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ORIENT EXPRESS HOTELS LTD
Form SC 13D/A
December 05, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.5) *

ORIENT-EXPRESS HOTELS LTD.

(Name of Issuer)

CLASS A COMMON SHARES, PAR VALUE US\$0.01 PER SHARE

(Title of Class of Securities)

G67743107

(CUSIP Number)

CHRISTOPHER WALTON, ESQ.
CLIFFORD CHANCE LIMITED LIABILITY PARTNERSHIP
10 UPPER BANK STREET
LONDON E14 5JJ, ENGLAND
011-44-20-7006-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

NOVEMBER 23, 2005

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. / /

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule Section 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G67743107

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1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons
(entities only)
Citibank International plc

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) /X/
(b) / /

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)

/ /

6. Citizenship or Place of Organization
England and Wales

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7. Sole Voting Power
0

8. Shared Voting Power
0

9. Sole Dispositive Power
0

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

/ /

13. Percent of Class Represented by Amount in Row (11)
0.0%*

14. Type of Reporting Person (See Instructions)
CO

* Based on 39,389,750 Class A Shares outstanding as of October 31, 2005, as
disclosed in the Form 10-Q for Orient-Express Hotels Ltd. filed with the
Commission on November 8, 2005 (File No. 001-16017).

CUSIP No. G67743107

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons
(entities only)

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Citicorp Trustee Company Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) /X/
(b) / /

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e) / /

6. Citizenship or Place of Organization
England and Wales

Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0
	8. Shared Voting Power 0
	9. Sole Dispositive Power 0
	10. Shared Dispositive Power 0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) / /

13. Percent of Class Represented by Amount in Row (11)
0.0%*

14. Type of Reporting Person (See Instructions)
CO

* Based on 39,389,750 Class A Shares outstanding as of October 31, 2005, as disclosed in the Form 10-Q for Orient-Express Hotels Ltd. filed with the Commission on November 8, 2005 (File No. 001-16017).

CUSIP No. G67743107

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons
(entities only)
Citibank Investments Limited

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) /X/
(b) / /

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3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)

/ /

6. Citizenship or Place of Organization
England and Wales

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7. Sole Voting Power
0

8. Shared Voting Power
0

9. Sole Dispositive Power
0

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

/ /

13. Percent of Class Represented by Amount in Row (11)
0.0%*

14. Type of Reporting Person (See Instructions)
CO

* Based on 39,389,750 Class A Shares outstanding as of October 31, 2005, as disclosed in the Form 10-Q for Orient-Express Hotels Ltd. filed with the Commission on November 8, 2005 (File No. 001-16017).

CUSIP No. G67743107

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons
(entities only)
Citibank Overseas Investment Corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) /X/
(b) / /

3. SEC Use Only

4. Source of Funds (See Instructions)

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00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)

/ /

6. Citizenship or Place of Organization
Federally chartered pursuant to Section 25(a) of the U.S. Federal Reserve
Act

Number of Shares Beneficially Owned by Each Reporting Person With

7. Sole Voting Power
0

8. Shared Voting Power
0

9. Sole Dispositive Power
0

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

/ /

13. Percent of Class Represented by Amount in Row (11)
0.0%*

14. Type of Reporting Person (See Instructions)
HC

* Based on 39,389,750 Class A Shares outstanding as of October 31, 2005, as disclosed in the Form 10-Q for Orient-Express Hotels Ltd. filed with the Commission on November 8, 2005 (File No. 001-16017).

CUSIP No. G67743107

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons
(entities only)
Citibank, N.A.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) /X/
(b) / /

3. SEC Use Only

4. Source of Funds (See Instructions)
00

5. Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e)

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/X/

6. Citizenship or Place of Organization
National Banking Association

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

7. Sole Voting Power
0

8. Shared Voting Power
0

9. Sole Dispositive Power
0

10. Shared Dispositive Power
0

11. Aggregate Amount Beneficially Owned by Each Reporting Person
0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) / /

13. Percent of Class Represented by Amount in Row (11)
0.0%*

14. Type of Reporting Person (See Instructions)
BK

* Based on 39,389,750 Class A Shares outstanding as of October 31, 2005, as disclosed in the Form 10-Q for Orient-Express Hotels Ltd. filed with the Commission on November 8, 2005 (File No. 001-16017).

