

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
---	---	---

Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>CONVERGYS CORPORATION PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>01/01/1999</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>CONVERGYS CORPORATION</u> <u>201 EAST FORTH STREET</u> <u>CINCINNATI, OH 45202</u>	2b Employer Identification Number (EIN) <u>31-1598292</u> 2c Sponsor's telephone number <u>513-723-7000</u> 2d Business code (see instructions) <u>551112</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/15/2010</u>	<u>JEFF CELESTIN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CONVERGYS CORPORATION 201 EAST FORTH STREET CINCINNATI, OH 45202	3b Administrator's EIN 31-1598292
	3c Administrator's telephone number 513-723-7000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a
b Retired or separated participants receiving benefits.....	6b
c Other retired or separated participants entitled to future benefits.....	6c
d Subtotal. Add lines 6a , 6b , and 6c	6d
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e
f Total. Add lines 6d and 6e	6f
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1A 1C 1G	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
--	---	--

For calendar plan year 2010 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan CONVERGYS CORPORATION PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF CONVERGYS CORPORATION	D Employer Identification Number (EIN) 31-1598292
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☐ More than 500

Part I	Basic Information
1	Enter the valuation date: Month _____ Day _____ Year _____
2	Assets:
a	Market value 2a
b	Actuarial value 2b
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a
b	For terminated vested participants 3b
c	For active participants:
(1)	Non-vested benefits 3c(1)
(2)	Vested benefits 3c(2)
(3)	Total active 3c(3) 0
d	Total 3d 0
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 %
6	Target normal cost 6

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	
Signature of actuary	Date
Type or print name of actuary	Most recent enrollment number
Firm name	Telephone number (including area code)
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II	Beginning of year carryover and prefunding balances	
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)		
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)		
9 Amount remaining (Item 7 minus item 8).....	0	0
10 Interest on item 9 using prior year's actual return of _____%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		
b Interest on (a) using prior year's effective rate of _____%		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance.....		
12 Reduction in balances due to elections or deemed elections.....		
13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	0

Part III	Funding percentages	
14 Funding target attainment percentage.....	14	%
15 Adjusted funding target attainment percentage.....	15	%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV	Contributions and liquidity shortfalls				
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c)
				0	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No	
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of Quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b
22 Weighted average retirement age				22
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☐ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment		
b Waiver amortization installment		
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	0
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement		Total balance
		0
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	
38 Interest-adjusted excess contributions for current year (see instructions).....	38	
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan CONVERGYS CORPORATION PENSION PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CONVERGYS CORPORATION	D Employer Identification Number (EIN) 31-1598292	

Part I	Service Provider Information (see instructions)
---------------	--

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FRANK RUSSELL TRUST CO.

04-3581074

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26	TRUSTEE	607579	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

CONVERGYS CORPORATION

31-1598292

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
24	RECORDKEEPING	151800	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

AON CONSULTING

36-3051915

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	ACTUARIAL	74281	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN;
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan CONVERGYS CORPORATION PENSION PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 CONVERGYS CORPORATION	D Employer Identification Number (EIN) 31-1598292	

Part I	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	4437014	7264154
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	0	25502179
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	109627566	125854796
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	2649907	3555047
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	116714487	162176176

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	116714487	162176176
---	-----------	-----------	-----------

Part II **Income and Expense Statement**

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a** **Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	4066610	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4066610

b **Earnings on investments:**(1) **Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		4066610

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13882645	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		13882645
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	226081	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	607579	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		833660
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		14716305

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-10649695
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ERST & YOUNG

(2) EIN: 34-6565596

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☐ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
For calendar plan year 2010 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan CONVERGYS CORPORATION PENSION PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 CONVERGYS CORPORATION		D Employer Identification Number (EIN) 31-1598292
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3 1500
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☒ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☒ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... ☐ Increase ☒ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2010 v.092308.1		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES

Convergys Corporation Pension Plan
December 31, 2009 and 2008, and For the Years Ended
December 31, 2009 and 2008
With Report of Independent Auditors

Ernst & Young LLP

Convergys Corporation Pension Plan
Financial Statements and Supplemental Schedules
December 31, 2009 and 2008, and
For the Years Ended December 31, 2009 and 2008

Contents

Report of Independent Auditors.....	1
Financial Statements	
Statements of Net Assets Available for Benefits.....	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements.....	4
Supplemental Schedules	
Schedule H, Line 4k – Schedule of Assets (Held At End of Year)	16
Schedule H, Line 4j – Schedule of Reportable Transactions.....	17

Report of Independent Auditors

We were engaged to audit the accompanying statements of net assets available for benefits of Convergys Corporation Pension Plan as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedules of assets (held at end of year) as of December 31, 2009, and reportable transactions for the year then ended. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Russell Investments, the trustee of the Plan, except for comparing such information with the related information included in the 2009 financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the Plan's financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Ernst & Young LLP

October 14, 2010
Cincinnati, Ohio

Convergys Corporation Pension Plan

Statements of Net Assets Available for Benefits

	December 31	
	2009	2008
Assets		
Investments, at fair value:		
Common/Collective trusts	\$ 122,570,339	\$ 105,541,458
Convergys Corporation common shares	3,555,047	2,649,907
Limited partnership	3,284,457	4,086,108
Total investments	<u>129,409,843</u>	<u>112,277,473</u>
Receivables:		
Receivable for investments sold	286,489	—
Employer contribution	4,066,610	4,437,014
Total receivables	<u>4,353,099</u>	<u>4,437,014</u>
Total Assets Available for Benefits	<u><u>\$ 133,762,942</u></u>	<u><u>\$ 116,714,487</u></u>

See accompanying notes

Convergys Corporation Pension Plan

Statements of Changes in Net Assets Available for Benefits

	Years Ended December 31	
	2009	2008
Additions:		
Employer contributions	\$ 7,264,154	\$ 4,437,014
Net appreciation in fair value of investments	25,502,179	—
Total additions	32,766,333	4,437,014
Deductions:		
Pension and death benefits	13,882,645	29,771,897
Net depreciation in fair value of investments	—	54,465,348
Administrative and other expenses	1,835,233	1,864,113
Total deductions	15,717,878	31,636,010
Net increase (decrease)	17,048,455	(81,664,344)
Net assets available for benefits at beginning of year	116,714,487	198,378,831
Net assets available for benefits at end of year	\$ 133,762,942	\$ 116,714,487

See accompanying notes

Convergys Corporation Pension Plan

Notes to Financial Statements

December 31, 2009

1. Description of Plan

The following description of the Convergys Corporation Pension Plan (the “Plan”) provides general information about the Plan’s provisions. Convergys Corporation (the “Company”) is the plan sponsor. Participants should refer to the plan document and summary plan description for a more complete description of the Plan’s provisions, copies of which may be obtained from the plan sponsor.

General

The Plan is a non-contributory defined benefit pension plan maintained for eligible employees the Company and its participating subsidiaries who have attained age 21 and completed one year of service. The Plan is a cash balance pension plan. Subject to satisfaction of the Plan’s vesting requirements, benefits are payable when a participant retires, dies or separates from service.

