

PROQUEST CO
Form SC 13D
February 19, 2003

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

ProQuest Company
(Name of Issuer)

Common Stock, \$.001 par value
(Title of Class of Securities)

077852-10-1
(CUSIP Number)

SPO Partners & Co.
591 Redwood Highway, Suite 3215
Mill Valley, California 94941
(415) 383-6600

with a copy to:

Alison S. Ressler
Sullivan & Cromwell LLP
1888 Century Park East
Los Angeles, CA 90067
(310) 712-6600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 19, 2003
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 077852-10-1	
1	Name of Reporting Person: SPO Partners II, L.P.
2	Check the Appropriate Box if a Member of a Group: (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC Use Only
4	Source of Funds: WC
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f): <input type="checkbox"/>
6	Citizenship or Place of Organization: Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 Sole Voting Power: 1,201,100(1)
	8 Shared Voting Power: -0-
	9 Sole Dispositive Power: 1,201,100(1)
	10 Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,201,100(1)
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: <input type="checkbox"/>
13	Percent of Class Represented by Amount in Row 11: 4.3%
14	Type of Reporting Person: PN

(1) Power is exercised through its sole general partner, SPO Advisory Partners, L.P.

CUSIP No. 077852-10-1	
1	Name of Reporting Person: SPO Advisory Partners, L.P.

2	Check the Appropriate Box if a Member of a Group:	(a) [] (b) [X]
3	SEC Use Only	
4	Source of Funds: Not Applicable	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[]
6	Citizenship or Place of Organization: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power: 1,201,100(1)(2)
	8	Shared Voting Power: -0-
	9	Sole Dispositive Power: 1,201,100(1)(2)
	10	Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,201,100(1)(2)	
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[]
13	Percent of Class Represented by Amount in Row 11: 4.3%	
14	Type of Reporting Person: PN	

- (1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.
- (2) Power is exercised through its corporate general partner, SPO Advisory Corp.

CUSIP No. 077852-10-1		
1	Name of Reporting Person: San Francisco Partners II, L.P.	
2	Check the Appropriate Box if a Member of a Group:	(a) [] (b) [X]

3	SEC Use Only	
4	Source of Funds: WC	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[]
6	Citizenship or Place of Organization: California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power: 263,700(1)
	8	Shared Voting Power: -0-
	9	Sole Dispositive Power: 263,700(1)
	10	Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 263,700(1)	
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[]
13	Percent of Class Represented by Amount in Row 11: 0.9%	
14	Type of Reporting Person: PN	

(1) Power is exercised through its sole general partner, SF Advisory Partners, L.P.

CUSIP No. 077852-10-1		
1	Name of Reporting Person: SF Advisory Partners, L.P.	
2	Check the Appropriate Box if a Member of a Group:	(a) [] (b) [X]
3	SEC Use Only	
4	Source of Funds: Not Applicable	

5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):		[]
6	Citizenship or Place of Organization: Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power: 263,700(1)(2)	
	8	Shared Voting Power: -0-	
	9	Sole Dispositive Power: 263,700(1)(2)	
	10	Shared Dispositive Power: -0-	
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 263,700(1)(2)		
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:		[]
13	Percent of Class Represented by Amount in Row 11: 0.9%		
14	Type of Reporting Person: PN		

- (1) Solely in its capacity as the sole general partner of San Francisco Partners II, L.P.
- (2) Power is exercised through its corporate general partner, SPO Advisory Corp.

CUSIP No. 077852-10-1			
1	Name of Reporting Person: SPO Advisory Corp.		
2	Check the Appropriate Box if a Member of a Group:		(a) [] (b) [X]
3	SEC Use Only		
4	Source of Funds: Not Applicable		
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):		[]

6	Citizenship or Place of Organization: Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power: 1,464,800(1)(2)
	8	Shared Voting Power: -0-
	9	Sole Dispositive Power: 1,464,800(1)(2)
	10	Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,464,800(1)(2)	
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[]
13	Percent of Class Represented by Amount in Row 11: 5.2%	
14	Type of Reporting Person: CO	

(1) Solely in its capacity as the general partner of SPO Advisory Partners, L.P. with respect to 1,201,100 of such shares; and solely in its capacity as the general partner of SF Advisory Partners, L.P. with respect to 263,700 of such shares.

