

ENCORE ACQUISITION CO
Form DEFM14A
February 08, 2010

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934**

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 Pursuant to §240.14a-12

ENCORE ACQUISITION COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

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(4) Date Filed:

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PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

The boards of directors of Denbury Resources Inc., or Denbury, and Encore Acquisition Company, or Encore, have approved an agreement and plan of merger, or the merger agreement, pursuant to which Encore will merge with and into Denbury. We are sending this joint proxy statement/prospectus to you to ask you to vote in favor of a proposal to adopt the merger agreement and other matters.

Under the merger agreement, Encore stockholders may elect to receive consideration consisting of cash, shares of Denbury common stock or a combination of both in exchange for their shares of Encore common stock, subject to a proration feature. Encore stockholders electing to receive a mix of cash and stock consideration and non-electing stockholders will receive \$15.00 in cash and between 2.0698 and 2.6336 shares of Denbury common stock in exchange for each Encore share. Subject to proration, Encore stockholders electing to receive all cash will receive \$50.00 per Encore share and Encore stockholders electing to receive only Denbury common stock will receive between 2.9568 and 3.7622 shares of Denbury common stock in exchange for each Encore share. The actual number of shares of Denbury common stock to be issued to Encore stockholders receiving either all stock or a mix of cash and stock consideration will be determined under a collar mechanism based upon the volume weighted average price of Denbury common stock for the 20-day trading period ending on the second full trading day prior to the effective time of the merger, as more fully described in this joint proxy statement/prospectus.

Denbury stockholders will continue to own their existing Denbury shares following the merger. We anticipate that, after the merger closes, Denbury stockholders will own between 64% and 70% of the combined company and Encore stockholders will own between 30% and 36% of the combined company.

Denbury's common stock is listed on the New York Stock Exchange under the symbol DNR.

Encore's common stock is listed on the New York Stock Exchange under the symbol EAC.

In connection with the merger, each of Denbury and Encore is holding a special meeting of its stockholders to consider and vote on the merger agreement and certain other matters.

Your vote is very important. At Denbury's special meeting, Denbury stockholders will be asked to adopt the merger agreement. At Encore's special meeting, Encore stockholders will be asked to adopt the merger agreement. The merger agreement provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration.

This document is a prospectus relating to the shares of Denbury common stock to be issued pursuant to the merger and a joint proxy statement for Denbury and Encore to solicit proxies for their respective special meetings of stockholders. It contains answers to frequently asked questions and a summary of the important terms of the merger, the merger agreement and related matters, followed by a more detailed discussion.

For a discussion of certain significant matters that you should consider before voting on the proposed transaction, see Risk Factors beginning on page 34.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Denbury common stock to be issued pursuant to the merger or passed upon the adequacy or

accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated February 5, 2010 and is first being mailed to stockholders of Denbury and Encore on or about February 10, 2010.

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**Denbury Resources Inc.
5100 Tennyson Parkway, Suite 1200
Plano, Texas 75024**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF
DENBURY RESOURCES INC.
TO BE HELD ON MARCH 9, 2010**

To the Stockholders of Denbury Resources Inc.:

We will hold a special meeting of the stockholders of Denbury Resources Inc. on March 9, 2010 at 10:00 a.m., local time, at 5100 Tennyson Parkway, Plano, Texas 75024 for the following purposes:

to consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of October 31, 2009, by and between Denbury and Encore, which provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration;

to consider and vote upon a proposal to adjourn the special meeting, if necessary or appropriate to permit the solicitation of additional proxies if there are not sufficient votes at the time of the special meeting to adopt the foregoing proposal; and

to transact any other business that may properly come before the special meeting or any adjournment or postponement of the special meeting.

Only holders of record of Denbury common stock at the close of business on February 3, 2010, the record date for the special meeting, are entitled to receive this notice and to vote their shares at the special meeting or at any adjournment or postponement of the special meeting.

We cannot complete the merger unless holders of a majority of all outstanding shares of Denbury common stock vote to adopt the merger agreement, which provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration.

For more information about the merger and the other transactions contemplated by the merger agreement (including the issuance of shares of Denbury common stock), please review the accompanying joint proxy statement/prospectus and the merger agreement attached to it as Annex A.

Denbury's board of directors recommends unanimously that Denbury stockholders vote FOR the adoption of the merger agreement, which provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration, and FOR the adjournment of the Denbury special meeting, if necessary or appropriate to permit further solicitation of proxies.

By Order of the Board of Directors,

/s/ Phil Rykhoek
Phil Rykhoek

Chief Executive Officer

Plano, Texas
February 5, 2010

IMPORTANT

Your vote is important. Whether or not you plan to attend the special meeting, please complete, sign and date the enclosed proxy and return it promptly in the enclosed postage-paid envelope. You may also cast your vote by telephone or over the Internet by following the instructions on your proxy card. If you vote by telephone or over the Internet, you do not need to submit your proxy card. **Remember, your vote is important, so please act today!**

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**Encore Acquisition Company
777 Main Street, Suite 1400
Fort Worth, Texas 76102**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS OF
ENCORE ACQUISITION COMPANY
TO BE HELD ON MARCH 9, 2010**

To the Stockholders of Encore Acquisition Company:

We will hold a special meeting of the stockholders of Encore Acquisition Company on March 9, 2010 at 10:00 a.m., local time, at 777 Main Street, Suite 900, Fort Worth, Texas 76102 for the following purposes:

to consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of October 31, 2009, by and between Encore and Denbury pursuant to which Encore will merge with and into Denbury;

to consider and vote upon a proposal to adjourn the special meeting, if necessary or appropriate to permit the solicitation of additional proxies if there are not sufficient votes at the time of the special meeting to adopt the foregoing proposal; and

to transact any other business that may properly come before the special meeting or any adjournment or postponement of the special meeting.

Only holders of record of Encore common stock at the close of business on February 3, 2010, the record date for the special meeting, are entitled to receive this notice and to vote their shares at the special meeting or at any adjournment or postponement of the special meeting.

We cannot complete the merger unless holders of a majority of all outstanding shares of Encore common stock vote to adopt the merger agreement.

For more information about the merger and the other transactions contemplated by the merger agreement, please review the accompanying joint proxy statement/prospectus and the merger agreement attached to it as Annex A.

Encore's board of directors recommends unanimously that Encore stockholders vote FOR the adoption of the merger agreement and FOR the adjournment of the Encore special meeting, if necessary or appropriate to permit further solicitation of proxies. In considering the recommendation of Encore's board of directors, stockholders of Encore should be aware that members of Encore's board of directors and its executive officers have agreements and arrangements that provide them with interests in the merger that may be different from, or in addition to, those of Encore stockholders. See The Merger Interests of Certain Persons in the Merger that May be Different from Your Interests beginning on page 81.

By Order of the Board of Directors,

/s/ I. Jon Brumley
I. Jon Brumley
Chairman

Fort Worth, Texas
February 5, 2010

IMPORTANT

Your vote is important. Whether or not you plan to attend the special meeting, please complete, sign and date the enclosed proxy and return it promptly in the enclosed postage-paid envelope. You may also cast your vote by telephone or over the Internet by following the instructions on your proxy card. If you vote by telephone or over the Internet, you do not need to submit your proxy card. **Please do not send any stock certificates at this time. Remember, your vote is important, so please act today!**

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REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Denbury and Encore from documents that are not included in or delivered with this joint proxy statement/prospectus. You can review documents incorporated by reference in this joint proxy statement/prospectus free of charge through the Securities and Exchange Commission, or the SEC, website (<http://www.sec.gov>) or by requesting them in writing or by telephone from the applicable company at the following addresses and telephone numbers:

Denbury Resources Inc.
5100 Tennyson Pkwy., Suite 1200
Plano, Texas 75024
Attention: Investor Relations
Telephone: (972) 673-2000

Encore Acquisition Company
777 Main Street, Suite 1400
Fort Worth, Texas 76102
Attention: Investor Relations
Telephone: (817) 877-9955

You will not be charged for any of these documents that you request. Denbury and Encore stockholders requesting documents should do so by February 25, 2010, in order to receive them before their respective special meetings.

See Where You Can Find More Information on page 117.

VOTING BY TELEPHONE, INTERNET OR MAIL

Denbury stockholders of record may submit their proxies by:

Telephone. You can vote by telephone by calling the toll-free number 1-800-690-6903 in the United States, Canada or Puerto Rico on a touch-tone telephone. You will then be prompted to enter the control number printed on your proxy card and to follow the subsequent instructions. Telephone voting is available 24 hours a day until 11:59 p.m. New York time on March 8, 2010. If you vote by telephone, you do not need to return your proxy card or voting instruction card.

Internet. You can vote over the Internet by accessing the website at <http://www.proxyvote.com> and following the instructions on the secure website. Internet voting is available 24 hours a day until 11:59 p.m. New York time on March 8, 2010. If you vote over the Internet, you do not need to return your proxy card or voting instruction card.

Mail. You can vote by mail by completing, signing, dating and mailing your proxy card or voting instruction card in the postage-paid envelope included with this joint proxy statement/prospectus.

Encore stockholders of record may submit their proxies by:

Telephone. You can vote by telephone by calling the toll-free number 1-866-540-5760 in the United States, Canada or Puerto Rico on a touch-tone telephone. You will then be prompted to enter the control number printed on your proxy card and to follow the subsequent instructions. Telephone voting is available 24 hours a day until 11:59 p.m. New York time on March 8, 2010. If you vote by telephone, you do not need to return your proxy card or voting instruction card.

Internet. You can vote over the Internet by accessing the website at <http://www.proxyvoting.com/eac> and following the instructions on the secure website. Internet voting is available 24 hours a day until 11:59 p.m. New York time on March 8, 2010. If you vote over the Internet, you do not need to return your proxy card or voting instruction card.

Mail. You can vote by mail by completing, signing, dating and mailing your proxy card or voting instruction card in the postage-paid envelope included with this joint proxy statement/prospectus.

If you hold your Denbury or Encore shares through a bank, broker, custodian or other record holder:

Please refer to your proxy card or voting instruction form or the information forwarded by your bank, broker, custodian or other record holder to see which voting methods are available to you.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

*The following are answers to common questions that you may have regarding the merger and your special meeting. Denbury and Encore urge you to read carefully the remainder of this joint proxy statement/prospectus because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the annexes to, and the documents incorporated by reference in, this joint proxy statement/prospectus. See *Where You Can Find More Information* on page 117.*

Q: What will happen in the merger?

A: The proposed merger will combine the businesses of Denbury and Encore. At the effective time of the merger, Encore will merge with and into Denbury. Denbury will be the surviving entity. As a result of the merger, Encore will cease to exist and Denbury will continue as a public company. Following the merger, the combined company will be an independent oil and gas company with an anticipated enterprise value of approximately \$9.5 billion based on the closing price of Denbury common stock on February 3, 2010.

After the merger, the current stockholders of Denbury and the current stockholders of Encore who receive shares of Denbury common stock in the merger will be the stockholders of Denbury.

Q: Why am I receiving this document?

A: Denbury and Encore are delivering this document to you because it is a joint proxy statement being used by both the Denbury and Encore boards of directors to solicit proxies of Denbury and Encore stockholders in connection with the special meetings to adopt the merger agreement. In addition, this document is a prospectus being delivered to Encore stockholders because Denbury is offering shares of its common stock to Encore stockholders in exchange for shares of Encore common stock in connection with the merger.

Q: What are holders of Encore common stock being asked to vote on?

A: Holders of Encore common stock are being asked to:

adopt the merger agreement;

approve the adjournment of the special meeting, if necessary or appropriate to permit the solicitation of additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement; and

act upon other business that may properly come before the special meeting or any adjournment or postponement of the special meeting.

Q: What are holders of Denbury common stock being asked to vote on?

A: Holders of Denbury common stock are being asked to:

adopt the merger agreement, which provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration;

approve the adjournment of the special meeting, if necessary or appropriate to permit the solicitation of additional proxies if there are insufficient votes at the time of the special meeting to adopt the merger agreement; and

act upon other business that may properly come before the special meeting or any adjournment or postponement of the special meeting.

Adoption of the merger agreement will constitute stockholder approval of the issuance of Denbury common stock as part of the merger consideration for purposes of the New York Stock Exchange rule requiring that approval.

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Q: Why have Denbury and Encore decided to merge?

A: Denbury and Encore believe that the merger will provide strategic and financial benefits to stockholders, customers and employees, including:

creation of one of the largest crude oil focused independent exploration and production companies in North America;

nearly doubling Denbury's potential oil reserves (prior to the Conroe acquisition) recoverable through enhanced oil recovery techniques, or EOR, and increasing potential for further EOR growth in the Gulf Coast and Rocky Mountain regions;

payment to Encore stockholders of a premium over the closing price of Encore's common stock immediately before announcement of the merger agreement, the closing price of Encore's common stock on the 20th trading day prior to the date of the Encore board meeting and the 52-week high closing price of Encore's common stock, with collar protection, and an ability to participate in equity ownership of the combined company following the merger; and

accretions to cash flow and proved reserves per share for Denbury stockholders, anticipated reductions in combined general and administrative and operational costs through the realization of synergies and, a potential reduction in cost of capital through the size, scale and diversification of the combined company.

Q: Why is my vote important?

A: If you do not return your proxy card by mail or submit your proxy by telephone or over the Internet or vote in person at your special meeting, it may be difficult for Denbury and Encore to obtain the necessary quorums to hold their respective special meetings.

In addition, if you are a Denbury stockholder, **your failure to vote will have the same effect as a vote against adoption of the merger agreement.** With respect to the proposal to adjourn the special meeting, if necessary or appropriate in order to solicit additional proxies, an abstention will have the same effect as a vote against the proposal. **Denbury's board of directors recommends unanimously that Denbury stockholders vote FOR the adoption of the merger agreement and FOR the adjournment of the Denbury special meeting, if necessary or appropriate to permit further solicitation of proxies.**

If you are an Encore stockholder, **your failure to vote will have the same effect as a vote against adoption of the merger agreement.** With respect to the proposal to adjourn the special meeting, if necessary or appropriate in order to solicit additional proxies, an abstention will have the same effect as a vote against the proposal. **Encore's board of directors recommends unanimously that Encore stockholders vote FOR the adoption of the merger agreement and FOR the adjournment of the Encore special meeting, if necessary or appropriate to permit further solicitation of proxies.**

No matter how many shares you own, you are encouraged to vote.

Q: When and where are the special meetings?

A: The Denbury special meeting will take place on March 9, 2010 at 10:00 a.m., local time, at 5100 Tennyson Parkway, Suite 1200, Plano, Texas 75024.

The Encore special meeting will take place on March 9, 2010 at 10:00 a.m., local time, at 777 Main Street, Suite 900, Fort Worth, Texas 76102.

For additional information relating to the Denbury and Encore special meetings, see The Stockholder Meetings beginning on page 41.

Q: What will I receive in the merger in exchange for my shares of Encore common stock?

A: Under the merger agreement, Encore stockholders may elect to receive consideration consisting of cash, shares of Denbury common stock or a combination of both in exchange for their shares of Encore common stock, subject to a proration feature. Encore stockholders electing to receive a mix of cash and stock consideration and non-electing stockholders will receive \$15.00 in cash and between 2.0698 and 2.6336 shares

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of Denbury common stock in exchange for each Encore share. Subject to proration, Encore stockholders electing to receive all cash will receive \$50.00 per Encore share and Encore stockholders electing to receive only Denbury common stock will receive between 2.9568 and 3.7622 shares of Denbury common stock in exchange for each Encore share. The actual number of shares of Denbury common stock to be issued to Encore stockholders receiving either all stock or a mix of cash and stock consideration will be determined under a collar mechanism based upon the volume weighted average price of Denbury common stock for the 20-day trading period ending on the second full trading day prior to the effective time of the merger (which is referred to as the Denbury 20-day average price in this joint proxy statement/prospectus). For a more complete description of what Encore stockholders will be entitled to receive pursuant to the merger, see Terms of the Merger Agreement Conversion of Encore Stock beginning on page 93.

Q: Is the value of the per share consideration that I receive for my Encore shares expected to be substantially equivalent regardless of which election I make?

A: Encore stockholders receiving all cash consideration will receive \$50.00 in cash per Encore share. Encore stockholders receiving consideration that includes Denbury common stock will receive either only Denbury common stock, or a combination of cash and Denbury common stock, that will have a value, as calculated based on the Denbury 20-day average price, of \$50.00 per Encore share if the Denbury 20-day average price is between \$13.29 per share and \$16.91 per share. The value those stockholders will receive, as calculated based on the Denbury 20-day average price, will exceed \$50.00 per Encore share if the Denbury 20-day average price is higher than \$16.91 per share, and will be less than \$50.00 per Encore share if the Denbury 20-day average price is lower than \$13.29 per share. However, the consideration received by Encore stockholders receiving consideration that includes Denbury common stock may have a current value that is higher or lower than \$50.00 per Encore share on the date the consideration is received, as calculated based on Denbury common stock trading prices prevailing at that time, even if the Denbury 20-day average price is between \$13.29 per share and \$16.91 per share.

Q: If I am an Encore stockholder, when must I elect the type of merger consideration that I prefer to receive?

A: Holders of Encore common stock who wish to elect the type of merger consideration they prefer to receive pursuant to the merger should review and follow carefully the instructions set forth in the election form provided to Encore stockholders together with this joint proxy statement/prospectus or in a separate mailing. These instructions require that a properly completed and signed election form be received by the exchange agent by the election deadline, which is 5:00 p.m., New York time, on March 2, 2010. If an Encore stockholder does not submit a properly completed and signed election form to the exchange agent by the election deadline, that stockholder will receive a mix of cash and stock consideration consisting of \$15.00 in cash and between 2.0698 and 2.6336 shares of Denbury common stock in exchange for each Encore share.

Q: What vote is required to approve the merger and related matters?

A: For Denbury, the affirmative vote of a majority of its shares of common stock outstanding and entitled to vote as of the record date is required to adopt the merger agreement, which provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration.

For Encore, the affirmative vote of a majority of its shares of common stock outstanding and entitled to vote as of the record date is required to adopt the merger agreement.

For additional information on the vote required to approve the merger and related matters, see The Stockholder Meetings beginning on page 41.

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Q: Is the consummation of the merger subject to any conditions other than the approval of the stockholders of Denbury and Encore?

A: Yes. In addition to stockholder approval, the consummation of the merger is contingent upon the following:

the absence of any law or court order that prohibits the merger;

the shares of Denbury common stock to be issued pursuant to the merger will have been approved for listing on the New York Stock Exchange;

the effectiveness of the registration statement on Form S-4, of which this joint proxy statement/prospectus is a part, and no pending stop order or proceeding seeking a stop order relating thereto;

the receipt of tax opinions from counsel for each of Denbury and Encore to the effect that the merger will be treated as a reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (which is referred to as the Code in this joint proxy statement/prospectus), and that each of Denbury and Encore will be a party to the reorganization within the meaning of Section 368(b) of the Code;

Denbury's receipt of financing as contemplated in the merger agreement; and

other customary conditions, including the absence of a material adverse effect on Denbury or Encore.

Q: What do I need to do now?

A: After reading and considering carefully the information contained in this joint proxy statement/prospectus, please vote promptly by calling the toll-free number listed on your proxy card, accessing the Internet website listed on your proxy card or completing, signing, dating and returning your proxy card in the enclosed postage-paid envelope. If you hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker. Submitting your proxy by telephone, Internet or mail or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at your special meeting. For additional information on voting procedures, see The Stockholder Meetings beginning on page 41.

Q: How will my proxy be voted?

A: If you vote by telephone, over the Internet or by completing, signing, dating and returning your signed proxy card, your proxy will be voted in accordance with your instructions. The proxy confers discretionary authority to the named proxies. Accordingly, if you complete, sign, date and return your proxy card and do not indicate how you want to vote, your shares will be voted as follows:

in the case of Denbury, FOR adoption of the merger agreement and FOR the adjournment of the Denbury special meeting, if necessary or appropriate to permit further solicitation of proxies; and

in the case of Encore, FOR the adoption of the merger agreement, and FOR the adjournment of the Encore special meeting, if necessary or appropriate to permit further solicitation of proxies.

For additional information on voting procedures, see The Stockholder Meetings beginning on page 41.

Q: If my broker holds my shares in street name, will my broker automatically vote my shares for me?

A: No. If you do not provide your broker with instructions on how to vote your street name shares, your broker will not be permitted to vote them on your behalf. Therefore, you should be sure to provide your broker with instructions on how to vote your shares, following the directions your broker provides to you. Please check the voting form used by your broker to see if the broker offers telephone or Internet voting.

Q: What if I fail to instruct my broker?

A: If you fail to instruct your broker to vote your shares and the broker submits an unvoted proxy, referred to as a broker non-vote, the broker non-vote will be counted toward a quorum at your special meeting, but

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effectively will be treated as a vote against the proposal to adopt the merger agreement, unless you appear and vote in person at your special meeting.

For information on changing your vote if your shares are held in street name, see The Stockholder Meetings beginning on page 41.

Q: Is the merger expected to be taxable to Encore stockholders?

A: It is expected that the merger will be treated as a reorganization within the meaning of Section 368(a) of the Code and, therefore, it is expected that holders of Encore common stock will not recognize any gain or loss for federal income tax purposes to the extent they exchange their shares of Encore common stock for shares of Denbury common stock pursuant to the merger. However, to the extent holders of Encore common stock exchange their Encore common stock for cash, the merger will be taxable.

You should read Material U.S. Federal Income Tax Consequences of the Merger beginning on page 107 for a description of the material United States federal income tax consequences of the merger. Tax matters can be complicated and the tax consequences of the merger to you will depend on your particular situation. **You should consult your tax advisors to determine the tax consequences of the merger to you.**

Q: What does it mean if I receive more than one set of materials?

A: This means you own shares of both Denbury and Encore or you own shares of Denbury or Encore that are registered under different names. For example, you may own some shares directly as a stockholder of record and other shares through a broker, or you may own shares through more than one broker. In these situations, you will receive multiple sets of proxy materials. You must complete, sign, date and return all of the proxy cards or follow the instructions for any alternative voting procedures on each of the proxy cards you receive in order to vote all of the shares you own. Each proxy card you receive will come with its own postage-paid return envelope; if you vote by mail, make sure you return each proxy card in the return envelope that accompanied that proxy card.

Q: What can I do if I want to change or revoke my vote?

A: Regardless of the method you used to cast your vote, if you are a holder of record, you may change your vote:

by completing, signing, dating and returning a new proxy card with a later date;

by calling the toll-free number listed on the proxy card or by accessing the Internet website listed on the proxy card by 11:59 p.m. New York time on March 8, 2010; or

by attending your special meeting and voting by ballot at your special meeting.

You may also revoke your proxy card by sending a notice of revocation, which must be received prior to your special meeting, to the designated representative of the applicable company at the address provided under Where You Can Find More Information on page 117.

If you hold your shares in street name and wish to change or revoke your vote, please refer to the information on the voting instruction form included with these materials and forwarded to you by your bank, broker, custodian or other record holder to see your voting options.

For additional information on changing your vote, see The Stockholder Meetings beginning on page 41.

Q: What will happen to Encore's stock options and restricted stock in the merger?

A: At the effective time of the merger, each outstanding option to purchase shares of Encore common stock will fully vest and will be converted into an obligation of Denbury to pay to the option holder an amount in cash equal to the product of (i) the number of shares of Encore common stock subject to the option and (ii) the excess, if any, of the aggregate consideration per share (or with respect to certain pre-2005 options, the highest price per share paid within 60 days prior to the merger) over the exercise price per share previously subject to the option.

Immediately prior to the effective time of the merger, each outstanding award of Encore restricted stock granted by Encore will become fully vested and each holder will have the right to make the same elections

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as a holder of Encore common stock, except that any shares of Encore restricted stock granted as a 2009 bonus pursuant to the Encore annual incentive program will be converted into restricted shares of Denbury common stock. For more information, see Terms of the Merger Agreement Employee Stock Options; Restricted Shares on page 94.

Q: If I am a holder of Encore common stock with shares represented by stock certificates, should I send in my Encore stock certificates now?

A: No. Please do not send in your Encore stock certificates with your proxy card. Rather, prior to the election deadline, send your completed, signed election form, together with your Encore common stock certificates (or a properly completed notice of guaranteed delivery) to the exchange agent. The election form for your Encore shares and your instructions will be delivered to you together with this joint proxy statement/prospectus or in a separate mailing. If your shares of Encore common stock are held in street name by your broker or other nominee, you should follow your broker's or nominee's instructions for making an election.

Q: Are Encore stockholders entitled to appraisal rights?

A: Encore stockholders may, under certain circumstances, be entitled to appraisal rights under Section 262 of the General Corporation Law of the State of Delaware, or the DGCL. For more information regarding appraisal rights, see The Merger Appraisal Rights beginning on page 87. In addition, a copy of Section 262 of the DGCL is attached to this joint proxy statement/prospectus as Annex D.

Q: Are there any risks in the merger that I should consider?

A: Yes. There are risks associated with all business combinations, including the proposed merger. We have described certain of these risks and other risks in more detail under Risk Factors beginning on page 34.

Q: Will Denbury stockholders receive any shares as a result of the merger?

A: No. Denbury stockholders will continue to hold the Denbury shares they currently own.

Q: When do you expect to complete the merger?

A: Denbury and Encore expect to complete the merger during the first quarter of 2010, although completion by any particular date cannot be assured.

Q: Where can I find more information about the companies?

A: Both Denbury and Encore file periodic reports and other information with the SEC. You may read and copy this information at the SEC's public reference facility. Please call the SEC at 1-800-SEC-0330 for information about this facility. This information is also available through the SEC's website at <http://www.sec.gov> and at the offices of the New York Stock Exchange. Both companies also maintain websites. You can obtain Denbury's SEC filings at <http://www.denbury.com> and you can obtain Encore's SEC filings at <http://www.encoreacq.com>. We do not intend for information contained on or accessible through our respective websites to be part of this joint proxy statement/prospectus, other than the documents that we file with the SEC that are incorporated by reference into this joint proxy statement/prospectus.

In addition, you may obtain some of this information directly from the companies. For a more detailed description of the information available, see Where You Can Find More Information on page 117.

Q: Whom should I call if I have questions about the special meeting or the merger?

A: Denbury stockholders should call Georgeson Inc., Denbury's proxy solicitor, at (866) 482-4969.

Encore stockholders should call BNY Mellon Shareowner Services, Encore's proxy solicitor, at (800) 814-0304.

If you have more questions about the merger, please call the Investor Relations Department of Denbury at (972) 673-2000 or the Investor Relations Department of Encore at (817) 877-9955.

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SUMMARY

This summary highlights selected information from this document and may not contain all of the information that is important to you. To understand the merger fully and for a more complete description of the terms of the merger, you should read carefully this entire document and the other available information referred to under "Where You Can Find More Information." We encourage you to read the merger agreement, the legal document governing the merger, which is included as Annex A to this document and incorporated by reference herein. We have included page references in the discussion below to direct you to more complete descriptions of the topics presented in this summary. We have defined certain oil and gas industry terms used in this document in the "Glossary of Oil and Gas Terms."

The Companies

Denbury Resources Inc.
5100 Tennyson Pkwy., Suite 1200
Plano, Texas 75024
(972) 673-2000

Denbury is a Delaware corporation engaged in the acquisition, development, operation and exploration of oil and natural gas properties in the Gulf Coast region of the United States, primarily in Mississippi, Louisiana, Texas and Alabama. Denbury is the largest oil and natural gas producer in Mississippi, and it owns the largest reserves of CO₂ used for tertiary oil recovery east of the Mississippi River. Denbury's goal is to increase the value of acquired properties through a combination of exploitation, drilling and proven engineering extraction processes, with its most significant emphasis relating to tertiary recovery operations.

Since Denbury acquired its first CO₂ tertiary flood in Mississippi in 1999, it has gradually increased its emphasis on these types of operations. Denbury's tertiary operations have grown to the point that, as of December 31, 2008, approximately 50% of its proved reserves were proved tertiary oil reserves. As of December 31, 2008, Denbury had total tertiary-related proved oil reserves of approximately 125.8 MMBbls. Denbury's production from tertiary operations has increased from approximately 1,350 Bbls/d in 1999, the then existing production at Little Creek Field at the time of acquisition, to an average of 24,347 Bbls/d during the third quarter of 2009. Denbury expects this production to continue to increase for several years as Denbury expands its tertiary operations to additional fields that it owns. Denbury believes that there are many additional oil fields in its operating areas that can be acquired and flooded with CO₂, providing potential growth opportunities beyond its existing inventory of oil fields.

Denbury's estimated total proved reserves at December 31, 2008 were 179.1 MMBbls of oil and 428 Bcf of natural gas, based on the December 31, 2008 NYMEX oil price of \$44.60 per barrel adjusted to prices received by field and a Henry Hub natural gas cash price of \$5.71 per MMBtu, also adjusted to prices received by field. On a BOE basis, Denbury's proved reserves were 250.5 MMBOE at December 31, 2008, of which approximately 72% was oil and approximately 58% was proved developed. Denbury recently announced information concerning its 2009 year-end proved reserves and estimated production. See Denbury The Combined Company Recent Events beginning on page 45.

Denbury continues to emphasize its tertiary recovery operations because management believes these operations (i) are lower risk and more predictable than most traditional exploration and development activities, and (ii) provide a reasonable rate of return at relatively low oil prices. In addition, Denbury has virtually no competition for this type of activity in its geographic area, as generally, from east Texas to Florida, there are no known significant sources of CO₂ other than those that Denbury owns. Denbury believes that if significant sources of man-made CO₂ are captured and

become available in the future, tertiary recovery operations provide an economical way to sequester these greenhouse gases, while recovering additional oil. Denbury has acquired several old oil fields in its areas of operations with potential for tertiary recovery and plans to acquire additional fields. Denbury also continues to expand its CO₂ pipeline infrastructure to transport CO₂.

