IN THE UNITED STATES BANKRUPTCY COURT
FOR MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION
http://www.flmb.uscourts.gov

In re:	Chapter 11
THE STEPHAN CO.,	Case No. 8:25-bk-08937-CPM
Debtor.[1]	

APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF FTI CONSULTING, INC. AS FINANCIAL ADVISOR TO THE COMMITTEE OF ASBESTOS CLAIMANTS <u>EFFECTIVE AS OF JANUARY 29, 2026</u>

NOTICE OF OPPORTUNITY TO OBJECT AND REQUEST FOR HEARING

If you object to the relief requested in this paper you must file a response with the Clerk of Court at 801 N. Florida Avenue, Suite 555, Tampa, Florida 33602, within 14 days from the date of service, plus an additional three days if this paper was served on any party by U.S. Mail.

If you file and serve a response within the time permitted, the Court will either notify you of a hearing date or the Court will consider the response and grant or deny the relief requested in this paper without a hearing. If you do not file a response within the time permitted, the Court will consider that you do not oppose the relief requested in the paper, and the Court may grant or deny the relief requested without further notice or hearing.

You should read these papers carefully and discuss them with your attorney if you have one. If the paper is an objection to your claim in this bankruptcy case, your claim may be reduced, modified, or eliminated if you do not timely file and serve a response.

The Committee of Asbestos Claimants (the "**Committee**") of the above-captioned debtor and debtor in possession (collectively, the "**Debtor**") hereby moves the Court for entry of an order under section 1103 of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"), substantially in the form attached hereto as **<u>Exhibit A</u>**, approving this application (the "**Application**") and authorizing the employment and retention of FTI Consulting, Inc. (together

1 The last four digits of the Debtor's federal tax identification number are 6812. The Debtor's mailing address is 2211 Reach Road, Suite B4, Williamsport, Pennsylvania 17701.

with its wholly owned subsidiaries, "**FTI**"), as financial advisor for the Committee. In support of this Application, the Committee relies on the Declaration of Conor P. Tully (the "**Tully Declaration**"), filed contemporaneously herewith and attached hereto as **Exhibit B**, and the declaration of Lisa Nathanson Busch, as specifically authorized by Committee Co-Chairperson, Jody K. Meade ("**Busch Declaration**"), attached hereto as **Exhibit C**, and respectfully states as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue of these proceedings and this Application is proper in this district pursuant to 28 U.S.C. § 1408.

3. The predicates for the relief sought herein are §§ 105(a), 328, and 1103 of the Bankruptcy Code, and Rule 2014 of the Federal Rules of Bankruptcy Procedure ("**Bankruptcy Rules**").

Background

A. General Background

4. On November 26, 2025 ("**Petition Date**"), the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Middle District of Florida. The Committee understands that the largest, and possibly the only, creditor constituency in the Case consists of holders of claims for personal injury or wrongful death arising from exposure to talc or talc-containing products that contain asbestos.

5. On December 22, 2025, the Office of the United States Trustee for Region 21 (the "**U.S. Trustee**") formed the Committee. The next day, the U.S. Trustee filed the *Notice of*

Appointment of Committee of Asbestos Claimants [Docket No. 52].

6. The Committee selected Caplin & Drysdale, Chartered ("**Caplin & Drysdale**") as its counsel, and subsequently selected Morgan, Lewis & Bockius LLP ("**Morgan Lewis**") as special insurance counsel, together with Caplin & Drysdale ("**Committee Counsel**"). On January 29, 2026, the Committee selected FTI as its financial advisor, subject to the Court's approval.

B. FTI's Qualifications

7. FTI provides services in areas ranging from corporate finance and interim management to economic consulting, forensic and litigation consulting, strategic communications, and technology. FTI's clients include many of the world's largest public companies and majorities of the twenty-five largest banks and one-hundred largest law firms in the world. FTI's expertise includes liquidity and capital structure assessment, debt and equity restructuring advice, and identification of reorganization alternatives.

8. The Committee is familiar with FTI's professional standing and reputation. FTI has considerable experience in providing financial advisory services in restructurings and reorganizations and enjoys an excellent reputation for the results it has obtained for debtors and creditors in chapter 11 cases throughout the United States. The Committee requires FTI's services to enable it to assess and monitor the efforts of the Debtor and their professional advisors to maximize the value of their estates and to reorganize successfully. Finally, FTI is well qualified and able to represent the Committee in a cost-effective, efficient, and timely manner.

