

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM U5S
ANNUAL REPORT

For the Year Ended December 31, 1996

Filed Pursuant to the Public Utility Holding Company Act of 1935

by

UNITIL CORPORATION
6 Liberty Lane West, Hampton, New Hampshire 03842-1720

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ITEM 1

SYSTEM COMPANIES AND INVESTMENTS THEREIN AS OF DECEMBER 31, 1996

Name of Company	Number of Common Shares Owned	% of Voting Power	Issuer Book Value	Owner's Book Value
Unitil Corporation				
Concord Electric Company (CECO)	131,745	100%	10,103,622	10,103,622
Exeter & Hampton Electric Company (E&H)	195,000	100%	11,305,563	11,305,563
Fitchburg Gas and Electric Light Company (FG&E)	1,244,629	100%	35,882,854	35,882,854
Unitil Power Corp. (UPC)	100	100%	362,631	362,631
Unitil Realty Corp. (URC)	100	100%	1,157,573	1,157,573
Unitil Resources, Inc. (URI)	100	100%	55,119	55,119

ITEM 2

ACQUISITIONS OR SALES OF UTILITY ASSETS

Information concerning acquisitions or sales of utility assets by System companies not reported in a certificate filed pursuant to Rule 24 - None

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE, OR ASSUMPTION OF SYSTEM SECURITIES

Name of Issuer and Title of Issue (1)	Name Of Company Issuing, Selling, Pledging, Guaranteeing or Assuming (2)	Brief Description of Transaction (3)	Consideration (4) (In Whole Dollars)	Authori- zation or Exemption (5)
Unitil Corporation (UTL)	UTL	Issuance of Shares Pursuant to Stock Option Plan on 7/24/96 - 2,400 shares	\$19,920	HCAR No. 35-25677
	UTL	Issued on Various Dates, 52,081 Shares in Connection with the Company's Dividend Reinvestment and Stock Purchase Plan and Tax Deferred Savings and Investment Plan	\$1,111,261	HCAR No. 35-25677
Short-term Bank Borrowings	UTL, CECo, E&H, FG&E, Service, Realty, Power, Resources	Bank Borrowings Made on Various Dates and Such Funds Lent to Affiliates Under the Unitil Cash Pool	(A)	HCAR No. 35-26328

(A) Maximum borrowing authority is \$23,000,000. Borrowings outstanding at December 31, 1996 were \$21,400,000.

ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

Name of Issuer and Title of Issue (1)	Name Of Company Acquiring, Redeeming, or Retiring Securities (2)	Consideration (3) (In Whole Dollars)	Extinguished(EXT) Distributed(D) or Held(H) For Further Disposition (4)	Authorization or Exemption (5)
Unitil Corporation (UTL) Common Stock, No Par Value	Unitil Service Corp.		D & H (B)	HCAR No. 35-25951

Exeter & Hampton Electric Company (E&H)

Redeemable Preferred Stock

\$100 Par Value:
 5% Series E&H \$7,000 EXT Rule 42

Fitchburg Gas and
 Electric Light
 Company (FG&E)

Redeemable Preferred Stock

\$100 Par Value:
 5.125% Series FG&E \$42,000 EXT Rule 42
 8% Series FG&E \$59,000 EXT Rule 42

(B) Common Stock Purchased on the Open-Market to Satisfy Requirements of
 the Management Performance Compensation Program.

ITEM 5. INVESTMENTS IN SECURITIES OF NONSYSTEM COMPANIES AS OF
 DECEMBER 31, 1996

1. Aggregate amount of Investments in persons operating in the retail
 service area.

Name of Company	Name of Issuer	Nature of Issuer's Business	Description of Securities	Number of Shares	Percent of Voting Power	Owner's Book Value(In Dollars)
(1)	(2)	(3)	(4)	(5)	(6)	(7)
CECO	Concord Regional Development Corp.	Economic Development	Common Stock	120	*	\$3,000
E&H	Collin & Alkman Group	Retail	12% S.F. Debenture		*	\$500
	Wickes Companies, Inc.	Retail	Capital Stock	3	*	\$6
FG&E	Ames Department Store	Retail	Cum. Pref Stk.	32	*	\$170
	Massachusetts Business Development Corp.	Economic Development	Common Stock	350	*	\$3,500
	Boundary Gas, Inc.	Gas Distribution	Common Stock	0.57	*	\$57

2. Securities owned not included in 1 above.
 None

ITEM 6

OFFICERS AND DIRECTORS OF UNITIL CORPORATION AND SUBSIDIARIES

Part 1. As of December 31, 1996:

LEGEND OF ABBREVIATIONS

CB Chairman of the Board
 D Director
 CEO Chief Executive Officer
 P President
 COO Chief Operating Officer
 CFO Chief Financial Officer
 SEVP Senior Executive Vice President
 EVP Executive Vice President
 SVP Senior Vice President
 VP Vice President
 T Treasurer
 S Secretary/Clerk

Hampton, NH 03842 SVP VP D, SVP

Raymond J. Morrissey
6 Liberty Lane West
Hampton, NH 03842

VP

Mark H. Collin
6 Liberty Lane West
Hampton, NH 03842

T T T VP, T T T

Richard Heath
One McGuire Street
Concord, NH 03302

VP

Anthony Smoker
6 Liberty Lane West
Hampton, NH 03842

VP

Glenn D. Appleton
6 Liberty Lane West
Hampton, NH 03842

VP

James G. Daly
6 Liberty Lane West
Hampton, NH 03842

SVP, D P, D VP

George R. Gantz
6 Liberty Lane West
Hampton, NH 03842

SVP, D D, P

Sandra L. Walker
6 Liberty Lane West
Hampton, NH 03842

S S S S S S

Laurence M. Brock
6 Liberty Lane West
Hampton, NH 03842

C C C C C C C

M. Mitchell Bodnarchuk
285 John Fitch Highway
Fitchburg, MA 01420

VP, S

Part II. Each officer and director with a financial connection within the provisions of Section 17(c) of the Act are as follows:

Name of Officer or Director	Name and Location of Financial Institution	Position Held in Financial Institution	Applicable Exemption Rule
(1)	(2)	(3)	(4)

Franklin Wyman, Jr.	Brookline Savings Bank, Brookline MA	Trustee, Vice President	70(c)
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ITEM 6. (continued)

Part III. The disclosures made in the System companies' most recent proxy statement and annual report on Form 10-K with respect to items (a) through (f) follow:

(a) COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

Directors' Compensation

Members of the Board of Directors who are not officers of Unitil or any of its subsidiaries receive an annual retainer fee of \$7,000 and \$500 for each Board meeting attended. Members of the Executive Committee, who are not officers of Unitil or any of its subsidiaries, receive an annual retainer fee of \$2,000 and \$400 for each meeting attended. Members of the Audit Committee and Compensation Committee receive an annual retainer fee of \$1,000 and \$400 for each meeting attended. Those Directors of Unitil who also serve as Directors of CECO, E&H or FG&E and who are not officers of Unitil or any of its subsidiaries receive a meeting fee of \$100 per subsidiary meeting attended and no annual retainer fee from CECO, E&H or FG&E. All Directors are entitled to reimbursement of expenses incurred in connection with attendance at meetings of the Board of Directors and any Committee on which they serve.

Executive Compensation

The tabulation below shows the compensation Unitil Corporation, or any of its subsidiaries, has paid to its Chief Executive Officer and its most highly compensated officers whose total annual salary and bonus were in excess of \$100,000 during the year 1996.

Name and Principal Position (1)	Annual Compensation		Long-Term Compensation					
	Year	Salary (\$)	Bonus (\$)(2)	Other Annual Comp. (e)	Awards		Payouts	
					Restricted Stock Awards (\$) (f)	Options (#) (g)	All Other LTIP Payouts (\$) (h)	Other Compensation (\$) (i)
Peter J. Stulgis Chairman of the Board & CEO	1996	241,025	100,036	-	-	-	-	\$13,058(3)
	1995	215,300	110,411	-	-	-	-	
	1994	208,300	94,394	-	-	-	-	
Michael J. Dalton President & Chief Operating Officer	1996	169,200	61,959	-	-	-	-	\$10,628(4)
	1995	164,400	63,347	-	-	-	-	
	1994	159,600	61,932	-	-	-	-	
Gail A. Siart (5) CFO, Treasurer & Secretary	1996	97,500	32,580	-	-	-	-	\$ 4,152 (5)
	1995	90,000	47,228	-	-	3,000	(6)	
	1994	79,033	24,928	-	-	-	-	
James G. Daly (5) Senior VP, Unitil Service	1996	95,625	32,580	-	-	-	-	\$ 4,244 (7)
	1995	88,675	47,228	-	-	3,000	(6)	
	1994	76,517	29,128	-	-	-	-	
George R. Gantz(5) Senior VP, Unitil Service	1996	95,625	32,580	-	-	-	-	\$ 4,765 (8)
	1995	89,000	42,428	-	-	3,000	(6)	
	1994	78,408	27,228	-	-	-	-	

NOTES:

