IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
SEA CONTAINERS LTD., *et al.*,[1]	)	Case No. 06-11156 (KJC)
	)	(Jointly Administered)
	)	
Debtors.	)	**Hearing Date: August 20, 2007**
	)	

CORRECTED DEBTORS' REPLY IN SUPPORT OF DEBTORS' AND SCL COMMITTEE'S JOINT MOTION FOR RULE 2004 DISCOVERY

GE SeaCo has filed a lengthy and combative objection (Docket No. 915) (the "Objection") to the Debtors and the SCL Committee's Joint Motion for Rule 2004 Discovery (Docket No. 888) (the "Motion").[2] The Debtors file this reply to provide a summary of outstanding issues between parties and to respond briefly to certain of GE SeaCo's attacks and misstatements, which largely are irrelevant to the 2004 Discovery in any event.

While the Debtors believe that the information that remains at issue is important, the differences between the parties are narrower than the harsh rhetoric in the Objection would indicate. With regard to the Claims Discovery, GE SeaCo has provided the documents it says it would have "appended" to its Claims, "as well as some additional documents supporting the claims." (Obj. ¶ 22) While the Debtors appreciate the box and a half of documents that GE SeaCo has provided, it is unclear what has been withheld and whether the GE SeaCo has produced materials sufficient to "support" its claims, as required by Fed. R. Bankr. P. 3001. In

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

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

the Claims themselves, GE SeaCo states "[t]he documents *supporting* this Proof of Claims are voluminous . . . and will be furnished upon written request." (emphasis added)

With regard to SAP Access, Debtors are not seeking installation of a terminal at the Debtors' offices or the right to change data on the system, but merely the right to send someone to look at a terminal at GE SeaCo headquarters under the supervision of GE SeaCo employees on appropriate notice; obviously, to the extent a portion of the system is not up and running, we would not expect to see it. And with regard to the other aspects of the 2004 requests much of the dispute boils down to GE SeaCo's willingness to give its most current report on a topic (which in some cases is from several months ago because of the SAP installation), but its refusal to provide newer reports as new ones issue in the normal course. This is particularly troubling because while GE SeaCo insists (and the Debtors are prepared to agree) to a provision allowing GE SeaCo to give GE Capital any documents it gives the Debtors pursuant to this process, GE SeaCo won't even agree to update its production with the new reports if it gives them to GE Capital.

A. Outstanding Issues

The following summarizes the outstanding issues between the parties as to the 2004 Discovery:

1. **Documents provided to GE Capital.** In its proposed Order filed with the Objection, GE SeaCo has included the following decretal paragraph: "[a]ll Approved 2004 Discovery provided to the Movants shall also be provided to [GE Capital] and all other applicable affiliates . . . ." Relatedly, the Debtors have requested that GE SeaCo provide any reports and other Documents (as defined in the Document Requests), not already provided to the Debtors, that GE SeaCo has provided to GE Capital or its affiliates, and any employees thereof, which are responsive to the Document Requests. The Debtors are willing to further limit this

request so that it will only apply on a going forward basis.[3] GE SeaCo has refused this request.

2. **Updating Discovery.** To obviate the need to start the 2004 process all over again in the future, the Debtors have requested that GE SeaCo provide regular updates to its Responses to the Document Requests and to produce any new or updated Documents. The obligation to update discovery response is not novel. *See* FED. R. CIV. P. 26(e). It may be that by providing Documents given to GE Capital or through SAP Access, any perceived burden could be minimized. SCL merely has requested reasonable updates on a regular basis, not continuous reporting and the updates would only apply to certain regularly issued reports, as further specified in the revised form of order annexed hereto. GE SeaCo has refused this request.

   In addition to regular updates, the Debtors have requested that it be allowed to return to the Court on no less than seven calendar notice to request adjudication of any dispute regarding additional document requests made by the Debtors if the dispute cannot be resolved after a meet and confer between the Parties. GE SeaCo has refused this request.

3. **SAP Implementation.** In its responses to the Document Requests, GE SeaCo has indicated in connection with Document Requests 2, 5, 16 that because of SAP implementation, it cannot provide certain reports. The Debtors have requested that, pending SAP implementation, GE SeaCo provide any reports or other Documents responsive to the Document Requests that are being used by GE SeaCo employees in lieu of the SAP-based reports or data. To date, GE SeaCo has not provided the Debtors with a clear answer on whether it will provide such Documents.

4. **SAP Access.** GE SeaCo vehemently objects to providing SAP Access. While the Debtors are mindful of not disrupting GE SeaCo operations, to date GE SeaCo has not explained why the Debtors cannot be given limited and controlled access to the SAP database. For example, the Debtors remain willing to access the SAP database under supervision by GE SeaCo personnel, at GE SeaCo headquarters, and at specified times. Indeed, such access may substantially diminish any of the alleged burdens from the Document Requests.

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[3] GE SeaCo may argue that SCL does not have the right to such information under the Members Agreement or other relevant agreements. However, GE SeaCo cites no authority for the proposition that 2004 discovery is circumscribed by prepetition agreements. Also, GE SeaCo rebuffed previous attempts to exercise audit and inspection rights. (In his Declaration, Mr. Basoukeas states that SCL never followed-up on its audit notice in March 2007. (Decl. ¶ 20) SCL did not pursue the audit and inspection because it was turned away by GE SeaCo, being told that any audit would have to await implementation of SAP.)

