FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended March 31, 2000

Commission File Number 1-8858

Unitil Corporation
(Exact name of registrant as specified in its charter)

New Hampshire	02-0381573
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6 Liberty Lane West, Hampton, New Hampshire	03842
(Address of principal executive office)	(Zip Code)

(603) 772-0775
(Registrant's telephone number, including area code)

NONE
(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at May 1, 2000
Common Stock, No par value	4,717,022 Shares

UNITIL CORPORATION AND SUBSIDIARY COMPANIES

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PART 1. FINANCIAL INFORMATION

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF EARNINGS
(000's except common shares and per share data)
(UNAUDITED)

	Three Months Ended March 31, 2000	1999
Operating Revenues:		
Electric	$38,958	$36,184
Gas	7,320	6,156
Other	39	7
Total Operating Revenues	46,317	42,347
Operating Expenses:		
Fuel and Purchased Power	25,853	22,906
Gas Purchased for Resale	4,052	3,178
Operation and Maintenance	6,169	5,937
Depreciation and Amortization	3,040	2,935
Provisions for Taxes:		
Local Property and Other	1,377	1,465
Federal and State Income	1,368	1,375
Total Operating Expenses	41,859	37,796
Operating Income	4,458	4,551
Non-Operating Expense, Net	49	12
Income Before Interest Expense	4,409	4,539
Interest Expense, Net	1,745	1,795
Net Income	2,664	2,744
Less Dividends on Preferred Stock	67	68
Net Income Applicable to Common Stock	$2,597	$2,676
Average Common Shares Outstanding	4,714,540	4,621,042
Basic Earnings Per Share	$0.55	$0.58
Diluted Earnings Per Share	$0.55	$0.58
Dividends Declared per Share of Common Stock (Note 1)	$0.69	$0.69

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

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS (000's)

	(UNAUDITED) March 31, 2000	1999	(AUDITED) December 31, 1999
ASSETS:			
Utility Plant:			
Electric	$165,194	$154,697	$161,767
Gas	34,628	32,234	34,031
Common	21,654	21,034	21,541
Construction Work in Progress	2,046	2,686	2,499
Utility Plant	223,522	210,651	219,838
Less: Accumulated Depreciation	68,107	63,946	66,429
Net Utility Plant	155,415	146,705	153,409
Other Property and Investments	5,276	3,139	5,051
Current Assets:			
Cash	2,730	3,344	2,847
Accounts Receivable - Less Allowance for Doubtful Accounts of $593, $557 and $598	18,421	18,217	16,630
Materials and Supplies	2,074	2,297	2,503
Prepayments	1,140	613	713
Accrued Revenue	(397)	(1,397)	2,262
Total Current Assets	23,968	23,074	24,955
Noncurrent Assets:			
Regulatory Assets	141,938	165,825	143,470

Prepaid Pension Costs	9,349	8,690	9,119
Debt Issuance Costs	1,336	1,387	1,351
Other Noncurrent Assets	24,629	26,939	24,753
Total Noncurrent Assets	177,252	202,841	178,693
TOTAL	$361,911	$375,759	$362,108

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

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED BALANCE SHEETS (Cont.) (000's)