- (1) Officers of the Company also hold various positions with subsidiary companies. Compensation for those positions is included in the above table.
- (2) Bonus amounts are comprised of Management Performance Compensation Program (MPCP) cash and stock awards and distributions from the System's non-utility subsidiary, Unitil Resources. Unitil maintains a management performance compensation program ("MPCP") for certain management employees, including Executive Officers. The MPCP provides for awards to be calculated annually and paid in a combination of cash and Unitil Common Stock. Awards are based on several factors designed to reflect the Company's performance and the attainment of individual performance goals. There was no distribution from Unitil Resources in 1996.
- (3) All Other Compensation for Mr. Stulgis for the year 1996 includes the company's contribution to the Tax Qualified Savings and Investment Plan ("401(K)"), Supplemental Life Insurance payment, and Group Term Life Insurance payment, valued at \$4,500, \$7,340 and \$1,218, respectively.
- (4) All Other Compensation for Mr. Dalton for the year 1996 includes, 401(K) company contribution, Supplemental Life Insurance payment and Group Term Life Insurance payment, valued at \$4,500, \$3,558 and \$2,570, respectively.
- (5) All Other Compensation for Ms. Siart for the year 1996 includes 401(K) company contribution, Supplemental Life Insurance payment and Group Term Life Insurance payment, valued at \$3,597, \$369 and \$186, respectively.
- (6) Options were granted in 1995 under the Key Employee Stock Option Plan (see "Other Compensation Arrangements" and subsequent notes).
- (7) All Other Compensation for Mr. Daly for the year 1996 includes 401(K) company contribution, Supplemental Life Insurance payment and Group Term Life Insurance payment, valued at \$3,541, \$517 and \$186, respectively.
- (8) All Other Compensation for Mr. Gantz for the year 1996 includes 401(K) company contribution, Supplemental Life Insurance payment and Group Term Life Insurance payment, valued at \$3,541, \$732 and \$492, respectively.

OTHER COMPENSATION ARRANGEMENTS

The table below provides information with respect to options to purchase shares of the Company's Common Stock exercised in fiscal 1996 and the value of unexercised options granted in prior years under the Key Employee Stock Option Plan ("Option Plan") to the named executive officers in the Summary Compensation Table and held by them as of December 31, 1996. No options were granted in fiscal 1996 to any of the named Executive Officers. The Company has no compensation plan under which Stock Appreciation Rights (SARs) are granted.

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR (FY)
AND FY-END OPTION VALUES

Shares	Number of Unexercised	Value of Unexercised
--------	-----------------------	----------------------

Name and Principal Position (1) (a)	Acquired on Exercise (#) (b)	Value Realized (\$) (c)	Options at		In-the-Money Options at	
			FY-End (#) (2) Exercisable/ Unexercisable (3) (d)	FY-End (\$) Exercisable/ Unexercisable (e)		
Peter J. Stulgis- Chairman of the Board & CEO	- - -	- - -	exercisable unexercisable	24,000 0	exercisable unexercisable	\$287,040 0
Michael J. Dalton- President & Chief- Operating Officer-	- - -	- - -	exercisable unexercisable	24,000 0	exercisable unexercisable	\$282,960 0
Gail A. Siart - CFO, Treasurer &- Secretary	- - -	- - -	exercisable unexercisable	5,078 0	exercisable unexercisable	\$47,124 0
James G. Daly - Senior VP, Unitil Service	- - -	- - -	exercisable unexercisable	5,032 0	exercisable unexercisable	\$42,168 0
George R. Gantz - Senior VP, Unitil Service	- - -	- - -	exercisable unexercisable	5,078 0	exercisable unexercisable	\$47,124 0

NOTES:

(1) The Option Plan authorizes the Committee to provide in the award agreements that the participant's right to exercise the options provided for therein will be accelerated upon the occurrence of a "Change in Control" of Unitil. The term "Change in Control" is defined in substantially the same manner as in the Severance Agreements as defined below. All of the award agreements entered into with participants in the Option Plan to date contain such a "Change in Control" provision. Each award agreement also provides that, upon the exercise of an option on or after a Change in Control, Unitil shall pay to the optionee, within five business days, a lump sum cash amount equal to the economic benefit of the optionee's outstanding options and associated dividend equivalents that the optionee would have received had the option remained unexercised until the day preceding the expiration of the grant.

(2) Amounts listed in column (d) in the table above do not include non-preferential dividend equivalents associated with options outstanding.

(3) Upon the exercise of any option by an employee and upon payment of the option price for shares of Unitil Common Stock as to which the option was granted (the "Primary Shares"), Unitil will cause to be delivered to such employee (i) the Primary Shares and (ii) the number of shares of Unitil Common Stock (the "Dividend Equivalent Shares") equal to the dollar amount of dividends which would have been paid on the Primary Shares (and previously accrued Dividend Equivalent Shares) had they been outstanding, divided by the fair market value of Unitil Common Stock determined as of the record date for each dividend.

Unitil maintains a tax-qualified defined benefit pension plan and related trust agreement (the "Retirement Plan"), which provides retirement annuities for eligible employees of Unitil and its subsidiaries. Since the Retirement Plan is a defined benefit plan, no amounts were contributed or accrued specifically for the benefit of any officer of Unitil under the Retirement Plan. Directors of Unitil who are not and have not been officers of Unitil or any of its subsidiaries are not eligible to participate in the Retirement Plan.

The table below sets forth the estimated annual benefits (exclusive of Social Security payments) payable to participants in the specified compensation and years of service classifications, assuming continued active service until retirement. The average annual earnings used to compute the

annual benefits are subject to a \$150,000 limit.

PENSION PLAN TABLE

Average Annual Earnings Used for Computing Pension

ANNUAL PENSION

	10 Years of Service	20 Years of Service	30 Years of Service	40 Years of Service
100,000	20,000	40,000	50,000	55,000
125,000	25,000	50,000	62,500	68,750
150,000	30,000	60,000	75,000	82,500

The present formula for determining annual benefits under the Retirement Plan's life annuity option is (i) 2% of average annual salary (average annual salary during the five consecutive years out of the last twenty years of employment that give the highest average salary) for each of the first twenty years of benefit service, plus (ii) 1% of average annual salary for each of the next ten years of benefit service and (iii) 1/2% of average annual salary for each year of benefit service in excess of thirty, minus (iv) 50% of age 65 annual Social Security benefit (as defined in the Retirement Plan), and (v) any benefit under another Unitil retirement plan of a former employer for which credit for service is given under the Retirement Plan. A participant is eligible for early retirement at an actuarially reduced pension upon the attainment of age 55 with at least 15 years of service with Unitil or one of its subsidiaries. A participant is 100% vested in his benefit under the Retirement Plan after 5 years of service with Unitil or one of its subsidiaries. As of January 1, 1997, Executive Officers Stulgis, Dalton, Siart, Daly and Gantz had 17, 29, 14, 8 and 13 credited years of service, respectively, under the Retirement Plan.

Unitil Service also maintains a Supplemental Executive Retirement Plan ("SERP"), a non-qualified defined benefit plan. SERP provides for supplemental retirement benefits to executives selected by the Board of Directors of Unitil Service (the "Unitil Service Board"). At the present time, Messrs. Stulgis and Dalton are eligible for SERP benefits upon attaining normal or early retirement eligibility. Annual benefits are based on a participant's final average earnings less the participant's benefits payable under the Retirement Plan, and less other retirement income payable to such participant by Unitil. Early retirement benefits are available to a participant, with the Unitil Service Board's approval, if the participant has attained age 55 and completed 15 years of service. Should a participant elect to begin receiving early retirement benefits under SERP prior to attaining age 62, the benefits are reduced by 2% for each year that commencement of benefits precedes attainment of age 62. If a participant terminates employment for any reason prior to retirement, the participant will not be entitled to any benefits. Under the SERP, Messrs. Stulgis and Dalton would be entitled to receive an annual benefit of \$206,346 and \$73,756, respectively, assuming their normal retirement at age 65 and that their projected final average earnings are equal to the average of their respective three consecutive years of highest compensation prior to the date thereof.

(b) OWNERSHIP OF SECURITIES

NAME	DIRECTOR OF	SHARES OF UNITIL COMMON STOCK BENEFICIALLY OWNED (1)
Michael J. Dalton	UNITIL, CECO, E&H, Service, Power, URI, FG&E	60,005 (2)(3)(4)(8)
Joan D. Wheeler	UNITIL	1,000
G. Arnold Haynes	UNITIL, FG&E	3,444
Douglas K. MacDonald	UNITIL, CECO	924
J. Parker Rice, Jr.	UNITIL, FG&E	1,238
Peter J. Stulgis	UNITIL, Service, Realty, Power, URI	53,355 (2)(3)(4)(5)
Charles H. Tenney II (6)	UNITIL	272,901 (2)(3)(4)(9)
Charles H. Tenney III (6)	UNITIL	2,530
William W. Treat	UNITIL, E&H	23,415 (10)
W. William VanderWolk, Jr.	UNITIL, CECO	15,984 (7)
Franklin Wyman, Jr.	UNITIL, FG&E	5,000

NOTES:

Except as otherwise noted, each of the persons named above has held his present position (or another executive position with the same employer) for more than the past five (5) years.

(1) Based on information furnished to Unitil by the nominees and continuing Directors.

(2) Included are 3,639, 3,729 and 3,771 shares which are held in trust for Messrs. Stulgis, Dalton and Tenney, respectively, under the terms of the Unitil Tax Deferred Savings and Investment Plan ("401(k)"); they have voting power only with respect to the shares credited to their accounts. For further information regarding 401(k), see "Other Compensation Arrangements - Tax-Qualified Savings and Investment Plan" below.

(3) Included are 41,132, 43,032 and 41,132 shares which Messrs. Stulgis, Dalton and Tenney, respectively, have the right to purchase pursuant to the exercise of options under the Key Employee Stock Option Plan. (See "Other Compensation Arrangements").

