SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

/X/ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 1998

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __to
Commission File Number 1-14379

CBIS RETIREMENT AND SAVINGS PLAN

CONVERGYS CORPORATION

201 East Fourth Street
Cincinnati, Ohio 45202

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INDEX

	Page
Report of Independent Accountants	1
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 1998 and 1997	2
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 1998	3
Notes to Financial Statements	4-8
Schedules:	
Line 27 (a)-Schedule of Assets Held for Investment Purposes as of December 31, 1998	9
Line 27(d)-Schedule of Reportable Transactions for the year ended December 31, 1998	10

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REPORT OF INDEPENDENT ACCOUNTANTS

To the Benefits Committee of the
CBIS Retirement and Savings Plan

In our opinion, the accompanying statements of net assets available for benefits, and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the CBIS Retirement and Savings Plan as of December 31, 1998 and 1997, and the changes in net assets available for benefits for the year ended December 31, 1998 in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule of Assets Held for Investment Purposes as of December 31, 1998 and the Schedule of Reportable Transactions for the year ended December 31, 1998 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The fund information in the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present changes in net assets available for plan benefits of each fund. The supplemental schedules and fund information have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers
LLP
Cincinnati, Ohio
July 8, 1999

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CBIS RETIREMENT AND SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	as of December 31,	
ASSETS	1998	1997
Investments, at fair value:		
Temporary cash investments	$ 94,488,160	$ 42,556
Money market funds	-	154,512
Cincinnati Bell Inc. Shares Fund	99,123,792	78,536,205
Mutual funds	-	75,850,539
Loans to participants	4,168,195	4,212,824
Total investments	197,780,147	158,796,636
Contributions receivable:		
Employer	-	175,072
Employee	-	391,622
Dividends and interest receivable	101,737	25,450
Total assets	197,881,884	159,388,780
LIABILITIES		
Accrued expenses	-	32,212
Net assets available for benefits	$197,881,884	$159,356,568

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS.

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CBIS

Retirement and Savings Plan

Statement of Changes in Net Assets Available for Benefits

for the year ended December 31, 1998

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	Cincinnati Bell Inc. Shares Fund	Fidelity Growth Company Fund	Fixed Income Fund	Sun Trust Money Market Fund	Sun Trust Capital Growth Fund	Sun Trust Short-Term Bond Fund	Sun Trust Balanced Fund
Net assets available for benefits at beginning of year	$78,711,277	$ 23,746,350	$ 9,943,929	$ 155,163	$ 12,418,882	$ 461,097	$ 8,707,734
Additions:							
Participant contributions	916,357	2,261,660	776,320	61,682	1,100,656	131,708	884,092
Employer contributions	4,207,025	-	-	-	-	-	-
Interest and dividend income	1,022,695	1,795,550	595	9,520	1,923,902	39,902	632,770
Net appreciation (depreciation) in fair value of investments	18,295,847	4,573,291	636,601	-	1,646,095	48,041	779,816
Total additions	24,441,924	8,630,501	1,413,516	71,202	4,670,653	219,651	2,296,678
Deductions:							
Distributions to participants	4,197,417	1,722,099	536,472	12,159	799,125	26,490	593,235
Administrative expenses	27,584	8,592	41,559	120	4,380	379	3,548
Total deductions	4,225,001	1,730,691	578,031	12,279	803,505	26,869	596,783
Fund transfers	195,592	(1,657,465)	250,907	586,578	(249,996)	561,690	(391,731)
Net Increase (decrease)	20,412,515	5,242,345	1,086,392	645,501	3,617,152	754,472	1,308,164
Net assets available for transfer at end of year	99,123,792	28,988,695	11,030,321	800,664	16,036,034	1,215,569	10,015,898
Conversion of plan assets to cash (see Note 5.)	-	(28,988,695)	(11,030,321)	(800,664)	(16,036,034)	(1,215,569)	(10,015,898)
Accrued Interest Income	-	-	-	-	-	-	-
Net assets available for benefits at end of year	$99,123,792	$ -	$ -	$ -	$ -	$ -	$ -

