

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

SEA CONTAINERS LTD., et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 06-11156 (KJC)
)
) Jointly Administered
)
) Ref. Docket No. 44

**SUPPLEMENTAL DECLARATION OF DISINTERESTEDNESS IN
SUPPORT OF APPLICATION FOR AN ORDER AUTHORIZING THE
EMPLOYMENT AND COMPENSATION OF PRICEWATERHOUSECOOPERS LLP**

I, MICHAEL BERKOWITCH, under penalty of perjury, hereby declare:

1. I am a Partner of PricewaterhouseCoopers LLP ("PwC"), a professional services firm which provides, among other things, a wide variety of financial advisory services to clients globally. PwC is one of a series of partnerships which are members of PricewaterhouseCoopers International Limited. I am authorized to make this supplemental declaration (the "Supplemental Declaration") on behalf of PwC.

2. By application dated October 23, 2006, the Debtors filed an application to retain PwC, pursuant to sections 327(a) and 328(a) of the United States Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware [Docket No. 44] (the "Retention Application"). PwC was to serve as restructuring advisor, investment banker and accounting and tax financial advisor during these chapter 11 cases. This Court entered an Order approving the Retention Application on December 19, 2006 [Docket No. 199].

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

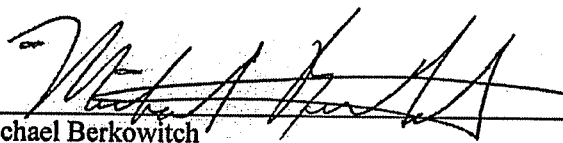
3. The Retention Application was accompanied by an Declaration, executed by Steven Pearson, also a partner of PwC, containing disclosures and representations required under section 327(a) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016 (the "Initial Declaration").

4. This Supplemental Declaration discloses the proposed engagement of PwC to provide Anthony Kett and Colin Haig of PwC to act as Scheme Administrators of Sea Containers Services, Ltd. ("SCSL") and certain other non-debtor entities (the "Non-Debtor Scheme Companies") in connection with the implementation of the Debtors' plan of reorganization. The Debtors have determined that to ensure the effectiveness of the Debtors' chapter 11 plan of reorganization in the United States (the "Plan"), it is necessary for SCSL and the Non-Debtor Scheme Companies to propose a scheme of arrangement for holders of certain claims asserted against SCSL and the Non-Debtor Scheme Companies (the "U.K. Scheme of Arrangement"), which has already been made a matter of record in this Court. An application to sanction the U.K. Schemes of Arrangement will be made to the High Court of Justice of England and Wales (the "U.K. Court"). If the Plan and U.K. Scheme of Arrangement are approved and become effective, the Debtors will require the assistance of a Scheme Administrator, and the Debtors have requested that PwC fulfill the role of Scheme Administrators in relation to SCSL and the Non-Debtor Scheme Companies in furtherance of the Debtors' implementation of their restructuring plan. This engagement is conditioned on (i) the confirmation and effectiveness of the Plan, and (ii) sanction by the U.K. Court of the U.K. Scheme of Arrangement.

5. This engagement will not negatively affect the provision of services to the Debtors in these bankruptcy cases, and indeed PwC submits that the engagement is consistent with the terms of their engagement with the Debtors previously approved by this Court.

6. I certify under penalty of perjury that the foregoing is true and correct to the

best of my knowledge. Executed this 26th day of October, 2008 in London, England, United Kingdom.


Michael Berkowitch
Partner