

10-K/A - 2009-07-29

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10-K/A

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

(X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended March 31, 2009

() TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number: **0-51414**

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LUCAS ENERGY, INC.

(Exact name of registrant as specified in its charter)

Nevada	
<i>(State of other jurisdiction of incorporation or organization)</i>	<i>(I.R.S.)</i>

Nevada
*(State of other jurisdiction of
incorporation or organization)*

6800 West Loop South, #415
Bellaire, TX 77401
(Address of principal executive offices)

(713) 528-1881
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: Common Stock: \$0.001 par value

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant

was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", "non-accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of September 30, 2008 (the last business day of the registrant's most recently completed second fiscal quarter) \$ 12,000,000

Number of shares of registrant's common stock outstanding as of June 16, 2009 10,000,000

EXPLANATORY NOTE

Lucas Energy, Inc. (the "Company," "we," "us" or "our") is filing this Amendment No. 1 on Form 10-K/A (this "Amendment") to amend its Annual Report on Form 10-K for the fiscal year ended March 31, 2009, filed with the Securities and Exchange Commission (the "SEC") on June 29, 2009.

This Amendment is being filed to amend the Form 10-K at March 31, 2009 to include the information required by Items 10 through 14 of Part III of Form 10-K. Except for the addition of the Part III information and addition of Board committee charters attached as exhibits, no other changes have been made to the Company Annual Report on Form 10-K for the fiscal year ending March 31, 2009.

LUCAS ENERGY, INC.
FORM 10-K/A
For the Fiscal Year Ended March 31, 2009
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PART III

ITEM 10 DIRECTORS, EXECUTIVE OFFICERS, and CORPORATE GOVERNANCE

The following table sets forth the names, ages, and offices held by our directors and executive officers:

Name	Position	Date First Elected	Age
Fred J. Hofheinz	Chairman of Board	September 18, 2008	71
William A. Sawyer	Chief Executive Officer, Director	April 6, 2005	60
Donald L. Sytsma	Chief Financial Officer, Treasurer	April 14, 2009	51
Eric Wold	Director	May 19, 2006	36
Peter K. Grunebaum	Director	January 29, 2007	75

Information Concerning the Board of Directors and its Committees.

All directors hold office until the next annual meeting of stockholders and until their successors have been duly elected and qualified. There are no agreements with respect to the election of directors. We have not compensated our directors for service on the Board of Directors or any committee thereof, but directors are reimbursed for expenses incurred for attendance at meetings of the Board and any committee thereof. Executive officers are appointed annually by the Board and each executive officer serves at the discretion of the Board. The Executive Committee of the Board of Directors, to the extent permitted under Nevada law, exercises all of the power and authority of the Board in the management of the business and affairs of Lucas Energy between meetings of the Board.

The Board of Directors is comprised of a majority of the directors who are independent, and the Board has determined that Mr. Hofheinz, Mr. Grunebaum, and Mr. Wold do not have a material relationship with Company that would interfere with the exercise of independent judgment in carrying out their responsibilities of a director. The Board has established an Audit and Ethics Committee, a Nominating Committee and a Compensation Committee that are solely comprised of the aforementioned independent directors.

The business experience of each of the persons listed above during the past five years is as follows:

FRED J. HOFHEINZ, CHAIRMAN OF BOARD, Chair of Nominating Committee

Mr. Hofheinz, the former Mayor of the City of Houston (1974-1978), began his business career with his late father, Roy Hofheinz, Sr., who built the Houston Astrodome and who was the initial owner of the Houston Astros baseball team. Mr. Hofheinz played a key role in the family real estate development projects surrounding the Astrodome, including an amusement park? Astroworld and four hotels. He was the senior officer of Ringling Brothers Barnum and Bailey Circus, which was owned by the Hofheinz family. In 1971, Mr. Hofheinz co-founded a closed circuit television company, Top Rank, which is now the leading professional boxing promotion firm in the nation. He has served as President of the Texas Municipal League and served on the boards of numerous other state and national organizations for municipal government elected officials. In addition to his law practice, Mr. Hofheinz also owned several direct interests in oil and gas companies. He has also dealt extensively with business interests, primarily oil and gas related, in the People's Republic of China and in the Ukraine.

For the past five years Mr. Hofheinz has been an investor and a practicing attorney with the firm of Williams, Birnberg & Anderson in Houston, Texas, and the city that he served as mayor from 1974 to 1978. While he has numerous investments in real estate, his principal investment interest is in oil and gas. He has been actively engaged in successful exploration and production ventures, both domestic and international. He holds a PhD in economics, from the University of Texas and takes an active interest in Houston's civic and charitable affairs. He was admitted to the Texas bar in 1964, having received his preparatory education at the University of Texas, (B.A., M.A., Ph.D., 1960-1964); and his Legal education at the University of Houston, (J.D., 1964).

WILLIAM A. SAWYER, CHIEF OPERATING OFFICER, DIRECTOR

Mr. Sawyer's appointment to his positions with the Company was effective on June 13, 2006. Mr. Sawyer is a proven hands-on energy executive with over 30 years of diversified experience in the energy industry with

firms such as; ARCO, Houston Oil & Minerals, Superior Oil (Mobil), and ERCO. Mr. Sawyer founded the petroleum consulting firm of Exploitation Engineers, Inc. The firm has served the oil and gas industry for more than eighteen years. From the period from 1999 to 2004, Mr. Sawyer worked for Exploitation Engineers. His clients have included private investors, independent oil companies, banking institutions, major energy and chemical companies, and the US government. The firm has evaluated and managed large projects such as a private trust, which included interests in several hundred producing and non-producing oil and gas properties. This background as a consultant has given Mr. Sawyer the superior technical and business skills necessary to evaluate mineral interests and to prepare fair market value appraisals of both minerals interests and sub-surface storage interests. Mr. Sawyer has been an expert witness in federal court, state court, and before several state agencies in Texas and Oklahoma. Mr. Sawyer has testified as to the fair market value of mineral interests and sub-surface storage interests on several occasions.

DONALD L. SYTSMA - CHIEF FINANCIAL OFFICER, TREASURER

Mr. Sytsma has over 25 years experience in the energy industry in the upstream, midstream and downstream energy sector. Mr. Sytsma received his bachelor of science in accounting from Indiana University in May 1979 with highest distinction. Mr. Sytsma is a former Executive Committee Member of the North America Energy Standards Board and Co-Chaired multiple industry subcommittees, developing standards for the U.S. energy markets. Mr. Sytsma is a certified public accountant. Mr. Sytsma is a certified public accountant in the State of Texas. Mr. Sytsma was a director, Treasurer and Chief Financial Officer of Gulf Western Petroleum (formerly Wharton Resources). Since April 2003, Mr. Sytsma has been president of DLS Energy Associates, LLC, an independent consulting company. From November 2003 to June 2005, Mr. Sytsma was Chief Financial Officer of Altus Explorations, and from November 2003 through February 2006, Mr. Sytsma was a director of Altus. From May 2001 to April 2003, Mr. Sytsma was Vice-President of R.J. Rudden Associates.

