEM 6. SELECTED FINANCIAL DATA

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

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

We are an operational company which has 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 not yet derived any revenue from such agreement. Our sources of cash to date have been capital invested by shareholders and venture capital investors/lenders. Our cumulative revenue, $1,240, has come from our one outstanding equipment lease agreement, of which $488 was received during the year ended December 31, 2016 and the remaining $752 was received during the year ended December 31, 2015.

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.

The following discussion contains forward-looking statements, as discussed above. Please see the sections entitled "Forward-Looking Condensed 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 our financial condition and results of operations are based on our audited condensed financial statements as of December 31, 2016 and 2015, which were prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and should be read in conjunction with the audited financial statements and notes thereto for the year ended December 31, 2015 found in this report.

Operations

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

Results of Operations - The year ended December 31, 2016 compared to the year ended December 31, 2015:

Revenues

We generated revenues of $752 during the year ending December 31, 2015 and $488 during the year ending December 31, 2016, respectively.

Operating expenses

During the year ended December 31, 2016 total operating expenses decreased 59.18% to $166,165 from $407,101 for the year ended December 31, 2015. The decrease is related mainly due to a decrease of (i)$25,133 in salaries and wages (ii) $17,409 in outside sales consultant expense, (iii) $7,390 in filing fees(iv) $28,040 in legal and accounting(v) $12,875 in materials and supplies, and (vi) $122,500 in non-employee stock compensation. We also experienced decreases in payroll tax expense, freight and delivery, stock registration fees, internet expense, permit fees, investor relations activities, rent expense, equipment rental, engine fuel, cellphone expense, travel and entertainment expense and depreciation expense. This decrease was offset by increases of $8,209 in interest expense, $11,321 in bad debt expense, $1,804 in machine shop and outside service, and $1,249 in insurance expense.

Net loss

The net loss for the years ended December 31, 2016 and 2015, was $184,286 and $539,060, respectively. The net loss for the year ended December 31, 2016 included loss on sale of equipment of $18,109. The net loss for the year ended December 31, 2015 included amortization of debt expense of $138,260 and derivative expense from the notes issued to investors or $43,877 offset by the change in fair value of derivatives related to the note issuances of ($50,345). The company did not enter into any convertible promissory notes in 2016.

Liquidity and Capital Resources

As of December 31, 2016 and 2015, we had working capital deficits of $477,962 and $452,739 respectively. The decrease in working capital in 2016 of $25,223 resulted primarily from increased operating expenses of $240,936. For the year from December 31, 2015 to December 31, 2016, our cash decreased by $1,850. The cash used by operations of $49,055 was primarily due to net loss from operations of $184,286 less non-cash adjustments to net operating cash flows of $8,626 of depreciation, $11,321 in bad debt expense, $30,050 in stock compensation, $18,109 in loss on sale of equipment, an increase of accrued but unpaid expenses of $66,625, and an increase of taxes payable of $500. The total cash provided by investing activities of $18,000 was due to proceeds from sale of equipment. The total cash provided by financing activities of $29,205 was due to proceeds of notes payable to related parties.

We currently owe principal in the amount of $400,810 (exclusive of interest) under notes due to related parties payable with dues dates and principal amounts as follows:

Maturity Date	Principal
Jan-17	$ 25,000
Feb-17	$ 35,000
Apr-17	$ 40,000
May-17	$ 52,147
Jun-17	$ 45,000
Jul-17	$ 25,000
Aug-17	$ 15,000
Sep-17	$ 13,000
Oct-17	$ 28,102
Nov-17	$ 16,049
Dec-17	$ 22,234
Jan-18	$ 2,500
Feb-18	$ 20,300
Mar-18	$ 12,780
Jun-18	$ 12,625
Jul-18	$ 5,973
Aug-18	$ 11,100
Sep-18	$ 6,000
Dec-18	$ 13,000
Total	$ 400,810

To date, we have generated revenue of $1,240, and there is doubt 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 our financial statements relate to estimate of loss contingencies and accrued other liabilities.

Fair Value of Financial Instruments

ASC 820-10 (formerly SFAS No. 157, *Fair Value Measurements*) requires entities to disclose the fair value of financial instruments, both assets and liabilities recognized and not recognized on the balance sheet, for which it is practicable to estimate fair value. ASC 820-10 defines the fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties. As of December 31, 2016 and 2015, 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*), we evaluate 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, we compare 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. Our 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 our products under development will continue. Either of these could result in future impairment of long-lived assets.

Recently Issued Accounting Pronouncements

In June 2014, the FASB issued ASU 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. ASU 2014-10 eliminates the distinction of a development stage entity and certain related disclosure requirements, including the elimination of inception-to-date information on the statements of operations, cash flows and stockholders' equity. The amendments in ASU 2014-10 will be effective prospectively for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods, however early adoption is permitted. The Company adopted ASU 2014-10 since the quarter ended June 30, 2014, thereby no longer presenting or disclosing any information required by Topic 915.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"). ASU 2014-15, which is effective for annual reporting periods ending after December 15, 2016, extends the responsibility for performing the going-concern assessment to management and contains guidance on how to perform a going-concern assessment and when going-concern disclosures would be required under U.S. GAAP. The Company elected to adopt ASU 2014-15 effective with this financial statement. Management's evaluations regarding the events and conditions that raise substantial doubt regarding the Company's ability to continue as a going concern have been disclosed in this Note 5.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and Report of Independent Registered Accounting Firm for the years ended December 31, 2016 and 2015 are attached to this report.