As to the Claims Discovery, the Debtors do not believe that significant open issues remain.[4] GE SeaCo already has provided documents in connection with Document Request No. 33. The Debtors have started to review these Documents and reserve all rights with respect thereto. To facilitate that review, as stated above, the Debtors seek specific clarity on whether GE SeaCo has produced documents necessary to "support" its Claims, as it represented it would in the Claims themselves and as required by Rule 3001.

Attached hereto as Exhibit A is a blacklined draft of GE SeaCo's responses to the Document Requests comparing any additional items or clarifications sought by the Debtors. As the Court will notice, the differences are narrow and the Debtors will address them at the hearing if the Parties are unable to resolve them prior thereto. Suffice it to say for purposes of this Reply that the Debtors do not see why the documents remaining in dispute would be problematic for GE SeaCo to produce, but the Debtors and Committees remain willing to discuss further narrowing of scope in order to obtain important information in an expedient manner. Attached hereto as Exhibit B is a blacklined draft of GE SeaCo's proposed order containing additional decretal paragraphs reflecting many of the foregoing open points which the Debtors view as reasonable and appropriate under the circumstances.

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[4] While not relevant to the 2004 Motion, the Debtors note that GE SeaCo's argument in paragraph 31 of its Objection regarding estimation proceedings suggests that the Court ultimately should estimate the GE SeaCo Claims and the GE Claims. GE SeaCo argues that estimation is appropriate only if the claims arbitration will "unduly delay" administration of the chapter 11 cases. GE SeaCo has proposed an arbitration schedule whereby an arbitrator would not decide the validity of the GE SeaCo Claims and the GE Claims until at least the second quarter of 2008. On the other hand, the Debtors currently hope to file a chapter 11 plan by this autumn 2007. By definition, therefore, given the amount and prominence of the GE SeaCo Claims and GE Claims, waiting for the arbitration to conclude could "unduly delay" the cases.

B. The Objection

The Debtors will not waste the Court's time responding to every mischaracterization and criticism leveled by GE SeaCo in its objection. Certainly, the Debtors disagree with many of these statements but will address only those most in need of correction.

First, in terms of the Objection itself, GE SeaCo suggests that SCL has obstructed resolution of open business issues with the parties. (Obj. ¶ 4) This is false. It is unclear what SCL could gain by taking such a tack. Second, GE SeaCo forwarded a draft stipulation on lifting the stay to arbitrate the GE and GE SeaCo claims for the first time on August 8, 2007. (Obj. ¶ 4) The Debtors considered, and consulted with both Committees on, GE SeaCo's proposal and have now responded to that proposal by sending a revised draft of the proposed stipulation to GE SeaCo for consideration. In an event, there is only a narrow difference between the parties on the scope of the 2004 production with respect to the Claims on which arbitration is being discussed.

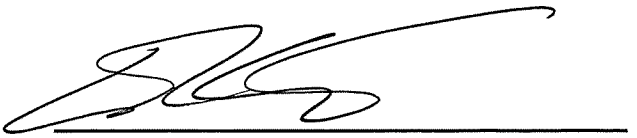
Third, GE SeaCo indignantly suggests that because SCL previously managed GE SeaCo, all relevant documents would be in SCL possession and SCL should have the institutional knowledge to value of the enterprise. (Obj. ¶ 5) Of course, SCL and both Committees would not have expended considerable estate resources and brought this matter before the Court to obtain information SCL already possessed. GE assumed control of GE SeaCo approximately sixteen months ago. Thus, any historical information on GE SeaCo that SCL might still have would obviously be dated. Valuation of GE SeaCo necessarily will require the most current data on GE SeaCo's operations and performance. Fourth, GE SeaCo impugns SCL stewardship of GE SeaCo. (Obj. ¶ 6) While SCL strongly disagrees with these statements, GE Seaco's contentions are entirely irrelevant to the right of the Debtors and the Committees to obtain information pursuant to Bankruptcy Rule 2004.

In terms of the Basoukeas Declaration, Mr. Basoukeas makes inconsistent statements and omits certain informative facts. Mr. Basoukeas states that he was seconded to GE SeaCo as the Deputy Finance Officer and "had only limited access to the financial data of GE SeaCo and did not have access to the computer system used to manage its business." (Basoukeas Decl. ¶ 3) Yet, in the very next paragraph, he seems to contradict himself by stating that "[t]hrough my work as Deputy Finance Officer and more recently as CFO, I have become thoroughly familiar with GE SeaCo's operations, corporate structure and financial management and accounting." While Mr. Basoukeas complains that as Deputy Finance Office he only had access to the "SeaNIC" database, our understanding is that this was the predecessor to the SAP database GE SeaCo is implementing. It is thus unclear what Mr. Basoukeas means when he says he did not have access to the computer system used to manage GE SeaCo. Moreover, prior to assuming control of GE SeaCo, GE conducted at least three major audits of GE SeaCo. However, all of this is wholly irrelevant to the rights of the Debtors and the Committees under Bankruptcy Rule 2004.

