

File No. 70-9633

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
POST-EFFECTIVE AMENDMENT NO. 4 TO  
APPLICATION-DECLARATION  
ON FORM U-1  
UNDER THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
-----

UNITIL CORPORATION  
CONCORD ELECTRIC COMPANY  
EXETER & HAMPTON ELECTRIC COMPANY  
FITCHBURG GAS AND ELECTRIC LIGHT COMPANY  
UNITIL POWER CORP.  
6 Liberty Lane West  
Hampton, New Hampshire 03842-1720  
-----

(Name of companies filing this statement and  
address of principal executive offices)

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

(Name of top registered holding company parent)

Mark H. Collin  
Treasurer

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

(Name and address of agent for service)

The Commission is requested to mail copies of  
all orders, notices and communications to:

Joanne C. Rutkowski LeBoeuf,  
Lamb, Greene & MacRae, L.L.P.  
1875 Connecticut Ave., N.W.  
Washington, DC 20009

Unitil Corporation, a New Hampshire corporation ("Unitil") and a registered holding company under the Public Utility Holding Company Act of 1935, as amended (the "Act"), and its wholly owned subsidiary companies, Concord Electric Company ("Concord"), Exeter & Hampton Electric Company ("Exeter"), Fitchburg Gas and Electric Light Company ("Fitchburg"), Unitil Power Corp. ("Unitil Power"), Unitil Realty Corp. ("Unitil Realty"), Unitil Resources, Inc. ("Unitil Resources") and Unitil Service Corp. ("Unitil Service" and, together with Concord, Exeter, Fitchburg, Unitil Power, Unitil Realty and Unitil Resources, the "Subsidiaries" or "Money Pool Participants") hereby request increases in certain authorized borrowing amounts.<sup>1</sup> As explained more fully below, Applicants require relief on an expedited basis and so ask the Commission to issue an order granting the requested authority no later than January 31, 2001.

On June 9, 2000, Unitil and the Subsidiaries, received authority under Sections 6(b), 7, 9(a), 10 and 12(b) of the Act and the Rules 43, 45 and 52 thereunder with respect to (i) short-term borrowing by Unitil, (ii) short-term borrowings by Fitchburg and (iii) the continued use of the system money pool ("Money Pool") by Unitil and the Money Pool Participants, pursuant to the Cash Pooling and Loan Agreement (the "Pooling Agreement") among Unitil and the Money Pool Participants dated as of February 1, 1985, as amended, Holding Co. Act Release No. 27182 (the "Order"). On December 15, 2000, in response to a post-effective amendment, the Commission authorized Unitil to increase its short term borrowing to \$35 million. Holding Co. Act Release No. 27307 (Dec. 15, 2000) ("Post-Effective Amendment No. 3").

The Applicants hereby file this post effective amendment ("Amendment") to their application-declaration on Form U-1 relating to the above-referenced transactions (the "Original Application-Declaration") under the Act in order to increase certain authorized borrowing amounts authorized in the Order.

#### ITEM 1. DESCRIPTION OF PROPOSED TRANSACTIONS

The Applicants hereby submit this Amendment for authorization and approval under Sections 6(a), 7, 9(a), 10 and 12(b) of the Act and the Rules 43, 45 and 52 thereunder to increase Unitil's authorized short-term borrowing to \$45 million from \$35 million and Fitchburg's authorized short-term borrowing to \$30 million from \$20 million. The prices that Unitil's subsidiaries, Unitil Power and Fitchburg, pay for wholesale electric and natural gas energy commodities has become unpredictably volatile and has sharply risen putting a heavy strain on Unitil's working capital and significantly increased its short-term borrowing requirements. Despite the recent granting of rate relief from the state regulatory authorities, rising wholesale energy commodity costs are expected to continue at this time to outstrip the effect of such relief reflecting the inherent lag in the regulatory cost recovery process. The Applicant's subsidiaries are absorbing an increasing portion of these costs by deferring such energy costs for recovery in a later period. Despite recent authorized increases in the borrowing authority granted to Unitil and Fitchburg by this Commission and the above-mentioned rate relief, the Applicants are currently experiencing an acute need to borrow additional funds to principally satisfy the cost of their

- - - - -

1 For purposes of this Application-Declaration, Unitil and the Subsidiaries are collectively referred to as the "Applicants".

wholesale energy obligations. Applicants expect that this is a temporary phenomenon, but nevertheless one which requires additional borrowing authority to enable Applicants to pay for wholesale natural gas and electricity purchases. Accordingly, Applicants ask the Commission to Expediently approve this Amendment.

