

PROQUEST CO  
Form SC 13G  
April 03, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

ProQuest Company

-----  
(Name of Issuer)

Common Stock (\$0.001 par value)

-----  
(Title of Class of Securities)

74346P10

-----  
(CUSIP Number)

December 31, 2004

-----  
(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)
- 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).

-----  
CUSIP No. 74346P10  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling Capital Management LLC  
56-2226389  
-----

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-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable  
(a) [ ]  
(b) [ ]  
-----

-----  
3. SEC USE ONLY  
-----

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina  
-----

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None  
-----

6. SHARED VOTING POWER  
3031856  
-----

7. SOLE DISPOSITIVE POWER  
None  
-----

8. SHARED DISPOSITIVE POWER  
3031856  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3031856  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.15  
-----

12. TYPE OF REPORTING PERSON  
IA  
-----

-----  
CUSIP No. 74346P10  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling MGT, Inc.  
56-2226391  
-----

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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Not Applicable

(a) [ ]

(b) [ ]

-----  
-----  
3. SEC USE ONLY

-----  
-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina

-----  
-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None

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6. SHARED VOTING POWER  
3031856

-----  
7. SOLE DISPOSITIVE POWER  
None

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8. SHARED DISPOSITIVE POWER  
3031856

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3031856

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARE  
Not Applicable

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.15

-----  
12. TYPE OF REPORTING PERSON  
CO

-----  
-----  
CUSIP No. 74346P10

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Eduardo A. Brea

-----  
-----  
-----2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a) [ ]

(b) [ ]

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-----  
-----  
3. SEC USE ONLY  
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-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
3031856  
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7. SOLE DISPOSITIVE POWER  
0  
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8. SHARED DISPOSITIVE POWER  
3031856  
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SHARES  
Not Applicable  
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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.15  
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12. TYPE OF REPORTING PERSON  
IN  
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-----  
CUSIP No. 74346P10  
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-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alexander W. McAlister  
-----

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable  
(a) [ ]  
(b) [ ]  
-----

-----  
3. SEC USE ONLY  
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Edgar Filing: PROQUEST CO - Form SC 13G

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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
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6. SHARED VOTING POWER  
3031856  
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7. SOLE DISPOSITIVE POWER  
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8. SHARED DISPOSITIVE POWER  
3031856  
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IN  
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-----  
CUSIP No. 74346P10  
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1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David M. Ralston  
-----

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

Not Applicable  
(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

Edgar Filing: PROQUEST CO - Form SC 13G

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER  
3031856

7. SOLE DISPOSITIVE POWER  
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8. SHARED DISPOSITIVE POWER  
3031856

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3031856

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SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.15

12. TYPE OF REPORTING PERSON  
IN

CUSIP No. 74346P10

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Brian R. Walton

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

Not Applicable

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

Edgar Filing: PROQUEST CO - Form SC 13G

0

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6. SHARED VOTING POWER  
3031856  
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7. SOLE DISPOSITIVE POWER  
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8. SHARED DISPOSITIVE POWER  
3031856  
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3031856  
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SHARES  
Not Applicable  
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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
10.15  
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12. TYPE OF REPORTING PERSON  
IN  
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-----  
CUSIP No. 74346P10  
-----

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Mark Whalen  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
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6. SHARED VOTING POWER  
3031856  
-----

Edgar Filing: PROQUEST CO - Form SC 13G

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3031856

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3031856

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

Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

10.15

12. TYPE OF REPORTING PERSON

IN

Item 1(a) Name of Issuer:

ProQuest Company

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

777 Eisenhower Parkway  
Ann Arbor, MI 48106

Item 2(a) Name of Person(s) Filing:

Sterling Capital Management LLC ("Sterling")  
Sterling MGT, Inc. ("Sterling Management")  
Eduardo A. Brea  
Alexander W. McAlister  
David M. Ralston  
Brian R. Walton  
Mark Whalen

Item 2(b) Address of Principal Business Office:

Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston,  
Mr. Walton and Mr. Whalen are all located at:

4064 Colony Road, Suite 300  
Charlotte, NC 28211

Item 2(c) Citizenship:

Sterling is a North Carolina limited liability company.  
Sterling Management is a North Carolina corporation.  
Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are  
U.S. citizens.

