

The Depository Trust Company
IMPORTANT

B#: 0144
DATE: June 14, 2000
TO: ALL PARTICIPANTS
CATEGORY: Reorganization
FROM: DTC PROXY DEPARTMENT
ATTENTION: PROXY/REORGANIZATION MANAGER
SUBJECT: EAGLE GEOPHYSICAL, INC.
CUSIP #269524 10 4

The Depository Trust Company received materials, including the attached Notice & Letter indicating that Eagle Geophysical, Inc. is soliciting acceptances by creditors of its First Amended Plan of Reorganization, dated May 26, 2000 (the "Plan"). DTC has been advised by Counsel that holders of Eagle Geophysical Common Stock **have been deemed to reject the Plan \OR\ are unimpaired** and their votes are not being solicited on the Plan. A hearing on confirmation of the Plan is scheduled to be held on June 28, 2000. Any written objections to confirmation of the Plan must be filed no later than June 22, 2000. Participants may obtain copies of the materials for voting on the Plan by contacting:

Bankruptcy Services
At 212-376-8494

Karl Baker

Manager

Attachments

0144notice

Objection Deadline: June 22, 2000 at 4:00 p.m.
Hearing Date: June 28, 2000 at 3:00 p.m.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
EAGLE GEOPHYSICAL, INC., <u>et al.</u>)	Case No. 99-3481
)	
Debtors.)	(Jointly Administered)

**NOTICE OF HEARING TO CONSIDER CONFIRMATION
OF THE DEBTORS' FIRST AMENDED JOINT
PLAN OF REORGANIZATION DATED MAY 26, 2000**

I. APPROVAL OF DISCLOSURE STATEMENT

PLEASE TAKE NOTICE that by Order dated May 26, 2000, the United States Bankruptcy Court for the District of Delaware (the "Court") approved the First Amended Disclosure Statement Under 11 U.S.C. § 1125 In Support of First Amended Joint Plan of Reorganization, dated May 26, 2000 (the "Disclosure Statement"), as containing adequate information within the meaning of Section 1125 of the Bankruptcy Code.

II. CONFIRMATION HEARING

PLEASE TAKE FURTHER NOTICE that on **June 28, 2000, at 3:00 p.m. (Prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, a hearing (the "Confirmation Hearing") will commence before the Honorable Mary F. Walrath, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Wilmington, Delaware 19801, to consider confirmation of the First Amended Joint Plan of Reorganization dated May 26, 2000 (the "Plan"), as the same may be amended or modified, and such other and further relief as may be just. The Confirmation Hearing may be adjourned from time to time without further notice to creditors or other parties in interest by an announcement of such an adjournment in Court at the Confirmation Hearing or any adjournment hearing. Additionally, the Plan may be modified without further notice, prior to or as a result of the Confirmation Hearing.

III. DEADLINE FOR OBJECTIONS TO CONFIRMATION OF THE PLAN

PLEASE TAKE FURTHER NOTICE that objections, if any, to confirmation of the Plan, including any supporting memoranda, must be in writing, be filed with the Clerk of the United States Bankruptcy Court, Marine Midland Plaza, 5th Floor, 824 North Market Street, Wilmington, Delaware 19801 together with proof of service and shall (a) state the name and address of the objecting party and the amount of its claim or the nature of its interest in the Debtors' chapter 11 cases, (b) state with particularity the legal and factual basis and nature of each objection asserted, and (c) be served upon (i) co-counsel to the Debtors, (a) Holland Neff O'Neil, Esq., Gardere & Wynne, L.L.P., 1601 Elm Street, Suite 3000,

