



Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

**ALL DEPOSITORIES, NOMINEES, BROKERS AND OTHERS:
PLEASE FACILITATE THE TRANSMISSION OF THIS NOTICE TO ALL BENEFICIAL HOLDERS.**

**NOTICE
TO THE HOLDERS OF 9.40% CUMULATIVE TRUST PREFERRED SECURITIES
CUSIP No. 27785A 200*
OF EASY GARDENER PRODUCTS TRUST I
FROM WILMINGTON TRUST COMPANY, AS TRUSTEE**

PLEASE TAKE NOTICE that on April 19, 2006, Easy Gardener Products, Ltd. (the “Company”) and five affiliates (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code, which commenced bankruptcy cases in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”); Case No. 06-10396 (KG). The Company and Wilmington Trust Company, as Trustee for the Easy Gardener Products Trust I, (“Wilmington Trust”) are parties to the 9.40% Junior Subordinated Deferrable Interest Debenture Due April 15, 2028 in the principal amount of \$65,200,000.00, issued under the Amended and Restated Junior Subordinated Indenture, dated as of October 29, 2003 between the Company and Wilmington Trust, as Trustee. This Notice is being issued to holders (the “Trust Preferred Securities Beneficial Holders”) of 9.40% Cumulative Trust Preferred Securities (the “Securities”) of Easy Gardener Products Trust I (the “Trust”), pursuant to the Second Amended and Restated Trust Agreement, dated October 29, 2003, as amended, among the Company, as depositor, Wilmington Trust and Administrative Trustees, as Trustees, and the holders of beneficial assets in the Trust.

PLEASE TAKE FURTHER NOTICE that in connection with their bankruptcy cases, the Debtors have filed the Debtors’ First Amended Joint Plan of Liquidation Under Chapter 11 of the United States Bankruptcy Code (the “Plan”) and First Amended Disclosure Statement for Debtors’ First Amended Joint Plan of Liquidation Under Chapter 11 of the United States Bankruptcy Code (the “Disclosure Statement”). By entry of the Order Granting Debtors’ Motion for Order: (I) Approving Disclosure Statement; (II) Establishing Voting Deadline and Procedures for Filing Objections to Confirmation of Plan; (III) Approving Form of Ballot, Trust Preferred Ballot and Trust Preferred Master Ballot; and (IV) Establishing Solicitation and Tabulation Procedures (the “Solicitation Order”), the Bankruptcy Court has approved the Disclosure Statement as containing adequate information and has approved procedures for the Debtors to solicit votes on the Plan.

PLEASE TAKE FURTHER NOTICE that according to the procedures detailed in the Solicitation Order, as a Trust Preferred Securities Beneficial Holder, you will be receiving along with this Notice a copy of the Solicitation Order, a copy of the Plan, a copy of the Disclosure Statement, a copy of a notice of entry of the Solicitation Order, a ballot and a pre-addressed return envelope. Your Trust Preferred Securities Record Holder (depository, nominee, brokers or other record holders) will provide you with the deadline to vote on the plan and with instructions on how to return your ballot to vote on the Plan.

PLEASE TAKE FURTHER NOTICE that Wilmington Trust, as Indenture Trustee and Property Trustee, will not be independently submitting a vote on the Plan on your behalf.

Instead, pursuant to the Solicitation Order, Wilmington Trust will receive from the Balloting Agent a tabulation of votes cast on behalf of the Trust Preferred Securities Beneficial Holders. Wilmington Trust shall subsequently submit a ballot by voting a single acceptance or rejection based upon the votes received by the Trust Preferred Securities Beneficial Holders. Therefore, if you desire to vote on the Plan, you must submit your ballot in accordance with the instructions provided to you and by the deadline set by your Trust Preferred Securities Record Holder.

Trust Preferred Securities Beneficial Holders should not rely on Wilmington Trust, as the Trustee of the Trust, as their sole source of information on the bankruptcy cases. Papers filed in the Debtors' bankruptcy cases can be viewed free of charge from the Debtors' claims agent, Logan & Company, Inc.'s, website at www.loganandco.com.

Inquiries concerning this Notice should be directed to Suzanne MacDonald, Vice President, Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890, at 302-636-6530 or by email at smacdonald@wilmingtontrust.com.

Dated: September 20, 2006

By WILMINGTON TRUST COMPANY,
*not in its individual capacity but solely as
Trustee of the Easy Gardener Products Trust I*

* No representation is made as to the correctness of such number either as printed on the Securities or as contained in any notice of redemption or exchange and reliance may be placed only on the other identification numbers printed on the Securities.