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

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

ITEM 9A. CONTROLS AND PROCEDURES

We have adopted and maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the reports filed under the Exchange Act, such as this Annual Report on Form 10-K, is collected, recorded, processed, summarized and reported within the time periods specified in the rules of the SEC. Our disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to management to allow timely decisions regarding required disclosure. As required under Exchange Act Rule 13a-15, our management, including our Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this Annual Report on Form 10-K, have concluded that, based on such evaluation, that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports that the Company 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, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

Management's Report of Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15. Our internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act as a process designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements. Management conducted an assessment of our internal control over financial reporting as of December 31, 2016 based on the framework and criteria established by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013). Based on the assessment, management concluded that, as of December 31, 2016, our internal control over financial reporting was not effective based on those criteria.

Our management does not expect that our disclosure controls and procedures and our internal control processes will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of error or fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that the breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

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

Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during our fiscal quarter ended December 31, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

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

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

Our Directors and Officers are as follows:

Name	Age	Position	Year Commenced As An Officer Or Director
James F. O'Rourke	62	Chief Executive Officer and Director	2014
Arthur M. Read, II, Esq.	70	Executive Vice President, General Counsel and Director	2010
John M. Faulhaber	83	Director	2014
Robert C. Hemsen	68	Director	2014
Linda H. Madison	69	Secretary / Treasurer	2011

James F. O'Rourke

James F. O'Rourke serves as Chief Executive Officer and Director of the Company. He attended Lowell Technological Institute. With over thirty-five years' experience in manufacturing from design conception to production as well as in acquisitions, mergers and managing the operational side of startup businesses, Mr. O'Rourke (the Vice Present and General Manager of SatCon Technology Corporation, the Manager of Drive Systems for its Applied Technology business unit and the Manager of its Magmotor business unit) was responsible for SatCon's day-to-day operation and subsequently was instrumental in the formation of SatCon's successor: SatCon Power Systems. Mr. O'Rourke then founded CM Technology (which designs and manufactures custom motors for the automotive, industrial and robotic markets as well as high power rotary uninterruptable power supplies (RUPS) for the distributed generation, industrial, telecommunication, cloud data center and power quality markets). Mr. O'Rourke, who is still actively involved in CM, joined Powerdyne as a consultant in 2013 and was elected its CEO and a Director in 2014. Due to Mr. O'Rourke's knowledge of our industry and his manufacturing experience we selected him to serve as a director.

Arthur M. Read, II, Esq.

Arthur M. Read, II, Esq., serves as Executive Vice-President, General Counsel and as a Director of the Company. Mr. Read received his Bachelor of Arts degree from Bethany College in 1968, his Masters of Arts degree from the University of Rhode Island in 1971 and his Juris Doctor degree from Boston University School of Law in 1972. From 1972-2001, Mr. Read was an Associate, then Stockholder and Vice-President of Gorham & Gorham, Inc. an established Rhode Island law firm, with whom he was engaged in the general practice of law with an emphasis on litigation, commercial and business matters and had an extensive appellate practice. In 1974, Mr. Read was appointed a Special Assistant Attorney General by the Rhode Island Attorney General. In 2001, Mr. Read formed his own law practice. Admitted to practice before the Rhode Island Supreme Court; United States District Court, District of Rhode Island; United States Supreme Court; United States Tax Court; and United States Court of Appeals. Martindale-Hubble (the nationally renowned attorney rating service) has awarded Mr. Read both the highest Peer Review rating: "AV® Preeminent™" and Client Review rating: "Preeminent". Mr. Read is a member of the Rhode Island Bar Association, the Rhode Island and American Associations for Justice. Mr. Read's extensive legal, commercial and business experience qualifies him to serve as a director.

Robert C. Hemsen

Robert C. Hemsen, serves as a director and the Vice-Chairman of the Board of Directors. Mr. Hemsen graduated from Adelphi University with both a BBA and MBA. An Honorable Discharged Air Force veteran, Mr. Hemsen worked in various business positions of increasing responsibility, including fifteen years in executive positions, in the merged or acquired business units of Honeywell International. These would include assignments in FRAM/Autolite, Bendix Corporation, Allied and AlliedSignal Corporations. Hemsen joined IBM in 1994 after nearly twenty-five years with Honeywell International. His industrial experience involved business units in Aerospace & Defense, Automotive OEM & Aftermarket Products, Chemicals & Specialty Materials and Information Technology & Services. He retired from IBM as its Director of Human of Resources, Corporate Development, Mergers and Acquisitions. Due to Mr. Hemsen's commercial and business experience we selected him to serve as a director

John M. Faulhaber

John M. Faulhaber serves as a Director and Chairman of the Board of Directors. A graduate of The Choate School (now Choate Rosemary Hall) and Middlebury College, Mr. Faulhaber served in and was honorably discharged from the United States Army as a Captain. He thereafter worked as a broker in New York City for an international stock brokerage firm for twelve years before becoming a Trust Officer and Vice President at the Private Bank of Rhode Island Hospital Trust National Bank, where he served until his retirement. He was subsequently elected the Grand Secretary of the Grand Lodge of Freemasons for the State of Rhode Island for thirteen years until his subsequent, semi-final, retirement. Mr. Faulhaber has been a lecturer at Providence College in Military Science, has devoted a substantial amount of his volunteer time as a Boy Scout leader and is active in his church where he also took on leadership roles. Mr. Faulhaber's extensive experience with investments, money management and corporate governance qualify him to serve the corporation as a Director in a leadership role.

Linda H. Madison

Linda H. Madison serves as Secretary, Principal Financial and Accounting Officer of the Company. Ms. Madison has forty years of operational and managerial experience. For the period of eighteen years prior to joining the Company, she has served in the capacity of Administrative and Legal Assistant responsible for human resources, information technology, office coordination, creating various publications and designing and maintaining complex data bases. She previously worked as the Executive Secretary and Treasurer for a large investment advisory firm in Rhode Island.