Item 2(d) Title of Class of Securities:

Common Stock (\$0.001 par value) (the "Stock")

Item 2(e) CUSIP Number:



## Edgar Filing: PROQUEST CO - Form SC 13G

74346P10

### Item 3 Type of Person:

(e) Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

(g) Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management. Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are control persons under 17 C.F.R. 240.13d-1(b)(1)(ii)(G).

### Item 4 Ownership:

(a) Amount beneficially owned:

See Item 9 of Cover Pages.

(b) Percent of class:

See Item 11 of Cover Pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of Cover Pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of Cover Pages.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of Cover Pages.

### Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

### Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Sterling is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. None of these clients to the knowledge of Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton or Mr. Whalen beneficially owns more than 5% of the Stock.

### Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

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Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management.

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

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 acquired and are held in the ordinary course of business and 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.

SIGNATURE

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.

Date: 4/2/2007

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston

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-----  
BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

EXHIBIT INDEX

Exhibit 1

Joint Filing Agreement dated as of 4/2/2007 by and among Sterling Capital Management LLC, Sterling MGT, Inc., Eduardo A. Brea, Alexander W. McAlister David M. Ralston, Brian R. Walton and Mark Whalen.

Exhibit 1

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the Schedule 13G (the "Statement") to which this Agreement is attached is being filed on behalf of the persons listed below. Each of the persons listed hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, each person on whose behalf the Statement is filed is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein, and that such person is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: 4/2/2007

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

Edgar Filing: PROQUEST CO - Form SC 13G

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

-----  
(Name of Issuer)

-----  
(Title of Class of Securities)

-----  
(CUSIP Number)

December 31, 2004

-----  
(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)
- 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.

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-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling Capital Management LLC  
56-2226389  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
None  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
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12. TYPE OF REPORTING PERSON  
IA  
-----

-----  
CUSIP No.  
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1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling MGT, Inc.  
56-2226391  
-----

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

Edgar Filing: PROQUEST CO - Form SC 13G

Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None

-----  
6. SHARED VOTING POWER

-----  
7. SOLE DISPOSITIVE POWER  
None

-----  
8. SHARED DISPOSITIVE POWER

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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Not Applicable

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

-----  
12. TYPE OF REPORTING PERSON  
CO

-----  
CUSIP No.

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Eduardo A. Brea

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

-----  
6. SHARED VOTING POWER

Edgar Filing: PROQUEST CO - Form SC 13G

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

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Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alexander W. McAlister

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

Not Applicable

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
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8. SHARED DISPOSITIVE POWER

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Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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IN

CUSIP No.

Edgar Filing: PROQUEST CO - Form SC 13G

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1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David M. Ralston  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
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12. TYPE OF REPORTING PERSON  
IN  
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CUSIP No.  
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1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Brian R. Walton  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
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4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:



Edgar Filing: PROQUEST CO - Form SC 13G

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0

6. SHARED VOTING POWER

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Not Applicable

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12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Mark Whalen

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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Not Applicable

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12. TYPE OF REPORTING PERSON

Edgar Filing: PROQUEST CO - Form SC 13G

IN

-----  
Item 1(a) Name of Issuer:

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

Item 2(a) Name of Person(s) Filing:

Sterling Capital Management LLC ("Sterling")  
Sterling MGT, Inc. ("Sterling Management")  
Eduardo A. Brea  
Alexander W. McAlister  
David M. Ralston  
Brian R. Walton  
Mark Whalen

Item 2(b) Address of Principal Business Office:

Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are all located at:

4064 Colony Road, Suite 300  
Charlotte, NC 28211

Item 2(c) Citizenship:

Sterling is a North Carolina limited liability company.  
Sterling Management is a North Carolina corporation.  
Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are U.S. citizens.

Item 2(d) Title of Class of Securities:  
(the "Stock")

Item 2(e) CUSIP Number:

Item 3 Type of Person:

(e) Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

(g) Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management. Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are control persons under 17 C.F.R. 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership:

(a) Amount beneficially owned:

See Item 9 of Cover Pages.

(b) Percent of class:

See Item 11 of Cover Pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

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See Item 5 of Cover Pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of Cover Pages.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of Cover Pages.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Sterling is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. None of these clients to the knowledge of Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton or Mr. Whalen beneficially owns more than 5% of the Stock.

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management.

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

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 acquired and are held in the ordinary course of business and 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.

SIGNATURE

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.

