FINANCIAL STATEMENTS AND
REPORT OF INDEPENDENT
CERTIFIED PUBLIC ACCOUNTANTS
THE UNITIL CORPORATION
TAX DEFERRED
SAVINGS AND INVESTMENT PLAN
December 31, 1997, 1996, and 1995

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Report of Independent Certified Public Accountants

Administrator of
The UNITIL Corporation Tax Deferred
Savings and Investment Plan

We have audited the accompanying statements of net assets available for benefits of The UNITIL Corporation Tax Deferred Savings and Investment Plan as of December 31, 1997 and 1996, and the related statements of changes in net assets available for benefits for each of the three years in the period ended December 31, 1997. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of The UNITIL Corporation Tax Deferred Savings and Investment Plan as of December 31, 1997 and 1996, and the changes in net assets available for benefits for each of the three years in the period ended December 31, 1997, in conformity with generally accepted accounting principles.

GRANT THORNTON LLP
Boston, Massachusetts
June 4, 1998

The UNITIL Corporation Tax Deferred Savings and Investment Plan
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 1997

| UNITIL |  |  | Putnam |  |
| :--- | :--- | :--- | :--- | :--- |
| Corporation |  | Putnam | Putnam | Putnam |
| Stock | Loan | Growth \& | Stable | Voyager |
| Fund | Fund | Income | Value Fund | Fund |


| market value |  |  |  | ,520,889 | \$2,436,320 | \$4,793, 292 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Employer securities |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| (UNITIL |  |  |  |  |  |  |
| Common stock |  |  |  |  |  |  |
| value) | \$2,961, 753 |  |  |  |  |  |
| Net assets |  |  |  |  |  |  |
| available for |  |  |  |  |  |  |
| benefits | \$2,961,753 | \$484, 770 |  | ,520,889 | \$2,436, 320 | \$4,793, 292 |
|  |  | Putnam |  |  | Putnam |  |
|  | Putnam | New |  |  | Internation |  |
|  | Income | Opportun | ity | S \& P | Growth |  |
|  | Fund | Fund |  | 500 | Fund | Total |
| Participant |  |  |  |  |  |  |
| Loan Receivable |  |  |  |  |  | 484,770 |
| Investments at |  |  |  |  |  |  |
| Employer |  |  |  |  |  |  |
| securities |  |  |  |  |  |  |
| (UNITIL |  |  |  |  |  |  |
| Common stock |  |  |  |  |  |  |
| at market |  |  |  |  |  |  |
| value) |  |  |  |  |  | 2,961,753 |
| Net assets |  |  |  |  |  |  |
| available for |  |  |  |  |  |  |
| benefits | \$260, 801 | \$1,211,924 |  | \$548, 854 | \$440, 477 | \$16,659,080 |

The accompanying notes are an integral part of this statement.

The UNITIL Corporation Tax Deferred Savings and Investment Plan
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 1996

| Corporation |  | Putnam | Putnam | Putnam |
| :--- | :--- | :--- | :--- | :--- |
| Stock | Loan | Growth \& | Stable | Voyager |
| Fund | Fund | Income | Value Fund | Fund |

Participant
Loan Receivable
Investments
at market value
Employer
securities
(UNITIL
Common stock
at market
value) \$2,813,376

Net assets
available for
benefits $\$ 2,813,376 \quad \$ 434,518 \quad \$ 2,303,335 \quad \$ 2,511,392 \quad \$ 3,832,771$

|  |  | Putnam |  | Putnam |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | Putnam | New |  | International |  |  |
|  | Income | Opportunity | S \& P | Growth |  |  |
|  | Fund | Fund | 500 | Fund |  | Total |
| Participant |  |  |  |  |  |  |
| Loan Receivable |  |  |  |  | \$ | 434,518 |
| Investments |  |  |  |  |  |  |
| at market value | \$152, 272 | \$510,958 | \$156,885 | \$128,688 |  | 9,596,301 |
| Employer |  |  |  |  |  |  |
| securities |  |  |  |  |  |  |
| (UNITIL |  |  |  |  |  |  |
| Common stock |  |  |  |  |  |  |
| at market |  |  |  |  |  |  |
| value) |  |  |  |  |  | 2,813,376 |
| Net assets |  |  |  |  |  |  |
| available for |  |  |  |  |  |  |
| benefits | \$152, 272 | \$510,958 | \$156, 885 | \$128, 688 |  | 2,844,195 |

