UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SEA CONTAINERS LTD., et al.,[1]	Case No. 06-11156 (KJC)
Debtors.	Jointly Administered
	Ref Docket No. 4, 15

FURTHER INTERIM ORDER (I) APPROVING CASH MANAGEMENT SYSTEM, (II) AUTHORIZING USE OF PREPETITION BANK ACCOUNTS AND BUSINESS FORMS, (III) GRANTING ADMINISTRATIVE EXPENSE STATUS TO INTERCOMPANY TRANSACTIONS, AND (IV) WAIVING THE REQUIREMENTS OF 11 U.S.C. § 345(b)

Upon the Motion[2] of the above-captioned Debtors for entry of an interim order (i) authorizing and approving the Debtors' continued use of their existing cash management system; (ii) authorizing the Debtors to continue using prepetition bank accounts and business forms; (iii) authorizing the continued arrangement by which SCSL processes the payroll of certain of its non-debtor subsidiaries through its salary bank account; (iv) granting administrative expense status to inter-company transactions between the Debtors; and (v) waiving the requirements of 11 U.S.C. § 345(b) on an interim basis with respect to the Debtors' deposit practices; and upon consideration of the Motion and all pleadings related thereto, including the MacKenzie Declaration; and the Court finding that (a) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; and the Court having granted the relief requested in the Motion on an interim basis by order dated October 17, 2006 [Docket No. 15] (the "Interim Order"), and the Court finding that the relief requested in the Motion is in the

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

best interests of the Debtors, their estates, and creditors; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby:

ORDERED, that the Motion is granted on a further interim basis, through and including December 19, 2006; provided that nothing herein shall limit the Debtors' rights to seek the entry of an additional interim order or a final order with respect to the relief requested in the Motion; and it is further

ORDERED, that the Debtors are authorized to deposit funds in accordance with their established deposit practices and guidelines in effect as of the commencement of these cases and, to the extent such deposit guidelines are not consistent with the requirements of section 345(b) of the Bankruptcy Code or of the U.S. Trustee Operating Guidelines for Chapter 11 Cases, such requirements are waived on a further interim basis through and including December 19, 2006, without prejudice to the Debtors' right to seek a further interim or final waiver; and it is further

ORDERED, that the Debtors are authorized, in the reasonable exercise of their business judgment, to (i) designate, maintain and continue to use, with the same account numbers, all of their bank accounts (the "Bank Accounts") in existence on the Petition Date, including, without limitation, those accounts identified in Exhibit B to the Motion, (ii) use, in their present form, checks and other documents related to the accounts listed in Exhibit B to the Motion and (iii) treat such accounts for all purposes as accounts of the Debtors as debtors in possession; and it is further

ORDERED, that the Cash Management Banks are hereby authorized to continue to service and administer all such accounts as accounts of the relevant Debtor as debtor-in-possession without interruption and in the usual and ordinary course, and to receive, process,

honor and pay any and all checks and drafts drawn on, or electronic transfer requests made on, said account after the Petition Date by the holders or makers thereof, as the case may be; provided, however, that any check drawn or issued by the Debtors before the Petition Date may be honored by any bank only if specifically authorized by order of this Court; and it is further

ORDERED, that except for those checks that may be honored and paid to comply with any order(s) of this Court authorizing payment of certain prepetition claims, no checks or drafts issued on the Bank Accounts before the Petition Date but presented for payment after the Petition Date shall be honored or paid; and it is further

ORDERED, that notwithstanding any other provision of this Order, no Cash Management Bank that honors a prepetition check or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtors, (b) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (c) as the result of an innocent mistake made despite implementation of reasonable item handling procedures, shall be deemed to be liable to the Debtors or their estates or otherwise in violation of this Order; and it is further

ORDERED, that nothing contained herein shall prevent the Debtors from opening any new bank accounts or closing any Bank Accounts as they may deem necessary and appropriate provided that any new bank accounts shall fully comply with the provisions of 11 U.S.C. §345, except upon further order of the Court; and it is further

ORDERED, that, notwithstanding anything to the contrary herein, no payments or transfers of funds shall be made or transferred from the Debtors' Bank Accounts to or on behalf of the Non-Debtor Subsidiaries on a post-petition basis, unless approved by the Bankruptcy Court or expressly permitted under the Bankruptcy Code; and it is further

ORDERED, that each Debtor is authorized to continue to use its existing business and correspondence forms and checks without alteration and without designation "Debtor-in-Possession" imprinted upon them, provided, however, that following the depletion of the Debtors' check stock and/or business form stock, the Debtors will obtain new check stock and/or business forms stock reflecting their status as debtors-in-possession; and it is further

ORDERED, that the Debtors are authorized to make disbursements from the Bank Accounts other than by check, to the extent consistent with the Debtors' existing cash management practices; and it is further

ORDERED, that effective nunc pro tunc to the Petition Date, Barclays Bank, Plc, London, and NatWest Plc, London shall be and hereby are authorized and directed to receive, process, honor and pay any and all prepetition and post-petition checks drawn on and electronic transfers authorized by the Court for payment made in regards to the Salary Accounts provided that sufficient funds are available in such Salary Accounts; and it is further

ORDERED, that the Debtors are authorized to continue utilizing their Cash Management Systems to manage their cash, to pay intercompany payables, if any, to extend intercompany credit, if necessary, and to continue all other Intercompany Transactions by and between the Debtors in a manner consistent with the Debtors' prepetition practices; and it is further

ORDERED, that intercompany loans and other claims created through Intercompany Transactions generated by and between the Debtors are hereby granted administrative priority status pursuant to 11 U.S.C. § 507(a)(1); and it is further

ORDERED, nothing in this Order shall in any way alter or otherwise impair the rights of JPM Chase pursuant to the account agreement(s) in effect regarding the Bank Accounts

including, without limitation, JPM Chase's ability to close any of the Bank Accounts pursuant to the terms of such agreement(s) upon at least 15 days written notice to the Debtors of such proposed closure, and it is further

ORDERED, that nothing in this Order shall be deemed a waiver by the United States Trustee of any arguments in a dispute, if any, with the Debtors concerning their compliance with section 345(b) of the Bankruptcy Code and compliance with section 345(a) of the Bankruptcy Code with respect to continued maintenance of the Bank Accounts in existence on the Petition Date; and it is further

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

Dated: Wilmington, Delaware
November 8, 2006

Kevin J. Carey
United States Bankruptcy Judge