Unitil's Board of Directors authorized this short-term borrowing limit of \$45 million on \_\_\_\_\_, and Fitchburg's Board of Directors authorized the new limit of \$30 million on \_\_\_\_\_. See Exhibits B-2 and B-3.

Any borrowings undertaken pursuant to this authorization will remain subject to the parameters set forth in the Order, as supplemented, except for the new aggregate limits of \$45 million for Unitil and \$30 million for Fitchburg. While some of these parameters are discussed or repeated in this Amendment, the decision not to repeat or describe a specific aspect of the Order or Original Application-Declaration does not affect its continuing validity.

After the Commission authorized the borrowing authority requested in Amendment No. 3, Unitil began to utilize this new authority and had incurred approximately \$33 million in short term debt as of December 31, 2000.

As discussed in the Original Application-Declaration, Unitil requests authority to secure both formal and informal credit lines with a number of lending institutions. Formal credit lines under the proposed facilities may be subject to compensating balances and/or fee requirements. Compensating balance requirements will not exceed 5% of the committed credit line amount, and fees will not exceed 50 basis points times the total line of credit per annum. Unitil may change its credit line arrangements and obtain additional formal or informal credit lines over time.

Applicants anticipates that most of Fitchburg's borrowings will be made through the Money Pool. However, the Fitchburg board resolutions do not prohibit Fitchburg from short-term borrowing outside of the Pooling Agreement. Accordingly, Fitchburg seeks Commission authorization for short-term borrowings up to \$30 million through the Money Pool and through direct borrowings from commercial banks on terms similar to those on which Unitil borrows.

The proposed transactions are not subject to Rules 53 and 54 under the Act. Neither Unitil nor any Subsidiary thereof presently has, or as a consequence of the proposed transactions will have, an interest in any exempt wholesale generator ("EWG") or foreign utility company ("FUCO"), as those terms are defined in Sections 32 and 33 of the Act, respectively. None of the proceeds from the proposed transactions will be used to acquire any securities of, or any interest in, an EWG or FUCO. Moreover, neither Unitil nor any of the Subsidiaries is, or as a consequence of the proposed transactions will become, a party to, and such entities do not and will not have any rights under, a service, sales or construction contract with any affiliated EWGs or FUCOs except in accordance with the rules and regulations promulgated by the Commission with respect thereto. Consequently, all applicable requirements of Rule 53(a)-(c) under the Act are satisfied as required by Rule 54 under the Act.

ITEM 2. FEES, COMMISSIONS AND EXPENSES

The fees, commissions and expenses of the Applicants expected to be paid or incurred, directly or indirectly, in connection with the transactions described above are estimated as follows:

|               |       |         |
|---------------|-------|---------|
| Legal fees    | ..... | \$5,000 |
| Miscellaneous | ..... | \$3,000 |
| Total         | ..... | \$8,000 |

ITEM 3. APPLICABLE STATUTORY PROVISIONS

Sections 6(a), 7, 9(a), 10 and 12(b) of the Act, and Rules 43, 45 and 52 thereunder, are directly applicable to this Application-Declaration.

ITEM 4. REGULATORY APPROVALS

No state or federal agency other than the Commission has jurisdiction with respect to any of the proposed transactions other than as described in this item.

ITEM 5. PROCEDURE

It is requested that the Commission issue and publish no later than January 12, 2001 such notice specifying January 27, 2001 as the date by which comments may be entered and the date on which an order granting and permitting the Application-Declaration to become effective may be entered by the Commission and that the Commission enter not later than January 31, 2001, an appropriate order granting and permitting this Application-Declaration to become effective.

The Applicants respectfully request that appropriate and timely action be taken by the Commission in this matter. No recommended decision by a hearing officer or other responsible officer of the Commission is necessary or required in this matter. The Division of Investment Management of the Commission may assist in the preparation of the Commission's decision in this matter. There should be no thirty-day waiting period between the issuance and effective date of any order issued by the Commission in this matter, and it is respectfully requested that any such order be made effective immediately upon the entry thereof.

