

ENCORE ACQUISITION CO  
Form FWP  
April 22, 2009

Filed pursuant to Rule 433  
Registration No. 333-158680  
April 22, 2009

**Pricing Term Sheet**  
**Relating to Preliminary Prospectus Supplement Dated April 22, 2009 of**  
**Encore Acquisition Company**

This term sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement referenced above. The information in this term sheet supplements the Preliminary Prospectus Supplement and supersedes the information in the Preliminary Prospectus Supplement to the extent inconsistent with the information in the Preliminary Prospectus Supplement.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting IDEA on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC at (800) 294-1322 or Wachovia Securities at (704) 715-0540.

|  |  |               |
|--|--|---------------|
| <b>Issuer:</b>                                   | Encore Acquisition Company (the Company )              |               |
| <b>Security Description:</b>                     | Senior Subordinated Notes                              |               |
| <b>Distribution:</b>                             | SEC Registered   |               |
| <b>Face:</b>                                     | \$225,000,000  |               |
| <b>Gross Proceeds:</b>                           | \$207,513,000  |               |
| <b>Net Proceeds to Issuer (before expenses):</b> | \$203,013,000  |               |
| <b>Coupon:</b>                                   | 9.500%   |               |
| <b>Maturity:</b>                                 | May 1, 2016  |               |
| <b>Offering Price:</b>                           | 92.228%  |               |
| <b>Yield to Maturity:</b>                        | 11.125%  |               |
| <b>Spread to Treasury:</b>                       | + 864 basis points                                     |               |
| <b>Benchmark:</b>                                | UST 2.375% due 03/31/2016                              |               |
| <b>Ratings:</b>                                  | B1/B   |               |
| <b>Interest Pay Dates:</b>                       | May 1 and November 1                                   |               |
| <b>Beginning:</b>                                | November 1, 2009                                       |               |
| <b>Equity Clawback:</b>                          | Up to 35% at 109.500%                                  |               |
| <b>Until:</b>                                    | May 1, 2012  |               |
| <b>Optional redemption:</b>                      | Makewhole call at T+ 50 bps prior to May 1, 2013, then |               |
|  | <b>On or after:</b>                                    | <b>Price:</b> |
|  | 2013   | 104.750%      |
|  | 2014   | 102.375%      |
|  | 2015 and thereafter                                    | 100.000%      |
|  | Put @ 101% principal amount plus accrued interest      |               |
| <b>Change of control:</b>                        | April 22, 2009   |               |
| <b>Trade Date:</b>                               | (T+3) April 27, 2009                                   |               |
| <b>Settlement Date:</b>                          | 29255W AJ9   |               |
| <b>CUSIP:</b>                                    | US29255WAJ99   |               |
| <b>ISIN:</b>                                     | \$1,000  |               |
| <b>Denominations:</b>                            |  |               |

**Bookrunners:**

Banc of America Securities LLC  
Wachovia Capital Markets, LLC

**Co-Managers:**

BNP Paribas Securities Corp.  
Caylon Securities (USA) Inc.  
Fortis Securities LLC  
RBC Capital Markets Corporation  
Comerica Securities, Inc.  
U.S. Bancorp Investments, Inc.  
BBVA Securities Inc.  
Daiwa Securities America Inc.  
DnB NOR Markets, Inc.  
DZ Financial Markets LLC  
Natixis Bleichroeder Inc.  
Scotia Capital (USA) Inc.  
RBS Securities Inc.  
SunTrust Robinson Humphrey, Inc.  
Wedbush Morgan Securities Inc.

On a pro forma as adjusted basis after giving effect to the sale of the notes, the use of proceeds of this offering and amounts outstanding under the Company's revolving credit facility as of April 21, 2009, the Company would have had total debt of \$1.2 billion and stockholders' equity of \$1.3 billion as of December 31, 2008. As of December 31, 2008, on a pro forma as adjusted basis after giving effect to the sale of the notes, the use of proceeds of this offering and amounts outstanding under the Company's revolving credit facility as of April 21, 2009, the Company would have had \$150.4 million of senior indebtedness outstanding and approximately \$749.6 million of additional borrowing capacity under its revolving credit facility, subject to specific requirements, including compliance with financial covenants.