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PROQUEST CO
Form SC 13G/A
February 08, 2002

/ OMB APPROVAL /

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)

ProQuest Co.

(Name of Issuer)

Common Stock (\$.001 per share)

(Title of Class of Securities)

077852-10-1

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

December 31, 2001

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

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NAME OF REPORTING PERSON

1
SPO Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5
NUMBER OF
SHARES 1,201,100(1)

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING PERSON 1,201,100(1)

WITH 8 SHARED DISPOSITIVE POWER
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
1,201,100(1)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11
5.0%

TYPE OF REPORTING PERSON (See Instructions)

12
PN

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

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NAME OF REPORTING PERSON

1 SPO Advisory Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a) [] (b) [X]

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5 NUMBER OF SHARES 1,201,100(1) (2)

SHARED VOTING POWER

6 BENEFIICIALLY OWNED BY EACH

SOLE DISPOSITIVE POWER

7 REPORTING PERSON 1,201,100(1) (2)

SHARED DISPOSITIVE POWER

8 WITH 0

AGGREGATE AMOUNT BENEFIICIALLY OWNED BY EACH REPORTING PERSON

9 1,201,100(1) (2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10 []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11 5.0%

TYPE OF REPORTING PERSON (See Instructions)

12 PN

(1) Solely in its capacity as the sole general partner of SPO Partners II, L.P.

(2) Power is exercised through its general partner, SPO Advisory Corp.

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1 NAME OF REPORTING PERSON.
San Francisco Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
California

5 SOLE VOTING POWER
NUMBER OF SHARES 263,700 (1)

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 263,700 (1)

8 SHARED DISPOSITIVE POWER
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
263,700 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
1.1%

12 TYPE OF REPORTING PERSON (See Instructions)
PN

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

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NAME OF REPORTING PERSON.

1 SF Advisory Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER
263,700 (1) (2)

BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
0

EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER
263,700 (1) (2)

WITH 8 SHARED DISPOSITIVE POWER
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 263,700 (1) (2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

11 1.1%

TYPE OF REPORTING PERSON (See Instructions)

12 PN

(1) Solely in its capacity as the sole general partner of San Francisco Partners II, L.P.

(2) Power is exercised through its general partner, SPO Advisory Corp.

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NAME OF REPORTING PERSON.

1

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SPO Advisory Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

Table with 4 rows: 5 SOLE VOTING POWER (0); 6 SHARED VOTING POWER (1,464,800 (1) (2)); 7 SOLE DISPOSITIVE POWER (0); 8 SHARED DISPOSITIVE POWER (1,464,800 (1) (2)).

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,464,800 (1) (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 6.1%

12 TYPE OF REPORTING PERSON (See Instructions) CO

- (1) Solely in its capacity as the sole general partner of SPO Advisory Partners, L.P. with respect to 1,201,100 of such shares; solely in its capacity as the sole general partner of SF Advisory Partners, L.P. with respect to 263,700 of such shares.
(2) Power is exercised through three controlling persons, John H. Scully, William E. Oberndorf and William J. Patterson.

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1 NAME OF REPORTING PERSON

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John H. Scully

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

	5	SOLE VOTING POWER
NUMBER OF SHARES		292,226 (1)
	6	SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON		1,464,800 (2)
	7	SOLE DISPOSITIVE POWER
WITH		292,226 (1)
	8	SHARED DISPOSITIVE POWER
		1,464,800 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,757,026 (1) (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.3%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

(1) Includes 150,000 Shares beneficially owned by a family limited partnership (Cranberry Lake Partners, L.P.), of which Mr. Scully is the sole general partner; 50,000 Shares beneficially owned by a private foundation of which Mr. Scully is the president (Phoebe Snow Foundation, Inc.); 30,000 Shares beneficially owned by a retirement account (D.L. & W., Inc.); 50,000 Shares beneficially owned by a investment partnership (Netcong Newton); and 2,258 Shares owned individually. Also, includes options to purchase up to 9,968 Shares. These options have been included in the total number of shares in the class for determining percent of class (Item 11).

(2) Solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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 1 NAME OF REPORTING PERSON

William E. Oberndorf

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
 (b)

 3 SEC USE ONLY

 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

		SOLE VOTING POWER
NUMBER OF	5	
SHARES		446,816 (1)

		SHARED VOTING POWER
BENEFICIALLY	6	
OWNED BY		1,464,800 (2)

		SOLE DISPOSITIVE POWER
EACH	7	
REPORTING		446,816 (1)
PERSON		

		SHARED DISPOSITIVE POWER
WITH	8	
		1,464,800 (2)

 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,911,616 (1) (2)

 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.0%

 12 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 20,000 Shares beneficially owned by a family limited partnership (Oberndorf Family Partners), of which Mr. Oberndorf is the sole general partner. Also includes 354,400 Shares beneficially owned by a family trust (William E. & Susan C. Oberndorf TR1); 4,000 Shares beneficially owned in another family trust (William E. & Susan C. Oberndorf TR2); and 2,258 Shares owned individually. Also includes 2,000 Shares beneficially owned by Mr. Oberndorf's children and 54,190 Shares gifted by Mr. Oberndorf on December 20, 2001 to the Oberndorf Foundation, a family foundation, of which Mr. Oberndorf is a controlling person. Further, includes options to purchase up to 9,968 Shares. These options have been included in the total

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number of shares in the class for determining percent of class (Item 11).

