

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

In re: : Chapter 11
:
SEA CONTAINERS LTD., *et al.* : Case No. 06-11156 (KJC)
:
Debtors. : (Jointly Administered)
:
: **Objection Deadline: 4/2/09 at 4:00 p.m.**

**FINAL APPLICATION OF PEPPER HAMILTON LLP,
DELAWARE COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SEA CONTAINERS SERVICES LTD., FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD JANUARY 26, 2007 THROUGH NOVEMBER 24, 2008**

Name of Applicant: Pepper Hamilton LLP

Authorized to provide professional services to: Delaware Counsel to the Official Committee of Unsecured Creditors of Sea Containers Services Ltd.

Date of Retention: March 19, 2007 effective as of January 26, 2007

Period for which compensation and reimbursement are sought: January 26, 2007 through November 24, 2008

Total amount of compensation sought as actual, reasonable, and necessary: \$301,331.50

Total amount of expense reimbursement sought as actual, reasonable, and necessary: \$31,802.28

This is an: ___ monthly ___ interim __X__ final application.

The Application does not request compensation at this time for services rendered in preparing this Application. The Applicant intends to seek compensation in connection with this Application at a later date.

If this is not the first application filed, disclose the following for each prior application:

<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees, Expenses</u>	<u>Approved Fees, Expenses</u>
4/4/07 (Dkt. #494)	1/26/07 - 2/28/07	\$21,815.50 (fees) \$456.40 (expenses)	\$21,815.50 (fees) \$456.40 (expenses)
4/27/07 (Dkt. #548)	3/1/07 - 3/31/07	\$13,511.00 (fees) \$885.91 (fees)	\$13,511.00 (fees) \$810.71 (fees) ¹
6/13/07 (Dkt. #719)	4/1/07 - 4/30/07	\$8,592.00 (fees) \$655.44 (expenses)	\$8,592.00 (fees) \$655.44 (expenses)
7/9/07 (Dkt. #800)	5/1/07 - 5/31/07	\$25,700.00 (fees) \$884.45 (expenses)	\$25,700.00 (fees) \$884.45 (expenses)
8/1/07 (Dkt. #879)	6/1/07 - 6/30/07	\$32,732.50 (fees) \$1,344.60 (expenses)	\$32,732.50 (fees) \$1,344.60 (expenses)
9/7/07 (Dkt #990)	7/1/07 - 7/31/07	\$8,832.00 (fees) \$1,309.18 (expenses)	\$8,832.00 (fees) \$1,309.18 (expenses)
10/10/07 (Dkt #1083)	8/1/07 - 8/31/07	\$10,428.00 (fees) \$2,041.29 (expenses)	\$10,428.00 (fees) \$2,041.29 (expenses)
10/25/07 (Dkt #1119)	9/1/07 - 9/30/07	\$9,468.50 (fees) \$1,484.97 (expenses)	\$9,468.50 (fees) \$1,484.97 (expenses)
11/15/07 (Dkt #1186)	10/1/07 - 10/31/07	\$9,393.50 (fees) \$1,298.01 (expenses)	\$9,393.50 (fees) \$1,298.01 (expenses)
12/15/07 (Dkt. #1285)	11/1/07 - 11/30/07	\$13,823.00 (fees) \$1,817.71 (expenses)	\$13,823.00 (fees) \$1,817.71 (expenses)

¹ Applicant reduced the amount of expenses requested for the period March 1, 2007 through March 31, 2007 in the amount of \$75.20 pursuant to the recommendations of the Fee Examiner in these cases.

<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees, Expenses</u>	<u>Approved Fees, Expenses</u>
1/30/08 (Dkt. #1381)	12/1/07 - 12/31/07	\$7,300.50 (fees) \$757.14 (expenses)	\$7,300.50 (fees) \$757.14 (expenses)
2/21/08 (Dkt. #1466)	1/1/08 - 1/31/08	\$5,828.50 (fees) \$866.44 (expenses)	\$5,828.50 (fees) \$866.44 (expenses)
3/24/08 (Dkt. #1580)	2/1/08 - 2/29/08	\$16,455.50 (fees) \$1,523.12 (expenses)	\$16,455.50 (fees) \$1,523.12 (expenses)
4/18/08 (Dkt. #1663)	3/1/08 - 3/31/08	\$15,576.00 (fees) ² \$1,897.07 (expenses)	\$15,576.00 (fees) \$1,897.07 (expenses)
5/20/08 (Dkt. #1802)	4/1/08 – 4/30/08	\$10,372.50 (fees) \$3,159.16 (expenses)	\$10,372.50 (fees) \$3,159.16 (expenses)
6/19/08 (Dkt. #1934)	5/1/08 - 5/31/08	\$39,185.00 (fees) \$2,497.55 (expenses)	\$15,173.50 (fees) \$3,032.79 (expenses)
7/21/08 (Dkt. #2004)	6/1/08 – 6/30/08	\$15,173.50 (fees) \$3,032.79 (expenses)	
8/28/08 (Dkt. #2121)	7/1/08 - 7/31/08	\$7,787.00 (fees) \$1,671.08 (expenses)	
9/26/08 (Dkt. #2205)	8/1/08 8/31/08	\$4,808.00 (fees) \$1,219.17 (expenses)	
10/28/08 (Dkt. #2278)	9/1/08 – 9/30/08	\$9,759.00 (fees) \$1,123.35 (expenses)	
11/19/08 (Dkt. #2379)	10/1/08 - 10/31/08	\$8,667.50 (fees) \$1,180.99 (expenses)	
12/22/08 (Dkt. #2514)	11/1/08 - 11/24/08	\$6,122.50 (fees) ³ \$771.60 (expenses)	

