IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	Chapter 11
SEA CONTAINERS LTD., et al.[1],	Case No. 06-11156 (KJC)
Debtors.	Jointly Administered
	Objection Deadline: April 14, 2008 at 4:00 p.m. (ET)

NOTICE OF SERVICE AND FILING OF FEE APPLICATION

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE; (II) COUNSEL TO THE OFFICIAL COMMITTEES OF UNSECURED CREDITORS; (III) COUNSEL TO THE INDENTURE TRUSTEE FOR EACH SERIES OF PUBLIC NOTES; (IV) THE APPOINTED FEE AUDITOR; AND (V) THOSE PARTIES REQUESTING NOTICE IN ACCORDANCE WITH LOCAL RULE 2002-1(B).

PLEASE TAKE NOTICE that, the **Sixteenth Monthly Application of Kirkland & Ellis LLP (the "Applicant") for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Period February 1, 2008 through February 29, 2008** (the "Application") has been filed with the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that the Application seeks allowance of compensation in the amount of $1,443,418.50 and reimbursement of expenses in the amount of $69,119.71.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **April 14, 2008 at 4:00 p.m. (ET)** (the "Objection Deadline") with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 Market Street, Wilmington, Delaware 19801.

At the same time, you must also serve a copy of the objection on the following parties: (i)the Applicant; (ii) Office of the United States Trustee, 844 N. King Street, Room 2207, Lock Box 35, Wilmington, Delaware 19801, Attn: David L. Buchbinder, Esq; (iii) the Debtors – Sea Containers Services Ltd., 20 Upper Ground, London, United Kingdom, SE1 9PF, Attn: Edwin S. Hetherington, Esq.; (iv) Counsel for the Debtors – Kirkland & Ellis LLP, 200 East Randolph Drive Chicago, IL 60601, Attn: David L. Eaton, Esq.; Young Conaway Stargatt & Taylor, LLP, 1000 West Street, The Brandywine Building, 17th Floor, Wilmington, Delaware

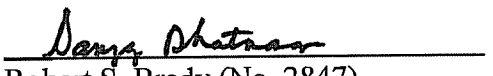
[1] The Debtors are the following three entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Sea Containers Ltd. (8412); Sea Containers Services Ltd. (9667); and Sea Containers Caribbean Inc. (4881). The address of Sea Containers Ltd. is 22 Victoria Street, P.O. Box HM 1179, Hamilton HMEX, Bermuda. The address of Sea Containers Services Ltd. is 20 Upper Ground, London SE1 9PF, United Kingdom. The address of Sea Containers Caribbean, Inc. is 1114 Avenue of the Americas, New York, NY 10036.

19801, Attn: Robert S. Brady, Esq.; (v) Counsel for the Unsecured Creditors' Committee – Bingham McCutchen LLP, 41 Lothbury, London, England EC2R 7HF, Attn: Barry G. Russell, Esq.; Bingham McCutchen LLP, 399 Park Avenue, New York, New York 10022-4689, Attn: Ronald J. Silverman, Esq. and Morris Nichols Arsht & Tunnell, 1201 N. Market Street, P.O. Box 1347, Wilmington, Delaware 19899-1347, Attn: William H. Sudell, Esq.; and (vi) Counsel for the Unsecured Creditors' Committee for Sea Containers Services, Ltd. – Willkie Farr & Gallagher, 787 Seventh Avenue, New York, New York 10019, Attn: Marc Abrams, Esq. and Pepper Hamilton LLP, 1313 Market Street, Hercules Plaza, Suite 5100, Wilmington, Delaware 19801, Attn: David B. Stratton, Esq. so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE REVISED ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS PURSUANT TO 11 U.S.C. §§ 105(a) AND 331 [DOCKET NO. 310], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF REQUESTED FEES AND 100% OF REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

Dated: Wilmington, Delaware
March 25, 2008

YOUNG CONAWAY STARGATT & TAYLOR, LLP



Robert S. Brady (No. 2847)
Edmon L. Morton (No. 3856)
Sean T. Greecher (No. 4484)
Sanjay Bhatnagar (No. 4829)
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
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-and-

KIRKLAND & ELLIS LLP
David L. Eaton
David A. Agay
200 East Randolph Drive
Chicago, IL 60601
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

Counsel to the Debtors and Debtors-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
SEA CONTAINERS LTD., et al.,[1]	)	Case No. 06-11156 (KJC)
	)	(Jointly Administered)
	)	
Debtors.	)	**Objection Deadline: April 14, 2008, at 4:00 p.m. (ET)**
	)	**Hearing Date: Scheduled only if Necessary**

SUMMARY OF SIXTEENTH MONTHLY APPLICATION OF KIRKLAND & ELLIS LLP FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD FEBRUARY 1, 2008 THROUGH FEBRUARY 29, 2008

Name of Applicant:	**Kirkland & Ellis LLP**
Authorized to provide professional services to:	Sea Containers Ltd., et al. Debtors and Debtors-in-Possession
Date of retention:	Order retaining Kirkland & Ellis LLP entered on November 8, 2006[2]
Period for which compensation and reimbursement is sought:	February 1, 2008, through February 29, 2008
Amount of compensation sought as actual, reasonable and necessary:	$1,443,418.50
Amount of expense reimbursement sought as actual, reasonable, and necessary:	$69,119.71

This is a **X** monthly ___ interim __ final application.

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

2 By this Court's Order dated March 9, 2007, the Debtors were authorized to retain K&E as their general reorganization and bankruptcy counsel, nunc pro tunc to February 7, 2007 (Docket No. 401).

Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
December 26, 2006	10/15/06 - 11/30/06	$260,612.00	$2,750.53	Interim Approval[3]	Interim Approval
January 25, 2006	12/1/06 - 12/31/06	$210,666.75	$7,772.51	Interim Approval	Interim Approval
February 14, 2007	10/15/06 - 12/31/06 (1st Quarterly)	$471,278.75	$10,523.04	$470,970.25	$10,523.04
February 26, 2007	1/1/07 - 1/31/07	$91,369.50	$8,717.13	Interim Approval[4]	Interim Approval
March 27, 2007	2/1/07 - 2/28/07	$630,354.00[5]	$13,918.96	Interim Approval	Interim Approval
April 27, 2007	3/1/07 - 3/31/07	$1,119,855.50	$49,546.66	Interim Approval	Interim Approval
May 15, 2007	1/1/07 - 3/31/07 (2nd Quarterly)	$1,841,579.00	$72,182.75	$1,833,145.50	$68,029.24
June 7, 2007	4/1/07 - 4/31/07	$1,455,452.75[6]	$52,383.05[7]	Interim Approval[8]	Interim Approval
July 26, 2007	5/1/07 - 5/31/07	$1,358,296.00	$50,734.94[9]	Interim Approval	Interim Approval
July 27, 2007	6/1/07 - 6/30/07	$2,220,973.00	$101,332.47	Interim Approval	Interim Approval
August 14, 2007	4/1/07 - 6/30/07 (3rd Quarterly)	$5,034,721.75	$204,450.46	$5,014,477.25	$193,195.44
August 28, 2007	7/1/07 - 7/31/07	$1,897,572.50	$92,016.81[10]	Interim Approval[11]	Interim Approval
September 26, 2007	8/1/07 - 8/31/07	$1,582,987.00	$46,669.64	Interim Approval	Interim Approval
October 25, 2007	9/1/07 - 9/30/07	$1,584,707.00	$98,888.18	Interim Approval	Interim Approval

3 The fees and expenses for the October-December 2006 interim monthly applications were approved on an interim basis pursuant to the order entered by this Court on May 8, 2007.

4 The fees and expenses for the January-March 2007 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on August 15, 2007.

5 To ensure that the Debtors' estates were not adversely affected by the transition of bankruptcy matters from Sidley Austin LLP to K&E, K&E and the Debtors agreed that K&E would not charge the Debtors for $250,000 billed in connection with K&E's expanded retention. The total fees requested accordingly reflect this deduction.

6 K&E voluntarily reduced the total amount of fees requested by $45,000.00 from $1,500,452.75 to $1,455,452.75 based upon K&E's internal analysis of resources devoted to Matter 29 — Cash Collateral or DIP and Other Financing. The total fees requested accordingly reflect this deduction.

7 Amount shown reflects a voluntary reduction of $508.56 from actual amount requested on the April 1, 2007, through April 31, 2007, fee application.

8 The fees and expenses for the April-June 2007 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on December 13, 2007.

9 Amount shown reflects a voluntary reduction of $24.84 from actual amount requested on the May 1, 2007, through May 31, 2007, fee application.

10 Amount shown reflects a voluntary reduction of $1,807.92 from actual amount requested on the July 1, 2007, through July 31, 2007, fee application.

11 The fees and expenses for the July-September 2007 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on February 26, 2008.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 14, 2007	7/1/07 - 9/30/07 (4th Quarterly)	$5,065,266.50	$239,382.55	$5,051,534.50	$232,783.73
November 30, 2007	10/1/07 - 10/31/07	$2,055,863.00	$142,816.54	$1,644,690.40	$142,816.54
December 26, 2007	11/1/07 - 11/30/07	$1,504,504.00	$81,647.93	$1,203,603.20	$81,647.93
January 28, 2008	12/1/07 - 12/31/08	$870,610.50	$77,899.86	$696,488.40	$77,899.86
February 14, 2008	10/1/07 - 12/31/07 (5th Quarterly)	$4,430,977.50	$302,364.33	Pending	Pending
February 25, 2008	1/1/08 - 1/31/08	$1,507,594.50	$106,071.26	$1,206,075.60	$106,071.26

