

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA**

In re:	)	Chapter 11
CCHG Liquidation Co.,	)	Case No. 12-01220-JW
Debtor.	)	Substantively Consolidated

**SECOND AND FINAL APPLICATION FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
BINGHAM MCCUTCHEN LLP AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Name of Applicant:	Bingham McCutchen LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	<i>nunc pro tunc</i> to March 7, 2012
Current Interim Period:	June 1, 2012 through October 11, 2012
Final Application Period (includes Current Interim Period)	March 7, 2012 through October 11, 2012
Current Interim Period:	
Fees Requested:	\$190,706.50
Expenses Requested:	\$ <u>5,568.59</u>
Total Current Interim Period:	\$196,275.09
Prior Period Fees and Expenses:	
Fees Requested and Awarded:	\$244,882.50
Expenses Requested and Awarded:	\$ <u>7,376.34</u>
Total Previously Awarded:	\$252,258.84
Final Application Period (includes Current Interim Period and Prior Period)	
Total Fees Requested:	\$435,589.00
Total Expenses Requested:	\$ <u>12,944.93</u>
Total Final Period Fees and Expenses (the "Final Allowance")	\$448,533.93

**This is a final application.**

**CUMULATIVE SUMMARY OF MONTHLY APPLICATIONS  
FOR THE CURRENT INTERIM PERIOD**

<b>Period Covered</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>80% Partial Payment of Fees</b>	<b>100% Expenses Paid</b>	<b>Amount of Holdback Fees Sought</b>
06/01/2012 - 06/30/2012	\$64,896.50	\$645.17	\$51,917.20	\$645.17	\$12,979.30
07/01/2012 - 07/31/2012	\$77,711.00	\$1,789.59	\$62,168.80	\$1,789.59	\$15,542.20
08/01/2012 - 08/23/2012	\$38,827.00	\$2,216.03	\$31,061.60	\$2,216.03	\$7,765.40
8/24/2012 - 10/11/2012	\$9,272.00	\$917.80 <sup>1</sup>			
<b>TOTAL</b>	<b>\$190,706.50</b>	<b>\$5,568.59</b>			<b>\$36,286.90</b>

**COMPENSATION BY PROJECT CATEGORY**

<b>Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration	20.6	\$10,396.50
Fee/Employment Matters	37.5	\$12,511.50
Meeting of Creditors	30.6	\$24,080.00
Relief from Stay Proceedings	0.8	\$680.00
Fee/Employment Objections	2.6	\$2,210.00
Business Operations	57.5	\$48,668.50
Asset Disposition	1.4	\$1,190.00
Asset Analysis and Recovery	0.7	\$595.00
Claims Administration and Objections	7.6	\$6,033.00
Plan and Disclosure Statement	92.2	\$68,590.50
General Review of Pleadings	1.6	\$1,301.50
Non-working Travel	17.0	\$14,450.00
<b>GRAND TOTAL OF FEES</b>	<b>270.1</b>	<b>\$190,706.50</b>

<sup>1</sup> Includes \$807.70 for airline charges (8/5/2012 - 8/7/2012) to attend confirmation hearing and \$65.10 for electronic research prior to August 23, 2012.

**SUMMARY OF TIMEKEEPERS**

**Attorneys**

<b>Timekeeper</b>	<b>Position</b>	<b>Year Admitted</b>	<b>Expertise</b>	<b>Total Billed Hours</b>	<b>Hourly Billing Rate</b>	<b>Amount</b>
Jonathan B. Alter	Partner	1989	Financial Restructuring	178.0	\$850.00	\$151,300.00
Charles R. Bogle	Partner	1995	Corporate	2.5	\$675.00	\$1,687.50
Stephanie W. Mai	Counsel	2002	Financial Restructuring	32.5	\$695.00	\$22,587.50
<b>TOTAL (Attorneys)</b>				<b>213.0</b>		<b>\$175,575.00</b>
<b>BLENDED RATE (Attorneys)</b>					<b>\$824.30</b>	