Mr. Basoukeas also points out that upon the transition of control of GE SeaCo to GE, SCL was not granted the right to appoint a deputy finance officer. (Decl. ¶ 3) This merely highlights that unlike GE prior to 2006, SCL currently has nobody working at GE SeaCo to monitor the business. In fact, the Debtors understand that at least four key people working in the GE SeaCo finance group are seconded to GE. And while Mr. Basoukeas could access the SeaNIC database, GE SeaCo has refused to allow the Debtors any access to the SAP. Although Mr. Basoukeas paints the SAP as an initiative driven completely by SCL, he omits the critical

fact that it had to be, as was, approved by the Board of Managers, which was divided equally between GE and SCL.[5]

Dated: August 17, 2007



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[5] In fact, the Debtors understand that before having its representatives cast votes in favor of the proposed SAP, GE used its own internal expert to evaluate the SAP system.

Exhibit A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re:	)	Chapter 11
	)	
SEA CONTAINERS LTD., *et al.*,[1]	)	
	)	Case No. 06-11156 (KJC)
	)	(Jointly Administered)
Debtors.	)	
	)	

GE SEACO SRL'S RESPONSES TO DEBTORS' AND SCL COMMITTEE'S DOCUMENT REQUESTS[1]

GE SeaCo SRL ("GE SeaCo"), by and through its undersigned counsel, provides the following information regarding Documents it will provide in response to Debtors' and SCL Committee's Request for Production of Documents in the above-referenced matter.

All such Documents will be provided without prejudice to any objections GE SeaCo may later raise. GE SeaCo specifically reserves the right to object to all document requests, including without limitation on grounds that Documents are protected by attorney client privilege, Documents are attorney work product, such requests are overbroad and/or unduly burdensome, and/or such requests call for irrelevant Documents. Most of these requests are overly broad and unduly burdensome, and in some cases literally impossible to comply with as written, because of the massive quantity of Documents they seek. Most of the requests as written seek Documents far beyond those reasonably necessary for the purported purpose of the requests, *i.e.*, determining the value of the Debtors' interest in GE SeaCo. In many cases it would be impossible, with any reasonable application of effort and resources and within any reasonable period of time, to produce every document literally called for by these requests.

The burden and difficulty of producing all Documents called for by these requests is exacerbated by the fact that GE SeaCo is in the process of converting to a new enterprise computer system provided by SAP that will be used to manage all aspects of the company's business including billing, collections, lease management and tracking, financial accounting and other critical functions. That system is not yet fully operational, and some of the information needed for the management of the company's business – as well as much of the information called for by these requests is not available at the present time. In addition, getting the SAP system up and running is a task critical to the functioning of GE SeaCo's business and requires the immediate and sustained attention of the personnel who otherwise might be occupied to a substantial degree in the retrieval and production of information called for by these requests. The responses set forth below indicate where information called for by the requests is not

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

[1] Capitalized terms not defined herein shall have the meanings ascribed in the Debtors and the SCL Committee's Joint Motion for Rule 2004 Discovery, including the document requests attached thereto.

available, because the SAP system is not fully operational; they also indicate the categories of information that GE SeaCo is reasonably able to produce in response to these requests in those cases in which all of the Documents demanded cannot reasonably be provided according to the request as drafted.

GE SeaCo objects to these requests as most seek information that is available to SCL pursuant to audit rights under applicable agreements and SCL may not use discovery to enlarge or avoid the contractual limitations upon, or be excused from paying the costs associated with, exercise of those audit rights. Notwithstanding this objection and without waiver of it, GE SeaCo is willing to provide the information identified below without insisting at present upon exercise of the audit right provision or payment of costs beyond the costs of copying and delivery of the materials provided.

Any Documents provided pursuant to these requests will be subject to a confidentiality stipulation to be executed between the parties.

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

DOCUMENT REQUESTS

DOCUMENT REQUEST NO. 1:

For each quarter, beginning with the first quarter of 2007, the Quarterly Management Accounts, together with supporting schedules, summaries or other Documents sufficient to show the underlying calculations and assumptions applicable to each line item contained therein and any updates, revisions or corrections subsequently made thereto, and any successor document thereto, including, but not limited to, Documents sufficient to show the underlying calculations and assumptions applicable to the line item entitled "management fee" in each of such Quarterly Management Accounts.

Response:

For 1Q2007 (currently available) and 2Q2007, GE SeaCo will provide the Trial Balance, the Quarterly Management Accounts, the variance from budget, the variance from the prior year, and the pro forma account documents (i.e., the "walk"). GE SeaCo also will provide updated Q1 and Q2 2007 equipment details in the budget files as per Document Request No. 4.

DOCUMENT REQUEST NO. 2:

For each monthly period, beginning with the period of July 2007, financial reports or other Documents prepared by GE SeaCo in the course of its business, in a form similar to and containing information comparable to that contained in the Quarterly Management Accounts,

together with supporting schedules, summaries or other Documents sufficient to show the underlying calculations and assumptions applicable to each line item contained therein and any updates, revisions or corrections subsequently made thereto, and any successor document thereto including, but not limited to, Documents sufficient to show the underlying calculations and assumptions applicable to the line items contained in Sales, General and Administration costs entitled "Handling," "Other," "Gains," and "Disposals."

