ENCORE ACQUISITION CO
Form SC 13G/A
December 04, 2003

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13D-1(B)(C), AND (D) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13D-2(B)

(AMENDMENT NO. 2)*

Encore Acquisition Company

(Name of Issuer)

Common Stock

(Title of Class of Securities)

29255W100

(CUSIP Number)

December 2, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

|_| Rule 13d-1(b)

|_| Rule 13d-1(c)

|X| Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting

person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

ISSUER: Encore Acquisition Company CUSIP NO.: 29255W100

1.	Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).	J.P. Morgan Partners (SBIC), LLC 13-337-6808	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	(a)	
		(b)	
3.	SEC Use Only		
4.	Citizenship or Place of Organization	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	0
	6.	Shared Voting Power	Not applicable.
	7.	Sole Dispositive Power	0
	8.	Shared Dispositive Power	Not applicable.
9.	Aggregate Amount Beneficially Owned by Each Reporting Person		0
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		

11.	Percent of Class Represented by Amount in Row (9)	0%

12. Type of Reporting Person (See Instructions)

CO

SCHEDULE 13G

ISSUER: Encore Acquisition Company CUSIP NO.: 29255W100

PRELIMINARY NOTE The information contained in this Schedule 13G has been amended to reflect the sale by the Reporting Person of all of the Issuer's Common Stock owned by the Reporting Person for a per share sale price of $19.3775.

(a) NAME OF ISSUER:

Encore Acquisition Company

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

777 Main Street
Suite 1400
Fort Worth, Texas 76102

ITEM 2.

(a) NAME OF PERSON FILING:

J.P. Morgan Partners (SBIC), LLC

Supplemental information relating to the ownership and control of the person filing this statement is included in Exhibit 2(a) attached hereto.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

1221 Avenue of the Americas
New York, New York 10020

(c) CITIZENSHIP:

Delaware

(d) TITLE OF CLASS OF SECURITIES (OF ISSUER):

Common Stock

(e) CUSIP NUMBER:

29255W100

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TOSS.SS. 240. 13D-1(b) OR 240. 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

(a) AMOUNT BENEFICIALLY OWNED:

0

(b) PERCENT OF CLASS:

0

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) 0

(ii) Not applicable.

(iii) 0

(iv) Not applicable.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable

SCHEDULE 13G

ISSUER: Encore Acquisition Company CUSIP NO.: 29255W100

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 2, 2003

J.P. MORGAN PARTNERS (SBIC), LLC

By: /s/ ARNOLD L. CHAVKIN

Name: Arnold L. Chavkin
Title: Executive Vice President