

Edgar Filing: INTERPUBLIC GROUP OF COMPANIES INC - Form 10-K/A

Group of Companies, Inc. ("Interpublic") on April 1, 2002 for the fiscal year ended December 31, 2001. This Form 10-K/A is being filed solely to set forth in a new Exhibit 13.1 certain information from Interpublic's Annual Report to Stockholders for the year ended December 31, 2001 that is required by Item 5 of Part II of Form 10-K. 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	<p>(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.</p> <p>(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.</p>
4	<p>Instruments Defining the Rights of Security Holders.</p> <p>(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.</p> <p>(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).</p> <p>(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).</p>

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- (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

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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 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

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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.*

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- (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

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- (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

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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

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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.

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(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

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for Five Years; Results by Quarter (Unaudited); and Stockholders Information.*

- 13.1 Transfer Agent & Registrar for Common Stock.
- 21 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 2, 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 2, 2002.

Name	Title
------	-------

<p>* ----- John J. Dooner, Jr.</p>	<p>Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)</p>
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INDEX TO DOCUMENTS

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 - (i) Supplemental Agreement made as of August 10, 1992 to an Executive Severance Agreement made as of August 10, 1987

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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.
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- (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

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- (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

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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

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- (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.

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- (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.

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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 Hypothekbank Aktiengesellschaft ("Frankfurter Hypothekbank"), Mortgage Agreement, dated January 22, 1993, between McCann-Erickson Deutschland and Frankfurter Hypothekbank, Mortgage Agreement, dated January 22, 1993, between McCann-Erickson Deutschland and Hypothekbank 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 Hypothekbank and Frankfurter Sparkasse in connection with the aforementioned Mortgage Agreements, Encumbrance, dated January 15, 1993, in favor of Frankfurter Hypothekbank, 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

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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.*

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.