

Amendment No. 3 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,

On December 18, 2003, the Contractor re-credited the Virtual Center of Excellence with 2,330 consulting hours bringing the remaining balance to 7,463 consulting hours; and,

The parties have determined that a need presently exists to draw upon the expertise of the Virtual Center of Excellence; and

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.

State hereby authorizes Service Provider to use no more than 2,330 of the 7,463 Virtual Center of Excellence consulting hours allowed to State, the monetary equivalent of which is 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 for the Contract's Human Resource and Payroll Preparation Deliverables under separate contract with the Department.

2. The Service Provider hereby expressly agrees to compensate BAE Systems for testing and consulting services for the Contract's Human Resource and Payroll Preparation deliverables. Notwithstanding this obligation to pay BAE Systems, the Department shall have the sole right to direct BAE System's testing and consulting activities. Such services are detailed in a contract between the Department and BAE Systems (as amended), which is attached as Exhibit 1. For purposes of this agreement between the Department and the Service Provider, the work provided by BAE Systems for the work detailed in Exhibit 1 will be extended as detailed in the attached Exhibit 2.

3. The value of the 2,330 drawn hours shall be \$465,960.00

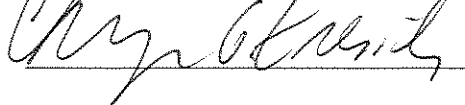
All other terms and conditions of the Contract remain in full force and effect and apply to this Contract unless specifically modified above.

**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: 

By: 

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   
12/15/2003

**BAE SYSTEMS Extension for October - December**

<b>VCOE HOURS</b>	
1 Original Hours provided through VCOE	8,300
(-) Hours expired to scope Advanced User Training May - June	452
(-) Hours expired to pay BAE for June - September	2,715
<b>Remaining VCOE Hours</b>	<b>5,133</b>
* Note: Hours cashed in are at a rate of \$200 / hour.	
2 Remaining VCOE Hours	5,133
(+) Hours credited to for BAE October - December	2,330
<b>New Total of VCOE Hours</b>	<b>7,463</b>
3 New Total of VCOE Hours	7,463
(-) Hours expired to pay BAE for October - December	2,330
<b>Remaining VCOE Hours</b>	<b>5,133</b>

<b>BAE SYSTEMS EXTENSIONS COST/HOUR DETAIL</b>						
<b>Role</b>	<b>Name</b>	<b>Bill Rate</b>	<b>Hours</b>	<b>Fees</b>	<b>Start</b>	<b>End</b>
Project Manager	Scot Armstrong	\$ 214	440	\$ 94,160	10/6/2003	1/2/2004
Payroll Lead	David Faulkenberry	\$ 167	520	\$ 86,840	10/6/2003	1/2/2004
HR Liaison Program Lead	Rob Bradford	\$ 214	520	\$ 111,280	10/6/2003	1/2/2004
End User Training Lead	John Cleary	\$ 167	520	\$ 86,840	10/6/2003	1/2/2004
HR Admin Lead	Karen Harmon-Smith	\$ 167	520	\$ 86,840	10/6/2003	1/2/2004
OE / Benefit Lead	John Rossiter	\$ -	520	\$ -	10/6/2003	1/2/2004
	<b>Sub Total</b>		3,040	\$ 465,960		
	Less: OE / Benefits Lead already paid		520			
	<b>Total</b>		<b>2,520</b>	<b>\$ 465,960</b>		