

ALLIED SYSTEMS HOLDINGS INC
 Form 3
 June 08, 2007

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

OMB APPROVAL

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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 *
 YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND I, LP

(Last) (First) (Middle)

C/O THE YUCAIPA COMPANIES LLC, 9130 WEST SUNSET BOULEVARD

(Street)

LOS ANGELES, CA 90069

(City) (State) (Zip)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 05/29/2007

3. Issuer Name and Ticker or Trading Symbol
 ALLIED SYSTEMS HOLDINGS INC [N/A]

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)
 ___X___ Form filed by One Reporting Person
 ___ 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 | 1,991,714 (1) (2) | D (3) | ^ |

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 | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

YUCAIPA AMERICAN ALLIANCE (PARALLEL) FUND I, LP
 C/O THE YUCAIPA COMPANIES LLC
 9130 WEST SUNSET BOULEVARD
 LOS ANGELES, CA 90069

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Signatures

/s/ Robert P. Bermingham 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 (Parallel) Fund I, L.P. ("YAAF Parallel") 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 Parallel may vary.
- (3) All of the foregoing securities are to be owned directly by YAAF Parallel, 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 Parallel, (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

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