ERIC WOLD, CFA ? DIRECTOR, Chairman of Audit and Ethics Committee

Eric Wold is the Director of Equity Research at Merriman Curhan Ford, where he is responsible for managing the firm's Research Department as well as covering the Media & Entertainment and Branded Consumer sectors. He joined the firm in March 2002. For 2006, Mr. Wold was ranked #1 in the nation by the Forbes/StarMine survey and #4 by The Wall Street Journals Best on the Street survey for the Restaurant industry. For 2004, Mr. Wold was ranked #2 in the nation by both The Wall Street Journals' Best on the Street and the Forbes/StarMine surveys for the Restaurant industry. Prior to joining Merriman Curhan Ford, Mr. Wold served as Director of Corporate Finance with NightFire Software, a privately-held telecommunications software company based in Oakland, California. In this capacity, he oversaw the company's corporate finance activities, including a Series D equity financing and multiple debt restructurings. From 1997 through 2000, Mr. Wold served as Vice President and Senior Research Analyst at First Security Van Kasper, where he was responsible for the Restaurant and Branded Consumer sectors. Prior to Van Kasper, Mr. Wold began his career on the buy-side with Research Analyst positions with both Polynous Capital Management (a hedge fund that he co- founded in 1996) and GT Global Financial Services. Mr. Wold received his Chartered Financial Analyst (CFA) designation in 1997 and a BS in Finance from the University of California at Berkeley.

PETER K. GRUNEBAUM ? DIRECTOR, Chairman of Compensation Committee

Mr. Grunebaum is an independent investment banker with over 40 years of experience in the energy sector with a specialty in Exploration & Production. Previously he was the Managing Director of Fortrend International, an investment firm headquartered in New York, New York, a position he held from 1989 until the end of 2003. From 2003 to present, Mr. Grunebaum has been an independent investment banker. Mr. Grunebaum is a graduate of Lehigh University, and in addition to being a board member of Lucas, he is also on the Board of Prepaid Legal Services, Inc. [NYSE:PPD] and Stonemor Partners LP. [NASDAQ: STON].

There are no family relationships among our directors and executive officers. No director or executive officer has been a director or executive officer of any business which has filed a bankruptcy petition or had a bankruptcy petition filed against it.

Information about Board Committees

The Chairman of the Audit and Ethics Committee is Mr. Eric Wold, and committee members are Mr. Grunebaum and Mr. Hofheinz. Mr. Wold is a financial expert as defined in Regulation S-X, Item 407 (d) 5 (ii) through his experience as a Chartered Financial Analyst in assessing the performance of companies and in evaluating complex financial statements of companies. The Audit Committee has a written charter which is filed herewith in Exhibit 14.3.

The Chairman of the Nominating Committee is Mr. Fred Hofheinz, and committee members are Mr. Wold and Mr. Grunebaum. The Nominating Committee has a written charter which is filed herewith in Exhibit 14.4.

The Chairman of the Compensation Committee is Mr. Peter Grunebaum, and committee members are Mr. Hofheinz and Mr. Wold. The Compensation Committee has a written charter which is filed herewith in Exhibit 14.5.

COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

Section 16(a) of the Exchange Act requires our directors and officers, and the persons who beneficially own more than ten percent of our common stock, to file reports of ownership and changes in ownership with the SEC. Copies of all filed reports are required to be furnished to us pursuant to Rule 16a-3 promulgated under the Exchange Act. Based solely on the reports received by us and on the representations of the reporting persons, we believe that these persons have complied with all applicable filing requirements during the fiscal year ended March 31, 2009.

CODE OF ETHICS

The Company adopted a code of ethics (?Code?) that applies to all of its directors, officers, employees, consultants, contractors and agents of the Company. The Code of Ethics has been reviewed and approved by the Board of Directors. The Company?s Code of Ethics is filed herewith as Exhibit 14.1. Original copies of the Code of Ethics are available, free of charge, by submitting a written request to the Company at 6800 West Loop South, Suite 415, Bellaire Texas 77401.

WHISTLEBLOWER PROTECTION POLICY

The Company adopted a Whistleblower Protection Policy (?Policy?) that applies to all of its directors, officers, employees, consultants, contractors and agents of the Company. The Whistleblower Policy has been reviewed and approved by the Board of Directors. The Company?s Whistleblower Policy is filed herewith as Exhibit 14.2. Original copies of the Whistleblower Policy are available, free of charge, by submitting a written request to the Company at 6800 West Loop South, Suite 415, Bellaire Texas 77401.

ITEM 11. EXECUTIVE COMPENSATION

The following table sets for compensation information with respect to our chief executive officer, our highly compensated executive officers at the end of our fiscal year, and individuals for whom disclosure would have been provided herein but for the fact they were not serving as an executive officer of the Company at the end of our fiscal year.

Executive Compensation ? Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	All Other Compensation (\$)	Total (\$)
William A. Sawyer ⁽¹⁾ President and Chief Executive Officer	2009	150,000	-	-	-	2,000	152,000
	2008	150,000	-	18,750	-	96,250	265,000
James J. Cerna, Jr. ⁽²⁾ Chairman, President and Chief Executive Officer	2009	153,125	-	-	-	2,000	155,125
	2008	175,000	-	-	-	111,875	286,875
Donald L. Sytsma ⁽³⁾ Chief Financial Officer	2009	-	-	-	-	-	-
	2008	-	-	-	-	-	-
William A. Sikora ⁽⁴⁾ President and Chief Executive Officer	2009	63,736	-	8,846	267,083	9,200	348,865
	2008	-	-	-	-	-	-
Malek A. Bohsali ⁽⁵⁾ Chief Financial Officer	2009	37,250	-	25,000	-	2,000	64,250
	2008	20,000	-	18,750	-	2,500	41,250

⁽¹⁾ Mr. Sawyer co-founded the Company and was originally appointed to a position with the Company on June 13, 2006. Mr. Sawyer has served as a Director of the Company and as its chief operating officer, until his appointment to president and chief executive officer on January 22, 2009. On March 20, 2007, the Company entered into an employment agreement with Mr. Sawyer (filed as exhibit 10.6 to the Company's Annual Report on Form 10-KSB for the year ended March 31, 2007). Mr. Sawyer's agreement is for a period of 3 years and provides for payment of \$150,000 annually in exchange for services to the Company. The agreement also provides for certain payments in the event termination of employment.