	(UNAUDITED) March 31, 2000	(UNAUDITED) March 31, 1999	(AUDITED) December 31, 1999
CAPITALIZATION AND LIABILITIES:			
Capitalization:			
Common Stock Equity	$78,223	$75,867	$78,675
Preferred Stock, Non-Redeemable, Non-Cumulative	225	225	225
Preferred Stock, Redeemable, Cumulative	3,532	3,598	3,532
Long-Term Debt, Less Current Portion	81,915	85,061	84,966
Total Capitalization	163,895	164,751	167,398
Current Liabilities:			
Long-Term Debt, Current Portion	3,195	1,180	1,191
Capitalized Leases, Current Portion	874	917	902
Accounts Payable	14,222	12,354	16,515
Short-Term Debt	12,225	3,375	10,500
Dividends Declared and Payable	1,835	1,855	220
Refundable Customer Deposits	1,307	1,334	1,302
Taxes Payable (Refundable)	962	1,510	(1,419)
Interest Payable	1,392	1,344	1,245
Other Current Liabilities	3,577	2,868	3,042
Total Current Liabilities	39,589	26,737	33,498
Deferred Income Taxes	42,352	42,477	42,634
Noncurrent Liabilities:			
Power Supply Contract Obligations	103,973	129,688	106,184
Capitalized Lease, Less Current Portion	3,654	4,217	3,860
Other Noncurrent Liabilities	8,448	7,889	8,534
Total Noncurrent Liabilities	116,075	141,794	118,578
TOTAL	$361,911	$375,759	$362,108

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

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (000's)
(UNAUDITED)

	Three Months Ended March 31, 2000	Three Months Ended March 31, 1999
Cash Flows from Operating Activities:		
Net Income	$2,664	$2,744
Adjustments to Reconcile Net Income to Cash Provided by Operating Activities:		
Depreciation and Amortization	3,040	2,935
Deferred Taxes Provision	(99)	(443)
Amortization of Investment Tax Credit	(64)	(94)
Amortization of Debt Issuance Costs	15	14
Changes in Working Capital:		
Accounts Receivable	(1,791)	(2,218)
Materials and Supplies	429	665
Prepayments	(657)	534
Accrued Revenue	2,659	3,383
Accounts Payable	(2,293)	972

Refundable Customer Deposits	5	41
Taxes and Interest Payable	2,528	3,069
Other, Net	(919)	(1,894)
Net Cash Provided by Operating Activities	5,517	9,708
Cash Flows Used In Investing Activities:		
Acquisition of Property, Plant and Equipment	(4,308)	(2,752)
Other Property and Investments	(226)	(3,097)
Cash Used in Investing Activities	(4,534)	(5,849)
Cash Flows from Financing Activities:		
Net Increase (Decrease) in Short-Term Debt	1,725	(16,625)
Proceeds from Issuance of Long-Term Debt	---	12,000
Repayment of Long-Term Debt	(1,047)	(980)
Dividends Paid	(1,704)	(1,642)
Issuance of Common Stock	160	2,729
Retirement of Preferred Stock	---	(20)
Repayment of Capital Lease Obligations	(234)	(60)
Cash Used in Financing Activities	(1,100)	(4,598)
Net Decrease in Cash	(117)	(739)
Cash at Beginning of Year	2,847	4,083
Cash at March 31	$2,730	$3,344

Supplemental Cash Flow Information:		
Interest Paid	$1,853	$1,398
Federal Income Taxes Paid	---	---

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

UNITIL CORPORATION AND SUBSIDIARY COMPANIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

Note 1.

Dividends Declared Per Share:

Two regular quarterly common stock dividends were declared during the first quarter of 2000 and 1999.

Common Stock Dividend:

On March 16, 2000, the Company's Board of Directors declared its regular quarterly dividend on the Company's Common Stock of $0.345 per share which is payable on May 15, 2000 to shareholders of record as of May 1, 2000.

On January 19, 2000, the Company's Board of Directors declared its regular quarterly dividend on the Company's Common Stock of $0.345 per share which was payable on February 15, 2000 to shareholders of record as of February 1, 2000.

Note 2.

Common Stock:

During the first quarter of 2000, the Company sold 5,021 shares of Common Stock, at an average price of $31.88 per share, in connection with its Dividend Reinvestment and Stock Purchase Plan. Net proceeds of $160,068 were used to reduce short-term borrowings.

Note 3.