(2) Power is exercised through its three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

CUSIP No. 077852-10-1		
1	Name of Reporting Person: Cranberry Lake Partners, L.P.	
2	Check the Appropriate Box if a Member of a Group:	(a) [] (b) [X]
3	SEC Use Only	
4	Source of Funds: WC	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[]

6	Citizenship or Place of Organization: California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power: 150,000(1)
	8	Shared Voting Power: -0-
	9	Sole Dispositive Power: 150,000(1)
	10	Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 150,000(1)	
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[]
13	Percent of Class Represented by Amount in Row 11: 0.5%	
14	Type of Reporting Person: PN	

(1) Power is exercised through its sole general partner, the John and Irene Scully Trust, dated May 30, 1994, for which John H. Scully and Irene S. Scully are the trustees.

CUSIP No. 077852-10-1		
1	Name of Reporting Person: Netcong Newton Partners, L.P.	
2	Check the Appropriate Box if a Member of a Group:	(a) [] (b) [X]
3	SEC Use Only	
4	Source of Funds: WC	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[]
6	Citizenship or Place of Organization: California	
	7	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		Sole Voting Power: 50,000(1)
	8	Shared Voting Power: -0-
	9	Sole Dispositive Power: 50,000(1)
	10	Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 50,000(1)	
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[]
13	Percent of Class Represented by Amount in Row 11: 0.2%	
14	Type of Reporting Person: PN	

(1) Power is exercised through its sole general partner, The John and Irene Scully Trust, dated May 30, 1994, for which John H. Scully and Irene S. Scully are the trustees.

CUSIP No. 077852-10-1		
1	Name of Reporting Person: Oberndorf Foundation	
2	Check the Appropriate Box if a Member of a Group:	(a) [] (b) [X]
3	SEC Use Only	
4	Source of Funds: WC	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[]
6	Citizenship or Place of Organization: California	
NUMBER OF SHARES BENEFICIALLY OWNED BY	7	Sole Voting Power: 54,190(1)
	8	

EACH REPORTING PERSON WITH		Shared Voting Power: -0-
	9	Sole Dispositive Power: 54,190(1)
	10	Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 54,190(1)	
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[]
13	Percent of Class Represented by Amount in Row 11: 0.2%	
14	Type of Reporting Person: CO	

(1) Power is exercised through its two directors, William E. Oberndorf and Susan C. Oberndorf.

CUSIP No. 077852-10-1		
1	Name of Reporting Person: The John and Irene Scully Trust, dated May 30, 1994	
2	Check the Appropriate Box if a Member of a Group:	(a) [] (b) [X]
3	SEC Use Only	
4	Source of Funds: Not Applicable	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[]
6	Citizenship or Place of Organization: California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power: 200,000(1)(2)
	8	Shared Voting Power: -0-
	9	Sole Dispositive Power: 200,000(1)(2)

	10 Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 200,000(1)(2)
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: []
13	Percent of Class Represented by Amount in Row 11: 0.7%
14	Type of Reporting Person: OO

(1) Solely in its capacity as the sole general partner of Cranberry Lake Partners, L.P. with respect to 150,000 of such shares; solely in its capacity as the sole general partner of Netcong Newton Partners, L.P. with respect to 50,000 of such shares.

(2) Power is exercised through its trustees, John H. Scully and Irene S. Scully.

CUSIP No. 077852-10-1	
1	Name of Reporting Person: Phoebe Snow Foundation, Inc.
2	Check the Appropriate Box if a Member of a Group: (a) [] (b) [X]
3	SEC Use Only
4	Source of Funds: WC
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f): []
6	Citizenship or Place of Organization: California
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 Sole Voting Power: 50,000(1)
	8 Shared Voting Power: -0-
	9 Sole Dispositive Power: 50,000(1)
	10

	Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 50,000(1)
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares: []
13	Percent of Class Represented by Amount in Row 11: 0.2%
14	Type of Reporting Person: CO

(1) Power is exercised through its controlling person, sole director and executive officer, John H. Scully.

CUSIP No. 077852-10-1	
1	Name of Reporting Person: John H. Scully
2	Check the Appropriate Box if a Member of a Group: (a) [] (b) [X]
3	SEC Use Only
4	Source of Funds: PF and Not Applicable
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f): []
6	Citizenship or Place of Organization: USA
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 Sole Voting Power: 93,362(1)
	8 Shared Voting Power: 1,664,800(2)
	9 Sole Dispositive Power: 93,362(1)
	10 Shared Dispositive Power: 1,664,800(2)
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,758,162(1)(2)

12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[]
13	Percent of Class Represented by Amount in Row 11: 6.3%	
14	Type of Reporting Person: IN	

(1) 2,258 of such shares are owned individually, 11,104 of such shares underlie stock options, which have been included in the total number of shares in the class for determining percent of class, 30,000 of such shares are held in the John H. Scully Individual Retirement Accounts, which are self-directed, and 50,000 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as controlling person, sole director and executive officer of Phoebe Snow Foundation, Inc.

