OUR RECORD SPEAKS FOR ITSELF. CMG's growth is driven by our singular focus to become the world-leading developer of dynamic reservoir technologies, our proven business model and our superior technology. Customers in growing markets continue to adopt and increase their use of CMG's software. We look forward to more platinum records in the future.

ANNUAL GENERAL MEETING
CMG's 2012 Annual General Meeting will be held on July 12, 2012 at 10:00 a.m., at CMG's offices located at 3553 – 31st Street N.W. Calgary, Alberta.
A part of CMG’s strategy has been, and continues to be, to focus on advanced recovery processes and the continual innovation of our product offerings. This has led to many significant achievements. The following timeline reflects some of the major milestones we’ve hit over the past 15 years.
CMG’s technology is ever changing; we are constantly developing innovative ways to increase the use of our software by overcoming existing technological barriers and by being at the forefront in growing new markets.

- Kenneth M. Dedeluk
President & CEO
May 28, 2002

**2001**

**MONEY**
First profit as a public company
Industry’s first 3D stereographic simulation animator (RESULTS and BUILDER)
STARS models supermajor’s kerogen shale recovery process

**2002**

**WHOLE LOTTA LOVE**
200 clients using CMG’s software
Ability to create AVI movie files of any 3D animation (RESULTS)
Over 100 million gridblock model run in STARS

**2003**

**DON’T STOP BELIEVIN’**
Surpassed $10 million in total revenue
64-bit platform support

**2004**

**YOU SHOULD BE DANCING**
First dividend paid
Dynamic and recurrent gridding, multi-level local grid refinement (LGR) in simulators

**2009**

**SHINY HAPPY PEOPLE**
First commercial release of CMOST
Dubai office became fully functioning sales office with transfer of senior sales executive
More than 100 employees contributing to CMG’s success

**2010**

**ACROSS THE UNIVERSE**
FlexWell model added to STARS

**2011**

**CELEBRATION**
Surpassed $50 million in total revenue

**2012**

**THE BEST IS YET TO COME**
Exceeded $500 million market cap
More than 500 clients using CMG’s software in 55 countries
## 2012 Highlights

<table>
<thead>
<tr>
<th>Years ended March 31,</th>
<th>2008</th>
<th>2009</th>
<th>2010</th>
<th>2011</th>
<th>2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>($ thousands, unless otherwise stated)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Software license revenue</td>
<td>22,607</td>
<td>38,406</td>
<td>39,950</td>
<td>43,754</td>
<td>55,582</td>
</tr>
<tr>
<td>Professional services revenue</td>
<td>5,386</td>
<td>5,536</td>
<td>5,353</td>
<td>8,073</td>
<td>5,452</td>
</tr>
<tr>
<td>Total revenue</td>
<td>27,993</td>
<td>43,942</td>
<td>45,303</td>
<td>51,827</td>
<td>61,034</td>
</tr>
<tr>
<td>Operating profit</td>
<td>11,385</td>
<td>22,531</td>
<td>21,893</td>
<td>25,677</td>
<td>31,604</td>
</tr>
<tr>
<td>Operating profit %</td>
<td>41%</td>
<td>51%</td>
<td>48%</td>
<td>50%</td>
<td>52%</td>
</tr>
<tr>
<td>EBITDA (1)</td>
<td>12,062</td>
<td>23,247</td>
<td>22,780</td>
<td>26,714</td>
<td>32,831</td>
</tr>
<tr>
<td>Profit before income and other taxes</td>
<td>11,863</td>
<td>24,247</td>
<td>20,846</td>
<td>25,434</td>
<td>32,624</td>
</tr>
<tr>
<td>Income and other taxes</td>
<td>4,263</td>
<td>7,631</td>
<td>6,383</td>
<td>8,268</td>
<td>9,233</td>
</tr>
<tr>
<td>Net income for the year</td>
<td>7,600</td>
<td>16,616</td>
<td>14,463</td>
<td>17,166</td>
<td>23,391</td>
</tr>
<tr>
<td>Weighted average shares outstanding</td>
<td>33,490</td>
<td>34,344</td>
<td>35,172</td>
<td>36,066</td>
<td>36,866</td>
</tr>
<tr>
<td>Earnings per share - basic</td>
<td>0.23</td>
<td>0.49</td>
<td>0.41</td>
<td>0.48</td>
<td>0.63</td>
</tr>
<tr>
<td>Dividends declared and paid per share</td>
<td>0.208</td>
<td>0.318</td>
<td>0.470</td>
<td>0.470</td>
<td>0.555</td>
</tr>
<tr>
<td>Trading price per share at March 31</td>
<td>3.80</td>
<td>4.63</td>
<td>8.63</td>
<td>12.98</td>
<td>15.90</td>
</tr>
</tbody>
</table>

