

Uniform Application for Investment Adviser Registration

OMB APPROVAL	
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Name of Investment Adviser: Roanoke Asset Management Corp.				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code Telephone Number
Harborside Fin Plaza 5 Suite 1640	Jersey City	NJ	07311	(212) 682-7580

This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any governmental authority.

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

1. A. Advisory Services and Fees. (check the applicable boxes)		For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)	
Applicant:			
<input type="checkbox"/>	(1) Provides investment supervisory services	_____	%
<input checked="" type="checkbox"/>	(2) Manages investment advisory accounts not involving investment supervisory services	100	%
<input type="checkbox"/>	(3) Furnishes investment advice through consultations not included in either service described above	_____	%
<input type="checkbox"/>	(4) Issues periodicals about securities by subscription	_____	%
<input type="checkbox"/>	(5) Issues special reports about securities not included in any service described above	_____	%
<input type="checkbox"/>	(6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities	_____	%
<input type="checkbox"/>	(7) On more than an occasional basis, furnishes advice to clients on matters not involving securities	_____	%
<input type="checkbox"/>	(8) Provides a timing service	_____	%
<input type="checkbox"/>	(9) Furnishes advice about securities in any manner not described above	_____	%
(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)			
B. Does applicant call any of the services it checked above financial planning or some similar term?			Yes No <input type="checkbox"/> <input checked="" type="checkbox"/>
C. Applicant offers investment advisory services for: (check all that apply)			
<input checked="" type="checkbox"/>	(1) A percentage of assets under management	<input type="checkbox"/>	(4) Subscription fees
<input type="checkbox"/>	(2) Hourly charges	<input type="checkbox"/>	(5) Commissions
<input type="checkbox"/>	(3) Fixed fees (not including subscription fees)	<input type="checkbox"/>	(6) Other
D. For each checked box in A above, describe on Schedule F:			
<ul style="list-style-type: none"> the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee applicant's basic fee schedule, how fees are charged and whether its fees are negotiable when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date 			
2. Types of Clients — Applicant generally provides investment advice to: (check those that apply)			
<input checked="" type="checkbox"/>	A. Individuals	<input checked="" type="checkbox"/>	E. Trusts, estates, or charitable organizations
<input type="checkbox"/>	B. Banks or thrift institutions	<input checked="" type="checkbox"/>	F. Corporations or business entities other than those listed above
<input checked="" type="checkbox"/>	C. Investment companies	<input type="checkbox"/>	G. Other (describe on Schedule F)
<input checked="" type="checkbox"/>	D. Pension and profit sharing plans		

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant: Roanoke Asset Management Corp.	SEC File Number: 801- 13857	Date: 2/25/2009
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3. Types of Investments. Applicant offers advice on the following: (check those that apply)	
<div><div>A. Equity securities</div><div><div><input checked="" type="checkbox"/> (1) exchange-listed securities</div><div><input checked="" type="checkbox"/> (2) securities traded over-the-counter</div><div><input checked="" type="checkbox"/> (3) foreign issuers</div></div><div><input type="checkbox"/> B. Warrants</div><div><input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper)</div><div><input type="checkbox"/> D. Commercial paper</div><div><input type="checkbox"/> E. Certificates of deposit</div><div><input checked="" type="checkbox"/> F. Municipal securities</div><div><div>G. Investment company securities:</div><div><div><input type="checkbox"/> (1) variable life insurance</div><div><input type="checkbox"/> (2) variable annuities</div><div><input type="checkbox"/> (3) mutual fund shares</div></div></div></div>	<div><div><input checked="" type="checkbox"/> H. United States government securities</div><div><div>I. Options contracts on:</div><div><div><input checked="" type="checkbox"/> (1) securities</div><div><input type="checkbox"/> (2) commodities</div></div></div><div><div>J. Futures contracts on:</div><div><div><input type="checkbox"/> (1) tangibles</div><div><input type="checkbox"/> (2) intangibles</div></div></div><div><div>K. Interests in partnerships investing in:</div><div><div><input type="checkbox"/> (1) real estate</div><div><input type="checkbox"/> (2) oil and gas interests</div><div><input checked="" type="checkbox"/> (3) other (explain on Schedule F)</div></div></div><div><input type="checkbox"/> L. Other (explain on Schedule F)</div></div>

