UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:	Chapter 11
SEA CONTAINERS LTD., *et al.*,	Case No. 06-11156 (KJC)
Debtors.	Jointly Administered
	Objections Due: August 11, 2008 at 4:00 p.m.

SIXTEENTH INTERIM FEE APPLICATION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES OF BINGHAM MCCUTCHEN LLP FOR SERVICES RENDERED AND EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF SEA CONTAINERS LTD FOR THE PERIOD OF MAY 1, 2008 THROUGH MAY 31, 2008

Name of Applicant:	Bingham McCutchen LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	January 18, 2007 nunc pro tunc to October 26, 2006
Period for which Compensation and reimbursement is sought:	May 1, 2008 through May 31, 2008
Amount of compensation sought as actual, reasonable and necessary:	$994,028.50
Amount of reimbursement sought as actual, reasonable and necessary:	$114,988.97
This is an _x_ interim	___ final application

A/72584900.1

No time was expended in preparation of this Application during the period covered by this Application. Allowance for time spent in preparation of this Application will be sought in a future fee application.

If this is not the first application filed, disclose the following for each prior application:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
2/13/2007	October 26, 2006-December 31, 2006	$766,443.66	$752,115.06
4/2/2007	January 1, 2007-February 28, 2007	$708,699.82	$708,699.82
5/15/2007	March 1, 2007-March 31, 2007	$411,272.31	$392,430.46
7/16/2007	April 1, 2007 - May 31, 2007	$843,988.65	$843,988.65
8/10/2007	June 1, 2007 - June 30, 2007	$577,413.73	$564,984.20
10/2/07	July 1, 2007 - July 31, 2007	$393,331.50	$393,331.50
10/19/07	August 1, 2007 - August 31, 2007	$393,331.50	$393,331.50
11/14/07	September 1, 2007 - September 30, 2007	$377,364.53	$373,483.03
1/2/08	October 1, 2007 - October 31, 2007	$444,574.50	$364,008.97
2/4/08	November 1, 2007 - November 30, 2007	$455,749.85	$366,245.81
2/13/08	December 1, 2007 - December 31, 2007	$223,627.12	$179,345.32
3/27/08	January 1, 2008 - January 31, 2008	$382,308.27	$309,117.97
4/17/08	February 1, 2008 - February 29, 2008	$487,752.00	$396,639.48

5/14/08	March 1, 2008 - March 31, 2008	$526,245.21	$426,739.33
6/19/08	April 1, 2008 - April 30, 2008	$808,273.45	$656,002.15

SEA CONTAINERS LTD., *et al.*
(Case No. 06-11156 (KJC))

May 1, 2008 through May 31, 2008

Name of Professional Person	Position	Year Admitted	Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Bannister, Thomas	Partner	1993	Financial Institutions Area	$1,054.00* (UK Rate = 460 GBP)	113.40	$119,523.60
Benson, William F.	Counsel	2001	Litigation Area	$485.00	223.70	$108,494.50
Dhital, Sukti	Associate	2006	Litigation Area	$345.00	11.50	$3,967.50
Kalin, Alan B.	Partner	1978	Corporate Area	$710.00	7.50	$5,325.00
Mautner, Erin Kate	Associate	2006	Financial Institution Area	$385.00	20.10	$7,738.50
Nwokonkor, Chiz C.	Associate	2004	Financial Institution Area	$602.00* (UK Rate = 300 GBP)	81.00	$48,762.00
Prevezer, Sue	Partner	1983	Financial Institution Area	$903.00* (UK Rate = 450 GBP)	1.20	$1,083.60
Rachal, Doreen M.	Associate	2007	Litigation Area	$345.00	10.30	$3,553.50
Roome, James	Partner	1984	Financial Institution Area	$1,244.00* (UK Rate = 560 GBP)	0.60	$746.40
Rowley, Samuel R.	Associate	2006	Litigation Area	$345.00	231.10	$79,729.50

Russell, Barry G.	Partner	1988	Financial Institutions Area	$1,164.00* (UK Rate = 580 GBP)	22.30	$25,957.20
Rutkowski, Rheba	Of Counsel	1997	Financial Institutions Area	$530.00	240.50	$127,465.00
Seamon, Scott K.	Counsel	2001	Financial Institutions Area	$520.00	103.40	$53,768.00
Silverman, Ronald J.	Partner	1991	Financial Institutions Area	$800.00	256.40	$205,120.00
Smith, Edwin E.	Partner	1974	Financial Institution Area	$900.00	0.70	$630.00
Wilamowsky, Steven	Partner	1994	Financial Institutions Area	$760.00	5.00	$3,800.00
Willett, P. Sabin	Partner	1983	Financial Institutions Area	$760.00	203.50	$154,660.00
Total					**1,532.20**	**$950,324.30**

