

Press Release

ROLLOVER OF PARTNERSHIP ASSETS

Middlefield Mutual Funds Limited in conjunction with **MRF 2002 II Limited Partnership** (the “Partnership”), announced today that, in connection with the planned dissolution of the Partnership, they are proposing to transfer all of the assets of the Partnership to the Growth Class of Middlefield Mutual Funds Limited in exchange for mutual fund shares having the same aggregate net asset value as the aggregate net asset value of the Partnership. Appropriate elections under applicable income tax legislation will be made to effect the transfers on a tax-deferred basis.

The transfer is conditional upon (i) approval being obtained from the partners of the Partnership at a meeting called for that purpose and (ii) the receipt of all necessary regulatory approvals. It is currently intended that, if all necessary approvals are obtained, the transfer of assets to the Growth Class of Middlefield Mutual Funds Limited will occur on or about December 15, 2004 and the subsequent dissolution of the Partnership shall occur on or about January 31, 2005.

The proposed transfer benefits both the partners of the Partnership and the shareholders of the Growth Class by enabling them to participate in a larger, more diversified and liquid mutual fund.

A further benefit is that shares of the Growth Class of Middlefield Mutual Funds Limited are exchangeable on a tax-free basis into other Middlefield mutual funds. Investors may switch into other types of funds and continue to defer capital gains taxes until they actually redeem their mutual fund shares. Other funds currently offered are Income Plus Class, Equity Index Class, U.S. Equity Class, Canadian Balanced Class, Index Income Class, Resource Class, Short-Term Income Class, and Income and Growth Class.

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

Nancy Tham
Vice President
(416) 847-5349

October 21, 2004