

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 65757 / November 16, 2011**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14627**

**In the Matter of**  
  
**THE REGENCY GROUP, LLC,**  
  
**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 15(b) OF**  
**THE SECURITIES EXCHANGE ACT**  
**OF 1934, MAKING FINDINGS, AND**  
**IMPOSING REMEDIAL SANCTIONS**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against The Regency Group, LLC (“Respondent”).

**II.**

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over it and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934, Making Findings, and Imposing Remedial Sanctions (“Order”), as set forth below.

**III.**

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Respondent is a Colorado limited liability company formed in 2002 and headquartered in Denver, Colorado. From at least 2004 through 2007, Respondent acted as a dealer, but failed to register as such with the Commission.

2. On October 31, 2011, an order was entered by consent against Respondent, permanently enjoining it from future violations of Exchange Act Sections 10(b), 15(a), 13(d), and 16(a); Exchange Act Rules 10b-5, 13d-1(a), 13d-2(a), and 16a-3; and Sections 17(a) and 5 of the Securities Act of 1933, in the civil action entitled Securities and Exchange Commission v. The Regency Group, LLC, et al., Civil Action Number 09-cv-00497, in the United States District Court for the District of Colorado.

3. The Commission's complaint alleged that Respondent acted as an underwriter in the unregistered distribution of shares in Xpention Genetics, Inc. ("Xpention") and HS3 Technologies, Inc. ("HS3"). The complaint also alleged that Respondent acted as an unregistered dealer by selling Xpention and HS3 shares to investors -- from an acquired inventory of shares -- for its own account and to raise funds for its clients Xpention and HS3, as part of its regular business. The complaint further alleged that, as part of its regular business, Respondent solicited investors to buy such shares, handled their money, and directed the transfer of shares to them.

#### IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in Respondent's Offer.

Accordingly, it is hereby ORDERED pursuant to Section 15(b)(6) of the Exchange Act that Respondent be, and hereby is:

barred from association with any broker or dealer.

Any reapplication for association by the Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondent, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order;

(c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

By the Commission.

Elizabeth M. Murphy  
Secretary