(4) With the exception of Messrs. Stulgis, Dalton and Tenney, who own shares totaling 1.20%, 1.35% and 6.15%, respectively, of the total outstanding shares, no Director or officer owns more than one percent of the total outstanding shares.

(5) Included are 7,742 shares held by Mr. Stulgis jointly with his wife with whom he shares voting and investment power.

(6) Charles H. Tenney II is the father of Charles H. Tenney III.

(7) Included are 3,399 shares owned by a member of Mr. VanderWolk's family; he has no voting or investment power with respect to, and no beneficial interest in, such shares.

(8) Included are 13,193 shares held by Mr. Dalton jointly with his wife with whom he shares voting and investment power. Included are 51 shares held by Mr. Dalton as custodian for one of his children; he has voting and investment power with respect to such shares.

(9) Included are 124,522 shares (2.81%) owned by two trusts of which Mr. Tenney is Co-Trustee with shared voting and investment power; he has a 1/6 beneficial interest in both trusts and disclaims any beneficial ownership of such shares other than such 1/6 beneficial interest.

(10) Included are 5,387 shares owned by three trusts of which Mr. Treat is Trustee with voting and investment power; he has no beneficial interest in such shares. Also included are 12,500 shares owned by one organization in which Mr. Treat has shared voting and investment power and a 1/3 beneficial interest, and also 500 shares owned by a member of Mr. Treat's family; he has no voting or investment power with respect to, and no beneficial interest in, such shares.

(c) TRANSACTIONS WITH SYSTEM COMPANIES

In 1992, the Company entered into a Senior Advisory Agreement with Charles H. Tenney II. This agreement provides that Mr. Tenney will be compensated \$105,000 per annum for his role as Chairman of the Executive Committee of the Board of the Company, as well as for other advisory services which he will provide. In consideration of this Agreement, Mr. Tenney is waiving all Board-related fees and retainers that he is otherwise entitled to receive as a Director of the Company.

(d) INDEBTEDNESS TO SYSTEM COMPANIES - None

(e) OTHER BENEFITS

Unitil and certain subsidiaries maintain severance agreements (the "Severance Agreements") with certain management employees, including Executive Officers. The Severance Agreements are intended to help assure continuity in the management and operation of Unitil and its subsidiaries in the event of a proposed "Change in Control". Each Severance Agreement only becomes effective upon the occurrence of a Change in Control of Unitil as defined in the Severance Agreements. If an employee's stipulated compensation and benefits, position, responsibilities and other conditions of employment are reduced during the thirty-six month period following a Change in Control, the employee is entitled to a severance benefit.

The severance benefit is a lump sum cash amount equal to (i) the present value of three years' base salary and bonus; (ii) the present value of the additional amount the employee would have received under the Retirement Plan if the employee had continued to be employed for such thirty-six month period; (iii) the present value of contributions that would have been made by Unitil or its subsidiaries under the 401(k) if the employee had been employed for such thirty-six month period; and (iv) the economic benefit on any outstanding Unitil stock options and associated dividend equivalents, assuming such options remained unexercised until the day preceding the expiration of the grant, including the spread on any stock options that would have been granted under the Option Plan if the employee had been employed for such thirty-six month period. Each Severance Agreement also provides for the continuation of all employee benefits for a period of thirty-six months, commencing with the month in which the termination occurred. In addition, pursuant to each Severance Agreement, Unitil is required to make an additional payment to the employee sufficient on an after-tax basis to satisfy any additional individual tax liability incurred under Section 280G of the Internal Revenue Code of 1986, as amended, in respect to such payments.

(f) RIGHTS TO INDEMNITY

Unitil Corporation (the Corporation) shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the person's having served as, or by reason of the person's alleged acts or omissions while serving as a director, officer, employee or agent of the Corporation, or while serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement or otherwise actually and reasonably incurred by him in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action

or proceeding, had no reasonable cause to believe his conduct was unlawful, said indemnification to be to the full extent permitted by law under the circumstances, including, without limitation, by all applicable provisions of the New Hampshire Business Corporation Act ("the Act").

Any indemnification under this Article shall be made by the Corporation with respect to Directors or other persons after a determination that the person to be indemnified has met the standards of conduct set forth in the Act, such determination to be made by the Board of Directors, by majority vote of a quorum, or by other persons authorized to make such a determination under the Act.

The right of indemnification arising under this Article is adopted for the purpose of inducing persons to serve and to continue to serve the Corporation without concern that their service may expose them to personal financial harm. It shall be broadly construed, applied and implemented in light of this purpose. It shall not be exclusive of any other right to which any such person is entitled under any agreement, vote of the stockholders or the Board of Directors, statute, or as a matter of law, or otherwise, nor shall it be construed to limit or confine in any respect the power of the Board of Directors to grant indemnity pursuant to any applicable statutes or laws of The State of New Hampshire. The provisions of this Article are separable, and, if any provision or portion hereof shall for any reason be held inapplicable, illegal or ineffective, this shall not affect any other right of indemnification existing under this Article or otherwise. As used herein, the term "person: includes heirs, executors, administrators or other legal representatives. As used herein, the terms "Director" and "officer" include persons elected or appointed as officers by the Board of Directors, persons elected as Directors by the stockholders or by the Board of Directors, and persons who serve by vote or at the request of the Corporation as directors, officers or trustees of another organization in which the Corporation has any direct or indirect interest as a shareholder, creditor or otherwise.

The Corporation may purchase and maintain insurance on behalf of any person who was or is a Director, officer or employee of the Corporation or any of its subsidiaries, or who was or is serving at the request of the Corporation as a fiduciary of any employee benefit plan of the Corporation or any subsidiary, against any liability asserted against, and incurred by, such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of the Act. The obligation to indemnify and reimburse such person under this Article, if applicable, shall be reduced by the amount of any such insurance proceeds paid to such person, or the representatives or successors of such person.

ITEM 7

CONTRIBUTIONS AND PUBLIC RELATIONS

Part I. Payments to any political party, candidate for public office or holder of such office, or any committee or agent thereof. - None

Part II. Payments to any citizens group or public relations counsel. - None

ITEM 8

SERVICE, SALES AND CONSTRUCTION CONTRACTS

Part I. Contracts for services, including engineering or construction services, or goods supplied or sold between system companies.

There are a number of areas in which Concord Electric Company (CECo), Exeter & Hampton Electric Company (E&H) and Fitchburg Gas and Electric Light Company (FG&E) work closely together and cooperate on a regular basis. The areas of cooperation include the following:

CECo and E&H have jointly shared a Mobile Substation at cost for many years. Under an Agreement originally made in 1964, CECo and E&H have obtained the benefits of an emergency mobile substation at a cost far below that which each company would have incurred without the sharing agreement. During emergencies and other occasional situations, FG&E, CECo and E&H share line crews at cost.

FG&E, CECo and E&H occasionally exchange materials and supplies, a practice which assists substantially in the companies' maintenance of cost-effective inventory and stock levels.

FG&E, CECo and E&H, with the support and coordination provided by Unutil Service Corp., participate in joint purchasing and sharing of computer

software and supplies, a practice which benefits all of the companies.

Part II. Contracts to purchase services or goods between any System company and (1) any affiliate company (other than a System company) or (2) any other company in which any officer or director of the System company, receiving service under the contract, is a partner or owns 5 percent or more of any class of equity securities. - None

Part III. The Company does not employ any other person or persons for the performance of management, supervisory or financial advisory services.

ITEM 9

WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

Part I. None

Part II. None

Part III. None

ITEM 10

FINANCIAL STATEMENTS AND EXHIBITS

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UNITIL CORPORATION AND SUBSIDIARY COMPANIES CONSOLIDATING INCOME STATEMENT - YEAR TO DATE

	Consolidated	Eliminations	Concord Electric Company	Exeter & Hampton Electric Co.	FG&E Consolidated
Operating Revenues:					
Electric	149,696,296	(72,727,967)	45,187,772	48,498,665	50,405,298
Gas	21,104,498	0	0	0	21,104,498
Other	45,427	(10,738,120)	0	0	0
Total Operating Revenue	170,846,221	(83,466,087)	45,187,772	48,498,665	71,509,796
Operating Expenses:					
Fuel and Purchased Power	92,795,828	(72,635,270)	34,800,717	37,756,731	24,263,344
Gas Purchased For Resale	13,322,853	0	0	0	13,322,853
Operating and					

Maintenance	32,082,428	(10,830,817)	4,693,219	4,675,795	13,808,022
Depreciation	6,953,720	0	1,343,674	1,721,772	3,210,755
Amortization of Cost of Abandoned Property	1,822,533	0	0	0	1,822,533
Provisions for Taxes:					
Local Property and Other	4,983,229	0	1,630,683	1,268,203	1,651,045
Federal and State Income	4,650,613	0	355,135	423,408	3,664,606
Total Operating Expenses	156,611,204	(83,466,087)	42,823,428	45,845,909	61,743,158
Operating Income	14,235,017	0	2,364,344	2,652,756	9,766,638
Non-operating Expenses	(701,718)	6,186,636	3,878	99,262	(22,645)
Income Before Interest Expense	14,936,735	(6,186,636)	2,360,466	2,553,494	9,789,283
Interest Expense, Net	6,207,692	(440,121)	1,429,587	1,549,257	3,315,713
Net Income	8,729,043	(5,746,515)	930,879	1,004,237	6,473,570
Less Dividends on Preferred Stock	277,758	0	32,205	78,251	167,302
Net Income Applicable to Common Stock	8,451,285	(5,746,515)	898,674	925,986	6,306,268
Average Common Shares Outstanding	4,354,297				
Earnings Per Average Common Share	\$1.94				