Preferred Stock:

Details on preferred stock at March 31, 2000, March 31, 1999 and December 31, 1999 are shown below (000's):

	March 31, 2000	March 31, 1999	December 31, 1999
Preferred Stock:			
Non-Redeemable, Non-Cumulative, 6%, $100 Par Value	$225	$225	$225
Redeemable, Cumulative, $100 Par Value:			

8.70% Series	215	215	215
5% Dividend Series	91	91	91
6% Dividend Series	168	168	168
8.75% Dividend Series	333	333	333
8.25% Dividend Series	385	385	385
5.125% Dividend Series	987	999	987
8% Dividend Series	1,353	1,407	1,353
Total Redeemable Preferred Stock	3,532	3,598	3,532
Total Preferred Stock	$3,757	$3,823	$3,757

Note 4.

Long-term Debt:

Details on long-term debt at March 31, 2000, March 31, 1999 and December 31, 1999 are shown below (000's):

	March 31, 2000	March 31, 1999	December 31, 1999
Concord Electric Company:			
First Mortgage Bonds:			
Series I, 8.49%, due October 14, 2024	6,000	6,000	6,000
Series J, 6.96%, due September 1, 1998	10,000	10,000	10,000
Exeter & Hampton Electric Company:			
First Mortgage Bonds:			
Series K, 8.49%, due October 14, 2024	9,000	9,000	9,000
Series L, 6.96%, due September 1, 2028	10,000	10,000	10,000
Fitchburg Gas and Electric Light Company:			
Promissory Notes:			
8.55% Notes due March 31, 2004	12,000	13,000	13,000
6.75% Notes due November 30, 2023	19,000	19,000	19,000
7.37% Notes due January 15, 2029	12,000	12,000	12,000
Unitil Realty Corp.:			
Senior Secured Notes:			
8.00% Notes due August 1, 2017	7,110	7,241	7,157
Total	85,110	86,241	86,157
Less: Installments due within one year	3,195	1,180	1,191
Total Long-term Debt	$81,915	$85,061	$84,966

Note 5.

Contingencies:

The Company is currently undergoing an audit of its 1992 and 1993 Federal income tax returns by the Internal Revenue Service (IRS). Although the IRS has not completed its examination of these returns, it has proposed adjustments relating to the timing of tax deductions taken by Unitil in those years. The Company strongly disagrees with the IRS' position and will vigorously contest it. If the IRS prevails with its position, the Company may be required to pay additional taxes and interest. However, those taxes will be recovered in future years. Although the outcome cannot be predicted with certainty, the Company's management does not expect it to have a material adverse impact on the Company's results of operations.

Note 6.

In the opinion of the Company, the accompanying unaudited consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the consolidated financial position as of March 31, 2000 and 1999; and results of operations for the three months ended March 31, 2000 and 1999; and consolidated statements of cash flows for the three months ended March 31, 2000 and 1999. Reclassifications are made periodically to amounts previously reported to conform with current year presentation.

The results of operations for the three months ended March 31, 2000 and 1999 are not necessarily indicative of the results to be expected for the full year.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

EARNINGS

Diluted earnings per average common share were $0.55 for the first quarter of 2000, a decrease of $0.03 from the first quarter of 1999. This decrease reflects higher operation and maintenance and depreciation expenses, including start-up costs of the Usource E-commerce business. These costs were offset by stronger electric and gas sales. Also contributing to the lower earnings per share was the impact of an increase in the number of average common shares outstanding in the current period compared to the prior period.

Total Operating Revenues were $46.3 million in the first quarter of 2000 compared to $42.3 million in the prior year, the result of higher unit energy sales and increased energy supply costs in the current period. First quarter electric sales were stronger in 2000, reflecting customer growth and increased usage primarily a result of the ongoing strength of the local and regional economies. As shown in the Sales and Revenue table on this page, total electric kWh sales were up 1.3%.

Electric kWh sales to residential customers increased by 5.9% in the first quarter of 2000. Electric kWh sales to commercial and industrial customers were 1.5% lower, because a major industrial customer suspended operations. Exclusive of this customer, electric commercial and industrial sales were 4.0% higher than the first quarter of 1999.