Response:

Because of the recent switchover to the SAP system, at this time the information in such a report is unavailable. GE SeaCo expects to have the report containing this information for 3Q2007 by the end of November 2007 in time to report at the December 2007 board meeting. As soon as such report becomes available, GE SeaCo will provide it.

DOCUMENT REQUEST NO. 3:

The most current Document or Documents with the same or similar Title of, "GE SeaCo Annual Management Accounts" for 2006, together with supporting schedules, summaries or other Documents sufficient to show the underlying calculations and assumptions applicable to each line item contained therein, including, but not limited to, Documents sufficient to show the underlying calculations and assumptions applicable to the line items contained in Sales, General and Administration costs and Operating Expenses.

Response:

For 2006, GE SeaCo will provide the consolidated financial statements, the Trial Balance, the Quarterly Management Accounts, the variance from budget, the variance from the prior year, a list of one-off items. Equipment and per diem detail for 2006 will be produced in the budget files in response to Document Request No. 4. GE SeaCo will also provide a "walk" from the Trial Balance to the Quarterly Management Accounts.

DOCUMENT REQUEST NO. 4:

The Annual Budgets for each fiscal year, beginning with the period of 2006, together with supporting schedules, summaries or other Documents sufficient to show the underlying calculations and assumptions applicable to each line item contained therein and any updates, revisions or corrections subsequently made thereto.

Response:

GE SeaCo will provide the proposed 2007 Annual Budget and the supporting schedules thereto (**including those** which previously have been produced) and the 2006 Annual Budget and the supporting schedules thereto.

DOCUMENT REQUEST NO. 5:

For each monthly period, beginning with the period of July 2007, that certain Document or Documents with the same or similar Title of, "GE SeaCo Monthly Report," together with supporting schedules, summaries or other Documents sufficient to show the underlying calculations and assumptions applicable to each line item contained therein and any updates, revisions or corrections subsequently made thereto, and any successor document thereto.

Response:

Because of the recent switchover to the SAP system, reports for each monthly period, beginning with the period of July 2007, are unavailable at this time. GE SeaCo anticipates that regular reporting will be available by the end of November 2007. Once SAP is fully operational, GE SeaCo will provide monthly reports similar to the "GE SeaCo Monthly Report," for July, August, and September 2007 if and when such reports become available.

DOCUMENT REQUEST NO. 6:

The most current Document or Documents with the same or similar Title of "GE SeaCo Long Range Forecast Through 2009," together with supporting schedules, summaries or other Documents sufficient to show the underlying calculations and assumptions applicable to each line item contained therein and any updates, revisions or corrections subsequently made thereto, and any successor document thereto.

Response:

GE SeaCo will provide the GE SeaCo Long Range Forecast Through 2009 and supporting schedules (including those which previously have been provided).

DOCUMENT REQUEST NO. 7:

That certain Document or Documents with the same or similar Title of, "Analysis Of One-Off Items," applicable to the annual periods from 2002 through the present, together with supporting schedules, summaries or other Documents sufficient to show the underlying calculations and assumptions applicable to each line item contained therein and any updates, revisions or corrections subsequently made thereto, and any successor document thereto.

Response:

GE SeaCo is unaware of any documents relating to this request for periods prior to 2006. For the year 2006, an analysis is included in the response to Document Request No. 3 and analyses of one-off items will be included in the reports referenced in Document Request No. 1. Moreover, since SCL provided financial services to GE SeaCo through the Services Agreement from May 1, 1998 until May 28, 2006, and did not provide to GE SeaCo the files of the persons serving in the dual capacities of Chief Financial Officer of SCL and GE SeaCo, any such responsive document(s) likely would be in the possession of SCL.

DOCUMENT REQUEST NO. 8:

From January 1, 2006, each Document or Documents with the same or similar Title of, "Macro Report," "Key Container Shipping Industry Drivers" or "MS-Issue [#]," together with supporting schedules, summaries or other Documents sufficient to show the underlying calculations and assumptions applicable to each line item contained therein and any updates, revisions or corrections subsequently made thereto, and any successor document thereto.

Response:

GE SeaCo will provide the Macro Reports from January 2006 to June 2007 (the last Macro Report generated before the transition to SAP) and the Key Container Shipping Industry Drivers Report for the same period. ~~Once SAP is fully operational~~**As soon as such reports become available, whether by use of the SAP system or otherwise,** GE SeaCo will provide updated reports through 3Q2007. ~~GE SeaCo personnel are unfamiliar with the "MS-Issue [#]" term used in the request.~~

DOCUMENT REQUEST NO. 9:

From January 1, 2006, each Document or Documents with the same or similar Title of, "Customer Profile Report," that is prepared by the Management Group commonly known as or referred to as the "credit risk department," and any updates, revisions or corrections subsequently made thereto, and any successor document thereto, together with any Documents containing summaries, discussions or other analysis of the underlying assumptions applicable to such report and/or implications to the business of GE SeaCo relating to the statements in such report.

Response:

GE SeaCo will provide the Activity Reports for the months from January 2006 through June 2007. In addition, as soon as such report become available, GE SeaCo will provide the most current Activity Report for each month after June 2007.

DOCUMENT REQUEST NO. 10:

The most current Document or Documents with the same or similar Title of, "NEBRAS Model," together with supporting schedules, summaries or other Documents sufficient to show the underlying calculations and assumptions applicable to each line item contained therein, any updates, revisions or corrections subsequently made thereto, and any successor document thereto.

Response:

GE SeaCo will provide ~~a~~**the most current** functioning NEBRAS Model in ~~Excel~~**a usable** format.

DOCUMENT REQUEST NO. 11:

All Documents transmitted from or to any accountant or accounting firm retained by GE SeaCo to conduct an audit for the fiscal year 2006, including all Communications relating to the following subjects:

(a) P&L variance analysis,

(b) container net book value and existence analysis,

(c) debt analysis,

(d) receivables existence and valuation analysis,

(e) payables analysis,

(f) contingent liabilities analysis, or

(g) the adjusted and unadjusted differences in financial statements arising from the audit.

Response:

GE SeaCo requested Deloitte & Touche provide access to its audit work papers to SCL. Deloitte refused. It is unduly burdensome and impractical for GE SeaCo to track every exchange between the 50 or so GE SeaCo employees involved in the audit process and the Deloitte auditors that occurred over a six month period. Nevertheless, GE SeaCo will provide a list of documents requested by Deloitte and to the extent SCL and the Committees would like particular documents provided to the auditors, GE SeaCo will provide such documents.

DOCUMENT REQUEST NO. 12:

Documents sufficient to identify any actual, contemplated or proposed (whether by GE SeaCo or a third party): (a) sale, (b) offer to sell, (c) offer to purchase, (d) transfer, (e) pledge, or (f) assignment of any of GE SeaCo's (1) businesses or (2) material assets (including, without limitation, any material collection of assets) owned, managed or used by GE SeaCo in the Business.

Response:

This document request is unbounded by time. GE SeaCo will provide certain information regarding our response to this request directly to the Debtors and SCL Committees pursuant to a confidentiality stipulation. ~~Prior to May 28, 2006, SCL controlled GE SeaCo and has not turned over to GE SeaCo the files of the person who served in the dual capacity of Chairman and Chief Executive Officer of SCL and Chairman of GE SeaCo and of the persons who served in the dual capacity of Chief Financial Officer of SCL and GE SeaCo. Accordingly, SCL would have any and all responsive documents relating to events occurring before that date and would have access to personnel who could speak to same.~~

DOCUMENT REQUEST NO. 13:

Documents sufficient to identify any actual or contemplated attempt by GE SeaCo to obtain financing from January 1, 2006, to the present, including, but not limited to, any reports, presentations or other summaries of the business or assets of GE SeaCo provided to any actual or prospective agents, lenders, investment bankers, or other parties in connection therewith.

Response:

GE SeaCo will provide quarterly covenant compliance items for the periods from January 1, 2006 to the present. GE SeaCo will also provide documents distributed during a presentation to bankers on March 19, 2007. ~~The SCL-designated managers were invited to this presentation but failed to attend.~~ GE SeaCo will provide certain information regarding our response to this request directly to the Debtors and SCL Committees pursuant to a confidentiality stipulation.

DOCUMENT REQUEST NO. 14:

All Documents relating to current financing arrangements of GE SeaCo.

Response:

GE SeaCo will provide copies of the closing documents for all outstanding financings ~~(which SCL Treasury managed through December 31, 2006)~~**and any amendments to any such documents**.

DOCUMENT REQUEST NO. 15:

From January 1, 2005, to the present, any Document containing an appraisal or other estimate of the value of any asset or group of assets owned by GE SeaCo or used by GE SeaCo in the operation of the Business reflecting a value greater that $100,000, including, but not limited to, appraisals or valuations of any fleets or other grouping of containers owned or managed by GE SeaCo.

Response:

GE SeaCo will provide documents indicating valuation of the German domestic business, **the** *class "A" 13.6m swapbody fleet and* **the** *United States Chassis Business*. The Debtors have

represented that they are in possession of documents relating to the valuation of the Australia domestic fleet and will provide a copy of same to the SCL Committee~~, and should do likewise with documents in their possession relating to the valuation *class "A" 13.6m swapbody fleet and United States Chassis Business.*~~

DOCUMENT REQUEST NO. 16:

Documents sufficient to identify for each container owned or managed by GE SeaCo, the most current information that is or would have been contained in the Seanic Unit Fields if the Seanic Database were updated with the most current data at the close of the last day of each month, beginning June 30, 2007.

Response:

Because of the implementation of the SAP system, GE SeaCo will not be able to provide information after June 30, 2007 for some time. For legacy system information, GE SeaCo ~~should be able to~~**will** provide such information **as soon as possible** on or after August 20, 2007.

DOCUMENT REQUEST NO. 17:

From January 1, 2005, to the present, all Documents containing summaries, discussions or other analysis of the portfolio of Individual Leasing Records (as that term is defined in the Articles of Organisation), including, but not limited to, summaries containing the number of Individual Leasing Records, revenue attributable to each Individual Leasing Record, expiration date of each Individual Leasing Record and historical renewal rates relating to Individual Leasing Records.

Response:

GE SeaCo understands that the Debtors do not require information requested with respect to Individual Lease Records, which are related to the Master Lease Agreements under which Genstar Container Corporation and SCL leased fleets into GE SeaCo. GE SeaCo will provide a data file of all current end user leases contained on the central billing system in London (as of June 30, 2007) containing unit type, unit numbers, per diem, lessee, and lease expiration dates. GE SeaCo will also provide samples of its standard lease documents as well as a Lease

Agreement Summary Sheet, which provides details regarding GE SeaCo's entire international lease portfolio as of June 30, 2007.