(2) Of these, 1,464,800 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as one of three controlling persons of SPO Advisory Corp., 150,000 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as a trustee for The John and Irene Scully Trust, dated May 30, 1994, the general partner of Cranberry Lake Partners, L.P., and 50,000 shares may be deemed to be beneficially owned by Mr. Scully solely in his capacity as a trustee for The John and Irene Scully Trust, dated May 30, 1994, the general partner of Netcong Newton Partners, L.P.

CUSIP No. 077852-10-1		
1	Name of Reporting Person: William E. Oberndorf	
2	Check the Appropriate Box if a Member of a Group:	(a) [] (b) [X]
3	SEC Use Only	
4	Source of Funds: PF and Not Applicable	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[]
6	Citizenship or Place of Organization: USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power: 35,362(1)
	8	Shared Voting Power: 1,877,390(2)
	9	Sole Dispositive Power: 35,362(1)

	10	Shared Dispositive Power: 1,877,390(2)	
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,912,752(1)(2)		
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:		[]
13	Percent of Class Represented by Amount in Row 11: 6.8%		
14	Type of Reporting Person: IN		

(1) 2,258 of such shares are owned individually, 11,104 of such shares underlie stock options, which have been included in the total number of shares in the class for determining percent of class, 20,000 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as sole general partner of Oberndorf Family Partners, a family partnership, and 2,000 of such shares are owned by Mr. Oberndorf's minor children who share his household.

(2) Of these shares, 1,464,800 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as one of three controlling persons of SPO Advisory Corp., 358,400 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a trustee for the William and Susan Oberndorf Trust, dated 10/15/98, and 54,190 shares may be deemed to be beneficially owned by Mr. Oberndorf solely in his capacity as a controlling person of the Oberndorf Foundation, a family foundation.

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CUSIP No. 077852-10-1			
1	Name of Reporting Person: William J. Patterson		
2	Check the Appropriate Box if a Member of a Group:		(a) [] (b) [X]
3	SEC Use Only		
4	Source of Funds: Not Applicable		
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):		[]
6	Citizenship or Place of Organization: USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7	Sole Voting Power: -0-	
	8		

REPORTING PERSON WITH		Shared Voting Power: 1,464,800(1)
	9	Sole Dispositive Power: -0-
	10	Shared Dispositive Power: 1,464,800(1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,464,800(1)	
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[]
13	Percent of Class Represented by Amount in Row 11: 5.2%	
14	Type of Reporting Person: IN	

(1) These 1,464,800 shares may be deemed to be beneficially owned by Mr. Patterson solely in his capacity as one of three controlling persons of SPO Advisory Corp.

CUSIP No. 077852-10-1		
1	Name of Reporting Person: Vincent Scully	
2	Check the Appropriate Box if a Member of a Group:	(a) [] (b) [X]
3	SEC Use Only	
4	Source of Funds: PF	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[]
6	Citizenship or Place of Organization: USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power: 1,000
	8	Shared Voting Power: -0-
	9	

		Sole Dispositive Power: 1,000
	10	Shared Dispositive Power: -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person: 1,000	
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[]
13	Percent of Class Represented by Amount in Row 11: **0.1%	
14	Type of Reporting Person: IN	

** Denotes less than.

CUSIP No. 077852-10-1		
1	Name of Reporting Person: Oberndorf Family Partners	
2	Check the Appropriate Box if a Member of a Group:	(a) [] (b) [X]
3	SEC Use Only	
4	Source of Funds: WC	
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(e) or 2(f):	[]
6	Citizenship or Place of Organization: California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power: 20,000(1)
	8	Shared Voting Power: -0-
	9	Sole Dispositive Power: 20,000(1)
	10	Shared Dispositive Power: -0-

11	Aggregate Amount Beneficially Owned by Each Reporting Person: 20,000(1)	
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares:	[]
13	Percent of Class Represented by Amount in Row 11: **0.1%	
14	Type of Reporting Person: PN	

** Denotes less than.

(1) Power is exercised through its sole general partner, William E. Oberndorf.