Sales and Revenue (000's)

	Three Months Ended		
kWh Sales	3/31/2000	3/31/1999	Change
Residential	163,836	154,673	5.9%
Commercial/Industrial	255,635	259,533	(1.5)%
Total kWh Sales	419,471	414,206	1.3%
Electric Revenue			
Residential	16,082	14,664	9.7%
Commercial/Industrial	22,876	21,520	6.3%
Total Electric Revenue	38,958	36,184	7.7%
Firm Therm Sales			
Residential	5,526	5,394	2.4%
Commercial/Industrial	5,211	4,846	7.5%
Total Firm Therm Sales	10,737	10,240	4.9%
Gas Revenue			
Residential	3,912	3,250	20.4%
Commercial/Industrial	2,583	2,580	0.1%
Total Firm Gas Sales	6,495	5,830	11.4%
Interruptible Gas Sales	825	326	153.1%
Total Gas Revenue	7,320	6,156	18.9%

Customer growth also led to increased gas sales in the first quarter of 2000. Total Firm Therm gas sales were up 4.9% compared to the prior year. Firm Therm sales to residential customers were 2.4% higher in 2000 compared to the first quarter of 1999, and Firm Therm sales to commercial and industrial customers increased 7.5% over the prior year.

During the first quarter, electric and gas energy supply costs increased, because of higher sales volume and higher costs. Those higher costs are reflected in higher Fuel and Purchased Power and higher Gas Purchased for Resale expenses. Both electric and gas energy supply costs are collected from customers through periodic cost recovery mechanisms. Therefore, changes in energy supply prices do not affect the Company's net income, as they mirror changes in energy supply costs.

Operation and Maintenance expenses increased over the prior year, primarily because of the costs associated with the development of Usource. The increase in Depreciation and Amortization expenses was a result of the accelerated write-off of electric generating assets, in accordance with Fitchburg Gas and Electric Light Company's ("FG&E") electric utility industry restructuring plan, as well as additional amortization related to Usource. FG&E is the Company's electric and gas utility subsidiary in Massachusetts. Interest expense, net, was lower in the first quarter of 2000 as compared to 1999, reflecting higher interest income on deferred collection of costs related to industry restructuring.

Brokering electricity and natural gas through the Usource on-line energy bid system, which began in mid-1999, has gained wider acceptance during the first quarter for 2000. Usource initiated a pilot program partnership with the New York City Housing Authority, in which the Authority will utilize the Usource on-line energy bid system for acquisition of its current gas requirements. Also during the first quarter, Usource reached agreement with an association of large energy users with facilities located throughout New York. In addition, Usource was approved to conduct business in Maine and Pennsylvania.

Diluted earnings per average common share for the twelve months ended March 31, 2000 and 1999, were $1.71 and $1.78, respectively. Contributing to the lower earnings per share was the impact of an increase in the number of average common shares outstanding.

REGULATORY MATTERS

Electric and gas industry restructuring and the process for separating the "competitive" retail sale of the electric and gas energy from the "regulated" delivery of that energy over a utility's transmission and distribution system has been the predominant focus of the Company's regulatory initiatives and activities in both Massachusetts and New Hampshire.

Since March 1, 1998 all electric consumers in Massachusetts served by investor-owned utilities have had the ability to choose their electric energy supplier. FG&E, the Company's Massachusetts utility operating subsidiary, began implementation of its comprehensive electric restructuring plan that includes the divestiture of its entire regulated power supply business.

In New Hampshire, CECo and E&H, our electric utility operating subsidiaries, and Unitil Power Corp., our wholesale power company, continue to prepare for the transition that will move them into this new market structure pending resolution of key restructuring policies and issues that have slowed the restructuring process in the state.

