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ENTRX CORP
Form SC 13D/A
February 14, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D/A

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) and
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)
(Amendment No. 5)*

ENTRX CORPORATION

(Name of Issuer)

Common Stock, \$.10 par value

(Title of Class of Securities)

591142203

(CUSIP Number)

Wayne W. Mills and Tamara Mills
5020 Blake Road
Edina, MN 55436
Phone: (612) 930-9453

With a copy to:
William M. Mower, P.A.
Maslon Edelman Borman & Brand, LLP
90 South 7th Street, Suite 3300
Minneapolis, MN 55402
Phone: (612) 672-8200

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 31, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

*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

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would alter disclosures provided in a prior cover page.

The information required on 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 NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Wayne W. Mills

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF

1,495,000

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY EACH

9 SOLE DISPOSITIVE POWER

REPORTING

1,495,000

PERSON

10 SHARED DISPOSITIVE POWER

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,495,000

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.6%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

CUSIP NO. 591142194 13D PAGE 3 OF 7 PAGES

1 NAMES OF REPORTING PERSONS/I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Tamara Mills

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) |_ |

(b) |_ |

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF 275,000

SHARES

8 SHARED VOTING POWER

BENEFICIALLY 0

9 SOLE DISPOSITIVE POWER

OWNED BY EACH 275,000

REPORTING PERSON

10 SHARED DISPOSITIVE POWER

WITH 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

275,000

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) |X|

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.4%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

ITEM 1. SECURITY AND ISSUER

This statement relates to the common stock, \$.10 par value, of Entrx Corporation, a Delaware corporation ("Entrx"). The address of Entrx's principal executive offices is 800 Nicollet Mall, Suite 2690, Minneapolis, MN 55402.

ITEM 2. IDENTITY AND BACKGROUND

This Schedule 13D is being filed by Wayne W. Mills and Tamara Mills. Mr. Mills' business address is 2125 Hollybush Road, Medina, MN 55340. Mr. Mills is a private investor. Ms. Mills' address is 2125 Hollybush Road, Medina, MN 55340. Ms. Mills is a private investor. Mr. and Ms. Mills are husband and wife.

During the last five years, neither Mr. Mills nor Ms. Mills have been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Both Mr. Mills and Ms. Mills are citizens of the United States of America.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Not applicable.

ITEM 4. PURPOSE OF TRANSACTION

The Reporting Persons have not formulated any definitive plans. However, they may from time to time acquire, or dispose of, common stock and/or other securities of the Company if and when they deem it appropriate. The Reporting Persons may formulate other purposes, plans or proposals relating to any of such securities of the Company to the extent deemed advisable in light of market conditions, investment policies and other factors. Except as indicated in this Statement, the Reporting Persons have no current plans or proposals which would relate to or would result in any of the matters described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN THE SECURITIES OF THE ISSUER

a.- b. Mr. Mills owns 545,000 shares (including 400,000 shares held in an IRA). Blake Capital Partners, LLC, a Minnesota limited liability corporation ("Blake"), owns 900,000 shares (including 500,000 shares which are pledged to the Issuer as security for a loan). Mr. Mills is the sole officer, director, and controlling person of Blake. Also includes options to purchase 50,000 shares which are currently exercisable. Mr. Mills has sole voting and dispositive power over these shares.

Ms. Mills owns 275,000 shares. Ms. Mills has sole voting and dispositive power

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over these shares.

Mr. and Ms. Mills each disclaim beneficial ownership over their spouse's shares and Ms. Mills disclaims beneficial ownership over the shares owned by Blake.

According to the most recently filed Quarterly report on Form 10-QSB of Entrx, as of November 30, 2006, 8,001,147 shares of Entrx common stock were issued and outstanding. Accordingly, based on such report Mr. Mills owns 18.6% of the outstanding shares and Ms. Mills owns 3.4% of the outstanding shares.

c. TRANSACTIONS WITHIN THE LAST 60 DAYS

Identity of Entity: Wayne W. Mills

None

Identity of Entity: Blake Capital Partners, LLC

None

Identity of Entity: Tamara Mills

None

d. Not applicable.

e. Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE ISSUER

Pursuant to the Non-Recourse Security And Pledge Agreement ("Pledge Agreement") dated December 10, 2001 between Entrx (formerly known as Metalclad) (the "Company"), Bruce H. Haglund, Esq., Blake, and Mr. Mills, Blake and Mr. Mills have pledged 500,000 shares of Entrx stock to guarantee the Non-Recourse Secured Note ("Note"), dated December 10, 2001, between the Company, Blake, and Mr. Mills in the amount of \$1,250,000. Under the terms of the Pledge Agreement, Mr. Mills shall retain all voting power with respect to the pledged shares unless and until such shares are canceled or sold pursuant to the Pledge Agreement and/or the Note. Copies of the Pledge Agreement and the Note are attached as Exhibits B and C, respectively, to Amendment No. 3 of the Reporting Persons' Form 13D/A, filed December 14, 2001, and are incorporated by reference herein.

Except as indicated in this Statement, the Reporting Persons do not have any contracts, arrangements, understandings, or relationships (legal or otherwise) with any person with respect to any securities of Entrx, including but not limited to transfer or voting of securities, finders' fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit A. Copy of an Agreement by and between Mr. and Ms. Mills to file this Statement on Schedule 13D on behalf of each of them.

SIGNATURE

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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 14, 2007

/s/ Wayne W. Mills

Wayne W. Mills

Dated: February 14, 2007

/s/ Tamara Mills

Tamara Mills

EXHIBIT A

AGREEMENT
TO JOINTLY FILE SCHEDULE 13D

The undersigned hereby agree to jointly prepare and file with regulatory authorities a Schedule 13D and any future amendments thereto reporting each of the undersigned's ownership of securities of Entrx Corporation and hereby affirm that such Schedule 13D is being filed on behalf of each of the undersigned.

Dated: February 14, 2007

/s/ Wayne W. Mills

Wayne W. Mills

Dated: February 14, 2007

/s/ Tamara Mills

Tamara Mills