

ENCORE ACQUISITION CO

Form 10-Q

May 06, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2009**

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-16295  
ENCORE ACQUISITION COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

**75-2759650**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**777 Main Street, Suite 1400, Fort Worth, Texas**

**76102**

(Address of principal executive offices)

(Zip Code)

**(817) 877-9955**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Number of shares of common stock, \$0.01 par value, outstanding as of April 28, 2009

52,772,669

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

Certain information included in this Quarterly Report on Form 10-Q (the "Report") and our other materials filed with the SEC, or in other written or oral statements made or to be made by us, other than statements of historical fact, are forward-looking statements as defined by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements give our current expectations or forecasts of future events. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements may include words such as may, will, could, anticipate, estimate, expect, project, intend, plan, believe, potential, pursue, target, continue, and other words and terms of similar meaning. You are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this Report. Our actual results may differ significantly from the results discussed in the forward-looking statements. Such statements involve risks

and uncertainties, including, but not limited to, the matters discussed in Item 1A. Risk Factors and elsewhere in our 2008 Annual Report on Form 10-K and in our other filings with the SEC. If one or more of these risks or uncertainties materialize (or the consequences of such a development changes), or should underlying assumptions prove incorrect, actual outcomes may vary materially from those forecasted or expected. We undertake no responsibility to update forward-looking statements for changes related to these or any other factors that may occur subsequent to this filing for any reason.

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**ENCORE ACQUISITION COMPANY  
GLOSSARY**

The following are abbreviations and definitions of certain terms used in this Report. The definitions of proved developed reserves, proved reserves, and proved undeveloped reserves have been summarized from the applicable definitions contained in Rule 4-10(a)(2-4) of Regulation S-X.

*Bbl.* One stock tank barrel, or 42 U.S. gallons liquid volume, used in reference to oil or other liquid hydrocarbons.

*Bbl/D.* One Bbl per day.

*BOE.* One barrel of oil equivalent, calculated by converting natural gas to oil equivalent barrels at a ratio of six Mcf of natural gas to one Bbl of oil.

*BOE/D.* One BOE per day.

*Completion.* The installation of permanent equipment for the production of hydrocarbons.

*Council of Petroleum Accountants Societies ( COPAS ).* A professional organization of petroleum accountants that maintains consistency in accounting procedures and interpretations, including the procedures that are part of most joint operating agreements. These procedures establish a drilling rate and an overhead rate to reimburse the operator of a well for overhead costs, such as accounting and engineering.

*Delay Rentals.* Fees paid to the lessor of an oil and natural gas lease during the primary term of the lease prior to the commencement of production from a well.

*Development Well.* A well drilled within the proved area of an oil or natural gas reservoir to the depth of a stratigraphic horizon known to be productive.

*Dry Hole or Unsuccessful Well.* A well found to be incapable of producing hydrocarbons in sufficient quantities such that proceeds from the sale of such production would exceed production costs.

*EAC.* Encore Acquisition Company, a publicly traded Delaware corporation, together with its subsidiaries.

*ENP.* Encore Energy Partners LP, a publicly traded Delaware limited partnership, together with its subsidiaries.

*Exploratory Well.* A well drilled to find and produce hydrocarbons in an unproved area, to find a new reservoir in a field previously producing hydrocarbons in another reservoir, or to extend a known reservoir.

*FASB.* Financial Accounting Standards Board.

*Field.* An area consisting of a single reservoir or multiple reservoirs, all grouped on or related to the same individual geological structural feature and/or stratigraphic condition.

*GAAP.* Accounting principles generally accepted in the United States.

*Gross Acres or Gross Wells.* The total acres or wells, as the case may be, in which an entity owns a working interest.

*Lease Operating Expense ( LOE )*. All direct and allocated indirect costs of producing hydrocarbons after the completion of drilling and before the commencement of production. Such costs include labor, superintendence, supplies, repairs, maintenance, and direct overhead charges.

*LIBOR*. London Interbank Offered Rate.

*MBbl*. One thousand Bbls.

*MBOE*. One thousand BOE.

*Mcf*. One thousand cubic feet, used in reference to natural gas.

*Mcf/D*. One Mcf per day.

*MMcf*. One million cubic feet, used in reference to natural gas.

*Natural Gas Liquids ( NGLs )*. The combination of ethane, propane, butane, and natural gasolines that when removed from natural gas become liquid under various levels of higher pressure and lower temperature.

*Net Acres or Net Wells*. Gross acres or wells, as the case may be, multiplied by the working interest percentage owned by an entity.

*Net Production*. Production owned by an entity less royalties, net profits interests, and production due others.

*Net Profits Interest*. An interest that entitles the owner to a specified share of net profits from the production of hydrocarbons.

*NYMEX*. New York Mercantile Exchange.

*Oil*. Crude oil, condensate, and NGLs.

*Operator*. The entity responsible for the exploration, development, and production of a well or lease.

*Production Margin*. Wellhead revenues less production costs.

*Productive Well or Successful Well*. A well capable of producing hydrocarbons in commercial quantities, including natural gas wells awaiting pipeline connections to commence deliveries and oil wells awaiting connection to production facilities.

*Proved Developed Reserves*. Proved reserves that can be expected to be recovered from existing wells with existing equipment and operating methods.

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**ENCORE ACQUISITION COMPANY**

*Proved Reserves.* The estimated quantities of hydrocarbons that geological and engineering data demonstrate with reasonable certainty are recoverable in future periods from known reservoirs under existing economic and operating conditions.

*Proved Undeveloped Reserves.* Proved reserves that are expected to be recovered from new wells on undrilled acreage for which the existence and recoverability of such reserves can be estimated with reasonable certainty, or from existing wells where a relatively major expenditure is required for recompletion. Includes unrealized production response from enhanced recovery techniques that have been proved effective by actual tests in the area and in the same reservoir.

*Recompletion.* The completion for production from an existing wellbore in another formation from that in which the well has been previously completed.

*Reservoir.* A porous and permeable underground formation containing a natural accumulation of producible hydrocarbons that is confined by impermeable rock or water barriers and is individual and separate from other reservoirs.

*Royalty.* An interest in an oil and natural gas lease that gives the owner the right to receive a portion of the production from the leased acreage (or of the proceeds from the sale thereof), but does not require the owner to pay any portion of the production or development costs on the leased acreage. Royalties may be either landowner's royalties, which are reserved by the owner of the leased acreage at the time the lease is granted, or overriding royalties, which are usually reserved by an owner of the leasehold in connection with a transfer to a subsequent owner.

*SEC.* The United States Securities and Exchange Commission.

*Secondary Recovery.* Enhanced recovery of oil or natural gas from a reservoir beyond the oil or natural gas that can be recovered by normal flowing and pumping operations. Involves maintaining or enhancing reservoir pressure by injecting water, gas, or other substances into the formation in order to displace hydrocarbons toward the wellbore. The most common secondary recovery techniques are gas injection and waterflooding.

*SFAS.* Statement of Financial Accounting Standards.

*Tertiary Recovery.* An enhanced recovery operation that normally occurs after waterflooding in which chemicals or natural gases are used as the injectant.

*Waterflood.* A secondary recovery operation in which water is injected into the producing formation in order to maintain reservoir pressure and force oil toward and into the producing wells.

*Working Interest.* An interest in an oil or natural gas lease that gives the owner the right to drill for and produce hydrocarbons on the leased acreage and requires the owner to pay a share of the production and development costs.

*Workover.* Operations on a producing well to restore or increase production.



**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****ENCORE ACQUISITION COMPANY  
CONSOLIDATED BALANCE SHEETS**

(in thousands, except share and per share amounts)

	<b>March 31, 2009 (unaudited)</b>	<b>December 31, 2008</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 23,472	\$ 2,039
Accounts receivable, net of allowance for doubtful accounts of \$381	90,618	129,065
Inventory	33,291	24,798
Derivatives	81,378	349,344
Income taxes receivable	4,448	29,445
Other	5,839	6,239
Total current assets	239,046	540,930
Properties and equipment, at cost – successful efforts method:		
Proved properties, including wells and related equipment	3,653,719	3,538,459
Unproved properties	120,464	124,339
Accumulated depletion, depreciation, and amortization	(840,857)	(771,564)
	2,933,326	2,891,234
Other property and equipment	25,480	25,192
Accumulated depreciation	(13,696)	(12,753)
	11,784	12,439
Goodwill	60,606	60,606
Derivatives	45,642	38,497
Long-term receivables, net of allowance for doubtful accounts of \$7,669 and \$7,643, respectively	59,853	60,915
Other	27,671	28,574
Total assets	\$ 3,377,928	\$ 3,633,195
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 11,393	\$ 10,017
Accrued liabilities:		
Lease operations expense	24,214	19,108
Development capital	66,654	79,435

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Interest	12,473	11,808
Production, ad valorem, and severance taxes	23,872	25,133
Derivatives	8,163	63,476
Oil and natural gas revenues payable	10,462	10,821
Deferred taxes	92,106	105,768
Other	33,892	26,686
<b>Total current liabilities</b>	<b>283,229</b>	<b>352,252</b>
Derivatives	15,635	8,922
Future abandonment cost, net of current portion	47,255	48,058
Deferred taxes	421,787	416,915
Long-term debt	1,132,962	1,319,811
Other	4,521	3,989
<b>Total liabilities</b>	<b>1,905,389</b>	<b>2,149,947</b>
Commitments and contingencies (see Note 15)		
Equity:		
Preferred stock, \$.01 par value, 5,000,000 shares authorized, none issued and outstanding		
Common stock, \$.01 par value, 144,000,000 shares authorized, 51,819,037 and 51,551,937 issued and outstanding, respectively	518	516
Additional paid-in capital	530,440	525,763
Treasury stock, at cost, 111,353 and 4,753 shares, respectively	(2,945)	(101)
Retained earnings	782,089	789,698
Accumulated other comprehensive loss	(2,089)	(1,748)
<b>Total EAC stockholders' equity</b>	<b>1,308,013</b>	<b>1,314,128</b>
Noncontrolling interest	164,526	169,120
<b>Total equity</b>	<b>1,472,539</b>	<b>1,483,248</b>
<b>Total liabilities and equity</b>	<b>\$ 3,377,928</b>	<b>\$ 3,633,195</b>

The accompanying notes are an integral part of these consolidated financial statements.

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**ENCORE ACQUISITION COMPANY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands, except per share amounts)

(unaudited)

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008</b>
Revenues:		
Oil	\$ 88,289	\$ 220,534
Natural gas	25,254	48,312
Marketing	806	4,056
Total revenues	114,349	272,902
Expenses:		
Production:		
Lease operating	44,225	40,350
Production, ad valorem, and severance taxes	11,819	27,452
Depletion, depreciation, and amortization	70,300	49,543
Exploration	11,199	5,488
General and administrative	13,694	9,687
Marketing	739	3,782
Derivative fair value loss (gain)	(48,591)	65,138
Other operating	6,343	2,506
Total expenses	109,728	203,946
Operating income	4,621	68,956
Other income (expenses):		
Interest	(15,963)	(19,760)
Other	554	851
Total other expenses	(15,409)	(18,909)
Income (loss) before income taxes	(10,788)	50,047
Income tax benefit (provision)	4,885	(18,733)
Consolidated net income (loss)	(5,903)	31,314
Less: net income attributable to noncontrolling interest	(1,653)	(94)
Net income (loss) attributable to EAC	\$ (7,556)	\$ 31,220

Net income (loss) per common share:

Basic	\$ (0.15)	\$ 0.58
Diluted	\$ (0.15)	\$ 0.58

Weighted average common shares outstanding:

Basic	51,688	52,799
Diluted	51,688	53,332

The accompanying notes are an integral part of these consolidated financial statements.

