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SEC
Mail Processing
Section

FORM D

JUN 23 2008

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Washington, DC
200

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Hankersen International Corp. 2008 Offering A

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE

Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

Enter the information requested about the issuer



08051192

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Hankersen International Corp.

Address of Executive Offices (Number and Street, City, State, Zip Code)
1st Floor, A Tower of Chuang Xin
 Information Building
 No. 72 Second Keji Road, Hi Tech Zone
 Xi'an CHINA

Telephone Number (Including Area Code)
(0086) 29-8845 3409

Brief Description of Business
Development, manufacture and marketing of cork wood floor, wall and decorating materials.

PROCESSED

JUN 26 2008

THOMSON REUTERS *A*

Type of Business Organization
 corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 01 Year 08 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;
 CN for Canada; FN for other foreign jurisdiction) DE

GENERAL INSTRUCTIONS

General:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes hereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need to be filed with the SEC.
Filing Fee: There is no federal filing fee.
Note: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

1. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Fangshe Zhang

Business or Residence Address (Number and Street, City, State, Zip Code)

3rd Floor, A Tower of Chuang Xin, Information Building, No. 72 Second Keji Road, Hi Tech Zone, Xi'An CHINA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Pengcheng Chen

Business or Residence Address (Number and Street, City, State, Zip Code)

3rd Floor, A Tower of Chuang Xin, Information Building, No. 72 Second Keji Road, Hi Tech Zone, Xi'An CHINA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Yi Tong

Business or Residence Address (Number and Street, City, State, Zip Code)

3rd Floor, A Tower of Chuang Xin, Information Building, No. 72 Second Keji Road, Hi Tech Zone, Xi'An CHINA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Yi Zhang

Business or Residence Address (Number and Street, City, State, Zip Code)

3rd Floor, A Tower of Chuang Xin, Information Building, No. 72 Second Keji Road, Hi Tech Zone, Xi'An CHINA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Pingjun Zhang

Business or Residence Address (Number and Street, City, State, Zip Code)

3rd Floor, A Tower of Chuang Xin, Information Building, No. 72 Second Keji Road, Hi Tech Zone, Xi'An CHINA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Genshe Bai

Business or Residence Address (Number and Street, City, State, Zip Code)

3rd Floor, A Tower of Chuang Xin, Information Building, No. 72 Second Keji Road, Hi Tech Zone, Xi'An CHINA

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Shengli Liu

Business or Residence Address (Number and Street, City, State, Zip Code)

3rd Floor, A Tower of Chuang Xin, Information Building, No. 72 Second Keji Road, Hi Tech Zone, Xi'An CHINA

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 0.00
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Brill Securities, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

152 West 57th Street, New York, NY 10019

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	<input checked="" type="checkbox"/> IA
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify <u>Convertible Promissory Notes & Warrants</u>)	\$ 700,000.00	\$ 700,000.00
Total	\$ 700,000.00	\$ 700,000.00

Answer also in Appendix, Column 3, if filing under ULOE.

Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	4	\$ 700,000.00
Non-accredited Investors	0	\$ 0.00
Total (for filings under Rule 504 only)	4	\$ 700,000.00

Answer also in Appendix, Column 4, if filing under ULOE.

If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ 0.00

a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees	<input type="checkbox"/>	\$ _____
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 63,000.00
Other Expenses (identify) <u>Due Diligence and Investment Documentation (including legal expenses)</u>	<input type="checkbox"/>	\$ 42,000.00
Total	<input type="checkbox"/>	\$ 105,000.00

EXPENSES, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the amount of total expenses and total proceeds in respect to the offering.

016,399
100

See by reference to Part C — Question 1
This difference is the "adjusted gross

\$ 595,000.00

5. Indicate below the amount of the proceeds to be used or proposed to be used for each of the purposes shown. If the amount is not known, check the box to the left of the column, and provide an estimate.

to be used or proposed to be used for each of the purposes shown. If the amount is not known, check the box to the left of the column, and provide an estimate.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase of real estate	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Purchase, rental, and equipment	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Construction or leasing of plant, building, and facilities	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Acquisition of other businesses (including offering that may be used in exchange of issuer pursuant to Rule 133)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of debt	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Working capital	<input type="checkbox"/> \$	<input type="checkbox"/> \$ 595,000.00
Other (See 101)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Total	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 595,000.00
Total Payments to Officers, Directors, & Affiliates	<input type="checkbox"/> \$	<input type="checkbox"/> \$ 595,000.00

GENERAL SIGNATURE

The issuer has filed this notice with the U.S. Securities and Exchange Commission, upon written request of its staff, in accordance with paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Hankerson Investment Corp.	Date 6-18-08
Name of Signer (Print or Type) Pongcheng Chan	Signature (Print or Type) Pongcheng Chan

ATTENTION! Intentionally false statements are prohibited by Federal criminal violations. (See 18 U.S.C. 1001.)

STATE OF CALIFORNIA

1. Is any part of the offering in the CFI? Yes No
2. The undersigned issuer hereby undertakes to file a notice on Form D (17 CFR 239.501) in each state in which this notice is filed and understands that the issuer claiming the availability of this exemption bears the burden of proof to show that the conditions have been satisfied.
3. The undersigned issuer represents that the offering is similar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) and understands that the issuer claiming the availability of this exemption bears the burden of proof to show that the conditions have been satisfied.

The issuer has read this notice and hereby certifies that the undersigned is a duly authorized person.

Issuer (Print or Type)	Date
Hankerson International Corp.	6-18-08
Name (Print or Type)	
Pongcheng Chan	

Instructions: Print the name and title of the signing representative. The signature must be manually signed. Any electronic signatures are not acceptable for the state portion of this form. One copy of every notice on Form D must be manually signed. Any electronic signatures are not acceptable for the state portion of this form. One copy of every notice on Form D must be manually signed or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID		x	Convertible Notes & Warrants	1	\$100,000.00	0	\$0.00		x
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY		<input checked="" type="checkbox"/>	Convertible Notes & Warrants	1	\$250,000.00	0	\$0.00		<input checked="" type="checkbox"/>
NC									
ND									
OH		<input checked="" type="checkbox"/>	Convertible Notes & Warrants	1	\$250,000.00	0	\$0.00		<input checked="" type="checkbox"/>
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>
PR	<input type="checkbox"/>	<input type="checkbox"/>						<input type="checkbox"/>	<input type="checkbox"/>

END