

Press Release

ROLLOVER OF MRF 2004 PARTNERSHIP ASSETS

Middlefield Mutual Funds Limited (the “Mutual Fund”) announced today that, in connection with the planned dissolution of **MRF 2004 Resource Limited Partnership** (“MRF 2004” or the “Partnership”, cusip: 553470105), it is proposing to transfer all of the assets of MRF 2004 to the Growth Class of Middlefield Mutual Funds Limited in exchange for mutual fund shares having the same aggregate net asset value as that of the Partnership. The record date for the transfer is February 20, 2006. Appropriate elections under applicable income tax legislation will be made to effect the transfer on a tax-deferred basis.

It is currently intended that MRF 2004 will be dissolved on or about April 5, 2006. Investors will then be able to redeem their Growth Class shares, retain them for longer-term growth or switch tax-free into any of the other Mutual Fund classes. Remaining invested in the Mutual Fund avoids incurring the capital gains tax liability that arises upon redemption of the Mutual Fund shares.

There are nine asset classes within the Mutual Fund, providing significant flexibility to suit numerous investment objectives including safety of capital, income and growth. The Classes currently offered are Short-Term Income, Income Plus, Income and Growth, Canadian Balanced, Index Income, Growth, Resource, Equity Index and U.S. Equity.

Investors should consult their advisors to determine the strategy that is most suitable for them for the achievement of their own personal needs and objectives.

The proposed transfer provides the partners of the Partnership with liquidity and the ability to diversify their investments by participating in a large, multi-class mutual fund. The Mutual Fund shareholders benefit from the cost savings arising from the allocation of expenses to a larger number of shares.

For further information visit our website at www.middlefield.com or contact the undersigned:

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