
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)

Research Affiliates Management, LLC

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

155 N. Lake Avenue, Suite 900, Pasadena, CA 91101

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

Full Name (Last name first, if individual)

Arnott, Robert D.

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

155 N. Lake Avenue, Suite 900, Pasadena, CA 91101

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

Full Name (Last name first, if individual)

Nesbit, Janine

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

155 N. Lake Avenue, Suite 900, Pasadena, CA 91101

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

(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? \$2,000,000*

*may be waived

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)

Self-issued

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]

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, NO. 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 column 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.....	\$5,000,000,000	\$494,432,948.18
Other (Specify:)		
Total.....	\$5,000,000,000	\$494,432,948.18

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	75	\$494,432,948.18
Non-accredited Investors.....	0	\$0
Total (for filing under Rule 504 only).....	N/A	N/A

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.....	N/A	N/A
Regulation A.....	N/A	N/A
Rule 504.....	N/A	N/A
Total.....	N/A	N/A

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
Printing and Engraving Costs.....	<input type="checkbox"/>	\$0
Legal Fees.....	<input checked="" type="checkbox"/>	\$30,000
Accounting Fees.....	<input checked="" type="checkbox"/>	\$10,000
Engineering Fees.....	<input type="checkbox"/>	\$0
Sales Commissions (Specify finder's fees separately).....	<input type="checkbox"/>	\$0
Other Expenses (identify):	<input type="checkbox"/>	\$0
Total.....	<input checked="" type="checkbox"/>	\$40,000

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."

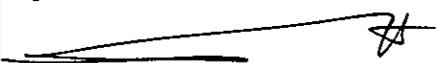
\$4,999,960,000.00

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 type="checkbox"/>	<input type="checkbox"/> \$0
Purchase of real estate.....	<input type="checkbox"/>	<input type="checkbox"/> \$0
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	<input type="checkbox"/> \$0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	<input type="checkbox"/> \$0
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 type="checkbox"/>	<input type="checkbox"/> \$0
Repayment of indebtedness.....	<input type="checkbox"/>	<input type="checkbox"/> \$0
Working Capital.....	<input type="checkbox"/>	<input checked="" type="checkbox"/> \$4,999,960,000.00
Other (specify):	<input type="checkbox"/>	<input type="checkbox"/> \$0
Column Totals.....	<input type="checkbox"/>	<input checked="" type="checkbox"/> \$4,999,960,000.00
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> <u>\$ 4,999,960,000.00</u>

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) Research Affiliates® Fundamental Index®, L.P.	Signature 	Date March 3, 2008
Name of Signer (Print or Type) Janine Nesbit	Title of Signer (Print or Type) Managing Director, Administration, Chief Legal & Compliance Officer of Research Affiliates Management, LLC, its General Partner	

ATTENTION

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

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 Nonaccredited Investors	Amount	Yes	No
AL									
AK									
AZ		X	\$5,000,000,000 limited partnership interests	1	\$20,000,000	0	0		X
AR									
CA		X	\$5,000,000,000 limited partnership interests	12	\$77,914,893.99	0	0		X
CO		X	\$5,000,000,000 limited partnership interests	1	\$1,500,000	0	0		X
CT		X	\$5,000,000,000 limited partnership interests	2	5,500,000	0	0		X
DE									
DC		X	\$5,000,000,000 limited partnership interests	2	7,000,000				
FL		X	\$5,000,000,000 limited partnership interests	2	1,600,000				
GA									
HI									
ID									
IL		X	\$5,000,000,000 limited partnership interests	3	\$6,140,000	0	0		X
IN									
IA									
KS									
KY		X	\$5,000,000,000 limited partnership interests	1	\$1,800,000	0	0		X
LA									

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)	Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Disqualification under State ULOE (If yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No							
MA		X	\$5,000,000,000 limited partnership interests	2	\$2,140,000	0	0		X
ME									
MD		X	\$5,000,000,000 limited partnership interests	1	\$12,000,000	0	0		X
MI		X	\$5,000,000,000 limited partnership interests	1	3,000,000	0	0		X
MN									
MS									
MO									
MT									
NE									
NV		X	\$5,000,000,000 limited partnership interests	5	\$8,775,000	0	0		X
NH									
NJ									
NM									
NY		X	\$5,000,000,000 limited partnership interests	5	\$9,300,000	0	0		X
NC									
ND									
OH									
OK									
OR									
PA		X	\$5,000,000,000 limited partnership interests	3	\$22,500,000	0	0		X
RI									
SC									

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 Nonaccredited Investors	Amount	Yes
SD		X	\$5,000,000,000 limited partnership interests	2	\$100,315,299.35	0	0		X
TN		X	\$5,000,000,000 limited partnership interests	1	\$10,000,000	0	0		X
TX		X	\$5,000,000,000 limited partnership interests	30	\$82,337,674.82	0	0		X
UT		X	\$5,000,000,000 limited partnership interests	1	\$1,000,000	0	0		X
VT		X	\$5,000,000,000 limited partnership interests	1	\$7,000,000	0	0		X
VA									
WA		X	\$5,000,000,000 limited partnership interests	2	\$82,000,000	0	0		X
WV									
WI									
WY									
FN		X	\$5,000,000,000 limited partnership interests	2	\$35,400,000	0	0		X

END