C. Services to be Rendered

9. FTI will provide such financial advisory services to the Committee and Committee Counsel, as they deem appropriate and feasible in order to advise the Committee in the course of this chapter 11 case, including but not limited to the following:

- Assistance in the review of financial related disclosures required by the Court, including the

Schedules of Assets and Liabilities, the Statement of Financial Affairs and Monthly Operating Reports;

- Assistance with the assessment and monitoring of the Debtor's assets, liabilities, short-term cash flow, liquidity, and operating results;
- Assistance in the preparation of analyses required to assess any proposed Debtor-In-Possession financing or use of cash collateral;
- Assistance with the review of the Debtor's potential disposition or liquidation of both core and non-core assets;
- Assistance in the review and monitoring of any asset sale process, including, but not limited to an assessment of the adequacy of the marketing process, completeness of any buyer lists, review and quantifications of any bids;
- Assistance with insurance and tax related matters;
- Assistance in the review of the claims reconciliation and estimation process;
- Assistance in the review of other financial information prepared by the Debtor, including, but not limited to, cash flow projections and budgets, business plans, go-forward shared service agreements, and the non-debtor periodic reports;
- Attendance at meetings and assistance in discussions with the Debtor, the Committee and any other official committees organized in these chapter 11 proceedings, the U.S. Trustee, other parties in interest and professionals hired by the same, as requested;
- Assistance in the review and/or preparation of information and analysis necessary for the confirmation of a plan and related disclosure statement in these chapter 11 proceedings;
- Assistance in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers;
- Assistance in the prosecution of the Committee's responses/objections to the Debtor's motions, including attendance at depositions and provision of expert reports/testimony on case issues as required by the Committee; and
- Render such other general business consulting or such other assistance as the Committee or Committee Counsel may deem necessary that are consistent with the role of a financial advisor and not duplicative of services provided by other professionals in this proceeding.

D. FTI's Eligibility for Employment

10. FTI has informed the Committee that, to the best of FTI's knowledge, information, and belief, other than as set forth in the Tully Declaration, FTI: (a) has no connection with the Debtor, its creditors, its equity security holders, or other parties in interest or their respective attorneys or accountants, the U.S. Trustee, any person employed in the office of the U.S. Trustee, or any United States district judge or bankruptcy judge in this district in any matter related to the Debtor or its estate; (b) does not hold any interest adverse to the Debtor's estate; and (c) believes that it is a "disinterested person" as that term is defined in Bankruptcy Code section 101(14). FTI has not provided, and will not provide, any professional services to the Debtor, any of the creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to this chapter 11 case. If any new material facts or relationships are discovered or arise, FTI will inform the Court as required by Bankruptcy Rule 2014(a).

11. FTI has agreed not to share with any person or firm the compensation to be paid for professional services rendered in connection with this case.

E. Terms of Retention

12. FTI is not owed any amounts with respect to pre-petition fees and expenses.

13. The Committee understands that FTI intends to apply to the Court for allowances of compensation and reimbursement of expenses for its financial advisory services in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the Middle District of Florida, applicable U.S. Trustee guidelines, and further orders of this Court, including any order providing for interim compensation of professionals.

14. FTI seeks to be compensated on an hourly-fee basis, plus reimbursement of actual and necessary expenses incurred by FTI. Actual and necessary expenses would include any

reasonable legal fees incurred by FTI related to FTI's retention or preparation of fee applications in this case, subject to Court approval. FTI understands that interim and final fee awards are subject to approval by this Court.

15. The customary hourly rates, subject to periodic adjustments, charged by FTI professionals anticipated to be assigned to this case are as follows:

United States	Per Hour (USD)
Senior Managing Directors	$1,270 - 1,495
Directors / Senior Directors / Managing Directors	$940 - 1,195
Consultants/Senior Consultants	$535 - 850
Administrative / Paraprofessionals	$195 - 395

16. FTI will maintain records in support of any actual, necessary costs and expenses incurred in connection with the rendering of its services in this chapter 11 case. In the event FTI seeks reimbursement for attorneys' fees during the term of the Debtor's chapter 11 case, FTI will include the applicable invoices and supporting time records from such attorneys (in summary form and redacted for privilege and work product). Such attorneys do not need to have been retained under Bankruptcy Code section 327.

17. FTI believes that the foregoing fee structure and terms are reasonable and comparable to those generally charged by financial advisors and consultants of similar stature to FTI for comparable engagements, both in and out of chapter 11.