⁽²⁾ Mr. Cerna co-founded the Company and was originally appointed a Director and chief executive officer of the Company on May 19, 2006, and he was appointed as president on June 12, 2006. On September 2, 2008, Mr. Cerna transferred his duties as president and chief executive officer to Mr. Sikora and continued his role as Chairman of the Board of Directors. On May 5, 2009 Mr. Cerna's resigned as Chairman and as a member of the Board. On March 20, 2007, the Company entered into employment agreement with Mr. Cerna (filed as exhibits 10.5 to the Company's Annual Report on Form 10-KSB for the year ended March 31, 2007). Mr. Cerna's agreement is for a period of 3 years and provides for payment of \$175,000 annually in exchange for services to the Company. The agreement also provides for certain payments in the event termination of employment. In connection with Company initiatives to scale back costs in response to low oil prices during our 4th fiscal quarter, Mr. Cerna agreed to suspend payment of his compensation under his employment agreement. Mr. Cerna and the Company are in active discussions as to the settling up of amounts provided for in his referenced employment agreement.

⁽³⁾ Mr. Sytsma was appointed Chief Financial Officer and Treasurer of the Company on April 14, 2009, and he serves as the principal accounting and financial officer for the Company. Mr. Sytsma's current compensation arrangement with the Company provides for a

salary of \$9,000 per month for services as required by the Company, plus 2,000 shares of Company common stock per month agreed to as a material inducement to entering into Mr. Sytsma's employment with the Company.

(4) Mr. Sikora was appointed President and Chief Executive Officer of the Company on September 2, 2008, pursuant to an employment agreement dated thereof and incorporated by reference to the Form 8-K dated September 2, 2008 that was filed with the Securities and Exchange on September 4, 2008. Mr. Sikora was elected a Director on November 18, 2008. Pursuant to the employment agreement, Mr. Sikora's initial year base salary was set at \$125,000; he was granted non-qualified stock options to purchase 200,000 shares of the Company common stock at \$2.60 per share that vested over two years; and he was to receive 19,230 shares of Company common stock. On January 22, 2009, Mr. Sikora's services with the Company ended and in accordance with the referenced employment agreement the options became fully vested. At the time the options were issued to Mr. Sikora they were valued at \$267,083 using the Black-Sholes Option Pricing Model and the entire fair value of the options

were recognized by the Company upon the termination of services. Additionally the Company issued 19,230 shares of restricted common stock to Mr. Sikora that were valued at \$8,846 at the time of issuance by the Company.

(5) Mr. Bohsali served as Chief Financial Officer of the Company from April 10, 2007 through April 14, 2009, and is corporate secretary of the Company.

Other resources utilized in the operations of the Company's as interests are typically contractors or sub-contractors of vendors and service providers that are not owned directly or indirectly by the Company or any officer, director or shareholder owning greater than five percent (5%) of our outstanding shares, nor are they members of the referenced individual's immediate family. Such sub-contracting engagement and per job payments are commonplace in the Company's business. The Company expects to continue to utilize and pay such service providers and third party contractors necessary to operate its day-to-day field operations.

Outstanding Equity Awards at 2009 Fiscal Year End ? Option Awards

<u>Name</u>	<u>Number of securities underlying unexercised options (#) exercisable</u>	<u>Number of securities underlying unexercised options (#) unexercisable</u>	<u>Equity incentive plan awards: Number of securities underlying unexercised unearned options (#)</u>	<u>Option exercise price (\$)</u>	<u>Option expiration date</u>
William A. Sikora	200,000	--	--	\$ 2.60	9/2/2011

Director Compensation

<u>Name</u>	<u>Fees earned or paid in cash (\$)</u>	<u>Stock awards (\$)</u>	<u>Option awards (\$)</u>	<u>Non-equity incentive plan compensation (\$)</u>	<u>Nonqualified deferred compensation earnings (\$)</u>	<u>All other compensation</u>
Peter K. Grunebaum	\$ 2,000	\$ 11,250	--	--	--	--
Fred Hofheinz	\$ 2,000	\$ 11,250	--	--	--	--
Rick Schmid	\$ 2,000	\$ 11,250	--	--	--	--
Eric Wold	\$ 2,000	\$ 11,250	--	--	--	--

Compensation for serving as a director for an individual that is a named executive officer is reflected in the above table on Executive Compensation.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCK

The following table sets forth information, to the best of our knowledge as of March 31, 2009, with respect to each person known by us to own beneficially more than 5% of our outstanding common stock, and each director and officer, and all directors and officers as a group.

Security Ownership of Certain Beneficial Owners.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent
Common	Fred J. Hofheinz 6800 West Loop South, Suite 415 Bellaire, Texas 77401	25,000	0.2
Common	William A. Sawyer 6800 West Loop South, Suite 415 Bellaire, Texas 77401	277,224	2.6
Common	Eric Wold 6800 West Loop South, Suite 415 Bellaire, Texas 77401	111,223	1.0
Common	Peter Grunebaum 6800 West Loop South, Suite 415 Bellaire, Texas 77401	71,062	0.6
Common	Donald L. Sytsma 6800 West Loop South, Suite 415 Bellaire, Texas 77401	1,500	0.0
Common	LGA, Inc. 377 S. Nevada St. Carson City, Nevada 89703	1,480,995	11.1
Common	James J. Cerna Jr. Revocable Trust 6800 West Loop South, Suite 415 Bellaire, Texas 77401	869,903	8.4
Common	ALL EXECUTIVE OFFICERS AND DIRECTORS AS A GROUP	486,009	4.7

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

During the past two fiscal years, there have been no transactions between us and any officer, director, nominee for election as director, or any shareholder owning greater than five percent (5%) of our outstanding shares, nor any member of the above referenced individuals' immediate family, except as set forth below.

It is our policy that any future material transactions between us and members of management or their affiliates shall be on terms no less favorable than those available from unaffiliated third parties.

ITEM 14. PRINCIPAL ACCOUNTANTS FEES AND SERVICES

Our audit committee of the board of directors approves in advance the scope and cost of the engagement of an auditor before the auditor renders audit and non-audit services.

Audit Fees

The aggregate fees billed by our independent auditors, GBH CPAs, PC and Malone & Bailey, PC for professional services rendered for the audit of our annual financial statements included in our Annual Reports on Form 10-K for the years ended March 31, 2009 and 2008, and for the review of quarterly financial statements included in our Quarterly Reports on Form 10-Q for the quarters ending June 30, September 30, and December 31, 2008 and 2007, were:

	<u>2009</u>	<u>2008</u>
GBH CPAs, PC	\$ 79,965	\$ 66,990
Malone & Bailey, PC	\$ -	\$ 56,758

Audit fees incurred by the Company were pre-approved by the Audit Committee.