4. Methods of Analysis, Sources of Information, and Investment Strategies.	
A. Applicant's security analysis methods include: (check those that apply)	
<div><div>(1) <input type="checkbox"/> Charting</div><div>(2) <input checked="" type="checkbox"/> Fundamental</div><div>(3) <input type="checkbox"/> Technical</div></div>	<div><div>(4) <input type="checkbox"/> Cyclical</div><div>(5) <input type="checkbox"/> Other (explain on Schedule F)</div></div>
B. The main sources of information applicant uses include: (check those that apply)	
<div><div>(1) <input checked="" type="checkbox"/> Financial newspapers and magazines</div><div>(2) <input checked="" type="checkbox"/> Inspections of corporate activities</div><div>(3) <input checked="" type="checkbox"/> Research materials prepared by others</div><div>(4) <input checked="" type="checkbox"/> Corporate rating services</div></div>	<div><div>(5) <input type="checkbox"/> Timing services</div><div>(6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission</div><div>(7) <input checked="" type="checkbox"/> Company press releases</div><div>(8) <input type="checkbox"/> Other (explain on Schedule F)</div></div>
C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)	
<div><div>(1) <input checked="" type="checkbox"/> Long term purchases (securities held at least a year)</div><div>(2) <input checked="" type="checkbox"/> Short term purchases (securities sold within a year)</div><div>(3) <input checked="" type="checkbox"/> Trading (securities sold within 30 days)</div><div>(4) <input checked="" type="checkbox"/> Short sales</div></div>	<div><div>(5) <input checked="" type="checkbox"/> Margin transactions</div><div>(6) <input checked="" type="checkbox"/> Option writing, including covered options, uncovered options, or spreading strategies</div><div>(7) <input type="checkbox"/> Other (explain on Schedule F)</div></div>

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes ☒ No ☐

(If yes, describe these standards on Schedule F.)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? Yes ☒ No ☐

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? Yes No
☒ ☐

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

The Portfolio Managers of Roanoke Asset Management are responsible for the management of all relationships. Portfolio management is continuous. Client reporting is done on a quarterly basis or more frequently depending on a client's needs.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Formal valuation reports are presented to clients on a quarterly basis. Valuation reports include all assets under management by Roanoke Asset Management with market values as of the reporting date.

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|--|-------------------------------------|--------------------------|
| | Yes | No |
| (1) securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (3) broker or dealer to be used? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| (4) commission rates paid? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients? Yes No
☒ ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | |
|---|--|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes No
<input checked="" type="checkbox"/> <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes No
<input checked="" type="checkbox"/> <input type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- | | |
|--|--|
| Has applicant provided a Schedule G balance sheet? | Yes No
<input type="checkbox"/> <input checked="" type="checkbox"/> |
|--|--|

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:
Roanoke Asset Management Corp.

IRS Empl. Ident. No.:
13-2932679

Item of Form (identify)	Answer								
1.C (1)	<p>Roanoke Asset Management Corp. provides continuous management of client assets including stocks, bonds and cash reserves. This is performed primarily on a discretionary basis.</p> <p>Fees are charged quarterly in advance and are currently based on a percentage of market value of the assets under management as follows; under certain circumstances these fees are negotiable.</p> <p>1.00% - On the first \$15 Million 0.875% - On the next \$15 Million 0.75% - On the next \$15 Million 0.625% - On the next \$25 Million 0.50% - On the Balance</p> <p>Assets under management on which the above fees are charged include assets invested in money market funds where a management fee is assessed as an expense by the investment advisor to the money market fund.</p> <p>All contracts are terminable on 30 days notice in which case the fee charged will be prorated to the termination date.</p>								
1.D.	<p>The following table indicates the names and sponsors of the wrap fee programs in which Roanoke participates, together with the fee schedule under which Roanoke is compensated by each such sponsor for services provided to such wrap sponsor's fee programs clients.</p> <table><thead><tr><th>Sponsor</th><th>Name of Program</th><th>Account Minimum</th><th>Fee Schedule</th></tr></thead><tbody><tr><td>Lockwood Financial Services Inc.</td><td>MAL/MAC</td><td>\$75,000</td><td>.60% on accounts from \$75,000 to \$250,000 and .55% on accounts in excess of \$250,000</td></tr></tbody></table>	Sponsor	Name of Program	Account Minimum	Fee Schedule	Lockwood Financial Services Inc.	MAL/MAC	\$75,000	.60% on accounts from \$75,000 to \$250,000 and .55% on accounts in excess of \$250,000
Sponsor	Name of Program	Account Minimum	Fee Schedule						
Lockwood Financial Services Inc.	MAL/MAC	\$75,000	.60% on accounts from \$75,000 to \$250,000 and .55% on accounts in excess of \$250,000						
2.	<p>Roanoke Asset Management Corp. serves as the investment adviser to the Roanoke Small-Cap Growth Fund. Roanoke does not provide investment advice to any other investment company.</p>								
3. K.	<p>A related person of Roanoke Asset Management Corp. serves as a General Partner to Roanoke Partners, L.P., a securities investment limited partnership that invests in small capitalization growth stocks. The Limited Partnership is an aggressive capital gains oriented vehicle that engages in short sales and leverage.</p>								
4. C.	<p>Roanoke Partners, L.P. will engage in short sales and the use of leverage when deemed appropriate. Roanoke Asset Management Corp. does not engage in margin use or short sales transactions for separately managed accounts.</p>								
5.	<p>At a minimum, all professionals must have completed their undergraduate education in addition to long term experience in the financial area, particularly security analysis and portfolio management.</p>								
6.	<p>Edwin G. Vroom 1945 New York University - BS Finance Roanoke Asset Management - Portfolio Manager (1978 - Present)</p> <p>Adele S. Weisman 1946 Arcadia University - BA English New York University's Stern School of Business - MBA Finance Roanoke Asset Management - Portfolio Manager (1981-Present)</p>								
8. C. (1)									
8. D.	<p>Roanoke's principals are the general partners of the general partner of Roanoke Partners, L.P., a limited partnership that invests primarily in small capitalization growth stocks.</p>								
9. E.	<p>Portfolio Managers of the Firm may invest in securities recommended to clients. Portfolio Managers are required to maintain records of all transactions, which are regularly reviewed by other Portfolio Managers.</p>								
10.	<p>The minimum investment is \$1,000,000 for individually managed accounts. The minimum investment for wrap fee program accounts varies by sponsor and is disclosed in 1.D. These minimum investments are subject to negotiation on a</p>								