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A previous filing relating to the Shares (as defined in Item 1 below) was made on Schedule 13G on March 22, 1999, and amended February 15, 2000, February 12, 2001, February 23, 2001, December 13, 2001 and February 8, 2002.

Item 1. Security and Issuer

This statement relates to the shares of common stock, par value \$.001 per share (the Shares), and options to acquire Shares (the Options and, together with the Shares, the Equity Securities) of ProQuest Company (the Issuer). The principal executive offices of the Issuer are located at 300 North Zeeb Road, Ann Arbor, Michigan 48103-1553.

Item 2. Identity and Background.

(a) The undersigned hereby file this Schedule 13D Statement on behalf of SPO Partners II, L.P., a Delaware limited partnership (SPO), SPO Advisory Partners, L.P., a Delaware limited partnership (SPO Advisory Partners), San Francisco Partners II, L.P., a California limited partnership (SFP), SF Advisory Partners, L.P., a Delaware limited partnership (SF Advisory Partners), SPO Advisory Corp., a Delaware corporation (SPO Advisory Corp.), Cranberry Lake Partners, L.P., a California limited partnership (CLP), Netcong Newton Partners, L.P., a California limited partnership (NNP), Oberndorf Foundation, a California corporation (O Foundation), The John and Irene Scully Trust, dated May 30, 1994 (Scully Trust), Phoebe Snow Foundation, Inc., a California corporation (PS Foundation), John H. Scully (JHS), William E. Oberndorf (WEO), William J. Patterson (WJP), Vincent Scully (VS) and Oberndorf Family Partners (OFP). SPO, SPO Advisory Partners, SFP, SF Advisory Partners, SPO Advisory Corp., CLP, NNP, O Foundation, Scully Trust, PS Foundation, JHS, WEO, WJP, VS and OFP, are sometimes hereinafter referred to as the Reporting Persons. The Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Act, although neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that a group exists.

(b) (c)

SPO

SPO is a Delaware limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of SPO, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Securities Exchange Act of 1934, as amended (the Act), certain information with respect to SPO Advisory Partners, the sole general partner of SPO, is set forth below.

SPO Advisory Partners

SPO Advisory Partners is a Delaware limited partnership, the principal business of which is serving as the sole general partner of SPO. The principal business address of SPO Advisory Partners,

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which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SPO Advisory Corp., the general partner of SPO Advisory Partners, is set forth below.

SFP

SFP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of SFP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SF Advisory Partners, the sole general partner of SFP, is set forth below.

SF Advisory Partners

SF Advisory Partners is a Delaware limited partnership, the principal business of which is serving as the sole general partner of SFP. The principal business address of SF Advisory Partners, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to SPO Advisory Corp., the general partner of SF Advisory Partners, is set forth below.

SPO Advisory Corp.

SPO Advisory Corp. is a Delaware corporation, the principal business of which is serving as the general partner of each of SPO Advisory Partners and SF Advisory Partners. The principal address of SPO Advisory Corp., which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, WEO and WJP, the three controlling persons of SPO Advisory Corp., is set forth below.

CLP

CLP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of CLP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to Scully Trust, the sole general partner of CLP, is set forth below.

NNP

NNP is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of NNP, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to Scully Trust, the sole general partner of NNP, is set forth below.

O Foundation

O Foundation is a non-profit California corporation, the principal purpose of which is to give charitable distributions. The principal business address of O Foundation, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to WEO, the controlling person of O Foundation, is set forth below.

Scully Trust

Scully Trust is a living trust, established for the benefit of JHS and his wife, Irene Scully. Scully Trust is also the sole general partner of CLP and NNP. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, trustee for the Scully Trust, is set forth below. The principal business address of Scully Trust, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941.

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PS Foundation

PS Foundation is a California corporation, the principal purpose of which is to be a private, grant-making charitable entity. The principal business address of PS Foundation, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to JHS, sole director, executive officer and controlling person of PS Foundation, is set forth below.

JHS

JHS business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co., a Delaware corporation. The principal business of SPO Partners & Co. is operating as an investment firm. The principal address of SPO Partners & Co., which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. JHS is one of three controlling persons of SPO Advisory Corp., the corporate general partner of each of SPO Advisory Partners and SF Advisory Partners. JHS is also a trustee for Scully Trust, which serves as the sole general partner of CLP and NNP and the sole director, executive officer and controlling person of PS Foundation.