Massachusetts gas industry restructuring plans continue to be a major focus of our regulatory activities as well. Since 1997, FG&E has worked in collaboration with the other Massachusetts Local Distribution Companies (LDCs) and various other stakeholders to develop and implement the infrastructure to offer gas customers choice of their competitive gas energy supplier and to complete the restructuring of gas service provided by LDCs. FG&E has filed with the Massachusetts Department of Telecommunications and Energy (MDTE) new gas tariffs to implement natural gas unbundling in accordance with Model Terms and Conditions resulting from these collaborative efforts. The target date for implementation of approved tariffs and final rules that was initially set for April 1, 2000 has been adjusted to June 1, 2000 to allow sufficient time for regulatory review and approval.

Massachusetts (Electric)- On January 15, 1999, the MDTE approved FG&E's restructuring plan with certain modifications. The Plan provides customers with: a) the ability to choose an energy supplier; b) an option to purchase Standard Offer Service provided by FG&E at regulated rates for up to seven years; and c) a cumulative 15% rate reduction. The Order also approved FG&E's power supply divestiture plan for its interest in three generating units and four long-term power supply contracts. The Company has been afforded full recovery of any transition costs through a non-bypassable retail Transition Charge.

Pursuant to the Plan, on October 30, 1998, FG&E filed a proposed contract with Constellation Power Services Inc. for provision of Standard Offer Service. Service under the FG&E/Constellation contract commenced on March 1, 1999, and is scheduled to continue through February 28, 2005. This contract is the result of the first successful Standard Offer auction conducted in Massachusetts.

A contract for the sale of FG&E's interest in the New Haven Harbor plant was approved by the MDTE on March 31, 1999 and the sale of the unit closed on April 14, 1999. A contract for the sale of the entire output from FG&E's remaining generating assets and purchased power contracts was approved by the MDTE on December 28, 1999, and went into effect February 1, 2000.

FG&E filed an electric rate decrease effective September 1, 1999, as provided for by the 1997 Massachusetts Electric Restructuring Act (the Act). The Act mandated a 10% rate reduction in March 1998, to be followed by an additional, inflation-adjusted 5% rate reduction by September 1, 1999. The net rate decrease of 1.3% reflects FG&E's divestiture of its generation assets and purchased power portfolio.

On December 22, 1999, FG&E filed with the MDTE new rates for effect January 1, 2000. The revised rates maintain the required inflation-adjusted 15% rate discount. The MDTE approved the rates on January 5, 2000, subject to reconciliation pursuant to an investigation, resulting in an upward inflation adjustment of 2.5% relative to September 1999 rates. The MDTE has issued a notice of public hearing and procedural conference to examine electric restructuring issues including, but not limited to, consistency of the proposed charges and adjustments with the methods approved in FG&E's restructuring plan.

As a result of restructuring and divestiture of FG&E's generation and purchased power portfolio, FG&E has accelerated the write-off of its electric generation assets and on FG&E's abandoned investment in Seabrook Station. An MDTE Order established the return to be earned on the unamortized balance of FG&E's generation plant. The new return reduces FG&E's earnings on its generation assets. As this portfolio is amortized over the next 10 years, earnings from this segment of FG&E's utility business will continue to decline and ultimately cease. Currently, Unitil's earnings from this business segment represent approximately 10% of total consolidated earnings.

Massachusetts (Gas)- In mid-1997, the MDTE directed all Massachusetts natural gas LDCs to form a collaborative with other stakeholders to develop common principles and appropriate regulations for the unbundling of gas service, and directed FG&E and four other LDCs to file unbundled gas rates for its review. FG&E's unbundled gas rates were filed with, and approved by, the MDTE and implemented in November 1998.

On February 1, 1999, the MDTE issued an order in which it determined that the LDCs would continue to have an obligation to provide gas supply and delivery services for another five years, with a review after three years. This order also set forth the MDTE's decision regarding release by LDCs of their pipeline capacity contracts to competitive marketers. In March 1999, the LDCs and other stakeholders filed a settlement with the MDTE which set forth rules for implementing an interim firm transportation service through October 31, 2000. The interim service will ultimately be superseded by the permanent transportation service, expected to begin June 1, 2000. The MDTE approved the settlement on April 2, 1999. FG&E has made separate compliance filings that were approved by the MDTE to implement its interim firm gas transportation service for its largest general service customers effective June 1, 1999 and to complement this service with a firm gas peaking service.