Director Independence

Although our common stock is not listed on any national securities exchange, for purposes of independence we use the definition of independence applied by the NASDAQ Stock Market. The Board has determined that due to each director's relationship with us, that none of our directors is independent.

Audit Committee and Audit Committee Financial Expert

Our board of directors acts as our audit committee. We have determined that each of our directors is an "audit committee financial expert," as that term is defined in Item 407(d) of Regulation S-K promulgated under the Securities Act.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act 1934 requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and our other equity securities. Officers, directors and greater than 10% shareholders are required by the SEC regulations to furnish us with copies of all Section 16(a) forms they file. These filings are publicly available on the SEC's website at www.sec.gov. Based solely on our review of the copies of such forms received by us and our review of the SEC's website, we believe that during fiscal year ended December 31, 2016, all filing requirements applicable to our officers, directors and greater than 10% percent beneficial owners were complied with other than an inadvertent late filing for Mr. Read of a Form 4 for one stock acquisition.

Code of Ethics

We have established and maintain a Code of Ethics which is applicable to all employees, officers, and directors. Our policy is designed to deter wrongdoing and to promote honest and ethical conduct and compliance with all applicable laws and regulations. It also communicates our expectations of our employees and helps enable us to provide accurate and timely disclosure in our filings with the SEC and other public communications. In addition, the policy incorporates guidelines pertaining to topics such as environmental compliance, health and safety compliance; diversity and non-discrimination; vendor relations, employee privacy; and business continuity.

We will provide any person without charge, upon written or oral request to our corporate headquarters, a copy of our Code of Ethics.

ITEM 11. EXECUTIVE COMPENSATION

Name/Position	Year	Annual Payments Salary	Annual Payments Made	Stock And Options	Compensation Plans	All Other Compensation	Annual Compensation Total
James F. O'Rourke	2016	$ 0	$ 0	0	0	0	0
Chief Executive Officer	2015	$ 0	$ 0	0	0	0	0
Arthur M. Read II, Esq.	2016	$ 0	$ 0	0	0	0	0
Vice President	2015	$ 0	$ 0	0	0	0	0
Linda H. Madison							
Principal Financial Officer and	2016	$ 3,277.08	$ 0	0	0	0	$ 3,277.08
Principal Accounting Officer	2015	$28,410.20	$ 0	0	0	0	$ 28,410.20

No executive officer has received total compensation in excess of $100,000 in our fiscal years ended as of December 31, 2015 and December 31, 2016, respectively. Upon successful completion future funding, however, certain management personnel are entitled to receive the compensation as is discussed below in "Anticipated Officer and Director Remuneration".

Each of the officers has received certain shares of our common stock.

Other than with respect to Ms. Madison, there are no current plans to pay or distribute cash or non-cash bonus compensation to our officers, until such time as we are profitable or experience positive cash flow. However, the Board of Directors may allocate salaries and benefits to the officers in its sole discretion. No officer is subject to a compensation plan or arrangement that results from his or her resignation, retirement, or any other termination of employment with us or from a change in control of our company or a change in his or her responsibilities following a change in control. The members of the board of directors may receive, if the board of directors so decides, a fixed fee and reimbursement of expenses, for attendance at each regular or special meeting of the board of directors, although no such program has been adopted to date. We do not currently have any retirement, pension, or profit-sharing plan covering our officers and directors; however, we plan to implement such benefits after sufficient funds are realized or raised by us (see "Anticipated Officer and Director Remuneration" below.)

Officer and Director Remuneration

During the year ended December 31, 2016, we did not pay any compensation to our directors. We intend to pay annual salaries to all our officers and to pay an annual stipend to our directors when and if sufficient funds are realized. At such time, we anticipate offering cash and non-cash compensation to officers and directors.

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

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information relating to equity awards outstanding at the end of December 31, 2016 for each Named Executive Officer.

Name	Grant Date	Number of Securities Underlying Unexercised Stock Awards	Number of Securities Underlying Unexercised Stock Awards Exercisable	Number of Securities Underlying Unexercised Stock Awards Unexercisable	Grant Date fair value of Restricted Stock Awards ($/share)
Arthur M. Read, II	01/25/2016	-	30,000,000	-	$ 0.0002

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

The following table sets forth information as of the date of this report regarding the beneficial ownership of the Company's common stock by each of its executive officers and directors, individually and as a group and by each person who beneficially owns in excess of five percent of the common stock.

Name	Position	Number of Shares of Common Stock	Percent of Class (1)
James F. O'Rourke	Chief Executive Officer	90,825,000	5.9
Arthur M. Read, II, Esq.	Executive Vice President, General Counsel and Director	120,000,000	7.9
John M. Faulhaber	Chairman of the Board	1,000,000	*
Robert C. Hemsen	Vice Chairman of the Board	6,010,000	*
Linda H. Madison	Secretary	90,000,000	5.9
Total owned by officers and directors (5)		307,835,000	20.15%

* Less than 1%

(1) Based upon 1,527,930,584 shares outstanding.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

During the year ended December 31, 2016 we entered into 7 promissory notes with two related parties with the principal amount totaling $29,205 and received the total related party loan proceeds of $29,205. At December 31, 2016 and 2015, we owed an aggregate of $400,810 to related parties in accordance with the terms of notes that we issued. The total interest accrued on related party loans at December 31, 2016 and December 31, 2015 was $56,777 and $29,467, respectively.