Audit Related Fees

For the years ended March 31, 2009 and 2008, there were no fees billed for assurance and related services by GBH CPAs, PC or Malone & Bailey, PC relating to the performance of the audit of our financial statements which are not reported under the caption "Audit Fees" above.

Tax Fees

For the years ended March 31, 2009 and 2008, fees billed by GBH CPAs, PC or Malone & Bailey, PC, respectively, for tax compliance, tax advice and tax planning were \$-0- and \$-0-, respectively.

We do not use the auditors for financial information system design and implementation. These services, which include designing or implementing a system that aggregates source data underlying the financial statements or generates information that is significant to our financial statements, are provided internally or by other service providers. We do not engage the auditors to provide compliance outsourcing services.

The audit committee of the board of directors has considered the nature and amount of fees billed by GBH CPAs, PC and Malone & Bailey, PC and believes that the provision of services for activities unrelated to the audit is compatible with maintaining GBH CPAs, PC and Malone & Bailey, PC's independence.

All Other Fees

None.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a)

1. Financial Statements

See "Index to the Consolidated Financial Statements" set forth on Page F-1 of the Lucas Energy, Inc Annual Report on Form 10-K for the fiscal year ended March 31, 2009 filed with the Securities and Exchange Commission on June 29, 2009.

2. Financial Statement Schedules

Financial statement schedules have been omitted because they are either not required, not applicable or the information required to be presented is included in the Company's consolidated financial statements and related notes.

3. Exhibits

Exhibit No.	Description
3.1	Articles of Incorporation (incorporated by reference to the Company Annual Report of Form 10-KSB for the fiscal year ended November 30, 2005 filed with the SEC on February 14, 2006 as Exhibit 3.1)
3.2	Bylaws (incorporated by reference to the Company Annual Report of Form 10-KSB for the fiscal year ended November 30, 2005 filed with the SEC on February 14, 2006 as Exhibit 3.2)
10.1	Contract with SMC (incorporated by reference to the Company Annual Report of Form 10-KSB for the fiscal year ended November 30, 2005 filed with the SEC on February 14, 2006 as Exhibit 10.1)
10.2	Consignment Agreement (incorporated by reference to the Company Annual Report of Form 10-KSB for the fiscal year ended November 30, 2005 filed with the SEC on February 14, 2006 as Exhibit 10.2)
10.3	Stock Purchase Agreement between Lucas Energy, Inc. and The Delphic Oil Co., LLC, dated December 20, 2006 (incorporated by reference to the Form 8-K dated December 20, 2006 filed with the SEC on December 21, 2009 as Exhibit 10.1)
10.4	Oil, Gas and Mineral Lease between Lucas Energy, Inc. and Griffin, filed of record on February 23, 2007 (incorporated by reference to the Form 8-K dated February 24, 2007 filed with the SEC on March 1, 2007 as Exhibit 10.4)
10.5	Employment Agreement between Lucas Energy, Inc. and James J. Cerna, dated March 20, 2007 (incorporated by reference to the Company Annual Report on Form 10-KSB for the fiscal year ended March 31, 2007 filed with the SEC on June 29, 2007, Exhibit 10.5)
10.6	Employment Agreement between Lucas Energy, Inc. and William A. Sawyer, dated March 20, 2007 (incorporated by reference to the Company Annual Report on Form 10-KSB for the fiscal year ended March 31, 2007 filed with the SEC on June 29, 2007, Exhibit 10.6)
10.7	Credit Agreement between Lucas Energy, Inc. and Amegy Bank National Association ⁽²⁾
10.8	Secured Promissory Note between Lucas Energy, Inc. and Amegy Bank National Association ⁽²⁾
10.9	Deed of Trust, Security Agreement, Financing Statement and Assignment of Production from Lucas Energy to Kenneth R. Batson, Trustee, for the benefit of Amegy Bank National Association ⁽²⁾
10.10	Security Agreement by Lucas Energy, Inc. in favor of Amegy Bank National Association ⁽²⁾

- 14.1 Code of Ethics **(1)**
- 14.2 Whistleblower Protection Policy **(1)**
- 14.3 Charter of the Audit and Ethics Committee **(1)**
- 14.4 Charter of the Nominating Committee **(1)**
- 14.5 Charter of the Compensation Committee **(1)**
- 31.1 Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 **(1)**
- 31.2 Certification of CFO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 **(1)**

- 32.1 Certification of CEO Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 **(1)**
- 32.2 Certification of CFO Pursuant to 18 U.S.C. Section 1350 as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 **(1)**

* Incorporated by reference to previous filing with the United States Securities and Exchange Commission

(1) Filed herewith.

(2) Incorporated by reference to the Form 8-K dated October 8, 2008 filed with the United States Securities and Exchange Commission on October 14, 2008.

(b) See (a) 1 above

(c) See (a) 2 above

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant caused duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LUCAS ENERGY, INC.

By: / s / William A. Sawyer

William A. Sawyer
President and Chief Executive Officer
(Principal Executive Officer)

By: / s / Donald L. Sytsma

Donald L. Sytsma
Chief Financial Officer
(Principal Financial and Accounting Officer)

Dated: July 29, 2009

EX-32

EX-32 3 lei09kaex322.htm EXHIBIT 32.2

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. Section 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Lucas Energy, Inc. on Form 10-K/A for the year ending March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Donald L. Sytsma, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief: (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Donald L. Sytsma

Donald L. Sytsma

Chief Financial Officer

July 29, 2009

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. Section 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Lucas Energy, Inc. on Form 10-K/A for the year ending March 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William A. Sawyer, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief: (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ William A. Sawyer

William A. Sawyer

Chief Executive Officer

July 29, 2009

EX-31

EX-31 5 lei09kaex312.htm EXHIBIT 31.2

Exhibit 31.2

Pursuant to the requirements of Rule 13a-14 of the Securities Exchange Act of 1934, as amended, provides the following certifications.

I, Donald L. Sytsma, certify that:

1. I have reviewed this annual report on Form 10-K/A of Lucas Energy, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: July 29, 2009

/s/ Donald L. Sytsma

Donald L. Sytsma
Chief Financial Officer

EX-31

EX-31 6 lei09kaex311.htm EXHIBIT 31.1

Exhibit 31.1

Pursuant to the requirements of Rule 13a-14 of the Securities Exchange Act of 1934, as amended, provides the following certifications.

I, William A. Sawyer, certify that:

1. I have reviewed this annual report on Form 10-K/A of Lucas Energy, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: July 29, 2009

/s/ William A. Sawyer

William A. Sawyer

Chief Executive Officer

LUCAS ENERGY, INC. CHARTER OF THE COMPENSATION COMMITTEE

I. PURPOSE

The purpose of the Compensation Committee (?Committee?) of Lucas Energy, Inc. (?Company?) is to aid the Board of Directors (?Board?) in meeting its responsibilities with regard to oversight and determination of executive compensation.