2 Applicant filed a Notice of Adjustment (Docket No. 1987) voluntarily reducing the fees requested in its Fourteenth Monthly Application for Compensation and Reimbursement of Expenses to **\$15,576.00**.

3 Applicant has reduced the amount requested in its Twenty-Second Monthly Application to reflect the period included in this final application. Amounts incurred after November 24, 2008 will be submitted directly to the Debtors.

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

In re:	:	Chapter 11
	:	
SEA CONTAINERS LTD., <i>et al.</i>	:	Case No. 06-11156 (KJC)
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	Objection Deadline: 4/2/09 at 4:00 p.m.

**FINAL APPLICATION OF PEPPER HAMILTON LLP,
DELAWARE COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SEA CONTAINERS SERVICES LTD., FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD JANUARY 26, 2007 THROUGH NOVEMBER 24, 2008**

For its Final Application for Compensation and Reimbursement of Expenses (the “Application”) Pepper Hamilton LLP (the “Applicant”), Delaware Counsel to the Official Committee of Unsecured Creditors of Sea Containers Services Ltd. (the “SCSL Committee”), respectfully represents as follows:

A. BACKGROUND

1. On October 15, 2006 (the “Petition Date”), the Debtors filed voluntary petitions for relief with this Court under chapter 11 of the Bankruptcy Code. The Bankruptcy Cases have been procedurally consolidated for administrative purposes.

2. On January 23, 2007, the United States Trustee filed a notice appointing the Official Committee of Unsecured Creditors of Sea Containers Services Ltd. (the “SCSL Committee”).

3. Pursuant to an order entered on March 19, 2007, the employment of Applicant as Delaware counsel to the SCSL Committee was authorized effective as of January 26, 2007. A copy of the Order is attached hereto as Exhibit A.

4. On November 24, 2008, the Court entered the Order Approving Finding of Facts, Conclusions of Law, and Order Confirming Debtors' Fourth Amended Joint Plan (Docket No. 2424).

5. The Debtors to date have paid Applicant for services rendered and expenses incurred from the commencement of this case in the amount of \$312,543.92 in accordance with Federal Rule of Bankruptcy Procedure 2016(a) and 11 U.S.C. §504, no agreement or understanding exists between the Applicant and any other person for the sharing of compensation to be received in connection with these Chapter 11 proceedings.

6. Applicant has filed the following applications for compensation and reimbursement of expenses for services rendered and reimbursement of expenses incurred in these Chapter 11 proceedings:

<u>Fee Application/ Docket No.</u>	<u>Date Filed</u>	<u>Period Covered</u>	<u>Requested Fees, Expenses</u>
First Monthly App. (Dkt. No. 494)	4/4/07	1/26/07 - 2/28/07	\$21,815.50 (fees) \$456.40 (expenses)
Second Monthly App. (Dkt. No. 548)	4/27/07	3/1/07 - 3/31/07	\$13,511.00 (fees) \$810.71 (expenses) ⁴
Third Monthly App. (Dkt. No. 719)	6/13/07	4/1/07 - 4/30/07	\$8,592.00 (fees) \$655.44 (expenses)

⁴ Applicant reduced the amount of expenses requested for the period March 1, 2007 through March 31, 2007 in the amount of \$75.20 pursuant to the recommendations of the Fee Examiner in these cases.

