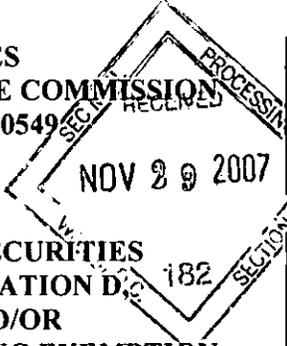


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



OMB APPROVAL table with OMB Number 3235-0076, Expires April 30, 2008, and Estimated average burden of 16.00 hours per response.

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY table with fields for Prefix, Serial, and DATE RECEIVED.

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Units of common stock.

Filing Under (Check box(es) that apply): Rule 504, Rule 505, Rule 506, Section 4(6), ULOE

Type of Filing: New Filing, Amendment No. 4



07084287

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

PROFILE TECHNOLOGIES, INC.

Address of Executive Offices (Number and Street, City, State, Zip Code)

2 Park Avenue, Suite 201, Manhasset, New York 11030

Telephone Number (Including Area Code)

(516) 365-1909

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

same as above

Telephone Number (Including Area Code)

same as above

Brief Description of Business

Researching and developing a patented, high-speed, non-destructing, non-invasive scanning process to remotely test buried and insulated pipeline for corrosion

Type of Business Organization

- corporation, limited partnership, already formed, other (please specify), business trust, limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year 8 8

Actual, Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE\*)

\*Originally incorporated in State of Washington. Incorporated in State of Delaware since 02/95.



GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Handwritten signature/initials

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Gemino, Henry**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Profile Technologies, Inc., 2 Park Avenue, Suite 201, Manhasset, New York 11030**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Evans, Murphy**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Profile Technologies, Inc., 2 Park Avenue, Suite 201, Manhasset, New York 11030**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Jones, Philip**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Profile Technologies, Inc., 2 Park Avenue, Suite 201, Manhasset, New York 11030**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Christenson, Charles**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Profile Technologies, Inc., 2 Park Avenue, Suite 201, Manhasset, New York 11030**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Geib, Robert C.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Profile Technologies, Inc., 2 Park Avenue, Suite 201, Manhasset, New York 11030**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Palmer, Richard L.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**c/o Profile Technologies, Inc., 2 Park Avenue, Suite 201, Manhasset, New York 11030**

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering? Yes  No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual \$ 10,000.00<sup>1</sup>

3. Does the offering permit joint ownership of a single unit? Yes  No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated with persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

**Crawford, Guy**

Business or Residence Address (Number and Street, City, State, Zip Code)

**80 Broad Street, New York, NY 10004**

Name of Associated Broker or Dealer

**R.F. Lafferty & Company, Inc.**

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

|    |    |    |    |           |           |           |           |    |           |    |    |    |
|----|----|----|----|-----------|-----------|-----------|-----------|----|-----------|----|----|----|
| AL | AK | AZ | AR | CA        | CO        | <u>CT</u> | DE        | DC | <u>FL</u> | GA | HI | ID |
| IL | IN | IA | KS | KY        | <u>LA</u> | ME        | MD        | MA | <u>MI</u> | MN | MS | MO |
| MT | NE | NV | NH | <u>NJ</u> | NM        | <u>NY</u> | <u>NC</u> | ND | OH        | OK | OR | PA |
| RI | SC | SD | TN | <u>TX</u> | UT        | VT        | VA        | WA | WV        | WI | WY | PR |

Full Name (Last name first, if individual)

□□□□□

Business or Residence Address (Number and Street, City, State, Zip Code)

□□□□□

Name of Associated Broker or Dealer

□□□□□

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | WY | PR |

Full Name (Last name first, if individual)

□□□□□

Business or Residence Address (Number and Street, City, State, Zip Code)

□□□□□

Name of Associated Broker or Dealer

□□□□□

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

|    |    |    |    |    |    |    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|----|----|----|----|----|----|
| AL | AK | AZ | AR | CA | CO | CT | DE | DC | FL | GA | HI | ID |
| IL | IN | IA | KS | KY | LA | ME | MD | MA | MI | MN | MS | MO |
| MT | NE | NV | NH | NJ | NM | NY | NC | ND | OH | OK | OR | PA |
| RI | SC | SD | TN | TX | UT | VT | VA | WA | WV | WI | WY | PR |