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Denbury's strategy is focused on the following fundamental principles:

remain focused in specific regions where Denbury either has, or believes it can create, a competitive advantage as a result of its ownership or use of CO₂ reserves, oil fields and CO₂ infrastructure;

acquire properties where management believes additional value can be created through tertiary recovery operations and a combination of other exploitation, development, exploration and marketing techniques;

acquire properties that give Denbury a majority working interest and operational control or where management believes Denbury can ultimately obtain them;

maximize the value of company properties by increasing production and reserves while controlling costs; and

maintain a highly competitive team of experienced and incentivized personnel.

Denbury's common stock is listed on the New York Stock Exchange under the symbol DNR.

Encore Acquisition Company

777 Main Street, Suite 1400

Fort Worth, Texas 76102

(817) 877-9955

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

the Cedar Creek Anticline, or 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 region, which includes the Arkoma and Anadarko Basins in Oklahoma, the North Louisiana Salt Basin and the East Texas Basin.

Encore's estimated total proved reserves at December 31, 2008 were 134.5 MMBbls of oil and 307.5 Bcf of natural gas, based on December 31, 2008 spot market prices of \$44.60 per barrel for oil and \$5.62 per Mcf for natural gas. On a BOE basis, Encore's proved reserves were 185.7 MMBOE at December 31, 2008, of which approximately 72% was oil and approximately 80% was proved developed. Encore recently announced information concerning its 2009 year-end proved reserves and estimated fourth quarter 2009 production. See Denbury The Combined Company Recent Events beginning on page 45.

Encore's common stock is listed on the New York Stock Exchange under the symbol EAC.

**The Merger
(Page 47)**

Denbury and Encore have agreed to combine their businesses pursuant to the merger agreement described in this joint proxy statement/prospectus. Pursuant to the merger agreement, Encore will merge with and into Denbury. As a result of the merger, Encore will cease to exist and Denbury will continue as a public company. The merger agreement is attached as Annex A to this joint proxy statement/prospectus and is incorporated by reference herein. Denbury and Encore encourage you to read the merger agreement in its entirety because it is the legal document that governs the merger.

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Merger Consideration (Page 93)

Under the merger agreement, Encore stockholders may elect to receive consideration consisting of cash, shares of Denbury common stock or a combination of both in exchange for their shares of Encore common stock, subject to the proration feature described below. Encore stockholders electing to receive a mix of cash and stock consideration and non-electing stockholders will receive \$15.00 in cash and between 2.0698 and 2.6336 shares of Denbury common stock in exchange for each Encore share. Subject to proration, Encore stockholders electing to receive all cash will receive \$50.00 per Encore share and Encore stockholders electing to receive only Denbury common stock will receive between 2.9568 and 3.7622 shares of Denbury common stock in exchange for each Encore share. The actual number of shares of Denbury common stock to be issued to Encore stockholders receiving either all stock or a mix of cash and stock consideration will be determined under a collar mechanism based upon the Denbury 20-day average price. For a more complete description of what Encore stockholders will be entitled to receive pursuant to the merger, see *Terms of the Merger Agreement – Conversion of Encore Stock* on page 93.

The aggregate cash consideration to be received by Encore stockholders pursuant to the merger will be fixed at an amount equal to the product of \$15.00 and the number of issued and outstanding shares of Encore common stock immediately prior to closing of the merger, which cash amount is expected to be approximately \$833.1 million, excluding approximately \$56.2 million in cash payments to Encore stock option holders. Accordingly, if Encore stockholders elect, in the aggregate, to receive cash in an amount greater than the aggregate cash consideration payable under the merger agreement, or less than the aggregate cash consideration payable under the merger agreement, then those holders electing to receive either all cash or all stock consideration, as the case may be, will be pro rated down and will receive the undersubscribed form of merger consideration as a portion of the overall consideration they receive for their shares. As a result, Encore stockholders that make a valid election to receive all cash or all stock consideration may not receive merger consideration entirely in the form elected. See *Risk Factors – Encore stockholders electing to receive only cash or only Denbury common stock may receive a form or combination of consideration different from the form they elect* on page 34.

Denbury will not issue any fractional shares of its common stock to any holder of Encore common stock upon completion of the merger. For each fractional share that would otherwise be issued, Denbury will pay cash (without interest) in an amount equal to the product of (i) the fractional share and (ii) the closing price for a share of Denbury common stock on the business day immediately preceding the closing date. See *Terms of the Merger Agreement – Surrender of Shares; Stock Transfer Books* beginning on page 96.

Completion and Delivery of the Election Form (Page 95)

If you are an Encore stockholder, you have received or will receive (together with this joint proxy statement/prospectus or in a separate mailing) an election form with instructions for making cash and stock elections. You must complete properly and deliver to the exchange agent your election form along with your stock certificates (or a properly completed notice of guaranteed delivery). Do not send your stock certificates or election form with your proxy card.

Election forms and stock certificates (or a properly completed notice of guaranteed delivery) must be received by the exchange agent by the election deadline, which is 5:00 p.m., New York time, on March 2, 2010. Once you tender your stock certificates to the exchange agent, you may not transfer your shares of Encore common stock until the merger is completed, unless you revoke your election by a written notice to the exchange agent that is received prior to the election deadline.

If you fail to submit a properly completed election form prior to the election deadline, you will be deemed not to have made an election. As a holder making no election, you will receive the mixed cash and stock consideration.

If you own shares of Encore common stock in street name through a broker or other nominee and you wish to make an election, you should seek instructions from the broker or other nominee holding your shares concerning how to make your election.

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If the merger is not completed, stock certificates will be returned by the exchange agent by first class mail or through book-entry transfer (in the case of shares of Encore common stock delivered in book-entry form to the exchange agent).

Treatment of Stock Options and Restricted Stock (Page 94)

At the effective time of the merger, each outstanding option to purchase shares of Encore common stock, whether or not then exercisable or vested, will be converted into an obligation of Denbury to pay the option holder an amount in cash equal to the product of (i) the number of shares of Encore common stock subject to the option and (ii) the excess, if any, of the aggregate consideration per share (or with respect to certain pre-2005 options, the highest price per share paid within 60 days prior to the merger) over the exercise price per share previously subject to the option.

Immediately prior to the effective time of the merger, each outstanding award of Encore restricted stock will become fully vested and each holder will have the right to make the same elections as a holder of Encore common stock, except that any shares of Encore restricted stock granted as a 2009 bonus pursuant to the Encore annual incentive program will be converted into a number of restricted shares of Denbury common stock determined by multiplying (i) the number of restricted shares of Encore common stock subject to that grant by (ii) the exchange ratio used in determining the consideration payable to Encore stockholders who have elected to receive only common stock consideration.

Board Recommendations (Pages 58 and 61)

Encore. Encore's board of directors has unanimously adopted a resolution approving the merger agreement, declared the merger agreement advisable and determined that the merger agreement and the transactions contemplated by it are fair to and in the best interests of Encore and its stockholders and recommends unanimously that Encore stockholders vote at the special meeting to adopt the merger agreement and approve any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies. See *The Merger Background of the Merger* beginning on page 47. As described under the heading *The Merger Interests of Certain Persons in the Merger that May be Different from Your Interests* beginning on page 81 of this joint proxy statement/prospectus, Encore's directors and executive officers will receive financial benefits that may be different from, or in addition to, those of Encore stockholders.

Denbury. Denbury's board of directors has unanimously adopted a resolution approving the merger agreement and the transactions contemplated by it, declared the merger agreement advisable and recommends unanimously that Denbury stockholders vote at the special meeting to adopt the merger agreement, which provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration. See *The Merger Background of the Merger* beginning on page 47. In addition, Denbury's board of directors recommends unanimously that Denbury stockholders vote to approve any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies.

Opinions of Financial Advisors (Pages 64 and 73)

In deciding to recommend the merger, each of Denbury and Encore considered an opinion from its financial advisor.

Opinion of Encore's Financial Advisor

Barclays Capital Inc., or Barclays Capital, rendered its opinion to Encore's board of directors that, as of October 31, 2009, based upon and subject to the qualifications, limitations and assumptions stated in its opinion, the merger consideration to be received by the stockholders of Encore was fair, from a financial point of view, to such

stockholders.

The full text of the written opinion of Barclays Capital, dated October 31, 2009, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in

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connection with the opinion, is attached as Annex B to this joint proxy statement/prospectus. Barclays Capital provided its opinion for the information and assistance of Encore's board of directors in connection with its consideration of the merger. The Barclays Capital opinion is not a recommendation as to how any holder of Encore's common stock should vote with respect to the merger, adoption of the merger agreement or any other matter.

Pursuant to a letter agreement dated October 9, 2009, Encore engaged Barclays Capital to act as its financial advisor in connection with the contemplated transaction. As compensation for its services in connection with the merger, Encore paid Barclays Capital \$1.0 million upon the delivery of Barclays Capital's fairness opinion. Additional compensation of \$12.5 million will be payable on completion of the merger, against which the amount paid for the opinion will be credited. In addition, Encore has agreed to reimburse Barclays Capital for its expenses, including attorneys' fees and disbursements, and to indemnify Barclays Capital and related persons against various liabilities.

Opinion of Denbury's Financial Advisor

Pursuant to an engagement letter dated October 30, 2009, Denbury retained J.P. Morgan Securities Inc., or J.P. Morgan, as its financial advisor in connection with the proposed merger and to deliver a fairness opinion in connection with the merger.

At the meeting of Denbury's board of directors on October 31, 2009, J.P. Morgan rendered its oral opinion, subsequently confirmed in writing, to Denbury's board of directors that, as of that date and based upon and subject to the factors and assumptions set forth in its opinion, the consideration to be paid by Denbury in the proposed merger was fair, from a financial point of view, to Denbury.

The full text of the written opinion of J.P. Morgan, which sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the review undertaken by J.P. Morgan in connection with its opinion, is attached as Annex C to this joint proxy statement/prospectus and is incorporated herein by reference. Denbury stockholders are urged to read the opinion carefully and in its entirety.

J.P. Morgan's written opinion is addressed to Denbury's board of directors, is directed only to the consideration to be paid by Denbury in the merger and does not constitute a recommendation to any Denbury stockholder as to how that stockholder should vote at the Denbury special meeting. The summary of the opinion of J.P. Morgan set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion.

For services rendered in connection with the merger, Denbury has agreed to pay J.P. Morgan \$12.0 million, \$3.0 million of which was paid after the public announcement of the proposed merger, and the remainder of which will become payable only if the merger is consummated. In addition, Denbury has agreed to reimburse J.P. Morgan for its expenses incurred in connection with its services, including the fees and disbursements of counsel, and will indemnify J.P. Morgan against certain liabilities, including liabilities arising under the Federal securities laws.

**Board of Directors and Management of Denbury Following the Merger
(Page 81)**

Denbury's board of directors and executive officers will remain the same following the merger as they are immediately before the merger becomes effective.

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The Stockholder Meetings

(Page 41)

Denbury. The Denbury special meeting will be held for the following purposes:

to consider and vote upon a proposal to adopt the merger agreement, which provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration;

to consider and vote upon any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies in favor of the foregoing proposal; and

to transact any other business that may properly come before the special meeting or any adjournment or postponement of the special meeting.

Encore. The Encore special meeting will be held for the following purposes:

to consider and vote upon a proposal to adopt the merger agreement;

to consider and vote upon any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies in favor of the foregoing proposal; and

to transact any other business that may properly come before the special meeting or any adjournment or postponement of the special meeting.

Record Dates

(Page 42)

Denbury. You may vote at the special meeting of Denbury stockholders if you owned Denbury common stock at the close of business on February 3, 2010.

Encore. You may vote at the special meeting of Encore stockholders if you owned Encore common stock at the close of business on February 3, 2010.

Votes Required

(Page 42)

Denbury. Each share of Denbury common stock outstanding as of the record date will be entitled to one vote at the Denbury special meeting. Adoption of the merger agreement, which provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration, requires the affirmative vote of a majority of the then outstanding shares of Denbury common stock that are entitled to vote as of the record date. Any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies requires the affirmative vote of the holders of Denbury common stock representing a majority of the votes present in person or by proxy at the special meeting entitled to vote.

If a Denbury stockholder abstains from voting, that action will be the equivalent of a vote against all of the matters to be voted upon. A broker non-vote will be the equivalent of a vote against the adoption of the merger agreement. A

broker non-vote will have no effect on any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies.

Encore. Each share of Encore common stock outstanding as of the record date is entitled to one vote at the Encore special meeting. Adoption of the merger agreement by Encore stockholders requires the affirmative vote of a majority of the then outstanding shares of Encore common stock that are entitled to vote as of the record date. Any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies requires the affirmative vote of the holders of Encore common stock representing a majority of the votes present in person or by proxy at the special meeting entitled to vote.

If an Encore stockholder abstains from voting, that action will be the equivalent of a vote against all of the matters to be voted upon. A broker non-vote will be the equivalent of a vote against adopting the merger

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agreement, but will have no effect on any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies.

An abstention occurs when a stockholder abstains from voting (either in person or by proxy) on one or more of the proposals. Broker non-votes occur when a bank, broker or other nominee returns a proxy but does not have authority to vote on a particular proposal.

**Outstanding Shares and Share Ownership of Management
(Page 42)**

Denbury. As of the record date for the Denbury special meeting, there were 262,392,777 shares of Denbury common stock outstanding. Directors and executive officers of Denbury beneficially owned approximately 3.2% of the outstanding shares of Denbury common stock on the record date.

Encore. As of the record date for the Encore special meeting, there were 55,542,510 shares of Encore common stock outstanding. Directors and executive officers of Encore beneficially owned approximately 8.6% of the outstanding shares of Encore common stock on the record date.

**Risks Relating to the Merger
(Page 34)**

You should be aware of and consider carefully the risks relating to the merger described under Risk Factors. These risks include possible difficulties in combining two companies that have previously operated independently.

**Material U.S. Federal Income Tax Consequences of the Merger
(Page 107)**

Denbury and Encore each expect the merger to be a tax free reorganization pursuant to Section 368(a) of the Code to the extent Encore stockholders receive Denbury common stock pursuant to the merger.

Please review carefully the information under the caption Material U.S. Federal Income Tax Consequences of the Merger for a description of the material United States federal income tax consequences of the merger. The tax consequences to you will depend on your own situation. **Please consult your tax advisors for a full understanding of the tax consequences of the merger to you.**

**Accounting Treatment
(Page 80)**

The merger will be accounted for as an acquisition of Encore by Denbury using the acquisition method of accounting. Encore uses the successful efforts method of accounting for its oil and natural gas properties. Denbury uses, and will continue to use, post-merger, the full cost method of accounting for its oil and gas properties.

**Appraisal Rights
(Page 87)**

Encore stockholders will, under certain circumstances, be entitled under Delaware law to exercise appraisal rights and receive payment for the fair value of their Encore shares if the merger is completed. However, under Section 262 of the DGCL, appraisal rights are only available in connection with the merger if, among other things, holders of Encore stock are required to accept cash consideration for their Encore shares (other than cash paid in lieu of fractional

shares). Accordingly, Denbury reserves the right to take the position that appraisal rights are not available if, after application of the proration provisions of the merger agreement, all stockholders who elected to receive all stock consideration and all stockholders who demanded appraisal of their shares could have received consideration consisting of only Denbury common stock and cash paid in lieu of receiving fractional shares of Denbury common stock as a result of the merger. Encore stockholders who

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wish to seek appraisal of their shares are in any case urged to seek the advice of counsel with respect to the availability of appraisal rights.

If appraisal rights are available, Encore stockholders who desire to exercise their appraisal rights must not vote in favor of the adoption of the merger agreement, must submit a written demand for an appraisal before the vote on the adoption of the merger agreement and must continue to hold their Encore shares through the effective date of the merger. Encore stockholders must also comply with other procedures as required by Section 262 of the DGCL. If appraisal rights are available, Encore stockholders who validly demand appraisal of their shares in accordance with the DGCL and do not withdraw their demand or otherwise forfeit their appraisal rights will not receive the merger consideration. Instead, after completion of the proposed merger, the Court of Chancery of the State of Delaware will determine the fair value of their shares exclusive of any value arising from the proposed merger. This appraisal amount will be paid in cash and could be more than, the same as or less than the amount an Encore stockholder would be entitled to receive under the merger agreement.

The DGCL requirements for exercising appraisal rights are described in further detail in this joint proxy statement/prospectus, and the relevant section of the DGCL regarding appraisal rights is reproduced and attached as Annex D.

**Financing of the Merger
(Page 91)**

Denbury has received a financing commitment letter from J.P. Morgan and JPMorgan Chase Bank, N.A., or JPMorgan Chase, which is subject to various conditions, for a proposed new \$1.6 billion senior secured revolving credit facility and a \$1.25 billion bridge facility. In place of the bridge facility, on February 3, 2010, Denbury completed the public offering of \$1 billion of its 81/4% Senior Subordinated Notes due 2020, which is scheduled to close on February 10, 2010. See *The Merger* Financing of the Merger beginning on page 91 for more details on the notes offering. These financing sources will be used to fund the cash portion of the merger consideration (inclusive of payments due to Encore stock option holders), refinance certain of Encore's existing debt, pay Encore's severance costs, repay Denbury's existing credit facility, pay merger-related transaction costs and provide additional liquidity. Encore will cooperate with Denbury's efforts to secure the financing and Denbury will reimburse Encore for the expenses it incurs in performing those efforts.

**Conditions to the Merger
(Page 103)**

The merger will be completed only if the conditions to the merger are satisfied or waived (if legally permissible), including, among others, the following:

- the adoption of the merger agreement by Encore's stockholders;
- the adoption of the merger agreement by Denbury's stockholders;
- the absence of any law or court order that would prohibit, prevent or enjoin the merger;
- the effectiveness of the registration statement on Form S-4 of which this joint proxy statement/prospectus is a part, and no pending stop order or proceeding seeking a stop order relating thereto;
- the approval of the shares of Denbury common stock to be issued pursuant to the merger agreement to be listed on the New York Stock Exchange;

the receipt of tax opinions from counsel for each of Denbury and Encore to the effect that the merger will be treated as a reorganization under Section 368(a) of the Code and that each of Denbury and Encore will be a party to the reorganization within the meaning of Section 368(b) of the Code;

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Denbury's receipt of the financing contemplated by the merger agreement; and

other customary conditions, including the absence of a material adverse effect on Denbury or Encore.

Either party to the merger agreement may choose to complete the merger even though a condition has not been satisfied if the law allows Encore and Denbury to do so; however, neither Denbury nor Encore can give any assurance regarding when or if all of the conditions to the merger will either be satisfied or waived or that the merger will occur as intended.

**Regulatory Requirements
(Page 91)**

The merger is subject to antitrust laws, including the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (which is referred to as the HSR Act in this joint proxy statement/prospectus). Denbury and Encore have made their respective filings under the HSR Act with the Antitrust Division of the United States Department of Justice, which is referred to as the Antitrust Division in this joint proxy statement/prospectus, and the United States Federal Trade Commission, which is referred to as the FTC in this joint proxy statement/prospectus. On November 30, 2009, the FTC granted early termination of the waiting period under the HSR Act.

**Termination of the Merger Agreement
(Page 105)**

Denbury and Encore can mutually agree to terminate the merger agreement at any time. Either Denbury or Encore can unilaterally terminate the merger agreement in various circumstances, including the following:

if the merger has not occurred on or before May 31, 2010, but neither party may terminate the merger agreement if that party's breach of any provision of the merger agreement has contributed to, or otherwise resulted in, the failure of the merger to occur on or before May 31, 2010;

if a court or other governmental authority issues a final, non-appealable order restraining, enjoining or otherwise prohibiting the merger;

if Encore's stockholders or Denbury's stockholders fail to adopt the merger agreement;

if the Denbury financing condition is not satisfied on or before May 31, 2010; or

if the other party is in material breach of the merger agreement such that certain conditions set forth in the merger agreement are not capable of being satisfied and such breach is not cured prior to the earlier of 30 days after notice of the breach or May 31, 2010.

In addition, Encore may terminate the merger agreement if prior to the adoption of the merger agreement by Encore's stockholders, Encore's board of directors has effected a change in its recommendation and authorized Encore to enter into a definitive agreement with respect to a superior proposal.

**Termination Fee
(Page 105)**

On a termination of the merger agreement under certain circumstances, Encore may be required to pay Denbury a termination fee of either \$60 million or \$120 million or Denbury may be required to pay Encore a termination fee of either \$60 million, \$120 million or \$300 million, in each case depending on the circumstances of the termination. In addition, Encore is obligated to reimburse Denbury for up to \$10 million of its expenses related to the merger if specified termination events occur.

Interests of Certain Persons in the Merger that May be Different from Your Interests
(Page 81)

Encore's directors and executive officers have interests in the merger that may be different from, or in addition to, the interests of holders of Encore common stock. These interests include certain Encore executive officers being entitled to receive specified severance and other benefits, following the effective time of the

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merger. Severance benefits are paid only upon an executive officer's termination for cause or good reason. Some of these benefits include the following:

Severance Benefits

a lump sum cash payment to each of Encore's executive officers in the amount of 2-3 times their respective annual salaries and bonus;

continued medical, dental and life insurance coverage for up to three years for Encore's executive officers;

payments to compensate for the imposition of certain federal excise taxes imposed on Encore's executive officers;

Other Benefits

the vesting of Encore restricted stock and options to purchase shares of Encore's common stock held by Encore's executive officers and directors at the effective time of the merger and conversion of that stock into the right to receive the merger consideration (other than restricted stock granted as a 2009 bonus);

entitlement for Encore's executive officers to receive an incentive award that would vest over time from Denbury if they remain employed by Denbury for 30 days following the effective time of the merger; and

indemnification by Denbury with respect to acts or omissions performed by Encore's directors and executive officers in their capacities as such.

Encore's board of directors was aware of these interests and considered them, among other matters, in making its recommendation. See *The Merger* Reasons for the Merger Encore beginning on page 55.

**Acquisition Proposals
(Page 100)**

Encore and its subsidiaries will not, and Encore and its subsidiaries will direct their respective officers, directors, investment bankers, attorneys, accountants, financial advisors, agents and other representatives not to, (i) directly or indirectly initiate, solicit, knowingly encourage or knowingly facilitate an acquisition proposal, (ii) participate or engage in discussions or negotiations with, or disclose any non-public information to, any other party with respect to an acquisition proposal, (iii) accept an acquisition proposal or (iv) enter into any agreement to do any of the foregoing with respect to an acquisition proposal. However, prior to obtaining adoption of the merger agreement by Encore's stockholders, Encore or its board of directors may take any action described in clauses (ii) (iv) above if Encore receives an unsolicited written acquisition proposal from a third party and Encore's board of directors determines in good faith (after consultation with its financial advisors and outside legal counsel) that the proposal constitutes, or could reasonably be expected to lead to, a transaction more favorable to its stockholders than the merger.

In addition, prior to adoption of the merger agreement by Encore's stockholders, Encore's board of directors may effect a change in its recommendation of the merger in response to (i) a superior proposal or (ii) an intervening event if Encore's board of directors concludes in good faith (after consultation with its outside legal counsel) that a failure to withdraw its recommendation would breach its fiduciary duties under applicable law.

Prior to obtaining adoption of the merger agreement by Denbury's stockholders, Denbury's board of directors may effect a change in its recommendation of the merger in response to an intervening event if it determines in good faith

(after consultation with outside legal counsel and, if appropriate, its financial advisor) that a failure to withdraw its recommendation would breach its fiduciary duties under applicable law.

In general, the term *intervening event* means, with respect to either party, a material event or circumstance that was not known or reasonably foreseeable to the board of directors of that party on the date of the merger agreement (or, if known, the consequences of which were not known to or reasonably foreseeable by that board of directors), which event or circumstance, or material consequences thereof, become

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known to the board of directors of that party prior to the time at which that party receives the applicable stockholder approval, but in no event will any of the following constitute an intervening event:

the receipt, existence or terms of an acquisition proposal for Denbury or of any information or any communication that could lead to any acquisition by Denbury of any business or assets other than Encore, or any consequence thereof;

any failure to arrange or receive the financing, or any of the terms or consequences of the financing; or

any change in, or event or condition generally affecting, the oil and natural gas industry or exploration and production companies, including, without limitation, any change in oil or natural gas prices or differentials.

**Material Differences in the Rights of Stockholders
(Page 111)**

Denbury and Encore are both Delaware corporations. Upon completion of the merger, your rights as stockholders of Denbury will be governed by its certificate of incorporation and bylaws. Encore stockholders should consider that Denbury's certificate of incorporation and bylaws differ in some material respects from Encore's certificate of incorporation and bylaws.

Selected Historical Consolidated Financial Data

Denbury

The following table sets forth Denbury's selected consolidated historical financial information that has been derived from (1) Denbury's consolidated financial statements as of December 31, 2008, 2007, 2006, 2005 and 2004 and the years then ended and (2) Denbury's consolidated financial statements as of September 30, 2009 and 2008 and the nine month periods then ended. This disclosure does not include the effects of the merger. You should read this financial information in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and its consolidated financial statements and notes thereto in Denbury's 2008 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 incorporated by reference in this document.

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	Nine Months Ended		Year Ended December 31,				2004
	2009	2008	2008	2007	2006(a)	2005	
	(In thousands, except per share amounts)						
Consolidated Statements of Operations Data:							
Revenues and other income:							
Oil, natural gas and related product sales	\$ 600,942	\$ 1,128,548	\$ 1,347,010	\$ 952,788	\$ 716,557	\$ 549,055	\$ 444,777
CO ₂ sales and transportation fees	9,708	9,705	13,858	13,630	9,376	8,119	6,276
Loss on effective hedge contract(b)							(70,469)
Interest income and other	1,948	3,525	4,834	6,642	5,603	3,218	2,388
Total revenues	612,598	1,141,778	1,365,702	973,060	731,536	560,392	382,972
Expenses:							
Lease operating expenses	241,908	228,134	307,550	230,932	167,271	108,550	87,107
Production taxes and marketing expenses	24,294	50,978	55,770	43,130	31,993	23,553	17,569
Transportation expense Genesis	6,143	5,623	7,982	5,961	4,358	4,029	1,168
CO ₂ operating expenses	3,442	2,836	4,216	4,214	3,190	2,251	1,338
General and administrative	79,828	45,821	60,374	48,972	43,014	28,540	21,461
Interest, net of amounts capitalized(c)	36,960	23,988	32,596	30,830	23,575	17,978	19,468
Depletion, depreciation and amortization	177,145	160,896	221,792	195,900	149,165	98,802	97,527
Commodity derivative expense (income)	177,061	43,591	(200,053)	18,597	(19,828)	28,962	15,358
Abandoned acquisition cost(d)		30,426	30,601				
Write-down of oil and natural gas properties(d)			226,000				
Total expenses	746,781	592,293	746,828	578,536	402,738	312,665	260,996

Equity in net income (loss) of Genesis	5,802	3,796	5,354	(1,110)	776	314	(136)
Income (loss) before income taxes	(128,381)	553,281	624,228	393,414	329,574	248,041	121,840
Income tax provision (benefit):							
Current income taxes	18,140	44,769	40,812	30,074	19,865	27,177	22,929
Deferred income taxes	(67,869)	163,909	195,020	110,193	107,252	54,393	16,463
Net income (loss)	\$ (78,652)	\$ 344,603	\$ 388,396	\$ 253,147	\$ 202,457	\$ 166,471	\$ 82,448
Net income (loss) per share basic(e)	\$ (0.32)	\$ 1.41	\$ 1.59	\$ 1.05	\$ 0.87	\$ 0.74	\$ 0.38
Net income (loss) per share diluted(e)	\$ (0.32)	\$ 1.36	\$ 1.54	\$ 1.00	\$ 0.82	\$ 0.70	\$ 0.36
Weighted average common shares outstanding:(e)							
Basic	246,156	243,604	243,935	240,065	233,101	223,485	219,482
Diluted	246,156	252,708	252,530	252,101	247,547	239,267	229,206

Consolidated Statements of Cash Flows Data:

Cash provided by (used in):

Operating activities	\$ 406,434	\$ 632,771	\$ 774,519	\$ 570,214	\$ 461,810	\$ 360,960	\$ 168,652
Investing activities	(736,390)	(617,677)	(994,659)	(762,513)	(856,627)	(383,687)	(93,550)
Financing activities	334,576	100,109	177,102	198,533	283,601	154,777	(66,251)

As of September 30,
2009 2008

As of December 31,
2008 2007 2006 2005 2004
(In thousands)

Consolidated Balance Sheets Data:

Total assets	\$ 3,903,260	\$ 3,468,532	\$ 3,589,674	\$ 2,771,077	\$ 2,139,837	\$ 1,505,069	\$ 992,706
Total long-term debt	1,196,061	776,991	852,767	680,330	507,786	373,591	223,397
Stockholders equity	1,790,659	1,787,985	1,840,068	1,404,378	1,106,059	733,662	541,672

- (a) Effective January 1, 2006, Denbury adopted new guidance issued by the Financial Accounting Standard Board (FASB) in the Compensation-Stock Compensation topic of the FASB Accounting Standards Codification (FASC) which prospectively required Denbury to record compensation expense for stock incentive awards.

- (b) Amount represents Denbury's net loss on commodity contracts that qualified for hedge accounting treatment, prior to Denbury's discontinuance of hedge accounting effective January 1, 2005.
- (c) Denbury's capitalized interest was \$48.7 million and \$19.5 million for the nine months ended September 30, 2009 and 2008, respectively, and \$29.2 million, \$20.4 million, \$11.3 million, \$1.6 million and \$0 for the years ended December 31, 2008, 2007, 2006, 2005 and 2004, respectively.

