

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2017

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-53259

**POWERDYNE INTERNATIONAL, INC.**  
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation or organization)

20-5572576

(I.R.S. Employer  
Identification No.)

145 Phenix Avenue

Cranston, RI 02920-4248

(Address of principal executive offices) (zip code)

401/739-3300

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

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

Large Accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
(do not check if smaller reporting company)		Emerging growth company	<input type="checkbox"/>

If an emerging growth company indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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

Class	Outstanding at March 31, 2017
Common Stock, par value \$0.0001	1,527,930,584 shares

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**POWERDYNE INTERNATIONAL, INC.**

**FINANCIAL STATEMENTS**

**March 31, 2017 and 2016**

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(Unaudited)

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

	<u>March 31, 2017</u>	<u>December 31, 2016</u>
	<u>(Unaudited)</u>	
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash	\$ 12,569	\$ 72
<b>Total current assets</b>	<u>12,569</u>	<u>72</u>
<b>Property and Equipment</b>		
Property and equipment, net	<u>33,297</u>	<u>34,296</u>
<b>Total Assets</b>	<u>\$ 45,866</u>	<u>\$ 34,368</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current Liabilities:</b>		
Accounts payable and accrued expenses	\$ 116,297	\$ 135,502
Due to related parties	25,000	25,000
Notes payable-related parties	408,420	316,532
Income tax payable	1,000	1,000
<b>Total Current Liabilities</b>	<u>550,717</u>	<u>478,034</u>
<b>Long Term Liabilities</b>		
Notes payable-related parties	<u>48,698</u>	<u>84,278</u>
<b>Total Long Term Liabilities</b>	<u>48,698</u>	<u>84,278</u>
<b>Total Liabilities</b>	<u>599,415</u>	<u>562,312</u>
<b>Stockholders' Deficit:</b>		
Common stock; \$0.0001 par value; 2,000,000,000 shares authorized, 1,527,930,584 shares issued and outstanding as of March 31, 2017 and 1,527,930,584 shares issued and outstanding as of December 31, 2016	152,793	152,793
Additional paid-in capital	2,693,266	2,693,266
Accumulated deficit	<u>(3,399,608)</u>	<u>(3,374,003)</u>
<b>Total Stockholders' Deficit</b>	<u>(553,549)</u>	<u>(527,944)</u>
<b>Total Liabilities and Stockholders' Deficit</b>	<u>\$ 45,866</u>	<u>\$ 34,368</u>

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

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

	<b>For the three months ended March 31, 2017</b>	<b>For the three months ended March 31, 2016</b>
	<u>          </u>	<u>          </u>
<b>Revenues</b>	\$ -	\$ 264
<b>Cost of revenues</b>	-	-
<b>Gross profit</b>	<u>-</u>	<u>264</u>
<b>Operating expenses</b>	<u>26,160</u>	<u>86,219</u>
<b>Loss from operations</b>	<u>(26,160)</u>	<u>(85,955)</u>
<b>Other (Income) Expense</b>		
<b>Other Income</b>	<u>(555)</u>	<u>-</u>
<b>Total Other (Income) Expense</b>	<u>(555)</u>	<u>-</u>
<b>Loss before income tax expense</b>	<u>(25,605)</u>	<u>(85,955)</u>
<b>Income tax expense</b>	<u>-</u>	<u>-</u>
<b>Net loss</b>	<u>\$ (25,605)</u>	<u>\$ (85,955)</u>
<b>Basic and diluted loss per common share</b>	<u>(0)</u>	<u>(0)</u>
<b>Basic and diluted weighted average common shares outstanding</b>	<u>1,527,930,584</u>	<u>1,487,403,111</u>

