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

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended September 30, 2011

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from __________ to __________

Commission File Number 000-9519

REGENT TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Colorado	**84-0807913**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5646 Milton, Suite 722, Dallas, Texas 75206
(Address of principal executive offices)

855-744-7449
(Registrant's telephone number)

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 reports), and (2) has been subject to such filing requirements for the past 90 days.
YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ (Do not check if a smaller reporting company) 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 ☒

The number of outstanding shares of the issuer's only class of common stock as of November 9, 2011 was 22,360,233.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

REGENT TECHNOLOGIES, INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEET

	September 30, 2011 (Unaudited)	December 31, 2010
ASSETS		
CURRENT ASSETS:		
Cash in bank	$ 27,072	$ 24,790
Accounts receivable	7,156	2,046
Total current assets	34,228	26,836
PROPERTY AND EQUIPMENT (net of accumulated depletion and depreciation):		
Oil and natural gas properties, full cost accounting		
Unproved properties	3,080	3,080
Proved properties	107,142	82,020
Net profits production interest	5,695	5,695
Equipment and other fixed assets	1,127	1,388
Total property and equipment, net	117,044	92,183
Investment (Note 4)	509,992	575,992
TOTAL ASSETS	$ 661,264	$ 695,011
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 1,509	$ 4,247
Notes payable - related parties	60,922	43,700
Accrued interest payable	339	718
Total current liabilities	62,770	48,665
Note payable - related parties, less current portion	18,750	40,950
Asset retirement obligation	5,200	5,200
Total liabilities	86,720	94,815
COMMITMENTS AND CONTINGENCIES (Note 9)		
STOCKHOLDERS' EQUITY:		
Convertible preferred stock, $.10 par value, 1,000,000 shares authorized, 99,500 shares issued and outstanding, Regent Natural Resources Co.	9,950	9,950
Preferred stock, $.10 par value, 30,000,000 shares authorized, no shares issued and outstanding, Registrant	-	-
Common stock, $.01 par value, 100,000,000 shares authorized, 22,360,233 shares issued and outstanding	223,602	223,602
Paid-in capital in excess of par	3,629,141	3,629,141
Accumulated deficit (including $59,850 net income accumulated since reentering the development stage)	(3,288,149)	(3,262,497)
	574,544	600,196
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 661,264	$ 695,011

The accompanying notes are an integral part of the consolidated financial statements.

REGENT TECHNOLOGIES, INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010
AND FOR THE PERIOD JANUARY 1, 1999 THROUGH SEPTEMBER 30, 2011
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		Cumulative Since Re-enterimg Development Stage January 1,
	2011	2010	2011	2010	1999
Revenues	$ 5,130	$ -	$ 19,866	$ -	$ 21,912
Operating expenses:					
General and administrative	16,604	6,022	41,559	20,405	388,588
Depreciation expense	87	89	261	179	529
Operating loss	(11,561)	(6,111)	(21,954)	(20,584)	(367,205)
Other income and (expense):					
Net change in fair value measurement	-	-	-	(9,304)	262,760
Gain from extinguishment of debt	-	-	-	-	145,340
Gain from sale of investment	-	-	-	-	101,331
Stock grant expense	-	(1,200)	-	(3,394)	(41,700)
Interest, net	(1,128)	(63)	(3,698)	817	(40,676)
Total other income (expense)	(1,128)	(1,263)	(3,698)	(11,881)	427,055
Income (loss) before income taxes	(12,689)	(7,374)	(25,652)	(32,465)	59,850
Provisions for income taxes	-	-	-	-	-
Net income (loss)	$ (12,689)	$ (7,374)	$ (25,652)	$ (32,465)	$ 59,850
Net income (loss) per common share (basic and diluted)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	
Weighted average shares outstanding	22,360,233	10,951,955	22,360,233	9,321,817	

The accompanying notes are an integral part of the consolidated financial statements.

REGENT TECHNOLOGIES, INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011 and 2010
AND FOR THE PERIOD JANUARY 1, 1999 THROUGH SEPTEMBER 30, 2011
(Unaudited)

