

**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: September 15, 2008, at 4:00 p.m. (ET)
	)	Hearing Date: Scheduled only if Necessary

**SUMMARY OF TWENTY-FIRST MONTHLY APPLICATION OF KIRKLAND &
ELLIS LLP FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM
PERIOD JULY 1, 2008 THROUGH JULY 31, 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:	July 1, 2008, through July 31, 2008
Amount of compensation sought as actual, reasonable and necessary:	\$1,445,418.00
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$40,390.92
This is a <u>X</u> 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	Interim Approval ¹²	Interim Approval
December 26, 2007	11/1/07 - 11/30/07	\$1,504,504.00	\$81,647.93	Interim Approval	Interim Approval
January 28, 2008	12/1/07 - 12/31/08	\$870,610.50	\$77,899.86	Interim Approval	Interim Approval
February 14, 2008	10/1/07 - 12/31/07 (5th Quarterly)	\$4,430,977.50	\$302,364.33	\$4,421,008.00	\$292,985.87
February 25, 2008	1/1/08 - 1/31/08	\$1,507,594.50	\$106,071.26	\$1,206,075.60	\$106,071.26
March 25, 2008	2/1/08 2/29/08	\$1,443,418.50	\$69,119.71	\$1,154,734.80	\$69,119.71
April 25, 2008	3/1/08 - 3/31/08	\$1,727,153.50	\$68,632.38	\$1,381,722.80	\$64,496.20 ¹³
May 15, 2008	1/1/08 - 3/31/08 (6th Quarterly)	\$4,678,166.50	\$243,823.35	Pending	Pending
May 27, 2008	4/1/08 - 4/30/08	\$1,629,812.50	\$104,357.23	\$1,303,850.00	\$104,357.23
June 25, 2008	5/1/08 - 5/31/08	\$1,618,118.50	\$121,056.11	\$1,286,494.80	\$121,056.11
July 28, 2008	6/1/08 - 6/30/08	\$1,425,103.00	\$244,655.79	\$1,140,082.40	\$244,655.79
August 14, 2008	4/1/08 - 6/30/08 (7th Quarterly)	\$4,673,034.00	\$470,069.13	Pending	Pending

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	160.30	\$96,981.50
Sophie E. Allen	Associate	2002	Taxation	\$840.00	12.80	\$10,752.00
Matthew J. Antinossi	Partner	1999	Employee Benefits	\$555.00	2.60	\$1,443.00
Kon Asimacopoulos	Partner	2000	Restructuring	\$880.00	88.40	\$77,792.00
John Baldry	Partner	1993	Taxation	\$1,000.00	17.50	\$17,500.00
Cassandra A. Becker	Associate	2004	Corporate	\$440.00	31.30	\$13,772.00
Keith S. Crow, P.C.	Partner	1986	Corporate	\$825.00	69.50	\$57,337.50
Thad Davis	Associate	2005	Taxation	\$480.00	0.20	\$96.00
Jessica R. Droeger	Partner	1993	Corporate	\$565.00	36.00	\$20,340.00
David L. Eaton	Partner	1978	Restructuring	\$855.00	147.20	\$125,856.00
Laura L. Fraedrich	Partner	1995	International Trade	\$530.00	0.50	\$265.00
Daniel J. Gerkin	Associate	2001	International Trade	\$500.00	4.80	\$2,400.00
Kim Gutherless	Associate	2006	Restructuring	\$650.00	129.70	\$84,305.00

¹² The fees and expenses for the October-December 2007 interim monthly application were approved on an interim basis pursuant to the order entered by this Court on June 4, 2008.

¹³ Amount shown reflects a voluntary reduction of \$4,136.18 from actual amount requested on the March 1, 2008, through March 31, 2008, fee application.