II. MEMBERSHIP AND STRUCTURE

The Committee will be composed of at least two directors who satisfy the definition of ?independent? under the listing standard of the NYSEAmex Exchange (the ?Exchange?) or such other exchange(s) upon which the Company?s securities are listed. All Committee members shall also be ?non-employee directors? as defined by Rule 16b-3 under the Securities Exchange Act of 1934 and, if desirable, ?outside directors? as defined by Section 162(m) of the Internal Revenue Code. The Committee members will be appointed by the Board and may be removed by the Board at its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as deemed appropriate, provided the subcommittees are composed entirely of independent directors.

III. MEETINGS

The Committee shall meet as often as its members deem necessary to perform the Committee?s responsibilities.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist in the evaluation of director, Chief Executive Officer (?CEO?) or executive officer compensation. The Committee shall have sole authority to retain and terminate any such consulting firm, including sole authority to approve the firm?s fees and other retention terms. The Committee shall also have authority to extent it deems necessary or appropriate, to retain other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee. The Committee will make regular reports to Board and will propose any necessary action to the Board.

The Committee will review, reassess and reaffirm the adequacy of this charter and recommend any proposed changes to the Board for approval. The Committee will annually evaluate its own performance.

The Committee, to the extent it deems necessary or appropriate, will:

- a) Determine CEO compensation. In determining the amount, form the terms of such compensation, the Committee shall consider the annual performance evaluation of the CEO conducted by the Board in light of corporate goals and objectives relevant to CEO compensation, competitive market data pertaining to CEO compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interest of the Company and its stockholders.
- b) Determine non-CEO executive officer compensation (the Company's CEO may be present at the meeting deliberations on this subject, but may not vote). In determining the amount, form, and terms of such compensation, the Committee shall consider the officer's performance in light of corporate goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and stockholders.
- c) Review and make recommendations on the adequacy and effectiveness of Board compensation in relation to the compensation at comparable companies.

Review and approve any reports of the Compensation Committee to be included in the Company's filings with the Securities and Exchange Commission or otherwise publically disseminated.

LUCAS ENERGY, INC. CHARTER OF THE NOMINATING COMMITTEE

I. PURPOSE

The purpose of the Nominating Committee (the "Committee") of Lucas Energy, Inc. (the "Company") is to aid the Board of Directors (the "Board"), the Chairman and the Chief Executive Officer in the areas of membership selection.

II. MEMBERSHIP AND STRUCTURE

The Committee will be composed of at least two directors, all of whom satisfy the definition of "independent" under the listing standard of the NYSEAmex Exchange (the "Exchange") or such other exchange(s) upon which the Company's securities are listed. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as deemed appropriate, provided the subcommittees are composed entirely of independent directors.

III. MEETINGS

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a search firm to be used to identify director candidates. The Committee shall have sole authority to retain and terminate any such search firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide the appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

Specific responsibilities and duties of the Committee include:

- a) Establishing criteria for selection of new directors and nominees for vacancies on the Board;
 - b) Approving director nominations to be presented for stockholder approval at the Company annual Meeting and filing on the Board;
-

- c) Identifying and assisting with the recruitment of qualified candidates for Broad membership and for the positions of Chairman of the Board and Chairmen of the committees of the Board;
- d) Recommending to the Board to accept or decline any tendered resignation of a director;
- e) Considering any nomination of director candidates validly made by stockholders;
- f) Reviewing any director conflict of interest issues and determining how to handle such issues;
- g) Insuring a review at least annually of incumbent directors' performance and attendance at Board and committee meetings in connection with the independent directors' decision regarding directors to be slated for election at the Company's annual meeting;
- h) Providing appropriate orientation programs for new directors; and
- i) Reviewing and assessing the adequacy of the Company's corporate governance policies and practices at least annually and recommending any proposed changes to the Board.

The Committee will also make periodic reports to the Board and will propose any necessary actions to the Board. The Committee will also be responsible for the review and reassessment of the adequacy of this Charter annually and for recommending any proposed changes to the Board for approval. The Committee will annually evaluate its own performance.

V. NOMINATION PROCESS

The Committee has the authority to lead the search for individuals qualified to become members of the Board of the Company and to select or recommend to the Board nominees to be presented for stockholder approval. The Committee will select individuals who have high personal and professional integrity, have demonstrated ability and sound judgment and are effective, in conjunction with other director nominees, in collectively serving the long-term interests of the Company's stockholders. The Committee may use its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The Committee may meet to discuss and consider candidates' qualifications and then choose a candidate by majority vote.

The Committee will consider nominees for the Board recommended in good faith by the Company's stockholders, provided those nominees meet the requirements of the Exchange and applicable federal securities law. Stockholders should submit the candidate's name, credentials, contact information and his or her written consent to be considered as a candidate. These recommendations should be submitted in writing to the Company Secretary. The proposing stockholder should also include his or her contact information and a statement of his or her share ownership (how many shares owned and for how long). The Committee may request further information about stockholder recommended nominees in order to comply with any applicable laws, rules or regulations or to the extent such information is required to be provided by such stockholder pursuant to any applicable laws, rules or regulations.

LUCAS ENERGY, INC. CHARTER OF THE AUDIT AND ETHICS COMMITTEE

I. PURPOSE

The primary purpose of the Audit and Ethics Committee (?Committee?) of the Board of Directors (?Board?) of Lucas Energy, Inc., (?Company?) is:

- To assist the Board of Directors to fulfill its oversight of: the integrity of the Company?s financial statements; the Company?s compliance with legal and regulatory requirements; the independent auditor?s qualifications and independence; the performance of the Company?s independent auditors; and if applicable, the internal audit function; and
- To prepare the audit committee report required by the rules of the Securities and Exchange Commission (?SEC?) to be included in the Company?s annual proxy statement.

II. MEMBERSHIP

The Committee shall consist of at least three directors, all of whom shall satisfy the definition of ?independent? under the listing standard of the NYSEAmex Exchange (the ?Exchange?) or such other exchange(s) upon which the Company?s securities are listed, and by Rule 10A-3(b) (l) of the Securities Exchange Act of 1934. The exact number of Committee members shall be determined from time to time by the Board.

At least one member of the Committee shall be a ?financial expert? as defined in Regulation S-K, Item 407 (d)(5)(ii) and shall have an understanding of generally accepted accounting principles, and be able to read and understand financial statements, including the Company?s balance sheet, statements of operations and statements of cash flow. The Board shall review and designate the Committee member(s) that meet the ?financial expert? criteria. All Committee members shall have an understanding of internal control over financing reporting and an understanding of an audit committee functions.