Fee Application/ Docket No.	Date Filed	Period Covered	Requested Fees, Expenses
Fourth Monthly App. (Dkt. No. 800)	7/9/07	5/1/07 - 5/31/07	\$25,700.00 (fees) \$884.45 (expenses)
Fifth Monthly App. (Dkt. No. 879)	8/1/07	6/1/07 - 6/30/07	\$32,732.50 (fees) \$1,344.60 (expenses)
Sixth Monthly App. (Dkt. No. 990)	9/7/07	7/1/07 - 7/31/07	\$8,832.00 (fees) \$1,309.18 (expenses)
Seventh Monthly App. (Dkt. No. 1083)	10/10/07	8/1/07 – 8/31/07	\$10,428.00 (fees) \$2,041.29 (expenses)
Eighth Monthly App. (Dkt. No. 1119)	10/25/07	9/1/07 – 9/30/07	\$9,468.50 (fees) \$1,484.97 (expenses)
Ninth Monthly App. (Dkt. No. 1186)	11/15/07	10/1/07 - 10/31/07	\$9,393.50 (fees) \$1,298.01 (expenses)
Tenth Monthly App. (Dkt. No. 1285)	12/15/07	11/1/07 - 11/30/07	\$13,823.00 (fees) \$1,817.71 (expenses)
Eleventh Monthly App. (Dkt. No. 1381)	1/30/08	12/1/08 - 12/31/08	\$7,300.50 (fees) \$757.14 (expenses)
Twelfth Monthly App. (Dkt. No. 1466)	2/21/08	1/1/08 - 1/31/08	\$5,828.50 (fees) \$866.44 (expenses)
Thirteenth Monthly App. (Dkt. No. 1580)	3/24/08	2/1/08 – 2/29/08	\$16,455.50 (fees) \$1,523.12 (expenses)
Fourteenth Monthly App. (Dkt. No. 1663)	4/18/08	3/1/08 – 3/31/08	\$15,576.00 (fees) ⁵ \$1,897.07 (expenses)
Fifteenth Monthly App. (Dkt. No. 1802)	5/20/08	4/1/08 - 4/30/08	\$10,372.50 (fees) \$3,159.16 (expenses)
Sixteenth Monthly App. (Dkt. No. 1934)	6/19/08	5/1/08 5/31/08	\$39,185.00 (fees) \$2,497.55 (expenses)

⁵ Applicant filed a Notice of Adjustment (Docket No. 1987) voluntarily reducing the fees requested in its Fourteenth Monthly Application for Compensation and Reimbursement of Expenses to \$15,576.00.

Fee Application/ Docket No.	Date Filed	Period Covered	Requested Fees, Expenses
Seventeenth Monthly App. (Dkt. No. 2004)	7/21/08	6/1/08 – 6/30/08	\$15,173.50 (fees) \$3,032.79 (expenses)
Eighteenth Monthly App. (Dkt. No. 2121)	8/28/08	7/1/08 – 7/31/08	\$7,787.00 (fees) \$1,671.08 (expenses)
Nineteenth Monthly App. (Dkt. No. 2205)	9/26/08	8/1/08 - 8/31/08	\$4,808.00 (fees) \$1,219.17 (expenses)
Twentieth Monthly App. (Dkt. No. 2278)	10/28/08	9/1/08 - 9/30/08	\$9,759.00 (fees) \$1,123.35 (expenses)
Twenty-First Monthly App. (Dkt. No. 2379)	11/19/08	10/1/08 – 10/31/08	\$8,667.50 (fees) \$1,180.99 (expenses)
Twenty-Second Monthly App. (Dkt. No. 2514)	12/22/08	11/1/08 – 11/24/08	\$6,122.50 (fees) ⁶ \$771.60 (expenses)

7. Applicant maintains contemporaneous records of the time expended for the professional services and expenses related thereto performed in connection with these Chapter 11 cases and such records are maintained in the ordinary course of its business. These records provide a detailed description of the services rendered and expenses incurred during the period for which this Application is being made. Applicant's time records in the sum of \$301,331.50 regarding the Chapter 11 proceedings are annexed as Exhibit B to each of the applications listed above.

⁶ Applicant has reduced the amount requested in its Twenty-Second Monthly Application to reflect the period included in this final application. Amounts incurred after November 24, 2008 will be submitted directly to the Debtors

**B. DESCRIPTION OF SERVICES AND
EXPENSES AND RELIEF REQUESTED**

7. Applicant's services on behalf of the SCSL Committee are described in detail in Exhibit B to the previously filed interim applications. In general, Applicant represented the SCSL Committee in routine bankruptcy proceeding matters, in committee meetings and in attending all hearings before this Court. The attorneys, legal assistants, and other professionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in Exhibit B to the previously filed interim applications.

8. Applicant believes that the post-petition services rendered during the period January 26, 2007 through November 24, 2008 on behalf of the SCSL Committee are reasonably worth the sum of \$301,331.50, and Applicant requests the allowance of such sum.

9. Applicant further requests reimbursement of expenses incurred on behalf of the SCSL Committee for the period ending November 24, 2008 in connection with these Chapter 11 proceedings in the sum of \$31,802.28 set forth in the summary attached as Exhibit C to the previously filed interim applications.

