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VIA TELECOPY and
VIA FEDERAL EXPRESS

William H. Hawkins II
General Counsel and Secretary

August 13, 2002

RECEIVED
OFFICE OF THE SECRETARY
AUG 13 2002

Mr. Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0609

Re: Commission Order No. 4-460 CEO/CFO Statements
Convergys Corporation
File No. 1-4379

Gentlemen:

Enclosed please find the Statement Under Oath of Principal Executive Officer and Principal Financial Officer Regarding Facts and Circumstances Relating to Exchange Act Filings for Convergys Corporation's Chief Executive Officer, James F. Orr, and for its Chief Financial Officer, Steven G. Rolls, required to be delivered pursuant to Commission Order No. 4-460.

Very truly yours,

CONVERGYS CORPORATION

By: 
William H. Hawkins II, General Counsel
and Secretary

OMB Number: 3235-0569

Expires: January 31, 2003

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, James F. Orr, principal executive officer, state and attest that:

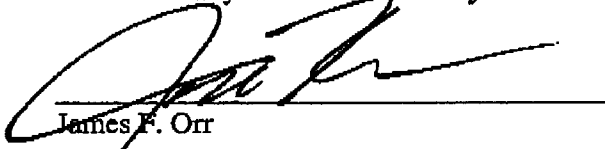
(1) To the best of my knowledge, based upon a review of the covered reports of Convergys Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- The Annual Report on Form 10-K for the year ended December 31, 2001 filed with the Commission of Convergys Corporation;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Convergys Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.



 James F. Orr

August 13, 2002

Subscribed and sworn to before me this 13th day of August, 2002.

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OFFICE OF THE SECRETARY



 Notary Public

AUG 13 2002

My Commission Expires:
 WILLIAM H. HAWKINS, Attorney at Law
 NOTARY PUBLIC - STATE OF OHIO
 My Commission has no expiration
 Date Section 147.02 O.R.C.