<sup>1</sup> The Company, in its discretion, may accept less than \$10,000 from an investor.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box  and indicate in the column below the amounts of the securities offered for exchange and already exchanged.

| Type of Security  | Aggregate<br>Offering Price | Amount<br>Already Sold |
|---|-----------------------------|------------------------|
| Debt.....   | \$ _____                    | \$ _____               |
| Equity.....   | \$ <u>1,800,000</u>         | \$ <u>1,123,999.80</u> |
| <input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred |                             |                        |
| Convertible Securities (including warrants).....                              | \$ <u>□□□□□</u>             | \$ <u>□□□□□</u>        |
| Limited Liability Company Membership Interests .....                          | \$ _____                    | \$ _____               |
| Other (Specify _____).....  | \$ <u>□□□□□</u>             | \$ <u>□□□□□</u>        |
| Total.....  | \$ <u>1,800,000</u>         | \$ <u>1,123,999.80</u> |

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".

|  | Number<br>Investors | Aggregate<br>Dollar Amount<br>of Purchases |
|--|---------------------|--|
| Accredited Investors.....                    | <u>20</u>           | \$ <u>1,123,999.80</u>                     |
| Non-accredited Investors.....                | <u>-0-</u>          | \$ <u>-0-</u>                              |
| Total (for filings under Rule 504 only)..... | _____               | \$ _____                                   |

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

| Type of Offering  | Type of<br>Security | Dollar<br>Amount Sold |
|-------------------|---------------------|-----------------------|
| Rule 505.....     | <u>□□□□□</u>        | \$ <u>□□□□□</u>       |
| Regulation A..... | <u>□□□□□</u>        | \$ <u>□□□□□</u>       |
| Rule 504.....     | <u>□□□□□</u>        | \$ <u>□□□□□</u>       |
| Total.....        | <u>□□□□□</u>        | \$ _____              |

**Not Applicable**

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

|   |                                     |                   |
|---|-------------------------------------|-------------------|
| Transfer Agent's Fees.....                                | <input type="checkbox"/>            | \$ <u>□□□□□</u>   |
| Printing and Engraving Costs.....                         | <input checked="" type="checkbox"/> | \$ <u>200</u>     |
| Legal Fees.....   | <input checked="" type="checkbox"/> | \$ <u>5,000</u>   |
| Accounting Fees.....                                      | <input checked="" type="checkbox"/> | \$ <u>1,000</u>   |
| Engineering Fees.....                                     | <input type="checkbox"/>            | \$ _____          |
| Sales Commissions (Specify finder's fees separately)..... | <input checked="" type="checkbox"/> | \$ <u>117,000</u> |
| Other Expenses (specify).....                             | <input type="checkbox"/>            | \$ _____          |
| □□□□□   |                                     |                   |
| Total.....  | <input checked="" type="checkbox"/> | \$ <u>123,200</u> |

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer."..... \$1,046,800

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

|  | Payments to<br>Officers,<br>Directors, &<br>Affiliates | Payments<br>To Others |
|--|--|-----------------------|
| Salaries and fees..... <input type="checkbox"/>  | \$ _____   | \$ _____              |
| Purchase of real estate..... <input type="checkbox"/>  | \$ □□□□□   | \$ □□□□□              |
| Purchase, rental or leasing and installation of machinery and equipment..... <input type="checkbox"/>  | \$ □□□□□   | \$ □□□□□              |
| Construction or leasing of plant buildings and facilities..... <input type="checkbox"/>  | \$ □□□□□   | \$ □□□□□              |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)..... <input type="checkbox"/> | \$ □□□□□   | \$ □□□□□              |
| Repayment of indebtedness..... <input type="checkbox"/>  | \$ □□□□□   | \$ □□□□□              |
| Working capital..... <input checked="" type="checkbox"/>   | \$ _____   | \$ 1,046,800          |
| Other (Specify)..... <input type="checkbox"/>  | \$ □□□□□   | \$ _____              |
| Column Totals..... <input type="checkbox"/>  | \$ _____   | \$ 1,046,800          |
| Total Payments Listed (column totals added)..... <input type="checkbox"/>  |  | \$ 1,046,800          |

