

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A

Amendment No. 2 to
Annual Report Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

For the fiscal year ended
December 31, 2001

Commission file number
1-6686

THE INTERPUBLIC GROUP OF COMPANIES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-1024020
(I.R.S. Employer
Identification No.)

1271 Avenue of the Americas
New York, New York
(Address of principal executive offices)

10020
(Zip Code)

(212) 399-8000
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class -----	Name of each exchange on which registered -----
Common Stock	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X . No_____.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.____.

The aggregate market value of the registrant's voting stock held by non-affiliates of the registrant was \$11,754,189,540 as of April 30, 2002.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Common Stock outstanding at April 30, 2002: 380,640,853 shares.

Introduction

This Form 10-K/A amends the Form 10-K filed by The Interpublic Group of Companies, Inc. ("Interpublic") on April 1, 2002 for the fiscal year ended December 31, 2001, as amended by the Form 10-K/A filed by Interpublic on May 3, 2002. This Form 10-K/A is being filed solely to set forth in a new Exhibit 21.1 information regarding certain subsidiaries of Interpublic that was inadvertently omitted from the Form 10-K originally filed by Interpublic on April 1, 2002 for the fiscal year ended December 31, 2001 as a result of an electronic transmission error. This Form 10-K/A amends Item 14 of Part IV of Interpublic's original Form 10-K filing only, and all other portions of Interpublic's original 10-K filing remain in effect.

PART IV

Item 14. Exhibits, Financial Statement Schedule, and Reports on Form 8-K

(a) Listed below are all financial statements, financial statement schedules and exhibits filed as part of this Report on Form 10-K/A.

1. Financial Statements:

See the Index to Financial Statements on page F-1.*

2. Financial Statement Schedule:

See the Index to Financial Statement Schedule on page F-1.*

3. Exhibits:

(Numbers used are the numbers assigned in Item 601 of Regulation S-K and the EDGAR Filer Manual. An additional copy of this exhibit index immediately precedes the exhibits filed with this Report on Form 10-K/A and the exhibits transmitted to the Commission as part of the electronic filing of the Report.)

Exhibit No. Description

- 3 (i) The Restated Certificate of Incorporation of the Registrant, as amended is incorporated by reference to its Report on Form 10-Q for the quarter ended June 30, 1999. See Commission file number 1-6686.
- (ii) The By-Laws of the Registrant, amended as of February 19, 1991, are incorporated by reference to its Report on Form 10-K for the year ended December 31, 1990. See Commission file number 1-6686.

4 Instruments Defining the Rights of Security Holders.

- (i) Senior Debt Indenture dated as of October 20, 2000 between the Registrant and The Bank of New York, as Trustee is incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated October 24, 2000.
- (ii) First Supplemental Indenture, dated August 22, 2001 between The Interpublic Group of Companies, Inc. and The Bank of New York, as trustee. is incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement Form S-4 (No. 333-74476).
- (iii) Second Supplemental Indenture dated as of December 14, 2001 between the Registrant and The Bank of New York, as Trustee is incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-3 (No. 333-82368).
- (iv) Registration Rights Agreement dated as of December 14, 2001 between the Registrant and Salomon Smith Barney Inc., as representative of the initial purchasers named therein is incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-3 (No. 333-82368).
- (v) Indenture, dated as of September 16, 1997 between Interpublic and The Bank of New York is incorporated by reference to the Registrant's Report on Form 10-Q for the quarter ended September 30, 1998. See Commission file number 1-6686.
- (vi) The Preferred Share Purchase Rights Plan as adopted on July 18, 1989 is incorporated by reference to Registrant's Registration Statement on Form 8-A dated August 1, 1989 (No. 00017904) and, as amended, by reference to Registrant's Registration Statement on Form 8 dated October 3, 1989 (No. 00106686).

10 Material Contracts.

- (a) Purchase Agreement, dated September 10, 1997, among The Interpublic Group of Companies, Inc. ("Interpublic"), Morgan Stanley & Co., Incorporated, Goldman Sachs and Co. and SBC Warburg Dillon Read Inc. is incorporated by reference to the Registrant's Report on Form 10-Q for the quarter ended September 30, 1999. See Commission file number 1-6686.
- (b) Employment, Consultancy and other Compensatory Arrangements with Management.

Employment and Consultancy Agreements and any amendments or supplements thereto and other compensatory arrangements filed with the Registrant's Reports on Form 10-K for the years ended December 31, 1980 through December 31, 2001 inclusive, or filed with the Registrant's Reports on Form 10-Q for the periods ended March 31, 2001, June 30, 2001 and September 30, 2001 are incorporated by reference in this Report on Form 10-K/A. See Commission file number 1-6686. Listed below are agreements or amendments to agreements between the Registrant and its executive officers which remain in effect on and after the date hereof or were executed during the

year ended December 31, 2001 and thereafter, unless previously submitted, which are filed as exhibits to this Report on Form 10-K/A.

- (i) John J. Dooner
 - (a) Supplemental Agreement, dated as of April 1, 2000 to an Employment Agreement between Registrant and John J. Dooner is incorporated by reference to Exhibit 10(b) to Registrant's Report on Form 10-Q for the quarter ended March 31, 2000. See Commission file number 1-6686.
 - (b) Supplemental Agreement, dated as of January 1, 1999 to an Employment Agreement made as of January 1, 1994 between Registrant and John J. Dooner is incorporated by reference to Exhibit 10(e) to Registrant's Report on Form 10-Q for the quarter ended March 31, 1999. See Commission file number 1-6686.
 - (c) Executive Severance Agreement dated January 1, 1998 between Registrant and John J. Dooner is incorporated by reference to Exhibit 10(b) to Registrant's Report on Form 10-Q for the quarter ended March 31, 1998. See Commission file number 1-6686.
 - (d) Supplemental Agreement, dated as of September 1, 1997 to an Employment Agreement between Registrant and John J. Dooner is incorporated by reference to Exhibit 10(k) to Registrant's Report on Form 10-Q for the quarter ended September 30, 1997. See Commission file number 1-6686.
 - (e) Supplemental Agreement made as of July 1, 1995, by and between Registrant and John J. Dooner to an Employment Agreement made as of January 1, 1994 is incorporated by reference to Exhibit 10(B) to Registrant's Report on Form 10-Q for the quarter ended September 30, 1995. See Commission file number 1-6686.
 - (f) Executive Special Benefit Agreement made as of July 1, 1986 is incorporated by reference to Exhibit 10(e) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
 - (g) Executive Severance Agreement made as of August 10, 1987 is incorporated by reference to Exhibit 10(h) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
 - (h) Supplemental Agreement made as of May 23, 1990 to an Executive Special Benefit Agreement made as of July 1, 1986 is incorporated by reference to Exhibit 10(l) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
 - (i) Supplemental Agreement made as of August 10, 1992 to an Executive Severance Agreement made as of August 10, 1987 is incorporated by reference to Exhibit 10(p) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
 - (j) Executive Special Benefit Agreement made as of July 1, 1992 is incorporated by reference to Exhibit 10(q) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
 - (k) Employment Agreement made as of January 1, 1994 is incorporated by reference to Exhibit 10(r) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.