WEO

WEO s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co. WEO is one of three controlling persons of SPO Advisory Corp., the corporate general partner of SPO Advisory Partners and SF Advisory Partners. WEO is also a trustee for the William and Susan Oberndorf Trust, dated 10/15/98, the sole general partner of OFP and a controlling person of O Foundation.

WJP

WJP s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. His present principal occupation is serving as a managing director of SPO Partners & Co. WJP is one of three controlling persons of SPO Advisory Corp., the corporate general partner of SPO Advisory Partners and SF Advisory Partners.

VS

VS s business address is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. He is presently self-employed.

OFP

OFF is a California limited partnership, the principal business of which is the purchase, sale, exchange, acquisition and holding of investment securities. The principal business address of OFF, which also serves as its principal office, is 591 Redwood Highway, Suite 3215, Mill Valley, California 94941. Pursuant to Instruction C to Schedule 13D of the Act, certain information with respect to WEO, the sole general partner of OFF, is set forth above.

(d) None of the entities or persons identified in this Item 2 has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the entities or persons identified in this Item 2 has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) All of the natural persons identified in this Item 2 are citizens of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The source and amount of the funds used or to be used by the Reporting Persons to purchase the Shares and the Options are as follows:

Name	Source of Funds	Amount of Funds
SPO	Contributions from Partners	\$39,446,522.00
SPO Advisory Partners	Not Applicable	Not Applicable
SFP	Contributions from Partners	\$8,660,523.75
SF Advisory Partners	Not Applicable	Not Applicable
SPO Advisory Corp.	Not Applicable	Not Applicable
CLP	Contributions from Partners	\$2,757,217.30
NNP	Contributions from Partners	\$1,678,000.00
O Foundation	Contributions from Shareholders	\$1,807,236.50
Scully Trust	Not Applicable	Not Applicable
PS Foundation	Contributions from Shareholders	\$1,678,000.00
JHS	Personal Funds (1)	\$1,076,798.00

WEO	Personal Funds (1)	\$10,358,471.17
WJP	Not Applicable	Not Applicable
VS	Personal Funds (1)	\$33,747.50
OFF	Contributions from Partners	\$566,162.00

(1) As used herein, the term Personal Funds includes sums borrowed from banks and brokerage firm margin accounts, none of which were borrowed or otherwise obtained for the specific purpose of acquiring, holding, trading or voting the Shares.

Item 4. Purpose of Transaction.

The Reporting Persons have acquired the Equity Securities reported herein for investment purposes. Consistent with such purpose, the Reporting Persons have had, and may have in the future, discussions with management of the Issuer and may make suggestions concerning the Issuer's operations, prospects, business and financial strategies, assets and liabilities, business and financing alternatives and such other matters as the Reporting Persons may deem relevant to their investments in the Equity Securities and other securities of the Issuer. Each Reporting Person expects that it will, from time to time, review its investment position in the Issuer and may, depending on market and other conditions, increase or decrease its investment position in the Equity Securities or other securities of the Issuer.

Whether the Reporting Persons purchase any additional Equity Securities or other securities of the Issuer or dispose of any Equity Securities or other securities of the Issuer, and the amount and timing of any such transactions, will depend upon the Reporting Persons' individual continuing assessments of pertinent factors, including the availability of Equity Securities or other securities of the Issuer for purchase at particular price levels, the Issuer's and the particular Reporting Person's business and

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prospects, other business investment opportunities available to the particular Reporting Person, economic conditions, stock market conditions, money market conditions, the attitudes and actions of the Board of Directors and management of the Issuer, the availability and nature of opportunities to dispose of the particular Reporting Person's interest in the Issuer, to realize trading profits or minimize trading losses, and other plans and requirements of the particular Reporting Person. Depending upon his individual assessments of these factors from time to time, each Reporting Person may change his present intentions as stated above, including determining to acquire additional Equity Securities or other securities of the Issuer (by means of open market or privately negotiated purchases) or to dispose of some or all of the Equity Securities or other securities of the Issuer held by him or under his control. In addition, each Reporting Person may from time to time enter into equity swap and other derivative transactions with respect to his investment in Equity Securities or other securities of the Issuer.

Except as set forth in this Item 4, the Reporting Persons have no present plans or proposals that relate to or that would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Act.

Item 5. Interest in Securities of the Issuer.