Complete amended pages in full, circle amended items and file with execution page (page 1).

PAGE 1

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

Full name of applicant exactly as stated in Item 1A of Part I of Form ADV: Roanoke Asset Management Corp.		IRS Empl. Ident. No.: 13-2932679
Item of Form (identify)	Answer	
12. A&B.	<p>case by case basis.</p> <p>Roanoke occasionally purchases securities sold to the public in initial public offerings ("IPOs") for clients. Usually, the amount of securities purchased in an IPO is not sufficient to allocate the securities among all of Roanoke's clients for whom the security would otherwise be suitable; as a result, Roanoke makes allocation decisions with respect to IPO securities on a case by case basis, based on the particular circumstances involved and the needs and objectives of its clients, including consideration of the size of the client's account and the meaningfulness of the IPO shares to the client's portfolio. Roanoke may be faced with conflicts of interest in making these allocation decisions among clients.</p> <p>Roanoke attempts to execute transactions for its clients at the lowest cost and best possible price. One attempt at accomplishing this is referred to as "bunching". Bunching simply means that Roanoke will purchase or sell shares in a specific security for a group of clients as if it were one transaction. This results in lower per share commissions and sometimes a more favorable execution price. Roanoke looks at a number of factors when determining whether commissions are reasonable.</p> <p>Commissions are negotiated based on the size of the transaction, as well as the difficulty of the execution. All negotiations are done in the context of generally established industry norms. Obviously, if a client directs brokerage, Roanoke cannot negotiate the typical discounts from established rates and will be unable to bunch that client's orders with others.</p> <p>The Commission rates negotiated for clients whose accounts are custodied at U. S. Trust Company are expected to be comparable to the commission rates of Roanoke's institutional clients, except in circumstances where the transaction size for individual accounts not traded as part of a block transaction is so small that a higher per-share commission or a ticket charge may be imposed by the executing broker.</p> <p>Roanoke allocates a part small of its brokerage commissions to pay for CheckFree Investment Services (formerly known as Security APL) valuation services, Reuters and FactSet research services. CheckFree Investment Services provides Roanoke with daily valuation as well as performance measurement of client portfolios. Both Reuters and FactSet provide Roanoke with online access to Wall Street research reports and daily updates and other investment statistics. Please see 13A for further details.</p> <p>These services benefit all clients. When directing brokerage for these services, Roanoke uses transactions in listed securities for payment for services where the market impact of the transaction and the effect on commission rates is deemed to be minimal.</p> <p>When authorized by a client, Roanoke votes proxies relating to equity securities in the client's account. Roanoke has adopted proxy voting policies and procedures which it believes are reasonably designed to insure that it votes client securities in the best interest of clients. Clients may obtain information about how Roanoke voted with respect to their securities by making a request for such information to Roanoke's Chief Operating Officer. In addition, any client may request a copy of Roanoke's proxy voting policies and procedures.</p>	
13. A.	<p>Certain of the services Roanoke receives from CheckFree Investment Services, and Reuters research services may be deemed to constitute non-research service, to the extent that the service provides client billing capability and performance data used for marketing purposes. Roanoke bears the expense of these non-research services.</p>	