



MIDDLEFIELD RESOURCE FUNDS



MIDDLEFIELD MUTUAL FUNDS

Press Release

ROLLOVER OF MRF 2006 II RESOURCE LIMITED PARTNERSHIP ASSETS

Middlefield Mutual Funds Limited (the “Mutual Fund”) announced today that, in connection with the planned dissolution of **MRF 2006 II Resource Limited Partnership** (“MRF 2006 II” or the “Partnership”, cusip: 553478108), it is proposing to transfer all of the assets of MRF 2006 II to the Canadian 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 December 16, 2008 and the liquidity date is February 2, 2009. Appropriate elections under applicable income tax legislation will be made to effect the transfer on a tax-deferred basis during the period between record and liquidity dates.

It is currently intended that MRF 2006 II will be dissolved on or about February 2, 2009. Investors will then be able to redeem their Canadian 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 ten 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, Uranium Focused Metals, Canadian Balanced, Canadian Growth, Resource, Equity Index, U.S. Growth, Commodities and Agriculture and Precious Metals. The transfer will provide the partners of the Partnership with liquidity and the ability to diversify their investments by participating in a large, multi-class mutual fund.

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.

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

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