(a) Percentage interest calculations for each Reporting Person are based upon the Issuer having 28,005,019 total outstanding shares of Common Stock, as reported on the Issuer's 10-Q filed with the Securities and Exchange Commission on November 12, 2002.

SPO

The aggregate number of Shares that SPO owns beneficially, pursuant to Rule 13d-3 of the Act, is 1,201,100 Shares, which constitutes approximately 4.3% of the outstanding Shares.

SPO Advisory Partners

Because of its position as the sole general partner of SPO, SPO Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,201,100 Shares, which constitutes approximately 4.3% of the outstanding Shares.

SFP

The aggregate number of Shares that SFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 263,700 Shares, which constitutes approximately 0.9% of the outstanding Shares.

SF Advisory Partners

Because of its position as the sole general partner of SFP, SF Advisory Partners may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 263,700 Shares, which constitutes approximately 0.9% of the outstanding Shares.

SPO Advisory Corp.

Because of its positions as the general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial

owner of 1,464,800 Shares in the aggregate, which constitutes approximately 5.2% of the outstanding Shares. Page 23 of 27

CLP

The aggregate number of Shares that CLP owns beneficially, pursuant to Rule 13d-3 of the Act, is 150,000 Shares, which constitutes approximately 0.5% of the outstanding Shares.

NNP

The aggregate number of Shares that NNP owns beneficially, pursuant to Rule 13d-3 of the Act, is 50,000 Shares, which constitutes approximately 0.2% of the outstanding Shares.

O Foundation

The aggregate number of Shares that O Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 54,190 Shares, which constitutes approximately 0.2% of the outstanding Shares.

Scully Trust

Because of its positions as the sole general partner of each of CLP and NPP, Scully Trust may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 200,000 Shares, which constitutes approximately 0.7% of the outstanding Shares.

PS Foundation

The aggregate number of Shares that PS Foundation owns beneficially, pursuant to Rule 13d-3 of the Act, is 50,000 Shares, which constitutes approximately 0.2% of the outstanding Shares.

JHS

Individually, and because of his positions as a control person of SPO Advisory Corp., trustee for Scully Trust, which serves as the sole general partner of CLP and NNP, and controlling person, sole director and officer of PS Foundation, JHS may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,758,162 Shares, which constitutes approximately 6.3% of the outstanding Shares.

WEO

Individually, and because of his positions as a control person of SPO Advisory Corp., sole general partner of Oberndorf Family Partners, trustee of the William and Susan Oberndorf Trust, dated 10/15/98, and controlling person of the Oberndorf Foundation, WEO may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,912,752 Shares in the aggregate, which constitutes approximately 6.8% of the outstanding Shares.

WJP

Because of his position as a control person of SPO Advisory Corp., WJP may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,464,800 Shares in the aggregate, which constitutes approximately 5.2% of the outstanding Shares.

VS

The aggregate number of shares that VS owns beneficially, pursuant to Rule 13d-3 of the Act, is 1,000 Shares, which constitutes less than 0.1% of the outstanding Shares.

OFP

The aggregate number of shares that OFP owns beneficially, pursuant to Rule 13d-3 of the Act, is 20,000, which constitutes approximately 0.1% of the outstanding Shares.

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To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 hereof is the beneficial owner of any Shares.

(b)

SPO

Acting through its sole general partner, SPO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,201,100 Shares.

SPO Advisory Partners

Acting through its general partner and in its capacity as the sole general partner of SPO, SPO Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,201,100 Shares.

SFP

Acting through its sole general partner, SFP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 263,700 Shares.

SF Advisory Partners

Acting through its general partner and in its capacity as the sole general partner of SFP, SF Advisory Partners has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 263,700 Shares.

SPO Advisory Corp.

Acting through its controlling persons and in its capacities as the general partner of each of SPO Advisory Partners and SF Advisory Partners, SPO Advisory Corp. has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,464,800 Shares in the aggregate.

CLP

Acting through its sole general partner, CLP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 150,000 Shares.

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NNP

Acting through its sole general partner, NNP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 50,000 Shares.

O Foundation

Acting through its controlling person, O Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 54,190 Shares.

Scully Trust

Acting through its trustees and in its capacities as the sole general partner of each of CLP and NNP, Scully Trust has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 200,000 Shares in the aggregate.

PS Foundation

Acting through its controlling person, PS Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 50,000 Shares.

