UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:	Chapter 11
SEA CONTAINERS LTD., *et al.*,	Case No. 06-11156 (KJC)
Debtors.	Jointly Administered
	Objection Deadline: August 30, 2007 at 4:00 p.m. (ET)

FIFTH INTERIM FEE APPLICATION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES OF BINGHAM MCCUTCHEN LLP FOR SERVICES RENDERED AND EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF SEA CONTAINERS LTD FOR THE PERIOD OF JUNE 1, 2007 THROUGH JUNE 30, 2007

Name of Applicant:	Bingham McCutchen LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	January 18, 2007 nunc pro tunc to October 26, 2006
Period for which Compensation and reimbursement is sought:	June 1, 2007 through June 30, 2007
Amount of compensation sought as actual, reasonable and necessary:	$547,179.20
Amount of reimbursement sought as actual, reasonable and necessary:	$30,234.53
This is an _x_ interim	___ final application

No time was expended in preparation of this Application during the period covered by this Application. Allowance for time spent in preparation of this Application will be sought in a future fee application.

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

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
2/13/2007	October 26, 2006-December 31, 2006	$766,443.66	$752,115.06
4/2/2007	January 1, 2007-February 28, 2007	$708,699.82	$572,499.74
5/15/2007	March 1, 2007-March 31, 2007	$411,272.31	$332,369.57
7/16/07	April 1, 2007 - May 31, 2007	$843,988.65	pending

SEA CONTAINERS LTD., *et al.*
(Case No. 06-11156 (KJC))

June 1, 2007 through June 30, 2007

Name of Professional Person	Position	Year Admitted	Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Agins, Richard	Associate	2003	Financial Institutions Area	$395.00	1.80	$711.00
Bannister, Thomas	Partner	1993	Financial Institutions Area	$934.00* (UK Rate= 460GBP)	89.20	$83,312.80
Basile, Jr., Joseph J.	Partner	1977	Financial Institutions Area	$750.00	78.00	$58,500.00
Benson, William F.	Associate	2001	Litigation Area	$460.00	13.40	$6,164.00
Buddhdev, Sheena	Associate	1997	Financial Institutions Area	$710.00* (UK Rate= 350 GBP)	2.30	$1,633.00

Harrison, Natasha	Partner	1996	Financial Institutions Area	$934.00* (UK Rate= 460GBP)	3.40	$3,175.60
Jermine, Sophie	Associate	2005	Corporate Area	$487.00* (UK Rate= 240 GBP)	2.10	$1,022.70
Rowley, Samuel R.	Associate	2006	Litigation Area	$270.00	25.50	$6,885.00
Russell, Barry G.	Partner	1988	Financial Institutions Area	$1,086.00* (UK Rate= 535 GBP)	75.60	$82,101.60
Seamon, Scott K.	Associate	2001	Financial Institutions Area	$480.00	199.60	$95,808.00
Silverman, Ronald J.	Partner	1991	Financial Institutions Area	$750.00	210.00	$157,500.00
Wilamowsky, Steven	Partner	1994	Financial Institutions Area	$725.00	9.60	$6,960.00
Willett, P. Sabin	Partner	1983	Financial Institutions Area	$725.00	53.70	$38,932.50
Total					785.50	$542,706.20

TOTAL (Attorneys):	**764.20**
BLENDED RATE (Attorneys):	**$710.16**

Name of Professional Person	Position	Year Admitted	Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Blessley, Christopher	Law Clerk	N/A	Litigation Area	$210.00	21.30	$4,473.00
TOTAL FOR NON-					21.30	$4,473.00

ATTORNEYS						
GRAND TOTAL	**785.50**					
BLENDED RATE:	**$690.01**					

* These timekeepers reside in Bingham's London office. Pursuant to the Interim Compensation Order, the billing rates for such timekeepers have been converted from British Pound Sterling to United States Dollars at the exchange rate of $2.0298, as contained in the London Edition of the August 10th, 2007 Financial Times.

COMPENSATION BY PROJECT CATEGORY

SEA CONTAINERS LTD., *et al.*
(Case No. 06-11156 (KJC))

June 1, 2007 through June 30, 2007

Project Category	**Total Hours**	**Total Fees**
Asset Disposition	29.10	$21,457.60
Business Operations	17.70	$12,692.00
Case Administration	124.90	$85,642.90
Claims Administration and Objections	119.30	$79,281.70
Employee Benefits/Pensions	131.40	$80,057.10
Fee/Employment Applications	13.60	$6,775.30
Fee/Employment Objections	0.60	$288.00
Financing	232.50	$164,155.70
Meetings of Creditors	13.00	$11,312.80
Plan and Disclosure Statement	96.40	$80,441.10
Non-Working Travel Time	7.00[1]	$5,075.00
TOTAL	785.50	$547,179.20

[1] Total Non-Working Travel Time was 14.0 hours. This amount was reduced by 50% pursuant to the U.S. Trustee Guidelines.