On November 3, 1999 the Massachusetts LDCs filed Model Terms and Conditions for Gas Service, including provisions for capacity assignment, peaking service and default service. In accordance with the MDTE's approval of these Model Terms and Conditions in January 2000, FG&E filed Company-specific tariffs that implement natural gas unbundling. The MDTE has also opened a rulemaking proceeding on proposed regulations that would govern the unbundling of services related to the provision of natural gas. The target date for implementation of approved tariffs and final rules has been adjusted to June 1, 2000.

New Hampshire - On February 28, 1997, the New Hampshire Public Utilities Commission (NHPUC) issued its Final Plan for New Hampshire electric utilities to transition to a competitive electric market in the state ("Final Plan"). The Final Plan linked the interim recovery of stranded cost by the State's utilities to a comparison of their existing rates with the regional average utility rates. CECo's and E&H's rates are below the regional average; thus, the NHPUC found that CECo and E&H were entitled to full interim stranded cost recovery, as defined by the NHPUC. However, the NHPUC also made certain legal rulings, which could affect CECo's and E&H's long-term ability to recover all of their stranded costs.

Northeast Utilities' affiliate, Public Service Company of New Hampshire (PSNH), filed suit in U.S. District Court for protection from the Final Plan and related orders and was granted an indefinite stay. In June 1997, Unitil, and other utilities in New Hampshire, were granted intervention as plaintiffs in the federal court proceeding. In June 1998, the Federal District Court affirmed the continuing injunction against the NHPUC's efforts to implement restructuring. This amended injunction was appealed by the NHPUC, but affirmed by the First Circuit Court of Appeals in December 1998. On October 20, 1999, the District Court heard Motions for Summary Disposition previously filed by Unitil and other parties. On March 6, 2000, the District Court issued a ruling in a related matter in the case, not directly involving the Unitil companies, in which the Court again affirmed the Injunctions, but indicated that no ruling on Summary Disposition would be made until negotiations between the state and PSNH are either abandoned or result in a resolution. In June 1999, PSNH announced a Settlement with a number of parties including the Governor of New Hampshire. On April 19, 2000, after an extensive proceeding, the NHPUC issued a ruling on the Settlement approving it with certain conditions and modifications. Implementation of a final Settlement is still contingent upon final acceptance of all terms by PSNH, legislative action to authorize the required securitization of certain stranded costs, and final PUC approval of all compliance filings.

During 1998, Unitil took steps to settle all of the outstanding issues related to the Final Plan and the federal court litigation over electric industry restructuring. In September 1998, Unitil reached a settlement with key parties and filed this unopposed agreement with the NHPUC for approval. However, the NHPUC imposed unacceptable conditions to approval of the settlement, and CECo and E&H withdrew the proposed settlement from further NHPUC review. Unitil has continued to work actively to explore additional settlement opportunities and to seek a fair and reasonable resolution of key restructuring policies and issues in New Hampshire.

Rate Proceedings -The last formal regulatory filings to increase base electric rates for Unitil's three retail operating subsidiaries occurred in 1985 for CECo, 1984 for FG&E, and 1981 for E&H. A majority of the Company's operating revenues are collected under various periodic rate adjustment mechanisms including fuel, purchased power, cost of gas, energy efficiency, and restructuring-related cost recovery mechanisms. Industry restructuring will continue to change the methods of how certain costs are recovered through the Company's regulated rates and tariffs.