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Date:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

EXHIBIT INDEX

Exhibit 1

Joint Filing Agreement dated as of by and among Sterling  
Capital Management LLC, Sterling MGT, Inc., Eduardo A. Brea, Alexander W.  
McAlister David M. Ralston, Brian R. Walton and Mark Whalen.

Exhibit 1

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the  
Schedule 13G (the "Statement") to which this Agreement is attached is being

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filed on behalf of the persons listed below. Each of the persons listed hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, each person on whose behalf the Statement is filed is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein, and that such person is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

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

SCHEDULE 13G

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Under the Securities Exchange Act of 1934

(Amendment No.)

-----  
(Name of Issuer)

-----  
(Title of Class of Securities)

-----  
(CUSIP Number)

December 31, 2004

-----  
(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)
- 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).

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling Capital Management LLC  
56-2226389  
-----

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

Not Applicable  
(a)   
(b)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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5. SOLE VOTING POWER  
None

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
None

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IA

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling MGT, Inc.  
56-2226391

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
None

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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12. TYPE OF REPORTING PERSON  
CO

-----  
CUSIP No.  
-----

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Eduardo A. Brea

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

Not Applicable

(a) [ ]  
(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

-----  
6. SHARED VOTING POWER

-----  
7. SOLE DISPOSITIVE POWER  
0

-----  
8. SHARED DISPOSITIVE POWER

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

-----  
12. TYPE OF REPORTING PERSON  
IN

-----  
CUSIP No.  
-----

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alexander W. McAlister

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

Not Applicable

(a) [ ]  
(b) [ ]

-----  
3. SEC USE ONLY



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-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David M. Ralston  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Brian R. Walton

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Mark Whalen

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

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Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

-----  
6. SHARED VOTING POWER

-----  
7. SOLE DISPOSITIVE POWER

0

-----  
8. SHARED DISPOSITIVE POWER

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

-----  
12. TYPE OF REPORTING PERSON

IN

-----  
Item 1(a) Name of Issuer:

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

Item 2(a) Name of Person(s) Filing:

Sterling Capital Management LLC ("Sterling")  
Sterling MGT, Inc. ("Sterling Management")  
Eduardo A. Brea  
Alexander W. McAlister  
David M. Ralston  
Brian R. Walton  
Mark Whalen

Item 2(b) Address of Principal Business Office:

Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr.  
Walton and Mr. Whalen are all located at:

4064 Colony Road, Suite 300  
Charlotte, NC 28211

Item 2(c) Citizenship:

Sterling is a North Carolina limited liability company.  
Sterling Management is a North Carolina corporation.  
Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are U.S.

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citizens.

Item 2(d) Title of Class of Securities:  
(the "Stock")

Item 2(e) CUSIP Number:

Item 3 Type of Person:

(e) Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

(g) Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management. Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are control persons under 17 C.F.R. 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership:

(a) Amount beneficially owned:

See Item 9 of Cover Pages.

(b) Percent of class:

See Item 11 of Cover Pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of Cover Pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of Cover Pages.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of Cover Pages.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Sterling is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. None of these clients to the knowledge of Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton or Mr. Whalen beneficially owns more than 5% of the Stock.

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

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Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management.

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

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 acquired and are held in the ordinary course of business and 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.

SIGNATURE

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.

Date:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen

-----  
Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen

-----  
Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea

-----  
ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister

-----  
DAVID M. RALSTON

Edgar Filing: PROQUEST CO - Form SC 13G

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

EXHIBIT INDEX

Exhibit 1

Joint Filing Agreement dated as of by and among Sterling  
Capital Management LLC, Sterling MGT, Inc., Eduardo A. Brea, Alexander W.  
McAlister David M. Ralston, Brian R. Walton and Mark Whalen.

Exhibit 1

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the  
Schedule 13G (the "Statement") to which this Agreement is attached is being  
filed on behalf of the persons listed below. Each of the persons listed  
hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the  
Securities Exchange Act of 1934, as amended, each person on whose behalf the  
Statement is filed is responsible for the timely filing of such statement and  
any amendments thereto, and for the completeness and accuracy of the  
information concerning such person contained therein, and that such person is  
not responsible for the completeness or accuracy of the information  
concerning the other persons making the filing, unless such person knows or  
has reason to believe that such information is inaccurate.