The K&E Attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
David A. Agay	Partner	1998	Restructuring	$605.00	147.20	$89,056.00
Kon Asimacopoulos	Partner	2000	Restructuring	$880.00	161.40	$142,032.00
John Baldry	Partner	1993	Taxation	$1,000.00	0.20	$200.00
Cassandra A. Becker	Associate	2004	Corporate	$395.00	3.80	$1,501.00
Laura Carley	Associate	2002	Corporate	$800.00	70.00	$56,000.00
Christopher V. Coulston	Associate	2006	Litigation	$390.00	194.10	$75,699.00
Keith S. Crow, P.C.	Partner	1986	Corporate	$825.00	4.90	$4,042.50
Abigail M. Diaz-Pedrosa	Associate	2005	Litigation	$490.00	121.00	$59,290.00
Richard C. East	Partner	1997	Restructuring	$1,000.00	128.00	$128,000.00
David L. Eaton	Partner	1978	Restructuring	$855.00	140.40	$120,042.00
Christopher Field	Partner	1999	Corporate	$920.00	8.90	$8,188.00
Kim Gutherless	Associate	2006	Restructuring	$600.00	11.10	$6,660.00
James Hayton	Associate	2005	Litigation	$600.00	6.90	$4,140.00
Vicki V. Hood	Partner	1977	Employee Benefits	$835.00	0.90	$751.50
Adam T. Humann	Associate	2007	Litigation	$390.00	182.20	$71,058.00
Partha Kar	Partner	1993	Restructuring	$960.00	16.50	$15,840.00
Arun Kurichety	Associate	2006	Restructuring	$390.00	3.00	$1,170.00
M. Natasha Labovitz	Partner	1997	Restructuring	$745.00	1.20	$894.00
Graham Lane	Associate	2003	Restructuring	$750.00	17.10	$12,825.00
Galia Messika	Partner	2000	Litigation	$565.00	139.30	$78,704.50
Soham D. Naik	Associate	2004	Restructuring	$530.00	184.80	$97,944.00
Keren Naveh	Associate	2005	Litigation	$390.00	191.40	$74,646.00
Lyndon E. Norley	Partner	1992	Restructuring	$1,200.00	22.00	$26,400.00
Helena Potts	Associate	2005	Restructuring	$650.00	138.40	$89,960.00
Sienna Rakestraw	Associate	2004	Restructuring	$440.00	71.90	$31,636.00
Yosef J. Riemer	Partner	1985	Litigation	$745.00	60.10	$44,774.50
Aaron J. Schechter	Associate	2005	Intellectual Property	$440.00	41.90	$18,436.00
Joseph U. Schorer	Of Counsel	1978	Corporate	$745.00	2.90	$2,160.50
Chiraag Shah	Associate	2000	Litigation	$700.00	3.10	$2,170.00
Matthew M. Wawrzyn	Associate	2001	Litigation	$475.00	23.40	$11,115.00
Paul Wierbicki	Associate	2005	Restructuring	$440.00	54.90	$24,156.00
Totals for Attorneys					**2,152.90**	**$1,299,491.50**

The paraprofessionals of K&E who rendered professionals services in these cases during the Fee Period are:

Name of Paraprofessional Person	Position with the Applicant and Number of Years in that Position		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jesse Aguilar	Legal Assistant	19 Years	Restructuring	$225.00	1.90	$427.50
Aima Ahonkhai	Legal Assistant	3 Years	Corporate	$320.00	23.00	$7,360.00
Anna O. del Rosario	Legal Assistant	10 Years	Restructuring	$215.00	0.70	$150.50
Paul Fabsik	Legal Assistant	8 Years	Restructuring	$225.00	7.70	$1,732.50
Chantal Fontaine	Legal Assistant	1 Year	Corporate	$320.00	4.00	$1,280.00
Stephanie D. Frye	Conflicts Analyst II	3 Years	Administrative Services	$195.00	10.00	$1,950.00
Debbie Kakanas	Legal Assistant	14 Years	Litigation	$250.00	184.50	$46,125.00
Maureen McCarthy	Legal Assistant	5 Years	Restructuring	$225.00	63.50	$14,287.50
Caroline McGrath	Legal Assistant	7 Years	Corporate	$360.00	23.50	$8,460.00
Christopher L. Meatto	Case Assistant	5 Months	Intellectual Property	$150.00	34.40	$5,160.00
Bianca Portillo	Project Assistant	1 Year	Support Staff	$150.00	7.50	$1,125.00
Chase R. Rivas	Case Assistant	1 Year	Litigation	$150.00	59.50	$8,925.00
Shanti E. Sadtler	Case Assistant	9 Months	Intellectual Property	$150.00	49.50	$7,425.00
Linda A. Scussel	Restructuring Conflicts Specialist	2 Years	Administrative Services	$220.00	4.60	$1,012.00
Sean Stuart-Houghton	Legal Assistant	1 Year	Corporate	$260.00	5.00	$1,300.00
Nikki Thomas	Law Clerk	9 Months	General	$205.00	9.80	$2,009.00
Jared T. Walsh	Case Assistant	6 Months	Litigation	$150.00	53.70	$8,055.00
Gabor M. Wasserman	Technology Services	5 Years	Litigation	$190.00	9.60	$1,824.00
PeiSan Yee	Technology Services	4 Years	Litigation	$205.00	119.80	$24,559.00
Library Research	Research Specialist	N/A	Administrative Services	$200.00	3.80	$760.00
Totals for Paraprofessionals					**676.00**	**$143,927.00**

Total Fees Requested for February 2008	**$1,443,418.50**
Blended Rate	**$510.24**

COMPENSATION BY MATTER

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
1	GECC Disputes	24.90	$14,960.50
6	Non U.S. Matters	520.20	$408,374.50
9	Issues Relating to Bermuda Proceedings	10.60	$9,140.50
14	Travel	42.40	$30,269.50
16	Retention of Professionals	12.20	$2,490.00
17	Plan, Disclosure Statement	266.10	$152,453.00
18	K&E Fee Applications & Monthly Statement	68.40	$18,607.00
20	Hearings	7.20	$4,089.00
22	File, Docket, Calendar Maintenance	1.90	$427.50
26	Employee Benefits, Pension	246.30	$163,333.00
27	Creditors Communications	0.60	$513.00
28	Claims Estimate, Objection & Resolution	1,484.50	$546,570.00
29	Cash, Collateral or DIP Financing	34.80	$19,245.50
30	Case Administration	25.40	$17,158.50
33	Asset Sale	61.60	$39,884.00
34	Corporate and Securities Matters	21.80	$15,903.00
Totals for Matters		**2,828.90**	**$1,443,418.50**