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b) (2) of Rule 502.

|   |   |                                  |
|---|---|----------------------------------|
| <b>Issuer (Print or Type)</b><br>PROFILE TECHNOLOGIES, INC. | <b>Signature</b><br>□□□□□   | <b>Date</b><br>November 27, 2007 |
| <b>Name of Signer (Print or Type)</b><br>Henry Gemino       | <b>Title of Signer (Print or Type)</b><br>Chief Executive Officer and Chief Financial Officer |                                  |

**ATTENTION**

**International misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

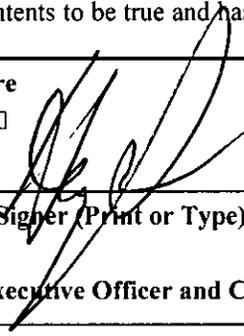
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?..... Yes  No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

|   |   |                                      |
|---|---|--------------------------------------|
| <b>Issuer (Print or Type)</b><br><br>PROFILE TECHNOLOGIES, INC. | <b>Signature</b><br>□□□□<br> | <b>Date</b><br><br>November 27, 2007 |
| <b>Name of Signer (Print or Type)</b><br><br>Henry Gemino       | <b>Title of Signer (Print or Type)</b><br><br>Chief Executive Officer and Chief Financial Officer             |                                      |

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B - Item 1) |                                     | 3<br>Type of Security and aggregate offering price offered in state (Part C-Item 1) | 4<br>Type of investor and amount purchased in State (Part C - Item 2) |           |                                    |           | 5<br>Disqualified under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1) |                                     |
|------------|--|-------------------------------------|---|---|-----------|------------------------------------|-----------|---|-------------------------------------|
|            | Yes  | No                                  | Units of common stock.  | Number of Accredited Investors  | Amount    | Number of Non-Accredited Investors | Amount    | Yes   | No                                  |
| AL         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |           |                                    |           | <input type="checkbox"/>  | <input type="checkbox"/>            |
| AK         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| AZ         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| AR         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| CA         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     |                                    |           | <input type="checkbox"/>  | <input type="checkbox"/>            |
| CO         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| CT         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> | 111,111   | 1   | \$100,000 | -0-                                | -0-       | <input type="checkbox"/>  | <input checked="" type="checkbox"/> |
| DE         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| DC         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| FL         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> | 100,000   | 1   | \$90,000  | -0-                                | -0-       | <input type="checkbox"/>  | <input checked="" type="checkbox"/> |
| GA         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |           |                                    |           | <input type="checkbox"/>  | <input type="checkbox"/>            |
| HI         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| ID         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| IL         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> | 50,000  | 1   | 45,000    | -0-                                | -0-       | <input type="checkbox"/>  | <input type="checkbox"/>            |
| IN         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| IA         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| KS         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |
| KY         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |           |                                    |           | <input type="checkbox"/>  | <input type="checkbox"/>            |
| LA         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> | 18,000  | 1   | \$16,200  | -0-                                | -0-       | <input type="checkbox"/>  | <input checked="" type="checkbox"/> |
| ME         | <input type="checkbox"/>   | <input type="checkbox"/>            | 00000   | 00000   | 00000     | 00000                              | 0000<br>0 | <input type="checkbox"/>  | <input type="checkbox"/>            |