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

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

	<b>For the three months ended March 31, 2017</b>	<b>For the three months ended March 31, 2016</b>
	<u>(Unaudited)</u>	<u>(Unaudited)</u>
<b>Operating Activities:</b>		
Net loss	\$ (25,605)	\$ (85,955)
<b>Adjustments to reconcile net loss to net cash used by operating activities:</b>		
Depreciation and amortization	999	3,314
Write off of advances to shareholder	-	11,321
Common stock issued for service and stock compensation	-	30,050
Derivative and interest expense	-	6,555
<b>Changes in operating assets and liabilities:</b>		
Other receivable	-	(676)
Accrued expenses	(19,205)	22,252
Net cash used in operating activities	<u>(43,811)</u>	<u>(13,139)</u>
<b>Financing Activities:</b>		
Proceeds from Notes payable related parties	<u>56,308</u>	<u>11,480</u>
Net cash provided by financing activities	<u>56,308</u>	<u>11,480</u>
Net increase (decrease) in cash	12,497	(1,659)
Cash, beginning of period	<u>72</u>	<u>1,922</u>
Cash, end of period	<u>\$ 12,569</u>	<u>\$ 263</u>
<b>Non-cash investing and financing activities:</b>		
Common stock issued for service	\$ -	\$ 14,850
<b>Supplemental disclosure if cash flow information</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -

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

**POWERDYNE INTERNATIONAL, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**1. ORGANIZATION**

Powerdyne, Inc., was incorporated on February 2, 2010 in Nevada, and is registered to do business in Rhode Island and Massachusetts. On February 7, 2011, Powerdyne, Inc. merged with Powerdyne International, Inc., formerly Greenmark Acquisition Corporation, a publicly held Delaware corporation.

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

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

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

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

In March 2014 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.

**POWERDYNE INTERNATIONAL, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**3. BASIS OF PRESENTATION**

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") and include all the notes required by generally accepted accounting principles for complete financial statements. Accordingly, certain information and footnote disclosures, normally included in the financial statements prepared in accordance with generally accepted accounting principles, have been condensed or omitted pursuant to such rules and regulations. The statements presented as of March 31, 2017 and March 31, 2016 are unaudited. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of the financial statements have been included.

Certain information and footnote disclosure normally included in financial statements in accordance with generally accepted accounting principles have been omitted pursuant to the rules of the United States Securities and Exchange Commission ("SEC"). These unaudited financial statements should be read in conjunction with our audited financial statements and accompanying notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 filed on April 13, 2017.

**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 March 31, 2017, the Company had an accumulated deficit of \$3,399,608. 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 March 31, 2017. 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.

**POWERDYNE INTERNATIONAL, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*Use of Estimates*

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

*Fair Value of Financial Instruments*

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

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

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

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

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, and notes payable. 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.

*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 March 31, 2017 and December 31, 2016, 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.

**POWERDYNE INTERNATIONAL, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***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.

***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.

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.

**POWERDYNE INTERNATIONAL, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***Income Taxes (continued)***

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 March 31, 2017 and December 31, 2016 were \$1,000 and \$1,000, 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 March 31, 2017 and December 31, 2016, there were no outstanding dilutive securities.

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

	Three months ended <u>March 31, 2017</u>	Three months ended <u>March 31, 2016</u>
Loss available for common shareholder	\$ (25,605)	\$ (85,955)
Basic and fully diluted loss per share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>
Weighted average common shares outstanding - basic and diluted	<u>1,527,930,584</u>	<u>1,487,403,111</u>

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

***Recent Accounting Pronouncements***

In January 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2017-01, *Business Combinations (Topic 805)* to clarify the definition of a business, which is fundamental in the determination of whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses combinations. The updated guidance requires that in order to be considered a business the integrated set of assets and activities acquired must include, at a minimum, an input and process that contribute to the ability to create output. If substantially all of the fair value of the assets acquired is concentrated in a single identifiable asset or group of similar assets, it is not considered a business, and therefore would not be considered a business combination. The update is effective for fiscal years beginning after December 15, 2018, and interim periods with fiscal years beginning after December 15, 2019. The Company is currently evaluating the impact of adopting this guidance on our consolidated financial statements.