**Non-Attorneys**

<b>Timekeeper</b>	<b>Position</b>	<b>Year Admitted</b>	<b>Expertise</b>	<b>Total Billed Hours</b>	<b>Hourly Billing Rate</b>	<b>Amount</b>
Linda J. Miller	Paralegal	n/a	Financial Restructuring	57.1	\$265.00	\$15,131.50
<b>TOTAL (Non-Attorneys)</b>				<b>57.1</b>		<b>\$15,131.50</b>
<b>GRAND TOTAL OF FEES</b>				<b>270.1</b>		<b>\$190,706.50</b>

**SUMMARY OF EXPENSES**

<b>Category</b>	<b>Amount</b>
Document Scanning Charges	\$29.70
Electronic Research	\$316.54
General	\$68.73
Meals - In-House (Breakfast, Lunch, Dinner)	\$119.83
Out of Town Accommodations	\$644.21
Outside Copy & Printing Services	\$18.20
Parking	\$97.22
Photocopy	\$170.20
Postage	\$48.00
Teleconferencing	\$49.89
Travel (Car rental, taxi, tolls, parking etc.)	\$273.92
Travel Air, Travel Rail	\$3,401.15
Westlaw Research	\$331.00
<b>GRAND TOTAL OF EXPENSES</b>	<b>\$5,568.59</b>

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA**

In re:	)	Chapter 11
CCHG Liquidation Co.,	)	Case No. 12-01220-JW
Debtor.	)	Substantively Consolidated

**SECOND AND FINAL APPLICATION FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
BINGHAM MCCUTCHEN LLP AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

**TO THE HONORABLE JOHN E. WAITES,  
CHIEF UNITED STATES BANKRUPTCY JUDGE:**

Bingham McCutchen LLP (“**Bingham**”), co-counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) of The Cliffs Club & Hospitality Group, Inc., *et al.*, d/b/a The Cliffs Golf & Country Club, debtors and debtors-in-possession (the “**Debtors**”) in the within chapter 11 cases (the “**Chapter 11 Cases**”), hereby submits this second and final application (this “**Application**”) pursuant to Sections 330 and 331 of the United States Bankruptcy Code, 11 U.S.C. § 101, *et seq.* (as amended, the “**Bankruptcy Code**”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for (i) final allowance and approval of all fees and expenses incurred on behalf of the Committee during

the current interim fee period from June 1, 2012 through and including October 11, 2012<sup>1</sup> (the “**Current Interim Period**”) and (ii) final allowance and approval of all fees and expenses incurred on behalf of the Committee from March 7, 2012 through and including May 31, 2012 (the “**Prior Interim Period**”). In support of its Application, Bingham respectfully represents as follows:

**SUMMARY OF AMOUNTS REQUESTED**

1. By this Application, Bingham requests (i) for the Current Interim Period, an allowance of compensation in the amount of \$190,706.50 (the “**Current Period Fees**”) and reimbursement of actual and necessary expenses in the amount of \$5,568.59 (the “**Current Period Expenses**”); (ii) for the Prior Interim Period, final allowance and approval of compensation in the amount of \$244,882.50 and reimbursement of actual and necessary expenses in the amount of \$7,376.34 (the “**Prior Period Fees and Expenses**”)<sup>2</sup>; and (iii) an aggregate final allowance for the period from March 7, 2012 through and including October 11, 2012 (the “**Final Application Period**”) of compensation totaling \$435,589.00 and reimbursement of expenses totaling \$12,944.93 for combined total fees and expenses of \$448,533.93 (the “**Final Allowance**”)<sup>3</sup>.

---

<sup>1</sup> The Current Interim Period includes a small amount of fees and expenses incurred after the Effective Date (as hereinafter defined) consisting of primarily administrative time and expense for preparation of this Application, as well as certain travel and PACER charges.

