

ALLIED SYSTEMS HOLDINGS INC
 Form 3
 June 08, 2007

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Yucaipa American Alliance Fund I, LP		(Month/Day/Year)	ALLIED SYSTEMS HOLDINGS INC [N/A]	
(Last)	(First)	05/29/2007		
			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O THE YUCAIPA COMPANIES LLC,Â 9130 WEST SUNSET BOULEVARD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
LOS ANGELES,Â CAÂ 90069			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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	2,841,322 <u>(1)</u> <u>(2)</u>	D <u>(3)</u>	Â

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yucaipa American Alliance Fund I, LP C/O THE YUCAIPA COMPANIES LLC 9130 WEST SUNSET BOULEVARD LOS ANGELES, CA 90069	^	^ X	^	^

Signatures

/s/ Robert P. Birmingham 06/08/2007
 **Signature of Reporting Person Date

/s/ Ronald W. Burkle 06/08/2007
 **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) The shares of the issuer's common stock, par value \$0.01 per share (the "Common Stock"), were acquired pursuant to the Second Amended Joint Plan of Reorganization of Allied Holdings, Inc. and affiliated debtors, dated April 5, 2007 and confirmed by the Bankruptcy Court for the Northern District of Georgia pursuant to an order dated and entered on May 18, 2007 (the "Plan"), which reorganization was effective as of May 29, 2007. The share totals referenced in Table I herein is an estimate of the shares of Common Stock to be issued to Yucaipa American Alliance Fund I, L.P. ("YAAF") based on certain information provided by the issuer. (continued to foot note 2)
- (2) To the extent additional shares of Common Stock are issued by the issuer hereafter, including but not limited to share issuances to holders of claims whose status has not yet been determined in connection with the issuer's Chapter 11 reorganization proceedings, the ultimate number of shares of Common Stock ultimately issued to YAAF may vary.
- (3) All of the foregoing securities are to be owned directly by YAAF, but may be deemed to be beneficially owned indirectly by (i) Yucaipa American Alliance Fund I, LLC ("YAAF LLC"), as the general partner of YAAF, (ii) Yucaipa American Funds, LLC ("YAF"), as the managing member of YAAF LLC, (iii) Yucaipa American Management, LLC ("YAM"), as the managing member of YAF and (iv) Ronald W. Burkle, as managing member of YAM. This report shall not be deemed an admission by YAAF LLC, YAF, YAM and/or Mr. Burkle that they are the beneficial owners of the securities for purposes of Section 16 or for any other purpose.

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Remarks:
 Additional Reporting Persons (each a 10% owner to the extent described in footnote 3): (i) Yucaipa

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.