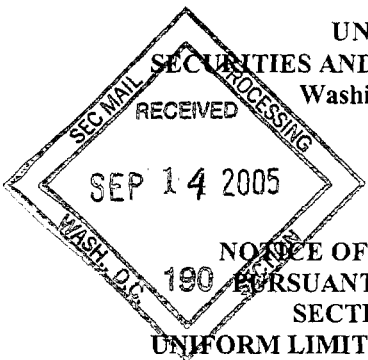


1014653



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

FORM D

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

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 SEC USE ONLY 05066896

Name of Offering Private Placement of Consisting of Common Stock and Warrants to Purchase Common Stock Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE Type of Filing: [] New Filing [X] Amendment No. 2 A. BASIC IDENTIFICATION DATA 1. 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) Telephone Number (Including Area Code) 2 Park Avenue, Suite 201, Manhasset, New York 11030 (516) 365-1909 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Brief Description of Business Researching and developing a patented, high-speed, non-destructing, non-invasive scanning process and remotely test buried and insulated pipeline for corrosion. Type of Business Organization [X] 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 1988 [] Actual [X] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign country) [D] [E]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D (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 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

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be filed in the appropriate states in accordance with state law. The Appendix in 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.

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) 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) 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) 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) Krivsky, William A.

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

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

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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
 [] [X]
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... \$5,000
3. Does the offering permit joint ownership of a single unit?..... Yes No
 [X] []

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 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

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] X	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI] X	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ] X	[NM]	[NY]	[NC] X	[ND]	[OH]	[OK]	[OR]	[PA] X
[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]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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 columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt		
Equity (Including warrants).....	\$2,000,000	\$363,500

[X] Common [] Preferred

Convertible Securities (including warrants)
 Partnership Interests
 Other (Specify: Options to Acquire Shares of Common Stock).
 Total

\$2,000,000	\$363,500

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."

Accredited Investors
 Non-accredited Investors
 Total (for filings under Rule 504 only)

Number Investors	Aggregate Dollar Amount of Purchases
24	\$363,000
0	\$0

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, 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
 Rule 505
 Regulation A.....
 Rule 504
 Total

Type of Security	Dollar Amount Sold

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"/>	
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$200
Legal Fees	<input checked="" type="checkbox"/>	\$5,000
Accounting Fees	<input checked="" type="checkbox"/>	\$1,000
Engineering Fees	<input type="checkbox"/>	
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	
Other Expenses (identify):	<input type="checkbox"/>	
TOTAL	<input checked="" type="checkbox"/>	\$6,200

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."

\$1,993,800

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.

Salaries and fees	<input type="checkbox"/>	Payments to Officers, Directors, & Affiliates	<input type="checkbox"/>	Payments To Others
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Purchase of real estate	<input type="checkbox"/>	<input type="checkbox"/>
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	<input type="checkbox"/>
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	<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"/>	<input type="checkbox"/>
Repayment of indebtedness	<input type="checkbox"/>	<input type="checkbox"/>
Working capital	<input type="checkbox"/>	<input checked="" type="checkbox"/> \$1,993,800
Other (specify):	<input type="checkbox"/>	<input type="checkbox"/>
Column Totals	<input type="checkbox"/>	<input checked="" type="checkbox"/> \$1,993,800
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/>	\$1,993,800

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.

Issuer (Print or Type) Profile Technologies, Inc.	Signature	Date
Name of Signer (Print or Type) Henry Gemino	Title (Print or Type) Chief Executive Officer	

ATTENTION

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

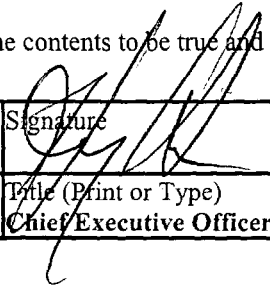
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 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.