<sup>2</sup> The Prior Period Fees and Expenses include amounts previously awarded and paid. Bingham’s prior interim fee application is incorporated herein by reference.

<sup>3</sup> The Final Allowance includes all amounts sought for the Current Interim Period and the Prior Interim Period.

### **BACKGROUND**

1. On February 28, 2012 (the “**Petition Date**”), the Debtors filed their voluntary petitions for relief with this Court under chapter 11 of the Bankruptcy Code.

2. No trustee or examiner has been appointed in these Chapter 11 Cases.

3. On March 12, 2012, the United States Trustee for Region 4 (the “**U.S. Trustee**”), pursuant to section 1102(a) of the Bankruptcy Code, appointed the Committee pursuant to that certain Fourth Amended Appointment of Committee of Unsecured Creditors [Doc. No. 141] to represent the interests of the Debtors’ unsecured creditors in these Chapter 11 Cases.

4. By order entered on March 26, 2012, the Committee was authorized to employ Bingham as its counsel *nunc pro tunc* to March 7, 2012.

### **JURISDICTION AND VENUE**

5. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code.

### **PROCEDURES**

6. Bingham has complied with (i) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330, effective January 30, 1996 (the “**U.S. Trustee Guidelines**”) and (ii) the Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of

Professionals [Doc. No. 206], dated March 26, 2012 (the “**Compensation Procedures Order**”).

7. Pursuant to the terms of the Compensation Procedures Order, if no objection to a duly appointed professional’s monthly statement is filed within fourteen (14) days of the date of serving such monthly statement, then the Debtors shall promptly pay such professional eighty percent (80%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable monthly statement.

8. Pursuant to the terms of the Compensation Procedures Order, at four-month intervals, each professional shall file with the Court an application for interim Court approval and allowance of the compensation and reimbursement of the expenses requested; however, at the request of the U.S. Trustee and this Court, the application period has been changed to three-month intervals.

9. Bingham has not entered into any agreement, express or implied, with any other party for the purposes of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases. No promises have been received by Bingham or any member thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

**CASE STATUS**

10. On August 17, 2012, the Court entered an order [Doc. No. 678] (the “**Confirmation Order**”) confirming the First Amended and Restated Joint Chapter 11 Plan Filed by the Debtors and the Plan Sponsor dated June 30, 2012 (with such amendments stated on the record at the hearing held on July 2, 2012 and as modified by amendments filed on July



27, 2012 [Doc. No. 616, Ex. A] (as may be amended, supplemented or otherwise modified from time to time, the “**Plan**”). The Plan became effective on August 23, 2012 [Doc. No. 691] (the “**Effective Date**”).

11. On Bingham’s information and belief, as of the filing date of this Application, all quarterly fees due and owing to the United States Trustee have been paid. Monthly Operating Reports have been filed for the monthly periods ending March, April, May, June and July 2012.

#### APPLICATION

12. The fees and expenses for which Bingham requests allowance of compensation and reimbursement relate to the Current Interim Period and were rendered in connection with these Chapter 11 Cases and in the exercise of Bingham’s professional responsibilities as lead counsel to the Committee. Bingham respectfully submits that the services rendered by it during the Current Interim Period were at the request of the Committee and in all respects have been reasonable, necessary and beneficial to the Committee and to the Debtors’ estates.

13. Bingham maintained daily records of the time spent rendering professional services during the Current Interim Period.

14. Attorneys and paraprofessionals at Bingham expended 270.1 hours during the Current Interim Period.

15. The blended billing rate for Bingham attorneys during the Current Interim Period was \$824.30 per hour. The rates charged by Bingham for services rendered are based on Bingham’s regular hourly rates applicable to the performance of legal services in cases other than under the Bankruptcy Code.

16. Exhibit A attached hereto contains a statement, sorted by case project category, which shows the time recorded by professionals and paraprofessionals and descriptions of the services provided, as well as a summary chart by billing professional for each project category.