**POWERDYNE INTERNATIONAL, INC**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***Recent Accounting Pronouncements (continued)***

In March 2016, the FASB issued ASU No. 2016-09, *Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting (ASU 2016-09)*. Under ASU 2016-09, the tax effects of stock compensation will be recognized as income tax expense or benefit to the Company's income statement and the tax effects of exercised or vested awards will be treated as discrete items in the reporting period in which they occur. Along with other income tax cash flows, excess tax benefits will be classified as operating activities, and cash paid by the Company when directly withholding shares for tax withholding purposes will be classified as financing activities. At this time, this does not apply to the Company and therefore does not have an impact on its current financial statements. The Company decided to account for forfeitures when they occur, which did not have a material impact to the Company's financial statements,

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, requiring lessees to recognize for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis, and (2) a right-of-use ("ROU") asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. The update is effective for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. The Company currently anticipates that upon adoption of the new standard, ROU assets and lease liabilities will be recognized in amounts that will be immaterial to the consolidated balance sheets.

***Revenue Recognition***

In May 2014, the FASB issued an accounting standard update that amends the accounting guidance on revenue recognition. The amendment in this accounting standard update are intended to provide a more robust framework for addressing revenue issues, improve comparability of revenue standard update will be applied using either of the following transition methods: 1) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or 2) a modified retrospective approach with the cumulative effect of initially adopting the standard recognized at the date of adoption (which requires additional footnote disclosures). This accounting update is effective for reporting periods beginning after December 15, 2017. Early adoption is permitted only as of reporting periods beginning after December 31, 2016.

**5. PROPERTY AND EQUIPMENT - NET**

Equipment consists of the following as of March 31, 2017 and December 31, 2016:

	<b>March 31, 2017</b>	<b>December 31, 2016</b>
	<b>(unaudited)</b>	
Machinery and equipment	\$ 39,956	\$ 39,956
Less accumulated depreciation	(6,659)	(5,660)
Total Property and Equipment	<b>\$ 33,297</b>	<b>\$ 34,296</b>

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 three months ended March 31, 2017 and 2016 was \$999 and \$3,314, respectively.

**6. 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.

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

**POWERDYNE INTERNATIONAL, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**7. RELATED PARTY – Promissory Note**

The Company obtained financing from five different related parties from 2012 through March 31, 2017. As of March 31, 2017, 84.75% of the short-term financing is from Arthur Read. The accrued interest payable to Mr. Read is \$50,666. 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 has 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		Maturity
			3/31/17	12/31/16	
Promissory note 1	\$ 6,000	7%	\$ 1,919	\$ 1,816	9/4/2018
Promissory note 2	\$ 2,000	7%	\$ 629	\$ 594	10/1/2017
Promissory note 3	\$ 2,000	7%	\$ 605	\$ 571	12/3/2017
Total	<u>\$ 10,000</u>		<u>\$ 3,153</u>	<u>\$ 2,981</u>	

**POWERDYNE INTERNATIONAL, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**7. RELATED PARTY – Promissory Note (Continued)**

The Company obtained financing from a related party in the form of twenty-three demand Notes Payable in the aggregate amount of \$387,409 during the period from 2012 through March 31, 2017. 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 March 31, 2017. See maturity dues on table below. Notes 1 - 21 bear an interest rate of 7% per annum and are unsecured. Notes 22 – 23 bear an interest rate of 20% to begin accruing 90 days after issuance of notes.

