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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): September 30, 2005

The Interpublic Group of Companies, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware	1-6686	13-1024020
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1114 Avenue of the Americas, New York, New York		10036
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: 212-704-1200

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

TABLE OF CONTENTS

[Item 2.02. Results of Operations and Financial Condition.](#)

[Item 8.01. Other Events.](#)

[Item 9.01. Financial Statements and Exhibits.](#)

[SIGNATURES](#)

[EX-99.1: PRESS RELEASE](#)

[EX-99.2: INVESTOR PRESENTATION](#)

[Table of Contents](#)

Item 2.02. Results of Operations and Financial Condition.

On September 30, 2005, The Interpublic Group of Companies, Inc. (the "Company") (i) issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein, announcing its results for the 2004 fiscal year and first and second fiscal quarters of 2005 and its restatement of prior period financial statements, and (ii) posted an investor presentation on its website in connection with the conference call to discuss the foregoing results, a copy of which is attached hereto as Exhibit 99.2 and incorporated by reference herein.

Item 8.01. Other Events.

On September 30, 2005, the Company issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein, announcing its results for the 2004 fiscal year and first and second fiscal quarters of 2005 and its restatement of prior period financial statements. This press release is also being furnished pursuant to Item 2.02.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1: Press release dated September 30, 2005 (furnished pursuant to Item 2.02 and filed pursuant to Item 8.01)

Exhibit 99.2: Investor presentation dated September 30, 2005 (furnished pursuant to Item 2.02)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE INTERPUBLIC GROUP OF COMPANIES, INC.

Date: September 30, 2005

By: /s/ Nicholas J. Camera
Nicholas J. Camera
Senior Vice President, General Counsel and Secretary

FOR IMMEDIATE RELEASE**INTERPUBLIC ANNOUNCES 2004 AND 2005 RESULTS;
RESTATEMENT OF 2000-2004 RESULTS COMPLETE**

New York, NY (September 30, 2005) – The Interpublic Group (NYSE: IPG) today released results for 2004 and the first two quarters of 2005. The company also provided detail on its restatement of results for periods from 2000 and prior through the nine months ended 2004. Interpublic has completed a comprehensive six-month internal management review of its previously disclosed material control weaknesses. These were the result of the company's extensive global presence, a highly decentralized structure and poor integration of past acquisitions. By filing today, the company became current with its federal financial filing requirements and the requirements of its bond indentures. Separately, the company indicated that it has successfully amended the terms of its \$450 million, three-year credit facility with its bank syndicate.

Key results contained in the filings include:

- First half 2005 net loss was \$139.4 million, or (\$0.33) per share, compared to a net loss of \$182.0, or (\$0.44) per share for the same period last year. All references to first half 2004 results are as restated. 2005 results include:
 - Revenue of \$2.95 billion, an increase of 1.5% as reported and 1.3% organically compared to the same period a year ago.
 - Increased expenses due primarily to the hiring of finance employees and higher professional fees.
 - A resulting operating loss of \$39.6 million, as compared to a loss of \$100.8 million during the first six months of 2004, which included one-time charges that are detailed below.
- Financial restatement of results for 2000 and prior through the nine months ended 2004 reduced retained earnings at September 30, 2004 by \$514 million plus a \$36 million equity adjustment through comprehensive income for a reduction in shareholders' equity at September 30, 2004 of approximately \$550 million.
 - This amount reflects adjustments dating back five plus years.
 - Approximately 50% of the reduction in shareholders' equity relates to periods prior to 2002.
 - An estimated \$250 million will result in cash payments over the next 24 months.

Interpublic Group 1114 Avenue of the Americas New York, NY 10036 212-704-1200 tel 212-704-1201 fax

- Full year 2004 net loss of \$558.2 million, or (\$1.34) per share, compared to a net loss of \$539.1, or (\$1.40) per share for 2003. All references to 2003 results are as restated. 2004 results include:
 - Revenue of \$6.39 billion, an increase of 3.7% as reported and 1.2% organically compared to 2003.
 - Operating loss of \$94.3 million, as compared to a loss of \$31.5 million in 2003.

“I’ve been clear for some time that addressing control issues is our top priority. The results of the financial review and restatement process demonstrate our commitment to the integrity of our financial statements and to a new level of transparency, in terms of both our disclosure and the way in which we do business,” said Michael I. Roth, Interpublic Chairman and CEO. “I am pleased that our organic revenue trend stabilized in 2004 and continues to be positive in 2005. This is a testament to the great work and the value that our agencies and our people continue to deliver to clients. However, we are clearly not yet where we need to be on revenue or on the expense side. We have identified a number of areas that could drive significant improvement and we will pursue them vigorously. The investments we are making in bringing top talent and new management teams to many of our companies should also begin to yield continued and improved top line performance.”

First Half 2005 Operating Results

Revenue

Revenue increased 1.5% in the first six months of 2005 to \$2.95 billion, compared with the year-ago period. This reflects the benefit of foreign currency translation and organic revenue growth. Currency effect was 1.4%. Net divestitures had a negative impact of 1.2% on revenue. Organic revenue was 1.3% over the first half of 2004.

In the United States, reported revenue increased 0.4% and organic revenue growth was 1.0% over the same period in 2004. Non-U.S. reported revenue increased 3.0% in the first half of 2005 compared to 2004. Currency effect was 3.2%, net divestitures had a negative impact of 2.0% and the resulting organic revenue change was 1.8%.

Operating Expenses

During the first half of 2005, salary and related expenses were \$1.93 billion, an increase of 8.1%, or 6.7% in constant currency, compared to the same period in 2004. The increase reflects hiring of global finance personnel and increased headcount at certain units.

Compared to the same period in 2004, first half 2005 office and general expenses increased 0.2% to \$1.07 billion. Adjusted for currency, office and general expenses decreased 1.2%. This decrease reflects an increase in professional fees, offset largely by lower occupancy costs and some benefits from the company's initiative to consolidate purchasing of major services and supplies.

Non-Operating and Tax

Other income of \$19.1 million in the first half of 2005 was largely attributable to the sale of minority interests in several small, non-core, non-U.S. operations in Europe.

In the first six months of 2005, provision for income taxes was \$44.7 million as compared to \$1.6 million in the same period of 2004. The company's tax rate was adversely affected by losses incurred in non-U.S. jurisdictions with tax benefits at rates lower than U.S. statutory rates or no tax benefit to the company.

Balance Sheet

At June 30, 2005, cash and equivalents totaled \$1.58 billion, up from \$1.55 billion at the same point in 2004. At the end of the first half of 2005, Interpublic's total debt was \$2.3 billion, the same level as at June 30, 2004. The company's debt maturity schedule provides it with significant financial flexibility, as no maturities are due until 2008.

Restatement Detail

As part of the financial review necessitated by material weaknesses in internal controls, begun in March 2005, the company determined in September 2005 that a restatement of results of prior periods was required. This review was overseen by the Audit Committee of the company's Board of Directors.

The restatement will reduce retained earnings at September 30, 2004 by \$514 million plus a \$36 million adjustment through comprehensive income for a reduction in shareholder's equity at September 30, 2004 of approximately \$550 million. Approximately 50% of the reduction in shareholders' equity relates to periods prior to 2002. An estimated \$250 million will result in cash payments over the next 24 months.

As previously disclosed, the major restatement categories include revenue recognition, acquisition accounting, internal investigations and international compensation arrangements. Adjustments related to revenue recognition involved vendor credits for volume and cash discounts, principally for the purchase of media in international markets, as well as timing of revenue recognition and the decision to account for certain types of business on a gross versus net revenue basis. Acquisition accounting included improper accounting for pre-acquisition earnings, as well as consideration paid to previous owners of acquired companies as a component of purchase price (e.g. goodwill) when it should have been treated as compensation.

The effect on retained earnings at September 30, 2004 of the major restatement items was as follows:

Revenue Recognition

Adjustments related to the timing of revenue recognition reduced retained earnings by \$256.6 million, as the company's review of more than 20,000 contracts found that some has been inconsistently followed, while other were unclear or did not exist.

Adjustments related to vendor discounts or credits reduced retained earnings by \$184.5 million. The company has indicated that, as part of the new management's commitment to a higher level of scrutiny and transparency, it has sought to reconcile proper GAAP accounting with local practices, particularly in the media buying business in certain international markets.

Acquisition Accounting

Adjustments for future obligations (“earn-outs”) related to prior acquisitions reduced retained earnings by \$70.4 million. Adjustments for improper pre-acquisition accounting, in which the company incorrectly recorded the revenue and expenses of acquired businesses prior to the closing date of the acquisition, reduced retained earnings by \$34.8 million.

Internal Investigations

Adjustments related to internal investigations reduced retained earnings by \$55.9 million. These investigations were launched as a result of instances that came to the attention of management due to the company’s anti-fraud program and the extended scope of financial review. As previously indicated, instances in which the company believes there was malfeasance do not involve current senior level employees at any of our operating units or within the corporate group. These cases took place primarily outside of the United States. Seven instances of employee misconduct account for approximately 80% of the adjustment in this category.

International Compensation Agreements

Adjustments related to international compensation agreements reduced retained earnings by \$33.3 million. Although these practices for compensating employees are common in international markets, they do not meet the standard of transparency required by Interpublic.

Other Adjustments

Adjustments relating to goodwill and investment impairment charges increased retained earnings by \$145.2 million. The largest of these was the reversal of a portion of a third quarter 2004 goodwill impairment charge. Adjustments related to all other restatement items, of which improper accounting for leases was the largest, reduced retained earnings by \$23.7 million.

2004 Operating Results

Revenue

Compared with 2003, revenue increased 3.7% in 2004 to \$6.4 billion. This reflects the benefit of foreign currency translation and organic revenue growth. Currency impacted revenue by 3.9%.

Net divestitures had a negative impact of 1.4% on revenue. Organic revenue growth was 1.2% over 2003.

For 2004, reported revenue in the United States increased 1.5%, net divestitures had a negative impact of 1.0% and organic revenue growth was 2.5% over 2003. Non-U.S. reported revenue increased 6.5% in 2004 compared to 2003. Currency effect was 8.8%, net divestitures had a negative impact of 1.9% and the resulting organic revenue change was negative 0.4%.

Operating Expenses

During 2004, salary and related expenses were \$3.7 billion, an increase of 6.7%, or 2.9% in constant currency, compared to 2003. The increase reflects hiring of global finance personnel, increased headcount at certain units to support new business.

Compared to 2003, office and general expenses in 2004 increased 1.1% to \$2.2 billion. Adjusted for currency, office and general expenses decreased 3.4%. This decrease was driven largely by the company's 2003 restructuring program, offset partially by higher professional fees.

