**UNITED STATES BANKRUPTCY COURT**
**DISTRICT OF DELAWARE**

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| In re<br><br>SEA CONTAINERS LTD., et al.,[1]<br><br>Debtors. | Chapter 11<br><br>Case No. 06-11156 (KJC)<br>Jointly Administered |

**BANKRUPTCY RULE 2019 STATEMENT OF**
**HSBC BANK USA, NATIONAL ASSOCIATION, AS TRUSTEE**

1. In accordance with Federal Rule of Bankruptcy Procedure 2019, HSBC Bank USA, National Association (the "Trustee"), as successor Indenture Trustee to The Bank of New York ("BoNY" or the "Original Trustee") under the Indenture (collectively, (i) through (iv), the "Indentures") (i) dated as of October 1, 1999, by and between Sea Containers Ltd. (the "Issuer") and BoNY, in connection with the issuance of One Hundred Fifteen Million Dollars ($115,000,000) in aggregate principal amount of the Issuer's 10.75% Senior Notes due 2006 (the "2006 Notes"); (ii) dated as of February 1, 1998, by and between the Issuer and BoNY, in connection with the issuance of One Hundred Forty-Nine Million Seven Hundred Fifty Thousand Dollars ($149,750,000) in aggregate principal amount of the Issuer's 7.875% Senior Notes due 2008 (the "2008 Notes"); (iii) dated as of July 1, 2003, by and between the Issuer and BoNY, in connection with the issuance of Nineteen Million One Hundred Fifty-Four Dollars ($19,154,000) in aggregate principal amount of the Issuer's 12.5% Senior Notes due 2009 (the "2009 Notes"); and (iv) dated as of May 4, 2004, by and between the Issuer and BoNY, in connection with the issuance of One Hundred Three Million Dollars ($103,000,000) in aggregate

[1] These jointly administered cases are those of the following debtors (collectively, the "Debtors"): Sea Containers Caribbean, Inc., Sea Containers Ltd., and Sea Containers Services Ltd.

principal amount of the Issuer's 10.5% Senior Notes due 2012 (the "2012 Notes," and, together with the 2006 Notes, the 2008 Notes and the 2009 Notes, the "Notes").

2. Names and Addresses of Creditors Represented by the Indenture Trustee

The names and addresses of the holders of the Notes (the "Noteholders") under the Indentures are maintained by the Trustee, as Registrar, in accordance with the provisions of the Indentures. The names and addresses of the Noteholders may be furnished to any party in interest who is entitled to such information under the terms of the Indentures and/or applicable law. The identities of the Noteholders may change from time to time during the Debtors' cases as a result of transfers of the Notes. Copies of the Indentures are available upon written request to Cheryl J. Lee, Esq., Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036-8704.

3. Nature and Amount of the Claims and Time of Acquisition Thereof

The initial Noteholders acquired their claims upon their respective purchases of the Notes. The 2006 Notes were originally issued on or about October 1, 1999, the 2008 Notes were originally issued on or about February 1, 1998, the 2009 Notes were originally issued on or about July 1, 2003, and the 2012 Notes were originally issued on or about May 4, 2004; however, many of the Noteholders may have purchased their Notes in the secondary market.

The amounts of the claims of the Noteholders and the Trustee (including the Original Trustee) under the Indenture consist of the following: (i) the aggregate principal amount of the Notes, plus accrued interest, plus other amounts due under the Indentures, including, without limitation, premium due on the Notes (the "Indenture Amount") and (ii) the Trustee's fees and expenses, which consist of all unpaid compensation for the services of the Trustee and

the Original Trustee, plus all reasonable disbursements, advances and expenses incurred or made by the Trustee and the Original Trustee, including the reasonable compensation, disbursements and expenses of the Trustee's agents and counsel, and for all other amounts, including all indemnification rights, due or to become due the Noteholders and/or the Trustee under the Indenture and the Notes (collectively, the "Compensation and Reimbursement").

The claims under the Indenture Amount arise out of the terms of the Notes and the Indentures. The Trustee's claim for Compensation and Reimbursement, and for all other amounts due or to become due to the Trustee in its capacity as Trustee under the Indentures, arises under Section 606* of the Indentures.

4. Pertinent Facts and Circumstances in Connection with the Employment of the Trustee

BoNY became the Original Trustee under the Indentures by executing and delivering, together with the Issuer, the Indentures. Pursuant to the Agreement of Resignation, Appointment and Acceptance, dated as of April 18, 2007, the Trustee succeeded to the interests of, and was substituted for, BoNY under the Indentures and the Notes, and has continued in that capacity since that time.

5. Amount of Claims Owned by the Trustee

The Trustee does not own, as Trustee, any claims or Notes of the Debtors, except as described above.

* The Indenture associated with the 2012 Notes utilizes a different numbering protocol than the Indentures associated with the other Notes (i.e. Section 606 is referred to as Section 6.06), but the Indentures are otherwise uniform in their provisions.

I, Sandra E. Horwitz, declare under penalty of perjury that I have read the foregoing and that it is true and correct to the best of my knowledge, information and belief.

Dated: New York, New York
May 9, 2007

HSBC BANK USA, NATIONAL ASSOCIATION,
as Trustee

By: Sandra E Horwitz

Sandra E Horwitz
Vice President
HSBC Bank USA, National Association
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