

**ALLIANCE DISTRIBUTORS HOLDING INC.
NOTICE OF AN ANNUAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the Annual Meeting of Shareholders of Alliance Distributors Holding Inc. (the "Company") will be held at Alliance Distributors Holdings Inc., 1160 Commerce Avenue, Bronx, New York, 10462 at 10:00 A.M. on November 2, 2011 for the following purposes as set forth in the accompanying Proxy Statement:

1. To elect five directors to serve for the term set forth in the accompanying proxy statement;
2. To ratify the selection and appointment by the Company's Board of Directors of Mayer Hoffman McCann CPAs, independent auditors, as auditors for the Company for the year ending June 30, 2012; and
3. To transact such other business as may properly come before the meeting or any adjournments thereof.

Holders of record of the Company's Common Stock and the Company's Series A Convertible Non Redeemable Preferred Stock at the close of business on September 12, 2011 will be entitled to vote at the meeting.

By Order of the Board of Directors

STEPHEN AGRESS,
Secretary

Dated: September 16, 2011

ALLIANCE DISTRIBUTORS HOLDING INC.
1160 Commerce Avenue
Bronx, New York 10462

ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON NOVEMBER 2, 2011

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of proxies to be voted at the Annual Meeting of Shareholders of Alliance Distributors Holding Inc. (the "Company") to be held at Alliance Distributors Holdings Inc., 1160 Commerce Avenue, Bronx, New York, 10462 at 10:00 A.M. on November 2, 2011, and at any adjournments thereof. The shares represented by proxies that are received in the enclosed form and properly filled out will be voted in accordance with the specifications made thereon. In the absence of specific instructions, proxies will be voted in accordance with the recommendations made herein with respect to the proposals described in this Proxy Statement. This Proxy Statement and the accompanying materials are being mailed on or about September 20, 2011.

Record Date

Shareholders of record at the close of business on September 12, 2011, are entitled to notice of and to vote at the Annual Meeting or any adjournments thereof ("Record Date").

As of the Record Date there were issued and outstanding 44,156,609 shares of Common Stock and 53 Series A Convertible Non Redeemable Preferred Stock (the "Series A Preferred Shares") convertible in the aggregate into 844 shares of common stock, for a total voting power of 44,157,453 shares.

Each share of common stock entitles the holder thereof to one vote on each matter that may come before a meeting of the shareholders. Each Series A Preferred Share is convertible into 15.91 shares of common stock and votes with the common stock as one class on an as converted basis.

Quorum

The presence at the meeting, in person or represented by proxy, of a majority of the outstanding shares entitled to vote at the meeting will constitute a quorum for the transaction of business. If a share is deemed present at the meeting for any matter, it will be deemed present for all matters. Proxies submitted which contain abstentions or broker non-votes will be deemed present at the meeting in determining the presence of a quorum.

Right to Revoke Proxies

Proxies may be revoked by shareholders by written notice received by the Secretary of the Company at the address set forth above, at any time prior to the exercise thereof.

PROPOSAL 1

ELECTION OF DIRECTORS

It is the intention of the persons named in the enclosed form of proxy, unless such proxy specifies otherwise, to nominate and to vote the shares represented by such proxy for the election of the nominees listed below to hold office until the next Annual Meeting of Shareholders and until their respective successors shall have been duly elected and qualified. The Company has no reason to believe that any of the nominees will become unavailable to serve as directors for any reason before the Annual Meeting. However, in the event that any of them shall become unavailable, the person designated as proxy reserves the right to substitute another person of his/her choice when voting at the Annual Meeting. Certain information regarding each nominee is set forth in the table and text below.

The directors serve for a term of one year and until their successors are duly elected and qualified. There are no family relationships among directors or nominees. There are no arrangements or understandings between any director or nominee and any other person pursuant to which any director or nominee was selected as such.

All of the nominees are currently serving as directors. The name of each nominee for election as director and his or her present position(s) with the Company and other principal affiliations are set forth below.