Dated:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

Edgar Filing: PROQUEST CO - Form SC 13G

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

-----  
(Name of Issuer)

-----  
(Title of Class of Securities)

-----  
(CUSIP Number)

December 31, 2004

-----  
(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)
- 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.

Edgar Filing: PROQUEST CO - Form SC 13G

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).

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling Capital Management LLC  
56-2226389  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
None  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IA  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling MGT, Inc.  
56-2226391  
-----

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



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Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None

-----  
6. SHARED VOTING POWER

-----  
7. SOLE DISPOSITIVE POWER  
None

-----  
8. SHARED DISPOSITIVE POWER

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE  
Not Applicable

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

-----  
12. TYPE OF REPORTING PERSON  
CO

-----  
CUSIP No.

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Eduardo A. Brea

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

-----  
6. SHARED VOTING POWER

Edgar Filing: PROQUEST CO - Form SC 13G

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alexander W. McAlister

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

Not Applicable

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

Edgar Filing: PROQUEST CO - Form SC 13G

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David M. Ralston  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Brian R. Walton  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Mark Whalen

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON

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IN

-----  
Item 1(a) Name of Issuer:

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

Item 2(a) Name of Person(s) Filing:

Sterling Capital Management LLC ("Sterling")  
Sterling MGT, Inc. ("Sterling Management")  
Eduardo A. Brea  
Alexander W. McAlister  
David M. Ralston  
Brian R. Walton  
Mark Whalen

Item 2(b) Address of Principal Business Office:

Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are all located at:

4064 Colony Road, Suite 300  
Charlotte, NC 28211

Item 2(c) Citizenship:

Sterling is a North Carolina limited liability company.  
Sterling Management is a North Carolina corporation.  
Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are U.S. citizens.

Item 2(d) Title of Class of Securities:  
(the "Stock")

Item 2(e) CUSIP Number:

Item 3 Type of Person:

(e) Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

(g) Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management. Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are control persons under 17 C.F.R. 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership:

(a) Amount beneficially owned:

See Item 9 of Cover Pages.

(b) Percent of class:

See Item 11 of Cover Pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

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See Item 5 of Cover Pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of Cover Pages.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of Cover Pages.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Sterling is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. None of these clients to the knowledge of Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton or Mr. Whalen beneficially owns more than 5% of the Stock.

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management.

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

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 acquired and are held in the ordinary course of business and 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.

SIGNATURE

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.

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Date:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----  
Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----  
Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

EXHIBIT INDEX

Exhibit 1

Joint Filing Agreement dated as of by and among Sterling  
Capital Management LLC, Sterling MGT, Inc., Eduardo A. Brea, Alexander W.  
McAlister David M. Ralston, Brian R. Walton and Mark Whalen.

Exhibit 1

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the  
Schedule 13G (the "Statement") to which this Agreement is attached is being

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filed on behalf of the persons listed below. Each of the persons listed hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, each person on whose behalf the Statement is filed is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein, and that such person is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

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

SCHEDULE 13G



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Under the Securities Exchange Act of 1934

(Amendment No.)

-----  
(Name of Issuer)

-----  
(Title of Class of Securities)

-----  
(CUSIP Number)

December 31, 2004

-----  
(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)
- 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).

-----  
CUSIP No.  
-----

-----

1. NAME OF REPORTING PERSON  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Sterling Capital Management LLC  
 56-2226389

-----

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

Not Applicable  
 (a)   
 (b)

-----

3. SEC USE ONLY

-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
 North Carolina

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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5. SOLE VOTING POWER  
None

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
None

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IA

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling MGT, Inc.  
56-2226391

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
None

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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12. TYPE OF REPORTING PERSON  
CO

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Eduardo A. Brea

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alexander W. McAlister

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

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-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David M. Ralston  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

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-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Brian R. Walton  
-----

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

Not Applicable

(a) [ ]

(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
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12. TYPE OF REPORTING PERSON  
IN  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Mark Whalen  
-----

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

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Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

-----  
6. SHARED VOTING POWER

-----  
7. SOLE DISPOSITIVE POWER

0

-----  
8. SHARED DISPOSITIVE POWER

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

-----  
12. TYPE OF REPORTING PERSON

IN

-----  
Item 1(a) Name of Issuer:

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

Item 2(a) Name of Person(s) Filing:

Sterling Capital Management LLC ("Sterling")  
Sterling MGT, Inc. ("Sterling Management")  
Eduardo A. Brea  
Alexander W. McAlister  
David M. Ralston  
Brian R. Walton  
Mark Whalen

Item 2(b) Address of Principal Business Office:

Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr.  
Walton and Mr. Whalen are all located at:

4064 Colony Road, Suite 300  
Charlotte, NC 28211

Item 2(c) Citizenship:

Sterling is a North Carolina limited liability company.  
Sterling Management is a North Carolina corporation.  
Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are U.S.

