



## II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III.4. below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

## III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Salvatore LaGreca, age 55, a resident of Port Washington, New York, served as McCann-Erickson Worldwide’s (“McCann”) Vice-Chairman, Finance and Operations and Chief Financial Officer from January 1996 to October 2002. LaGreca is a Certified Public Accountant licensed in the State of New York, although his license is currently inactive. LaGreca oversaw McCann’s accounting, financial reporting, strategic planning, mergers and acquisitions, and budgeting.

2. Interpublic Group of Companies, Inc. (“IPG”) is an advertising and media holding company that owns over 600 advertising agencies and other companies in approximately 130 countries. IPG is headquartered in New York, New York, and its stock is listed on the New York Stock Exchange.

3. McCann is a Delaware corporation that IPG wholly owns. (IPG owns 100% of McCann’s voting securities.) McCann maintains its headquarters in New York. McCann’s revenues during the relevant period constituted approximately one-third to over one-half of IPG’s revenues. McCann is organized into regional divisions: North America, EMEA, Asia Pacific and Latin America. In terms of number of operating agencies, which were generally all separately incorporated companies, EMEA was McCann’s largest region with 193 operating agencies in 40 countries.

4. On May 6, 2008, a final judgment was entered by consent against LaGreca, permanently enjoining him from future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and from aiding and abetting violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-1, 13a-11, and 13a-13 thereunder, in the civil action entitled Securities and Exchange Commission v. Salvatore LaGreca et. al, Civil Action Number 08-CV-4076 (GBD), in the United States District Court for the Southern District of New York. LaGreca was also ordered to pay \$36,000 in disgorgement of ill-gotten gains, \$10,947 in prejudgment interest, and a \$25,000 civil money penalty.

5. The Commission's complaint alleged, among other things, in the Fall of 2002, IPG restated its financial results in the amount of \$181 million for the period 1997 to 2002. The largest component of this restatement, approximately \$101 million, was due to the failure of McCann and its officers and employees, including LaGreca, to eliminate properly imbalances in McCann's intercompany accounts. LaGreca oversaw the financial reporting and consolidation process at McCann, and he knew IPG consolidated McCann's financial results into its own financial results. For six years, LaGreca failed to ensure McCann's financial staff fully reconciled intercompany accounts, and then eliminated intercompany charges. McCann financial management failed to take these actions at least in part so that McCann would hit internal annual profit projections. Among other things, LaGreca ignored the red flags that McCann's misstated intercompany accounts would have a material impact on IPG's financial results.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent LaGreca's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. LaGreca is suspended from appearing or practicing before the Commission as an accountant.

B. After five (5) years from the date of this order, Respondent may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Respondent's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or

2. an independent accountant. Such an application must satisfy the Commission that:

(a) Respondent, or the public accounting firm with which he is associated, is registered with the Public Company Accounting Oversight Board ("Board") in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;

(b) Respondent, or the registered public accounting firm with which he is associated, has been inspected by the Board and that inspection did not identify any criticisms of or potential defects in the respondent's or the firm's quality control system that would indicate that the respondent will not receive appropriate supervision;

(c) Respondent has resolved all disciplinary issues with the Board, and has complied with all terms and conditions of any sanctions imposed by the Board (other than reinstatement by the Commission); and

(d) Respondent acknowledges his responsibility, as long as Respondent appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the Board, including, but not limited to, all requirements relating to registration, inspections, concurring partner reviews and quality control standards.

C. The Commission will consider an application by Respondent to resume appearing or practicing before the Commission provided that his state CPA license is current and he has resolved all other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Respondent's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

By the Commission.

Florence E. Harmon  
Acting Secretary