Note	Principal	Rate	Accrued interest		Maturity
			3/31/17	12/31/16	
Promissory note 1	\$ 5,000	7%	\$ 1,608	\$ 1,522	7/25/2018
Promissory note 2	\$ 11,000	7%	\$ 3,418	\$ 3,228	10/22/2017
Promissory note 3	\$ 15,000	7%	\$ 4,565	\$ 4,306	11/24/2017
Promissory note 4	\$ 102	7%	\$ 32	\$ 30	10/22/2017
Promissory note 5	\$ 879	7%	\$ 268	\$ 252	11/24/2017
Promissory note 6	\$ 973	7%	\$ 313	\$ 296	7/25/2018
Promissory note 7	\$ 22,147	7%	\$ 4,687	\$ 4,305	5/4/2017
Promissory note 8	\$ 7,000	7%	\$ 1,130	\$ 1,010	12/11/2018
Promissory note 9	\$ 6,000	7%	\$ 956	\$ 853	12/22/2018
Promissory note 10	\$ 25,000	7%	\$ 3,903	\$ 3,471	1/8/2018
Promissory note 11	\$ 35,000	7%	\$ 5,276	\$ 4,672	2/5/2018
Promissory note 12	\$ 40,000	7%	\$ 5,554	\$ 4,864	4/8/2017
Promissory note 13	\$ 30,000	7%	\$ 4,010	\$ 3,492	5/5/2017
Promissory note 14	\$ 45,000	7%	\$ 5,584	\$ 4,807	6/24/2017
Promissory note 15	\$ 25,000	7%	\$ 2,939	\$ 2,508	7/28/2017
Promissory note 16	\$ 15,000	7%	\$ 1,697	\$ 1,438	8/20/2017
Promissory note 17	\$ 13,000	7%	\$ 1,391	\$ 1,167	9/21/2017
Promissory note 18	\$ 5,000	7%	\$ 525	\$ 439	10/13/2017
Promissory note 19	\$ 10,000	7%	\$ 995	\$ 823	10/30/2017
Promissory note 20	\$ 3,000	7%	\$ 272	\$ 220	12/15/2017
Promissory note 21	\$ 17,000	7%	\$ 1,542	\$ 1,249	12/15/2017
Promissory note 22	\$ 50,000	20%	\$ -	\$ -	6/20/2017
Promissory note 23	\$ 6,308	20%	\$ -	\$ -	6/20/2017
Total	<u>\$ 387,409</u>		<u>\$ 50,666</u>	<u>\$ 44,952</u>	

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, 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.

**POWERDYNE INTERNATIONAL, INC.**  
**NOTES TO UNAUDITED CONDENSED FINANCIAL STATEMENTS**

**7. RELATED PARTY – Promissory Note (Continued)**

Note	Principal	Rate	Accrued interest		Maturity
			3/31/17	12/31/16	
Promissory note 1	\$ 234	7%	\$ 71	\$ 67	12/5/2017
Promissory note 2	\$ 170	7%	\$ 52	\$ 49	11/18/2017
Promissory note 3	\$ 4,100	7%	\$ 1,191	\$ 1,120	2/5/2018
Promissory note 4	\$ 2,000	7%	\$ 580	\$ 546	2/7/2018
Promissory note 5	\$ 1,780	7%	\$ 126	\$ 95	3/29/2018
Promissory note 6	\$ 1,125	7%	\$ 59	\$ 40	6/30/2018
Total	<u>\$ 9,409</u>		<u>\$ 2,079</u>	<u>\$ 1,917</u>	

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		Maturity
			3/31/17	12/31/16	
Promissory note 1	\$ 10,000	7%	\$ 2,875	\$ 2,702	2/21/2018
Promissory note 2	\$ 8,000	7%	\$ 2,261	\$ 2,123	3/18/2018
Total	<u>\$ 18,000</u>		<u>\$ 5,136</u>	<u>\$ 4,826</u>	

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		Maturity
			3/31/17	12/31/16	
Promissory note 1	\$ 6,000	7%	\$ 1,115	\$ 1,011	8/6/2018
Promissory note 2	\$ 2,500	7%	\$ 217	\$ 174	1/4/2018
Promissory note 3	\$ 4,200	7%	\$ 314	\$ 242	2/5/2018
Promissory note 4	\$ 3,000	7%	\$ 217	\$ 165	3/20/2018
Promissory note 5	\$ 11,500	7%	\$ 604	\$ 406	6/30/2018
Promissory note 6	\$ 5,100	7%	\$ 194	\$ 106	8/8/2018
Total	<u>\$ 32,300</u>		<u>\$ 2,661</u>	<u>\$ 2,104</u>	

During the three months ended March 31, 2017 the total amount of related party loan proceeds was \$56,308. The total interest accrued on related party loans at March 31, 2017 and December 31, 2016 was \$63,695 and \$56,117, respectively.

