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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, Steven G. Rolls, principal financial 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.

Steven G. Rolls  
Steven G. Rolls

August 13, 2002

Subscribed and sworn to before me this 13<sup>th</sup> day of August, 2002.

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OFFICE OF THE SECRETARY

AUG 13 2002

William H. Hawkins  
Notary Public

My Commission Expires:

WILLIAM H. HAWKINS, Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
~~My Commission has no expiration~~  
date. Section 147.03 O.R.C.