## Edgar Filing: PROQUEST CO - Form SC 13G

citizens.

Item 2(d) Title of Class of Securities:  
(the "Stock")

Item 2(e) CUSIP Number:

Item 3 Type of Person:

(e) Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

(g) Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management. Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are control persons under 17 C.F.R. 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership:

(a) Amount beneficially owned:

See Item 9 of Cover Pages.

(b) Percent of class:

See Item 11 of Cover Pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of Cover Pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of Cover Pages.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of Cover Pages.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Sterling is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. None of these clients to the knowledge of Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton or Mr. Whalen beneficially owns more than 5% of the Stock.

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

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Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management.

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

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 acquired and are held in the ordinary course of business and 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.

SIGNATURE

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.

Date:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen

-----  
Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen

-----  
Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea

-----  
ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister

-----  
DAVID M. RALSTON



Edgar Filing: PROQUEST CO - Form SC 13G

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

EXHIBIT INDEX

Exhibit 1

Joint Filing Agreement dated as of by and among Sterling  
Capital Management LLC, Sterling MGT, Inc., Eduardo A. Brea, Alexander W.  
McAlister David M. Ralston, Brian R. Walton and Mark Whalen.

Exhibit 1

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the  
Schedule 13G (the "Statement") to which this Agreement is attached is being  
filed on behalf of the persons listed below. Each of the persons listed  
hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the  
Securities Exchange Act of 1934, as amended, each person on whose behalf the  
Statement is filed is responsible for the timely filing of such statement and  
any amendments thereto, and for the completeness and accuracy of the  
information concerning such person contained therein, and that such person is  
not responsible for the completeness or accuracy of the information  
concerning the other persons making the filing, unless such person knows or  
has reason to believe that such information is inaccurate.

Dated:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

Edgar Filing: PROQUEST CO - Form SC 13G

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

-----  
(Name of Issuer)

-----  
(Title of Class of Securities)

-----  
(CUSIP Number)

December 31, 2004

-----  
(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)
- 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.

Edgar Filing: PROQUEST CO - Form SC 13G

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).

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling Capital Management LLC  
56-2226389  
-----

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

Not Applicable  
(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
None  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IA  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling MGT, Inc.  
56-2226391  
-----

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

Edgar Filing: PROQUEST CO - Form SC 13G

Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None

-----  
6. SHARED VOTING POWER

-----  
7. SOLE DISPOSITIVE POWER  
None

-----  
8. SHARED DISPOSITIVE POWER

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE  
Not Applicable

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

-----  
12. TYPE OF REPORTING PERSON  
CO

-----  
CUSIP No.

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Eduardo A. Brea

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

-----  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

-----  
6. SHARED VOTING POWER

Edgar Filing: PROQUEST CO - Form SC 13G

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alexander W. McAlister

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

Not Applicable

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

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-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David M. Ralston  
-----

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

Not Applicable

(a) [ ]

(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

CUSIP No.  
-----

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Brian R. Walton  
-----

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

Not Applicable

(a) [ ]

(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Mark Whalen

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON

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IN

-----  
Item 1(a) Name of Issuer:

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

Item 2(a) Name of Person(s) Filing:

Sterling Capital Management LLC ("Sterling")  
Sterling MGT, Inc. ("Sterling Management")  
Eduardo A. Brea  
Alexander W. McAlister  
David M. Ralston  
Brian R. Walton  
Mark Whalen

Item 2(b) Address of Principal Business Office:

Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are all located at:

4064 Colony Road, Suite 300  
Charlotte, NC 28211

Item 2(c) Citizenship:

Sterling is a North Carolina limited liability company.  
Sterling Management is a North Carolina corporation.  
Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are U.S. citizens.

Item 2(d) Title of Class of Securities:  
(the "Stock")

Item 2(e) CUSIP Number:

Item 3 Type of Person:

(e) Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

(g) Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management. Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are control persons under 17 C.F.R. 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership:

(a) Amount beneficially owned:

See Item 9 of Cover Pages.