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B – Item 1) |                                     | 3<br>Type of Security and aggregate offering price offered in state (Part C-Item 1) | 4<br>Type of investor and amount purchased in State (Part C – Item 2) |                                |        |                                    | 5<br>Disqualified under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1) |                                     |
|------------|--|-------------------------------------|---|---|--------------------------------|--------|------------------------------------|---|-------------------------------------|
|            | Yes  | No                                  |   | Units of common stock.  | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount  | Yes                                 |
| MD         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          |        |                                    | <input type="checkbox"/>  | <input type="checkbox"/>            |
| MA         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| MI         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> | 16,667  | 1   | \$15,000                       | -0-    | -0-                                | <input type="checkbox"/>  | <input checked="" type="checkbox"/> |
| MN         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                                |        |                                    | <input type="checkbox"/>  | <input type="checkbox"/>            |
| MS         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B - Item 1) |                                     | 3<br>Type of Security and aggregate offering price offered in state (Part C-Item 1) | 4<br>Type of investor and amount purchased in State (Part C - Item 2) |                                |        |                                    | 5<br>Disqualified under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1) |                                     |
|------------|--|-------------------------------------|---|---|--------------------------------|--------|------------------------------------|---|-------------------------------------|
|            | Yes  | No                                  |   | Units of common stock.  | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount  | Yes                                 |
| MO         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| MT         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| NE         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| NV         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| NH         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| NJ         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> | 45,000  | 1   | \$40,500                       | -0-    | -0-                                | <input type="checkbox"/>  | <input checked="" type="checkbox"/> |
| NM         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| NY         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> | 750,889.34  | 11  | \$675,800                      | -0-    | -0-                                | <input type="checkbox"/>  | <input checked="" type="checkbox"/> |
| NC         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> | 145,000   | 2   | \$130,500                      | -0-    | -0-                                | <input type="checkbox"/>  | <input checked="" type="checkbox"/> |
| ND         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| OH         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| OK         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| OR         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| PA         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| RI         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| SC         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                                |        |                                    | <input type="checkbox"/>  | <input type="checkbox"/>            |
| SD         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□<br>□                         | <input type="checkbox"/>  | <input type="checkbox"/>            |
| TN         | <input type="checkbox"/>   | <input type="checkbox"/>            |   |   |                                |        |                                    | <input type="checkbox"/>  | <input type="checkbox"/>            |
| TX         | <input type="checkbox"/>   | <input checked="" type="checkbox"/> | 12,222  | 1   | \$10,999.80                    | -0-    | -0-                                | <input type="checkbox"/>  | <input checked="" type="checkbox"/> |
| UT         | <input type="checkbox"/>   | <input type="checkbox"/>            | □□□□□   | □□□□□   | □□□□□                          | □□□□□  | □□□□□                              | <input type="checkbox"/>  | <input type="checkbox"/>            |

**APPENDIX**

| 1<br>State | 2<br>Intend to sell to non-accredited investors in State (Part B - Item 1) |                          | 3<br>Type of Security and aggregate offering price offered in state (Part C-Item 1)<br><br>Units of common stock. | 4<br>Type of investor and amount purchased in State (Part C - Item 2) |        |                                    |            | 5<br>Disqualified under State ULOE (if yes, attach explanation of waiver granted) (Part E - Item 1) |                          |
|------------|--|--------------------------|---|---|--------|------------------------------------|------------|---|--------------------------|
|            | Yes  | No                       |   | Number of Accredited Investors  | Amount | Number of Non-Accredited Investors | Amount     | Yes   | No                       |
| VT         | <input type="checkbox"/>   | <input type="checkbox"/> | □□□□□   | □□□□□   | □□□□□  | □□□□□                              | □□□□□<br>□ | <input type="checkbox"/>  | <input type="checkbox"/> |
| VA         | <input type="checkbox"/>   | <input type="checkbox"/> |   |   |        |                                    |            | <input type="checkbox"/>  | <input type="checkbox"/> |
| WA         | <input type="checkbox"/>   | <input type="checkbox"/> | □□□□□   | □□□□□   | □□□□□  | □□□□□                              | □□□□□<br>□ | <input type="checkbox"/>  | <input type="checkbox"/> |
| WV         | <input type="checkbox"/>   | <input type="checkbox"/> | □□□□□   | □□□□□   | □□□□□  | □□□□□                              | □□□□□<br>□ | <input type="checkbox"/>  | <input type="checkbox"/> |
| WI         | <input type="checkbox"/>   | <input type="checkbox"/> | □□□□□   | □□□□□   | □□□□□  | □□□□□                              | □□□□□<br>□ | <input type="checkbox"/>  | <input type="checkbox"/> |