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Roger J. Higgins	Partner	1997	Restructuring	\$625.00	4.30	\$2,687.50
Vicki V. Hood	Partner	1977	Employee Benefits	\$835.00	19.50	\$16,282.50
Adam T Humann	Associate	2007	Litigation	\$440.00	3.60	\$1,584.00
Partha Kar	Partner	1993	Restructuring	\$960.00	115.30	\$110,688.00
Andrew M. Kaufman, P.C.	Partner	1974	Corporate	\$845.00	3.40	\$2,873.00
Gregg Kirchhoefer, P.C.	Partner	1982	Intellectual Property	\$765.00	4.10	\$3,136.50
Arun Kurichety	Associate	2006	Restructuring	\$440.00	4.60	\$2,024.00
M. Natasha Labovitz	Partner	1997	Restructuring	\$745.00	82.50	\$61,462.50
Graham Lane	Associate	2003	Restructuring	\$800.00	30.50	\$24,400.00
Todd F. Maynes, P.C.	Partner	1988	Taxation	\$915.00	9.90	\$9,058.50
Nuala McFerran	Associate	2007	Restructuring	\$600.00	53.60	\$32,160.00
Toni B. Merrick	Partner	1988	Employee Benefits	\$785.00	0.20	\$157.00
Galia Messika	Partner	2000	Litigation	\$565.00	13.70	\$7,740.50
Scott A. Moehrke, P.C.	Partner	1989	Corporate	\$825.00	8.70	\$7,177.50
Soham D. Naik	Associate	2004	Restructuring	\$565.00	11.00	\$6,215.00
Phillip W. Nelson	Associate	2004	Restructuring	\$530.00	86.70	\$45,951.00
Lyndon E. Norley	Partner	1992	Restructuring	\$1,200.00	110.80	\$132,960.00
David G. Norrell	Of Counsel	1980	International Trade	\$630.00	1.60	\$1,008.00
Helena Potts	Associate	2005	Restructuring	\$700.00	90.00	\$63,000.00
Matthew P. Rieger	Associate	2008	Corporate	\$295.00	5.00	\$1,475.00
Yosef J. Riemer	Partner	1985	Litigation	\$745.00	2.30	\$1,713.50
Aaron J. Schechter	Associate	2005	Intellectual Property	\$490.00	4.20	\$2,058.00
Joseph U. Schorer	Of Counsel	1978	Corporate	\$745.00	106.70	\$79,491.50
Sarah Seewer	Associate	2002	Restructuring	\$530.00	165.20	\$87,556.00
Sienna R. Singer	Associate	2004	Restructuring	\$490.00	183.90	\$90,111.00
Ian Taplin	Partner	1977	Taxation	\$1,250.00	8.20	\$10,250.00
Natasha Watson	Associate	2003	Restructuring	\$800.00	20.20	\$16,160.00
Paul Wierbicki	Associate	2005	Restructuring	\$490.00	140.40	\$68,796.00
Charla A. Willian	Associate	2004	Corporate	\$395.00	41.00	\$16,195.00
Shannon Yavorsky	Associate	2006	Intellectual Property	\$650.00	0.50	\$325.00
Thomas Young	Associate	2003	Taxation	\$545.00	26.00	\$14,170.00
Totals for Attorneys					2,058.40	\$1,427,706.50

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	20 Years	Restructuring	\$225.00	0.50	\$112.50
Andrew Brniak	Case Assistant	3 Months	Restructuring	\$125.00	0.60	\$75.00

Name of Paraprofessional Person	Position with the Applicant and Number of Years in that Position		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Stephanie D. Frye	Conflicts Analysis	2 Years	Administrative Services	\$195.00	11.20	\$2,184.00
Maureen McCarthy	Legal Assistant	5 Years	Restructuring	\$225.00	54.90	\$12,352.50
Katie McCrone	Project Assistant	5 Months	Restructuring	\$150.00	2.50	\$375.00
Michelle Peterson	Project Assistant	5 Months	Restructuring	\$150.00	3.50	\$525.00
Linda A. Scussel	Conflicts Analysis Restructuring Specialist	2 Years	Administrative Services	\$220.00	3.30	\$726.00
PeiSan Yee	Technology Services	4 Years	Litigation	\$225.00	0.50	\$112.50
Michael Zuckerman	Law Clerk	3 Months	Litigation	\$205.00	1.80	\$369.00
Library Research	Research Specialist	N/A	Administrative Services	\$200.00	4.40	\$880.00
Totals for Paraprofessionals				83.20	83.20	\$17,711.50

**Total Fees Requested for July 2008
Blended Rate**

**\$1,445,418.00
\$674.92**

COMPENSATION BY MATTER

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
1	GECC Disputes	129.30	\$92,910.50
6	Non U.S. Matters	400.70	\$338,562.00
7	Litigated Matters	4.30	\$2,687.50
9	Issues Relating to Bermuda Proceedings	22.70	\$19,073.50
14	Travel	23.30	\$15,754.00
15	Tax Issues	74.70	\$61,673.50
16	Retention of Professionals	13.20	\$4,057.00
17	Plan, Disclosure Statement	720.60	\$420,272.00
18	K&E Fee Applications and Monthly Statement	71.60	\$21,726.50
20	Hearings	0.50	\$302.50
22	File, Docket, Calendar Maintenance	4.20	\$808.50
26	Employee Benefits, Pension	118.30	\$86,727.00
27	Creditors Communications	20.80	\$16,939.00
28	Claims Estimate, Objection and Resolution	29.60	\$18,556.50
29	Cash, Collateral or DIP Financing	19.10	\$12,591.50
30	Case Administration	6.30	\$5,256.50
31	Business Operations	5.20	\$2,179.00
33	Asset Sale	33.80	\$27,341.50
34	Corporate and Securities Matters	220.60	\$136,047.00
35	Exit Financing Advice, No Third Parties	222.80	\$161,952.50
Totals for Matters		2,141.60	\$1,445,418.00