- (2) Solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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1 NAME OF REPORTING PERSON
William J. Patterson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

5 SOLE VOTING POWER
NUMBER OF SHARES 0

6 SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,464,800 (1)

7 SOLE DISPOSITIVE POWER
REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH 1,464,800 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,464,800 (1) (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.1%

12 TYPE OF REPORTING PERSON (See Instructions)
IN

- (1) Solely in his capacity as one of three controlling persons of SPO Advisory Corp.

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This Amendment No. 5 amends the Schedule 13G (the "Original Schedule 13G") filed with the Securities Exchange Commission ("SEC") on February 15, 2000. Unless otherwise stated herein, the Original 13G, as previously amended, remains in full force and effect. Terms used herein and not defined herein shall have the meanings ascribed thereto in the Original 13G, as amended by Amendment No. 2 to Schedule 13G filed with the SEC on February 23, 2001 and Amendment No. 4 to Schedule 13G filed with the SEC on December 13, 2001.

ITEM 1 (A) NAME OF ISSUER:

ProQuest Company

ITEM 1 (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

300 North Zeeb Road, Ann Arbor, Michigan 48103-1553

ITEM 2 (A) NAME OF PERSON FILING:

The names of the persons filing this statement (the "Reporting Persons") are SPO Partners II, L.P., formerly known as Main Street Partners, L.P., SPO Advisory Partners, L.P., formerly known as MS Advisory Partners, L.P., San Francisco Partners II, L.P., SF Advisory Partners, L.P., SPO Advisory Corp., formerly known as SF Advisory Corp., John H. Scully, William E. Oberndorf, and William J. Patterson.

ITEM 2 (B) ADDRESS OF PRINCIPAL OFFICE:

The address of the principal office of each of the Reporting Persons is 591 Redwood Highway, Suite 3215, Mill Valley, CA 94941.

ITEM 2 (C) CITIZENSHIP:

SPO Partners II, L.P., formerly known as Main Street Partners, L.P., is a Delaware limited partnership. SPO Advisory Partners, L.P., formerly known as MS Advisory Partners, L.P., is a Delaware limited partnership. San Francisco Partners II, L.P. is a California limited partnership. SF Advisory Partners, L.P. is a Delaware limited partnership. SPO Advisory Corp., formerly known as SF Advisory Corp., is a Delaware corporation. Mr. Scully, Mr. Oberndorf, and Mr. Patterson are citizens of the United States of America.

ITEM 2 (D) TITLE OF CLASS OF SECURITIES:

This statement relates to Common Shares of the Issuer ("Shares").

ITEM 2 (E) CUSIP NUMBER: 077852-10-1

ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Exchange Act.
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act.
- (d) Investment company registered under Section 8 of the Investment Company Act.

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- (e) An investment adviser in accordance with Rule 13d-1(b) (1) (ii) (E).
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b) (1) (ii) (F).
- (g) A parent holding company or control person in accordance with Rule 13d-1(b) (1) (ii) (G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act.
- (j) Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

If this statement is filed pursuant to Rule 13d-1(c), check this box. [X]

ITEM 4 OWNERSHIP:

Percentage interest calculations for each Reporting Person are based upon the Issuer having 23,987,979 total outstanding shares of common stock, as reported on the Issuer's 10-Q filed with the Securities Exchange Commission on November 13, 2001.

