

Item 1 – Cover Page, Brochure (Form ADV 2)

Thunderstorm Capital
One Liberty Square Boston MA 02109
(617) 542-8888
www.thunderstormcapital.com

November 6, 2012

This Brochure provides information about the qualifications and business practices of Thunderstorm Capital LLC (the “Adviser”). If you have any questions about the contents of this Brochure, please contact us at (617) 542-8888 or info@thunderstormcapital.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Thunderstorm Capital is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information from which you determine whether to hire or retain an Adviser.

Additional information about Thunderstorm Capital also is available on the SEC’s website at www.adviserinfo.sec.gov.

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Item 2 – Material Changes

The following information is a Summary of Material Changes to our Form ADV brochures dated March 2011 and March 16, 2012.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Our Brochure may also be requested at any time by contacting Lisa Dutot, Chief Operating Officer at 617.542.8807 or ldutot@thunderstormcapital.com.

Additional information about Thunderstorm Capital is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Thunderstorm Capital who are registered, or are required to be registered, as investment adviser representatives of Thunderstorm Capital.

Thunderstorm Capital LLC closed its hedge fund, Thunderstorm Small Cap Fund, on December 31, 2011, and closed its mutual fund, Thunderstorm Value Fund (THUNX) on February 28, 2012. The firm now is exclusively a manager of separate accounts, also known as individual accounts or separately managed accounts (SMAs).

Thunderstorm Capital was registered as an investment advisor with the Securities and Exchange Commission in 2011 and early 2012. Due to changes in registration rules, during 2012 the firm is in the process of becoming state registered. As of November 6, 2012 it is registered in Texas and Massachusetts and is in the process of registering in New York, and Florida. From time to time it may register in additional states, as determined by the number of clients the firm has in each state.

During 2012 the ownership of the firm changed. John Dorfman is now the sole owner of Thunderstorm Capital LLC. In 2012, he bought out the interests of Michael Haight and Lisa Dutot, co-owners in 2007-2011, effective retroactively on January 1, 2012 for Haight and June 30, 2012 for Dutot. Mr. Dorfman had also been the sole owner of the firm in 1999-2006. During most of that time, the firm was named Dorfman Investments LLC.

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Item 4 – Advisory Business

Thunderstorm Capital LLC began providing investment management and investment advisory services in 1999. John Dorfman is the firm's owner and chairman. Lisa Dutot is the chief operating officer and chief compliance officer. Biographical information about each owner and officer, and additional information about their business experience, professional designations, and background is provided in The Brochure Supplements attached to this Brochure.

Thunderstorm Capital LLC manages portfolios for individuals and institutions. The firm uses a fundamental value approach in managing portfolios, primarily investing in common stocks. In some portfolios we may from time to time also hold bonds, warrants, options, cash, or equity short positions. Our approach is to buy stocks that we view as undervalued based on various criteria including price/earnings ratios, price/book value ratios, price/sales ratios and other analytical tools. We consider trading by company insiders an important investment indicator, particularly in the timing of purchases. Generally, we prefer low-debt stocks to high-debt stocks. We attempt to assess management's leadership abilities through in-person meetings, press accounts, and/or the comments of competitors and former employees. Our client portfolios usually consist of long positions in 20 to 40 stocks, primarily U.S. common stocks.

As of September 30, 2012, Thunderstorm Capital managed \$33,931,295 on a discretionary basis in 110 client accounts.

Item 5 – Fees and Compensation

Each client's fees are stated in a Client Agreement. Our standard fee schedule is 1.5% of assets per year. Generally, fees are payable quarterly in advance, at the rate of 0.375% per quarter, based on the account balance at the beginning of the quarter. Fees for partial quarters are pro-rated. All fees are subject to negotiation.

Unless a Client Agreement provides otherwise, the client may terminate the agreement immediately upon giving written notice to Thunderstorm Capital. If Thunderstorm Capital terminates an agreement, it will give at least 30 days' notice. A client who has paid a fee in advance to Thunderstorm Capital will receive a pro-rata refund in the event of early cancellation by either Thunderstorm Capital or the client. For purposes of pro-ration, partial months are free. Any new client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

Clients may elect to be billed directly for fees or to authorize Thunderstorm Capital to directly debit fees from client accounts, when possible.