The UNITIL Corporation Tax Deferred Savings and Investment Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the year ended December 31, 1997

UNITIL

| Corporation |  | Putnam | Putnam | Putnam |
| :--- | :--- | :--- | :--- | :--- |
| Stock | Loan | Growth \& | Stable | Voyager |
| Fund | Fund | Income | Value Fund | Fund |

Assets
Additions to
net assets attributed to:

| Investment income |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Interest | \$ 1,868 | \$43, 301 | - | - | \$ 38 |
| Dividends | 173,232 | - | \$445, 715 | 151, 356 | 286, 001 |
| Other Receipts | 286 | - | 383 | 13, 010 | 317 |
| Net appreciation ${ }^{\text {(depreciation }}$ in full value |  |  |  |  |  |
| of investment) | 554,675 | - | 155, 195 | - | 691, 115 |
|  | 730, 061 | 43,301 | 601, 293 | 164,366 | 977,471 |
| Contributions: |  |  |  |  |  |
| Participants | 148,292 | - | 135,199 | 55,201 | 278,585 |
| Employers' | 58,668 | - | 47,997 | 25, 045 | 99,119 |
| Rollovers | 5,185 | - | 19,680 | 3,137 | 15,692 |
|  | 212,145 | - | 202,876 | 83,383 | 393,396 |
| Total Additions | 942, 206 | 43,301 | 804,169 | 247,749 | 1,370,867 |

Deductions:
Deductions from
net assets
attributed to:
Benefits to

| participants | $(149,037)$ | - | $(52,101)$ | $(31,643)$ | $(235,343)$ |
| :---: | :---: | :---: | ---: | ---: | ---: |
| Loan distributions | - | $(24,512)$ | - | - | - |
| Other/forfeitures | $(2,729)$ | - | $(3,739)$ | $(1,124)$ | $(4,521)$ |
| Total deductions | $(151,766)$ | $(24,512)$ | $(55,840)$ | $(32,767)$ | $(239,864)$ |

Net Increase
(decrease) prior
to interfund

| transfers | 790,440 | 18,789 | 748,329 | 214,982 | $1,131,003$ |
| :---: | :---: | :---: | :---: | :---: | ---: |
| Interfund transfers | $(642,063)$ | 31,463 | 469,225 | $(290,054)$ | $(170,482)$ |
| Net (Decrease) |  |  |  |  |  |
| Increase | 148,377 | 50,252 | $1,217,554$ | $(75,072)$ | 960,521 |



Assets
Additions to
net assets
attributed to:
Investment
income

| Interest |  |  | \$ 38 | \$ | 38 | \$ 38 | \$ | 45,321 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Dividends | \$ | 13,037 | 26,540 |  | - | 25,351 |  | 121, 232 |
| Other Receipts |  | - | - |  | - | - |  | 13,996 |

Other Receipts
Net appreciation
(depreciation
in full value
of investment $\quad 1,890 \quad 145,287 \quad 89,239 \quad 11,401 \quad 1,648,802$

| 1,890 | 145,287 | 89,239 | 11,401 | $1,648,802$ |
| ---: | ---: | ---: | ---: | ---: |
| 14,927 | 171,865 | 89,277 | 36,790 | $2,829,351$ |

Contributions:
Participants
$35,496 \quad 278,956$
62,139 82,843

| Employers' | 13,011 | 92,962 | 22,691 | 27,127 | 386,620 |
| :--- | ---: | ---: | ---: | ---: | ---: |
| Rollovers | 2,171 | 12,197 | 5,006 | 3,698 | 66,766 |
|  | 50,678 | 384,115 | 89,836 | 113,668 | $1,530,097$ |
|  |  |  |  |  |  |
| Total Additions | 65,605 | 555,980 | 179,113 | 150,458 | $4,359,448$ |