TOTAL (Attorneys): $950,324.30

BLENDED RATE (Attorneys): $620.24

Name of Professional Person	Position	Year Admitted	Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Abiola, Zainab	Paralegal	N/A	Financial Institution Area	$281.00* (UK Rate = 140 GBP)	9.00	$2,529.00
Deyo, Catherine A.	Paralegal	N/A	Litigation Area	$240.00	7.80	$1,872.00
Gristwood, Rachel	Research Spec.	N/A	Administration /Non-Legal	$70.00* (UK Rate = 35 GBP)	1.50	$105.00
Hall, Kevin B.	Research Spec.	N/A	Administration /Non-Legal	$210.00	0.80	$168.00
Lemire, Roger A.	Research Spec.	N/A	Administration /Non-Legal	$210.00	0.20	$42.00

Mulligan, Kelly M.	Litigation Specialist	N/A	Administration /Non-Legal	$180.00	12.50	$2,250.00
Squillante, Roger P.	Research Spec.	N/A	Administration /Non-Legal	$261.00 (UK Rate = 130 GBP)	2.70	$704.70
Thomson, D'Arcy B.	Paralegal	N/A	Litigation Area	$235.00	122.30	$28,740.50
Wright, Patricia A	Paralegal	N/A	Financial Institutions Area	$255.00	28.60	$7,293.00
TOTAL FOR NON-ATTORNEYS					**185.40**	**$43,704.20**

GRAND TOTAL	**$994,028.50**
BLENDED RATE:	**$578.74**

* These timekeepers reside in Bingham's London office. Pursuant to the Interim Compensation Order, the billing rates for such timekeepers have been converted from British Pound Sterling to United States Dollars at the exchange rate of $2.0069, as contained in the London Edition of the July 18, 2008 Financial Times.

COMPENSATION BY PROJECT CATEGORY

SEA CONTAINERS LTD., *et al.*
(Case No. 06-11156 (KJC))

May 1, 2008 through May 31, 2008

Project Category	**Total Hours**	**Total Fees**
Asset Disposition	2.40	$1,880.00
Case Administration	25.50	$18,308.00
Claims Administration and Objections	1,527.00	$871,625.90
Employee Benefits/Pensions	59.40	$40,913.30
Fee/Employment Applications	39.00	$13,998.50
Fee/Employment Applications Review/Objections	7.40	$5,623.80
Plan and Disclosure Statement	40.00	$32,140.00
Non-Working Travel Time	16.90	$9,539.00
TOTAL	**1,717.60**	**$994,028.50**

SEA CONTAINERS LTD., *et al.*
(Case No. 06-11156 (KJC))

May 1, 2008 through May 31, 2008

Expense Category	**Total Expenses**
Copying	$19,071.82
Depositions & Transcript	$22,267.61
Electronic Research	$12,284.98
Fax	$235.50
Meals	$2,722.00
Postage/Messenger	$3,999.68
Telephone/Teleconferencing	$727.87
Travel/Transportation	$36,551.64
Trial Preparation	$17,127.87
Grand Total Expenses	**$114,988.97**

UNITED STATES BANKRUPTCY COURT
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In re:	
	Chapter 11
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Debtors.	Jointly Administered

SIXTEENTH INTERIM FEE APPLICATION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES OF BINGHAM MCCUTCHEN LLP FOR SERVICES RENDERED AND EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF SEA CONTAINERS LTD FOR THE PERIOD OF MAY 1, 2008 THROUGH MAY 31, 2008

TO THE HONORABLE KEVIN J. CAREY,
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 2016 of the Federal Rules Of Bankruptcy Procedure (the "**Bankruptcy Rules**"), the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, effective January 30, 1996 (the "**U.S. Trustee Guidelines**") and that certain Revised Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to 11 U.S.C. §§ 105(a) and 331 (the "**Interim Compensation Order**"), Bingham McCutchen LLP ("**Bingham**"), legal counsel to the Official Committee of Unsecured Creditors (the "**Official Committee**") of Sea Containers Ltd. et al., debtors and debtors-in-possession (the "**Debtors**") hereby submits this application (this "**Application**") for an Order allowing:

compensation in the amount of $994,028.50[1] (the "Fees") for professional services rendered by Bingham on behalf of the Official Committee in connection with the bankruptcy cases of the Debtors for the period May 1, 2008 through May 31, 2008 (the "**Application Period**"), and for reimbursement of actual and necessary expenses incurred during the Application Period by Bingham in connection with the rendition of such professional services in the amount of $114,988.97. In support of its Fee Application, Bingham respectfully represents as follows:

BACKGROUND

1. On October 15, 2006 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief with this Court under chapter 11 of the Bankruptcy Code. The bankruptcy cases for the Debtors have been procedurally consolidated for administrative purposes.

2. One Debtor, Sea Containers Ltd., also filed a parallel "light-touch" petition in Bermuda, pursuant to which joint provisional liquidators were appointed for the purpose of monitoring the Bankruptcy Cases.

3. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Bankruptcy Cases.

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[1] Pursuant to the Interim Compensation Order, "[i]f a Professional is entitled to compensation in a currency other than United States Dollars by virtue of the terms of that Professional's engagement agreement, all amounts sought in each Monthly Fee Application submitted by that Professional will be converted into United States Dollars, at the closing mid-point rate for exchanges between those currencies and United States Dollars as published in the London edition of the Financial Times on the business day that the Monthly Fee Application is filed, or if such exchange rate is not available, the mid-point rate on the business day preceding the date of filing of such Monthly Fee Application". As certain Bingham timekeepers reside in Bingham's London office, as indicated in the Amended Retention Application (as defined below), the billing rates for such timekeepers have been converted from British Pound Sterling to United States Dollars at the exchange rate of $2.0069, as contained in the London Edition of the July 18, 2008 Financial Times.

