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ENCORE ACQUISITION CO
Form DEFA14A
April 15, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

Encore Acquisition Company

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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5) Total fee paid:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ENCORE ACQUISITION COMPANY
777 MAIN STREET
SUITE 1400
FORT WORTH, TEXAS 76102

SUPPLEMENT TO PROXY STATEMENT
APRIL 15, 2003

Dear Shareholder:

This supplement should be read together with the Proxy Statement, dated March 26, 2003, for the 2003 Annual Meeting of Shareholders of Encore Acquisition Company (the "Company"), which was filed with the Securities and Exchange Commission on March 26, 2003 and mailed to the Company's shareholders on or about March 31, 2003. This supplement corrects an overstatement of the 2002 bonus paid to Jon S. Brumley, as reflected in the Summary Compensation table under the heading "Bonus (\$)" on page 8 of the Proxy Statement.

A revised Summary Compensation table is attached hereto as Exhibit A.

Please refer to the Proxy Statement for additional information concerning the 2003 Annual Meeting and the matters on which your proxy is solicited by the Board of Directors of the Company.

Sincerely,

/s/ MORRIS B. SMITH

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Morris B. Smith
Corporate Secretary

EXHIBIT A

COMPENSATION OF EXECUTIVE OFFICERS

The compensation paid to the Company's executive officers generally consists of base salaries, annual bonuses, awards under the 2000 Incentive Stock Plan, and contributions to the Company's 401(k) retirement plan. The following table summarizes the total compensation for 2002 and 2001 awarded to, earned by, or paid to the chief executive officer and to the next four most highly compensated officers:

SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION		LONG TERM COMPENSATION AWARDS		
		SALARY (\$)	BONUS (\$)	RESTRICTED STOCK AWARDS (\$) (A)	SECURITIES UNDERLYING OPTIONS (#) (B)	LONG-TERM INCENTIVE PAYOUTS
I. Jon Brumley.....	2002	375,000	337,500	441,750	87,096	--
Chairman and Chief Executive Officer	2001	313,500	275,000	--	111,000	--
Jon S. Brumley.....	2002	220,000	150,000	199,280	38,710	--
President	2001	198,550	100,000	--	91,000	--
Gene R. Carlson.....	2002	220,000	125,000	166,061	32,258	--
Executive Vice President and Chief Operating Officer (f)	2001	198,550	100,000	--	91,000	--
Morris B. Smith.....	2002	220,000	112,500	149,451	29,032	--
Executive Vice President, Chief Financial Officer, Treasurer and Corporate Secretary	2001	198,550	90,000	--	100,000	--
Robert S. Jacobs.....	2002	161,000	60,000	79,701	15,433	--
Senior Vice President -- Asset Management	2001	132,867	52,059	--	50,000	--

(a) The value of the Restricted Stock Awards is based on the price of the common stock as of the date of grant. At December 31, 2002, Mr. I. Jon Brumley held 23,750 shares of restricted stock having a value of \$441,750; Mr. Jon S. Brumley held 10,714 shares of restricted stock having a value of \$199,280; Mr. Carlson held 8,928 shares of restricted stock having a value of \$166,061; Mr. Smith held 8,035 shares of restricted stock having a value of \$149,451; and Mr. Jacobs held 4,285 shares of restricted stock having a value of \$79,701. Each restricted stock award vests at the rate of 33 1/3% of the shares awarded on each November 22 of the years 2005, 2006 and 2007, subject to the Company meeting performance goals during fiscal years 2003 and 2004. Award holders have the right to receive dividends paid with respect to shares of the restricted stock.

(b) Securities Underlying Options represent options to purchase shares of the Company's common stock. The 2000 Incentive Stock Plan provides for employee

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and non-employee director awards in the form of stock options and restricted stock.

- (c) Includes Company 401(k) Plan contributions for each named officer in 2002 and 2001.
- (d) Includes \$3,802 of compensation related to a reimbursement of tax payment for stock Mr. Carlson received in 2001.
- (e) Includes \$59,374 of compensation related to a reimbursement of tax payment for stock Mr. Smith received in 2001.
- (f) Mr. Carlson left the Company on March 26, 2003.

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