Under the Plan’s cash balance formula, a participant’s initial cash balance was equal to the participant’s cash balance under the Cincinnati Bell Inc. pension plans as of December 31, 1998. Each year, a participant’s cash balance is credited with a pension credit (based upon the participant’s covered compensation for the year and attained age at the end of the year) and an interest credit. The interest credit for active participants for 2009 and 2008 was calculated at an annualized rate of 4.00%. When a participant retires, dies or separates from service, the cash balance is paid in the form of an annuity or lump sum; however, if a participant has less than three years of service when the participant’s employment terminates, the entire benefit is forfeited.

The Convergys Corporation Pension Plan Committee is responsible for the general administration of the Plan. Russell Investments is the trustee of the Plan.

2. Summary of Significant Accounting Policies

Plan Freeze

During the first quarter of 2008, the Company amended its cash balance plan to cease future benefit accruals and to close participation effective March 31, 2008. After March 31, 2008, participants will not earn future accruals or credits to their cash balance account with respect to compensation earned after March 31, 2008, but will continue to be credited with interest to their cash balance account after March 31, 2008.

Convergys Corporation Pension Plan

Notes to Financial Statements

2. Summary of Significant Accounting Policies (continued)

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Payment of Benefits

Benefit payments are recorded upon distribution.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). See Note 4 for further discussion and disclosures related to fair value measurements.

Purchases and sales of securities are reflected as of the trade date. Realized gains and losses on sales of securities are determined on the basis of average cost.

Income from investments, if any, is recorded as earned on an accrual basis.

The Plan presents in the statement of changes in net assets the net appreciation (depreciation) of investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments. It also represents automatically reinvested dividends and interest from existing funds.

New Accounting Pronouncements

In April 2009, the Financial Accounting Standards Board (FASB) issued FASB Staff Position 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP 157-4). FSP 157-4 amended the guidance codified in Accounting Standards Codification (ASC) 820 to provide additional guidance on estimating fair value when the volume and level of activity for an asset or liability have significantly decreased in relation to its normal market activity. FSP 157-4 also provided additional guidance on circumstances that may indicate that a transaction is not

Convergys Corporation Pension Plan

Notes to Financial Statements

2. Summary of Significant Accounting Policies (continued)

orderly and on defining major categories of debt and equity securities to comply with the disclosure requirements of ASC 820. The Plan adopted the guidance in FSP 157-4 for the reporting period ended December 31, 2009. Adoption of FSP 157-4 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In May 2009, the FASB issued FASB Statement No. 165, *Subsequent Events*, which was codified into ASC 855, *Subsequent Events*, to provide general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. ASC 855 was amended in February 2010. The Plan has adopted ASC 855, as amended.

In September 2009, the FASB issued Accounting Standards Update 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* (ASU 2009-12). ASU 2009-12 amended ASC 820 to allow entities to use net asset value (NAV) per share (or its equivalent), as a practical expedient, to measure fair value when the investment does not have a readily determinable fair value and the net asset value is calculated in a manner consistent with investment company accounting. The Plan adopted the guidance in ASU 2009-12 for the reporting period ended December 31, 2009 and has utilized the practical expedient to measure the fair value of investments within the scope of this guidance based on the investment's NAV. In addition, as a result of adopting ASU 2009-12, the Plan has provided additional disclosures regarding the nature and risks of investments within the scope of this guidance. Refer to Note 4 for these disclosures. Adoption of ASU 2009-12 did not have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Improving Disclosures about Fair Value Measurements*, (ASU 2010-06). ASU 2010-06 amended certain of the disclosures required under ASC 820. The guidance in ASU 2010-06 clarified that disclosures should be presented separately for each "class" of assets and liabilities measured at fair value and provided guidance on how to determine the appropriate classes of assets and liabilities to be presented. ASU 2010-06 also clarified the requirement for entities to disclose information about both the valuation techniques and inputs used in estimating Level 2 and Level 3 fair value measurements. In addition, ASU 2010-06 introduced new requirements to disclose the amounts (on a gross basis) and reasons for any significant transfers between Levels 1, 2 and 3 of the fair value hierarchy and present information regarding the purchases, sales, issuances and settlements

Convergys Corporation Pension Plan

Notes to Financial Statements

2. Summary of Significant Accounting Policies (continued)

of Level 3 assets and liabilities on a gross basis. With the exception of the requirement to present changes in Level 3 measurements on a gross basis, which is delayed until 2011, the guidance in ASU 2010-06 becomes effective for reporting periods beginning after December 15, 2009. Plan management is currently evaluating the effect that the provisions of ASU 2010-06 will have on the Plan's financial statements.

Actuarial Method and Contributions

Contributions by the Company to the Plan are irrevocable. The policy of the Company is to make contributions that are equal to the current period cost of the Plan determined on a going concern basis by an actuarial cost method known as the Aggregate Cost Method. The basic rationale of this method is to contribute a level percentage of basic payroll for current active employees during their remaining working lives such that future contributions, plus the present trust funds, plus the future investment earnings, are predicted to be just sufficient to pay all future benefits expected to become payable from the funds to current employees and pensioners and their future beneficiaries, persons separated with deferred vested pensions, and annuitants. This method is an acceptable actuarial cost method under the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan is subject to ERISA and its minimum funding requirements have been met. The Company contributed \$7,264,154 and \$4,437,014 to the Plan in 2009 and 2008, respectively, which were at or above minimum funding requirements. At the end of 2009, the Plan had a contribution receivable of \$4,066,610. Trustee and investment management fees and administrative expenses are paid directly from the Plan's trust.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 7) represent the actuarial present value of estimated future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries.

Convergys Corporation Pension Plan

Notes to Financial Statements

2. Summary of Significant Accounting Policies (continued)

The Plan is a cash balance pension plan. Accordingly, a participant's pension amount is determined by adding a pension and interest credit to the participant's cash balance each year (based on the participant's covered compensation for the year and attained age at the end of the year). For employees who had been participants in a Cincinnati Bell Inc. pension plan prior to January 1, 1999, the initial cash balance was determined based on the amount of their cash balance under the Cincinnati Bell Inc. pension plans as of December 31, 1998.

The accumulated plan benefits for active employees are based on census data as of January 1 of the applicable year. Benefits payable under retirement, death, disability or withdrawal are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The assumptions used to determine the actuarial present values of accumulated plan benefits as of January 1, 2009 and 2008, include rates of separation, retirement, disability, and mortality.

Subsequent Events

Management evaluated subsequent events for the Plan through October 14, 2010, the date of the financial statements were available to be issued.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make significant estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. Investments

All investment information for the Plan disclosed in the accompanying financial statements and supplemental schedules, including investments held at December 31, 2009 and 2008, and net appreciation (depreciation) in the fair value of investments, interest and dividends for the years ended December 31, 2009 and 2008 was obtained or derived from information provided to the plan administrator and certified as complete and accurate by the Plan's trustee in the respective years.