	Sun Trust Sunbelt Equity Fund	Sun Trust Value Income Fund	Baron Asset Fund	Vanguard Index Trust 500 Portfolio Fund	Templeton Foreign Fund	Participant Loans	Unallocated
Net assets available for benefits at beginning of year	$ 3,282,837	$ 5,415,917	$ 3,175,998	$ 4,133,494	$4,588,589	$4,212,824	$ 402,477
Additions:							
Participant contributions	502,679	830,433	899,394	1,096,210	685,696	-	-
Employer contributions	-	-	-	-	-	-	-
Interest and dividend income	208,541	1,004,776	4,286	104,769	125,467	-	-
Net appreciation (depreciation) in fair value of investments	(534,357)	(433,690)	221,310	1,446,426	(226,102)	-	-
Total additions	176,863	1,401,519	1,124,990	2,647,405	585,061	-	-
Deductions:							
Distributions to participants	165,216	198,701	176,989	289,320	259,164	184,104	-
Administrative expenses	1,296	1,963	1,787	2,940	1,745	-	-
Total deductions	166,512	200,664	178,776	292,260	260,909	184,104	-
Fund transfers	(353,971)	(554,007)	787,704	1,298,539	(210,838)	139,475	(402,477)
Net Increase (decrease)	(343,620)	646,848	1,733,918	3,653,684	113,314	(44,629)	(402,477)
Net assets available for transfer at end of year	2,939,217	6,062,765	4,909,916	7,787,178	4,701,903	4,168,195	-
Conversion of plan assets to cash (see Note 5.)	(2,939,217)	(6,062,765)	(4,909,916)	(7,787,178)	4,701,903)	-	94,488,160
Accrued Interest Income	-	-	-	-	-	-	101,737
Net assets available for benefits at end of year	$ -	$ -	$ -	$ -	$ -	$4,168,195	$94,589,897

	Total
Net assets available for benefits at beginning of year	$159,356,568
Additions:	
Participant contributions	10,146,887
Employer contributions	4,207,025
Interest and dividend income	6,872,773
Net appreciation (depreciation) in fair value of investments	26,453,278
Total additions	47,679,96
Deductions:	
Distributions to participants	9,160,491
Administrative expenses	95,893
Total deductions	9,256,384

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THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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CBIS RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. PLAN DESCRIPTION AND ACCOUNTING POLICIES:

a. GENERAL: The CBIS Retirement and Savings Plan (the Plan) is available to eligible employees of Convergys Information Management Group Inc. (the Company), formerly Cincinnati Bell Information Systems Inc., and its subsidiaries. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The contributions and earnings are taxable to the participants, subject to certain exceptions, upon withdrawal from the Plan. The defined contribution plan is administered by a committee (the Plan Committee) appointed in accordance with the provisions of the Plan. The Trustee to the Plan during 1998 was Sun Trust Banks, Inc. Participants should refer to the Plan document for a complete description of the Plan.

b. EMPLOYEE CONTRIBUTIONS: Participants in the Plan may contribute up to 16% of their compensation to the Plan in before-tax dollars subject to annual Internal Revenue Service limitations. Participants may contribute to the Plan on an after-tax basis. Total before-tax and after-tax contributions may not exceed 16% of a participant's compensation. The participants specify the manner in which their own contribution shall be invested in the available funds. Participants may elect to change the manner in which contributions are allocated and may also transfer contributions from one fund to another.

c. EMPLOYER CONTRIBUTIONS: The Company is required to make monthly matching contributions of the lesser of 66 2/3% of the before-tax contributions of the participants or 4% of the participant's covered compensation. All employer contributions are allocated to the Cincinnati Bell Inc. Shares Fund (Cincinnati Bell Inc was the parent of the Company through December 31, 1998.) Participants vest in employer contributions as follows:

Years of Service	Vesting Percentage
Less than 2 years	0%
2	30%
3	50%
4	75%
5	100%

d. DISTRIBUTIONS TO PARTICIPANTS: Distributions are made to participants, or their beneficiaries, upon termination of employment, attainment of age 70-1/2, death, disability, or financial hardship.

