

Edgar Filing: ENTRX CORP - Form SC 13G

ENTRX CORP
Form SC 13G
January 16, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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. 2)*

Entrx Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

591142203
(CUSIP Number)

December 31, 2003
(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)
 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 476,255 |
| | 6 | SHARED VOTING POWER 0 |

7 SOLE DISPOSITIVE POWER
476,255

8 SHARED DISPOSITIVE POWER
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

476,255

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.19 %

12 TYPE OF REPORTING PERSON
PN

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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

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

5 SOLE VOTING POWER
25,360

6 SHARED VOTING POWER
491,555

7 SOLE DISPOSITIVE POWER
25,360

8 SHARED DISPOSITIVE POWER
491,555

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

516,915

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.71 %

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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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 11,485 |
| | 6 | SHARED VOTING POWER 491,555 |
| | 7 | SOLE DISPOSITIVE POWER 11,485 |
| | 8 | SHARED DISPOSITIVE POWER 491,555 |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
503,040

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES

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CERTAIN SHARES

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

6.53 %

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

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 and Mr. McGoogan.

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

The address of the principal business office of each of Bradley Resources Company, Mr. Holbrook and Mr. McGoogan 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 and Mr. McGoogan 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);

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- (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.

| Reporting Person | Amount Beneficially Owned | Percent of Class | Sole Power to Vote or Direct the Vote | Shared Power to Vote or to Direct the Vote | S |
|---------------------------|---------------------------|------------------|---------------------------------------|--|---|
| Bradley Resources Company | 476,255 | 6.19% | 476,255 | 0 | D |
| George W. Holbrook, Jr. | 516,915 | 6.71% | 25,360 | 491,555 | D |
| James R. McGoogan | 503,040 | 6.53% | 11,485 | 491,555 | |

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.

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.

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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.

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Dated: January ____, 2004

BRADLEY RESOURCES COMPANY

By: /s/ James R. McGoogan

Name: James R. McGoogan
Title: Partner

/s/ George W. Holbrook, Jr.

George W. Holbrook, Jr.

/s/ James R. McGoogan

James R. McGoogan

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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: January ____, 2004

BRADLEY RESOURCES COMPANY

By: /s/ James R. McGoogan

Name: James R. McGoogan
Title: Partner

/s/ George W. Holbrook, Jr.

George W. Holbrook, Jr.

/s/ James R. McGoogan

James R. McGoogan