EXPENSE SUMMARY

Service Description	Service Providers (if applicable)[12]	Amount
Telephone	Genesys Conferencing Inc.	$221.85
Standard Copies or Prints	Internal (Kirkland & Ellis LLP)	$219.30
Binding	Internal (Kirkland & Ellis LLP)	$12.92
Tabs/Indexes/Dividers	Internal (Kirkland & Ellis LLP)	$72.77
Color Copies or Prints	Internal (Kirkland & Ellis LLP)	$4.00
Scanned Images	Internal (Kirkland & Ellis LLP)	$943.80
CD-ROM Duplicates	Internal (Kirkland & Ellis LLP)	$225.54
Standard Copies or Prints NY	Internal (Kirkland & Ellis LLP)	$764.90
Standard Copies or Prints UK/MU	Internal (Kirkland & Ellis LLP)	$1,352.90
DVD Duplicates	Internal (Kirkland & Ellis LLP)	$10.00
Standard Prints	Internal (Kirkland & Ellis LLP)	$1,091.40
Standard Prints NY	Internal (Kirkland & Ellis LLP)	$1,936.40
Standard Prints UK/MU	Internal (Kirkland & Ellis LLP)	$639.40
Color Prints		$234.50
Postage		$3.28
Overnight Delivery	UPS Federal Express	$6,990.20
Outside Messenger Services		$1,032.48
Local Transportation		$2,532.35
Travel Expense		$3,828.01
Airfare		$9,718.12
Transportation to/from airport		$482.99
Travel Meals		$1,469.01
Other Travel Expenses		$551.84
Other Court Costs and Fees		$6,064.62
Working Meals/K&E and Others		$612.30
Information Broker Doc/Svcs		$314.99
Computer Database Research		$25,092.34
Overtime Transportation		$1,150.47
Overtime Meals		$431.23
Overtime Meals - Attorney		$752.58
Secretarial Overtime		$333.21
Overtime Meals - Legal Assistant		$30.01
Total for Expenses		**$69,119.71**

12 K&E may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
SEA CONTAINERS LTD., et al.,[1]	)	Case No. 06-11156 (KJC)
	)	(Jointly Administered)
	)	
Debtors.	)	**Objection Deadline: April 14, 2008, at 4:00 p.m. (ET)**
	)	**Hearing Date: Scheduled only if Necessary**

SIXTEENTH MONTHLY APPLICATION OF KIRKLAND & ELLIS LLP FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD FEBRUARY 1, 2008 THROUGH FEBRUARY 29, 2008

Pursuant to 11 U.S.C. § § 327, 330 and 331, FED. R. BANKR. P. 2016, the Retention Order (defined below), the *Revised Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to 11 U.S.C. § § 105(a) and 331* (the "Revised Interim Compensation Order"), and the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), the law firm of Kirkland & Ellis LLP ("K&E"), general reorganization and bankruptcy counsel, nunc pro tunc to February 7, 2006, for the above-captioned debtors and debtors-in-possession (the "Debtors"), for the period February 1, 2008 through February 29, 2008, hereby applies (the "Application") for an order allowing it: (i) compensation in the amount of $1,443,418.50 for the reasonable and necessary legal services K&E has rendered to the Debtors; and (ii) reimbursement for the actual and necessary expenses that K&E incurred in the amount of $69,119.71 for the period from February 1, 2008 through February 29, 2008 (the "Fee Period"). In support of this Application, K&E respectfully states as follows:

1 The Debtors are Sea Containers Caribbean Inc., Sea Containers Ltd. ("SCL") and Sea Containers Services Ltd.

BACKGROUND

1. On October 15, 2006, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. § § 101, *et seq.* (the "Bankruptcy Code"). On October 17, 2006, the Court entered an order directing the joint administration and procedural consolidation of these chapter 11 cases.

2. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to Bankruptcy Code § § 1107(a) and 1108. On December 19, 2006, this Court entered an order appointing a fee auditor in these chapter 11 cases.

RETENTION OF AND CONTINUING DISINTERESTEDNESS OF KIRKLAND & ELLIS LLP

3. By this Court's Order dated November 8, 2006, this Court entered an order (the "Original Retention Order") authorizing the Debtors to retain K&E as special conflicts litigation counsel to the Debtors for the sole purpose of prosecuting or defending matters concerning GE SeaCo SRL ("GE SeaCo") and other litigation matters adverse to GE Capital Corporation and certain of its subsidiaries (collectively, "GE") (Docket No. 96). The Debtors retained K&E as their special litigation counsel with respect to the foregoing litigation because Sidley Austin LLP ("Sidley"), the Debtors' general reorganization and bankruptcy counsel in these chapter 11 cases was precluded from litigating various matters with GE, a client of Sidley's.

4. By this Court's Order dated March 9, 2007, this Court entered an order (the "Amended Retention Order") authorizing the Debtors to retain K&E as their general reorganization and bankruptcy counsel, nunc pro tunc to February 7, 2007 (Docket No. 401). Both the Amended Retention Order and the Original Retention Order authorize the Debtors to compensate K&E in accordance with the procedures set forth in the applicable provisions of the

Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of this Court.