	For the Nine Months Ended September 30,		Cumulative Since Re-enterimg Development Stage January 1,
	2011	2010	1999
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	$ (25,652)	$ (32,465)	$ 59,850
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Depreciation	261	179	4,291
Net change in fair value measurement	-	9,304	(262,760)
Gain from extinguishment of debt	-	-	(145,340)
Gain from sale of investment	-	-	(101,331)
Note issued for settlement expenses	-	-	20,000
Common stock issued for services	-	3,394	46,700
Common stock issued in legal settlement	-	-	14,000
Decrease in settlements and note receivable	-	-	4,800
Decrease in other assets	-	-	1,967
Increase in allowance for uncollectible settlements	-	-	79,892
(Increase) decrease in accounts receivable	(5,110)	-	(7,156)
Increase (decrease) in accounts payable	(2,738)	(1,972)	32,839
Increase (decrease) in accrued interest payable	(379)	391	25,076
Net Cash Used In Operating Activities	(33,618)	(21,169)	(227,172)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Investment in affiliates	-	-	(350,000)
Capital expenditures for oil and gas interests	(25,122)	-	(35,122)
Capital expenditures for equipment	-	(1,785)	(1,656)
Proceeds from sale of investments	66,000	-	205,600
Net Cash Provided (Used) In Investing Activities	40,878	(1,785)	(181,178)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from note payable - related party	22,222	-	132,277
Proceeds from sale of preferred stock	-	25,000	427,500
Proceeds from note payable - stockholder	-	-	20,000
Repayments of notes payable - related party	(27,200)	(6,100)	(144,355)
Net Cash Provided (Used) In Financing Activities	(4,978)	18,900	435,422
Net Increase (Decrease) in Cash	2,282	(4,054)	27,072
Cash At Beginning Of Period	24,790	5,297	-
Cash At End of Period	$ 27,072	$ 1,243	$ 27,072

The accompanying notes are an integral part of the consolidated financial statements.

REGENT TECHNOLOGIES, INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011 and 2010
AND FOR THE PERIOD JANUARY 1, 1999 THROUGH SEPTEMBER 30, 2011 – (Continued)
(Unaudited)

SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES

Issuance of common stock upon conversion of notes payable	$	-	$	-	$	193,840
Common stock issued for oil and gas interests	$	-	$	-	$	135,000
Cancellation of note payable for oil and gas interests	$	-	$	-	$	(70,000)
Note payable as partial consideration for oil and gas interests	$	-	$	-	$	81,750
Oil and gas assets acquired	$	-	$	-	$	80,795
Asset retirement obligation	$	-	$	-	$	5,200
Note receivable as partial consideration for purchase of preferred stock	$	-	$	-	$	70,000
Repayment of note payable transferred directly to MacuCLEAR upon sale to GHI, Ltd.	$	-	$	-	$	(150,000)
Partial sale of MacuCLEAR holdings to GHI, Ltd.	$	-	$	-	$	148,500
Issuance of common stock upon MacuCLEAR sale to GHI, Ltd.	$	-	$	-	$	1,500
Common stock returned in failed consideration and debt settlement	$	-	$	-	$	510,960

The accompanying notes are an integral part of the consolidated financial statements.

REGENT TECHNOLOGIES, INC. AND SUBSIDIARY
(A DEVELOPMENT STAGE COMPANY)
NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Note 1. ORGANIZATION AND NATURE OF OPERATIONS

Regent Technologies, Inc. (the "Company" or "Regent"), formerly Regent Petroleum Corporation, was incorporated under the laws of the State of Colorado on January 18, 1980. During 1999, the Company's subsidiary companies were divested in the ordinary course of business and effective January 1, 1999, the Company had re-entered the development stage. Accordingly, all of the Company's operating results and cash flows reported in the accompanying consolidated financial statements from that date are considered to be those related to development stage activities and represent the 'cumulative from inception' amounts from its development stage activities reported pursuant to ASC No. 915, "Development Stage Activities" ("ASC 915") of the "Financial Accounting Standards Codification ("Codification" or "ASC") and the Hierarchy of Generally Accepted Accounting Principles."

During the third quarter of 2010, Regent restructured its management team and refocused its core business objectives and strategy. The Company's subsidiary was approved for a name change on September 30, 2010 to Regent Natural Resources Co. ("Regent NRCo"). We operate through two business divisions, the Energy Technology Division and the Natural Resources Division. Regent NRCo is a Texas based independent exploration and production company engaged in the acquisition and development of producing oil and natural gas properties.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

<u>Principles of Consolidation and Presentation</u>

The consolidated financial statements include the accounts of the Company and our wholly-owned subsidiary, Regent NRCo. All significant intercompany balances and transactions have been eliminated. Our financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of our financial statements requires management to make estimates and assumptions that affect the reported assets, liabilities, revenues and expenses. These estimates are based on information that is currently available to us and on various assumptions that we believe to be reasonable under the circumstances. Actual results could differ from those estimates under different assumptions and conditions. Unless otherwise specified or the context otherwise requires, all references in these notes to “Regent,” “we,” “us” or “our” are to Regent Technologies, Inc. and its subsidiary.