CUSIP No. G67743107

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons
(entities only)
Citicorp Holdings Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) /X/
(b) / /

3. SEC Use Only

4. Source of Funds (See Instructions)
OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to
Items 2(d) or 2(e) /X/

6. Citizenship or Place of Organization
Delaware

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Number of Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power 0

	8. Shared Voting Power 0

	9. Sole Dispositive Power 0

	10. Shared Dispositive Power 0

 11. Aggregate Amount Beneficially Owned by Each Reporting Person
 0

 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) / /

 13. Percent of Class Represented by Amount in Row (11)
 0.0%*

 14. Type of Reporting Person (See Instructions)
 HC

* Based on 39,389,750 Class A Shares outstanding as of October 31, 2005, as disclosed in the Form 10-Q for Orient-Express Hotels Ltd. filed with the Commission on November 8, 2005 (File No. 001-16017).

CUSIP No. G67743107

 1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (entities only)
 Citigroup Inc.

 2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) /X/
 (b) / /

 3. SEC Use Only

 4. Source of Funds (See Instructions)
 OO

 5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) /X/

 6. Citizenship or Place of Organization
 Delaware

Number of Shares Beneficially Owned by Each	7. Sole Voting Power 0

	8. Shared Voting Power 502,301*

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Reporting Person With -----
9. Sole Dispositive Power
0

10. Shared Dispositive Power
502,301*

11. Aggregate Amount Beneficially Owned by Each Reporting Person
502,301*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) / /

13. Percent of Class Represented by Amount in Row (11)
1.3%**

14. Type of Reporting Person (See Instructions)
HC

* Represents 502,301 Class A Shares that may be deemed to be beneficially owned by other subsidiaries of Citigroup.

** Based on 39,389,750 Class A Shares outstanding as of October 31, 2005, as disclosed in the Form 10-Q for Orient-Express Hotels Ltd. filed with the Commission on November 8, 2005 (File No. 001-16017).

ITEM 1. SECURITY AND ISSUER

This statement on Schedule 13D (the "Fifth Amended Statement") amends the fourth amendment to the Schedule 13D filed on November 23, 2005 (the "Fourth Amended Statement"), which amended the third amendment to the Schedule 13D filed on July 30, 2004 (the "Third Amended Statement"), which amended the second amendment to the Schedule 13D filed on July 9, 2004 (the "Second Amended Statement"), which amended the first amendment to the Schedule 13D filed on January 13, 2004 (the "First Amended Statement"), which amended the original Schedule 13D filed on June 20, 2003 (the "Original Statement") and relates to the class A common shares, par value US\$0.01 per share (the "Class A Shares") of Orient-Express Hotels Ltd., a company organized and existing under the laws of Bermuda ("OEH"), the principal executive offices of which are located at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda, and the class B common shares, par value US\$0.01 per share (the "Class B Shares" and, together with the Class A Shares, the "OEH Shares"), of OEH. The Class B Shares are convertible into Class A Shares on a one-for-one basis at any time. Holders of the Class A Shares are entitled to one-tenth of a vote per share and holders of the Class B Shares are entitled to one vote per share. The Class A Shares are listed on the New York Stock Exchange. There is no public trading market for the Class B Shares.

The information contained in the Schedule 13D, as previously amended, remains in effect, and all capitalized terms shall have the meaning previously ascribed to them, except for the information below that is responsive to Items 2(d) and 2(e), which shall be deemed to replace the information responsive to such items as contained in the Schedule 13D as previously amended. Information given in response to each item in this Schedule 13D shall be deemed incorporated by reference in all other items.

ITEM 2. IDENTITY AND BACKGROUND

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This Fifth Amended Statement is being jointly filed by the Agent, the Trustee, CIL, COIC, Citibank, Citicorp Holdings Inc. ("Citicorp Holdings") and Citigroup (collectively, the "Reporting Persons").

Effective August 1, 2005, Citicorp and Citigroup Holdings were merged (the "Merger") with and into Citigroup. Upon the Merger, Citigroup contributed the stock of Citibank, which had previously been held by Citicorp, to Citicorp Holdings, a Delaware corporation that was formed in 2005. Currently, Citicorp Holdings owns all of the outstanding common stock of Citibank, and Citigroup owns all of the outstanding common stock of Citicorp Holdings.

Citicorp Holdings is a Delaware corporation. The address of its principal business office is 399 Park Avenue, New York, New York 10043.

On November 19, 2001, the SEC instituted public cease-and-desist proceedings against The State Bank of India ("SBI") and Citibank, a subsidiary of Citigroup, related to an unregistered offering of securities in the United States by SBI and Citibank. Citibank was found to have violated Sections 5(a) and (c) of the Securities Act of 1933 ("Securities Act"), by offering and selling securities and was ordered to cease and desist, pursuant to Section 8A of the Securities Act, from committing or causing any violation and any future violation of Sections 5(a) and (c) of the Securities Act.