On May 15, 1998, FG&E filed a gas base rate case with the MDTE. The last base rate case had been in 1984. After evidentiary hearings, the MDTE issued an Order allowing FG&E to establish new rates, effective November 30, 1998, that would produce an annual increase of approximately $1.0 million in gas revenues. As part of the proceeding, the Massachusetts Attorney General alleged that FG&E had double-collected fuel inventory finance charges, and requested that the MDTE require FG&E to refund approximately $1.6 million in double collections since 1987. The Company believes that the Attorney General's claim is without merit and that a refund was not justified or warranted. The MDTE rejected the Attorney General's request and stated its intent to open a separate proceeding to investigate the Attorney General's claim. On November 1, 1999, the MDTE issued an Order of Notice initiating an investigation of this matter. This proceeding is underway and is expected to be concluded in the second quarter of 2000.

On October 29, 1999, the MDTE initiated a proceeding designed to result in the eventual implementation of Performance Based Rate making (PBR) for all electric and gas distribution utilities in Massachusetts. PBR is a method of setting regulated distribution rates that provide incentives for utilities to control costs while maintaining a high level of service quality. Under PBR, a company's earnings are tied to performance targets, and penalties can be imposed for deterioration of service quality. On December 29, 1999, FG&E filed a petition with the MDTE for authority to defer for later recovery costs associated with its preparation of a PBR filing for its gas division and its participation in the MDTE-initiated generic gas and electric PBR proceedings. This petition is pending. The Company is currently evaluating the impact, if any, that PBR would have on the Company's ability to continue applying the standards of Statement of Financial Accounting Standards No.71 "Accounting for the Effects of Certain Types of Regulation."

On December 31, 1999, the Massachusetts Attorney General initiated a Complaint against FG&E. The Attorney General requested that the MDTE launch an investigation of the distribution rates, rate of return, and depreciation accrual rates for FG&E's electric operations in calendar year 1999.
To date, the MDTE has taken no action on the Attorney General's complaint.

Millstone Unit No. 3 - FG&E has a 0.217% nonoperating ownership in the Millstone Unit No. 3 (Millstone 3) nuclear generating unit which supplies it with 2.49 megawatts (MW) of electric capacity. In January 1996, the Nuclear Regulatory Commission (NRC) placed Millstone 3 on its Watch List, which calls for increased NRC inspection attention. In March 1996, as a result of engineering evaluations, Millstone 3 was taken out of service. The NRC authorized the restart of Millstone 3 in June 1998.

During the period that Millstone 3 was out of service, FG&E continued to incur its proportionate share of the unit's ongoing Operations and Maintenance (O&M) costs, and may incur additional O&M costs and capital expenditures to meet NRC requirements. FG&E also incurred costs to replace the power that was expected to be generated by the unit. During the outage, FG&E incurred approximately $1.2 million in replacement power costs, and recovered those costs through its electric fuel charge, which is subject to review and reconciliation by the MDTE. Under existing MDTE precedent, FG&E's replacement power costs of $1.2 million could be subject to disallowance in rates.

In August 1997, FG&E, in concert with other nonoperating joint owners, filed a demand for arbitration in Connecticut and a lawsuit in Massachusetts, in an effort to recover costs associated with the extended unplanned shutdown. Several preliminary rulings have been issued in the arbitration and legal cases, and both cases are continuing. On March 22, 2000, FG&E entered into a settlement agreement with the defendants under which FG&E will dismiss its lawsuit and arbitration claims. The settlement is generally similar to earlier settlements with the defendants and three joint owners that own, in the aggregate, approximately 19 percent of the unit. The settlement provides for FG&E to receive an initial payment of $600,000 and other amounts contingent upon future events and would result in FG&E's entire interest in the unit being included in the auction of the majority interest, and certain of the minority interests, in Millstone 3 expected to be completed by 2001. Upon completion of the sale of Millstone 3, FG&E will be relieved of all residual liabilities, including decommissioning liabilities, associated with Millstone 3. FG&E expects to flow the net proceeds of the settlement to its customers.

CAPITAL REQUIREMENTS

Capital expenditures for the three months ended March 31, 2000 were approximately $4.3 million. This compares to $2.8 million during the same period last year. Capital expenditures for the year 2000 are estimated to be approximately $19.0 million as compared to $15.4 million for 1999. This projection reflects normal capital expenditures for utility system expansions, replacements and other improvements.