5. As disclosed in the *Affidavit of David L. Eaton in Support of Application By the Debtors for Entry of an Order Authorizing Debtors and Debtors in Possession to Employ and Retain Kirkland & Ellis LLP as Special Litigation Counsel for Matters Related to GE SeaCo SRL Pursuant to 11 U.S.C. § 327(e) Nunc Pro Tunc to the Petition Date*, filed on October 23, 2006, and the *Affidavit of David L. Eaton in Support of Application for Order Amending Retention Order of Kirkland & Ellis LLP to Authorize Debtors to Employ and Retain Kirkland & Ellis LLP as Attorneys for Debtors, Nunc Pro Tunc to February 7, 2007,* filed on February 22, 2007 (collectively, "the Affidavit"), K&E does not hold or represent any interest adverse to the estate and is a disinterested person as that term is defined in Bankruptcy Code § 101(14). K&E has updated the Affidavit with supplemental affidavits filed on May 7, 2007, October 30, 2007 and March 4, 2008 (the "Supplemental Affidavits" and together with the Affidavit, the "Affidavits").

6. K&E may have in the past represented, may currently represent, and likely in the future will represent, parties-in-interest in connection with matters unrelated to the Debtors in these chapter 11 cases. In the Affidavits, K&E disclosed its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts. K&E will update the Affidavits, as necessary, if K&E becomes aware of material new information.

7. K&E performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates and not on behalf of any committee, creditor or other person.

8. Except as provided herein or in the application to retain K&E, K&E has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these chapter 11 cases.

9. Pursuant to FED. R. BANKR. P. 2016(b), K&E has not shared, nor has K&E agreed to share, (a) any compensation it received or may receive with another person other than with the partners, counsel and associates of K&E, or (b) any compensation another person or party has received or may receive.

REASONABLE AND NECESSARY SERVICES RENDERED BY KIRKLAND & ELLIS LLP — GENERALLY

10. This is the sixteenth monthly application for interim compensation that K&E has filed with the Bankruptcy Court in these chapter 11 cases.

The K&E attorneys who rendered professional services during this Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
David A. Agay	Partner	1998	Restructuring	$605.00	147.20	$89,056.00
Kon Asimacopoulos	Partner	2000	Restructuring	$880.00	161.40	$142,032.00
John Baldry	Partner	1993	Taxation	$1,000.00	0.20	$200.00
Cassandra A. Becker	Associate	2004	Corporate	$395.00	3.80	$1,501.00
Laura Carley	Associate	2002	Corporate	$800.00	70.00	$56,000.00
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Abigail M. Diaz-Pedrosa	Associate	2005	Litigation	$490.00	121.00	$59,290.00
Richard C. East	Partner	1997	Restructuring	$1,000.00	128.00	$128,000.00
David L. Eaton	Partner	1978	Restructuring	$855.00	140.40	$120,042.00
Christopher Field	Partner	1999	Corporate	$920.00	8.90	$8,188.00
Kim Gutherless	Associate	2006	Restructuring	$600.00	11.10	$6,660.00
James Hayton	Associate	2005	Litigation	$600.00	6.90	$4,140.00
Vicki V. Hood	Partner	1977	Employee Benefits	$835.00	0.90	$751.50
Adam T. Humann	Associate	2007	Litigation	$390.00	182.20	$71,058.00
Partha Kar	Partner	1993	Restructuring	$960.00	16.50	$15,840.00
Arun Kurichety	Associate	2006	Restructuring	$390.00	3.00	$1,170.00
M. Natasha Labovitz	Partner	1997	Restructuring	$745.00	1.20	$894.00
Graham Lane	Associate	2003	Restructuring	$750.00	17.10	$12,825.00
Galia Messika	Partner	2000	Litigation	$565.00	139.30	$78,704.50
Soham D. Naik	Associate	2004	Restructuring	$530.00	184.80	$97,944.00
Keren Naveh	Associate	2005	Litigation	$390.00	191.40	$74,646.00
Lyndon E. Norley	Partner	1992	Restructuring	$1,200.00	22.00	$26,400.00
Helena Potts	Associate	2005	Restructuring	$650.00	138.40	$89,960.00

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Sienna Rakestraw	Associate	2004	Restructuring	$440.00	71.90	$31,636.00
Yosef J. Riemer	Partner	1985	Litigation	$745.00	60.10	$44,774.50
Aaron J. Schechter	Associate	2005	Intellectual Property	$440.00	41.90	$18,436.00
Joseph U. Schorer	Of Counsel	1978	Corporate	$745.00	2.90	$2,160.50
Chiraag Shah	Associate	2000	Litigation	$700.00	3.10	$2,170.00
Matthew M. Wawrzyn	Associate	2001	Litigation	$475.00	23.40	$11,115.00
Paul Wierbicki	Associate	2005	Restructuring	$440.00	54.90	$24,156.00
Totals for Attorneys					**2,152.90**	**$1,299,491.50**

The paraprofessionals of K&E who rendered professional services during this Fee Period are:

Name of Paraprofessional Person	Position with the Applicant and Number of Years in that Position		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jesse Aguilar	Legal Assistant	19 Years	Restructuring	$225.00	1.90	$427.50
Aima Ahonkhai	Legal Assistant	3 Years	Corporate	$320.00	23.00	$7,360.00
Anna O. del Rosario	Legal Assistant	10 Years	Restructuring	$215.00	0.70	$150.50
Paul Fabsik	Legal Assistant	8 Years	Restructuring	$225.00	7.70	$1,732.50
Chantal Fontaine	Legal Assistant	1 Year	Corporate	$320.00	4.00	$1,280.00
Stephanie D. Frye	Conflicts Analyst II	3 Years	Administrative Services	$195.00	10.00	$1,950.00
Debbie Kakanas	Legal Assistant	14 Years	Litigation	$250.00	184.50	$46,125.00
Maureen McCarthy	Legal Assistant	5 Years	Restructuring	$225.00	63.50	$14,287.50
Caroline McGrath	Legal Assistant	7 Years	Corporate	$360.00	23.50	$8,460.00
Christopher L. Meatto	Case Assistant	5 Months	Intellectual Property	$150.00	34.40	$5,160.00
Bianca Portillo	Project Assistant	1 Year	Support Staff	$150.00	7.50	$1,125.00
Chase R. Rivas	Case Assistant	1 Year	Litigation	$150.00	59.50	$8,925.00
Shanti E. Sadtler	Case Assistant	9 Months	Intellectual Property	$150.00	49.50	$7,425.00
Linda A. Scussel	Restructuring Conflicts Specialist	2 Years	Administrative Services	$220.00	4.60	$1,012.00
Sean Stuart-Houghton	Legal Assistant	1 Year	Corporate	$260.00	5.00	$1,300.00
Nikki Thomas	Law Clerk	9 Months	General	$205.00	9.80	$2,009.00
Jared T. Walsh	Case Assistant	6 Months	Litigation	$150.00	53.70	$8,055.00
Gabor M. Wasserman	Technology Services	5 Years	Litigation	$190.00	9.60	$1,824.00
PeiSan Yee	Technology Services	4 Years	Litigation	$205.00	119.80	$24,559.00
Library Research	Research Specialist	N/A	Administrative Services	$200.00	3.80	$760.00
Totals for Paraprofessionals					**676.00**	**$143,927.00**

11. K&E has advised and represented the Debtors in connection with the operation of their businesses and all other matters arising in the performance of their duties as debtors-in-possession, except those matters for which the Debtors have retained the law firm of Young, Conaway, Stargatt & Taylor LLP.

12. The rates described above are K&E's hourly rates for services of this type. Attached as Exhibit A is the detailed itemization and description of the services that K&E rendered during the Fee Period. Based on these rates and the services performed by each individual during the Fee Period, the total reasonable value of such services rendered during the Fee Period is $1,443,418.50. The K&E attorneys and paraprofessionals expended a total of 2,828.90 hours working on these chapter 11 cases during the Fee Period. K&E's blended hourly rate for the services provided during the Fee Period is $510.24. In accordance with the factors enumerated in Bankruptcy Code § 330, the amount of fees requested is fair and reasonable given: (a) the complexity of the chapter 11 cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

13. Further, Exhibit A: (a) identifies the individuals that rendered services in each Subject Matter (as defined and described below); (b) describes each activity or service that each individual performed; and (c) states the number of hours (in increments of tenths of an hour) spent by each individual providing the services. Each matter number in Exhibit A corresponds to the matter number that K&E assigned to the Subject Matter. If a Subject Matter does not appear, then K&E did not bill time or expenses for that Subject Matter during the Fee Period, but may bill time for that Subject Matter in the future.

REASONABLE AND NECESSARY SERVICES RENDERED BY KIRKLAND & ELLIS LLP — CATEGORIZED BY MATTER

14. The professional services that K&E rendered during the Fee Period are grouped into the numbered and titled categories of the subject matters (the "Subject Matter(s)") described herein.

15. Matter 1 — GE Disputes

(Fees: $14,960.50; Hours: 24.90)

This Subject Matter includes all time spent performing legal services and providing all other necessary legal advice to the Debtors as it pertains to disputed matters with GE. K&E attorneys have represented the Debtors in connection with a variety of disputes between SCL and GE involving GE SeaCo. In particular, K&E attorneys have represented the Debtors in connection with the dispute between SCL and GE over whether GE is entitled to purchase SCL's equity interest in GE SeaCo, one of the Debtors' most valuable assets. Prior to the filing of SCL's petition for relief under chapter 11, GE notified SCL that it had the right to purchase SCL's equity interest in GE SeaCo because of an alleged change of control at SCL. SCL strongly denied that a change of control occurred. This dispute continued into these chapter 11 cases and resulted in a motion by GE for relief from the stay to arbitrate the issue of whether a change of control occurred.

The arbitration hearing concluded on November 5, 2007. Subsequent to the conclusion of the arbitration hearing, the arbitrator ruled in favor of the Debtors by finding that no change in control indeed had occurred. Moreover, the arbitrator awarded the Debtors, among other things, reasonable attorneys' fees and other costs. As such, K&E professionals spent considerable time reviewing and begin preparing a response to *Claimant's Objections to*

Respondents' for Award of Attorneys Fees and Expenses. In addition, K&E attorneys spent time reviewing and revising a joint defense agreement.

16. Matter 6 — Non U.S. Matters

(Fees: $408,374.50; Hours: 520.20)

As this Court is aware, the Debtors have extensive non-U.S. operations. Indeed, among the most valuable assets of the estates are the Debtors' equity interests in their foreign debtor and non-debtor affiliates. A significant portion of the time billed to this Subject Matter derives from time spent by K&E International London-based attorneys providing services and advice in connection with a variety of non-U.S. legal issues. This Subject Matter includes considerable time spent on legal services related to: (a) preparing for and participating in conferences with the Debtors' management and financial advisors in relation to the Debtors' international operations, including legal advice from both U.S.- and U.K.-based attorneys regarding various cross-border, jurisdictional, choice of law, corporate governance, confidentiality, employment and other issues; (b) analyzing and resolving issues connected to potential non-core, non-debtor asset sale; (c) researching issues related to the international implementation of a plan of reorganization; (d) analyzing and determining a response to the information requests of the trustees of the Debtors' primary pension schemes; (e) researching issues related to compliance with the data protection act; (f) analyzing the claims and supporting documentation filed by GE and GE SeaCo against the Debtors; (g) researching and analyzing issues regarding pension equalization matters asserted by the trustees of the Debtors' primary pension schemes, including drafting and reviewing a settlement motion in connection therewith; (h) analyzing and resolving tax issues related to non-debtor subsidiaries; (i) analyzing and

reviewing issues related to the financial support direction process; and (j) working with relevant international local counsel in resolving various local issues.

