

Edgar Filing: ENTRX CORP - Form SC 13G

ENTRX CORP  
Form SC 13G  
February 11, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)  
(Amendment No. 1)\*

Entrx Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

591142203  
(CUSIP Number)

December 31, 2002  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

[ ] Rule 13d-1(b)  
[X] Rule 13d-1(c)  
[ ] Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act but shall be subject to all other provisions of the Act (however, see  
the Notes).

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bradley Resources Company  
16-1224523

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

|   |   |                                   |
|---|---|-----------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 5 | SOLE VOTING POWER<br>487,740      |
|   | 6 | SHARED VOTING POWER<br>0          |
|   | 7 | SOLE DISPOSITIVE POWER<br>487,740 |
|   | 8 | SHARED DISPOSITIVE POWER<br>0     |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
487,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.36 %

12 TYPE OF REPORTING PERSON  
PN

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-----  
CUSIP No. 591142203

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

George W. Holbrook, Jr.  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United State of America  
-----

5 SOLE VOTING POWER  
25,360

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH  
-----

6 SHARED VOTING POWER  
503,040  
-----

7 SOLE DISPOSITIVE POWER  
25,360  
-----

8 SHARED DISPOSITIVE POWER  
503,040  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

528,400  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES [ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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6.89 %

12 TYPE OF REPORTING PERSON  
IN

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

James R. McGoogan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United State of America

|   |   |                                     |
|---|---|-------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 5 | SOLE VOTING POWER<br>0              |
|   | 6 | SHARED VOTING POWER<br>503,040      |
|   | 7 | SOLE DISPOSITIVE POWER<br>0         |
|   | 8 | SHARED DISPOSITIVE POWER<br>503,040 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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503,040

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.56 %

12 TYPE OF REPORTING PERSON  
IN

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Richard V. Traister

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
United State of America

|   |   |                                |
|---|---|--------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 5 | SOLE VOTING POWER<br>0         |
|   | 6 | SHARED VOTING POWER<br>487,740 |

7 SOLE DISPOSITIVE POWER  
0

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8 SHARED DISPOSITIVE POWER  
487,740

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
487,740

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES  
CERTAIN SHARES [ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
6.36 %

12 TYPE OF REPORTING PERSON  
IN

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The Reporting Persons initially filed a Schedule 13D with the Securities and Exchange Commission on August 20, 1999 to report their beneficial ownership position in Entrx Corporation. The Reporting Persons are eligible to report their beneficial ownership position on Schedule 13G and have elected to report their beneficial ownership position on Schedule 13G on a going-forward basis.

Item 1(a). Name of Issuer:

The name of the Issuer is Entrx Corporation.

Item 1(b). Address of Issuer's Principal Executive Offices:

800 Nicollet Mall, Suite 2690  
Minneapolis, MN 55402

Item 2(a). Name of Person(s) Filing:

This statement is being filed jointly by the following parties (collectively, the "Reporting Persons"):

Bradley Resources Company  
George W. Holbrook, Jr.  
James R. McGoogan  
Richard V. Traister

Bradley Resources Company is a general partnership formed under the laws of the State of New York. The partners of Bradley Resources Company are Mr. Holbrook, Mr. McGoogan and Mr. Traister.

Item 2(b). Address of Principal Business Office or, if None, Residence:

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The address of the principal business office of each of Bradley Resources Company, Mr. Holbrook, Mr. McGoogan and Mr. Traister is 1151 S.W. 30th Street, Suite E, P.O. Box 1938, Palm City, FL 34991-6938.

Item 2(c).      Citizenship:

Bradley Resources Company is a general partnership formed under the laws of the State of New York. Mr. Holbrook, Mr. McGoogan and Mr. Traister are each citizens of the United States of America.

Item 2(d).      Title of Class of Securities:

Common Stock, par value \$.10 per share.

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Item 2(e).      CUSIP Number:

591142203

Item 3.          If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

Item 4.          Ownership.

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| Reporting Person | Amount<br>Beneficially<br>Owned | Percent of<br>Class | Sole Power<br>to Vote or<br>Direct<br>the Vote | Shared Power to<br>Vote or to Direct<br>the Vote | Sole P<br>Dispos<br>Dire<br>Dispos |
|------------------|---------------------------------|---------------------|--|--|------------------------------------|
|------------------|---------------------------------|---------------------|--|--|------------------------------------|

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|                           |         |       |         |         |         |
|---------------------------|---------|-------|---------|---------|---------|
| Bradley Resources Company | 487,740 | 6.36% | 487,740 | 0       | 487,740 |
| George W. Holbrook, Jr.   | 528,400 | 6.89% | 23,360  | 503,040 | 23,360  |
| James R. McGoogan         | 503,040 | 6.56% | 0       | 503,040 | 0       |
| Richard V. Traister       | 487,740 | 6.36% | 0       | 487,740 | 0       |

Because of the relationships described in Item 2(a), the Reporting Persons may be deemed to constitute a "group" within the meaning of Rule 13d-5 under the Securities Exchange Act of 1934, as amended, and as such, each member of the group would be deemed to beneficially own, in the aggregate, all the shares of Common Stock held by members of the group. The Reporting Persons disclaim membership in a group.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof any of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, then check the following [ ].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 5, 2003

BRADLEY RESOURCES COMPANY

By: /s/ James R. McGoogan

-----  
Name: James R. McGoogan  
Title: Partner

/s/ George W. Holbrook, Jr.

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George W. Holbrook, Jr.

/s/ James R. McGoogan

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James R. McGoogan

/s/ Richard V. Traister

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Richard V. Traister

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EXHIBIT A

AGREEMENT BETWEEN REPORTING PERSONS

In accordance with Rule 13d-1(k) (1) of Regulation 13D-G of the Securities Exchange Act of 1934, as amended, the persons or entities below agree to the joint filing on behalf of each of them of the Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock of Entrx Corporation, and agree that such statement is, and any amendments thereto filed by any of them will be, filed on behalf of each of them, and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings.

This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

Dated: February 5, 2003

BRADLEY RESOURCES COMPANY

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By: /s/ James R. McGoogan

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Name: James R. McGoogan  
Title: Partner

/s/ George W. Holbrook, Jr.

-----  
George W. Holbrook, Jr.

/s/ James R. McGoogan

-----  
James R. McGoogan

/s/ Richard V. Traister

-----  
Richard V. Traister