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- (d) In 2008, Denbury had a full cost ceiling test write-down of \$226.0 million (\$140.1 million net of tax) and pre-tax expense of \$30.6 million associated with a cancelled acquisition.
- (e) On December 5, 2007 and October 31, 2005, Denbury split its common stock on a 2-for-1 basis. Information relating to all prior years' shares and earnings per share has been retroactively restated to reflect the stock splits.

Encore

The following table sets forth selected consolidated historical financial information that has been derived from (1) Encore's consolidated financial statements as of December 31, 2008, 2007, 2006, 2005 and 2004 and the years then ended and (2) Encore's consolidated financial statements as of September 30, 2009 and 2008 and the nine months then ended. This selected historical consolidated financial data does not include the effect of the merger. You should read this financial information in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and its consolidated financial statements and notes thereto in Encore's Current Report on Form 8-K filed January 25, 2010, and Encore's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, which are incorporated by reference in this document.

	Nine Months Ended		Year Ended December 31,(a)(b)				
	September 30,(a)(b)						
	2009	2008	2008	2007	2006	2005	2004
(In thousands, except per share amounts)							
Consolidated Statements of Operations Data:							
Revenues(c):							
Oil	\$ 374,915	\$ 776,001	\$ 897,443	\$ 562,817	\$ 346,974	\$ 307,959	\$ 220,649
Natural gas	86,908	182,973	227,479	150,107	146,325	149,365	77,884
Marketing(d)	2,008	8,740	10,496	42,021	147,563		
Total revenues	463,831	967,714	1,135,418	754,945	640,862	457,324	298,533
Expenses:							
Production:							
Lease operating(e)	122,817	130,013	175,115	143,426	98,194	69,744	47,807
Production, ad valorem and severance taxes	48,074	95,845	110,644	74,585	49,780	45,601	30,313
Depletion, depreciation and amortization	217,361	159,114	228,252	183,980	113,463	85,627	48,522
Impairment of long-lived assets(f)		26,292	59,526				
Exploration	43,801	30,462	39,207	27,726	30,519	14,443	3,935
General and administrative(e)	40,743	36,549	48,421	39,124	23,194	17,268	12,059
Marketing(d)	1,612	9,362	9,570	40,549	148,571		

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Derivative fair value loss (gain)(g)	(741)	82,093	(346,236)	112,483	(24,388)	5,290	5,011
Loss on early redemption of debt(h)						19,477	
Provision for doubtful accounts	7,116	4	1,984	5,816	1,970	231	
Other operating	22,303	9,801	12,975	17,066	8,053	9,254	5,028
Total expenses	503,086	579,535	339,458	644,755	449,356	266,935	152,675
Operating income (loss)	(39,255)	388,179	795,960	110,190	191,506	190,389	145,858
Other income (expenses):							
Interest	(57,009)	(54,669)	(73,173)	(88,704)	(45,131)	(34,055)	(23,459)
Other	1,811	3,090	3,898	2,667	1,429	1,039	240
Total other expenses	(55,198)	(51,579)	(69,275)	(86,037)	(43,702)	(33,016)	(23,219)
Income (loss) before income taxes	(94,453)	336,600	726,685	24,153	147,804	157,373	122,639
Income tax benefit (provision)	25,254	(118,595)	(241,621)	(14,476)	(55,406)	(53,948)	(40,492)
Consolidated net income (loss)	(69,199)	218,005	485,064	9,677	92,398	103,425	82,147
Less: net loss (income) attributable to noncontrolling interest	9,669	(16,198)	(54,252)	7,478			
Net income (loss) attributable to EAC stockholders	\$ (59,530)	\$ 201,807	\$ 430,812	\$ 17,155	\$ 92,398	\$ 103,425	\$ 82,147
Net income (loss) per common share:							
Basic	\$ (1.15)	\$ 3.78	\$ 8.10	\$ 0.32	\$ 1.75	\$ 2.10	\$ 1.73(i)
Diluted	\$ (1.15)	\$ 3.67	\$ 8.01	\$ 0.31	\$ 1.74	\$ 2.07	\$ 1.71(i)
Weighted average common shares outstanding:							
Basic	51,964	52,466	52,270	53,170	51,865	48,682	47,090(i)
Diluted	51,964	53,134	52,866	53,629	52,356	49,303	47,522(i)

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	Nine Months Ended		Year Ended December 31,(a)(b)				
	September 30,(a)(b)						
	2009	2008	2008	2007	2006	2005	2004

(In thousands, except per share amounts)

**Consolidated
Statements of Cash
flows Data:**Cash provided by
(used in):

Operating activities	\$ 633,153	\$ 528,987	\$ 663,237	\$ 319,707	\$ 297,333	\$ 292,269	\$ 171,821
Investing activities	(710,316)	(536,094)	(728,346)	(929,556)	(397,430)	(573,560)	(433,470)
Financing activities	81,807	9,230	65,444	610,790	99,206	281,842	262,321

	As of September 30,(a)(b)			As of December 31,(a)(b)			
	2009	2008	2008	2007	2006	2005	2004

(In thousands)

**Consolidated
Balance Sheets
Data:**

Total assets	\$ 3,713,814	\$ 3,286,141	\$ 3,633,195	\$ 2,784,561	\$ 2,006,900	\$ 1,705,705	\$ 1,123,400
Long-term debt	1,243,496	1,217,604	1,319,811	1,120,236	661,696	673,189	379,000
Equity	1,668,765	1,239,392	1,483,248	1,070,689	816,865	546,781	473,575

- (a) Encore acquired certain oil and natural gas properties and related assets in the Mid-Continent and east Texas regions in August 2009. Encore acquired certain oil and natural gas properties and related assets in the Big Horn and Williston Basins in March 2007 and April 2007, respectively. Encore also acquired Crusader Energy Corporation in October 2005 and Cortez Oil & Gas, Inc. in April 2004. The operating results of these acquisitions are included in Encore's Consolidated Statements of Operations from the date of acquisition forward. Encore disposed of certain oil and natural gas properties and related assets in the Mid-Continent region in June 2007. The operating results of this disposition are included in Encore's Consolidated Statements of Operations through the date of disposition.
- (b) Encore's historical financial information has been recast for the adoption of new guidance on the accounting for noncontrolling interests issued by the FASB in the Consolidations topic of the FASC and new guidance on the accounting for the treatment of equity-based payment transactions in the calculation of earnings per share issued by the FASB in the Earnings per Share topic of the FASC on January 1, 2009. The retrospective application of the new guidance on noncontrolling interests resulted in the reclassification of approximately \$169.1 million, \$122.5 million and \$125.2 million from minority interest in consolidated partnership to noncontrolling interest at December 31, 2008 and 2007 and September 30, 2008, respectively. The retrospective application of the new guidance on earnings per share reduced Encore's basic earnings per common share by \$0.14, \$0.03, \$0.02, and \$0.01 for the years ended December 31, 2008, 2006, 2005 and 2004, respectively, reduced Encore's diluted earnings per share by \$0.06, \$0.01, \$0.01, \$0.02 and \$0.01 for the years ended December 31, 2008, 2007, 2006, 2005, and 2004, respectively, and reduced Encore's basic and diluted earnings per share by \$0.07 and \$0.03, respectively, for the nine months ended September 30, 2008. The adoption of the revised guidance on earnings

per share did not have an impact on Encore's basic earnings per share during the year ended December 31, 2007. See Encore's Current Report on Form 8-K filed January 25, 2010.

- (c) For the nine months ended September 30, 2009 and 2008, Encore reduced oil and natural gas revenues for net profits interests owned by others by \$21.5 million and \$50.7 million, respectively. For 2008, 2007, 2006, 2005 and 2004, Encore reduced oil and natural gas revenues for net profits interests owned by others by \$56.5 million, \$32.5 million, \$23.4 million, \$21.2 million and \$12.6 million, respectively.
- (d) In 2006, Encore began purchasing third-party oil barrels from a counterparty other than a party to whom the barrels were sold for aggregation and sale with Encore's own equity production in various markets. These purchases assisted Encore in marketing Encore's production by decreasing Encore's dependence on individual markets. These activities allowed Encore to aggregate larger volumes, facilitated Encore's efforts to maximize the prices Encore received for production, provided for a greater allocation of future pipeline capacity in the event of curtailments, and enabled Encore to reach other markets. In 2007, Encore discontinued purchasing oil from third party companies as market conditions changed and pipeline space was gained. Implementing this change allowed Encore to focus on the marketing of Encore's own oil production, leveraging newly gained pipeline space and delivering oil to various newly developed markets in an effort to maximize the value of the oil at the wellhead. In March 2007, Encore Energy Partners

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LP (or ENP) acquired a natural gas pipeline as part of the Big Horn Basin asset acquisition. Natural gas volumes are purchased from numerous gas producers at the inlet to the pipeline and resold downstream to various local and off-system markets.

- (e) On January 1, 2006, Encore adopted new guidance issued by the FASB in the Compensation-Stock Compensation topic of the FASC. Due to the adoption, non-cash equity-based compensation expense for 2005 and 2004 has been reclassified to allocate the amount to the same respective income statement lines as the respective employees' cash compensation. This resulted in increases in lease operating expense of \$1.3 million and \$0.7 million during 2005 and 2004, respectively, and increases in general and administrative expense of \$2.6 million and \$1.1 million during 2005 and 2004, respectively.
- (f) During 2008, circumstances indicated that the carrying amounts of certain oil and natural gas properties, primarily four wells in the Tuscaloosa Marine Shale, may not be recoverable. Encore compared the assets' carrying amounts to the undiscounted expected future net cash flows, which indicated a need for an impairment charge. Encore then compared the net carrying amounts of the impaired assets to their estimated fair value, which resulted in a pretax write-down of the value of proved oil and natural gas properties of \$59.5 million. Fair value was determined using estimates of future production volumes and estimates of future prices Encore might receive for these volumes, discounted to a present value.
- (g) During July 2006, Encore elected to discontinue hedge accounting prospectively for all of Encore's commodity derivative contracts, which were previously accounted for as hedges. From that point forward, mark-to-market gains or losses on commodity derivative contracts are recorded in Derivative fair value loss (gain) while in periods prior to that point, only the ineffective portions of commodity derivative contracts which were designated as hedges were recorded in Derivative fair value loss (gain).
- (h) In 2005, Encore recorded a \$19.5 million loss on early redemption of debt related to the redemption premium and the expensing of unamortized debt issuance costs of Encore's 83/8% Senior Subordinated Notes due 2012. Encore redeemed all \$150 million of such notes with proceeds received from the issuance of \$300 million of Encore's 6.0% Senior Subordinated Notes due 2015.
- (i) Adjusted for the effects of Encore's 3-for-2 stock split in July 2005.

Table of Contents**Summary Historical Oil and Natural Gas Reserves, Production Information and Other Data**

The following tables set forth certain historical information with respect to Denbury's and Encore's oil and natural gas reserves, production and other data. The following information should be read in conjunction with the information contained in the financial statements and notes thereto incorporated by reference in this joint proxy statement/prospectus.

Denbury

	Year Ended December 31,				
	2008	2007	2006	2005	2004
Summary Oil and Natural Gas Reserves Data:					
Estimated net proved reserves (at end of period prices):					
Oil (MBbls)	179,126	134,978	126,185	106,173	101,287
Natural gas (MMcf)	427,955	358,608	288,826	278,367	168,484
Oil equivalent (MBOE)	250,452	194,746	174,322	152,568	129,369
Carbon dioxide (MMcf)(a)	5,612,167	5,641,054	5,525,948	4,645,702	2,664,633
Percentage of total MBOE:					
Proved producing	47%	56%	48%	40%	39%
Proved non-producing	11%	13%	17%	16%	16%
Proved undeveloped	42%	31%	35%	44%	45%
Representative oil and natural gas prices(b):					
Oil NYMEX	\$ 44.60	\$ 95.98	\$ 61.05	\$ 61.04	\$ 43.45
Natural gas Henry Hub	5.71	6.80	5.63	10.08	6.18
Present Values (in thousands):					
Discounted estimated future net cash flow before income taxes (PV-10 Value)(c)					
	\$ 1,926,855	\$ 5,385,123	\$ 2,695,199	\$ 3,215,478	\$ 1,643,289
Standardized measure of discounted future net cash flow after income taxes(d)					
	1,415,498	3,539,617	1,837,341	2,084,449	1,129,196

**Nine Months Ended,
September 30,
2009 2008**

**Year Ended December 31,
2008 2007 2006 2005 2004**

**Summary Operating Data(e):
Production (average daily):**

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Oil (Bbls)	36,819	30,859	31,436	27,925	22,936	20,013	19,247
Natural gas (Mcf)	75,523	89,087	89,442	97,141	83,075	58,696	82,224
BOE (6:1)	49,406	45,707	46,343	44,115	36,782	29,795	32,951
Unit Sales Price (excluding impact of derivative settlements):							
Oil (per Bbl)	\$ 52.68	\$ 106.37	\$ 92.73	\$ 69.80	\$ 59.87	\$ 50.30	\$ 36.46
Natural gas (per Mcf)	3.46	9.39	8.56	6.81	7.10	8.48	6.24
Unit Sales Price (including impact of derivative settlements):							
Oil (per Bbl)	\$ 67.25	\$ 102.74	\$ 90.04	\$ 68.84	\$ 59.23	\$ 50.30	\$ 27.36
Natural gas (per Mcf)	3.46	8.16	7.74	7.66	7.10	7.70	5.57

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	Nine Months Ended, September 30,		Year Ended December 31,				
	2009	2008	2008	2007	2006	2005	2004
Costs per BOE:							
Lease operating	\$ 17.94	\$ 18.22	\$ 18.13	\$ 14.34	\$ 12.46	\$ 9.98	\$ 7.22
Production taxes and marketing expenses	2.26	4.52	3.76	3.05	2.71	2.54	1.55
Depletion, depreciation and amortization	13.13	12.85	13.08	12.17	11.11	9.09	8.09
General and administrative(f)	5.92	3.66	3.56	3.04	3.20	2.62	1.78
Abandon acquisition cost			1.80				
Writedown of oil and natural gas properties			13.32				
Costs Incurred (in thousands)(g):							
Property acquisitions:							
Proved	\$ 247,060	\$ 5,094	\$ 32,781	\$ 15,531	\$ 147,655	\$ 64,791	\$ 23,977
Unevaluated	8,626	12,439	16,129	60,079	205,506	32,874	3,459
Development	249,843	421,764	575,947	553,315	443,866	240,478	129,819
Exploration	2,606	5,037	5,710	42,726	43,564	45,652	23,987
Total costs incurred	\$ 508,135	\$ 444,334	\$ 630,567	\$ 671,651	\$ 840,591	\$ 383,795	\$ 181,242

- (a) Based on gross working interest basis and includes reserves dedicated to volumetric production payments of 153.8 Bcf, 182.3 Bcf, 210.5 Bcf, 237.1 Bcf and 178.7 Bcf at December 31, 2008, 2007, 2006, 2005 and 2004, respectively.
- (b) Oil reference prices as of each respective period end were based on NYMEX WTI oil prices per barrel and natural gas reference prices as of each respective period end were based on Henry Hub cash prices per MMBtu, with these representative prices adjusted for differentials by field to arrive at the appropriate net price Denbury receives.
- (c) PV-10 Value is a non-GAAP measure and is different from the Standardized Measure in that PV-10 Value is a pre-tax number and the Standardized Measure is an after-tax number. The information used to calculate PV-10 Value is derived directly from data determined in accordance with the FASC Extractive Industries Oil and Gas topic. Denbury believes that PV-10 Value is a useful supplemental disclosure to the Standardized Measure because the Standardized Measure can be impacted by a company's unique tax situation, and it is not practical to calculate the Standardized Measure on a property by property basis. Because of this, PV-10 Value is a widely used measure within the industry and is commonly used by securities analysts, banks and credit rating agencies to evaluate the estimated future net cash flows from proved reserves on a comparative basis across companies or specific properties. PV-10 Value is commonly used by Denbury and others in the industry to evaluate properties that are bought and sold and to assess the potential return on investment in these oil and gas properties. PV-10

Value is not a measure of financial or operating performance under GAAP, nor should it be considered in isolation or as a substitute for the Standardized Measure. The PV-10 Value and the Standardized Measure do not purport to represent the fair value of the oil and natural gas reserves.

- (d) Determined in accordance with the guidelines of the FASC Extractive Industries Oil and Gas topic.
- (e) In June 2009, Denbury sold 60% of its interest in its Barnett Shale natural gas assets.
- (f) The increase in general and administrative expense during the nine months ended September 30, 2009 as compared to prior periods is primarily due to higher employee costs, expense related to a compensation arrangement with certain members of Genesis Energy L.P. management and a compensation charge related to retirement of Denbury's CEO and President on June 30, 2009.
- (g) During the nine months ended September 30, 2009 and 2008, Denbury spent \$523.4 million and \$236.4 million, respectively, on capital expenditures relating to CO₂ properties, equipment and pipelines

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which is not included in total cost incurred. During 2008, 2007, 2006, 2005 and 2004, Denbury spent \$462.9 million, \$171.2 million, \$63.6 million, \$78.7 million and \$50.3 million, respectively, on capital expenditures relating to CO₂ properties, equipment and pipelines which is not included in total costs incurred.

Encore

	Year Ended December 31,(a)				
	2008	2007	2006	2005	2004
Summary Oil and Natural Gas Reserves Data(b):					
Estimated net proved reserves (at end of period prices):					
Oil (MBbls)	134,452	188,587	153,434	148,387	134,048
Natural gas (MMcf)	307,520	256,447	306,764	283,865	234,030
Oil equivalent (MBOE)	185,705	231,328	204,561	195,698	173,053
Percentage of total MBOE:					
Proved producing	77%	66%	63%	70%	69%
Proved non-producing	3%	2%	2%	2%	2%
Proved undeveloped	20%	32%	35%	28%	29%
Representative oil and natural gas prices:					
Oil	\$ 44.60	\$ 96.01	\$ 61.06	\$ 61.04	\$ 43.46
Natural gas	5.62	7.47	5.48	9.44	6.19
Present Values (in thousands):					
Discounted estimated future net cash flow before income taxes (PV-10 Value)(c)					
	\$ 1,399,330	\$ 4,462,452	\$ 1,959,388	\$ 2,664,549	\$ 1,617,869
Standardized measure of discounted future net cash flows after income taxes(d)					
	1,219,954	3,291,709	1,461,807	1,918,471	1,165,619

	Nine Months Ended,		Year Ended December 31,(a)			
	2009	2008	2008	2007	2006	2005

Summary Operating**Data:****Production (average daily):**

Oil (Bbls)	27,281	27,174	27,459	26,152	20,096	18,826	18,249
Natural gas (Mcf)	89,405	69,031	72,060	65,651	64,262	57,696	38,493
BOE (6:1)	42,182	38,679	39,470	37,094	30,807	28,442	24,665

Average Realized Prices (excluding the impact of derivative settlements)

Oil (\$/Bbl)	\$ 50.34	\$ 104.61	\$ 89.58	\$ 63.50	\$ 54.42	\$ 51.06	\$ 38.24
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Natural gas (\$/Mcf)	3.56	9.67	8.63	6.69	6.59	7.87	5.76
Average Realized Prices (including the impact of derivative settlements)							
Oil (\$/Bbl)	\$ 50.34	\$ 104.23	\$ 89.30	\$ 58.96	\$ 47.30	\$ 44.82	\$ 33.04
Natural gas (\$/Mcf)	3.56	9.67	8.63	6.26	6.24	7.09	5.53
Average Costs per BOE:							
Lease operating(e)	\$ 10.67	\$ 12.27	\$ 12.12	\$ 10.59	\$ 8.73	\$ 6.72	\$ 5.30
Production, ad valorem and severance taxes	4.17	9.04	7.66	5.51	4.43	4.39	3.36
Depletion, depreciation and amortization	18.88	15.01	15.80	13.59	10.09	8.25	5.38
Impairment of long-lived assets(f)		2.48	4.12				
Exploration	3.80	2.87	2.71	2.05	2.71	1.39	0.44
General and administrative(e)	3.54	3.45	3.35	2.89	2.06	1.67	1.33
Marketing, net of revenues(g)	(0.03)	0.06	(0.06)	(0.11)	0.09		

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	Nine Months Ended,		Year Ended December 31,(a)				
	2009	2008	2008	2007	2006	2005	2004
Cost Incurred (in thousands):							
Acquisitions:							
Proved properties	\$ 397,974	\$ 29,304	\$ 28,840	\$ 796,239	\$ 5,271	\$ 226,690	\$ 206,072
Unproved properties	6,004	95,916	128,635	52,306	24,462	21,205	33,926
Development:	95,217	250,911	362,609	270,161	253,631	269,474	157,559
Exploration:	140,138	179,217	256,437	97,453	95,205	57,046	30,546
Total costs incurred	\$ 639,333	\$ 555,348	\$ 776,521	\$ 1,216,159	\$ 378,569	\$ 574,415	\$ 428,103

- (a) Encore acquired certain oil and natural gas properties and related assets in the Mid-Continent and East Texas regions in August 2009. Encore acquired certain oil and natural gas properties and related assets in the Big Horn and Williston Basins in March 2007 and April 2007, respectively. Encore also acquired Crusader Energy Corporation in October 2005 and Cortez Oil & Gas, Inc. in April 2004. The operating results of these acquisitions are included in Encore's Consolidated Statements of Operations from the date of acquisition forward. Encore disposed of certain oil and natural gas properties and related assets in the Mid-Continent region in June 2007. The operating results of this disposition are included in Encore's Consolidated Statements of Operations through the date of disposition.
- (b) Information not available for the nine months ended September 30, 2009 and 2008.
- (c) PV-10 Value is a non-GAAP measure and is different from the Standardized Measure in that PV-10 Value is a pre-tax number and the Standardized Measure is an after-tax number. The information used to calculate PV-10 Value is derived directly from data determined in accordance with the FASC Extractive Industries Oil and Gas topic. Encore believes that PV-10 Value is a useful supplemental disclosure to the Standardized Measure because the Standardized Measure can be impacted by a company's unique tax situation, and it is not practical to calculate the Standardized Measure on a property by property basis. Because of this, PV-10 Value is a widely used measure within the industry and is commonly used by securities analysts, banks and credit rating agencies to evaluate the estimated future net cash flows from proved reserves on a comparative basis across companies or specific properties. PV-10 Value is commonly used by Encore and others in the industry to evaluate properties that are bought and sold and to assess the potential return on investment in these oil and gas properties. PV-10 Value is not a measure of financial or operating performance under GAAP, nor should it be considered in isolation or as a substitute for the Standardized Measure. The PV-10 Value and the Standardized Measure do not purport to represent the fair value of the oil and natural gas reserves.
- (d) Determined in accordance with the guidelines of the FASC Extractive Industries Oil and Gas topic.
- (e) On January 1, 2006, Encore adopted new guidance issued by the FASB in the Compensation-Stock Compensation topic of the FASC. Due to the adoption of the new guidance, non-cash equity-based compensation expense for 2005 and 2004 has been reclassified to allocate the amount to the same respective income statement lines as the respective employees' cash compensation. This resulted in increases in lease operating expense of \$0.13 per BOE and \$0.07 per BOE during 2005 and 2004, respectively, and increases in general and

administrative expense of \$0.25 per BOE and \$0.12 per BOE during 2005 and 2004, respectively.

- (f) During 2008, circumstances indicated that the carrying amounts of certain oil and natural gas properties, primarily four wells in the Tuscaloosa Marine Shale, may not be recoverable. Encore compared the assets carrying amounts to the undiscounted expected future net cash flows, which indicated a need for an impairment charge. Encore then compared the net carrying amounts of the impaired assets to their estimated fair value, which resulted in a pretax write-down of the value of proved oil and natural gas properties of \$59.5 million. Fair value was determined using estimates of future production volumes and estimates of future prices Encore might receive for these volumes, discounted to a present value.

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- (g) In 2006, Encore began purchasing third-party oil barrels from a counterparty other than a party to whom the barrels were sold for aggregation and sale with Encore's own equity production in various markets. These purchases assisted Encore in marketing Encore's production by decreasing Encore's dependence on individual markets. These activities allowed Encore to aggregate larger volumes, facilitated Encore's efforts to maximize the prices Encore received for production, provided for a greater allocation of future pipeline capacity in the event of curtailments, and enabled Encore to reach other markets. In 2007, Encore discontinued purchasing oil from third party companies as market conditions changed and pipeline space was gained. Implementing this change allowed Encore to focus on the marketing of Encore's own oil production, leveraging newly gained pipeline space and delivering oil to various newly developed markets in an effort to maximize the value of the oil at the wellhead. In March 2007, ENP acquired a natural gas pipeline as part of the Big Horn Basin asset acquisition. Natural gas volumes are purchased from numerous gas producers at the inlet to the pipeline and resold downstream to various local and off-system markets.

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Summary Unaudited Pro Forma Combined Financial Information

The following summary unaudited pro forma combined financial information is compressed for illustrative purposes, does not include the pro forma adjustment columns and corresponding notes contained in the full unaudited pro forma combined financial information beginning on page F-1 of this joint proxy statement/prospectus, and the amounts shown under Denbury Pro Forma Combined for any particular line item are not intended to be additive of the amounts for that line item shown under Denbury Pro Forma and Encore Historical. The following tables set forth:

Denbury's selected consolidated historical financial information that has been derived from Denbury's unaudited consolidated statement of operations and balance sheet as of and for the nine months ended September 30, 2009 and Denbury's consolidated statement of operations for the year ended December 31, 2008;

Denbury's pro forma unaudited condensed consolidated financial information to give effect to the sale of its Barnett Shale natural gas assets. Denbury's pro forma unaudited condensed consolidated balance sheet gives effect to the sale of Denbury's remaining 40% interest in its Barnett Shale natural gas assets as if it occurred September 30, 2009. Denbury's pro forma unaudited condensed consolidated statements of operations for the nine months ended September 30, 2009 and the year ended December 31, 2008 give effect to the sale of 60%, and subsequent sale of 40%, of its Barnett Shale natural gas assets as if each occurred on January 1, 2008;

Encore's selected consolidated historical financial information that has been derived from Encore's unaudited consolidated statement of operations and balance sheet as of and for the nine months ended September 30, 2009 and Encore's consolidated statement of operations for the year ended December 31, 2008; and

Denbury's pro forma combined financial information to give effect to the merger and related financing transactions. The unaudited pro forma combined statements of operations data assume the merger and related financing transactions occurred on January 1, 2008 and the unaudited pro forma combined balance sheet data assumes the merger and related financing transactions occurred on September 30, 2009.

This unaudited pro forma combined financial data is not necessarily indicative of the results of operations or the financial position that would have occurred had the merger been consummated on the assumed dates nor is it necessarily indicative of future results of operations or financial position. The pro forma combined financial data should be read together with Management's Discussion and Analysis of Financial Condition and Results of Operations, the historical financial statements and related notes of Denbury and Encore incorporated by reference in this document and the pro forma combined financial information provided in the section Unaudited Pro Forma Combined Financial Information beginning on page F-1 of this joint proxy statement/prospectus.

