

Thorium Power, Ltd  
Form SC 13G/A  
January 17, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13G  
(Rule 13d-102)**

**Information Statement Pursuant to Rules 13d-1 and 13d-2  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

Thorium Power, Ltd.  
(Name of Issuer)

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

885183103  
(CUSIP Number)

December 31, 2006  
Date of Event Which Requires Filing of the 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 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.   | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br><b>Thunder Investors, L.L.C.</b>  |  |
| 2.   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input checked="" type="checkbox"/> x<br>(b) <input type="checkbox"/> o  |  |
| 3.   | SEC USE ONLY   |  |
| 4.   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><b>Delaware limited liability company</b>  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5.   | SOLE VOTING POWER<br><b>0</b>  |
|  | 6.   | SHARED VOTING POWER<br><b>10,903,376 shares of common stock</b>      |
|  | 7.   | SOLE DISPOSITIVE POWER<br><b>0</b>                                   |
|  | 8.   | SHARED DISPOSITIVE POWER<br><b>10,903,376 shares of common stock</b> |
| 9.   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><b>10,903,376 shares of common stock</b>   |  |
| 10.  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES  |  |
| 11.  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><b>Approximately 3.7% based upon 293,950,604 outstanding shares of the Issuer's common stock as<br/>October 11, 2006 as set forth in the Issuer's Form 10QSB filed on November 9, 2006.</b> |  |
| 12.  | TYPE OF REPORTING PERSON<br><b>OO</b>  |  |

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| 1.   | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br><b>Thomas Dykstra</b>   |  |
| 2.   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/>  |  |
| 3.   | SEC USE ONLY   |  |
| 4.   | CITIZENSHIP OR PLACE OF ORGANIZATION<br><b>U.S. Citizen</b>  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 5.   | SOLE VOTING POWER<br><b>0</b>  |
|  | 6.   | SHARED VOTING POWER<br><b>10,903,376 shares of common stock</b>      |
|  | 7.   | SOLE DISPOSITIVE POWER<br><b>0</b>                                   |
|  | 8.   | SHARED DISPOSITIVE POWER<br><b>10,903,376 shares of common stock</b> |
| 9.   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><b>10,903,376 shares of common stock</b>   |  |
| 10.  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES  |  |
| 11.  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br><b>Approximately 3.7% based upon 293,950,604 outstanding shares of the Issuer's common stock as<br/>October 11, 2006 as set forth in the Issuer's Form 10QSB filed on November 9, 2006.</b> |  |
| 12.  | TYPE OF REPORTING PERSON<br><b>IN</b>  |  |

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**Explanatory Note: This Amendment No. 1 to Schedule 13G amends the Schedule 13G filed by the reporting persons on November 6, 2006. The Schedule 13G filed by the reporting persons on November 6, 2006, while inadvertently labeled as an amendment, constitutes the original Schedule 13G.**

Item 1(a) Name of Issuer: **THORIUM POWER, LTD.**

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

**8300 Greensboro Drive  
Suite 800  
McLean, VA 22102**

Item 2(a) Name of Person Filing

Item 2(b) Address of Principal Business Office

Item 2(c) Citizenship

Thunder Investors, L.L.C.  
10 South Wacker Drive  
Suite 1860  
Chicago, Illinois 60606  
Delaware limited liability company

Thomas Dykstra  
10 South Wacker Drive  
Suite 1860  
Chicago, Illinois 60606  
U.S. Citizen

2(d) Title of Class of Securities:

**Common Stock, par value \$0.001 per share**

2(e) CUSIP Number: 885183103

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 Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;



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- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4 Ownership:

**THUNDER INVESTORS, L.L.C.**  
**THOMAS DYKSTRA**

(a) Amount beneficially owned:

10,903,376 shares of common stock.

(b) Percent of Class:

Approximately 3.7% based upon 293,950,604 outstanding shares of the Issuer's common stock as October 11, 2006 as set forth in the Issuer's Form 10QSB filed on November 9, 2006.

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

(i) sole power to vote or to direct the vote:

0

(ii) shared power to vote or to direct the vote:

10,903,376 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:

10,903,376 shares of common stock

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

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

Dated this 17th day of January, 2007

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| <b>THUNDER<br/>INVESTORS, L.L.C.</b>                       |
| By: <u>/s/ Thomas</u><br>Dykstra                           |
| Name: Thomas<br>Dykstra<br>Its: President and<br>Treasurer |
| By: <u>/s/ Thomas</u><br>Dykstra                           |
| Thomas Dykstra   |