F. Indemnification

18. In addition to the foregoing, and as a material part of the consideration for the agreement of FTI to furnish services to the Committee pursuant to the terms of this Application, FTI believes that the following indemnification terms are customary and reasonable for financial advisors in chapter 11 cases:

a. subject to the provisions of subparagraphs (b) and (c) below and approval of the Court, the Debtor is authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with FTI's engagement under this

Application, but not for any claim arising from, related to, or in connection with FTI's performance of any other services other than those in connection with the engagement, unless such services and indemnification therefor are approved by this Court; and

b. the Debtor shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's gross negligence, willful misconduct, breach of fiduciary duty (if any), bad faith, or fraud, unless the Court determines that indemnification would be permissible pursuant to applicable law, or (ii) settled prior to a judicial determination as to FTI's gross negligence, willful misconduct, breach of fiduciary duty (if any), bad faith, or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of this Application; and

c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, FTI believes that it is entitled to the payment of any amounts by the Debtor on account of the Debtor's indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application in this Court, and the Debtor may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtor's obligation to indemnify FTI.

The Committee believes that indemnification is customary and reasonable for financial advisors in chapter 11 proceedings. *See In re Joan & David Halpern, Inc.*, 248 B.R. 43 (Bankr. S.D.N.Y. 2000).

Relief Requested

19. By this Application, the Committee seeks entry of an order, substantially in the form attached hereto as **Exhibit A**, authorizing the Committee to employ and retain FTI as its financial advisor pursuant to Bankruptcy Code section 1103.

Basis for Relief Requested

20. The Committee seeks approval of the Application pursuant to Bankruptcy Code section 1103. Bankruptcy Code section 1103(a) provides, in relevant part, that a creditors'

committee, with the Court's approval, "may select and authorize the employment by such committee of one or more attorneys, accountants, or other agents, to represent or perform services for such committee." 11 U.S.C. § 1103(a). The employment of FTI and its professionals by the Committee are reasonable and in line with the terms and conditions typical for engagements of this size and character. Because the Committee will require substantial assistance with this chapter 11 case, it is reasonable for the Committee to seek to employ and retain FTI to serve as its financial advisor on the terms and conditions in this Application.

21. Bankruptcy Code section 328(a) provides, in relevant part, that the Committee "with the court's approval, may employ or authorize the employment of a professional person under section 327 or 1103 . . . on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis." 11 U.S.C. § 328(a).

22. FTI's fee structure is fair and reasonable in light of the services being provided and commensurate with the fee structures generally offered by firms of similar stature to FTI for comparable engagements. In addition, given the numerous issues FTI may need to address during this chapter 11 case, FTI's commitment to the variable level of time and effort necessary to address all such related issues as they arise, and the market prices for FTI's services for engagements of this nature in an out-of-court context, the Committee has determined that the FTI fee arrangement is fair and reasonable.

23. Finally, to the best of the Committee's knowledge, information, and belief, FTI does not have any interest materially adverse to the Debtor's estate or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason. Further, the Committee understands that FTI

believes it is disinterested because, to the best of FTI's knowledge, information, and belief, FTI has no connection with the Debtor, its creditors, or any other party-in-interest, except as disclosed in the Tully Declaration.

No Duplication of Services

24. The services that FTI will provide to the Committee will be appropriately directed by the Committee and Committee Counsel so as to avoid duplication of efforts among the other professionals retained in this chapter 11 case and performed in accordance with applicable standards of the profession. FTI will work collaboratively with the Committee and other professionals employed by the Committee to avoid duplication of services. The Committee believes that the services to be provided by FTI will complement and will not be duplicative of any services of the Committee's other professionals.

No Prior Request

25. No prior Application for the relief requested herein has been made to this or any other Court.

Notice

26. Notice of this Application has been given to (i) the Debtor and counsel to the Debtor, (ii) the U.S. Trustee, and (iii) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Committee submits that no further notice is required.

WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto, authorizing the Committee to employ and retain FTI as financial advisor for the Committee for the purposes set forth above, effective *nunc pro tunc* as of January 29, 2026, and grant such further relief as is just and proper.