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**Unaudited Pro Forma Combined
Statement of Operations for the Nine Months Ended September 30, 2009**

	Denbury Historical	Denbury Pro Forma	Encore Historical	Denbury Pro Forma Combined
	(In thousands, except per share amounts)			
Revenues and other income				
Oil, natural gas and related product sales	\$ 600,942	\$ 538,112	\$	\$ 999,935
CO ₂ sales and transportation fees	9,708	9,708		9,708
Interest income and other	1,948	1,948	1,811	5,863
Oil revenue			374,915	
Natural gas revenue			86,908	
Marketing revenue			2,008	
Total revenues	612,598	549,768	465,642	1,015,506
Expenses				
Lease operating expenses	241,908	228,141	122,817	366,578
Production taxes and marketing expenses	24,294	19,946		72,651
Transportation expense Genesis	6,143	6,143		6,143
CO ₂ operating expenses	3,442	3,442		3,442
General and administrative	79,828	79,828	40,743	116,806
Interest, net of amounts capitalized	36,960	34,095	57,009	139,690
Depletion, depreciation and amortization	177,145	163,275	217,361	370,145
Commodity derivative expense (income)	177,061	177,061	(741)	176,320
Production, ad valorem, and severance taxes			48,074	
Exploration			43,801	
Marketing			1,612	
Other operating			29,419	
Total expenses	746,781	711,931	560,095	1,251,775
Equity in net income of Genesis	5,802	5,802		5,802
Loss before income taxes	(128,381)	(156,361)	(94,453)	(230,467)
Income tax benefit	(49,729)	(60,362)	(25,254)	(77,986)
Consolidated net loss	(78,652)	(95,999)	(69,199)	(152,481)
Loss attributable to noncontrolling interest			(9,669)	(10,776)
Net loss attributable to stockholders	\$ (78,652)	\$ (95,999)	\$ (59,530)	\$ (141,705)
Net loss per common share basic	\$ (0.32)	\$ (0.39)		\$ (0.38)
Net loss per common share diluted	\$ (0.32)	\$ (0.39)		\$ (0.38)
Weighted average common shares outstanding				
Basic	246,156	246,156		370,136

Diluted	246,156	246,156	370,136
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**Unaudited Pro Forma Combined
Statement of Operations for the Year Ended December 31, 2008**

	Denbury Historical	Denbury Pro Forma (In thousands, except per share amounts)	Encore Historical	Denbury Pro Forma Combined
Revenues and other income				
Oil, natural gas and related product sales	\$ 1,347,010	\$ 1,112,149	\$	\$ 2,237,071
CO ₂ sales and transportation fees	13,858	13,858		13,858
Interest income and other	4,834	4,834	3,898	19,704
Oil revenue			897,443	
Natural gas revenue			227,479	
Marketing revenue			10,496	
Total revenues	1,365,702	1,130,841	1,139,316	2,270,633
Expenses				
Lease operating expense	307,550	283,509	175,115	472,775
Production taxes and marketing expenses	55,770	43,144		160,582
Transportation expense Genesis	7,982	7,982		7,982
CO ₂ operating expenses	4,216	4,216		4,216
General and administrative	60,374	60,374	48,421	105,933
Interest, net of amounts capitalized	32,596	29,003	73,173	157,525
Depletion, depreciation and amortization	221,792	177,540	228,252	403,909
Commodity derivative income	(200,053)	(200,053)	(346,236)	(546,289)
Abandoned acquisition cost	30,601	30,601		30,601
Ceiling test write-down	226,000	226,000		226,000
Production, ad valorem, and severance taxes			110,644	
Impairment of long-lived assets			59,526	59,526
Exploration			39,207	
Marketing			9,570	
Other operating			14,959	
Total expenses	746,828	662,316	412,631	1,082,760
Equity in net income of Genesis	5,354	5,354		5,354
Income before income taxes	624,228	473,879	726,685	1,193,227
Income tax provision	235,832	178,699	241,621	417,568
Consolidated net income	388,396	295,180	485,064	775,659

Income attributable to noncontrolling interest			54,252		50,879			
Net income attributable to stockholders	\$	388,396	\$	295,180	\$	430,812	\$	724,780
Net income per common share basic	\$	1.59	\$	1.21		\$	1.97	
Net income per common share diluted	\$	1.54	\$	1.17		\$	1.92	
Weighted average common shares outstanding								
Basic		243,935		243,935			367,915	
Diluted		252,530		252,530			376,510	

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**Unaudited Pro Forma Combined
Balance Sheet as of September 30, 2009**

	Denbury Historical	Denbury Pro Forma	Encore Historical	Denbury Pro Forma Combined
	(In thousands)			
Assets				
Cash and cash equivalents	\$ 21,689	\$ 211,689	\$ 6,683	\$ 218,372
Other current assets	192,468	192,468	206,983	399,883
Property and equipment, net	3,420,324	3,210,324	3,278,961	7,600,241
Goodwill	138,830	138,830	60,606	1,228,168
Other assets	129,949	129,949	160,581	340,628
	\$ 3,903,260	\$ 3,883,260	\$ 3,713,814	\$ 9,787,292
Liabilities and equity				
Current liabilities	\$ 357,840	\$ 357,840	\$ 275,607	\$ 569,479
Long-term debt	1,196,061	1,176,061	1,243,496	3,501,864
Other long-term liabilities	99,760	99,760	94,871	179,899
Deferred income taxes	458,940	458,940	431,075	1,329,053
Equity	1,790,659	1,790,659	1,668,765	4,206,997
	\$ 3,903,260	\$ 3,883,260	\$ 3,713,814	\$ 9,787,292

Table of Contents**Summary Pro Forma Combined Oil and Natural Gas Reserve Data**

The following tables set forth summary pro forma information with respect to Denbury's and Encore's pro forma combined estimated net proved and proved developed oil and natural gas reserves and the standardized measure of discounted future net cash flows as of December 31, 2008. This pro forma information gives effect to the merger as if it occurred on December 31, 2008. The Denbury and Encore oil and natural gas reserve data presented below was derived from each company's 2008 Annual Report on Form 10-K, which are incorporated by reference in this joint proxy statement/prospectus. Denbury's pro forma reserves data gives effect to the sale of its Barnett Shale natural gas reserves as if it occurred prior to December 31, 2008. Future exploration, exploitation and development expenditures, as well as future commodity prices and service costs, will affect the reserve volumes attributable to the acquired properties and the standardized measure of discounted future net cash flows.

**Estimated Quantities of Oil and Natural Gas Reserves as of
December 31, 2008**

	Denbury Historical	Denbury Pro Forma Adjustments	Denbury Pro Forma	Encore Historical	Denbury Pro Forma Combined
Estimated Proved Reserves:					
Oil (MBbl)	179,126	(20,865)	158,261	134,452	292,713
Natural Gas (MMcf)	427,955	(332,502)	95,453	307,520	402,973
MBOE	250,452	(76,282)	174,170	185,705	359,875
Estimated Proved Developed Reserves:					
Oil (MBbl)	96,746	(13,010)	83,736	110,014	193,750
Natural Gas (MMcf)	298,114	(217,694)	80,420	232,715	313,135
MBOE	146,432	(49,292)	97,140	148,800	245,940

As of September 30, 2009, significant changes in the above pro forma estimates of oil and gas reserve quantities since December 31, 2008 were: (1) Denbury's acquisition of the Hastings Field in February 2009 with estimated proved reserves at that date of approximately 7.7 MMBOE (approximately 99% oil), net to the acquired interest; (2) Denbury's recording in the second quarter of 2009 of approximately 10.9 MMBOE of estimated incremental proved oil reserves at Cranfield Field as a result of the oil production response to the CO₂ injections in that field; and (3) Encore's August 2009 acquisition of oil and natural gas properties in the Mid-Continent and East Texas regions with estimated proved reserves at that date of approximately 24.6 MMBOE (approximately 72% natural gas), all of which reserve quantity estimates were determined utilizing prices and economics existing at the time of acquisition or determination. The pro forma December 31, 2008 estimated quantities of reserves presented in the table above do not include the estimated reserve quantities for these three acquisitions or determination made during the first nine months of 2009, nor do they include reserve quantity estimates for the Conroe Field acquisition by Denbury in December 2009 (see Denbury The Combined Company Recent Events).

**Standardized Measure of Discounted Future Net Cash Flows at
December 31, 2008**

	Denbury Historical	Denbury Pro Forma Adjustments	Denbury Pro Forma (In thousands)	Encore Historical	Denbury Pro Forma Combined
Future cash inflows	\$ 9,024,224	\$ (2,005,421)	\$ 7,018,803	\$ 6,754,431	\$ 13,773,234
Future production costs	(4,039,898)	622,264	(3,417,634)	(3,082,814)	(6,500,448)
Future development costs	(944,716)	239,947	(704,769)	(593,677)	(1,298,446)
Future income tax expense	(1,071,939)	406,915	(665,024)	(555,370)	(1,220,394)
Future net cash flows	2,967,671	(736,295)	2,231,376	2,522,570	4,753,946
Discounted at 10% per year	(1,552,173)	478,380	(1,073,793)	(1,302,616)	(2,376,409)
Standardized measure of discounted future net cash flows	\$ 1,415,498	\$ (257,915)	\$ 1,157,583	\$ 1,219,954	\$ 2,377,537

Table of Contents**Unaudited Comparative Per Share Data**

The following table sets forth (1) the historical net income (loss) and net book value per share of Denbury common stock in comparison to the pro forma net income (loss) and net book value per share after giving effect to the merger as an acquisition of Encore and (2) the historical net income (loss) and net book value per share of Encore common stock in comparison to the equivalent pro forma net income (loss) and net book value per share attributable to an assumed 2.313 shares of Denbury common stock that will be issued for each share of Encore common stock, assuming the Denbury 20-day average price is equal to \$15.13, the Denbury closing price on February 3, 2010. Neither Denbury nor Encore has declared dividends on its common stock since its formation. The information presented in this table should be read in conjunction with (1) the pro forma combined financial information appearing elsewhere herein and (2) the consolidated historical financial statements of Denbury and Encore and the notes thereto incorporated herein by reference.

	Nine Months Ended September 30, 2009	Year Ended December 31, 2008
Historical-Denbury:		
Net Income (Loss) Per Share:		
Basic	\$ (0.32)	\$ 1.59
Diluted	(0.32)	1.54
Cash dividends ⁽¹⁾		
Net Book Value Per Share-Diluted	6.86	7.15
Historical-Encore:		
Net Income (Loss) Per Share:		
Basic	\$ (1.15)	\$ 8.10
Diluted	(1.15)	8.01
Cash dividends ⁽²⁾		
Net Book Value Per Share-Diluted	32.11	28.06
Pro Forma Combined:		
Net Income (Loss) Per Share:		
Basic	\$ (0.38)	\$ 1.97
Diluted	(0.38)	1.92
Net Book Value Per Share-Diluted	9.07	N/A
Equivalent Pro Forma⁽³⁾:		
Net Income (Loss) Per Share:		
Basic	\$ (0.88)	\$ 4.56
Diluted	(0.88)	4.44
Net Book Value Per Share-Diluted	20.98	N/A

(1) Denbury is not currently paying dividends on its common stock and does not anticipate paying cash dividends on its common stock in the foreseeable future.

(2)

Encore is not currently paying dividends on its common stock and does not anticipate paying cash dividends on its common stock in the foreseeable future.

- (3) The Equivalent Pro Forma Net Income (Loss) Per Share represents pro forma earnings per share that is equated to the respective earnings per share for one share of Encore common stock.

Comparative Per Share Market Price and Dividend Information

Historical Market Prices of Denbury and Encore

Denbury's common stock is listed on the New York Stock Exchange under the symbol DNR. Encore's common stock is listed on the New York Stock Exchange under the symbol EAC. The following table sets forth the high and low trading prices per share of Denbury common stock and Encore common stock on the New York Stock Exchange for the periods shown. The trading prices of Denbury common stock are adjusted to reflect the 2-for-1 split on December 5, 2007. You are urged to obtain current market quotations before making any decision with respect to the merger.

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	Denbury Common Stock		Encore Common Stock	
	High	Low	High	Low
2007				
First Quarter	\$ 15.31	\$ 12.98	\$ 26.50	\$ 21.74
Second Quarter	19.38	14.84	29.96	24.21
Third Quarter	23.38	18.28	33.00	25.79
Fourth Quarter	30.56	22.41	38.55	30.59
2008				
First Quarter	33.64	21.76	40.74	26.10
Second Quarter	40.32	27.28	77.35	38.45
Third Quarter	37.24	16.11	79.62	36.84
Fourth Quarter	18.86	5.59	41.05	17.89
2009				
First Quarter	17.52	9.61	32.11	17.04
Second Quarter	18.84	13.39	39.01	22.30
Third Quarter	17.78	12.45	39.93	25.53
Fourth Quarter	17.39	12.51	49.00	35.64
2010				
First Quarter (through February 3, 2010)	17.07	13.51	50.86	47.60

The following table sets forth the closing sale prices of Denbury's common stock and Encore's common stock as reported on the New York Stock Exchange on (i) October 30, 2009, the last full trading day before the public announcement of the proposed merger, and (ii) February 3, 2010, the last practicable trading day prior to mailing this joint proxy statement/prospectus.

The table also includes the equivalent value of the merger consideration per share of Encore common stock on October 30, 2009 and February 3, 2010. The cash equivalent prices per share for each date were calculated by multiplying the closing price of Denbury's common stock on those dates by 2.3973 and 2.313, respectively, which is the total Denbury common stock consideration that would be issued pursuant to the merger agreement per share of Encore common stock if the Denbury 20-day average price is equal to those closing prices shown below. To this, we added \$15.00 per share, which is the total cash consideration to be paid pursuant to the merger agreement per share of Encore common stock. In each case, these amounts were calculated assuming that each Encore stockholder elected to receive a mix of \$15.00 in cash and \$35.00 in Denbury common stock for each Encore share and giving effect to the exchange ratio collar.

	Denbury Closing Price	Encore Closing Price	Equivalent per Share Value
October 30, 2009	\$ 14.60	\$ 37.07	\$ 50.00
February 3, 2010	\$ 15.13	\$ 49.23	\$ 50.00

As of February 3, 2010, there were approximately 1,341 record holders of Denbury common stock and approximately 418 record holders of Encore common stock.

No History of Dividends and No Dividends Expected in the Foreseeable Future

Denbury is not currently paying dividends on its common stock. Denbury's revolving credit facilities and indentures restrict its ability to pay cash dividends. After the merger, Denbury intends to retain its earnings to finance the expansion of its business, repay indebtedness and for general corporate purposes. Therefore, Denbury does not anticipate paying cash dividends on its common stock in the foreseeable future.

Following the merger, Denbury's board of directors will have the authority to declare and pay dividends on its common stock in the board of directors' discretion, as long as Denbury has funds legally available to do so. Upon consummation of the merger, Denbury's newly committed financing and its indentures will continue to restrict Denbury's ability to pay cash dividends.

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RISK FACTORS

*You should consider carefully the following risk factors, together with all of the other information included in, or incorporated by reference into, this document before deciding how to vote. This document also contains forward-looking statements that involve risks and uncertainties. Please read **Cautionary Statements Concerning Forward-Looking Statements** on page 40.*

Risks Relating to the Merger

We may not realize the benefits of integrating our companies.

To be successful after the merger, Denbury will need to combine and integrate the operations of Denbury and Encore into one company. Integration will require substantial management attention and could detract attention from the day-to-day business of the combined company. Denbury could encounter difficulties in the integration process, such as the need to revisit assumptions about reserves, future production, revenues, capital expenditures and operating costs, including synergies, the loss of key employees or commercial relationships or the need to address unanticipated liabilities. If Denbury cannot integrate the Denbury and Encore businesses successfully, it may fail to realize the expected benefits of the merger.

Encore's directors and executive officers have interests in the merger that may be different from, and in addition to, the interests of other Encore stockholders.

Encore's directors and executive officers are parties to agreements or participants in other arrangements that give them interests in the merger that may be different from, or in addition to, your interests as a stockholder of Encore, which could create conflicts of interest in their determinations to recommend the merger. You should consider these interests in voting on the merger. We have described these different interests under **The Merger** **Interests of Certain Persons in the Merger that May be Different from Your Interests**.

Encore stockholders electing to receive only cash or only Denbury common stock may receive a form or combination of consideration different from the form they elect.

While each Encore stockholder may elect to receive consideration consisting of cash, shares of Denbury common stock or a combination of both in exchange for their shares of Encore common stock, the aggregate cash consideration to be received by Encore stockholders pursuant to the merger will be fixed at an amount equal to the product of \$15.00 and the number of issued and outstanding shares of Encore common stock immediately prior to closing of the merger (excluding certain shares), which cash amount is expected to be approximately \$830 million. Accordingly, if Encore stockholders elect, in the aggregate, to receive cash in an amount greater than the aggregate cash consideration payable under the merger agreement, or less than the aggregate cash consideration payable under the merger agreement, then those holders electing to receive either all cash or all stock consideration, as the case may be, will be pro rated down and will receive the undersubscribed form of merger consideration as a portion of the overall consideration they receive for their shares. As a result, depending on the elections made by other Encore stockholders, if an Encore stockholder elects to receive all cash pursuant to the merger, that stockholder could receive a portion of the merger consideration in Denbury common stock instead of cash, or, if an Encore stockholder elects to receive all Denbury common stock pursuant to the merger, that stockholder could receive a portion of the merger consideration in cash instead of Denbury common stock.

As a result of the consideration election and collar provisions of the merger agreement, and because the market price of Denbury common stock will fluctuate, Encore stockholders cannot be sure of the aggregate value of the merger consideration they will receive.

Subject to proration, under the merger agreement, Encore stockholders may elect to receive consideration consisting of cash, shares of Denbury common stock or a combination of both in exchange for their shares of Encore common stock, and Encore stockholders electing to receive a mix of cash and stock consideration and non-electing stockholders will receive \$15.00 in cash and between 2.0698 and 2.6336 shares of Denbury common stock in exchange for each Encore share. Subject to proration, Encore stockholders electing to receive

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all cash will receive \$50.00 per Encore share and Encore stockholders electing to receive only Denbury common stock will receive between 2.9568 and 3.7622 shares of Denbury common stock in exchange for each Encore share.

The actual number of shares of Denbury common stock to be issued to Encore stockholders receiving all stock or a mix of cash and stock consideration will be determined under a collar mechanism based upon the Denbury 20-day average price. Under this collar mechanism, the exchange ratio for the stock portion of the merger consideration becomes fixed if the Denbury 20-day average price is between the \$13.29 and \$16.91 collar range. Consequently, Encore stockholders receiving consideration consisting wholly or partially of Denbury common stock will receive less consideration per share, based on such average price, than those Encore stockholders who receive only cash consideration if the Denbury 20-day average price is below \$13.29 per share, and will receive more consideration per share, based on such average price, than those Encore stockholders who receive only cash consideration if the Denbury 20-day average price is above \$16.91 per share.

In addition, the Denbury 20-day average price will likely vary from the market price of Denbury common stock on the date the merger agreement was announced, on the date that this joint proxy statement/prospectus is mailed to Encore stockholders, on the date an Encore stockholder makes an election with respect to the merger consideration, on the date of the special meeting of Encore stockholders and on the date an Encore stockholder receives the merger consideration. Therefore, even if the Denbury 20-day average price is between \$13.29 per share and \$16.91 per share, the consideration received by Encore stockholders receiving consideration that includes Denbury common stock may have a current value that is higher or lower than \$50.00 per Encore share on the date the consideration is received, as calculated based on Denbury common stock trading prices prevailing at that time.

If you tender shares of Encore common stock to make an election, you will not be able to sell those shares unless you revoke your election prior to the election deadline.

If you are an Encore stockholder and want to make a cash or stock election, you must deliver your stock certificates (or follow the procedures for guaranteed delivery) and a properly completed and signed election form to the exchange agent. The deadline for doing this is 5:00 p.m., New York time, on March 2, 2010. You will not be able to sell any shares of Encore common stock that you have delivered unless you revoke your election before the deadline by providing written notice to the exchange agent. If you do not revoke your election, you will not be able to liquidate your investment in Encore common stock for any reason until you receive cash or Denbury common stock pursuant to the merger. In the time between delivery of your shares and the closing of the merger, the market price of Encore or Denbury common stock may increase or decrease and you might otherwise want to sell your shares of Encore to gain access to cash, make other investments or reduce the potential for a decrease in the value of your investment.

Denbury may be unable to obtain the financing necessary to consummate the merger.

Denbury has received a financing commitment letter from J.P. Morgan and JPMorgan Chase Bank, N.A., or JPMorgan Chase, which is subject to various conditions, for a proposed new \$1.6 billion senior secured revolving credit facility and a \$1.25 billion bridge facility. In place of the bridge facility, on February 3, 2010, Denbury completed the public offering of \$1 billion of its 81/4% Senior Subordinated Notes due 2020, which is scheduled to close on February 10, 2010. The newly committed financing will be used to fund the cash portion of the merger consideration (inclusive of payments due to Encore stock option holders), refinance certain of Encore's existing debt, pay Encore's severance costs, repay Denbury's existing credit facility, pay merger-related transaction costs and provide additional liquidity. Denbury's receipt of the financing contemplated by the merger agreement is a condition to closing the merger. Accordingly, under the merger agreement, even if the other conditions to the closing of the merger are satisfied, if financing is not available in full, the closing of the merger may be delayed until the date, if any, on which the proceeds of the financing are available in full. Moreover, the merger agreement may be terminated if the merger has not occurred on or before the outside date of May 31, 2010. If Denbury is unable to obtain this financing in full

because one of the conditions to the financing is not satisfied or one or more of the counterparties to the financing commitment letter defaults on its obligations, the closing of the merger could be significantly delayed or may not occur at all.

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The date that Encore stockholders will receive the merger consideration is uncertain.

The date that Encore stockholders will receive the merger consideration depends on the completion date of the merger, which is uncertain. While we expect to complete the merger in the first quarter of 2010, the completion date of the merger might be later than expected because of unforeseen events, but in no event later than May 31, 2010 unless Denbury and Encore otherwise agree.

Business uncertainties and contractual restrictions while the merger is pending may have an adverse effect on Encore or Denbury.

Uncertainty about the effect of the merger on employees, suppliers, partners, regulators and customers may have an adverse effect on Encore. These uncertainties may impair Encore's ability to attract, retain and motivate key personnel until the merger is consummated and could cause suppliers, customers and others that deal with Encore to defer purchases or other decisions concerning Encore or seek to change existing business relationships with Encore. In addition, the merger agreement restricts both Denbury and Encore from making certain acquisitions and taking other specified actions without the other's approval. These restrictions could prevent either party from pursuing attractive business opportunities that may arise prior to the completion of the merger.

Failure to complete the merger or delays in completing the merger could negatively affect Denbury's and Encore's stock prices and future businesses and operations.

If the merger is not completed for any reason, Denbury and Encore may be subject to a number of risks, including the following:

the separate companies will not realize the benefits expected from the merger, including a potentially enhanced financial and competitive position;

the current market price of Denbury common stock or Encore common stock may reflect a market assumption that the merger will occur and a failure to complete the merger could result in a negative perception by the stock market of either company or both generally and a resulting decline in the market price of its or their common stock;

certain costs relating to the merger, including certain investment banking, financing, legal and accounting fees and expenses, must be paid even if the merger is not completed, and either party may be required to pay substantial fees to the other if the merger agreement is terminated under specified circumstances; and

there may be substantial disruption to each of Denbury's and Encore's business and distraction of each company's management and employees from day-to-day operations because matters related to the merger (including integration planning) may require substantial commitments of time and resources, which could otherwise have been devoted to other opportunities that could have been beneficial to Denbury or Encore, as applicable.

Delays in completing the merger could exacerbate uncertainties concerning the effect of the merger, which may have an adverse effect on the business following the merger and could defer or detract from the realization of the benefits expected to result from the merger.

The merger agreement restricts Encore's ability to pursue alternatives to the merger.

The merger agreement contains no shop provisions that, subject to limited fiduciary exceptions, restrict Encore's ability to initiate, solicit, encourage or facilitate, discuss, negotiate or accept a competing third party proposal to acquire all or a significant part of Encore. Further, there are a limited number of exceptions that would allow Encore's board of directors to withdraw or change its recommendation to holders of Encore common stock that they vote in favor of the adoption of the merger agreement. Although Encore's board of directors is permitted to take these actions if it determines in good faith that these actions are likely to be

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required to comply with its fiduciary duties, doing so in specified situations could entitle Denbury to terminate the merger agreement and to be paid a termination fee of \$120 million.

Denbury required that Encore agree to these provisions as a condition to Denbury's willingness to enter into the merger agreement. However, these provisions could discourage a potential acquiror that might have an interest in acquiring all or a significant part of Encore from considering or proposing that acquisition, even if it were prepared to pay consideration with a higher per share cash or market value than the consideration Denbury proposes to pay in the merger or might result in a potential competing acquiror proposing to pay a lower per share price to acquire Encore than it might otherwise have proposed to pay because of the added expense of the termination fee that may become payable to Denbury in certain circumstances.

Denbury is subject to financial risks if it fails to complete the merger under certain circumstances.

If Denbury terminates the merger agreement because it is unable to obtain the financing necessary to consummate the merger, it will be required to pay to Encore a \$300 million termination fee. Further, there is a limited exception that would allow Denbury's board of directors to withdraw or change its recommendation to holders of Denbury common stock that they vote in favor of the adoption of the merger agreement. Although Denbury's board of directors is permitted to take these actions if it determines in good faith that these actions are likely to be required to comply with its fiduciary duties, doing so in specified situations could entitle Encore to terminate the merger agreement and to be paid a termination fee of \$120 million.

Ownership by Denbury stockholders will be diluted by the merger.

The merger will dilute the ownership position of the current stockholders of Denbury. Based on the number of shares of Encore common stock outstanding as of February 3, 2010, Denbury would issue to Encore stockholders between 115 million and 146 million shares of Denbury common stock in the merger, which will represent an increase in the Denbury aggregate shares outstanding of between 44% and 56%. As a result, Denbury stockholders would hold between 64% and 70% of the combined company's common stock outstanding after the completion of the merger, and Encore stockholders would hold between 30% and 36% of the combined company's common stock outstanding after the completion of the merger.

The rights of Encore stockholders will be governed by Denbury's restated certificate of incorporation, as amended, and bylaws.

All Encore stockholders who receive shares of Denbury common stock in the merger will become Denbury stockholders and their rights as stockholders will be governed by Denbury's restated certificate of incorporation, as amended, and its bylaws. There are material differences between the current rights of Encore stockholders, which are governed by Encore's second amended and restated articles of incorporation and bylaws, and the rights of holders of Denbury common stock. See "Comparison of Stockholder Rights" beginning on page 111.

Risks Relating to the Combined Company After the Merger

In addition to the risks described below, for a discussion of the risks relating to Denbury's business after the merger, see "Risk Factors" in Denbury's Annual Report on Form 10-K for the year ended December 31, 2008 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, and "Risk Factors" in Encore's Annual Report on Form 10-K for the year ended December 31, 2008 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2009.

The combined company will be more leveraged after the merger than it has been historically and may not be able to obtain adequate financing to execute its operating strategy.

Denbury will be more leveraged after the merger than it has been historically. Upon closing of the credit facilities contemplated by the merger agreement and J.P. Morgan's financing commitment letter, Denbury will have \$1.975 billion of revolving credit facilities and \$1.0 billion of senior subordinated notes or alternate financing under a bridge loan. (See The Merger Financing of the Merger beginning on page 91). Amounts

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outstanding under these financing instruments combined with Denbury's existing debt are expected to be approximately \$3.5 billion of total pro forma combined long-term debt after the completion of the merger. This level of indebtedness could result in Denbury having difficulty accessing capital markets or raising capital on favorable terms and Denbury's financial results could be negatively affected by its inability to raise capital or because of the cost of such capital.

Upon consummation of the merger, Denbury and all of its restricted subsidiaries must comply with various restrictive covenants contained in its revolving credit facilities, the indentures related to senior subordinated notes and any of its future debt arrangements. These covenants will, among other things, limit the ability of Denbury and all of its restricted subsidiaries to:

- incur additional debt or liens;
- pay dividends;
- make payments in respect of or redeem or acquire any debt or equity issued by Denbury;
- sell assets;
- make loans or investments; and
- acquire or be acquired by other companies.

Denbury's substantial debt following the merger could have important consequences to you. For example, it could:

- increase Denbury's vulnerability to general adverse economic and industry conditions;
- limit Denbury's ability to fund future working capital and capital expenditures, to engage in future acquisitions or development activities, or to otherwise realize the value of its assets and opportunities fully because of the need to dedicate a substantial portion of its cash flow from operations to payments on its debt or to comply with any restrictive terms of its debt;
- limit Denbury's flexibility in planning for, or reacting to, changes in the industry in which it operates; or
- place Denbury at a competitive disadvantage as compared to its competitors that have less debt.

Realization of any of these factors could adversely affect Denbury's financial condition. In addition, although Denbury and Encore both have hedges in place for 2010 and 2011, these hedges have varying floors and ceilings and will only partially protect the combined company's cash flow. A decline in commodity prices may require that the combined company reduce its planned capital expenditures, which may have a corresponding negative effect on its anticipated production growth.

The combined company may be unable to secure sufficient amounts of carbon dioxide to expand its CO₂ EOR operations into the Rocky Mountain region.

Denbury's long-term growth strategy is focused on its CQ tertiary recovery operations. Production of crude oil from the expansion of its tertiary operations into the Rocky Mountain region depends on having access to sufficient amounts of CO₂ in this region. The ability to produce this oil and execute this growth strategy would be hindered if Denbury was unable to obtain necessary CO₂ volumes in the Rocky Mountain region at a cost that is economically

viable.

The combined company may experience an impairment of its goodwill.

Denbury expects to recognize a substantial amount of goodwill in connection with consummation of the merger and the allocation of the purchase price thereto. Denbury tests goodwill for impairment annually during the fourth quarter, or between annual tests if an event occurs or circumstances change that may indicate the fair value of its reporting unit is less than the carrying amount. The need to test for impairment can be based on several indicators, including but not limited to a significant reduction in prices of oil or

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natural gas, a full cost ceiling write-down of oil and natural gas properties, unfavorable revisions to oil and natural gas reserves and significant changes in the expected timing of production, or changes in the regulatory environment.

Fair value calculated for the purpose of testing for impairment of our goodwill is estimated using the expected present value of future cash flows method and comparative market prices when appropriate. A significant amount of judgment is involved in performing these fair value estimates for goodwill since the results are based on estimated future cash flows and assumptions related thereto. Significant assumptions include estimates of future oil and natural gas prices, projections of estimated quantities of oil and natural gas reserves, estimates of future rates of production, timing and amount of future development and operating costs, estimated availability and cost of CO₂, projected recovery factors of reserves and risk-adjusted discount rates. Denbury bases its fair value estimates on projected financial information which Denbury believes to be reasonable. However, actual results may differ from those projections.

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CAUTIONARY STATEMENTS CONCERNING FORWARD-LOOKING STATEMENTS

This document and the documents incorporated by reference herein include forward-looking statements about Denbury, Encore and the combined company, within the meaning of Section 27A of the Securities Act of 1933, as amended (which is referred to as the Securities Act in this joint proxy statement/prospectus), Section 21E of the Securities Exchange Act of 1934, as amended (which is referred to as the Exchange Act in this joint proxy statement/prospectus), and the Private Securities Litigation Reform Act of 1995, regarding the financial position, business strategy, production and reserve growth, possible or assumed future results of operations, and other plans and objectives for the future operations of Denbury following the merger, and statements regarding integration of the businesses of Denbury and Encore and general economic conditions.

The events and circumstances referred to in forward-looking statements are subject to numerous risks and uncertainties. Although we believe that in making such statements our expectations are based on reasonable assumptions, the events and circumstances referred to may be influenced by factors that could cause actual outcomes and results to be materially different from those projected.

Except for their respective obligations to disclose material information under United States federal securities laws, neither Denbury nor Encore undertakes any obligation to release publicly any revision to any forward-looking statement, to report events or circumstances after the date of this document or to report the occurrence of unanticipated events.

Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as will, would, should, plans, likely, expects, anticipates, intends, believes, estimates, think, expressions, are forward-looking statements. The following important factors, in addition to those discussed under Risk Factors and elsewhere in this document, could affect the future results of the energy industry in general, and Denbury after the merger in particular, and could cause those results to differ materially from those expressed in or implied by such forward-looking statements:

uncertainties inherent in the development and production of and exploration for oil and natural gas and in estimating reserves;

unexpected difficulties in integrating the operations of Denbury and Encore;

the need to make unexpected future capital expenditures (including the amount and nature thereof);

the impact of oil and natural gas price fluctuations;

the effects of our indebtedness, and increases in interest rates thereon, which could restrict our ability to operate, make us vulnerable to general adverse economic and industry conditions, place us at a competitive disadvantage compared to our competitors that have less debt, and have other adverse consequences;

the effects of competition;

the success of our risk management activities;

the availability of acquisition or combination opportunities (or lack thereof);

the impact of current and future laws and governmental regulations;

environmental liabilities that are not covered by an effective indemnification agreement or insurance; and

general economic, market or business conditions.

All written and oral forward-looking statements attributable to Denbury or Encore or persons acting on behalf of Denbury or Encore are expressly qualified in their entirety by such factors. For additional information with respect to these factors, see [Where You Can Find More Information](#).

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THE STOCKHOLDER MEETINGS

Denbury's board of directors is using this document to solicit proxies from Denbury stockholders for use at Denbury's special meeting of stockholders. Encore's board of directors is using this document to solicit proxies from Encore stockholders for use at Encore's special meeting of stockholders. In addition, this document constitutes a prospectus covering the issuance of Denbury common stock pursuant to the merger agreement.

Times and Places

The stockholder meetings will be held as follows:

For Denbury stockholders:
10:00 a.m., local time
March 9, 2010
5100 Tennyson Parkway
Suite 1200
Plano, Texas 75024

For Encore stockholders:
10:00 a.m., local time
March 9, 2010
777 Main Street
Suite 900
Fort Worth, Texas 76102

Purposes of the Stockholder Meetings

Denbury

The purpose of the Denbury special meeting is as follows:

1. to consider and vote upon a proposal to adopt the merger agreement, which provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration;
2. to consider and vote upon any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies in favor of the foregoing proposal; and
3. to transact any other business that may properly come before the special meeting or any adjournment or postponement of the special meeting.

Denbury's board of directors has unanimously adopted a resolution approving the merger agreement and the transactions contemplated by it, declared the merger agreement advisable and recommends unanimously that Denbury stockholders vote at the special meeting to adopt the merger agreement, which provides for, among other things, the merger of Encore with and into Denbury and the issuance of Denbury common stock to Encore stockholders as part of the merger consideration. In addition, Denbury's board of directors recommends unanimously that Denbury stockholders vote to approve any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies.

Encore

The purpose of the Encore special meeting is as follows:

1. to consider and vote upon a proposal to adopt the merger agreement;
2. to consider and vote upon any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies in favor of the foregoing proposal; and
3. to transact any other business that may properly come before the special meeting or any adjournment or postponement of the special meeting.

Encore's board of directors has unanimously adopted a resolution approving the merger agreement, declared the merger agreement advisable and determined that the merger agreement and the transactions contemplated by it are fair to and in the best interests of Encore and its stockholders, and recommends unanimously that Encore stockholders vote at the special meeting to adopt the merger agreement and to approve any adjournment of the special meeting, if necessary or appropriate to solicit

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additional proxies. As described under "The Merger - Interests of Certain Persons in the Merger that May be Different from Your Interests" beginning on page 81, Encore's directors and executive officers have agreements and arrangements that provide them with interests in the merger that may be different from, or are in addition to, those of Encore stockholders.

Record Date and Outstanding Shares

Denbury

Only holders of record of Denbury common stock at the close of business on February 3, 2010 are entitled to notice of, and to vote at, the Denbury special meeting. On the record date, there were 262,392,777 shares of Denbury common stock issued and outstanding, held by approximately 1,341 holders of record. Each share of Denbury common stock entitles the holder of that share to one vote on each matter submitted for stockholder approval.

Encore

Only holders of record of Encore common stock at the close of business on February 3, 2010 are entitled to notice of, and to vote at, the Encore special meeting. On the record date, there were 55,542,510 shares of Encore common stock issued and outstanding held by approximately 418 holders of record. Each share of Encore common stock entitles the holder of that share to one vote on each matter submitted for stockholder approval.

Quorum and Vote Necessary to Approve Proposals

Denbury

The presence, in person or by proxy, of the holders of one-third (1/3) of the shares of Denbury common stock outstanding is necessary to constitute a quorum at the Denbury special meeting. Adoption of the merger agreement, however, requires the affirmative vote of a majority of the then outstanding shares of Denbury common stock that are entitled to vote as of the record date. Any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies requires the affirmative vote of the holders of Denbury common stock representing a majority of the votes present in person or by proxy at the special meeting entitled to vote, whether or not a quorum exists, without further notice other than by announcement made at the stockholders meeting, so long as the adjournment is for 30 days or less and no new record date is set.

Encore

The presence, in person or by proxy, of the holders of a majority of the shares of Encore common stock outstanding is necessary to constitute a quorum at the Encore special meeting. Adoption of the merger agreement requires the affirmative vote of a majority of the then outstanding shares of Encore common stock that are entitled to vote as of the record date. Any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies requires the affirmative vote of the holders of Encore common stock representing a majority of the votes present in person or by proxy at the special meeting entitled to vote, whether or not a quorum exists, without further notice other than by announcement made at the stockholders meeting, so long as the adjournment is for 30 days or less and no new record date is set.

Tabulation of the Votes

Denbury

Denbury has appointed Hagberg and Associates to serve as the Inspector of Election for the Denbury special meeting. Hagberg and Associates will independently tabulate affirmative and negative votes and abstentions.

Encore

Encore has appointed BNY Mellon Shareowner Services to serve as the Inspector of Election for the Encore special meeting. BNY Mellon Shareowner Services will independently tabulate affirmative and negative votes and abstentions.

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Proxies

The applicable proxy card will be sent to each Denbury and Encore stockholder on or promptly after their respective record dates. If you receive a proxy card, you may grant a proxy to vote on the proposals by marking, dating and signing your proxy card and returning it to Denbury or Encore, as applicable, or by following the procedures to submit a proxy by telephone or through the Internet. If you hold your stock in the name of a bank, broker or other nominee, you should follow the instructions of the bank, broker or nominee when voting your shares. All shares of stock represented by properly executed proxies (including those given by telephone or through the Internet) received prior to or at the Denbury special meeting or the Encore special meeting, as applicable, will be voted in accordance with the instructions indicated on such proxies. Proxies that have been revoked properly and on time will not be counted. If no instructions are indicated on a properly executed returned proxy (including those given by telephone or through the Internet), that proxy will be voted, with respect to Denbury, to adopt the merger agreement and to approve any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies and, with respect to Encore, to adopt the merger agreement and to approve any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies.

Denbury

In accordance with New York Stock Exchange rules, brokers and nominees who hold shares in street name for customers may not exercise their voting discretion with respect to the adoption of the merger agreement, or the approval of any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies. Thus, absent specific instructions from the beneficial owner of such shares, brokers and nominees may not vote such shares with respect to the approval of those proposals. Broker non-votes will be considered in determining the presence of a quorum. A broker non-vote will have the effect of a vote against the adoption of the merger agreement, but will have no effect on the approval of any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies.

A properly executed proxy marked ABSTAIN, although counted for purposes of determining whether there is a quorum, will not be voted on any matter brought before the stockholder meeting and will be the equivalent of a vote against all of the proposals to be voted upon.

Encore

In accordance with New York Stock Exchange rules, brokers and nominees who hold shares in street name for customers may not exercise their voting discretion with respect to the adoption of the merger agreement or the approval of any adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies. Thus, absent specific instructions from the beneficial owner of such shares, brokers and nominees may not vote such shares with respect to the approval of those proposals. Broker non-votes will be considered in determining the presence of a quorum. A broker non-vote will have the effect of a vote against the adoption of the merger agreement but will have no effect on the approval of any adjournment of the special meeting, if necessary or appropriate to solicit additional proxies.

A properly executed proxy marked ABSTAIN, although counted for purposes of determining whether there is a quorum, will not be voted on any matter brought before the stockholder meeting and will be the equivalent of a vote against all of the proposals to be voted upon.

Other Business

The Denbury and Encore boards of directors are not currently aware of any business to be acted upon at the stockholders meetings other than the matters described in this joint proxy statement/prospectus. If, however, other matters are properly brought before either meeting, the persons appointed as proxies for the applicable meeting will have discretion to vote or act on those matters according to their judgment.

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Revocation of Proxies

You may revoke your proxy before it is voted by:

submitting a new proxy with a later date;

notifying the corporate secretary of Denbury or Encore, as applicable, in writing before the special meeting that you have revoked your proxy; or

voting in person or notifying the corporate secretary of Denbury or Encore, as applicable, in writing at the special meeting of your wish to revoke your proxy.

Solicitation of Proxies

In addition to solicitation by mail, Denbury and Encore may make arrangements with brokerage houses and other custodians, nominees and fiduciaries to send proxy materials to beneficial owners. The directors, officers and employees of Denbury and Encore may solicit proxies by telephone, Internet or in person. These directors, officers and employees will receive no additional compensation for doing so. In addition, Denbury has retained Georgeson Inc. and Encore has retained BNY Mellon Shareowner Services, each a proxy solicitation firm, to assist with the solicitation of proxies. Denbury and Encore will pay Georgeson Inc. and BNY Mellon Shareowner Services \$17,000 and \$10,000, respectively, plus additional charges related to telephone calls and certain other services, costs and expenses.

To ensure sufficient representation at the special meetings, Denbury and Encore may request the return of proxy cards by telephone, the Internet or in person. The extent to which this will be necessary depends entirely upon how promptly proxy cards are returned. Denbury and Encore urge you to send in your proxy without delay.

If the merger is consummated, each of Denbury and Encore will pay its respective cost of soliciting proxies, including the cost of preparing and mailing this document and the expenses incurred by brokerage houses, nominees and fiduciaries in forwarding proxy materials to beneficial owners. Upon the occurrence of certain termination events, Encore may be required by the merger agreement to reimburse Denbury for fees and expenses such as these incurred by Denbury of up to \$10 million. See Terms of the Merger Agreement Termination, Amendment and Waiver Fees and Expenses.

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DENBURY THE COMBINED COMPANY

Denbury is engaged in the acquisition, development, operation and exploration of oil and natural gas properties in the Gulf Coast region of the United States, primarily in Mississippi, Louisiana, Texas and Alabama. Denbury is the largest oil and natural gas producer in Mississippi and owns the largest reserves of CO₂ used for tertiary oil recovery east of the Mississippi River.

Encore is engaged in the acquisition and development of oil and natural gas reserves from onshore fields in the United States. Encore's properties and oil and gas reserves are located in four core areas: the Cedar Creek Anticline in the Williston Basin in Montana and North Dakota; the Permian Basin in west Texas and southeastern New Mexico; the Rocky Mountain region, which includes non-Cedar Creek Anticline 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 region, which includes the Arkoma and Anadarko Basins in Oklahoma, the North Louisiana Salt Basin and the East Texas Basin.

The acquisition by Denbury of Encore positions the combined company as one of the largest crude oil-focused, independent North American exploration and production companies, with oil constituting approximately 75% of its combined proved reserves and with future growth predominantly in oil. The acquisition also creates one of the largest CO₂ EOR platforms in both the Gulf Coast and Rocky Mountain regions, complemented by Denbury's ownership and control of the Jackson Dome CO₂ source in Mississippi and CO₂ supply contracts with potential anthropogenic sources of CO₂ in the Gulf Coast, Midwest and Rockies. Denbury expects the combined company's size and scale, access to capital and geographic presence to facilitate larger CO₂ projects, additional property acquisitions and opportunities to partner with CO₂ emitters, in both the Gulf Coast and Rocky Mountain regions.

The combined company will nearly double Denbury's inventory of oil reserves (prior to the Conroe acquisition) potentially recoverable with CO₂ tertiary operations. Denbury believes that the longer lead-time of CO₂ project development in the Rocky Mountain region is well-matched with a strong growth profile from low-risk development of unconventional resource plays in Encore's large acreage positions in the Bakken oil shale in North Dakota and positions in the Haynesville shale in north Louisiana.

Recent Events

On December 18, 2009, Denbury purchased a 95% interest in the Conroe Field, a potentially significant tertiary flood north of Houston, Texas, for approximately \$256.4 million in cash and 11,620,000 shares of Denbury common stock. As part of the transaction, Denbury agreed to provide the sellers with resale registration rights covering those shares; however, the sellers may not sell any of these shares until the earlier of the closing of the Encore merger, its termination or, under certain circumstances, June 28, 2010. Denbury has internally estimated that the Conroe Field interests have significant estimated net reserve potential from CO₂ tertiary recovery. Denbury has also preliminarily estimated that the acquired Conroe Field interests have approximately 20 MMBOE of proved conventional reserves as of December 1, 2009, nearly all of which are proved developed. The Conroe Field assets are currently producing around 2,500 BOE/d net to Denbury's acquired interest. Denbury will need to build a pipeline to transport CO₂ to this field, preliminarily estimated to cover approximately 80 miles, as an extension of Denbury's Green pipeline. Based on Denbury's preliminary estimates, Denbury will spend an additional \$750 million to \$1.0 billion, including the cost of the CO₂ pipeline, to develop the Conroe Field as a tertiary flood.

On December 30, 2009, Denbury sold its remaining 40% interest in its Barnett Shale natural gas assets for \$210 million to the same privately-held company that purchased the 60% interest in Denbury's Barnett Shale natural

gas assets in mid-2009. Production attributable to the 40% interest in the Barnett Shale natural gas assets sold averaged approximately 4,596 BOE/d during the third quarter of 2009.

Denbury and Encore each recently announced their respective year-end 2009 proved reserves and production. Denbury's estimated total proved reserves at December 31, 2009 were 192.9 MMBbls of oil and 88 Bcf of natural gas, based on the first day-of-the-month 12-month average 2009 NYMEX oil price of \$61.18 per Bbl and Henry Hub natural gas cash price of \$3.87 per MMBtu, with necessary adjustments applied to

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each field to arrive at the net price received by Denbury. On a BOE basis, Denbury's proved reserves were 207.5 MMBOE at December 31, 2009, of which approximately 93% was oil and approximately 62% categorized as proved developed. Using \$58.36 per Bbl of oil, \$38.56 per Bbl of natural gas liquids and \$3.99 per Mcf of natural gas, Denbury's estimated PV-10 Value was \$3.1 billion at December 31, 2009. Based on preliminary data, Denbury's estimated average daily production rate during the fourth quarter of 2009 is approximately 44,940 BOE/d, which results in an estimated average annual production rate for 2009 of approximately 48,280 BOE/d.

Encore's estimated total proved reserves at December 31, 2009 were 147.1 MMBbls of oil and 439.1 Bcf of natural gas, based on first-day-of-the-month 12-month average prices during 2009 of \$61.18 per Bbl of oil and \$3.83 per Mcf of natural gas. On a BOE basis, Encore's proved reserves were 220.3 MMBOE at December 31, 2009, of which approximately 67% was oil and approximately 80% categorized as proved developed. Using 2009 average prices, Encore's estimated PV-10 Value was approximately \$2.1 billion at December 31, 2009. Based on preliminary data, Encore's estimated average daily production during the fourth quarter of 2009 was approximately 45,143 BOE/d.

Giving effect to the merger as if it occurred on December 31, 2009, the pro forma estimated proved reserves of the combined company would be approximately 427.8 MMBOE, consisting of approximately 340.0 MMBbls and 527.0 Bcf. Using 2009 average prices, the combined company's PV-10 Value would be \$5.2 billion at December 31, 2009.

On February 5, 2010, Denbury and one of its subsidiaries sold all of the subsidiary's Class A membership interests in Genesis Energy, LLC, the general partner of Genesis Energy, L.P., or Genesis, to an affiliate of Quintana Capital Group L.P. for net proceeds of approximately \$82 million (including those related to Genesis management incentive compensation and other selling costs). This sale gives the buyer control of Genesis' general partner. The sale of Denbury's interests in the general partner does not include the sale of its approximate 10% ownership of Genesis outstanding common units.

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THE MERGER

Background of the Merger

In May 2008, the Encore board of directors reviewed Encore's strategic alternatives, including a possible sale or merger. As part of this process, Encore engaged Lehman Brothers Inc. as its financial advisor and considered the advantages and disadvantages of a negotiated sale process with a targeted buyer, a private auction process and a broad public auction process. The Encore board ultimately determined to conduct a two-stage public auction process, consisting of preliminary diligence and the receipt of indicative bids in stage one and more extensive diligence and final bids in stage two. On May 21, 2008, Encore publicly announced that its board had authorized Encore's management team to explore a broad range of strategic alternatives to further enhance shareholder value, including, but not limited to, a sale or merger of Encore.

From late May through late June 2008, Encore's management or its financial advisor communicated with over 60 potential bidders, 48 of which requested preliminary materials on Encore and a form of confidentiality and standstill agreement. Denbury was contacted as a potential bidder, but did not participate in the process. Encore entered into confidentiality and standstill agreements with 16 of the 48 potential bidders (consisting of both strategic and private equity buyers), with the remaining potential bidders indicating that they were not interested in participating in Encore's strategic alternatives process.

By June 18, 2008, Encore had received indicative bids from six of the 16 potential bidders that had signed confidentiality and standstill agreements. After discussing the terms of each indicative bid, the Encore board decided to invite five of the six bidders into the second stage of the strategic alternatives process, which would consist of extensive management presentations, data room access and submission of a final bid in late July 2008. These five bidders had submitted competitive indicative bids, represented a strong cross-section of strategic buyers and were believed to be likely to submit final bids that included a meaningful premium to the then-current market price. The sixth indicative bid was determined to be too low, and the likelihood of raising it meaningfully too remote, to warrant the diversion of management attention from the other five bidders and the general business of Encore. Encore subsequently received an indication of interest from a private equity fund, which was invited to participate in the second stage of the process and became the sixth potential bidder.

On July 16, 2008, the Encore board met to discuss the diligence process and to receive an update on the status of the strategic alternatives process. Three of the prospective bidders were actively conducting diligence and making inquiries of management. A fourth prospective bidder was less active in the diligence process and had expressed an interest in acquiring only certain portions of Encore. The remaining two prospective bidders were not actively participating in the diligence process.

Between mid July 2008 and late July 2008, four of the six prospective bidders effectively dropped out of the strategic alternatives process. The two remaining prospective bidders were asked to submit final bids by July 28, 2008.

On July 29, 2008, the Encore board met for the purpose of evaluating final bids. Although the two remaining prospective bidders were very complimentary of Encore's strategy, assets and personnel, neither company submitted a definitive acquisition proposal to acquire Encore. During the summer of 2008, the credit and commodity markets were under significant stress, as reflected by the increase in the average yield among U.S. high yield issuers and the volatility in oil prices between May and late July 2008, when prospective bidders submitted their final bids. Against this backdrop, the remaining two prospective bidders stated they were unwilling to move forward with such a large acquisition.

On August 5, 2008, Encore publicly announced that its board of directors had decided that continuing to pursue a sale or merger at that time was not in the best interest of its stockholders. In connection with this announcement, Encore explained that its plan going forward included the alternatives of divesting non-core properties, dropping down properties into its subsidiary master limited partnership, ENP, and purchasing put options on crude oil with a strike price of \$110 per barrel for calendar year 2009. Encore terminated Lehman Brothers Inc.'s engagement as its financial advisor in connection with Encore's evaluation of strategic alternatives, effective August 17, 2008.

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Between August 2008 and September 2009, Encore continued to implement its business plan as discussed with the Encore board.

In early July 2009, Phil Rykhoek, Denbury's Chief Executive Officer, contacted Robert Reeves, Encore's Senior Vice President and Chief Financial Officer, and suggested that the two of them, together with Jon S. Brumley, Encore's Chief Executive Officer and President (whom we refer to as Mr. Brumley), and Tracy Evans, Denbury's President and Chief Operating Officer, meet to discuss potential transactions between Denbury and Encore. Also in early July 2009, Mr. Gareth Roberts, Denbury's Co-Chairman of the Board and Chief Strategist, called Mr. Brumley to suggest a similar meeting. The meeting was initially scheduled for August 5, 2009, but due to subsequent scheduling conflicts ultimately occurred on September 4, 2009. During the meeting, Mr. Rykhoek proposed that Denbury and Encore explore the desirability and feasibility of the following potential opportunities: (1) the potential acquisition by Denbury of Encore's oil and gas properties in the Rocky Mountain region, (2) a potential joint venture between Denbury and Encore to exploit Encore's oil and gas properties in the Rocky Mountain region, and (3) a possible business combination between Denbury and Encore. Mr. Brumley indicated that Encore's Rocky Mountain assets were an integral part of Encore's long-term strategy. He also did not encourage further discussions regarding Mr. Rykhoek's proposals at the time.

During early to late September 2009, Encore's management evaluated, and held individual discussions with directors regarding, the prospect of a sale or merger of Encore, both with Denbury and with other possibly interested parties.

On September 29, 2009, the Encore board of directors met to discuss a possible sale or merger. At the meeting, the Encore board considered a variety of macroeconomic and company-specific factors in considering a possible sale or merger. Mr. Brumley identified six companies (which are referred to as the targeted bidders) that, in his view, offered the greatest potential for a possible strategic transaction with Encore. In addition to Denbury, these companies included three large publicly traded energy companies who were involved in the summer 2008 strategic alternatives process (one of which was involved throughout the process until the termination of the second stage) and two other large publicly traded energy companies. The Encore board assessed various financial and other characteristics of each company, along with the strategic rationale for each company to engage in a business combination with Encore.

The Encore board then considered the appropriate process to undertake if it decided to pursue a possible sale or merger of Encore. The Encore board concluded that a process involving confidential inquiries with likely suitors was preferable to a publicly announced auction process and was more likely to achieve the best value reasonably available for Encore's stockholders at the time. The Encore board then authorized Encore's executive officers to pursue discussions with the targeted bidders and, if interest developed, to enter into confidentiality and standstill agreements and exchange information relevant to a strategic transaction.

The Encore board then discussed the possible valuation range for Encore's shares and directed Encore's management to prepare additional materials for review in order to aid the Encore board in assessing the financial component of potential bids. The Encore board then discussed the retention of Barclays Capital to act as its financial advisor and assist the Encore board with its evaluation of a potential business combination. Barclays Capital acquired the North American investment banking business of Lehman Brothers, which served as Encore's financial advisor for the 2008 public auction process. After deliberation, the Encore board advised management to retain Barclays Capital after initial contacts by management with potential suitors and an evaluation by Encore's management of their level of interest. A financial advisory engagement letter between Encore and Barclays Capital was executed on October 9, 2009.

Encore's counsel, Baker Botts L.L.P., then advised the Encore board of its fiduciary duties under the circumstances.

Shortly after the September 29, 2009 board meeting, Mr. I. Jon Brumley and Mr. Jon S. Brumley began contacting the targeted bidders. Mr. Brumley called Mr. Rykhoek on September 30, 2009, and indicated that while Encore was not interested in selling particular properties, it would entertain a possible merger of Encore

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at the right price. Mr. Brumley suggested that the companies enter into a confidentiality and standstill agreement so that Encore data could be provided to Denbury.

On September 30, 2009, Encore entered into separate confidentiality and standstill agreements with Denbury and Company A providing for the receipt by Denbury and Company A of confidential information regarding Encore. Also on September 30, 2009, Mr. Brumley sent Company A a copy of Encore's most recent investor presentation.

On October 1, 2009, Mr. Brumley sent Mr. Rykhoek a detailed investor presentation booklet and a copy of Encore's current proved, probable and possible reserve report (which had been updated through September 30, 2009 by Encore's management), the year-end 2008 reserve report prepared by Miller & Lents, Encore's independent petroleum engineering firm, engineering and geology exhibits, a project inventory list, and an analysis of lease operating expenses. Also on October 1, 2009, Mr. Brumley sent similar materials to Company A.

On October 1, 2009, Encore and Company B, which had been actively involved throughout the summer 2008 strategic alternatives process, entered into a confidentiality and standstill agreement providing for the receipt by Company B of confidential information regarding Encore.

On October 2, 2009, Encore entered into separate confidentiality and standstill agreements with Company C and Company D providing for the receipt by each company of confidential information regarding Encore. Both Company C and Company D had been involved in the summer 2008 process. As of the date of this joint proxy statement/prospectus, Company A, Company B, Company C and Company D remain subject to confidentiality and standstill agreements, as do five of the thirteen other companies that participated in Encore's strategic alternatives process during the summer of 2008.

On October 5, 2009, senior officers of Encore met at separate times with representatives of Company A and Company D to make a presentation about Encore's business and to respond to questions. The Encore presentation included information on, among other things, the following matters: reserve potential by geographic area; Encore's C₂ program; Encore's drilling program; the West Texas joint venture with ExxonMobil; development opportunities on Encore's Haynesville and Bakken acreage; financial metrics; net asset values; and a five-year business model. On October 6, 2009, senior officers of Encore met with representatives of Company B to make a similar presentation about Encore's business and to respond to questions.

On October 5, 2009, during a Denbury board of directors meeting called to consider various topics unrelated to Encore, Denbury senior management provided a summary of the discussions between Denbury and Encore, gave an overview of Encore's properties, enhanced oil recovery (EOR) potential and other perceived opportunities, and discussed the strategic benefits of acquiring Encore. Denbury's board, by consensus, authorized Denbury's management to continue discussions with Encore with a view toward an acquisition by Denbury of Encore.

Also on October 6, 2009, Mr. Brumley spoke with the chief executive officer of Company E, who indicated that Company E would not be interested in acquiring Encore. Company E did not provide a reason for its decision not to pursue a possible acquisition of Encore.

On October 8, 2009, senior officers of Encore met at separate times with management of Denbury and Company C to make a presentation about Encore's business (similar to the presentation made to Company A and Company D) and to respond to questions.

On October 9, 2009, Encore sent a copy of the presentation about Encore's business to its directors.

On October 12, 2009, Denbury senior management met to discuss the potential acquisition of Encore, and decided to seek an underwritten financing proposal from JPMorgan Chase to finance the transaction and to request that J.P. Morgan act as financial advisor to Denbury. An indemnity letter was signed between Denbury and J.P. Morgan on October 14, 2009 and fees for services were discussed, and a financial advisory engagement letter was subsequently executed on October 30, 2009.

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During the month of October 2009, Encore responded to extensive diligence inquiries from Denbury, Company A, Company B, Company C and Company D.

On October 14, 2009, the Encore board met with its legal and financial advisors to: (1) receive an update from Encore senior management on the sale process; (2) review and consider various reference values for Encore; (3) evaluate and, if appropriate, approve a per share price that, if deemed tactically appropriate, could be proposed to one or more potential bidders as a price at which the board would respond favorably to a proposal to acquire Encore; and (4) receive information on the level of potential change-in-control payments to the members of Encore's strategic team. Mr. Brumley indicated that each of the six identified companies, other than Company E, had expressed an interest in exploring the possibility of a transaction. Mr. Brumley noted that Encore had entered into confidentiality and standstill agreements with the remaining five interested companies and provided them with diligence information, as well as answered extensive additional diligence questions. The Encore board discussed the diligence process and the level of interest expressed by each company. Representatives from Barclays Capital then made a presentation to the Encore board regarding preliminary reference values for Encore. Prior to summarizing the reference values for Encore's common stock, Barclays Capital commented on the significant changes in the U.S. economy over the past several years including, but not limited to, changes in the U.S. gross domestic product, unemployment rates, the cost of credit, access to capital and significant fluctuations in oil and natural gas prices. The Encore board then discussed Encore's stock price performance between October 13, 2007 and October 12, 2009, noting that the price of Encore's common stock closed at a low for the period of \$17.41 on March 2, 2009. Barclays Capital then summarized various valuation methodologies used in its preliminary evaluation of reference values for Encore's common stock.

The Encore board then evaluated the results of each valuation methodology and assessed the range of preliminary reference values per share. The Encore board considered a request by Company A that Encore state a price at which the Encore board would favorably consider an acquisition proposal. After receiving additional input from Barclays Capital, the Encore board unanimously determined that a price of \$50.00 per share could be communicated to Company A. The Encore board authorized Encore's management team to determine the appropriate time to convey such information to Company A.

On October 15, 2009, Mr. Rykhoek advised Mr. Brumley that Denbury was not yet in a position to propose the form or amount of the potential merger consideration, but that the Denbury board would be meeting on the following day for that purpose.

On October 16, 2009, Mr. I. Jon Brumley called Company A and told them that the Encore board would enter into negotiations with Company A regarding a proposal by Company A to acquire Encore at a price of \$50.00 for each share of Encore common stock.

On October 16, 2009, Denbury's board of directors met to discuss, and was provided an update by management and J.P. Morgan regarding, a potential merger with Encore, including the form and amount of the potential merger consideration, a review of various aspects of Encore's business and assets, and the strategic rationale of a combination with Encore.

After discussions with management and J.P. Morgan, the Denbury board authorized Mr. Rykhoek to present a proposal to, and negotiate such proposal with, Mr. Brumley within the parameters described below. Later on October 16, 2009, Mr. Rykhoek called Mr. Brumley and indicated that Denbury was prepared to pay between \$48.00 and \$51.00 per share for each share of Encore common stock, consisting of 25% to 30% in cash and 70% to 75% in shares of Denbury common stock. Mr. Brumley indicated that Encore had desired a minimum of 50% cash as consideration and that, coupled with the amount of total consideration, the proposal may not be acceptable. Mr. Rykhoek replied that Denbury considered it important that at least 70% of the consideration be in the form of equity so that the combined entities would be properly capitalized, but indicated that Denbury might be able to pay up

to \$52.00 per share. Mr. Brumley indicated that the price would need to be at the top end of the range and that he would communicate further with Mr. Rykhoek after the weekend.