On December 3, 2002, Salomon Smith Barney Inc. ("Salomon Smith Barney"), now named Citigroup Global Markets Inc. ("CGMI"), a subsidiary of Citigroup, was one of eight respondents to settle SEC, NYSE, and NASD charges of violations of the record-keeping requirements of Section 17(a) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 17a-4 thereunder during the period from 1999 to at least 2001. The SEC order found that, during all or part of the relevant period, each Respondent failed to preserve for three years, and/or to preserve in an accessible place for two years, electronic mail communications (including inter-office memoranda and communications) received and sent by its agents and employees that related to its business as a member of an exchange, broker or

dealer. The SEC order also found that each of the respondents lacked adequate systems or procedures for the preservation of electronic mail communications. The SEC order required the respondents to cease and desist from committing or causing any violations and any future violations of Section 17(a) of the Exchange Act and Rule 17a-4 promulgated thereunder. Respondents were censured pursuant to Section 15(b)(4) of the Exchange Act. Each respondent was also required to pay the amount of \$1,650,000, divided equally between the SEC, NASD, and NYSE.

On April 28, 2003, Salomon Smith Barney announced final agreements with the SEC, the NASD, the NYSE and the New York Attorney General (as lead state among the 50 states, the District of Columbia and Puerto Rico) to resolve on a civil basis all their outstanding investigations into its research and initial public offering allocation and distribution practices. Salomon Smith Barney paid \$300 million for retrospective relief, plus \$25 million for investor education, and committed to spend \$75 million to provide independent third-party research to its clients at no charge. Salomon Smith Barney adopted new policies and procedures to further ensure the independence of its research and addressed other issues identified in the course of the investigation. Salomon Smith Barney reached these final settlement agreements without admitting or denying any wrongdoing or liability. The settlements did not establish wrongdoing or liability for purposes of any other proceeding.

On July 28, 2003, Citigroup settled enforcement proceedings related to the manipulation of Enron's and Dynegy's financial statements. The Commission found that Citigroup knew or should have known that the acts or omissions described in

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the Order would contribute to Enron's and Dynegy's violations of Exchange Act Section 10(b) and Exchange Act Rule 10b-5. Consequently, Citigroup was found to be a cause of Enron's and Dynegy's violations within the meaning of Exchange Act Section 21C. Citigroup consented to an order to cease and desist from committing or causing any violation of the antifraud provisions of the federal securities laws, and agreed to pay \$120 million as disgorgement, interest and penalty.

On March 23, 2005, the SEC entered an administrative and cease-and-desist order against CGMI. The SEC order found that CGMI willfully violated Section 17(a)(2) of the Securities Act and Rule 10b-10 promulgated under the Exchange Act. Specifically, the order found that there were two distinct disclosure failures by CGMI in the offer and sale of mutual fund shares to its customers. Based on these findings, the Order censured CGMI, required that CGMI cease and desist from committing or causing violations and future violations of Section 17(a) of the Securities Act and Exchange Act Rule 10b-10, and required that CGMI pay a \$20 million civil money penalty.

In a related proceeding on March 22, 2005, the NASD accepted a Letter of Acceptance, Waiver and Consent dated March 18, 2005 (the "AWC") that had been submitted by CGMI. Without admitting or denying the findings, CGMI accepted and consented, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of findings by NASD. Based on its findings and with CGMI's consent, the NASD censured CGMI and fined it \$6.25 million. In the AWC, CGMI also agreed to complete certain undertakings, including retaining an Independent Consultant, among other things, to conduct a comprehensive review of the completeness of its disclosures regarding the differences in mutual fund share classes and the policies and procedures relating to CGMI's recommendations to its customers of different class shares of mutual funds.