Dated: February 18, 2026

Respectfully Submitted,

THE COMMITTEE OF ASBESTOS CLAIMANTS

/s/ Lisa Nathanson Busch
Lisa Nathanson Busch, as specifically authorized by Committee Co-Chairperson, Jody K. Meade

/s/ Christopher Guinn
Christopher Guinn, as specifically authorized by Committee Co-Chairperson, Ryan William Newton

EXHIBIT A

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION
http://www.flmb.uscourts.gov

In re:	Chapter 11
THE STEPHAN CO.,	Case No. 8:25-bk-08937-CPM
Debtor.1	

ORDER AUTHORIZING RETENTION OF
FTI CONSULTING, INC. AS FINANCIAL ADVISOR
FOR THE COMMITTEE OF ASBESTOS CLAIMANTS

THIS CASE came before the Court upon consideration of the application (the "**Application**") of the Committee of Asbestos Claimants (the "**Committee**") of the above-captioned debtor and debtor in possession (the "**Debtor**"), for an order under Bankruptcy Code section 1103 authorizing the Committee to retain FTI Consulting, Inc. (together with its wholly owned subsidiaries, "**FTI**"), as financial advisor; and upon the Tully Declaration and Busch

1 The last four digits of the Debtor's federal tax identification number are 6812. The Debtor's mailing address is 2211 Reach Road, Suite B4, Williamsport, Pennsylvania 17701.

Declaration[2] in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that FTI neither holds nor represents any interest adverse to the Debtor's estate; and it appearing that FTI is "disinterested," as that term is defined in Bankruptcy Code section 101(14); and it appearing that the relief requested in the Application is in the best interest of the Committee and the Debtor's estate, after due deliberation and sufficient cause appearing therefor,

Accordingly, it is **ORDERED:**

1. The Application is granted as set forth herein.

2. Objections, if any, to the relief requested in the Application that have not been withdrawn or resolved by this Order are overruled in all respects.

3. In accordance with Bankruptcy Code section 1103, the Committee is authorized to employ and retain FTI as its financial advisor as of January 29, 2026, on the terms set forth in the Application.

4. FTI shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, Bankruptcy Rule 2016, and any applicable orders entered by the Court.

5. The terms and conditions of the retention of FTI set forth in the Application and in the Tully Declaration are reasonable, and FTI shall be compensated in accordance with §§ 330 and 331 of the Bankruptcy Code, any applicable Bankruptcy Rule, any applicable Local Rules, and any orders of this Court.

6. FTI is entitled to reimbursement of actual and necessary expenses, including legal fees related to the Application and future fee applications as approved by the Court.

7. The following indemnification provisions are approved:

[2] Capitalized terms used in this order not otherwise defined have the meaning given to them in the Application.

a. subject to the provisions of subparagraphs (b) and (c) below, the Debtor is authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with the services to be provided by FTI as specified in the Application, but not for any claim arising from, related to, or in connection with FTI's performance of any other services other than those in connection with the engagement, unless such services and indemnification therefor are approved by this Court; and

b. the Debtor shall have no obligation to indemnify FTI for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's gross negligence, willful misconduct, breach of fiduciary duty (if any), bad faith, or fraud, unless the Court determines that indemnification would be permissible pursuant to applicable law, or (ii) settled prior to a judicial determination as to FTI's gross negligence, willful misconduct, breach of fiduciary duty (if any), bad faith, or fraud, but determined by this Court, after notice and a hearing, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of this Order; and

c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, FTI believes that it is entitled to the payment of any amounts by the Debtor on account of the Debtor's indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application in this Court, and the Debtor may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtor's obligation to indemnify FTI.

8. Notwithstanding anything in the Application to the contrary, FTI shall (i) to the extent that it uses the services of independent contractors, subcontractors, or employees of foreign affiliates or subsidiaries (collectively, the "**Contractors**") in this Case, pass-through the cost of such Contractors at the same rate that FTI pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for FTI; and (iv) file with this Court such disclosures required by Rule 2014 of the Federal Rules of Bankruptcy Procedure.

9. The Committee and FTI are authorized to take all actions they deem necessary and

appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. This Order shall be immediately effective and enforceable upon its entry.

11. The Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order.

12. Committee's counsel is directed to serve a copy of this order on interested parties who do not receive service by CM/ECF and file a proof of service within three days of entry of this Order.

EXHIBIT B

Tully Declaration

IN THE UNITED STATES BANKRUPTCY COURT
FOR MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION
http://www.flmb.uscourts.gov

In re: Chapter 11

THE STEPHAN CO., Case No. 8:25-bk-08937-CPM

Debtor.[1]

DECLARATION OF CONOR P. TULLY IN SUPPORT OF THEAPPLICATION FOR AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF FTI CONSULTING, INC. AS FINANCIAL ADVISOR TO THE COMMITTEE OF ASBESTOS CLAIMANTS EFFECTIVE AS OF JANUARY 29, 2026

Pursuant to 28 U.S.C. section 1746, Conor P. Tully, declares as follows:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, "**FTI**"), an international consulting firm and proposed financial advisor to the Committee of Asbestos Claimants of The Stephan Co. (the "**Committee**").

