

Alliance Distributors Holding Inc.  
Form 15-12G  
October 10, 2007

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

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER  
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 000-32319

**Alliance Distributors Holding Inc.**

*(Exact name of registrant, as specified in its charter)*

1160 Commerce Avenue, Bronx, New York 10462

(718) 536-2248

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

Common Stock, \$0.001 par value per share

*(Title of each class of securities covered by this Form)*

None

*(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)*

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                      |    |                      |    |
|----------------------|----|----------------------|----|
| Rule 12g-4(a)(1)(i)  | x  | Rule 12h-3(b)(1)(i)  | x  |
| Rule 12g-4(a)(1)(ii) | .. | Rule 12h-3(b)(1)(ii) | .. |
| Rule 12g-4(a)(2)(i)  | .. | Rule 12h-3(b)(2)(i)  | .. |
| Rule 12g-4(a)(2)(ii) | .. | Rule 12h-3(b)(2)(ii) | .. |
|                      |    | Rule 15d-6           | .. |

Approximate number of holders of record as of the certification or notice date: 155

Pursuant to the requirements of the Securities Exchange Act of 1934, Alliance Distributors Holding Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

ALLIANCE DISTRIBUTORS HOLDING INC.

DATE: October 10, 2007

BY: /s/ Jay Gelman  
Jay Gelman  
Chairman of the Board and  
Chief Executive Officer

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

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