

DO NOT FOLD THIS RETURN

VOLUNTARY ASSOCIATIONS

The Commonwealth of Massachusetts

ANNUAL RETURN

OF THE

UNITIL CORPORATION

TO THE

DEPARTMENT OF
PUBLIC UTILITIES

For the Year Ended December 31,

2013

1. Full title of the Association of Company	<u>Unitil Corporation</u>	
2. Location of principal business office,	<u>6 Liberty Lane West, Hampton, NH 03842</u>	
3. Date of organization,	<u>September 7, 1984</u>	
4. Date of annual meeting,	<u>April 18, 2013</u>	
5. Number of stockholders	1,518*
6. Number of stockholders in Massachusetts,	351*
7. Amount of stock held in Massachusetts,	152,379*
<p>*Number is representative of registered shareholders only, which does not include beneficial owners who hold shares in street name through a broker or other nominee.</p>		

Name of officer to whom correspondence should be addressed regarding this report, Mark H. Collin

Official Title Sr. VP, Chief Financial Officer & Treasurer Office Address 6 Liberty Lane West Hampton, NH 03842

DIRECTORS AND PRINCIPAL OFFICERS

DIRECTORS.

NAME	POST-OFFICE ADDRESS	DATE OF EXPIRATION OF TERM.
William D. Adams	4600 Mayflower Hill Dr, Waterville, ME 04901	April 2015
Robert V. Antonucci	160 Pearl St, Fitchburg, MA 01420	April 2014
David P. Brownell	20 Patriots Rd, Stratham, NH 03885	April 2014
Lisa Crutchfield	2 Hudson Way, Garnet Valley, PA 19061	April 2016
Michael J. Dalton ¹	55 Kingston Rd, Exeter, NH 03833	April 2013
Albert H. Elfner, III	53 Chestnut St, Boston, MA 02108	April 2014
Edward F. Godfrey	305 Old Farm Lane, Warren, VT 05674	April 2016
Michael B. Green	250 Pleasant St, Concord, NH 03301	April 2014
Eben S. Moulton	55 Ferncroft Rd, Danvers, MA 01923	April 2016
M. Brian O'Shaughnessy	One Revere Park, Rome, NY 13440	April 2014
Robert G. Schoenberger	6 Liberty Lane West, Hampton, NH 03842	April 2015
Sarah P. Voll	4000 Cathedral Ave, NW , Apt 652B, Washington, DC 20016	April 2015
David A. Whiteley	12000 Heatherdane Dr., St. Louis MO 63131	April 2016

¹ Mr. Dalton retired from the Board on March 28, 2013.

PRINCIPAL OFFICERS.

TITLE.	NAME.	OFFICIAL ADDRESS.
<i>President, Chief Executive Officer, & Chairman of the Board</i>	Robert G. Schoenberger	6 Liberty Lane West, Hampton, NH
<i>Senior VP, Chief Financial Officer & Treasurer</i>	Mark H. Collin	6 Liberty Lane West, Hampton, NH
<i>Secretary</i>	Sandra L. Whitney	6 Liberty Lane West, Hampton, NH
<i>Controller and Chief Accounting Officer</i>	Laurence M. Brock	6 Liberty Lane West, Hampton, NH
<i>Sr. Vice-President and Chief Operating Officer</i>	Thomas P. Meissner, Jr.	6 Liberty Lane West, Hampton, NH

IF ANY OF THE DIRECTORS, TRUSTEES OR OFFICERS HOLD ANY OFFICE IN ANY OF THE COMPANIES OR ASSOCIATIONS RECEIVING SERVICES FROM THE REPORTING COMPANY, STATE THE TITLE AND THE COMPANY OR ASSOCIATION WITH WHICH SUCH DIRECTOR, TRUSTEE OR OFFICER IS ASSOCIATED.