Convergys Corporation Pension Plan

Notes to Financial Statements

3. Investments (continued)

The fair values of individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31 are as follows:

	<u>2009</u>	<u>2008</u>
Common/collective trusts:		
Russell Fixed Income I Fund	\$ 39,625,119	\$ 32,264,789
Russell Large Cap Str. Equity Fund	25,002,778	22,295,537
Russell equity I Fund	24,844,952	22,039,098
Russell International Fund	23,685,489	19,744,158
Russell Equity II Fund	9,411,956	9,197,876

During 2009 and 2008, the Plan's investments (including investments bought, sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

	<u>2009</u>	<u>2008</u>
Common/Collective Trusts	\$ 22,884,001	\$ 49,855,840
Convergys Corporation common stock	2,714,202	(4,154,690)
Limited Partnership	(96,024)	(454,818)
Total	<u>\$ 25,502,179</u>	<u>\$(54,465,348)</u>

4. Fair Value Measurements

Fair value is defined under ASC 820 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (i.e., an exit price). To measure fair value, a hierarchy has been established that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs. As such, the hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy in ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Convergys Corporation Pension Plan

Notes to Financial Statements

4. Fair Value Measurements (continued)

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the asset or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The level in the fair value hierarchy within which the fair value measurement is classified is determined based the lowest level input that is significant to the fair value measure in its entirety.

Following is a description of the valuation methodologies used for major categories of assets and liabilities measured at fair value.

There have been no changes in methodologies used at December 31, 2009.

- *Common/Collective trust*: The fair value of the investments in the common/collective trust is determined by the fund trustee based on the fair value of the underlying securities within the fund, which represent the net asset value of the shares held by the Plan at year end.
- *Common Stocks*: The fair values of these securities are based on observable market quotations for identical assets and are valued at the closing price reported on the active market on which the individual securities are traded.

Convergys Corporation Pension Plan

Notes to Financial Statements

4. Fair Value Measurements (continued)

- Limited Partnership:** The limited partnership primarily invests in domestic early stage capital funds. The fair value of this investment has been estimated using the net asset value per share of the fund as of December 31, 2009 and 2008. Accordingly, the investment is classified in Level 3 of the fair value hierarchy. The Plan has no future funding commitments associated with this investment. The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuations methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value on a recurring basis as of December 31:

Investments	2009			
	Total	Level 1	Level 2	Level 3
Common/Collective Trusts:				
Russell Equity I Fund	\$ 24,844,952	\$ —	\$ 24,844,952	\$ —
Russell International Fund	23,685,489		23,685,489	
Russell Equity II Fund	9,411,956		9,411,956	
Russell Fixed Income Fund	39,625,119		39,625,119	
Russell LG CAP STR Equity Fund	25,002,778		25,002,778	
Russell STIF	45		45	
Plan Sponsor Stock	3,555,047	3,555,047	—	—
Limited Partnership	3,284,457	—	—	3,284,457
Total Investments	\$ 129,409,843	\$ 3,555,047	\$ 122,570,339	\$ 3,284,457

Investments	2008			
	Total	Level 1	Level 2	Level 3
Common/Collective Trusts:				
Russell Equity I Fund	\$ 22,039,098	\$ —	\$ 22,039,098	\$ —
Russell International Fund	19,744,159		19,744,159	
Russell Equity II Fund	9,197,876		9,197,876	
Russell Fixed Income Fund	32,264,758		32,264,758	
Russell LG CAP STR Equity Fund	22,295,567		22,295,567	
Plan Sponsor Stock	2,649,907	2,649,907	—	—
Limited Partnership	4,086,108	—	—	4,086,108
Total Investments	\$ 112,277,473	\$ 2,649,907	\$ 105,541,458	\$ 4,086,108

Convergys Corporation Pension Plan

Notes to Financial Statements

4. Fair Value Measurements (continued)

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets

	Year Ended December 31	
	2009	2008
Balance, beginning of year	\$ 4,086,108	\$ 3,679,201
Realized losses	—	(11,241)
Unrealized losses relating to instruments still held at the reporting date	(96,025)	(454,818)
Purchases, sales, issuances and settlements (net)	(705,626)	872,966
Transfers in and/or out of Level 3	—	—
Balance, end of year	<u>\$ 3,284,457</u>	<u>\$ 4,086,108</u>

5. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated May 5, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

6. Termination Priorities

If the Plan were terminated, all participants' accrued benefits would become fully vested and non-forfeitable and would be distributed to them. In the event of termination, assets will be allocated and applied in the following order: (1) to provide certain minimum benefits to each active participant, retired participant and beneficiary; (2) to assure continuation of benefits payable to retired participants and beneficiaries of deceased participants; (3) to provide retirement benefits for active participants who reached their normal retirement date on or before the termination date; (4) to provide retirement benefits for active participants who have been credited with 10 years of vesting service and who have attained age 55 on or before the date of termination and (5) to provide for the satisfaction of all other liabilities under the Plan. Any assets remaining after satisfaction of all liabilities shall be paid to the Company.

Convergys Corporation Pension Plan

Notes to Financial Statements

7. Actuarial Present Value of Accumulated Plan Benefits

The Plan's actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The actuarial present value of accumulated plan benefits as of the beginning of the year is as follows:

	December 31 2008
Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$ 17,746,370
Other participants	147,531,366
	165,277,736
Non-vested benefits	957,754
Total	<u>\$ 166,235,490</u>

The change in actuarial present value of accumulated plan benefits are as follows:

	December 31 2008
Actuarial present value of accumulated plan benefits at beginning of year	\$ 173,387,779
Increase (decrease) during the year attributed to:	
Plan amendment	—
Change in actuarial assumptions	—
Benefits accumulated	9,146,952
Interest	13,472,656
Benefits paid	(29,771,897)
Net (decrease) increase	(7,152,289)
Actuarial present value of accumulated plan benefits at end of year	<u>\$ 166,235,490</u>

Convergys Corporation Pension Plan

Notes to Financial Statements

7. Actuarial Present Value of Accumulated Plan Benefits (continued)

Significant assumptions underlying the actuarial computations are:

Assumed rate of return on investments	8.00% (8.50% in 2008)
Discount Rate	6.25% (6.25% in 2008)

Retirement	Age	Rate
	Under 55	2%
	55-69	6%
	60	10%
	61	12%
	62-64	21%
	65	33%
	66-69	24%
	70	100%

Mortality basis	RP-2000 Mortality Table
-----------------	-------------------------

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

8. Risks and Uncertainties

The Plan invest in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that those changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

Convergys Corporation Pension Plan

Notes to Financial Statements

9. Related Party Transactions

Certain of the Plan's assets are invested in funds managed by the trustee of the Plan. These transactions qualify as party-in-interest transactions; however they are exempt from the prohibited transaction rules under ERISA.

