

FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58

UNITIL CORPORATION  
(Name of Registered Holding Company)

6 Liberty Lane West, Hampton, New Hampshire 03842-1720  
(Address of principal executive offices)

ITEM 1 - ORGANIZATION CHART

Name of reporting company	Energy or gas-related company	Date of organization	State of organization	Percentage of voting securities held	Nature of business
Unitil Corporation	Energy	5/26/93	NH	100%	Energy Marketing and Consulting
Unitil Resources, Inc.					

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

Sale of Survey Information. During the first quarter of 1997, Unitil Resources, in partnership with The Delahaye Group (a New Hampshire-based market research firm), began to market and sell a report analyzing the New Hampshire Pilot Program, and which provided the results of a survey completed in late 1996 of Pilot Program participants. The two entities are equally dividing the revenues from the sale of these reports, which are priced at \$5,000. Unitil did not receive any revenue from this service in the first quarter of 1998.

Energy Marketing Activities

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 program, which originally was scheduled to last 24 months, allows 3% of all electric customers in the State of New Hampshire to purchase electricity from the supplier of their choice. The State of New Hampshire recently extended this program beyond the original 24 month period. Revenues generated from this activity during the first quarter of 1998 were \$159,088.

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

Associate company advancing funds	Reporting company receiving funds	Type of transaction	Net Change in contributions
Unitil Corporation	Unitil Resources Inc.	Capital contribution	90,000

ITEM 3 - ASSOCIATE TRANSACTIONS

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies

None.

Part II - Transactions Performed by Associate Companies on Behalf of Reporting Companies

Associate company rendering services	Reporting company receiving services	Types of services rendered	Direct costs charged	Indirect costs charged	Cost of capital	Total amount billed
Unitil Service Corp.	Unitil Resources Inc.	Energy Marketing and Consulting	\$17,152	\$20,052	\$0	\$37,204

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. Consulting services provided by Unitil Service during the first quarter of 1998 included regulatory, finance, accounting, marketing, energy management and administrative services.

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT  
(Dollars in Thousands)

Investments in Energy-related Companies:

Total consolidated capitalization as of March 31, 1998	\$136,372	
Total capitalization multiplied by 15%		20,456
Greater of \$50 million or line 2		\$50,000
Total current aggregate investment:		
Energy-related business:		
Unitil Resources, Inc.		190
Total current aggregate investment		190
Difference between the greater of \$50 million or 15% of capitalization and the total aggregate investment of the registered holding company system (line 3 less line 4)		\$49,810

Investments in Gas-related Companies

None.

ITEM 5 - OTHER INVESTMENTS

Major line of energy-related business	Other investment in last U-9C-3 report	Other investment in this U-9C-3 report	Reason for difference in other investment
Energy Marketing and Consulting	\$10,000 *	\$0	n/a

\* The initial investment by Unitil Corporation in Unitil Resources, Inc. was \$10,000.

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements - Page 1 of 2

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

BALANCE SHEET  
(UNAUDITED)

March 31, 1998

ASSETS:

Current Assets:

Cash	\$147,939
Accounts Receivable	94,229
Prepayments	2,155
Unbilled and Accrued Revenue	88,327
Total Current Assets	332,650

Total Assets \$332,650

LIABILITIES AND  
STOCKHOLDERS EQUITY:

Current Liabilities:

Accounts Payable	\$65,425
Notes Payable	286,396
Taxes Accrued & Other	(90,553)
Total Current Liabilities	261,268

Stockholder's Equity:

Common Stock, \$1.00 par value	
Authorized - 10,000 shares	
Outstanding - 10,000 shares	100
Premium on Common Stock	9,900
Miscellaneous Paid in Capital	190,000
Retained Earnings	(128,618)
Total Stockholder's Equity	71,382

Total Liabilities and Equity \$332,650

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

A. Financial Statements - Page 2 of 2

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

STATEMENT OF EARNINGS  
(UNAUDITED)

Three Months Ended March 30, 1998

Revenues:

Electric Revenues 159,088

Operating Expenses:

Purchased Power	177,785
Administrative and General	44,158
Total Operating Expenses	221,943

Operating (Loss) Income (62,855)

Nonoperating (Expense) Income	(2,671)
Income (Loss) Before Income Taxes	(65,526)
Income Taxes:	
Current Federal	(22,279)
Current State	--
Total Income Taxes	(22,279)
Net (Loss) Income	\$(43,247)

B. Exhibits  
None.

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 Corporation

By: /s/ Mark H. Collin  
Mark H. Collin  
Treasurer

Dated: May 28, 1998

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 Corporation

By: Mark H. Collin  
Treasurer

Dated: May 28, 1998