17. Preceding this Application are summary schedules that set forth (a) the number of hours expended by the individual attorneys and paraprofessionals, (b) the year in which each attorney was licensed to practice law, (c) the position of each attorney and paraprofessional, (d) the standard hourly rate that Bingham charges for the same or similar services of each attorney or paraprofessional in matters other than under the Bankruptcy Code, and (e) the total fees attributable to all such services rendered by each attorney or paraprofessional.

18. Bingham also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with its rendition of services. The summary preceding this Application includes a breakdown of expenses incurred during the Current Interim Period. The detail for such expenses is attached to this Application as Exhibit B. The expenses for which Bingham seeks reimbursement include the following, among others:

- Duplicating. Bingham charges \$.20 per page for internal copying; copies billed by third party vendors (where indicated) are charged at the invoiced cost thereof.
- Teleconferencing. Bingham no longer charges for long distance calls; teleconferencing is billed at actual cost.
- Electronic Research. Bingham's practice is to bill clients for Lexis, Westlaw and Pacer research at the actual cost, which does not include amortization for maintenance and equipment.
- Travel. Airfare is billed at the coach rate in effect at the time of travel.

19. Bingham has endeavored to represent the Committee in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other

support staff at Bingham so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. To the extent multiple professionals at Bingham participated in the same conference call, meeting or hearing, this was necessary in order to address bankruptcy issues handled by the particular professional. Moreover, essentially only two attorneys have been involved in this representation from Bingham in an attempt to render services as economically as possible. Moreover, Bingham has coordinated with John B. Butler III, P.A. ("**Butler**"), local counsel to the Committee in these Chapter 11 Cases, so as to minimize any duplication of effort.

20. This Application has been sent to the Committee Chair for approval prior to filing.

#### **SUMMARY OF PROFESSIONAL SERVICES RENDERED**

21. The services rendered by Bingham during the Current Interim Period have been segregated into several distinct categories in accordance with the U.S. Trustee's Guidelines. Each such category is described in more detail below and with reference to the detailed time entries annexed hereto as Exhibit A.

22. The following summary is intended to focus only on key services rendered by Bingham in billing categories in which Bingham has expended a significant number of hours on behalf of the Committee, and is not intended to be a detailed description of all work performed. Detailed descriptions of the services provided by Bingham and the time spent performing these services are set forth in Exhibit A. Those detailed descriptions demonstrate

that Bingham has been extensively involved in the performance of myriad services for the Committee on a daily basis.

**Case Administration (20.6 hours; \$10,396.50)**

23. The time expended by Bingham in this category relates to general administrative matters, including periodic analysis of case status, review of notices to identify and track deadlines, preparation for meetings, correspondence and communications with unsecured creditors as to current issues on a public information basis, communications with Debtors' counsel concerning scheduling and status generally, and coordination of filing of documents with the Court and service of same.

**Fee/Employment Matters (37.5 hours; \$12,511.50)**

24. During the Current Interim Period, Bingham reviewed its own fee statements for, among other purposes, compliance with the Compensation Procedures Order and the Guidelines and prepared and served monthly fee statements for May 2012 through August 2012. Bingham also prepared its first interim fee application and this Application.

**Meeting of Creditors (30.6 hours; \$24,080.00)**

25. The services performed by Bingham in this category primarily relate to written, electronic and telephonic communications with Committee members and the orderly conduct, coordination and management of communications with the Committee. Bingham participated in regular telephonic meetings with the Committee in order to keep the Committee apprised of developments in these Chapter 11 Cases. Bingham generally prepared and circulated an agenda before each meeting, and prepared and distributed related materials for the Committee's review. Following each Committee meeting, Bingham prepared and distributed minutes of the

meeting. During the Committee meetings, Bingham discussed with Committee members all significant matters that arose during the Current Interim Period, and assisted the Committee in formulating positions regarding these issues. Through these meetings and calls, and other communications with Committee members, Bingham has assisted the Committee in fulfilling its duties to unsecured creditors of the Debtors' estates and in making informed decisions regarding issues that have arisen in these Chapter 11 Cases.