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**ENCORE ACQUISITION COMPANY**  
**CONSOLIDATED STATEMENT OF EQUITY AND COMPREHENSIVE LOSS**

(in thousands)

(unaudited)

	Issued Shares of Common Stock	Common Stock	Additional Paid-in Capital	Shares of Treasury Stock	Treasury Stock	Retained Earnings	Noncontrolling Interest	Accumulated Other Comprehensive Loss	Total Equity
<b>Balance at December 31, 2008</b>	51,557	\$ 516	\$ 525,763	(5)	\$ (101)	\$ 789,698	\$ 169,120	\$ (1,748)	\$ 1,483,248
Exercise of stock options and vesting of restricted stock	378	2	72						74
Purchase of treasury stock				(111)	(2,945)				(2,945)
Cancellation of treasury stock	(5)		(48)	5	101	(53)			
Non-cash equity-based compensation			4,613				34		4,647
ENP cash distributions to noncontrolling interests							(6,077)		(6,077)
Other			40						40
Components of comprehensive loss:									
Net loss						(7,556)	1,653		(5,903)
Change in deferred hedge loss on interest rate swaps, net of tax of \$169							(204)	(341)	(545)
Total comprehensive loss									(6,448)
<b>Balance at March 31, 2009</b>	51,930	\$ 518	\$ 530,440	(111)	\$ (2,945)	\$ 782,089	\$ 164,526	\$ (2,089)	\$ 1,472,539

The accompanying notes are an integral part of these consolidated financial statements.



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**ENCORE ACQUISITION COMPANY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)

(unaudited)

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008</b>
Cash flows from operating activities:		
Net income (loss) attributable to EAC	\$ (7,556)	\$ 31,220
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depletion, depreciation, and amortization	70,300	49,543
Non-cash exploration expense	10,991	3,656
Deferred taxes	(8,609)	14,623
Non-cash equity-based compensation expense	4,080	2,896
Non-cash derivative loss	13,474	62,176
Gain on disposition of assets	(8)	(23)
Noncontrolling interest	1,653	94
Other	1,928	2,376
Changes in operating assets and liabilities:		
Accounts receivable	58,496	(16,753)
Current derivatives	266,118	(670)
Other current assets	7,716	(18,459)
Long-term derivatives		(1,196)
Other assets	(41)	(67)
Accounts payable	5,870	(6,303)
Other current liabilities	27,371	8,953
Other noncurrent liabilities	(158)	(339)
 Net cash provided by operating activities	 451,625	 131,727
 Cash flows from investing activities:		
Proceeds from disposition of assets	259	184
Purchases of other property and equipment	(458)	(1,054)
Acquisition of oil and natural gas properties	(9,484)	(30,780)
Development of oil and natural gas properties	(153,092)	(97,802)
Net collections from (advances to) working interest partners	1,651	(8,972)
 Net cash used in investing activities	 (161,124)	 (138,424)
 Cash flows from financing activities:		
Repurchase and retirement of common stock		(39,118)
Exercise of stock options and vesting of restricted stock, net of treasury stock purchases	(2,871)	684

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Proceeds from long-term debt, net of issuance costs	66,000	357,274
Payments on long-term debt	(253,000)	(303,500)
ENP cash distributions to noncontrolling interests	(6,077)	(4,198)
Payment of commodity derivative contract premiums	(68,626)	(8,534)
Change in cash overdrafts	(4,494)	2,590
Net cash provided by (used in) financing activities	(269,068)	5,198
Increase (decrease) in cash and cash equivalents	21,433	(1,499)
Cash and cash equivalents, beginning of period	2,039	1,704
Cash and cash equivalents, end of period	\$ 23,472	\$ 205

The accompanying notes are an integral part of these consolidated financial statements.

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
(unaudited)

**Note 1. Description of Business**

EAC is engaged in the acquisition and development of oil and natural gas reserves from onshore fields in the United States. Since 1998, EAC has acquired producing properties with proven reserves and leasehold acreage and grown the production and proven reserves by drilling, exploring, and reengineering or expanding existing waterflood projects. EAC's properties and oil and natural gas reserves are located in four core areas:

the Cedar Creek Anticline ( CCA ) in the Williston Basin in Montana and North Dakota;

the Permian Basin in West Texas and southeastern New Mexico;

the Rockies, which includes non-CCA assets in the Williston, Big Horn, and Powder River Basins in Wyoming, Montana, and North Dakota, and the Paradox Basin in southeastern Utah; and

the Mid-Continent area, which includes the Arkoma and Anadarko Basins in Arkansas and Oklahoma, the North Louisiana Salt Basin, and the East Texas Basin.

**Note 2. Basis of Presentation**

EAC's consolidated financial statements include the accounts of its wholly owned and majority-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

In the opinion of management, the accompanying unaudited consolidated financial statements include all adjustments necessary to present fairly, in all material respects, EAC's financial position as of March 31, 2009 and results of operations and cash flows for the three months ended March 31, 2009 and 2008. All adjustments are of a normal recurring nature. These interim results are not necessarily indicative of results for an entire year.

Certain amounts and disclosures have been condensed or omitted from these consolidated financial statements pursuant to the rules and regulations of the SEC. Therefore, these consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in EAC's 2008 Annual Report on Form 10-K.

***Noncontrolling Interest***

As of March 31, 2009 and December 31, 2008, EAC owned approximately 63 percent of ENP's common units, as well as all of the interests of Encore Energy Partners GP LLC ( GP LLC ), a Delaware limited liability company and indirect wholly owned non-guarantor subsidiary of EAC. GP LLC is ENP's general partner. Considering the presumption of control of GP LLC in accordance with Emerging Issues Task Force ( EITF ) Issue No. 04-5,

*Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights*, the financial position, results of operations, and cash flows of ENP are consolidated with those of EAC.

As presented in the accompanying Consolidated Balance Sheets, Noncontrolling interest as of March 31, 2009 and December 31, 2008 of \$164.5 million and \$169.1 million, respectively, represents third-party ownership interests in ENP. As presented in the accompanying Consolidated Statements of Operations, Net income attributable to noncontrolling interest for the three months ended March 31, 2009 and 2008 of \$1.7 million and \$0.1 million, respectively, represents the net income of ENP attributable to third-party owners.

***Supplemental Disclosures of Cash Flow Information***

The following table sets forth supplemental disclosures of cash flow information for the periods indicated:

	<b>Three months ended March</b>	
	<b>2009</b>	<b>2008</b>
	<b>31,</b>	
	<b>(In thousands)</b>	
Non-cash investing and financing activities:		

Deferred premiums on commodity derivative contracts	\$17,044	\$25,685
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***Reclassifications***

Certain amounts in prior periods have been reclassified to conform to the current period presentation. In particular, certain amounts in the Consolidated Financial Statements have been either combined or classified in more detail.

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)

***New Accounting Pronouncements***

*FASB Staff Position ( FSP ) No. FAS 157-2, Effective Date of FASB Statement No. 157 ( FSP FAS 157-2 )*

In February 2008, the FASB issued FSP FAS 157-2, which delayed the effective date of SFAS No. 157, Fair Value Measurements ( SFAS 157 ) for one year for nonfinancial assets and liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). EAC elected a partial deferral of SFAS 157 for all instruments within the scope of FSP FAS 157-2, including, but not limited to, its asset retirement obligations and indefinite lived assets. FSP FAS 157-2 was prospectively effective for nonfinancial assets and liabilities for financial statements issued for fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. The adoption of FSP FAS 157-2 on January 1, 2009, as it relates to nonfinancial assets and liabilities, did not have a material impact on EAC's results of operations or financial condition. Please read Note 6. Fair Value Measurements for additional discussion.

*SFAS No. 141 (revised 2007), Business Combinations ( SFAS 141R )*

In December 2007, the FASB issued SFAS 141R, which replaces SFAS No. 141, Business Combinations. SFAS 141R establishes principles and requirements for the reporting entity in a business combination, including: (1) recognition and measurement in the financial statements of the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree; (2) recognition and measurement of goodwill acquired in the business combination or a gain from a bargain purchase; and (3) determination of the information to be disclosed to enable financial statement users to evaluate the nature and financial effects of the business combination. In April 2009, the FASB issued FSP No. FAS 141(R)-1, Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arises from Contingencies ( FSP FAS 141R-1 ), which amends and clarifies SFAS 141R to address application issues, including: (1) initial recognition and measurement; (2) subsequent measurement and accounting; and (3) disclosure of assets and liabilities arising from contingencies in a business combination. SFAS 141R and FSP FAS 141R-1 were prospectively effective for business combinations consummated in fiscal years beginning on or after December 15, 2008, with early application prohibited. The adoption of SFAS 141R and FSP FAS 141R-1 on January 1, 2009 did not have a material impact on EAC's results of operations or financial condition. However, the application of SFAS 141R and FSP FAS 141R-1 to future acquisitions could impact EAC's results of operations and financial condition and the reporting of acquisitions in the consolidated financial statements.

*SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements – an amendment to ARB No. 51 ( SFAS 160 )*

In December 2007, the FASB issued SFAS 160, which amends Accounting Research Bulletin No. 51, "Consolidated Financial Statements" to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 was prospectively effective for fiscal years beginning on or after December 15, 2008, except for the presentation and disclosure requirements which are retrospective. SFAS 160 clarifies that a noncontrolling interest in a subsidiary, which is sometimes referred to as minority interest, is an ownership interest in the consolidated entity that should be reported as a component of equity in the consolidated financial statements. Among other requirements, SFAS 160 requires consolidated net income to be reported for the amounts attributable to both the parent and the noncontrolling interest on the face of the consolidated statement of operations and gains on a subsidiaries' issuance of equity to be accounted for as capital transactions. The adoption of SFAS 160 on January 1, 2009 did not have a material impact on EAC's results of operations or financial condition.

*SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133 ( SFAS 161 )*

In March 2008, the FASB issued SFAS 161, which amends SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities ( SFAS 133 ), to require enhanced disclosures, including: (1) how and why an entity uses derivative instruments; (2) how derivative instruments and related hedged items are accounted for under SFAS 133 and its related interpretations; and (3) how derivative instruments and related hedged items affect an entity's

financial position, financial performance, and cash flows. SFAS 161 was effective for fiscal years beginning on or after November 15, 2008, with early application encouraged. The adoption of SFAS 161 on January 1, 2009 required additional disclosures regarding EAC's derivative instruments; however, it did not impact EAC's results of operations or financial condition. Please read Note 5. Derivative Financial Instruments for additional discussion.

*FSP No. EITF 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities ( FSP EITF 03-6-1 )*

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)

In June 2008, the FASB issued FSP EITF 03-6-1, which addresses whether instruments granted in equity-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation for computing basic earnings per share (EPS) under the two-class method described by SFAS No. 128, *Earnings per Share* (SFAS 128). FSP EITF 03-6-1 was retroactively effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years, with early application prohibited. The adoption of FSP EITF 03-6-1 on January 1, 2009 did not have a material impact on EAC's results of operations or financial condition. All periods presented in the accompanying Consolidated Financial Statements have been restated to reflect the adoption of FSP EITF 03-6-1. Please read Note 11. Earnings Per Share for additional discussion. *SEC Release No. 33-8995, Modernization of Oil and Gas Reporting (Release 33-8995)*

In December 2008, the SEC issued Release 33-8995, which amends oil and natural gas reporting requirements under Regulations S-K and S-X. Release 33-8995 also adds a section to Regulation S-K (Subpart 1200) to codify the revised disclosure requirements in Securities Act Industry Guide 2, which is being phased out. Release 33-8995 permits the use of new technologies to determine proved reserves if those technologies have been demonstrated empirically to lead to reliable conclusions about reserves volumes. Release 33-8995 will also allow companies to disclose their probable and possible reserves to investors at the company's option. In addition, the new disclosure requirements require companies to: (1) report the independence and qualifications of its reserves preparer or auditor; (2) file reports when a third party is relied upon to prepare reserves estimates or conduct a reserves audit; and (3) report oil and gas reserves using an average price based upon the prior 12-month period rather than a year-end price, unless prices are defined by contractual arrangements, excluding escalations based on future conditions. Release 33-8995 is prospectively effective for fiscal years ending on or after December 31, 2009, with early application prohibited. EAC is evaluating the impact the adoption of Release 33-8995 will have on its financial condition, results of operations, and disclosures.