Before the Company became public, \$11,321 was advanced to one stockholder. In the 1<sup>st</sup> 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 March 31, 2017 and December 31, 2016 was \$-0- and \$-0-, respectively. Amounts accrued, but not yet paid as due to related party at March 31, 2017 and December 31, 2016 was \$25,000 and \$25,000, respectively.

**8. COMMITMENTS AND CONTINGENCIES**

***Litigation***

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



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

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. 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 100 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.

### **Operations**

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

### **Results of Operations - The three months ended March 31, 2017 compared to the three months ended March 31, 2016:**

#### **Revenues**

We did not generate revenues during the three months ended March 31, 2017 but did generate \$264 during the three months ended March 31, 2016.

## **Operating expenses**

During the three months ended March 31, 2017 total operating expenses decreased 69.66% to \$26,160 from \$86,219 for the three months ended March 31, 2016. The decrease is related mainly due to decreases of \$31,550 in consulting expense, \$11,321 in bad debt expense, and \$6,000 in non-employee stock compensation. We also experienced decreases in salaries and wages, outside labor, outside sales consultant, filing fees, legal and accounting, payroll processing fees, telephone expense, cellphone expense, office supplies expense, postage expense, and depreciation expense. This decrease was offset by increases of \$2,311 in stock registration fees, and minor increases in payroll tax expense, bank service charges, interest expense, and insurance expense.

## **Net loss**

The net loss for the three months ended March 31, 2017 and 2016, was \$25,605 and \$85,955, respectively. The net loss for the three months March 31, 2017 included other income of \$555.

## **Liquidity and Capital Resources**

As of March 31, 2017 and December 31, 2016, we had working capital deficits of \$538,148 and \$477,962, respectively. For the three months ended March 31, 2017 we had \$12,497 increase in cash compared to the year end. The cash used by operations of \$43,811 was primarily due to net loss from operations of \$25,605 plus non-cash adjustments to net operating cash flows of \$999 of depreciation, less \$19,205 decrease in accrued expenses. The total cash provided by financing activities of \$56,308 was due to proceeds of notes payable to related parties.

We currently owe principal in the amount of \$457,118 under notes due to related parties payable with dues dates and principal amounts as follows:

<u>Maturity Date</u>	<u>Principal</u>
Apr-17	\$ 40,000
May-17	\$ 52,147
Jun-17	\$ 101,308
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	\$ 27,500
Feb-18	\$ 55,300
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	<u>\$ 457,118</u>

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 March 31, 2017 and December 31, 2016, 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.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not applicable to smaller reporting companies.

### **ITEM 4. CONTROLS AND PROCEDURES.**

#### **Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2017. The term “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of March 31, 2017, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were not effective at the reasonable assurance level due to the insufficient controls over timely financial statement preparation and review as well as over the preparation and review around accounting for certain complex transactions.

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

#### **Changes in Internal Control over Financial Reporting**

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

No other changes in our internal control over financial reporting occurred during the quarter ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.



## **PART II**

### **ITEM 1. LEGAL PROCEEDINGS**

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

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

None

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

Not applicable.

### **ITEM 4. MINE SAFETY DISCLOSURES**

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

### **ITEM 5. EXHIBITS**

(a) Exhibits

31.1 Certification of the Chief Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of the Chief Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**POWERDYNE INTERNATIONAL, INC.**

Dated: May 11, 2017

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

Dated: May 11, 2017

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

CERTIFICATION PURSUANT TO SECTION 302

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

1. I have reviewed this Form 10-Q of Powerdyne International, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2017

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

CERTIFICATION PURSUANT TO SECTION 302

I, Linda Madison, certify that:

1. I have reviewed this Form 10-Q of Powerdyne International, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 11, 2017

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



CERTIFICATION PURSUANT TO SECTION 906

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

- (1) The Report on Form 10-Q for the quarter ended March 31, 2017 of the Company (the "Report") fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

Date: May 11, 2016

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

CERTIFICATION PURSUANT TO SECTION 906

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

- (1) The Report on Form 10-Q for the quarter ended March 31, 2017 of the Company (the "Report") fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
- (2) The information contained in the Report fairly represents, in all material respects, the financial condition and results of operations of the Company.

Date: May 11, 2017

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