Thunderstorm Capital's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Thunderstorm Capital's fee, and Thunderstorm Capital shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Thunderstorm Capital considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Item 6 – Performance-Based Fees and Side-By-Side Management

Thunderstorm Capital currently has no investment products charging a performance-based fee. All current clients are charged asset-based fees. However, the firm has charged performance-based fees on two private investment partnerships in the past, and it may charge a performance-based fee on one or more products in the future.

Thunderstorm Capital has adopted and implemented policies and procedures intended to address conflicts of interest relating to the management of multiple clients or client accounts, including accounts with varying fee arrangements, and the allocation of investment opportunities. Thunderstorm Capital trades the various types of client accounts in a rotating order to assure that no class of clients is consistently favored in trading. When an investment idea arises, Thunderstorm Capital considers its suitability for various accounts. If a security is suitable for more than one client or type of client, purchases are made in rotating order, and the trades are grouped as closely in time as possible in an attempt to achieve price uniformity. Suitability judgments are influenced by the market capitalization of a security, its perceived risk level, its liquidity characteristics, and its industry as it affects the industry and sector balance for each type of client. Please see Item 12 for a further discussion of Thunderstorm Capital's allocation policy. Finally, Thunderstorm Capital's procedures require the objective allocation of any limited opportunities that may arise (such as initial public offerings and private placements) to ensure fair and equitable allocation among accounts. In practice, Thunderstorm Capital does not ordinarily invest in initial public offerings or private placements. All issues

related to conflicts of interest and to allocation of opportunity are monitored by the Thunderstorm Capital's Chief Compliance Officer.

Item 7 – Types of Clients

Thunderstorm Capital provides or seeks to provide investment management and investment advisory services to individuals, businesses, foundations, endowments and charitable institutions. We have had other types of clients in the past, including a hedge fund and a mutual fund, and may have other types of clients in the future.

Our account minimum for new account management services is \$200,000. We continue to manage accounts below this minimum account for clients who signed investment advisory agreements prior to our implementation of this minimum. At our discretion, we may also waive this minimum.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Thunderstorm Capital seeks to invest in common stocks in a value style, choosing stocks that appear undervalued based on price/earnings, price/book or price/sales ratios, or a combination thereof. In making judgments about a stock's capital appreciation potential, Thunderstorm Capital considers several factors in addition to valuation. Among the major ones are a company's history of profitability, the history (if any) of purchases by corporate insiders, the strength of a company's balance sheet and the quality of a company's management. Meetings with company officers, discussions with competitors, or discussions with other investors may influence Thunderstorm Capital's opinion. Thunderstorm Capital may invest in small-cap, mid-cap or large-cap stocks on behalf of investors. We generally invest primarily in the U.S. but from time to time choose securities based in Europe, Asia, Australia or other regions. Investing in securities involves risk of loss that clients should be prepared to bear. Thunderstorm Capital seeks long-term capital appreciation in the management of portfolios. However, there can be no assurance that investment objectives will be achieved.

Material Risks (Including Significant, or Unusual Risks) Relating to Investment Strategies

Equity Market Risk. Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. These investor perceptions are based on various and unpredictable factors including expectations regarding: government, economic, monetary and fiscal policies; inflation and interest rates; economic expansion or contraction; and global or regional political, economic and banking crises. When you hold common stock of any given issuer, you are generally exposed to greater risk than if you held preferred stocks or debt obligations of the issuer because common stockholders generally have inferior rights to receive payments from issuers in comparison with the rights of preferred stockholders, bondholders and other creditors of such issuers.

High Portfolio Turnover Rate Risk. High portfolio turnover rates could generate capital gains that must be distributed as short-term capital gains taxed at ordinary income rates and could increase brokerage commission costs. Rapid portfolio turnover exposes investors to a higher current realization of short-term capital gains taxed at ordinary income rates (currently as high as 35%). Additionally, to the extent that investors experience an increase in brokerage commissions due to a higher turnover rate, performance may be negatively impacted by the increased expenses incurred by the investor.

Issuer-Specific Changes. Changes in the financial condition of an issuer or counterparty, changes in specific economic or political conditions that affect a particular type of security or issuer, and changes in general economic or political conditions can increase the risk of default by an issuer or counterparty, which can affect a security's or instrument's value. The value of securities of smaller, less well-known issuers can be more volatile than that of larger issuers. Smaller issuers can have more limited product lines, markets, or financial resources.