These unaudited consolidated financial statements reflect, in the opinion of our management, all adjustments, consisting only of normal and recurring adjustments, necessary to state fairly our financial position as of, and results of operations for, the periods presented. These financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all disclosures required for financial statements prepared in conformity with accounting principles generally accepted in the United States of America. Interim period results are not necessarily indicative of results of operations or cash flows for a full year.

<u>Dependence on Oil and Gas Prices</u>

As an independent oil and gas producer, our revenue, profitability and future rate of growth are substantially dependent on prevailing prices for oil and gas. Historically, the energy markets have been very volatile, and there can be no assurance that oil and gas prices will not be subject to wide fluctuations in the future. A substantial or extended decline in oil or gas prices could have a material adverse effect on our financial position, results of operations, cash flows and access to capital and on the quantities of oil and gas reserves that we can economically produce.

<u>Oil and Gas Properties</u>

We use the full cost method of accounting for our oil and gas producing activities. Under this method, all costs incurred in the acquisition, exploration and development of oil and gas properties, including salaries, benefits and other internal costs directly attributable to these activities, are capitalized into cost centers that are established on a property basis. Interest expense related to unproved properties is also capitalized into oil and gas properties. No interest expense has been capitalized through the current period because the amount is nominal.

Capitalized costs and estimated future development costs are amortized on a unit-of-production method based on proved reserves associated with the applicable cost center. For each cost center, the net capitalized costs of oil and gas properties are limited to the lower of the unamortized cost or the cost center ceiling. A particular cost center ceiling is equal to the sum of:

- the present value (10% per annum discount rate) of estimated future net revenues from proved reserves using oil and gas reserve estimation requirements, which require use of the unweighted average first-day-of-the-month commodity prices for the prior twelve months, adjusted for market differentials applicable to our reserves; plus
- the lower of cost or estimated fair value of properties not included in the costs being amortized, if any; less
- related income tax effects.

Proceeds from the sale of oil and gas properties are applied to reduce the costs in the applicable cost center unless the reduction would significantly alter the relationship between capitalized costs and proved reserves, in which case a gain or loss is recognized. If net capitalized costs of oil and gas properties exceed the cost center ceiling, we are subject to a ceiling test write down to the extent of such excess. If required, a ceiling test write down reduces earnings and stockholders' equity in the period of occurrence and, holding other factors constant, results in lower depreciation, depletion and amortization expense in future periods.

Other Accounting Policies

The remaining significant accounting policies of the Company are described in Note 2 to the 2010 consolidated financial statements of the 2010 Form 10-K. In management's opinion, the accounting policies and estimates presented in the 2010 Form 10-K have not changed and therefore the unaudited consolidated financial statements herein should be read in conjunction with the Company's audited report on Form 10-K for the period ended December 31, 2010, which was previously filed with the Securities and Exchange Commission.

New Accounting Pronouncements

In December 2010, the FASB issued ASU No. 2010-29, Business Combinations (Topic 805): Disclosure of Supplementary Pro Forma Information for Business Combinations. ASU No. 2010-29 amends ASC Topic 805 and reflects the decision reached in Emerging Issues Task Force ("EITF") Issue No. 10-G. The amendments in this ASU specify that if a public entity presents comparative financial statements, the entity should disclose revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. The amendments expand the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the pro forma revenue and earnings. ASU No. 2010-29 became effective prospectively for the Company with the reporting period beginning April 1, 2011. The adoption of this new guidance did not have a material impact on our financial statements for the current and prior periods.

In May 2011, the FASB issued additional guidance regarding fair value measurement and disclosure requirements. The most significant change will require, for Level 3 fair value measurements, to disclose quantitative information about unobservable inputs used, a description of the valuation processes used, and a qualitative discussion about the sensitivity of the measurements. The guidance is effective for interim and annual periods beginning on or after December 15, 2011. We do not expect adoption of the additional fair value measurement and disclosure requirements to have a material impact on our financial position or results of operations.

In June 2011, the FASB issued guidance impacting the presentation of comprehensive income. The guidance eliminates the current option to report components of other comprehensive income in the statement of changes in equity. The guidance is intended to provide a more consistent method of presenting non-owner transactions that affect an entity's equity. The guidance is effective for interim and annual periods beginning on or after December 15, 2011. We do not expect adoption of the comprehensive income presentation to have an impact on our financial position or results of operations.

There were other accounting standards and interpretations issued in 2010 and 2011, all of which have been determined to not be applicable or significant by management and are not expected to have a material impact on the financial position, operations or cash flows.