EXPENSE SUMMARY

Service Description	Service Providers ¹⁴ (if applicable)	Amount
Telephone	Genesys Conferencing Inc.	\$1,009.01
Standard Copies or Prints	Internal (Kirkland & Ellis LLP)	\$131.10
Tabs/Indexes/Dividers	Internal (Kirkland & Ellis LLP)	\$3.80
Color Copies or Prints	Internal (Kirkland & Ellis LLP)	\$6.00
Scanned Images	Internal (Kirkland & Ellis LLP)	\$168.60
Standard Copies or Prints NY	Internal (Kirkland & Ellis LLP)	\$4.50
Standard Copies or Prints UK/MU	Internal (Kirkland & Ellis LLP)	\$186.00
Standard Prints	Internal (Kirkland & Ellis LLP)	\$1,990.60
Standard Prints NY	Internal (Kirkland & Ellis LLP)	\$259.00
Standard Prints UK/MU	Internal (Kirkland & Ellis LLP)	\$1,049.90
Color Prints	Internal (Kirkland & Ellis LLP)	\$1,196.50
Overnight Delivery	Federal Express UPS	\$696.27
Overnight Delivery - Refund		(\$10.20)
Outside Messenger Services		\$1,330.58
Local Transportation		\$1,860.40
Travel Expense		\$4,030.33
Airfare		\$3,021.79
Transportation to/from airport		\$419.39
Travel Meals		\$203.60
Other Travel Expenses		\$1,068.48
Court Reporter Fee/Deposition		\$742.20
Filing Fees		\$355.62
Professional Fees		\$0.00
Outside Computer Services		\$3,962.13
Outside Copy/Binding Services		\$3,397.93
Catering Expenses		\$1,618.80
Information Broker Doc/Svcs		\$2,441.10
Library Document Procurement		\$25.00
Computer Database Research		\$2,835.45
Online Research/GM/Other		\$19.91
Overtime Transportation		\$709.40
Overtime Meals		\$267.69
Overtime Meals - Attorney		\$1,080.72
Secretarial Overtime		\$0.00
Word Processing Overtime		\$0.00
Overtime Meals - Legal Assistant		\$0.00
Rental Expenses		\$4,309.32
Total		\$40,390.92

¹⁴ 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: September 15, 2008, at 4:00 p.m. (ET)
	)	Hearing Date: Scheduled only if Necessary

**TWENTY-FIRST MONTHLY APPLICATION OF KIRKLAND & ELLIS LLP
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM PERIOD
JULY 1, 2008 THROUGH JULY 30, 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 July 1, 2008 through July 31, 2008, hereby applies (the “Application”) for an order allowing it: (i) compensation in the amount of \$1,445,418.00 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 \$40,390.92 for the period from July 1, 2008 through July 31, 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 (the “Original Retention Order”), the Court authorized 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 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, March 4, 2008, and June 19, 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 twenty-first 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	160.30	\$96,981.50
Sophie E. Allen	Associate	2002	Taxation	\$840.00	12.80	\$10,752.00
Matthew J. Antinossi	Partner	1999	Employee Benefits	\$555.00	2.60	\$1,443.00
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Daniel J. Gerkin	Associate	2001	International Trade	\$500.00	4.80	\$2,400.00
Kim Gutherless	Associate	2006	Restructuring	\$650.00	129.70	\$84,305.00
Roger J. Higgins	Partner	1997	Restructuring	\$625.00	4.30	\$2,687.50
Vicki V. Hood	Partner	1977	Employee Benefits	\$835.00	19.50	\$16,282.50
Adam T Humann	Associate	2007	Litigation	\$440.00	3.60	\$1,584.00
Partha Kar	Partner	1993	Restructuring	\$960.00	115.30	\$110,688.00
Andrew M. Kaufman, P.C.	Partner	1974	Corporate	\$845.00	3.40	\$2,873.00

