

CORFMAN JAMES S

Form 3

January 11, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â CORFMAN JAMES S

(Last) (First) (Middle)

131 OLIVE HILL LANE

(Street)

WOODSIDE,Â CAÂ 94062

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/09/2006

3. Issuer Name and Ticker or Trading Symbol

Alliance Distributors Holding Inc. [ADTR.OB]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

410,000 ⁽¹⁾

D

Â

Common Stock

4,400,000 ⁽²⁾

I

By Theseus Fund, L.P. ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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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 5(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.

The reported securities are owned directly by Fund, and indirectly by Adviser, the sole general partner of and discretionary investment
(2) 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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