

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned company has duly caused this Certificate to be signed on its behalf by the undersigned thereunto duly authorized.

UNITIL Resources, Inc.

By: /s/ Gail A. Siart

Gail A. Siart  
Treasurer

Dated: February 28, 1996

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

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Application of UNITIL Corporation	)	
and its Subsidiaries on Form U-1	)	CERTIFICATE PURSUANT TO
(File No. 70-8074)	)	RULE 24 UNDER THE PUBLIC
	)	UTILITY HOLDING COMPANY
	)	ACT OF 1935

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Pursuant to the requirements of Rule 24 under the Public Utility Holding Company Act of 1935, UNITIL Corporation, on behalf of itself and its subsidiary, UNITIL Resources, Inc. hereby files the attached quarterly report as required by the Securities and Exchange Commission's order approving the formation of a subsidiary company to provide consulting services to non affiliates (HCAR. No. 25816; File No. 70-8074; May 24, 1993).

Exhibit

- Exhibit A - Description of the various consulting and other activities undertaken by UNITIL Resources, Inc.
- Exhibit B - Statement of the amount of funds invested by UNITIL in UNITIL Resources, Inc.
- Exhibit C - Description of staffing.
- Exhibit D - Description of the intellectual property.
- Exhibit E - Financial Statements.

Description of Various Consulting and Other Activities Undertaken by  
UNITIL Resources Inc:

Staff providing services under the assignments listed below (unless otherwise indicated) are located at UNITIL Service Corp. (UNITIL Service), 216 Epping Road, Exeter, NH 03833, where most client work is performed. From time to time staff visit other locations, predominately in New England, representing client interests.

A. Great Bay Power Corporation (GBP) Marketing Agent. UNITIL Resources provided marketing services during the fourth quarter of 1995 for power sales from GBP's 12.1324% ownership interest in the Seabrook nuclear power station, pursuant to a Marketing Agent Agreement between GBP and UNITIL Corporation dated April 1, 1993. Services provided by UNITIL Resources in the fourth quarter of 1995 involved the marketing of power in the wholesale market, and charges to GBP under this contract totalled \$98,563 in the fourth quarter of 1995. This consulting contract was concluded effective December 31, 1995.

B. Great Bay Power Corporation (GBP) Management and Administrative Services. UNITIL Resources provided comprehensive management and administrative services to GBP during the fourth quarter of 1995, in a variety of functional areas including accounting, budgeting, finance, risk management (insurance), overview of plant operations, and general management. These services were being provided pursuant to a Management and Administrative Services Agreement between GBP and UNITIL Corporation dated November 23, 1994, and charges to GBP under this contract totalled \$161,131 in the fourth quarter of 1995. This consulting contract was concluded effective December 31, 1995.

C. Kingston-Warren Corporation Consultancy. An agreement was signed as of December 30, 1994 between UNITIL Resources and Kingston-Warren Corporation (K-W) under which UNITIL Resources will assist K-W in the conduct of studies relating to alternatives to K-W's current retail power supply arrangements. No charges have been assessed to date on this contract.

EXHIBIT B

Statement of the Amount of Funds Invested by UNITIL Corporation in UNITIL Resources, Inc.:

The initial investment in UNITIL Resources, Inc. was \$10,000. There has been no further investment.

EXHIBIT C

Description of Staffing:

Staff involved in providing service to UNITIL Resources, Inc. (UNITIL Resources) are located at UNITIL Service Corp. (UNITIL Service). Service is provided to UNITIL Resources pursuant to a service agreement between UNITIL Service and UNITIL Resources dated July 1, 1993. Services provided by UNITIL Service during the fourth quarter of 1995 included power brokering, regulatory, finance, accounting, and administrative services and ranged in number from twenty-seven to thirty-three employees on a part-time basis each month. The following are the percentages of UNITIL Service time each month that were expended on UNITIL Resources activities in the fourth quarter of 1995:

October	3.40%
November	3.60%
December	3.40%

Description of the Intellectual Property:

No intellectual property was purchased or received during the quarter.

## EXHIBIT E

UNITIL Resources, Inc.  
(A Wholly-owned Subsidiary of UNITIL Corporation)

STATEMENTS OF EARNINGS  
(UNAUDITED)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	1995	1994	1995	1994
Revenues	\$259,694	\$328,960	\$910,954	\$594,560
Operating Expenses:				
Administrative and General	165,761	249,726	583,075	474,462
Total Operating Expenses	165,761	249,726	583,075	474,462
Operating Income	93,933	79,234	327,879	120,098
Nonoperating Income	3,459	549	3,669	2,192
Earning Before Income Taxes	97,392	79,783	331,548	122,290
Income Taxes:				
Current Federal	30,758	25,200	104,908	38,859
Current State	6,817	5,585	23,208	8,567
Total Income Taxes	37,575	30,785	128,116	47,426
Net Income	\$59,817	\$48,998	\$203,432	\$74,864

UNITIL Resources, Inc.  
(A Wholly-owned Subsidiary of UNITIL Corporation)

BALANCE SHEETS  
(UNAUDITED)

ASSETS:	December 31	
	1995	1994
Current Assets:		
Cash	\$411,781	\$98,715
Accounts Receivable	258	65,565
Unbilled and Accrued Revenue	4,181	8,948
Total Current Assets	416,220	173,228
Deferred Debits	--	1,483
Total Assets	\$416,220	\$174,711
LIABILITIES AND STOCKHOLDERS EQUITY:		
Current Liabilities:		
Accounts Payable	\$50,862	\$52,003
Taxes Accrued & Other	21,663	(17,556)
Total Current Liabilities	72,525	34,447
Stockholder's Equity:		
Common Stock, \$1.00 par value		
Authorized - 10,000 shares		
Outstanding - 10,000 shares	100	100
Premium on Common Stock	9,900	9,900
Retained Earnings	333,695	130,264
Total Stockholder's Equity	343,695	140,264
Total Liabilities and Equity	\$416,220	\$174,711

UNITIL Resources, Inc.  
(A Wholly-owned Subsidiary of UNITIL Corporation)

STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	For the Twelve Months Ended December 31,	
	1995	1994
Net Cash Flow from Operating Activities:		
Net Income	\$203,432	\$74,864
Change in Assets and Liabilities (Increase) Decrease in:		
Accounts Receivable	65,307	63,510
Unbilled and Accrued Revenue	4,766	14,237
Deferred Debits	1,484	60,878
Increase (Decrease) in:		
Accounts Payable	(1,141)	(76,690)
Taxes Accrued & Other	39,218	(42,461)
Net Cash Provided by Operating Activities	313,066	94,338
Net Increase in Cash	313,066	94,338
Cash at beginning of year	98,715	4,377
Cash at December 31,	\$411,781	\$98,715

UNITIL Resources, Inc.  
(A Wholly-owned Subsidiary of UNITIL Corporation)

STATEMENTS OF RETAINED EARNINGS  
(UNAUDITED)

	For the Three Months Ended December 31,	
	1995	1994
Retained Earnings, Beginning of Period	\$273,879	\$81,266
Net Income	59,817	48,998
Retained Earnings, End of Period	\$333,696	\$130,264

	For the Twelve Months Ended December 31,	
	1995	1994
Retained Earnings, Beginning of Period	\$130,264	\$55,400
Net Income	203,432	74,864
Retained Earnings, End of Period	\$333,696	\$130,264