2. I submit this declaration (the "**Declaration**") on behalf of FTI in support of the application (the "**Application**")[2] Committee of the above-captioned debtor and debtor-in-possession (the "**Debtor**"), for entry of an order authorizing the employment and retention of FTI as financial advisor to the Committee under the terms and conditions set forth in the Application. I am generally familiar with the Bankruptcy Code and the Bankruptcy Rules. Except as otherwise noted, I have personal knowledge of the matters set forth herein, and, if called as a witness, I would testify thereto.[3]

1 The last four digits of the Debtor's federal tax identification number are 6812. The Debtor's mailing address is 2211 Reach Road, Suite B4, Williamsport, Pennsylvania 17701.

2 Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

3 Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

Services to be Provided

3. FTI provides services in areas ranging from corporate finance and interim management to economic consulting, forensic and litigation consulting, strategic communications, and technology. FTI's clients include many of the world's largest public companies and majorities of the twenty-five largest banks and one-hundred largest law firms in the world. FTI's expertise includes liquidity and capital structure assessment, debt and equity restructuring advice, and identification of reorganization alternative.

4. FTI has considerable experience in providing financial advisory services in restructurings and reorganizations and enjoys an excellent reputation for the results it has obtained for debtors and creditors in chapter 11 cases throughout the United States. FTI's services would enable the Committee to assess and monitor the efforts of the Debtor and its professional advisors to maximize the value of its estate. Finally, FTI is well qualified and able to represent the Committee in a cost-effective, efficient, and timely manner.

5. FTI will provide such financial advisory services to the Committee and its proposed counsel, Caplin & Drysdale, Chartered ("**Caplin & Drysdale**"), and proposed special insurance counsel, Morgan, Lewis & Bockius LLP ("**Morgan Lewis**"), as they deem appropriate and feasible in order to advise the Committee in the course of this Chapter 11 Case.

6. The services FTI anticipates providing to the Committee include but are not limited to the following:

(a) Assistance in the review of financial related disclosures required by the Court, including the Schedules of Assets and Liabilities, the Statement of Financial Affairs and Monthly Operating Reports;

(b) Assistance with the assessment and monitoring of the Debtor's assets, liabilities, short-term cash flow, liquidity, and operating results;

(c) Assistance in the preparation of analyses required to assess any proposed Debtor-In-

Possession financing or use of cash collateral;

(d) Assistance with the review of the Debtor's potential disposition or liquidation of both core and non-core assets;

(e) Assistance in the review and monitoring of any asset sale process, including, but not limited to an assessment of the adequacy of the marketing process, completeness of any buyer lists, review and quantifications of any bids;

(f) Assistance with insurance and tax related matters;

(g) Assistance in the review of the claims reconciliation and estimation process;

(h) Assistance in the review of other financial information prepared by the Debtor, including, but not limited to, cash flow projections and budgets, business plans, go-forward shared service agreements, and the non-debtor periodic reports;

(i) Attendance at meetings and assistance in discussions with the Debtor, the Committee and any other official committees organized in these chapter 11 proceedings, the U.S. Trustee, other parties in interest and professionals hired by the same, as requested;

(j) Assistance in the review and/or preparation of information and analysis necessary for the confirmation of a plan and related disclosure statement in these chapter 11 proceedings;

(k) Assistance in the evaluation and analysis of avoidance actions, including fraudulent conveyances and preferential transfers;

(l) Assistance in the prosecution of the Committee's responses/objections to the Debtor's motions, including attendance at depositions and provision of expert reports/testimony on case issues as required by the Committee; and

(m) Render such other general business consulting or such other assistance as the Committee or Committee Counsel may deem necessary that are consistent with the role of a financial advisor and not duplicative of services provided by other professionals in this proceeding.

<u>Disinterestedness and Eligibility</u>

7. In connection with the preparation of this Declaration, FTI conducted a review of its contacts with the Debtor, their affiliates, and certain entities holding large claims against, or equity interests in, the Debtor that were made reasonably known to FTI. A listing of the parties

reviewed is reflected on **Exhibit A** to this Declaration. FTI's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database[4] containing names of individuals and entities that are present or recent former clients of FTI. A listing of such relationships that FTI identified during this process is set forth on **Exhibit B** to this Declaration.

8. Based on the results of its review, FTI does not have a relationship with any of the parties on Exhibit A in matters related to the Debtor or this proceeding. FTI has provided, and could reasonably expect to continue to provide, services unrelated to the Debtor's case for the various entities shown on Exhibit B. FTI's assistance to these parties has been related to providing various financial restructuring, litigation support, technology, strategic communications, and economic consulting services. To the best of my knowledge and except as otherwise disclosed herein, no services have been provided to these parties in interest that involve their rights in the Debtor's case, nor does FTI's involvement in this case compromise its ability to continue such consulting services.

