

CORFMAN JAMES S
Form 4
January 17, 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)

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2006

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

131 OLIVE HILL LANE

(Street)

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

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

WOODSIDE, CA 94062

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/13/2006		P		300,000	A	\$ 0.4928
					5,000,000 ⁽¹⁾	I	
Common Stock					500,000 ⁽²⁾	D	

By
Theseus Fund, L.P. ⁽¹⁾

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

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.

SEC 1474 (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)
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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 01/17/2006

__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).
- 5,000,000 shares of the reported securities owned following the reported transaction are owned directly by Theseus Fund, L.P. ("Fund"), and indirectly by Corfman Capital, Inc. ("Adviser"), the sole general partner of and discretionary investment adviser to Fund, and Mr. Jim Corfman, as sole shareholder of Adviser. This report is jointly filed by Mr. Jim Corfman, Fund and Adviser, all of whom are 10% owners and members of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (1) Corfman, as sole shareholder of Adviser. This report is jointly filed by Mr. Jim Corfman, Fund and Adviser, all of whom are 10% owners and members of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934. The reporting persons disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
 - (2) The reported securities are owned directly by Mr. Jim Corfman.

Remarks:

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Exhibit List

Exhibit 99 - Joint Filer Information

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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