*FSP No. FAS 107-1 and APB 28-1, Disclosure of Fair Value of Financial Instruments in Interim Statements (FSP FAS 107-1 and APB 28-1)*

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, which requires that disclosures concerning the fair value of financial instruments be presented in interim as well as annual financial statements. FSP FAS 107-1 and APB 28-1 is prospectively effective for interim reporting periods ending after June 15, 2009. The adoption of FSP FAS 107-1 and APB 28-1 will require additional disclosures regarding EAC's financial instruments; however, it will not impact EAC's results of operations or financial condition.

**Note 3. Inventory**

Inventory includes materials and supplies and oil in pipelines, which are stated at the lower of cost (determined on an average basis) or market. Oil produced at the lease which resides unsold in pipelines is carried at an amount equal to its operating costs to produce. Oil in pipelines purchased from third parties is carried at average purchase price. Inventory consisted of the following as of the dates indicated:

	<b>March 31, 2009</b>	<b>December 31, 2008</b>
	(in thousands)	
Materials and supplies	\$ 24,969	\$ 15,933
Oil in pipelines	8,322	8,865
Total inventory	\$ 33,291	\$ 24,798

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**Note 4. Proved Properties**

Amounts shown in the accompanying Consolidated Balance Sheets as Proved properties, including wells and related equipment consisted of the following as of the dates indicated:

	<b>March 31, 2009</b>	<b>December 31, 2008</b>
	(in thousands)	
Proved leasehold costs	\$ 1,423,174	\$ 1,421,859
Wells and related equipment Completed	2,097,192	1,943,275
Wells and related equipment In process	133,353	173,325
Total proved properties	\$ 3,653,719	\$ 3,538,459

**Note 5. Derivative Financial Instruments*****Derivative Policy***

EAC uses various financial instruments for non-trading purposes to manage and reduce price volatility and other market risks associated with its oil and natural gas production. These arrangements are structured to reduce EAC's exposure to commodity price decreases, but they can also limit the benefit EAC might otherwise receive from commodity price increases. EAC's risk management activity is generally accomplished through over-the-counter derivative contracts with large financial institutions. EAC also uses derivative instruments in the form of interest rate swaps, which hedge risk related to interest rate fluctuation.

EAC applies the provisions of SFAS 133, which requires each derivative instrument to be recorded in the balance sheet at fair value. If a derivative has not been designated as a hedge or does not otherwise qualify for hedge accounting, it must be adjusted to fair value through earnings. However, if a derivative qualifies for hedge accounting, depending on the nature of the hedge, changes in fair value can be recognized in accumulated other comprehensive loss until such time as the hedged item is recognized in earnings.

In order to qualify for cash flow hedge accounting, the cash flows from the hedging instrument must be highly effective in offsetting changes in cash flows of the hedged item. In addition, all hedging relationships must be designated, documented, and reassessed periodically. Cash flow hedges are marked to market through accumulated other comprehensive loss each period.

EAC has elected to designate its current interest rate swaps as cash flow hedges. The effective portion of the mark-to-market gain or loss on these derivative instruments is recorded in Accumulated other comprehensive loss on the accompanying Consolidated Balance Sheets and reclassified into earnings in the same period in which the hedged transaction affects earnings. Any ineffective portion of the mark-to-market gain or loss is recognized in earnings immediately as Derivative fair value loss (gain) in the accompanying Consolidated Statements of Operations.

EAC has not elected to designate its current portfolio of commodity derivative contracts as hedges and therefore, changes in fair value of these instruments are recognized in earnings as Derivative fair value loss (gain) in the accompanying Consolidated Statements of Operations.

***Commodity Derivative Contracts***

EAC manages commodity price risk with swap contracts, put contracts, collars, and floor spreads. Swap contracts provide a fixed price for a notional amount of sales volumes. Put contracts provide a fixed floor price on a notional amount of sales volumes while allowing full price participation if the relevant index price closes above the floor price. Collars provide a floor price on a notional amount of sales volumes while allowing some additional price participation if the relevant index price closes above the floor price.

From time to time, EAC sells floors with a strike price below the strike price of the purchased floors in order to partially finance the premiums paid on the purchased floors. Together the two floors, known as a floor spread or put

spread, have a lower premium cost than a traditional floor contract but provide price protection only down to the strike price of the short floor. As with EAC's other commodity derivative contracts, these are marked-to-market each quarter through Derivative fair value loss (gain) in the accompanying Consolidated Statements of Operations. In the following tables, the purchased floor component of these floor spreads are shown net and included with EAC's other floor contracts.

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The following tables summarize EAC's open commodity derivative contracts as of March 31, 2009:  
*Oil Derivative Contracts*

Period	Average Daily	Weighted Average	Average Daily	Weighted Average	Average Daily	Weighted Average	Asset Fair Market Value (in thousands)
	Floor Volume	Floor Price	Cap Volume	Cap Price (per Bbl)	Swap Volume	Swap Price (per Bbl)	
	(Bbls)	(per Bbl)	(Bbls)	(per Bbl)	(Bbls)	(per Bbl)	
Apr. Dec. 2009 (a)	3,130	\$ 110.00	440	\$ 97.75	1,000	\$ 68.70	\$ 50,326
<b>2010</b>	880	80.00	440	93.80			29,759
	2,000	75.00	2,500	73.43			
	5,000	60.80	500	65.60			
	1,000	56.00			2,000	60.84	
<b>2011</b>	1,880	80.00	1,440	95.41			15,550
	1,000	70.00					
							\$ 95,635

(a) In addition, ENP has a floor contract for 1,000 Bbls/D at \$63.00 per Bbl and a short floor contract for 1,000 Bbls/D at \$65.00 per Bbl.

*Natural Gas Derivative Contracts*

Period	Average Daily	Weighted Average	Average Daily	Weighted Average	Average Daily	Weighted Average	Asset Fair Market Value (in thousands)
	Floor Volume	Floor Price	Cap Volume	Cap Price (per Mcf)	Swap Volume	Swap Price (per Mcf)	
	(Mcf)	(per Mcf)	(Mcf)	(per Mcf)	(Mcf)	(per Mcf)	
Apr. Dec. 2009	3,800	\$ 8.20	3,800	\$ 9.83		\$	\$ 20,259



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	3,800	7.20	5,000	7.45			
	6,800	6.57	15,000	6.63			
	15,000	5.64					
<b>2010</b>							7,747
	3,800	8.20	3,800	9.58			
	4,698	7.26			902	6.30	
<b>2011</b>							761
	898	6.76			902	6.70	
<b>2012</b>							575
	898	6.76			902	6.66	
							\$ 29,342

The following table summarizes the fair value of EAC's commodity derivative contracts as of March 31, 2009:

(in thousands)	Asset Derivatives				Liability Derivatives			
	Current		Long-Term		Current		Long-Term	
<b>Derivatives not designated as</b>	<b>Balance</b>	<b>Fair</b>	<b>Balance</b>	<b>Fair</b>	<b>Balance</b>	<b>Fair</b>	<b>Balance</b>	<b>Fair</b>
<b>hedging instruments</b>	<b>Sheet</b>	<b>Value</b>	<b>Sheet</b>	<b>Value</b>	<b>Sheet</b>	<b>Value</b>	<b>Sheet</b>	<b>Value</b>
<b>under SFAS 133</b>	<b>Location</b>		<b>Location</b>		<b>Location</b>		<b>Location</b>	
Commodity derivative contracts	Derivatives		Derivatives		Derivatives		Derivatives	
	current		long-term		current		long-term	
	assets	\$ 81,378	assets	\$ 45,642	liabilities	\$ 36	liabilities	\$ 2,007

As of March 31, 2009, EAC had \$16.6 million of deferred premiums payable, of which \$11.6 million was long-term and included in Derivatives in the non-current liabilities section of the accompanying Consolidated Balance Sheet and \$5.0 million was current and included in Derivatives in the current liabilities section of the accompanying Consolidated Balance Sheet. The premiums relate

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to various oil and natural gas floor contracts and are payable on a monthly basis from April 2009 to January 2011. EAC recorded these premiums at their net present value at the time the contracts were entered into and accretes that value to the eventual settlement price by recording interest expense each period.

*Counterparty Risk.* At March 31, 2009, EAC had committed greater than 10 percent (in terms of fair market value) of either its oil or natural gas derivative contracts to the following counterparties:

<b>Counterparty</b>	<b>Percentage of Oil Derivative Contracts Committed</b>	<b>Percentage of Natural Gas Derivative Contracts Committed</b>
BNP Paribas	53%	18%
Calyon	24%	40%
JP Morgan	7%	18%
Wachovia Bank	3%	23%

In order to mitigate the credit risk of financial instruments, EAC enters into master netting agreements with significant counterparties. The master netting agreement is a standardized, bilateral contract between a given counterparty and EAC. Instead of treating each derivative financial transaction between the counterparty and EAC separately, the master netting agreement enables the counterparty and EAC to aggregate all financial trades and treat them as a single agreement. This arrangement benefits EAC in three ways: (1) the netting of the value of all trades reduces the likelihood of counterparties requiring daily collateral posting by EAC; (2) default by a counterparty under one financial trade can trigger rights to terminate all financial trades with such counterparty; and (3) netting of settlement amounts reduces EAC's credit exposure to a given counterparty in the event of close-out. EAC's accounting policy is to not offset fair value amounts recognized for derivative instruments.

**Interest Rate Swaps**

ENP uses derivative instruments in the form of interest rate swaps, which hedge risk related to interest rate fluctuation, whereby it converts the interest due on certain floating rate debt under its revolving credit facility to a weighted average fixed rate. The following table summarizes ENP's open interest rate swaps as of March 31, 2009, all of which were entered into with Bank of America, N.A.:

<b>Term</b>	<b>Notional Amount (in thousands)</b>	<b>Fixed Rate</b>	<b>Floating Rate</b>
Apr. 2009 - Jan. 2011	\$50,000	3.1610%	1-month LIBOR
Apr. 2009 - Jan. 2011	25,000	2.9650%	1-month LIBOR
Apr. 2009 - Jan. 2011	25,000	2.9613%	1-month LIBOR
Apr. 2009 - Mar. 2012	50,000	2.4200%	1-month LIBOR

The following table summarizes the fair value of EAC's interest rate swaps as of March 31, 2009:

<b>(in thousands)</b>	<b>Liability Derivatives</b>	
<b>Derivatives designated as</b>	<b>Current</b>	<b>Long-Term</b>

hedging instruments under SFAS 133	Balance Sheet	Fair Value	Balance Sheet	Fair Value
	Location		Location	
Interest rate swaps	Derivatives		Derivatives	
	current liabilities	\$ 3,143	long-term liabilities	\$ 2,043

The actual gains or losses ENP will realize from its interest rate swaps may vary significantly from the deferred loss recorded in accumulated other comprehensive loss due to the fluctuation of interest rates.

***Current Period Impact***

EAC recognized derivative fair value gains and losses related to: (1) ineffectiveness on derivative contracts designated as hedges; (2) changes in the fair market value of derivative contracts not designated as hedges; (3) settlements on derivative contracts not

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designated as hedges; and (4) premium amortization. The following table summarizes the components of Derivative fair value loss (gain) for the periods indicated:

	<b>Three months ended March 31,</b>	
	<b>2009</b>	<b>2008</b>
	(in thousands)	
Ineffectiveness	\$ 89	\$ (381)
Mark-to-market loss	202,782	45,614
Premium amortization	77,955	15,513
Settlements	(329,417)	4,392
<b>Total derivative fair value loss (gain)</b>	<b>\$ (48,591)</b>	<b>\$ 65,138</b>

In March 2009, EAC elected to monetize certain of its 2009 oil derivative contracts representing approximately 77 percent of its consolidated 2009 oil derivative contracts. EAC received proceeds of approximately \$190.4 million from these settlements, which were used to reduce outstanding borrowings under EAC's revolving credit facility.