Before the Company became public, $11,321 was advanced to one stockholder. In the 1st quarter of 2016 this advance was deemed uncollectible and therefore written off to bad debt expense. From time to time, we receive payments from stockholders in the form of cash and/or out-of-pocket expenditures for the benefit of the Company, which are business in nature. The balance of advances to stockholder as of December 31, 2016 and December 31, 2015 was $-0- and $11,321, respectively. Amounts accrued, but not yet paid as due to related party at December 31, 2016 and December 31, 2015 was $25,000 and $25,000, respectively.

We obtained financing from five different related parties from 2012 through December 31, 2016. As of December 31, 2016, 82.61% of the short-term financing is from Arthur Read. The accrued interest payable to Mr. Read is $44,951. The following are breakdowns for the promissory notes issued to all five related parties.

We obtained financing from a related party in the form of three demand Notes Payable in the aggregate amount of $10,000 which have been outstanding since the year ended December 31, 2012. All three notes have been amended, extending the maturity dates. See maturity dates on table below. The Notes bear an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accrued interest 12/31/16	Accrued interest 12/31/15	Maturity
Promissory note 1	$ 6,000	7%	$ 1,816	$ 1,395	9/4/2018
Promissory note 2	$ 2,000	7%	$ 594	$ 454	10/1/2017
Promissory note 3	$ 2,000	7%	$ 571	$ 430	12/3/2017
Total	$ 10,000		$ 2,981	$ 2,279	

We obtained financing from a related party in the form of twenty-one demand Notes Payable in the aggregate amount of $331,101 during the period from 2012 through December 31, 2015. We repaid a total of $2,353 of the principal on Note 7 during the years ended December 31, 2014 and December 31, 2015. Several of the notes have been amended and extended during the period from 2014 through December 31, 2016. See maturity dues on table below. The Notes bear an interest rate of 7% per annum and are unsecured.

Note	**Principal**	**Rate**	**Accrued interest 12/31/16**	**Accrued interest 12/31/15**	**Maturity**
Promissory note 1	$ 5,000	7%	$ 1,522	$ 1,171	7/25/2018
Promissory note 2	$ 11,000	7%	$ 3,228	$ 2,456	10/22/2017
Promissory note 3	$ 15,000	7%	$ 4,306	$ 3,254	11/24/2017
Promissory note 4	$ 102	7%	$ 30	$ 23	10/22/2017
Promissory note 5	$ 879	7%	$ 252	$ 191	11/24/2017
Promissory note 6	$ 973	7%	$ 296	$ 228	7/25/2018
Promissory note 7	$ 22,147	7%	$ 4,305	$ 2,750	5/4/2017
Promissory note 8	$ 7,000	7%	$ 1,010	$ 518	12/11/2018
Promissory note 9	$ 6,000	7%	$ 853	$ 432	12/22/2018
Promissory note 10	$ 25,000	7%	$ 3,471	$ 1,716	1/8/2017
Promissory note 11	$ 35,000	7%	$ 4,672	$ 2,215	2/5/2017
Promissory note 12	$ 40,000	7%	$ 4,864	$ 2,056	4/8/2017
Promissory note 13	$ 30,000	7%	$ 3,492	$ 1,387	5/5/2017
Promissory note 14	$ 45,000	7%	$ 4,807	$ 1,648	6/24/2017
Promissory note 15	$ 25,000	7%	$ 2,508	$ 753	7/28/2017
Promissory note 16	$ 15,000	7%	$ 1,438	$ 385	8/20/2017
Promissory note 17	$ 13,000	7%	$ 1,167	$ 254	9/21/2017
Promissory note 18	$ 5,000	7%	$ 439	$ 88	10/13/2017
Promissory note 19	$ 10,000	7%	$ 823	$ 121	10/30/2017
Promissory note 20	$ 3,000	7%	$ 220	$ 10	12/15/2017
Promissory note 21	$ 17,000	7%	$ 1,249	$ 55	12/15/2017
Total	$ 331,101		$ 44,951	$ 21,711	

We obtained financing from a related party in the form of six demand Notes Payable in the aggregate amount of $9,409 during the period from 2012 through December 31, 2016. Notes 1 - 4 were amended and extended. See maturity dates on table below. The Notes bear an interest rate of 7% per annum and are unsecured.

Note	**Principal**	**Rate**	**Accrued interest 12/31/16**	**Accrued interest 12/31/15**	**Maturity**
Promissory note 1	$ 234	7%	$ 67	$ 50	12/5/2017
Promissory note 2	$ 170	7%	$ 49	$ 37	11/18/2017
Promissory note 3	$ 4,100	7%	$ 1,120	$ 833	2/5/2018
Promissory note 4	$ 2,000	7%	$ 546	$ 405	2/7/2018
Promissory note 5	$ 1,780	7%	$ 95	$ -	3/29/2018
Promissory note 6	$ 1,125	7%	$ 40	$ -	6/30/2018
Total	$ 9,409		$ 1,917	$ 1,325	

We obtained financing from a related party in the form of two demand Notes Payable in the aggregate amount of $18,000 during the year of 2013. Both notes were amended and extended during the quarter ended March 31, 2016. See maturity dates on table below. The Notes bear an interest rate of 7% per annum and are unsecured.

Note	**Principal**	**Rate**	**Accrued interest 12/31/16**	**Accrued interest 12/31/15**	**Maturity**
Promissory note 1	$ 10,000	7%	$ 2,702	$ 2,000	2/21/2018
Promissory note 2	$ 8,000	7%	$ 2,123	$ 1,562	3/18/2018
Total	$ 18,000		$ 4,826	$ 3,562	

We obtained financing from a related party in the form of six demand Note Payables in the aggregate amount of $32,300 during the period from 2014 through December 31, 2016. The Notes bears an interest rate of 7% per annum and are unsecured.