Supplemental Schedules

Convergys Corporation Pension Plan

Schedule H, Line 4k – Schedule of Assets (Held At End of Year)

EIN: 31-1598292 Plan: 001

Identity of Party Involved and Description of Asset	Number of Shares	Cost	Current Value
Common/Collective Trusts:			
* Russell Fixed Income I Fund	1,267,598	\$ 33,670,436	\$ 39,625,119
* Russell Lg. Cap. Str. Equity Fund	2,717,693	25,810,470	25,002,778
* Russell Equity I Fund	612,850	24,537,845	24,844,952
* Russell International Fund	571,699	21,168,437	23,685,489
* Russell Equity II Fund	185,713	9,039,769	9,411,956
* Russell STIF	45	45	45
Tri-State Growth Capital Fund I L.P.	3,455,185	3,455,185	3,284,457
		117,682,187	125,854,796
Common shares:			
* Convergys Corporation Common Shares	330,702	7,234,106	3,555,047
Total Investments		\$ 124,916,293	\$ 129,409,843

* Party-in-interest

Convergys Corporation Pension Plan

Schedule H, Line 4j – Schedule of Reportable Transactions

EIN: 31-1598292 Plan: 001

December 31, 2009

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
<i>Category (iii)—Series of Transactions in Excess of 5 Percent of Plan Assets</i>						
Russell STIF	Interest Bearing Cash	\$ 5,502,906	\$ 5,502,862	\$ 5,502,862	\$ 11,005,768	\$ —
Russell Fixed Income I Fund	Common/Collective Trusts	10,349,113	8,133,135	7,683,672	18,482,248	449,463
Russell International Fund	Common/Collective Trusts	2,432,252	4,561,990	5,337,189	6,994,242	(775,200)
		<u>\$18,284,271</u>	<u>\$18,197,987</u>	<u>\$18,523,723</u>	<u>\$36,482,258</u>	<u>\$ (325,737)</u>

There were no category (i), (ii) or (iv) transactions during 2009.

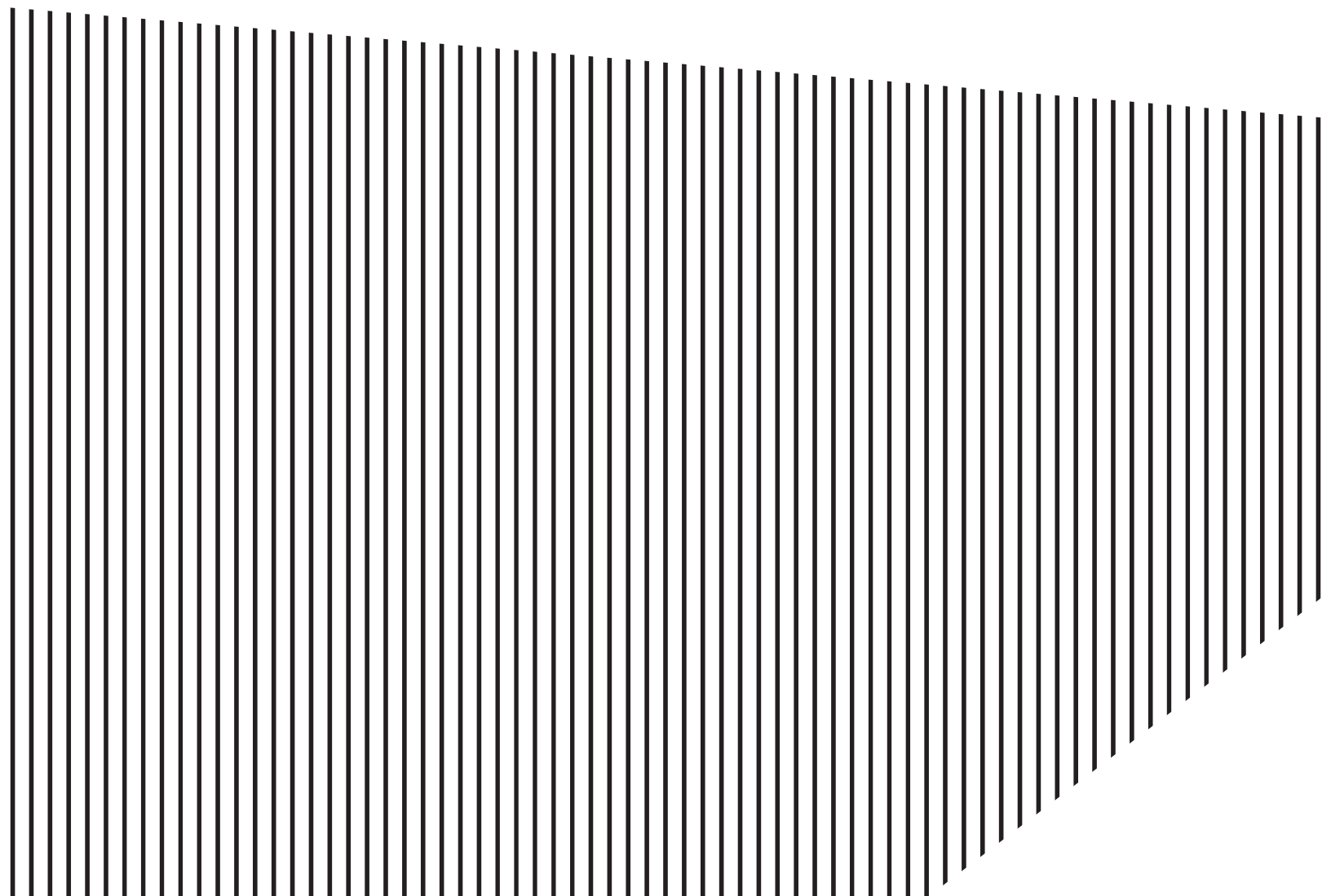
Ernst & Young LLP

Assurance | Tax | Transactions | Advisory

About Ernst & Young

Ernst & Young is a global leader in assurance, tax, transaction and advisory services. Worldwide, our 144,000 people are united by our shared values and an unwavering commitment to quality. We make a difference by helping our people, our clients and our wider communities achieve their potential.

www.ey.com



**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No 1210-0110

2009**This Form is Open to Public
Inspection**For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A** Name of plan

CONVERGYS CORPORATION PENSION PLAN

B Three-digit
plan number (PN) ▶

001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

CONVERGYS CORPORATION

D Employer Identification Number (EIN)

31-1598292

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple B**F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2009**2** Assets:

	2a	2b
a Market value	116,540,864	
b Actuarial value		128,194,950

3 Funding target/participant count breakdown

	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 302	22,051,833
b For terminated vested participants	3b 2,088	20,159,150
c For active participants:		
(1) Non-vested benefits	3c(1)	2,635,218
(2) Vested benefits	3c(2)	124,251,084
(3) Total active	3c(3) 13,200	126,886,302
d Total	3d 15,590	169,097,285

4 If the plan is at-risk, check the box and complete items (a) and (b) ☐

	4a	4b
a Funding target disregarding prescribed at-risk assumptions		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor		