Issuer (Print or Type) Profile Technologies, Inc.	Signature 	Date 9/9/05
Name of Signer (Print or Type) Henry Gemino	Title (Print or Type) Chief Executive 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 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Convertible Debentures With Accompanying Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL		X	\$10,000	1	\$10,000	0	\$0		X
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI		X	\$12,000	2	\$12,000	0	\$0		X
MN									
MS									
MO									
MT									
NE									
NV									
NH									
NJ		X	\$12,000	2	\$12,000	0	\$0		X

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)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Convertible Debentures With Accompanying Warrants	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NM									
NY		X	\$235,000	17	\$235,000	0	\$0		X
NC		X	\$32,000	1	\$32,000	0	\$0		X
ND									
OH									
OK									
OR									
PA		X	\$62,500	1	\$62,500	0	\$0		X
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

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 the State of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, 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:

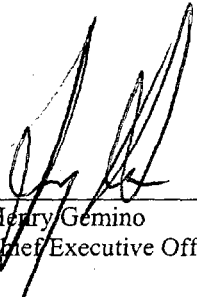
Profile Technologies, Inc.
2 Park Avenue
Suite 201
Manhasset, New York 11030

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

<input type="checkbox"/> AL	Secretary of State	<input type="checkbox"/> FL	Dept. of Banking and Finance
<input type="checkbox"/> AK	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development	<input type="checkbox"/> GA	Commissioner of Securities
<input type="checkbox"/> AZ	The Corporation Commission	<input type="checkbox"/> GUAM	Administrator, Department of Finance
<input type="checkbox"/> AR	The Securities Commissioner	<input type="checkbox"/> HI	Commissioner of Securities
<input type="checkbox"/> CA	Commissioner of Corporations	<input type="checkbox"/> ID	Director, Department of Finance
<input type="checkbox"/> CO	Securities Commissioner	<input type="checkbox"/> IL	Secretary of State
<input type="checkbox"/> CT	Banking Commissioner	<input type="checkbox"/> IN	Secretary of State
<input type="checkbox"/> DE	Securities Commissioner	<input type="checkbox"/> IA	Commissioner of Insurance
<input type="checkbox"/> DC	Dept. of Insurance & Securities Regulation	<input type="checkbox"/> KS	Secretary of State
<input type="checkbox"/> KY	Director, Division of Securities	<input type="checkbox"/> OH	Secretary of State
<input type="checkbox"/> LA	Commissioner of Securities	<input type="checkbox"/> OR	Director, Department of Insurance and Finance
<input type="checkbox"/> ME	Administrator, Securities Division	<input type="checkbox"/> OK	Securities Administrator
<input type="checkbox"/> MD	Commissioner of the Division of Securities	<input type="checkbox"/> PA	Pennsylvania does not require filing of a Consent to Service of Process

<u> </u> MA	Secretary of State	<u> </u> PR	Commissioner of Financial Institutions
<u>X</u> MI	Commissioner, Office of Financial and Insurance Services	<u> </u> RI	Director of Business Regulation
<u> </u> MN	Commissioner of Commerce	<u> </u> SC	Securities Commissioner
<u> </u> MS	Secretary of State	<u> </u> SD	Director of the Division of Securities
<u> </u> MO	Securities Commissioner	<u> </u> TN	Commissioner of Commerce and Insurance
<u> </u> MT	State Auditor and Commissioner of Insurance	<u> </u> TX	Securities Commissioner
<u> </u> NE	Director of Banking and Finance	<u> </u> UT	Director, Division of Securities
<u> </u> NV	Secretary of State	<u> </u> VT	Commissioner of Banking, Insurance, Securities & Health Administration
<u> </u> NH	Secretary of State	<u> </u> VA	Clerk, State Corporation Commission
<u> </u> NJ	Chief, Securities Bureau	<u> </u> WA	Director of the Department of Licensing
<u> </u> NM	Director, Securities Division	<u> </u> WV	Commissioner of Securities
<u>X</u> NY	Secretary of State	<u> </u> WI	Department of Financial Institutions, Division of Securities
<u>X</u> NC	Secretary of State	<u> </u> WY	Secretary of State
<u> </u> ND	Securities Commissioner		

Dated this 9th day of September, 2005
 (SEAL)


 By: Henry Gemino
 Its: Chief Executive Officer

PETER J. MERCALDO
 NOTARY PUBLIC, State of New York
 No. 01ME5028435
 Qualified in Nassau County
 Commission Exp. 5/31/2006




CORPORATE ACKNOWLEDGMENT

State or Province of New York
County of NASSAU) ss.

On this 9 day of September, 2005 before me Henry Gemino the undersigned officer, personally appeared Henry Gemino known personally to me to be the Chief Executive Officer of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

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

PETER J. MERCALDO
NOTARY PUBLIC, State of New York
No. 01ME5028435
Qualified in Nassau County
Commission Exp. 5/31/2006


Notary Public/Commissioner of Oath
My Commission Expires 5/31/2006

(SEAL)