Note	**Principal**	**Rate**	**Accrued interest 12/31/16**	**Accrued interest 12/31/15**	**Maturity**
Promissory note 1	$ 6,000	7%	$ 1,011	$ 590	8/6/2018
Promissory note 2	$ 2,500	7%	$ 174	$ -	1/4/2018
Promissory note 3	$ 4,200	7%	$ 242	$ -	2/5/2018
Promissory note 4	$ 3,000	7%	$ 165	$ -	3/20/2018
Promissory note 5	$ 11,500	7%	$ 406	$ -	6/30/2018
Promissory note 6	$ 5,100	7%	$ 106	$ -	8/8/2018
Total	$ 32,300		$ 2,104	$ 590	

During the year ended December 31, 2016 the total amount of related party loan proceeds was $29,205. The total interest accrued on related party loans at December 31, 2016 and December 31, 2015 was $56,777 and $29,467, respectively.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Audit Fees

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

December 31, 2015	December 31, 2016
$ 22,560	$ 23,100

Tax Fees

The Company incurred $0 for tax related services.

All Other Fees

The Company incurred $0 for other fees by the principal accountant for the years ended December 31, 2016 and 2015.

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

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

2.1	Agreement and Plan of Merger (Incorporated by reference to Exhibit 2.1 of Form S-1 (File No.: 333-172509) filed with the SEC on February 28, 2011)
3.1	Certificate of Incorporation (Incorporated by reference to Exhibit 3.1 of Form S-1 (File No.: 333-172509) filed with the SEC on February 28, 2011)
3.2	Amended By-laws dated June 24, 2011(1)
3.3	Certificate of Merger (Incorporated by reference to Exhibit 3.3 of Form S-1 (File No.: 333-172509) filed with the SEC on February 28, 2011)
3.4	Certificate of Amendment to the Certificate of Incorporation (Incorporated by reference to Exhibit 3.4 of Form S-1 (File No.: 333-172509) filed with the SEC on February 28, 2011)
3.5	Certificate of Amendment to the Certificate of Incorporation (Incorporated by reference to Exhibit 3.5 of Form S-1 (File No.: 333-172509) filed with the SEC on February 28, 2011)
3.6	Certificate of Amendment to the Certificate of Incorporation (Incorporated by reference to Exhibit 10.1 of Form 8-K (File No.: 000-53259) filed with the SEC on December 13, 2013)
4.1	Stock Option Plan (Incorporated by referenced to Exhibit B to DEF Schedule 14-C (File No. 000-53259) filed with the SEC on January 22, 2015)
10.1	Agreement with Merchant Banking Advisors (Incorporated by reference to Exhibit 10.1 of Form S-1 (File No.: 333-172509) filed with the SEC on June 15, 2011)
10.2	Form of subscription agreement for private placement (Incorporated by reference to Exhibit 10.1 of Form S-1 (File No.: 333-172509) filed with the SEC on June 15, 2011)
10.3	Employment agreement and amendment of Linda Madison (Incorporated by reference to Exhibit 10.1 of Form S-1 (File No.: 333-172509) filed with the SEC on June 15, 2011)+
10.5	Agreement with Tiber Creek Corporation (Incorporated by reference to Exhibit 10.1 of Form S-1 (File No.: 333-172509) filed with the SEC on December 9, 2011)
10.6	Lease agreement (Incorporated by reference to Exhibit 10.1 of Form S-1 (File No.: 333-172509) filed with the SEC on December 9, 2011)
10.7	Farmacia Birsas Del Mar Equipment Leasing Agreement(1)**
10.8	Investment Agreement (Incorporated by reference to Exhibit 10.1 of Form 8-K (File No.: 000-53259) filed with the SEC on December 13, 2013)
10.9	Registration Rights Agreement (Incorporated by reference to Exhibit 10.1 of Form 8-K (File No.: 000-53259) filed with the SEC on December 13, 2013)
14	Code of Ethics
21	List of Subsidiaries
31.1	Certification of James F. O'Rourke, Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a)(1)
31.2	Certification of Linda H. Madison, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a)(1)
32.1	Certification of James F. O'Rourke, Chief Executive Officer, pursuant to Rule 13a-14(a)/15d-14(a)(1)
32.2	Certification of Linda H. Madison, Chief Financial Officer, pursuant to Rule 13a-14(a)/15d-14(a)(1)
101	Interactive Data File
101.INS	XBRL Instance Document(1)
101.SCH	XBRL Taxonomy Extension Schema Document(1)
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document(1)
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document(1)
101.LAB	XBRL Taxonomy Extension Label Linkbase Document(1)
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document(1)

(1) Filed Herewith
+ Management Compensatory Plan
** Confidential treatment has been requested as to certain portions of this exhibit pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

SIGNATURES

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

POWERDYNE INTERNATIONAL, INC.

Dated: April 13, 2017

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

Dated: April 13, 2017

By: /s/ Linda H. Madison
Principal Financial Officer and
Principal Accounting Officer

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

NAME	OFFICE	DATE
/s/ James F. O'Rourke James F. O'Rourke	Chief Executive Officer and Director	April 13, 2017
/s/ Arthur M. Read, II Arthur M. Read, II	Executive Vice-President, General Counsel and Director	April 13, 2017
/s/ John M. Faulhaber John M. Faulhaber	Director and Chairman of the Board	April 13, 2017
/s/ Robert C. Hemsen Robert C. Hemsen	Director and Vice-Chairman of the Board	April 13, 2017

POWERDYNE INTERNATIONAL, INC.