9. As part of its diverse practice, FTI appears in numerous cases, proceedings, and transactions that involve many different professionals, including attorneys, accountants, and financial consultants, who may represent claimants and parties-in-interest in the Debtor's chapter 11 case. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys and law firms, some of whom may be involved in this proceeding.

10. In addition, FTI has in the past, may currently, and will likely in the future be working with or against other professionals involved in this chapter 11 case in matters unrelated

[4] For the avoidance of doubt, FTI's computer database covers FTI Consulting, Inc. and its wholly owned subsidiaries globally.

to the Debtor and this case. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests adverse to the Debtor's estate and none are in connection with the Debtor's chapter 11 case.

11. FTI is not a "creditor" of the Debtor within the meaning of Bankruptcy Code section 101(10). Further, neither I, nor any other member of the FTI engagement team serving the Committee, to the best of my knowledge, (a) is a creditor, equity security holder, or insider of the Debtor; (b) is or has been within two years before the Petition Date, a director, officer, or employee of the Debtor; or (c) has any interest materially adverse to the interests of the Debtor's estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason.

12. As such, to the best of my knowledge, and based upon the results of the relationship search described above and disclosed herein, FTI (i) is a "disinterested person" as defined in Bankruptcy Code section 101(14) and (ii) does not hold or represent any interest adverse to the Debtor's estates. Therefore, FTI believes it is eligible to represent the Committee under Bankruptcy Code section 1103(b).

13. It is FTI's policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, FTI will file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

Professional Compensation

14. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the Middle District of Florida, applicable U.S. Trustee guidelines, and orders of this Court, FTI

will seek payment for compensation on an hourly basis, plus reimbursement of actual and necessary expenses incurred by FTI, including legal fees related to the preparation of the Application (if any), as approved by the Court. FTI's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application. These hourly rates are adjusted periodically, typically on an annual basis. I believe that the fee structure as set forth in the Application is reasonable and comparable to those generally charged by financial advisors and consultants of similar stature to FTI for comparable engagements, both in and out of chapter 11.

15. The customary hourly rates, subject to periodic adjustments, charged by FTI professionals anticipated to be assigned to this case are as follows.

United States	Per Hour (USD)
Senior Managing Directors	$1,270 - 1,495
Directors / Senior Directors / Managing Directors	$940 - 1,195
Consultants/Senior Consultants	$535 - 850
Administrative / Paraprofessionals	$195 - 395

16. To the extent FTI utilizes independent or third-party contractors or subcontractors (the "**Contractors**") in the provision of services to the Committee, FTI will (i) pass through the fees of such Contractors at the same rate that FTI pays the Contractors and (ii) seek reimbursement for actual costs of the Contractors only. In addition, FTI will ensure that each Contractor will file a separate declaration evidencing its disinterestedness in this chapter 11 case as required by the Bankruptcy Code and Bankruptcy Rules.

17. According to FTI's books and records, during the ninety days before the Petition Date, FTI did not receive any payments from the Debtor.

18. To the best of my knowledge, (a) no commitments have been made or received by FTI with respect to compensation or payment in connection with this case other than in accordance with the provisions of the Bankruptcy Code and (b) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with this chapter 11 case.

No Duplication of Services

19. The Committee and FTI intend that FTI's services will be appropriately directed by the Committee so as to avoid duplication of efforts among the other professionals retained by the Committee in this chapter 11 case and performed in accordance with applicable standards of the profession. FTI will work collaboratively with the Committee's other professionals to avoid duplication of services among professionals. I believe that the services to be provided by FTI will complement and will not be duplicative of any services of the Committee's other professionals.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 18, 2026. *<u>/s/ Conor P. Tully</u>*

Conor P. Tully

EXHIBIT A

Parties-in-Interest Reviewed for Current and Recent Former Relationships

Asbestos Claimants Committee Attorneys

Caplin & Drysdale, Chartered

Asbestos Claimants Committee Members

Anthony Ward

Gail Pizar

Jason Lopez-Zambrano

Jody K. Meade

Ryan William Newton

Debtors

The Stephan Co.

Other Names Debtor used in the last 8 years.