DOCUMENT REQUEST NO. 18:

Documents sufficient to identify any material transactions from June 30, 2003, to the present between GE SeaCo and an officer, director or equity interest holder of GE SeaCo, other than SCL, or any family member of any of the foregoing, other than transactions arising directly from employment, but including those transactions relating to termination of employment.

Response:

As represented to the Debtors and the SCL Committee, GE SeaCo ~~has~~**will provide** two contracts with entities in which GE has a significant equity interest – (i) the GENPACT Agreement and (ii) a credit card agreement with a GE Money bank. ~~The Debtors and the SCL Committee represented that they did not seek the production of documents related to (i) and (ii).~~ Upon request for additional clarification, the Debtors and the SCL Committee have informed GE SeaCo that they consider severance arrangements to fall within the scope of this request. Subject to the U.K. Data Protection Act, GE SeaCo will produce a document evidencing the severance arrangement with a former officer of GE SeaCo.

DOCUMENT REQUEST NO. 19:

From January 1, 2007, to the present, all Documents containing summaries or analysis of GE SeaCo's current and future growth strategies, projections and opportunities, including, but not limited to, new product offerings, penetration into new markets or geographic regions, and potential acquisitions and Communications between the Management Groups responsible for strategy and planning and the Management Group commonly known as or referred to as "product groups."

Response:

GE SeaCo will provide the Long Range Forecast **and supporting schedules** (also provided in response to Document Request No. 6), macro reports for the time period indicated

(also provided in response to Document Request No. 8), and presentations on strategy for various products.

DOCUMENT REQUEST NO. 20:

From January 1, 2006, to the present, all Documents containing summaries setting forth, and Documents sufficient to identify, for each Material Supplier (as defined below) of GE SeaCo:

(a) Documents sufficient to identify each supplier with which GE SeaCo transacted at least $100,000 of business in fiscal year 2006 (each, a "Material Supplier");

(b) whether and to what extent the cost associated with such supplier are associated with (i) factories, (ii) depots, or (iii) outsourcing (each, a "Cost Group");

(c) how long it has been a supplier; and

(d) the total percentage of cost attributable to such supplier within each Cost Group.

Response:

GE SeaCo will provide information on all vendors from Epayables, which includes information about the amount of cost attributable to each supplier. Such information will not indicate the length of time such vendors have been contracting with GE SeaCo, as providing such information for each and every vendor would be unduly burdensome. To the extent a Material Supplier (as defined in the Document Request) is not on the Epayables list, the identification of such Material Supplier(s) will be provided, **together with documents responsive to items (a) through (d) with respect to such supplier.**

DOCUMENT REQUEST NO. 21:

From January 1, 2006, to the present, Documents sufficient to identify and explain any advances, developments or other material changes to the information technology system implemented or to be implemented by GE SeaCo, including, but not limited to, any infrastructure

summary or plan, and a summary or itemization of method and costs associated with the transition to an alternative system.

Response:

GE SeaCo will provide all electronic files maintained by GE SeaCo's IT Director (Chris Bushell) pertaining to the SAP Project.

DOCUMENT REQUEST NO. 22:

Biographies of each current officer with seniority in the management structure of GE SeaCo equal to or above Vice-President.

Response:

GE SeaCo will provide resumes or curriculum vitae for Angus Frew, Paul Merritt, John Hatton, Tim Britton, Robin Lynch, Simon Price, Ian Routledge, and Antonios Basoukeas, subject to a stipulation between all parties that such information shall remain confidential.

DOCUMENT REQUEST NO. 23:

Documents sufficient to calculate the compensation received by each current officer with seniority in the management structure of GE SeaCo equal to or above Vice-President and each director of GE SeaCo.

Response:

Subject to any limitations under the UK Data Protection Act, GE SeaCo will provide a document containing the information requested.

DOCUMENT REQUEST NO. 24:

All Documents containing summaries, diagrams or reports relating to the current management structure of GE SeaCo, including by Management Group.

Response:

Subject to any limitations under the UK Data Protection Act or other applicable privacy laws, GE SeaCo will provide a Powerpoint presentation containing the organizational structure of GE SeaCo as of July 2007.

DOCUMENT REQUEST NO. 25:

Documents sufficient to identify the number of employees of GE SeaCo within each Management Group.

Response:

GE SeaCo will provide a document sufficient to identify the number of employees of GE SeaCo within each Management Group.

DOCUMENT REQUEST NO. 26:

Documents sufficient to identify the principal terms of any current pension scheme sponsored by GE SeaCo or provided to GE SeaCo employees in connection with their employment.

Response:

GE SeaCo will provide the invitation to join GE SeaCo Services Pension Scheme provided to employees and documents from AXA describing the principal terms of the pension scheme. There is a SCL pension scheme for GE SeaCo employees in Australia, and a government pension scheme in Singapore, both of which SCL set up and has details. There is also a new 401k plan in the US for employees of GE SeaCo America LLC and documents will be provided sufficient to identify the principal terms.