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On October 19, 2009, Mr. Brumley told Mr. Rykhoek that Encore wanted a collar as a form of price protection if a significant portion of the consideration to Encore stockholders would be Denbury common stock. Mr. Brumley and Mr. Rykhoek discussed a collar mechanism providing for fixed merger consideration of \$52.00 per share of Encore common stock, consisting of \$15.60 in cash (30%) and \$36.40 (70%) in Denbury common shares, with the Denbury stock value to be fixed at \$36.40 per Encore common share if Denbury common stock traded during the collar period within a range of plus or minus 12% from \$15.71. Mr. Brumley also noted that Encore would need to perform due diligence on Denbury in light of the significant portion of the total consideration to be comprised of Denbury common stock.

After discussing Encore's counter proposal with senior management, Mr. Rykhoek called Mr. Brumley, stating that Denbury's management would recommend approval of the proposal to its board, and that Encore could proceed to prepare a confidentiality and standstill agreement for the benefit of Denbury and schedule a time for due diligence. Mr. Rykhoek communicated with the members of the Denbury board on an individual basis, outlining the terms of the proposal and recommending that Denbury respond favorably to the proposal. The Denbury board members concurred with management's recommendation, and suggested that management proceed as proposed, with further due diligence to be conducted by both Denbury and Encore.

On October 19, 2009, Encore and Denbury entered into a confidentiality and standstill agreement providing for the receipt by Encore of confidential information regarding Denbury.

During the week of October 19, 2009, Mr. Brumley and Mr. Rykhoek discussed various terms that could be included in a merger agreement, including provisions regarding employee benefits, financing commitments, operating covenants, 2009 bonuses for Encore employees, non-competition agreements from certain members of Encore's management, termination fees and various other merger terms.

On October 20, 2009, Mr. Rykhoek sent Mr. Brumley a schedule calculating the range of Denbury prices for the proposed collar and related matters. Mr. Brumley replied with an alternative version of the collar mechanism and an explanation of the difference between the approaches proposed by Denbury and Encore. Mr. Brumley also sent Mr. Rykhoek a list of due diligence requests related to Denbury's business and confirmed plans for diligence meetings later in the week.

Also on October 20, 2009, representatives of Company D informed Encore management that Company D would not be submitting a proposal to acquire Encore. Company D said it had decided not to submit a proposal because Encore's properties did not fit with Company D's overall strategic focus.

On October 21, 2009, Mr. Brumley sent Mr. Rykhoek a draft of a proposed merger agreement. Also on October 21, 2009, the chairman of Company A indicated to Mr. Brumley that Company A was struggling to get to a valuation of \$50.00 per share of Encore common stock, and the chief executive officer of Company A told I. Jon Brumley that Company A liked Encore's properties and was working hard to develop a proposal, but he was not sure if Company A could get to \$50.00 per share.

On October 21 and 22, 2009, representatives of Encore and Denbury, along with their respective legal and financial advisors, met to receive more detailed presentations on the companies, exchange additional diligence materials and respond to questions regarding their respective businesses.

On October 22, 2009, Company A called Encore to request additional information regarding tax matters in an attempt to bridge their valuation to the \$50.00 per share price proposed by Encore on October 16, 2009.

On October 23, 2009, representatives of Company B informed Encore management that Company B would not be submitting a proposal to acquire Encore. Company B said it had decided not to submit a proposal because it was not willing to pay a premium above the then-current market price for Encore's stock.

On October 24, 2009, Baker & Hostetler LLP, counsel to Denbury, provided initial written comments on the draft merger agreement to Baker Botts. After reviewing the comments, Mr. Brumley called Mr. Rykhoek to ask him to confirm that Denbury would be providing a binding financing commitment letter in support of Denbury's proposal to acquire Encore. Later that day, Baker Hostetler provided a draft of the financing commitment letter that Denbury had received from counsel to JPMorgan Chase.

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Also on October 24, 2009, Mr. Brumley asked Mr. Rykhoek to put Denbury's proposal to acquire Encore in writing for purposes of distributing such proposal to the Encore board at its next regularly scheduled meeting on October 27, 2009. Mr. Rykhoek indicated that he would provide such a letter in advance of the Encore board meeting.

Mr. Rykhoek and Mr. Brumley then discussed various other proposed terms of the merger agreement.

On October 25, 2009, a representative of Company A confirmed that it would not be able to achieve a \$50.00 per share price for Encore's common stock. He advised that Company A would continue to evaluate a potential proposal for Encore at a lower price.

On October 26, 2009, Mr. Rykhoek sent Mr. Brumley proposed changes to the employee benefit provisions of the draft merger agreement in response to a conversation between them the preceding week. Later that day, Mr. Rykhoek sent Mr. Brumley a written proposal regarding an acquisition of Encore. Mr. Brumley called Mr. Rykhoek and asked him to revise the written proposal to reflect, among other things, the collar mechanism. Shortly thereafter, Mr. Rykhoek sent Mr. Brumley a revised written proposal, which included the following terms:

a total per share consideration for all of the shares of Encore common stock of \$52.00 per share, consisting of up to 30% cash and 70% in shares of Denbury common stock within the collar;

a proposal that the Denbury common stock be valued at \$15.71 per share in determining the number of Denbury common shares that would constitute the equity portion of the consideration;

a collar mechanism whereby the number of shares of Denbury common stock to be issued for each share of Encore common stock would be adjusted based upon the average price of Denbury common stock for a period prior to closing, limited to a 12% upward or 12% downward adjustment from \$15.71;

an election mechanism whereby Encore stockholders could elect to receive up to 100% of the consideration for their shares paid in cash or 100% paid in Denbury common stock, provided that the aggregate transaction consideration paid in cash and stock would not exceed 30% and 70%, respectively, of the aggregate transaction consideration (within the collar); and

that Denbury anticipated obtaining an underwritten financing commitment from J.P. Morgan and JPMorgan Chase for a \$1.6 billion revolving credit facility, a \$1.25 billion bridge to a subordinated notes facility, and a \$375 million credit facility for ENP.

On October 26, 2009, Baker Botts distributed a revised draft of the merger agreement, and Baker Hostetler forwarded a revised draft of the financing commitment letter to Baker Botts. From October 26 to October 31, 2009, Baker Botts and Baker Hostetler exchanged comments on drafts of the merger agreement and financing commitment letter and negotiated various merger agreement provisions, including those relating to the structure of the transaction, the scope of the parties' representations and warranties and covenants, employee matters, the parties' obligations not to pursue other transactions, termination fees, and conditions, including financing conditions, to the parties' obligations to complete the proposed transaction.

On October 27, 2009, Mr. Brumley sent Mr. Rykhoek a proposed summary of benefits to be received or maintained for Encore employees. Mr. Brumley and Mr. Rykhoek discussed these issues by telephone, and Mr. Rykhoek sent Mr. Brumley proposed changes to the employee benefit provisions. Also on October 27, 2009, Mr. Rykhoek and Mr. Brumley discussed a confidentiality agreement as an alternative to a non-competition agreement for certain members of the Encore management team, and Baker Hostetler provided to Baker Botts a revised draft of the financing commitment letter prepared by counsel for JPMorgan Chase.

On October 27, 2009, the Encore board of directors met for its regularly scheduled quarterly meeting. At the meeting, the Encore board of directors discussed Denbury's business, operations and financial condition, the terms of Denbury's proposal to acquire Encore and Denbury's proposed financing plan. Additionally, Barclays Capital presented information to the Encore board of directors with respect to the financial terms of Denbury's proposal, the collar mechanism and the pro forma consequences of the proposed transaction.

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On October 28, 2009, Mr. Brumley and Mr. Rykhoek discussed proposed changes to the draft financing commitment letter and the timing of the proposed transaction, including expectations regarding additional comments on the merger agreement and tentative plans for informing rating agencies of the proposed transaction. Also on October 28, 2009, Mr. Brumley sent Mr. Rykhoek written comments on the proposed financing commitment letter, and Baker Botts and Baker Hostetler met to discuss open issues relating to the merger agreement.

On October 29, 2009, Mr. Rykhoek and Mr. Brumley exchanged e-mails and telephone calls regarding employee benefit matters and the terms of the proposed financing commitment letter, including the removal or modification of various conditions and the termination fees payable under the financing commitment letter. Later that day, following further discussions with Baker Hostetler, counsel for JPMorgan Chase distributed a revised draft of the financing commitment letter and related documents, following which Baker Hostetler had discussions with Baker Botts and counsel for JPMorgan Chase regarding proposed additional changes to the financing commitment letter. In addition, Baker Hostetler and Baker Botts exchanged merger agreement drafts and comments and conducted further discussions regarding the terms of the merger. That evening, Denbury's board and senior management met to informally discuss the transaction. At that time, a draft of the proposed merger agreement was distributed.

On October 30, 2009, the Denbury board met to discuss the proposed merger with Encore. At that meeting, Denbury's management provided the board with an overview of the proposed transaction, and J.P. Morgan reviewed with the Denbury board J.P. Morgan's financial analysis of the proposed transaction. In this regard, J.P. Morgan also indicated that, based upon and subject to certain factors that would be stated in its opinion, at the appropriate time it would be prepared to render an opinion as to the fairness of the consideration contemplated to be paid by Denbury. Baker Hostetler then presented to the Denbury board a summary of the terms of the merger agreement, a review of changes to the latest draft of the merger agreement previously supplied to the board, a review of the agreement terms still under discussion, and draft board resolutions with respect to the proposed transaction that would be proposed for adoption the following day, and discussed with the board its fiduciary obligations. Baker Hostetler then responded to various questions regarding the documents and the transaction. At the same meeting, the Denbury board reviewed updated cash flow forecasts and debt levels, reviewed the terms of the underwritten financing by JPMorgan Chase, agreed to implement additional hedges for 2011 after signing the merger agreement, reviewed a draft of a proposed press release and associated slide show presentation, and discussed the appropriate consideration to be paid for Encore. Management was excused from the meeting and the Denbury board met in executive session and considered the closing stock prices for Denbury and Encore, the relative consideration and the appropriate premium. Management returned to the meeting and the board instructed Mr. Rykhoek that the Denbury board would like to proceed with the transaction but at a lower price.

Shortly after the meeting, Mr. Rykhoek called Mr. Brumley to relay the Denbury board's conclusions and proposed that the merger consideration be reduced to \$48.00 per share, comprised of \$14.40 in cash and \$33.60 in Denbury shares. Mr. Brumley indicated that Encore would consider the revised proposal.

Also on October 30, 2009, Baker Hostetler and Baker Botts exchanged further drafts of the merger agreement and comments thereon and on ancillary documents, and continued communications regarding the terms of the merger.

Later on October 30, 2009, Mr. Brumley called Mr. Rykhoek to propose that the merger consideration be set at \$50.00 per share, comprised of \$15.00 in cash and \$35.00 in Denbury shares. Mr. Brumley and Mr. Rykhoek discussed the collar mechanism that would be associated with the \$50.00 per share price and after discussion, agreed that they would propose to their respective boards of directors that the 12% collar be based upon an assumed Denbury stock price of \$15.10 per share. Mr. Rykhoek indicated that he would discuss the matter with the Denbury board and respond in due course. Mr. Rykhoek then discussed these matters with the Denbury board through a telephone board meeting, and shortly thereafter, Mr. Rykhoek called Mr. Brumley to confirm that merger consideration of \$50.00 per share was acceptable to the Denbury board, consisting of \$15.00 in cash and \$35.00 in Denbury common shares (with

a 12% collar around an assumed Denbury stock price of \$15.10), subject to an election mechanism (with a proration feature) to provide for all cash or all

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stock. Mr. Brumley told Mr. Rykhoek that he would submit the revised proposal to the Encore board for its consideration and later sent Mr. Rykhoek an analysis of the collar mechanism based on the revised merger consideration proposal.

Also on October 30, 2009, Mr. Allen, Chief Financial Officer of Denbury discussed proposed revisions to the financing commitment letter with JPMorgan Chase, its legal advisor, Baker Hostetler and Baker Botts.

On October 30, 2009, Baker Botts provided the Encore board with (1) a draft of the proposed merger agreement, (2) an executive summary of the merger agreement, (3) a draft of the proposed financing commitment letter from J.P. Morgan and JPMorgan Chase, (4) an executive summary of the financing commitment letter, (5) draft board resolutions with respect to the proposed transaction, (6) draft resolutions of the Compensation Committee with respect to the proposed transaction, and (7) a draft amendment to Encore's stockholder rights agreement (to exempt Denbury from the operation of the rights plan).

On October 31, 2009, Baker Hostetler and Baker Botts continued discussions and the exchange of drafts and comments to resolve the remaining open issues regarding the terms of the merger, including those relating to the circumstances under which either party could refuse to consummate the merger and the termination fees payable in connection therewith.

On October 31, 2009, Encore's compensation committee met to review and recommend to the Encore board the treatment of stock options and restricted stock in the merger.

On October 31, 2009, the Encore board, with all members in attendance, met to review and consider the proposed merger with Denbury. Management provided its assessment of the proposed transaction in preliminary remarks. Baker Botts discussed with the directors their fiduciary obligations under the circumstances. Baker Botts provided the Encore board with marked copies of the documents distributed to the board on October 30, 2009 to show changes negotiated in the interim time period. Baker Botts then summarized, and responded to questions regarding, the material provisions of the proposed merger agreement and the financing commitment letter. During the Encore board meeting, Barclays Capital reviewed and responded to questions regarding the financial terms of the proposed transaction (including the collar) and provided its financial analysis of the per share merger consideration to be received by Encore stockholders. Barclays Capital rendered its opinion that, as of October 31, 2009 and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, the merger consideration to be received by the stockholders of Encore was fair, from a financial point of view, to such stockholders.

The Encore board then recessed while Mr. Jon S. Brumley called Mr. Rykhoek to inquire about the status of the Denbury board meeting that had commenced during the course of the Encore board meeting. Mr. Brumley returned shortly thereafter and advised the Encore board that the Denbury board was still in session.

After further discussion, the Encore board unanimously (1) determined that the merger agreement and the transactions contemplated thereby (including the merger) were advisable, fair to and in the best interests of Encore and its stockholders, (2) approved the merger agreement and the transactions contemplated thereby (including the merger), and (3) resolved (subject to certain exceptions contained in the merger agreement) to recommend the adoption of the merger agreement by the Encore stockholders.

On October 31, 2009, the Denbury board met for final consideration of the proposed merger. At the meeting, J.P. Morgan rendered its oral opinion, which was subsequently confirmed in writing, that, as of October 31, 2009, and based upon and subject to the factors and assumptions set forth in its opinion, the consideration to be paid by Denbury in the proposed merger was fair, from a financial point of view, to Denbury. Baker Hostetler presented a summary of the changes to the merger agreement since the board meeting the prior day and reviewed with the board the

resolutions to be considered and approved. After discussion of the matters presented at the meeting and after receiving J.P. Morgan's fairness opinion, the Denbury board of directors unanimously (1) determined that the merger agreement and the transactions contemplated thereby (including the merger and the issuance of the shares of Denbury common stock thereunder) were advisable, (2) approved the merger agreement and the transactions contemplated thereby (including the merger and the issuance of the shares of Denbury common stock thereunder), and (3) resolved

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(subject to certain exceptions contained in the merger agreement) to recommend the adoption of the merger agreement by the Denbury stockholders.

During the afternoon of October 31, 2009, Denbury and Encore executed the merger agreement.

On November 1, 2009, Denbury and Encore issued a joint press release announcing the proposed transaction.

Reasons for the Merger Encore

The Encore board of directors, at a special meeting held on October 31, 2009, unanimously (1) determined that the merger agreement and the transactions contemplated thereby (including the merger) were advisable, fair to and in the best interests of Encore and its stockholders, (2) approved the merger agreement and the transactions contemplated thereby (including the merger) and (3) resolved (subject to certain exceptions contained in the merger agreement) to recommend the adoption of the merger agreement by the Encore stockholders. In reaching its conclusion, the Encore board consulted with Encore's management as well as Encore's legal and financial advisors and considered a number of factors, including the following:

The aggregate value and composition of the merger consideration to be received by Encore stockholders in the merger.

That the merger consideration of \$50.00 per share of Encore common stock (applying the collar mechanism in the merger agreement and based upon the closing sale price of Denbury common stock on October 30, 2009 of \$14.60 per share, the last trading date before the date of the Encore board meeting), represented a premium of:

35% above the closing sale price of Encore common stock on October 30, 2009 of \$37.07 per share;

28% above the closing sale price of Encore common stock on October 5, 2009 (the 20th trading day prior to the date of the Encore board meeting) of \$39.08 per share; and

11% above the highest closing sale price of Encore common stock during the 52-week period ended October 30, 2009 of \$44.85 per share.

That Encore had explored a variety of strategic alternatives over an extended period of time, including both a publicly announced process conducted during 2008 and, more recently, discussions with a number of parties identified by Encore as offering the greatest potential for a possible strategic transaction with Encore. In that regard, the Encore board considered the thoroughness of the efforts made in exploring and reviewing potential alternatives (see Background of the Merger).

The fact that if the Denbury 20-day average price is between \$13.29 and \$16.91, Encore stockholders receiving Denbury shares will receive per share merger consideration with an aggregate value of \$50.00 per share (based on the Denbury 20-day average stock price).

The fact that because the exchange ratio for the stock portion of the merger consideration does not increase if the Denbury 20-day average price is below \$13.29 per Denbury share, and does not decrease if the Denbury 20-day average price is above \$16.91 per Denbury share, the aggregate value of the per share merger consideration to be received by Encore stockholders (based on the Denbury 20-day average price) would be less than \$50.00 if the Denbury 20-day average price falls below \$13.29 and would be more than \$50.00 if the Denbury 20-day average price rises above \$16.91.

The potential stockholder value that might result from other alternatives available to Encore, including the alternative of remaining as an independent public company, considering, in particular, the potential for Encore stockholders to share in any future earnings growth of Encore and continued costs, risks and uncertainties associated with continuing to operate as a public company.

The Encore board's familiarity with, and understanding of, Encore's business, assets, financial condition, results of operations, current business strategy and prospects.

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Information and discussions with Encore management and Encore's financial advisor regarding Denbury's business, assets, financial condition, results of operations, business plan and prospects. In this regard, the Encore board considered the size and scale of the combined company, including the expected pro forma effect of the merger on the combined company's proved reserves, production, cash flow per share, and debt structure, noting that the larger combined company would be better able to finance and absorb the capital costs of long lead time projects such as tertiary recovery operations.

The complementary nature and geographic diversity of the assets of the companies. In this regard, the Encore board also considered the prospects of the combined company, including the potential for the combined company to have a stronger competitive position and greater opportunities for growth than Encore would have operating independently, including the ability to leverage their combined opportunities to develop CO₂ projects, particularly given Denbury's experience in tertiary recovery operations in legacy oil fields using CO₂.

The merger will establish a leading CO₂ EOR company. Denbury has substantial CO₂ reserves, has a successful tertiary recovery business on the U.S. Gulf Coast and will have increased acquisition opportunities in Louisiana and the Texas Gulf Coast, particularly upon completion of its 320-mile Green Pipeline.

After completion of the construction phase of Denbury's 320-mile Green Pipeline, Encore expects a larger portion of Denbury's capital budget to be invested in tertiary development projects that have an expectation of increasing oil production, as opposed to capital that is invested in CO₂ pipeline projects that transport CO₂ to Denbury's oil fields. Encore believes these investments in tertiary development projects that generate production growth will increase stockholder value.

The merger will create one of the largest crude oil focused independent exploration and production companies in North America. The proved oil and natural gas reserves of the combined company are expected to be approximately 75% oil reserves, an advantage in light of the better profit margin for oil as reflected in both the short-term and long-term marketplace for oil versus natural gas.

That because the majority of the merger consideration (on an aggregate basis) is payable in the form of Denbury common stock, Encore stockholders would have the opportunity to participate in the equity value of the combined company following the merger. In that regard, the Encore board understood that the volatility of prices for oil and natural gas and general stock market conditions would cause the value of the consideration received in the merger to fluctuate, perhaps significantly, following the closing of the merger, but was of the view that on a long-term basis it would be desirable for stockholders to have an opportunity to retain a continuing investment in the combined company following the merger.

The Encore board's understanding of and management's review of overall market conditions, including then-current and prospective commodity prices and the current and historical trading prices for Denbury and Encore common stock, and the board's determination that, in light of these factors, the timing of the potential transaction was favorable to Encore.

The Encore board's expectation, supported by the financing commitment letter, and established after consultation with Encore's financial and legal advisors regarding the terms and degree of conditionality of the financing commitment letter, that Denbury would be able to obtain the financing necessary to pay the cash portion of the merger consideration payable under the merger agreement and to finance the other transactions contemplated in connection with the merger.

The financial analysis of Barclays Capital, Encore's financial advisor, presented to the Encore board at various meetings, including the meeting held on October 31, 2009, and the opinion of that firm rendered to Encore's board on that date as to the fairness, from a financial point of view, of the merger consideration to be received by the stockholders of Encore, based upon and subject to the qualifications, limitations and assumptions stated in such opinion, as more fully described below under Opinion of Encore's Financial Advisor. The full text of the opinion of Barclays Capital, setting forth the

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assumptions made, procedures followed, matters considered and limitations on the reviews undertaken in connection with such opinion, is attached as Annex B to this joint proxy statement/prospectus.

The review by the Encore board with its legal and financial advisors of the structure of the merger and the financial and other terms of the merger agreement, including the parties' representations, warranties and covenants, the conditions to their respective obligations and the termination provisions, as well as the likelihood of consummation of the merger and the Encore board's evaluation of the likely time period necessary to close the transaction. The Encore board also considered the following specific aspects of the merger agreement:

The combination of stock and cash consideration contemplated by the merger agreement and the ability of Encore stockholders to elect to receive either all cash, all stock, or cash and stock consideration, subject to a proration feature.

The board's expectation that the stock portion of the merger consideration will be received tax free by Encore's stockholders (see Material U.S. Federal Income Tax Consequences of the Merger).

The nature of the closing conditions included in the merger agreement, including the market, industry-related and other exceptions to the events that would constitute a material adverse effect on either Encore or Denbury for purposes of the agreement, as well as the likelihood of satisfaction of all conditions to the consummation of the merger.

Encore's right to engage in negotiations with, and provide information to, a third party that makes an unsolicited written acquisition proposal, if the Encore board determines in good faith, after consultation with its legal and financial advisors, that such proposal constitutes or could reasonably be expected to lead to a transaction that is more favorable to Encore's stockholders than the merger.

Encore's right to change its recommendation to vote in favor of the merger and terminate the merger agreement in order to accept a superior proposal, subject to certain conditions and payment of a \$120 million termination fee and up to \$10 million of expenses to Denbury.

The right of the Encore board to change its recommendation to vote in favor of the merger upon the occurrence of certain intervening events if it determines in good faith (after consultation with outside counsel) that the failure to take such action would breach its fiduciary duties under applicable law.

The obligation of Denbury to pay to Encore, upon termination of the merger agreement, either a \$300 million termination fee, a \$120 million termination fee or a \$60 million termination fee under the circumstances specified in the merger agreement (see Terms of the Merger Agreement Termination, Amendment and Waiver Fees and Expenses).

The obligation of Denbury to use its reasonable best efforts to take all actions necessary to consummate the financing provided for in the financing commitment letter and, if such financing is unavailable, to use its reasonable best efforts to arrange to obtain alternate financing for an equivalent amount of funds on terms no less favorable to Denbury.

That termination fees of \$120 million and \$60 million, and the agreement to reimburse Denbury for up to \$10 million of expenses incurred by Denbury in connection with the merger, in each case payable by Encore to Denbury under the circumstances specified in the merger agreement, were reasonable in the judgment of the Encore board after consultation with its legal and financial advisors.

The requirement that Encore stockholder approval be obtained as a condition to consummation of the merger.

The obligations of Encore and Denbury to hold their respective stockholders meetings even if their respective boards change their recommendation of the merger.

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In the course of its deliberations, the Encore board also considered a variety of risks and other potentially negative factors, including the following:

The possibility that the value of the per share merger consideration to be received by Encore stockholders could be less than \$50.00 per share if the Denbury 20-day average price is below \$13.29.

The inability of Encore's stockholders to benefit from an increase, prior to the closing of the merger, in the trading price of Denbury common stock unless and until the Denbury 20-day average price is above \$16.91 per share.

The fact that Denbury's obligation to close the merger is conditioned on its having received the financing contemplated by the merger agreement.

Denbury's expected level of indebtedness upon completion of the merger.

The fact that Denbury's obligation to close the merger is conditioned on a vote of its stockholders.

That, while the merger is expected to be completed, there is no assurance that all conditions to the parties' obligations to complete the merger will be satisfied or waived, and as a result, it is possible that the merger might not be completed even if approved by Encore's and Denbury's stockholders.

That, under the terms of the merger agreement, Encore will be required to pay to Denbury a termination fee of either \$120 million or \$60 million and to reimburse Denbury for up to \$10 million of expenses if the merger agreement is terminated under certain circumstances (see "Terms of the Merger Agreement - Termination, Amendment and Waiver - Fees and Expenses").

The restrictions on the conduct of Encore's business prior to completion of the merger, requiring Encore to conduct its business only in the ordinary course, subject to specific limitations, which may delay or prevent Encore from undertaking business opportunities that may arise pending completion of the merger.

Risks of the type and nature described under "Risk Factors."

Encore's board considered all of these factors as a whole and, on balance, concluded that they supported a determination to approve the merger agreement. The foregoing discussion of the information and factors considered by the Encore board is not exhaustive. In view of the wide variety of factors considered by the Encore board in connection with its evaluation of the proposed transaction and the complexity of these matters, the Encore board did not consider it practical to, nor did it attempt to, quantify, rank or otherwise assign relative weights to the specific factors that it considered in reaching its decision. The Encore board evaluated the factors described above, among others, and reached a consensus that the proposed transaction was advisable, fair to and in the best interests of Encore and its stockholders. In considering the factors described above and any other factors, individual members of the Encore board may have viewed factors differently or given different weight or merit to different factors.

In considering the recommendation of the Encore board to adopt the merger agreement, Encore stockholders should be aware that the executive officers and directors of Encore have certain interests in the merger that may be different from, or in addition to, the interests of Encore stockholders generally. The Encore board was aware of these interests and considered them when approving the merger agreement and recommending that Encore stockholders vote to adopt the merger agreement. See "Interests of Certain Persons in the Merger that May be Different from Your Interests."

The Encore board of directors unanimously recommends that Encore s stockholders vote FOR adoption of the merger agreement.

Properly dated and signed proxies, and proxies properly submitted over the Internet and by telephone, will be so voted unless Encore s stockholders specify otherwise.

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Reasons for the Merger – Denbury

The Denbury board of directors has determined that the merger is in the best interests of Denbury and its stockholders. In unanimously approving the merger and recommending that Denbury stockholders vote to adopt the merger agreement, including the issuance of Denbury common stock in connection with the merger, the Denbury board of directors consulted with Denbury's management and legal and financial advisors and considered a number of factors, including the following:

Encore owns legacy oil assets in Montana, North Dakota and Wyoming with over 6 billion barrels of original oil in place, assets that are distinguished by their long reserve life and low decline rates and that have significant potential for recovery of crude oil through CO₂ EOR.

The merger expands Denbury's EOR platform, which is already one of the country's largest, by adding another core area of focus, the Rocky Mountain region. Both Denbury's Gulf Coast core EOR area and the Rocky Mountain region have a significant number of oil fields that are future acquisition candidates for CO₂ flooding, providing multiple future growth opportunities for a company of Denbury's post-merger scale and geographic presence.

The merger will nearly double Denbury's potential oil reserves (prior to the Conroe acquisition) recoverable through EOR. Denbury expects its significant expertise in EOR in the Gulf Coast to be directly applicable to Encore's Rocky Mountain oilfield assets.

Encore's Bakken oil properties and Haynesville gas properties both provide reserves and production potential from shale formations, as Encore owns over 300,000 acres in the Bakken area (one of the largest positions in the field) and over 19,000 acres in the Haynesville area of north Louisiana. Denbury anticipates that these shale assets will provide short-term production growth and cash flow while longer-term EOR assets are developed, and will provide potentially significant incremental reserve growth.

Denbury anticipates that EOR production from Encore properties will provide production growth beginning in 2015, the time at which Denbury's current Gulf Coast EOR production is presently predicted to peak.

The merger will establish a leading North American CO₂ EOR company at a critical juncture in the environmental policy shift regarding carbon capture and storage. Denbury anticipates that the merger will enhance Denbury's position as a buyer of choice of mature oil properties that can benefit from EOR, and a leading partner for CO₂ emitters in offsetting their carbon footprints.

The merger will create one of the largest crude oil focused independent exploration and production companies in North America. The proved oil and gas reserves of the combined company are expected to be approximately 75% oil reserves, an advantage in light of the better profit margin for oil as reflected by both the short-term and long-term marketplace for oil versus natural gas.

Denbury anticipates that the increased size, scale and diversification of the combined company will benefit its stockholders by ultimately reducing Denbury's cost of capital and its operating costs per equivalent barrel. Additionally, Denbury anticipates that it will be in a position to undertake larger CO₂ projects because of the combined company's larger size.

Denbury believes the merger is advantageous to its stockholders, as Denbury anticipates that post-merger the combined company's cash flow and proved reserves per share will be accretive to Denbury stockholders. Denbury expects the combined company reserves and production to nearly double, with the net increase in outstanding Denbury shares resulting from the merger ranging from approximately 45% to 60%, depending on the number of shares ultimately issued in the acquisition.

Denbury expects the anticipated capital structure of the company after the merger will provide significant liquidity and an opportunity to focus capital deployment on those projects with the optimal return opportunities.

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As part of the merger, Denbury will acquire the general partner of ENP and an approximate 46% limited partner interest in that entity. ENP affords a potential financing vehicle for the combined company as a master limited partnership designed to provide a reduced cost of capital for purchase of assets from the large inventory of properties that will be owned by the combined company. Dropdowns of acquired assets to ENP may provide Denbury an attractive way to reduce its debt incurred as part of the merger, to the extent ENP sells additional units to the public instead of purchasing assets by incurring incremental debt.