Risks Associated With Types of Securities that are Primarily Recommended (Including Significant, or Unusual Risks)

Equity Securities. The value of equity securities fluctuates in response to issuer, political, market, and economic developments. Fluctuations can be dramatic over the short as well as long term, and different parts of the market and different types of equity securities can react differently to these developments. For example, large cap stocks can react differently from small cap stocks, and "growth" stocks can react differently from "value" stocks. Issuer, political, or economic developments can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. Changes in the financial condition of a single issuer can impact the market as a whole. Terrorism and other geo-

political risks have led, and may in the future lead, to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally.

Small-, Mid- and Large-Cap Companies Risk. The Adviser may choose to invest in companies of any size, which include small-, mid- and large-cap companies. Although diminished in large-cap companies, the risks of investing in all companies include business failure and reliance on erroneous reports. Small- and mid-cap companies often have narrower markets and limited managerial and financial resources compared to larger, more established companies. As a result, their performance can be more volatile and they face greater risk of business failure, which could produce investment losses in the Adviser's portfolio. Nevertheless, larger, more established companies may be unable to respond quickly to new competitive challenges such as changes in consumer tastes or innovative smaller competitors. Large-cap companies may also be unable to attain the high growth rates of successful, smaller companies, especially during extended periods of economic expansion.

Warrants. A warrant gives the holder a right to purchase at any time during a specified period a predetermined number of shares of common stock at a fixed price. Unlike convertible debt securities or preferred stock, warrants do not pay a fixed coupon or dividend. Investments in warrants involve certain risks, including the possible lack of a liquid market for resale of the warrants, potential price fluctuations as a result of speculation or other factors and failure of the price of the underlying security to reach or have reasonable prospects of reaching a level at which the warrant can be prudently exercised (in which event the warrant may expire without being exercised, resulting in a loss of the Client's entire investment therein).

Non-U.S. Securities. Non-U.S. securities, non-U.S. currencies, and securities issued by U.S. entities with substantial non-U.S. operations can involve additional risks relating to political, economic, or regulatory conditions in non-U.S. countries. These risks include fluctuations in non-U.S. currencies; withholding or other taxes; trading, settlement, custodial, and other operational risks; and the less stringent investor protection and disclosure standards of some non-U.S. markets. All of these factors can make non-U.S. investments, especially those in emerging markets, more volatile and potentially less liquid than U.S. investments. In addition, non-U.S. markets can perform differently from the U.S. market.

Emerging Markets. The risks of non-U.S. investments typically are greater in less developed countries, sometimes referred to as emerging markets. For example, political and economic structures in these countries may be less established and may change rapidly.

These countries also are more likely to experience high levels of inflation, deflation, or currency devaluation, which can harm their economies and securities markets and increase volatility. Restrictions on currency trading that may be imposed by emerging market countries will have an adverse effect on the value of the securities of companies that trade or operate in such countries. Additionally, in some emerging market countries expropriation of private property is a risk.

Item 9 – Disciplinary Information

The disciplinary history of the Adviser and its representatives can be obtained from the Massachusetts Securities Division. There are no disciplinary actions to report.

Item 10 – Other Financial Industry Activities and Affiliations

Neither the Adviser nor any of its management persons is registered or has an application pending to register as a broker-dealer or as a registered representative of a broker-dealer.

Neither the Adviser nor any of its management persons is registered or has an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of the foregoing entities.

Item 11 – Code of Ethics

The Adviser has adopted a Code of Ethics (the “Code”) that obligates the Adviser and its *related persons* to put the interests of the Adviser’s clients before their own interests and to act honestly and fairly in all respects in their dealings with clients. All of the Adviser’s personnel are also required to comply with the applicable federal and state securities laws. Clients or prospective clients may obtain a copy of the Code of Ethic by contacting Lisa Dutot (Chief Compliance Officer) by email at ldutot@thunderstormcapital.com, or by telephone at (617) 542-8807. See below for certain provisions of the Code as they relate to the pre-clearing and reporting of securities transactions by *related persons*.

The Adviser, in the course of its investment management and other activities (e.g., board or creditor committee service), may come into possession of confidential or material nonpublic information about issuers, including issuers in which the Adviser or its related persons have invested or seek to invest on behalf of its clients. The Adviser is prohibited

from improperly disclosing or using such information for its own benefit or for the benefit of any other person, regardless of whether such other person is a client. The Adviser maintains and enforces written policies and procedures that prohibit the communication of such information to persons who do not have a legitimate need to know such information and to assure that the Adviser is meeting its obligations to its clients and remains in compliance with applicable law. In certain circumstances, the Adviser may possess certain confidential or material, nonpublic information that, if disclosed, might be material to a decision to buy, sell or hold a security, but the Adviser will be prohibited from communicating such information to clients or using such information for the client's benefit. In such circumstances, the Adviser will have no responsibility or liability to clients for not disclosing such information to clients (or the fact that the Adviser possesses such information), or not using such information for the client's benefit, as a result of following the Adviser's policies and procedures designed to provide reasonable assurances that it is complying with applicable law.