(b) Percent of class:

See Item 11 of Cover Pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:



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See Item 5 of Cover Pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of Cover Pages.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of Cover Pages.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Sterling is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. None of these clients to the knowledge of Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton or Mr. Whalen beneficially owns more than 5% of the Stock.

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management.

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

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 acquired and are held in the ordinary course of business and 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.

SIGNATURE

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.

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Date:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

EXHIBIT INDEX

Exhibit 1

Joint Filing Agreement dated as of by and among Sterling  
Capital Management LLC, Sterling MGT, Inc., Eduardo A. Brea, Alexander W.  
McAlister David M. Ralston, Brian R. Walton and Mark Whalen.

Exhibit 1

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the  
Schedule 13G (the "Statement") to which this Agreement is attached is being

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filed on behalf of the persons listed below. Each of the persons listed hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, each person on whose behalf the Statement is filed is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein, and that such person is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

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

SCHEDULE 13G

Edgar Filing: PROQUEST CO - Form SC 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

-----  
(Name of Issuer)

-----  
(Title of Class of Securities)

-----  
(CUSIP Number)

December 31, 2004

-----  
(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)
- 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).

-----  
CUSIP No.  
-----

-----

1. NAME OF REPORTING PERSON  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Sterling Capital Management LLC  
 56-2226389

-----

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

Not Applicable  
 (a)   
 (b)

-----

3. SEC USE ONLY

-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
 North Carolina

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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5. SOLE VOTING POWER  
None

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
None

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IA

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling MGT, Inc.  
56-2226391

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
None

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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12. TYPE OF REPORTING PERSON  
CO

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Eduardo A. Brea

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alexander W. McAlister

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

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-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David M. Ralston  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

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-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Brian R. Walton  
-----

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

Not Applicable

(a) [ ]

(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Mark Whalen  
-----

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



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Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

-----  
6. SHARED VOTING POWER

-----  
7. SOLE DISPOSITIVE POWER

0

-----  
8. SHARED DISPOSITIVE POWER

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

-----  
12. TYPE OF REPORTING PERSON

IN

-----  
Item 1(a) Name of Issuer:

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

Item 2(a) Name of Person(s) Filing:

Sterling Capital Management LLC ("Sterling")  
Sterling MGT, Inc. ("Sterling Management")  
Eduardo A. Brea  
Alexander W. McAlister  
David M. Ralston  
Brian R. Walton  
Mark Whalen

Item 2(b) Address of Principal Business Office:

Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr.  
Walton and Mr. Whalen are all located at:

4064 Colony Road, Suite 300  
Charlotte, NC 28211

Item 2(c) Citizenship:

Sterling is a North Carolina limited liability company.  
Sterling Management is a North Carolina corporation.  
Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are U.S.

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citizens.

Item 2(d) Title of Class of Securities:  
(the "Stock")

Item 2(e) CUSIP Number:

Item 3 Type of Person:

(e) Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

(g) Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management. Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are control persons under 17 C.F.R. 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership:

(a) Amount beneficially owned:

See Item 9 of Cover Pages.

(b) Percent of class:

See Item 11 of Cover Pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of Cover Pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of Cover Pages.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of Cover Pages.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Sterling is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. None of these clients to the knowledge of Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton or Mr. Whalen beneficially owns more than 5% of the Stock.

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

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Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management.

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

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 acquired and are held in the ordinary course of business and 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.

SIGNATURE

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.

Date:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen

-----  
Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen

-----  
Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister

-----  
DAVID M. RALSTON

Edgar Filing: PROQUEST CO - Form SC 13G

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

EXHIBIT INDEX

Exhibit 1

Joint Filing Agreement dated as of by and among Sterling Capital Management LLC, Sterling MGT, Inc., Eduardo A. Brea, Alexander W. McAlister David M. Ralston, Brian R. Walton and Mark Whalen.

Exhibit 1

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the Schedule 13G (the "Statement") to which this Agreement is attached is being filed on behalf of the persons listed below. Each of the persons listed hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, each person on whose behalf the Statement is filed is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein, and that such person is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

Edgar Filing: PROQUEST CO - Form SC 13G

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)

-----  
(Name of Issuer)

-----  
(Title of Class of Securities)

-----  
(CUSIP Number)

December 31, 2004

-----  
(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)
- 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.