Deductions:
Deductions from
net assets
attributed to:
Benefits to

| participants | $(6,430)$ | $(24,726)$ | $(1,784)$ | $(5,436)$ | $(506,500)$ |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Loan distributions | - |  |  |  | $(24,512)$ |
| Other/forfeitures | (36) | (931) | (282) | (189) | $(13,551)$ |
| Total deductions | $(6,466)$ | $(25,657)$ | $(2,066)$ | $(5,625)$ | $(544,563)$ |
| et Increase decrease) prior interfund |  |  |  |  |  |
|  |  |  |  |  |  |
| ransfers | 59,139 | 530,323 | 177,047 | 144,833 | 3,814,885 |
| nterfund transfers | 49,390 | 170,643 | 214,922 | 166,956 | - |
| Net (Decrease) |  |  |  |  |  |
| Increase | 108,529 | 700,966 | 391,969 | 311,789 | 3,814,885 |

Net assets
available for
benefits:
Net assets
available,
beginning of year

152,272 510,958
156,885 128,688
$12,844,195$
Net assets
available,
end of year
\$260, 801 \$1,211,924
\$548, 854 \$440,477
\$16,659, 080

The accompanying notes are an integral part of this statement.

The UNITIL Corporation Tax Deferred Savings and Investment Plan STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31, 1996

Assets
Additions to net assets attributed to:

| Interest | \$ | 88,718 | \$ | 1,107 | \$ 2,203 | \$ 358 | \$ | 32,859 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Dividends |  | - |  | 29,077 | 609,825 | 174,515 |  |  |
| Other receipts |  |  |  |  |  | 340 |  |  |
| Net appreciation/(depreciation) in |  |  |  |  |  |  |  |  |
| fair value of investments |  | - |  | 54,356 | $(562,265)$ | $(152,561)$ |  | - |
|  |  | 88,718 |  | 84,540 | 49,763 | 22,652 |  | 32,859 |
| Contributions: |  |  |  |  |  |  |  |  |
| Participants' |  | 92,252 |  | 100,678 | 193,518 | 164,120 |  |  |
| Employers' |  | 35,001 |  | 32,618 | 75,431 | 68,573 |  |  |
| Rollovers |  |  |  | 42,843 | 2,792 | 88,859 |  |  |
| Transfer from BankBoston |  | - |  | - |  | 2,809,892 |  | 454,124 |
|  |  | 127,253 |  | 176,139 | 271,741 | 3,131,444 |  | 454,124 |
| Total additions |  | 215,971 |  | 260,679 | 321,504 | 3,154,096 |  | 486,983 |
| Deductions |  |  |  |  |  |  |  |  |
| eductions from net assets attributed to: |  |  |  |  |  |  |  |  |
| Benefits paid to participants |  | $(17,707)$ |  | $(17,875)$ | $(50,084)$ | $(137,978)$ |  |  |
| Other |  | (6) |  |  |  | (2) |  | $(103,818)$ |
| Transfer to Putnam |  | $(2,616,342)$ |  | $(1,922,154)$ | $(3,980,377)$ | $(2,809,892)$ |  | $(454,124)$ |
| Total deductions |  | $(2,634,055)$ |  | 1,940, 029) | $(4,030,461)$ | $(2,947,872)$ |  | $(557,942)$ |
| et increase (decrease) prior to interfund transfers |  | $(2,418,084)$ |  | $(1,679,350)$ | $(3,708,957)$ | 206, 224 |  | $(70,959)$ |
| nterfund transfers |  | $(85,975)$ |  | $(28,041)$ | $(20,804)$ | $(1,668)$ |  | 98,986 |
| Net (decrease)/increase |  | (2,504,059) |  | (1,707,391) | $(3,729,761)$ | 204,556 |  | 28,027 |
| et assets available for benefits: Beginning of year |  | 2,504,059 |  | 1,707,391 | 3,729,761 | 2,608,820 |  | 406,491 |
| End of year |  | \$ | \$ | - | \$ | \$2,813,376 |  | \$434, 518 |


|  |  |  |  |  | New | International |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Growth | Stable | Voyager | Income | Opportunity | S \& P | Growth |  |
| and Income | Value Fund | Fund | Fund | Fund | 500 | Fund | Total |