Note 3. GOING CONCERN UNCERTAINTIES

As of the date of this quarterly report, there is substantial doubt regarding our ability to continue as a going concern as we have not generated sufficient cash flow to fund our business operations and material commitments. Our future success and viability, therefore, are dependent upon our ability to generate capital financing. We are optimistic that we will be successful in our new business operations and capital raising efforts; however, there can be no assurance that we will be successful in generating revenue or raising additional capital. The failure to generate sufficient revenues or raise additional capital may have a material and adverse effect upon the Company and our shareholders.

These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

Note 4. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company has adopted ASC 820 which defines fair value and the framework for using fair value to measure assets and liabilities, and expands disclosures about fair value measurements. The statement applies whenever other statements require or permit assets or liabilities to be measured at fair value. ASC 820 established the following fair value hierarchy that prioritizes the inputs used to measure fair value:

- Level 1 -- Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date;

- Level 2 -- Quoted prices which are not active, or inputs that are observable (either directly or indirectly) for substantially the full term of the asset or liability; and

- Level 3 -- Significant unobservable inputs that reflect the Company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company is responsible for the valuation process and as part of this process may use data from outside sources in establishing fair value. The Company performs due diligence to understand the inputs used or how the data was calculated or derived. The Company corroborates the reasonableness of external inputs in the valuation process. Cash, accounts payable, and other current liabilities are carried at book value amounts which approximate fair value to the short-term maturity of these instruments.

We used the following fair value measurements for certain of our assets and liabilities during the current period and for the year ended December 31, 2010:

<u>Level 3 Classification: Investment - MacuCLEAR Preferred Stock</u>

As of this quarterly filing, the Company's subsidiary, Regent NRCo, held 117,628 shares of MacuCLEAR Preferred Stock, of which 95,858 shares are beneficially held for the holders of our subsidiary's Preferred Stock. During this quarter, the Company's subsidiary sold 5,500 shares of its holdings for $12.00 per share (see Note 8). Under the process defined for Level 3 assets, the Company has determined the fair value for the MacuCLEAR Preferred Stock to be $12.00 per share based on new sales of MacuCLEAR Series A-1 Preferred Stock for $12.00 per share during October 2010 and throughout 2011. The Series A-1 Preferred Stock has the same designations as the Series A Preferred Stock held by the Company. The Company's beneficial holdings have not been increased beyond the original cost of $2.595 per share.

The following tables present the fair value measurement of the holdings of MacuCLEAR Preferred Stock, beneficial and direct, as of September 30, 2011 and December 31, 2010:

	Fair Value Measurements Using		
September 30, 2011	**Level 1**	**Level 2**	**Level 3**
MacuCLEAR Preferred Stock at fair value	$ -	$ -	$ 509,992
December 31, 2010			
MacuCLEAR Preferred Stock at fair value	$ -	$ -	$ 575,992

Note 5. OIL AND GAS ASSETS

Property and Equipment

Property and equipment, net are comprised for the periods indicated as follows:

	September 30, 2011	December 31, 2010
Unproved Oil and Gas Properties (1)	$ 3,080	$ 3,080
Proved Oil and Gas Properties (1) (2) (3)	107,142	82,020
Net Profits Production Interest (1)	5,695	5,695
Furniture and Equipment	12,649	12,649
	128,566	103,444
Accumulated Depreciation, Depletion and Amortization	(11,522)	(11,261)
	$ 117,044	$ 92,183

(1) Because the oil and gas assets and the net profits interest were acquired from related parties (Note 8), the properties were recorded at the basis of the related parties in the amount of $85,595 as the capitalized costs.

(2) The full cost capitalized costs for 2011 were increased by $20,122 for the construction of an oil and gas flow line and the acquisition of well equipment related to the oil and gas interests acquired in 2010.

(3) The capitalized costs include $5,200 for asset retirement obligation.

Eastern Shelf Asset Acquisition

Effective April 5, 2011, Regent NRCo acquired a .17% overriding royalty interest in 153 acres in Coke County, Texas. In addition, Regent NRCo received a $2,000 payment, all as part of the agreement assigned to Regent NRCo in the acquisition executed with Signature Investor Group, LC, dated September 29, 2010, and incorporated herein by reference to the Company's Report on Form 10-K for the period ended December 31, 2010.

Asset Retirement Obligation

The Company accounts for asset retirement obligations based on the guidance of ASC 410 which addresses accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. ASC 410 requires that the fair value of a liability for a retirement obligation be recorded in the period in which it is incurred and the corresponding cost capitalized by increasing the carrying amount of the related long-lived asset. The liability is accreted to its then present value each period, and the capitalized cost is depreciated over the estimated useful life of the related asset. We have included estimated future costs of abandonment and dismantlement in our amortization base and amortize these costs as a component of our depreciation, depletion, and accretion expense. There was no change to the Company's asset retirement obligation for the current period because the amount is nominal.

