

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 26, 1997

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: Gail A. Siart
Treasurer

Dated: February 26, 1997

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

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

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), its order approving the provision by that subsidiary of additional services including energy marketing and energy management services (HCAR No. 26487; File No. 70-8773; May 31, 1996), and its supplemental order authorizing expansion of retail energy marketing activities by that subsidiary (HCAR No. 26650;File No. 70-8773; January 21, 1997).

Exhibits

- Exhibit A - Description of the various consulting, energy marketing, energy management 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 - Statement of energy marketing expenses incurred by Unitil Resources, Inc.
- Exhibit F - Statement of energy sales.
- Exhibit G - Financial Statements.

EXHIBIT A
Page 1 of 1

Description of Various Consulting, Energy Marketing, Energy Management and Other Activities Undertaken by Unitil Resources Inc:

Staff providing services under the activities listed below (unless otherwise indicated) are located at Unitil Service Corp. (Unitil Service), 6 Liberty Lane West, Hampton, NH 03842-1720, where most client work is performed. From time to time staff visit other locations, predominately in New England, representing client interests.

Consulting Services

A. 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.

Energy Marketing Activities

A. New Hampshire Pilot Program. As of July 1, 1996, Unitil Resources became eligible to begin marketing electricity at retail to statewide participants in the New Hampshire Pilot Program. This 24-month program allows 3% of all electric customers in the State of New Hampshire to purchase electricity from the supplier of their choice. Revenues generated from this activity during the fourth quarter of 1996 and for the year ended December 31, 1996 were \$88,137 and \$152,501 respectively.

Energy Management Services

No contracts/activities to date.

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 Unutil Resources pursuant to a service agreement between Unutil Service and Unutil Resources dated July 1, 1993. Services provided by Unutil Service during the fourth quarter of 1996 included regulatory, finance, accounting, marketing, energy management and administrative services and ranged in number from thirteen to seventeen employees on a part-time basis each month. Services provided by Unutil Service cumulatively to date included the same categories and ranged in number from thirteen to seventy-four employees on a part-time basis each month. The following are the percentages of Unutil Service time that were expended on Unutil Resources activities in the fourth quarter of 1996 and cumulatively to date:

	Consulting & Other	Energy Marketing	Energy Mgmt.	Total
First Quarter	0.20%	0.00%	0.00%	0.20%
Second Quarter	0.00%	3.40%	0.00%	3.40%
Third Quarter	0.00%	2.13%	0.00%	2.13%
Fourth Quarter	0.00%	1.01%	0.00%	1.01%
Year To Date	0.07%	1.70%	0.00%	1.77%

EXHIBIT D

Description of the Intellectual Property:

No intellectual property was purchased or received during the quarter.

EXHIBIT E

Statement of Energy Marketing Expenses:

	Quarter Ended December 31, 1996	Year-To-Date Period
Retail Energy Marketing Expenses	(\$20,095)	\$437,680
Wholesale Energy Marketing Expenses	--	--
Total Energy Marketing Expenses	(\$20,095)	\$437,680

EXHIBIT F

Statement of Energy Sales:

	Kilowatt Hour Sales for Quarter Ended December 31, 1996	Year to Date Kilowatt Hour Sales
Retail Energy Marketing		
Residential	2,711,286	4,234,543
Commercial	185,510	288,581
Industrial	477,179	535,228
Total Retail Energy Marketing	3,373,975	5,058,352
Wholesale Energy Marketing	--	--
Total Energy Marketing	3,373,975	5,058,352

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

STATEMENTS OF EARNINGS
(UNAUDITED)