Denbury anticipates that combining the companies will produce significant synergies, leading to reduced costs in the corporate general and administrative area (including accounting fees, legal fees and executive management team costs) and in the operational area (including engineering costs and discounts for purchasing goods and services on a larger scale).

Integration of the companies should be facilitated by the two companies being headquartered within the same greater metropolitan area.

The diversified nature of Encore's oil and natural gas assets, many of which are located in areas generally highly regarded in the industry, should enhance Denbury's ability to sell a portion of the acquired assets to third parties in order to reduce the debt incurred to finance the merger, while allowing Denbury to retain acquired assets that it judges to be core to its strategy.

The results of Denbury's business, legal and financial due diligence investigations of Encore, including information concerning the financial condition, results of operations, prospects and businesses of Denbury and Encore, including the respective companies' oil and gas reserves, production and cash flows from operations, along with the relative performance of Denbury's common stock and Encore's common stock over various periods.

The expected impact of current industry, economic and market conditions on the oil and gas industry generally and EOR in particular.

The per-share net asset value (including both proved and potential reserves) of both Denbury common stock and Encore common stock.

The opinion of J.P. Morgan dated October 31, 2009, to Denbury's board of directors that, as of that date and based upon and subject to the factors and assumptions set forth in its opinion, the consideration to be paid by Denbury in the proposed merger was fair, from a financial point of view, to Denbury, which opinion does not address the decision by Denbury to enter into the transaction nor constitute a recommendation to the stockholders of Denbury or Encore with respect to the transaction, or their voting thereon.

The terms of the merger agreement, including termination fees ranging from \$60 million to \$120 million that Encore would have to pay Denbury if Encore terminates the merger agreement for certain reasons specified in the merger agreement.

In the course of considering the above factors, the Denbury board of directors also considered a variety of risks and other potentially negative factors, including the following:

The combined company will have a higher debt to equity ratio and a higher level of indebtedness than Denbury's historical levels, including the assumption and/or refinancing of approximately \$1.2 billion of Encore debt. This increased debt level could limit Denbury's flexibility and access to additional capital because

of increased debt service requirements and restrictive covenants and other borrowing terms. Also, in view of the current volatility of the credit markets, the cost of the debt refinancing and the debt incurred to finance the merger could be higher than currently projected.

There is a risk that oil and natural gas prices will decrease significantly from the pricing assumptions used to evaluate the desirability of the merger from a financial point of view.

The proved and potential oil and natural gas reserves of Encore may not be as valuable or profitable as anticipated.

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A decrease in oil and natural gas prices would reduce any proceeds from expected property divestitures or may make such divestitures less attractive, leaving Denbury with a higher debt balance than anticipated.

If the conditions in the financing commitment letter to Denbury are not satisfied, Denbury could possibly fail to secure necessary financing, and could owe a \$300 million termination fee if lack of financing prevented consummation of the merger.

Denbury would have to pay Encore termination fees ranging from \$60 million to \$120 million if Denbury terminates the merger agreement for certain other reasons specified in the merger agreement.

The expected cost savings of the merger may not be realized or not realized to the extent anticipated.

There are significant risks inherent in combining and integrating two companies, including challenges associated with integrating personnel, operations, information technologies and financial reporting. In addition, successful integration of companies requires the dedication of significant management resources, which could temporarily distract management's attention from the day-to-day businesses of the combined company.

Having considered these factors and the risks discussed under Risk Factors, the potential benefits of the merger outweigh these considerations in the judgment of the Denbury board.

The foregoing discussion of the information and factors that the Denbury board considered is not exhaustive, but it is believed to include the material factors considered by the Denbury board. In view of the variety of factors considered in connection with its evaluation of the proposed merger and the terms of the merger agreement, the Denbury board did not consider it practicable to quantify or assign relative weights to the factors considered in reaching its conclusion. In addition, individual Denbury directors may have given different weights to different factors.

For the reasons set forth above, Denbury's board of directors recommends unanimously that Denbury stockholders vote FOR the adoption of the merger agreement.

Financial Projections

Encore and Denbury make publicly available only limited information regarding their respective future performances, and neither Encore nor Denbury has historically published projections as to long-term future financial performance. However, for internal purposes and in connection with the process leading to the merger agreement, the managements of Encore and Denbury prepared certain projections of future financial and operating performance. The projections were prepared by Encore and Denbury on a stand-alone basis and are not anticipated to be representative of financial and operating performance of the combined company going forward, which may differ materially from the assumptions underlying the projections for the individual companies on a standalone basis. Encore provided its non-public projections to its board of directors and its financial advisor. These projections were also made available to potentially interested parties that signed confidentiality agreements, including Denbury, and to Denbury's financial advisor. A summary of this information is included below to give Encore and Denbury stockholders access to non-public unaudited prospective Encore information that was considered by Encore's financial advisor for purposes of evaluating the merger and preparing its financial analysis and opinion to the Encore board of directors and that was reviewed by Denbury's financial advisor for purposes of evaluating the merger and preparing its financial analysis and opinion to the Denbury board of directors. Similarly, in connection with Encore's evaluation of the proposed merger, Denbury provided to Encore and Encore's financial advisor its non-public projections with respect to Denbury. Denbury also provided these projections to its board of directors and its financial advisor. A summary of this Denbury non-public information is included below to give Encore and Denbury stockholders access to non-public unaudited

prospective Denbury information that was considered by Encore's financial advisor for purposes of evaluating the merger and preparing its financial analysis and opinion to the Encore board of directors and that was reviewed by Denbury's financial advisor for purposes of evaluating the merger and preparing its financial analysis and opinion to the Denbury board of directors.

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Encore and Denbury caution you that uncertainties are inherent in prospective financial information of any kind. None of Encore, Denbury or any of their respective affiliates, advisors, officers, directors or representatives has made or makes any representation or can give any assurance to any Encore stockholder, Denbury stockholder or any other person regarding the ultimate performance of Encore, Denbury or the combined company in relation to the summarized information set forth below.

The summary projections set forth below summarize the most recent projections provided prior to the execution of the merger agreement to Barclays Capital and the Encore board of directors and also to Denbury's board of directors and J.P. Morgan. The inclusion of the following summary projections in this joint proxy statement/prospectus should not be regarded as an indication that Encore, Denbury or their representatives considered or consider the projections to be an accurate prediction of future performance or events, and the summary projections set forth below should not be relied upon as such, nor regarded as a representation that such performance will be achieved.

The projections summarized below were prepared by the managements of Encore and Denbury in connection with the evaluation of the proposed merger or for internal planning purposes only and not with a view toward public disclosure or toward compliance with generally accepted accounting principles (GAAP), the published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants. Neither Ernst & Young LLP, nor PricewaterhouseCoopers LLP, nor any other independent registered public accounting firm has compiled, examined or performed any procedures with respect to the prospective financial information contained in the projections and accordingly, neither Ernst & Young LLP nor PricewaterhouseCoopers LLP expresses an opinion or any other form of assurance with respect thereto. The Ernst & Young LLP reports incorporated by reference into this joint proxy statement/prospectus relate to Encore's historical financial information, and the PricewaterhouseCoopers LLP reports incorporated by reference into this joint proxy statement/prospectus relate to Denbury's historical financial information. Such reports do not extend to the projections included below and should not be read to do so. The respective boards of directors of Encore and Denbury did not prepare, and do not give any assurance regarding, the summarized information.

The internal financial forecasts of Encore and Denbury (upon which the projected information is based) are, in general, prepared solely for internal use to assist in various management decisions, including with respect to capital budgeting. Such internal financial forecasts are inherently subjective in nature and susceptible to interpretation and the effects of intervening events and accordingly, such forecasts may not be achieved. The internal financial forecasts also reflect numerous assumptions made by management, including various estimates and assumptions that may not be realized and are subject to significant variables, uncertainties and contingencies, all of which are difficult to predict and many of which are beyond the control of the preparing party. Important factors that may affect or cause the information below to differ from actual results include, but are not limited to, the factors referenced under the

Cautionary Statements Concerning Forward-Looking Statements and the Risk Factors sections of this joint proxy statement/prospectus and other risks described in Encore's and Denbury's respective Annual Reports on Form 10-K filed with the SEC for the year ended December 31, 2008, and in subsequent quarterly reports on Form 10-Q and current reports on Form 8-K. Accordingly, there can be no assurance that the assumptions made in preparing the internal financial forecasts upon which the foregoing projected financial information was based will prove accurate. There will be differences between actual and forecasted results, and the differences may be material. The risk that these uncertainties and contingencies could cause the assumptions to fail to be reflective of actual results is further increased by the length of time in the future over which these assumptions apply.

In developing the projections, Encore and Denbury made numerous assumptions with respect to their respective projections for the periods shown, including:

organic growth and the amounts and timing of related costs (including capital costs) and potential economic returns;

outstanding debt during applicable periods, and the availability and cost of capital;

the cash flow from existing assets and business activities and the cash effect of income taxes;

the level of production of crude oil and natural gas;

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in the case of Encore, distributions by ENP to its public unitholders; and

other general business, market and financial assumptions.

For purposes of these projections, Encore and Denbury used the same assumed average oil and natural gas prices for the periods presented below:

	2010E	2011E	2012E	2013E	2014E
Assumed average prices:					
Oil NYMEX WTI(\$/Bbl)	\$ 71.07	\$ 74.44	\$ 76.63	\$ 78.73	\$ 80.00
Natural Gas NYMEX Henry Hub (\$/Mcf)	\$ 6.13	\$ 6.84	\$ 7.01	\$ 7.08	\$ 7.20

Encore

The summarized projected financial information set forth below reflects actual results through June 30, 2009, plus Encore's projected results for the remainder of 2009 and for 2010, 2011, 2012, 2013 and 2014.

	2009E	2010E	2011E	2012E	2013E	2014E
	(dollars in millions)					
EBITDAX ⁽¹⁾	\$ 648	\$ 520	\$ 631	\$ 738	\$ 822	\$ 907
Discretionary cash flow ⁽²⁾	\$ 508	\$ 385	\$ 490	\$ 600	\$ 692	\$ 787

⁽¹⁾ EBITDAX represents net income from continuing operations before interest expense (net), income taxes, depreciation, depletion and amortization, exploration expense and non-cash stock-based compensation expense. EBITDAX is not a financial measure prepared in accordance with GAAP and should not be considered a substitute for net income (loss) or cash flow from operating activities prepared in accordance with GAAP.

⁽²⁾ Discretionary cash flow represents cash provided by operating activities before changes in working capital less deferred derivative contract premium payments and distributions to public ENP unitholders. It is not a financial measure prepared in accordance with GAAP and should not be considered as a substitute for net income (loss) or cash flow from operating activities prepared in accordance with GAAP.

Denbury

The summarized projected financial information set forth below was based on Denbury's projections for 2010, 2011, 2012, 2013 and 2014.

	2010E	2011E	2012E	2013E	2014E
	(dollars in millions)				
EBITDA ⁽¹⁾	\$ 466	\$ 669	\$ 870	\$ 1,048	\$ 1,137
Adjusted cash flow from operations ⁽²⁾	\$ 392	\$ 556	\$ 740	\$ 933	\$ 1,003

- (1) EBITDA represents net income before interest expense (net), income taxes, depreciation, depletion and amortization, non-cash derivative fair value gain (or loss) and non-cash equity-based compensation expense. EBITDA is not a financial measure prepared in accordance with GAAP and should not be considered as a substitute for net income (loss) or cash flow from operating activities prepared in accordance with GAAP.
- (2) Adjusted cash flow from operations represents cash flow from operations excluding working capital changes. It is not a financial measure prepared in accordance with GAAP and should not be considered as a substitute for cash flow from operating activities prepared in accordance with GAAP.

Furthermore, the summarized, prospective information does not necessarily reflect revised prospects for Encore's or Denbury's business, changes in general business or economic conditions, or any other transactions or events that have occurred since the date the information was prepared or that may occur and that were not anticipated at the time the information was prepared. The information summarized herein does not reflect the effects of the merger or any related financing, which is likely to cause actual results to differ materially. Since the preparation of the information, among other developments, Encore and Denbury have made publicly available their results of operations for the quarter ended September 30, 2009; additionally, on December 18,

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2009, Denbury closed the purchase of the Conroe Field and on December 30, 2009 closed the sale of Denbury's remaining interests in the Barnett Shale natural gas assets (see Denbury The Combined Company). Stockholders should review the companies' respective quarterly reports on Form 10-Q for the quarter ended September 30, 2009 and current reports on Form 8-K to obtain this information.

NEITHER ENCORE NOR DENBURY INTENDS TO UPDATE OR OTHERWISE REVISE THE ABOVE PROSPECTIVE FINANCIAL INFORMATION TO REFLECT CIRCUMSTANCES EXISTING AFTER THE DATE WHEN IT WAS FORMULATED OR TO REFLECT THE OCCURRENCE OF FUTURE EVENTS, EVEN IF ANY OR ALL OF THE ASSUMPTIONS UNDERLYING SUCH PROSPECTIVE FINANCIAL INFORMATION ARE NO LONGER APPLICABLE OR APPROPRIATE.

Opinion of Encore's Financial Advisor

On October 9, 2009, Encore engaged Barclays Capital to act as its financial advisor with respect to the merger. On October 31, 2009, Barclays Capital rendered its opinion to Encore's board of directors that, as of such date and based upon and subject to the qualifications, limitations and assumptions stated in its opinion, the merger consideration to be received by the stockholders of Encore was fair, from a financial point of view, to such stockholders.

The full text of Barclays Capital's opinion, dated as of October 31, 2009, is attached as Annex B to this joint proxy statement/prospectus. Holders of Encore's common stock are encouraged to read Barclays Capital's opinion for a discussion of the procedures followed, factors considered, assumptions made and qualifications and limitations of the review undertaken by Barclays Capital in connection with its opinion. The following is a summary of Barclays Capital's opinion and the methodology that Barclays Capital used to render its opinion. This summary is qualified in its entirety by reference to the full text of the opinion.

Barclays Capital's opinion, the issuance of which was approved by Barclays Capital's Fairness Opinion Committee, is addressed to Encore's board of directors, addresses only the fairness, from a financial point of view, of the merger consideration to be received by the stockholders of Encore and does not constitute a recommendation to any stockholder of Encore as to how such stockholder should vote with respect to the merger or any other matter. The terms of the merger were determined through arm's-length negotiations between Encore and Denbury and were approved unanimously by Encore's board of directors. Barclays Capital did not recommend any specific form or amount of consideration to Encore's board of directors or that any specific form or amount of consideration constituted the only appropriate consideration for the merger. Barclays Capital was not requested to address, and its opinion does not in any manner address, Encore's underlying business decision to proceed with or effect the merger. In addition, Barclays Capital expressed no opinion on, and its opinion does not in any manner address, the fairness of the amount or the nature of any compensation to any officers, directors or employees of any parties to the merger, or any class of such persons, relative to the consideration to be offered to the stockholders of Encore in the merger. No limitations were imposed by Encore's board of directors upon Barclays Capital with respect to the investigations made or procedures followed by it in rendering its opinion.

In arriving at its opinion, Barclays Capital reviewed and analyzed, among other things:

the specific terms of the merger, as detailed in the merger agreement;

publicly available information concerning Encore and Denbury that Barclays Capital believed to be relevant to its analysis, including, without limitation, each of Encore's and Denbury's Annual Report on Form 10-K for the year ended December 31, 2008 and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009;

financial and operating information with respect to the business, operations and prospects of Encore furnished to Barclays Capital by Encore, including financial projections of Encore prepared by the management of Encore, referred to herein as the Encore Projections ;

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financial and operating information with respect to the business, operations and prospects of Denbury furnished to Barclays Capital by Denbury, including financial projections of Denbury prepared by the management of Denbury, referred to herein as the Denbury Projections ;

estimates of certain (i) proved reserves, as of December 31, 2008, for Encore as prepared by a third-party reserve engineer, referred to herein as the Encore Year-End 2008 Engineered Report, (ii) proved reserves, as of September 30, 2009, for Encore prepared by the management of Encore as a roll-forward from the Encore Year-End 2008 Engineered Report and (iii) non-proved reserves, as of September 30, 2009, for Encore as prepared by the management of Encore ((i) through (iii) collectively referred to herein as the Encore Reserve Reports);

estimates of certain (i) proved and probable reserves, as of June 30, 2009, for Denbury as prepared by a third-party reserve engineer, referred to herein as the Denbury Mid-Year 2009 Engineered 2P Report, (ii) proved and probable reserves, as of September 30, 2009, for Denbury prepared by the management of Denbury as a roll-forward from the Denbury Mid-Year 2009 Engineered 2P Report and (iii) possible reserves, as of September 30, 2009, as prepared by the management of Denbury ((i) through (iii) collectively referred to herein as the Denbury Reserve Reports and, together with the Encore Reserve Reports, the Reserve Reports);

the trading histories of Encore common stock and Denbury common stock from October 31, 2007 to October 30, 2009 and a comparison of those trading histories with each other and with those of other companies that Barclays Capital deemed relevant;

a comparison of the historical financial results and present financial condition of Encore and Denbury with each other and with those of other companies that Barclays Capital deemed relevant;

a comparison of the financial terms of the merger with the financial terms of certain other transactions that Barclays Capital deemed relevant;

the potential pro forma impact of the merger on the current and future financial performance of the combined company, including the amounts and timing of the cost savings and operating synergies expected by the management of Denbury to result from the merger, referred to herein as the Expected Synergies ;

published estimates by independent equity research analysts with respect to the future financial performance of Encore and Denbury;

the relative contributions of Encore and Denbury to the current and future financial performance of the combined company on a pro forma basis; and

the results of Encore s efforts to solicit indications of interest and definitive proposals from third parties with respect to an acquisition of Encore.

In addition, Barclays Capital had discussions with the managements of Encore and Denbury concerning their respective businesses, operations, assets, financial condition, reserves, production profiles, hedging levels, commodity prices, development programs, exploration programs and prospects, and undertook such other studies, analyses and investigations as Barclays Capital deemed appropriate.

In arriving at its opinion, Barclays Capital assumed and relied upon the accuracy and completeness of the financial and other information used by Barclays Capital without assuming any responsibility for independent verification of

such information and further relied upon the assurances of the managements of Encore and Denbury that they were not aware of any facts or circumstances that would make such information inaccurate or misleading. With respect to the Encore Projections, upon the advice of Encore, Barclays Capital assumed that such projections had been reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Encore as to the future financial performance of Encore and that Encore will perform substantially in accordance with such projections. With respect to the Denbury Projections, upon the advice of Encore and Denbury, Barclays Capital assumed that such projections had been reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of

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Denbury as to the future financial performance of Denbury and Barclays Capital assumed that Denbury will perform substantially in accordance with such projections.

With respect to the Encore Reserve Reports, Barclays Capital discussed these reports with the management of Encore and upon the advice of Encore, assumed that the Encore Reserve Reports are a reasonable basis upon which to evaluate the proved and non-proved reserve levels of Encore. With respect to the Denbury Reserve Reports, Barclays Capital discussed these reports with the managements of Encore and Denbury and upon the advice of Encore and Denbury, assumed that the Denbury Reserve Reports are a reasonable basis upon which to evaluate the proved and non-proved reserve levels of Denbury. With respect to the Expected Synergies, Barclays Capital assumed that the amount and timing of the Expected Synergies are reasonable as estimated by the management of Denbury and discussed with the management of Encore and also assumed that the Expected Synergies will be realized substantially in accordance with such estimates.

In arriving at its opinion, Barclays Capital did not conduct a physical inspection of the properties and facilities of Encore or Denbury and did not make or obtain any evaluations or appraisals of the assets or liabilities of Encore or Denbury. Barclays Capital's opinion necessarily is based upon market, economic and other conditions as they existed on, and could be evaluated as of, the date of its opinion letter. Barclays Capital assumes no responsibility for updating or revising its opinion based on events or circumstances that may occur after the date of its opinion letter.

Barclays Capital assumed the accuracy of the representations and warranties contained in the merger agreement and all agreements related thereto. Barclays Capital also assumed, upon the advice of Encore, that all material governmental, regulatory and third party approvals, consents and releases for the merger would be obtained within the constraints contemplated by the merger agreement and that the merger would be consummated in accordance with the terms of the merger agreement without waiver, modification or amendment of any material term, condition or agreement thereof.

Barclays Capital did not express any opinion as to any tax or other consequences that might result from the merger, nor did Barclays Capital's opinion address any legal, tax, regulatory or accounting matters, as to which Barclays Capital understands that Encore obtained any such advice it deemed necessary from qualified professionals. In addition, Barclays Capital expressed no opinion as to the prices at which shares of (i) Encore common stock or Denbury common stock would trade at any time following the announcement of the merger or (ii) Denbury common stock would trade at any time following the consummation of the merger.

In connection with rendering its opinion, Barclays Capital performed certain financial, comparative and other analyses as summarized below. In arriving at its opinion, Barclays Capital did not ascribe a specific range of values to the shares of Encore common stock, but rather made its determination as to the fairness, from a financial point of view, to Encore's stockholders of the merger consideration to be received by such stockholders on the basis of the various financial, comparative and other analyses described below. The preparation of a fairness opinion is a complex process and involves various determinations as to the most appropriate and relevant methods of financial and comparative analyses and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to summary description.

In arriving at its opinion, Barclays Capital did not attribute any particular weight to any analysis or factor considered by it, but rather made qualitative judgments as to the significance and relevance of each analysis and factor relative to all other analyses and factors performed and considered by it and in the context and circumstances of the merger. Accordingly, Barclays Capital believes that its analyses must be considered as a whole, as considering any portion of such analyses and factors, without considering all analyses and factors as a whole, could create a misleading or incomplete view of the process underlying its opinion.

The following is a summary of the material financial analyses used by Barclays Capital in preparing its opinion for Encore's board of directors. Certain financial, comparative and other analyses summarized below include information presented in tabular format. In order to understand fully the methodologies used by Barclays Capital and the results of its financial, comparative and other analyses, the tables must be read together with the text of each summary, as the tables alone do not constitute a complete description of the financial, comparative and other analyses. In performing its analyses, Barclays Capital made numerous

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assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of Encore and Denbury. None of Encore, Denbury, Barclays Capital or any other person assumes responsibility if future results are materially different from those discussed. Any estimates contained in these analyses are not necessarily indicative of actual values or predictive of future results or values, which may be significantly more or less favorable than as set forth below. In addition, analyses relating to the value of the businesses do not purport to be appraisals or to reflect the prices at which the businesses could actually be sold.

Summary of Analyses

Barclays Capital prepared separate valuations of Encore and Denbury before considering the pro forma impact of the Expected Synergies from the merger. In determining valuation, Barclays Capital used the following methodologies:

- net asset valuation analysis;
- comparable company analysis;
- comparable transaction analysis;
- discounted cash flow analysis; and
- analysis of equity research analyst price targets.

Each of these methodologies was used to generate reference enterprise or equity value ranges for each of Encore and Denbury. The enterprise value ranges for each company were adjusted for appropriate on-balance sheet and off-balance sheet assets and liabilities including, without limitation, the after-tax net present value of each company's current commodity hedging portfolio as well as Encore's and Denbury's respective interests in ENP and Genesis Energy, L.P. and Genesis Energy, LLC, in order to arrive at implied equity value ranges (in aggregate dollars) for each company. Barclays Capital estimated a value range for Encore's ownership in ENP of \$350 million to \$450 million, based on the public market price of ENP's limited partner units as of October 30, 2009. Barclays Capital estimated a value range for Denbury's ownership in Genesis Energy, L.P. and Genesis Energy, LLC of \$150 million to \$200 million, based on the public market price of Genesis Energy, L.P.'s limited partner units as of October 30, 2009 and a multiple range of 12.5 to 17.5 times Denbury's general partner interest in Genesis Energy, L.P.'s 2009 estimated distributable cash flow. The implied equity value ranges were then divided by diluted shares outstanding, comprising outstanding common shares and incorporating the dilutive effect of outstanding options, restricted stock and stock appreciation rights, as appropriate, in order to derive implied equity value ranges per share for each company.

The implied equity value ranges per share of Encore common stock were compared to the value of the merger consideration to be received by Encore's stockholders. The value of the merger consideration to be received by Encore's stockholders was, for each valuation methodology, calculated as the product of the implied equity value range per share of Denbury common stock and an assumed exchange ratio of 2.0698, or the Minimum Exchange Ratio, plus cash consideration of \$15.00 per Encore share. Barclays Capital evaluated the value of the merger consideration to be received by Encore's stockholders using the Minimum Exchange Ratio because this calculation reflects the minimum number of shares of Denbury common stock to be received by Encore stockholders for each share of Encore common stock held. In addition, the implied equity value ranges per share of Denbury common stock were compared to Denbury's closing stock price of \$14.60 per share on October 30, 2009.

The implied equity value ranges per share derived using the various valuation methodologies listed above supported the conclusion that the consideration to be received by Encore's stockholders in the merger was fair, from a financial point of view, to Encore's stockholders.

Net Asset Valuation Analysis

Barclays Capital estimated the present value of the future after-tax cash flows expected to be generated from each company's proved, probable and possible reserves as of September 30, 2009, based on reserve,

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production and capital cost estimates as of September 30, 2009. The present value of the future after-tax cash flows was determined using a range of discount rates and assuming a tax rate of 35% and applying certain risk adjustments to certain categories of reserves. In the case of Encore, such present value of future after-tax cash flows excluded any reserves owned by ENP. The net asset valuation analysis was performed under four commodity price scenarios (Case I, Case II, Case III and Case IV), which are described below.

Certain of the natural gas and oil price forecasts employed by Barclays Capital were based on New York Mercantile Exchange, or NYMEX, price forecasts (Henry Hub, Louisiana delivery for natural gas and West Texas Intermediate, Cushing, Oklahoma delivery for oil) to which adjustments were made to reflect location and quality differentials. NYMEX gas price quotations stated in heating value equivalents per million British Thermal Units, or MMBtu, were adjusted to reflect the value per thousand cubic feet, or Mcf, of gas. NYMEX oil price quotations are stated in dollars per barrel, or Bbl, of crude oil.

The following table summarizes the natural gas and oil price forecasts Barclays Capital employed to estimate the future after-tax cash flows for each of the reserve categories Barclays Capital considered for Encore and Denbury. Case IV reflects an approximation of the NYMEX strip as of the close of business on October 12, 2009.

	Q4 09E	2010E	2011E	2012E	2013E	2014E	Thereafter
Oil WTI (\$/Bbl)							
Case I	\$ 60.00	\$ 60.00	\$ 60.00	\$ 60.00	\$ 60.00	\$ 60.00	\$ 60.00
Case II	\$ 75.00	\$ 75.00	\$ 75.00	\$ 75.00	\$ 75.00	\$ 75.00	\$ 75.00
Case III	\$ 90.00	\$ 90.00	\$ 90.00	\$ 90.00	\$ 90.00	\$ 90.00	\$ 90.00
Case IV	\$ 71.32	\$ 76.67	\$ 80.30	\$ 82.56	\$ 84.71	\$ 86.76	\$ 86.76
Gas HHUB (\$/Mcf)							
Case I	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00
Case II	\$ 6.00	\$ 6.00	\$ 6.00	\$ 6.00	\$ 6.00	\$ 6.00	\$ 6.00
Case III	\$ 7.00	\$ 7.00	\$ 7.00	\$ 7.00	\$ 7.00	\$ 7.00	\$ 7.00
Case IV	\$ 4.78	\$ 6.29	\$ 6.91	\$ 7.07	\$ 7.16	\$ 7.28	\$ 7.28

The net asset valuation analyses yielded valuations for Encore that implied an equity value range of \$11.30 to \$22.06 per share for Case I, an equity value range of \$28.03 to \$43.72 per share for Case II, an equity value range of \$44.72 to \$65.65 per share for Case III and an equity value range of \$41.75 to \$62.69 per share for Case IV.

The net asset valuation analyses yielded valuations for Denbury that implied an equity value range of \$8.24 to \$12.00 per share for Case I, an equity value range of \$13.90 to \$18.44 per share for Case II, an equity value range of \$19.14 to \$24.86 per share for Case III and an equity value range of \$17.43 to \$22.75 per share for Case IV, as compared to Denbury's closing stock price of \$14.60 per share on October 30, 2009.

The valuation of the merger consideration to be received by Encore's stockholders implied by the net asset valuations analyses for Denbury and the merger consideration, taken as the Minimum Exchange Ratio plus cash consideration of \$15.00 per Encore share, implied an equity value range of \$32.06 to \$39.84 per Encore share for Case I, an equity value range of \$43.77 to \$53.17 per Encore share for Case II, an equity value range of \$54.62 to \$66.46 per Encore share for Case III and an equity value range of \$51.08 to \$62.09 per Encore share for Case IV. Barclays Capital noted that these implied equity value ranges per Encore share were in line with, or in excess of, the implied equity value ranges per Encore share implied by Barclays Capital's net asset valuation analyses for Encore in each of Cases I, II, III and IV.

Comparable Company Analysis

In order to assess how the public market values shares of similar publicly traded companies, Barclays Capital reviewed and compared specific financial and operating data relating to Encore and Denbury with selected companies that Barclays Capital deemed comparable to Encore and Denbury, based on its experience in the exploration and production industry.

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With respect to Encore, Barclays Capital reviewed the public stock market trading multiples for the following exploration and production companies, which Barclays Capital selected because of their generally similar size, domestic focus and relatively oil weighted portfolios:

Berry Petroleum Company;

Continental Resources, Inc.;

Denbury Resources Inc.;

Plains Exploration & Production Company;

St. Mary Land & Exploration; and

Whiting Petroleum Corporation.