- (l) Executive Special Benefit Agreement, dated as of June 1, 1994 is incorporated by reference to Exhibit 10(s) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
 - (m) Supplemental Agreement, dated as of July 1, 1995 to an Employment Agreement made as of January 1, 1994 between Registrant and John J. Dooner is incorporated by reference to Exhibit 10(t) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
- (ii) Sean F. Orr
- (a) Supplemental Agreement, dated as of June 1, 2000 to an Executive Severance Agreement, made as of April 27, 1999 Registrant and Sean F. Orr is incorporated by reference to Exhibit 10(f) to Registrant's Report on Form 10-Q for the year ended June 30, 2000. See Commission file number 1-6686.
 - (b) Supplemental Agreement, dated as of April 1, 2000 to an Employment Agreement between Registrant and Sean F. Orr is incorporated by reference to Exhibit 10(c) to Registrant's Report on Form 10-Q for the quarter ended March 31, 2000. See Commission file number 1-6686.
 - (c) Executive Severance Agreement dated as of May 1, 1999 between Registrant and Sean F. Orr is incorporated by reference to Exhibit 10(b)(i)(b) to Registrant's Report on Form 10-K for the year ended December 31, 1999. See Commission file number 1-6686.
 - (d) Employment Agreement, dated as of April 27, 1999 to between Registrant and Sean F. Orr is incorporated by reference to Exhibit 10(b)(i)(a) to Registrant's Report on Form 10-K for the year ended December 31, 1999. See Commission file number 1-6686.
 - (e) Executive Severance Agreement dated as of April 27, 1999 between Registrant and Sean F. Orr is incorporated by reference to Exhibit 10(b)(i)(c) to Registrant's Report on Form 10-K for the year ended December 31, 1999. See Commission file number 1-6686.
- (iii) David A. Bell
- (a) David A. Bell Employment Agreement dated as of January 1, 2000 between True North Communications Inc. and David A. Bell.*
 - (b) Employment Agreement Amendment dated as of March 1, 2001 to an Employment Agreement dated as of January 1, 2000 between True North Communications Inc. and David A. Bell.*
- (iv) Barry R. Linsky
- (a) Supplemental Employment Agreement dated as of March 26, 2001 between Registrant and Barry R. Linsky.*
 - (b) Supplemental Agreement to an Executive Special Benefit Agreement dated as of June 30, 2000 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(a) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
 - (c) Executive Special Benefit-Income Replacement Agreement dated as of June 1, 2000 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(b) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
 - (d) Executive Severance Agreement dated as of January 1,

1998 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(iv) to Registrant's Report on Form 10-K for the year ended December 31, 1998. See Commission file number 1-6686.

- (e) Supplemental Agreement dated as of August 1, 1996 to an Employment Agreement dated as of January 1, 1991 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(f) to Registrant's Report on Form 10-K for the year ended December 31, 1996. See Commission file number 1-6686.
- (f) Supplemental Agreement, dated as of January 1, 1996 to an Employment agreement dated January 1, 1991 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(e) to Registrant's Report on Form 10-K for the year ended December 31, 1996. See Commission file number 1-6686.
- (g) Supplemental Agreement, dated as of January 1, 1995 to an Employment Agreement dated as of January 1, 1991 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(d) to Registrant's Report on Form 10-K for the year ended December 31, 1996. See Commission file number 1-6686.
- (h) Executive Special Benefit Agreement, dated as of March 1, 1993 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(c) to Registrant's Report on Form 10-K for the year ended December 31, 1996. See Commission file number 1-6686.
- (i) Supplemental Agreement, dated as of August 15, 1992 to an Employment Agreement dated as of January 1, 1991 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(a) to Registrant's Report on Form 10-K for the year ended December 31, 1996. See Commission file number 1-6686.
- (v) Bruce Nelson
 - (a) Employment Agreement dated as of September 5, 2000 between Registrant and Bruce Nelson is incorporated by reference to Exhibit 10(b)(v)(a) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
 - (b) Executive Special Benefit Agreement dated as of September 1, 2000 between Registrant and Bruce Nelson is incorporated by reference to Exhibit 10(b)(v)(b) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
 - (c) Supplemental Agreement dated as of September 1, 2000 to an Executive Special Benefit Agreement dated as of January 1, 1986 between Registrant and Bruce Nelson is incorporated by reference to Exhibit 10(b)(v)(c) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
- (vi) Nicholas J. Camera
 - (a) Executive Severance Agreement dated as of October 31, 1997 between Registrant and Thomas Dowling.*
- (vii) Albert Conte
 - (a) Employment Agreement dated as of February 21, 2000 between Registrant and Albert Conte.*
- (viii) Thomas Dowling
 - (a) Executive Special Benefit Agreement dated as of

February 1, 2000 between Registrant and Thomas Dowling.*

- (b) Executive Special Benefit Agreement dated as of February 1, 2001 between Registrant and Thomas Dowling.*

(ix) C. Kent Kroeber

- (a) Supplemental Agreement to an Executive Special Benefit Agreement dated as of June 30, 2000 between Registrant and C. Kent Kroeber is incorporated by reference to Exhibit 10(b)(iii)(a) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
- (b) Executive Special Benefit-Income Replacement Agreement dated as of June 1, 2000 between Registrant and C. Kent Kroeber is incorporated by reference to Exhibit 10(b)(iii)(b) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.

(x) Gunnar Wilmot

- (a) Executive Special Benefit Agreement dated as of April 1, 1999 between Registrant and Gunnar Wilmot.*
- (b) Executive Special Benefit Agreement dated as of October 1, 1996 between Registrant and Gunnar Wilmot.*
- (c) Supplemental Agreement made as of May 23, 1990 to an Executive Special Benefit Agreement dated as of January 1, 1990 between Registrant and Gunnar Wilmot.*
- (d) Executive Special Benefit Agreement dated as of January 1, 1990 between Registrant and Gunnar Wilmot.*

(xi) Steven Berns

- (a) Employment Agreement dated as of August 3, 1999 between Registrant and Steven Berns.*

(xii) Richard A. Goldstein

- (a) Richard A Goldstein Deferred Compensation Agreement, dated as of June 1, 2001 between Registrant and Richard A. Goldstein is incorporated by reference to Exhibit 10(c) to Registrant's Report on Form 10-Q for the quarter ended June 30, 2001. See Commission file number 1-6686.

(c) Executive Compensation Plans.