The following table summarizes the effect of derivative instruments not designated as hedges under SFAS 133 on the Consolidated Statements of Operations for the periods indicated:

<b>Derivatives Not Designated as Hedges Under SFAS 133</b>	<b>Location of Loss (Gain) Recognized In Income</b>	<b>Amount of Loss (Gain) Recognized In Income</b>	
		<b>Three Months Ended March 31,</b>	
		<b>2009</b>	<b>2008</b>
		(in thousands)	
Commodity derivative contracts	Derivative fair value loss (gain)	\$ (48,680)	\$ 65,519

The following table summarizes the effect of derivative instruments designated as hedges under SFAS 133 on the Consolidated Statements of Operations for the periods indicated:

<b>(in thousands)</b>	<b>Amount of Loss (Gain)</b>				<b>Location of Loss (Gain) Recognized in Income</b>	<b>Amount of Loss (Gain) Recognized In Income as Ineffective Three months ended</b>	
	<b>Amount of Loss (Gain) Recognized in OCI (Effective Portion) Three months ended</b>	<b>Location of Loss (Gain) Reclassified from Accumulated OCI into Income</b>	<b>Reclassified from Accumulated OCI into Income (Effective Portion) Three months ended</b>	<b>March 31, 2009</b>			<b>March 31, 2008</b>
<b>Derivatives Designated as Hedges Under SFAS 133</b>	<b>March 31, 2009</b>	<b>March 31, 2008</b>	<b>March 31, 2009</b>	<b>March 31, 2008</b>		<b>March 31, 2009</b>	<b>March 31, 2008</b>

			<b>(Effective Portion)</b>			<b>as Ineffective Derivative fair value loss (gain)</b>		
Interest rate swaps	\$ 715	\$ 1,568	Interest expense	\$ 881	\$ (18)		\$ (89)	\$ (381)
Commodity derivative contracts			Oil and natural gas revenues		1,429			
Total	\$ 715	\$ 1,568		\$ 881	\$ 1,411		\$ (89)	\$ (381)

**Accumulated Other Comprehensive Loss**

At March 31, 2009 and December 31, 2008, accumulated other comprehensive loss consisted entirely of deferred losses, net of tax, on ENP's interest rate swaps of \$2.1 million and \$1.7 million, respectively. During the twelve months ending March 31, 2010, EAC expects to reclassify \$3.1 million of deferred losses associated with ENP's interest rate swaps from accumulated other comprehensive loss to interest expense and \$1.1 million of deferred income taxes to income tax benefit.

**Note 6. Fair Value Measurements**

As discussed in Note 2. Basis of Presentation, EAC adopted FSP FAS 157-2 on January 1, 2009, as it relates to nonfinancial assets and liabilities. EAC adopted SFAS 157 on January 1, 2008, as it relates to financial assets and liabilities. SFAS 157 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of the fair value hierarchy defined by SFAS 157 are as follows:

Level 1 Unadjusted quoted prices are available in active markets for identical assets or liabilities.

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Level 2 Pricing inputs, other than quoted prices within Level 1, that are either directly or indirectly observable.

Level 3 Pricing inputs that are unobservable requiring the use of valuation methodologies that result in management's best estimate of fair value.

EAC's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of the financial assets and liabilities and their placement within the fair value hierarchy levels. The following methods and assumptions were used to estimate the fair values of EAC's financial assets and liabilities that are accounted for at fair value on a recurring basis:

Level 2 Fair values of oil and natural gas swaps were estimated using a combined income and market-based valuation methodology based upon forward commodity price curves obtained from independent pricing services reflecting broker market quotes. Fair values of interest rate swaps were estimated using a combined income and market-based valuation methodology based upon credit ratings and forward interest rate yield curves obtained from independent pricing services reflecting broker market quotes.

Level 3 Fair values of oil and natural gas floors and caps were estimated using pricing models and discounted cash flow methodologies based on inputs that are not readily available in public markets.

The following table sets forth EAC's financial assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2009:

Description	Asset (Liability) at March 31, 2009	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Oil derivative contracts swaps	\$ 2,467	\$	\$ 2,467	\$
Oil derivative contracts floors and caps	93,168			93,168
Natural gas derivative contracts swaps	707		707	
Natural gas derivative contracts floors and caps	28,635			28,635
Interest rate swaps	(5,186)		(5,186)	
Total	\$ 119,791	\$	\$ (2,012)	\$ 121,803

The following table summarizes the changes in the fair value of EAC's Level 3 financial assets and liabilities for the three months ended March 31, 2009:

**Fair Value Measurements Using Significant  
Unobservable Inputs (Level 3)**

	<b>Oil Derivative Contracts Floors and Caps</b>	<b>Natural Gas Derivative Contracts Floors and Caps (in thousands)</b>	<b>Total</b>
Balance at January 1, 2009	\$ 337,335	\$ 12,741	\$ 350,076
Total gains (losses):			
Included in earnings	39,008	21,607	60,615
Purchases, issuances, and settlements	(283,175)	(5,713)	(288,888)
Balance at March 31, 2009	\$ 93,168	\$ 28,635	\$ 121,803

The amount of total gains or losses for the period included in earnings attributable to the change in unrealized gains or losses relating to assets still held at the reporting date

\$ 39,008	\$ 21,607	\$ 60,615
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Since EAC does not use hedge accounting for its commodity derivative contracts, all gains and losses on its Level 3 financial assets and liabilities are included in Derivative fair value loss (gain) in the accompanying Consolidated Statements of Operations. All fair values have been adjusted for non-performance risk, resulting in a reduction of the net commodity derivative asset of approximately \$2.0 million as of March 31, 2009.

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EAC’s assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of the nonfinancial assets and liabilities and their placement within the fair value hierarchy levels. The following methods and assumptions were used to estimate the fair values of EAC’s nonfinancial assets and liabilities that are accounted for at fair value on a nonrecurring basis:

Level 3 Fair value of goodwill is determined using the estimated price EAC would receive to sell the reportable units. These inputs are not readily available in public markets. Fair values of other intangibles and asset retirement obligations are determined using discounted cash flow methodologies based on inputs that are not readily available in public markets.

The following table sets forth EAC’s nonfinancial assets and liabilities that were accounted for at fair value on a nonrecurring basis as of March 31, 2009:

<b>Description</b>	<b>Fair Value Measurements Using</b>					<b>Total Gains (Losses)</b>
	<b>Asset (Liability) at March 31, 2009</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>		

**Note 7. Asset Retirement Obligations**

Asset retirement obligations relate to future plugging and abandonment expenses on oil and natural gas properties and related facilities disposal. The following table summarizes the changes in EAC’s asset retirement obligations for the three months ended March 31, 2009 (in thousands):

Future abandonment liability at January 1, 2009	\$ 49,569
Wells drilled	165
Accretion of discount	598
Plugging and abandonment costs incurred	(158)
Revision of previous estimates	(1,412)
 Future abandonment liability at March 31, 2009	 \$ 48,762

As of March 31, 2009, \$47.3 million of EAC’s asset retirement obligations were long-term and recorded in Future abandonment cost, net of current portion and \$1.5 million were current and included in Other current liabilities in the accompanying Consolidated Balance Sheets. Approximately \$4.4 million of the future abandonment liability



represents the estimated cost for decommissioning ENP's Elk Basin natural gas processing plant. ENP expects to continue reserving additional amounts based on the estimated timing to cease operations of the natural gas processing plant.

As of March 31, 2009 and December 31, 2008, EAC held \$9.2 million in escrow, which is to be released only for reimbursement of actual plugging and abandonment costs incurred on its Bell Creek properties, which is included in other long-term assets in the accompanying Consolidated Balance Sheets.

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**Note 8. Long-Term Debt**

Long-term debt consisted of the following as of the dates indicated:

	<b>Maturity Date</b>	<b>March 31, 2009</b>	<b>December 31, 2008</b>
		(in thousands)	
Revolving credit facilities	3/7/2012	\$ 538,000	\$ 725,000
6.25% Senior Subordinated Notes	4/15/2014	150,000	150,000
6.0% Senior Subordinated Notes, net of unamortized discount of \$3,834 and \$3,960, respectively	7/15/2015	296,166	296,040
7.25% Senior Subordinated Notes, net of unamortized discount of \$1,204 and \$1,229, respectively	12/1/2017	148,796	148,771
<b>Total</b>		<b>\$ 1,132,962</b>	<b>\$ 1,319,811</b>

**Encore Acquisition Company Senior Secured Credit Agreement**

EAC is a party to a five-year amended and restated credit agreement dated March 7, 2007 (as amended, the EAC Credit Agreement). The EAC Credit Agreement matures on March 7, 2012. Effective March 10, 2009, EAC amended the EAC Credit Agreement to, among other things, increase the interest rate margins and commitment fees applicable to loans made under the EAC Credit Agreement. The EAC Credit Agreement provides for revolving credit loans to be made to EAC from time to time and letters of credit to be issued from time to time for the account of EAC or any of its restricted subsidiaries.

The aggregate amount of the commitments of the lenders under the EAC Credit Agreement is \$1.25 billion. Availability under the EAC Credit Agreement is subject to a borrowing base, which is redetermined semi-annually on April 1 and October 1 and upon requested special redeterminations. In March 2009, the borrowing base of the EAC Credit Agreement was reaffirmed at \$1.1 billion before an adjustment of \$200 million solely as a result of the monetization of certain of EAC's 2009 oil derivative contracts during the first quarter of 2009. As of March 31, 2009, the borrowing base was \$900 million and there were \$353 million of outstanding borrowings and \$547 million of borrowing capacity under the EAC Credit Agreement. As of March 31, 2009, EAC was in compliance with all covenants of the EAC Credit Agreement.

Eurodollar loans under the EAC Credit Agreement bear interest at the Eurodollar rate plus the applicable margin indicated in the following table, and base rate loans under the EAC Credit Agreement bear interest at the base rate plus the applicable margin indicated in the following table:

<b>Ratio of Total Outstanding Borrowings to Borrowing Base</b>	<b>Applicable Margin for Eurodollar Loans</b>	<b>Applicable Margin for Base Rate Loans</b>
Less than .50 to 1	1.750%	0.500%
Greater than or equal to .50 to 1 but less than .75 to 1	2.000%	0.750%
Greater than or equal to .75 to 1 but less than .90 to 1	2.250%	1.000%
Greater than or equal to .90 to 1	2.500%	1.250%

The Eurodollar Rate for any interest period (either one, two, three, or six months, as selected by EAC) is the rate equal to the British Bankers Association LIBOR Rate for deposits in dollars for a similar interest period. The Base Rate is calculated as the highest of: (1) the annual rate of interest announced by Bank of America, N.A. as its prime

rate ; (2) the federal funds effective rate plus 0.5 percent; or (3) during a LIBOR Unavailability Period, the Eurodollar Rate (for dollar deposits for a one-month term) for such day plus 1.0 percent.

The following table summarizes the commitment fee percentage under the EAC Credit Agreement:

<b>Ratio of Total Outstanding Borrowings to Borrowing Base</b>	<b>Commitment Fee Percentage</b>
Less than .90 to 1	0.375%
Greater than or equal to .90 to 1	0.500%

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**Encore Energy Partners Operating LLC Credit Agreement**

Encore Energy Partners Operating LLC ( OLLC ), a Delaware limited liability company and wholly owned subsidiary of ENP, is a party to a five-year credit agreement dated March 7, 2007 (as amended, the OLLC Credit Agreement ). The OLLC Credit Agreement matures on March 7, 2012. Effective March 10, 2009, OLLC amended the OLLC Credit Agreement to, among other things, increase the interest rate margins and commitment fees applicable to loans made under the OLLC Credit Agreement. The OLLC Credit Agreement provides for revolving credit loans to be made to OLLC from time to time and letters of credit to be issued from time to time for the account of OLLC or any of its restricted subsidiaries.