Assets
Additions to net assets attributed to: Investment income
Interest
Dividends
Other receipts
Net appreciation/(depreciation) in
fair value of investments
fair value of investments
Contributions:
Participants'
Employers'
Rollovers
Transfer from BankBoston
Total additions

| \$ 11,012 | \$ 38,501 | \$ 136 | \$ 13 | \$ 145 | \$ 16 | \$ 15 | \$ 175,083 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| 160, 061 | 36,544 | 246,303 | 1,906 | 2,446 | - | 1,480 | 1,262,157 |
|  | 1,151 |  |  |  |  |  | 1,491 |
| 49,113 | - | $(224,215)$ | (943) | $(5,459)$ | 6,103 | 4,315 | ( 831,556) |
| 220,186 | 76,196 | 22,224 | 976 | $(2,868)$ | 6,119 | 5,810 | 607,175 |
| 61,790 | 30,252 | 133,349 | 18,381 | 138,360 | 24,943 | 31,943 | 989,586 |
| 21,259 | 11,635 | 46,884 | 6,278 | 46,230 | 8,655 | 11,146 | 363,710 |
| 20,220 | 20,224 | 51,622 | 2,378 | 48,094 | 24,494 | 25,476 | 327,002 |
| 1,922,154 | 2,616,342 | 3,980,377 | - | - |  | - | 11,782,889 |
| 2, 025,423 | 2,678,453 | 4,212, 232 | 27,037 | 232,684 | 58,092 | 68,565 | 13, 463, 187 |
| 2,245,609 | 2,754,649 | 4,234,456 | 28,013 | 229,816 | 64,211 | 74,375 | 14,070,362 |

Deductions
Deductions from net assets attributed to:
Benefits paid to participants
Other
Transfer to Putnam
Total deductions

| $(29,673)$ | $(3,096)$ | $(36,934)$ | $(13)$ | $(645)$ | - | $(772)$ | $(294,777)$ |
| ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| $(191)$ | $(9)$ | $(849)$ | $(6)$ | $(65)$ | - | $(77)$ | $(105,023)$ |
| - | - | - | - | - | - | $(849)$ | $(11,782,889)$ |
| $(29,864)$ | $(3,105)$ | $(37,783)$ | $(19)$ | $(710)$ | - |  |  |
|  |  |  |  |  |  |  |  |
| $2,215,745$ | $2,751,544$ | $4,196,673$ | 27,994 | 229,106 | 64,211 | 73,526 | $1,887,673$ |
| 87,590 | $(240,152)$ | $(363,902)$ | 124,278 | 281,852 | 92,674 | 55,162 | - |
| $2,303,335$ | $2,511,392$ | $3,832,771$ | 152,272 | 510,958 | 156,885 | 128,688 | $1,887,673$ |

Net assets available for benefits:
Beginning of year
End of year

| - | - | - | - | - | - | $10,956,522$ |  |
| :---: | :---: | :---: | :---: | :---: | ---: | ---: | ---: |
| $\$ 2,303,335$ | $\$ 2,511,392$ | $\$ 3,832,771$ | $\$ 152,272$ | $\$ 510,958$ | $\$ 156,885$ | $\$ 128,688$ | $\$ 12,844,195$ |

The accompanying notes are an integral part of this statement.

The UNITIL Corporation Tax Deferred Savings and Investment Plan STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31, 1995