Note: Individual columns may not add to Consolidated due to rounding.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATING INCOME STATEMENT - YEAR TO DATE

	Unitil Service Corp.	Unitil Power Corp.	Unitil Realty Corp.	Unitil Resources Inc.	Unitil Corporation
Operating Revenues:					
Electric	0	78,180,028	0	152,500	0
Gas	0	0	0	0	0
Other	10,399,118	0	369,002	15,427	0
Total Operating Revenue	10,399,118	78,180,028	369,002	167,927	0
Operating Expenses:					
Fuel and Purchased Power	0	68,409,397	0	200,909	0
Gas Purchased For Resale	0	0	0	0	0
Operating and Maintenance	9,311,511	9,773,803	40,744	449,543	160,609
Depreciation	571,477	0	106,042	0	0
Amortization of Cost of Abandoned Property	0	0	0	0	0
Provisions for Taxes:					
Local Property and Other	367,745	0	65,553	0	0
Federal and State Income	9,995	21,978	285,236	(180,101)	70,356
Total Operating Expenses	10,260,728	78,205,178	497,575	470,351	230,965
Operating Income	138,390	(25,150)	(128,573)	(302,424)	(230,965)
Non-operating Expenses	(6,941)	(90,087)	(773,612)	(14,438)	(6,083,771)
Income Before Interest Expense	145,331	64,937	645,039	(287,986)	5,852,806
Interest Expense, Net	145,331	24,758	181,580	591	996
Net Income	0	40,179	463,459	(288,577)	5,851,810

Less Dividends on Preferred Stock	0	0	0	0	0
Net Income Applicable to Common Stock	0	40,179	463,459	(288,577)	5,851,810

Note: Individual columns may not add to Consolidated due to rounding.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATING BALANCE SHEET

	Consolidated	Eliminations	Concord Electric Company	Exeter & Hampton Electric Co.	FG&E Consolidated
ASSETS:					
Utility Plant, at cost:					
Electric	157,874,414	0	40,064,595	49,257,269	68,552,549
Gas	28,729,277	0	0	0	28,729,277
Common Construction	18,779,677	0	0	0	5,506,237
Work in Process	2,161,114	0	308,220	614,798	1,238,096
Utility Plant	207,544,482	0	40,372,815	49,872,067	104,026,159
Less: Accumulated Provision for Depreciation	63,743,030	0	11,690,881	17,557,572	33,350,352
Net Utility Plant	143,801,452	0	28,681,934	32,314,495	70,675,807
Other Property & Investments	42,448	(44,235,506)	23,827	507	18,114
Current Assets:					
Cash	2,902,842	(4,624,086)	254,801	262,826	563,433
Accounts Receivable, net of Provision for Doubtful					
Accounts	16,383,323	0	4,594,979	4,128,270	7,581,524
Accounts Receivable - Associated Companies	0	(11,176,634)	108,689	126,260	28,947
Materials and Supplies	2,478,932	0	387,203	372,894	1,718,835
Prepayments	8,030,461	0	1,718,786	2,539,924	3,690,734
Accrued Revenue	8,859,187	0	136,938	78,220	3,816,405
Total Current Assets	38,654,745	(15,800,720)	7,201,396	7,508,394	17,399,878
Deferred Assets:					
Debt Issuance Costs	828,689	0	273,500	205,538	349,651
Cost of Abandoned Properties	25,432,258	0	0	0	25,432,258
Prepaid Pension Costs	0	0	0	0	0
Other Deferred Assets	23,594,289	0	3,596,819	3,915,546	15,347,304
Total Deferred Assets	49,855,236	0	3,870,319	4,121,084	41,129,213
TOTAL	232,353,881	(60,036,226)	39,777,476	43,944,480	129,223,012

Note: Individual columns may not add to Consolidated due to rounding.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATING BALANCE SHEET

	Unitil Service Corp.	Unitil Power Corp.	Unitil Realty Corp.	Unitil Resources Inc.	Unitil Corporation
ASSETS:					

Utility Plant, at cost:					
Electric	0	0	0	0	0
Gas	0	0	0	0	0
Common Construction	3,768,171	0	9,505,269	0	0
Work in Process	0	0	0	0	0
Utility Plant	3,768,171	0	9,505,269	0	0
Less: Accumulated Provision for Depreciation	1,016,750	0	127,473	0	0
Net Utility Plant	2,751,421	0	9,377,796	0	0
Other Property & Investments	0	0	0	0	44,235,505
Current Assets:					
Cash	241,982	0	0	2,491	6,201,395
Accounts Receivable, net of Provision for Doubtful Accounts	125	6,821	0	71,604	0
Accounts Receivable - Associated Companies	1,481,480	6,485,334	113,936	0	2,831,988
Materials and Supplies	0	0	0	0	0
Prepayments	20,826	10,362	1,130	0	48,700
Accrued Revenue	0	4,788,002	0	39,623	0
Total Current Assets	1,744,413	11,290,519	115,066	113,718	9,082,083
Deferred Assets:					
Debt Issuance Costs	0	0	0	0	0
Cost of Abandoned Properties	0	0	0	0	0
Prepaid Pension Costs	0	0	0	0	0
Other Deferred Assets	605,115	126,562	2,943	0	0
Total Deferred Assets	605,115	126,562	2,943	0	0
TOTAL	5,100,949	11,417,081	9,495,805	113,718	53,317,588

Note: Individual columns may not add to Consolidated due to rounding.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATING BALANCE SHEET

	Consolidated	Eliminations	Concord Electric Company	Exeter & Hampton Electric Co.	FG&E Consolidated
CAPITALIZATION:					
Common Stock Equity	67,974,261	(44,235,506)	10,103,622	11,305,563	35,882,855
Preferred Stock:					
Non-Redeemable					
Non-Cumulative	225,000	0	225,000	0	0
Redeemable, Cumulative	3,665,900	0	215,000	1,009,300	2,441,600
Long-Term Debt, Less Current Portion	60,949,000	0	12,752,000	14,197,000	34,000,000
Total Capitalization	132,814,161	(44,235,506)	23,295,622	26,511,863	72,324,455

Capitalized

Leases, Less Current Portion	3,592,457	0	0	0	2,629,745
Current					
Liabilities:					
Long-Term Debt, Current Portion	1,262,000	0	650,000	612,000	0
Short-Term Debt	21,400,000	(4,651,569)	4,384,288	3,422,669	8,508,697
Accounts Payable A/P -	15,103,925	0	195,847	289,870	5,107,323
Associated Companies	0	(9,739,969)	3,263,029	3,639,503	849,558
Dividends Declared and Payable	191,246	(1,436,665)	209,632	234,037	1,061,992
Refundable Customer Deposits	1,585,116	0	298,275	818,749	429,992
Taxes Accrued	(147,938)	27,688	(38,033)	(45,547)	533,401
Interest Accrued	1,484,166	(205)	450,652	534,579	498,396
Capitalized Leases, Current Portion	2,081,310	0	0	0	295,390
Accrued and Other Current Liabilities	2,246,218	0	172,665	202,948	354,625
Total Current Liabilities	45,206,043	(15,800,720)	9,586,355	9,708,808	17,639,374
Deferred					
Liabilities:					
Investment Tax Credits	1,610,117	0	355,050	337,031	918,036
Other Deferred Liabilities	8,488,593	0	1,510,744	1,021,804	5,956,044
Total Deferred Liabilities	10,098,710	0	1,865,794	1,358,835	6,874,080
Deferred Income Taxes	40,642,510	0	5,029,705	6,364,974	29,755,358
Total Liabilities and Capitalization	232,353,881	(60,036,226)	39,777,476	43,944,480	129,223,012

Note: Individual columns may not add to Consolidated due to rounding.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATING BALANCE SHEET

	Unitil Service Corp.	Unitil Power Corp.	Unitil Realty Corp.	Unitil Resources Inc.	Unitil Corporation
CAPITALIZATION:					
Common Stock Equity	2,688	362,631	1,157,573	55,119	53,339,716
Preferred Stock:					
Non-Redeemable, Non-Cumulative	0	0	0	0	0
Redeemable, Cumulative	0	0	0	0	0
Long-Term Debt, Less Current Portion	0	0	0	0	0
Total Capitalization	2,688	362,631	1,157,573	55,119	53,339,716
Capitalized					
Leases, Less Current Portion	962,712	0	0	0	0
Current					
Liabilities:					
Long-Term Debt, Current Portion	0	0	0	0	0

Short-Term Debt	449,801	1,006,278	8,279,837	0	0
Accounts Payable	637,248	8,701,787	116,577	8	55,265
A/P - Associated Companies	1,306,915	569,670	7,342	102,797	1,155
Dividends Declared and Payable	0	0	0	0	122,251
Refundable Customer Deposits	0	38,100	0	0	0
Taxes Accrued	6,164	(2,401)	(248,608)	(179,804)	(200,799)
Interest Accrued	0	744	0	0	0
Capitalized Leases, Current Portion	1,785,920	0	0	0	0
Accrued and Other Current Liabilities	616,692	740,272	22,458	136,560	0
Total Current Liabilities	4,802,740	11,054,450	8,177,606	59,561	(22,128)
Deferred Liabilities:					
Investment Tax Credits	0	0	0	0	0
Other Deferred Liabilities	0	0	0	0	0
Total Deferred Liabilities	0	0	0	0	0
Deferred Income Taxes	(667,191)	0	160,626	(962)	0
Total Liabilities and Capitalization	5,100,949	11,417,081	9,495,805	113,718	53,317,588

