

**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.)	Ref. Docket No. 2301
)	

**ORDER AUTHORIZING (A) ENTRY INTO THE EXIT FINANCING COMMITMENT
LETTER AND (B) PAYMENT OF CERTAIN FEES IN CONNECTION THEREWITH**

Upon the motion (the "Motion")² of the Debtors for the entry of an order authorizing SCL to (a) enter into the Commitment Letter and (b) pay the fees set forth in the Commitment Letter; and upon consideration of the Motion and all pleadings related thereto; and this Court finding that (a) this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, and creditors; and after due deliberation, and good and sufficient cause appearing therefore, it is hereby

ORDERED, that the Motion is granted; and it is further

ORDERED, that the Debtors entry into the Commitment Letter is hereby authorized and approved; and it is further

ORDERED, that the Debtors are authorized to perform under the Commitment Letter; and it is further

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

² Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion or the Commitment Letter.

ORDERED, that the Debtors shall make payments of obligations under, and in accordance with the terms of, the Commitment Letter as administrative claims under Bankruptcy Code §§ 503(b) and 507(a)(1); and it is further

ORDERED, that the Debtors shall take any action necessary to implement the Commitment Letter; and it is further

ORDERED, that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware
November 6, 2008



Kevin J. Carey
Chief United States Bankruptcy Judge