

ENTRX CORP  
Form 8-K  
July 16, 2002

OMB APPROVAL  
OMB Number: 3235-0060  
Expires: March 31, 2003  
Estimated average burden

hours per response: 1.25

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): May 30, 2002

**Entrx Corporation**

(Exact Name of registrant as specified in its chapter)

**Delaware**

**0-2000**

**95-2368719**

(State or other jurisdiction  
of Incorporation)

(Commission File Number)

(IRS employer Identification No.)

**800 Nicollet Mall, Suite 2690, Minneapolis, Minnesota 55402**

(Address of principal executive offices & Zip Code)

**(612) 333-0614**

Registrant's telephone number, including area code

**Metalclad Corporation**

(Former name or former address, if changed since last report)

**Item 1. Changes in Control of Registrant.**

Not Applicable.

**Item 2. Acquisition or Disposition of Assets.**

On May 30, 2002, Entrx Corporation, formerly Metalclad Corporation ( Entrx ) acquired 145,000,000 shares of the authorized but previously unissued common stock of Surg II, Inc., a Minnesota corporation, for \$3,000,000 in cash, or \$0.0207 per share. Following the transaction Entrx owned approximately 90.6% of the 159,667,085 outstanding shares of Surg II, Inc. The source of the \$3,000,000 used to acquire the 145,000,000 shares of Surg II, Inc. came out of Entrx 's working capital. On January 22, 2002, prior to Entrx 's acquisition, Surg II, Inc. sold substantially all of its assets, and at the time of the purchase of the 145,000,000 shares by Entrx, Surg II, Inc. had substantially no assets and had liabilities of approximately \$125,000. Surg II, Inc. 's common stock is traded on the OTC Bulletin Board under the symbol SUGR.OB. On May 30, 2002 the closing price of Surg II, Inc. 's common stock was \$0.15 per share.

**Item 3. Bankruptcy or Receivership.**

Not Applicable

**Item 4. Changes in Registrant 's Certifying Accountant.**

Not Applicable.

**Item 5. Other Events and Regulation FD Disclosure.**

Not Applicable

**Item 6. Resignations of Registrant 's Directors.**

Not Applicable

---

**Item 7. Financial Statements and Exhibits.**

**(a) Financial Statements of Businesses Acquired**

Not Applicable

**(b) Pro-Forma Financial Information**

Not Applicable

**(c) Exhibits**

Not Applicable

**Item 8. Change in Fiscal Year.**

Not Applicable.

**Item 9. Regulation FD Disclosure.**

Not Applicable.

**Dated: July 16, 2002**

**ENTRX CORPORATION**

By: /s/ Wayne W. Mills

---

Wayne W. Mills

Its President and Chief Executive Officer