17. Matter 9 — Issues Relating to Bermuda Proceedings

(Fees: $9,140.50; Hours: 10.60)

As this Court is aware, SCL is incorporated in Bermuda. This Subject Matter includes legal services related to monitoring the Bermudan insolvency proceedings and updating counsel to the Bermudan joint provisional liquidators on the status of the chapter 11 cases. During this Fee Period, K&E attorneys spent time drafting the joint provisional liquidator's report regarding the proceedings in these cases and participating in conferences regarding the same.

18. Matter 14 — Travel

(Fees: $30,269.50; Hours: 42.40)

This Subject Matter includes time spent traveling while representing the Debtors. K&E billed the Debtors for one-half the total time that K&E professionals spent for non-working travel.

19. Matter 16 — Retention of Professionals

(Fees: $2,490.00; Hours: 12.20)

This Subject Matter includes activities performed in connection with the retention of professionals other than K&E pursuant to Bankruptcy Code § 327. K&E activities covered by this Subject Matter include: (a) educating professionals with respect to the interim compensation procedures, as well as the statutory regulations, that apply in these chapter 11 cases and assisting in professionals' preparation and filing of interim and quarterly fee applications; (b) apprising such professionals with respect to the fee auditor's procedures and protocol; (c) assisting certain

professionals with the preparation and filing of fee applications; (e) compiling data regarding the fees and expenses incurred by the retained professionals; (f) reviewing and revising engagement letters in connection with the retention of certain professionals; and (g) preparing, revising, and updating charts that track professional fees and reviewing such charts with the Debtors.

20. Matter 17 — Plan, Disclosure Statement

(Fees: $152,453.00; Hours: 266.10)

This Subject Matter includes legal services related to, among other things, researching, analyzing, and developing a plan of reorganization. Specifically, K&E attorneys spent considerable time: (a) drafting, reviewing, and revising documents related to a plan of reorganization, term sheet, and disclosure statement; (b) apprising the Debtors of various restructuring, plan of reorganization, and valuation issues; (c) researching issues related to an international implementation of the plan of reorganization and other plan alternatives; (d) drafting correspondence and attending conferences related to the proposed plan of reorganization and disclosure statement documents; (e) researching and drafting memoranda related to employment and pension issues, specifically in connection with the proposed plan of reorganization; (f) researching and drafting a motion to approve the extension of exclusivity periods to file a plan of reorganization and solicit acceptances thereof; and (g) researching and analyzing issues related to the Debtors' exit from chapter 11, specifically with respect to exit financing.

21. Matter 18 — K&E Fee/Employment Application

(Fees: $18,607.00; Hours: 68.40)

This Subject Matter includes services performed by K&E attorneys and paraprofessionals in connection with K&E's preparation of its monthly fee application and its

fifth interim fee request, all in accordance with the procedures and standards of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of this Court, and ensuring K&E's continued disinterestedness by following its comprehensive conflicts checking protocol.

22. Matter 20 — Hearings

(Fees: $4,089.00; Hours: 7.20)

This Subject Matter includes time spent preparing and participating in the February 12, 2008 hearing and the February 26, 2008 omnibus hearing.

23. Matter 22 — File, Docket, Calendar Maintenance

(Fees: $427.50; Hours: 1.90)

This Subject Matter describes K&E services related to creating, maintaining, and updating a central filing system and database containing documents, pleadings, and other materials related to these chapter 11 cases. In addition, this Subject Matter includes time spent maintaining critical dates lists, task management systems, and project lists for these chapter 11 cases.

24. Matter 26 — Employee Benefits, Pension

(Fees: $163,333.00; Hours: 246.30)

This Subject Matter includes legal services related to employee benefit and pension matters, including, but not limited to, considerable time spent researching, drafting, and reviewing memoranda regarding pension claims, specifically in relation to the financial support direction process and the tax structure of potential pension settlements. K&E attorneys also participated in numerous conferences and drafted correspondence related to these pensions issues and the financial support direction process. Moreover, K&E attorneys researched, drafted and finalized the *Debtors' Motion for Order Approving Settlement Regarding Pension Claims.*

Additionally, K&E attorneys spent considerable time reviewing, researching and analyzing issues relating to *The Official Committee of Unsecured Creditors of Sea Containers Ltd.'s Request for the Production of Documents Directed to Debtors.*

25. Matter 27 — Creditors Communications

(Fees: $513.00; Hours: 0.60)

This Subject Matter includes legal services related to creditor communications, including, but not limited to: (a) discussions and correspondence with the Debtors regarding creditor communications; and (b) responding to creditor communications received by the Debtors and K&E in connection with pension claims settlement issues.