NAME	TITLE	COMPANY
Robert G. Schoenberger	President & Director	Fitchburg Gas and Electric Light Company
	President & Director	Unitil Energy Systems, Inc.
	President & Director	Northern Utilities, Inc.
	President & Director	Granite State Gas Transmission, Inc.
	Director	Unitil Service Corp.
	Director	Unitil Power Corp.
	Director	Unitil Realty Corp.
	Director	Fitchburg Energy Development Co.
Mark H. Collin	Treasurer	Fitchburg Gas and Electric Light Company
	Treasurer	Unitil Energy Systems, Inc.
	President, Treasurer & Director	Unitil Service Corp.
	President, Treasurer & Director	Unitil Power Corp.
	Treasurer	Northern Utilities, Inc.
	Treasurer	Granite State Gas Transmission, Inc.
	Sr. Vice President, Treasurer & Director	Unitil Realty Corp.
	Sr. Vice President, Treasurer & Director	Fitchburg Energy Development Co.
	Director	Unitil Resources, Inc.
Sandra L. Whitney	Secretary	Unitil Energy Systems, Inc.
	Secretary	Northern Utilities, Inc.
	Secretary	Granite State Gas Transmission, Inc.
	Secretary	Unitil Service Corp.
	Secretary	Unitil Power Corp.
	Secretary	Unitil Realty Corp.
	Secretary	Fitchburg Energy Development Co.
	Clerk	Fitchburg Gas and Electric Light Company
	Secretary	Unitil Resources, Inc.
	Secretary	Usource, Inc.
Laurence M. Brock	Controller	Fitchburg Gas and Electric Light Company
	Controller	Unitil Energy Systems, Inc.
	Controller	Northern Utilities, Inc.
	Controller	Granite State Gas Transmission, Inc.
	Vice President/Controller	Unitil Power Corp.
	Controller	Unitil Realty Corp.
	Vice President/Controller	Unitil Service Corp.
	Director	Unitil Resources, Inc.
Thomas P. Meissner, Jr.	Sr. Vice President	Fitchburg Gas and Electric Light Company
	Sr. Vice President	Unitil Energy Systems, Inc.
	Sr. Vice President	Northern Utilities, Inc.
	Sr. Vice President	Granite State Gas Transmission, Inc.
	Director	Unitil Power Corp.
	Sr. Vice President & Director	Unitil Service Corp.

INCOME ACCOUNT FOR THE YEAR			
Dividends on stock owned (Page 8)			
Interest on bonds owned (Page 8)			
Interest on notes (Page 9)			
Miscellaneous Interest		245,850	
Other income			
Total Gross Income			245,850
Deductions:			
Salaries of officers and clerks			
Legal expenses			
Taxes (Page 11)		(978,762)	
Depreciation & Amortization		0	
Miscellaneous general expenses:			
Outside Services		108,833	
Donations		9,375	
Miscellaneous		(49,960)	
Total Deductions			(910,514)
Net Income			1,156,364
Interest on bonds or coupon notes			(1,289,603)
Year-to-Date Net Income (Loss) From Associated Companies			21,748,364
Net Divisible Income			21,615,125
Dividends on preferred shares per cent, or per share	\$	-	
Dividends on common shares per cent, or per share	\$	1.38	19,062,253
Total Dividends			19,062,253
Surplus for the Year (if deficit show in red)			2,552,872
Amount of previous surplus or deficit (if deficit show in red)			28,617,815
Total			31,170,687
Profit and loss adjustment during year:			
Credits: (Specify in detail)			
Dividends Equivalents		9,151	
Adjustments for Preferred Stock Redemptions		0	
Misc Interest			
Total Credits		9,151	
Debits: (Specify in detail)			
Adjustment to Prior Year's Earnings in Subsidiaries		0	
Total Debits		0	
Net Amount to Profit and Loss Dec 31, (if loss indicate by (...))			9,151
Total Surplus December 31 (If loss indicate by (...))			31,161,536

BALANCE SHEET DECEMBER 31, 2013

ASSETS		
Stocks of other companies (Page 8)		273,605,535
Bonds of other companies (Page 8)		
Notes and indebtedness of other companies (Page 9)		
Discount on securities sold		
Commission and interest on securities sold		
Cash		10,454,979
Accrued income receivable		
Deposit account of dividends		
Accounts Receivable		5,445,908
Miscellaneous Deferred Debits		196,696
Prepayments		0
Deferred Income Taxes		0
TOTAL ASSETS		289,703,118
LIABILITIES		
Capital shares, preferred (No. Outstanding)		
common, (No. Outstanding) 13,841,400	246,290,986	
Additional Paid-in-capital	691,085	
Capital Stock Expense	(13,187,946)	
Total Capital Shares		233,794,125
Coupon notes		
Note Payable		0
First Mortgage Bonds		20,000,000
Accrued interest on coupon notes or bonds		211,000
Accrued preferred dividends payable		
Vouchers payable		
Accounts Payable		1,306
Taxes Refundable		(428,536)
Common Dividends Payable		0
Accum. Deferred Income Taxes		4,963,135
Misc Current Liabilities		552
Profit and Loss Balance		31,161,536
TOTAL LIABILITIES		289,703,118

If the Capital Stock or Funded Debt of the Association or Company was increased, state the amount and reason for said increase, and the price at which the securities were sold.