LEGAL PROCEEDINGS

The Company is involved in legal and administrative proceedings and claims of various types which arise in the ordinary course of business. In the opinion of the Company's management, based upon information furnished by counsel and others, the ultimate resolution of these claims should not have a material impact on the Company's financial position.

FORWARD-LOOKING INFORMATION

This report contains forward-looking statements which are subject to the inherent uncertainties in predicting future results and conditions. Certain factors that could cause the actual results to differ materially from those projected in these forward-looking statements include, but are not limited to; variations in weather, changes in the regulatory environment, customers' preferences on energy sources, general economic conditions, increased competition and other uncertainties, all of which are difficult to predict, and many of which are beyond the control of the Company.

PART I. EXHIBIT 11.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES

COMPUTATION OF EARNINGS PER AVERAGE COMMON SHARE OUTSTANDING
(000's except for per share data)
(UNAUDITED)

BASIC EARNINGS PER SHARE	Three Months Ended March 31, 2000	1999
Net Income	$2,664	$2,744
Less: Dividend Requirement on Preferred Stock	67	68
Net Income Applicable to Common Stock	$2,597	$2,676
Average Number of Common Shares Outstanding	4,715	4,621
Basic Earnings Per Common Share	$0.55	$0.58

DILUTED EARNINGS PER SHARE	Three Months Ended March 31, 2000	1999
Net Income	$2,664	$2,744

Less: Dividend Requirement on Preferred Stock	67	68
Net Income Applicable to Common Stock	$2,597	$2,676
Average Number of Common Shares Outstanding	4,744	4,629
Diluted Earnings Per Common Share	$0.55	$0.58

PART I. EXHIBIT 99.

UNITIL CORPORATION AND SUBSIDIARY COMPANIES

SELECTED QUARTERLY FINANCIAL DATA
(000's except for per share data)
(UNAUDITED)

	Three Months Ended June 30,	
	1999	1998
Total Operating Revenues	$42,761	$41,542
Operating Income	$3,402	$3,209
Net Income	$1,598	$1,478
Basic Earnings per Share	$0.32	$0.31
Diluted Earnings per Share	$0.32	$0.30
Dividends Paid per Common Share	$0.345	0.34

	Three Months Ended September 30,	
	1999	1998
Total Operating Revenues	$42,738	$40,315
Operating Income	$3,392	$3,397
Net Income	$1,709	$1,717
Basic Earnings per Share	$0.35	$0.37
Diluted Earnings per Share	$0.35	$0.36
Dividends Paid per Common Share	$0.345	0.34

	Three Months Ended December 31,	
	1999	1998
Total Operating Revenues	$44,527	$40,828
Operating Income	$4,063	$4,181
Net Income	$2,387	$2,432
Basic Earnings per Share	$0.49	$0.52
Diluted Earnings per Share	$0.49	$0.50
Dividends Paid per Common Share	$0.345	$0.34

	Three Months Ended March 31,	
	2000	1999
Total Operating Revenues	$46,317	$42,347
Operating Income	$4,458	$4,551
Net Income	$2,664	$2,744
Basic Earnings per Share	$0.55	$0.58
Diluted Earnings per Share	$0.55	$0.58
Dividends Paid per Common Share	$0.345	$0.345

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

Exhibit No.	Description of Exhibit	Reference
11	Computation in Support of Earnings Per Average Common Share	Filed herewith
99	Selected Quarterly Financial Data	Filed herewith

(b) Reports on Form 8-K

During the quarter ended March 31, 2000, the Company did not file any reports on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

UNITIL CORPORATION
(Registrant)

Date: May 10, 2000 /s/ Anthony J. Baratta, Jr.
Anthony J. Baratta, Jr.
Chief Financial Officer

Date: May 10, 2000 /s/ Mark H. Collin
Mark H. Collin
Treasurer