Note 6. NOTES PAYABLE

Beginning in 2005, the Company has borrowed various amounts for general corporate purposes under promissory notes to NR Partners (see Note 8). During the current quarterly period, the Company repaid principal of $8,170 plus interest and borrowed an additional $5,000. The outstanding amount of $5,000 owed to NR Partners bears interest at the rate of 5% per

annum and is due upon demand. In addition, the Company's subsidiary owes $20,122 to the operator of our oil and gas interests for capital expenditures. This amount is recorded under notes payable to a related party and bears no interest.

In connection with the net profits production interest acquisition in December 2010, the Company's subsidiary executed a promissory note for $81,750 (see Note 8). The interest rate on the note is 7% per annum plus principal payments of $3,400 per month beginning February 2011. The promissory note is secured by the oil and gas interest conveyed and is current at the date of this report.

Note 7. SHAREHOLDERS EQUITY

Common and Preferred Stock

The Company's capital structure is complex and consists of preferred stock and a general class of common stock. The Company is authorized to issue 130,000,000 shares of stock, of which 30,000,000 have been designated as preferred shares with a par value per share of $.10, and 100,000,000 have been designated as common shares with a par value per share of $.01. As of the date of this filing, there is no preferred stock outstanding and there are 22,360,233 shares of common stock outstanding.

Holders of Regent's common stock are entitled to one vote for each share on all matters submitted to a stockholder vote. Holders of common stock do not have cumulative voting rights. Therefore, holders of a majority of the shares of common stock voting for the election of directors can elect all of the directors. Holders of the Regent's common stock representing a majority of the voting power of Regent's capital stock issued, outstanding and entitled to vote, represented in person or by proxy, are necessary to constitute a quorum at any meeting of stockholders. A vote by the holders of a majority of Regent's outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to Regent's articles of incorporation.

Holders of Regent's common stock are entitled to share in all dividends that the board of directors, in its discretion, declares from legally available funds. In the event of liquidation, dissolution or winding up, each outstanding share entitles its holder to participate pro rata in all assets that remain after payment of liabilities and after providing for each class of stock, if any, having preference over the common stock. Regent's common stock has no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to Regent's common stock.

Stock Options

No options, warrants or similar rights are outstanding as of this report date.

Subsidiary Preferred Stock

On April 18, 2007, our subsidiary accepted purchase agreements in a total amount of $150,000 received from four purchasers of a private offering of shares of Series A Convertible Preferred Stock at $5.00 per share. The stock was sold under a private placement offering to sell $50,000 units convertible into 10,000 shares of common stock of the subsidiary plus 4,800 shares of common stock of MacuCLEAR common stock. Including the initial sales, our subsidiary has accepted purchase agreements from investors for $497,500. If all of the unconverted shares of the Series A Preferred Stock were to be converted to common stock of the subsidiary, the Company's ownership of the subsidiary would be diluted to approximately 90%.

Note 8. RELATED PARTY TRANSACTIONS

NR Partners, a partnership comprised of the CEO and director David L. Ramsour as partners have loaned various amounts under promissory notes to the Company since 2005 (see Note 6). Also, pursuant to an acquisition in December 2010, a note payable was executed with SIG Partners, LC, a company controlled by the CEO (see Note 6).

Under the 2010 acquisition, the seller, Signature Investor Group, LC, dba SIG Partners, LC, is the operator of the oil and gas interests acquired. Also, the Company has incurred $26,122 for flow line and equipment costs related to the oil and gas interests acquired of which amount $20,122 was recorded as a payable to the operator for the current period (see Note 5).

During July 2011, Regent NRCo completed two sales of its direct holdings of MacuCLEAR common stock at $12 per share. The sale of 2,500 shares was made to a qualified fund controlled by the spouse of the CEO. The sale of 3,000 shares was made to an unrelated third party. The share price for each sale was based on sales of comparable securities by MacuCLEAR to new investors.

Note 9. COMMITMENTS AND CONTINGENCIES

There were no changes to our commitments and contingencies for the three and nine month periods ended September 30, 2011.