Note: Individual columns may not add to Consolidated due to rounding.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATING STATEMENT OF CASH FLOWS

	Consolidated	Eliminations	Concord Electric Company	Exeter & Hampton Electric Co.	FG&E Consolidated
Cash Flows From Operating Activities:					
Net Income	8,729,043	(5,746,515)	930,879	1,004,237	6,473,570
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:					
Depreciation and Amortization	8,748,216	0	1,343,674	1,721,772	5,005,251
Deferred Taxes	457,713	0	179,744	180,372	(16,293)
Amortization of Investment Tax Credit	(193,704)	0	(42,508)	(40,728)	(110,467)
Amortization of Debt Issuance Costs	56,571	0	26,644	10,648	19,280
Provision for Doubtful Accounts	911,628	0	130,541	61,237	717,350
Changes in Assets and Liabilities: (Increase) Decrease in:					
Accounts Receivable	(2,363,251)	1,263,426	(874,184)	(434,629)	(1,450,901)

Materials and Supplies	(203,067)	0	(86,161)	(122,980)	6,075
Prepayments and Prepaid Pension	(746,486)	0	(221,518)	(313,140)	(201,512)
Accrued Revenue	(6,281,473)	0	806,189	1,002,169	(2,668,976)
Increase (Decrease) in:					
Accounts Payable	538,850	(1,190,912)	524,816	(151,859)	627,854
Refundable Customer Deposits	(652,735)	0	(18,248)	(86,886)	(585,702)
Taxes and Interest					
Accrued	(306,244)	27,483	(45,253)	(30,037)	405,104
Other, Net	(2,248,467)	0	105,903	214,510	(1,683,267)
Net Cash provided by Operating Activities	6,446,594	(5,646,518)	2,760,518	3,014,686	6,537,366
Cash Flows From Investing Activities:					
Acquisition of Property, Plant, Equipment	(20,809,549)	0	(2,853,644)	(3,166,393)	(6,798,694)
Net Cash Used in Investing Activities	(20,809,549)	0	(2,853,644)	(3,166,393)	(6,798,694)
Cash Flows From Financing Activities:					
Proceeds From (Repayment of) Short-Term Debt	18,700,000	3,349,648	1,617,485	1,794,129	4,978,358
Repayment of Long-Term Debt	(1,294,000)	0	(682,000)	(612,000)	0
Dividends Paid	(5,997,348)	5,674,001	(787,104)	(977,289)	(4,189,171)
Issuance of Common Stock	1,368,226	0	0	0	0
Retirement of Preferred Stock	(108,000)	0	0	(7,000)	(101,000)
Capital Lease Obligations	1,198,988	0	0	0	(302,840)
Net Cash Used in Financing Activities	13,867,866	9,023,649	148,381	197,840	385,347
Net Increase (Decrease) in Cash	(495,089)	3,377,131	55,255	46,133	124,019
Cash at Beginning of Year	3,397,931	(8,001,217)	199,546	216,693	439,414
Cash at End of Year	2,902,842	(4,624,086)	254,801	262,826	563,433

Note : Individual columns may not add to Consolidated due to rounding.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATING STATEMENT OF CASH FLOWS

	Unitil Service Corp.	Unitil Power Corp.	Unitil Realty Corp.	Unitil Resources Inc.	Unitil Corporation
Cash Flows From Operating Activities:					
Net Income	0	40,180	463,459	(288,577)	5,851,810
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:					
Depreciation and Amortization	571,476	0	106,042	0	0
Deferred Taxes	(113,089)	0	227,941	(962)	0
Amortization of Investment Tax Credit	0	0	0	0	0
Amortization of Debt Issuance					

Costs	0	0	0	0	0
Provision for Doubtful Accounts	0	0	0	2,500	0
Changes in Assets and Liabilities: (Increase) Decrease in:					
Accounts Receivable	(8,431)	(382,733)	(113,936)	(73,846)	(288,018)
Materials and Supplies	0	0	0	0	0
Prepayments and Prepaid Pension	(7,837)	(534)	(744)	0	(1,200)
Accrued Revenue	0	(5,385,413)	0	(35,441)	0
Increase (Decrease) in:					
Accounts Payable	883,711	187,691	(399,514)	51,943	5,120
Refundable Customer Deposits	0	38,100	0	0	0
Taxes and Interest Accrued	(10,777)	(1,354)	(239,636)	(188,967)	(222,808)
Other, Net	(386,632)	(468,257)	(154,786)	124,060	0
Net Cash provided by Operating Activities	928,421	(5,972,320)	(111,174)	(409,290)	5,344,904
Cash Flows From Investing Activities:					
Acquisition of Property, Plant, Equipment	(2,055,336)	69,499	(6,004,980)	0	0
Net Cash Used in Investing Activities	(2,055,336)	69,499	(6,004,980)	0	0
Cash Flows From Financing Activities:					
Proceeds From (Repayment of) Short-Term Debt	(162,051)	1,006,277	6,116,154	0	0
Repayment of Long-Term Debt	0	0	0	0	0
Dividends Paid	0	0	0	0	(5,717,785)
Issuance of Common Stock	0	0	0	0	1,368,226
Retirement of Preferred Stock	0	0	0	0	0
Capital Lease Obligations	1,501,828	0	0	0	0
Net Cash Used in Financing Activities	1,339,777	1,006,277	6,116,154	0	(4,349,559)
Net Increase (Decrease) in Cash	212,862	(4,896,544)	0	(409,290)	995,345
Cash at Beginning of Year	29,120	4,896,544	0	411,781	5,206,050
Cash at End of Year	241,982	0	0	2,491	6,201,395

Note : Individual columns may not add to Consolidated due to rounding.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATING STATEMENT OF RETAINED EARNINGS

	Consolidated	Eliminations	Concord Electric Company	Exeter & Hampton Electric Co.	FG&E Consolidated
Retained Earnings, Beginning of Year	29,772,939	(17,714,418)	8,565,542	9,352,653	12,593,640
Additions:					
Net Income, Excluding Dividends					

Received	8,729,043	0	930,879	1,004,237	6,473,570
Dividends Received From Subsidiaries	0	(5,746,514)	0	0	0
Total Additions	8,729,043	(5,746,514)	930,879	1,004,237	6,473,570
Deductions:					
Dividends Declared:					
Preferred Stock of Subsidiaries	277,758	0	32,205	78,251	167,302
Common Stock of Subsidiaries	0	(5,746,514)	787,835	863,850	4,094,829
Common Stock of Registrant	5,740,039	0	0	0	0
Adjustments to Retained Earnings	0	(1,723)	0	38	1,685
Total Deductions	6,017,797	(5,748,237)	820,040	942,139	4,263,816
Retained Earnings, End of Year	32,484,185	(17,712,695)	8,676,381	9,414,751	14,803,394

Note : Individual columns may not add to Consolidated due to rounding.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATING STATEMENT OF RETAINED EARNINGS

	Unitil Service Corp.	Unitil Power Corp.	Unitil Realty Corp.	Unitil Resources Inc.	Unitil Corporation
Retained Earnings, Beginning of Year	1,688	221,451	368,115	333,696	16,050,572
Additions:					
Net Income, Excluding Dividends Received	0	40,180	463,458	(288,577)	105,296
Dividends Received From Subsidiaries	0	0	0	0	5,746,514
Total Additions	0	40,180	463,458	(288,577)	5,851,810
Deductions:					
Dividends Declared:					
Preferred Stock of Subsidiaries	0	0	0	0	0
Common Stock of Subsidiaries	0	0	0	0	0
Common Stock of Registrant	0	0	0	0	5,740,039
Adjustments to Retained Earnings	0	0	0	0	0
Total Deductions	0	0	0	0	5,740,039
Retained Earnings, End of Year	1,688	261,631	831,573	45,119	16,162,343

Note : Individual columns may not add to Consolidated due to rounding.

EXHIBITS

Exhibit A. A copy of Unitil Corporation's Annual Report and Form 10-K for the year ended December 31, 1996 (Incorporated herein by reference to File No. 1-8858 and File No. 1-7536, respectively)

Exhibit B.