(1) EBITDA is defined as net income before adjusting for depreciation expense, finance income, finance costs, and income and other taxes.
WORLD TOUR

MORE THAN 525 CLIENTS IN OVER 55 COUNTRIES

CALGARY

HOUSTON

CARACAS

DUBAI

LONDON

Dubai

Calgary

Houston

Caracas

London

PG COMPUTER MODELLING GROUP

World Tour

Operating Profit

Earnings

Earnings Per Share

($thousands)

($thousands)

$0.00

$0.70

$0

$0.70

$0

$0.70

$0

($thousands)

$35,000

$25,000

$15,000

$10,000

$5,000

$0

08  09  10  11  12

08  09  10  11  12

08  09  10  11  12

($thousands)

525

MORE THAN

55

COUNTRIES

Fan Clubs

Sales/Support Office

Head Office

Fan Clubs

Sales/Support Office

Head Office
I am once again pleased to report outstanding financial results for Computer Modelling Group Ltd. for the fiscal year ended March 31, 2012. In this, our 15th Annual Report to shareholders, we are proud to showcase CMG’s history as a commercial, public entity. Although the energy industry and the world economy saw upturns and slowdowns over the years, CMG remained disciplined and true to our business model, which has rewarded our shareholders with continued returns.

Over the last two years, oil prices have remained strong, which allowed many of CMG’s customers to proceed with projects that involved various types of unconventional reserves and advanced recovery processes. Moreover, refinements to these advanced processes, many of which were made possible through the use of simulation software, have improved the efficiency and reduced the costs and risks associated with these advanced production methods. The combined impact of this has been reflected in CMG’s software license sales and in the amount of training we provided to existing and new customers, both in our standard training classes and in customized training sessions around the world.

With the growth in unconventional hydrocarbon and enhanced oil recovery (EOR) projects around the globe, we are seeing an increase in the use of reservoir simulation software by reservoir engineers. This growth in simulation use has been in the number and types of projects being simulated and the amount of simulation done on each project. The complexity and costs associated with unconventional and EOR projects are such that simulation in conjunction with computer assisted optimization is critical to the decision-making process. We believe now, more than ever, that simulation software has evolved from a useful tool for a reservoir engineer into an essential tool for all decision-makers; particularly for these types of projects.

TO OUR SHAREHOLDERS

KENNETH M. DEDELUK
President & CEO
As the trend to the use of more simulation continues, CMG has once again delivered record results in key areas of our business during fiscal 2012. Of particular note are the following:

- **31% increase in annuity/maintenance software license revenue**, reaching a record level of $42.9 million and marking this as the tenth consecutive year of double digit growth in our recurring revenue base.

- **36% increase to bottom line results with net earnings of $23.4 million** or 38% of revenue and $0.63 per share, demonstrating discipline and commitment to one of our basic business principles: grow revenues before adding cost.

- **18% increase to regular quarterly dividends paid**, from $0.11 per share in Q1 to $0.13 per share in Q4 and the same increase in annual dividend paid, from $0.47 per share in fiscal 2011 to $0.555 per share in 2012. We will continue to share our success directly with our shareholders.

- **Continued strong use of CMOST product**, which was launched late in fiscal 2009. Used along with our simulators, CMOST has become a key business decision-making tool, bridging the gap between the front-line engineers and non-technical senior management.

- **Continued commitment to research and development**. To maintain our status as the market leader in simulating advanced recovery techniques, we target an annual investment in R&D of 20% of total revenue. During fiscal 2012, we realized a net expenditure of $10.6 million, a 14% increase over the prior year, or 17% of total revenue.