ITEM 6. EXHIBITS AND FINANCIAL STATEMENTS

a) Exhibits

| Exhibit No.<br>----- | Description of Exhibit<br>-----   |
|----------------------|---|
| B-1                  | Cash Pooling and Loan Agreement, as amended (previously filed with Post-Effective Amendment No. 1). |

- B-2 Resolutions of Fitchburg Board of Directors authorizing short-term borrowing limit of \$30 million (to be filed by amendment).
- B-3 Resolutions of Unitil Board of Directors authorizing short-term borrowing limit of \$45 million (to be filed by amendment).
- F-1 Opinion of Counsel (to be filed by amendment).
- F-2 "Past Tense" Opinion of Counsel (to be filed by amendment).
- G-1 Financial Data Schedule (to be filed by amendment).
- H-1 Proposed Form of Notice.

b) Financial Statements

| No.  | Description of Financial Statement  |
|------|---|
| FS-1 | Actual and Pro Forma Balance Sheet and Statement of Earnings for the period ending September 30, 2000 for:  |
|      | (a) Fitchburg;  |
|      | (b) Unitil Corporation and Subsidiary Companies; and  |
|      | (c) Unitil Company only.  |
| FS-2 | Unitil Corporation and Subsidiary Companies Consolidated Actual Balance Sheets and Statement of Earnings, September 30, 2000 (filed with the Commission with Unitil's 10-Q for the period ended September 30, 2000 and incorporated by reference herein). |

ITEM 7. INFORMATION AS TO ENVIRONMENTAL EFFECTS

None of the matters that are the subject of this Application-Declaration involve a "major federal action" nor do they "significantly affect the quality of the human environment" as those terms are used in Section 102(2)(C) of the National Environmental Policy Act. None of the proposed transactions that are the subject of this Application-Declaration will result in changes in the operation of the Applicants that will have an impact on the environment. The Applicants are not aware of any federal agency which has prepared or is preparing an environmental impact statement with respect to the transactions proposed herein.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the Applicants have duly caused this Application-Declaration to be signed on their behalf by the undersigned thereunto duly authorized.

Dated: January 9, 2001

UNITIL CORPORATION

By: /s/ Mark H. Collin

-----  
Name: Mark H. Collin

Title: Treasurer

## Proposed Form Of Notice

## SECURITIES AND EXCHANGE COMMISSION

(Release No. 35-\_\_\_\_\_)

Filings under the Public Utility Holding Company Act of 1935, as amended ("Act")

\_\_\_\_, 2001

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated thereunder. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendments thereto is/are available for public inspection through the Commission's Office of Public Reference. Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by \_\_, 2001 to the Secretary, Securities and Exchange Commission, 450 5th Street, N.W., Washington, D.C. 20549, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) as specified below. Proof of service (by affidavit or, in case of an attorney at law, by certificate) should be filed with the request. Any request for hearing shall identify specifically the issues of fact or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After \_\_, 2001, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

\* \* \* \* \*

Unitil Corporation (70-9633)

Unitil Corporation ("Unitil"), of 6 Liberty Lane West, Hampton, New Hampshire 03842-1720, a registered holding company, and its subsidiary companies, Concord Electric Company, Exeter & Hampton Electric Company, Fitchburg Gas and Electric Light Company ("Fitchburg") and Unitil Power Corp. all of 6 Liberty Lane West, Hampton, New Hampshire 03842-1720 have filed a post-effective amendment under Sections 6(a), 7, 9(a), 10 and 12(b) of the Public Utilities Holding Company Act of 1935, as amended ("Act") and Rules 43, 45 and 52 thereunder to an application-declaration previously filed under the Act.

