

Alliance-MTS Co-Investors II, LLC  
 Form 3/A  
 April 26, 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 \*  
 OCM Principal Opportunities Fund IV, LP

(Last) (First) (Middle)

C/O OAKTREE CAPITAL MANAGEMENT, 333 S. GRAND AVENUE, FLOOR 28

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 04/16/2007

3. Issuer Name and Ticker or Trading Symbol  
 ALLIANCE IMAGING INC /DE/ [AIQ]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed (Month/Day/Year)  
 04/26/2007

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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                    | 21,628,845                                            | D (1) (2)                                                |                                                       |
| Common Stock                    | 1,120,160                                             | I                                                        | See Footnotes (1) (3)                                 |
| Common Stock                    | 1,600,000                                             | I                                                        | See Footnotes (1) (4)                                 |
| Common Stock                    | 320,000                                               | I                                                        | See Footnotes (1) (5)                                 |
| Common Stock                    | 160,000                                               | I                                                        | See Footnotes (1) (6)                                 |

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

## Reporting Owners

| Reporting Owner Name / Address                                                                                                         | Relationships |           |         |       |
|----------------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                                                        | Director      | 10% Owner | Officer | Other |
| OCM Principal Opportunities Fund IV, LP<br>C/O OAKTREE CAPITAL MANAGEMENT<br>333 S. GRAND AVENUE, FLOOR 28<br>LOS ANGELES, CA 90071    | ^             | ^ X       | ^       | ^     |
| OCM Principal Opportunities Fund IV GP, LP<br>C/O OAKTREE CAPITAL MANAGEMENT<br>333 S. GRAND AVENUE, FLOOR 28<br>LOS ANGELES, CA 90071 | ^             | ^ X       | ^       | ^     |
| OCM Principal Opportunities Fund IV GP LTD<br>C/O OAKTREE CAPITAL MANAGEMENT<br>333 S. GRAND AVENUE, FLOOR 28<br>LOS ANGELES, CA 90071 | ^             | ^ X       | ^       | ^     |
| MTS Health Investors II, LP<br>C/O OAKTREE CAPITAL MANAGEMENT<br>333 S. GRAND AVENUE, FLOOR 28<br>LOS ANGELES, CA 90071                | ^             | ^ X       | ^       | ^     |
| MTS Health Investors II GP, LLC<br>C/O OAKTREE CAPITAL MANAGEMENT<br>333 S. GRAND AVENUE, FLOOR 28<br>LOS ANGELES, CA 90071            | ^             | ^ X       | ^       | ^     |
| MTS Health Investors II GP Holdings, LLC<br>C/O OAKTREE CAPITAL MANAGEMENT<br>333 S. GRAND AVENUE, FLOOR 28<br>LOS ANGELES, CA 90071   | ^             | ^ X       | ^       | ^     |
| Alliance-MTS Co-Investors I, LLC<br>C/O OAKTREE CAPITAL MANAGEMENT<br>333 S. GRAND AVENUE, FLOOR 28<br>LOS ANGELES, CA 90071           | ^             | ^ X       | ^       | ^     |
| Alliance-MTS Co-Investors II, LLC<br>C/O OAKTREE CAPITAL MANAGEMENT<br>333 S. GRAND AVENUE, FLOOR 28                                   | ^             | ^ X       | ^       | ^     |

LOS ANGELES, CA 90071

Alliance-Oaktree Co-Investors, LLC  
 C/O OAKTREE CAPITAL MANAGEMENT      Â      Â X      Â      Â  
 333 S. GRAND AVENUE, FLOOR 28  
 LOS ANGELES, CA 90071

OAKTREE CAPITAL MANAGEMENT LLC  
 C/O OAKTREE CAPITAL MANAGEMENT      Â      Â X      Â      Â  
 333 S. GRAND AVENUE, FLOOR 28  
 LOS ANGELES, CA 90071

## Signatures

/s/ Stephan Kaplan; /s/ Emily Alexander      04/26/2007

\_\_Signature of Reporting Person      Date

/s/ Stephen Kaplan; /s/ Emily Alexander      04/26/2007

\_\_Signature of Reporting Person      Date

/s/ Stephen Kaplan; /s/ Emily Alexander      04/26/2007

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/s/ Stephen Kaplan; /s/ Emily Alexander      04/26/2007

\_\_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 parties directly owning the shares reported on this form are parties to a Stockholders' Agreement, dated April 16, 2007, which provides for certain terms regarding voting and disposal of the shares of the Issuer owned by the parties. By virtue of this agreement, each of the parties to the agreement may be considered beneficially owners of all these securities as members of a "group" as defined under Rule 13d-5 of the Securities Exchange Act of 1934. OCM Fund and OCM LLC disclaim beneficial ownership of the securities reported herein as directly owned by MTS, MTS I, or MTS II and MTS, MTS I, and MTS II disclaim beneficial ownership of the securities reported herein as directly owned by OCM or the OCM Fund. The inclusion of these securities in this report shall not be deemed to be an admission that any of the reporting persons have beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes.

(2) Oaktree Capital Management, LLC is the director of OCM Principal Opportunities Fund IV GP Ltd. OCM Principal Opportunities Fund IV GP Ltd. is the general partner of OCM Principal Opportunities Fund IV GP, L.P. ("OCM GP"), which is the general partner of OCM Principal Opportunities Fund IV, L.P. ("OCM Fund"). Each may be deemed to beneficially own these shares because they have discretionary authority and control over all of the assets of OCM Fund pursuant to the partnership agreement of OCM Fund.

(3) These securities are directly owned by Alliance-Oaktree Co-Investors, LLC ("OCM LLC"). The managing member of OCM LLC is OCM GP. OCM GP and its affiliates may be deemed to beneficially own these shares because they have discretionary authority and control over all of the assets of OCM LLC pursuant to the Limited Liability Company Agreement of OCM LLC.

(4) These securities are owned by MTS Health Investors II, L.P. ("MTS"). MTS Health Investors II GP, LLC ("MTS GP") is the general partner of MTS. MTS Health Investors II GP Holdings, LLC is the Class A member of MTS GP. Each may be deemed to beneficially own these shares because they have discretionary authority and control over all of the assets of MTS pursuant to a partnership agreement for MTS.

(5) These securities are owned by Alliance-MTS Co-Investors I, LLC ("MTS I"). MTS GP is the managing member of MTS I. MTS GP and its affiliates may be deemed to beneficially own these shares because they have discretionary authority and control over all of the assets of MTS I pursuant to the Limited Liability Company Agreement of MTS I.

(6) These securities are owned by Alliance-MTS Co-Investors II, LLC ("MTS II"). MTS GP is the managing member of MTS II. MTS GP and its affiliates may be deemed to beneficially own these shares because they have discretionary authority and control over all of the assets of MTS II pursuant to the Limited Liability Company Agreement of MTS II.

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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