The aggregate amount of the commitments of the lenders under the OLLC Credit Agreement is \$300 million. Availability under the OLLC Credit Agreement is subject to a borrowing base, which is redetermined semi-annually on April 1 and October 1 and upon requested special redeterminations. In March 2009, the borrowing base under the OLLC Credit Agreement was redetermined with no change. As of March 31, 2009, the borrowing base was \$240 million and there were \$185 million of outstanding borrowings and \$55 million of borrowing capacity under the OLLC Credit Agreement. As of March 31, 2009, OLLC was in compliance with all covenants of the OLLC Credit Agreement.

Eurodollar loans under the OLLC Credit Agreement bear interest at the Eurodollar rate plus the applicable margin indicated in the following table, and base rate loans under the OLLC Credit Agreement bear interest at the base rate plus the applicable margin indicated in the following table:

<b>Ratio of Total Outstanding Borrowings to Borrowing Base</b>	<b>Applicable Margin for Eurodollar Loans</b>	<b>Applicable Margin for Base Rate Loans</b>
Less than .50 to 1	1.750%	0.750%
Greater than or equal to .50 to 1 but less than .75 to 1	2.000%	0.750%
Greater than or equal to .75 to 1 but less than .90 to 1	2.250%	1.000%
Greater than or equal to .90 to 1	2.500%	1.250%

The Eurodollar Rate for any interest period (either one, two, three, or six months, as selected by ENP) is the rate equal to the British Bankers Association LIBOR Rate for deposits in dollars for a similar interest period. The Base Rate is calculated as the highest of: (1) the annual rate of interest announced by Bank of America, N.A. as its prime rate ; (2) the federal funds effective rate plus 0.5 percent; or (3) during a LIBOR Unavailability Period, the Eurodollar Rate (for dollar deposits for a one-month term) for such day plus 1.0 percent.

The following table summarizes the commitment fee percentage under the OLLC Credit Agreement:

<b>Ratio of Total Outstanding Borrowings to Borrowing Base</b>	<b>Commitment Fee Percentage</b>
Less than .90 to 1	0.375%
Greater than or equal to .90 to 1	0.500%

**Note 9. Stockholders Equity**

In October 2008, EAC announced that its Board of Directors (the Board ) approved a share repurchase program authorizing EAC to repurchase up to \$40 million of its common stock. As of March 31, 2009, EAC had repurchased and retired 620,265 shares of its outstanding common stock for approximately \$17.2 million, or an average price of \$27.68 per share, under the share repurchase program. During the three months ended March 31, 2009, EAC did not repurchase any shares of its outstanding common stock under the share repurchase program. As of March 31, 2009, approximately \$22.8 million of EAC s common stock remained authorized for repurchase.

During the three months ended March 31, 2009, employees of EAC exercised 1,736 options for which EAC received proceeds of approximately \$31 thousand. During the three months ended March 31, 2009, employees elected to satisfy minimum tax withholding obligations related to the vesting of restricted stock by directing EAC to withhold 111,353 shares of common stock, which are accounted for as treasury stock until they are formally retired.

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)

**Note 10. Income Taxes**

The components of income tax benefit (provision) were as follows for the periods indicated:

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008</b>
	(in thousands)	
Federal:		
Current	\$ (3,373)	\$ (3,544)
Deferred	8,008	(13,804)
Total federal	4,635	(17,348)
State, net of federal benefit:		
Current	(351)	(566)
Deferred	601	(819)
Total state	250	(1,385)
Income tax benefit (provision)	\$ 4,885	\$ (18,733)

The following table reconciles income tax benefit (provision) with income tax at the Federal statutory rate for the periods indicated:

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008</b>
	(in thousands)	
Income (loss) before income taxes	\$ (10,788)	\$ 50,047
Income taxes at the Federal statutory rate	\$ 3,776	\$ (17,516)
State income taxes, net of federal benefit	250	(1,328)
Tax on income attributable to noncontrolling interest	579	33
Nondeductible deferred compensation expense		(263)
Permanent and other	280	341
Income tax benefit (provision)	\$ 4,885	\$ (18,733)

At March 31, 2009, EAC had federal alternative minimum tax ( AMT ) credits of \$2.3 million, which are available to reduce future federal regular tax liabilities in excess of AMT. The AMT credits have no expiration and EAC anticipates sufficient taxable income in future years to utilize the credits. Therefore, a valuation allowance against these deferred tax assets is not considered necessary.

As of March 31, 2009 and December 31, 2008, all of EAC's tax positions met the more-likely-than-not threshold prescribed by FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No. 109*. As a result, no additional tax expense, interest, or penalties have been accrued. EAC includes interest assessed by taxing authorities in Interest expense and penalties related to income taxes in Other expense on its

Consolidated Statements of Operations. For the three months ended March 31, 2009 and 2008, EAC recorded only a nominal amount of interest and penalties on certain tax positions.

**Note 11. Earnings Per Share**

As discussed in Note 2. Basis of Presentation, EAC adopted FSP EITF 03-06-1 on January 1, 2009, and all periods have been restated to calculate EPS in accordance with this pronouncement. Under the two-class method of calculating EPS, earnings are allocated to participating securities as if all the earnings for the period had been distributed. A participating security is any security that contains nonforfeitable rights to dividends or dividend equivalents paid to common stockholders. For purposes of calculating EPS, unvested restricted stock awards are considered participating securities.

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)

EPS is calculated by dividing the common stockholders' interest in net income (loss), after deducting the interests of participating securities, by the weighted average shares outstanding.

The following table reflects the allocation of net income (loss) to the common stockholders and EPS computations for the periods indicated:

	<b>Three months ended</b>	
	<b>March 31,</b>	
	<b>2009</b>	<b>2008 (c)</b>
	(in thousands, except per share amounts)	
<b>Basic Earnings Per Share</b>		
<b>Numerator:</b>		
Undistributed net income (loss) attributable to EAC	\$ (7,556)	\$ 31,220
Participation rights of unvested restricted stock in undistributed earnings (a)		(544)
Basic undistributed net income (loss) attributable to EAC common shares	\$ (7,556)	\$ 30,676
<b>Denominator:</b>		
Basic weighted average shares outstanding	51,688	52,799
Basic EPS attributable to EAC common shares	\$ (0.15)	\$ 0.58
<b>Diluted Earnings Per Share</b>		
<b>Numerator:</b>		
Undistributed net income (loss) attributable to EAC	\$ (7,556)	\$ 31,220
Participation rights of unvested restricted stock in undistributed earnings (a)		(544)
Basic undistributed net income (loss) attributable to EAC common shares	\$ (7,556)	\$ 30,676
<b>Denominator:</b>		
Basic weighted average shares outstanding	51,688	52,799
Effect of dilutive options (b)		533
Diluted weighted average shares outstanding	51,688	53,332
Diluted EPS attributable to EAC common shares	\$ (0.15)	\$ 0.58

(a) Unvested restricted stock has no contractual obligation to



absorb losses of EAC. Therefore, for the three months ended March 31, 2009, 921,652 shares of restricted stock were outstanding but excluded from the EPS calculations because their effect would have been antidilutive. Please read Note 12. Incentive Stock Plans for additional discussion of restricted stock.

- (b) For the three months ended March 31, 2009 and 2008, options to purchase 1,752,377 and 121,653 shares of common stock, respectively, were outstanding but excluded from the EPS calculations because their effect would have been antidilutive. Please read Note 12. Incentive Stock Plans for additional discussion of stock options.

- (c) For the three months ended March 31, 2008, EAC considered the impact of the conversion of vested management incentive units held by certain executive officers of GP LLC. The conversion of the management incentive units into limited partner units of ENP would reduce EAC's share of ENP's earnings. For the three months ended March 31, 2008, the impact of this conversion would have been immaterial and was thus excluded from the above calculation of diluted EPS. Please read Note 17. ENP for additional discussion of ENP's management incentive units.

**Note 12. Incentive Stock Plans**

In May 2008, EAC's stockholders approved the 2008 Incentive Stock Plan (the 2008 Plan ). No additional awards will be granted under EAC's 2000 Incentive Stock Plan (the 2000 Plan ) and any outstanding awards granted under the 2000 Plan will remain outstanding in accordance with their terms. The purpose of the 2008 Plan is to attract, motivate, and retain selected employees of EAC and to provide EAC with the ability to provide incentives more directly linked to the profitability of the business and increases in stockholder value. All directors and full-time regular employees of EAC and its subsidiaries and affiliates are eligible to be granted awards under the 2008 Plan. The 2008 Plan provides for the granting of cash awards, incentive stock options, non-qualified stock options, restricted stock, and stock appreciation rights at the discretion of the Compensation Committee of the Board. The Board also has a Special Stock

Award Committee whose sole member is Jon S. Brumley, EAC's Chief Executive Officer and President. The Special Stock Award Committee may grant up to 25,000 shares of restricted stock on an annual basis to non-executive employees at its discretion.

The total number of shares of EAC's common stock reserved for issuance pursuant to the 2008 Plan is 2,400,000, of which no more than 1,600,000 are available for grants of full value stock awards, such as restricted stock or stock units. As of March 31, 2009, there were 1,749,608 shares available for issuance under the 2008 Plan. Shares delivered or withheld for payment of the exercise price of an option, shares withheld for payment of tax withholding, shares subject to options or other awards that expire or are forfeited, and restricted shares that are forfeited will again become available for issuance under the 2008 Plan.

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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The 2008 Plan contains the following individual limits:

an employee may not be granted awards covering or relating to more than 300,000 shares of common stock during any calendar year;

a non-employee director may not be granted awards covering or relating to more than 20,000 shares of common stock during any calendar year; and

an employee may not receive awards consisting of cash (including cash awards that are granted as performance awards) in respect of any calendar year having a value determined on the grant date in excess of \$5.0 million.

During the three months ended March 31, 2009 and 2008, EAC recorded non-cash stock-based compensation expense related to its incentive stock plans of \$4.0 million and \$1.8 million, respectively, which was allocated to LOE and general and administrative expense in the accompanying Consolidated Statements of Operations based on the allocation of the respective employees' cash compensation. During the three months ended March 31, 2009 and 2008, EAC also capitalized \$0.6 million and \$0.4 million, respectively, of non-cash stock-based compensation cost related to its incentive stock plans as a component of Properties and equipment in the accompanying Consolidated Balance Sheets. During the three months ended March 31, 2009 and 2008, EAC recognized income tax benefits related to its incentive stock plans of \$1.5 million and \$0.7 million, respectively.

Please read Note 18. ENP for a discussion of ENP's unit-based compensation plans.

**Stock Options**

All options have a strike price equal to the fair market value of EAC's common stock on the grant date, have a ten-year life, and vest over a three-year period. The fair value of options granted during the three months ended March 31, 2009 and 2008 was estimated on the grant date using a Black-Scholes option valuation model based on the following assumptions:

	<b>Three months ended March</b>	
	<b>31,</b>	
	<b>2009</b>	<b>2008</b>
Expected volatility	51.9%	33.7%
Expected dividend yield	0.0%	0.0%
Expected term (in years)	6.25	6.25
Risk-free interest rate	2.1%	3.0%
Weighted-average fair value per share	\$ 15.81	\$ 13.15

The expected volatility was based on the historical volatility of EAC's common stock for a period of time commensurate with the expected term of the options. EAC determined the expected life of the options based on an analysis of historical exercise and forfeiture behavior as well as expectations about future behavior. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the grant date for a period of time commensurate with the expected term of the options.