**APPENDIX**

| 1     | 2   |                          | 3                      | 4  |  |                                    |            | 5                        |  |
|-------|---|--------------------------|------------------------|--|--|------------------------------------|------------|--------------------------|--|
|       | Intend to sell to non-accredited investors in State (Part B – Item 1) |                          |                        | Type of Security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and amount purchased in State (Part C – Item 2) |                                    |            |                          | Disqualified under State ULOE (if yes, attach explanation of waiver granted) (Part E – Item 1) |
| State | Yes   | No                       | Units of common stock. | Number of Accredited Investors   | Amount   | Number of Non-Accredited Investors | Amount     | Yes                      | No   |
| WY    | <input type="checkbox"/>  | <input type="checkbox"/> | □□□□□                  | □□□□□  | □□□□□  | □□□□□                              | □□□□□<br>□ | <input type="checkbox"/> | <input type="checkbox"/>   |
| PR    | <input type="checkbox"/>  | <input type="checkbox"/> | □□□□□                  | □□□□□  | □□□□□  | □□□□□                              | □□□□□<br>□ | <input type="checkbox"/> | <input type="checkbox"/>   |

**FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS**

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, PROFILE TECHNOLOGIES, INC., a corporation organized under the laws of Delaware for purposes of complying with the laws of the states indicated hereunder relating to (i) either the registration or sale of securities or (ii) the furnishing of investment advisory services, hereby irrevocably appoints the officers of the states so designated hereunder and their successors in such offices, its attorney in those states so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the states so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the states so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that state and have been served lawfully with process in that state.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Profile Technologies, Inc.  
2 Park Avenue, Suite 201  
Manhasset, NY 11030  
Attn: Henry Gemino

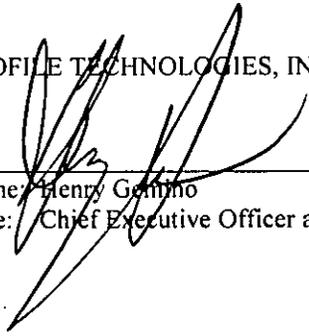
Place an "X" before the names of all states for which the person executing this form is appointing the designated Officer of that state as its attorney in that state for receipt of service of process:

|  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> ALABAMA                 | Secretary of State.  | <input checked="" type="checkbox"/> ILLINOIS  | Secretary of State.   |
| <input type="checkbox"/> ALASKA                  | Commissioner,<br>Department of Community<br>And Economic Development.                    | <input type="checkbox"/> INDIANA              | Secretary of State.   |
| <input type="checkbox"/> ARIZONA                 | The Corporation Commission.  | <input type="checkbox"/> IOWA                 | Commissioner of Insurance.  |
| <input type="checkbox"/> ARKANSAS                | Commissioner of Securities<br>Department.  | <input type="checkbox"/> KANSAS               | Secretary of State.   |
| <input type="checkbox"/> CALIFORNIA              | Commissioner of Corporations.  | <input type="checkbox"/> KENTUCKY             | Commissioner, Department of<br>Financial Institutions.                                  |
| <input type="checkbox"/> COLORADO                | Securities Commissioner.   | <input checked="" type="checkbox"/> LOUISIANA | Commissioner of Securities.   |
| <input checked="" type="checkbox"/> CONNECTICUT  | Banking Commissioner.  | <input type="checkbox"/> MAINE                | Securities Administrator.   |
| <input type="checkbox"/> DELAWARE                | Securities Commissioner.   | <input type="checkbox"/> MARYLAND             | Securities Commissioner of<br>the Division of Securities.                               |
| <input type="checkbox"/> DISTRICT OF<br>COLUMBIA | Each member of Public<br>Service Commission or<br>Commissioner's successor<br>in office. | <input type="checkbox"/> MASSACHUSETTS        | State Secretary.  |
| <input checked="" type="checkbox"/> FLORIDA      | Department of Banking<br>and Finance.  | <input checked="" type="checkbox"/> MICHIGAN  | Commissioner, Office of<br>Financial and Insurance<br>Services.                         |
| <input type="checkbox"/> GEORGIA                 | Commissioner of Securities.  | <input type="checkbox"/> MINNESOTA            | Commissioner of Commerce.   |
| <input type="checkbox"/> GUAM                    | Administrator, Department<br>of Revenue and Taxation.                                    | <input type="checkbox"/> MISSISSIPPI          | Secretary of State.   |
| <input type="checkbox"/> HAWAII                  | Commissioner of Securities<br>& Consumer Affairs.  | <input type="checkbox"/> MISSOURI             | Commissioner of Securities.   |
| <input type="checkbox"/> IDAHO                   | Director of Department of<br>Finance and his<br>successors in office.                    | <input type="checkbox"/> MONTANA              | Securities Commissioner and<br>his successors in office.                                |
|  |  | <input type="checkbox"/> NEBRASKA             | Director of Department of<br>Banking and Finance.                                       |
|  |  | <input type="checkbox"/> NEVADA               | Administrator of the<br>Securities Division of the Office<br>of the Secretary of State. |