**Relief from Stay Proceedings (.8 hours; \$680.00)**

26. The services performed by Bingham in this category relate to the review of relief from stay motions filed in the Keowee Falls proceeding, as well as a motion filed by General Electric Capital Corporation and General Electric Commercial, Inc. and subsequent consent order as to application of the automatic stay.

**Fee/Employment Objections (2.6 hours; \$2,210.00)**

27. The services performed by Bingham in this category primarily relate to the review of monthly statements and the interim fee applications of the Debtors' professionals.

**Business Operations (57.5 hours; \$48,668.50)**

28. The services performed by Bingham in this category primarily relate to (i) the analysis of the Debtors' ongoing financial and operating performance, including, among other things, the review and analysis of the Debtors' business plan, schedules, and operating reports, (ii) participation in numerous conference calls and meetings regarding negotiation of the proposed membership agreement; (iii) preparation for and participation in a presentation to club members held at Furman College for which Bingham's attendance was requested by the

Debtors; and (iv) participation in regular conference calls with the Debtors and their professionals regarding the Debtors' business operations.

**Asset Disposition (1.4 hours; \$1,190.00)**

29. During the Current Interim Period, Bingham reviewed and analyzed the proposed asset purchase agreement and provided comments.

**Asset Analysis and Recovery (.7 hours; \$595.00)**

30. The services performed by Bingham in this category primarily relate to the analysis of potential fraudulent transfers and preferences.

**Claims Administration and Objections (7.6 hours; \$6,033.00)**

31. During the Current Interim Period, Bingham responded to creditor inquiries regarding the claims process, reviewed the claims register and analyzed claims filed and/or transferred. In addition, Bingham reviewed and summarized various claims objections and proposed consent orders.

**Plan and Disclosure Statement (92.2 hours; \$68,590.50)**

32. The services performed by Bingham in this category primarily relate to extensive review, analysis and negotiation of the joint plan of reorganization, disclosure statement, and supporting documents with respect to treatment of unsecured creditors.

**General Review of Pleadings (1.6 hours; \$1,301.50)**

33. The services performed by Bingham in this category relate to the review and consideration of pleadings and electronic docketing notices in these Chapter 11 Cases.

**Non-Working Travel (17.0 hours; \$14,450.00)**

34. The entries in this category represent time expended by attorneys while traveling for purposes relating to these Chapter 11 Cases, but not working on matters relating to these or any other cases. Non-working travel time is billed at 50% of actual travel time.

**AMOUNT REQUESTED**

35. Bingham deems the fair and reasonable value of its services for the Current Interim Period to be \$190,706.50. For purposes of this Application, Bingham has computed the fees on the basis of its regular hourly rates applicable to the performance of legal services unrelated to these Chapter 11 Cases. As shown by this Application and supporting exhibits, Bingham's services were rendered economically and without unnecessary duplication of efforts. The work involved, and the time expended, was assigned carefully in consideration of the experience and expertise required for each given task.

36. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended in rendering services in connection with the Chapter 11 Cases, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services rendered in cases not under this title.

37. In accordance with Rule 2016, Bankruptcy Code Section 504, and the U.S. Trustee's Guidelines, no payments (other than those approved by the Bankruptcy Court and as stated below) have heretofore been made or promised to Bingham for services rendered or to be rendered in any capacity whatsoever in connection with these Chapter 11 Cases. No agreement or understanding exists between Bingham and any other person or entity for a division of

compensation or reimbursement received or to be received herein or in connection with the Chapter 11 Cases.