Dallas, Texas and (b) M. Blake Cleary, Esq., Young Conaway Stargatt & Taylor, LLP, 11th Floor, Rodney Square North, P.O. Box 391, Wilmington, Delaware 19899-0391, (ii) the United States Trustee, Office of the U.S. Trustee, Curtis Center, 601 Walnut Street, Suite 950 West, Philadelphia, PA 19106, (iii) co-counsel to the Official Committee of Unsecured Creditors, (a) Kevin Gross, Esq., Rosenthal, Monhait, Gross & Goddess, P.A., Suite 1401, Mellon Bank Center, P.O. Box 1070, Wilmington, Delaware 19899-1070 and (b) Ira S. Dizengoff, Esq., Akin, Gump, Strauss, Hauer & Feld, L.L.P., 590 Madison Avenue, New York, New York 10022, by hand or in such manner as will cause such objection to be received on or before **4:00 p.m. (Prevailing Eastern Time) on June 22, 2000**. Any objection not filed and served as set forth above shall be deemed waived and will not be considered by the Court.

IV. VOTING DEADLINE

PLEASE TAKE FURTHER NOTICE that if you are entitled to vote on the Plan, ballots must be properly completed and returned, so as to be received at the following address by **5:00 p.m. (Prevailing Eastern Time) on June 22, 2000** by:

Sonia Hamilton
Bankruptcy Services, LLC
Heron Tower
70 East 55th Street - 6th Floor
New York, NY 10022

Copies of the Plan and the Disclosure Statement are available to parties in interest at the Debtors' expense upon written request to the undersigned counsel.

Dated: Wilmington, Delaware
May 26, 2000

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/

S. David Peress (No. 2679)
M. Blake Cleary (No. 3614)
11th Floor, Rodney Square North
P.O. Box 391
Wilmington, Delaware 19899-0391
(302) 571-6600

and

GARDERE & WYNNE, L.L.P.
Holland Neff O'Neil
Laurie A. Spindler
1601 Elm Street, Suite 2600
Dallas, Texas 75201
(214) 999-3000

Counsel to the Debtor and Debtor in Possession

AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.

ATTORNEYS AT LAW

A REGISTERED LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

AUSTIN
BRUSSELS
DALLAS
HOUSTON
LONDON
LOS ANGELES
MOSCOW
NEW YORK
PHILADELPHIA
SAN ANTONIO
WASHINGTON, D.C.

590 MADISON AVENUE
20TH FLOOR
NEW YORK, NY 10022
(212) 872-1000
FAX (212) 872-1002
www.akingump.com

May 26, 2000

To All Unsecured Creditors:

We have acted as counsel to the Official Committee of Unsecured Creditors (the "Creditors Committee") of Eagle Geophysical, Inc. ("Eagle") and related debtors and debtors-in-possession (collectively the "Debtors"). The Creditors Committee has also been advised by The Pembroke Group, LLC, its financial advisor. The Creditors Committee urges all unsecured creditors of the Debtors to vote in favor of the Debtors' First Amended Joint Plan of Reorganization (the "Plan").

The Creditors Committee is currently comprised of six members, three holders of senior notes (the "Notes"), two trade creditors and the indenture trustee for the Notes. The Creditors Committee was actively involved in the formulation of the Plan.

As you may know, the Debtors, in consultation with the Creditors Committee, have discontinued and sold substantially all of their marine seismic operations. This liquidation has retired substantially all of the secured obligations of Eagle's marine seismic operations which were the vast majority of Eagle's secured obligations. Some marine assets remain to be liquidated and this is expected to occur over the next two years. The proceeds from liquidated marine assets shall be distributed to creditors entitled to receive such distributions under the Plan.

The Plan provides for significant deleveraging of Eagle and for the reorganized company to focus on the land seismic business. In addition, the proceeds from the sale of the remaining marine data library will be distributed directly to creditors, as provided under the Plan. As future equity holders of the reorganized Eagle and the marine data library, unsecured creditors will participate in any resulting growth and profitability of the Debtors' businesses. The Creditors Committee supports the Plan and the treatment of unsecured creditors under the Plan. Accordingly, the Creditors Committee urges each unsecured creditor to complete and return a ballot voting in favor of the Plan.

Very truly yours,

/s/ Fred S. Hodara

Fred S. Hodara