On June 9, 2000, Unitil and its wholly owned subsidiary companies, Concord Electric Company ("Concord"), Exeter & Hampton Electric Company ("Exeter"), Fitchburg Gas and Electric Light Company ("Fitchburg"), Unitil Power Corp. ("Unitil Power"), Unitil Realty Corp. ("Unitil Realty"), Unitil Resources, Inc. ("Unitil Resources") and Unitil Service Corp. ("Unitil Service" and, together with Concord, Exeter, Fitchburg, Unitil Power, Unitil Realty and Unitil Resources, the "Subsidiaries" or "Money Pool Participants") (Unitil and the Subsidiaries are collectively referred to as the "Applicants"), received approval under the Act from the Securities and Exchange Commission (the "Commission") for the authorization and approval under Sections 6(b), 7, 9(a), 10 and 12(b) of the Act and the Rules 43, 45 and 52 thereunder with respect to (i) short-term borrowing by Unitil, (ii) short-term borrowings by Fitchburg and (iii) the continued use of the system money pool ("Money Pool") by Unitil and the Money Pool Participants, pursuant to the Cash Pooling and Loan Agreement (the "Pooling Agreement") among Unitil and the Money Pool Participants dated as of February 1, 1985, as amended, Holding Co. Act Release No. 27182 (the "Order"). On December 15, 2000, in response to a post-effective amendment, the Commission authorized Unitil to increase its short term borrowing to \$35 million. Holding Co. Act Release No. 27307 (Dec. 15, 2000).

Applicants now seek approval to increase Unitil's authorized short-term borrowing to \$45 million from \$35 million and Fitchburg's short-term borrowings to \$30 million from \$20 million. Any borrowings undertaken pursuant to this authorization will remain subject to the parameters set forth in the Order, except for the new aggregate limits of \$45 million for Unitil and \$30 million for Fitchburg. The prices that Unitil's subsidiaries, Unitil Power and Fitchburg, pay for wholesale electric and natural gas energy commodities has become unpredictably volatile and has sharply risen putting a heavy strain on Unitil's working capital and significantly increased its short-term borrowing requirements. Applicants expect to use the proceeds derived from short-term bank borrowings authorized by this Commission pursuant to this application/declaration for: (i) loans or advances to Subsidiaries through the Pooling Agreement, (ii) payment of indebtedness, (iii) short-term cash needs which may arise due to payment timing differences, (iv) greater flexibility in financial planning and (iv) other general purposes.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Jonathan G. Katz  
Secretary

FITCHBURG GAS AND ELECTRIC LIGHT COMPANY

CONSOLIDATED BALANCE SHEETS (000's) (A)

(UNAUDITED)

| ASSETS:                                  | September 30,<br>2000 | Adjustments | Pro Formed |
|--|-----------------------|-------------|------------|
|  | -----                 | -----       | -----      |
| Utility Plant (at cost):                 |                       |             |            |
| Electric                                 | \$57,716              |             | \$57,716   |
| Gas                                      | 35,860                |             | 35,860     |
| Common                                   | 5,411                 |             | 5,411      |
| Construction Work in Progress            | 2,611                 | 18,170 (E)  | 20,781     |
|  | -----                 | -----       | -----      |
| Utility Plant                            | 101,598               | 18,170      | 119,768    |
| Less: Accumulated Depreciation           | 26,942                |             | 26,942     |
|  | -----                 | -----       | -----      |
| Net Utility Plant                        | 74,656                | 18,170      | 92,826     |
|  | -----                 | -----       | -----      |
| Other Property and Investments           | 18                    |             | 18         |
|  | -----                 | -----       | -----      |
| Current Assets:                          |                       |             |            |
| Cash                                     | 197                   |             | 197        |
| Accounts Receivable                      | 7,627                 |             | 7,627      |
| Due from Affiliates                      | 1,626                 |             | 1,626      |
| Materials and Supplies (at average cost) | 2,397                 |             | 2,397      |
| Prepayments                              | 510                   |             | 510        |
| Accrued Revenue                          | (338)                 |             | (338)      |
|  | -----                 | -----       | -----      |
| Total Current Assets                     | 12,019                |             | 12,019     |
|  | -----                 | -----       | -----      |
| Noncurrent Assets                        |                       |             |            |
| Regulatory Assets                        | 138,391               |             | 138,391    |
| Unamortized Debt Issuance Costs          | 407                   |             | 407        |
| Prepaid Pension Costs                    | 3,330                 |             | 3,330      |
| Other                                    | 15,598                |             | 15,598     |
|  | -----                 | -----       | -----      |
| Total Noncurrent Assets                  | 157,726               |             | 157,726    |
|  | -----                 | -----       | -----      |
| TOTAL                                    | \$244,419             | \$18,170    | \$262,589  |
|  | =====                 | =====       | =====      |

(The accompanying Notes are an integral part of these statements.)