26. Matter 28 — Claims Estimate, Objection and Resolution

(Fees: $546,570.00; Hours: 1,484.50)

This Subject Matter comprises considerable time spent by K&E attorneys researching and advising the Debtors with respect to claims by, against, and among the Debtors, including, but not limited to: (a) performing extensive discovery and drafting responses to discovery requests with respect to the allocation of funds between SCL and GE in conjunction with the arbitration described in Matter 1; (b) researching and drafting correspondence regarding certain secured, intercompany, and guarantee claims; (b) researching and drafting memoranda and related correspondence regarding certain claims subject to arbitration proceedings; (c) reviewing and formulating various strategic options and drafting related correspondence regarding specific claims; (d) researching, drafting, and reviewing memoranda related to the estimation of certain claims; (e) drafting, reviewing, and revising a brief related to the estimation of certain claims; (f) drafting, reviewing, and revising a motion to approve certain intercompany guarantees; (g) drafting and reviewing a motion to dismiss in relation to the arbitration described

in Matter 1; (h) reviewing document requests related to claims issues; and (i) participating in numerous conferences to discuss claims issues.

27. Matter 29 — Cash Collateral or DIP and Other Financing

(Fees: $19,245.50; Hours: 34.80)

This Subject Matter includes considerable time spent performing legal services and providing other necessary legal advice to the Debtors and their affiliates as it pertains to financing of the Debtors and financing of the Debtors' affiliates and subsidiaries. In particular, during the Fee Period, K&E attorneys spent considerable time researching, corresponding, and analyzing issues related to securing exit financing. In addition, during the Fee Period, K&E attorneys spent time ensuring that the Debtors complied with the conditions and terms of the DIP loan documentation.

28. Matter 30 — Case Administration

(Fees: $17,158.50; Hours: 25.40)

This Subject Matter includes legal services not described under another matter, including, but not limited to: (a) administering, managing, and coordinating the bankruptcy cases; (b) preparing, reviewing and presenting information to the Debtors regarding case progress; (c) assisting the Debtors in fulfilling their duties as debtors-in-possession; and (d) generally complying with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and orders of this Court.

29. Matter 33 — Asset Sales

(Fees: $39,884.00; Hours: 61.60)

This Subject Matter describes time spent analyzing and advising the Debtors with respect to potential sales of real and personal property. As the Court is aware, SCL has over 100

non-debtor subsidiaries, many of which the Debtors plan to sell. K&E attorneys spent considerable time analyzing and advising the Debtors on legal issues in connection with the sales of these non-debtor subsidiaries. Specifically, K&E researched, analyzed and advised the Debtors in connection with certain issues relating to the sale of the Debtors' Hoverspeed Italia, business, Seastreak business, Yorkshire Marine Containers, Fairways & Swinford, certain Irish assets and certain Australian assets, all non-debtor subsidiaries. These analyses include: (a) determining the appropriate timeframe to sell; (b) advising the Debtors on how to obtain the necessary consents; (c) resolving a variety of tax, waiver, and intercompany payment issues related to potential non-debtor, non-core asset sales; (d) formulating strategies to deal with creditor committee concerns; and (d) identifying potential value-maximizing sale transactions. K&E professionals also assisted in the documentation of such proposed transactions. Moreover, K&E professionals spent considerable time participating in numerous conferences and drafting various correspondence in connection with these non-debtor, non-core asset sales.

30. Matter 34 — Corporate and Securities Matters

(Fees: $15,903.00; Hours: 21.80)

This Subject Matter includes legal services related to corporate and securities matters, including, but not limited to, preparing and participating in conferences with the Debtors' board of directors relating to these chapter 11 cases, preparing and reviewing SEC filings, drafting and reviewing correspondence regarding securities law and governance issues related to these chapter 11 cases, preparing monthly operating reports, and researching and analyzing sales issues.

ACTUAL AND NECESSARY EXPENSES

31. It is K&E's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been

incurred except for representation of that particular client. It is also K&E's policy to charge its clients only the amount actually incurred by K&E in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals and lodging.

32. In order to ensure the compliance with all applicable deadlines in these chapter 11 cases, K&E utilizes the services of overtime secretaries. K&E charges fees for these services pursuant to the prepetition engagement letter between K&E and the Debtors, which permits K&E to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, K&E professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

33. K&E charges: (a) $0.10 per page for standard duplication; and (b) $0.75 per page for outgoing telecopier transmissions (plus any applicable long distance charges). K&E does not charge its clients for incoming telecopier transmissions. K&E has negotiated a discounted rate for Westlaw computer assisted legal research, which is approximately $125 per hour of online use of the standard Westlaw databases. Computer assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

34. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by K&E on the Debtors' behalf during the Fee Period is attached hereto as Exhibit B. All of these disbursements comprise the requested sum for K&E's out-of-pocket expenses and total $69,119.71.

REPRESENTATIONS

35. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Fee Period. K&E reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Revised Interim Compensation Order.

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WHEREFORE, K&E requests that allowance be made to it in the sum of $1,443,418.50 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of $69,119.71 for reimbursement of actual costs and expenses incurred during that period, and further requests such other and further relief as this Court may deem just and proper.

Wilmington, Delaware
Dated: March 25, 2008

KIRKLAND & ELLIS LLP

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Counsel to the Debtors and Debtors-in-Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
SEA CONTAINERS LTD., et al.,[1]	)	Case No. 06-11156 (KJC)
	)	(Jointly Administered)
	)	
Debtors.	)	

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

VERIFICATION

David A. Agay, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Kirkland & Ellis LLP, and have been admitted to appear before this Court.

2. I have personally performed many of the legal services rendered by Kirkland & Ellis LLP as general reorganization and bankruptcy counsel to the Debtors and am familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

March 25, 2008

/s/ David A. Agay
David A. Agay

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