No Committee member shall have participated in the preparation of the financial statements of the Company at any time during the three years preceding becoming a member of the Committee.

Each Committee member shall be appointed by a majority vote of the directors on the Board and shall serve until such member?s successor is duly appointed or until such member?s resignation or removal by a majority vote of the Board.

No Committee member may serve simultaneously on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair such director's ability to serve effectively on the Committee and such determination is disclosed in the Company's annual proxy statement.

III. AUTHORITY AND RESPONSIBILITIES

The Committee's role is one of an oversight function. The Committee is not intended to replace the Company's management, internal auditors and outside auditors. It is the responsibility of the Company's management to prepare the Company's financial statements and to develop and maintain adequate systems of internal accounting and financial controls, and it is the internal and outside auditors' responsibility to review and, when appropriate, audit these financial statements and internal controls.

The Committee recognizes that the financial management and the internal and outside auditors have more knowledge and information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee cannot provide any expert or special assurance as to the Company's financial statements or internal controls or any professional certification as to the outside auditors' work. In carrying out its oversight responsibilities, the Committee shall undertake the activities and have the authority as described in this Charter.

IV. RELATIONSHIP WITH AUDITORS

The Committee shall have sole authority and be directly responsible for the appointment, retention, compensation, oversight, evaluation and termination (subject to stockholder ratification, if applicable) of the work of the Company's outside auditors engaged, including resolution of disagreements between Company management and the auditor regarding financial reporting, for the purpose of preparing or issuing an audit report or performing other audit, review or attest services. The Company's outside auditors shall report directly to the Committee.

The Committee shall review and pre-approve: (i) auditing services (including those performed or purposes of providing comfort letters and statutory audits); and (ii) non-auditing services that exceed a de minimis standard established by the Committee, which are rendered to the Company by its outside auditors (including fees).

The Committee shall:

- (i) If required by any applicable law or rule of the Exchange (or such other exchange upon which the Company's securities are listed), request from the outside auditors, at least annually, a written report describing: (a) the outside auditors' internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review or peer review of the outside auditors, or by any inquiry or investigation by government or professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the outside auditors, and any steps taken to deal with any such issues;
-

- (ii) If required by applicable law or rule of the Exchange (or such other exchange upon which the Company's securities are listed), review and discuss with the outside auditors any relationships or services that may impact the objectivity and independence of the outside auditors; and
- (iii) Request from the outside auditors, at least annually, a written report describing all relationships between the outside auditors and the Company, including the matter covered by Independence Standards Board Standard Number 1 (to assess the outside auditors' independence).

After reviewing the foregoing reports and the outside auditors' work throughout the year, the Committee shall evaluate the outside auditor's qualifications, performance and independence. This evaluation shall include the review and evaluation of the lead partner (s) of the outside auditors. In making its evaluation, the Committee may take into account the opinions of management and the Company's internal auditors (or other personnel responsible for the internal audit function) and shall take appropriate action in response to the outside auditors' report and the opinions of those the Committee consults to satisfy itself of the outside auditors, independence and adequate performance.

The Committee should further consider whether, in order to assure the continuing independence of the outside auditors, there should be regular rotation of the lead audit partner (in addition to what may already be required by law or regulation).

The Committee shall establish hiring policies with respect to employees and former employees of the outside auditors.

The Committee shall review and discuss with management, the outside auditors and the internal auditors the performance and adequacy of the Company's internal audit function, including the internal auditors' responsibilities, budget, staffing, the Internal Audit Statement of Responsibilities and any proposed changes in the audit scope, plan or procedures from the prior period.

V. FINANCIAL REPORTING PROCESS AND FINANCIAL STATEMENTS

The committee shall meet regularly with management. The committee shall meet, at least annually, with the Company's outside auditors in a private session.

The Committee shall review and discuss with management and the outside auditors on a quarterly basis prior to filing quarterly or annual financial statements: (i) the audited financial statements to be included in the Company's Annual Report on Form 10-K (or the Annual Report to Stockholders if distributed prior to the filing of the Form 10-K); (ii) the quarterly financial statements to be included in Form 10-Q; (iii) the Company's disclosures in the "Management's Discussion and Analysis of Financial Condition and Results of Operation" contained therein; (iv) the Company's disclosure controls and procedures (including any significant internal control deficiencies or material weaknesses and any changes implemented in light of material control deficiencies or weaknesses); and (v) any fraud that involves management or other employees who have a significant role in the Company's internal controls.

In connection with the annual audit and the outside auditors review of the financial information included in the Company's Quarterly Reports on Form 10-Q, the Committee shall, prior to the filing of the Form 10-K or Form 10-Q, discuss with the outside auditors the results of their audit or review, and the matters required to be discussed by Statement on Auditing Standards No. 61 (SAS 61), as amended and/or supplemented. In addition, the Chairman or his designee shall, before the quarterly earnings press release are released, discuss with the outside auditors the results of their review of quarterly earnings press releases.

The Committee shall request from the Company's outside auditors and, where applicable, the Company's internal auditors, timely reports concerning:

- a) Major issues regarding accounting principles and financial statements presentations, including all critical accounting policies and practices and any changes in the selection or application of accounting principles;
- b) All significant financial reporting issues and judgments, including all critical accounting estimates and alternative treatments of financial information within generally accepted accounting principles that have been discussed with the management of the Company, the ramifications of the use of such alternative estimates or treatments and the estimate/treatment preferred by the auditors;
- c) The effect of regulatory or accounting initiatives, as well as off-balance sheet transactions, on the financial statements; and
- d) Any material written communication between the auditors and the management of the Company (such as any management letter or schedule of unadjusted differences).

The Committee shall review with the outside auditors and the internal auditors any audit problems or difficulties encountered (including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management) and management's response. The Committee shall be responsible for the resolution of disagreement among the Company's management, the outside auditors and the internal auditors regarding financial reporting.

The committee shall review with the internal auditor and the external auditor their annual audit plans and the degree of coordination of such plans.

Based on the above review and discussions, the Committee shall determine whether to recommend to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K.

The Committee shall prepare the report of the audit committee required by the rules of the SEC included in the Company's annual proxy statement.

The Committee shall periodically discuss with management the types of information to be disclosed and the types of presentation to be made in quarterly earnings press releases and with respect to financial information and earnings guidance provided to analysts and rating agencies or otherwise made public.

The Committee shall review and assess the adequacy of the Company's corporate governance policies and practices at least annually, and recommend any proposed changes to the Board.

VI. RISK MANAGEMENT

The Committee shall discuss with management, the internal auditors and the outside auditors the Company's policies with respect to risk assessment and risk management. This discussion should cover the Company's major financial risk exposures and the steps management has taken to monitor and control these exposures.

The Committee shall review the annual audit report regarding officers' expense accounts and perquisites and the results of any surveys of compliance with any business conduct policies of the Company.

