

**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. 2272

AFFIDAVIT OF SUPPLEMENTAL SERVICE RE:

**NOTICE OF FILING OF PLAN SUPPLEMENT IN SUPPORT OF DEBTORS'
SECOND AMENDED JOINT PLAN PURSUANT TO CHAPTER 11 OF THE
UNITED STATES BANKRUPTCY CODE
[Re: Docket No. 2271]**

I, Katya M. Belas, state as follows:

1. I am over eighteen years of age and I believe the statements contained herein are true based on my personal knowledge. I am employed by BMC Group, Inc., the Notice, Claims and Balloting Agent for the Debtors and Debtors-in-Possession in the above-captioned cases, whose business address is 444 North Nash Street, El Segundo, California 90245.

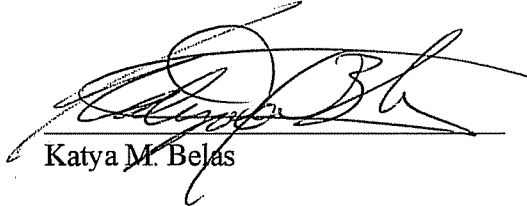
2. On November 4, 2008, at the direction of Kirkland & Ellis LLP, Counsel for the Debtors and Debtors-in-Possession, I caused the above referenced document attached hereto as Exhibit 1 to be served on the Affected Party listed in Exhibit 2.

¹ The Debtors are the following three entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): Sea Containers Ltd. (8412); Sea Containers Services Ltd. (9667); and Sea Containers Caribbean Inc. (4881). The address of Sea Containers Ltd. is 22 Victoria Street, P.O. Box HM 1179, Hamilton HMEX, Bermuda. The address of Sea Containers Services Ltd. is 20 Upper Ground, London SE1 9PF, United Kingdom. The address of Sea Containers Caribbean Inc. is 1114 Avenue of the Americas, New York, NY 10036

3. The party was served via first class mail and deposited with the United States Postal Service with postage thereon fully prepaid.

I declare under penalty of perjury that the foregoing is true and correct.

DATED: November 05, 2008
El Segundo, California



Katya M. Belas

State of California)
)
County of Los Angeles)

On November 5, 2008 before me, James H. Myers, a Notary Public, personally appeared Katya M. Belas, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

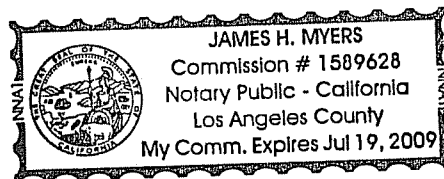
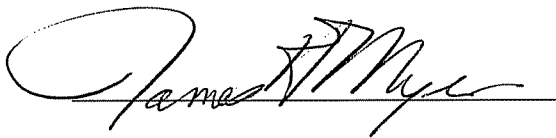


EXHIBIT 1

**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. 2271
)	

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

PLEASE TAKE NOTICE THAT ON OCTOBER 24, 2008, THE DEBTORS AND DEBTORS IN POSSESSION IN THE ABOVE-CAPTIONED, JOINTLY ADMINISTERED CHAPTER 11 BANKRUPTCY CASES FILED THEIR PLAN SUPPLEMENT [DOCKET NO. 2271] (THE "PLAN SUPPLEMENT") IN SUPPORT OF DEBTORS' SECOND AMENDED JOINT PLAN PURSUANT TO CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE, WHICH WAS FILED IN THESE CASES ON SEPTEMBER 22, 2008 [DOCKET NO. 2193] (THE "PLAN").² THE DOCUMENTS CONTAINED IN THE PLAN SUPPLEMENT ARE INTEGRAL TO AND PART OF THE PLAN AND, IF THE PLAN IS APPROVED, SHALL BE APPROVED IN THE CONFIRMATION ORDER. THE HEARING TO CONSIDER CONFIRMATION OF THE PLAN IS CURRENTLY SCHEDULED FOR NOVEMBER 24, 2008, AT 10:00 A.M. (PREVAILING EASTERN TIME).

PLEASE TAKE FURTHER NOTICE that the Debtors expressly reserve the right to alter, amend, modify, or supplement any document in the Plan Supplement; provided, however, that if any document in the Plan Supplement is altered, amended, modified or supplemented in any material respect, the Debtors will file a blackline of such document with the Court for comparison purposes.

[Concluded on Next Page]

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

² Unless otherwise noted, capitalized terms not defined herein shall have the meanings ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that any party wishing to obtain copies of the Plan, the Plan Supplement documents referred to on the attached list, the Disclosure Statement related to the Plan may request copies from the Debtors' claims and noticing agent, BMC Group, by phone at 888-909-0100, or may download copies at <http://www.bmcgroup.com>.

Dated: Wilmington, Delaware
October 24, 2008

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/Edmon L. Morton

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
Facsimile: (302) 571-1253

and

KIRKLAND & ELLIS LLP
David L. Eaton (*pro hac vice*)
David A. Agay (*pro hac vice*)
200 East Randolph Drive
Chicago, IL 60601
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

Counsel to the Debtors and Debtors-in-Possession

LIST OF 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 or Assumed and Assigned
 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.

EXHIBIT 2

Sea Containers Ltd.

Total number of parties: 1

Exhibit 2 - Sea Containers Ltd.

Svc Lst	Name and Address of Served Party	Mode of Service
30517	C J HERMOSILLO, 847 GROVE VIEW ROAD, OCEANSIDE, CA, 92057	US Mail (1st Class)
Subtotal for this group: 1		