5 Effective interest rate **5** 8.18 %**6** Target normal cost **6** 1,200,000**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Signature of actuary

JAMES M. SMITZRECKI

Type or print name of actuary

AON CONSULTING

Firm name

400 ATRIUM DRIVE
5TH FLOOR SOUTH
SOMERSET

Address of the firm

NJ 08873-4162

9-29-2010

Date

08-05064

Most recent enrollment number

(732) 302-2628

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	0	0
10 Interest on item 9 using prior year's actual return of (30.30)%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of 6.10 %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

Part III Funding percentages

14 Funding target attainment percentage	14	75.81 %
15 Adjusted funding target attainment percentage	15	75.81 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	92.95 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2009	1,065,848				
07/15/2009	1,065,848				
10/15/2009	1,065,848				
01/15/2010	1,065,848				
09/15/2010	3,000,762				
Totals ▶			18(b)	7,264,154	18(c) 0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	6,677,664

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

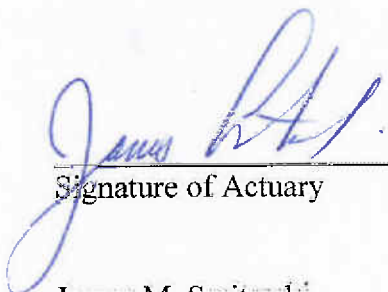
Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	1,200,000
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	30,756,498	5,477,664
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	6,677,664
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35)	36	6,677,664
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	6,677,664
38 Interest-adjusted excess contributions for current year (see instructions)	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

SCHEDULE SB - STATEMENT BY ENROLLED ACTUARY

In making this certification, I have relied, as permitted under Sec. 103(a) (4) (D) of ERISA, on the correctness of the asset values and contribution information supplied by the plan administrator, on which the qualified public accountant engaged by the Plan has expressed an opinion. I have also relied on the correctness of the participant data supplied by the plan administrator. These items would customarily not be verified by the actuary. I have reviewed, and applied certain reasonableness and consistency checks to, the information furnished and I have no reason to doubt its substantial accuracy.



Signature of Actuary

James M. Smitreski

Name of Actuary

Aon Consulting
400 Atrium Drive
5th Floor South
Somerset, NJ 08873

Address

9-29-2010

Date

08-5064

Enrollment Number

(732)-302-2628

Telephone Number

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

General Information

Original Effective Date:	January 1, 1999
Effective Date of Last Amendment:	April 1, 2008
Plan Year:	January 1st to December 31st
Employer Fiscal Year	January 1st to December 31st

Eligibility

All employees who have reached age 21 with one year of service participate in the Plan. Effective April 1, 2008, any employee who has not reached age 21 with one year of service as of March 31, 2008 shall not be eligible to participate in the plan.

Cash Balance Accounts

Initial Balance: Transferred from the CBMPP or CBPP as of December 31, 1998.

Interest Credits: Interest credits are added to all accounts annually. The interest crediting rates for active employees for 2008 and thereafter is 4.00%.

Pension Credits: Each year, pension credits will be added to the accounts of all active participants based on age, compensation and the Social Security Wage Base. Starting in 2007, the schedule of credits was reduced and is as follows:

Age*	Pension Credit for All Pay	Additional Credit for Pay in Excess of the Social Security Wage Base**
under 30	2.00%	1.000%
30 to 34	2.25%	1.125%
35 to 39	2.50%	1.250%
40 to 44	3.25%	1.625%
45 to 49	4.00%	2.000%
50 to 54	5.00%	2.500%
55 and Over	6.00%	3.000%

After March 31, 2008, there are no more pension credits.

* Age is determined as of December 31 of each calendar year

** The Social Security Wage Base for 2009 is \$106,800

Compensation for Pension Credit: For all participants, pension credits are based on compensation including bonuses.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

Transition Benefits

Eligibility: Participants who were IMG employees as of 12/31/93 and either completed 20 years of service as of 12/31/93 or whose sum of attained age and years of service as of 12/31/93 equals at least 65 are eligible for transition benefits.

Benefit: The transition benefit is determined by multiplying the average annual base salary for the five-year period ending on the date of termination or retirement by the total number of years of service at that date and 1.6%. No future accruals will be granted under this formula beyond 1998. Bonuses are not included as pensionable compensation for this purpose.

There is also a frozen minimum accrued benefit as of March 31, 1995 under this transition benefit formula that added five years to the total number of years of service as of March 31, 1995 and five years to the actual attained age as of March 31, 1995 provided the employee would have been eligible to retire with such additions, was an active vested participant in the Plan as of April 1, 1995 and was a first, second or District level manager (or the equivalent).

Normal Retirement

Eligibility: A participant's normal retirement age is age 65, or the fifth anniversary for a participant who enters the Plan after age 60.

Benefit: The monthly retirement benefit payable to a participant at any retirement date is equal to the actuarial equivalent of his cash balance account as of such date or the transition annuity benefit, if greater.

Forms of Benefit: The normal form of benefit for non-married participants is a level life annuity. For married participants, the normal form of benefit is a qualified 50% joint and survivor annuity. In either case, the normal form of benefit is the actuarial equivalent of the participant's account balance or the transition annuity benefit, if greater. As an optional form of benefit, participants can receive their benefit as a lump sum distribution on an actuarial equivalent basis.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

Disability & Service Pensions

Eligibility: Disability pensions are provided to employees who were active on December 31, 1993 and subsequently become disabled with at least 15 years of service. Service pensions are provided to a retired employee when the following conditions are met:

<u>Age</u>		<u>Minimum Years of Service</u>
60	and	10
55	and	20 (transition employees only)
50	and	25 (transition employees only)
Any Age	and	30

Benefit: The monthly retirement benefit payable to a participant at any retirement date is equal to the actuarial equivalent of his cash balance account as of such date or the transition annuity benefit (reduced for early retirement), if greater.

For transition benefit purposes, the benefit is reduced by 0.5% for each calendar month by which the employee's age at retirement is less than 55 years unless the employee has 30 or more years of service or is granted a disability pension. If the employee has 30 or more years of service, the pension amount is reduced by .25% for each calendar month by which the employee's age at retirement is less than 55. There is no reduction for employees on a disability pension. The early retirement reductions which apply to the frozen minimum accrued benefit as of March 31, 1995 are based on the greater of age and service at retirement, or age plus five as of March 31, 1995 and service plus five as of March 31, 1995.

Vesting

Eligibility: 5 years of service and not eligible for a service or disability pension.

Benefit: Upon termination of employment, a vested participant may elect to receive an immediate benefit which is the actuarial equivalent of his cash balance account (adjusted for applicable transition benefits). If immediate distribution is not requested, the participant may elect to defer receipt of his benefit and receive interest credits on the cash balance account at a rate of 3.5% (4% if survivor coverage is waived).

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

Death Benefits

Eligibility: 5 years of service

Benefit: The greater of (1) or (2), plus (3)

The actuarial equivalent of the participant's cash balance account as of the date of death.