10. Expenses incurred by Applicant may include long distance telephone calls, over-night delivery, travel expenses, local messenger service, meals, facsimiles, postage, duplicating, and computerized legal research charges, all of which Applicant normally bills to its non-bankruptcy clients at rates calculated to compensate Applicant for only the actual cost of the expense. The expenses for which Applicant seeks reimbursement for the period covered by this Application are for duplication and telephone calls. The rate Applicant charges for photocopying is \$.10 per page. The rate charged by Applicant for out-going facsimile

transmission charges is \$1.00 per page. Applicant does not charge for incoming facsimiles.

Applicant charges \$7.50 for routine messenger services. Consistent with the firm's charges to non-bankruptcy clients, where Applicant's Court Liaison Department handles electronic filings with the Court, Applicant charges a \$10.00 filing fee.

11. As outlined above, the attorneys who worked on these cases from January 26, 2007 through November 24, 2008 have various levels of expertise. From time to time these attorneys consulted with each other and other attorneys on different aspects of the case. It is submitted that this is a more efficient way to run a case than to expect a single attorney to be an expert in all applicable areas of law. If a single attorney were to attempt to run a case such as this, the attorney would have to learn through research what other attorneys know and can tell him based on their years of knowledge and experience. The primary attorney and his areas of expertise is listed on Exhibit D attached to the previously filed interim applications.

12. Applicant has reviewed the requirements of Del.Bankr.LR 2016-2 and believes that this Application complies with the requirements of the same.

WHEREFORE, Applicant prays this Court enter an Order:

(A) allowing on a final basis the compensation and reimbursement of expenses requested in the First (Docket No. 494), Second (Docket No. 548), Third (Docket No. 719), Fourth (Docket No. 800), Fifth (Docket No. 879), Sixth (Docket No. 990), Seventh (Docket No. 1083), Eighth (Docket No. 1119), Ninth (Docket No. 1186), Tenth (Docket No. 1285), Eleventh (Docket No. 1381), Twelfth (Docket No. 1466), Thirteenth (Docket No. 1580), Fourteenth (Docket No. 1663), Fifteenth (Docket No. 1802), Sixteenth (Docket No. 1934), and Seventeenth (Docket No. 2004) Interim Applications for Compensation and Reimbursement of Expenses and

previously approved on an interim basis;

(B) allowing on a final basis (i) compensation in the amount of \$7,787.00 for services rendered by Applicant for the period July 1, 2008 through July 31, 2008 for and on behalf of the SCSL Committee, and (ii) reimbursement of expenses in the amount of \$1,671.08 incurred by Applicant for the period July 1, 2008 through July 31, 2008 for an on behalf of the SCSL Committee as requested in the Eighteenth Interim Application;

(C) allowing on a final basis (i) compensation in the amount of \$4,808.00 for services rendered by Applicant for the period August 1, 2008 through August 31, 2008 for and on behalf of the SCSL Committee, and (ii) reimbursement of expenses in the amount of \$1,219.17 incurred by Applicant for the period August 1, 2008 through August 31, 2008 for an on behalf of the SCSL Committee as requested in the Nineteenth Interim Application;

(D) allowing on a final basis (i) compensation in the amount of \$9,759.00 for services rendered by Applicant for the period September 1, 2008 through September 30, 2008 for and on behalf of the SCSL Committee, and (ii) reimbursement of expenses in the amount of \$1,123.35 incurred by Applicant for the period September 1, 2008 through September 30, 2008 for an on behalf of the SCSL Committee as requested in the Twentieth Interim Application;

(E) allowing on a final basis (i) compensation in the amount of \$8,667.50 for services rendered by Applicant for the period October 1, 2008 through October 31, 2008 for and on behalf of the SCSL Committee, and (ii) reimbursement of expenses in the amount of \$1,180.99 incurred by Applicant for the period October 1, 2008 through October 31, 2008 for an on behalf of the SCSL Committee as requested in the Twenty-First Interim Application;

(F) allowing on a final basis (i) compensation in the amount of \$6,122.50 for

services rendered by Applicant for the period November 1, 2008 through November 24, 2008 for and on behalf of the SCSL Committee, and (ii) reimbursement of expenses in the amount of \$771.60 incurred by Applicant for the period November 1, 2008 through November 24, 2008 for an on behalf of the SCSL Committee as requested in the Twenty-Second Interim Application;

(G) allowing Applicant to bill to the Plan Administrator, in the ordinary course, expenses which have not yet registered on its billing system;

(H) directing prompt payment of the same by the Plan Administrator to the extent not previously paid; and

(I) granting such other and further relief as may be just.

Respectfully submitted,

Dated: March 13, 2009
Wilmington, Delaware

/s/ David B. Stratton
David B. Stratton (No. 960)
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*Counsel for Official Committee of Unsecured
Creditors of Sea Containers Services Ltd.*