

EXHIBIT D

Proposed Form of Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
SEA CONTAINERS LTD., <i>et al.</i> , ¹)	Case No. 06-11156 (KJC)
)	
)	(Jointly Administered)
Debtors.)	
)	Ref. Docket No. ____

**ORDER GRANTING DEBTORS' FIFTH OMNIBUS OBJECTION
(NON-SUBSTANTIVE) TO CLAIMS PURSUANT TO SECTIONS 105
AND 502(B) OF THE BANKRUPTCY CODE, BANKRUPTCY
RULES 3001, 3003 AND 3007, AND LOCAL RULE 3007-1**

This matter having come before the Court on the Fifth Omnibus Objection (Non-Substantive) to Claims (the "Objection")² of the above-captioned debtors-in-possession (the "Debtors"), filed pursuant to sections 105 and 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, Rules 3001, 3003 and 3007 of the Federal Rules of Bankruptcy Procedure, Local Rule 3007-1, and the *General Order Regarding Applicability of Rule 3007(c) of the Amended Federal Rules of Bankruptcy Procedure* entered by this Court on November 27, 2007; the Court having considered the Objection and the exhibits thereto, and all related pleadings and documents; having found that the Court has jurisdiction over this matter pursuant to sections 157 and 1334 of Title 28 of the United States Code, and that adequate notice has been given under the circumstances; and good and sufficient cause appearing therefor, it is hereby:

ORDERED, that the Objection is sustained; and it is further

ORDERED, that the Claims identified on Exhibits A and Exhibit B attached hereto are disallowed and expunged; and it is further

¹ The Debtors in these chapter 11 cases are Sea Containers Caribbean Inc. ("SCC"), Sea Containers Ltd. ("SCL"), and Sea Containers Services Ltd. ("SCSL")

ORDERED, that this Order is without prejudice to the Debtors' rights to: (a) object to the Claims on grounds other than as stated in the Objection if any such Claim is reconsidered; (b) object, on any available grounds, to any claim in these cases; (c) bring avoidance actions under applicable sections of the Bankruptcy Code or other applicable law; and (d) to enforce any rights of setoff and recoupment against holders of claims; and it is further

ORDERED, that this Court shall retain jurisdiction over the Debtors and the claimants who filed the Claims with respect to any matters related to or arising from this Order.

Dated: Wilmington, Delaware
December ____, 2008

Kevin J. Carey
Chief United States Bankruptcy Judge

² Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Objection.