- (i) Trust Agreement, dated as of June 1, 1990 between Interpublic, Lintas Campbell-Ewald Company, McCann-Erickson USA, Inc., McCann-Erickson Marketing, Inc., Lintas, Inc. and Chemical Bank, as Trustee, is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1990. See Commission file number 1-6686.
- (ii) The Stock Option Plan (1988) and the Achievement Stock Award Plan of the Registrant are incorporated by reference to Appendices C and D of the Prospectus dated May 4, 1989 forming part of its Registration Statement on Form S-8 (No. 33-28143).
- (iii) The Management Incentive Compensation Plan of the Registrant is incorporated by reference to the Registrant's Report on Form 10-Q for the quarter ended June 30, 1995. See Commission file number 1-6686.
- (iv) The 1986 Stock Incentive Plan of the Registrant is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1993. See Commission file number 1-6686.
- (v) The 1986 United Kingdom Stock Option Plan of the Registrant

is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.

- (vi) The Employee Stock Purchase Plan (1985) of the Registrant, as amended, is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1993. See Commission file number 1-6686.
- (vii) The Long-Term Performance Incentive Plan of the Registrant is incorporated by reference to Appendix A of the Prospectus dated December 12, 1988 forming part of its Registration Statement on Form S-8 (No. 33-25555).
- (viii) Resolution of the Board of Directors adopted on February 16, 1993, amending the Long-Term Performance Incentive Plan is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.
- (ix) Resolution of the Board of Directors adopted on May 16, 1989 amending the Long-Term Performance Incentive Plan is incorporated by reference to Registrant's Report on Form 10-K for the year ended December 31, 1989. See Commission file number 1-6686.
- (x) The 1996 Stock Incentive Plan of the Registrant is incorporated by reference to the Registrant's Report on Form 10-Q for the quarter ended June 30, 1996. See Commission file number 1-6686.
- (xi) The 1997 Performance Incentive Plan of the Registrant is incorporated by reference to the Registrant's Report on Form 10-Q for the quarter ended June 30, 1997. See Commission file number 1-6686.
- (xii) True North Communications Inc. Stock Option Plan, incorporated by reference to Exhibit 4.5 of Post-Effective Amendment No.1 on Form S-8 to Registration Statement on Form S-4 (Registration No. 333-59254).
- (xiii) Bozell, Jacobs, Kenyon & Eckhardt, Inc. Stock Option Plan, incorporated by reference to Exhibit 4.5 of Post-Effective Amendment No.1 on Form S-8 to Registration Statement on Form S-4 (Registration No. 333-59254).
- (xiv) True North Communications Inc. Deferred Compensation Plan.*
- (xv) Resolution of the Board of Directors of True North Communications Inc. adopted on March 1, 2002 amending the Deferred Compensation Plan.*

(d) Loan Agreements.

- (i) Other Loan and Guaranty Agreements filed with the Registrant's Annual Report on Form 10-K for the years ended December 31, 1988 and December 31, 1986 are incorporated by reference in this Report on Form 10-K/A. Other Credit Agreements, amendments to various Credit Agreements, Supplemental Agreements, Termination Agreements, Loan Agreements, Note Purchase Agreements, Guarantees and Intercreditor Agreements filed with the Registrant's Report on Form 10-K for the years ended December 31, 1989 through December 31, 1999, inclusive and filed with Registrant's Reports on Form 10-Q for the periods ended March 31, 2001, June 30, 2001 and September 30, 2001 are incorporated by reference into this Report on Form 10-K/A. See Commission file number 1-6686.

(e) Leases.

Material leases of premises are incorporated by reference to the Registrant's Annual Report on Form 10-K for the years ended December 31, 1980 and December 31, 1988. See Commission file number 1-6686.

(f) Acquisition Agreement for Purchase of Real Estate.

Acquisition Agreement (in German) between Treuhandgesellschaft Aktiengesellschaft & Co. Grundbesitz OHG and McCann-Erickson Deutschland GmbH & Co. Management Property KG ("McCann-Erickson

Deutschland") and the English translation of the Acquisition Agreement are incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.

(g) Mortgage Agreements and Encumbrances.

- (i) Summaries in German and English of Mortgage Agreements between McCann-Erickson Deutschland and Frankfurter Hypothekenbank Aktiengesellschaft ("Frankfurter Hypothekenbank"), Mortgage Agreement, dated January 22, 1993, between McCann-Erickson Deutschland and Frankfurter Hypothekenbank, Mortgage Agreement, dated January 22, 1993, between McCann-Erickson Deutschland and Hypothekenbank are incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1993. See Commission file number 1-6686. Summaries in German and English of Mortgage Agreement, between McCann-Erickson Deutschland and Frankfurter Sparkasse and Mortgage Agreement, dated January 7, 1993, between McCann-Erickson Deutschland and Frankfurter Sparkasse are incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.
- (ii) Summaries in German and English of Documents creating Encumbrances in favor of Frankfurter Hypothekenbank and Frankfurter Sparkasse in connection with the aforementioned Mortgage Agreements, Encumbrance, dated January 15, 1993, in favor of Frankfurter Hypothekenbank, and Encumbrance, dated January 15, 1993, in favor of Frankfurter Sparkasse are incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.
- (iii) Loan Agreement (in English and German), dated January 29, 1993 between Lintas Deutschland GmbH and McCann-Erickson Deutschland is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.

13 This Exhibit includes: (a) those portions of the Annual Report to Stockholders for the year ended December 31, 2001 which are included therein under the following headings: Financial Highlights; Report of Management; Management's Discussion and Analysis of Financial Condition and Results of Operations; Consolidated Balance Sheet; Consolidated Statement of Income; Consolidated Statement of Cash Flows; Consolidated Statement of Stockholders' Equity and Comprehensive Income; Notes to Consolidated Financial Statements (the aforementioned Consolidated Financial Statements together with the Notes to Consolidated Financial Statements are referred to herein as the "Consolidated Financial Statements"); Report of Independent Accountants; Selected Financial Data for Five Years; Results by Quarter (Unaudited); and Stockholders Information.*

13.1 Transfer Agent & Registrar for Common Stock.**

21 Subsidiaries of the Registrant.*

21.1 Additional Subsidiaries of the Registrant.

23 Consent of Independent Accountants: PricewaterhouseCoopers LLP*
Consent of Independent Public Accountants: J.H. Cohn LLP*
Consent of Independent Accountants: Arthur Andersen LLP*
Consent of Independent Accountants: Arthur Andersen LLP*

24 Power of Attorney to sign Form 10-K and resolution of Board of Directors re Power of Attorney.*

99 The Company filed the following reports on Form 8-K during the quarter ended December 31, 2001:

- (i) Report dated December 11, 2001. Item 5 Other Events and Exhibit 99.1 Press Release.
- (ii) Report dated, December 14, 2001. Item 5 Other Events and Exhibit 99.1 Press Release.

- - - - -

* Previously filed on The Interpublic Group of Companies, Inc. Annual Report on Form 10-K, filed on April 1, 2002, for the year ended December 31, 2001.

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE INTERPUBLIC GROUP OF COMPANIES, INC.
(Registrant)

May 31, 2002

BY: /s/ Nicholas J. Camera

Nicholas J. Camera
Senior Vice President,
General Counsel and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on May 31, 2002.