4. On October 26, 2006, the United States Trustee for Region 3 (the "**U.S. Trustee**"), pursuant to section 1102(a) of the Bankruptcy Code, appointed that certain committee of unsecured creditors (the "**Official Committee**") to represent the interests of the Debtors' unsecured creditors in the Bankruptcy Cases.

5. On January 11, 2007, Bingham filed that certain Amended Application of the Official Committee of Unsecured Creditors of Sea Containers Ltd et al. Under 11 U.S.C. Sections 328(a), 330(a), 504 and 1103(a) and Fed. R. Bankr. P. 2014, For an Order Authorizing and Approving Retention and Employment Nunc Pro Tunc of Bingham McCutchen LLP As Counsel (the "**Amended Retention Application**").

6. On January 18, 2007, the Court entered an order approving the Amended Retention Application.

7. The Official Committee membership during the Application Period consisted of HSBC.

JURISDICTION AND VENUE

8. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

RELIEF REQUESTED

9. Bingham submits this Application (a) for allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as bankruptcy

counsel for the Official Committee in these cases for the period from May 1, 2008, through May 31, 2008, (b) for reimbursement of actual, reasonable and necessary expenses incurred by Bingham in representing the Debtors during that same period.

10. During the period covered by this Application, Bingham incurred fees in the amount of $994,028.50. For the same period, Bingham incurred actual, reasonable and necessary expenses totaling $114,988.97. With respect to these amounts, as of the date of this Application, Bingham has not received any payments.

11. Bingham maintained daily records of the time spent rendering professional service during the period covered by this Application.

12. Attorneys and paraprofessionals at Bingham expended 1,717.60 hours during the Application Period.

13. The resulting average billing rate for attorneys and paraprofessionals is $578.74 per hour. The rates charged by Bingham for services rendered are based on Bingham's regular hourly rates applicable to the performance of legal services unrelated to the Bankruptcy Cases.

14. Exhibit A attached hereto contains logs, sorted by case project category, which show the time recorded by professionals, paraprofessionals and other support staff and descriptions of the services provided.

15. Preceding this Fee Application were summary schedules that set forth (a) the number of hours expended by the individual attorneys and paraprofessionals, (b) the year in which each attorney was licensed to practice law, (c) the position of each attorney, (d) the standard hourly rate that Bingham charges for the same or similar services of each attorney or

paraprofessional in matters not related to the Bankruptcy Cases, and (e) the total fees attributable to all such services rendered by each attorney or paraprofessional.

16. Bingham also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with its rendition of services. The summary preceding this Fee Application includes a breakdown of expenses incurred during the Application Period. The detail for such expenses, together with computer records maintained in the ordinary course of business that were used to compile such information, is attached to this Fee Application as part of Exhibit B. The expenses for which Bingham seeks reimbursement include the following:

- Duplicating. Bingham charges $.10 per page for internal copying and printing.
- Telephone/Teleconferencing. Long distance and international calls are billed at actual cost.
- Fax. Outgoing domestic facsimiles are billed at $1.00 per page. There is no charge for incoming facsimiles.
- Electronic Research Charges. Bingham's practice is to bill clients for Lexis, Westlaw and Pacer research at the actual cost, which does not include amortization for maintenance and equipment.
- Working Meals/Transportation. Bingham's practice is to allow any attorney, paraprofessional or legal assistant working outside of normal business hours to charge a working meal and transportation to and from the office to the appropriate client. General commutating charges are not included as expenses.

17. Bingham has endeavored to represent the Official Committee in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other support staff at Bingham so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Bingham has endeavored to coordinate with the other professionals involved in these cases so

as to minimize any duplication of effort and to minimize attorneys' fees and expenses. We believe we have been successful in this regard. It is often necessary, however, for multiple attorneys to be included in a particular meeting or conference call. Please see Exhibit C for a further description and justification for such multiple participants.

18. No agreement or understanding exists between Bingham and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

19. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his information, knowledge and belief that this Application complies with that Rule.

CONCLUSION

WHEREFORE, Bingham respectfully requests that this Court: (a) allow (i) Bingham interim compensation in the amount of $994,028.50 for actual, reasonable and necessary professional services rendered on behalf of the Debtors during the period May 1, 2008 through May 31, 2008 and interim reimbursement in the amount of $114,988.97 for actual, reasonable and necessary expenses incurred by Bingham during the same period; (b) authorize and direct the Debtors to pay (i) to Bingham the amount of $910,211.77 which is equal to the sum of 80% of Bingham's allowed interim compensation and 100% of Bingham's allowed expense reimbursement; and (c) grant such other and further relief as is just.

July 21, 2008 BINGHAM MCCUTCHEN LLP

/s/Ronald J. Silverman

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