FINANCIAL STATEMENTS

December 31, 2016 and 2015

INDEX TO FINANCIAL STATEMENTS

ANTON & CHIA CERTIFIED PUBLIC ACCOUNTANTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Powerdyne International, Inc

We have audited the accompanying balance sheets of Powerdyne International, Inc (the "Company") as of December 31, 2016 and 2015, and the related statement of operations, changes in stockholders' deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company was not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2016 and 2015 and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 4, the Company has had minimal revenues and has an accumulated deficit of $3,374,003. These conditions, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans concerning these matters are also described in the Note 4, which include the raising of additional equity financing. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Anton & Chia, LLP

Newport Beach, California

April 13, 2017

POWERDYNE INTERNATIONAL, INC.
BALANCE SHEETS

	December 31, 2016	December 31, 2015
ASSETS		
Current Assets:		
Cash	$ 72	$ 1,922
Advances to stockholder	-	11,321
Total current assets	72	13,243
Property and Equipment		
Property and equipment, net	34,296	79,031
Total Assets	$ 34,368	$ 92,274
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued expenses	$ 135,502	$ 68,877
Due to related parties	25,000	25,000
Notes payable-related parties	316,532	371,605
Income tax payable	1,000	500
Total Current Liabilities	478,034	465,982
Long Term Liabilities		
Notes payable-related parties	84,278	-
Total Long Term Liabilities	84,278	-
Total Liabilities	562,312	465,982
Stockholders' Deficit:		
Common stock; $0.0001 par value; 2,000,000,000 shares authorized, 1,527,930,584 shares issued and outstanding as of December 31, 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	(3,374,003)	(3,189,717)
Total Stockholders' Deficit	(527,944)	(373,708)
Total Liabilities and Stockholders' Deficit	$ 34,368	$ 92,274

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

POWERDYNE INTERNATIONAL, INC.
STATEMENTS OF OPERATIONS

	For the year ended December 31, 2016	For the year ended December 31, 2015
Revenues	$ 488	$ 752
Cost of revenues	-	-
Gross profit	488	752
Operating expenses	166,165	407,101
Loss from operations	(165,677)	(406,349)
Other (Income) Expense		
Loss on sale of equipment	18,109	-
Derivative expense	-	43,877
Change in fair value of derivative	-	(50,345)
Amortization of debt discount	-	138,260
Total Other Expense	18,109	131,792
Loss before income tax expense	(183,786)	(538,141)
Income tax expense	500	919
Net loss	$ (184,286)	$ (539,060)
Basic and diluted loss per common share	(0)	(0)
Basic and diluted weighted average common shares outstanding	1,517,448,344	963,014,524

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

POWERDYNE INTERNATIONAL, INC.
STATEMENTS OF STOCKHOLDERS' DEFICIT

	Common Stock		Additional Paid-In	Accumulated	Total Stockholders' Equity
	Shares	Amount	Capital	Deficit	(Deficit)
Balance, December 31, 2014	369,135,575	36,913	1,985,268	(2,650,658)	(628,477)
Settlement of derivative liability through conversion of notes payable			454,267		454,267
Stock issued for services	279,600,000	27,960	111,840	-	139,800
Common stock issued in exchange for debt	730,695,009	73,070	126,691		199,761
Net loss for the period				(539,060)	(539,060)
Balance, December 31, 2015	1,379,430,584	137,943	2,678,066	(3,189,717)	(373,708)
Stock issued for services	148,500,000	14,850	15,200	-	30,050
Net loss for the period				(184,286)	(184,286)
Balance, December 31, 2016	1,527,930,584	152,793	2,693,266	(3,374,003)	(527,944)

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

POWERDYNE INTERNATIONAL, INC.
STATEMENTS OF CASH FLOWS

	For the year ended December 31, 2016	For the year ended December 31, 2015
Operating Activities:		
Net loss	$ (184,286)	$ (539,060)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization	8,626	10,925
Bad Debt expense	11,321	-
Common stock issued for service and stock compensation	30,050	139,800
Loss on sale of equipment	18,109	-
Derivative and interest expense	-	62,979
Change in FV of derivatives	-	(50,345)
Amortization of debt discounts	-	138,260
Changes in operating assets and liabilities:		
Accrued expenses	66,625	(1,166)
Due to related party	-	(8,425)
Taxes payable	500	(456)
Net cash used in operating activities	(49,055)	(247,488)
Investing Activities:		
Purchase of equipment	-	(39,956)
Proceeds from sale of equipment	18,000	-
Net cash used by investing activities	18,000	(39,956)
Financing Activities:		
Principal paid on Notes payable related parties	-	(2,399)
Proceeds from Notes payable	-	26,500
Proceeds from Notes payable related parties	29,205	263,000
Net cash provided by financing activities	29,205	287,101
Net decrease in cash	(1,850)	(343)
Cash, beginning of period	1,922	2,265
Cash, end of period	$ 72	$ 1,922
Non-cash investing and financing activities:		
Common stock issued in settlement for debt	$ 30,050	$ 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 financial statements.

1. ORGANIZATION

Powerdyne, Inc., was incorporated on February 2, 2010 in Nevada, and is registered to do business in Rhode Island. 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 the 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 financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and include all the notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of the financial statements have been included.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies presented below is designed to assist in understanding the Company's financial statements. Such financial statements and accompanying notes are the representations of the Company's management, who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America ("GAAP") in all material respects, and have been consistently applied in preparing the accompanying financial statements.

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 December 31, 2016, the Company had an accumulated deficit of $3,374,003. 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 December 31, 2016. Additionally, the Company's capital requirements will depend on many factors, including the success of the Company's sales and the status of competitive products. The Company plans to continue financing its operations with cash received from financing activities and revenue from operations.