Name	Title
* ----- John J. Dooner, Jr.	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)
* ----- Sean F. Orr	Executive Vice President, Chief Financial Officer (Principal Financial Officer) and Director
* ----- Frank J. Borelli	Director
* ----- Reginald K. Brack	Director
* ----- Jill M. Considine	Director
* ----- Richard A. Goldstein	Director
* ----- H. John Greeniaus	Director
* ----- Michael I. Roth	Director
* ----- J. Phillip Samper	Director

*

Richard P. Sneider, Jr.

Vice President and
Controller (Principal
Accounting Officer)

By: /s/ Nicholas J. Camera

Nicholas J. Camera
Attorney-in-Fact

* Such signature has been affixed pursuant to a Power of Attorney previously
filed as an exhibit to Interpublic's Annual Report on Form 10-K, filed on April
1, 2002, for the year ended December 31, 2001 and incorporated herein by
reference thereto.

INDEX TO DOCUMENTS

Exhibit No.	Description
-----	-----
3	<ul style="list-style-type: none"> (i) The Restated Certificate of Incorporation of the Registrant, as amended is incorporated by reference to its Report on Form 10-Q for the quarter ended June 30, 1999. See Commission file number 1-6686. (ii) The By-Laws of the Registrant, amended as of February 19, 1991, are incorporated by reference to its Report on Form 10-K for the year ended December 31, 1990. See Commission file number 1-6686.
4	<p>Instruments Defining the Rights of Security Holders.</p> <ul style="list-style-type: none"> (i) Senior Debt Indenture dated as of October 20, 2000 between the Registrant and The Bank of New York, as Trustee is incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K dated October 24, 2000. (ii) First Supplemental Indenture, dated August 22, 2001 between The Interpublic Group of Companies, Inc. and The Bank of New York, as trustee. is incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement Form S-4 (No. 333-74476). (iii) Registration Rights Agreement dated as of December 14, 2001 between the Registrant and Salomon Smith Barney Inc., as representative of the initial purchasers named therein is incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-3 (No. 333-82368). (iv) Second Supplemental Indenture dated as of December 14, 2001 between the Registrant and The Bank of New York, as Trustee is incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-3 (No. 333-82368). (v) The Preferred Share Purchase Rights Plan as adopted on July 18, 1989 is incorporated by reference to Registrant's Registration Statement on Form 8-A dated August 1, 1989 (No. 00017904) and, as amended, by reference to Registrant's Registration Statement on Form 8 dated October 3, 1989 (No. 00106686).
10	<p>Material Contracts.</p> <ul style="list-style-type: none"> (a) Purchase Agreement, dated September 10, 1997, among The Interpublic Group of Companies, Inc. ("Interpublic"), Morgan Stanley & Co., Incorporated, Goldman Sachs and Co. and SBC Warburg Dillon Read Inc. is incorporated by reference to the Registrant's Report on Form 10-Q for the quarter ended September 30, 1999. See Commission file number 1-6686. (b) Employment, Consultancy and other Compensatory Arrangements with Management. <p>Employment and Consultancy Agreements and any amendments or supplements thereto and other compensatory arrangements filed with the Registrant's Reports on Form 10-K for the years ended December 31, 1980 through December 31, 2000 inclusive, or filed with the Registrant's Reports on Form 10-Q for the periods ended March 31, 2001, June 30, 2001 and September 30, 2001 are incorporated by reference in this Report on Form 10-K/A. See Commission file number 1-6686. Listed below are agreements or amendments to agreements between the Registrant and its executive officers which remain in effect on and after the date hereof or were executed during the year ended December 31, 2001 and thereafter, unless previously submitted, which are filed as exhibits to this Report on Form 10-K/A.</p> <ul style="list-style-type: none"> (i) John J. Dooner <ul style="list-style-type: none"> (a) Supplemental Agreement, dated as of April 1, 2000 to an Employment Agreement between Registrant and John J. Dooner is incorporated by reference to Exhibit 10(b) to Registrant's Report on Form 10-Q for the quarter ended March 31, 2000. See Commission file number 1-6686.

- (b) Supplemental Agreement, dated as of January 1, 1999 to an Employment Agreement made as of January 1, 1994 between Registrant and John J. Dooner is incorporated by reference to Exhibit 10(e) to Registrant's Report on Form 10-Q for the quarter ended March 31, 1999. See Commission file number 1-6686.
- (c) Executive Severance Agreement dated January 1, 1998 between Registrant and John J. Dooner is incorporated by reference to Exhibit 10(b) to Registrant's Report on Form 10-Q for the quarter ended March 31, 1998. See Commission file number 1-6686.
- (d) Supplemental Agreement, dated as of September 1, 1997 to an Employment Agreement between Registrant and John J. Dooner is incorporated by reference to Exhibit 10(k) to Registrant's Report on Form 10-Q for the quarter ended September 30, 1997. See Commission file number 1-6686.
- (e) Supplemental Agreement made as of July 1, 1995, by and between Registrant and John J. Dooner to an Employment Agreement made as of January 1, 1994 is incorporated by reference to Exhibit 10(B) to Registrant's Report on Form 10-Q for the quarter ended September 30, 1995. See Commission file number 1-6686.
- (f) Executive Special Benefit Agreement made as of July 1, 1986 is incorporated by reference to Exhibit 10(e) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
- (g) Executive Severance Agreement made as of August 10, 1987 is incorporated by reference to Exhibit 10(h) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
- (h) Supplemental Agreement made as of May 23, 1990 to an Executive Special Benefit Agreement made as of July 1, 1986 is incorporated by reference to Exhibit 10(l) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
- (i) Supplemental Agreement made as of August 10, 1992 to an Executive Severance Agreement made as of August 10, 1987 is incorporated by reference to Exhibit 10(p) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
- (j) Executive Special Benefit Agreement made as of, July 1, 1992 is incorporated by reference to Exhibit 10(q) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
- (k) Employment Agreement made as of January 1, 1994 is incorporated by reference to Exhibit 10(r) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
- (l) Executive Special Benefit Agreement, dated as of June 1, 1994 is incorporated by reference to Exhibit 10(s) to Registrant's Report on Form 10-K for the year ended December 31, 1995. See Commission file number 1-6686.
- (m) Supplemental Agreement, dated as of July 1, 1995 to an Employment Agreement made as of January 1, 1994 between Registrant and John J. Dooner is incorporated by reference to Exhibit 10(t) to Registrant's Report on Form 10-K for the year ended

December 31, 1995. See Commission file number 1-6686.