Edgar Filing: PROQUEST CO - Form SC 13G

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).

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling Capital Management LLC  
56-2226389  
-----

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

Not Applicable  
(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
None  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IA  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling MGT, Inc.  
56-2226391  
-----

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

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Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

North Carolina  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

None  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER

None  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE

Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON

CO  
-----

-----  
CUSIP No.  
-----

1. NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Eduardo A. Brea  
-----

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

Not Applicable

(a) [ ]

(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0  
-----

6. SHARED VOTING POWER

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7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alexander W. McAlister

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

Not Applicable

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.



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-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David M. Ralston  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

CUSIP No.  
-----

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Brian R. Walton  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IN

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Mark Whalen

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
0

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON

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IN

-----  
Item 1(a) Name of Issuer:

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

Item 2(a) Name of Person(s) Filing:

Sterling Capital Management LLC ("Sterling")  
Sterling MGT, Inc. ("Sterling Management")  
Eduardo A. Brea  
Alexander W. McAlister  
David M. Ralston  
Brian R. Walton  
Mark Whalen

Item 2(b) Address of Principal Business Office:

Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are all located at:

4064 Colony Road, Suite 300  
Charlotte, NC 28211

Item 2(c) Citizenship:

Sterling is a North Carolina limited liability company.  
Sterling Management is a North Carolina corporation.  
Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are U.S. citizens.

Item 2(d) Title of Class of Securities:  
(the "Stock")

Item 2(e) CUSIP Number:

Item 3 Type of Person:

(e) Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

(g) Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management. Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are control persons under 17 C.F.R. 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership:

(a) Amount beneficially owned:

See Item 9 of Cover Pages.

(b) Percent of class:

See Item 11 of Cover Pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

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See Item 5 of Cover Pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of Cover Pages.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of Cover Pages.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Sterling is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. None of these clients to the knowledge of Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton or Mr. Whalen beneficially owns more than 5% of the Stock.

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management.

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

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 acquired and are held in the ordinary course of business and 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.

SIGNATURE

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.

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Date:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----  
Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----  
Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

EXHIBIT INDEX

Exhibit 1

Joint Filing Agreement dated as of by and among Sterling  
Capital Management LLC, Sterling MGT, Inc., Eduardo A. Brea, Alexander W.  
McAlister David M. Ralston, Brian R. Walton and Mark Whalen.

Exhibit 1

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the  
Schedule 13G (the "Statement") to which this Agreement is attached is being

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filed on behalf of the persons listed below. Each of the persons listed hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, each person on whose behalf the Statement is filed is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein, and that such person is not responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

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

SCHEDULE 13G

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Under the Securities Exchange Act of 1934

(Amendment No.)

-----  
(Name of Issuer)

-----  
(Title of Class of Securities)

-----  
(CUSIP Number)

December 31, 2004

-----  
(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)
- 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).

-----  
CUSIP No.  
-----

-----

1. NAME OF REPORTING PERSON  
 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
 Sterling Capital Management LLC  
 56-2226389

-----

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

Not Applicable  
 (a)   
 (b)

-----

3. SEC USE ONLY

-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
 North Carolina

-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

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5. SOLE VOTING POWER  
None

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
None

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12. TYPE OF REPORTING PERSON  
IA

CUSIP No.

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Sterling MGT, Inc.  
56-2226391

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

Not Applicable

(a) [ ]  
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
North Carolina

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
None

6. SHARED VOTING POWER

7. SOLE DISPOSITIVE POWER  
None

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE  
Not Applicable

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9



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12. TYPE OF REPORTING PERSON  
CO

-----  
CUSIP No.  
-----

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Eduardo A. Brea

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

Not Applicable

(a) [ ]  
(b) [ ]

-----  
3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0

-----  
6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0

-----  
8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN

-----  
CUSIP No.  
-----

1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Alexander W. McAlister

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

Not Applicable

(a) [ ]  
(b) [ ]

-----  
3. SEC USE ONLY  
-----

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-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David M. Ralston  
-----

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

Not Applicable

(a) [ ]  
(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

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-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Brian R. Walton  
-----

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

Not Applicable

(a) [ ]