VII. COMPLIANCE WITH LAWS, REGULATIONS AND ETHICS CODES

The Committee shall review with the Company's general counsel, the internal auditors and other appropriate parties, as applicable, legal matters that may have a material impact on the Company's financial statements, the Company's compliance policies and procedures and any material reports received from or communications with regulators or government agencies.

The Committee shall review and pre-approve any related party transactions and other matters pertaining to the integrity of management, including potential conflicts of interest, or adherence to standards of business conduct as required by the policies of the Company.

The Committee shall (i) review all requests for waivers of any code of conduct and ethics policies or procedures that the Company has adopted including requests from executive, operating or financial officers and management of the Company and from any other individuals that conduct business on the behalf of the Company or who are involved with the preparation of financial statements or in the assessment of the Company's internal disclosure controls over financial reporting, and (ii) promptly disclose any waivers that are required by regulation or Listing Standards to be disclosed publicly.

The Committee shall establish, oversee and regularly review the adequacy and performance of procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting control and/or auditing matters; and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

The Committee shall establish, monitor and maintain a Whistleblower Protection Policy for the Company that facilitates the reporting of suspected wrongdoings of the Company, and prohibits retaliatory action against employees who report suspected wrongdoings when they reasonably believe violations of laws, rules or regulations have occurred.

VIII. PERFORMANCE EVALUATION

The Committee shall review its own performance and reassess the adequacy of this Charter at least annually in such manner as it deems appropriate, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

IX. ACCESS TO ADVISORS

The Committee shall have the authority to engage and obtain advice and assistance from internal or external legal, accounting or other advisors, without having to seek board approval.

The Committee shall make determinations with respect to funding by the Company with respect to the payment of the Company's outside auditors and any other advisors retained by the Committee.

X. FUNDING

In addition to the funding permitted under Section 9 above, the Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board of Directors for payment of:

- a) Compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; and
- b) Ordinary administrative expenses of the Committee that is necessary or appropriate in carrying out its duties.

XI. STRUCTURE AND OPERATIONS

The Board shall designate one member of the Committee to act as its chairperson. The Committee shall meet in person or telephonically at least on a quarterly basis at such times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The chairperson, with input from the other members of the Committee shall set the agendas for Committee meetings; such agendas shall be distributed to the full Board. Two member of the Committee shall constitute a quorum; when more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee, and when only two members are present, the unanimous vote of the two members shall constitute the act of the Committee.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any person it deems appropriate in order for it to fulfill its responsibilities.

The Committee may form and delegate authority to subcommittees when appropriate. In particular, the Committee may also delegate to one or more of its members the authority to pre-approve audit and/or non-audit services, provided that the decisions of the any member (s) to whom pre-approval authority is delegated shall be presented to the Committee at the next Committee meeting.

The Committee shall maintain written minutes or other records of its meetings and shall give regular reports to the Board on these meetings, including the Committee's actions, conclusions and recommendations and such other matters as required by this Charter or as the Board may from time to time specify.

Except as expressly provided in this Charter, the Company's by-laws or the Company's business conduct policies, if any, or as required by law, regulation or the Listing Standards, the Committee shall set its own rules of procedure.

XII. COMPENSATION

No member of the Committee may receive, directly or indirectly, any compensation from the Company other than: (A) fees paid to directors for service on the Board (including customary perquisites and other benefits that all directors receive); (B) additional fees paid to directors for service on a committee of the Board (including the Committee) or as the chairperson of any committee; and (C) a pension or other deferred compensation for prior service that is not contingent on future service on the Board.

Board of Directors

Telephone Meeting February 2, 2009

Resolutions

Be it resolved, that the Board of Directors of Lucas Energy, Inc. ratify the creation of the Audit Committee created by resolution in a previous Board meeting and do make the following terms and conditions for the Audit Committee:

1. The Audit Committee shall consist of an odd number of members, all outside Directors, who shall be appointed by the Chairman of the Board of Directors.
2. The Chairman of the Board shall appoint one member as Chairman of the Audit Committee.
3. The Audit Committee members shall serve until they either resign from the Audit Committee, resign from the Board of Directors, or are replaced by the Chairman of the Board of Directors.
4. Additional compensation for serving on the Audit Committee shall be determined by the Board of Directors, upon recommendation of the Compensation Committee.

The Audit Committee shall be responsible for the following:

- A. Selection of the auditors for the Corporation.
- B. Approval of the contract terms of the auditors for the Corporation.
- C. Review and approval of the auditors' report and the audited financial of the Corporation.

The Chairman of the Audit Committee shall be responsible for the following:

- i. Convene the Audit Committee.
- ii. Communicate with the auditors.
- iii. Execute the contract with the auditors.

All previous actions of the Audit Committee, and all previous contracts with the auditors of the Corporation are hereby ratified by this resolution.

EX-14

EX-14 10 lei09kaex142.htm EXHIBIT 14.2

Exhibit 14.2 ? Whistleblower Protection Policy

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LUCAS ENERGY, INC.
WHISTLEBLOWER PROTECTION POLICY

I. INTRODUCTION

Lucas Energy, Inc. (the "Company") is committed to providing a workplace that is conducive to open discussion of its business practices. It is Company policy to comply with all applicable laws, including laws that protect employees against unlawful discrimination or retaliation by their employer as a result of their lawfully reporting of information regarding, or their participating in, investigations involving alleged corporate fraud or other alleged violations of federal or state laws by the Company, its officers and directors, or other Persons.

To promote compliance with all applicable laws, rules and regulations, the Board of Directors adopted its Code of Ethics (the "Code") that reiterates the standards of conduct and ethical behavior that the Company expects of its directors, officers, employees, contractors, consultants and agents (collectively, "Persons" and individually, a "Person"). The Board of Directors has adopted this Whistleblower Protection Policy (the "Policy") to emphasize its commitment to compliance with the highest ethical standards, and to adhere with rules and regulations promulgated pursuant to the Sarbanes-Oxley Act of 2002

II. WHISTLEBLOWER PROTECTION POLICY

Federal laws prohibit retaliatory action by public companies against their employees who take certain lawful actions when they suspect wrongdoing on the part of their employer. In furtherance of the Company's obligations under federal law, neither the Company nor any of its directors, officers, employees, contractors, consultants or agents, may discharge, demote, suspend, threaten, harass, or in any other manner discriminate against an employee because of any lawful act done by the employee to:

- a) Provide information to or otherwise assist in an investigation by a federal regulatory or law enforcement agency, any member of Congress or committee of Congress, or any person with supervisory authority over the employee (or such other person working for the Company who has the authority to investigate, discover or terminate an employee), where such information or investigation relates to any conduct that the employee reasonably believes constitutes a violation of federal mail fraud, wire fraud, bank fraud
-

or securities fraud laws, any SEC rule or regulation, or any other federal law relating to fraud against shareholders;
or

- b) File, testify, participate in, or otherwise assist in a proceeding relating to alleged violations of any of the federal fraud or securities laws described in (a) above.