EXPENSE SUMMARY

SEA CONTAINERS LTD., *et al.*
(Case No. 06-11156 (KJC))

June 1, 2007 through June 30, 2007

Expense Category	**Total Expenses**
Electronic Research	$6,870.99
Photocopy	$807.90
Telephone/Teleconferencing	$3,035.42
Fax	$29.00
Travel/Lodging	$19,318.65
Meals	$172.57
Grand Total Expenses	**$30,234.53**

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:	Chapter 11
SEA CONTAINERS LTD., *et al.*,	Case No. 06-11156 (KJC)
Debtors.	Jointly Administered
	Objection Deadline: August 30, 2007 at 4:00 p.m. (ET)

FIFTH INTERIM FEE APPLICATION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES OF BINGHAM MCCUTCHEN LLP FOR SERVICES RENDERED AND EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF SEA CONTAINERS LTD FOR THE PERIOD OF JUNE 1, 2007 THROUGH JUNE 30, 2007

TO THE HONORABLE KEVIN J. CAREY,
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "**Bankruptcy Code**"), Rule 2016 of the Federal Rules Of Bankruptcy Procedure (the "**Bankruptcy Rules**"), the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, effective January 30, 1996 (the "**U.S. Trustee Guidelines**") and that certain Revised Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to 11 U.S.C. §§ 105(a) and 331 (the "**Interim Compensation Order**"), Bingham McCutchen LLP ("**Bingham**"), legal counsel to the Official Committee of Unsecured Creditors (the "**Official Committee**") of Sea Containers Ltd. et al., debtors and debtors-in-possession (the "**Debtors**") hereby submits this application (this "**Application**") for an Order allowing it:

compensation in the amount of $547,179.20[1] (the "Fees") for professional services rendered on behalf of the Official Committee in connection with the bankruptcy cases of the Debtors for the period June 1, 2007 through June 30, 2007 (the "**Application Period**"), and for reimbursement of actual and necessary expenses incurred during the Application Period in connection with the rendition of such professional services in the amount of $30,234.53 (the "Expenses"). In support of its Fee Application, Bingham respectfully represents as follows:

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 for the Debtors have been procedurally consolidated for administrative purposes.

2. One Debtor, Sea Containers Ltd., also filed a parallel "light-touch" petition in Bermuda, pursuant to which joint provisional liquidators were appointed for the purpose of monitoring the Bankruptcy Cases.

3. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Bankruptcy Cases.

---

[1] Pursuant to the Interim Compensation Order, "[i]f a Professional is entitled to compensation in a currency other than United States Dollars by virtue of the terms of that Professional's engagement agreement, all amounts sought in each Monthly Fee Application submitted by that Professional will be converted into United States Dollars, at the closing mid-point rate for exchanges between those currencies and United States Dollars as published in the London edition of the Financial Times on the business day that the Monthly Fee Application is filed, or if such exchange rate is not available, the mid-point rate on the business day preceding the date of filing of such Monthly Fee Application". As certain Bingham timekeepers reside in Bingham's London office, as indicated in the Amended Retention Application (as defined below), the billing rates for such timekeepers have been converted from British Pound Sterling to United States Dollars at the exchange rate of $2.0298, as contained in the London Edition of the August 10th, 2007 Financial Times.

4. On October 26, 2006, the United States Trustee for Region 3 (the "**U.S. Trustee**"), pursuant to section 1102(a) of the Bankruptcy Code, appointed that certain committee of unsecured creditors (the "**Official Committee**") to represent the interests of the Debtors' unsecured creditors in the Bankruptcy Cases.

5. On January 11, 2007, Bingham filed that certain Amended Application of the Official Committee of Unsecured Creditors of Sea Containers Ltd Et Al. Under 11 U.S.C. Sections 328(a), 330(a), 504 and 1103(a) and Fed. R. Bankr. P. 2014, For an Order Authorizing and Approving Retention and Employment Nunc Pro Tunc of Bingham McCutchen LLP As Counsel (the "**Amended Retention Application**").