Appleton Barber Supply

MD Barber Supply

Morris Flamingo

Norva Barber Supply

Williamsport Bowman Barber Supply

Debtor's Director

Henry Jacobi

Debtor's Equity Holders/Board Members

Brian Harper

Jad Fakhry

Joel A. Getz

Debtor's Professionals

Getzler Henrich & Associates LLC

Kroll Restructuring Administration LLC

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.

Verrill Dana LLP

Debtor's Subsidiaries

614 Barber Supply, Inc.

Bowman Beauty and Barber Supply, Inc.

Morris Flamingo Stephan Inc.

Counsel to the Asbestos Claimants Committee Members

Meirowitz & Wasserberg LLP

MRHFM Law Firm

Simmons Hanly Conroy Law Firm

The Gori Law Firm

Weitz & Luxenberg

Insurance Counsel to the Asbestos Claimants Committee Members

Morgan Lewis & Bockius

Insurers

Allianz Reinsurance America

Atlantic Casualty Insurance Company

Cowbell

Fireman's Fund Insurance Company

Guardian Life Insurance Company of America

Highmark, Inc.

IPFS Corporation

Liberty Mutual Insurance Company

MetLife (through Websurance)

Technology Insurance Company

The Hartford Insurance Group, Inc.

Travelers Casualty and Surety Company of America

United HealthCare

Zurich American Insurance Company

Judges in the US Bankruptcy Court for the Middle District of Florida

Caryl E. Delano

Catherine Peek McEwen

Roberta A. Colton

Law Firms Representing Claimants

Belluck & Fox LLP

Cohen, Placitella & Roth

Dean Omar Branham Shirley, LLP

Early, Lucarelli, Sweeney & Meisenkothen

Frost Law Firm, PC

Gettys Law Group, APLC

Gianaris Trial Lawyers

Gold Law Firm

Horton Law Firm

Iola Gross & Forbes-King LLP

Karst & von Oiste, LLP

Kassel McVey Attorneys

Landry & Swarr, LLC

Law Offices of Michael P. Joyce PC

Levy Konigsberg LLP

Lipsitz, Ponterio & Comerford LLC

Maune Raichle Hartley French & Mudd, LLC

McDermott & Hickey LLC

Menges Law Firm

Meirowitz & Wasserberg

Morgan Theeler LLP

Nass Cancelliere

OnderLaw

Schroeter, Goldmark & Bender

Shapiro & Sternlieb LLC

Shepard O’Donnell

Shrader & Associates LLP

Sieben Polk P.A.

Simmons Hanly Conroy

Simon Greestone Panatier, PC

SWMW Law, LLC

The Early Law Firm

Thornton Law Firm

Vogelzang Law

Weinstein Caggiano

Weitz & Luxenberg PC

Worthington & Caron, PC

Lenders

Fidelity Investments

M&T Bank

Office of the United States Trustee – Region 21

Guy A. Van Baalen

Scott Bomkamp

Ordinary Course Professionals

Gordon Rees Scully Mansukhani, LLP

Mcgivney & Kluger PC

Nelson Mullens Riley & Scarborough LLP

Spencer Fane, LLP

Other Parties as Known

Amtrust North America

Arch Insurance Co.

Ch Insurance Brokerage Svcs, Inc.

Crum & Forster Insurance

DeJoy, Knauf & Blood LLP

Equiniti Trust Company LLC

Great American E&S Insurance Eco.

Greenwich Insurance Co.

Houston Casualty Company

Incorp Services, Inc.

Meltzer Group Inc

NFP Corporate Services (Pa) Inc

Northeast, Mase & West Region Underwriting

Oasis Solutions

OTC Markes Group Inc.

Palmer & Cay

Poe & Brown Insurance

Quadient

Redge Research Edge

Reliance Insurance Co.

Resolute Management Inc.

Riemer Insurance Group

Royal Copper Cohen Branunfeld LLC

Sedgwick James of Florida, Inc.

The Travelers Indemnity Co. of America

Tokio Marine HCC Cyber

Trade Risk Guaranty Brokerage Services LLC

U.S. Risk, LLC

UPMC Health Plan

Utica National Insurance Group

Western World Insurance

Taxing Authorities

City of Columbus

City of St. Petersburgh

City of Williamsport

Internal Revenue Service

Pinellas County Tax

State of Florida Attorney General

State of Ohio Attorney General

State of Pennsylvania Attorney General

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure

Relationships in Matters Related to These Proceedings

None

Relationships in Unrelated Matters - Current

Debtor's Professionals

Verrill Dana LLP

Counsel to the Asbestos Claimants Committee Members

Simmons Hanly Conroy Law Firm

Insurance Counsel to the Asbestos Claimants Committee Members

Morgan Lewis & Bockius

Insurers

Atlantic Casualty Insurance Company

Highmark, Inc.