DOCUMENT REQUEST NO. 27:

From January 1, 2005, to the present, all Documents containing summaries, discussions or other analysis of any actual or potential liability of GE SeaCo arising from the SCL 1983 Scheme, including, but not limited to, all Communications with regulators or trustees of such pension scheme.

Response:

GE SeaCo will provide a presentation given to the Pensions Regulator and any non-privileged documents related to such presentation as well as any non-privileged emails or other correspondence **to or** from Tony Basoukeas (when acting on behalf of GE SeaCo), Angus Frew (when acting on behalf of GE SeaCo), ~~or~~ Slaughter & May ~~to~~, **or** regulators or trustees.

DOCUMENT REQUEST NO. 28:

From and after the date by which such information would not have been included in the audit for the fiscal year 2006, Documents sufficient to identify

(a) any suits, actions, litigation, grievances, disputes, arbitration, claims or settlements or administrative proceedings or other governmental or non-governmental investigations or inquiries, pending or threatened or settled or resolved that may materially affect the value or operations of GE SeaCo, including any and all known environmental liabilities;

(b) any purchase commitments or operating leases that may materially affect the value or operations of GE SeaCo; and,

(c) any violation or infringement of any law or government regulation.

Response:

GE SeaCo will provide the letter provided to auditors identifying any material issues. GE SeaCo also will provide a draft contract with a supplier that may materially affect value or operations of GE SeaCo, and correspondence exchanged with certain tax or governmental authorities, subject to appropriate limitations and/or agreements relating to confidentiality and privilege pertaining to such material.

DOCUMENT REQUEST NO. 29:

From January 1, 2005, to the present, all Documents containing summaries, discussions or other analysis of the risks and exposure relating to the tax liability of GE SeaCo, including, but not limited to, assessments and Communications with taxing authorities.

Response:

GE SeaCo will provide all letters exchanged with certain tax authorities and non-privileged documents of GE SeaCo, if any, held by Tony Basoukeas (when acting on behalf of GE SeaCo) relating to any material tax liability of GE SeaCo.

DOCUMENT REQUEST NO. 30:

All Documents containing summaries, discussions or other analysis of the effect of a recapitalization, restructuring or modification of the F and/or G Quotas of GE SeaCo.

Response:

No such quotas exist. GE SeaCo will provide any non-privileged responsive documents of GE SeaCo, if any, held by Tony Basoukeas (when acting on behalf of GE SeaCo) with respect to the proposed issuance of such quotas.

DOCUMENT REQUEST NO. 31:

All Documents relating to "Domestication Liabilities," as such term is defined in this Objection to the Debtors' Motion for Authority to Obtain Postpetition Financing for Working Capital and to Capitalize Certain Subsidiaries filed by GE Capital and GE SeaCo in the above-captioned cases.

Response:

GE SeaCo will provide any non-privileged documents of GE SeaCo held by Tony Basoukeas (when acting on behalf of GE SeaCo) **and Dominic Buckwell** relating to the "Domestication Liabilities."

DOCUMENT REQUEST NO. 32:

All current policies and summaries of policies for property, casualty, liability, health and other insurance relating to GE SeaCo and its employees.

Response:

GE SeaCo will provide all current policies and summaries of policies.

DOCUMENT REQUEST NO. 33:

All Documents used or referred to by You or any other GE SeaCo Claimant in preparing the proofs of claim filed by the GE SeaCo Claimants, including, but not limited to, all Documents used or referred to in the investigation, validation, reconciliation, analysis, or preparation of each of the allegations in each of the GE SeaCo Claims Attachments.

Response:

GE SeaCo has produced all non-privileged documents reviewed or relied upon by GE SeaCo or other GE SeaCo claimants in the preparation of the Proofs of Claim filed by the GE SeaCo Claimants, except to the extent that documents relevant to financial mismanagement claims were reviewed or relied upon, but were produced in prior arbitrations to which SCL was a party. Production of further documents relevant to the claims may only be obtained through discovery in the arbitration proceedings to be conducted with respect to those claims, and subject to the limitations contained in the agreements that provide for those arbitrations, subject to any modifications that may later be agreed to by the parties.

Exhibit B

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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

ORDER REGARDING GE SEACO SRL'S RESPONSES TO THE DISCOVERY ISSUED PURSUANT TO BANKRUPTCY RULE 2004

Upon the motion, dated August 9, 2007 (the "Motion"),[2] of the above-captioned debtors and debtors in possession (the "Debtors") and the Official Committee of Unsecured Creditors for Sea Containers Ltd. (the "SCL Committee," and together with the Debtors, the "Movants") regarding the ~~discovery requests (the "~~2004 Discovery ~~Requests"), pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"),~~ issued by Movants to GE SeaCo SRL ("GE SeaCo" and together with the Movants, the "Parties"); and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§§ § 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§§ § 1408 and 1409; and it appearing that good and sufficient notice having been provided; and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion~~; and~~ and the Movants' document requests attached to the Motion (the "Document Requests"); and the Court having considered the objection of GE SeaCo (the "Objection"), including the declaration of Antonios Basoukeas attached thereto as Exhibit A,

[1] The Debtors are Sea Containers Ltd., Sea Containers Services Ltd., and Sea Containers Caribbean Inc.
[2] Capitalized terms not defined herein shall have the meanings ascribed in the Motion.