Restructuring and Other Charges

During 2004, the company incurred restructuring charges of \$62.2 million, relating primarily to the completion of the 2003 restructuring program. Restructuring charges in 2003 were \$172.9 million. Long-lived asset impairment charges in 2004 totaled \$322.2 million, principally related to a goodwill impairment at the company's The Partnership and CMG units as a result of the annual impairment test. Long-lived asset impairment charges in 2003 totaled \$294.0 million. In 2004, the company also incurred a charge of \$113.6 million related to its termination of its Motorsports contracts.

Non-Operating and Tax

Investment impairments of \$63.4 million in 2004 related principally to an unconsolidated investment in a German advertising agency as a result of a decrease in projected operating results. Investment impairments in 2003 were \$71.5 million.

For 2004, provision for income taxes was \$262.2 million, as compared to \$242.7 million in 2003. The company's tax rate was adversely affected by losses incurred in non-U.S. jurisdictions with tax benefits at rates lower than U.S. statutory rates or no tax benefit to the company.

Balance Sheet

At December 31, 2004, cash, cash equivalents and marketable securities totaled \$1.9 billion, as compared to \$2.1 billion at the same point in 2003. At the end of 2004, Interpublic's total debt was \$2.3 billion, down from \$2.5 billion at the same point in 2003.

###

About Interpublic

Interpublic is one of the world's leading organizations of advertising agencies and marketing-services companies. Major global brands include Draft, Foote Cone & Belding Worldwide, FutureBrand, GolinHarris International, Initiative, Jack Morton Worldwide, Lowe Worldwide, MAGNA Global, McCann Erickson, Octagon, Universal McCann and Weber Shandwick. Leading domestic brands include Campbell-Ewald, Deutsch and Hill Holliday.

###

Contact Information

General Inquiries:
Julie Tu
(212) 827-3776

Media, Analysts, Investors:
Philippe Krakowsky
(212) 704-1328

Analysts, Investors:
Jerry Leshne
(212) 704-1439

###

7

Interpublic Group 1114 Avenue of the Americas New York, NY 10036 212-704-1200 tel 212-704-1201 fax

Cautionary Statement

This release contains forward-looking statements. Our representatives may also make forward-looking statements orally from time to time. Statements in this release that are not historical facts, including statements about management's beliefs and expectations, constitute forward-looking statements. These statements are based on current plans, estimates and projections, and are subject to change based on a number of factors, including those outlined in our current report on Form 8-K filed with the SEC on July 21, 2005 and our other SEC filings. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following:

- risks arising from material weaknesses in our internal control over financial reporting, including material weaknesses in our control environment;
- potential adverse effects to our financial condition, results of operations or prospects as a result of any restatement of prior period financial statements;
- risks associated with our inability to satisfy covenants under our syndicated credit facilities;
- our ability to satisfy certain reporting covenants under our indentures;
- our ability to attract new clients and retain existing clients;
- our ability to retain and attract key employees;
- potential adverse effects if we are required to recognize additional impairment charges or other adverse accounting-related developments;
- potential adverse developments in connection with the ongoing SEC investigation;
- potential downgrades in the credit ratings of our securities;
- risks associated with the effects of global, national and regional economic and political conditions, including with respect to fluctuations in interest rates and currency exchange rates; and
- developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world.

Investors should carefully consider these factors and the additional risk factors outlined in more detail in our current report on Form 8-K filed with the SEC on July 21, 2005 and our other SEC filings.

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED SUMMARY OF EARNINGS
FOURTH QUARTER REPORT 2004 AND 2003 (UNAUDITED)
(Amounts in Millions except Per Share Data)

	Twelve Months Ended December 31,		Fav. (Unfav.)
	2004	Restated 2003	% Variance
Revenue			
United States	\$ 3,509.2	\$ 3,459.3	1.4
International	2,877.8	2,702.4	6.5
Total Revenue	<u>6,387.0</u>	<u>6,161.7</u>	<u>3.6</u>
Operating Expenses			
Salaries and Related Expenses	3,733.5	3,500.6	(6.7)
Office and General Expenses	2,249.8	2,225.7	(1.1)
Restructuring Charges	62.2	172.9	64.0
Long-Lived Asset Impairment	322.2	294.0	(9.6)
Motorsports Contract Termination and Other Costs	113.6	—	—
Total Operating Expenses	<u>6,481.3</u>	<u>6,193.2</u>	<u>(4.7)</u>
Operating Income (loss)	<u>(94.3)</u>	<u>(31.5)</u>	<u>(199.4)</u>
Other Income (Expense)			
Interest Expense	(172.0)	(207.0)	
Debt Prepayment Penalty	(9.8)	(24.8)	
Interest Income	50.7	39.3	
Other Income	(10.7)	50.3	
Investment Impairment	(63.4)	(71.5)	
Litigation Charges	32.5	(127.6)	
Total Other Income (Expense)	<u>(172.7)</u>	<u>(341.3)</u>	
Loss before Income Taxes	<u>(267.0)</u>	<u>(372.8)</u>	
Provision for Income Taxes	262.2	242.7	
Income Applicable to Minority Interests (net of taxes)	(21.5)	(27.0)	
Equity in Net Income of Unconsolidated Affiliates (net of tax)	<u>5.8</u>	<u>2.4</u>	
Loss from Continuing Operations	<u>(544.9)</u>	<u>(640.1)</u>	
Income from Discontinued Operations	<u>6.5</u>	<u>101.0</u>	
Net Loss	<u>(538.4)</u>	<u>(539.1)</u>	
Dividend on Preferred Stock	<u>19.8</u>	<u>—</u>	
Net Loss Applicable to Common Stockholders	<u>(558.2)</u>	<u>(539.1)</u>	
Per Share Data of Common Stock:			
Basic EPS:			
Continuing Operations	\$ (1.36)	\$ (1.66)	
Discontinued Operations	<u>.02</u>	<u>.26</u>	
Total	<u>(1.34)</u>	<u>(1.40)</u>	
Diluted EPS:			
Continuing Operations	\$ (1.36)	\$ (1.66)	
Discontinued Operations	<u>.02</u>	<u>.26</u>	
Total	<u>(1.34)</u>	<u>(1.40)</u>	
Dividend per share	<u>—</u>	<u>—</u>	
Weighted Average Common Shares:			
Basic	415.3	385.5	
Diluted	415.3	385.5	

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED SUMMARY OF EARNINGS
SECOND QUARTER REPORT 2005 AND 2004 (UNAUDITED)
(Amounts in Millions except Per Share Data)

	Three Months Ended June 30,		Fav. (Unfav.)
	2005	Restated 2004	% Variance
Revenue			
United States	\$ 927.3	\$ 856.5	8.3
International	688.9	656.3	5.0
Total Revenue	<u>1616.2</u>	<u>1,512.8</u>	<u>6.8</u>
Operating (Income) Expenses			
Salaries and Related Expenses	955.4	898.5	(6.3)
Office and General Expenses	537.9	552.8	2.7
Restructuring Charges (Reversals)	(1.9)	3.9	148.7
Long-Lived Asset Impairment	—	3.1	—
Motorsports Contract Termination and Other Costs	—	80.0	—
Total Operating Expenses	<u>1,491.4</u>	<u>1,538.3</u>	<u>3.0</u>
Operating Income (Loss)	<u>124.8</u>	<u>(25.5)</u>	<u>589.4</u>
Other Income (Expense)			
Interest Expense	(42.7)	(42.0)	
Interest Income	16.5	10.4	
Other Income	(3.6)	—	
Investment Impairment	4.6	2.2	
Total Other Income (Expense)	<u>(25.2)</u>	<u>(29.4)</u>	
Income before Income Taxes	99.6	(54.9)	
Provision for Income Taxes	83.8	30.6	
Income Applicable to Minority Interests (net of taxes)	(3.7)	(4.2)	
Equity in Net Income of Unconsolidated Affiliates (net of tax)	2.3	1.3	
Net Income (Loss) from Operations	<u>14.4</u>	<u>(88.4)</u>	
Dividend on Preferred Stock	5.0	5.0	
Allocation to Participating Securities	1.7	—	
Net Loss Applicable to Common Stockholders	<u>7.7</u>	<u>(93.4)</u>	
Per Share Data of Common Stock:			
Basic EPS:	\$ 0.02	\$ (0.23)	
Diluted EPS:	\$ 0.02	\$ (0.23)	
Dividend per share	—	—	
Weighted Average Common Shares:			
Basic	424.8	414.6	
Diluted	429.6	414.6	

Interpublic Group 1114 Avenue of the Americas New York, NY 10036 212-704-1200 tel 212-704-1201 fax

THE INTERPUBLIC GROUP OF COMPANIES, INC. AND SUBSIDIARIES
CONSOLIDATED SUMMARY OF EARNINGS
SECOND QUARTER REPORT 2005 AND 2004 (UNAUDITED)
(Amounts in Millions except Per Share Data)

	Six Months Ended June 30,		Fav. (Unfav.) % Variance
	2005	Restated 2004	
Revenue			
United States	\$ 1,667.0	\$ 1,659.8	0.4
International	1,279.5	1,242.4	3.0
Total Revenue	<u>2,946.5</u>	<u>2,902.2</u>	<u>1.5</u>
Operating (Income) Expenses			
Salaries and Related Expenses	1,929.2	1,785.2	(8.1)
Office and General Expenses	1,065.7	1,063.5	(0.2)
Restructuring Charges (reversals)	(8.8)	65.5	113.4
Long-Lived Asset Impairment	—	8.8	—
Motorsports Contract Termination and Other Costs	—	80.0	—
Total Operating Expenses	<u>2,986.1</u>	<u>3,003.0</u>	<u>0.6</u>
Operating Loss	<u>(39.6)</u>	<u>(100.8)</u>	<u>60.7</u>
Other Income (Expense)			
Interest Expense	(89.9)	(85.9)	
Interest Income	31.4	20.2	
Other Income	19.1	3.5	
Investment Impairment	(3.6)	(3.2)	
Total Other Income (Expense)	<u>(43.0)</u>	<u>(65.4)</u>	
Loss before provision for Income Taxes	<u>(82.6)</u>	<u>(166.2)</u>	
Provision for Income Taxes	44.7	1.6	
Income Applicable to Minority Interests, net of taxes	(4.9)	(6.8)	
Equity in Net Income (Loss) of Unconsolidated Affiliates (net of tax)	2.8	2.4	
Net Loss from Operations	<u>(129.4)</u>	<u>(172.2)</u>	
Dividend on Preferred Stock	<u>10.0</u>	<u>9.8</u>	
Net Loss Applicable to Common Stockholders	<u>(139.4)</u>	<u>(182.0)</u>	
Per Share Data of Common Stock:			
Basic EPS:	\$ (0.33)	\$ (0.44)	
Diluted EPS:	\$ (0.33)	\$ (0.44)	
Dividend per share	—	—	
Weighted Average Common Shares:			
Basic	424.3	413.9	
Diluted	424.3	413.9	