|  |  | Loan Fund |  | GIC |  | Fidelity Puritan | Fidelity Magellan | UNITIL <br> Corporation Stock Fund |  | Total |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Assets |  |  |  |  |  |  |  |  |  |  |
| Additions to net assets attributed to: |  |  |  |  |  |  |  |  |  |  |
| Investment Income |  |  |  |  |  |  |  |  |  |  |
| Interest |  | \$ 20,300 | \$ | 139,508 | \$ | 201 | \$ 429 | \$ 69 | \$ | 160,507 |
| Dividends |  |  |  |  |  | 45,147 | 24, 037 | 151, 356 |  | 220,540 |
|  |  | 20,300 |  | 139,508 |  | 45,348 | 24,466 | 151,425 |  | 381, 047 |
| Net appreciation in fair value of investments |  |  |  |  |  | 233,806 | 934, 626 | 561, 927 |  | 1,730,359 |
| Contrbutions: |  |  |  |  |  |  |  |  |  |  |
| Participants |  |  |  | 200, 737 |  | 175,177 | 297,598 | 156, 011 |  | 829,523 |
| UNITIL Corporation |  |  |  | 64,925 |  | 48, 917 | 119,180 | 69,672 |  | 302, 694 |
| Rollovers |  |  |  | 3,528 |  | 15,937 | 61,238 | 7,759 |  | 88, 462 |
|  |  |  |  | 269,190 |  | 240, 031 | 478, 016 | 233,442 |  | 1,220,679 |
| Total additions |  | 20,300 |  | 408, 698 |  | 519,185 | 1,437,108 | 946,794 |  | 3,332, 085 |
| Deductions |  |  |  |  |  |  |  |  |  |  |
| Deductions from net assets attributed to: |  |  |  |  |  |  |  |  |  |  |
| Distributions |  |  |  |  |  |  |  |  |  |  |
| Benefits paid to participants |  |  |  | 181, 029 |  | 94,780 | 123,200 | 110, 171 |  | 509,180 |
| Distributions in stock |  |  |  |  |  |  |  | 80,761 |  | 80,761 |
| Other |  |  |  | 7 |  | 7 | 15 |  |  | 29 |
| Total deductions |  |  |  | 181, 036 |  | 94,787 | 123, 215 | 190,932 |  | 589,970 |
| Net increase prior to interfund transfers |  | 20,300 |  | 227,662 |  | 424,398 | 1,313,893 | 755,862 |  | 2,742,115 |
| Inter-fund transfers |  | 10,512 |  | 138, 122 |  | 112, 027 | ( 244,395 ) | $(16,266)$ |  | - |
| NET INCREASE |  | 30,812 |  | 365, 784 |  | 536,425 | 1,069,498 | 739,596 |  | $2,742,115$ |
| Net assets available for benefits at beginning of |  | 375,679 |  | 138, 275 |  | 1,170,966 | 2,660,263 | 1,869, 224 |  | 8,214,407 |
| Net assets available for benefits at end of year |  | \$406, 491 |  | 504, 059 |  | \$1, 707, 391 | \$3,729, 761 | \$2,608, 820 |  | 0, 956,522 |

The UNITIL Corporation Tax Deferred Savings and Investment Plan

## NOTES TO FINANCIAL STATEMENTS

December 31, 1997, 1996, and 1995

## NOTE A - DESCRIPTION OF PLAN

The following description of The UNITIL Corporation and subsidiaries (the "Company") Tax Deferred Savings and Investment Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering substantially all full-time employees of the Company and its' wholly owned subsidiaries UNITIL Service Corporation, Concord Electric Company, Exeter and Hampton Electric Company and Fitchburg Gas and Electric Light Company (the "subsidiaries"), who satisfy the eligibility requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

During the Plan year 1996, the Plan Administrator directed the transfer of all Plan assets from the Bank of Boston to Putnam Investments (Putnam). The transfer was made as a result of a change in custodianship of the assets.

Contributions
A member may authorize a Basic Employee Contribution from $1 \%$ to $12 \%$ with a maximum contribution not to exceed \$10,000 for 1997

The Employer shall contribute as of December 31, of each plan year from current or accumulated net profits on behalf of each member participating in the Plan on December 31, of each plan year, an amount equal to $100 \%$ of the first $3 \%$ of salary the employee puts into the plan.

## Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and, (b) Plan earnings, and charged (as applicable) with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. The Plan administrator will pay for substantially all expenses of the Plan.