The following table summarizes the changes in EAC's outstanding options for the three months ended March 31, 2009:

<b>Number of</b>	<b>Weighted</b>	<b>Weighted</b>	<b>Aggregate</b>
<b>Options</b>	<b>Average</b>	<b>Average</b>	<b>Intrinsic</b>
<b>Options</b>	<b>Strike</b>	<b>Remaining</b>	<b>Value</b>
<b>Options</b>	<b>Price</b>	<b>Contractual</b>	<b>Value</b>
<b>Options</b>	<b>Price</b>	<b>Term</b>	<b>Value</b>

				(in thousands)
Outstanding at January 1, 2009	1,497,413	\$ 18.02		
Granted	269,417	30.55		
Forfeited or expired	(12,717)	30.91		
Exercised	(1,736)	17.59		
Outstanding at March 31, 2009	1,752,377	19.86	5.6	\$ 10,988
Exercisable at March 31, 2009	1,319,671	16.30	4.4	10,988

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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The total intrinsic value of options exercised during the three months ended March 31, 2009 and 2008 was \$22 thousand and \$0.2 million, respectively. During the three months ended March 31, 2009 and 2008, EAC received proceeds from the exercise of stock options of \$31 thousand and \$0.3 million, respectively, and recognized income tax benefits related to stock options of \$4 thousand and \$0.7 million, respectively. At March 31, 2009, EAC had \$3.6 million of total unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted average period of 2.6 years.

**Restricted Stock**

Restricted stock awards vest over varying periods from one to five years, subject to performance-based vesting for certain members of senior management. During the three months ended March 31, 2009 and 2008, EAC recognized expense related to restricted stock of \$3.0 million and \$1.5 million, respectively, and recognized income tax benefits (losses) related to the vesting of restricted stock of \$(0.3) million and \$0.5 million, respectively. The following table summarizes the changes in EAC's unvested restricted stock awards for the three months ended March 31, 2009:

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Outstanding at January 1, 2009	938,407	\$ 30.67
Granted	378,511	30.55
Vested	(376,717)	28.87
Forfeited	(18,549)	30.27
Outstanding at March 31, 2009	921,652	31.36

As of March 31, 2009, there were 702,632 shares of unvested restricted stock, 155,129 shares of which were granted during 2009, in which the vesting is dependent only on the passage of time and continued employment. Additionally, as of March 31, 2009, there were 219,020 shares of unvested restricted stock, all of which were granted during 2009, in which the vesting is dependent not only on the passage of time and continued employment, but also on the achievement of certain performance measures.

None of EAC's unvested restricted stock awards are subject to variable accounting. During the three months ended March 31, 2009 and 2008, there were 376,717 shares and 212,586 shares, respectively, of restricted stock that vested for which certain employees elected to satisfy minimum tax withholding obligations related thereto by directing EAC to withhold 111,353 shares and 28,193 shares of common stock, respectively. EAC accounts for these shares as treasury stock until they are formally retired and have been reflected as such in the accompanying consolidated financial statements. The total fair value of restricted stock that vested during the three months ended March 31, 2009 and 2008 was \$10.0 million and \$7.2 million, respectively. As of March 31, 2009, EAC had \$13.8 million of total unrecognized compensation cost related to unvested restricted stock, which is expected to be recognized over a weighted average period of 3.2 years.

**Note 13. Comprehensive Income (Loss)**

The components of comprehensive income (loss), net of tax, were as follows for the periods indicated:

	<b>Three months ended March 31,</b>	
	<b>2009</b>	<b>2008</b>
	(in thousands)	
Consolidated net income (loss)	\$ (5,903)	\$ 31,314

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Amortization of deferred loss on commodity derivative contracts		879
Change in deferred hedge loss on interest rate swaps	(545)	(1,171)
Consolidated comprehensive income (loss)	(6,448)	31,022
Less: comprehensive loss (income) attributable to noncontrolling interest	(1,449)	410
Comprehensive income (loss) attributable to EAC	\$ (7,897)	\$ 31,432

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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**Note 14. Financial Statements of Subsidiary Guarantors**

Certain of EAC's wholly owned subsidiaries are subsidiary guarantors of EAC's senior subordinated notes. The subsidiary guarantees are full and unconditional, and joint and several. The subsidiary guarantors may, without restriction, transfer funds to EAC in the form of cash dividends, loans, and advances. The following Condensed Consolidating Balance Sheets as of March 31, 2009 and December 31, 2008, and Condensed Consolidating Statements of Operations and Comprehensive Income (Loss) and Condensed Consolidating Statements of Cash Flows for the three months ended March 31, 2009 and 2008 present consolidating financial information for Encore Acquisition Company (the Parent) on a stand alone, unconsolidated basis, and its combined guarantor and combined non-guarantor subsidiaries. As of March 31, 2009, EAC's guarantor subsidiaries were:

EAP Properties, Inc.;

EAP Operating, LLC;

Encore Operating, L.P.; and

Encore Operating Louisiana, LLC.

As of March 31, 2009, EAC's non-guarantor subsidiaries were:

ENP;

OLLC;

GP LLC;

Encore Partners GP Holdings LLC;

Encore Partners LP Holdings LLC;

Encore Energy Partners Finance Corporation; and

Encore Clear Fork Pipeline LLC.

All intercompany investments in, loans due to/from, subsidiary equity, revenues, and expenses between the Parent, guarantor subsidiaries, and non-guarantor subsidiaries are shown prior to consolidation with the Parent and then eliminated to arrive at consolidated totals per the accompanying consolidated financial statements.



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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)  
**CONDENSED CONSOLIDATING BALANCE SHEET**  
**March 31, 2009**  
(in thousands)

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 1,779	\$ 21,451	\$ 242	\$	\$ 23,472
Other current assets	4,889	129,727	84,468	(3,510)	215,574
Total current assets	6,668	151,178	84,710	(3,510)	239,046
Properties and equipment, at cost - successful efforts method:					
Proved properties, including wells and related equipment		3,108,412	545,307		3,653,719
Unproved properties		120,408	56		120,464
Accumulated depletion, depreciation, and amortization		(722,848)	(118,009)		(840,857)
		2,505,972	427,354		2,933,326
Other property and equipment, net					
		11,273	511		11,784
Other assets, net	12,027	136,873	44,872		193,772
Investment in subsidiaries	2,767,366	18,744		(2,786,110)	
Total assets	\$ 2,786,061	\$ 2,824,040	\$ 557,447	\$ (2,789,620)	\$ 3,377,928
<b>LIABILITIES AND EQUITY</b>					
Current liabilities	\$ 108,471	\$ 151,831	\$ 26,437	\$ (3,510)	\$ 283,229
Deferred taxes	421,615		172		421,787
Long-term debt	947,962		185,000		1,132,962
Other liabilities		55,129	12,282		67,411
Total liabilities	1,478,048	206,960	223,891	(3,510)	1,905,389

Commitments and contingencies (see Note 15)

Total equity	1,308,013	2,617,080	333,556	(2,786,110)	1,472,539
Total liabilities and equity	\$ 2,786,061	\$ 2,824,040	\$ 557,447	\$ (2,789,620)	\$ 3,377,928

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)  
**CONDENSED CONSOLIDATING BALANCE SHEET**  
**December 31, 2008**  
(in thousands)

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ 607	\$ 813	\$ 619	\$	\$ 2,039
Other current assets	29,004	421,392	90,797	(2,302)	538,891
Total current assets	29,611	422,205	91,416	(2,302)	540,930
Properties and equipment, at cost - successful efforts method:					
Proved properties, including wells and related equipment		3,016,937	521,522		3,538,459
Unproved properties		124,272	67		124,339
Accumulated depletion, depreciation, and amortization		(670,991)	(100,573)		(771,564)
		2,470,218	421,016		2,891,234
Other property and equipment, net					
		11,877	562		12,439
Other assets, net	12,846	129,482	46,264		188,592
Investment in subsidiaries	2,976,208	(12,865)		(2,963,343)	
Total assets	\$ 3,018,665	\$ 3,020,917	\$ 559,258	\$ (2,965,645)	\$ 3,633,195
<b>LIABILITIES AND EQUITY</b>					
Current liabilities	\$ 118,089	\$ 215,640	\$ 20,825	\$ (2,302)	\$ 352,252
Deferred taxes	416,637		278		416,915
Long-term debt	1,169,811		150,000		1,319,811
Other liabilities		48,000	12,969		60,969
Total liabilities	1,704,537	263,640	184,072	(2,302)	2,149,947

Commitments and contingencies (see Note 15)

Total equity	1,314,128	2,757,277	375,186	(2,963,343)	1,483,248
Total liabilities and equity	\$ 3,018,665	\$ 3,020,917	\$ 559,258	\$ (2,965,645)	\$ 3,633,195

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)

**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME**  
**(LOSS)**

**For the Three Months Ended March 31, 2009**  
(in thousands)

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
Revenues:					
Oil	\$	\$ 73,587	\$ 14,702	\$	\$ 88,289
Natural gas		21,475	3,779		25,254
Marketing		636	170		806
Total revenues		95,698	18,651		114,349
Expenses:					
Production:					
Lease operating		36,964	7,261		44,225
Production, ad valorem, and severance taxes		9,591	2,228		11,819
Depletion, depreciation, and amortization		59,915	10,385		70,300
Exploration		11,177	22		11,199
General and administrative	5,477	7,272	2,035	(1,090)	13,694
Marketing		609	130		739
Derivative fair value gain		(37,684)	(10,907)		(48,591)
Other operating	40	5,586	717		6,343
Total expenses	5,517	93,430	11,871	(1,090)	109,728
Operating income (loss)	(5,517)	2,268	6,780	1,090	4,621
Other income (expenses):					
Interest	(13,747)		(2,216)		(15,963)
Equity income from subsidiaries	7,002	1,487		(8,489)	
Other	(63)	1,702	5	(1,090)	554
Total other income (expenses)	(6,808)	3,189	(2,211)	(9,579)	(15,409)
Income (loss) before income taxes	(12,325)	5,457	4,569	(8,489)	(10,788)
Income tax benefit (provision)	4,769	117	(1)		4,885

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Consolidated net income (loss)	(7,556)	5,574	4,568	(8,489)	(5,903)
Change in deferred hedge loss on interest rate swaps, net of tax	168		(713)		(545)
Comprehensive income (loss)	\$ (7,388)	\$ 5,574	\$ 3,855	\$ (8,489)	\$ (6,448)

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)

**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME**  
**For the Three Months Ended March 31, 2008**  
(in thousands)

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
Revenues:					
Oil	\$	\$ 183,339	\$ 37,195	\$	\$ 220,534
Natural gas		41,310	7,002		48,312
Marketing		1,197	2,859		4,056
Total revenues		225,846	47,056		272,902
Expenses:					
Production:					
Lease operating		34,292	6,058		40,350
Production, ad valorem, and severance taxes		22,654	4,798		27,452
Depletion, depreciation, and amortization		40,423	9,120		49,543
Exploration		5,459	29		5,488
General and administrative	3,034	4,750	2,922	(1,019)	9,687
Marketing		1,389	2,393		3,782
Derivative fair value loss		49,551	15,587		65,138
Other operating	41	2,114	351		2,506
Total expenses	3,075	160,632	41,258	(1,019)	203,946
Operating income (loss)	(3,075)	65,214	5,798	1,019	68,956
Other income (expenses):					
Interest	(18,120)		(1,640)		(19,760)
Equity income from subsidiaries	70,755	1,960		(72,715)	
Other	37	1,816	17	(1,019)	851
Total other income (expenses)	52,672	3,776	(1,623)	(73,734)	(18,909)
Income before income taxes	49,597	68,990	4,175	(72,715)	50,047
Income tax provision	(18,643)		(90)		(18,733)