JHS

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, JHS may be deemed to have shared power with WEO and WJP to vote or to direct the vote and to dispose or to direct the disposition of 1,464,800 Shares held by SPO and SFP in the aggregate. Because of his positions as a trustee for Scully Trust, which serves as the sole general partner of CLP and NNP, JHS may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 200,000 Shares held by CLP and NNP in the aggregate. JHS has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 2,258 Shares owned individually, 11,104 Shares underlying stock options, 30,000 Shares held in the John H. Scully Individual Retirement Account, a self-directed individual retirement account, and 50,000 shares held by the PS Foundation, for which JHS is the controlling person, sole director and officer.

WEO

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, WEO may be deemed to have shared power with JHS and WJP to vote or to direct the vote and to dispose or to direct the disposition of 1,464,800 Shares held by SPO and SFP in the aggregate. WEO may be deemed to have shared power to vote or to direct the vote and to dispose or to direct the disposition of 358,400 Shares held in the William and Susan Oberndorf Trust, dated 10/15/98, and 54,190 Shares held in the Oberndorf Foundation, a family foundation. Individually, and because of his position as the sole general partner

of Oberndorf Family Partners, a family partnership, WEO has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 20,000 Shares held by Oberndorf Family Partners, 2,258 Shares owned individually, 11,104 Shares underlying stock options and 2,000 Shares owned by his minor children.

WJP

As one of three controlling persons of SPO Advisory Corp., which is the general partner of each of SPO Advisory Partners and SF Advisory Partners, WJP may be deemed to have shared power with JHS and WEO to vote or to direct the vote and to dispose or to direct the disposition of 1,464,800 Shares held by SPO and SFP in the aggregate.

VS

VS has the sole power to vote or to direct the vote and to dispose or direct the disposition of 1,000 Shares.

OFP

OFP has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 20,000 Shares.

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(c) To the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in the Shares during the past 60 days.

(d) Each of the Reporting Persons affirms that no person other than such Reporting Person has the right to receive or the power to direct the receipt of distributions with respect to, or the proceeds from the sale of, the Shares owned by such Reporting Person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships
With Respect to Securities of the Issuer.

Each of WEO and JHS is a member of the Board of Directors of the Issuer. Otherwise, except as set forth herein or in the exhibits filed herewith, there are no other contracts, arrangements, understandings or relationships of the type required to be disclosed in response to Item 6 of Schedule 13D of the Act with respect to the Equity Securities owned by the Reporting Persons.

Item 7. Material to be Filed as Exhibits.

Exhibit A - Agreement pursuant to Rule 13d-1(k)

Exhibit B - Power of Attorney for the Reporting Persons

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 19, 2003

By: /s/ Kim M. Silva

Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P. (1)
 SPO ADVISORY PARTNERS,
 L.P. (1)
 SAN FRANCISCO PARTNERS
 II, L.P. (1)
 SF ADVISORY PARTNERS, L.P.
 (1)
 SPO ADVISORY CORP. (1)
 CRANBERRY LAKE
 PARTNERS, L.P. (1)
 NETCONG NEWTON
 PARTNERS, L.P. (1)
 OBERNDORF FOUNDATION
 (1)
 THE JOHN AND IRENE
 SCULLY TRUST,
 DATED MAY 30, 1994 (1)
 PHOEBE SNOW FOUNDATION,
 INC. (1)
 JOHN H. SCULLY (1)
 WILLIAM E. OBERNDORF (1)
 WILLIAM J. PATTERSON (1)
 VINCENT SCULLY (1)
 OBERNDORF FAMILY
 PARTNERS (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity is filed herewith as Exhibit B.

EXHIBIT INDEX

Exhibit	Document Description	Page No.
A	Agreement Pursuant to Rule 13d-1(k)	1
B	Power of Attorney for the Reporting Persons	2

Exhibit A

Pursuant to Rule 13d-1(k) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

DATED: February 19, 2003

By: /s/ Kim M. Silva

Kim M. Silva

Attorney-in-Fact for:

SPO PARTNERS II, L.P. (1)
SPO ADVISORY PARTNERS, L.P. (1)
SAN FRANCISCO PARTNERS II, L.P. (1)
SF ADVISORY PARTNERS, L.P. (1)
SPO ADVISORY CORP. (1)
CRANBERRY LAKE PARTNERS, L.P.
(1)
NETCONG NEWTON PARTNERS, L.P.
(1)
OBERNDORF FOUNDATION (1)
THE JOHN AND IRENE SCULLY
TRUST,
DATED MAY 30, 1994 (1)
PHOEBE SNOW FOUNDATION, INC. (1)
JOHN H. SCULLY (1)
WILLIAM E. OBERNDORF (1)
WILLIAM J. PATTERSON (1)
VINCENT SCULLY (1)
OBERNDORF FAMILY PARTNERS (1)

(1) A Power of Attorney authorizing Kim M. Silva to act on behalf of this person or entity is filed herewith as Exhibit B.

