

The Depository Trust Company

IMPORTANT

B#: 0153

DATE: June 14, 2000

TO: All Participants

CATEGORY: Reorganization

FROM: DTC Proxy Department

ATTENTION: Proxy/Reorganization Manager

SUBJECT: Eagle Geophysical, Inc.
CUSIP # 269524 AC 8

Eagle Geophysical, Inc., is soliciting acceptances of its First Amended Plan of Reorganization, dated May 6, 2000 (the "Plan"). Holders of Eagle Geophysical 10.75% Due 07/15/08 Notes of record on May 25, 2000, are eligible to vote by ballot to accept or reject the Plan.

Accompanying the First Amended Disclosure Statement dated May 26, 2000 and other materials for voting on the Plan is the attached Notice, which refers to a hearing on confirmation of the Plan, which is scheduled to be held on June 28, 2000. DTC also received the attached Letter and Ballot. Participants may obtain copies of the materials for voting on the Plan by contacting:

Bankruptcy Services
At 212-376-8494

DTC will provide Eagle Geophysical, Inc., with a listing of the Participants which The above referenced Notes on deposit with DTC at the close of business on May 25, 2000, so that Participants may vote on the Plan.

Participants are referred to the First Amended Disclosure Statement dated May 26, 2000, for a statement of the terms of the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by The Ballot Agent no later than June 22, 2000. Executed ballots should be returned to:

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

Eagle Geophysical Notes will remain eligible at DTC during the solicitation.

Participants are referred to RIPS 93 and LENP for details of the Plan.

Karl Baker

Manager

Attachments

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

ATTORNEYS AT LAW

A REGISTERED LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS

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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

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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

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BALLOT FOR HOLDERS OF CONSOLIDATED EAGLE CLASS 5 CLAIMS

The United States Bankruptcy Court for the District of Delaware has authorized Consolidated Eagle¹, debtors and debtors in possession (the "Debtors") to solicit votes on the First Amended Joint Plan of Reorganization (the "Plan") dated May 26, 2000, from holders of Impaired Claims entitled to vote.

THIS BALLOT IS TO BE USED FOR VOTING BY HOLDERS OF CONSOLIDATED EAGLE CLASS 5 CLAIMS ONLY. IN ORDER FOR A BALLOT TO BE COUNTED, IT MUST BE PROPERLY COMPLETED AND RETURNED, SO AS TO BE RECEIVED BY **June 22, 2000, AT 5:00 P.M. (PREVAILING EASTERN STANDARD TIME)** AT THE FOLLOWING ADDRESS:

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

If you have questions on how to properly complete this ballot, please contact Laurie Spindler, Gardere & Wynne, L.L.P., 1601 Elm Street, Suite 2600, Dallas, Texas 75201, Telephone No. (214) 999-3000; Telecopier No. (214) 999-4667.

VOTING ON THE PLAN

The undersigned, the holder of a Consolidated Eagle Class 5 Claim

Check one box

[] Accepts the Plan.

[] Rejects the Plan.

By signing this Ballot, the undersigned certifies that it is the holder of a Consolidated Eagle Class 5 Claim and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that this solicitation of votes is subject to all of the terms and conditions set forth in the Disclosure Statement.

If the holder entitled to vote is a corporation, please sign in corporate name by authorized officer, or, if a partnership, please sign in partnership name by authorized person.

NAME OF VOTER: _____

SIGNATURE: _____

BY: _____

(If appropriate)

TITLE: _____

(If appropriate)

ADDRESS: _____

TELE. NO. () _____ - _____ DATE: _____

CLAIM AMOUNT (FOR VOTING PURPOSES ONLY): _____

PLEASE NOTE: ANY BALLOT WHICH IS EXECUTED THAT DOES NOT INDICATE AN ACCEPTANCE OR A REJECTION OF THE PLAN OR WHICH INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL BE COUNTED AS A VOTE IN FAVOR OF THE PLAN.

¹ All capitalized terms contained herein shall have the meaning ascribed to them in the First Amended Joint Plan of Reorganization dated May 26, 2000.