III. COMPLIANCE PROCEDURES

A. Monitoring Compliance and Disciplinary Action

The Company's management, under the supervision of its Board of Directors or a committee thereof, or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee, shall take reasonable steps from time to time to; (i) monitor compliance with the Company's adopted Code of Ethics, including the establishment of monitoring systems that are reasonably designed to investigate and detect conduct in violation of the Code; and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, oral or written reprimands, warnings, counseling, probation or suspension with or without pay, demotions, reduction in salary, restitution, and termination of employment or service to the Company.

Management of the Company shall periodically report to the Board of Directors or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code of Ethics and the actions taken with respect to any such violation.

B. Reporting Illegal or Unethical Behavior

Persons are required to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. If any Person believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code of Ethics, he or she is obligated to bring the matter to the attention of the Company.

The best starting point for a Person seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her immediate supervisor. However, if the conduct in question involves his or her supervisor, if the Person has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the Person does not feel that he or she can discuss the matter with his or her immediate supervisor, the Person should raise the matter, confidentially, to the Board of Directors.

C. Submitting Concerns About Accounting, Internal Controls or Auditing Matters

The Company is committed to achieving compliance with all applicable laws and regulations, including those relating to accounting standards and audit practices. The Company's Audit Committee is responsible for overseeing treatment of complaints regarding these matters. In order to facilitate the reporting of suspected accounting and audit related violations by Persons, the Audit Committee has established the following procedures for the confidential and/or anonymous submission of concerns regarding questionable accounting and auditing matters.

If a Person is not sure if the matter he or she is concerned about relates to accounting or auditing matters, the Person should ask his or her immediate supervisor, or contact the Board of Directors and report such concerns in writing to the Audit Committee at the following address:

Lucas Energy, Inc.
Attn: Board of Directors ? Audit Committee
6800 West Loop South, Suite 415
Bellaire, Texas 77401

Any information submitted by a Person will be treated in a confidential manner, except to the extent necessary: (i) to conduct a complete and fair investigation; or (ii) for review of Company operations by the Company's Board of Directors, its Audit Committee or the Company's independent public accountants and the Company's counsel. However, if a Person wishes to remain anonymous, it is not necessary for the Person to give his or her name or position in any notification. Whether a Person identifies himself or herself or not, and in order that a proper investigation can be conducted, please give as much information as you can, sufficient to do a proper investigation, including where and when the incident occurred, names and titles of the individuals involved and as much other detail as you can provide.

D. Policy Against Retaliation

The Company will not permit any negative or adverse actions to be taken against any Persons who in good faith report a possible violation of the Code of Ethics, including any concerns regarding questionable accounting or auditing matters, even if the report is mistaken, or against any Person who assists in the investigation of a reported violation. Any act of alleged retaliation should be reported immediately and will be promptly investigated.

Retaliation in any form will not be tolerated by the Company. Disciplinary measures for any acts of retaliation may include, but are not limited to, oral or written reprimands, warnings, counseling, probation or suspension with or without pay, demotions, reduction in salary, restitution and termination of employment or service with the Company.

EX-14

EX-14 11 lei09kaex141.htm EXHIBIT 14.1

Exhibit 14.1 ? Code of Ethics

[lei09kaex141001.jpg]

LUCAS ENERGY, INC.

(Under Section 406 of the Sarbanes-Oxley Act of 2002)

This Code of Ethics is designed to promote honest and ethical conduct, full, fair, accurate, timely and understandable disclosure of financial information in the periodic reports of Lucas Energy, Inc. (the "Company"), and compliance with applicable laws, rules, and regulations.

APPLICABILITY OF THE CODE

This Code of Ethics (the "Code") applies to the Company's directors, officers, and operating management, and any other individuals that conduct business on the behalf of the Company, or that are involved in the preparation of financial statements or involved with the assessment of internal disclosure controls over financial reporting, including but not limited to any individuals who prepare or provide data for use in the Company financial statements or in its statutory filings with the Securities and Exchange Commission (?SEC?) or other regulatory bodies. The persons listed above are referred to as the "Covered Persons."

HONEST AND ETHICAL CONDUCT

In performing his or her duties, each of the Covered Persons will act in accordance with high standards of honest and ethical conduct including taking appropriate actions to permit and facilitate the ethical handling and resolution of actual or apparent conflicts of interest between personal and professional relationships.

In addition, each of the Covered Persons will promote high standards of honest and ethical conduct among employees who have responsibilities in the areas of accounting, audit, tax, and financial reporting and other employees throughout the Company.

FULL, FAIR, ACCURATE, TIMELY, AND UNDERSTANDABLE DISCLOSURE

In performing his or her duties, each of the Covered Persons will endeavor to promote, and will take appropriate action within his or her areas of responsibility to cause the Company to provide, full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with or submits to the Securities and Exchange Commission and in other public communications.

In performing his or her duties, each of the Covered Persons will, within his or her areas of responsibility, engage in, and seek to promote, full, fair and accurate disclosure of financial and other information to, and open and honest discussions with, the Company's outside auditors.

COMPLIANCE WITH APPLICABLE LAWS, RULES, AND REGULATIONS

In performing his or her duties, each of the Covered Persons will endeavor to comply, and take appropriate action within his or her areas of responsibility to cause the Company to comply, with applicable governmental laws, rules, and regulations and applicable rules and regulations of self-regulatory organizations.

Each of the Covered Persons will promptly provide the Company's general counsel or the Company's audit committee with information concerning conduct the Covered Person reasonably believes to constitute a material violation by the Company, or its directors or officers, of the securities laws, rules or regulations or other laws, rules, or regulations applicable to the Company.

REPORTING VIOLATIONS OF THE CODE

Each of the Covered Persons will promptly report any violation of this Code to the Company's general counsel or to the Company's audit committee, as applicable.

WAIVER AND AMENDMENT OF THE CODE

The Company's audit committee, as well as the Company's board of directors, will have the authority to approve a waiver from any provision of this Code. The Company will publicly disclose information concerning any waiver or an implicit waiver of this Code as required by applicable law. A waiver means the approval of a material departure from a provision of this Code. The Company will publicly disclose any substantive amendment of this Code as required by applicable law.

ACCOUNTABILITY FOR ADHERENCE TO THE CODE

The Company's audit committee will assess compliance with this Code, report violations of this Code to the Board of Directors, and, based upon the relevant facts and circumstances, recommend to the Board appropriate action. A violation of this Code may result in disciplinary action including termination of employment.