Exhibits Page 1

Exhibit B

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that SPO Partners II, L.P., SPO Advisory Partners, L.P., San Francisco Partners II, L.P., SF Advisory Partners, L.P., SPO Advisory Corp., Cranberry Lake Partners, L.P., Netcong Newton Partners, L.P., Oberndorf Foundation, The John and Irene Scully Trust, dated May 30, 1994, Phoebe Snow Foundation, Inc., John H. Scully, William E. Oberndorf, William J. Patterson, Vincent Scully and Oberndorf Family Partners (each a "Grantor") have made, constituted and appointed, and by these presents do make, constitute and appoint, each of William E. Oberndorf and Kim M. Silva (each an "Attorney"), the true and lawful agent and attorney-in-fact, with full power of substitution and resubstitution, of the Grantor, for and in Grantor's name, place and stead, in any and all capacities, to do all or any of the following acts, matters and things:

1. To sign on behalf of the Grantor statements on Schedule 13D or 13G or Forms 3, 4 and 5, or amendments thereto pursuant to Section 13(d) or Section 16 under the Securities Exchange Act of 1934.
2. To do all such other acts and things as, in such Attorney's discretion, he or she deems appropriate or desirable for the purpose of filing such statements on Schedule 13D or 13G or Forms 3, 4 and 5, or

amendments thereto.

3. To appoint in writing one or more substitutes who shall have the power to act on behalf of the Grantor as if that substitute or those substitutes shall have been originally appointed Attorney(s) by this Power of Attorney and/or to revoke any such appointment at any time without assigning any reason therefor.

The Grantor hereby ratifies and confirms all that said agents and attorneys-in-fact or any substitute or substitutes may lawfully do or cause to be done by virtue hereof. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 or to file reports under Section 13(d) of the Securities Exchange Act of 1934 with respect to the undersigned's holdings of and transactions in securities issued by ProQuest Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

The words Grantor and Attorney shall include all grantors and attorneys under this Power of Attorney.

Exhibits Page 2

IN WITNESS WHEREOF, each Grantor duly assents to this Power of Attorney by his or her signature as of the 19th day of February, 2003.

SPO Partners II, L.P.
By: SPO Advisory Partners, L.P.
By: SPO Advisory Corp.
/s/ WILLIAM E. OBERNDORF

William E. Oberndorf
Vice President

SPO Advisory Partners, L.P.
By: SPO Advisory Corp.
/s/ WILLIAM E. OBERNDORF

William E. Oberndorf
Vice President

San Francisco Partners II, L.P.
By: SF Advisory Partners, L.P.
By: SPO Advisory Corp.
/s/ WILLIAM E. OBERNDORF

William E. Oberndorf
Vice President

SF Advisory Partners, L.P.
By: SPO Advisory Corp.
/s/ WILLIAM E. OBERNDORF

William E. Oberndorf
Vice President

SPO Advisory Corp.
/s/ WILLIAM E. OBERNDORF

William E. Oberndorf
Vice President

Cranberry Lake Partners, L.P.
By: The John and Irene Scully Trust
/s/ JOHN H. SCULLY

John H. Scully
Trustee

Netcong Newton Partners, L.P.
By: The John and Irene Scully Trust
/s/ JOHN H. SCULLY

John H. Scully
Trustee

Oberndorf Foundation
/s/ WILLIAM E. OBERNDORF

William E. Oberndorf
Director

The John and Irene Scully Trust,
dated May 30, 1994
/s/ JOHN H. SCULLY

John H. Scully
Trustee

Phoebe Snow Foundation, Inc.
/s/ JOHN H. SCULLY

John H. Scully
Director and Executive Officer

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John H. Scully
/s/ JOHN H. SCULLY

William E. Oberndorf
/s/ WILLIAM E. OBERNDORF

William J. Patterson
/s/ WILLIAM J. PATTERSON

Vincent Scully
/s/ VINCENT SCULLY

Oberndorf Family Partners
/s/ WILLIAM E. OBERNDORF

William E. Oberndorf
General Partner

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