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M. Natasha Labovitz	Partner	1997	Restructuring	\$745.00	82.50	\$61,462.50
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Phillip W. Nelson	Associate	2004	Restructuring	\$530.00	86.70	\$45,951.00
Lyndon E. Norley	Partner	1992	Restructuring	\$1,200.00	110.80	\$132,960.00
David G. Norrell	Of Counsel	1980	International Trade	\$630.00	1.60	\$1,008.00
Helena Potts	Associate	2005	Restructuring	\$700.00	90.00	\$63,000.00
Matthew P. Rieger	Associate	2008	Corporate	\$295.00	5.00	\$1,475.00
Yosef J. Riemer	Partner	1985	Litigation	\$745.00	2.30	\$1,713.50
Aaron J. Schechter	Associate	2005	Intellectual Property	\$490.00	4.20	\$2,058.00
Joseph U. Schorer	Of Counsel	1978	Corporate	\$745.00	106.70	\$79,491.50
Sarah Seewer	Associate	2002	Restructuring	\$530.00	165.20	\$87,556.00
Sienna R. Singer	Associate	2004	Restructuring	\$490.00	183.90	\$90,111.00
Ian Taplin	Partner	1977	Taxation	\$1,250.00	8.20	\$10,250.00
Natasha Watson	Associate	2003	Restructuring	\$800.00	20.20	\$16,160.00
Paul Wierbicki	Associate	2005	Restructuring	\$490.00	140.40	\$68,796.00
Charla A. Willian	Associate	2004	Corporate	\$395.00	41.00	\$16,195.00
Shannon Yavorsky	Associate	2006	Intellectual Property	\$650.00	0.50	\$325.00
Thomas Young	Associate	2003	Taxation	\$545.00	26.00	\$14,170.00
Totals for Attorneys					2,058.40	\$1,427,706.50

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

Name of Paraprofessional Person	Position with the Applicant Number of Years in that Position		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jesse Aguilar	Legal Assistant	20 Years	Restructuring	\$225.00	0.50	\$112.50
Andrew Brniak	Case Assistant	3 Months	Restructuring	\$125.00	0.60	\$75.00
Stephanie D. Frye	Conflicts Analysis	2 Years	Administrative Services	\$195.00	11.20	\$2,184.00
Maureen McCarthy	Legal Assistant	5 Years	Restructuring	\$225.00	54.90	\$12,352.50
Katie McCrone	Project Assistant	5 Months	Restructuring	\$150.00	2.50	\$375.00
Michelle Peterson	Project Assistant	5 Months	Restructuring	\$150.00	3.50	\$525.00
Linda A. Scussel	Conflicts Analysis Restructuring Specialist	2 Years	Administrative Services	\$220.00	3.30	\$726.00

Name of Paraprofessional Person	Position with the Applicant Number of Years in that Position		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
PeiSan Yee	Technology Services	4 Years	Litigation	\$225.00	0.50	\$112.50
Michael Zuckerman	Law Clerk	3 Months	Litigation	\$205.00	1.80	\$369.00
Library Research	Research Specialist	N/A	Administrative Services	\$200.00	4.40	\$880.00
Totals for Paraprofessionals				83.20	83.20	\$17,711.50

11. K&E 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 \$1,445,418.00. The K&E attorneys and paraprofessionals expended a total of 2,141.60 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 \$674.92. 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: \$92,910.50; Hours: 129.30)

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.

During the Fee Period, K&E attorneys spent considerable time researching, drafting, and negotiating with GE the definitive documentation for a global settlement to resolve all issues related to pending claims and other matters regarding GE and GE SeaCo. In addition, K&E attorneys attended numerous conferences and drafted correspondence related to the framework agreement.

16. Matter 6 — Non U.S. Matters

(Fees: \$338,562.00; Hours: 400.70)

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, employment and other issues; (b) analyzing and resolving issues connected to potential non-core, non-debtor asset sales; (c) researching issues related to the international implementation of a plan of reorganization; (d) analyzing and resolving tax and employment issues related to the proposed disclosure statement; (e) researching and analyzing issues regarding pension equalization matters; (f) researching and analyzing issues related to pension schemes; (g) drafting, researching and revising schemes of arrangement to implement the plan of reorganization; (h) drafting and revising trust deeds that are contemplated by the plan; and (i) working with relevant international local counsel in resolving various local issues.

17. Matter 9 — Issues Relating to Bermuda Proceedings

(Fees: \$19,073.50; Hours: 22.70)

As this Court is aware, SCL is incorporated in Bermuda. This Subject Matter includes legal services related to monitoring the Bermudian insolvency proceedings and updating counsel to the Bermudian joint provisional liquidators on the status of the chapter 11 cases.

18. Matter 14 — Travel

(Fees: \$15,754.00; Hours: 23.30)

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 15 — Tax

(Fees: \$61,673.50; Hours: 74.40)

This Subject Matter includes time spent researching and analyzing tax issues in connection with the proposed disclosure statement, possible trusts, the GE transaction and the liquidation of some non-debtor subsidiaries, and preparing for and participating in conferences regarding such tax issues.