The UNITIL Corporation Tax Deferred Savings and Investment Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 1997, 1996, and 1995

NOTE A - DESCRIPTION OF PLAN - Continued
Vesting
Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100 percent vested after three years of credited service. If a participant terminates employment for any reason other than disability or retirement, he will be entitled to the full amount of contributions he has deposited, plus a percentage of his account balance derived from employer contributions based upon the following schedule:

Year of Service
\% Vested

| $0-1$ | $0 \%$ |
| ---: | ---: |
| $1-2$ | $33 \%$ |
| $2-3$ | $67 \%$ |
| $3+$ | $100 \%$ |

A member will become $100 \%$ vested in his account as a result of disability, death or retirement.

## Participant Loans Receivable

Participants may borrow from their fund accounts a minimum of $\$ 1,000$ up to a maximum equal to the lesser of $\$ 50,000$ or $50 \%$ of their account balance. Net loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant Loans fund. Loan terms range from 1-5 years or up to 25 years for the purchase of primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate of prime plus one percent (1\%). Principal and interest is paid ratably through monthly payroll deductions.

## Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a fixed number of calendar quarters or years.

A member who terminates his employment prior to becoming eligible for benefits and does not have a 100\% vested right to Company contributions, forfeits the amounts not vested. Such forfeited amounts are used to reduce future Company contributions.

The UNITIL Corporation Tax Deferred Savings and Investment Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 1997, 1996, and 1995

NOTE A - DESCRIPTION OF PLAN - Continued
Investment Option: Upon enrollment and reenrollment, each participant shall direct that his contributions are to be invested in accordance with any of the following investment options.

Guaranteed Investment Fund (GIC): This fund invested in guaranteed insurance contracts with various insurance companies and banks (available up to June 30, 1996).

Fidelity Puritan Fund: This fund invested in various investments including common stocks and bonds and placed an emphasis on income and stability (available up to June 30, 1996).

Fidelity Magellan Fund: This fund invested in common stocks which placed more emphasis on investment return and less on stability (available up to June 30, 1996).

UNITIL Corporation Common Stock Fund (UNITIL Corporation, no par value common stock).

Putnam S \& P 500: This fund invests primarily in publicly traded common stocks, to achieve a return that closely approximates the return of the Standard \& Poors 500 composite stock price index.

Putnam Stable Value Fund: This fund invests in high-quality guaranteed investment contracts (GIC's) issued by insurance companies and banks with the objective to achieve a high current income.

Putnam Income Fund: This fund invests in debt securities, including both government and corporate obligations, preferred stocks and dividend paying common stocks.

Putnam Fund for Growth and Income: This fund seeks capital growth and current income by investing primarily in common stocks that offer potential for capital growth and current income.

Putnam New Opportunities Fund: This fund seeks long-term capital appreciation through the investment in common stocks with the potential of above-average long-term growth.

Putnam Voyager Fund: This fund seeks capital appreciation for investors willing to assume above-average risk in return for above-average capital growth potential.

Putnam International Growth Fund: This fund seeks capital appreciation by investing primarily in equity securities of companies located in a country other than the United States.

Participants may change their investment options daily.

The UNITIL Corporation Tax Deferred Savings and Investment Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 1997, 1996, and 1995

NOTE A - DESCRIPTION OF PLAN - Continued
The number of participants in each fund at December 31,1997 was as follows:

| Unitil Corporation Stock Fund | 278 |
| :--- | ---: |
| Putnam Growth \& Income Fund | 247 |
| Putnam Stable Value Fund | 183 |
| Putnam Voyager Fund | 304 |
| Putnam Income Fund | 95 |
| Putnam New Opportunities Fund | 226 |
| Putnam S\&P 500 Fund | 106 |
| Putnam International Growth Fund | 128 |

NOTE B - SUMMARY OF ACCOUNTING POLICIES

## Effective Date

The Plan's effective date is July 1, 1987, as amended effective May 8, 1992 and January 1, 1994. The Plan as amended effective May 8, 1992, provided for the merger of the Fitchburg Gas and Electric Tax Deferred Savings and Investment Plan with The Plan. The Plan as amended effective January 1, 1994, provided for the merger of the Fitchburg Gas and Electric Light Company Union Tax Deferred Savings and Investment Plan into the Plan.

## Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Management Estimates
In preparing the financial statements in conformity to Generally Accepted Accounting Principles, management is required to make estimates and
assumptions that affect the reported amounts of assets and liabilities and
the disclosure of contingent assets and liabilities at the date of the
financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition
The Plan is administered by a trustee. The Plan's investments (including investments bought, sold and held during the year) are carried at current fair value. The difference between current fair value and the cost of investments are included in net appreciation or (depreciation) in fair value of investments.

The UNITIL Corporation Tax Deferred Savings and Investment Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 1997, 1996, and 1995

NOTE B - SUMMARY OF ACCOUNTING POLICIES - Continued
Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits
Benefits are recorded when paid.
Eligibility
Employees are eligible for membership on first day of the following month from when they have both:
(1) Attained the age of 18, and
(2) Completed 1000 hours of credited service

Normal Retirement Date
A participant's normal retirement benefit date is the date he/she reaches his/her 65th birthday or, if later, the 10th anniversary of the date he/she becomes a participant.

NOTE C - PLAN TERMINATION
Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan at any time subject to the provision of ERISA with respect to its employees by a written resolution with a copy delivered to the trustee. In the event of a Plan termination, participants will become fully vested in their accounts.

NOTE D - DETERMINATION LETTER
The Internal Revenue Service has determined and informed the Company by a letter dated May 9, 1995, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC).

SUPPLEMENTAL SCHEDULES

Independent Auditors' Report

Administrator of
The UNITIL Corporation Tax Deferred
Savings and Investment Plan

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held for investment purposes and schedule of reportable transactions are presented for the purpose of additional analysis and are not a part of the required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employment Retirement Income Security Act of 1974. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

GRANT THORNTON LLP

## (c) Description of

 Investment, Including(b)Identity of Issue, Borrowfer, Lessor
(a) or Similar Party

* Putnam Fund for Growth and Income

Putnam Income Fund Putnam Voyager Fund

Putnam New
Opportunities Fund
Putnam S\&P 500
Putnam International Growth Fund

Putnam Stable
Value Fund
Unitil Corporation
Stock Fund
Loan Fund

Maturity Date, Rate of Interest, Collateral (e)Current Par, or Maturity Value (d)Cost

| Mutual Fund | $\$ 3,362,945$ | $\$ 3,520,889$ |
| :--- | ---: | ---: |
| Mutual Fund | 258,698 | 260,801 |
| Mutual Fund | $4,340,115$ | $4,793,292$ |
| Mutual Fund | $1,090,271$ | $1,211,924$ |
| Mutual Fund | 458,782 | 548,854 |
| Mutual Fund | 428,831 | 440,477 |


| Stable Value Fund | $2,436,320$ | $2,436,320$ |
| :--- | :---: | ---: |
| Company Stock | $2,213,812$ | $2,961,753$ |
| Prime plus one <br> percent (1\%) | N/A | 484,770 |

*Represents a party-in-interest to the Plan

The UNITIL Corporation Deferred Savings and Investment Plan
LINE 27d-SCHEDULE OF REPORTABLE TRANSACTINS(J)
EIN \#02-0381573
For the year ended December 31, 1997

*Putnam
Investments(11) Acquisition of shares in Unitil Corporation 445,233
*Putnam
Investments(13) Acquisition of shares in Putnam Stable Value
Fund 1,046,137
*Putnam
Investments(14) Disposition of shares in Putnam Stable Value Fund

1,121, 209
(h)Current

Value of
(f) Expense Incurred with Transaction of asset of asset Date (i)New gain Transaction or (loss)
\$1,430,095 \$1,430,095

| 325,587 | 367,736 | $\$ 42,149$ |
| :--- | :--- | :--- |
| 867,988 | 867,988 |  |
| 586,792 | 598,582 | 11,790 |

1,141,489 1,141,489
$567,568 \quad 585,810 \quad 18,242$

464,984 464,984
156,989 162,255 5,266

671,838 671,838
367,424 371,449 4,025
445,233 445,233
715,228 851,532 136,304
1,046,137 1,046,137
1,121,209 1,121,209
*Represents a party-in-interest to the Plan
(J)Represents transactions or a series of transactions in excess of $5 \%$ of the fair value of Plan assets at the beginning of the year.

