

A. Basic Identification Data

2. 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)

Mondrian Investment Group (US), Inc. (General Partner)

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

1105 North Market Street, Suite 1118, Wilmington, Delaware 19801

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

Full Name (Last name first, if individual)

Ross, Paul (President, Chief Executive Officer and Director of the General Partner)

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

1105 North Market Street, Suite 1118, Wilmington, Delaware 19801

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

Full Name (Last name first, if individual)

Karolyi, Patricia (Executive Vice President and Director of the General Partner)

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

1105 North Market Street, Suite 1118, Wilmington, Delaware 19801

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

Full Name (Last name first, if individual)

Menegakis, Jason (Vice President – Legal Counsel and Chief Compliance Officer of the General Partner)

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

1105 North Market Street, Suite 1118, Wilmington, Delaware 19801

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

Full Name (Last name first, if individual)

Wolko, Suzanne (Treasurer of the General Partner)

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

1105 North Market Street, Suite 1118, Wilmington, Delaware 19801

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

Full Name (Last name first, if individual)

Hill, Heather (Secretary of the General Partner)

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

1105 North Market Street, Suite 1118, Wilmington, Delaware 19801

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

Full Name (Last name first, if individual)

Stampone, Jackie (Assistant Vice President of the General Partner)

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

1105 North Market Street, Suite 1118, Wilmington, Delaware 19801

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

Full Name (Last name first, if individual)

Langan, William K. (Assistant Secretary and Director of the General Partner)

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

1105 North Market Street, Suite 1118, Wilmington, Delaware 19801

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

Full Name (Last name first, if individual)

Gillmore, Clive (Director of the General Partner)

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

1105 North Market Street, Suite 1118, Wilmington, Delaware 19801

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

FORM D

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
[] [X]
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? **\$1,000,000***
- *Smaller subscriptions may be permitted by the General Partner in its sole discretion.**
3. Does the offering permit joint ownership of a single unit? Yes No
[X] []
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. None

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)

| | | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|-------------------------------------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] | <input type="checkbox"/> All States |
| [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)

| | | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|-------------------------------------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] | <input type="checkbox"/> All States |
| [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)

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

(Check "All States" or check individual States)

| | | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|-------------------------------------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] | <input type="checkbox"/> All States |
| [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)

| | | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|-------------------------------------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] | <input type="checkbox"/> All States |
| [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

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if 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..... | \$0 | \$0 |
| Equity..... | \$0 | \$0 |
| <input type="checkbox"/> Common <input type="checkbox"/> Preferred | | |
| Convertible Securities (including warrants)..... | \$0 | \$0 |
| Partnership Interests..... | \$1,500,000,000 | \$1,460,196,888 |
| Other (Specify _____)..... | \$0 | \$0 |
| Total..... | \$1,500,000,000 | \$1,460,196,888 |

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

2. 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 of Investors | Aggregate Dollar Amount of Purchases |
|--|---------------------|--------------------------------------|
| Accredited Investors..... | 65 | \$1,460,196,888 |
| Non-accredited Investors..... | 0 | \$0 |
| Total (for filings under Rule 504 only)..... | 0 | \$0 |

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

3. 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..... | _____ | \$0 |
| Regulation A..... | _____ | \$0 |
| Rule 504..... | _____ | \$0 |
| Total..... | _____ | \$0 |

4. 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 issuer. 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"/> | \$0.00 |
| Printing and Engraving Costs..... | <input type="checkbox"/> | \$0.00 |
| Legal Fees..... | <input type="checkbox"/> | \$0.00 |
| Accounting Fees..... | <input type="checkbox"/> | \$0.00 |
| Engineering Fees..... | <input type="checkbox"/> | \$0.00 |
| Sales Commissions (specify finders' fees separately)..... | <input type="checkbox"/> | \$0.00 |
| Other Expenses (identify)..... | <input type="checkbox"/> | \$0.00 |
| Total..... | <input type="checkbox"/> | \$0.00 |

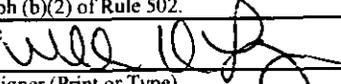
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer"..... \$1,500,000,000.00
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

| | Payments to Officers, Directors & Affiliates | Payments to Others |
|---|---|--|
| Salaries and fees..... | <input checked="" type="checkbox"/> \$0.00 | <input checked="" type="checkbox"/> \$0.00 |
| Purchase of real estate..... | <input checked="" type="checkbox"/> \$0.00 | <input checked="" type="checkbox"/> \$0.00 |
| Purchase, rental or leasing and installation of machinery and equipment..... | <input checked="" type="checkbox"/> \$0.00 | <input checked="" type="checkbox"/> \$0.00 |
| Construction or leasing of plant buildings and facilities..... | <input checked="" type="checkbox"/> \$0.00 | <input checked="" type="checkbox"/> \$0.00 |
| Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)..... | <input checked="" type="checkbox"/> \$0.00 | <input checked="" type="checkbox"/> \$0.00 |
| Repayment of indebtedness..... | <input checked="" type="checkbox"/> \$0.00 | <input checked="" type="checkbox"/> \$0.00 |
| Working capital..... | <input checked="" type="checkbox"/> \$0.00 | <input checked="" type="checkbox"/> \$0.00 |
| Other (Specify): Investments | <input checked="" type="checkbox"/> \$0.00 | <input checked="" type="checkbox"/> \$100% |
| Other (Specify):..... | <input checked="" type="checkbox"/> \$0.00 | <input checked="" type="checkbox"/> \$0.00 |
| Column Totals..... | <input checked="" type="checkbox"/> \$0.00 | <input checked="" type="checkbox"/> \$100% |
| Total Payments Listed (column totals added)..... | <input checked="" type="checkbox"/> \$1,500,000,000 | |

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

| | | |
|--|---|------------------|
| Issuer (Print or Type) Mondrian Emerging Markets Equity Fund, L.P. | Signature  | Date 11/12/07 |
| Name of Signer (Print or Type) William K. Langan | Title of Signer (Print or Type) Assistant Secretary of Mondrian Investment Group (US), Inc., the General Partner of the Issuer | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (Sec 18 U.S.C. 1001.)