N/A

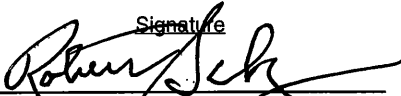
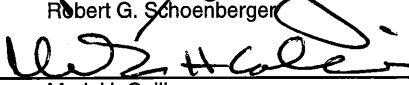
State fully all dealings. Whether by way of purchase of securities or of other property, between the Trustees or other officers of said Association and any corporation any part of the stock of which is held by said Association

N/A

Unitil Corp - Annual Return

SIGNATURES AND OATH TO RETURN

SIGNED UNDER THE PENALTIES OF PERJURY.

<u>Signature</u>	<u>Date</u>	<u>Capacity</u>
 Robert G. Schoenberger	March 27, 2014	President and Director
 Mark H. Collin	March 27, 2014	Treasurer
/s/ William D. Adams * William D. Adams	March 27, 2014	Director
/s/ Dr. Robert V. Antonucci * Dr. Robert V. Antonucci	March 27, 2014	Director
/s/ David P. Brownell * David P. Brownell	March 27, 2014	Director
/s/ Lisa Crutchfield * Lisa Crutchfield	March 27, 2014	Director
/s/ Albert H. Elfner, III * Albert H. Elfner, III	March 27, 2014	Director
/s/ Edward F. Godfrey * Edward F. Godfrey	March 27, 2014	Director
/s/ Michael B. Green * Michael B. Green	March 27, 2014	Director
/s/ Eben S. Moulton * Eben S. Moulton	March 27, 2014	Director
/s/ M. Brian O'Shaughnessy * M. Brian O'Shaughnessy	March 27, 2014	Director
/s/ Dr. Sarah P. Voll * Dr. Sarah P. Voll	March 27, 2014	Director
/s/ David A. Whiteley * David A. Whiteley	March 27, 2014	Director

* Power of Attorney on file.

SIGNATURES OF ABOVE PARTIES AFFIXED OUTSIDE THE COMMONWEALTH OF MASSACHUSETTS MUST BE PROPERLY SWORN TO

State of New Hampshire
Rockingham County ss. Date: March 27, 2014

Then personally appeared Robert G. Schoenberger and Mark H. Collin

and severally made oath to the truth of the foregoing statement by them subscribed according to their best knowledge and belief.


Notary Public

Grace D Hollihan
Notary Public
New Hampshire
My Commission Expires 07-24-18

Extract from the General Laws, Chapter 183, Section 7, 8 and 9

SECTION 7. The department may by its members of duly authorized employees investigate and examine the books, accounts, contracts, records and memoranda of the trustees of any association or trust, who own or hold the capital stock or any part thereof of a railroad, street railway, electric railroad or elevated railway corporation or gas or electric company, and may require said trustee to furnish such reports and information as the department shall from time to time direct with respect to the relations and dealings between such trustees and any such corporation or company.

SECTION 8. The department may by its members of duly authorized employees investigate and examine the books, accounts, contracts, records and memoranda of any partnership, express trust, voluntary association or corporation which is under the same ownership, control or management as a railroad, street railway, electric railroad or elevated railway corporation or gas or electric company, in respect of the relations and of any contracts and dealings between such railroad, street railway, electric railroad, or elevated railway corporation or gas or electric company and such partnership, express trust, voluntary association or corporation, and in relation thereto may require from such partnership, express trust, voluntary association or corporation such reports and information as the department shall from time to time direct.

SECTION 9. A railroad, street railway, electric railroad, elevated railway, gas or electric company, or a partnership or corporation or the trustee of an express trust or voluntary association, described in the two preceding sections, which refuses or neglects to submit its or their books, account, contracts, records and memoranda to the investigation and examination of the department, or to furnish such reports and information as it shall from time to time direct and require, shall be punished by a fine of not more than five thousand dollars.

ACTS OF 1935, CHAPTER 335

SECTION 1. ***Every affiliated company having such relations, transactions and dealing with the gas or electric company with which it is affiliated shall make such annual or periodic reports and in such form as the department may by regulation prescribe in order to give the department effective supervision over all such relations, transactions and dealings.

The supreme judicial court shall have jurisdiction in equity to enforce compliance with this section and with all orders of the department made under authority thereof.