

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

<hr/>)	CHAPTER 11
)	
SEA CONTAINERS LTD., <i>ET AL.</i> , ¹)	CASE NO. 06-11156 (KJC)
)	(JOINTLY ADMINISTERED)
DEBTORS.)	
)	REF. DOCKET NO. 2193
<hr/>)	

**PLAN SUPPLEMENT IN SUPPORT OF DEBTORS' SECOND AMENDED JOINT PLAN
PURSUANT TO CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE**

THIS IS THE DEBTORS' PLAN SUPPLEMENT (THE "PLAN SUPPLEMENT"), FILED IN SUPPORT OF THE DEBTORS' SECOND AMENDED JOINT PLAN OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE, DATED SEPTEMBER 22, 2008 [DOCKET NO. 2193] (THE "AMENDED PLAN").²

FOR THE AVOIDANCE OF DOUBT, THE DEBTORS EXPRESSLY RESERVE THE RIGHT TO ALTER, AMEND, MODIFY, REMOVE, AUGMENT, OR SUPPLEMENT EACH DOCUMENT IN THIS PLAN SUPPLEMENT FROM TIME TO TIME.

Young Conaway Stargatt & Taylor
Robert S. Brady (No. 2847)
Edmon L. Morton (No. 3856)
Sean T. Greecher (No. 4484)
The Brandywine Building
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, DE 19801
Telephone: (302) 571-6600

Kirkland & Ellis LLP
David L. Eaton (*pro hac vice*)
David A. Agay (*pro hac vice*)
Paul Wierbicki
Sienna R. Singer
AON Center
200 East Randolph Drive
Chicago, IL 60601
Telephone: (312) 861-2000

Counsel for the Debtors and the Debtors in Possession

Dated: October 24, 2008

¹ The Debtors in these chapter 11 cases are Sea Containers Caribbean Inc., Sea Containers Ltd., and Sea Containers Services Ltd.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Amended Plan.

PLAN SUPPLEMENT DOCUMENTS

1. Constitutional and Organizational Documents of Newco
 - (a) Memorandum of Association
 - (b) Certificate of Incorporation
 - (c) Bye-Laws
 - (d) Bermuda Monetary Authority Consents
2. Newco Transfer Agreement
3. Section 1129(a)(5) Disclosures with Respect to Directors and Officers
4. U.K. Scheme of Arrangement of Sea Containers Services Ltd.
5. GE SeaCo Definitive Settlement Documents
 - (a) Master Transaction Agreement
 - (b) Amended and Restated Members' Agreement
 - (c) Registration Rights Agreement
 - (d) Mutual Release Agreement
 - (e) Amended and Restated Newco Equipment Management Agreement
 - (f) Amended and Restated Genstar Equipment Management Agreement
 - (g) Newco Master Lease Agreement Termination Agreement
 - (h) Genstar Master Lease Agreement Termination Agreement
 - (i) GE SeaCo America Master Lease Agreement Termination Agreement
 - (j) Amended and Restated GE SeaCo America Equipment Management Agreement
 - (k) Amended and Restated GE SeaCo America Operating Agreement
 - (l) Amendment No. 4 to the Omnibus Agreement
 - (m) Trade Name Ratification Agreement
 - (n) Trade Name Sublicense Agreement
 - (o) Trade Name Agreements

- (p) Closing Instrument
 - (q) Amended and Restated Articles of Organisation
 - (r) Amended and Restated By-Laws
 - (s) Joinder Agreement³
 - (t) SCL Trademark Addendum
 - (u) GE Capital Administration Agreement
 - (v) Member Promissory Note
- 6. Executory Contracts and Unexpired Leases to Be Assumed
 - 7. Executory Contracts and Unexpired Leases to Be Assumed as Amended
 - 8. Executory Contracts and Unexpired Leases to Be Rejected
 - 9. Causes of Action to be Transferred to Newco
 - 10. Causes of Action to Be Retained by the Reorganized Debtors
 - 11. Equalization Escrow Agreement
 - 12. Non-Debtor Subsidiary Trust Deed
 - 13. Equalization-Related Employee Claim Trust Deed
 - 14. Newco Repatriation Note
 - 15. No Objection Letter
 - 16. Agreement with Respect to Pension Protection Fund Eligibility Procedures
 - 17. Newco Director and Officer Equity Incentive Plan
 - 18. Plan Administrator Agreement

³ Included as Exhibit N to Amendment No. 1 to the Master Transaction Agreement.