It is Thunderstorm Capital's policy that the firm will not arrange or effect any principal or agency cross securities transactions for client accounts. Thunderstorm Capital will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

The officers and employees of the Adviser may invest in the same securities (or related securities, e.g., warrants, options or futures) for their own accounts that the Adviser or a *related person* recommends to the clients. Such practices present a conflict where, because of the information an Adviser has, the Adviser or its *related person* are in a position to trade in a manner that could adversely affect the client (e.g., place their own trades before or after the client trades are executed in order to benefit from any price movements due to the clients' trades). In addition to affecting the Adviser's or its *related person's* objectivity, these practices by the Adviser or its *related persons* may also harm the client by adversely affecting the price at which the client's trades are executed. The Adviser has adopted certain professional standards and guidelines, which are designed to ensure that any potential conflicts of interest relating to these purchases and sales are resolved in accordance with applicable securities laws and fiduciary considerations. The Adviser

recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of the client; (ii) its long-term business interests are best served by adherence to the principle that the interests of the client come first; and (iii) it has a fiduciary duty to the client to act solely for their benefit. All personnel of the Adviser must put the interests of the client before their own personal interests and must act honestly and fairly in all respects in dealings with clients. In addition, the Adviser has adopted procedures in an effort to minimize such conflicts. The Code requires personnel who have access to client portfolio information or the Adviser's non-public securities recommendations to complete a pre-clearance form and submit it to the Adviser's chief compliance officer in advance of various contemplated transactions, and to report their personal securities transactions and holdings to the Adviser. The Adviser is required to review such reports at least quarterly. Further, the Code permits personnel only to sell reportable securities.

To the extent that the Adviser or a *related person* or any of their *employees* own securities that the Adviser or its *related person* also recommends to clients, such client's proxies will be voted according to predetermined guidelines, rather than solely at the Adviser's discretion. Please refer to Item 17 for further information regarding the Adviser's proxy voting policy and procedures.

Item 12 – Brokerage Practices

In most cases, Thunderstorm Capital has full discretionary authority to manage accounts for its clients, including the authority to determine which securities are bought and sold, and the amount and price of those securities. Thunderstorm also exercises discretion to select brokers and negotiate commissions paid to brokers for some accounts. With respect to limitations on the authority concerning which securities and the amount of securities to be bought and sold, Thunderstorm Capital may be subject to limitations by clients or developed internally based upon, among other things, stated client objectives. Limitations may be placed on the types of investment, geographic location of the investment or the size of the investment relative to the size of the portfolio.

Consistent with the primary requirement of best execution, the Adviser considers a number of factors in selecting a broker-dealer to execute transactions (or series of transactions) and determining the reasonableness of the broker-dealer's compensation. Such factors include net price, reputation, financial strength and stability, efficiency of execution and error resolution. The Adviser also considers the broker-dealer's research prowess in allocating brokerage—quality and quantity of research, the overlap between

the broker-dealer's coverage universe and the Adviser's interest list, ability to facilitate meetings with company management, whether the broker-dealer sponsors conferences on topics of interest to the Adviser and the ability of the broker-dealer to respond quickly and well to research and client service questions. In selecting broker-dealers and determining their compensation, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost. It is not the Adviser's practice to negotiate "execution only" commission rates, thus clients may be deemed to be paying for research, brokerage or other services provided by a broker-dealer which are included in the commission rate. The Best Execution Committee of the Adviser meets at least annually and sometimes several times a year to evaluate the broker-dealers used by the Adviser to execute client trades using the foregoing factors. When purchasing or selling the same security for more than one client, Thunderstorm Capital may seek to consolidate the transactions so as to obtain the better terms that brokerage firms may offer for larger transactions. Alternatively, when trading an illiquid stock, or when the same trade is to be executed on behalf of different clients through different securities brokers, Thunderstorm Capital may cause trades to be executed sequentially rather than simultaneously: i.e., each trade will be delayed until completion of prior trades. This is intended to prevent the trades from competing with each other in the market and to reduce potential market impact of the trades. The order in which these trades are completed will be determined by a rotation system among client accounts. This is designed to prevent any client from being consistently advantaged or disadvantaged relative to other clients. As a result of this rotation process, the same trade may be executed for different clients at different prices. While our rotation system is intended to treat clients fairly over time, it is possible that as a result of sequential trading some client accounts will have better returns on the same trades than other client accounts.

As noted above, one of the factors considered by Thunderstorm Capital in allocating brokerage business is the quality of investment research provided by particular brokerage firms. In this respect, Thunderstorm Capital may be deemed to have entered so-called "soft-dollar" arrangements. That is, Thunderstorm may enter into arrangements by which certain brokers will provide investment research and related services to Thunderstorm Capital in exchange for Thunderstorm Capital executing client brokerage transactions through that particular broker. Clients should consider that these arrangements may create a potential conflict of interest between Thunderstorm Capital and its clients. The conflict of interest may be deemed to exist because Thunderstorm Capital's decision to use a particular broker may in part be based on the broker's ability and/or willingness to provide certain products and services, not merely on the broker's ability to provide the best trade execution for the best price.

Products and services that Thunderstorm Capital may purchase through the use of soft dollars include research analysis reports, electronic databases, on-line quotation services (such as Reuters and Bloomberg), industry publications, economic forecasting, consulting services, products used in the trade settlement process, or access to analyst meetings, company meetings, or conferences. All of the products and services that Thunderstorm Capital may purchase with soft dollars are related either to market research or trade execution.

If Thunderstorm Capital uses research obtained through soft dollars, the research will benefit all of its clients, not just the client(s) for whom the order that generated the soft dollars was executed. Also, in instances where trading activity in a client's account has generated soft dollars, Thunderstorm Capital may not use all of the research obtained exclusively for that particular client.

In mid-2004, Thunderstorm Capital selected TD Ameritrade as the custodial brokerage house it generally recommends to separate accounts clients. TD Ameritrade is recommended primarily on the basis of its competitive commission rates, client service, and trading and record-keeping software. Thunderstorm Capital makes this recommendation to clients, as appropriate, depending on the size of the client's account and the client's needs.

TD Ameritrade charges a fee when accounts for which it acts as custodial broker are "traded away," namely when portfolio trades are executed through broker-dealers other than TD Ameritrade. Other custodial brokers may also impose restrictions or charges when accounts held with them are "traded away." These charges may increase the commissions borne by Thunderstorm Capital clients because, among other things, they increase the cost of trading away with brokerage firms that offer discounted commission rates.

When clients select TD Ameritrade as the account custodian, the client agrees that Thunderstorm Capital will execute all of their securities transaction through TD Ameritrade. Clients may instead direct Thunderstorm Capital to use other particular brokerage firms for their securities transactions; and a client that is referred to an investment adviser by a representative of a brokerage firm may designate that brokerage firm as the one through which transactions will be processed.

When clients direct Thunderstorm Capital to use a particular custodial brokerage firm for their transactions, Thunderstorm Capital may not be able to negotiate favorable commission rates for those transactions with the brokerage firm. In addition, such clients may not be able to participate in volume discounts for combined transactions directed by Thunderstorm Capital on behalf of several clients to brokers other than the directed

broker. As a result, clients that select a brokerage firm for their transactions are likely to pay higher commissions than would otherwise be the case.

Thunderstorm Capital may, on an informal basis and subject to applicable legal and regulatory requirements, consider client referrals in the allocation of brokerage transactions, subject to the primary requirement of best execution discussed above. Clients should also be aware of the potential conflicts of interest between their interest in obtaining the best execution for their securities transactions and Thunderstorm Capital's interest in receiving future client referrals from their brokerage firms.

If any two clients of Thunderstorm Capital want to trade the same securities, Thunderstorm Capital attempts to trade them at the same time and for the same price if possible, so that prices achieved for investors will be uniform. Should simultaneous trading be impossible in a given case, then client accounts will trade in a predetermined order that rotates regularly. Directed brokerage accounts are typically not blocked with other accounts. As a result these accounts may trade in the same securities at higher or lower prices and without any perceived benefits of block trading. Generally, securities are allocated to various portfolios based on:

- (a) risk tolerance
- (b) portfolio vacancies in particular accounts
- (c) industry balance in each account
- (d) concentration or diversification guidelines for each account.
- (e) The investment opinion of the managers of that particular portfolio.

