

Amendment No. 2 to the

**HUMAN RESOURCES, BENEFITS AND PAYROLL ADMINISTRATION
SERVICES CONTRACT BY AND BETWEEN CONVERGYS CUSTOMER
MANAGEMENT GROUP, INC., AND THE STATE OF FLORIDA, DEPARTMENT
OF MANAGEMENT SERVICES**

Convergys Customer Management Group Inc., (the "Service Provider") and the Department of Management Services, State of Florida, (the "State") have entered into a contract as of August 21, 2002, for Human Resources, Benefits and Payroll Administration Service, ITN No. 32-973-400-Z ("Contract"), for the purpose of providing an enterprise-wide suite of service to manage human capital all in accordance with and pursuant to the terms and conditions of the Contract; and,

Section 2.3 Services, Activities and Tasks – Global Services – Global Activities of the Contract originally provided that the Service Provider will deploy a Virtual Center of Excellence (i.e., expert human capital knowledge) for a not to exceed total of 8,300 consulting hours over the term of the Contract to oversee program design and ensure exploration and reasonable consideration of best practices in Service delivery; and,

Section 2.3 Services, Activities and Tasks – Global Services – Global Activities of the Contract was amended on July 31, 2003, to permit the Service Provider to use no more than 2,715 hours of the 8,300 Virtual Center of Excellence hours allowed to the State, the monetary equivalent of which was to be used by the Service Provider to compensate BAE SYSTEMS Analytical Solutions, Inc. for performing independent User Acceptance Testing and other implementation consulting services; and

The Contractor wishes to re-credit 2,330 consulting hours to the Virtual Center of Excellence.

For valuable consideration, the adequacy and receipt of which are hereby acknowledged, the parties agree to amend the Contract as follows:

1. Section 2.3 Services, Activities and Tasks – Global Services – Global Activities of the Contract, page 9, first row, as amended, is hereby replaced in its entirety with:

Deploy a Virtual Center of Excellence (i.e. expert human capital knowledge) for a not to exceed total of 7,463 of consulting hours over the Contract to oversee program design and ensure exploration and reasonable consideration of best practices in Service delivery.

2. The value of the 2,330 re-credited hours shall be \$465,960.00

All other terms and conditions of the Contract remain in full force and effect and apply to this Contract unless specifically modified above.

In witness whereof the parties hereto have executed this Amendment effective on the last day executed below.

Department of Management Services

Convergys Customer Management Group, Inc.

By: Pamela Pfeifer

By: Christopher G. Emerick

Name: Pamela Pfeifer

Name: Christopher G. Emerick

Title: Chief of Staff

Title: Vice President, Operations

Date: 12.15.03

Date: 12-18-03

APPROVED AS TO FORM AND LEGALITY
OFFICE OF THE GENERAL COUNSEL
DEPARTMENT OF MANAGEMENT SERVICES
BY Steve DeChiaro

12/15/2003