On May 31, 2005, the SEC issued an order in connection with the settlement of an administrative proceeding against Smith Barney Fund Management LLC ("SBFM"), a former subsidiary of Citigroup, and CGMI relating to the appointment of an affiliated transfer agent for the Smith Barney family of mutual funds ("Smith Barney Funds"). The SEC order finds that SBFM and CGMI willfully violated Section 206(1) of the Investment Advisers Act of 1940 ("Advisers Act"). Specifically, the order finds that SBFM and CGMI knowingly or recklessly failed to disclose to the Boards of the Smith Barney Funds in 1999 when proposing a new transfer agent arrangement with an affiliated transfer agent that: First Data Investors Services Group ("First Data"), the Smith Barney Funds' then-existing transfer agent, had offered to continue as transfer agent and do the same work for substantially less money than before; and that CAM, the Citigroup business unit that includes the Smith Barney Fund's investment manager and other investment advisory companies, had entered into a side letter with First Data under which CAM agreed to recommend the appointment of First Data as sub-transfer agent to the affiliated transfer agent in exchange, among other things, for a guarantee by First Data of specified amounts of asset management and investment banking fees to CAM and CGMI. The order also finds that SBFM and CGMI willfully violated Section 206(2) of the Advisers Act by virtue of the omissions discussed above and other misrepresentations and omissions in the materials provided to the Smith Barney Funds' Boards, including

the failure to make clear that the affiliated transfer agent would earn a high profit for performing limited functions while First Data continued to perform almost all of the transfer agent functions, and the suggestion that the proposed arrangement was in the Smith Barney Funds' best interests and that no viable alternatives existed. SBFM and CGMI do not admit or deny any wrongdoing or liability. The settlement does not establish wrongdoing or liability for purposes of any other proceeding.

The SEC censured SBFM and CGMI and ordered them to cease and desist from

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violations of Sections 206(1) and 206(2) of the Advisers Act. The order requires Citigroup to pay \$208.1 million, including \$109 million in disgorgement of profits, \$19.1 million in interest, and a civil money penalty of \$80 million. The order also requires that transfer agency fees received from the Smith Barney Funds since December 1, 2004 less certain expenses be placed in escrow and provides that a portion of such fees may be subsequently distributed in accordance with the terms of the order. The order requires SBFM to recommend a new transfer agent contract to the Smith Barney Fund Boards within 180 days of the entry of the order; if a Citigroup affiliate submits a proposal to serve as transfer agent or sub-transfer agent, an independent monitor must be engaged at the expense of SBFM and CGMI to oversee a competitive bidding process. Under the order, Citigroup also must comply with an amended version of a vendor policy that Citigroup instituted in August 2004. That policy, as amended, among other things, requires that when requested by a Smith Barney Fund Board, CAM will retain at its own expense an independent consulting expert to advise and assist the Board on the selection of certain service providers affiliated with Citigroup.

Other than as described above, during the last five years, none of the Reporting Persons or, to the best of the knowledge of the Reporting Persons, any of the persons listed on Schedules A, B and C attached hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

ITEM 4. PURPOSE OF TRANSACTION

On November 17, 2005, OEH entered into an underwriting agreement (the "Underwriting Agreement") with SCL, as selling shareholder, and CGMI, Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Scotia Capital (USA) Inc., as underwriters. The Underwriting Agreement relates to the sale by SCL of up to 9,903,300 Class A Shares in an underwritten public offering pursuant to a post-effective amendment to OEH's shelf registration statement on Form S-3 (Registration No. 333-102576). The amount of Class A Shares described in the preceding sentence includes up to 1,291,735 Class A Shares to cover over-allotments. SCL will bear all costs, expenses and fees incident to its offer and sale of the Class A Shares. The transaction closed on November 23, 2005, at which time 9,903,300 Class A Shares, which includes the entire over-allotment described in the preceding sentence, were sold.

In connection with the sale of the Class A Shares by SCL on November 23, 2005, and a proposed amendment to the Third Amended Facility Agreement, the Trustee released (the "Release") the security interest created in favor of the Trustee pursuant to the OEH Security Agreement and the Custodian Account Charge in respect of the Class A Shares and the Class B Shares. The Release applies to all Class A Shares and Class B Shares previously pledged in favor of the Trustee.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As of the date of this Fifth Amended Statement, Citigroup may be deemed to have shared voting power with respect to 502,301 Class A Shares that may be deemed to be beneficially owned by other subsidiaries of Citigroup, representing 1.3% of the Class A Shares outstanding.

The foregoing calculations are based on 39,389,750 Class A Shares outstanding as of October 31, 2005, as disclosed in the Form 10-Q for OEH

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filed with the Commission on November 8, 2005 (File No. 001-16017). Each of the Reporting Persons expressly disclaims beneficial ownership of the Class A Shares that may be deemed to be beneficially owned by other subsidiaries of Citigroup.

As a result of the Release, other than as disclosed in the preceding paragraph, the Reporting Persons are not deemed to have voting power or beneficial ownership over any of the Class A Shares. The Reporting Persons ceased to be deemed to be beneficial owners of more than 5% of the Class A Shares on November 23, 2005.

