

CORFMAN JAMES S
 Form 4
 January 11, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CORFMAN JAMES S

2. Issuer Name and Ticker or Trading Symbol
 Alliance Distributors Holding Inc.
 [ADTR.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 131 OLIVE HILL LANE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/10/2006

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

WOODSIDE, CA 94062

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/10/2006		P	(A) Code V Amount 90,000 (1)	\$ 0.45	500,000 (2)	D
Common Stock					4,400,000 (3)	I	By Theseus Fund, L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CORFMAN JAMES S 131 OLIVE HILL LANE WOODSIDE, CA 94062		X		
THESEUS FUND LP 131 OLIVE HILL LANE WOODSIDE, CA 94062		X		
CORFMAN CAPITAL, INC 131 OLIVE HILL LANE WOODSIDE, CA 94062		X		

Signatures

/s/ Jim Corfman 01/11/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The reported securities are owned directly by Mr. Jim Corfman, who is a member of a "group" with Theseus Fund, L.P. ("Fund") and
- (1) Corfman Capital, Inc. ("Adviser") for purposes of Section 13(d) of the Securities Exchange Act of 1934. This report is jointly filed by Mr. Jim Corfman, Fund and Adviser, all of whom are 10% owners.
 - (2) 500,00 shares of the reported securities owned following the reported transaction are owned directly by Mr. Jim Corfman.
 - (3) 4,400,000 shares of the reported securities owned following the reported transaction are owned directly by Fund, and indirectly by Adviser, the sole general partner of and discretionary investment adviser to Fund, and Mr. Jim Corfman, as sole shareholder of Adviser. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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