(ii) Sean F. Orr

- (a) Supplemental Agreement, dated as of June 1, 2000 to an Executive Severance Agreement, made as of April 27, 1999 Registrant and Sean F. Orr is incorporated by reference to Exhibit 10(f) to Registrant's Report on Form 10-Q for the year ended June 30, 2000. See Commission file number 1-6686.
- (b) Supplemental Agreement, dated as of April 1, 2000 to an Employment Agreement between Registrant and Sean F. Orr is incorporated by reference to Exhibit 10(c) to Registrant's Report on Form 10-Q for the quarter ended March 31, 2000. See Commission file number 1-6686.
- (c) Executive Severance Agreement dated as of May 1, 1999 between Registrant and Sean F. Orr is incorporated by reference to Exhibit 10(b)(i)(b) to Registrant's Report on Form 10-K for the year ended December 31, 1999. See Commission file number 1-6686.
- (d) Employment Agreement, dated as of April 27, 1999 to between Registrant and Sean F. Orr is incorporated by reference to Exhibit 10(b)(i)(a) to Registrant's Report on Form 10-K for the year ended December 31, 1999. See Commission file number 1-6686.
- (e) Executive Severance Agreement dated as of April 27, 1999 between Registrant and Sean F. Orr is incorporated by reference to Exhibit 10(b)(i)(c) to Registrant's Report on Form 10-K for the year ended December 31, 1999. See Commission file number 1-6686.

(iii) David A. Bell

- (a) David A. Bell Employment Agreement dated as of January 1, 2000 between True North Communications Inc. and David A. Bell.*
- (b) Employment Agreement Amendment dated as of March 1, 2001 to an Employment Agreement dated as of January 1, 2000 between True North Communications Inc. and David A. Bell.*

(iv) Barry R. Linsky

- (a) Supplemental Employment Agreement dated as of March 26, 2001 between Registrant and Barry R. Linsky.*
- (b) Supplemental Agreement to an Executive Special Benefit Agreement dated as of June 30, 2000 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(a) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
- (c) Executive Special Benefit-Income Replacement Agreement dated as of June 1, 2000 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(b) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
- (d) Executive Severance Agreement dated as of January 1, 1998 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(iv) to Registrant's Report on Form 10-K for the year ended December 31, 1998. See Commission file number 1-6686.
- (e) Supplemental Agreement dated as of August 1, 1996 to an Employment Agreement dated as of January 1, 1991 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(f) to Registrant's Report on Form 10-K for the year

ended December 31, 1996. See Commission file number 1-6686.

- (f) Supplemental Agreement, dated as of January 1, 1996 to an Employment agreement dated January 1, 1991 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(e) to Registrant's Report on Form 10-K for the year ended December 31, 1996. See Commission file number 1-6686.
- (g) Supplemental Agreement, dated as of January 1, 1995 to an Employment Agreement dated as of January 1, 1991 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(d) to Registrant's Report on Form 10-K for the year ended December 31, 1996. See Commission file number 1-6686.
- (h) Executive Special Benefit Agreement, dated as of March 1, 1993 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(c) to Registrant's Report on Form 10-K for the year ended December 31, 1996. See Commission file number 1-6686.
- (i) Supplemental Agreement, dated as of August 15, 1992 to an Employment Agreement dated as of January 1, 1991 between Registrant and Barry R. Linsky is incorporated by reference to Exhibit 10(b)(ii)(a) to Registrant's Report on Form 10-K for the year ended December 31, 1996. See Commission file number 1-6686.
- (v) Bruce Nelson
 - (a) Employment Agreement dated as of September 5, 2000 between Registrant and Bruce Nelson is incorporated by reference to Exhibit 10(b)(v)(a) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
 - (b) Executive Special Benefit Agreement dated as of September 1, 2000 between Registrant and Bruce Nelson is incorporated by reference to Exhibit 10(b)(v)(b) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
 - (c) Supplemental Agreement dated as of September 1, 2000 to an Executive Special Benefit Agreement dated as of January 1, 1986 between Registrant and Bruce Nelson is incorporated by reference to Exhibit 10(b)(v)(c) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.
- (vi) Nicholas J. Camera
 - (a) Executive Severance Agreement dated as of October 31, 1997 between Registrant and Thomas Dowling.*
- (vii) Albert Conte
 - (a) Employment Agreement dated as of February 21, 2000 between Registrant and Albert Conte.*
- (viii) Thomas Dowling
 - (a) Executive Special Benefit Agreement dated as of February 1, 2000 between Registrant and Thomas Dowling.*
 - (b) Executive Special Benefit Agreement dated as of February 1, 2001 between Registrant and Thomas Dowling.*
- (ix) C. Kent Kroeber
 - (a) Supplemental Agreement to an Executive Special Benefit Agreement dated as of June 30, 2000 between

Registrant and C. Kent Kroeber is incorporated by reference to Exhibit 10(b)(iii)(a) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.

- (b) Executive Special Benefit-Income Replacement Agreement dated as of June 1, 2000 between Registrant and C. Kent Kroeber is incorporated by reference to Exhibit 10(b)(iii)(b) to Registrant's Report on Form 10-K for the year ended December 31, 2000. See Commission file number 1-6686.

(x) Gunnar Wilmot

- (a) Executive Special Benefit Agreement dated as of April 1, 1999 between Registrant and Gunnar Wilmot.*
- (b) Executive Special Benefit Agreement dated as of October 1, 1996 between Registrant and Gunnar Wilmot.*
- (c) Supplemental Agreement made as of May 23, 1990 to an Executive Special Benefit Agreement dated as of January 1, 1990 between Registrant and Gunnar Wilmot.*
- (d) Executive Special Benefit Agreement dated as of January 1, 1990 between Registrant and Gunnar Wilmot.*

(xi) Steven Berns

- (a) Employment Agreement dated as of August 3, 1999 between Registrant and Steven Berns.*

(xii) Richard A. Goldstein

- (a) Richard A Goldstein Deferred Compensation Agreement, dated as of June 1, 2001 between Registrant and Richard A. Goldstein is incorporated by reference to Exhibit 10(c) to Registrant's Report on Form 10-Q for the quarter ended June 30, 2001. See Commission file number 1-6686.

(c) Executive Compensation Plans.

- (i) Trust Agreement, dated as of June 1, 1990 between Interpublic, Lintas Campbell-Ewald Company, McCann-Erickson USA, Inc., McCann-Erickson Marketing, Inc., Lintas, Inc. and Chemical Bank, as Trustee, is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1990. See Commission file number 1-6686.
- (ii) The Stock Option Plan (1988) and the Achievement Stock Award Plan of the Registrant are incorporated by reference to Appendices C and D of the Prospectus dated May 4, 1989 forming part of its Registration Statement on Form S-8 (No. 33-28143).
- (iii) The Management Incentive Compensation Plan of the Registrant is incorporated by reference to the Registrant's Report on Form 10-Q for the quarter ended June 30, 1995. See Commission file number 1-6686.
- (iv) The 1986 Stock Incentive Plan of the Registrant is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1993. See Commission file number 1-6686.
- (v) The 1986 United Kingdom Stock Option Plan of the Registrant is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.
- (vi) The Employee Stock Purchase Plan (1985) of the Registrant, as amended, is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1993. See Commission file number 1-6686.
- (vii) The Long-Term Performance Incentive Plan of the Registrant

is incorporated by reference to Appendix A of the Prospectus dated December 12, 1988 forming part of its Registration Statement on Form S-8 (No. 33-25555).

- (viii) Resolution of the Board of Directors adopted on February 16, 1993, amending the Long-Term Performance Incentive Plan is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.
- (ix) Resolution of the Board of Directors adopted on May 16, 1989 amending the Long-Term Performance Incentive Plan is incorporated by reference to Registrant's Report on Form 10-K for the year ended December 31, 1989. See Commission file number 1-6686.
- (x) The 1996 Stock Incentive Plan of the Registrant is incorporated by reference to the Registrant's Report on Form 10-Q for the quarter ended June 30, 1996. See Commission file number 1-6686.
- (xi) The 1997 Performance Incentive Plan of the Registrant is incorporated by reference to the Registrant's Report on Form 10-Q for the quarter ended June 30, 1997. See Commission file number 1-6686.
- (xii) True North Communications Inc. Stock Option Plan, incorporated by reference to Exhibit 4.5 of Post-Effective Amendment No.1 on Form S-8 to Registration Statement on Form S-4 (Registration No. 333-59254).
- (xiii) Bozell, Jacobs, Kenyon & Eckhardt, Inc. Stock Option Plan, incorporated by reference to Exhibit 4.5 of Post-Effective Amendment No.1 on Form S-8 to Registration Statement on Form S-4 (Registration No. 333-59254).
- (xiv) True North Communications Inc. Deferred Compensation Plan.*
- (xv) Resolution of the Board of Directors of True North Communications Inc. adopted on March 1, 2002 amending the Deferred Compensation Plan.*

(d) Loan Agreements.

- (i) Other Loan and Guaranty Agreements filed with the Registrant's Annual Report on Form 10-K for the years ended December 31, 1988 and December 31, 1986 are incorporated by reference in this Report on Form 10-K/A. Other Credit Agreements, amendments to various Credit Agreements, Supplemental Agreements, Termination Agreements, Loan Agreements, Note Purchase Agreements, Guarantees and Intercreditor Agreements filed with the Registrant's Report on Form 10-K for the years ended December 31, 1989 through December 31, 1999, inclusive and filed with Registrant's Reports on Form 10-Q for the periods ended March 31, 2001, June 30, 2001 and September 30, 2001 are incorporated by reference into this Report on Form 10-K/A. See Commission file number 1-6686.

(e) Leases.

Material leases of premises are incorporated by reference to the Registrant's Annual Report on Form 10-K for the years ended December 31, 1980 and December 31, 1988. See Commission file number 1-6686.

(f) Acquisition Agreement for Purchase of Real Estate.

Acquisition Agreement (in German) between Treuhandgesellschaft Aktiengesellschaft & Co. Grundbesitz OHG and McCann-Erickson Deutschland GmbH & Co. Management Property KG ("McCann-Erickson Deutschland") and the English translation of the Acquisition Agreement are incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.

(g) Mortgage Agreements and Encumbrances.

- (i) Summaries in German and English of Mortgage Agreements between McCann-Erickson Deutschland and Frankfurter Hypothekenbank Aktiengesellschaft ("Frankfurter

Hypothekenbank"), Mortgage Agreement, dated January 22, 1993, between McCann-Erickson Deutschland and Frankfurter Hypothekenbank, Mortgage Agreement, dated January 22, 1993, between McCann-Erickson Deutschland and Hypothekenbank are incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1993. See Commission file number 1-6686. Summaries in German and English of Mortgage Agreement, between McCann-Erickson Deutschland and Frankfurter Sparkasse and Mortgage Agreement, dated January 7, 1993, between McCann-Erickson Deutschland and Frankfurter Sparkasse are incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.

- (ii) Summaries in German and English of Documents creating Encumbrances in favor of Frankfurter Hypothekenbank and Frankfurter Sparkasse in connection with the aforementioned Mortgage Agreements, Encumbrance, dated January 15, 1993, in favor of Frankfurter Hypothekenbank, and Encumbrance, dated January 15, 1993, in favor of Frankfurter Sparkasse are incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.
- (iii) Loan Agreement (in English and German), dated January 29, 1993 between Lintas Deutschland GmbH and McCann-Erickson Deutschland is incorporated by reference to Registrant's Annual Report on Form 10-K for the year ended December 31, 1992. See Commission file number 1-6686.

13 This Exhibit includes: (a) those portions of the Annual Report to Stockholders for the year ended December 31, 2001 which are included therein under the following headings: Financial Highlights; Report of Management; Management's Discussion and Analysis of Financial Condition and Results of Operations; Consolidated Balance Sheet; Consolidated Statement of Income; Consolidated Statement of Cash Flows; Consolidated Statement of Stockholders' Equity and Comprehensive Income; Notes to Consolidated Financial Statements (the aforementioned Consolidated Financial Statements together with the Notes to Consolidated Financial Statements are referred to herein as the "Consolidated Financial Statements"); Report of Independent Accountants; Selected Financial Data for Five Years; Results by Quarter (Unaudited); and Stockholders Information.*

13.1 Transfer Agent & Registrar for Common Stock.**

21 Subsidiaries of the Registrant.*

21.1 Additional Subsidiaries of the Registrant.

23 Consent of Independent Accountants: PricewaterhouseCoopers LLP*
Consent of Independent Public Accountants: J.H. Cohn LLP*
Consent of Independent Accountants: Arthur Andersen LLP*
Consent of Independent Accountants: Arthur Andersen LLP*

24 Power of Attorney to sign Form 10-K and resolution of Board of Directors re Power of Attorney.*

99 The Company filed the following reports on Form 8-K during the quarter ended December 31, 2001:

- (i) Report dated December 11, 2001. Item 5 Other Events and Exhibit 99.1 Press Release.
- (ii) Report dated, December 14, 2001. Item 5 Other Events and Exhibit 99.1 Press Release.

- - - - -
* Previously filed on The Interpublic Group of Companies, Inc. Annual Report on Form 10-K, filed on April 1, 2002, for the year ended December 31, 2001.

** Previously filed on Amendment No.1 to The Interpublic Group of Companies, Inc. Annual Report on Form 10-K for the year ended December 31, 2001, filed on May 3, 2002.

NAME	JURISDICTION UNDER WHICH ORGANIZED	PERCENTAGE OF VOTING SECURITIES OWNED BY IMMEDIATE PARENT (%)	IMMEDIATE PARENT
	-----	-----	-----
DOMESTIC:			
Initiative Media Worldwide, Inc. Miller/Huber Relationship Marketing LLC	California Delaware	100 100	Registrant Lowe Group Holdings Inc.
Murphy Pintak Gautier Hudome Agency, Inc.	Delaware	100	Registrant
NAS Recruitment Comm., Inc.	Delaware	100	McCann-Erickson USA, Inc.
Network PT, Inc.	Delaware	100	Capita Technologies, Inc.
New America Strategies Group LLC	Delaware	100	True North Diversified Companies, L.L.C.
Newspaper Services of America, Inc.	Delaware	100	Registrant
NFO APIM, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO Asia-Pacific, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO Europe, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO France, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO Germany, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO International, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO Italy, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO JV, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO Prism, Inc.	Delaware	100	Payment Systems, Inc.
NFO Research, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO UK, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO USA, Inc.	Delaware	100	NFO WorldGroup, Inc.
NFO WorldGroup, Inc.	Delaware	100	Registrant
Octagon Baseball, Inc.	Delaware	100	Octagon Worldwide, Inc.
Octagon CSI Inc.	Delaware	100	Octagon CSI Limited
Octagon Worldwide Inc.	Delaware	100	Registrant
Octagon Worldwide Brazil Inc.	Delaware	100	Octagon Worldwide Inc.
Park Advertising, Inc.	Delaware	100	True North Communications Inc.
Payment Systems, Inc.	Delaware	100	NFO WorldGroup, Inc.
Pedersen & Gesk, Inc.	Delaware	100	McCann-Erickson USA, Inc.
Pickholz Tweedy Cowan, Inc.	Delaware	100	The Cassidy Companies, Inc.
Plog Research, Inc.	Delaware	100	NFO WorldGroup, Inc.
Powell Tate Inc.	Delaware	100	The Cassidy Companies, Inc.
Premium Surge, Inc.	Delaware	100	DraftWorldwide, Inc.
Prognostics, Inc.	Delaware	100	NFO WorldGroup, Inc.
Protech Holdings, Inc.	Delaware	100	Capita Technologies, Inc.
PSI Holding Company, Inc.	Delaware	100	NFO WorldGroup, Inc.
RABA Holdings LLC	Delaware	100	Protech Holdings, Inc.
Regan, Campbell & Ward LLC	Delaware	60	McCann-Erickson Worldwide USA, Inc.
R/GA Media Group, Inc.	Delaware	100	True North Diversified Companies, L.L.C.
R/GA Mixed Media, Inc.	Delaware	100	R/GA Meida Group, Inc.
R Works, Inc.	Delaware	100	Registrant
R.O.I. Research, LLC	Delaware	100	Kaleidoscope Sports & Entertainment
Ross-Cooper-Lund, Inc.	Delaware	100	NFO USA, Inc.
RX Media, Inc.	Delaware	100	Registrant
SFI Acquisition Corp.	Delaware	100	Hill, Holiday, Connors, Cosmopulos, Inc.
Shandwick N. America Holding Co. Ltd.	Delaware	100	Shandwick Investments Ltd.
Sixty Foot Spider, Inc.	Delaware	100	Bozell Kamstra Inc.
Skott, Inc.	Delaware	100	Newspaper Services of America, Inc.
Special Events Suppliers, Inc.	Delaware	100	H&C Holdings LTD
Springpoint, Inc.	Delaware	100	Registrant
Stein Rogan, Inc.	Delaware	100	True North Communications Inc.
Stochastic International, Inc.	Delaware	100	NFO Research, Inc.
Temerlin McClain LP (Launch P/Ship)	Delaware	99	TM Holdings, Inc.

NAME	JURISDICTION	PERCENTAGE OF VOTING SECURITIES OWNED BY
------	--------------	---

	UNDER WHICH ORGANIZED	IMMEDIATE PARENT (%)	IMMEDIATE PARENT
DOMESTIC:			
The Botway Group, Ltd.	Delaware	100	Registrant
The Cassidy Companies, Inc.	Delaware	100	Registrant
The Coleman Group, LLC	Delaware	100	Registrant
The Coleman Group Worldwide LLC	Delaware	100	Registrant
The Gillespie Holding Co. Inc.	Delaware	100	The Gillespie Organization, Inc.
The Hacker Group, Inc.	Delaware	100	True North Communications Inc.
The ISO Healthcare Group, Inc.	Delaware	100	Registrant
The Lowe Group, Inc.	Delaware	100	Lowe Worldwide Holdings B.V.
The MWW Group, Inc.	Delaware	100	Registrant
The Publishing Agency, Inc.	Delaware	100	Registrant
The Publishing Agency Int'l, Inc.	Delaware	100	Registrant
The Works, LLC	Delaware	100	Kaleidoscope Sports & Enter. LLC
Thunder House Online Mktg. Communications, Inc.	Delaware	100	Registrant
TM Holdings, Inc.	Delaware	100	Temerlin McClain of Texas, Inc.
TN Holdings (Asia/Pacific), Inc.	Delaware	100	True North Communications Inc.
TN Holdings (Europe), Inc.	Delaware	100	True North Communications Inc.
TN Holdings (Latin America), Inc.	Delaware	100	True North Communications Inc.
TN Technologies, Inc.	Delaware	100	True North Communications Inc.
TN Media, Inc.	Delaware	100	True North Diversified Companies, Inc.
True North Communications Inc.	Delaware	100	Registrant
True North Diversified Companiess LLC	Delaware	100	True North Communications Inc.
Wahlstrom Grou LLC f/k/a/ TN Directory Services LLC	Delaware	100	True North Diversified Companies, L.L.C.
Weber Shandwick Worldwide, Inc.	Delaware	100	Registrant
Weller & Klein Research, Inc.	Delaware	100	Registrant
Wellness Worldwide, Inc.	Delaware	100	True North Diversified Companies, L.L.C.
World Cycling Limited	Delaware	100	H&C Holdings LTD
Zentropy, Inc.	Delaware	100	Registrant
H&C Holdings Limited	District of Columbia	100	Advantage Int'l Holdings, Inc.
Octagon Financial Services, Inc.	District of Columbia	100	Advantage Int'l Holdings, Inc.
Octagon Marketing & Athlete Representation, Inc.	District of Columbia	100	Advantage Int'l Holdings, Inc.
Rowan & Blewitt, Inc.	District of Columbia	100	Registrant
Shandwick Public Affairs Inc.	District of Columbia	100	Shandwick N. Amer. Holding Co. Inc.
Ben Disposition, Inc.	Florida	100	LFS, Inc.
FCB Florida, Inc.	Florida	100	FCB Worldwide, Inc.
Weber RBB, Inc.	Florida	100	Registrant
Austin Kelley Advertising, Inc.	Georgia	100	Registrant
Axis Creative Resources, Inc.	Georgia	100	Momentum-NA, Inc.
Fitzgerald & Company	Georgia	100	Registrant
Studio "A", Inc.	Georgia	100	Registrant
FRB/Weber Shandwick, Financial Communications, Inc.	Illinois	100	BSMG Worldwide, Inc.
Group III Promotions, Inc.	Illinois	100	Registrant
Kevin Berg & Associates, Inc.	Illinois	100	Registrant
Quest Futures Group, Inc.	Kansas	100	Registrant
Carlisle Sports Management	Maine	100	Octagon Worldwide, Inc

NAME	JURISDICTION UNDER WHICH ORGANIZED	PERCENTAGE OF VOTING SECURITIES OWNED BY IMMEDIATE PARENT (%)	IMMEDIATE PARENT
	-----	-----	-----
DOMESTIC:			
Hill Holiday Exhibition Services, Inc.	Massachusetts	100	Hill, Holliday, Connors, Cosmopolos, Inc.
Lowe Grob Health & Science, Inc	Massachusetts	80	Lowe Group Holdings Inc.
MSP Group, Inc.	Massachusetts	100	Hill, Holliday, Connors, Cosmopolos, Inc.
Mullen Advertising Inc.	Massachusetts	100	Lowe Group Holdings Inc.
Weber Group, Inc.	Massachusetts	100	WPR Acquisition Corp.
C-E Communications, Inc.	Michigan	100	Registrant
Event Central, LLC	Michigan	100	Kaleidoscope Sports & Entertainment LLC
Carmichael-Lynch, Inc.	Minnesota	100	Registrant
The Zipatoni Co.	Missouri	100	Lowe Group Holdings, Inc.
Bozell Nebraska	Nebraska	100	True North Communications, Inc.
Allied Med Comm., Inc.	New Jersey	100	MPE Communications, Inc.
Biogenesis Communications, Inc.	New Jersey	100	Registrant
Complete Medical Communications, Inc.	New Jersey	90	Complete Med. Comm. Int'l Ltd.
Curry, Martin and Schiavelli, Inc.	New Jersey	100	Registrant
Genquest, Biomedical Educ. Serv., Inc.	New Jersey	100	Biogenesis Communications, Inc.
Gillespie, Advertising, Magazine Mktg. & Public Relations, Inc.	New Jersey	100	Registrant
Global Healthcare Associates, Inc.	New Jersey	100	Registrant
HealthVizion Communications, Inc.	New Jersey	100	Torre Lazur Healthcare Group, Inc.
Horizon Communications, Inc.	New Jersey	100	McCann-Erickson USA, Inc.
Integrated Communications Corp.	New Jersey	100	Registrant
International Oncology Network, Inc.	New Jersey	100	Torre Lazur Healthcare Group, Inc.
Interpublic, Inc.	New Jersey	100	Registrant
MPE Communications, Inc.	New Jersey	100	Registrant
Pace, Inc.	New Jersey	100	Registrant
Sound Vision, Inc.	New Jersey	100	Torre Lazur Healthcare Group, Inc.
Spectral Fusion, Inc.	New Jersey	100	Torre Lazur Healthcare Group, Inc.
The Gillespie Organization, Inc.	New Jersey	100	Registrant
Torre Lazur Healthcare Group, Inc.	New Jersey	100	Registrant
TransWorld Marketing Corp.	New Jersey	100	McCann-Erickson USA, Inc.
Zoot Suit Kids, Inc.	New Jersey	100	Gillespie Advertising Magazine Mktg. & Public Relations, Inc.
Botway Print Advert., Inc.	New York	100	Registrant
Bragman Nyman Cafarelli NYC, Inc.	New York	100	Bragman Nyman Cafarelli LLC
BSMG Worldwide Inc.	New York	100	True North Diversified Companies, L.L.C.
D.L. Blair, Inc.	New York	100	Registrant
DA Acquisition Corp.	New York	100	DA Parent Acquisition Corp.
DA Parent Acquisition Corp.	New York	100	Registrant
Decipher Consulting Inc.	New York	100	Decipher Ltd.
Deutsch Direct, Inc.	New York	100	DA Acquisition Corp.
Deutsch Inc.	New York	100	DA Acquisition Corp.
Deutsch LA, Inc.	New York	100	DA Acquisition Corp.

NAME	JURISDICTION UNDER WHICH ORGANIZED	PERCENTAGE OF VOTING SECURITIES OWNED BY IMMEDIATE PARENT (%)	IMMEDIATE PARENT
	-----	-----	-----
DOMESTIC:			
DeVries Public Relations, Ltd.	New York	100	Registrant
Diamond Art Studio	New York	100	Diamond Marketing Group, Inc.
Diamond Marketing Group	New York	100	The Lowe Group, Inc.
Diamond Promotion Group	New York	100	Diamond Marketing Group, Inc.
Direct Approach Mktg. Services, Inc.	New York	100	McCann. Erickson USA, Inc.
DRush LLC	New York	50	dShare Inc.
DShare Inc.	New York	100	Deutsch Inc.
DTSC Acquisition Corp.	New York	100	Registrant
GDL, Inc.	New York	100	The Lowe Group, Inc.(100% of Common Stock) and Goldschmidt Dunst & Lawson Corp. (100% Pref. Stock)
GlobalComm Group, Inc.	New York	100	Registrant
Goldschmidt Dunst & Lawson Corp.	New York	100	The Lowe Group, Inc.
Herbert Zeltner, Inc.	New York	100	Registrant
Jones Films, Inc.	New York	100	DA Acquisition Corp.
LCF&L, Inc.	New York	100	The Lowe Group, Inc. (99.9%) and GDL, Inc. (.1%)
Lowe Group Holdings, Inc.	New York	100	Registrant
Lowe Healthcare PR, LLC	New York	50	Lowe McAdams Healthcare, Inc.
Lowe McAdams Healthcare Inc.	New York	100	Lowe Group Holding Inc.
Lowe & Partners/SMS Inc.	New York	100	Lowe Int'l (16%), Lowe Worldwide Holdings B.V. (4%) and Registrant (80%)
Ludgate Communications, Inc.	New York	100	Ludgate Group Limited
McCann Relationship Marketing, Inc.	New York	100	Registrant
McCann-Erickson Marketing, Inc.	New York	100	Registrant
Mr. Editorial, Inc.	New York	100	DA Acquisition Corp.
Production Design Group Ltd. Promotion & Merchandising, Inc.	New York	100	Jack Morton Worldwide
Publicidad Siboney (NY), Inc.	New York	100	D.L. Blair, Inc.
Shandwick USA Inc.	New York	100	True North Communications Inc.
The Gotham Group, Inc.	New York	100	Shandwick N. Amer. Holding Co. Inc.
The Interpublic Partnership, Inc.	New York	100	Registrant
The Sloan Group	New York	100	Registrant
Western Trading/Cushman & Wakefield LLC	New York	83	Kevin Berg & Associates
Initiative Trading LLC	New York	92.8	Western Trading, LLC
AW Sale Corp. of North Carolina	N. Carolina	100	Initiative Media Worldwide, Inc
Long Haymes Carr, Inc.	N. Carolina	100	Registrant
F&S Disposition, Inc.	Ohio	100	Registrant
Nationwide Advertising Services, LLC	Ohio	100	Ammirati Puris Lintas Inc.
ICP-Pittsburgh	Pennsylvania	66.67	McCann-Erickson USA, Inc.
Scientific Frontiers, Inc.	Pennsylvania	100	Int'l Cycling Productions, Inc.
The Medicine Group USA, Inc.	Pennsylvania	100	Registrant
Tierney & Partners, Inc.	Pennsylvania	100	Registrant
Custom Production Service, Inc.	Texas	100	True North Diversified Companies, L.L.C.
Publicidad Siboney (Dallas), Inc.	Texas	100	True North Communications, Inc.
Temerlin McClain of Texas, Inc.	Texas	100	True North Communications Inc.
Marketing Arts Corporation	Virginia	100	True North Communications Inc.
Cabell Eanes, Inc.	Virginia	100	The Martin Agency, Inc.