

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

PRE EFFECTIVE AMENDMENT NO. 2 TO THE
FORM U-1
APPLICATION AND DECLARATION
UNDER THE
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

UNITIL CORPORATION
6 Liberty Lane West
Hampton, New Hampshire 03482
(Name of companies filing this statement and
address of principal executive offices)

UNITIL CORPORATION
(Name of top registered holding company
parent of each applicant or declarant)

Gail A. Siart
Treasurer
UNITIL CORPORATION
6 Liberty Lane West
Hampton, New Hampshire 03482
(Name and address of agent for service)

The Commission is requested to mail copies of
all orders, notices and communications to:

William S. Lamb, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th Street
New York, New York 10019-5389

Unitil Corporation hereby amends its Application/
Declaration on Form U-1 (File No. 70-8969) for the purpose of
amending Item 2 thereto as set forth below. In all other
respects, the Application/Declaration as previously filed will
remain the same.

Item 6. FEES, COMMISSIONS AND EXPENSES

The fees, commissions and expenses of Unitil expected to be
paid or incurred, directly or indirectly, in connection with the
transactions described above are as follows:

Registration Fees	\$ 692
Legal Fees	\$ 5,000
Printing and engraving of stock certificates	\$ 500
Misc.	\$ 1,000
Total	\$ 7,192

SIGNATURE

Pursuant to the requirements of the Public Utility
Holding Company Act of 1935, the undersigned companies have duly
caused this Pre-Effective Amendment to the Application to be
signed on their behalf by the undersigned thereunto duly
authorized.

Unitil Corporation

By: /s/ Gail A. Siart
Gail A. Siart
Secretary and Treasurer
Unitil Corporation
Vice President and Treasurer

Unitil Resources, Inc.
Senior Vice President
Unitil Service Corp.

Date: February 7, 1997