20. Matter 16 — Retention of Professionals

(Fees: \$4,057.00; Hours: 13.20)

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; and (f) preparing, revising, and updating charts that track professional fees and reviewing such charts with the Debtors.

21. Matter 17 — Plan, Disclosure Statement

(Fees: \$420,272.00; Hours: 720.60)

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 the plan of reorganization, disclosure statement, and solicitation materials; (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 revising the plan, disclosure statement and solicitation materials accordingly; (d) drafting correspondence and attending conferences related to the proposed plan of reorganization and disclosure statement documents; (e) incorporating and responding to comments from various constituents; and (f) strategizing and preparing for the creation of Newco and the transfer of assets related thereto; and (g) drafting, analyzing and revising a liquidation analysis.

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

(Fees: \$21,726.50; Hours: 71.60)

This Subject Matter includes legal services performed by K&E attorneys and paraprofessionals in connection with K&E's preparation of its twentieth monthly fee application in accordance with the procedures and standards of the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules, and orders of this Court.

23. Matter 22 — File, Docket, Calendar Maintenance

(Fees: \$808.50; Hours: 4.20)

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 researching and analyzing potential postpetition conflicts issues.

24. Matter 26 — Employee Benefits, Pension

(Fees: \$86,727.00; Hours: 118.30)

This Subject Matter includes legal services related to employee benefit and pension matters, including, but not limited to, time spent reviewing and analyzing memoranda regarding pension claims, specifically in relation to the financial support direction process and the pension schemes, analyzing international and domestic pension liability and issues, following up on the pending Motion for Order Approving Settlement Regarding Pension Claims [Docket No. 1458] and analyzing various mechanisms to deal with pension related claims.

25. Matter 27 — Creditors Communications

(Fees: \$16,939.00; Hours: 20.80)

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 corporate governance issues, and plan timing and implementation issues.

26. Matter 28 — Claims Estimate, Objection and Resolution

(Fees: \$18,556.50; Hours: 29.60)

This Subject Matter comprises 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) analyzing claims for plan classification and treatment purposes; (b) reviewing and formulating various strategic options and drafting related correspondence regarding specific

claims; and (c) participating in numerous conferences to discuss claims issues, including claims arising pursuant to non-U.S. law.

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

(Fees: \$12,591.50; Hours: 19.10)

This Subject Matter includes 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 addition, during this 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: \$5,256.50; Hours: 6.30)

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: \$27,341.50; Hours: 33.80)

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 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 business, Yorkshire Marine Containers, and Helsinki-Tallinn businesses, all non-debtor subsidiaries. Moreover, K&E professionals spent 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: \$136,047.00; Hours: 220.60)

This Subject Matter includes legal services related to corporate and securities matters, including, but not limited to: (a) preparing and participating in conferences with the Debtors' board of directors regarding these chapter 11 cases; (b) preparing and reviewing SEC filings; (c) researching, drafting, and reviewing correspondence regarding securities law and governance issues related generally to these chapter 11 cases and, more specifically, in connection with a plan of reorganization; and (d) preparing monthly operating reports. K&E professionals also spent considerable time analyzing issues relating to the corporate formation and governance of Newco and the possible issuance of Newco equity pursuant to the plan of reorganization.

31. Matter 35 — Exit Financing Advice, No Third Parties

(Fees: \$161,952.50; Hours: 222.80)

This Subject Matter includes legal services related to securing exit financing, including, but not limited to: (a) negotiating and documenting the terms of the proposed exit financing; (b) reviewing and considering strategies regarding various proposed letters of intent for exit financing; (c) preparing and participating for conferences regarding exit financing structure and timing; and (d) drafting and revising the repatriation note.

ACTUAL AND NECESSARY EXPENSES

32. 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.

33. 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.

34. K&E charges \$0.10 per page for standard duplication. 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.

35. 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 \$40,390.92.

REPRESENTATIONS

36. 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.

WHEREFORE, K&E requests that allowance be made to it in the sum of \$1,445,418.00 as compensation for necessary professional services rendered to the Debtors for the Fee Period, and the sum of \$40,390.92 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: August 25, 2008

KIRKLAND & ELLIS LLP

/s/ David A. Agay

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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., <u>et al.</u> , ¹	)	Case No. 06-11156 (KJC)
	)	(Jointly Administered)
)	
Debtors.)	

STATE OF ILLINOIS)	
)	
COUNTY OF COOK	)	ss:

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.

August 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.