(a)-(b) SPO Partners II, L.P. beneficially owns 1,201,100 Shares, which constitutes approximately 5.0% of the 23,987,979 Shares outstanding as of November 13, 2001. San Francisco Partners II, L.P. beneficially owns 263,700 Shares, which constitutes approximately 1.1% of the Shares outstanding as of November 13, 2001. SPO Advisory Partners, L.P., through its relationship with SPO Partners II, L.P., may be deemed to beneficially own 1,201,100 Shares, constituting approximately 5.0% of the Shares outstanding. SF Advisory Partners, L.P., through its relationship with San Francisco Partners II, L.P., may be deemed to beneficially own 263,700 Shares, constituting approximately 1.1% of the Shares outstanding. SPO Advisory Corp. through its relationships with SPO Partners II, L.P. and San Francisco Partners II, L.P., may be deemed to beneficially own 1,464,800 Shares, constituting approximately 6.1% of the Shares outstanding. John H. Scully, individually, and through his relationship with SPO Partners II, L.P., San Francisco Partners II, L.P., a family limited partnership (Cranberry Lake Partners, L.P.), a private foundation (Phoebe Snow Foundation, Inc.), a retirement account (D.L. & W., Inc.), an investment partnership (Netcong Newton) and by virtue of options, may be deemed to own 1,757,026 Shares, constituting approximately 7.3% of the Shares outstanding. William E. Oberndorf, individually, and through his relationship with SPO Partners II, L.P., San Francisco Partners II, L.P., a family limited partnership (Oberndorf Family Partners), two separate family trusts (William E. & Susan C. Oberndorf TR1 and William E. and Susan C. Oberndorf TR2), a family foundation (Oberndorf Foundation) and by virtue of options, may be deemed to beneficially own 1,911,616 Shares, constituting approximately 8.0% of the shares outstanding. William J. Patterson, through his relationship with SPO Partners II, L.P. and San Francisco Partners II, L.P., may be deemed to beneficially own 1,464,800 Shares, constituting approximately 6.1% of the Shares outstanding.

(c) Acting through SPO Advisory Partners, L.P., its general partner, SPO Partners II, L.P. has the sole power to dispose or direct the disposition of and the sole power to vote or direct the vote of 1,201,100 Shares. Acting through SF Advisory Partners, L.P., its general partner, San Francisco Partners II, L.P. has the sole power to dispose or direct the disposition of and the sole power to

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vote or direct the vote of 263,700 Shares. However, SPO Advisory Corp., as the general partner of both SPO Advisory Partners, L.P. and SF Advisory Partners, L.P. may be deemed to share investment and voting control with respect to 1,464,800

Shares. Mr. Scully, as one of three controlling persons of SPO Advisory Corp., may be deemed to share investment and voting control of 1,464,800 Shares and, in his capacity as sole general partner of a family limited partnership (Cranberry Lake Partners, L.P.), as president of a private foundation (Phoebe Snow Foundation, Inc.), a beneficiary of a retirement account (D.L. & W., Inc.), a general partner of an investment partnership (Netcong Newton), individually, and as owner of options may be deemed to have sole investment and voting control of 292,226 Shares. Mr. Oberndorf, as one of three controlling persons of SPO Advisory Corp., may be deemed to share investment and voting control of 1,464,800 Shares and, individually, and in his capacity as sole general partner of a family limited partnership (Oberndorf Family Partners) and as controlling person of two separate family trusts (William E. and Susan C. Oberndorf TR1 and William E. and Susan C. Oberndorf TR2) and a family foundation (Oberndorf Foundation) and as holder of options may be deemed to have sole investment and voting control of 446,816 Shares. Mr. Patterson, as one of three controlling persons of SPO Advisory Corp., may be deemed to share investment and voting control of 1,464,800 Shares.

The Reporting Persons expressly declare that the filing of this statement on Schedule 13G shall not be construed as an admission that they are, for the purposes of Section 13(d) or 13(g) of the Securities and Exchange Act of 1934, the beneficial owners of any securities covered by this statement.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

This item is not applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

No other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares held by the Reporting Persons.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARIES WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

This item is not applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP.

This item is not applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

This item is not applicable.

ITEM 10 CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

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

Date: February 6, 2002.

/s/ Phillip Gordon

PHILLIP GORDON,
for the following named persons or
entities, as attorney-in-fact

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)
JOHN H. SCULLY (1)
WILLIAM E. OBERNDORF (1)
WILLIAM J. PATTERSON (1)

- (1) A Power of Attorney authorizing Phillip Gordon to act on behalf of this person or entity has previously been filed with the Securities and Exchange Commission.

EXHIBIT INDEX

EXHIBIT A - Agreement to the Filing of Joint Statements on Schedule 13G Pursuant to Rules 13d-1(c) and 13d-1(f)

EXHIBIT A
AGREEMENT RELATING TO THE FILING
OF JOINT STATEMENTS ON SCHEDULE 13G
PURSUANT TO RULES 13D-1(C) AND 13D-1(F)

It is agreed among the undersigned that the Schedule 13G Statement to which this document is Exhibit A is filed on behalf of each of the undersigned as provided in Rules 13d-1(c) and 13d-1(f) of the General Rules and Regulations of the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

Dated: February 6, 2002

/s/ Phillip Gordon

PHILLIP GORDON,
for the following named persons or
entities, as attorney-in-fact

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)

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JOHN H. SCULLY (1)
WILLIAM E. OBERNDORF (1)
WILLIAM J. PATTERSON (1)

- (1) A Power of Attorney authorizing Phillip Gordon to act on behalf of this person or entity has been previously filed with the Securities and Exchange Commission.