Interpublic Group 1114 Avenue of the Americas New York, NY 10036 212-704-1200 tel 212-704-1201 fax



**Investor Conference Call
September 30, 2005**

Agenda

- Overview
- Financial Performance 2005
- Financial Restatement
- Financial Performance 2004
- Business Update

New Level of Scrutiny

- **Announced filing delay and comprehensive review of financials**
 - **Required given material weaknesses, global footprint and decentralized structure**
 - **Extensive process to address all facets of our business and ensure integrity of results**
 - **Reflects our commitment to resolving past accounting issues and achieving transparency**
-

Continued Focus on Key Business Drivers

- Have remained focused on needs of our clients
 - Operating units, with few exceptions, remain competitive in the marketplace
 - Continue to invest in our brands, as well as in our financial systems
 - Successfully attracting top talent across the board
 - Client retention and new business
-

Key Performance Trends

- Organic revenue increases in first half of 2005 and full year 2004
- Revenue growth and Cost levels not acceptable. Will be major areas of focus and opportunity

Key Performance Trends (cont'd)



- **Interpublic continues to address issues resulting from the company's aggressive acquisition strategy in late 1990s**
 - Disparate financial and operating systems
 - Weak control environment
 - Underinvested in talent during those years
 - Poor integration also penalized operating results
 - **Revenue growth lags industry**
 - Working to improve results across all agencies, with focus on Lowe and media operations
-

Key Performance Trends (cont'd)

- High corporate costs and professional fees are now required to address long term infrastructure neglect
 - Severely affecting margins
 - Represent significant opportunity for cost savings starting in 2006
- Other cost opportunities yet to be realized
 - Right priorities have been set:
Shared Services, GIS, Real Estate, Procurement
 - Delayed by accounting restatement efforts

Restatement Summary

- Reduces retained earnings by \$514 million plus \$36 million adjustment through comprehensive income, for a reduction in shareholders' equity at September 30, 2004 of \$550 million
 - Reflects adjustments dating back 5+ years
 - Approximately 50% relates to periods prior to 2002

INTER
PUBLIC
GROUP



Financial Performance 2005



Financial Review & Restatement Process

**INTER
PUBLIC
GROUP**

- Board Audit Committee oversight
 - New Interpublic finance team drove process
 - Extensive external resources required to complete
 - Required step to reconcile company's past with Sarbanes-Oxley present
 - Clears decks for continued progress on financial controls and greater management control over company's performance
-

2005 and 2004 YTD Operating Performance

	Six Months Ended June 30	
	2005	2004
Revenue	\$ 2,946.5	\$ 2,902.2
Salaries and Related Expenses	1,929.2	1,785.2
Office and General Expenses	1,065.7	1,063.5
Restructuring Charges	(8.8)	65.5
Long-Lived Asset Impairments	-	8.8
Motorsports Contract Termination Costs	-	80.0
Operating Loss	(39.6)	(100.8)
Interest Expense	(89.9)	(85.9)
Debt Prepayment Penalty	-	-
Interest Income	31.4	20.2
Investment Impairments	(3.6)	(3.2)
Litigation Charges	-	-
Other income (expense)	19.1	3.5
<i>Loss before Income Taxes</i>	(82.6)	(166.2)
Taxes	44.7	1.6
Net Equity Interests	(2.1)	(4.4)
Loss from Operations	(129.4)	(172.2)
Dividends on preferred shares	10.0	9.8
Net Loss Applicable to Common Stockholders	\$ (139.4)	\$ (182.0)
Loss per share, Basic	\$ (0.33)	\$ (0.44)
Loss per share, Diluted	\$ (0.33)	\$ (0.44)
Weighted Average Shares, Basic	424.3	413.9
Weighted Average Shares, Diluted	424.3	413.9

(\$ in Millions, except per share amounts)

**INTER
PUBLIC
GROUP**

2005 YTD Revenue

Interpublic

		<u>Change</u>
Six Months 2004	\$ 2,902.2	
Total change	44.3	1.5%
Foreign currency changes	39.7	1.4%
Net acquisitions/divestitures	(34.0)	-1.2%
Organic	38.6	1.3%
Six Months 2005	\$ 2,946.5	

Segments

	<u>Six Months</u>		<u>Change</u>	<u>Change</u>	
	<u>2005</u>	<u>2004</u>		<u>Reported</u>	<u>Organic</u>
IAN	\$ 2,507.6	\$ 2,442.7	\$ 64.9	2.7%	1.8%
CMG	\$ 437.3	\$ 448.9	\$ (11.6)	-2.6%	-1.4%

Integrated Agency Networks: McCann, FCB, Lowe, Draft and our leading stand-alone agencies
 Constituent Management Group: Weber Shandwick, Future Brand, DeVries, Golin Harris, Jack Morton and Octagon Worldwide

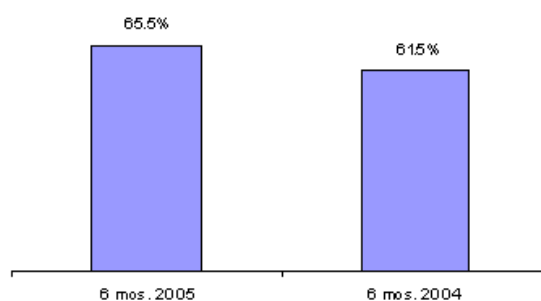
(\$ in Millions)

2005 YTD Salaries & Related Expenses

	Six Months 2005	Six Months 2004	Change	
Reported	\$ 1,929.2	\$1,785.2	\$ 144.0	8.1%
Constant Currency	\$ 1,929.2	\$ 1,807.5	\$ 121.7	6.7%

**INTER
PUBLIC
GROUP**

Salaries & Related % to Revenue



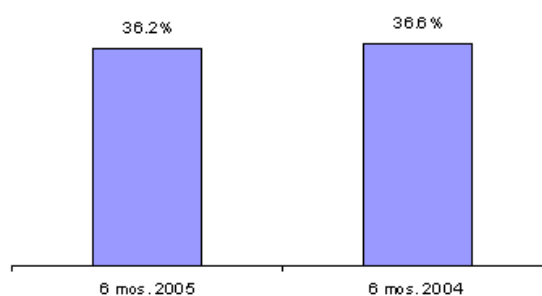
(\$ in Millions)

2005 YTD Office & General Expenses

	Six Months 2005	Six Months 2004	Change	
Reported	\$ 1,065.7	\$ 1,063.5	\$ 2.2	0.2%
Constant Currency	\$ 1,065.7	\$ 1,078.4	\$ (12.7)	-1.2%

**INTER
PUBLIC
GROUP**

Office & General % to Revenue



(\$ in Millions)

2005 YTD Corporate Expenses

	Six Months		Change
	2005	2004	
Salaries and related	\$ 91.8	\$ 73.0	\$ 18.8
Professional fees	82.6	59.0	23.6
Rent and depreciation	22.3	19.0	3.3
Corporate Insurance	13.6	15.4	(1.8)
Bank Fees	1.1	1.7	(0.6)
Other	3.1	3.5	(0.4)
Allocated to segments	(76.8)	(63.0)	(13.8)
Total	\$ 137.7	\$ 108.6	\$ 29.1

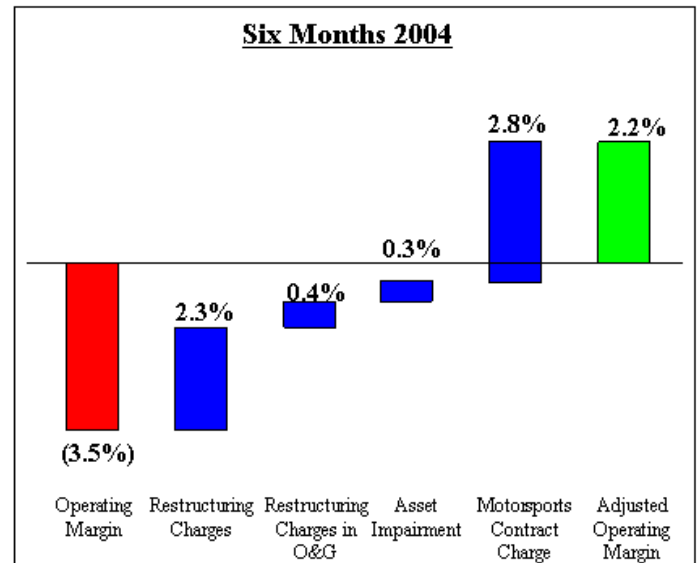
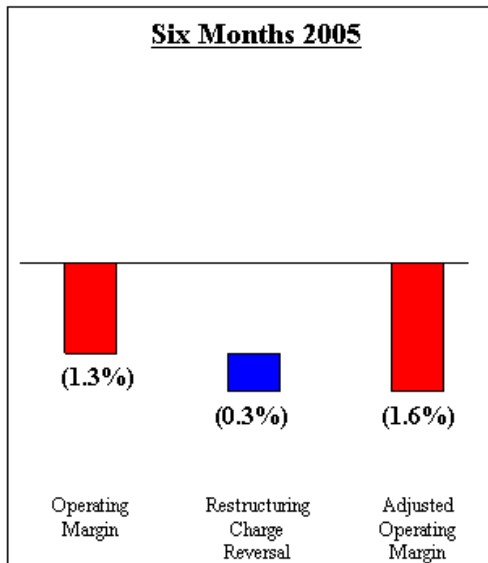
The majority of the corporate cost including most of the costs associated with internal control remediation and compliance are not allocated back to operating segments

(\$ in Millions)

2005 YTD Operating Margin

	Six Months 2005	Six Months 2004
Reported Revenue	\$ 2,946.5	\$ 2,902.2
Operating Expenses	\$ 2,986.1	\$ 3,003.0
Operating Income	\$ (39.6)	\$ (100.8)
Margin	-1.3%	-3.5%

**INTER
PUBLIC
GROUP**



(\$ in Millions)