and the proposed responses ~~(the "Proposed Responses")~~ to the ~~Movants' document requests (the "Document Requests")~~ attached thereto as Exhibit B (the "Responses"); and GE SeaCo having agreed to the ~~production of certain employees of GE SeaCo for examination by Movants; and GE SeaCo having set forth its Proposed Responses to the Document Requests~~Examinations (defined below); and GE SeaCo having produced ~~(the "Claims Request Production")~~ documents related to Movants' Claims ~~Request (as defined in the Objection)~~Discovery (the "Claims Discovery Production"); and the Debtors having reserved all rights as to the responsiveness of the Claims Discovery Production; and the Court having considered the Debtors' Reply in Support of the Motion (the "Reply") and the Debtors' proposed revisions to the Responses; and the Court having held a hearing with appearances of parties in interest noted in the transcript thereof; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted on the terms set forth herein; and it further

ORDERED that the 2004 Discovery ~~Requests~~ shall be modified and limited to the relief granted herein; and it is further

ORDERED that ~~the Claims Request Production satisfies the Claims Request~~GE SeaCo shall produce all of the materials and Documents (as defined in the Document Requests) identified in this Order and GE SeaCo's Responses to the Document Requests, attached hereto as Exhibit A; and it is further

ORDERED that GE SeaCo shall make Antonios Basoukeas, Mahindra Nagda, John Hatton and Paul Merritt (collectively, the "Deponents") available for examination (collectively, the "Examinations") on dates and at locations to be agreed upon by Movants and GE SeaCo but in no event later than September 30, 2007; and it is further

ORDERED that with respect to the Examinations authorized by this Order, (i) Movants shall not examine the Deponents on any matters ~~which relate to claims that are subject to one or more arbitration clauses in agreements between the Debtors and GE SeaCo, including but not limited to the subject matter of the proofs of claim filed in the Debtors' chapter 11 cases~~relating to the GE SeaCo Claims or the GE Claims (collectively, the "Claims") and (ii) notwithstanding the foregoing, Movants shall have the right to examine the Deponents on matters reasonably relevant to matters other than the Claims, even if those matters also are relevant to the Claims~~, but shall not have the right to examine the Deponents on matters relevant to the Claims but having only remote or tangential relevance to the other matters on which the depositions are conducted; provided, however, with regard to this limitation, (a) the fact that the basis or supporting evidence for, or value of, the Claims may be relevant to the formation, negotiation or approval of a plan of reorganization in the Chapter 11 cases shall not by itself permit the Movants to question the deponents about the Claims, (b) the~~. The Parties and their counsel are expected to consult in good faith in an effort to resolve any issues that may arise concerning the scope of the Examinations~~, and (c) counsel~~. Counsel for any of the ~~Deponents~~Parties may seek appropriate relief with respect to any issues that cannot be resolved by good faith discussions between counsel, including by seeking a telephone ruling during an Examination if the Court is available to provide it; and it is further

ORDERED that GE SeaCo shall respond to the Document Requests in the manner ~~indicated in the Proposed Responses~~set forth therein and produce such documents (the "Document Production" and together with the Examinations and the Claims Request Production, the "Approved 2004 Discovery") to the Movants on or before September 15, 2007; and it is further

ORDERED that all Approved 2004 Discovery provided to the Movants shall also be provided to (i) the Official Committee of Unsecured Creditors of SCSL and, and (ii) GE Capital Corporation and all other applicable affiliates, including GE Capital Container SRL and GE Capital Container Two SRL; and it is further

ORDERED that GE SeaCo shall produce any reports and other Documents (as defined in the Document Requests), not already provided to the Debtors, that GE SeaCo in the future provides to GE Capital or its affiliates, and any employees thereof, which are responsive to the Document Requests; and it is further

ORDERED that GE SeaCo shall be obligated on a continuing basis to supplement at reasonable intervals by producing newly prepared versions of regularly prepared Documents being provided in response to requests 1-6, 8-9, 11, 21-25, and 32; and it is further

ORDERED that to the extent GE SeaCo has indicated in the Approved 2004 Discovery that because of SAP implementation, it cannot provide certain Documents, GE SeaCo shall provide any reports or other Documents responsive to the Document Requests that are being used by GE SeaCo employees to replace or supplement, or which serve the same function as, the SAP-based reports or data; and it is further

ORDERED that the ongoing confidentiality agreements by and among the Parties shall apply to the Approved 2004 Discovery; and it is further

ORDERED that in the event of any dispute arising from the Approved 2004 Discovery that cannot be resolved after a meet and confer between the Parties, and subject to the availability of the Court, the Parties may file and serve a motion, on no less than five (5) calendar days' notice, seeking an adjudication by this Court of any such dispute, with a hearing on such motion to be held by telephonic or other means as directed by the Court; and it is further

ORDERED that in the event any dispute arising among the Parties as a result of additional discovery requests made by the Movants to supplement the Approved 2004 Discovery (but not relating to the Claims) that cannot be resolved after a meet and confer between the Parties, and subject to the availability of the Court, the Parties may file and serve a motion, on no less than seven (7) calendar days' notice, seeking an adjudication by this Court of any such dispute, with a hearing on such motion to be held by telephonic or other means as directed by the Court; and it is further

ORDERED that notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware
August ___, 2007

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE