

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**December 6, 2007**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-12901**

**In the Matter of**

**ROANOKE  
TECHNOLOGY, CORP.**

**Respondent.**

**ORDER INSTITUTING  
ADMINISTRATIVE PROCEEDINGS AND  
NOTICE OF HEARING PURSUANT TO  
SECTION 12(j) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**I.**

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate and for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**RESPONDENT**

1. Roanoke Technology, Corp. (“Roanoke”) is a Florida corporation headquartered in Rocky Mount, North Carolina, with a class of equity securities registered with the Commission pursuant to Section 12(g) of the Exchange Act. 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.<sup>1</sup>

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<sup>1</sup> On December 21, 2005, the Commission filed a civil injunctive action against Roanoke and others for their participation in a fraudulent S-8 scheme, and charged Roanoke with antifraud, registration, and reporting violations of the federal securities laws. Roanoke consented to all non-monetary relief sought in the complaint without admitting or denying the allegations of the complaint, and the court entered a final judgment of permanent injunction on September 27, 2006 and dismissed all monetary claims against Roanoke.

## DELINQUENT FILINGS

2. Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers with classes of securities registered pursuant to Section 12 of the Exchange Act to file with the Commission current and accurate information in periodic reports. Specifically, Rule 13a-1 requires issuers to file annual reports (Forms 10-K or 10-KSB), and Rule 13a-13 requires issuers to file quarterly reports (Forms 10-Q or 10-QSB).

3. 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 Form 10-Qs for the quarters ended April 30, 2005 and July 31, 2005 and no Form 10-Ks.

4. The following periodic filings are delinquent.

Form	Period Ended	Due on or about
10-Q	01/31/05	03/17/05
10-K	10/31/05	01/29/06
10-Q	01/31/06	03/17/06
10-Q	04/30/06	06/14/06
10-Q	07/31/06	09/14/06
10-K	10/31/06	01/29/07
10-Q	01/31/07	03/19/07
10-Q	04/30/07	06/14/07
10-Q	07/31/07	09/14/07

5. As a result of the conduct described above, Roanoke has failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder.

### **III.**

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors to institute public administrative proceedings to determine:

A. Whether the allegations set forth in Section II are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities of the Respondent registered pursuant to Section 12 of the Exchange Act.

#### IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice [17 C.F.R. § 201.220].

If Respondent fails to file the directed Answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310].

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice [17 C.F.R. § 201.360(a)(2)].

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Nancy M. Morris  
Secretary