Neither the filing of this Fifth Amended Statement, nor any of its contents, shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of any OEH Shares referred to in this Fifth Amended Statement for the purposes of Section 13(d) of the Exchange Act or for any other purpose, and such beneficial ownership is expressly disclaimed.

To the best knowledge of the Reporting Persons, during the past 60 days preceding the date of this Fifth Amended Statement, none of the Reporting Persons nor any of the individuals set forth in Schedules A, B and C to this Fifth Amended Statement, has effected any transaction in the shares of OEH, except as described in Item 4 above (excluding transactions that may have been effected by certain subsidiaries of Citigroup for managed accounts with funds provided by third-party customers).

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

The descriptions of the Underwriting Agreement and the Release contained in Item 4 of this Fifth Amended Statement are incorporated herein by reference. Such descriptions are summaries of such documents, each of which has been filed as an exhibit to this Fifth Amended Statement, and such summaries are qualified by, and subject to, the full text of such agreements, which is incorporated by reference hereto.

To the best knowledge of the Reporting Persons, except as disclosed in this Fifth Amended Statement or in the documents referred to and incorporated by reference herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or any of the individuals set forth in Schedules A, B or C to this Fifth Amended Statement, or between such persons and any person with respect to any securities of OEH.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

1. Joint Filing Agreement, dated as of November 30, 2005, among the Agent, the Trustee, CIL, COIC, Citibank, Citicorp Holdings and Citigroup.
2. Underwriting Agreement (incorporated by reference to the Form 8-K filed by SCL on November 17, 2005 (File No. 001-07560)).
3. Form of Release.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 5, 2005

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CITIBANK INTERNATIONAL PLC

By: /s/ Andrew Gaulter

Name: Andrew Gaulter
Title: Company Secretary

CITICORP TRUSTEE COMPANY LIMITED

By: /s/ Jill Robson

Name: Jill Robson
Title: For Citicorporate Limited, Company Secretary

CITIBANK INVESTMENTS LIMITED

By: /s/ Andrew Gaulter

Name: Andrew Gaulter
Title: Company Secretary

CITIBANK OVERSEAS INVESTMENT CORPORATION

By: /s/ William H. Wolf

Name: William H. Wolf
Title: Executive Vice President

CITIBANK, N.A.

By: /s/ Ali L. Karshan

Name: Ali L. Karshan
Title: Assistant Secretary

CITICORP HOLDINGS INC.

By: /s/ Kenneth S. Cohen

Name: Kenneth S. Cohen
Title: Assistant Secretary

CITIGROUP INC.

By: /s/ Ali L. Karshan

Name: Ali L. Karshan
Title: Assistant Secretary

SCHEDULE A

EXECUTIVE OFFICERS AND DIRECTORS OF

CITIBANK INTERNATIONAL PLC

Name, Position, Citizenship (United Kingdom
unless otherwise indicated)

Title and Business Address

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Winfried F. W. Bischoff
Director
United Kingdom and Germany

Citigroup Europe
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB, England

Andrew Martin Gaulter
Secretary

Company Secretary,
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB, England

Michael Stuart Klein
Director
United States

Chief Executive Officer
Global Corporate and Investment Bank
Europe, Middle East and Africa
388 Greenwich Street
New York
NY 10026

William Joseph Mills
Director
United States

Chairman and Chief Executive Officer,
Global Corporate and Investment Bank EMEA
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB, England

John Martin Nestor
Director

Business Head,
Citigroup Asset Management EMEA
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB, England

David Colton Bushnell
Director
United States

Business Head
Risk Management
399 Park Avenue
New York
NY 10043

Charles Arthur Alan Covell
Director

Business Head
Alternative Investments
41 Berkeley Square
London W1J 5AN, England

Marianne Laing Hay
Director

Business Head
Private Bank
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB, England

