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95822069

EXHIBIT H

UNCONDITIONAL AGREEMENT AND CONSENT

RECORDING \$73.00
 T#2222 TRAN 9746 11/28/95 16:35:00
 #8438 # CJ *-95-822069
 COOK COUNTY RECORDER
 DEPT-16 PENALTY \$20.00

TO: The Village of Northbrook, Illinois (the "Village");

WESTCOAST ESTATES AND

WHEREAS, GROSVENOR INTERNATIONAL (ATLANTIC) LTD. (the "Applicants"), have applied for a special permit to allow the construction, operation, and maintenance of an indoor theatre facility on a parcel of land (the "Subject Property") that is part of the Northbrook Court Shopping Center in the Village of Northbrook (the "Subject Property"); and

WHEREAS, Ordinance No. 95-52 adopted by the President and Board of Trustees of the Village of Northbrook on October 30, 1995, (the "Ordinance") grants a special permit to the Applicants for such purposes, subject to certain conditions; and

WHEREAS, Section 10 of said Ordinance provides that said Ordinance will be of no force or effect unless and until the Applicants shall have filed with the Village Clerk, within 30 days following the passage of said Ordinance, their unconditional agreement and consent to accept and abide by each of the terms, conditions and limitations set forth in said Ordinance;

NOW THEREFORE, the Applicant does hereby agree and covenant as follows:

1. The Applicants shall and do hereby unconditionally agree to, accept, consent to and abide by all of the terms, conditions, restrictions and provisions of that certain Village Ordinance No. 95-52, adopted by the Village Board of Trustees on October 30, 1995 (the "Ordinance").
2. The Applicants acknowledge and agree that the Village is not and shall not be, in any way, liable for any damages or injuries that may be sustained as a result of the Village's review and approval of any plans for the Subject Property, or the issuance of any permits for the use and development of the Subject Property, and that the Village's review and approval of any such plans and issuance of any such permits does not, and shall not, in any way, be deemed to insure the Applicants against damage or injury of any kind and at any time.
3. The Applicants acknowledge that the public notices and hearings have been properly given and held with respect to the adoption of the Ordinance, have considered the possibility of the revocation provided for in said Ordinance, and agree not to challenge any such revocation on the grounds of any procedural infirmity or any denial of any procedural right, provided that the notice to the Applicant required by Section 9 of the Ordinance is given.

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4. The Applicants agree to and do hereby hold harmless and indemnify the Village, the Village's corporate authorities, and all Village elected and appointed officials, officers, employees, agents, representatives, and attorneys, from any and all claims that may, at any time, be asserted against any of such parties in connection with (a) the Village's review and approval of plans and issuance of any permits, (b) the procedures followed in connection with the adoption of the Ordinance, (c) the development, construction, maintenance, and use of the Subject Property, and (d) the performance by the Applicants of its obligations under this Unconditional Consent and Agreement.

5. The Applicants shall, and do hereby agree to, pay all expenses incurred by the Village in defending itself with regard to any and all of the claims mentioned in this Unconditional Consent and Agreement. These expenses shall include all out-of-pocket expenses, such as attorneys' and experts' fees, and shall also include the reasonable value of any services rendered by any employees of the Village.

WESTCOAST ESTATES AND
GROSVENOR INTERNATIONAL (ATLANTIC) LTD.

By: [Signature]

John Plavin

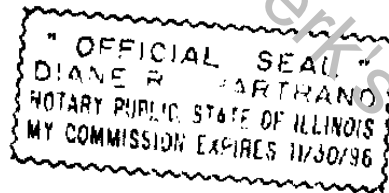
By: [Signature]

Robert S. Male

THEIR DULY AUTHORIZED AGENTS

SUBSCRIBED AND SWORN TO
before me this 3rd day
of November, 1995.

[Signature]
Notary Public



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