

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SECURITIES EXCHANGE ACT OF 1934  
Release No. 57151/January 15, 2008

ADMINISTRATIVE PROCEEDING  
File No. 3-12901

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In the Matter of	:	
	:	ORDER MAKING FINDINGS AND
	:	REVOKING REGISTRATION BY
ROANOKE TECHNOLOGY CORP.	:	DEFAULT
	:	
	:	

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**SUMMARY**

This Order revokes the registration of registered securities of Respondent Roanoke Technology Corp. (Respondent or Roanoke) in this proceeding. The revocation is based on Respondent's repeated failure to file required periodic reports with the Securities and Exchange Commission (Commission).

**I. BACKGROUND**

The Commission initiated this proceeding on December 6, 2007, with an Order Instituting Proceedings (OIP), pursuant to Section 12(j) of the Securities Exchange Act of 1934 (Exchange Act). The OIP alleges that Respondent is a corporation with a class of equity securities registered with the Commission pursuant to Section 12(g) of the Exchange Act and that it has failed to file required annual and quarterly reports with the Commission for more than two years. Respondent was served with the OIP by December 18, 2007, in accordance with 17 C.F.R. § 201.141(a)(2)(ii).<sup>1</sup> To date, Respondent has not filed an Answer to the OIP, due ten days after service. See OIP at 3; 17 C.F.R. § 201.220(b). Thus, Respondent has failed to answer or otherwise to defend the proceeding within the meaning of 17 C.F.R. § 201.155(a)(2). Accordingly, Respondent is in default, and the undersigned finds that the allegations in the OIP are true. See OIP at 3; 17 C.F.R. §§ 201.155(a), .220(f). Official notice has been taken of the Commission's public official records concerning Respondent, pursuant to 17 C.F.R. § 201.323.

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<sup>1</sup> Respondent was served with the OIP by USPS Express Mail delivery or attempted delivery at "the most recent address shown on [its] most recent filing with the Commission." 17 C.F.R. § 201.141(a)(2)(ii).

## II. FINDINGS OF FACT

Roanoke is a Florida corporation headquartered in Rocky Mount, North Carolina, with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). The stock was quoted on the Over-the-Counter Bulletin Board, but was delisted on March 21, 2006, because Roanoke was delinquent in its filings. Roanoke's common stock (symbol RNKE) is currently quoted on the Pink Sheets. Roanoke filed its last Form 10-K for the year ended October 31, 2004, on February 23, 2005. Since then, Roanoke has filed only two Forms 10-Q for the quarters ended April 30, 2005, and July 31, 2005, and no Forms 10-K.

## III. CONCLUSIONS OF LAW

By failing to file required annual and quarterly reports, Respondent violated Exchange Act Section 13(a) and Rules 13a-1 and 13a-13.

## IV. SANCTION

Revocation of the registration of the stock of Respondent will serve the public interest and the protection of investors, pursuant to Section 12(j) of the Exchange Act. Revocation will help ensure that the corporate shell is not later put to an illicit use involving publicly traded securities manipulated to the detriment of market participants. Further, revocation accords with Commission sanction considerations set forth in Gateway Int'l Holdings, Inc., 88 SEC Docket 430, 438-39 (May 31, 2006) (citing Steadman v. SEC, 603 F.2d 1126, 1139-40 (5th Cir. 1979)), and with the sanctions imposed in similar cases in which corporations violated Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 by failing to file required annual and quarterly reports. See Eagletech Commc'ns, Inc., 88 SEC Docket 1225 (July 5, 2006); Neurotech Dev. Corp., 84 SEC Docket 3938 (A.L.J. Mar. 1, 2005); Hamilton Bancorp, Inc., 79 SEC Docket 2680 (A.L.J. Feb. 24, 2003); WSF Corp., 77 SEC Docket 1831 (A.L.J. May 8, 2002). Respondent's violations were recurrent, egregious, and deprived the investing public of current and accurate financial information on which to make informed decisions.

Failure to file periodic reports violates a crucial provision of the Exchange Act. The purpose of the periodic reporting requirements is to publicly disclose current, accurate financial information about an issuer so that investors may make informed decisions:

The reporting requirements of the Securities Exchange Act of 1934 is the primary tool which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities. Congress has extended the reporting requirements even to companies which are "relatively unknown and insubstantial."

SEC v. Beisinger Indus. Corp., 552 F.2d 15, 18 (1st Cir. 1977) (quoting legislative history); accord e-Smart Techs., Inc., 83 SEC Docket 3586, 3590 (Oct. 12, 2004). The Commission has warned that "many publicly traded companies that fail to file on a timely basis are 'shell companies' and, as such, attractive vehicles for fraudulent stock manipulation schemes." e-Smart Techs., Inc., 83 SEC Docket at 3590-91 n.14.

## **V. ORDER**

IT IS ORDERED that, pursuant to Section 12(j) of the Securities Exchange Act of 1934, 15 U.S.C. § 78l(j), the REGISTRATION of the registered securities of Roanoke Technology Corp. IS REVOKED.

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Carol Fox Foelak  
Administrative Law Judge