Item 13 – Review of Accounts

Thunderstorm Capital's advisor clients' account holdings are continuously monitored by the portfolio managers, with regard to significant corporate developments and other developments that may dictate a change in portfolio positions, such as significant market events affecting the prices of one or more securities in the model portfolio. In addition, the Adviser conducts a more rigorous review generally once a month from the standpoint of:

- (1) major price movements in securities, and the reasons for them;
- (2) suitability of securities held (eg. changes in valuation, balance-sheet changes, changes in management, insider purchases or sales, and changes in the competitive landscape);

- (3) adherence to preferences expressed by clients;
- (4) industry balance;
- (5) portfolio diversification. Ordinarily, positions will be initiated at 6% or less, and will be trimmed back if they reach 10% or more; and
- (6) comparison of the account with one or more portfolio models maintained by Thunderstorm Capital.

The order in which accounts are reviewed is determined by a rotation system. The reviewer is John Dorfman, Chairman.

Thunderstorm Capital ordinarily sends client reports to advisory clients quarterly. The report describes the strategy and tactics used by Thunderstorm Capital in managing the account, the balance in the account at quarter-end, and the returns earned during the latest quarter and selected other periods. It discusses notable recent purchases and sales and notable price movements. The quarterly report also notifies the client to contact Thunderstorm Capital if there have been any changes in the client's financial situation or Investment objectives, or if the client wishes to impose any reasonable restrictions on the management of the client's account or reasonably modify existing restrictions.

Item 14 – *Client Referrals and Other Compensation*

Thunderstorm Capital may, on an informal basis and subject to applicable legal and regulatory requirements, consider client referrals in the allocation of brokerage transactions, subject to the primary requirement of best execution discussed above. Clients should consider that there is a potential conflict of interest between their interests in obtaining best execution and Thunderstorm Capital's receipt of future client referrals from brokers.

Item 15 – Custody

Thunderstorm Capital does not accept or maintain the physical possession of any client securities or funds. Thunderstorm Capital does not have the authority to open or close accounts on the behalf of clients, nor the authority to distribute assets from client accounts to third parties. Thunderstorm Capital does have the ability to debit its fees, based on its own calculations, from many client accounts.

Clients should receive monthly or at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets.

Thunderstorm Capital urges clients to carefully review such statements and compare such official custodial records to the account statements that we provide clients, which are described in Item 13 above. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies as applied to certain securities.

Item 16 – Investment Discretion

Pursuant to a written advisory agreement, Thunderstorm Capital receives discretionary authority from clients at the outset of each advisory relationship. Unless otherwise instructed or directed by the Client, the Adviser has the authority to determine (i) the securities to be purchased and sold for the *Client* account (subject to restrictions on its activities set forth in the applicable investment management agreement and any written investment guidelines); and (ii) the amount of securities to be purchased or sold for the Client's account. As the Adviser provides investment advisory services to more than one client, there may be differences among clients in invested positions and securities held because of the differences in *client* investment objectives and strategies, risk tolerances, tax status and other criteria. The portfolio managers may consider the following factors, among others, in allocating securities among clients: (i) client investment objectives and strategies; (ii) client risk profiles; (iii) tax status and restrictions placed on a client's portfolio by the client or by applicable law; (iv) size of the client account; (v) nature and liquidity of the security to be allocated; (vi) size of available position; (vii) current market conditions; and (viii) account liquidity, account requirements for liquidity and timing of cash flows. Although it is the Adviser's policy to allocate investment opportunities to eligible client accounts in accordance with the policies and procedures discussed in Item 12, these factors may lead the Adviser to allocate securities to client accounts in varying amounts. Even client accounts that are typically managed on a side-by-side basis may from time to time receive differing allocations of securities based on total assets of each account eligible to invest in the particular investment type (e.g., equities) divided by the total assets of all accounts eligible to invest in the particular investment.]

When selecting securities and determining amounts, Thunderstorm Capital observes the investment policies, limitations and restrictions of each client it advises.

If it appears that a trade error or a breach of a client's investment guidelines and restrictions has occurred, the Adviser will review the relevant facts and circumstances to determine an appropriate course of action, seeking to ensure that the client is treated fairly. In the event that an error is the result of the Adviser's gross negligence, willful misconduct, or fraud, trade errors will be corrected by the Adviser as soon as practicable,

in a manner such that the client incurs no loss. For other trade errors (those that result other than by a breach of the standard of care above) the loss may be borne either by the client or by the Adviser, at the Adviser's discretion. Whenever possible, the Adviser will return the client to the same position the client would have been in had the error not occurred. If an error favors the client, the client may in most cases keep the profit; in no case will the Adviser keep the profit. The Adviser has discretion to resolve a particular error in any appropriate manner consistent with the above stated policy.