- **Continued successful marketing efforts in traditional market places and new regions to support our long term growth plans**. In fiscal 2012, we expanded our sales force and our support team to enhance the level and availability of services to our customers outside of North America. Software license revenue has grown year over year in each geographic region. In 2013 we plan to open sales and support offices in Colombia and Malaysia to support the expanding use of our software products in these regions.

- **Expanded our staff complement to 149 employees worldwide by continuing to attract quality professionals**. CMG’s employees are truly our greatest strength, and our most important asset. Providing a rewarding and intellectually stimulating work environment, has enabled us to add superior employees in every part of the company. The intellectual capital behind our success consists of 36 Ph.D., 43 Masters and 49 Bachelor degrees.

**WE SAID IT BEFORE; WE CAN SAY IT AGAIN.**

“**CMG IS IN THE ENVIABLE SITUATION OF HAVING A SOLID FINANCIAL POSITION, TECHNOLOGY THAT IS THE LEADER IN A GROWING MARKET, A HIGHLY QUALIFIED AND STABLE EMPLOYEE GROUP AND POSSESSES THE RESOURCES TO INVEST IN THE RIGHT OPPORTUNITIES.”**

- Kenneth M. Dedeluk
  President & CEO
  May 21, 2003
Achieved significant advancement in the development of the DRMS project. CMG’s joint project to develop the newest generation of dynamic reservoir and production system simulation software (the “DRMS Project”) continued to make progress in fiscal 2012. Our goal for 2012 was to move beyond the initial “demonstration” version of the product towards a beta release to our partners. During the stabilization period, prior to the beta release, we encountered instances of instability in the code that led us to delay the beta release until later this year. Additionally, Allan Hiebert, the Vice President, DRMS Development, has tendered his resignation effective July 17, 2012. With these developments, we anticipate a commercial release of the software by the end of calendar 2013. While this news is disappointing, we are very excited about the progress we have made and have a greater appreciation of the size of the task we undertook six years ago. CMG and its partners remain committed to fund the ongoing development and to the future success of the project. The 43 member DRMS team continues to work tirelessly to bring this project to the commercial stage.

Reservoir simulation is now more important than ever, as global production using conventional methods continues to decline. Oil and gas companies are looking to unconventional sources as well as the application of more advanced processes on both conventional and unconventional reservoirs. These recovery methods, often very experimental in nature, are complex and costly when applied directly to a reservoir but can be safely and effectively tested, and then optimized, by simulation for a fraction of the cost.

CMG is uniquely positioned with the most robust suite of reservoir simulation tools capable of providing the answers our customers are looking for in the application of the advanced production processes. This is reflected in our increasing software license sales but, perhaps more importantly, in the significant increase in the amount of standard and customized training sessions our customers are attending.

Customer benchmark tests conducted in response to claims by the competition about their own abilities and performance, over and over again prove CMG’s products to be superior and best suited to meet our clients’ needs.

CMG’s extensive track record of strong financial results combined with a proven business model and a solid balance sheet have enabled us to pay regular quarterly dividends to our shareholders since March 2004 and a special dividend annually since June 2005. The growth in the level of dividends paid since 2004 has mirrored our success.

In recognition of the importance of a more regular income stream to our shareholders, we have decided to increase the relative proportion of dividends paid quarterly and lower the amount paid as a special annual dividend beginning in fiscal 2013. The special dividend, if any, will continue to be determined annually based on our financial performance.

With another year of outstanding performance, CMG’s Board of Directors has declared a special dividend of $0.10 per share in addition to a quarterly dividend of $0.16 per share, to be paid on June 15, 2012.

As with the prior 15 years, CMG’s success is owing to the tireless efforts and dedication of our entire team of employees and management. I appreciate their work and innovation, which continue to yield undeniable results. My thanks also to our Board of Directors; their continued support and trusted counsel are greatly appreciated. It is my firm belief that CMG currently possesses the skills, talents, technologies and tools to support our customers in overcoming the challenges they face and capturing the opportunities before them.

Kenneth M. Dedeluk
President and Chief Executive Officer
May 23, 2012
IN DECEMBER 2011, WE EXPANDED OUR OFFICE SPACE, MOVING CMG’S HEADQUARTERS TO A NEW LOCATION WHICH FEATURES A LARGER CUSTOMER TRAINING CENTER.

