

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 )  
(File No. 70-8074) )

CERTIFICATE PURSUANT TO  
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), 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 Consulting. 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.
- B. Bangor Hydro Electric Consulting. During March 1997, Unitil Resources performed consulting work for Bangor Hydro Electric Company, which included furnishing a complete set of electronic Construction Standards in portable document format, suitable for electronic distribution and publishing over the Internet. Charges of \$6,200 were assessed on this contract.
- C. 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. To date, Unitil Resources has received \$5,000 in revenues from the sale of two reports.

#### 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 first quarter of 1997 and for the year-to-date were \$123,267.

#### 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 Unitil Resources pursuant to a service agreement between Unitil Service and Unitil Resources dated July 1, 1993. Services provided by Unitil Service during the first quarter of 1997 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 Unitil 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 Unitil Service time that were expended on Unitil Resources activities in the first quarter of 1997 and cumulatively to date:

Consulting & Other	Energy Marketing	Energy Mgmt.	Total
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First

Quarter	0.04%	0.83%	0.00%	0.87%
Second Quarter	0.00%	0.00%	0.00%	0.00%
Third Quarter	0.00%	0.00%	0.00%	0.00%
Fourth Quarter	0.00%	0.00%	0.00%	0.00%
Year To Date	0.04%	0.83%	0.00%	0.87%

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 March 31, 1997	Year-To-Date Period
Retail Energy Marketing Expenses	(\$1,884)	(\$1,884)
Wholesale Energy Marketing Expenses	--	--
Total Energy Marketing Expenses	(\$1,884)	(\$1,884)

EXHIBIT F

Statement of Energy Sales:

	Kilowatt Hour Sales for Quarter Ended March 31, 1997	Year to Date Kilowatt Hour Sales
Retail Energy Marketing		
Residential	3,327,060	3,327,060
Commercial	205,000	205,000
Industrial	392,650	392,650
Total Retail Energy Marketing	3,924,710	3,924,710
Wholesale Energy Marketing	--	--
Total Energy Marketing	3,924,710	3,924,710

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

STATEMENTS OF EARNINGS  
(UNAUDITED)

	Three Months Ended March 31,	
	1997	1996
Revenues:		
Service Revenues	\$5,000	\$15,785
Electric Revenues	123,267	--
Total Revenues	128,267	15,785
Operating Expenses:		
Purchased Power	117,464	--
Administrative and General	28,874	13,282
Total Operating Expenses	146,338	13,282
Operating Income	(18,071)	2,503
Nonoperating Income	(153)	5,200
Earning Before Income Taxes	(18,224)	7,703
Income Taxes:		
Federal	(5,762)	2,436
State	(1,276)	539
Total Income Taxes	(7,038)	2,975
Net Income	(\$11,186)	\$4,728

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BALANCE SHEETS  
(UNAUDITED)

	March 31,		December 31
ASSETS:	1997	1996	1996
Current Assets:			
Cash	\$29,487	\$369,987	\$ 2,491
Accounts Receivable	78,125	0	71,604
Unbilled and Accrued Revenue	60,766	358	39,623
Total Current Assets	168,378	370,345	113,718
Deferred Debits	--	--	--
Total Assets	\$168,378	\$370,345	\$113,718
LIABILITIES AND STOCKHOLDERS EQUITY:			
Current Liabilities:			
Accounts Payable	\$102,861	\$757	\$102,806
Notes Payable	103,045	0	0
Taxes Accrued & Other	(81,461)	21,164	(44,206)
Total Current Liabilities	124,445	21,921	58,600
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	33,933	338,424	45,118
Total Stockholder's Equity	43,933	348,424	55,118
Total Liabilities and Equity	\$168,378	\$370,345	\$113,718

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

STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	For the Three Months Ended	
	1997	1996
Net Cash Flow from Operating Activities:		
Net Income	\$(11,186)	\$4,728
Change in Assets and Liabilities		
(Increase) Decrease in:		
Accounts Receivable	(6,521)	258
Unbilled and Accrued Revenue	(21,143)	3,823
Deferred Debits	0	0
Increase (Decrease) in:		
Accounts Payable	55	(50,105)
Notes Payable	103,045	0
Taxes Accrued & Other	(37,254)	(498)
Net Cash Provided by Operating Activities	26,996	(41,794)
Net Increase in Cash	26,996	(41,794)
Cash at beginning of year	2,491	411,781
Cash at March 31,	\$29,487	\$369,987

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

STATEMENTS OF CASH FLOWS  
(UNAUDITED)

For the Three Months Ended March 31, 1997

	Consulting & Other	Electric Power Marketing	Other Energy Commodity Sales	Energy Mgmt. Services	Total
Net Cash Flow from Operating Activities:					
Net Income		\$(11,186)			\$(11,186)
Change in Assets and Liabilities					
(Increase) Decrease in:					
Accounts Receivable		(6,521)			(6,521)
Unbilled and Accrued Revenue		(21,143)			(21,143)
Increase (Decrease) in:					
Accounts Payable		55			55
Notes Payable		103,045			103,045
Taxes Accrued & Other		(37,254)			(37,254)
Net Cash Provided by Operating Activities		26,996			26,996
Net Increase in Cash					26,996
Cash at beginning of year					2,491
Cash at March 31,					\$29,487

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

STATEMENTS OF RETAINED EARNINGS  
(UNAUDITED)

	For the Three Months Ended	
	1997	1996
Retained Earnings, Beginning of Period	\$45,119	\$333,696
Net Income	(11,186)	4,728
Retained Earnings, End of Period	\$33,933	\$338,424

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: May 29, 1997