Item 17 – Voting Client Securities

Pursuant to Thunderstorm Capital's advisory agreement with clients, Thunderstorm Capital has generally been delegated proxy voting authority for companies held in client portfolios. The Adviser complies with its proxy voting policies and procedures that are designed to ensure that proxies are voted in the best interests of the client. In voting proxies, the Adviser generally votes in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are involved), selection of auditors and increases in or reclassification in common stock. The Adviser will generally vote against proposals that make it more difficult to replace members of an issuer's board of directors, cause management to be overrepresented on the board, introduce cumulative voting, introduce unequal voting rights, create supermajority voting or create "poison pill" plans. For all other proposals, the Adviser will determine whether a proposal is in the best interests of the client and may take into account the following factors, among others: (i) whether the proposal was recommended by management and the Adviser's portfolio manager's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance.

Thunderstorm Capital is not aware of any material conflicts of interest related to its voting of proxies. If a material conflict of interest between the Adviser and the client arises, the Adviser will determine whether voting in accordance with the guidelines set forth in the proxy voting policies and procedures is in the best interests of the client or take some other appropriate action which may include contacting clients and requesting that the clients make their own independent voting decision.

Clients may obtain a copy of the Adviser's proxy voting policies and procedures and information about how the Adviser voted the client's proxies by contacting Lisa Dutot (Chief Compliance Officer) by mail at Thunderstorm Capital LLC, One Liberty Square, Boston MA 02109, by email at ldutot@thunderstormcapital.com, or by telephone at (617) 542-8807.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide disclosure about any financial condition that would be reasonably likely to impair the ability to provide continuing services to clients. Thunderstorm Capital has not been the subject of a bankruptcy proceeding and has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients.

Item 19 - Requirements for State Registered Advisers

As of October 2012, Thunderstorm Capital is in the process of transitioning from a Registered Investment Adviser with the Securities and Exchange Commission to a Registered Investment Adviser with several states. The firm has registered in Texas and intends to register with Massachusetts, Florida, and New York. It may register with additional states from time to time as determined by the number of clients the firm has in each state.

State registered advisers are required to make certain disclosures, some of which are different from those required by the SEC. All of the relevant disclosures are either not applicable to Thunderstorm Capital or are already covered in this Brochure and its supplements.

Brochure Supplements

Form ADV 2B provides educational and business background on the principals of Thunderstorm Capital LLC.

This form is appended for John R. Dorfman, owner and chairman, and for Lisa M. Dutot, chief operating officer and chief compliance officer.

Item 1- Cover Page

John R. Dorfman
Thunderstorm Capital LLC
One Liberty Square, 5th Floor
Boston, MA 02109

617-542-8888

November 6, 2012

This Brochure Supplement provides information about John R. Dorfman that supplements the Thunderstorm Capital LLC Brochure. You should have received a copy of that Brochure. Please contact Lisa Dutot, Chief Compliance Officer, if you did not receive Thunderstorm Capital's Brochure or if you have any questions about the contents of this supplement.

Additional information about John R. Dorfman is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

John R. Dorfman
Born 1947

Education

Graduated with Honors, BA, Princeton University, 1969
Graduated with MFA from Columbia University, 1972

Business Experience

- Founder, Thunderstorm Capital LLC (initially called Dorfman Investments LLC), 1999. President, 1999-2006, Chairman 2007 to present.
- Analyst, then Portfolio Manager and Managing Director, Dreman Value Management, 1997-2002.

- Senior Special Writer, Wall Street Journal, 1986-1997.
- Syndicated stock-market columnist, 1997 to the present (with 22-month hiatus in 2007-2008).

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

Mr. Dorfman is a syndicated stock-market columnist. As of October 2012 his column appears in the Pittsburgh Tribune Review and the (Newark NJ) Star Ledger.

Beginning in 2012, Mr. Dorfman is a board member of an offshore private investment partnership, New Generation Turnaround Fund, based in the British Virgin Islands with investment offices in Boston.

Item 5- Additional Compensation

Mr. Dorfman is the owner of Thunderstorm Capital. As such, he receives an economic benefit from the success of the firm, including new clients and additional assets.

