

ENCORE CLEAN ENERGY INC
Form 8-K
February 08, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

January 31, 2005

Date of Report (Date of earliest event reported)

ENCORE CLEAN ENERGY, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation)

000-26047

(Commission File
Number)

65-0609891

(IRS Employer Identification No.)

Suite 610, 375 Water Street

Vancouver, BC Canada

(Address of principal executive offices)

V6B 5C6

(Zip Code)

(604) 801-5566

Registrant's telephone number, including area code

NOT APPLICABLE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT

**ITEM DEPARTURE OF DIRECTORS AND PRINCIPAL OFFICERS; APPOINTMENT OF PRINCIPAL
5.02 OFFICERS**

On February 3, 2005, we received Mr. James E. Gayle’s resignation as a member of our board of directors. Mr. Gayle’s resignation has been dated effective as of January 31, 2005.

Mr. Gayle has acknowledged to us that his resignation was not due in any part to any disagreements with us or our operations, policies or practices.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENCORE CLEAN ENERGY, INC.

Date: February 7, 2005

By: */s/ Daniel B. Hunter*

DANIEL B. HUNTER
President, Chief Executive Officer
and Chief Financial Officer