(b) [ ]  
-----

3. SEC USE ONLY  
-----

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States  
-----

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0  
-----

6. SHARED VOTING POWER  
-----

7. SOLE DISPOSITIVE POWER  
0  
-----

8. SHARED DISPOSITIVE POWER  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable  
-----

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

12. TYPE OF REPORTING PERSON  
IN  
-----

-----  
CUSIP No.  
-----

-----  
1. NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Mark Whalen  
-----

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

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Not Applicable

(a) [ ]

(b) [ ]

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

-----  
6. SHARED VOTING POWER

-----  
7. SOLE DISPOSITIVE POWER

0

-----  
8. SHARED DISPOSITIVE POWER

-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

-----  
12. TYPE OF REPORTING PERSON

IN

-----  
Item 1(a) Name of Issuer:

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

Item 2(a) Name of Person(s) Filing:

Sterling Capital Management LLC ("Sterling")

Sterling MGT, Inc. ("Sterling Management")

Eduardo A. Brea

Alexander W. McAlister

David M. Ralston

Brian R. Walton

Mark Whalen

Item 2(b) Address of Principal Business Office:

Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are all located at:

4064 Colony Road, Suite 300

Charlotte, NC 28211

Item 2(c) Citizenship:

Sterling is a North Carolina limited liability company.

Sterling Management is a North Carolina corporation.

Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are U.S.

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citizens.

Item 2(d) Title of Class of Securities:  
(the "Stock")

Item 2(e) CUSIP Number:

Item 3 Type of Person:

(e) Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

(g) Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management. Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are control persons under 17 C.F.R. 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership:

(a) Amount beneficially owned:

See Item 9 of Cover Pages.

(b) Percent of class:

See Item 11 of Cover Pages.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

See Item 5 of Cover Pages.

(ii) Shared power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of Cover Pages.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of Cover Pages.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Sterling is a registered investment adviser whose clients have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Stock. None of these clients to the knowledge of Sterling, Sterling Management, Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton or Mr. Whalen beneficially owns more than 5% of the Stock.

Item 7

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

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Sterling is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940, as amended.

Sterling Management is the Managing Member of Sterling. Mr. Brea, Mr. McAlister, Mr. Ralston, Mr. Walton and Mr. Whalen are controlling shareholders of Sterling Management.

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

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 acquired and are held in the ordinary course of business and 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.

SIGNATURE

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.

Date:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
-----

Mark Whalen  
President

EDUARDO A. BREA

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
-----

ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
-----

DAVID M. RALSTON

Edgar Filing: PROQUEST CO - Form SC 13G

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
-----

BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
-----

MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
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EXHIBIT INDEX

Exhibit 1

Joint Filing Agreement dated as of by and among Sterling  
Capital Management LLC, Sterling MGT, Inc., Eduardo A. Brea, Alexander W.  
McAlister David M. Ralston, Brian R. Walton and Mark Whalen.

Exhibit 1

JOINT FILING AGREEMENT

This will confirm the agreement by and between the undersigned that the  
Schedule 13G (the "Statement") to which this Agreement is attached is being  
filed on behalf of the persons listed below. Each of the persons listed  
hereby acknowledges that pursuant to Rule 13d-1(k) promulgated under the  
Securities Exchange Act of 1934, as amended, each person on whose behalf the  
Statement is filed is responsible for the timely filing of such statement and  
any amendments thereto, and for the completeness and accuracy of the  
information concerning such person contained therein, and that such person is  
not responsible for the completeness or accuracy of the information  
concerning the other persons making the filing, unless such person knows or  
has reason to believe that such information is inaccurate.

Dated:

STERLING CAPITAL MANAGEMENT LLC

By: Sterling MGT, Inc.  
Its Manager

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
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Mark Whalen  
President

STERLING MGT, INC.

By: /s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
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Mark Whalen  
President

EDUARDO A. BREA

Edgar Filing: PROQUEST CO - Form SC 13G

/s/ Kenneth R. Cotner, Attorney in Fact for Eduardo A. Brea  
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ALEXANDER W. MCALISTER

/s/ Kenneth R. Cotner, Attorney in Fact for Alexander W. McAlister  
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DAVID M. RALSTON

/s/ Kenneth R. Cotner, Attorney in Fact for David M. Ralston  
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BRIAN R. WALTON

/s/ Kenneth R. Cotner, Attorney in Fact for Brian R. Walton  
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MARK WHALEN

/s/ Kenneth R. Cotner, Attorney in Fact for Mark Whalen  
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