#200, 1824 Crowchild Trail N.W.
Calgary, Alberta, Canada T2M 3Y7
THE BAND

ROBERT R. EASTICK
Vice President, Visualization

JOHN KALMAN
Vice President, Finance & CFO

ALLAN D. HIEBERT
Vice President, DRMS Development
On April 1, 1997, Computer Modelling Group commenced operations as a publicly traded company after nearly two decades of achievement as a not-for-profit research foundation (circa 1978). Since the beginning, CMG focused on expanding our knowledge, developing technologies to meet the ever changing needs of our customers and becoming recognized as a world leader in advanced-process reservoir flow modelling.

Our greatest strength continues to be the talented, dedicated and hardworking people who are focused on delivering our customers the tools needed to solve the challenges they face in trying to maximize the value generated from their oil and gas assets.

For 15 years we have stuck by our business plan – breaking records and providing consistent results for our investors.
WE SAID IT BEFORE; WE CAN SAY IT AGAIN.

"CMG’S STRENGTHS, COUPLED WITH THE SOFTWARE SOLUTIONS THAT ARE KNOWN FOR THEIR EFFECTIVENESS, EASE OF USE, AND CONTINUAL INNOVATION AND IMPROVEMENT, PROVIDE CMG’S MARKETING TEAMS WITH POWERFUL PRODUCTS AND SERVICES TO SELL.”

- Frank L. Meyer
President & CEO
May 16, 2000

MAJOR R&D ACHIEVEMENTS LAST YEAR:

ENHANCED SIMULATOR PERFORMANCE (AGAIN)
Optimization of parallelization algorithms and memory allocations runs larger problems faster with less memory requirements on today’s latest computer processors.

IMEX
IMEX can now be used to model production of adsorbed gas commonly associated with some shale gas reservoirs that do not have additional impurities like H2S, CO2, etc. This can result in faster run times when compositional effects are not important to model (otherwise use GEM). IMEX now offers more flexible 3-point relative permeability scaling for history-matching of conventional oil reservoirs.

GEM
GEM can now model wettability alteration, which can be caused by many processes, including: (a) the deposition of precipitated asphaltenes commonly observed during gas injection EOR processes, (b) changes in temperature due to fluid injection or Joule-Thompson cooling in high-flow rate gas wells, (c) changes in the concentration of species present in the aqueous phase as occurs during CO2 EOR and Sequestration, and (c) general changes in fluid composition over the producing life of a reservoir. Now, GEM can also account for different fluid viscosity models in reservoirs with compartmentalized PVT regions.

STARS
STARS now has a more efficient method for handling ion exchange species and reactions, thus modelling of low salinity waterflooding is now more mechanistic and efficient. STARS also has a new feature for connecting 3rd party software products so users can run STARS coupled with their chosen geomechanics, surface network and wellbore fluid dynamics products. STARS also has a new method for reducing grid orientation effects called UPWIND, that can correct for grid skewness in models that use local grid refinement and/or Dynamic Gridding.

CMOST
CMOST has a brand new, highly intuitive text editor for creating and editing the CMOST keywords used to “parameterize” model input for all four CMOST tasks (i.e. history-matching, optimization, and sensitivity/uncertainty analysis). Also, time series data compression results in up to 70% reduction in CMOST results file size.

BUILDER/RESULTS
BUILDER has an improved PVT Wizard for creating STARS models of reservoirs exhibiting compartmentalized (i.e. multiple) PVT regions. Trajectory smoothing has been added to BUILDER to improve the performance of STARS models using the FlexWell option (i.e. almost all SAGD models). RESULTS now has the ability to apply user-defined formulas to “repeat plots”, saving time and enabling increased customization.
DELIVERING A PARADOX: fast answers from complex, accurate physics in products and workflows that are easy to use.

Reservoir simulation - the physics of fluid flow through porous media - is a complicated process dealing with complex, unique reservoirs and a multitude of engineering decisions, such as which advanced recovery processes and which operational scenarios should be employed. Engineers, geologists and management teams use their limited subsurface data and operational logs to build a model, run complex physics and mechanistic models to match historical production and predict the impact of subsequent engineering decisions. CMG’s superior technology optimizes the process with software that is easier to use and delivers more accurate results, in a timely fashion. Through the use of CMG products, companies and nations can maximize production from their oil and/or gas reservoirs, thereby realizing a direct impact to revenue.