<u>NAME</u>	<u>POSITION HELD WITH THE COMPANY</u>
Jay Gelman	Chief Executive Officer, Chairman of the Board of Directors and Assistant Secretary
James Corfman	Director
Steven H. Nathan	Director
Humbert B. Powell, III	Director
Thomas Vitiello	Director

JAY GELMAN

Jay Gelman in 1989 co-founded L & J Marketing, Inc. d/b/a Alliance Distributors, a regional video game software and hardware distributor based in College Point, NY. He served as President, until December of 1997 when Alliance was sold to Take Two Interactive Software, Inc. From 1998 until 2003, Mr. Gelman was employed by Track Data Corporation (NASDAQ: TRAC) where he served as a director and as Executive Vice President. In 2003, Mr. Gelman co-founded Alliance Partners (name later changed to AllianceCorner Distributors Inc.), and served as its President and Chief Executive Officer. Since the

acquisition by the Company of AllianceCorner Distributors Inc. on June 29, 2004, Mr. Gelman has served as Chief Executive Officer of the Company and is also currently the Chairman of the Board of Directors.

JAMES CORFMAN

James Corfman is currently CEO and President of Corfman Capital, and serves on the Board of Directors of Centiv Inc. He previously served as a partner at Volpe Welty and Co, Solomon Brothers and E.F. Hutton.

STEVEN H. NATHAN

Steven H. Nathan has since 1997 served as President of Progressive Planning, Inc. a tax and financial consulting firm in Jericho, New York. From 1993 through 1997 he was Vice President and Chief Financial Officer of L & J Marketing, Inc. d/b/a Alliance Distributors, a regional video game software and hardware distributor based in College Point, New York. He held similar positions from 1984 to 1993 with Wren/AP Distributors.

HUMBERT B. POWELL, III

Humbert B. Powell, III has been a Managing Director at Sanders Morris Harris, a regional investment-banking firm headquartered in Houston, Texas, with a branch in New York City, since November 1996. He is a trustee of Salem-Teikyo University. Mr. Powell served as chief executive officer of the Company from June 20, 2002 until July 1, 2002.

THOMAS VITIELLO

For more than five years, Thomas Vitiello has been the president of VIT Trading, Inc., a trader in precious metals. He graduated from NYU with a BS in Finance in 1985.

PROPOSAL 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

Subject to approval by the stockholders, the Board of Directors has appointed Mayer Hoffman McCann CPAs as the independent auditors to audit the financial statements of the Company for the fiscal year ending June 30, 2012. Mayer Hoffman McCann CPAs have served as the Company's auditors since July 2004

In the event that the stockholders fail to ratify this appointment, other independent auditors will be considered upon recommendation of the Audit Committee. Even if this appointment is ratified, our Board of Directors, in its discretion, may direct the appointment of a new independent accounting firm at any time during the year, if the Board believes that such a change would be in the best interest of the Company and its stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR RATIFICATION OF THE APPOINTMENT OF MAYER HOFFMAN MCCANN CPAs AS INDEPENDENT AUDITORS

VOTE REQUIRED

Election of Directors. Directors will be elected at the meeting by a plurality of the votes cast by Common Stockholders and Series A Preferred Shares.

Ratification of the Appointment of Independent Auditors. The appointment of Mayer Hoffman McCann CPAs as independent auditors requires the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter.

OTHER MATTERS

Notice Required to Bring Business Before an Annual Meeting

Our by-laws establish an advance notice procedure for shareholders to make nominations of candidates for election of director or to bring other business before an annual meeting. Under these procedures, a shareholder that proposes to nominate a candidate for director or propose other business at an annual meeting of shareholders, must give us written notice of such nomination or proposal not less than 60 days and not more than 90 days prior to the scheduled date of the meeting (or, if less than 70 days' notice or prior public disclosure of the date of the meeting is given, then not later than the 15th day following the earlier of (i) the date such notice was mailed or (ii) the day such public disclosure was made). Such notice must provide certain information as specified in our by-laws and must be received at our principal executive offices by the deadline specified above.

Other Matters

If any other matters not described herein should properly come before the meeting for stockholder action, it is the intention of the persons named in the accompanying proxy to vote, or otherwise act, in respect thereof in accordance with the board of directors' recommendations.

PLEASE DATE, SIGN AND RETURN THE PROXY CARD AT YOUR EARLIEST CONVENIENCE IN THE ENCLOSED RETURN ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES. A PROMPT RETURN OF YOUR PROXY CARD WILL BE APPRECIATED AS IT WILL SAVE THE EXPENSE OF FURTHER MAILINGS.

Dated: September 16, 2011

By Order of the Board of Directors

Stephen Agress, Secretary