Exhibit No.	Description of Exhibit	Reference
B-1	Unitil Corporation	
B -1(a)	Certificate of Incorporation	Exhibit B-1(a) Form U5B File No. 30 - 1
B-1(b)	Amendment to Certificate of Incorporation	Exhibit B-1(b) Form U5B

		File No. 30 - 1
B-1(c)	Articles of Incorporation	Exhibit B-1(c) Form U5B File No. 30 - 1
B-1(d)	Articles of Amendment to Articles of Incorporation	Exhibit B-1(d) Form U5B File No. 30 - 1
B-1(e)	By - Laws	Exhibit B-1(e) Form U5B File No. 30 - 1
B-2	Concord Electric Company	
B-2(a)	Charter (Articles of Association) and Amendments thereto	Exhibit B-2(a) Form U5B File No. 30 - 1
B-2(b)	By - Laws	Exhibit B-2(b) Form U5B File No. 30 - 1
B-3	Exeter & Hampton Electric Company	
B-3(a)	Charter (Articles of Association) and Amendments thereto	Exhibit B-3(a) Form U5B File No. 30 - 1
B-3(b)	By - Laws	Exhibit B-3(b) Form U5B File No. 30 - 1
B-4	Fitchburg Gas and Electric Light Company	
B-4(a)	Articles of Incorporation and Amendments thereto	Exhibit B-4(a) Form U5B File No. 30 - 1
B-4(b)	By - Laws	Exhibit B-4(b) Form U5B File No. 30 - 1
B-5	Fitchburg Energy Development Company	
B-5(a)	Certificate of Incorporation	Exhibit B-5(a) Form U5B File No. 30 - 1
B-5(b)	By - Laws	Exhibit B-5(b) Form U5B File No. 30 - 1
B-6	Unitil Power Corp.	
B-6(a)	Certificate of Incorporation	Exhibit B-6(a) Form U5B File No. 30 - 1
B-6(b)	Articles of Incorporation	Exhibit B-6(b) Form U5B File No. 1-
B-6(c)	Statement of Change of Registered Office	Exhibit B-6(c) Form U5B File No. 30 - 1
B-6(d)	By - Laws	Exhibit B-6(d) Form U5B File No. 30 - 1
B-7	Unitil Realty Corp.	
B-7(a)	Certificate of Incorporation	Exhibit B-7(a) Form U5B File No. 30 - 1
B-7(b)	Articles of Incorporation	Exhibit B-7(b) Form U5B File No. 30 - 1

B-7(c)	By - Laws	Exhibit B-7(c) Form U5B File No. 30 - 1
B-8	Unitil Service Corp.	
B-8(a)	Certificate of Incorporation	Exhibit B-8(a) Form U5B File No. 30 - 1
B-8(b)	Articles of Incorporation	Exhibit B-8(b) Form U5B File No. 30 - 1
B-8(c)	By - Laws	Exhibit B-8(c) Form U5B File No. 30 - 1
B-9	Unitil Resources, Inc.	
B-9(a)	Certificate of Incorporation	Exhibit B-9(a) 1993 Form U5S File No. 30 - 1
B-9(b)	Articles of Incorporation and Addendum to Articles of Incorporation	Exhibit B-9(b) 1993 Form U5S File No. 30 - 1
B-9(c)	By - Laws	Exhibit B-9(c) 1993 Form U5S File No. 30 - 1

Exhibit C

(a) INDENTURES

Exhibit No.	Description of Exhibit	Reference
C-1	Indenture of Mortgage and Deed of Trust dated July 15, 1958 of Concord Electric Company (CECO) relating to First Mortgage Bonds, and relating to all series unless supplemented.	Exhibit C-1 Form U5B File No. 30 - 1
C-2	First Supplemental Indenture dated January 15, 1968 relating to CECO's First Mortgage Bonds, Series C, 6 3/4% due January 15 1998 and all additional series unless supplemented.	Exhibit C-2 Form U5B File No. 30 - 1
C-3	Second Supplemental Indenture dated November 15, 1971 relating to CECO's First Mortgage Bonds, Series D, 8.70% due November 15, 2001 and all prior and additional series unless supplemented.	Exhibit C-3 Form U5B File No. 30 - 1
C-4	Fourth Supplemental Indenture dated March 28, 1984 relating to CECO's First Mortgage Bonds, amending certain provisions of the Original Indenture as supplemented and all additional series unless supplemented.	Exhibit C-4 Form U5B File No. 30 - 1
C-5	Sixth Supplemental Indenture dated October 29, 1987 relating to CECO's First Mortgage Bonds, Series G, 9.85% due October 15, 1997 and all additional series unless supplemented.	Exhibit C-5 Form U5B File No. 30 - 1
C-6	Seventh Supplemental Indenture dated August 29, 1991 relating to CECO's First Mortgage Bonds, Series H, 9.43% due September 1, 2003 and all series unless supplemented.	Exhibit C-6 Form U5B File No. 30 - 1
C-7	Eighth Supplemental Indenture dated October 14, 1994 relating to CECO's First Mortgage Bonds, Series I, 8.49% due October 14, 2024 and all additional series unless supplemented.	Exhibit 4.8 1994 Form 10-K File No. 1-8858
C-8	Indenture of Mortgage and Deed of Trust dated December 1, 1952 of Exeter & Hampton Electric Company (E&H) relating to all series unless supplemented.	Exhibit C-7 Form U5B File No. 30 - 1
C-9	Third Supplemental Indenture dated June 1, 1964 relating to E&H's First Mortgage Bonds, Series D,	Exhibit C-8 Form U5B

	4 3/4% due June 1, 1994 and all additional series unless supplemented.	File No. 30 - 1
C-10	Fourth Supplemental Indenture dated January 15, 1968 relating to E&H's First Mortgage Bonds, Series E, 6 3/4% due January 15, 1998 and all additional series unless supplemented.	Exhibit C-9 Form U5B File No. 30 - 1
C-11	Fifth Supplemental Indenture dated November 15, 1971 relating to E&H's First Mortgage Bonds, Series F, 8.70% due November 15, 2001 and all additional series unless supplemented.	Exhibit C-10 Form U5B File No. 30 - 1
C-12	Sixth Supplemental Indenture dated April 1, 1974 relating to E&H's First Mortgage Bonds, Series G, 8 7/8% due April 1, 2004 and all additional series unless supplemented.	Exhibit C-11 Form U5B File No. 30 - 1
C-13	Seventh Supplemental Indenture dated December 15, 1977 relating to E&H's First Mortgage Bonds, Series H, 8.50% due December 15, 2002 and all additional series unless supplemented.	Exhibit C-12 Form U5B File No. 30 - 1
C-14	Eighth Supplemental Indenture dated October 28, 1987 relating to E&H's First Mortgage Bonds, Series I, 9.85% due October 15, 1997 and all additional series unless supplemented.	Exhibit C-13 Form U5B File No. 30 - 1
C-15	Ninth Supplemental Indenture dated August 29, 1991 relating to E&H's First Mortgage Bonds, Series J, 9.43% due September 1, 2003 and all additional series unless supplemented.	Exhibit C-14 Form U5B File No. 30 - 1
C-16	Tenth Supplemental Indenture dated October 14, 1994 relating to E&H's First Mortgage Bonds, Series K, 8.49% due October 14, 2024 and all additional series unless supplemented.	Exhibit 4.17 1994 Form 10-K File No. 1-8858
C-17	Purchase Agreement dated March 20, 1992 for the 8.55% Senior Note due March 31, 2004.	Exhibit C-20 Form U5B File No. 30 - 1
C-18	Loan Agreement dated October 24, 1988 with ComPlan, Inc. in connection with UNITIL Realty Corp. (Realty) borrowing to acquire and renovate facilities in Exeter, New Hampshire; and related Assignment and Consent Agreement between Realty, ComPlan, Inc. and the tenants, UNITIL Service Corp. and E&H.	Exhibit C-21 Form U5B File No. 30 - 1
C-19	Purchase Agreement dated November 30, 1993 for the 6.75% Notes due November 30, 2023.	Exhibit 4.18 1993 Form 10-K File No. 1-8858

Exhibit D Tax Allocation Agreement

AGREEMENT made as of September 10, 1985, among Concord Electric Company, a New Hampshire corporation, Exeter & Hampton Electric Company, a New Hampshire corporation, UNITIL Service Corp., a New Hampshire corporation, and UNITIL Power Corp., a New Hampshire corporation, and UNITIL Corporation ('UNITIL'), a New Hampshire corporation, ("AFFILIATE" companies or collectively, the "AFFILIATES"). Whenever it is intended to include UNITIL in the context of the affiliated group, the term "CONSOLIDATED AFFILIATE" or "CONSOLIDATED AFFILIATES" may be used, and when reference is to the affiliated group as a collective tax paying unit the term "Group" may be used.

WHEREAS, UNITIL owns at least 80 percent of the issued and outstanding shares of each class of voting common stock of each of the AFFILIATES: each of the CONSOLIDATED AFFILIATES is a member of the affiliated group within the meaning of section 1504 of the Internal Revenue Code of 1954, as amended (the "Code"), of which UNITIL is the common parent corporation; and UNITIL proposes to include each of the AFFILIATES in filing a consolidated income tax return for the calendar year 1985;

NOW, THEREFORE, UNITIL and the AFFILIATES agree as follows:

1. Consolidated Return Election. If at any time and from time to time UNITIL so elects, each of the AFFILIATES will join in the filing of a consolidated Federal income tax return for the calendar year 1985 and for

any subsequent period for which the Group is required of permitted to file such a return. UNITIL and its affiliates agree to file such consents, elections and other documents and to take such other action as may be necessary or appropriate to carry out the purposes of this Section 1. Any period for which any of the AFFILIATES is included in a consolidated Federal income tax return filed by UNITIL is referred to in the Agreement as a "Consolidated Return Year".

2. AFFILIATES' Liability to UNITIL for Consolidated Return Year. Prior to the filing of each consolidated return by UNITIL each of the AFFILIATES included therein shall pay to UNITIL the amount, if any, on the Federal income tax for which the AFFILIATES would have been liable for that year, computed in accordance with Treasury Regulations, section 1.1552-1(a)(2)(ii) as though that AFFILIATE had filed a separate return for such year, giving the effect to any net operating loss carryovers, capital loss carryovers, investment tax credit carryovers, foreign tax carryovers or other similar items, incurred by that AFFILIATE for any period ending on or before the date of this Agreement.