<u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>

The following discussion is intended to assist in understanding our results of operations and our financial condition. This item should be read in conjunction with management's discussion and analysis contained in our Annual Report on Form 10-K for the year ended December 31, 2010 filed with the Securities and Exchange Commission ("SEC") on March 31, 2011. Our consolidated financial statements and the accompanying notes included elsewhere in this Quarterly Report on Form 10-Q contain additional information that should be referred to when reviewing this material.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Form 10-Q and other reports filed by Regent Technologies, Inc. ("Regent") from time to time with the Securities and Exchange Commission (collectively the "Filings") contain or may contain forward looking statements and information that is based upon beliefs of, and information currently available to, Regent's management as well as estimates and assumptions made by Regent's management. The Private Securities Litigation Reform Act of 1995 (the "Act") provides a safe harbor for forward-looking statements made by or on behalf of the Company. The Company and its representatives may from time to time make written or oral statements that are "forward-looking," including statements contained in this report and other filings with the Securities and Exchange Commission, reports to the Company's shareholders and news releases. All statements that express expectations, estimates, forecasts or projections are forward-looking statements within the meaning of the Act. In addition, other written or oral statements, which constitute forward-looking statements, may be made by or on behalf of the Company. Words such as "expects", anticipates", "intends", "plans", "believes", "seeks", "estimates", "projects", "forecasts", "may", "should", variations of such words and similar expressions are intended to identify such forward-looking statements.

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

Management cautions that these forward-looking statements are subject to many risks and uncertainties that could cause our actual results to differ materially from projections in such forward-looking statements. The risks, uncertainties and other important factors that may cause our results to differ materially from those projected in such forward-looking statements are detailed under the "Risk Factors". We undertake no obligation to update a forward-looking statement to reflect subsequent events, changed circumstances, or the occurrence of unanticipated events which included, among others, the following:

- difficult and adverse conditions in the domestic and global economies;
- changes in domestic and global demand for oil and natural gas;
- volatility in the prices we receive for our oil and natural gas;

- the effects of government regulation, permitting and other legalities;
- future developments with respect to the reserves on our properties;
- uncertainties about the estimates of our oil and natural gas reserves;
- our ability to increase our production through development;
- drilling and operating risks;
- the availability of equipment, such as drilling rigs and pipelines;
- changes in our drilling plans, related budgets and liquidity;
- other factors discussed under "Risk Factors" in Item 1A of the Company's Form 10-K filed with the SEC for the period ended December 31, 2010.

Other unknown or unpredictable factors may cause actual results to differ materially from those projected by the forward-looking statements. Unless otherwise required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. We urge readers to review and consider disclosures we make in this and other reports. See in particular our reports on Forms 10-K, 10-Q and 8-K subsequently filed from time to time with the SEC.

In this Form 10-Q, references to "we," "our," "us," the "Company," or "Regent" refer to Regent Technologies, Inc., a Colorado corporation, and Regent's wholly owned subsidiary, Regent Natural Resources Co., a Texas corporation, is referred to as "Regent NRCo."

General and Business Overview

Regent Technologies, Inc., a Colorado corporation, is listed on the Pink Sheets under the symbol "REGT". We are an energy technology-focused company and we have rights to proprietary technologies which we believe provide us an advantage in the industry. Our business strategy is to exploit these advantages and generate long-term value for our shareholders and partners. We operate through two business divisions: Energy Technology Division and Natural Resources Division. Our Mission is to accomplish our business strategy while maintaining the highest standards of integrity and professionalism wherever we operate and promoting responsible energy now and in the future. Our Vision is to employ new technologies to maximize the production of petroleum resources in an efficient and environmentally safe manner.

Our revenues, profitability and future growth depend on our ability to find, develop and acquire oil and gas reserves that are economically recoverable. The preparation of our financial statements in conformity with generally accepted accounting principles requires us to make estimates and assumptions that affect our reported results of operations and the amount of our reported assets, liabilities and proved oil and gas reserves. We use the full cost method of accounting for our oil and gas activities.

Oil and Gas Strategy

Our long term oil and gas development strategy is to increase profit margins and concentrate on obtaining producing properties with low cost operations and with the potential for long-lived production. We also focus on the acquisition of royalties in areas with exploration and development potential.

Reserves. There are numerous uncertainties inherent in estimating quantities of proved oil and gas reserves and estimates of reserve quantities and values must be viewed as being subject to significant change as more data about the properties become available. The independent engineering firm RCM Engineering, Inc. of Dallas, Texas ("RCM"), has estimated our oil and gas reserves and the present value of future net revenues there from as of December 31, 2010. Those estimates were determined based on prices and costs as of or for the twelve month period ended December 31, 2010. The following table sets forth our estimated proved reserves based on the new SEC rules as defined in Rule 4.10(a) of Regulation S-X and Item 1200 of Regulation S-K. Please read "Item 1A. Risk Factors -- Our estimates are based on assumptions that may turn out to be inaccurate. Any significant inaccuracies in these reserve estimates or underlying assumptions may materially affect the quantities and present value of our reserves". You should also read the notes following consolidated financial statements for the year ended December 31, 2010 in conjunction with the reserve estimates.

Category	Net Reserves (SEC Prices at 12/31/10)				
	Oil	**NGL**	**Gas**		**PV-10**
	(Bbls)	(Bbls)	(Mcf)		($m)
Proved developed--Producing	4,235	-	-	$	135.1
Proved developed--Non-producing	4,630	-	-		58.5
Proved undeveloped	61,530	-	-		1,840.8
Total Proved (1)(2)	70,395	-	-	$	2,034.4

(1) The estimates of reserves in the table above conform to the guidelines of the SEC. These calculations were prepared using standard geological and engineering methods generally accepted by the petroleum industry. The reserve information shown is estimated. The certainty of any reserve estimate is a function of the quality of available geological, geophysical, engineering and economic data, and the precision of the engineering and geological interpretation and judgment. The estimates of reserves, future cash flows and present value are based on various assumptions, and are inherently imprecise. Although we believe these estimates are reasonable, actual future production, cash flows, taxes, development expenditures, operating expenses and quantities of recoverable oil and natural gas reserves may vary substantially from these estimates.

(2) The dollar amount is the present value, discounted at 10% per annum of the estimated future cash flows before income tax of our estimated proved reserves. The estimated future cash flows above were determined by using the reserve quantities of proved reserves and the periods in which they are expected to be developed and produced based on prevailing economic conditions. The estimated future production is priced based on the 12-month unweighted arithmetic average of the first-day-of-the-month price for the period from January through December 2010, using $71.58 per bbl as adjusted by lease for transportation fees and regional price differentials from a benchmark price of $71.70 per bbl. Management believes that the presentation of the non-GAAP financial measure of PV-10 provides useful information to investors because it is widely used by professional analysts and sophisticated investors in evaluating oil and gas companies.

Please read "Item 1A. Risk Factors — The Company's estimated reserves are based on many assumptions that may turn out to be inaccurate. Any significant inaccuracies in these reserve estimates or underlying assumptions may materially affect the quantities and present value of our reserves" and please read the notes following the consolidated financial statements for the year ended December 31, 2010 in conjunction with the reserve estimates, both incorporated herein from the Registrant's Form 10-K for the period ended December 31, 2010.

Production. Pursuant to the Regent NRCo oil and gas property acquisitions from SIG Partners, LC ("SIG") during the third and fourth quarters of 2010, we acquired 3 leases which cover 66 gross acres. We also acquired a50% net profits interest which is the source of our oil and gas revenues for the current period and year-to-date. We are pursuing an additional 1,075 acres in Hill, Limestone and Van Zandt Counties with plans to drill 5 wells during 2012. We are currently testing the Austin Chalk formation in the wellbore on the 16 acre lease acquired. If the well is not capable of commercial profitability, we plan to deepen the well and test the Woodbine formation. Both formations are productive within the area and the well acquired has produced 16,000 barrels of oil from the Austin Chalk. Regent NRCo has a 100% working interest and a 75% net revenue interest in the lease. The operator of the lease and the operator of the net profits interest acquired by Regent NRCo on an adjacent lease is SIG (see Note 8 herein, Notes to Interim Consolidated Financial Statements).

Effective April 5, 2011, Regent NRCo acquired a .17% overriding royalty interest in 153 acres in Coke County, Texas. The initial well on the acreage was drilled during the second quarter to 6,800 feet and was successful in finding oil in the Strawn sandstone and Strawn reef formations. The gross oil and gas potential of the lease is 500,000 barrels of oil and 1.5 billion cubic feet of gas assuming a recovery factor based on nearby fields. The well is being tested at the date of this report.

We are continuing to review projects in which we may participate. The cost of such projects would be funded through borrowings and, if appropriate, sales of common or preferred stock of the Company or our subsidiary or partial sales of our investment in MacuCLEAR Preferred Stock.

Financing and Liquidity

Regent has funded operations through short-term borrowings and equity investment sales in order to meet obligations. Our future operations are dependent upon external funding and our ability to increase revenues and reduce expenses. There is no assurance that sufficient funding will be available from additional related party borrowings and private placements to meet our business objectives including anticipated cash needs for working capital.

