

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN

INDUSTRY CITY ASSOCIATES EMPLOYEE
PENSION PLAN TRUST MONEY PURCHASE U/A
3/10/1986, individually and On Behalf of All Others
Similarly Situated,

Plaintiff,

vs.

PROQUEST COMPANY, ALAN W. ALDWORTH,
and KEVIN G. GREGORY,

Defendants.

Civ. Action No. 2:06-cv-10619-AC-MKM

Related to:

2:06-cv-10738-AC-MKM

2:06-cv-11139-AC-MKM

2:06-cv-11579-AC-MKM

**STIPULATION AND ORDER TO: (1) CONSOLIDATE THE RELATED ACTIONS; (2)
APPOINT LEAD PLAINTIFFS; AND (3) APPROVE LEAD
PLAINTIFFS' CHOICE OF CO- LEAD COUNSEL AND LIAISON COUNSEL**

BETTY O'CONNELL, individually and On Behalf
of All Others Similarly Situated,

Plaintiff,

v.

PROQUEST COMPANY, ALAN W.
ALDWORTH, and KEVIN G. GREGORY,

Defendants.

Civ. Action No. 06-10738

ARTHUR W. WALLACE, On Behalf of Itself and All
Others Similarly Situated,

Plaintiff,

vs.

PROQUEST COMPANY, ALAN W.
ALDWORTH, and KEVIN G. GREGORY,
Defendants.

Civ. Action No. 06-11139

FRIEDMAN VENTURE PARTNERSHIP, and On
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

PROQUEST COMPANY, ALAN W.
ALDWORTH, and KEVIN G. GREGORY,

Defendants.

Civ. Action No. 06-11579

WHEREAS, the four above-captioned related class action complaints (the “Related Actions”) have been filed with the Court against defendants Proquest Company, Alan W. Aldworth, and Kevin G. Gregory (collectively “Defendants”), alleging violations of federal securities laws;

WHEREAS, Rule 42(a) of the Federal Rules of Civil Procedure provides that a court may order all actions consolidated if they involve “common issues of law or fact.” Fed. R. Civ. P. 42(a). The Related Actions involve common legal and factual issues and name defendants in common; thus, efficiency and consistency will result from their consolidation. *See* Fed. R. Civ. P. 42(a);

WHEREAS, pursuant to 15 U.S.C. § 78u-4(a)(3)(A)(i), on February 10, 2006, Plaintiff in the first-filed action caused notice to be issued to potential class members of the action and informed them of their right to move to serve as lead plaintiff within 60 days of the date of the issuance of said notice;

WHEREAS, on April 11, 2006, the Court held a status conference for the Related Actions before Judge Avern Cohn;

WHEREAS, on April 11, 2006, pursuant to Section 21D(3)(A)(II) of the Securities Exchange Act of 1934 (“Exchange Act”), the following members of the putative class moved the court to serve as lead plaintiff(s) for the putative class: 1) B.V. Brooks and Kathryn Brooks; 2) John L. Marocchi and Herbert R. Albert (the “Marocchi Group”); and 3) Sales Marketing Group, MMP (collectively, the “Proquest Lead Plaintiff Movants”);

WHEREAS, the Private Securities Litigation Reform Act of 1995 (“PSLRA”), 15 U.S.C. § 78u-4(a)(3)(B)(iii), provides, *inter alia*, that the most-adequate plaintiff to serve as lead plaintiff is the person or group of persons that has either filed a complaint or has made a motion

in response to a notice and has the largest financial interest in the relief sought by the Class and satisfies the requirements of Fed. R. Civ. P. 23;

WHEREAS, 15 U.S.C. § 78u-4(a)(3)(B) provides, *inter alia*, that as soon as practicable after the decision on consolidation is rendered, the court shall appoint the most adequate plaintiff as lead plaintiff for the consolidated actions;

WHEREAS, the Proquest Lead Plaintiff Movants, by and through their respective counsel, have, as encouraged by the Court at the status conference held on April 11, 2006, met and conferred concerning the appointment of Lead Plaintiff and Lead Counsel and have agreed that the Proquest Lead Plaintiff Movants should be appointed Lead Plaintiffs;

