



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

June 12, 2012

Via Email

Mr. Dale P. Euga  
Chief Executive Officer  
Powerdyne International, Inc.  
300 Centerville Road, Suite 100E  
Warwick, RI 02886

**Re: Powerdyne International, Inc.  
Form 10-K for Fiscal Year Ended  
December 31, 2011  
Filed March 30, 2012  
Form 10-K for Fiscal Year Ended  
December 31, 2010  
Filed April 12, 2011  
Form 8-K  
Filed March 25, 2011  
File No. 000-53259**

Dear Mr. Euga:

We have completed our review of your filings. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filings and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings to be certain that the filings include the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ James Lopez (for)

John Reynolds  
Assistant Director