The transition benefit for a surviving spouse of an active employee who dies with at least five years but less than fifteen years of service is equal to 44% of the transition benefit amount accrued to the date of death with payments to the surviving spouse beginning at the time the deceased employee would have attained age 65. For a surviving spouse of an active employee who dies with at least fifteen years of service, the transition benefit is equal to 45% of the pension amount accrued to the date of death with payments commencing immediately without an early retirement discount

In addition, all IMG and Corporate service and disability retirements before December 31, 2000 that were hired before January 1, 1991 are entitled to a special postretirement death benefit. The benefit is payable to certain mandatory beneficiaries and is equal to one year's pay in effect at the earlier of December 31, 1993 or retirement. Effective December 31, 2000, the preretirement and postretirement one-times pay death benefit for eligible active employees as of December 31, 2000 was transferred to the Group Life Plan.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Cost Method

Funding: PPA Method

Accrued benefits payable in the event of death, termination, disability, or retirement were determined for all active participants. The target normal cost is equal to the actuarial present value of the benefits accrued in the current year and the target liability is equal to the actuarial present value of the benefits accrued in years prior to the current year.

The target liability for inactive participants under this cost method is determined as the actuarial present value of the benefits expected to be paid. These participants include retired participants and their beneficiaries currently receiving benefits and terminated vested participants not yet receiving benefits. No target normal costs are now payable with respect to these participants.

Asset Method

Funding: Effective with the January 1, 2009 funding valuation, there was a change in the asset valuation method in accordance with IRS Notice 2009-22. The Actuarial Value of Assets is determined by using a 3-year moving average of assets gains and losses. The actual investment return in excess of, or short of, the expected return is recognized at the rate of 33 1/3% per year until fully recognized after 3 years. The Actuarial Value of Assets may not exceed 110% of market value, nor may be less than 90% of market value.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Interest and Other Rate Assumptions

Below is a summary of interest and other rate assumptions used for the January 1, 2009 valuation.

Interest Rates		Assumption
(1)	Target Liability and Normal Cost (Select Rates) *	
(a)	Liabilities Due in 1 Year	6.83%
(b)	Liabilities Due in 5 Years	8.25%
(c)	Liabilities Due in 10 Years	8.87%
(d)	Liabilities Due in 30 Years	7.46%
(e)	Funding Effective Interest Rate	8.18%

* Based on the full yield curve for November 2008.

Other Rates		Assumption
(2)	Future Salaries	N/A (Frozen Plan)
(3)	Lump Sum Conversion Rates	Same as Target Liability Rates

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Decrement Assumptions

Below is a summary of decrements used in this valuation.

Mortality Decrement:

RP-2000 (IRS PPA at 2009) Annuitant/Non-Annuitant Mortality Table

Retirement Decrement:

Decrement	
Age	Rates
< 55	2%
55 – 59	6%
60	10%
61	12%
62 – 64	21%
65	33%
66 – 69	24%
70	100%

Termination Decrement:

Years of Service	IMG/Corp	CMG
0	12.00%	100.0%
1	12.00%	45.0%
2	8.50%	38.0%
3	8.50%	29.0%
4	8.50%	24.0%
5 – 7	6.50%	20.0%
8	4.50%	20.0%
9 – 11	4.50%	11.0%
12 – 14	3.50%	10.0%
15 – 17	2.75%	10.0%
18+	2.50%	10.0%

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Expenses

Administrative expenses will be paid by the employer.

Form of Benefit Payment

30% of retirements are assumed to elect an annuity, the remaining 70% of retirements are assumed to elect a lump sum.

Of those choosing an annuity, 70% of males and 10% of females are assumed to elect a 50% J&S annuity. Males are assumed to be 3 years older than their spouses.

Upon death and termination, 100% of participants are assumed to elect lump sum distributions.

For one-time pay death benefits, 60% of males and 15% of females are assumed to have a mandatory beneficiary at death.

Sources of Data

Participant Data: The primary source of participant data for the current valuation is a census of all participants as of January 1, 2009 which was provided by Convergys Corporation.

Asset Data: Asset amounts were derived from the trustee (Frank Russell) reports provided by Convergys Corporation. The assets have been reviewed for reasonableness and are assumed to be appropriate for valuation purposes.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, line 22 – Description of Weighted Average Retirement Age

Decrement	
Age	Rates
55 – 59	6%
60	10%
61	12%
62 – 64	21%
65	33%
66 – 69	24%
70	100%

Line 22 weighted average retirement age: 62

The average retirement age was calculated by taking a weighted average of lives expected to retire from ages 55 to 70, weighted by age, taking into account retirement rates at those ages.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Line 24 – Change in Actuarial Assumptions

- (1) Expense load was applied to Normal Cost beginning with the 2009 Plan Year.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, line 25 - Change in Method

- (1) Effective with the January 1, 2009 funding valuation, there was a change in the actuarial value of assets method to a 3-year smoothed asset value in accordance with IRS Notice 2009-22.
- (2) Effective with the January 1, 2009 funding valuation, there was a change in the effective interest rate basis to use the full yield curve for the month of November preceding the valuation date.
- (3) Effective with the January 1, 2009 valuation for the Convergys Corporation --- Convergys Corporation Pension Plan, Aon Consulting changed actuarial software from an internal software program to the externally based ProVal system. In accordance with Announcement 2010-3, this change qualifies for automatic approval since:
 - (a) The changes in funding target and target normal cost were each within 2%.
 - (b) The underlying methods were unchanged from those used on the prior year's Schedule SB without regard to methods already receiving automatic approval.
 - (c) The calculations determined with this software are no less accurate than those produced under the prior valuation system.
 - (d) The change was not made in conjunction with a change in enrolled actuary and actuarial firm.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service																	
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39	
	No	Average Cash Bal	No	Average Cash Bal	No	Average Cash Bal	No	Average Cash Bal	No	Average Cash Bal	No	Average Cash Bal	No	Average Cash Bal	No	Average Cash Bal	No	Average Cash Bal
Under 25	0	-	1,064	828	69	1,892	0	-	0	-	0	-	0	-	0	-	0	-
25 to 29	0	-	1,423	1,087	696	3,159	40	6,059	0	-	0	-	0	-	0	-	0	-
30 to 34	0	-	877	1,733	757	4,780	226	8,575	16	-	0	-	0	-	0	-	0	-
35 to 39	0	-	675	2,241	593	7,867	287	14,191	100	19,023	4	-	0	-	0	-	0	-
40 to 44	0	-	508	3,154	509	10,525	259	20,541	191	36,076	92	52,561	2	-	0	-	0	-
45 to 49	0	-	474	4,059	439	13,602	251	25,165	179	48,025	156	71,310	29	91,862	4	-	0	-
50 to 54	0	-	461	3,927	430	13,829	239	27,855	129	62,332	91	81,681	40	128,951	15	-	3	-
55 to 59	0	-	355	4,174	321	17,837	182	28,083	93	47,271	52	74,857	29	136,005	15	-	11	-
60 to 64	0	-	202	4,974	175	15,990	111	28,512	56	52,311	23	60,232	15	-	3	-	3	-
65 to 69	0	-	48	2,859	53	11,157	35	29,983	16	-	5	-	4	-	0	-	0	-
70 & up	0	-	17	-	13	-	14	-	12	-	5	-	0	-	0	-	0	-