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1. PLAN DESCRIPTION AND ACCOUNTING POLICIES, CONTINUED:

e. PARTICIPANT LOANS: Loans are available to participants from their individual accounts. For each participant, the number of loans outstanding is limited to two, and no more than two loans are allowed to originate during a single Plan year. The minimum amount of any loan is $1,000, while the maximum amount cannot exceed the lesser of 50% of the vested value of the participant's Plan account or $50,000, reduced by any outstanding loan balances. The interest rate charged, generally the prime lending rate plus 1%, is determined by the Plan Committee. For the years ended December 31, 1998 and 1997 the loan rate was 9.5%. The minimum term of a loan is one year and the maximum term is five years, unless the loan is used to acquire the participant's principal residence, in which case the term of the loan may not exceed fifteen years.

f. TEMPORARY CASH INVESTMENTS: Temporary cash investments include all cash balances and highly liquid investments with maturity of three months or less at the time of purchase. Temporary cash investments are placed in short-term investment funds with the Trustee.

g. INVESTMENTS: For 1998, the Plan had the following investment options, which could be selected by each participant: Cincinnati Bell Inc. Shares Fund; Fidelity Growth Company Fund - which consists of common stock in small and medium size companies; Fixed Income Fund - which consists of mutual funds which invest principally in guaranteed insurance contracts; SunTrust Money Market Fund - which consists of a money market account; SunTrust Capital Growth Fund - which consists mostly of common and preferred stock; SunTrust Short-Term Bond Fund - which consists of short-term fixed-income securities; SunTrust Balanced Fund - which consists of common and preferred stock and fixed income securities; SunTrust Sun Belt Equity Fund - which consists mostly of common stock in small and medium size companies located in the southern region of the U.S.; SunTrust Value Income Fund - which consists of common stock paying higher dividend yields; Baron Asset Fund - which consists of common stock in medium size domestic companies; Vanguard Index Trust 500 Portfolio Fund - which consists of common stock of S&P 500 Index companies; Templeton Foreign Fund - which consists mostly of stocks and debt securities of companies and governments outside the U.S.. The unallocated funds in the statement of net assets available for benefits represent amounts held in temporary cash investments awaiting selection of investment options by participants.

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CBIS RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED

1. PLAN DESCRIPTION AND ACCOUNTING POLICIES, CONTINUED:

g. INVESTMENTS, CONTINUED: Investment income is recorded as earned, on the accrual basis. Plan investments, other than the Fixed Income Fund, are valued at the fair market value, based upon quoted market prices as of the last business day of the year.

The Fixed Income Fund is a pooled fund investing in guaranteed insurance contracts. All investment contracts held by the Fixed Income Fund are fully benefit responsive and, accordingly, are stated at contract value plus accrued interest earnings which approximates their fair market value. The fund consists of over 100 separate contracts. The method and frequency of determining interest rate resets varies by contract. The average yield for the fund for the plan years 1998 and 1997 was 6.52% and 6.4%, respectively. The interest rate at December 31, 1998 and 1997 was 6.58% and 6.56%, respectively.

At the close of business on December 31, 1998, Cincinnati Bell Inc. (CBI) completed the spin-off of Convergys Corporation. At that time, CBI common shareholders received Convergys common shares equal to the number of CBI shares held at the record date for the spin-off. The value reflected in the Statement of Net Assets for Benefits at December 31, 1998 for the Cincinnati Bell Inc. Shares Fund is based on the closing market price for CBI shares on December 31, 1998. Effective January 1, 1999, a Convergys Corporation Shares fund was established and subsequently participants in the Plan could make no additional investments in the Cincinnati Bell Inc. Shares Fund.

The Plan presents, in the statement of changes in net assets available for plan benefits, the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

h. USE OF ESTIMATES: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reporting amounts of Net Assets Available for Benefits as of the date of the Plan's financial statements and the reported Changes in Net Assets Available for Benefits during the reporting period. Actual results could differ from these estimates.

i. ADMINISTRATIVE EXPENSES: Administrative expenses are paid by the Plan.

j. FORFEITURES: Participants who terminate service prior to vesting in 100% of their employer contribution forfeit the non-vested portion of their account balance. If the participant is rehired prior to a five-year break in service, as defined by the Plan, the amount which was to have been forfeited is restored to the participant's account. Any additional amounts available after such restorals are allocated as additional employer contributions.

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2. TAX STATUS:

The Internal Revenue Service has issued a determination that the Plan meets the requirements of Section 401(a) of the Code and is exempt from federal income tax under Section 501(a) of the Code. The Plan obtained its latest determination letter on May 14, 1996, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

3. TERMINATION:

While the Company has not expressed any intent to terminate the Plan, it reserves the right to terminate the Plan at any time. In the event of such termination, all participant's accounts would become 100% vested and subject to distribution under the provisions of the Plan.