Item 6 - Supervision

As Chairman of Thunderstorm Capital, John Dorfman provides investment management services to clients and helps to administer the firm. The client accounts he manages are subject to regular review and verification that asset balances are being managed in accordance with each client's investment guidelines. Lisa Dutot, Chief Compliance Officer, supervises Mr. Dorfman's advisory activities to ensure compliance with the firm's policies and procedures as well as state and federal securities laws. Lisa Dutot may be reached at 617-542-8807. Mr. Dorfman is the owner of Thunderstorm Capital.

If you need to reach another employee of Thunderstorm Capital, you may contact us at One Liberty Square, 5th floor, Boston MA 02109. Telephone number: 617-542-8888.

Item 7 – Requirements for State-Registered Advisers

State-registered advisers are required to report:

- A. If they have been involved in an award or otherwise been found liable in an arbitration claim alleging damages in excess of \$2,500 involving: 1) an investment or an investment-related business or activity; 2) fraud false statement(s), or omissions; 3) theft, embezzlement, or other wrongful taking of property; 4) bribery, forgery, or counterfeiting, or extortion; or 5) dishonest, unfair, or unethical practices.
- B. If they have been involved in an award or otherwise been found liable in a civil, self-regulatory organization, or administrative proceeding involving: 1) an investment or an investment-related business or activity; 2) fraud false statement(s), or omissions; 3) theft, embezzlement, or other wrongful taking of property; 4) bribery, forgery, or counterfeiting, or extortion; or 5) dishonest, unfair, or unethical practices.
- C. If they have been the subject of a bankruptcy petition.

John Dorfman has no such information to report.

Item 1- Cover Page

Lisa M. Dutot
Thunderstorm Capital LLC
One Liberty Square, 5th Floor
Boston, MA 02109

617-542-8888

November 6, 2012

This Brochure Supplement provides information about Lisa M. Dutot that supplements the Thunderstorm Capital LLC Brochure. You should have received a copy of that Brochure. Please contact Lisa M. Dutot, Chief Compliance Officer, if you did not receive Thunderstorm Capital's Brochure or if you have any questions about the contents of this supplement.

Additional information about Lisa M. Dutot is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2- Educational Background and Business Experience

Lisa M. Dutot

Born 1978

Education

Graduated with BSBA, Boston University, School of Management, 2000

Graduated with MBA from Boston University, School of Management, 2009

Completed Level 1 of CFA examination

Business Experience

- Chief Operating Officer, Thunderstorm Capital LLC, 2004 to the present
- Chief Compliance Officer, Thunderstorm Capital, 2005 to the present
- Chief Financial Officer, Thunderstorm Capital, 2003 to the present
- Analyst, Thunderstorm Capital, 2001-2003

Item 3- Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4- Other Business Activities

Lisa M. Dutot is not actively engaged in any other investment-related business or occupation.

Item 5- Additional Compensation

Lisa M. Dutot has an employment contract with Thunderstorm Capital. Under its terms, she receives an economic benefit from the success of the firm, including new clients and additional assets.

Item 6 - Supervision

As Chief Compliance Officer of Thunderstorm Capital, Lisa Dutot supervises all employees at the firm to maintain compliance with the firm's policies and procedures, and with federal and state securities laws. Her own personal trading and other activities are subject to review by John Dorfman, founder and chairman of the firm.

If you need to reach another employee of Thunderstorm Capital, you may contact us at One Liberty Square, 5th floor, Boston MA 02109. Telephone number: 617-542-8888.

Item 7 – Requirements for State-Registered Advisers

State-registered advisers are required to report:

- D. If they have been involved in an award or otherwise been found liable in an arbitration claim alleging damages in excess of \$2,500 involving: 1) an investment

or an investment-related business or activity; 2) fraud false statement(s), or omissions; 3) theft, embezzlement, or other wrongful taking of property; 4) bribery, forgery, or counterfeiting, or extortion; or 5) dishonest, unfair, or unethical practices.

- E. If they have been involved in an award or otherwise been found liable in a civil, self-regulatory organization, or administrative proceeding involving: 1) an investment or an investment-related business or activity; 2) fraud false statement(s), or omissions; 3) theft, embezzlement, or other wrongful taking of property; 4) bribery, forgery, or counterfeiting, or extortion; or 5) dishonest, unfair, or unethical practices.

- F. If they have been the subject of a bankruptcy petition.

Lisa Dutot has no such information to report.