FITCHBURG GAS AND ELECTRIC LIGHT COMPANY

CONSOLIDATED BALANCE SHEETS (000's) (A)

(UNAUDITED)

| CAPITALIZATION AND LIABILITIES:      | September 30,<br>2000 | Adjustments | Pro Formed |
|--------------------------------------|-----------------------|-------------|------------|
|                                      | -----                 | -----       | -----      |
| Capitalization:                      |                       |             |            |
| Common Stock Equity                  | 39,526                | (593) (D)   | 38,933     |
| Preferred Stock, Redeemable          | 2,272                 |             | 2,272      |
| Long-term Debt, Less Current Portion | 40,000                |             | 40,000     |
|                                      | -----                 | -----       | -----      |
| Total Capitalization                 | 81,798                | (593)       | 81,205     |
|                                      | -----                 | -----       | -----      |
| Current Liabilities:                 |                       |             |            |
| Long-term Debt, Current Portion      | 3,000                 |             | 3,000      |
| Capitalized Lease Obligations        | 201                   |             | 201        |
| Short-Term Debt                      | 11,830                | 18,170 (F)  | 30,000     |
| Accounts Payable                     | 4,081                 |             | 4,081      |
| Due to Affiliate                     | 760                   |             | 760        |



|                                   |           |          |           |
|-----------------------------------|-----------|----------|-----------|
| Dividends Declared and Payable    | 1,387     |          | 1,387     |
| Refundable Customer Deposits      | 306       |          | 306       |
| Taxes Payable                     | 1,165     | (361)(B) | 804       |
| Interest Payable                  | 612       | 954 (C)  | 1,566     |
| Other Current Liabilities         | 507       |          | 507       |
|                                   | -----     | -----    | -----     |
| Total Current Liabilities         | 23,849    | 18,763   | 42,612    |
|                                   | -----     | -----    | -----     |
| Deferred Income Taxes             | 30,915    |          | 30,915    |
|                                   | -----     | -----    | -----     |
| Noncurrent Liabilities:           |           |          |           |
| Power Supply Contract Obligations | 99,553    |          | 99,553    |
| Capitalized Lease Obligations     | 2,009     |          | 2,009     |
| Other Noncurrent Liabilities      | 6,295     |          | 6,295     |
|                                   | -----     | -----    | -----     |
| Total Noncurrent Liabilities      | 107,857   |          | 107,857   |
|                                   | -----     | -----    | -----     |
| TOTAL                             | \$244,419 | \$18,170 | \$262,589 |
|                                   | =====     | =====    | =====     |

(The accompanying Notes are an integral part of these statements.)

FITCHBURG GAS AND ELECTRIC LIGHT COMPANY  
CONSOLIDATED STATEMENTS OF EARNINGS (000's) (A)  
(UNAUDITED)

|                                       | Nine Months Ended<br>September 30,<br>2000 | Adjustments | Pro Formed |
|---------------------------------------|--|-------------|------------|
|                                       | -----                                      | -----       | -----      |
| Operating Revenues:                   |  |             |            |
| Electric                              | \$41,345                                   |             | \$41,345   |
| Gas                                   | 14,677                                     |             | 14,677     |
|                                       | -----                                      | -----       | -----      |
| Total Operating Revenues              | 56,022                                     |             | 56,022     |
|                                       | -----                                      | -----       | -----      |
| Operating Expenses:                   |  |             |            |
| Fuel and Purchased Power              | 23,574                                     |             | 23,574     |
| Gas Purchased for Resale              | 8,261                                      |             | 8,261      |
| Operating Expenses, Other             | 9,395                                      |             | 9,395      |
| Maintenance                           | 1,155                                      |             | 1,155      |
| Depreciation and Amortization         | 4,847                                      |             | 4,847      |
| Provisions for Taxes:                 |  |             |            |
| Federal and State Income              | 1,854                                      | (361)(B)    | 1,493      |
| Local Property and Other              | 952  |             | 952        |
|                                       | -----                                      | -----       | -----      |
| Total Operating Expenses              | 50,038                                     | (361)       | 49,677     |
|                                       | -----                                      | -----       | -----      |
| Operating Income                      | 5,984                                      | 361         | 6,345      |
| Non-operating Expense                 | 91   |             | 91         |
|                                       | -----                                      | -----       | -----      |
| Income Before Interest Expense        | 5,893                                      | 361         | 6,254      |
| Interest Expense, Net                 | 2,399                                      | 954 (C)     | 3,353      |
|                                       | -----                                      | -----       | -----      |
| Net Income                            | 3,494                                      | (\$593)(D)  | 2,901      |
| Less Dividends on Preferred Stock     | 117  |             | 117        |
|                                       | -----                                      | -----       | -----      |
| Net Income Applicable to Common Stock | \$3,377                                    | (\$593)     | \$2,784    |
|                                       | =====                                      | =====       | =====      |