CMG’s superior technology continues to break new ground for simulator capabilities, model building and the refinement of advanced recovery processes through a combination of parallel processing, dynamic gridding and the multi-physics required to correctly model each process, including cross-disciplinary interactions like thermal effects, geochemistry, geomechanics, fluid and phase behavior as well as wellbore hydraulics and completions.
**PROVEN BUSINESS MODEL**

**WHY SIMULATE?**
- Economically infeasible to implement without simulation, e.g.:
  - SAGD
  - Unconventional/tight oil and gas
- Optimize and enhance recovery
  - Lower production costs, produce more barrels of oil from the same reservoir
- Top-line revenue increase for oil and gas companies
- Economically exploit the reservoir (positive net-present-value)

**WHY USE CMG?**
- Superior technology - get the right answer, quickly
- Customer experience - phone/e-mail/personal support, unparalleled support record, small training classes, focus on customers
- CMG is the experienced leader in complex, advanced process modelling

**Results**
- Efficient use of proven advanced recovery processes
- Refinement of existing advanced recovery processes
- Development of new advanced recovery processes
- Computer assisted optimization
- SUPPORT, SUPPORT, SUPPORT!

**Profitability allows CMG to:**
- Fund more R&D
- Expand CMG’s worldwide sales and support network
- Reward shareholders with dividends
- Reward efforts of employees

**Correct answers with highest performance**
- Technical background of sales team
- Better understanding of customer’s needs
- Clear communications with R&D

**Sales and support**
- Training
- Support
- Better a customer can use CMG software, the greater the value
Steam, thermal and advanced processes reservoir simulator
- Conventional oil and gas, heavy oil
- Thermal: SAGD, Steamflood, Air injection, etc.
- Chemical Flood: Alkali/Surfactant/Polymers Flooding (ASP)
- Low Salinity Waterflooding (LoSal)
- Microbial EOR
- Geomechanics
- Fractured reservoirs
- Gas hydrates
- Advanced wellbore hydraulics

Generalized equation-of-state reservoir simulator
- Conventional oil and gas, heavy oil, shale/tight oil and gas
- CO2 EOR, hydrocarbon and acid gas injection
- Geomechanics, thermal effects
- Gas, gas condensate and volatile oil
- Primary and enhanced coal bed methane
- Greenhouse gas sequestration
- Fractured reservoirs
- Geochemistry

Implicit-explicit black oil simulator
- Conventional oil and gas, shale oil, heavy oil, unconventional/tight oil and gas
- Primary depletion
- Secondary recovery
- Gas storage fields
- Compaction/Dilation
- Fractured reservoirs

Phase behaviour and fluid property application
- Reservoir fluid characterization and PVT model development for IMEX, GEM and STARS
- Unconventional/tight oil and gas, heavy oil
- Miscible EOR
- Geochemistry
- Asphaltene precipitation and modelling
- Wax precipitation modelling

USED IN:
- Canada, Venezuela, Oman, Colombia, California, etc.
- Enhanced oil recovery (EOR)

BEST USED FOR:
- Unconventional oil and gas
- Liquids rich and condensate plays
- Enhanced oil recovery (EOR)

BEST USED FOR:
- Conventional oil and gas
- Fast answers
- Offshore reservoirs

BEST USED FOR:
- Unconventional oil and gas
- Liquids rich condensate plays
Computer-assisted history matching, optimization and uncertainty assessment tool
- Reduce time to decision through automation
- Reduce uncertainty and risk
- Enhance economics through optimization
- Leverage knowledge and experience of scarce engineers to guide optimal operational decisions and reservoir plans

Menu-driven model creation and editing tool
- Construct complex realistic models
- Process Wizard for easy model construction

Menu-driven model output, visualization, analysis and reporting tools
- Reservoir visualization
- Design analysis
- Better reservoir understanding

RESULTS

- Ease of use
- Reduced time to decision
- Shorter ramp to model build; ease of model update and maintenance
- Improved communication of engineering outcomes to high-level management, in relevant context
- Quickly understand impact of decisions to reservoir’s net present value, quickly iterate on possible “what ifs”
**HEAVY OIL:**