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Consolidated net income	30,954	68,990	4,085	(72,715)	31,314
Amortization of deferred loss on commodity derivative contracts, net of tax	(549)	1,428			879
Change in deferred hedge loss on interest rate swaps, net of tax	397		(1,568)		(1,171)
Comprehensive income	\$ 30,802	\$ 70,418	\$ 2,517	\$ (72,715)	\$ 31,022

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Three Months Ended March 31, 2009**  
(in thousands)

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
Cash flows from operating activities:					
Net cash provided by operating activities	\$ 17,708	\$ 405,309	\$ 28,608	\$	\$ 451,625
Cash flows from investing activities:					
Acquisition of oil and natural gas properties		(9,484)			(9,484)
Development of oil and natural gas properties		(152,090)	(1,002)		(153,092)
Investments in subsidiaries	203,337			(203,337)	
Other		1,452			1,452
Net cash provided by (used in) investing activities	203,337	(160,122)	(1,002)	(203,337)	(161,124)
Cash flows from financing activities:					
Proceeds from long-term debt	15,000		51,000		66,000
Payments on long-term debt	(237,000)		(16,000)		(253,000)
Net equity distributions		(157,066)	(46,271)	203,337	
Other	2,127	(67,483)	(16,712)		(82,068)
Net cash used in financing activities	(219,873)	(224,549)	(27,983)	203,337	(269,068)
Increase (decrease) in cash and cash equivalents	1,172	20,638	(377)		21,433
Cash and cash equivalents, beginning of period	607	813	619		2,039
Cash and cash equivalents, end of period	\$ 1,779	\$ 21,451	\$ 242	\$	\$ 23,472

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
**For the Three Months Ended March 31, 2008**  
(in thousands)

	<b>Parent</b>	<b>Guarantor Subsidiaries</b>	<b>Non-Guarantor Subsidiaries</b>	<b>Eliminations</b>	<b>Consolidated Total</b>
Cash flows from operating activities:					
Net cash provided by operating activities	\$ 49,477	\$ 59,302	\$ 22,948	\$	\$ 131,727
Cash flows from investing activities:					
Acquisition of oil and natural gas properties		(30,780)			(30,780)
Development of oil and natural gas properties		(92,944)	(4,858)		(97,802)
Investments in subsidiaries	48,619			(48,619)	
Other		(9,680)	(162)		(9,842)
Net cash provided by (used in) investing activities	48,619	(133,404)	(5,020)	(48,619)	(138,424)
Cash flows from financing activities:					
Repurchase and retirement of common stock	(39,118)				(39,118)
Proceeds from long-term debt, net of issuance costs	214,964		142,310		357,274
Payments on long-term debt	(278,500)		(25,000)		(303,500)
Net equity contributions (distributions)		76,796	(125,415)	48,619	
Other	4,557	(4,390)	(9,625)		(9,458)
Net cash provided by (used in) financing activities	(98,097)	72,406	(17,730)	48,619	5,198
Increase (decrease) in cash and cash equivalents	(1)	(1,696)	198		(1,499)
Cash and cash equivalents, beginning of period	1	1,700	3		1,704
	\$	\$ 4	\$ 201	\$	\$ 205

Cash and cash equivalents, end  
of period

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)

**Note 15. Commitments and Contingencies**

EAC is a party to ongoing legal proceedings in the ordinary course of business. Management does not believe the result of these proceedings will have a material adverse effect on EAC's business, financial condition, results of operations, or liquidity.

Additionally, EAC has contractual obligations related to future plugging and abandonment expenses on oil and natural gas properties and related facilities disposal, long-term debt, derivative contracts, capital and operating leases, and development commitments. Please read the Capital Commitments, Capital Resources, and Liquidity Capital commitments Contractual obligations included in Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations of this Report for a description of EAC's contractual obligations as of March 31, 2009.

**Note 16. Related Party Transactions**

During the three months ended March 31, 2008, EAC received approximately \$40.6 million from affiliates of Tesoro Corporation ( Tesoro ) related to gross oil and gas production sold from wells operated by Encore Operating, L.P. ( Encore Operating ), a Texas limited partnership and indirect wholly owned subsidiary of EAC. Mr. John V. Genova, a member of the Board, served as an employee of Tesoro until May 2008.

Please read Note 17. ENP for a discussion of related party transactions with ENP.

**Note 17. ENP**

***Administrative Services Agreement***

ENP does not have any employees. The employees supporting ENP's operations are employees of EAC. Encore Operating performs administrative services for ENP, such as accounting, corporate development, finance, land, legal, and engineering, pursuant to an administrative services agreement. In addition, Encore Operating provides all personnel, facilities, goods, and equipment necessary to perform these services which are not otherwise provided for by ENP. Encore Operating is not liable to ENP for its performance of, or failure to perform, services under the administrative services agreement unless its acts or omissions constitute gross negligence or willful misconduct.

Encore Operating initially received an administrative fee of \$1.75 per BOE of ENP's production for such services. From April 1, 2008 to March 31, 2009, the administration fee was \$1.88 per BOE of ENP's production. Encore Operating also charges ENP for reimbursement of actual third-party expenses incurred on ENP's behalf and has substantial discretion in determining which third-party expenses to incur on ENP's behalf. In addition, Encore Operating is entitled to retain any COPAS overhead charges associated with drilling and operating wells that would otherwise be paid by non-operating interest owners to the operator of a well.

The administrative fee will increase in the following circumstances:

beginning on the first day of April in each year by an amount equal to the product of the then-current administrative fee multiplied by the COPAS Wage Index Adjustment for that year;

if ENP or one of its subsidiaries acquires additional assets, Encore Operating may propose an increase in its administrative fee that covers the provision of services for such additional assets; however, such proposal must be approved by the board of directors of GP LLC upon the recommendation of its conflicts committee; and

otherwise as agreed upon by Encore Operating and GP LLC, with the approval of the conflicts committee of the board of directors of GP LLC.

ENP reimburses EAC for any state income, franchise, or similar tax incurred by EAC resulting from the inclusion of ENP and its subsidiaries in consolidated tax returns with EAC and its subsidiaries as required by applicable law. The amount of any such reimbursement is limited to the tax that ENP and its subsidiaries would have incurred had they not been included in a combined group with EAC.

***Sales of Assets to ENP***

In December 2008, Encore Operating entered into a purchase and sale agreement with OLLC and ENP pursuant to which OLLC

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)

acquired certain oil and natural gas producing properties and related assets in the Arkoma Basin in Arkansas and royalty interest properties primarily in Oklahoma, as well as 10,300 unleased mineral acres. The transaction closed in January 2009. The purchase price was approximately \$49.5 million in cash, subject to customary adjustments (including a reduction in the purchase price for acquisition-related commodity derivative premiums of approximately \$3.1 million), which OLLC financed through borrowings under the OLLC Credit Agreement. EAC used the proceeds from the sale to reduce outstanding borrowings under the EAC Credit Agreement.

In December 2007, Encore Operating entered into a purchase and investment agreement with OLLC and ENP pursuant to which OLLC acquired certain oil and natural gas properties and related assets in the Permian Basin in West Texas and in the Williston Basin in North Dakota. The transaction closed in February 2008. The consideration for the acquisition consisted of approximately \$125.3 million in cash, including post-closing adjustments, and 6,884,776 common units representing limited partner interests in ENP. In determining the total purchase price, the common units were valued at \$125.0 million. However, no accounting value was ascribed to the common units as the cash consideration exceeded Encore Operating's historical carrying value of the properties. OLLC financed the cash portion of the purchase price through borrowings under the OLLC Credit Agreement. EAC used the proceeds from the sale to reduce outstanding borrowings under the EAC Credit Agreement.

**Long-Term Incentive Plan**

In September 2007, the board of directors of GP LLC adopted the Encore Energy Partners GP LLC Long-Term Incentive Plan (the ENP Plan), which provides for the granting of options, restricted units, phantom units, unit appreciation rights, distribution equivalent rights, other unit-based awards, and unit awards. All employees, consultants, and directors of EAC, GP LLC, and any of their subsidiaries and affiliates who perform services for ENP are eligible to be granted awards under the ENP Plan. The ENP Plan is administered by the board of directors of GP LLC or a committee thereof, referred to as the plan administrator. To satisfy common unit awards under the ENP Plan, ENP may issue common units, acquire common units in the open market, or use common units owned by EAC and its affiliates.

The total number of common units reserved for issuance pursuant to the ENP Plan is 1,150,000. As of March 31, 2009, there were 1,100,000 common units available for issuance under the ENP Plan.

*Phantom Units.* Each October, ENP issues 5,000 phantom units to each member of GP LLC's board of directors pursuant to the ENP Plan. A phantom unit entitles the grantee to receive a common unit upon the vesting of the phantom unit or, at the discretion of the plan administrator, cash equivalent to the value of a common unit. ENP intends to settle the phantom units at vesting by issuing common units; therefore, these phantom units are classified as equity instruments. Phantom units vest over a four-year period. The holders of phantom units are also entitled to receive distribution equivalent rights prior to vesting, which entitle them to receive cash equal to the amount of any cash distributions made by ENP with respect to a common unit during the period the right is outstanding. During the three months ended March 31, 2009 and 2008, ENP recognized non-cash unit-based compensation expense related to phantom units of approximately \$0.1 million, which is included in General and administrative expense in the accompanying Consolidated Statements of Operations.

The following table summarizes the changes in ENP's unvested phantom units for the three months ended March 31, 2009:

	<b>Number of Shares</b>	<b>Weighted Average Grant Date Fair Value</b>
Outstanding at January 1, 2009	43,750	\$18.67
Granted		
Vested		

Forfeited

Outstanding at March 31, 2009	43,750	18.67
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As of March 31, 2009, ENP had \$0.5 million of total unrecognized compensation cost related to unvested phantom units, which is expected to be recognized over a weighted average period of 2.1 years.

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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***Management Incentive Units***

In May 2007, the board of directors of GP LLC issued 550,000 management incentive units to certain executive officers of GP LLC. During the fourth quarter of 2008, the management incentive units became convertible into ENP common units, at the option of the holder, at a ratio of one management incentive unit to approximately 3.1186 ENP common units, and all 550,000 management incentive units were converted into 1,715,205 ENP common units.

During the three months ended March 31, 2008, ENP recognized non-cash unit-based compensation expense for the management incentive units of \$1.1 million, which is included in General and administrative expense in the accompanying Consolidated Statements of Operations. As of March 31, 2009, there have been no additional issuances of management incentive units.

***Distributions***

During the three months ended March 31, 2009 and 2008, ENP paid distributions of approximately \$16.8 million and \$9.8 million, respectively, of which \$10.7 million and \$5.6 million, respectively, was paid to EAC and its subsidiaries and had no impact on EAC's consolidated cash.

**Note 18. Segment Information**

EAC operates in only one industry: the oil and natural gas exploration and production industry in the United States. However, EAC is organizationally structured along two reportable segments: EAC Standalone and ENP. EAC's segments are components of its business for which separate financial information is available and regularly evaluated by the chief operating decision maker in deciding how to allocate capital resources to projects and in assessing performance. The accounting policies used in the generation of segment financial statements are the same as those described in Note 2. Summary of Significant Accounting Policies in EAC's 2008 Annual Report on Form 10-K.