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.

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.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

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.

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 December 31, 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. Vehicles are depreciated over 5 years using the straight-line basis.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

Long-Lived Assets

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

Income Taxes

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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, the Company 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, the Company makes a cumulative adjustment. Income taxes payable as of December 31, 2016 and December 31, 2015 were $1,000 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 December 31, 2016 and 2015, there were no outstanding dilutive securities.

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

	Year ended December 31, 2016	Year ended December 31, 2015
Loss available for common shareholder	$ (184,286)	$ (539,060)
Basic and fully diluted loss per share	$ (0.00)	$ (0.00)
Weighted average common shares outstanding - basic and diluted	1,517,448,344	963,014,524

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

Recent Accounting Pronouncements

In June 2014, the FASB issued ASU 2014-10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. ASU 2014-10 eliminates the distinction of a development stage entity and certain related disclosure requirements, including the elimination of inception-to-date information on the statements of operations, cash flows and stockholders' equity. The amendments in ASU 2014-10 will be effective prospectively for annual reporting periods beginning after December 15, 2014, and interim periods within those annual periods, however early adoption is permitted. The Company adopted ASU 2014-10 since the quarter ended June 30, 2014, thereby no longer presenting or disclosing any information required by Topic 915.

In August 2014, the FASB issued ASU No. 2014-15, "Presentation of Financial Statements – Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("ASU 2014-15"). ASU 2014-15, which is effective for annual reporting periods ending after December 15, 2016, extends the responsibility for performing the going-concern assessment to management and contains guidance on how to perform a going-concern assessment and when going-concern disclosures would be required under U.S. GAAP. The Company elected to adopt ASU 2014-15 effective with this financial statement. Management's evaluations regarding the events and conditions that raise substantial doubt regarding the Company's ability to continue as a going concern have been disclosed in this Note 5.

5. PROPERY AND EQUIPMENT - NET

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

	December 31, 2016	December 31, 2015
Machinery and equipment	$ 39,956	$ 132,559
Less accumulated depreciation	(5,660)	(53,528)
Total Property and Equipment	$ 34,296	$ 79,031

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 December 31, 2016 and 2015 was $8,626 and $10,925, respectively.

6. STOCKHOLDER EQUITY

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.

During the year ended December 31, 2016 148,500,000 shares were issued to consultants and stockholders as compensation for services rendered. The Company valued the stock at $0.0003 and $.00002 per share for a total of $30,050 based on the closing price of the day of issuance.

On June 30, 2016, the Board of Directors authorized the designation of 2,000,000 shares of stock as Series A Preferred Stock. The Series A Preferred Stock will not be entitled to dividends or payment upon liquidation, dissolution or winding up. Each share of Series A Preferred Stock will be entitled to 1,000 votes per share. Upon filing of a Certificate of Designations with the Secretary of State of the State of Delaware, we will be entitled to issue up to 2,000,000 shares of Series A Preferred Stock.

7. LEASE

On March 11, 2015 Powerdyne International, Inc. (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. In 2016 the terms on the Farmacia Del Mar lease was modified to a monthly payment, based on actual power consumption.

8. RELATED PARTY –Promissory Note

The Company obtained financing from five different related parties from 2012 through December 31, 2016. As of December 31, 2016, 82.61% of the short-term financing is from Arthur Read. The accrued interest payable to Mr. Read is $44,951. The following are breakdowns for the promissory notes issued to all five related parties.

The Company obtained financing from a related party in the form of three demand Notes Payable in the aggregate amount of $10,000 which have been outstanding since the year ended December 31, 2012. All three notes have been amended, extending the maturity dates. See maturity dates on table below. The Notes bear an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accrued interest 12/31/16	Accrued interest 12/31/15	Maturity
Promissory note 1	$ 6,000	7%	$ 1,816	$ 1,395	9/4/2018
Promissory note 2	$ 2,000	7%	$ 594	$ 454	10/1/2017
Promissory note 3	$ 2,000	7%	$ 571	$ 430	12/3/2017
Total	$ 10,000		$ 2,981	$ 2,279	

The Company obtained financing from a related party in the form of twenty-one demand Notes Payable in the aggregate amount of $331,101 during the period from 2012 through December 31, 2015. We repaid a total of $2,353 of the principal on Note 7 during the years ended December 31, 2014 and December 31, 2015. Several of the notes have been amended and extended during the period from 2014 through December 31, 2016. See maturity dues on table below. The Notes bear an interest rate of 7% per annum and are unsecured.

8. RELATED PARTY –Promissory Note (CONTINUED)

Note	Principal	Rate	Accrued interest 12/31/16	Accrued interest 12/31/15	Maturity
Promissory note 1	$ 5,000	7%	$ 1,522	$ 1,171	7/25/2018
Promissory note 2	$ 11,000	7%	$ 3,228	$ 2,456	10/22/2017
Promissory note 3	$ 15,000	7%	$ 4,306	$ 3,254	11/24/2017
Promissory note 4	$ 102	7%	$ 30	$ 23	10/22/2017
Promissory note 5	$ 879	7%	$ 252	$ 191	11/24/2017
Promissory note 6	$ 973	7%	$ 296	$ 228	7/25/2018
Promissory note 7	$ 22,147	7%	$ 4,305	$ 2,750	5/4/2017
Promissory note 8	$ 7,000	7%	$ 1,010	$ 518	12/11/2018
Promissory note 9	$ 6,000	7%	$ 853	$ 432	12/22/2018
Promissory note 10	$ 25,000	7%	$ 3,471	$ 1,716	1/8/2017
Promissory note 11	$ 35,000	7%	$ 4,672	$ 2,215	2/5/2017
Promissory note 12	$ 40,000	7%	$ 4,864	$ 2,056	4/8/2017
Promissory note 13	$ 30,000	7%	$ 3,492	$ 1,387	5/5/2017
Promissory note 14	$ 45,000	7%	$ 4,807	$ 1,648	6/24/2017
Promissory note 15	$ 25,000	7%	$ 2,508	$ 753	7/28/2017
Promissory note 16	$ 15,000	7%	$ 1,438	$ 385	8/20/2017
Promissory note 17	$ 13,000	7%	$ 1,167	$ 254	9/21/2017
Promissory note 18	$ 5,000	7%	$ 439	$ 88	10/13/2017
Promissory note 19	$ 10,000	7%	$ 823	$ 121	10/30/2017
Promissory note 20	$ 3,000	7%	$ 220	$ 10	12/15/2017
Promissory note 21	$ 17,000	7%	$ 1,249	$ 55	12/15/2017
Total	$ 331,101		$ 44,951	$ 21,711	