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	1996	1995	1996	1995
Revenues:				
Service Revenues	\$ --	\$259,694	\$15,427	\$910,954
Electric Revenues	88,137	--	152,501	--
Total Revenues	88,137	259,694	167,928	910,954
Operating Expenses:				
Purchased Power	122,385	--	200,909	--
Administrative and General	(17,594)	165,761	449,543	583,075
Total Operating Expenses	104,791	165,761	650,452	583,075
Operating Income	(16,654)	93,933	(482,524)	327,879
Nonoperating Income	214	3,459	13,847	3,669
Earning Before Income Taxes	(16,440)	97,392	(468,677)	331,548
Income Taxes:				
Federal	(4,536)	30,758	(147,533)	104,908
State	(910)	6,817	(32,567)	23,208
Total Income Taxes	(5,446)	37,575	(180,100)	128,116
Net Income	(\$10,994)	\$59,817	(\$288,577)	\$203,432

Unitil Resources, Inc.
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BALANCE SHEETS
(UNAUDITED)

	December 31,		December 31
	1996	1995	1995
ASSETS:			
Current Assets:			
Cash	\$2,491	\$411,781	\$411,781
Accounts Receivable	71,604	258	258
Unbilled and Acc Rev.	39,623	4,181	4,181
Total Current Assets	113,718	416,220	416,220
Deferred Debits	--	--	--
Total Assets	\$113,718	\$416,220	\$416,220
LIABILITIES AND STOCKHOLDERS EQUITY:			
Current Liabilities:			
Accounts Payable	\$102,806	\$50,862	\$50,862
Taxes Accrued & Othe	(44,206)	21,663	21,663
Total Current Liab	58,600	72,525	72,525
Stockholder's Equity:			
Common Stock, \$1.00 par value			
Authorized - 10,000 shares			
Outstanding - 10,000 shares	100	100	100
Premium on Common Stock	9,900	9,900	9,900
Retained Earnings	45,118	333,695	333,695
Total Stockholder's Equity	55,118	343,695	343,695
Total Liabilities and Equity	\$113,718	\$416,220	\$416,220

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

STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Twelve Months Ended December 31,	
	1996	1995
Net Cash Flow from Operating Activities:		
Net Income	\$(288,577)	\$203,432
Change in Assets and Liabilities		
(Increase) Decrease in:		
Accounts Receivable	(71,346)	65,307
Unbilled and Accrued Revenue	(35,442)	4,766
Deferred Debits	---	1,484
Increase (Decrease) in:		
Accounts Payable	51,944	(1,141)
Taxes Accrued & Other	(65,869)	39,218
Net Cash Provided by Operating Activities	(409,290)	313,066
Net Increase in Cash	(409,290)	313,066
Cash at beginning of year	411,781	98,715
Cash at December 31,	\$2,491	\$411,781

Unitil Resources, Inc.
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STATEMENTS OF CASH FLOWS
(UNAUDITED)

For the Twelve Months Ended December 31, 1996

	Consulting & Other	Electric Power Marketing	Other Energy Commodity Sales	Energy Mgmt. Services	Total
Net Cash Flow from Operating Activities:					
Net Income	\$7,958	\$(296,535)	--	--	\$(288,577)
Change in Assets and Liabilities					
(Increase) Decrease in:					
Accounts Receivable	258	(71,604)	--	--	(71,346)
Unbilled and Accrued Revenue	3,824	(39,266)	--	--	(35,442)
Increase (Decrease) in:					
Accounts Payable	(20,450)	72,394	--	--	51,944
Taxes Accrued & Other	(4,115)	(61,754)	--	--	(65,869)
Net Cash Provided by Operating Activities	(16,349)	(396,765)	--	--	(409,290)
Net Increase in Cash					(409,290)
Cash at beginning of year					411,781
Cash at December 31,					\$2,491

Unitil Resources, Inc.
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STATEMENTS OF RETAINED EARNINGS
(UNAUDITED)

	For the Three Months Ended December 31,	
	1996	1995
Retained Earnings, Beginning of Period	\$56,112	\$273,878
Net Income	(10,994)	59,817
Retained Earnings, End of Period	\$45,118	\$333,695

	For the Twelve Months Ended December 31,	
	1996	1995
Retained Earnings, Beginning of Period	\$333,695	\$130,263
Net Income	(288,577)	203,432
Retained Earnings, End of Period	\$45,118	\$333,695