- Estimated **doubling** of Canadian oil production from 2010 to 2020 (BMO)
  - Estimated 80% of remaining heavy oil reserves in Alberta are recoverable through in situ methods (CAPP)
  - Estimated **tripling** of Canadian in situ, oil sands production from 2011 to 2020 (BMO)
  - CMG’s product “STARS” is the *de facto* standard for modelling of SAGD and thermal recovery of Canada’s in situ, bitumen reservoirs as well as worldwide heavy oil

- Bitumen and heavy oil located in over 23 countries (598 deposits). YE-2008 combined total OOIP = 5.5 trillion barrels (World Energy Outlook)

**ENHANCED OIL RECOVERY:**

- As existing reservoir production declines, producers look to EOR to maintain and enhance said production

- Global EOR technologies market, including R&D investment plus spending on acquiring and using new technologies, estimated to be $19.32 billion in 2012 (Visiogain, a trading partner of the US federal government)

- Estimated average growth for global EOR market is 67% from 2009-2015 (SBI Reports)

- In 2009, the global EOR market is estimated to be $62.5 billion (2005=$3.1 billion) (SBI Reports)
UNCONVENTIONAL OIL AND GAS:

- CMG products are the *de facto* choice for unconventional reservoir modelling.
- Estimated doubling of US shale gas production from 2010 to 2035; 70% of US gas production will be from unconventional sources by 2035 (EIA).
- Global recoverable shale gas resources is 6,622 trillion cubic feet (EIA).
- In 2010, Russia was the world’s largest unconventional gas producer. Output estimated to reach 860 bcm (billion cubic metres) in 2035 making it the largest single contributor to global gas supply growth over the projected period (World Energy Outlook).

---

**WE SAID IT BEFORE; WE CAN SAY IT AGAIN.**

“OUR STRATEGY OF SIMULATING TOMORROW’S ADVANCED PROCESSES TODAY WILL ENSURE CMG’S EARLY MARKET ENTRY AND LEADERSHIP POSITIONS IN THE OIL AND GAS EXTRACTION METHODS USED IN THE FUTURE.”

- Kenneth M. Dedeluk
  President & CEO
  June 7, 2001

*This was true then, and now more than ever, as companies and nations invest heavily in various EOR methods to replace declining conventional production.*

---

**USA NATURAL GAS PRODUCTION FORECAST, 2009-2035 (TCF)**

Source: US Energy Information Administration (EIA), Annual Energy Outlook 2012, Early Release
THE SUITS

CHRISTOPHER L. FONG
Director

PATRICK R. JAMIESON
Director

PETER H. KINASH
Director

FRANK L. MEYER
Chairman of the Board

ROBERT F. M. SMITH
Director

JOHN B. ZAOZIRNY
Director
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Kenneth M. Dedeluk
Christopher L. Fong (2)
Patrick R. Jamieson (1)
Peter H. Kinash (2)
Frank L. Meyer (1)
Chairman of the Board
Robert F. M. Smith (3)
John B. Zaozirny (4)

(1) Member, Governance Committee
(2) Member, Audit Committee
(3) Chair, Audit Committee
(4) Chair, Governance Committee

OFFICERS
Kenneth M. Dedeluk
President & CEO

Robert R. Eastick
Vice President, Visualization

Jim C. Erdle
Vice President,
USA & Latin America

Allan D. Hiebert
Vice President,
DRMS Development

John Kalman
Vice President,
Finance & CFO

Ronald D. Kutney
Vice President,
Canada & Eastern Hemisphere

Long X. Nghiem
Vice President,
Research & Development

Ryan N. Schneider
Vice President, Marketing

Kathy L. Krug
Corporate Secretary

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Website: www.cmgl.ca

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Caracas, Venezuela
Dubai, UAE
Houston, Texas, USA
London, England

TRANSFER AGENT
Valiant Trust Company

STOCK EXCHANGE LISTING
Toronto Stock Exchange: CMG

Designed by bmir Bryan Mills Iradesso
www.bmir.com
No 1  START ME UP
No 2  COMPUTER LOVE
No 3  WE’VE ONLY JUST BEGUN
No 4  MONEY
No 5  WHOLE LOTTA LOVE
No 6  DON’T STOP BELIEVIN’
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No 15 THE BEST IS YET TO COME