The foregoing allocation of Federal income tax liability is being made in accordance with Treasury Regulations, sections 1.1552-1(a)(2) and 1.1502-33(d)(2)(ii), and no amount shall be allocated to any CONSOLIDATED AFFILIATE in excess of the amount permitted under Treasury Regulations, section 1.1502-33(d)(2)(ii). Accordingly, after taking into account the allocable portion of the Group's Federal income tax liability, no amount shall be allocated to any CONSOLIDATED AFFILIATE in excess of the amount permitted in accordance with Treasury Regulations, section 1.1502-33(d)(2)(ii).

3. UNITIL Liability to Each Affiliate for Consolidated Return Year. If for any Consolidated Return Year, any AFFILIATE included in the consolidated return filed by UNITIL for such year has available a net operating loss, capital loss, foreign tax credit, investment tax credit or similar items (computed by taking into account carryovers of such items from periods ending on or before the date of this Agreement) that reduces the consolidated tax liability of the Group below the amount that would have been payable if that AFFILIATE did not have such item available, UNITIL shall pay the amount of the reduction attributable to such AFFILIATE prior to the filing of the consolidated return for such year.

The amount of the reduction shall be equal to a portion of the excess of (i) the total of the separate return tax liabilities of each of the CONSOLIDATED AFFILIATES computed in accordance with Section 2 of this Agreement, over (ii) the Federal income tax liability of the Group for the year. The portion of such reduction attributable to an AFFILIATE shall be computed by multiplying the total reduction by a fraction, the numerator of which is the value of the tax benefits contributed by the AFFILIATE to the Group and the denominator of which is the value of the total value of such benefits contributed by all CONSOLIDATED AFFILIATES during the year.

For purposes of the foregoing paragraph a deduction of credit generated by a CONSOLIDATED AFFILIATE which is in excess of the amount required to eliminate its separate tax return liability but which is utilized in the computation of the Federal income tax liability of the Group shall be deemed to be a tax benefit contributed by the CONSOLIDATED AFFILIATE to the Group. The value of a deduction which constitutes such a benefit shall be determined by applying the current corporate income tax rate, presently 46 percent, to the amount for the deduction. The value of a credit that constitutes such a benefit shall be the tax savings, currently 100 percent thereof. The value of capital losses used to offset capital gains shall be computed at the then current rate applicable to capital gains for corporations.

4. Payment of Estimated Taxes. Prior to the paying and filing of estimated consolidated tax declaration by UNITIL, each of the AFFILIATES included in such estimated tax declaration shall pay to UNITIL the amount, if any, of the estimated Federal income tax for which the AFFILIATE would have been liable for that year, computed as though that AFFILIATE had filed a separate estimated tax declaration for such year.

5. Tax Adjustments. In the event of any adjustments to the consolidated tax return as filed (by reason of an amended return, a claim for refund of an audit by the Internal Revenue Service), the liability, if any, of each of the AFFILIATES under Sections 2, 3, and 4 shall be redetermined to give effect to any such adjustment as if it had been made as part of the original computation of tax liability, and payments between UNITIL and the appropriate AFFILIATES shall be made within 120 days after any such payments are made or refunds are received, or, in the case of contested proceedings, within 120 days after a final determination of the contest.

Interest and penalties, if any, attributable to such an adjustment shall be paid by each AFFILIATE to UNITIL in proportion to the increase in such AFFILIATE'S separate return tax liability that is required to be paid to UNITIL, as computed under Section 2.

6. Subsidiaries of Affiliates. If at any time, any of the AFFILIATES acquire or creates one or more subsidiary corporations that are includable corporations of the Group, they shall be subject to this Agreement and all references to the AFFILIATES herein shall be interpreted to include such subsidiaries as a group.

7. Successors. This Agreement shall be binding on and inure to the benefit of any successor, by merger, acquisition of assets or otherwise, to any of the parties hereto (including but not limited to any successor of UNITIL or any of the AFFILIATES succeeding to the tax attributes of such corporation under Section 381 of the Code) to the same extent as if such successor had been an original party to this Agreement.

8. Affiliates' Liability for Separate Return Years. If any of the AFFILIATES leaves the Group and files separate Federal income tax returns, within 120 days of the end of each of the first fifteen taxable years for which it files such returns, it shall pay to UNITIL the excess, if any, of (A) Federal income tax that such AFFILIATE would have paid for such year (on a separate return basis giving the effect to its net operating loss carryovers) if it never had been a member of the Group, over (B) the amount of Federal income tax such AFFILIATE has actually paid or will actually pay for such years.

9. Examples of Calculations. Attached hereto and made part hereof, as "Appendix A to Tax Sharing Agreement By and Between UNITIL Corporation and Its Affiliated Companies", are illustrated examples of the matters contained herein.

IN WITNESS WHEREOF, the duly authorized representatives of the parties hereto have set their hands this tenth day of September, 1985.

UNITIL CORPORATION

By /s/ Michael J. Dalton
its President

EXETER & HAMPTON ELECTRIC COMPANY

By /s/ Michael J. Dalton
its President

CONCORD ELECTRIC COMPANY

By /s/ Douglas K. Macdonald
its President

UNITIL POWER CORP.

By /s/ Michael J. Dalton
its President

UNITIL SERVICE CORP.

By /s/ Peter J. Stulgis
its President

APPENDIX A TO TAX SHARING AGREEMENT
BY AND BETWEEN UNITIL CORPORATION AND ITS
AFFILIATED COMPANIES

The allocation agreement follows the Internal Revenue Service Regulations for "basic" and "supplemental" allocation of consolidated return liability and benefits.

The "basic" method used to allocate UNITIL'S liability shown on the consolidated return is provided by Internal Revenue Code Section 1552(a) and provides for allocation based on the amount of tax liability calculated on a separate return basis.

The "supplemental" method provides that the tax savings of credits and deductions in excess of the amount of the individual company can use, but which can be used in consolidations, is allocated among the members supplying the savings and the benefiting members reimburse them.

For example, assume that a three member group has consolidated tax liability of \$200,000 and \$100,000 respectively. The individual members, A,

B, and C have separate return taxable income (loss) of \$150,000, \$100,000, and \$(50,000) and the individual members have separate return liabilities of \$75,000, \$50,000, and none, respectively. (Loss members are deemed to have a zero tax liability.) Under the proposed method, the Individual tax liability and benefit is allocated as follows:

Member	A	B	C
Taxable Income (Loss)	\$150,000	\$100,000	\$(50,000)
Separate Tax Liability	75,000	50,000	none
Percent of Total (\$125,000)	60%	40%	0%
Consolidated Tax Allocation	60,000	40,000	none
Separate Tax Liability	75,000	50,000	0
Less Consolidated Tax	60,000	40,000	0
	15,000	10,000	0
	100%	100%	
Supplemental Allocation	15,000	10,000	0
Benefits paid to C	\$(15,000)	\$(10,000)	\$(25,000)

Regulation 1.1502-33(d) provides the "supplemental" method of allocating tax liability in order to permit members to receive reimbursement for contributing tax deductions or credits to the group. The method adopted by the Company and outlined at Regulation 1.1502-33(2)(ii) provides for immediate reimbursement for the tax year involved. The steps are as follows:

- (1) Tax liability is allocated to the members by the basic method outlined above.
- (2) Each member with a separate company tax will be allocated 100% of the excess of its separate return liability over its share of the consolidated liability under step (1).
- (3) The amounts allocated to benefiting members under Step 2 are credited to the members supplying the capital losses, deductions, credits or other items to which the savings are attributable. For this purpose an amount generated by a member which is in its own separate return tax liability and which is utilized in the computation of the Federal income tax liability of the group shall be deemed to be a tax benefit contributed by the member to the group.

In some years the Step 2 savings to be credited may be less than the total tax savings items available for use. In such a case, the savings shall be attributed to tax savings items in the order that they are used on the consolidated return and in an amount equal to the savings actually realized.

Under this method, capital losses would normally be used first to the extent there are capital gains, since these items are netted in order to reach income, and are used before any deductions or credits are taken into account. The value of the capital loss would be the current rate of tax for capital gain income of the loss. The next item to be used would be deductions resulting in a current year operating loss, and these would be valued at the marginal rate of tax on the income they offset. This is normally 46 percent under current law, but would be less for income under \$100,000, which falls in to the graduated tax brackets under Reg.1.1502-33(d) (2), the amount of each graduated rate bracket is apportioned equally by dividing that amount by the number of corporations that were members of the group. Additionally, an alternative is to allocate the amount of each graduated rate bracket based on an election made by each of the companies' and including with that year's tax return. Operating loss carryovers would be used next, and finally credits would be used. Credits will be valued at 100 percent, since they result in dollar for dollar savings. Where the total amount of an item is not used, the savings will be allocated to each member in proportion to his share of the total of that benefit available from all members of the consolidated group.

- (4) Benefiting members will reimburse the other members prior to the filing of the consolidated tax return.

A more complicated Situation is presented when there are several loss companies. Assume that the facts are the same as above except that there are three loss companies: C, D, and E with the following tax savings items:

	C	D	E
Capital Loss	0	5,000	0
Current Operating Loss	5,000	0	3,000
Operating Loss Carryover	0	10,000	0
Credits	4,000	8,000	4,000

Allocation of the \$25,000 benefit from Step 2 would proceed as follows:

	C	D	E	Remaining Benefit
Capital Gains @ 28%	0	1,400	0	23,600
Current Operating Loss Offsetting 46% Income	2,300	0	1,380	19,920
Operating Loss Carryover Offsetting 46% Income		4,600		15,320
Credits @ 100% (proportionate)	3,830	7,600	3,830	0
Total Allocated	6,130	13,660	5,210	0

Thus companies A and B would reimburse C, D and E for the above amounts. There will be credit carryovers for C, D, and E of \$170, \$340, and \$170, respectively.