Selected Balance Sheet Items

	6/30/2005	12/31/2004	6/30/2004 (Restated)	12/31/2003 (Restated)	12/31/2003 (Restated / Adjusted)
Cash / Equivalents & ST Marketable Securities	\$ 1,583.3	\$ 1,970.4	\$ 1,531.6	\$ 2,067.0	\$ 1,822.9
Total Debt	2,266.1	2,261.9	2,292.4	2,515.6	2,271.5
Stockholders' Equity	\$ 1,567.6	\$ 1,718.3	\$ 1,928.9	\$ 2,118.8	\$ 2,118.8
Debt as % of Capital	59.1%	56.8%	54.3%	54.3%	51.7%

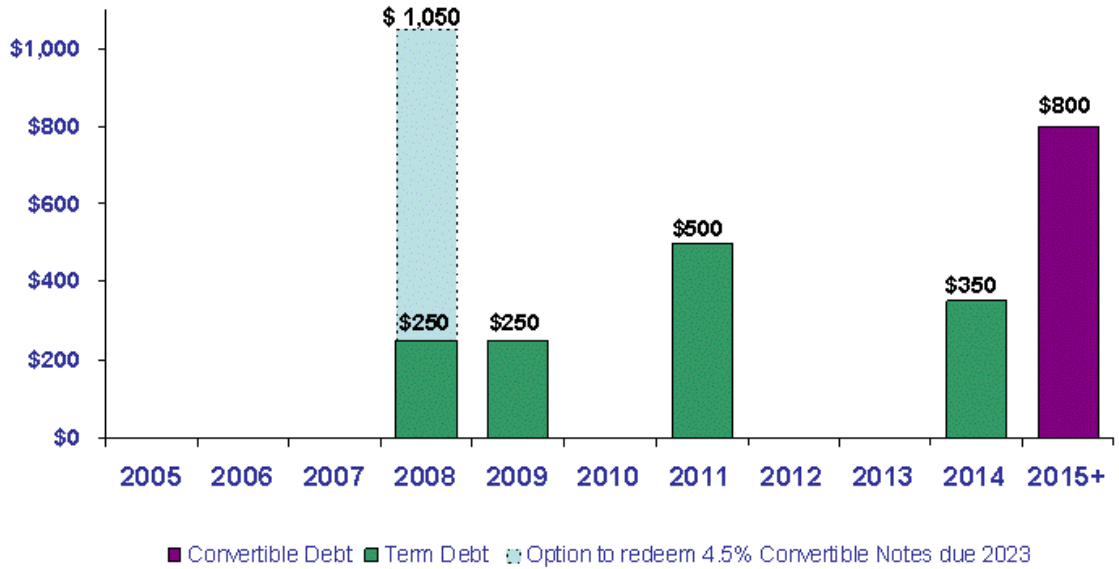
* Adjusted December 31, 2003 excludes the \$244.1 of Subordinated Convertible Notes due 2004 which were redeemed on January 20, 2004 and the cash effects of the redemption. Management believes that showing the adjusted Debt and Debt as a % of Capital excluding these notes is relevant when comparing periods because it provides a more meaningful comparison

(\$ in Millions)

Debt Maturity Schedule

As of August 31, 2005*

Term & Convertible Debt = \$2.2 billion



* Presentation as of August 31, 2005 reflects July 2005 issuance of \$250 million floating rate notes due 2008 and redemption of \$250 million 7 7/8% October 2005 Notes

(\$ in Millions, except Total Debt)

Credit and Debt Update

- **3-Year \$450 Million Revolving Credit Facility continues as newly amended**
 - We received the consent of 100% of our Banks
 - We elected not to renew the smaller 364-day facility
- **Bond indenture requirements are met with today's filings**



Financial Restatement



Restatement: Revenue Recognition

- **Credits**
 - Relate to vendor-volume and cash discounts
 - Primarily in international businesses
 - **Timing of revenue**
 - Contracts inconsistently followed
 - Primarily recorded revenue as billed vs. contractually required
 - **Gross as principal versus net revenue as agent**
 - No impact on operating income
-

Restatement: Additional Items

- **Acquisition Accounting**
 - Consideration originally accounted for as goodwill rather than compensation
 - Pre-acquisition earnings
 - **Internal Investigations**
 - Primarily international
 - Local practice, accounting error
 - Bad actors
 - **International Compensation Arrangements**
 - Personal service companies
-

Revenue Effect

	9 Months				
	2004	2003	2002	2001	2000
As previously reported	\$ 4,448.0	\$ 5,863.4	\$ 5,737.5	\$ 6,352.7	\$ 6,728.5
Revenue Recognition related to Vendor Discounts or Credits	(27.5)	(50.6)	(40.2)	(42.8)	(25.9)
Revenue Recognition related to Customer Contracts	(147.9)	(18.7)	(8.6)	(3.6)	(6.8)
Accounting for Out-of-Pocket Expenses and Gross vs. Net Presentation	138.0	355.6	358.5	340.2	264.3
Other Adjustments	10.7	12.0	11.9	(48.0)	(87.9)
Total Adjustments	(26.7)	298.3	321.6	245.8	143.7
As restated	\$ 4,421.3	\$ 6,161.7	\$ 6,059.1	\$ 6,598.5	\$ 6,872.2

(\$ in Millions)

Net Income Effect

	Total	9 Months 2004	2003	2002	2001	2000	1999 & prior
As previously reported		\$ (622.0)	\$ (552.9)	\$ 68.0	\$ (550.1)	\$ 386.4	\$ 1,320.4
Revenue Recognition related to Vendor Discounts or Credits	(184.5)	(34.0)	(45.4)	(32.9)	(35.7)	(19.6)	(16.9)
Revenue Recognition related to Customer Contracts	(256.6)	(154.2)	(15.8)	(4.5)	(2.8)	(4.3)	(75.0)
Future Obligations related to Prior Acquisitions	(70.3)	(3.0)	(24.2)	(13.8)	(14.0)	(10.1)	(5.2)
Internal Investigations	(55.9)	(7.2)	(18.6)	(14.4)	(10.9)	(3.7)	(1.1)
Pre-Acquisition Earnings	(34.8)	-	-	(0.7)	2.8	(5.1)	(31.8)
International Compensation Arrangements	(33.3)	(7.0)	(8.8)	(8.5)	(4.4)	(4.6)	-
Goodwill and Investment Impairment	145.2	145.2	-	-	-	-	-
Accounting for Leases	(35.3)	(1.2)	(2.5)	(0.3)	(2.9)	(7.0)	(21.4)
Other Adjustments	11.6	(6.6)	28.1	(7.7)	19.4	(8.0)	(13.6)
Total Adjustments	(514.0)	(68.0)	(87.2)	(82.8)	(48.5)	(62.5)	(165.0)
As restated		\$ (690.0)	\$ (640.1)	\$ (14.8)	\$ (598.6)	\$ 323.9	\$ 1,155.4
Total Impact on Retained Earnings	\$ (514.0)						
Cumulative Translation Adjustment	\$ (36.0)						
Impact on Stockholders' Equity	\$ (550.0)						

(\$ in Millions)

Cash Implications

- Primary areas of cash outflow are client/vendor credits and international compensation arrangements
- Have begun to resolve outstanding liabilities
 - Estimated \$ 250 million will result in cash payments
 - Expect completion in up to 24 months

Sarbanes-Oxley Update



- Remediation efforts continue to address pre-existing material control weaknesses and achieve 404 certification
- Remediation will extend into 2006
- Goal is to be 404 certified with 2006 10-K



Financial Performance 2004



2004 & 2003 YTD Operating Performance

	Years Ended December 31	
	2004	2003 (Restated)
Revenue	\$ 6,387.0	\$ 6,161.7
Salaries and Related Expenses	3,733.5	3,500.6
Office and General Expenses	2,249.8	2,225.7
Restructuring Charges	62.2	172.9
Long-Lived Asset Impairments	322.2	294.0
Motorsports Contract Termination Costs	113.6	-
Operating Loss	(94.3)	(31.5)
Interest Expense	(172.0)	(207.0)
Debt Prepayment Penalty	(9.8)	(24.8)
Interest Income	50.7	39.3
Investment Impairments	(63.4)	(71.5)
Litigation Charges	32.5	(127.6)
Other income (expense)	(10.7)	50.3
<i>Loss before Income Taxes</i>	(267.0)	(372.8)
Taxes	262.2	242.7
Net Equity Interests	(15.7)	(24.6)
Loss from Operations	(544.9)	(640.1)
Dividends on preferred shares	19.8	-
Net Loss from Continuing Operations	(564.7)	(640.1)
Income from Discontinued Operations	6.5	101.0
Net Loss Applicable to Common Stockholders	\$ (558.2)	\$ (539.1)
Loss per share, Basic	\$ (1.34)	\$ (1.40)
Loss per share, Diluted	\$ (1.34)	\$ (1.40)
Weighted Average Shares, Basic	415.3	385.5
Weighted Average Shares, Diluted	415.3	385.5

(\$ in Millions, except per share amounts)

**INTER
PUBLIC
GROUP**

2004 Revenue

Interpublic

		<u>Change</u>
2003 (restated)	\$ 6,161.7	
Total change	225.3	3.7%
Foreign currency changes	237.7	3.9%
Net acquisitions/divestitures	(88.0)	-1.4%
Organic	75.6	1.2%
2004	\$ 6,387.0	

Segments

	<u>Year</u>		<u>Change</u>	<u>Change</u>	
	<u>2004</u>	<u>2003 (Restated)</u>		<u>Reported</u>	<u>Organic</u>
IAN	\$ 5,399.2	\$ 5,140.5	\$ 258.7	5.0%	2.0%
CMG	\$ 935.8	\$ 942.4	\$ (6.6)	-0.7%	-3.2%

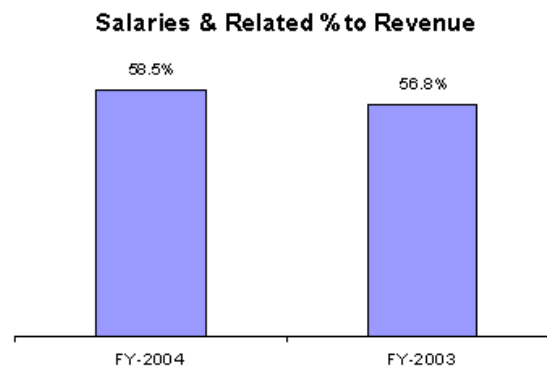
Integrated Agency Networks: McCann, FCB, Lowe, Draft and our leading stand-alone agencies
 Constituent Management Group: Weber Shandwick, Future Brand, DeVries, Golin Harris, Jack Morton and
 Octagon Worldwide

(\$ in Millions)

2004 Salaries & Related Expenses

	2004	2003 (Restated)	Change	
Reported	\$ 3,733.5	\$ 3,500.6	\$ 232.9	6.7%
Constant Currency	\$ 3,733.5	\$ 3,630.0	\$ 103.5	2.9%