6. On January 18, 2007, the Court entered an order approving the Amended Retention Application.

7. The Official Committee members during the Application Period included: HSBC Bank USA, National Association, Dune Capital Management LP, Mariner Investment Group, Inc. and Trilogy Capital LLC.

JURISDICTION AND VENUE

8. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

RELIEF REQUESTED

9. Bingham submits this Application (a) for allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as bankruptcy counsel for the Official Committee in these cases for the period from June 1, 2007, through June 30, 2007, and (b) for reimbursement of actual, reasonable and necessary expenses incurred in representing the Debtors during that same period.

10. During the period covered by this Application, Bingham incurred fees in the amount of $547,179.20. For the same period, Bingham incurred actual, reasonable and necessary expenses totaling $30,234.53. With respect to these amounts, as of the date of this Application, Bingham has received no payments.

11. Bingham maintained daily records of the time spent rendering professional service during the period covered by this Application.

12. Attorneys and paraprofessionals at Bingham expended 785.50 hours during the Application Period.

13. The resulting average billing rate for attorneys and paraprofessionals is $690.91 per hour. The rates charged by Bingham for services rendered are based on Bingham's regular hourly rates applicable to the performance of legal services unrelated to the Bankruptcy Cases.

14. Exhibit A attached hereto contains logs, sorted by case project category, which show the time recorded by professionals, paraprofessionals and other support staff and descriptions of the services provided.

15. Preceding this Fee Application were summary schedules that set forth (a) the number of hours expended by the individual attorneys and paraprofessionals, (b) the year in

which each attorney was licensed to practice law, (c) the position of each attorney, (d) the standard hourly rate that Bingham charges for the same or similar services of each attorney or paraprofessional in matters not related to the Bankruptcy Cases, and (e) the total fees attributable to all such services rendered by each attorney or paraprofessional.

16. Bingham also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with its rendition of services. The summary preceding this Fee Application includes a breakdown of expenses incurred during the Application Period. The detail for such expenses, together with computer records maintained in the ordinary course of business that were used to compile such information, is attached to this Fee Application as part of Exhibit B. The expenses for which Bingham seeks reimbursement include the following:

- Duplicating. Bingham charges $.10 per page for internal copying and printing.
- Telephone/Teleconferencing. Long distance and international calls are billed at actual cost.
- Fax. Outgoing domestic facsimiles are billed at $1.00 per page. There is no charge for incoming facsimiles.
- Electronic Research Charges. Bingham's practice is to bill clients for Lexis, Westlaw and Pacer research at the actual cost, which does not include amortization for maintenance and equipment.
- Working Meals/Transportation. Bingham's practice is to allow any attorney, paraprofessional or legal assistant working outside of normal business hours to charge a working meal and transportation to and from the office to the appropriate client. General commutating charges are not included as expenses.

19. Bingham has endeavored to represent the Official Committee in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other support staff at Bingham so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was

required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Bingham has endeavored to coordinate with the other professionals involved in these cases so as to minimize any duplication of effort and to minimize attorneys' fees and expenses. We believe we have been successful in this regard. It is often necessary, however, for multiple attorneys to be included in a particular meeting or conference call. Please see Exhibit C for a further description and justification for such multiple participants.

17. No agreement or understanding exists between Bingham and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

18. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his information, knowledge and belief that this Application complies with that Rule.

CONCLUSION

WHEREFORE, Bingham respectfully requests that this Court: (a) allow Bingham (i) interim compensation in the amount of $547,179.20 for actual, reasonable and necessary professional services rendered on behalf of the Debtors during the period June 1, 2007 through June 30, 2007, and (ii) interim reimbursement in the amount of $30,234.53 for actual, reasonable and necessary expenses incurred during the same period; (b) authorize and direct the Debtors to pay to Bingham the amount of $467,977.89 which is equal to the sum of

80% of Bingham's allowed interim compensation and 100% of Binghams' allowed expense reimbursement; and (c) grant such other and further relief as is just.

August 10, 2007

BINGHAM MCCUTCHEN LLP

/s/Ronald J. Silverman

Bingham McCutchen LLP
Counsel for the Official Committee of Unsecured Creditors of Sea Containers Ltd.
399 Park Avenue
New York, NY 10022
Tel: (212) 705-7000
Fax: (212) 752-5378
Ronald J. Silverman (RS-7762) *admitted pro hac vice*
Barry G. Russell (CT- 309319) *admitted pro hac vice*
Ronald.silverman@bingham.com
Barry.russell@bingham.com