Separate Return Liability

The Allocations and reimbursements outline above use the concept of a "separate return tax liability" as a starting point for allocations. This liability is the amount which a member of the affiliated group would pay of it filed a separate return. It is calculated in three basic steps.

(1) The rules for consolidated return deferred accounting, inventory adjustments, basis determination, basis adjustments, excess losses, earnings and profits, and obligations of members must be applied.

(2) Intercompany dividends are eliminated and no dividend received or paid deduction is allowed on intercompany dividends.

(3) Adjustments are made for specific items used in the consolidated return which must be divided by some equitable method among the members.

The third step is the subject of this part of the Appendix. Two different approaches may be taken for the apportionment of the limits, deductions, and exemptions used to reach tax liability.

It is recognized that each company is a part of an affiliated group, and that all credits, deductions and limitations must be apportioned in some equitable manner.

Specific Apportionments

(1) Carryovers. On a consolidated basis, items such as operating losses, capital losses, and contributions will be used first from the current year and then carried forward from the oldest year forward until exhausted. It is the intention of the Tax Sharing Agreement, for allocation and reimbursement purposes, that a member shall use its own carryovers first before it is required to reimburse another member for use of its carryover in consolidation, without regard for the fact that the tax regulations for consolidated returns may require a different order.

(2) Contribution Deduction. The amount of the contribution deduction is limited to 10% of consolidated taxable income. Thus the amount allowable may exceed the actual contributions. In order to avoid having a consolidated contribution carryover which is not owned by a member, each member agrees that its deduction be limited to its proportionate share on a separate return basis of the consolidated contribution deduction in a given year, rather than 10% of its separate return income, and that any contribution in excess of such amount be treated as its own carryover. If the consolidated deduction is greater than the separate deductions of the profitable members (thus permitting a deduction for contributions of a loss member) the excess allowable deduction will be allocated to the loss members in proportion to the excess allowable over their available contributions.

Contribution Illustration

Example A	A	B	C	Consolidated
Income before contributions	12,000	100	(5,600)	6,500
Contributions - current	400	25	100	
- carryover	300	25		
- available	700	50	100	
10% Limit				650
Allowable on SR basis	1,200	10		
Allowable by agreement	644	6		
Carryover by agreement				
- current	0	19	100	
- prior	56	25		
Taxable income	11,356	94	(5,600)	5,850

Example B	A	B	C	Consolidated
Income before contributions	12,000	(100)	(5,400)	6,500
Contributions - current only	200	50	200	
10% Limit				650

Available on SR basis	200		200
Excess deduction allowable			250
Allocation by agreement	50	200	
Carryover by agreement	50	200	
Taxable income	11,800	(150)	(5,600)
			6,050

(3) Tax Brackets. The members agree that the brackets will first be applied equally to the members with ordinary income. If the allocated amount exceeds income, the excess can be reapplied equally to the other members with remaining income.

(4) I.T.C. Limitation. The limitation on 100% utilization of investment tax credit provided by Internal Revenue Code S46(a)(3), currently \$25,000, will be allocated equally among the members with tax liability and available credits, with any excess to be allocated equally to those with remaining liability and credits.

(5) I.T.C. Limit for Used Property. The limitations on used property cost deemed eligible for investment credit, currently \$215,000, will be allocated equally among the companies that have used property acquisitions with a ten year recovery life in any year. If a member is unable to utilize all of its allocated amount the excess will be allocated proportionately to the members with used property acquisitions in excess of their allocated share. If there are insufficient ten year recovery life assets, the remainder will be allocated to five year recovery life assets in a similar manner. Likewise, if there are not enough ten and five year recovery life assets, the remainder of the \$100,000 limitation will be allocated equally to members having three year recovery life used property additions.

(6) Future Developments. Any credits, deductions, or other items established by future legislation will be allocated in a manner consistent with the above methods.

The foregoing examples are for illustrative purposes and are not intended to cover all possible situations that may arise.

Exhibit E Other Documents - None

Exhibit F Supporting Schedules

Report of Independent Public Accounts

To Unitil Corporation

We have audited the consolidated balance sheet and consolidated statement of capitalization of Unitil Corporation and subsidiaries as of December 31, 1996, and the related consolidated statement of earnings, cash flows and changes in common stock equity for the year then ended, included in the 1996 annual report to the shareholders and incorporated by reference in this Form U5S. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Unitil Corporation and subsidiaries as of December 31, 1996, and the consolidated results of their operations and their consolidated cash flows for the year then ended, in conformity with generally accepted accounting principles.

Grant Thornton LLP

Boston, Massachusetts
February 7, 1997

Exhibit H Organizational Chart-Not Applicable

Exhibit I Majority Owned Associate Company - Not Applicable

SIGNATURE

Each undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized pursuant to

the requirements of the Public Utility Holding Company Act of 1935.

UNITIL CORPORATION

By [S] Peter J. Stulgis
Chairman of the Board &
Chief Executive Officer

UNITIL SERVICE CORP.

By [S] Peter J. Stulgis
President

UNITIL RESOURCES, INC.

By [S] George R. Gantz
President

CONCORD ELECTRIC COMPANY,
EXETER & HAMPTON ELECTRIC COMPANY,
FITCHBURG GAS AND ELECTRIC LIGHT COMPANY.

By [S] Michael J. Dalton
President

UNITIL REALTY CORP.

By [S] Gail A. Siart
President

UNITIL POWER CORP.

By [S] James G. Daly
President

Date April 30, 1997

OPUR1
 DEC - 31 - 1996
 JAN - 01 - 1996
 DEC - 31 - 1996
 YEAR
 PER - BOOK

	143,801,452		
	42,448		
		38,654,745	
	49,855,236		0
			232,353,881
	33,984,409		
	1,505,667		
		32,484,185	
67,974,261			
		3,665,900	
			225,000
		60,949,000	
		21,400,000	
		0	
0			
1,262,000			
		0	
		3,592,457	
	2,081,310		
71,203,953			
232,353,881			
	170,846,221		
		4,650,613	
	151,960,591		
	156,611,204		
14,235,017			
		701,718	
14,936,735			
	6,207,692		
			8,729,043
	277,758		
8,451,285			
	5,740,039		
	5,141,714		
	6,446,594		
			1.94
			1.89

OPUR1

EXETER & HAMPTON ELECTRIC COMPANY

02

DEC-31-1996

JAN-01-1996

DEC-31-1996

YEAR

PER-BOOK

	32,314,495		
	507		
	7,508,394		
	4,121,084		
			0
	1,890,812		43,944,480
	0		
		9,414,751	
11,305,563		1,009,300	
			0
	14,197,000		
		3,422,669	
	0		
0			
612,000			
	0		
	0		
	0		
13,397,948			
	43,944,480		
	48,498,665		
		423,408	
	45,422,501		
	45,845,909		
2,652,756			
		(99,262)	
2,553,494			
	1,549,257		1,004,237
	78,251		
925,986			
	0		
	1,347,444		
	3,014,686		
			4.75
			4.75

OPUR1

CONCORD ELECTRIC COMPANY

01

DEC-31-1996

JAN-01-1996

DEC-31-1996

YEAR

PER-BOOK

	28,681,934		
	23,827		
		7,201,396	
	3,870,319		
			0
			39,777,476
	1,427,241		
	0		
		8,676,381	
10,103,622			
		215,000	
			225,000
		12,752,000	
		4,384,288	
		0	
0			
650,000			
		0	
		0	
	0		
11,447,566			
	39,777,476		
	45,187,772		
		355,135	
	42,468,293		
	42,823,428		
2,364,344			
		(3,878)	
2,360,466			
	1,429,587		
			930,879
	32,205		
898,674			
		0	
	1,229,270		
		2,760,518	
			6.82
			6.82

OPUR1

FITCHBURG GAS AND ELECTRIC LIGHT COMPANY

03

DEC-31-1996

JAN-01-1996

DEC-31-1996

YEAR

PER-BOOK

	70,675,807		
18,114		17,399,878	
	41,129,213		0
			129,223,012
	21,081,351		
	(1,890)		
35,882,855	14,803,394		
		2,441,600	
			0
	34,000,000		
		8,508,697	
	0		
0			
0			
	2,629,745		
	295,390		
45,464,725			
129,223,012			
	71,509,796		
		3,664,606	
	58,078,552		
	61,743,158		
9,766,638			
		22,645	
9,789,283			
	3,315,713		
			6,473,570
	167,302		
6,306,268			
	0		
	2,565,000		
	6,537,366		
			5.07
			5.07

OPUR1

UNITIL POWER CORP.

04

DEC-31-1996

JAN-01-1996

DEC-31-1996

YEAR

PER-BOOK

		0		
		0		
		11,290,519		
	126,562			
			0	
			11,417,081	
	101,000			
		0		
		261,631		
362,631				
	0			
				0
			0	
		1,006,278		
		0		
0				
0				
		0		
		0		
	0			
	10,048,172			
	11,417,081			
	78,180,028			
		21,978		
	78,183,200			
	78,205,178			
	(25,150)			
	90,087			
64,937				
	24,758			
			40,179	
	0			
40,179				
		0		
		0		
	(5,972,320)			
			401.79	
			401.79	