**INTER
PUBLIC
GROUP**



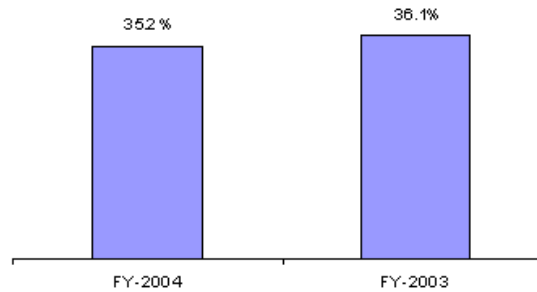
(\$ in Millions)

2004 Office & General Expenses

	2004	2003 (Restated)	Change	
Reported	\$ 2,249.8	\$ 2,225.7	\$ 24.1	1.1%
Constant Currency	\$ 2,249.8	\$ 2,328.6	(\$ 78.8)	-3.4%

**INTER
PUBLIC
GROUP**

Office & General % to Revenue



(\$ in Millions)

2004 Corporate Expenses

	2004	2003 (Restated)	Change
Salaries and related	\$ 151.2	\$ 129.0	\$ 22.2
Professional fees	143.4	49.8	93.6
Rent and depreciation	38.0	30.5	7.5
Corporate Insurance	29.7	26.5	3.2
Bank Fees	2.8	1.6	1.2
Other	11.4	9.3	(20.8)
Allocated to segments	(133.3)	(118.1)	(15.2)
Total	\$ 243.2	\$ 128.6	\$ 91.7

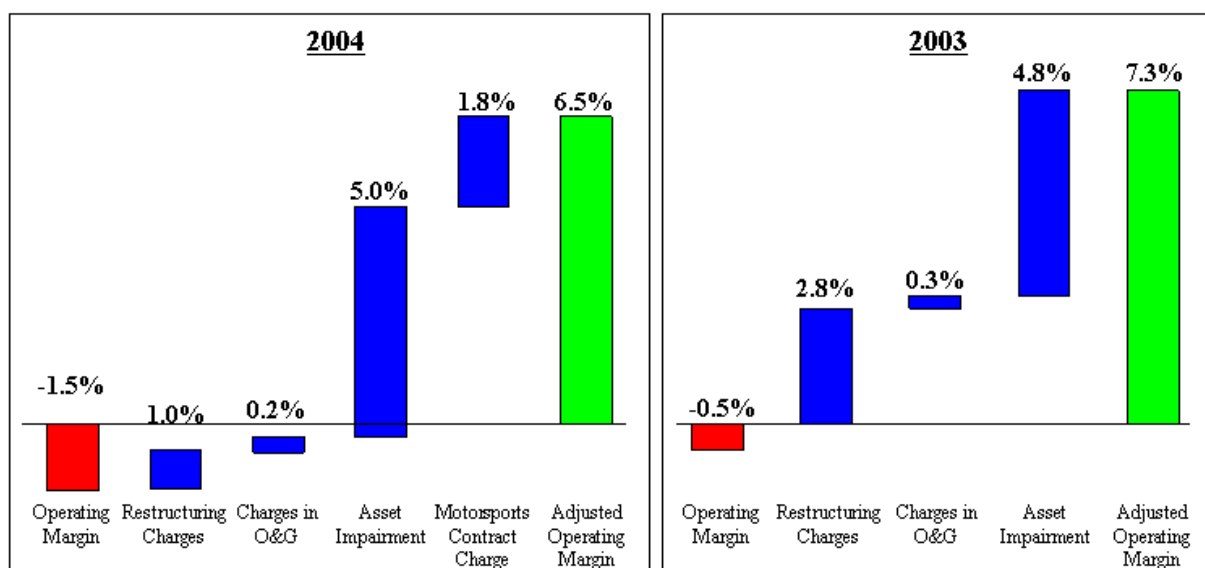
The majority of the corporate cost including most of the costs associated with internal control remediation and compliance are not allocated back to operating segments

(\$ in Millions)

2004 Operating Margin

**INTER
PUBLIC
GROUP**

	<u>2004</u>	<u>2003</u>
Reported Revenue	\$ 6,387.0	\$ 6,161.7
Operating Expenses	6,481.3	6,193.2
Operating Income	\$ (94.3)	\$ (31.5)
Margin	-1.5%	-0.5%



(\$ in Millions)

**[INTER
PUBLIC
GROUP]**

Business Update

McCann Update

- Remains among largest and most powerful global marketing networks
 - Upgraded nearly all of top 20 executive positions in past 18 months, including new COO, Eric Keshin and New York CEO, Brett Gosper
 - Introduced new positioning tied to clients' need for demand chain integration
 - Major wins include Intel, Staples, Telefónica, Credit Suisse
-

Lowe Update

- Premier creative advertising brand lost core focus as it built global footprint through acquisitions in 1990s
 - Interpublic undertook a series of mergers to strengthen Lowe, which further destabilized operations
 - Major advertisers increasingly looking to source global campaigns from highly creative agencies
 - Opportunity for Lowe, which maintains strong creative heritage in certain key markets
-

Lowe: Progress to Date

- **Talent Upgrades**
 - New worldwide CEO, COO and CFO (Wright, Powers, Hurst)
 - New senior management in London and creative leadership in New York (Lace, Wnek)
 - **New Strategic Focus**
 - Top 12 markets (represent approx. 80% of revenue)
 - Enhancing creative reputation and planning capabilities
 - Successfully partnering with marketing services agencies within Interpublic
-

Media Update



- The evolving communications landscape requires a high level, holding company approach to the management of media assets
 - Interpublic has approximately 20% global market share and remains a leading media player in every world region
 - We have two major media brands, a strong negotiation platform and high quality specialty practices that rival those of any competitor
 - Our resources must be organized so they can be more readily and consistently deployed on behalf of clients
-

Media: Progress to Date

- **Unified operations under single management**
 - Named Mark Rosenthal CEO
 - Putting in place finance and HR control over all media assets to sharpen product and improve profitability
 - **Recruited new CEO of Universal McCann, Nick Brien**
 - **Centralizing strategic functions, such as programming and branded content, to better leverage best-in-class assets**
 - **Launched Marketing Accountability Practice, new unit to pool IPG-wide ROI capabilities, led by Neil Canter**
-

FCB Update

- Solid performance driven by moderate revenue growth and continued strong margin management
 - New CEO Steve Blamer brings excellent track record delivering integrated client solutions, as well as building top line and international business
 - Already upgraded senior management in NY, London and at FCBi (Centrillo, Jones, Larrick)
 - Recent wins include Motorola, GM Europe, Pantech & Eli Lilly
-

Unique Assets

- We have a number of premier agencies in fast growing areas of marketing services:
 - Draft
 - Jack Morton
 - R/GA
 - Octagon
 - Changes in consumer and media landscape make these resources increasingly important in delivering customized programs to clients
 - Through our collaborative growth initiative, these units are working together more closely and on a more consistent basis
 - Key drivers of major wins such as Computer Associates and Nokia
-

Independent Agencies

- Unique stable of powerful independents
- Range from fully integrated marketing services providers to highly creative agencies
- Must be leveraged to benefit from broader group-wide resources

**INTER
PUBLIC
GROUP**

Public Relations

**INTER
PUBLIC
GROUP**

- Across the industry, business in this sector is growing
 - We have one of the top quality global agencies, that's #1 in the space in terms of size and capabilities
 - Also have two strong domestic consumer agencies and the best resources in entertainment PR
 - Major wins include Allergan, Celgene, Glaxo Smithkline and the U.S. Treasury Department
-

BRIC Markets

- Well positioned in key geographic growth markets
 - Strong in Brazil across all major operating units
 - Affiliated with #1 Russian creative and media agency
 - #2 among holding companies in India, with very strong assets in both media and creative
 - Established advertising networks in China, growing with multinational clients
-

Accomplishments to Date

- Completed comprehensive review to address control issues and change corporate culture
 - Recruited top talent, particularly at units that had experienced client losses
 - Maintained positive organic revenue growth
-

Moving Forward

- With financial filing behind us, management will focus intensively on strategic plan
 - Priority will be given to aligning assets for maximum client benefit
 - Promote internal collaboration and sharing of resources
 - Focus on organic growth
 - Continue to invest in talent and change agents
 - Streamline organization so each unit can focus on its core strengths
 - Addressing cost opportunities and will re-set turnaround targets
-

[INTER
PUBLIC
GROUP]

Appendix

First Quarter 2004 Income Statement

	Q1 '04 (revised / unaudited)	
Revenue	\$	1,389.4
Salaries and Related Expenses		866.7
Office and General Expenses		510.7
Restructuring Charges		61.6
Long-Lived Asset Impairments		5.7
Motorsports Contract Termination Costs		-
Operating Loss	\$	(75.3)
Interest Expense		(43.9)
Debt Prepayment Penalty		-
Interest Income		9.8
Investment Impairments		(3.2)
Litigation Charges		-
Other income (expense)		1.3
Loss before Income Taxes		(111.3)
Taxes		(29.0)
Loss of consolidated companies		(82.3)
Income applicable to minority interests (net of tax)		(2.6)
Equity in net income of unconsolidated affiliates (net of tax)		1.1
Loss from continuing operations		(83.8)
Dividends on preferred stock		4.8
Net Loss from continuing operations		(88.6)
Income from discontinued operations (net of tax)		-
Net Loss Applicable to Common Stockholders	\$	(88.6)
Loss per share of common stock - Basic:		
Continuing Operations		(0.21)
Discontinued Operations		-
Total	\$	(0.21)
Loss per share of common stock - Diluted:		
Continuing Operations		(0.21)
Discontinued Operations		-
Total	\$	(0.21)
Weighted Average Shares		
Basic		413.3
Diluted		413.3

(\$ in Millions except per share data)



Second Quarter 2004 Income Statement

	Q2 '04 (revised / unaudited)	
Revenue	\$	1,512.8
Salaries and Related Expenses		898.5
Office and General Expenses		552.8
Restructuring Charges		3.9
Long-Lived Asset Impairments		3.1
Motorsports Contract Termination Costs		80.0
Operating Loss	\$	(25.5)
Interest Expense		(42.0)
Debt Prepayment Penalty		-
Interest Income		10.4
Investment Impairments		-
Litigation Charges		-
Other income (expense)		2.2
Loss before Income Taxes		(54.9)
Taxes		30.6
Loss of consolidated companies		(85.5)
Income applicable to minority interests (net of tax)		(4.2)
Equity in net income of unconsolidated affiliates (net of tax)		1.3
Loss from continuing operations		(88.4)
Dividends on preferred stock		5.0
Net Loss from continuing operations		(93.4)
Income from discontinued operations (net of tax)		-
Net Loss Applicable to Common Stockholders	\$	(93.4)
Loss per share of common stock - Basic:		
Continuing Operations		(0.23)
Discontinued Operations		-
Total	\$	(0.23)
Loss per share of common stock - Diluted:		
Continuing Operations		(0.23)
Discontinued Operations		-
Total	\$	(0.23)
Weighted Average Shares		
Basic		414.6
Diluted		414.6