Liberty Mutual Insurance Company

MetLife (through Websurance)

Technology Insurance Company

The Hartford Insurance Group, Inc.

Travelers Casualty and Surety Company of America

United HealthCare

Zurich American Insurance Company

Law Firms Representing Claimants

Simmons Hanly Conroy

Lenders

M&T Bank

Ordinary Course Professionals

Gordon Rees Scully Mansukhani, LLP

Spencer Fane, LLP

Other Parties as Known

Arch Insurance Co.

Great American E&S Insurance Eco.

Houston Casualty Company

Resolute Management Inc.

Taxing Authorities

Internal Revenue Service

Relationships in Unrelated Matters - Former

Debtor's Professionals

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.

Asbestos Claimants Committee Attorneys

Caplin & Drysdale

Other Parties as Known

U.S. Risk, LLC

Western World Insurance

Taxing Authorities

State of Pennsylvania Attorney General

EXHIBIT C

Busch Declaration

IN THE UNITED STATES BANKRUPTCY COURT
FOR MIDDLE DISTRICT OF FLORIDA
TAMPA DIVISION
http://www.flmb.uscourts.gov

In re:	Chapter 11
THE STEPHAN CO.,	Case No. 8:25-bk-08937-CPM
Debtor.1	

DECLARATION OF LISA NATHANSON BUSCH IN SUPPORT OF THE APPLICATION OF THE COMMITTEE OF ASBESTOS CLAIMANTS TO RETAIN AND EMPLOY FTI CONSULTING, INC. AS FINANCIAL ADVISOR

Pursuant to 28 U.S.C. § 1746, I, Lisa Nathanson Busch, hereby declare:

1. I am a partner at Simmons Hanly Conroy LLP. I serve as tort counsel to Jody K. Meade, Co-Chairperson of the Committee of Asbestos Claimants (the "**Committee**") appointed in this bankruptcy case. I am authorized to make this declaration on behalf of the Committee.

2. I submit this Declaration (the "**Declaration**") in support of the *Application for an Order Authorizing the Retention and Employment of FTI Consulting, Inc. as Financial Advisor to the Committee of Asbestos Claimants, Effective* Nunc Pro Tunc *as of January 29, 2026* ("**Application**").[2] Unless otherwise stated in this Declaration, I have personal knowledge of the matters set forth herein.

3. The Committee selected FTI as financial advisor counsel because of its extensive experience and knowledge of corporate finance and bankruptcy reorganizations and believes FTI is well qualified to represent the Committee in this chapter 11 case. I understand that FTI's

1 The last four digits of the Debtor's federal tax identification number are 6812. The Debtor's mailing address is 2211 Reach Road, Suite B4, Williamsport, Pennsylvania 17701.

2 Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

expertise includes representing debtors, official creditors' committees, and other interested parties in large and complex bankruptcy cases, as set forth in the Application and Tully Declaration.

4. I understand that FTI is familiar with the Committee, its goals, the Debtor, and many of the potential financial issues that may arise in the context of this chapter 11 case. For these reasons, on behalf of the Committee I believe that FTI is well qualified and uniquely able to represent the Committee in this chapter 11 case as financial advisor in an efficient and effective manner.

5. I make the following statements to comply with ¶ D.2 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, effective as of November 1, 2013.

a. I understand that the hourly rates, and material terms for the engagement, of FTI are set forth in the Application and supporting Tully Declaration, which provide that FTI's hourly rates and material terms are (a) comparable to both (i) the typical billing rates and terms for financial services companies for other bankruptcy and non-bankruptcy engagements and (ii) the billing rates and terms of other comparably skilled professionals, and (b) are consistent with the market rate for comparable services.

b. The Committee considered several financial services companies and selected FTI as its financial advisor for this chapter 11 case because of the company's experience and knowledge.

c. To supervise FTI's fees and expenses and to manage costs, the Committee will have the opportunity to review FTI's monthly fee statements and fee applications and will discuss any appropriate write-offs with FTI before such fee statements and fee applications are filed.

I declare under penalty of perjury that the facts and statements set forth above are either (i) within my personal knowledge and are true and correct, or (ii) based upon information supplied to me by others, and as such are true and correct to the best of my knowledge, information, and belief.

EXECUTED this 18th day of February, 2026.

/s/ Lisa Nathanson Busch
Lisa Nathanson Busch, as specifically
authorized by Committee Co-Chairperson,
Jody K. Meade