

SUREBEAM CORP
Form SC 13G
February 10, 2004

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G
(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)**

**Under the Securities Exchange Act of 1934
(Amendment No.) (1)**

SUREBEAM CORP.

(Name of Issuer)

COMMON STOCK, \$.001 PAR VALUE PER SHARE

(Title of Class of Securities)

86866R102

(CUSIP Number)

OCTOBER 23, 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)

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(1) 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 prior 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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CUSIP No. 86866R102

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
RAM Trading, Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) y
(b) o
3. SEC Use Only
4. Citizenship or Place of Organization
Cayman Islands corporation
- | | | |
|---|----|---|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
- 0 - |
| | 6. | Shared Voting Power
3,963,158 shares of Common Stock(1) |
| | 7. | Sole Dispositive Power
- 0 - |
| | 8. | Shared Dispositive Power
3,963,158 shares of Common Stock(1) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,963,158 shares of Common Stock(1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o
11. Percent of Class Represented by Amount in Row (9)
5.1%
12. Type of Reporting Person (See Instructions)
CO

(1) See Footnote in Item 4 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Ritchie Capital Management, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Delaware limited liability company

5. Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
3,963,158 shares of Common Stock(1)

7. Sole Dispositive Power
- 0 -

8. Shared Dispositive Power
3,963,158 shares of Common Stock(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,963,158 shares of Common Stock(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.1%

12. Type of Reporting Person (See Instructions)
OO; HC

(1) See Footnote in Item 4 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
RAM Capital, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Illinois limited liability company

5. Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
3,963,158 shares of Common Stock(1)

7. Sole Dispositive Power
- 0 -

8. Shared Dispositive Power
3,963,158 shares of Common Stock(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,963,158 shares of Common Stock(1)

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11. Percent of Class Represented by Amount in Row (9)
5.1%

12. Type of Reporting Person (See Instructions)
OO; HC

(1) See Footnote in Item 4 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
RAM Capital Investments, Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Cayman Islands corporation

5. Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
3,963,158 shares of Common Stock(1)

7. Sole Dispositive Power
- 0 -

8. Shared Dispositive Power
3,963,158 shares of Common Stock(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,963,158 shares of Common Stock(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.1%

12. Type of Reporting Person (See Instructions)
CO; HC

(1) See Footnote in Item 4 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
THR, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Illinois corporation

5. Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
3,963,158 shares of Common Stock(1)

7. Sole Dispositive Power
- 0 -

8. Shared Dispositive Power
3,963,158 shares of Common Stock(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,963,158 shares of Common Stock(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.1%

12. Type of Reporting Person (See Instructions)
CO; HC

(1) See Footnote in Item 4 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
A.R. Thane Ritchie

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
U.S. citizen

5. Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
3,963,158 shares of Common Stock(1)

7. Sole Dispositive Power
- 0 -

8. Shared Dispositive Power
3,963,158 shares of Common Stock(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,963,158 shares of Common Stock(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.1%

12. Type of Reporting Person (See Instructions)
IN; HC

(1) See Footnote in Item 4 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Ritchie Maple Trading, Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Cayman Islands corporation

5. Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
3,963,158 shares of Common Stock(1)

7. Sole Dispositive Power
- 0 -

8. Shared Dispositive Power
3,963,158 shares of Common Stock(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,963,158 shares of Common Stock(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.1%

12. Type of Reporting Person (See Instructions)
CO; HC

(1) See Footnote in Item 4 below.

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Ritchie Opportunistic Trading Ltd.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
Cayman Islands corporation

5. Sole Voting Power
- 0 -

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

6. Shared Voting Power
3,963,158 shares of Common Stock(1)

7. Sole Dispositive Power
- 0 -

8. Shared Dispositive Power
3,963,158 shares of Common Stock(1)

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,963,158 shares of Common Stock(1)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.1%

12. Type of Reporting Person (See Instructions)
CO; HC

(1) See Footnote in Item 4 below.

Item 1.

- (a) Name of Issuer
Surebeam Corp. (the Company)
- (b) Address of Issuer s Principal Executive Offices
9276 Scranton Road
Suite 600
San Diego, CA 92121

Item 2.

- (a) Name of Person Filing
- (b) Address of Principal Business Office or, if none, Residence
- (c) Citizenship

RAM Trading, Ltd.
c/o Caledonian Bank & Trust Limited
Caledonian House
P.O. Box 1043
George Town, Grand Cayman
Cayman Islands corporation

Ritchie Capital Management, L.L.C.
2100 Enterprise Avenue
Geneva, Illinois 60134
Delaware limited liability company

RAM Capital, L.L.C.
2100 Enterprise Avenue
Geneva, Illinois 60134
Illinois limited liability company

RAM Capital Investments, Ltd.
c/o Caledonian Bank & Trust Limited
Caledonian House
P.O. Box 1043
George Town, Grand Cayman
Cayman Islands corporation

THR, Inc.
2100 Enterprise Avenue
Geneva, Illinois 60134
Illinois corporation

A.R. Thane Ritchie
2100 Enterprise Avenue
Geneva, Illinois 60134
U.S. Citizen

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Ritchie Maple Trading, Ltd.
c/o M&C Corporate Services Limited
P.O. Box 309GT
Ugland House
South Church Street
George Town, Grand Cayman
Cayman Islands corporation

Ritchie Opportunistic Trading Ltd.
 c/o M&C Corporate Services Limited
 P.O. Box 309GT
 Uglund House
 South Church Street
 George Town, Grand Cayman
 Cayman Islands corporation

As required by Rule 13d-1(k)(1), Exhibit 1 to this Schedule 13G contains the Joint Filing Agreement entered into by each of the persons filing this joint Schedule 13G.

- (d) Title of Class of Securities
 Common Stock, \$.001 par value per share (Common Stock)
- (e) CUSIP Number
 86866R102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-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 §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations 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);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 3,963,158 shares of Common Stock(2)

(2) The obligation to file this Schedule 13G arose on October 23, 2003. At no time since October 23, 2003 have the Reporting Persons been the beneficial owners of greater than 10% of the Company's outstanding Common Stock as determined in accordance with Rule 13d of the Securities Exchange Act of 1934. The number of shares identified in this filing represents the Reporting Persons' current ownership of shares in the Company.

(b) Percent of class:

5.1%

(The percentage beneficial ownership was calculated based on 75,388,000 shares of Common Stock outstanding, plus 1,981,579 shares of Common Stock issuable upon the exercise of warrants granted by the Company to the Reporting Persons, which warrants have been included in the amount of shares beneficially owned as identified herein.)

(c) Number of shares as to which the person has:

- | | |
|-------|---|
| (i) | Sole power to vote or to direct the vote |
| | - 0 - |
| (ii) | Shared power to vote or to direct the vote |
| | 3,963,158 shares of Common Stock |
| (iii) | Sole power to dispose or to direct the disposition of |
| | - 0 - |
| (iv) | Shared power to dispose or to direct the disposition of |
| | 3,963,158 shares of Common Stock |

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 the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

NOT APPLICABLE

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 or Control Person

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.

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 9, 2004

RAM TRADING, LTD.

By: Ritchie Capital Management, L.L.C., its
Investment Manager

By: /s/ A.R. Thane Ritchie
Name: A.R. Thane Ritchie
Title: Chief Executive Officer

RITCHIE CAPITAL MANAGEMENT, L.L.C.

By: /s/ A.R. Thane Ritchie
Name: A.R. Thane Ritchie
Title: Chief Executive Officer

RAM CAPITAL, L.L.C.

By: Ritchie Capital Management, L.L.C., its
Investment Manager

By: /s/ A.R. Thane Ritchie
Name: A.R. Thane Ritchie
Title: Chief Executive Officer

RAM CAPITAL INVESTMENTS, LTD.

By: Ritchie Capital Management, L.L.C., its
Investment Manager

By: /s/ A.R. Thane Ritchie
Name: A.R. Thane Ritchie
Title: Chief Executive Officer

THR, INC.

By: /s/ A.R. Thane Ritchie
Name: A.R. Thane Ritchie
Title: Chief Executive Officer

/s/ A.R. Thane Ritchie
A.R. Thane Ritchie

RITCHIE MAPLE TRADING, LTD.

By: Ritchie Capital Management, L.L.C., its
Investment Manager

By: /s/ A.R. Thane Ritchie
Name: A.R. Thane Ritchie
Title: Chief Executive Officer

RITCHIE OPPORTUNISTIC TRADING LTD.

By: Ritchie Capital Management, L.L.C., its
Investment Manager

By: /s/ A.R. Thane Ritchie
Name: A.R. Thane Ritchie
Title: Chief Executive Officer

EXHIBIT INDEX

**Exhibit
Number**

Description of Exhibit

1	Joint Filing Agreement, dated as of February 9, 2004, among each of the Filing Persons.
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