The Company obtained financing from a related party in the form of six demand Notes Payable in the aggregate amount of $9,409 during the period from 2012 through December 31,2 016. Notes 1 - 4 were amended and extended. See maturity dates on table below. The Notes bear an interest rate of 7% per annum and are unsecured.

8. RELATED PARTY –Promissory Note (CONTINUED)

Note	Principal	Rate	Accrued interest 12/31/16	Accrued interest 12/31/15	Maturity
Promissory note 1	$ 234	7%	$ 67	$ 50	12/5/2017
Promissory note 2	$ 170	7%	$ 49	$ 37	11/18/2017
Promissory note 3	$ 4,100	7%	$ 1,120	$ 833	2/5/2018
Promissory note 4	$ 2,000	7%	$ 546	$ 405	2/7/2018
Promissory note 5	$ 1,780	7%	$ 95	$ -	3/29/2018
Promissory note 6	$ 1,125	7%	$ 40	$ -	6/30/2018
Total	$ 9,409		$ 1,917	$ 1,325	

The Company obtained financing from a related party in the form of two demand Notes Payable in the aggregate amount of $18,000 during the year of 2013. Both notes were amended and extended during the quarter ended March 31, 2016. See maturity dates on table below. The Notes bear an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accrued interest 12/31/16	Accrued interest 12/31/15	Maturity
Promissory note 1	$ 10,000	7%	$ 2,702	$ 2,000	2/21/2018
Promissory note 2	$ 8,000	7%	$ 2,123	$ 1,562	3/18/2018
Total	$ 18,000		$ 4,826	$ 3,562	

The Company obtained financing from a related party in the form of six demand Note Payables in the aggregate amount of $32,300 during the period from 2014 through December 31, 2016. The Notes bears an interest rate of 7% per annum and are unsecured.

Note	Principal	Rate	Accrued interest 12/31/16	Accrued interest 12/31/15	Maturity
Promissory note 1	$ 6,000	7%	$ 1,011	$ 590	8/6/2018
Promissory note 2	$ 2,500	7%	$ 174	$ -	1/4/2018
Promissory note 3	$ 4,200	7%	$ 242	$ -	2/5/2018
Promissory note 4	$ 3,000	7%	$ 165	$ -	3/20/2018
Promissory note 5	$ 11,500	7%	$ 406	$ -	6/30/2018
Promissory note 6	$ 5,100	7%	$ 106	$ -	8/8/2018
Total	$ 32,300		$ 2,104	$ 590	

During the year ended December 31, 2016 the total amount of related party loan proceeds was $29,205. The total interest accrued on related party loans at December 31, 2016 and December 31, 2015 was $56,777 and $29,467, respectively.

Before the Company became public, $11,321 was advanced to one stockholder. In the 1st quarter of 2016 this advance was deemed uncollectible and therefore written off to bad debt expense. From time to time, we receive payments from stockholders in the form of cash and/or out-of-pocket expenditures for the benefit of the Company, which are business in nature. The balance of advances to stockholder as of December 31, 2016 and December 31, 2015 was $-0- and $11,321, respectively. Amounts accrued, but not yet paid as due to related party at December 31, 2016 and December 31, 2015 was $25,000 and $25,000, respectively.

9. COMMITMENTS AND CONTINGENCIES

Litigation

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

10. SUBSEQUENT EVENTS

Management has evaluated subsequent events through December 31, 2016, the date upon which the financial statements were issued. Subsequent events are as follows:

On March 28, 2017, Powerdyne International Inc. entered into a fifteen year contract to lease power generating equipment. The lease is subject to financing.

EX-31.1 2 f10k2016ex31i_powerdyne.htm CERTIFICATION

EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECTION 302

I, James F. O'Rourke, certify that:

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

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

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

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

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

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

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

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

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

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

Date: April 13, 2017

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

EX-31.2 3 f10k2016ex31ii_powerdyne.htm CERTIFICATION

EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECTION 302

I, Linda H. Madison, certify that:

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

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

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

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

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

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

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

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

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

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

Date: April 13, 2017

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

EX-32.1 4 f10k2016ex32i_powerdyne.htm CERTIFICATION

EXHIBIT 32.1

CERTIFICATION PURSUANT TO SECTION 906

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

The Report on Form 10-K for the year ended December 31, 2016 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: April 13, 2017

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

EX-32.2 5 f10k2016ex32ii_powerdyne.htm CERTIFICATION

EXHIBIT 32.2

CERTIFICATION PURSUANT TO SECTION 906

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

The Report on Form 10-K for the year ended December 31, 2016 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: April 13, 2017

/s/ Linda H. Madison

Chief Financial Officer and
Principal Accounting Officer