(\$ in Millions except per share data)

**INTER
PUBLIC
GROUP**

Third Quarter 2004 Income Statement



Q3 '04 (revised / unaudited)	
Revenue	\$ 1,519.1
Salaries and Related Expenses	925.3
Office and General Expenses	356.3
Restructuring Charges	1.1
Long-Lived Asset Impairments	307.6
Motorsports Contract Termination Costs	33.6
Operating Loss	\$ (304.8)
Interest Expense	(42.7)
Debt Prepayment Penalty	-
Interest Income	11.1
Investment Impairments	(33.8)
Litigation Charges	-
Other income (expense)	(0.7)
Loss before Income Taxes	(370.9)
Taxes	130.0
Loss of consolidated companies	(300.9)
Income applicable to minority interests (net of tax)	(4.4)
Equity in net income of unconsolidated affiliates (net of tax)	2.3
Loss from continuing operations	(303.0)
Dividends on preferred stock	5.0
Net Loss from continuing operations	(308.0)
Income from discontinued operations (net of tax)	6.5
Net Loss Applicable to Common Stockholders	\$ (301.5)
Loss per share of common stock - Basic:	
Continuing Operations	(1.22)
Discontinued Operations	0.02
Total	\$ (1.21)**
Loss per share of common stock - Diluted:	
Continuing Operations	(1.22)
Discontinued Operations	0.02
Total	\$ (1.21)**
Weighted Average Shares	
Basic	415.4
Diluted	415.4

(\$ in Millions except per share data)

** Does not foot due to rounding

Fourth Quarter 2004 Income Statement

	Q4 '04 (unaudited)
Revenue	\$ 1,965.7
Salaries and Related Expenses	1,023.0
Office and General Expenses	630.0
Restructuring Charges	(4.4)
Long-Lived Asset Impairments	5.8
Motorsports Contract Termination Costs	-
Operating Loss	\$ 311.3
Interest Expense	(43.4)
Debt Prepayment Penalty	(9.8)
Interest Income	19.4
Investment Impairments	(26.4)
Litigation Charges	32.5
Other income (expense)	(13.5)
Loss before Income Taxes	270.1
Taxes	130.6
Loss of consolidated companies	139.5
Income applicable to minority interests (net of tax)	(10.3)
Equity in net income of unconsolidated affiliates (net of tax)	1.1
Loss from continuing operations	130.3
Dividends on preferred stock	5.0
Net Loss from continuing operations	125.3
Income from discontinued operations (net of tax)	-
Net Loss Applicable to Common Stockholders	\$ 125.3
Earnings per share of common stock - Basic:	
Continuing Operations	0.25 **
Discontinued Operations	-
Total	\$ 0.25
Earnings per share of common stock - Diluted:	
Continuing Operations	0.22 **
Discontinued Operations	-
Total	\$ 0.22
Weighted Average Shares	
Basic	417.8
Diluted	518.9

(\$ in Millions except per share data)

** Due to the existence of income from continuing operations, basic and diluted EPS have been calculated using the two-class method pursuant to EITF Issue No. 03-6

**INTER
PUBLIC
GROUP**

First Quarter 2003 Income Statement

	Q1 '03 (revised / unaudited)	
Revenue	\$	1,210.0
Salaries and Related Expenses		968.4
Office and General Expenses		307.4
Restructuring Charges		0.4
Long-Lived Asset Impairments		11.1
Motorsports Contract Termination Costs		-
Operating Loss	\$	(77.3)
Interest Expense		(49.6)
Debt Prepayment Penalty		-
Interest Income		8.1
Investment Impairments		(2.7)
Litigation Charges		-
Other income (expense)		(0.2)
Loss before Income Taxes		(121.7)
Taxes		(30.5)
Loss of consolidated companies		(91.2)
Income applicable to minority interests (net of tax)		1.5
Equity in net income of unconsolidated affiliates (net of tax)		(3.2)
Loss from continuing operations		(92.9)
Dividends on preferred stock		-
Net Loss from continuing operations		(92.9)
Income from discontinued operations (net of tax)		2.5
Net Loss Applicable to Common Stockholders	\$	(90.4)
Loss per share of common stock - Basic:		
Continuing Operations		(0.24)
Discontinued Operations		0.01
Total	\$	(0.24)**
Loss per share of common stock - Diluted:		
Continuing Operations		(0.24)
Discontinued Operations		0.01
Total	\$	(0.24)**
Weighted Average Shares		
Basic		381.8
Diluted		381.8

(\$ in Millions except per share data)

** Does not foot due to rounding

**INTER
PUBLIC
GROUP**

Second Quarter 2003 Income Statement

	Q2 '03 (revised / unaudited)	
Revenue	\$	1,542.8
Salaries and Related Expenses		890.7
Office and General Expenses		363.0
Restructuring Charges		94.5
Long-Lived Asset Impairments		11.0
Motorsports Contract Termination Costs		-
Operating Loss	\$	(16.4)
Interest Expense		(55.4)
Debt Prepayment Penalty		-
Interest Income		10.2
Investment Impairments		(9.8)
Litigation Charges		-
Other income (expense)		0.6
Loss before Income Taxes		(70.8)
Taxes		4.7
Loss of consolidated companies		(75.5)
Income applicable to minority interests (net of tax)		(6.5)
Equity in net income of unconsolidated affiliates (net of tax)		1.8
Loss from continuing operations		(80.2)
Dividends on preferred stock		-
Net Loss from continuing operations		(80.2)
Income from discontinued operations (net of tax)		9.5
Net Loss Applicable to Common Stockholders	\$	(70.7)
Loss per share of common stock - Basic:		
Continuing Operations		(0.21)
Discontinued Operations		0.02
Total	\$	(0.18)**
Loss per share of common stock - Diluted:		
Continuing Operations		(0.21)
Discontinued Operations		0.02
Total	\$	(0.18)**
Weighted Average Shares		
Basic		384.3
Diluted		384.3

(\$ in Millions except per share data)

** Does not foot due to rounding

**INTER
PUBLIC
GROUP**

Third Quarter 2003 Income Statement



	Q3 '03 (revised / unaudited)
Revenue	\$ 1,452.2
Salaries and Related Expenses	824.1
Office and General Expenses	378.7
Restructuring Charges	47.8
Long-Lived Asset Impairments	227.0
Motorsports Contract Termination Costs	-
Operating Loss	\$ (225.4)
Interest Expense	(50.1)
Debt Prepayment Penalty	(24.8)
Interest Income	9.6
Investment Impairments	(17.0)
Litigation Charges	(127.6)
Other income (expense)	1.4
Loss before Income Taxes	(433.9)
Taxes	20.9
Loss of consolidated companies	(454.8)
Income applicable to minority interests (net of tax)	(8.5)
Equity in net income of unconsolidated affiliates (net of tax)	(0.1)
Loss from continuing operations	(463.4)
Dividends on preferred stock	-
Net Loss from continuing operations	(463.4)
Income from discontinued operations (net of tax)	89.0
Net Loss Applicable to Common Stockholders	\$ (374.4)
Loss per share of common stock - Basic:	
Continuing Operations	(1.20)
Discontinued Operations	0.23
Total	\$ (0.97)
Loss per share of common stock - Diluted:	
Continuing Operations	(1.20)
Discontinued Operations	0.23
Total	\$ (0.97)
Weighted Average Shares	
Basic	385.8
Diluted	385.8

(\$ in Millions except per share data)

Fourth Quarter 2003 Income Statement

	Q4 '03 (revised / unaudited)	
Revenue	\$	1,856.7
Salaries and Related Expenses		917.4
Office and General Expenses		376.6
Restructuring Charges		30.2
Long-Lived Asset Impairments		44.9
Motorsports Contract Termination Costs		-
Operating Loss	\$	287.6
Interest Expense		(51.9)
Debt Prepayment Penalty		-
Interest Income		11.4
Investment Impairments		(42.0)
Litigation Charges		-
Other income (expense)		48.5
Loss before Income Taxes		253.6
Taxes		247.6
Loss of consolidated companies		6.0
Income applicable to minority interests (net of tax)		(13.5)
Equity in net income of unconsolidated affiliates (net of tax)		3.9
Loss from continuing operations		(3.6)
Dividends on preferred stock		-
Net Loss from continuing operations		(3.6)
Income from discontinued operations (net of tax)		-
Net Loss Applicable to Common Stockholders	\$	(3.6)
Earnings per share of common stock - Basic:		
Continuing Operations		(0.01)
Discontinued Operations		-
Total	\$	(0.01)
Earnings per share of common stock - Diluted:		
Continuing Operations		(0.01)
Discontinued Operations		-
Total	\$	(0.01)
Weighted Average Shares		
Basic		390.3
Diluted		390.3

(\$ in Millions except per share data)

**INTER
PUBLIC
GROUP**

Segment Performance By Quarter*

	2004		2005	
	Q1	Q2	Q1	Q2
Interpublic				
Revenue	\$ 1,389.4	\$ 1,512.8	\$ 1,330.3	\$ 1,616.2
Operating Expenses	1,464.7	1,538.3	1,494.7	1,491.4
Operating Income	(75.3)	(25.5)	(164.4)	124.8
Operating Margin %	-5.4%	-1.7%	-12.4%	7.7%
IAN				
Revenue	\$ 1,166.4	\$ 1,276.3	\$ 1,116.6	\$ 1,391.0
Operating Expenses	1,133.8	1,162.4	1,199.3	1,229.6
Operating Income	32.6	113.9	(82.7)	161.4
Operating Margin %	2.8%	8.9%	-7.4%	11.6%
CMG				
Revenue	\$ 219.9	\$ 229.0	\$ 212.5	\$ 224.8
Operating Expenses	210.8	209.8	211.7	216.2
Operating Income	9.1	19.2	0.8	8.6
Operating Margin %	4.1%	8.4%	0.4%	3.8%
Corporate				
Operating Expenses	\$ 41.2	\$ 67.4	\$ 90.4	\$ 47.3

(\$ in Millions)

* Excluding long-lived asset impairment, investment impairment and restructuring expenses