Note: The plan is hard frozen and as result, compensation was not provided. The average cash balance account data should satisfy the average annual accrued benefit requirement.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, line 32 - Schedule of Amortization Bases

Type of Base	Present Value of Remaining Installments	Valuation Date Established	Years Remaining in Amortization Period	Amortization Installment
Shortfall	\$30,756,498	1/1/2009	7	\$5,477,664

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

SCHEDULE SB - STATEMENT BY ENROLLED ACTUARY

In making this certification, I have relied, as permitted under Sec. 103(a) (4) (D) of ERISA, on the correctness of the asset values and contribution information supplied by the plan administrator, on which the qualified public accountant engaged by the Plan has expressed an opinion. I have also relied on the correctness of the participant data supplied by the plan administrator. These items would customarily not be verified by the actuary. I have reviewed, and applied certain reasonableness and consistency checks to, the information furnished and I have no reason to doubt its substantial accuracy.



Signature of Actuary

James M. Smitreski

Name of Actuary

Aon Consulting
400 Atrium Drive
5th Floor South
Somerset, NJ 08873

Address

9-29-2010

Date

08-5064

Enrollment Number

(732)-302-2628

Telephone Number

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Cost Method

Funding: PPA Method

Accrued benefits payable in the event of death, termination, disability, or retirement were determined for all active participants. The target normal cost is equal to the actuarial present value of the benefits accrued in the current year and the target liability is equal to the actuarial present value of the benefits accrued in years prior to the current year.

The target liability for inactive participants under this cost method is determined as the actuarial present value of the benefits expected to be paid. These participants include retired participants and their beneficiaries currently receiving benefits and terminated vested participants not yet receiving benefits. No target normal costs are now payable with respect to these participants.

Asset Method

Funding: Effective with the January 1, 2009 funding valuation, there was a change in the asset valuation method in accordance with IRS Notice 2009-22. The Actuarial Value of Assets is determined by using a 3-year moving average of assets gains and losses. The actual investment return in excess of, or short of, the expected return is recognized at the rate of 33 1/3% per year until fully recognized after 3 years. The Actuarial Value of Assets may not exceed 110% of market value, nor may be less than 90% of market value.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Interest and Other Rate Assumptions

Below is a summary of interest and other rate assumptions used for the January 1, 2009 valuation.

Interest Rates	Assumption
(1) Target Liability and Normal Cost (Select Rates) *	
(a) Liabilities Due in 1 Year	6.83%
(b) Liabilities Due in 5 Years	8.25%
(c) Liabilities Due in 10 Years	8.87%
(d) Liabilities Due in 30 Years	7.46%
(e) Funding Effective Interest Rate	8.18%

* Based on the full yield curve for November 2008.

Other Rates	Assumption
(2) Future Salaries	N/A (Frozen Plan)
(3) Lump Sum Conversion Rates	Same as Target Liability Rates

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Decrement Assumptions

Below is a summary of decrements used in this valuation.

Mortality Decrements:

RP-2000 (IRS PPA at 2009) Annuitant/Non-Annuitant Mortality Table

Retirement Decrements:

Decrement	
Age	Rates
< 55	2%
55 – 59	6%
60	10%
61	12%
62 – 64	21%
65	33%
66 – 69	24%
70	100%

Termination Decrements:

Years of Service	IMG/Corp	CMG
0	12.00%	100.0%
1	12.00%	45.0%
2	8.50%	38.0%
3	8.50%	29.0%
4	8.50%	24.0%
5 – 7	6.50%	20.0%
8	4.50%	20.0%
9 – 11	4.50%	11.0%
12 – 14	3.50%	10.0%
15 – 17	2.75%	10.0%
18+	2.50%	10.0%

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Statement of Actuarial Assumptions/Methods

Expenses

Administrative expenses will be paid by the employer.

Form of Benefit Payment

30% of retirements are assumed to elect an annuity, the remaining 70% of retirements are assumed to elect a lump sum.

Of those choosing an annuity, 70% of males and 10% of females are assumed to elect a 50% J&S annuity. Males are assumed to be 3 years older than their spouses.

Upon death and termination, 100% of participants are assumed to elect lump sum distributions.

For one-time pay death benefits, 60% of males and 15% of females are assumed to have a mandatory beneficiary at death.

Sources of Data

Participant Data: The primary source of participant data for the current valuation is a census of all participants as of January 1, 2009 which was provided by Convergys Corporation.

Asset Data: Asset amounts were derived from the trustee (Frank Russell) reports provided by Convergys Corporation. The assets have been reviewed for reasonableness and are assumed to be appropriate for valuation purposes.

.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

General Information

Original Effective Date:	January 1, 1999
Effective Date of Last Amendment:	April 1, 2008
Plan Year:	January 1st to December 31st
Employer Fiscal Year	January 1st to December 31st

Eligibility

All employees who have reached age 21 with one year of service participate in the Plan. Effective April 1, 2008, any employee who has not reached age 21 with one year of service as of March 31, 2008 shall not be eligible to participate in the plan.

Cash Balance Accounts

Initial Balance: Transferred from the CBMPP or CBPP as of December 31, 1998.

Interest Credits: Interest credits are added to all accounts annually. The interest crediting rates for active employees for 2008 and thereafter is 4.00%.

Pension Credits: Each year, pension credits will be added to the accounts of all active participants based on age, compensation and the Social Security Wage Base. Starting in 2007, the schedule of credits was reduced and is as follows:

<u>Age*</u>	<u>Pension Credit for All Pay</u>	<u>Additional Credit for Pay in Excess of the Social Security Wage Base**</u>
under 30	2.00%	1.000%
30 to 34	2.25%	1.125%
35 to 39	2.50%	1.250%
40 to 44	3.25%	1.625%
45 to 49	4.00%	2.000%
50 to 54	5.00%	2.500%
55 and Over	6.00%	3.000%

After March 31, 2008, there are no more pension credits.

* Age is determined as of December 31 of each calendar year

** The Social Security Wage Base for 2009 is \$106,800

Compensation for Pension Credit: For all participants, pension credits are based on compensation including bonuses.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

Transition Benefits

Eligibility: Participants who were IMG employees as of 12/31/93 and either completed 20 years of service as of 12/31/93 or whose sum of attained age and years of service as of 12/31/93 equals at least 65 are eligible for transition benefits.

Benefit: The transition benefit is determined by multiplying the average annual base salary for the five-year period ending on the date of termination or retirement by the total number of years of service at that date and 1.6%. No future accruals will be granted under this formula beyond 1998. Bonuses are not included as pensionable compensation for this purpose.

