

WHITEBOX ADVISORS LLC  
 Form 3  
 January 31, 2005

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated 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 \*  
 ^ WHITEBOX ADVISORS LLC

(Last) (First) (Middle)

3033 EXCELSIOR BOULEVARD, SUITE 300

(Street)

MINNEAPOLIS, MN 55416

(City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 09/30/2004

3. Issuer Name and Ticker or Trading Symbol  
 21ST CENTURY HOLDING CO [TCHC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer \_\_\_ Other  
 (give title below) (specify below)

5. 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 Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable                                            | Expiration Date                                                                | Title                                                  | Amount or Number of                                     |                                                          |

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|                                |            |            |              | Shares  |          | or Indirect<br>(1)<br>(Instr. 5) |                                                    |
|--------------------------------|------------|------------|--------------|---------|----------|----------------------------------|----------------------------------------------------|
| Redeemable Warrants <u>(1)</u> | 07/31/2003 | 07/31/2006 | Common Stock | 142,008 | \$ 12.74 | I                                | Refer Footnote<br><u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Redeemable Warrants <u>(2)</u> | 07/31/2003 | 07/31/2006 | Common Stock | 143,892 | \$ 12.74 | I                                | Refer Footnote<br><u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Redeemable Warrants <u>(3)</u> | 07/31/2003 | 07/31/2006 | Common Stock | 72,696  | \$ 12.74 | I                                | Refer Footnote<br><u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Redeemable Warrants <u>(1)</u> | 09/30/2004 | 09/30/2007 | Common Stock | 392,156 | \$ 12.75 | I                                | Refer Footnote<br><u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Redeemable Warrants <u>(3)</u> | 09/30/2004 | 09/30/2007 | Common Stock | 78,431  | \$ 12.75 | I                                | Refer Footnote<br><u>(5)</u> <u>(6)</u> <u>(7)</u> |
| Redeemable Warrants <u>(4)</u> | 09/30/2004 | 09/30/2007 | Common Stock | 58,823  | \$ 12.75 | I                                | Refer Footnote<br><u>(5)</u> <u>(6)</u> <u>(7)</u> |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                  | Director      | 10% Owner | Officer | Other |
| WHITEBOX ADVISORS LLC<br>3033 EXCELSIOR BOULEVARD, SUITE 300<br>MINNEAPOLIS, MN 55416            | Â             | Â X       | Â       | Â     |
| WHITEBOX INTERMARKET PARTNERS LP<br>3033 EXCELSIOR BOULEVARD, SUITE 300<br>MINNEAPOLIS, MN 55416 | Â             | Â X       | Â       | Â     |
| WHITEBOX INTERMARKET FUND LP<br>3033 EXCELSIOR BOULEVARD, SUITE 300<br>MINNEAPOLIS, MN 55416     | Â             | Â X       | Â       | Â     |
| Whitebox Intermarket Fund, Ltd.<br>3033 EXCELSIOR BOULEVARD, SUITE 300<br>MINNEAPOLIS, MN 55416  | Â             | Â X       | Â       | Â     |
| AJR Financial, LLC<br>3033 EXCELSIOR BOULEVARD, SUITE 300<br>MINNEAPOLIS, MN 55416               | Â             | Â X       | Â       | Â     |
| Pandora Select Advisors, LLC<br>3033 EXCELSIOR BOULEVARD, SUITE 300<br>MINNEAPOLIS, MN 55416     | Â             | Â X       | Â       | Â     |
| Pandora Select Partners, L.P.<br>3033 EXCELSIOR BOULEVARD, SUITE 300<br>MINNEAPOLIS, MN 55416    | Â             | Â X       | Â       | Â     |
| Pandora Select Fund, L.P.<br>3033 EXCELSIOR BOULEVARD, SUITE 300                                 | Â             | Â X       | Â       | Â     |

MINNEAPOLIS, MN 55416

PANDORA SELECT FUND LTD

3033 EXCELSIOR BOULEVARD, SUITE 300     ^     ^ X     ^     ^

MINNEAPOLIS, MN 55416

## Signatures

/s/ Jonathan D. Wood, Chief Financial  
Officer

01/28/2005

\_\_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).
- (1) Reporting Person is Whitebox Convertible Arbitrage Partners, LP ("WCAP").
- (2) Reporting Person is Whitebox Hedged High Yield Partners, LP ("WHHYP").
- (3) Reporting Person is Pandora Select Partners, LP ("PSP").
- (4) Reporting Person is Whitebox Intermarket Partners, LP ("WIP").

The general partner of WCAP, is Whitebox Convertible Arbitrage Advisors, LLC ("WCAA"), which manages accounts for the benefit of its clients WCAP, Whitebox Convertible Arbitrage Fund, L.P. ("WCAFLP") and Whitebox Convertible Arbitrage Fund, Ltd.

- (5) ("WCAFLTD"); the general partner of WHHYP is Whitebox Hedged High Yield Advisors, LLC ("WHHYA"), which manages accounts for the benefit of its clients WHHYP, Whitebox Hedged High Yield Fund, L.P. ("WHYYFLP") and Whitebox Hedged High Yield Fund, Ltd. ("WHHYFLTD"); the general partner of WIP is Whitebox Intermarket Advisors, LLC ("WIA"), which manages accounts for the benefit of its clients WIP, Whitebox Intermarket Fund, L.P. ("WIFLP") and Whitebox Intermarket Fund, Ltd. ("WIFLTD"). The managing member and controlling owner of each of WCAA, WHHYA and WIA is Whitebox Advisors, LLC. (Cont. in footnote 6)

- (6) The general partner of PSP is Pandora Select Advisors, LLC ("PSA"), which manages accounts for the benefit of its clients PSP, Pandora Select Fund, L.P. ("PSFLP") and Pandora Select Fund, Ltd. ("PSFLTD"). The managing member and controlling owner of PSA is AJR Financial, LLC. Whitebox Advisors, LLC and AJR Financial, LLC each have the same sole owner and managing member. (Cont. in footnote 7)

Based on the relationships described herein, these entities may be deemed to constitute a "group" within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934. The filing of this statement shall not be construed as an admission that Whitebox Advisors, LLC, AJR Financial, LLC, WCCA, WHHYA, WIA, PSA, WCAP, WHHYP, WIP, PSP, WCAFLP, WHHYFLP, WIFLP, PSFLP, WCAFLTD, WHHYFLTD, WIFLTD and PSFLTD are a group, or have agreed to act as a group. Whitebox Advisors, LLC, AJR Financial, LLC, WCCA, WHHYA, WIA, PSA, WCAP, WHHYP, WIP, PSP, WCAFLP, WHHYFLP, WIFLP, PSFLP, WCAFLTD, WHHYFLTD, WIFLTD and PSFLTD each disclaim beneficial ownership of such shares of common stock except to the extent of their pecuniary interest in such shares.

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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