(The accompanying Notes are an integral part of these statements.)

| ASSETS:                              | (Unaudited)<br>September 30,<br>2000 | Adjustments | Pro Formed |
|--------------------------------------|--------------------------------------|-------------|------------|
| Utility Plant                        |                                      |             |            |
| Electric                             | \$169,013                            |             | \$169,013  |
| Gas                                  | 35,860                               |             | 35,860     |
| Common                               | 21,192                               |             | 21,192     |
| Construction Work in Progress        | 3,845                                | 23,775 (E)  | 27,620     |
| Utility Plant                        | 229,910                              | 23,775      | 253,685    |
| Less: Accumulated Depreciation       | 69,831                               |             | 69,831     |
| Net Utility Plant                    | 160,079                              | 23,775      | 183,854    |
| Miscellaneous Property & Investments | 7,763                                |             | 7,763      |
| Current Assets:                      |                                      |             |            |
| Cash                                 | 2,170                                |             | 2,170      |
| Accounts Receivable                  | 17,593                               |             | 17,593     |
| Materials and Supplies               | 3,228                                |             | 3,228      |
| Prepayments                          | 1,189                                |             | 1,189      |
| Accrued Revenue                      | 4,374                                |             | 4,374      |
| Taxes Refundable                     | 611                                  | 458 (B)     | 1,069      |
| Total Current Assets                 | 29,165                               | 458         | 29,623     |
| Noncurrent Assets:                   |                                      |             |            |
| Regulatory Assets                    | 138,391                              |             | 138,391    |
| Prepaid Pension Costs                | 9,807                                |             | 9,807      |
| Debt Issuance Costs                  | 1,343                                |             | 1,343      |
| Other Noncurrent Assets              | 24,185                               |             | 24,185     |
| Total Noncurrent Assets              | 173,726                              |             | 173,726    |
| TOTAL                                | \$370,733                            | \$24,233    | \$394,966  |

(The accompanying Notes are an integral part of these statements.)

UNITIL CORPORATION

CONSOLIDATED BALANCE SHEETS (000's) (A)

| CAPITALIZATION AND LIABILITIES:      | (Unaudited)<br>September 30,<br>2000 | Adjustments | Pro Formed |
|--------------------------------------|--------------------------------------|-------------|------------|
| Capitalization:                      |                                      |             |            |
| Common Stock Equity                  | \$77,615                             | (\$790) (D) | \$76,825   |
| Preferred Stock, Non-Redeemable      | 225                                  |             | 225        |
| Preferred Stock, Redeemable          | 3,465                                |             | 3,465      |
| Long-term Debt, Less Current Portion | 81,811                               |             | 81,811     |
| Total Capitalization                 | 163,116                              | (790)       | 162,326    |
| Current Liabilities:                 |                                      |             |            |
| Long-term Debt, Current Portion      | 3,203                                |             | 3,203      |
| Capitalized Lease, Current Portion   | 831                                  |             | 831        |
| Accounts Payable                     | 15,138                               |             | 15,138     |
| Short-Term Debt                      | 21,225                               | 23,775 (F)  | 45,000     |
| Dividends Declared and Payable       | 1,848                                |             | 1,848      |
| Refundable Customer Deposits         | 1,298                                |             | 1,298      |
| Interest Payable                     | 1,311                                | 1,248 (C)   | 2,559      |
| Other Current Liabilities            | 7,307                                |             | 7,307      |