Using publicly available information, Barclays Capital calculated and analyzed enterprise value multiples of each comparable company's proved reserves and latest daily production, pro forma for acquisition and divestiture activity. The enterprise value of each comparable company was obtained by adding its outstanding debt to the sum of the market value of its common stock, the book value of its preferred stock and the book value of any noncontrolling interest minus its cash balance, as appropriate. Barclays Capital calculated the enterprise value multiples of proved reserves and latest daily production by dividing each company's calculated enterprise value by its proved reserves and latest daily production, respectively. The results of the Encore comparable company analysis are summarized below.

	Multiple Range of Comparable Companies of Encore:		
	Low	Median	High
Enterprise Value as a Multiple of:			
12/31/08 Pro Forma Proved Reserves (\$/BOE)	\$ 9.57	\$ 19.56	\$ 43.43
Latest Daily Production (\$/BOE/d)	\$ 52,072	\$ 74,328	\$ 185,223

Barclays Capital selected the comparable companies listed above because their business and operating profiles are reasonably similar to that of Encore. However, because of the inherent differences between the business, operations and prospects of Encore and those of the selected comparable companies, Barclays Capital believed that it was inappropriate to, and therefore did not, rely solely on the quantitative results of the selected comparable company analysis. Accordingly, Barclays Capital also made qualitative judgments concerning differences between the business, financial and operating characteristics and prospects of Encore and the selected comparable companies that could affect the public trading values of each in order to provide a context in which to consider the results of the quantitative analysis. These qualitative judgments related primarily to the differing sizes, growth prospects, profitability levels and degrees of operational risk between Encore and the selected companies included in the comparable company analysis. Based upon these judgments, Barclays Capital selected enterprise value multiple ranges of \$17.00 to \$22.00 per proved barrel of oil equivalent and \$70,000 to \$95,000 per barrel of oil equivalent of daily production. Utilizing these enterprise value multiple ranges, the comparable company analysis implied an equity value range for Encore of \$35.92 to \$52.51 per share.

With respect to Denbury, Barclays Capital reviewed the public stock market trading multiples for the following exploration and production companies, which Barclays Capital selected because of their generally similar size,

domestic focus and relatively oil weighted portfolios:

Berry Petroleum Company;

Continental Resources, Inc.;

Encore Acquisition Company;

Plains Exploration & Production Company;

St. Mary Land & Exploration; and

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Whiting Petroleum Corporation.

Using publicly available information, Barclays Capital calculated and analyzed enterprise value multiples of each comparable company's proved reserves and latest daily production, pro forma for acquisition and divestiture activity. The enterprise value of each comparable company was obtained by adding its outstanding debt to the sum of the market value of its common stock, the book value of its preferred stock and the book value of any noncontrolling interest minus its cash balance, as appropriate. Barclays Capital calculated the enterprise value multiples of proved reserves and latest daily production by dividing each company's calculated enterprise value by its proved reserves and latest daily production, respectively. The results of the Denbury comparable company analysis are summarized below.

	Multiple Range of Comparable Companies of Denbury:		
	Low	Median	High
Enterprise Value as a Multiple of:			
12/31/08 Pro Forma Proved Reserves (\$/BOE)	\$ 9.57	\$ 18.22	\$ 43.43
Latest Daily Production (\$/BOE/d)	\$ 52,072	\$ 74,328	\$ 185,223

Barclays Capital selected the comparable companies listed above because their businesses and operating profiles are reasonably similar to that of Denbury. However, because of the inherent differences between the business, operations and prospects of Denbury and those of the selected comparable companies, Barclays Capital believed that it was inappropriate to, and therefore did not, rely solely on the quantitative results of the selected comparable company analysis. Accordingly, Barclays Capital also made qualitative judgments concerning differences between the business, financial and operating characteristics and prospects of Denbury and the selected comparable companies that could affect the public trading values of each in order to provide a context in which to consider the results of the quantitative analysis. These qualitative judgments related primarily to the differing sizes, growth prospects, profitability levels and degrees of operational risk between Denbury and the selected companies included in the comparable company analysis. Based upon these judgments, Barclays Capital selected enterprise value multiple ranges of \$20.00 to \$25.00 per proved barrel of oil equivalent and \$90,000 to \$122,500 per barrel of oil equivalent of daily production. Utilizing these enterprise value multiple ranges, the comparable company analysis implied an equity value range for Denbury of \$11.86 to \$17.10 per share, as compared to Denbury's closing stock price of \$14.60 per share on October 30, 2009.

The valuation of the merger consideration to be received by Encore's stockholders implied by the comparable company analysis for Denbury and the merger consideration, taken as the Minimum Exchange Ratio plus cash consideration of \$15.00 per Encore share, implied an equity value range of \$39.55 to \$50.39 per Encore share. Barclays Capital noted that this implied equity value range per Encore share was in line with the implied equity value range per Encore share yielded by Barclays Capital's comparable company analysis for Encore.

Comparable Transaction Analysis

Barclays Capital reviewed and compared the purchase prices and financial multiples paid in selected other transactions that Barclays Capital deemed relevant, based on its experience with merger and acquisition transactions. Barclays Capital chose such transactions based on, among other things, the similarity of the applicable target in each transaction to Encore and Denbury with respect to size, location of assets, oil weighting and other characteristics that Barclays Capital deemed relevant.

The following list sets forth the transactions analyzed based on such characteristics:

United Refining Company's acquisition of Chaparral Energy;

Apollo Global Management's acquisition of Parallel Petroleum Corporation;

Hicks Acquisition Company's acquisition of Resolute Energy Corporation;

Concho Resources' acquisition of Henry Petroleum Corporation;

XTO Energy's acquisition of assets from Headington Oil Company;

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Linn Energy's acquisition of assets from Lamamco Drilling Company;

Penn West Energy Trust's acquisition of Canetic Resources Trust;

TAQA's acquisition of assets from Pogo Producing Company;

Apache Corporation's acquisition of assets from Anadarko Petroleum Corporation;

Crescent Point Energy Corporation's acquisition of Mission Oil & Gas;

Chaparral Energy's acquisition of Calumet Oil Company;

Sequoia Oil & Gas Trust's acquisition of Daylight Resources Trust;

Pogo Producing Company's acquisition of Latigo Petroleum; and

Penn West Energy Trust's acquisition of Petrofund Energy Trust.

Using publicly available information, Barclays Capital calculated and analyzed enterprise value multiples of proved reserves and latest daily production in the comparable transactions. Barclays Capital calculated the enterprise value multiples of proved reserves and latest daily production by dividing each transaction's value by the disclosed proved reserves and daily production, respectively. The results of the comparable transaction analysis are summarized below.

	Multiple Range of Comparable Transactions		
	Low	Median	High
Enterprise Value as a Multiple of:			
Proved Reserves (\$/BOE)	\$ 7.31	\$ 16.68	\$ 37.39
Latest Daily Production (\$/BOE/d)	\$ 68,966	\$ 87,976	\$ 179,680

The reasons for and the circumstances surrounding each of the selected comparable transactions analyzed were diverse and there are inherent differences between the businesses, operations, financial conditions and prospects of Encore, Denbury and the companies and assets included in the comparable transaction analysis. Accordingly, Barclays Capital believed that a purely quantitative comparable transaction analysis would not be particularly meaningful in the context of considering the merger. Barclays Capital therefore made qualitative judgments concerning differences between the characteristics of the selected comparable transactions and the merger which would affect the acquisition values of the selected target companies, Encore and Denbury.

Based upon these judgments, Barclays Capital selected enterprise value multiple ranges of \$15.00 to \$22.00 per proved barrel of oil equivalent and \$70,000 to \$105,000 per barrel of oil equivalent of daily production. Barclays Capital then applied these enterprise value multiple ranges, as appropriate, to Encore's September 30, 2009 proved reserves, as reflected in the Encore Reserve Reports, and estimated fourth quarter 2009 average daily production (in both cases, as adjusted to exclude reserves and production owned by ENP) to imply an equity value range for Encore of \$35.49 to \$60.80 per share.

Barclays Capital also applied the selected enterprise value multiple ranges of \$15.00 to \$22.00 per proved barrel of oil equivalent and \$70,000 to \$105,000 per barrel of oil equivalent of daily production, as appropriate, to Denbury's September 30, 2009 proved reserves, as reflected in the Denbury Reserve Reports, and estimated fourth quarter 2009 average daily production to imply an equity value range for Denbury of \$8.70 to \$14.83 per share, as compared to Denbury's closing stock price of \$14.60 per share on October 30, 2009.

The valuation of the merger consideration to be received by Encore's stockholders implied by the comparable transaction analysis for Denbury and the merger consideration, taken as the Minimum Exchange Ratio plus cash consideration of \$15.00 per Encore share, implied an equity value range of \$33.01 to \$45.70 per Encore share. Barclays Capital noted that this implied equity value range per Encore share was in line with the implied equity value range per Encore share yielded by Barclays Capital's comparable transaction analysis for Encore.

Table of Contents***Discounted Cash Flow Analysis***

To calculate the estimated enterprise values of Encore and Denbury using discounted cash flow analysis, Barclays Capital added (i) projected after-tax unlevered free cash flows for 2010 through 2014 based on the Encore Projections and Denbury Projections to (ii) the terminal values of Encore and Denbury, respectively, as of 2014, and discounted such amounts to their present value using a range of selected discount rates. Specifically, Barclays Capital used a discount rate range of 9.0% to 12.0%. The after-tax unlevered free cash flows were calculated by subtracting cash taxes and capital expenditures from earnings before interest expense, tax expense and depreciation, depletion and amortization, or EBITDA, and adjusting for other non-cash items. The residual values of Encore and Denbury at the end of the forecast period, or terminal values, were estimated by applying enterprise value multiples to Encore's and Denbury's respective 2014 EBITDA estimates. Barclays Capital used terminal value EBITDA multiples of 6.0x to 7.0x for both Encore and Denbury. This terminal value EBITDA multiple range was selected based on the trading multiples of selected comparable publicly traded companies as well as the terms of recently completed acquisitions of similar assets and companies. In the case of Encore, the reference enterprise value range implied by the discounted cash flow analysis was adjusted to appropriately reflect Encore's interest in ENP.

The following table summarizes the natural gas and oil price forecasts reflected in the Encore Projections and Denbury Projections. This price forecast reflects an approximation of the NYMEX strip as of the close of business on October 1, 2009.

	2010E	2011E	2012E	2013E	2014E
Oil WTI (\$/Bbl)	\$ 71.07	\$ 74.44	\$ 76.63	\$ 78.73	\$ 80.00
Gas HHUB (\$/Mcf)	\$ 6.13	\$ 6.84	\$ 7.01	\$ 7.08	\$ 7.20

The enterprise value range for Encore yielded by the Encore discounted cash flow analysis implied an equity value range for Encore of \$35.04 to \$53.38 per share.

The enterprise value range for Denbury yielded by the Denbury discounted cash flow analysis implied an equity value range for Denbury of \$13.95 to \$19.48 per share, as compared to Denbury's closing stock price of \$14.60 per share on October 30, 2009.

The valuation of the merger consideration to be received by Encore's stockholders implied by the discounted cash flow analysis for Denbury and the merger consideration, taken as the Minimum Exchange Ratio plus cash consideration of \$15.00 per Encore share, implied an equity value range of \$43.87 to \$55.32 per Encore share. Barclays Capital noted that this implied equity value range per Encore share was in line with the implied equity value range per Encore share yielded by Barclays Capital's discounted cash flow analysis for Encore.

Research Analyst Price Targets

Barclays Capital evaluated the publicly available price targets for Encore and Denbury published by independent equity research analysts, as reported on Bloomberg on or about October 30, 2009. For each of Encore and Denbury, Barclays Capital reviewed price targets published by eight independent equity research analysts associated with various Wall Street firms. Barclays Capital's analysis of research analyst price targets implied an equity value range for Encore of \$37.00 to \$60.00 per share, with a median and mean of \$53.00 and \$50.50 per share, respectively. Barclays Capital's analysis of research analyst price targets for Denbury implied an equity value range for Denbury of \$14.00 to \$23.00 per share, with a median and mean of \$18.50 and \$18.75 per share, respectively, as compared to Denbury's closing stock price of \$14.60 per share on October 30, 2009. The valuation of the merger consideration to

be received by Encore's stockholders implied by the analysis of research analyst price targets for Denbury and the merger consideration, taken as the Minimum Exchange Ratio plus cash consideration of \$15.00 per Encore share, implied an equity value range of \$43.98 to \$62.61 per Encore share. Barclays Capital noted that this implied equity value range per Encore share was in line with the implied equity value range per Encore share yielded by Barclays Capital's research analyst price target analysis for Encore.

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General

Barclays Capital is an internationally recognized investment banking firm and, as part of its investment banking activities, is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, investments for passive and control purposes, negotiated underwritings, competitive bids, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. Encore's board of directors selected Barclays Capital because of its qualifications, reputation and experience in the valuation of businesses and securities in connection with mergers and acquisitions generally, as well as substantial experience in transactions comparable to the merger and familiarity with Encore specifically.

Barclays Capital is acting as financial advisor to Encore in connection with the merger. As compensation for its services in connection with the merger, Encore paid Barclays Capital \$1.0 million upon the delivery of Barclays Capital's opinion. Additional compensation of \$12.5 million will be payable on completion of the merger against which the amounts paid for the opinion will be credited. In the event the merger does not occur, Barclays Capital will be entitled to receive a fee equal to the lesser of (i) 10% of the break-up, termination or similar fees received by Encore and (ii) the amount that would otherwise have been payable by Encore to Barclays Capital if the merger had been consummated in accordance with its terms, in either case, net of the fee paid by Encore to Barclays Capital for the delivery of its opinion. In addition, Encore has agreed to reimburse Barclays Capital for its reasonable expenses incurred in connection with the merger and to indemnify Barclays Capital for certain liabilities that may arise out of its engagement by Encore and the rendering of Barclays Capital's opinion. Barclays Capital has performed various investment banking services for Encore and its affiliates in the past and has received customary fees for such services. Specifically, in the past two years, Barclays Capital has performed the following investment banking and financial services for Encore and its affiliates for which Barclays Capital has received customary compensation: (i) in September 2009, Barclays Capital acted as the sole underwriter on Encore's 2.75 million common share offering, (ii) in June 2009, Barclays Capital acted as financial advisor to Encore's board of directors in connection with its sale of certain oil and natural gas properties to ENP, (iii) in June 2009, Barclays Capital acted as joint bookrunner on ENP's 9.43 million common unit offering, the proceeds of which were partially used to finance the immediately aforementioned transaction, (iv) in May 2009, Barclays Capital acted as financial advisor to Encore's board of directors in connection with Encore's sale of certain oil and natural gas properties to ENP, (v) in May 2009, Barclays Capital acted as joint bookrunner on ENP's 2.76 million common unit offering, the proceeds of which were partially used to finance the immediately aforementioned transaction, (vi) in December 2008, Barclays Capital acted as financial advisor to Encore's board of directors in connection with its sale of certain natural gas properties to ENP, and (vii) Barclays Capital is currently a lender under ENP's existing revolving credit facility. Over the past two years, Barclays Capital has not performed services for Denbury for which Barclays Capital has received compensation. However, Barclays Capital may perform investment banking and financial services for Denbury and its affiliates in the future and, if it does, would expect to receive customary fees for such services.

Barclays Capital is a full service securities firm engaged in a wide range of businesses from investment and commercial banking, lending, asset management and other financial and non-financial services. In the ordinary course of its business, Barclays Capital and its affiliates may actively trade and effect transactions in the equity, debt and/or other securities (and any derivatives thereof) and financial instruments (including loans and other obligations) of Encore and Denbury and their affiliates for its own account and for the accounts of its customers and, accordingly, may at any time hold long or short positions and investments in such securities and financial instruments.

Opinion of Denbury's Financial Advisor

Pursuant to an engagement letter dated October 30, 2009, Denbury retained J.P. Morgan as its financial advisor in connection with the proposed merger and to deliver a fairness opinion in connection with the merger.

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At the meeting of Denbury's board of directors on October 31, 2009, J.P. Morgan rendered its oral opinion, subsequently confirmed in writing, to Denbury's board of directors that, as of that date and based upon and subject to the factors and assumptions set forth in its opinion, the consideration to be paid by Denbury in the proposed merger was fair, from a financial point of view, to Denbury. No limitations were imposed by Denbury's board of directors upon J.P. Morgan with respect to the investigations made or procedures followed by it in rendering its opinion. The issuance of J.P. Morgan's opinion was approved by a fairness opinion committee of J.P. Morgan on October 31, 2009.

The full text of the written opinion of J.P. Morgan which sets forth, among other things, the assumptions made, procedures followed, matters considered and limitations on the review undertaken by J.P. Morgan in connection with its opinion, is attached as Annex C to this joint proxy statement/prospectus and is incorporated herein by reference. Denbury stockholders are urged to read the opinion carefully and in its entirety.

J.P. Morgan provided its advisory services and opinion for the information and assistance of Denbury's board of directors in connection with its consideration of the proposed merger. Neither its opinion nor the related analyses constituted a recommendation of the proposed merger to Denbury's board of directors. The description of the J.P. Morgan opinion is qualified in its entirety by reference to the full text of the opinion set forth in Annex C. J.P. Morgan's written opinion is addressed to Denbury's board of directors and addresses only the fairness, from a financial point of view, to Denbury of the consideration to be paid in connection with the merger and does not address the underlying decision by Denbury to enter into the merger. Moreover, J.P. Morgan has expressed no opinion as to the price at which Denbury's common stock or Encore's common stock will trade at any future time. J.P. Morgan was not asked to, and did not, recommend the specific consideration payable in the merger, which consideration was determined through negotiations between Denbury and Encore. The J.P. Morgan opinion is not a recommendation as to how any holder of Denbury common stock should vote with respect to the merger or any other matter. J.P. Morgan's opinion was one of many factors taken into consideration by Denbury's board of directors in making its determination to approve the merger. Consequently, J.P. Morgan's analyses described below should not be viewed as determinative of the decision of Denbury's board of directors with respect to the fairness, from a financial point of view, of the consideration to be paid by Denbury in the merger.

In arriving at its opinion, J.P. Morgan, among other things:

reviewed a draft of the merger agreement dated October 31, 2009;

reviewed certain publicly available business and financial information concerning Encore and Denbury and the industry in which they operate;

compared the financial and operating performance of Encore and Denbury with publicly available information concerning certain other companies J.P. Morgan deemed relevant and reviewed the current and historical market prices of Encore common stock and Denbury common stock and certain publicly traded securities of such other companies;

reviewed certain internal financial analyses and forecasts prepared by or at the direction of the management teams of Encore and Denbury relating to their respective businesses, as well as the estimated amount and timing of the cost savings and related expenses and synergies expected as a result of the merger, referred to in this Opinion of Denbury's Financial Advisor as the Denbury Expected Synergies ;

reviewed certain reserve reports prepared by independent engineering firms and each respective company regarding the proved, probable and possible reserves of Encore and Denbury both on a risked and unrisked basis, referred to in this Opinion of Denbury's Financial Advisor as the Reviewed Reserve Reports ; and

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performed such other financial studies and analyses and considered such other information (including whether there were any other transactions involving companies J.P. Morgan deemed relevant) as J.P. Morgan deemed appropriate for the purposes of its opinion.

J.P. Morgan also held discussions with certain members of management of Denbury and Encore with respect to certain aspects of the merger, and the past and current business operations of Denbury and Encore, the financial condition and future prospects and operations of Denbury and Encore, the effects of the merger on the financial condition and future prospects of Denbury and certain other matters J.P. Morgan believed necessary or appropriate to its inquiry.

J.P. Morgan relied upon and assumed, without assuming responsibility or liability for independent verification, the accuracy and completeness of all information that was publicly available or was furnished to or discussed with J.P. Morgan by Encore and Denbury or otherwise reviewed by or for J.P. Morgan. J.P. Morgan did not conduct and was not provided with an independent valuation of the equity interest owned by Encore in ENP and assumed that the value of such equity interest was the value implied by the trading market value. J.P. Morgan did not conduct, nor was it provided with, any valuation or appraisal of any assets or liabilities (other than its receipt of the Reviewed Reserve Reports), nor did J.P. Morgan evaluate the solvency of Encore or Denbury under any state or federal laws relating to bankruptcy, insolvency or similar matters. In relying on financial analyses and forecasts provided to J.P. Morgan or derived therefrom, including the Reviewed Reserve Reports and the Denbury Expected Synergies, J.P. Morgan was advised by the management teams of Encore and Denbury, and J.P. Morgan assumed, at Denbury's direction, that they had been reasonably prepared based on assumptions reflecting the best currently available estimates and judgments by management as to the expected future results of operations and financial condition of Encore and Denbury to which such analyses or forecasts relate. J.P. Morgan expressed no view as to such analyses or forecasts (including the Reviewed Reserve Reports and the Denbury Expected Synergies) or the assumptions on which they were based. J.P. Morgan also assumed that the merger would qualify as a tax-free reorganization for United States federal income tax purposes and would be consummated as described in the merger agreement and this joint proxy statement/prospectus and that the definitive merger agreement would not differ in any material respect from the draft of the merger agreement furnished to, and reviewed by, J.P. Morgan. J.P. Morgan also assumed that the representations and warranties made by Denbury and Encore in the merger agreement were and would be true and correct in all respects material to J.P. Morgan's analysis. J.P. Morgan further assumed that all material governmental, regulatory or other consents and approvals necessary for the consummation of the merger would be obtained without any adverse effect on Encore or Denbury or on the contemplated benefits of the merger.

The projections furnished to J.P. Morgan for Denbury and Encore were prepared by the respective management teams of each company. J.P. Morgan is not a legal, regulatory or tax expert and has relied on the assessments made by advisors to Denbury with respect to such issues. Neither Denbury nor Encore publicly discloses internal management projections of the type provided to J.P. Morgan in connection with J.P. Morgan's analysis of the merger and such projections were not prepared with a view toward public disclosure. These projections were based on numerous variables and assumptions that are inherently uncertain and may be beyond the control of management, including, without limitation, factors related to general economic and competitive conditions and prevailing interest rates. Accordingly, actual results could vary significantly from those set forth in such projections.

J.P. Morgan's opinion is based on economic, market and other conditions as in effect on, and the information made available to J.P. Morgan as of, the date of such opinion. Subsequent developments may affect J.P. Morgan's opinion and J.P. Morgan does not have any obligation to update, revise, or reaffirm such opinion. J.P. Morgan's opinion is limited to the fairness, from a financial point of view, of the consideration to be paid by Denbury in the proposed merger and J.P. Morgan has expressed no opinion as to the fairness of the merger to, or any consideration of, the holders of any class of securities, creditors or other constituencies of Denbury or the underlying decision by Denbury

to engage in the merger. Furthermore, J.P. Morgan expressed no opinion with respect to the amount or nature of any compensation to any officers, directors or employees of any party to the merger, or any class of such persons relative to the consideration to be paid by Denbury in the merger or with respect to the fairness of any such compensation.

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In accordance with customary investment banking practice, J.P. Morgan employed generally accepted valuation methods in reaching its opinion. **The following is a summary of the material financial analyses utilized by J.P. Morgan in connection with providing its opinion and does not purport to be a complete description of the analysis underlying J.P. Morgan's opinion or the presentations made by J.P. Morgan to Denbury's board of directors. Some of the summaries of financial analyses are presented in tabular format. In order to understand the financial analyses used by J.P. Morgan more fully, you should read the tables together with the text of each summary. The tables alone do not constitute a complete description of J.P. Morgan's financial analyses, including the methodologies and assumptions underlying the analyses, and if viewed in isolation could create a misleading or incomplete view of the financial analyses performed by J.P. Morgan.**

Transaction Overview

Based upon the closing price per share of Encore common stock of \$37.07 on October 30, 2009, which was the last trading day prior to the public announcement of the merger, the exchange ratio of 2.3179 shares of Denbury common stock per share of Encore common stock (which assumes a Denbury stock price of \$15.10 per share, the midpoint of the collar), and the cash consideration of \$15.00 per share of Encore common stock, J.P. Morgan noted that the implied aggregate value of the consideration to be paid by Denbury in the merger as of October 30, 2009 was approximately \$2.829 billion, or approximately \$50.00 per share of Encore common stock, subject to certain rounding and adjustments as provided for in the merger agreement.

Encore Analyses

Historical Share Price Analysis. J.P. Morgan noted that the low and high prices per share of Encore common stock during the 52-week period ending on October 30, 2009 were approximately \$17.04 and \$45.63, compared to the closing price per share of Encore common stock of \$37.07 on October 30, 2009.

Selected Companies Analysis. Using publicly available information and information provided by Encore management, J.P. Morgan compared selected financial and market data of Encore with the corresponding data for the following publicly traded companies, which are referred to as the Selected Companies :

Continental Resources, Inc.;

Pioneer Natural Resources Company;

Whiting Petroleum Corporation;

Plains Exploration & Production Company;

Concho Resources Inc.;

Arena Resources Inc.; and

Berry Petroleum Company.

In its analysis, J.P. Morgan calculated and compared various financial multiples, based on such publicly available information and information provided by Encore management, for Encore and the Selected Companies, as follows:

the firm value as a multiple of Institutional Broker Estimate System, which is referred to herein as IBES, consensus estimates for earnings before interest, income taxes, depletion, depreciation and amortization and

exploration expenses, or EBITDAX, for calendar year 2010, which is referred to below as FV/IBES 2010E EBITDAX ;

the firm value as a multiple of Encore management estimated earnings before interest, income taxes, depletion, depreciation and amortization and exploration expenses, or EBITDAX, for 2010, which is referred to below as FV/Mgmt 2010E EBITDAX ;

the equity value as a multiple of IBES consensus estimates for cash flow for 2010, which is referred to below as EV/IBES 2010E Cash Flow ;

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the equity value as a multiple of Encore management estimated cash flow for 2010, which is referred to below as EV/Mgmt 2010E Cash Flow ; and

the firm value based on proved reserves in millions of barrels of oil equivalents as of December 31, 2008, reflecting certain adjustments made by Denbury management, which is referred to below as FV/Reserves.

This analysis indicated the following:

Selected Companies:

Benchmark	High	Low	Mean	Median
FV/IBES 2010E EBITDAX	13.6x	5.3x	8.0x	6.4x
EV/IBES 2010E Cash Flow	11.9x	4.4x	7.0x	6.2x
FV/Reserves	\$ 46.20	\$ 8.42	\$ 22.28	\$ 21.25

Using a reference range of 7.5x to 8.5x Encore s FV/IBES 2010E EBITDAX, 7.5x to 8.5x Encore s FV/Mgmt 2010E EBITDAX, 5.5x to 7.0x Encore s EV/IBES 2010E Cash Flow, 5.5x to 7.0x Encore s EV/Mgmt 2010E Cash Flow and \$18.00 to \$22.00 per barrel of oil equivalent of Encore, J.P. Morgan determined a range of implied equity values. This analysis indicated a range of implied values per share of Encore s common stock of approximately \$40.87 to \$50.29 using Encore s FV/IBES 2010E EBITDAX, \$43.75 to \$53.54 using Encore s FV/Mgmt 2010E EBITDAX, \$41.42 to \$52.71 using Encore s EV/IBES 2010E Cash Flow, \$41.19 to \$52.42 using Encore s EV/Mgmt 2010E Cash Flow and \$44.70 to \$61.24 using Encore s FV/Reserves.

It should be noted that no Selected Company utilized in the analysis above is identical to Encore.

Net Asset Valuation. J.P. Morgan performed its analyses of Encore based on two primary sets of assumptions for a net asset valuation: (1) a set of assumptions developed assuming that Encore remained as a standalone entity without giving effect to the proposed merger or any Denbury Expected Synergies; and (2) a set of assumptions developed assuming that Encore was merged into Denbury and taking into account any Denbury Expected Synergies.

J.P. Morgan compared each of these scenarios to a net asset valuation analysis of Denbury. J.P. Morgan performed its analysis based on a variety of data sources provided by Encore s management, including financial projections, economic models and the Reviewed Reserve Report of Encore, which were discussed with Denbury s management, and certain other publicly available information. J.P. Morgan assumed forecasted commodity prices based on publicly available trading prices on the New York Mercantile Exchange through 2013 and flat commodity prices based on the publicly available 2013 trading prices thereafter. J.P. Morgan assumed that the value of the equity interest owned by Encore in ENP was the value implied by the trading market value. The production and realized prices were netted against estimated future operating expenses and capital expenditures to derive the cash flows for Encore. These cash flows were discounted using after-tax discount rates ranging from 8.0% to 10.0%. The range of after-tax discount rates used by J.P. Morgan in its analysis was estimated using traditional investment banking methodology, including the analysis of selected publicly traded companies engaged in businesses that J.P. Morgan deemed relevant to Encore s businesses.

Based on the assumptions set forth above, this analysis indicated a range of implied values per share of Encore common stock of approximately \$48.42 to \$61.07 on a standalone basis without giving effect to the proposed merger or any Denbury Expected Synergies and \$50.66 to \$65.55 on a pro forma basis after giving effect to the proposed merger and any Denbury Expected Synergies.

Denbury Analyses

Historical Share Price Analysis. J.P. Morgan noted that the low and high closing prices per share of Denbury common stock during the 52-week period ending on October 30, 2009 were approximately \$5.59 and \$18.84, compared to the closing price per share of Denbury common stock of \$14.60 on October 30, 2009.

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Selected Companies Analysis. Using publicly available information and information provided by Denbury management, J.P. Morgan compared selected financial and market data of Denbury with the corresponding data for the Selected Companies. In its analysis, J.P. Morgan calculated and compared various financial multiples, based on such publicly available information and information provided by Denbury management, for Denbury and the Selected Companies, as follows:

the firm value as a multiple of IBES consensus estimates for earnings before interest, taxes, depreciation, amortization and exploration expenses, or EBITDAX, for calendar year 2010, which is referred to below as FV/IBES 2010E EBITDAX ;

the firm value as a multiple of Denbury management estimated