|                         |   |                      |   |
|-------------------------|---|----------------------|---|
| _____ NEW HAMPSHIRE     | Secretary of State.   | _____ SOUTH CAROLINA | Attorney General (ex officio Securities Commissioner).                          |
| <u>X</u> NEW JERSEY     | Chief, Bureau of Securities in the Division of Consumer Affairs of the Department of Law and Public Safety. | _____ SOUTH DAKOTA   | Director of the Division of Securities.   |
| _____ NEW MEXICO        | Director, Securities Division Of the Regulation and Licensing Department.                                   | _____ TENNESSEE      | Commissioner of Commerce and Insurance.   |
| <u>X</u> NEW YORK       | Secretary of State.   | <u>X</u> TEXAS       | Securities Commissioner.  |
| <u>X</u> NORTH CAROLINA | Secretary of State.   | _____ UTAH           | Director, Division of Securities.   |
| _____ NORTH DAKOTA      | Securities Commissioner.  | _____ VERMONT        | Commissioner of Banking, Insurance, Securities, and Health Care Administration. |
| _____ OHIO              | Secretary of State.   | _____ VIRGINIA       | Clerk, State Corporation Commission.  |
| _____ OREGON            | Director, Department of Consumer and Business Services.   | _____ WASHINGTON     | Director of the Department of Financial Institutions.                           |
| _____ OKLAHOMA          | Department of Securities.   | _____ WEST VIRGINIA  | Commissioner. (Auditor of the State).   |
| _____ PENNSYLVANIA      | Pennsylvania does not require filing of a Consent to Service of Process.                                    | _____ WISCONSIN      | Division of Securities, Department of Financial Institutions.                   |
| _____ PUERTO RICO       | Commissioner of Financial Institutions.   | _____ WYOMING        | Secretary of State.   |
| _____ RHODE ISLAND      | Director of Department of Business Regulation.  |                      |   |

Dated this 27th day of November, 2007.

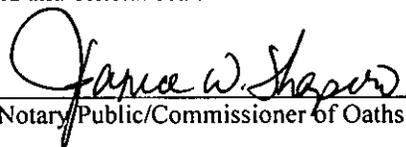
PROFILE TECHNOLOGIES, INC.

By:   
 Name: Henry Gemino  
 Title: Chief Executive Officer and Chief Financial Officer

COMMONWEALTH OF PENNSYLVANIA  
 COUNTY OF ALLEGHENY

On this 27th day of November, 2007, before me, Janice W. Shapiro, the undersigned officer, personally appeared Henry Gemino, known personally to me to be the same person(s) whose name(s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the used and purposed therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

  
 Notary Public/Commissioner of Oaths

END

(SEAL)

My Commission Expires \_\_\_\_\_

COMMONWEALTH OF PENNSYLVANIA  
 Notarial Seal  
 Janice W. Shapiro, Notary Public  
 City of Pittsburgh, Allegheny County  
 My Commission Expires Oct. 21, 2009  
 Member, Pennsylvania Association of Notaries