|  |           |          |           |
|--|-----------|----------|-----------|
| Total Current Liabilities                | 52,161    | 25,023   | 77,184    |
| Deferred Income Taxes                    | 44,534    |          | 44,534    |
| -----                                    |           |          |           |
| Noncurrent Liabilities                   |           |          |           |
| Power Supply Contract Obligations        | 99,553    |          | 99,553    |
| Capitalized Leases, Less Current Portion | 3,245     |          | 3,245     |
| Other Deferred Credits                   | 8,124     |          | 8,124     |
| -----                                    |           |          |           |
| Total Noncurrent Liabilities             | 110,922   |          | 110,922   |
| -----                                    |           |          |           |
| TOTAL                                    | \$370,733 | \$24,233 | \$394,966 |
| =====                                    |           |          |           |

(The accompanying Notes are an integral part of these statements.)

UNITIL CORPORATION

CONSOLIDATED STATEMENTS OF EARNINGS (000's) (A)

|                                       | (Unaudited)<br>Nine Months Ended<br>September 30,<br>2000 | Adjustments | Pro Formed |
|---------------------------------------|---|-------------|------------|
|                                       | -----   | -----       | -----      |
| Operating Revenues:                   |   |             |            |
| Electric                              | 118,925   |             | 118,925    |
| Gas                                   | 14,677  |             | 14,677     |
| Other                                 | 87  |             | 87         |
| -----                                 |   |             |            |
| Total Operating Revenues              | 133,689   |             | 133,689    |
| -----                                 |   |             |            |
| Operating Expenses:                   |   |             |            |
| Fuel and Purchased Power              | 81,127  |             | 81,127     |
| Gas Purchased for Resale              | 8,261   |             | 8,261      |
| Operating and Maintenance             | 18,929  |             | 18,929     |
| Depreciation and Amortization         | 8,926   |             | 8,926      |
| Provisions for Taxes:                 |   |             |            |
| Local Property and Other              | 3,802   |             | 3,802      |
| Federal and State Income              | 2,277   | (458) (B)   | 1,819      |
| -----                                 |   |             |            |
| Total Operating Expenses              | 123,322   | (458)       | 122,864    |
| -----                                 |   |             |            |
| Operating Income                      | 10,367  | 458         | 10,825     |
| Non-operating Expense, Net            | 194   |             | 194        |
| -----                                 |   |             |            |
| Income Before Interest Expense        | 10,173  | 458         | 10,631     |
| Interest Expense, Net                 | 5,151   | 1,248 (C)   | 6,399      |
| -----                                 |   |             |            |
| Net Income                            | 5,022   | (790) (D)   | 4,232      |
| Less Dividends on Preferred Stock     | 197   |             | 197        |
| -----                                 |   |             |            |
| Net Income Applicable to Common Stock | \$4,825   | (\$790)     | \$4,035    |
| =====                                 |   |             |            |

(The accompanying Notes are an integral part of these statements.)

UNITIL CORPORATION (COMPANY ONLY)

BALANCE SHEETS (000's) (A)

|         |                       |             |            |
|---------|-----------------------|-------------|------------|
| ASSETS: | September 30,<br>2000 | Adjustments | Pro Formed |
|---------|-----------------------|-------------|------------|

|                                      |          |              |           |
|--------------------------------------|----------|--------------|-----------|
| Other Property and Investments       |          |              |           |
| Investment in Associate Companies    | \$72,251 | \$23,775 (E) | \$96,026  |
| Other Investments                    | 5,411    |              | 5,411     |
| Net Service Property And Investments | 77,662   | 23,775       | 101,437   |
| Current Assets:                      |          |              |           |
| Cash                                 | 1,161    |              | 1,161     |
| Due from Affiliates                  | 2,784    | 1,248 (B)    | 4,032     |
| Refundable Taxes                     | 1,995    |              | 1,995     |
| Total Current Assets                 | 5,940    | 1,248        | 7,188     |
| Noncurrent Assets                    | 123      |              | 123       |
| TOTAL                                | \$83,725 | \$25,023     | \$108,748 |

(The accompanying Notes are an integral part of these statements.)