There is also a frozen minimum accrued benefit as of March 31, 1995 under this transition benefit formula that added five years to the total number of years of service as of March 31, 1995 and five years to the actual attained age as of March 31, 1995 provided the employee would have been eligible to retire with such additions, was an active vested participant in the Plan as of April 1, 1995 and was a first, second or District level manager (or the equivalent).

Normal Retirement

Eligibility: A participant's normal retirement age is age 65, or the fifth anniversary for a participant who enters the Plan after age 60.

Benefit: The monthly retirement benefit payable to a participant at any retirement date is equal to the actuarial equivalent of his cash balance account as of such date or the transition annuity benefit, if greater.

Forms of Benefit: The normal form of benefit for non-married participants is a level life annuity. For married participants, the normal form of benefit is a qualified 50% joint and survivor annuity. In either case, the normal form of benefit is the actuarial equivalent of the participant's account balance or the transition annuity benefit, if greater. As an optional form of benefit, participants can receive their benefit as a lump sum distribution on an actuarial equivalent basis.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

Disability & Service Pensions

Eligibility: Disability pensions are provided to employees who were active on December 31, 1993 and subsequently become disabled with at least 15 years of service. Service pensions are provided to a retired employee when the following conditions are met:

<u>Age</u>		<u>Minimum Years of Service</u>
60	and	10
55	and	20 (transition employees only)
50	and	25 (transition employees only)
Any Age	and	30

Benefit: The monthly retirement benefit payable to a participant at any retirement date is equal to the actuarial equivalent of his cash balance account as of such date or the transition annuity benefit (reduced for early retirement), if greater.

For transition benefit purposes, the benefit is reduced by 0.5% for each calendar month by which the employee's age at retirement is less than 55 years unless the employee has 30 or more years of service or is granted a disability pension. If the employee has 30 or more years of service, the pension amount is reduced by .25% for each calendar month by which the employee's age at retirement is less than 55. There is no reduction for employees on a disability pension. The early retirement reductions which apply to the frozen minimum accrued benefit as of March 31, 1995 are based on the greater of age and service at retirement, or age plus five as of March 31, 1995 and service plus five as of March 31, 1995.

Vesting

Eligibility: 5 years of service and not eligible for a service or disability pension.

Benefit: Upon termination of employment, a vested participant may elect to receive an immediate benefit which is the actuarial equivalent of his cash balance account (adjusted for applicable transition benefits). If immediate distribution is not requested, the participant may elect to defer receipt of his benefit and receive interest credits on the cash balance account at a rate of 3.5% (4% if survivor coverage is waived).

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

Death Benefits

Eligibility: 5 years of service

Benefit: The greater of (1) or (2), plus (3)

The actuarial equivalent of the participant's cash balance account as of the date of death.

The transition benefit for a surviving spouse of an active employee who dies with at least five years but less than fifteen years of service is equal to 44% of the transition benefit amount accrued to the date of death with payments to the surviving spouse beginning at the time the deceased employee would have attained age 65. For a surviving spouse of an active employee who dies with at least fifteen years of service, the transition benefit is equal to 45% of the pension amount accrued to the date of death with payments commencing immediately without an early retirement discount

In addition, all IMG and Corporate service and disability retirements before December 31, 2000 that were hired before January 1, 1991 are entitled to a special postretirement death benefit. The benefit is payable to certain mandatory beneficiaries and is equal to one year's pay in effect at the earlier of December 31, 1993 or retirement. Effective December 31, 2000, the preretirement and postretirement one-times pay death benefit for eligible active employees as of December 31, 2000 was transferred to the Group Life Plan.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, line 25 - Change in Method

- (1) Effective with the January 1, 2009 funding valuation, there was a change in the actuarial value of assets method to a 3-year smoothed asset value in accordance with IRS Notice 2009-22.
- (2) Effective with the January 1, 2009 funding valuation, there was a change in the effective interest rate basis to use the full yield curve for the month of November preceding the valuation date.
- (3) Effective with the January 1, 2009 valuation for the Convergys Corporation – Convergys Corporation Pension Plan, Aon Consulting changed actuarial software from an internal software program to the externally based ProVal system. In accordance with Announcement 2010-3, this change qualifies for automatic approval since:
 - (a) The changes in funding target and target normal cost were each within 2%.
 - (b) The underlying methods were unchanged from those used on the prior year's Schedule SB without regard to methods already receiving automatic approval.
 - (c) The calculations determined with this software are no less accurate than those produced under the prior valuation system.
 - (d) The change was not made in conjunction with a change in enrolled actuary and actuarial firm.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Line 26 - Schedule of Active Participant Data

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & up	
	Average Cash		Average Cash		Average Cash		Average Cash		Average Cash		Average Cash		Average Cash		Average Cash		Average Cash		Average Cash	
	No	Bal	No	Bal	No	Bal	No	Bal	No	Bal	No	Bal	No	Bal	No	Bal	No	Bal	No	Bal
Under 25	0	-	1,064	828	69	1,892	0	-	0	-	0	-	0	-	0	-	0	-	0	-
25 to 29	0	-	1,423	1,087	696	3,159	40	6,059	0	-	0	-	0	-	0	-	0	-	0	-
30 to 34	0	-	877	1,733	757	4,780	226	8,575	16	-	0	-	0	-	0	-	0	-	0	-
35 to 39	0	-	675	2,241	593	7,867	287	14,191	100	19,023	4	-	0	-	0	-	0	-	0	-
40 to 44	0	-	508	3,154	509	10,525	259	20,541	191	36,076	92	52,561	2	-	0	-	0	-	0	-
45 to 49	0	-	474	4,059	439	13,602	251	25,165	179	48,025	156	71,310	29	91,862	4	-	0	-	0	-
50 to 54	0	-	461	3,927	430	13,829	239	27,855	129	62,332	91	81,681	40	128,951	15	-	3	-	0	-
55 to 59	0	-	355	4,174	321	17,837	182	28,083	93	47,271	52	74,857	29	136,005	15	-	11	-	0	-
60 to 64	0	-	202	4,974	175	15,990	111	28,512	56	52,311	23	60,232	15	-	3	-	3	-	4	-
65 to 69	0	-	48	2,859	53	11,157	35	29,983	16	-	5	-	4	-	0	-	0	-	0	-
70 & up	0	-	17	-	13	-	14	-	12	-	5	-	0	-	0	-	0	-	0	-

Note: The plan is hard frozen and as result, compensation was not provided. The average cash balance account data should satisfy the average annual accrued benefit requirement.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, Line 24 – Change in Actuarial Assumptions

- (1) Expense load was applied to Normal Cost beginning with the 2009 Plan Year.

Plan Sponsor's Name: Convergys Corporation
Plan Name: Convergys Corporation Pension Plan
EIN: 31-1598292
Plan Number: 001

Schedule SB, line 32 - Schedule of Amortization Bases

Type of Base	Present Value of Remaining Installments	Valuation Date Established	Years Remaining in Amortization Period	Amortization Installment
Shortfall	\$30,756,498	1/1/2009	7	\$5,477,664