WHEREAS, the Proquest Lead Plaintiff Movants, with losses in excess of \$78,000 as a result of their investments in Proquest securities, have the largest financial interest in this action and *prima facie* satisfy the typicality and adequacy requirements of Fed. R. Civ. P. 23. *See* 15 U.S.C. § 78u-4 (a)(3)(B)(iii)(I); and

WHEREAS, the Proquest Lead Plaintiff Movants, by and through their respective counsel, have agreed that Kaplan Fox & Kilsheimer LLP and Schiffrin & Barroway, LLP should be appointed to serve as Co-Lead Counsel and that Miller Shea, P.C., should be appointed Liaison Counsel.

STIPULATED

WHEREFORE, the Proquest Lead Plaintiff Movants, by and through their undersigned counsel, hereby stipulate that the Court be requested to enter an order as follows:

CONSOLIDATION OF RELATED CASES

1. The Related Actions are consolidated for all purposes including, but not limited to, discovery, pretrial proceedings and trial proceedings pursuant to Fed. R. Civ. P. 42(a).

MASTER DOCKET AND CAPTION

2. The docket in Case No. 06-CV-10619 shall constitute the Master Docket for this action.

3. Every pleading filed in the consolidated action shall bear the following caption:

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN

IN RE PROQUEST COMPANY SECURITIES
LITIGATION,

This Document Relates To:

Master File No. 2:06-cv-10619

CLASS ACTION

4. The file in Civil Action No. 2:06-cv-10619 shall constitute a master file for every action in the consolidated action. When the document being filed pertains to all actions, the phrase "All Actions" shall appear immediately after the phrase "This Document Relates To:". When a pleading applies only to some, but not all, of the actions, the document shall list, immediately after the phrase "This Document Relates To:", the docket number for each individual action to which the document applies, along with the last name of the first-listed plaintiff in said action.

5. All related actions subsequently filed in, or transferred to, this District shall be consolidated into this action. This Order shall apply to every such action, absent order of the

Court. A party that objects to such consolidation, or to any other provisions of this Order, must file an application for relief from this Order within ten days after the date on which a copy of this Order is mailed to the party's counsel.

6. This Order is entered without prejudice to the rights of any party to apply for severance of any claim or action, with good cause shown.

APPOINTMENT OF LEAD PLAINTIFFS, CO-LEAD COUNSEL AND LIAISON COUNSEL

7. Pursuant to Section 21D(a)(3)(B) of the Exchange Act, 15 U.S.C. § 78u-4(a)(3)(B), the Proquest Lead Plaintiff Movants are appointed as Lead Plaintiffs for the class as they have the largest financial interest in this litigation and otherwise satisfy the requirements of Fed. R. Civ. P. 23. This determination, however, shall in no way prejudice defendants' right to challenge certification of a class pursuant to Fed. R. Civ. P. 23 at a later stage of this litigation.

8. The Proquest Lead Plaintiff Movants' choice of counsel is approved and accordingly, the law firms of Kaplan Fox & Kilsheimer LLP and Schiffrin & Barroway, LLP are appointed to serve as Co-Lead Counsel, and the law firm of Miller Shea, P.C., is appointed Liaison Counsel.

RESPONSIBILITIES AND DUTIES OF CO-LEAD COUNSEL AND LIAISON COUNSEL

9. Co-Lead Counsel, after being appointed by the Court, shall manage the prosecution of this litigation. Co-Lead Counsel are to avoid duplicative or unproductive activities and are hereby vested by the Court with responsibilities and duties that include, without limitation, the following: 1) to prepare all pleadings; 2) to direct and coordinate the briefing and arguing of motions in accordance with the schedules set by the orders and rules of this Court; 3) to initiate and direct discovery; 4) to prepare the case for trial; and 5) to engage in settlement negotiations on behalf of Lead Plaintiffs. Liaison Counsel shall be responsible for coordinating

the filing and service of all pleadings and communications with the Court on behalf of Lead Plaintiffs.

SO ORDERED.

DATED: May 02, 2006

s/ Avern Cohn

THE HONORABLE AVERN COHN
UNITED STATES DISTRICT JUDGE

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