Stephen Harry Long
Director
United States

399 Park Avenue
New York
NY 10043

Frederik Ferdinand Seegers

Business Head

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Director
The Netherlands

Consumer Bank
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB, England

SCHEDULE B

EXECUTIVE OFFICERS AND DIRECTORS OF
CITICORP TRUSTEE COMPANY LIMITED

Name, Position, Citizenship (United Kingdom unless otherwise indicated)	Title and Business Address
Robert Harry Binney Director	Director, Citigroup Centre Canada Square Canary Wharf London E14 5LB, England
Citicorporate Limited Secretary England and Wales	Secretary, Citigroup Centre Canada Square Canary Wharf London E14 5LB, England
Christopher Blakey Director	Funds Administration Citigroup Centre Canada Square Canary Wharf London E14 5LB, England
Derrick Bernard Boniface Director	Finance Director, Citigroup Centre Canada Square Canary Wharf London E14 5LB, England
Jillian Rosemary Hamblin Director	Director (Corporate Debt), Citigroup Centre Canada Square Canary Wharf London E14 5LB, England
Viola Joyce Deloris Japaul Director	Director (Corporate Debt), Citigroup Centre Canada Square Canary Wharf London E14 5LB, England
Marne Lidster Director Canada	Director (Corporate Debt), Citigroup Centre Canada Square Canary Wharf London E14 5LB, England

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David John Mares
Director

Director (Corporate Debt),
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB, England

Sean David Quinn
Director

Chief Executive,
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB, England

Bronwyn Corinna Wright
Director
Ireland

Relationship Management
1 North Wall Quay
Dublin 1, Republic of Ireland

Fergus Augustine Healy
Director
Ireland

Alternative Investments
1 North Wall Quay
Dublin 1, Republic of Ireland

David Michael Morrison
Director

Relationship Management
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB, England

Stefano Pierantozzi
Director
Italy

Fiduciary
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB, England

SCHEDULE C

EXECUTIVE OFFICERS AND DIRECTORS OF

CITIGROUP INC.

Name, Position, Citizenship (United States unless
otherwise indicated)

Title and Bus

C. Michael Armstrong
Director

Ret
Hughes, AT&T and Comcas
1114 Avenue of

Alain J.P. Belda
Director
Brazil

Chairman & Chief Execo

39

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George David
Director

Chairman & Chief Executive Officer
United Technologies Corporation
1101 North

Kenneth T. Derr
Director

Chairman and Chief Executive Officer
ChevronTexaco Corporation
345 California Street

John M. Deutch
Director

Institute Professor, Massachusetts Institute of Technology
77 Massachusetts Avenue

The Honorable Gerald R. Ford
Honorary Director

Former President of the United States
40365 Santa Fe Avenue

Roberto Hernandez Ramirez
Director
Mexico

Chairman and Chief Executive Officer
Banco Nacional de Comercio Exterior, S.A. (Bancomer)
Actuario Roberto Medina
Col. Santa Fe 01211

Ann Dibble Jordan
Director

2904 Benton

Klaus Kleinfeld
Director
Germany

President, Chief Executive Officer
of the Management Board
Wittesberg

Andrew N. Liveris
Director
Australia

President and Chief Executive Officer
The Dow Chemical Company
20

Dudley C. Mecum
Director

Managing Director
Capricorn
30 East

Anne M. Mulcahy

Chairman and Chief Executive Officer

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Director

Xero
800 Lo

Richard D. Parsons
Director

Chairman & Chief Exec
Tim
One Time

Charles Prince
Director and Executive Officer

Chief Exec
C
39

Dr. Judith Rodin
Director

The Rockefell
420

Robert E. Rubin
Director and Executive Officer

Member of the Office of
C
39

Franklin A. Thomas
Director

TF
595 M

Sanford I. Weill
Director and Executive Officer

C
39

Ajay Banga
Executive Officer
India

Chief Exec
Global Consumer Group -
C
33

Sir Winfried F.W. Bischoff
Executive Officer
United Kingdom and Germany

Cit
33

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David C. Bushnell
Executive Officer

Senior
C
39

Michael A. Carpenter
Executive Officer

Chairman and Chief Exec
Citigroup Globa
C
39

Robert Druskin
Executive Officer

Chief Executive Officer
Global Corporate and Investment
C
388 Gre

Steven J. Frieberg
Executive Officer

Chief Execo
Global Consumer Group -
C
39

John C. Gerspach
Executive Officer

Controller and Chief Accou
C
39

Michael S. Helfer
Executive Officer

General Counsel and Corpor
C
39

Lewis B. Kaden
Executive Officer

Vice Chairman and Chief Administr
C
39

Sallie L. Krawcheck
Executive Officer

Chief Execo
C
39

Manuel Medina-Mora
Executive Officer
Mexico

Chief Execo
Banco Nacional de
Act. Roberto Medellin No. 800
Col. Santa Fe Pena
Mexico

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William R. Rhodes
Executive Officer

Senior
C
39

Todd S. Thomson
Executive Officer

Chairman and Chief Exec
Global Wealth Man
C
388 Gre

Stephen R. Volk
Executive Officer

C
388 Gre