**INTER
PUBLIC
GROUP**

Motorsports Performance

**INTER
PUBLIC
GROUP**

	Q1 '04 (restated)	Q2 '04 (restated)	Q3 '04 (restated)	Q4 '04	FY 2004
Revenue	\$ 3.0	\$ 7.5	\$ 36.6	\$ 4.9	\$ 52.0
Salaries and Related Expenses	3.0	2.8	2.0	2.4	10.2
Office and General Expenses	8.6	8.8	34.1	4.3	55.8
Restructuring Charges	-	-	-	-	-
Long-Lived Asset Impairments	1.6	0.7	0.4	0.3	3.0
Motorsports Contract Termination Costs	-	80.0	33.6	-	113.6
Operating Loss	\$ (10.2)	\$ (84.8)	\$ (33.5)	\$ (2.1)	\$ (130.6)

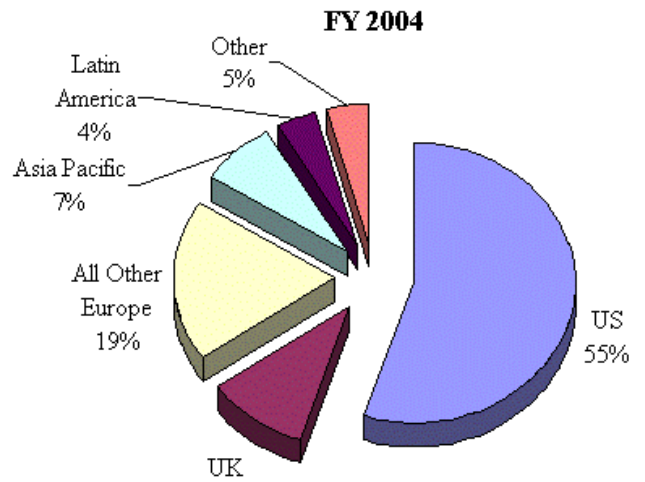
	Q1 '03 (restated)	Q2 '03 (restated)	Q3 '03 (restated)	Q4 '03 (restated)	FY 2003 (restated)
Revenue	\$ 9.8	\$ 17.5	\$ 41.0	\$ 11.3	\$ 79.6
Salaries and Related Expenses	4.2	3.1	4.3	2.6	14.2
Office and General Expenses	16.2	24.2	53.7	14.0	108.1
Restructuring Charges	-	0.1	0.2	0.1	0.4
Long-Lived Asset Impairments	11.1	11.0	1.7	40.0	63.8
Motorsports Contract Termination Costs	-	-	-	-	-
Operating Loss	\$ (21.7)	\$ (20.9)	\$ (18.9)	\$ (45.4)	\$ (106.9)

(\$ in Millions)

Geographic Distribution of Revenue

**INTER
PUBLIC
GROUP**

	<u>2004 Change</u>
US	1.4%
UK	-1.3%
All Other Europe	7.9%
Asia Pacific	10.5%
Latin America	3.2%
Other	17.2%
Worldwide	<u>3.7%</u>



2005 Reconciliation of Operating Margin

	Q1 '05	Q2 '05	YTD 2005
Revenue	\$ 1,330.3	\$ 1,616.2	\$ 2,946.5
Operating Expenses:			
Salaries and related expenses	973.8	955.4	1,929.2
Office and general expenses	527.8	537.9	1,065.7
Restructuring charges	(6.9)	(1.9)	(8.8)
Long-lived asset impairment	-	-	-
Motorsports Contract Termination Costs	-	-	-
Total Operating Expenses	1,494.7	1,491.4	2,986.1
Operating Income - As Reported	\$ (164.4)	\$ 124.8	\$ (39.6)
Operating Margin - As Reported	-12.4%	7.7%	-1.3%
Add Back:			
Restructuring Charges	\$ (6.9)	\$ (1.9)	\$ (8.8)
Restructuring program charges in office & general expenses	-	-	-
Long-lived asset impairment	-	-	-
Motorsports Contract Termination Costs	-	-	-
Total Restructuring Program Charges, LLA Impairment and Motorsports Contract Termination Costs	(6.9)	(1.9)	(8.8)
Excluding Restructuring Program Charges, LLA impairment and Motorsports Contract Termination Costs			
Operating Margin - As Adjusted	\$ (171.3)	\$ 122.9	\$ (48.4)
Operating Margin - As Adjusted	-12.9%	7.6%	-1.6%

In presenting performance for 2005, the company has excluded restructuring program charges and reversals because management believes the resulting comparison better reflects the company's ongoing operations. By excluding these items, we can focus our comparison on the trends that have a continuing effect on the company's operations.

(\$ in Millions)

2004 Reconciliation of Operating Margin

	Q1 '04 (restated)	Q2 '04 (restated)	Q3 '04 (restated)	Q4 '04	FY 2004
<i>Revenue</i>	\$ 1,389.4	\$ 1,512.8	\$ 1,519.1	\$ 1,965.7	\$ 6,387.0
Operating Expenses:					
Salaries and related expenses	886.7	898.5	925.3	1,023.0	3,733.5
Office and general expenses	510.7	552.8	556.3	630.0	2,249.8
Restructuring charges	61.6	3.9	1.1	(4.4)	62.2
Long-lived asset impairment	5.7	3.1	307.6	5.8	322.2
Motorsports Contract Termination Costs	-	80.0	33.6	-	113.6
Total Operating Expenses	1,464.7	1,538.3	1,823.9	1,654.4	6,481.3
Operating Income - As Reported	\$ (75.3)	\$ (25.5)	\$ (304.8)	\$ 311.3	\$ (94.3)
Operating Margin - As Reported	-5.4%	-1.7%	-20.1%	15.8%	-1.5%
Add Back:					
Restructuring Charges	\$ 61.6	\$ 3.9	\$ 1.1	\$ (4.4)	\$ 62.2
Restructuring program charges in office & general expenses	7.6	2.7	0.6	0.2	11.1
Long-lived asset impairment	5.7	3.1	307.6	5.8	322.2
Motorsports Contract Termination Costs	-	80.0	33.6	-	113.6
Total Restructuring Program Charges, LLA Impairment and Motorsports Contract Termination Costs	74.9	89.7	342.9	1.6	509.1
Excluding Restructuring Program Charges, LLA impairment and Motorsports Contract Termination Costs					
Operating Margin - As Adjusted	\$ (0.4)	\$ 64.2	\$ 38.1	\$ 312.9	\$ 414.8
Operating Margin - As Adjusted	0.0%	4.2%	2.5%	15.9%	6.5%

In presenting performance for 2004, the company has excluded restructuring program charges, long-lived asset impairment, and the Motorsports contract termination charge because management believes the resulting comparison better reflects the company's ongoing operations. By excluding these charges, we can focus our comparison on the trends that have a continuing effect on the company's operations.

(\$ in Millions)

INTER
PUBLIC
GROUP

2003 Reconciliation of Operating Margin

	Q1 '03 (restated)	Q2 '03 (restated)	Q3 '03 (restated)	Q4 '03 (restated)	FY 2003 (restated)
Revenue	\$ 1,310.0	\$ 1,542.8	\$ 1,452.2	\$ 1,856.7	\$ 6,161.7
Operating Expenses:					
Salaries and related expenses	868.4	890.7	824.1	917.4	3,500.6
Office and general expenses	507.4	563.0	578.7	576.6	2,225.7
Restructuring charges	0.4	94.5	47.8	30.2	172.9
Long-lived asset impairment	11.1	11.0	227.0	44.9	294.0
Motorsports Contract Termination Costs	-	-	-	-	-
Total Operating Expenses	1,387.3	1,559.2	1,677.6	1,569.1	6,193.2
Operating Income - As Reported	\$ (77.3)	\$ (16.4)	\$ (225.4)	\$ 287.6	\$ (31.5)
Operating Margin - As Reported	-5.9%	-1.1%	-15.5%	15.5%	-0.5%
Add Back:					
Restructuring Charges	\$ 0.4	\$ 94.5	\$ 47.8	\$ 30.2	\$ 172.9
Restructuring program charges in office & general expenses	-	-	9.1	7.5	16.5
Long-lived asset impairment	11.1	11.0	227.0	44.9	294.0
Motorsports Contract Termination Costs	-	-	-	-	-
Total Restructuring Program Charges, LLA Impairment and Motorsports Contract Termination Costs	11.5	105.5	283.9	82.6	483.4
Excluding Restructuring Program Charges, LLA Impairment and Motorsports Contract Termination Costs					
Operating Margin - As Adjusted	\$ (65.8)	\$ 89.1	\$ 58.5	\$ 370.2	\$ 451.9
Operating Margin - As Adjusted	-5.0%	5.8%	4.0%	19.9%	7.3%

In presenting performance for 2003, the company has excluded restructuring program charges and long-lived asset impairment because management believes the resulting comparison better reflects the company's ongoing operations. By excluding these charges, we can focus our comparison on the trends that have a continuing effect on the company's operations.

(\$ in Millions)

**INTER
PUBLIC
GROUP**

2004 First Quarter Revenue

Interpublic

		<u>Change</u>
First Quarter 2003	\$ 1,310.0	
Total change	79.4	6.1%
Foreign currency changes	67.5	5.2%
Net acquisitions/divestitures	(17.9)	-1.4%
Organic	29.9	2.3%
First Quarter 2004	\$ 1,389.4	

Segments

	<u>First Quarter</u>		<u>Change</u>	<u>Change</u>	
	<u>2004</u>	<u>2003</u>		<u>Reported</u>	<u>Organic</u>
IAN	\$ 1,166.4	\$ 1,091.8	\$ 74.6	6.8%	2.7%
CMG	\$ 219.9	\$ 208.1	\$ 11.8	5.7%	0.4%

Integrated Agency Networks: McCann, FCB, Lowe, Draft and our leading stand-alone agencies
 Constituent Management Group: Weber Shandwick, Future Brand, DeVries, Golin Harris, Jack Morton and Octagon Worldwide

(\$ in Millions)

2004 Second Quarter Revenue

Interpublic

		<u>Change</u>	
Second Quarter 2003	\$ 1,542.8		
Total change	(30.0)		-1.9%
Foreign currency changes	26.1		1.7%
Net acquisitions/divestitures	(21.2)		-1.4%
Organic	(34.9)		-2.3%
Second Quarter 2004	\$ 1,512.8		

Segments

	<u>Second Quarter</u>		<u>Change</u>	<u>Change</u>	
	<u>2004</u>	<u>2003</u>		<u>Reported</u>	<u>Organic</u>
IAN	\$ 1,276.5	\$ 1,276.9	\$ (0.4)	0.0%	-0.9%
CMG	\$ 228.9	\$ 247.7	\$ (18.8)	-7.6%	-8.7%

Integrated Agency Networks: McCann, FCB, Lowe, Draft and our leading stand-alone agencies
 Constituent Management Group: Weber Shandwick, Future Brand, DeVries, Golin Harris, Jack Morton and Octagon Worldwide

(\$ in Millions)

2004 Third Quarter Revenue

Interpublic

		<u>Change</u>	
Third Quarter 2003	\$ 1,452.2		
Total change	66.9	4.6%	
Foreign currency changes	56.7	3.9%	
Net acquisitions/divestitures	(25.9)	-1.8%	
Organic	36.1	2.5%	
Third Quarter 2004	\$ 1,519.1		

Segments

	<u>Third Quarter</u>		<u>Change</u>	<u>Change</u>	
	<u>2004</u>	<u>2003</u>		<u>Reported</u>	<u>Organic</u>
IAN	\$ 1,256.4	\$ 1,191.5	\$ 64.9	5.4%	2.3%
CMG	\$ 226.0	\$ 219.2	\$ 6.8	3.1%	0.8%

Integrated Agency Networks: McCann, FCB, Lowe, Draft and our leading stand-alone agencies
 Constituent Management Group: Weber Shandwick, Future Brand, DeVries, Golin Harris, Jack Morton and Octagon Worldwide

(\$ in Millions)

2004 Fourth Quarter Revenue

Interpublic

		<u>Change</u>	
Fourth Quarter 2003	\$ 1,856.7		
Total change	109.0	5.9%	
Foreign currency changes	87.4	4.7%	
Net acquisitions/divestitures	(22.9)	-1.2%	
Organic	44.5	2.3%	
Fourth Quarter 2004	\$ 1,965.7		

Segments

	<u>Fourth Quarter</u>		<u>Change</u>	<u>Change</u>	
	<u>2004</u>	<u>2003</u>		<u>Reported</u>	<u>Organic</u>
IAN	\$ 1,700.0	\$ 1,580.3	\$ 119.7	7.6%	3.2%
CMG	\$ 261.0	\$ 267.5	\$ (6.5)	-2.4%	-4.0%

Integrated Agency Networks: McCann, FCB, Lowe, Draft and our leading stand-alone agencies
 Constituent Management Group: Weber Shandwick, Future Brand, DeVries, Golin Harris, Jack Morton and Octagon Worldwide

(\$ in Millions)

**INTER
PUBLIC
GROUP**

Reconciliation Constant Currency Measures*

	Six Months		Year	
	2005	2004	2004	2003
Reported Salaries and Related	\$ 1,929.2	\$ 1,785.2	\$ 3,733.5	\$ 3,500.6
Effect of Currency Translation	-	22.3	-	129.4
Salaries and Related on a Constant Currency Basis	\$ 1,929.2	\$ 1,807.5	\$ 3,733.5	\$ 3,630.0
Reported Office & General Expenses	\$ 1,065.7	\$ 1,063.5	\$ 2,249.8	\$ 2,225.7
Effect of Currency Translation	-	14.9	-	102.9
Office & General Expenses on a Constant Currency Basis	\$ 1,065.7	\$ 1,078.4	\$ 2,249.8	\$ 2,328.6

Non-GAAP Financial Measure

*Constant Currency: the prior period results are adjusted to remove the impact of changes in foreign currency exchange rates during the current period that is being compared to the prior period. The impact of changes in foreign currency exchange rates on prior period results is removed by converting the prior period results into U.S. dollars at the average exchange rate for the current period. Management believes that discussing results on a constant currency basis allows for a more meaningful comparison of current-period results to such prior-period results.

Depreciation and Amortization



	2003				
	Q1 (restated)	Q2 (restated)	Q3 (restated)	Q4 (restated)	FY 2003 (restated)
Depreciation and amortization of fixed assets and intangible assets	\$ 50.9	\$ 49.3	\$ 56.8	\$ 59.5	\$ 216.5
Amortization of bond discounts and deferred financing costs	8.4	11.3	7.6	7.7	35.0
Amortization of restricted stock and other non-cash compensation	10.0	10.2	9.2	9.4	38.8
Total	\$ 69.3	\$ 70.8	\$ 73.6	\$ 76.6	\$ 290.3

	2004				
	Q1 (restated)	Q2 (restated)	Q3 (restated)	Q4	FY 2004
Depreciation and amortization of fixed assets and intangible assets	\$ 49.7	\$ 43.8	\$ 41.7	\$ 49.9	\$ 185.1
Amortization of bond discounts and deferred financing costs	6.0	5.7	4.6	6.6	22.9
Amortization of restricted stock and other non-cash compensation	7.4	9.4	10.5	4.1	31.4
Total	\$ 63.1	\$ 58.9	\$ 56.8	\$ 60.6	\$ 239.4

	2005			YTD 6/30
	Q1	Q2		
Depreciation and amortization of fixed assets and intangible assets	\$ 40.5	\$ 40.7		\$ 81.2
Amortization of bond discounts and deferred financing costs	2.1	2.9		5.0
Amortization of restricted stock and other non-cash compensation	11.8	6.0		17.8
Total	\$ 54.4	\$ 49.6		\$ 104.0

(\$ in Millions)

2002 Corporate Expenses

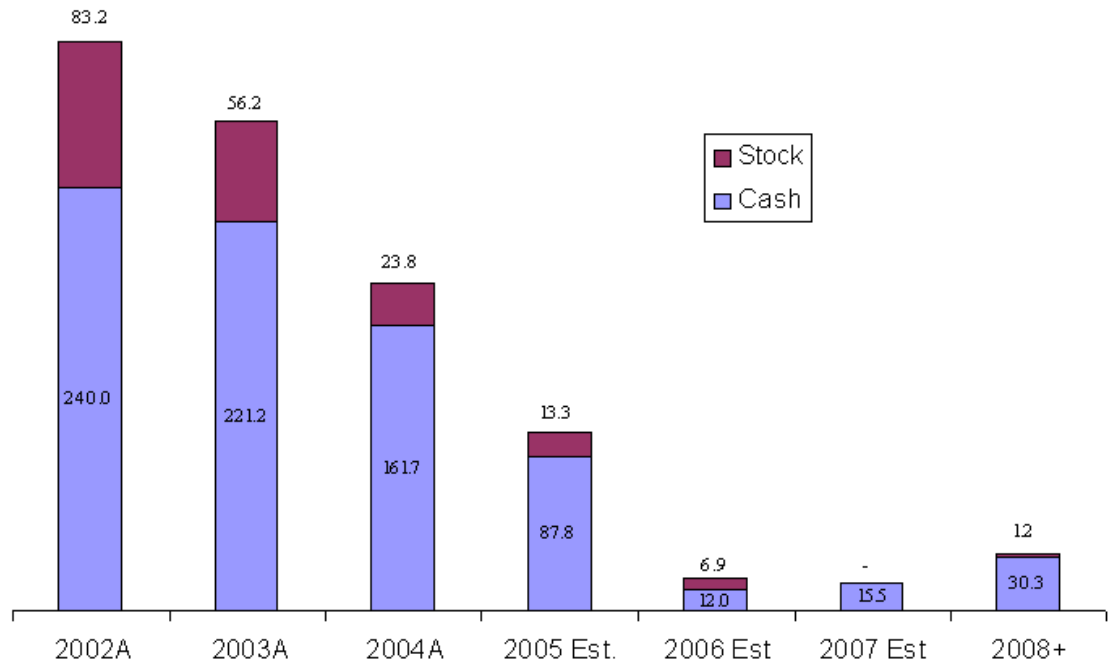
**INTER
PUBLIC
GROUP**

	2002 (Restated)
Salaries, benefits and related expenses	\$ 131.1
Professional fees	28.5
Rent and depreciation	26.5
Corporate Insurance	12.5
Bank fees	3.7
Other	17.7
Expenses allocated to segments	(117.7)
Total corporate and other	\$ 102.3

(\$ in Millions)

Acquisition Related Payment Obligations*

**INTER
PUBLIC
GROUP**



(\$ in Millions)

* Includes earnouts, purchases of additional interests, put options and other payments

Shares Outstanding

**INTER
PUBLIC
GROUP**

	2003						
	Q1	Q2	Q3	Q4	6 mos.	9 mos.	12 mos.
Average:							
Basic	381.8	384.3	385.8	390.3	383.1	384.0	385.5
Diluted	381.8	384.3	385.8	390.3	383.1	384.0	385.5

	2004						
	Q1	Q2	Q3	Q4	6 mos.	9 mos.	12 mos.
Average:							
Basic	413.3	414.6	415.4	417.8	413.9	414.4	415.3
Diluted	413.3	414.6	415.4	518.9	413.9	414.4	415.3

	2005		
	Q1	Q2	6 mos.
Average:			
Basic	423.8	424.8	424.3
Diluted	423.8	429.6	424.3

(Millions of shares)

Maximum Potential Dilution

2005 YTD	Shares (millions)
Stock Options and Restricted Stock	4.6
Convertible Notes	64.4
Convertible Preferred Stock	27.7
Total	96.7

**INTER
PUBLIC
GROUP**

Cautionary Statement

This investor presentation contains forward-looking statements. Our representatives may also make forward-looking statements orally from time to time. Statements in this release that are not historical facts, including statements about management's beliefs and expectations, constitute forward-looking statements. These statements are based on current plans, estimates and projections, and are subject to change based on a number of factors, including those outlined in our 2004 Annual Report on Form 10-K under Item 1, Business-Risk Factors. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Forward-looking statements involve inherent risks and uncertainties. A number of important factors could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following:

- risks arising from material weaknesses in our internal control over financial reporting, including material weaknesses in our control environment;
- potential adverse effects to our financial condition, results of operations or prospects as a result of any restatement of prior period financial statements;
- risks associated with our inability to satisfy covenants under our syndicated credit facilities;
- our ability to satisfy certain reporting covenants under our indentures;
- our ability to attract new clients and retain existing clients;
- our ability to retain and attract key employees;
- potential adverse effects if we are required to recognize additional impairment charges or other adverse accounting-related developments;
- potential adverse developments in connection with the ongoing SEC investigation;
- potential downgrades in the credit ratings of our securities;
- risks associated with the effects of global, national and regional economic and political conditions, including with respect to fluctuations in interest rates and currency exchange rates; and
- developments from changes in the regulatory and legal environment for advertising and marketing and communications services companies around the world.

Investors should carefully consider these factors and the additional risk factors outlined in more detail in our 2004 Annual Report on Form 10-K under Item 1, Business-Risk Factors.