The following tables provide EAC's operating segment information required by SFAS No. 131, *Disclosure about Segments of an Enterprise and Related Information* :



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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
(unaudited)

**For the Three Months Ended March 31, 2009**

	<b>EAC</b>	<b>ENP</b>	<b>Eliminations</b>	<b>Consolidated</b>
	<b>Standalone</b>	<b>ENP</b>	<b>Eliminations</b>	<b>Total</b>
	(in thousands)			
Revenues:				
Oil	\$ 73,587	\$ 14,702	\$	\$ 88,289
Natural gas	21,475	3,779		25,254
Marketing	636	170		806
<b>Total revenues</b>	<b>95,698</b>	<b>18,651</b>		<b>114,349</b>
Expenses:				
Production:				
Lease operating	36,964	7,261		44,225
Production, ad valorem, and severance taxes	9,591	2,228		11,819
Depletion, depreciation, and amortization	59,915	10,385		70,300
Exploration	11,177	22		11,199
General and administrative	12,749	2,035	(1,090)	13,694
Marketing	609	130		739
Derivative fair value gain	(37,684)	(10,907)		(48,591)
Other operating	5,626	717		6,343
<b>Total expenses</b>	<b>98,947</b>	<b>11,871</b>	<b>(1,090)</b>	<b>109,728</b>
<b>Operating income</b>	<b>(3,249)</b>	<b>6,780</b>	<b>1,090</b>	<b>4,621</b>
Other income (expenses):				
Interest	(13,747)	(2,216)		(15,963)
Other	1,639	5	(1,090)	554
<b>Total other expenses</b>	<b>(12,108)</b>	<b>(2,211)</b>	<b>(1,090)</b>	<b>(15,409)</b>
<b>Income (loss) before income taxes</b>	<b>(15,357)</b>	<b>4,569</b>		<b>(10,788)</b>
Income tax provision	4,886	(1)		4,885
<b>Consolidated net income (loss)</b>	<b>(10,471)</b>	<b>4,568</b>		<b>(5,903)</b>
Change in deferred hedge loss on interest rate swaps, net of tax	168	(713)		(545)
<b>Comprehensive income (loss)</b>	<b>\$ (10,303)</b>	<b>\$ 3,855</b>	<b>\$</b>	<b>\$ (6,448)</b>

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Segment assets (as of March 31, 2009)	\$ 2,821,284	\$ 557,447	\$ (803)	\$ 3,377,928
Segment liabilities (as of March 31, 2009)	\$ 1,683,550	\$ 223,891	\$ (2,052)	\$ 1,905,389

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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**For the Three Months Ended March 31, 2008**

	<b>EAC</b>	<b>ENP</b>	<b>Eliminations</b>	<b>Consolidated</b>
	<b>Standalone</b>	<b>ENP</b>	<b>Eliminations</b>	<b>Total</b>
	(in thousands)			
<b>Revenues:</b>				
Oil	\$ 183,339	\$ 37,195	\$	\$ 220,534
Natural gas	41,310	7,002		48,312
Marketing	1,197	2,859		4,056
<b>Total revenues</b>	<b>225,846</b>	<b>47,056</b>		<b>272,902</b>
<b>Expenses:</b>				
<b>Production:</b>				
Lease operating	34,292	6,058		40,350
Production, ad valorem, and severance taxes	22,654	4,798		27,452
Depletion, depreciation, and amortization	40,423	9,120		49,543
Exploration	5,459	29		5,488
General and administrative	7,770	2,922	(1,005)	9,687
Marketing	1,389	2,393		3,782
Derivative fair value loss	49,551	15,587		65,138
Other operating	2,155	351		2,506
<b>Total expenses</b>	<b>163,693</b>	<b>41,258</b>	<b>(1,005)</b>	<b>203,946</b>
<b>Operating income</b>	<b>62,153</b>	<b>5,798</b>	<b>1,005</b>	<b>68,956</b>
<b>Other income (expenses):</b>				
Interest	(18,120)	(1,640)		(19,760)
Other	1,839	17	(1,005)	851
<b>Total other expenses</b>	<b>(16,281)</b>	<b>(1,623)</b>	<b>(1,005)</b>	<b>(18,909)</b>
<b>Income before income taxes</b>	<b>45,872</b>	<b>4,175</b>		<b>50,047</b>
<b>Income tax provision</b>	<b>(18,643)</b>	<b>(90)</b>		<b>(18,733)</b>
<b>Consolidated net income</b>	<b>27,229</b>	<b>4,085</b>		<b>31,314</b>
Amortization of deferred loss on commodity derivative contracts, net of tax	879			879
Change in deferred hedge loss on interest rate swaps, net of tax	397	(1,568)		(1,171)

Comprehensive income	\$ 28,505	\$ 2,517	\$	\$ 31,022
Segment assets (as of December 31, 2008)	\$ 3,074,614	\$ 559,258	\$ (677)	\$ 3,633,195
Segment liabilities (as of December 31, 2008)	\$ 1,967,518	\$ 184,072	\$ (1,643)	\$ 2,149,947

In January 2009, ENP acquired certain oil and natural gas properties and related assets in the Arkoma Basin in Arkansas and royalty interest properties primarily in Oklahoma as well as 10,300 unleased mineral acres from Encore Operating. For segment information, the financial results for these properties were not retroactively included under ENP for 2008.

**Note 19. Subsequent Events**

Effective April 1, 2009, the administrative fee under ENP's administrative services agreement with Encore Operating increased to \$2.02 per BOE of ENP's production as a result of the COPAS Wage Index Adjustment.

On April 27, 2009, ENP announced a cash distribution for the first quarter of 2009 to unitholders of record as of the close of business on May 11, 2009 at a rate of \$0.50 per unit. Approximately \$16.8 million is expected to be paid to unitholders on or about May 15, 2009.

On April 27, 2009, EAC issued \$225 million of its 9.50% Senior Subordinated Notes due 2016 (the 9.5% Notes), at 92.228 percent of par value. EAC received net proceeds of approximately \$202.7 million, after deducting the underwriters' discounts and

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**ENCORE ACQUISITION COMPANY**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**  
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commissions of \$4.5 million and offering expenses of approximately \$0.4 million, which were used to reduce outstanding borrowings under the EAC Credit Agreement. Interest on the 9.5% Notes is due semi-annually on May 1 and November 1, beginning November 1, 2009. The 9.5% Notes mature on May 1, 2016. The provisions of the EAC Credit Agreement require the borrowing base to be reduced by 33 1/3 percent of the principal amount of the 9.5% Notes. As a result, the borrowing base on the EAC Credit Agreement was reduced to \$825 million in April 2009.

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**ENCORE ACQUISITION COMPANY**

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion and analysis contains forward-looking statements, which give our current expectations or forecasts of future events. Actual results could differ materially from those stated in the forward-looking statements due to many factors, including, but not limited to, those set forth under Item 1A. Risk Factors and elsewhere in our 2008 Annual Report on Form 10-K. The following discussion and analysis should be read in conjunction with the consolidated financial statements and notes thereto included in Item 1. Financial Statements of this Report and in Item 8. Financial Statements and Supplementary Data of our 2008 Annual Report on Form 10-K.*

**Introduction**

In this management's discussion and analysis of financial condition and results of operations, the following are discussed and analyzed:

First Quarter 2009 Highlights

Second Quarter 2009 Outlook

Results of Operations Comparison of Quarter Ended March 31, 2009 to Quarter Ended March 31, 2008

Capital Commitments, Capital Resources, and Liquidity

Critical Accounting Policies and Estimates

New Accounting Pronouncements

**First Quarter 2009 Highlights**

Our financial and operating results for the first quarter of 2009 included the following:

Our average daily production volumes increased 10 percent to 41,900 BOE/D as compared to 38,196 BOE/D in the first quarter of 2008. Oil represented 66 percent of our total production volumes in the first quarter of 2009 as compared to 72 percent in the first quarter of 2008.

We invested \$124.0 million in oil and natural gas activities, of which \$120.6 million was invested in development, exploitation, and exploration activities, yielding 57 gross (25.4 net) productive wells, and \$3.4 million was invested in acquisitions, primarily of unproved acreage.

In January, we completed the sale of certain oil and natural gas properties and related assets primarily in the Arkoma Basin in Oklahoma to ENP for approximately \$49.5 million in cash.

In March 2009, we elected to monetize certain of our 2009 oil derivative contracts and received net proceeds of approximately \$190.4 million, which were used to reduce outstanding borrowings under our revolving credit facility.

Subsequent to the end of the first quarter of 2009, we issued \$225 million of our 9.5% Senior Subordinated Notes due 2016, at 92.228 percent of par value. We received net proceeds of approximately \$202.7 million, which were used to reduce outstanding borrowings under our revolving credit facility.

**Second Quarter 2009 Outlook**

We expect our average daily production volumes to be approximately 39,100 to 40,550 BOE/D in the second quarter of 2009, net of average daily net profits production volumes of approximately 1,700 to 1,900 BOE/D. In the second quarter of 2009, we expect our oil wellhead differential as a percentage of NYMEX to be negative 12 percent and our natural gas wellhead differential as a percentage of NYMEX for dry gas to be negative 15 percent. We expect to incur development and exploration capital costs of \$70 million to \$80 million and approximately \$5 million on the acquisition of unproved properties in the second quarter of 2009.

In the second quarter of 2009, we expect our LOE to average \$12.00 to \$13.00 per BOE, including approximately \$3.9 million (\$1.08 per BOE) for retention bonuses to be paid in August 2009 related to our 2008 strategic alternatives process. We expect our production, ad valorem, and severance taxes ( production taxes ) to average approximately 11 percent of wellhead revenues in the second quarter of 2009. In the second quarter of 2009, we expect our depletion, depreciation, and amortization ( DD&A ) expense to average \$18.50 to \$19.00 per BOE. In the second quarter of 2009, we expect our general and administrative ( G&A ) expense to average \$3.35 to \$3.85 per BOE, including approximately \$3.5 million (\$0.96 per BOE) for retention bonuses to be paid in August 2009 related to our 2008 strategic alternatives process.

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During the second quarter of 2009, we expect our effective tax rate to be approximately 39 percent and to pay current income taxes of \$3.0 to \$4.0 million.

**Results of Operations****Comparison of Quarter Ended March 31, 2009 to Quarter Ended March 31, 2008**

**Revenues.** The following table illustrates the components of our revenues for the periods indicated, as well as each period's respective production volumes and average prices:

	Three months ended March		Increase / (Decrease)	
	2009	31, 2008	\$	%
<b>Revenues (in thousands):</b>				
Oil wellhead	\$ 88,289	\$ 221,963	\$ (133,674)	
Oil hedges		(1,429)	1,429	
Total oil revenues	\$ 88,289	\$ 220,534	\$ (132,245)	-60%
Natural gas wellhead	\$ 25,254	\$ 48,312	\$ (23,058)	
Natural gas hedges				
Total natural gas revenues	\$ 25,254	\$ 48,312	\$ (23,058)	-48%
Combined wellhead	\$ 113,543	\$ 270,275	\$ (156,732)	
Combined hedges		(1,429)	1,429	
Total combined oil and natural gas revenues	113,543	268,846	(155,303)	-58%
Marketing	806	4,056	(3,250)	-80%
Total revenues	\$ 114,349	\$ 272,902	\$ (158,553)	-58%
<b>Average realized prices:</b>				
Oil wellhead (\$/Bbl)	\$ 35.48	\$ 88.65	\$ (53.17)	
Oil hedges (\$/Bbl)		(0.57)	0.57	
Total oil revenues (\$/Bbl)	\$ 35.48	\$ 88.08	\$ (52.60)	-60%
Natural gas wellhead (\$/Mcf)	\$ 3.28	\$ 8.28	\$ (5.00)	
Natural gas hedges (\$/Mcf)				
Total natural gas revenues (\$/Mcf)	\$ 3.28	\$ 8.28	\$ (5.00)	-60%
Combined wellhead (\$/BOE)	\$ 30.11	\$ 77.76	\$ (47.65)	
Combined hedges (\$/BOE)		(0.41)	0.41	
Total combined oil and natural gas revenues (\$/BOE)	\$ 30.11	\$ 77.35	\$ (47.24)	-61%



**Total production volumes:**

Oil (MBbls)	2,488	2,504	(16)	-1%
Natural gas (MMcf)	7,698	5,831	1,867	32%
Combined (MBOE)	3,771	3,476	295	8%

**Average daily production volumes:**

Oil (Bbls/D)	27,645	27,516	129	0%
Natural gas (Mcf/D)	85,528			