Crude oil and natural gas prices have fluctuated significantly in recent years. The effect of declining prices on the oil business can be significant. Lower product prices will reduce our cash flow from operations and diminish the present value of our oil and gas reserves. Lower product prices also offer less incentive to assume the development risks that are inherent in our business. The volatility of the energy markets makes it extremely difficult to predict future oil and natural gas price movements with any certainty. The average oil price received in 2011 for the production under our net profits interest agreement has ranged from a high in April of $100.90 to a low in August of $79.97.

During the current quarterly period, the Company generated new cash of $66,000 from the sale of 5,500 shares of its direct stock holdings in MacuCLEAR, Inc. We continue to hold 21,770 shares as an investment which can be sold as needed. We had net cash provided from investing activities of $40,878 after using $25,122 for capital expenditures for oil and gas capital expenditures. This compares to net cash used of $1,785 for the nine months ended September 30, 2010. We improved our net loss to $25,652 for the nine months ended September 30, 2010 compared to a loss of $32,465 for the same period in 2010. This improvement was due to the new oil and gas revenues. As of September 30, 2011, the Company had total assets of $661,264 and total liabilities of $86,720, of which $54,550 is a promissory note for the 2010 net profits interest acquisition. We believe that cash flow from operations and funds available from financing will be sufficient to provide needed liquidity through this fiscal year.

The Company is not performing any product research and development at this time and it is not expected to incur significant changes in the number of employees.

Results of Operations

Revenues. The Company had oil and gas revenues for the quarterly and nine month periods ended September 30, 2011 of $5,130 and $19,866, respectively, compared to no revenues for the same periods ended September 30, 2010. The improvement was due to the Company's new initiative in oil and gas property acquisitions and development.

Operating Expenses. General and administrative expenses were $41,559 for the nine months ended September 30, 2011 compared to $20,405 for the nine months ended September 30, 2010. The increase in administrative expenses was primarily the result of higher accounting expense, costs for directors' and officers' liability insurance, and the engagement of an acquisition consultant. Net loss from operations for the nine month periods ended September 30, 2011 and 2010 was $25,652 and $32,465, respectively. This improvement was due to the increase in revenues of $19,866 for the nine months ended September 30, 2011.

Interest expense was $3,698 for the nine months ended September 30, 2010 compared to interest expense of $391 and net interest income of $817 during the nine months ended September 30, 2010. The increase in interest expense is due to new short term borrowings and the note payable related to the 2010 net profits interest acquisition. The depreciation expense for the period was $261 compared to $179 for the same period in 2010.

Off-Balance Sheet Arrangements

As of the date of this report, we do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. The term "off-balance sheet arrangement" generally means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with us is a party, under which we have: (i) any obligation arising under a guarantee contract, derivative instrument or variable interest; or (ii) a retained or contingent interest in assets transferred to such entity or similar arrangement that serves as credit, liquidity or market risk support for such assets.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in market risk from the information provided in our Annual Report on Form 10-K as of December 31, 2010.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures to ensure that the information we must disclose in our filings with the SEC is recorded, processed, summarized and reported on a timely basis. At the end of the period covered by this report, our principal executive and principal financial officers reviewed and evaluated the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rules 13a-15(e) and 15d-15(e). Based on such evaluation, such officers concluded that, as of the current period, our disclosure controls and procedures were effective to ensure that information we are required to disclose in the reports that we file under the Act is disclosed within the time periods specified in the rules and forms of the SEC and are effective to ensure that information required to be disclosed by us is accumulated and communicated to them to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

No changes in the Company's system of internal control over financial reporting occurred during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The Company is not aware of any pending claims or assessments, that may have a material adverse impact on Regent's financial position or operations.

Item 1A. Risk Factors.

The discussion in Part I, "Item 1A. Risk Factors." in the Company's 2010 Form 10-K, of the risk factors which could materially affect the Company's business, or future results, should be carefully considered. The risks described in the Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that currently are deemed to be immaterial also may materially adversely affect the Company's business, financial condition or operating results.

Item 2. Changes in Securities

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Removed and Reserved

Item 5. Other Information.

None.

Item 6. Exhibits

The exhibits listed below are filed herewith.

Exhibit Number	Description of Exhibit
31.1	Certification of C.E.O. and Principal Accounting Officer Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934
32.1	Certification of C.E.O. and Principal Accounting Officer Pursuant to 18 U.S.C. Section 1350
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
011.PRE*	XBRL Taxonomy Extension Presentation Linkbase

* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

SIGNATURE

In accordance with the requirements of the Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

REGENT TECHNOLOGIES, INC.

(Registrant)

Dated: November 9, 2011

By: **/s/ DAVID A. NELSON**

David A. Nelson
Chief Executive Officer
(Principal Executive Officer and Principal Financial and Accounting Officer)