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NORTHERN DISTRICT OF OHIO
CLEVELAND

EXHIBIT 9

Himmelman email to Rudd

John Rudd

From: WHimmelman@aol.com
Sent: Sunday, April 14, 2002 2:20 PM
To: jrudd@newmarket-partners.com
Subject: Consulting Agreement

John:

My consulting agreement is attached for your review. Before we go there I want to cover the following thoughts.

1 - I believe my role should be as the primary interface with William Blair for preparation of the book and to respond to questions. If this is your thought then we need to communicate to Sam and Brent so that I can initiate communications.

2 - Questions from and phone conferences with prospective buyers would be coordinated by myself. I am happy to run the dog and pony shows.

3 - Regarding Parthenon I would assist wherever appropriate. I don't believe they enjoy working with myself. I'm sure it goes back to Provident Capital Corp.

New Topic:

When we first started working together you mentioned to many captains of the ship, you were right. With Bill still active I believe I am conflicted out by his continuing involvement both in front and behind the scenes. If the need arises and I believe it will, I would be happy to run the operations of the company, Bill could no longer be involved. Eventually the banks will take him out entirely so to complete a transaction.

New Topic:

My Economics:

1 - Would appreciate if my final check could be sent to my home.

2 - My contract called for 4 weeks vacation, I used 2 weeks. I would like to be paid for the unused 2 weeks.

If this could be put in my final check if would close what is owed.

3 - I used a monthly consulting fee of \$9,000 for 60 hours.

4 - Based on the economic condition of the company I request I be paid in advance for my monthly consulting services.

That is it for economics!

As you are well aware the main objective of Bill is to "Drive a wedge between yourself and the Banks" so that he could regain control of the company.

I agree this will never happen.

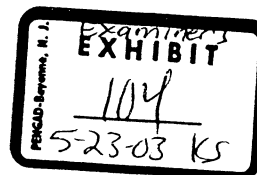
I will call on Monday to catch your thoughts. In the meantime I will talk to Sam at William Blair and with Grant Thornton to finish the June statements.

My Numbers:

Cell (440) 759-1076

Home Office (440) 519-0217

Walter Himmelman



4/16/2002