

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

SEA CONTAINERS LTD., et al.,¹

Debtors.

Chapter 11

Case No. 06-11156 (KJC)

Jointly Administered

**FIFTH SUPPLEMENTAL DECLARATION PURSUANT TO
SECTIONS 327, 328(a), 329 AND 504 OF THE BANKRUPTCY CODE
AND RULES 2014(a) AND 2016(b) OF THE BANKRUPTCY RULES**

Vincent Monte-Sano declares as follows:

1. I am a partner in the law firm of Carter Ledyard & Milburn LLP (“Carter Ledyard”), Special Counsel for General Domestic Legal Matters for the Debtors. I am authorized to make this additional declaration on behalf of Carter Ledyard.

2. On October 30, 2006, the Debtors filed an application to retain Carter Ledyard as their Special Counsel for General Domestic Legal Matters, pursuant to §§ 327, 328(a), 329 and 504 of the Bankruptcy Code [Docket No. 67] (the “Retention Application”).

3. The Retention Application was accompanied by a declaration executed by a partner at Carter Ledyard, James Gadsden, which contained disclosures and representations required under § 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016 (the “Initial Declaration”), which disclosed that the firm “represented GE SeaCo and its affiliates on a number of matters from its organization in 1998 through 2006.” Among the matters handled by the firm was the issuance of asset-backed notes by GE SeaCo Finance SRL, a special purpose subsidiary of GE SeaCo (the “Securitization Facility”). Carter Ledyard represented GE SeaCo

¹ The Debtors are Sea Containers Caribbean Inc., Sea Containers Ltd. and Sea Containers Services Ltd.

and GE SeaCo Finance (the “GE SeaCo Parties”) in connection with the initial issuance of notes in 2001 and in connection with issuance of additional series of notes in 2002 (since retired), 2004 and 2005.

4. On December 14, 2006, a supplemental declaration on behalf of Carter Ledyard executed by James Gadsden [Docket No. 183] was filed in support of the Retention Application, disclosing that the GE SeaCo Parties had asked the firm to represent them in connection with amendments to the Securitization Facility to be accomplished before the end of calendar year 2006.

5. The Court entered an order granting the Retention Application on December 27, 2007 [Docket No. 211].

6. On March 21, 2007, a second supplemental declaration on behalf of Carter Ledyard executed by James Gadsden [Docket No. 442] was filed, disclosing the procedures Carter Ledyard followed with respect to the pre-petition retainer it received from Sea Containers Limited in an aggregate amount of \$200,000.00.

7. On June 14, 2007, a third supplemental declaration on behalf of Carter Ledyard executed by James Gadsden [Docket No. 725] was filed, disclosing that GE SeaCo SRL had requested that Carter Ledyard represent it in connection with the renewal of its existing \$125 million Bank of America credit facility. The renewal has been accomplished.

8. On December 10, 2007, a fourth supplemental declaration on behalf of Carter Ledyard executed by James Gadsden [Docket No. 1261] was filed, disclosing that the GE SeaCo Parties had requested that Carter Ledyard represent them in connection with amendments to the Securitization Facility. The amendments have been completed.

9. GE SeaCo is contemplating entering into new senior secured term bank financings and has asked Carter Ledyard to represent it in connection with the financings.

10. The proposed retention is unrelated to the services that Carter Ledyard is performing for the Debtors in connection with their disputes with GE Capital and its subsidiaries and GE SeaCo.

11. Carter Ledyard has disclosed the proposed representation of GE SeaCo with respect to new bank financings to representatives of the Debtors, who confirmed that they have no objection to the representation.

12. Carter Ledyard believes that, notwithstanding its representation of GE SeaCo in this limited capacity, it does not hold or represent any interest adverse to the Debtors or their estates with respect to the General Domestic Legal Matters on which Carter Ledyard has been employed and retained. The interests of the Debtors, GE SeaCo and its other Quotaholders are aligned in connection with new bank financings.

13. Except as specifically disclosed in prior declarations by Carter Ledyard, to the best of my knowledge, information and belief formed after reasonable inquiry, the partners, counsel and associates of Carter Ledyard: (i) do not have any connection with the Debtors, their creditors, any other parties-in-interest known to me, their respective attorneys and accountants, the United States Trustee for Region 3, or any person employed in the office of the United States Trustee for Region 3, in accordance with Bankruptcy Rule 2014(a) and (ii) do not hold or represent any interest adverse to the Debtors or their estates with respect to the General Domestic Legal Matters on which Carter Ledyard has been employed and retained, in accordance with § 327(e) of the Bankruptcy Code.

14. To the extent that I become aware of any additional connections or relations that may be relevant to Carter Ledyard's representation of the Debtors, I will file an additional supplemental declaration.

I declare under penalty of perjury that the foregoing is true and correct.

Executed in New York, New York on February 19, 2008.

/s/ Vincent Monte-Sano
Vincent Monte-Sano