UNITIL CORPORATION (COMPANY ONLY)

BALANCE SHEETS (000's) (A)

| CAPITALIZATION AND LIABILITIES: | September 30,<br>2000 | Adjustments | Pro Formed |
|---------------------------------|-----------------------|-------------|------------|
| Capitalization:                 |                       |             |            |
| Common Stock Equity             | \$57,751              |             | \$57,751   |
| Total Capitalization            | 57,751                |             | 57,751     |
| Current Liabilities:            |                       |             |            |
| Short-Term Debt                 | 21,225                | 23,775 (D)  | 45,000     |
| Due to Affiliates               | 2,569                 |             | 2,569      |
| Dividends Declared and Payable  | 1,781                 |             | 1,781      |
| Interest Payable                | 125                   | 1,248 (B)   | 1,373      |
| Misc. Current Assets            | 274                   |             | 274        |
| Total Current Liabilities       | 25,974                | 25,023      | 50,997     |
| TOTAL                           | \$83,725              | \$25,023    | \$108,748  |

(The accompanying Notes are an integral part of these statements.)

UNITIL CORPORATION (COMPANY ONLY)

STATEMENT OF EARNINGS (000's) (A)

|                           | Nine Months Ended<br>September 30,<br>2000 | Adjustments | Pro Formed |
|---------------------------|--|-------------|------------|
| Operating Expenses:       |  |             |            |
| Operating Expenses, Other | \$528                                      |             | \$528      |
| Provisions for Taxes:     |  |             |            |
| Federal and State Income  | (116)                                      |             | (116)      |

|                                |         |           |         |
|--------------------------------|---------|-----------|---------|
| Total Operating Expenses       | 412     |           | 412     |
| Operating Income               | (412)   |           | (412)   |
| Non-operating Income           | 5,073   | 1,248 (B) | 6,321   |
| Income Before Interest Expense | 4,661   | 1,248     | 5,909   |
| Interest Expense, Net          |         | 1,248 (C) | 1,248   |
| Net Income                     | \$4,661 |           | \$4,661 |

(The accompanying Notes are an integral part of these statements.)

UNITIL CORPORATION  
Notes to Pro Forma Consolidated Financial Statements

- (A) These statements have been pro formed to reflect an increase in Short- Term Debt to the requested borrowing limit and the corresponding impact on expenses and Net Income.
- (B) The reduction in taxes reflect the rise in interest expense which reduced income for tax purposes.
- (C) The cost of this increase in Short-Term Debt is reflected in higher interest costs for the six months period.
- (D) Lower Net Income and Common Equity (e.g. Retained Earnings) reflects the impact of higher interest expense.
- (E) Assumes all borrowings are made to fund capital additions to plant.
- (F) Reflects the incremental increase in Short-Term Debt to reach the borrowing limit.

UNITIL CORPORATION (Company Only)  
Notes to Pro Forma Financial Statements

- (A) These statements have been pro formed to reflect an increase in Short- Term Debt to the requested borrowing limit and the corresponding impact on Interest Expenses and Non-operating Income.
- (B) Assumes interest costs will be billable through the Cash Pool to the client companies and will become a receivable.
- (C) The cost of this increase in Short-Debt is reflected in higher interest costs for the six months period.
- (D) Reflects the incremental increase in Short-Term Debt to reach the borrowing limit.
- (E) Assumes all borrowed funds are reflected as an investment in the Cash Pool.

FITCHBURG GAS AND ELECTRIC LIGHT COMPANY  
Notes to Pro Forma Financial Statements

- (A) These statements have been pro formed to reflect an increase in Short- Term Debt to the recently authorized borrowing limit and the corresponding impact on expenses and Net Income.
- (B) The reduction in taxes reflect the rise in interest expense which reduced income for tax purposes.
- (C) The cost of this increase in Short-Term Debt is reflected in higher interest costs for the six months period.
- (D) Lower Net Income and Common Equity (e. g. Retained Earnings) reflects the impact of higher interest expense.
- (E) Assumes all borrowings are made to fund additions to Utility Plant.
- (F) Reflects the incremental increase in Short-Term debt to reach the borrowing limit.