38. As of the date hereof, Bingham has received payments totaling \$402,057.23 as set forth below pursuant to the Compensation Procedures Order and this Court's Order dated July 12, 2012 [Doc. No. 542] approving the Prior Period Fees and Expenses:

<b>Period</b>	<b>Amount Paid</b>	<b>Description</b>
March 7, 2012 - March 31, 2012	\$102,351.77	100% of fees and 100% of Expenses
April 1-30, 2012	\$80,226.59	100% of fees and 100% of Expenses
May 1-31, 2012	\$69,680.48	100% of fees and 100% of Expenses
June 1-30, 2012	\$52,562.37	80% of fees and 100% of Expenses
July 1-31, 2012	\$63,958.39	80% of fees and 100% of Expenses
August 1-23, 2012	\$33,277.63	80% of fees and 100% of Expenses
<b>Total Paid to Bingham to Date</b>	<b>\$402,057.23</b>	

39. Bingham has disbursed and/or incurred the expenses in the ordinary course of rendering professional services during the Current Interim Period. Such expenses were necessary and reasonable in scope and amount and do not include a charge for profit. Accordingly, Bingham hereby requests approval of reimbursement with respect to the expenses in the amount of \$5,568.59. A schedule of expenses is annexed hereto as Exhibit B.

40. In connection with the reimbursement of expenses, Bingham charges its clients in all areas of practice for expenses, other than fixed and routine overhead expenses, incurred in connection with representing its clients. These expenses include, among other things,



teleconference charges, mail and express delivery charges, photocopying charges, out-of-town travel expenses, and electronic research.

41. Bingham attorneys have not incurred expenses for luxury accommodations, meals, or travel. Bingham has been aware of cost considerations throughout the Current Interim Period and has tried to minimize expenses charged to the Debtors' estates.

#### **NOTICE**

42. Bingham proposes to serve a copy of this Application and the notice of hearing thereon in accordance with Section 7.12 of the Plan, which provides that from and after the Effective Date, any person seeking relief from the Bankruptcy Court in the Chapter 11 Cases will be required to provide notice only to the Debtors, the Liquidation Trustee, the United States Trustee, the Plan Sponsor and their respective counsel, to any person whose rights are directly affected by the relief sought, and to other parties in interest who, after entry of the Confirmation Order, file a request for such notice with the clerk of the Bankruptcy Court and serve a copy of such notice on counsel to the Debtors and the Liquidation Trustee. Bingham respectfully submits that no further notice is necessary.

#### **CONCLUSION**

**WHEREFORE**, Bingham respectfully requests that this Court enter an order substantially in the form attached hereto as Exhibit D: (i) with respect to the Current Interim Period, awarding Bingham final allowance and approval of compensation in the amount of \$190,706.50 and reimbursement of actual and necessary expenses in the amount of \$5,568.59; (ii) with respect to the Prior Interim Period, awarding Bingham final allowance and approval of compensation in the amount of \$244,882.50 and reimbursement of actual and necessary

expenses in the amount of \$7,376.34; (iii) with respect to the Final Application Period, awarding Bingham an aggregate final allowance of compensation in the amount of \$435,589.00 and reimbursement of actual and necessary expenses in the amount of \$12,944.93; (iv) authorizing Bingham to retain and apply to the foregoing award the amount of payments received in respect of the Final Application Period; (v) authorizing and directing the Debtor immediately to pay to Bingham the unpaid balance of amounts awarded in respect of the Final Application Period; and (vi) granting such other and further relief as the Court may deem proper.

**[Remainder of page intentionally left blank. Next page is signature page.]**

Dated: October 12, 2012

Respectfully submitted,

/s/Jonathan B. Alter

Jonathan B. Alter (admitted *pro hac vice*)

BINGHAM McCUTCHEN LLP

One State Street

Hartford, CT 06103-3178

Telephone: (860) 240-2700

Facsimile: (860) 240-2800

E-mail: jonathan.alter@bingham.com

*COUNSEL FOR THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS*