UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

PROOF OF CLAIM

Name of Debtor Sea Containers LTD

Case Numbers 06-11156

Name of Creditor (person or entity to whom debtor owes money or property)

GE SeaCo British Isles Ltd

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy of statement giving particulars

Name and address where notices should be sent

Drinker Biddle & Reath LLP
1100 North Market Street, Suite 1000
Wilmington, DE 19801-1254
Attn Andrew C Kassner, Esq
Howard A Cohen, Esq
Tel (302) 467-4200
Fax (302) 467-4201

☐ Check box if you have never received any notices from the Bankruptcy Court in this case

☐ Check box if the address differs from the address on the envelope sent to you by the Court

THIS SPACE IS FOR COURT USE ONLY

Account Number by which creditor identifies debtor **None**

Check here if this claim ☐ replaces or ☐ amends a previously filed claim dated

1 Basis for Claim

☐ Goods sold
☐ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☒ Other See attached Statement of Claim

☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries and compensation (Fill out below)

Your SS# _____ ____ _____

Unpaid compensation for services performed from _____ (date) to _____ (date)

2 Date debt was incurred Various Dates

3 If court judgment, date obtained

4 Total Amount of Claim at Time Case Filed $ See Attached Stmt of Claim + $ _____ = $ See Attached Stmt of Claim

(Unsecured) (Administrative)(Secured) (Total Claim)

☒ Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of interest or additional charges

5 Secured Claim

☐ Check this box if claim is secured by collateral (including right of setoff)

Brief Description of Collateral
☐ Real Estate ☐ Other _____

Value of Collateral $_____

Amount of arrearages and other charges at time case filed included in secured claim if any $_____

6 Unsecured Nonpriority Claim

☐ Check this box if (a) there is no collateral or lien securing the claim or (b) the claim exceeds the value of the collateral or (c) none or only part of the claim is entitled to priority

7 Unsecured Priority Claim

☐ Check this box if you have an unsecured priority claim
Amount entitled to priority $_____
Specify the priority of the claim
☐ Wages salaries or commissions earned within 90 days before filing of the petition or cessation of the debtor's business whichever is earlier – 11 U S C § 507(a)(3)
☐ Contributions to an employee benefit plan – 11 U S C § 507(a)(4)
☐ Deposits toward purchase lease or rental of property or services for personal family or household use – 11 U S C § 507(a)(6)
☐ Alimony maintenance or support owed to a spouse former spouse or child – 11 U S C § 507(a)(7)
☐ Taxes or penalties owned to governmental units – 11 U S C § 507(a)(8)
☐ Other – Specify applicable paragraph of 11 U S C § 507(a)(__)

8 Credits All payments on this claim have been credited and deducted for the purpose of making this proof of claim
9 Supporting Documents Attach copies of supporting documents If documents are voluminous attach a summary
10 Date-Stamped Copy To receive an acknowledgment of the filing of your claim enclose a stamped self-addressed envelope and copy of this proof of claim **(To the Clerk. Please return date-stamped copy of claim in the enclosed envelope)**

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FILED
JUL 16 2007
BMC

Date July 13, 2007

Signature of person authorized to file this claim

Authorized Signator

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 and 3571

SEA CONTAINERS LTD
00108

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	)	Chapter 11
	)	
SEA CONTAINERS, LTD , et al ,	)	Case No 06-11156 (KJC)
	)	
Debtors	)	Jointly Administered
	)	

ATTACHMENT TO PROOF OF CLAIM

1 This proof of claim ("Proof of Claim") is made by GE SeaCo British Isles, Ltd ("GES BI"), at 21 St Thomas Street, London, SE1 9RY, in connection with the above-captioned cases of Sea Containers, Ltd ("SCL") and Sea Containers Services, Ltd ("SC Services"), as debtors and debtors in possession

2 On May 1, 1998, SCL and GE Capital Container SRL ("GE Container"), a Barbados society with restricted liability, formed GE SeaCo SRL as a joint venture between them GE Container and SCL were the original quotaholders in GE SeaCo Quotas in a Barbados SRL are, generally speaking, the equivalent of stock in a corporation formed under the laws of a jurisdiction in the United States [1]

3 GE SeaCo was established to engage in the shipping container business and such other businesses as might be approved by its Board of Managers

4 GE SeaCo was created by the Omnibus Agreement to which SCL, GE Container, GE SeaCo and Genstar Container Corporation ("Genstar") are parties Genstar is a subsidiary of General Electric Capital Corporation

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[1] In 2006, SCL transferred some of its quotas in GE SeaCo to Quota Holdings Ltd , a non-debtor subsidiary of SCL GE Container transferred some of its quotas to GE Capital Container Two SRL

5 GES BI is a company organized under the laws of England and Wales and is an indirect subsidiary of GE SeaCo SRL

6 SC Services is a company organized under the laws of England and Wales and is a subsidiary of SCL

Intercompany Charges

7 As of March 31, 2007, SCL and its non-debtor subsidiary SPC owed $508,244 85 to GES BI, a charge that represents the cumulative total due as a result of eight years of operational transactions between the companies

8 As of March 31, 2007, SC Services owed GES BI $3,205 22, a charge that represents the cumulative total due as a result of eight years of operational transactions between the companies

9 GES BI reserves the right to adjust this figure as additional information comes available This figure may be reduced by amounts owed to SCL by GES BI

Additional Averments Relevant to this Proof of Claim

10 The specific claims identified herein constitute amounts now due or to become due to GES BI or rights held by GES BI under, in connection with, or relating to the Services Agreement, the Members' Agreement, the Omnibus Agreement, the Master Lease Agreement, the Equipment Management Agreement, the Seconding Agreement, other related agreements, and/or applicable law GES BI also is entitled to recover all costs including attorneys' fees associated with the recovery of such amounts or the assertion of such rights, under the terms of the relevant agreements

11 GES BI hereby asserts an unliquidated claim against SCL for all other amounts (including, without limitation, any indemnification claims) that are or may become due to

GES BI under, in connection with, or relating to the Members' Agreement, Omnibus Agreement, and for any other monetary or non-monetary rights (including, without limitation, any rights of first refusal or rights resulting from a change of control) of GES BI under, in connection with, or relating to such agreements GES BI hereby asserts an unliquidated claim against SC Services for all other amounts (including, without limitation, any indemnification claims) that are or may become due to GES BI under, in connection with, or relating to the Services Agreement and for any other monetary or non-monetary rights (including, without limitation, any rights of first refusal or rights resulting from a change of control) of GES BI under, in connection with, or relating to such agreements

12 The documents supporting this Proof of Claim are voluminous and many contain commercially sensitive information Most if not all of those documents are already in SCL's and SC Services' possession Accordingly, they are not annexed to this Proof of Claim The documents will be furnished upon written request and subject to appropriate confidentiality agreements

13 No judgment has been rendered on this Proof of Claim or any other claim relating to the amounts and losses described above

14 GES BI reserves the right to amend, update and/or supplement this Proof of Claim at any time and in any respect and to assert any and all other claims of whatever kind or nature that it has, or may have, against the Debtors in these jointly administered cases that come to its attention or arise after the filing of this Proof of Claim, including, without limitation, any claims incurred prior to or after the filing date of the Debtors' chapter 11 cases for (i) attorneys' fees, (ii) costs, expenses, fees and other charges, and (iii) interest

The filing of this Proof of Claim shall not be deemed a waiver or release of any such claims or rights of GES BI against any person, entity or property, or as an election of remedy, or as a waiver of any past, present or future defaults or events of default This Proof of Claim is filed without prejudice to the filing of additional proofs of claim by GES BI with respect to any other liability or indebtedness Nothing in this Proof of Claim constitutes an election under section 1111(b) of title 11 of the United States Code (the "Bankruptcy Code"), as to which GES BI reserves all of its rights and elections

15 In the event that any of the Debtors rejects pursuant to section 365 of the Bankruptcy Code any executory contract or unexpired lease to which GES BI is a counterparty or third party beneficiary, GES BI hereby reserves all rights to assert a claim against such Debtor in an unliquidated amount for damages based on such rejection and for any other rights or remedies that GES BI may have as a result of such rejection

16 Nothing contained herein shall be deemed or construed as a waiver of any administrative expense that GES BI or any of its affiliates has or may have against any of the Debtors under sections 503(b) and 507(a)(1) of the Bankruptcy Code

17 Nothing contained herein shall be deemed or construed as a waiver of any right to arbitrate claims or disputes under the relevant agreements and applicable law

18 Nothing contained herein shall be deemed or construed as a waiver of any setoff or recoupment rights of GES BI on account of the claims contained herein

19 All notices concerning this Proof of Claim should be sent to

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