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CBIS RETIREMENT AND SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, CONTINUED

4. INVESTMENTS:

The interest of all employees in each type of investment of the Plan on December 31, 1998 and 1997 is represented by shares. The number and value of shares were:

	December 31, 1998		December 31, 1997	
	Number of Shares	Value per Share	Number of Shares	Value per Share
Cincinnati Bell Inc. Shares	2,590,317	$ 37.81	2,523,773	$ 31.00
Fidelity Growth Company Fund	-	-	548,161	43.32
Fixed Income Fund	-	-	404,061	24.61
SunTrust Money Market Fund	-	-	154,512	1.00
SunTrust Capital Growth Fund	-	-	850,608	14.60
SunTrust Short-Term Bond Fund	-	-	45,926	10.04
SunTrust Balanced Fund	-	-	723,835	12.03
SunTrust Sun Belt Equity Fund	-	-	231,023	14.21
SunTrust Value Income Fund	-	-	422,788	12.81
Baron Asset Fund	-	-	65,471	48.51
Vanguard Index Trust 500 Portfolio Fund	-	-	45,622	90.07
Templeton Foreign Fund	-	-	461,165	9.95

5. SUBSEQUENT EVENT:

Effective January 1, 1999, the name of the Plan was changed to the Convergys Corporation Retirement and Savings Plan and the Plan became available to substantially all employees of Convergys Corporation. At the same time the assets of the Plan, along with certain assets of other plans previously sponsored by CBI and its subsidiaries, were transferred to Fidelity Investments (Fidelity) and Fidelity Management Trust Company became Trustee of the Plan. Net assets of the Plan, except for the Cincinnati Bell Inc. Shares Fund, at December 31, 1998 have been presented as cash in transit between Sun Trust and Fidelity. The December 31, 1998 net assets of the Plan were invested in the following participant directed funds when received by Fidelity in January 1999:

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FIDELITY FUNDS
PIMCO Total Return $
1,220,487
Baron Asset
7,849,132
Puritan
10,065,138
Equity Income
6,091,435
Diversified International
4,701,903
Dividend Growth
45,033,665
Managed Income Portfolio
11,840,958
Spartan US Equity Index
7,787,178

Total Fidelity Funds
94,589,896

OTHER INVESTMENTS
Cincinnati Bell Inc. Shares Fund
99,123,792
Participants Loans
4,168,195

Total Assets Transferred $
197,881,883

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CBIS RETIREMENT AND SAVINGS PLAN

LINE 27(a) - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AS OF DECEMBER 31, 1998

Name of Issuer and Type of Issue	Number of Shares or Principal Amount	Cost	Market Value
Cincinnati Bell Inc. Shares Fund	2,590,317	$ 40,163,606	$ 99,123,792
Loan Fund *	--	--	4,168,195

* The interest rates on these loans range from 7% to 10.25% at December 31, 1998.

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CBIS RETIREMENT AND SAVINGS PLAN

LINE 27(d) - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 1998

Description of Assets	Purchase Price	Selling Price	Net Gain
Fixed Income Fund	$ 13,522,931	$ 24,103,557	$ 1,609,390
Cincinnati Bell Inc. Common Shares Fund	10,120,832	9,503,953	5,965,294
Fidelity Growth Company Fund	6,184,565	36,219,697	8,614,225
Baron Asset Fund	2,348,234	5,722,988	752,933
Sun Trust Balanced Fund	2,936,867	12,832,592	1,676,768
Sun Trust Value Income Fund	2,500,487	8,379,938	446,345
Sun Trust Capital Growth Fund	3,977,387	19,886,095	4,696,145
Templeton Foreign Fund	1,864,354	6,190,678	(384,166)
Vanguard Index Trust 500 Portfolio Fund	3,494,489	9,077,024	1,894,676

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the CBIS Retirement and Savings Plan Committee have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CBIS RETIREMENT AND SAVINGS PLAN

By: /s/ Thomas P. Mehnert

Thomas P. Mehnert

July 8, 1999

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CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the registration statement of Convergys Corporation on Form S-8 (File No. 333-69633) of our report dated July 8, 1999, on our audits of the financial statements of the CBIS Retirement and Savings Plan as of December 31, 1998 and 1997, and for the year ended December 31, 1998, which report is included in this Form 11-K.

/s/ PricewaterhouseCoopers LLP
Cincinnati, Ohio
July 12, 1999

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End of Filing

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