

PROQUEST CO  
Form SC 13G/A  
February 05, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G\*\*

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Proquest Company  
(formerly known as Bell & Howell Company)  
(Name of Issuer)

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

07790510  
(CUSIP Number)

December 31, 2001  
(Date of Event which Requires Filing of this Statement)

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

/ / Rule 13d-1(b)  
/ / Rule 13d-1(c)  
/X/ 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 disclosures provided in a prior cover page.

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).

\*\*The total number of shares reported herein is 4,362,999 shares, which constitutes approximately 18.2% of the total number of shares outstanding. All ownership percentages set forth herein assume that there are 23,987,979 shares outstanding.

<PAGE>

CUSIP No. 07790510

1. Name of Reporting Person:

Keystone, Inc.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / /

3. SEC Use Only

4. Citizenship or Place of Organization: Texas

5. Sole Voting Power: 4,362,999 (1)

Number of  
Shares

Beneficially 6. Shared Voting Power: -0-

Owned By  
Each

Reporting 7. Sole Dispositive Power: 4,362,999 (1)

Person

With

8. Shared Dispositive Power: -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,362,999

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9): 18.2%

12. Type of Reporting Person: CO

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(1) Power is exercised through its President and sole director, Robert M. Bass.

<PAGE>

CUSIP No. 07790510

1. Name of Reporting Person:

Robert M. Bass

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: 4,362,999 (1)

Number of  
Shares

Beneficially 6. Shared Voting Power: -0-

Owned By  
Each

Reporting 7. Sole Dispositive Power: 4,362,999 (1)

Person  
With

8. Shared Dispositive Power: -0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,362,999 (1)

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares:

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11. Percent of Class Represented by Amount in Row (9): 18.2%

12. Type of Reporting Person: IN

(1) Solely in his capacity as President and sole director of Keystone, Inc.

<PAGE>

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby amend their Schedule 13G Statement dated February 12, 1996, as amended by Amendment No. 1 dated February 12, 1999, as amended by Amendment No. 2 dated February 12, 2001 (the "Schedule 13G"), relating to the Common Stock, par value \$.001 per share (the "Stock"), of Proquest Company. Unless otherwise indicated, all defined terms used herein shall have the same meanings as those set forth in the Schedule 13G.

Item 1(a). Name of Issuer.

Item 1(a) is hereby amended and restated in its entirety as follows:

The name of the issuer is Proquest Company (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices.

Item 1(b) is hereby amended and restated in its entirety as follows:

The principal executive offices of the Issuer are located at 300 North Zeeb Road, Ann Arbor, Michigan 48103.

Item 2(a). Names of Persons Filing

Item 2(a) is hereby amended by adding at the end thereof the following:

For purposes of this and future filings, Doctoroff shall no longer be a Reporting Person.

Item 4. Ownership.

Item 4 is hereby amended and restated in its entirety as follows:

(a) - (b)

Reporting Persons

Keystone

Pursuant to Rule 13d-3 of the Act, Keystone is the beneficial owner of 4,362,999 shares of the Stock, which constitutes approximately 18.2% of the outstanding shares of Stock.

Bass

In his capacity as the President and sole director of Keystone, Bass may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 4,362,999 shares of the Stock, which constitutes approximately 18.2% of the outstanding shares of Stock.

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

(c)

Reporting Persons

Keystone

Acting through Bass, Keystone has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 4,362,999 shares of the Stock.

Bass

In his capacity as President of Keystone, Bass has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 4,362,999 shares of the Stock.

<PAGE>

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

DATED: February 5, 2002

KEYSTONE, INC.

By: /s/ W. R. Cotham

W. R. Cotham, Vice-President

Attorney-in-Fact for:

ROBERT M. BASS (1)

(1) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Robert M. Bass previously has been filed with the Securities and Exchange Commission.