

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					
Unitil Resources, Inc.	Energy	5/26/93	NH	100%	Energy Marketing & Consulting

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

Legal Testimony. In the second quarter of 1999, Unitil Resources, Inc. (Unitil Resources) entered into a contract with a law firm to provide expert testimony in an arbitration dispute regarding the sale of purchased power. Charges of \$23,450 were assessed on this contract in the second quarter of 1999.

Energy Marketing Activities

New Hampshire Pilot Program. As of July 1, 1996, Unitil Resources, Inc., 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. In 1998, the State of New Hampshire extended this program beyond the original 24 month period. Revenues generated from this activity during the second quarter of 1999 were \$190,067.

Electricity and Natural Gas Brokerage. On March 25, 1999 Unitil Corporation acquired a minority interest in North American Power Brokers, Inc., a privately held company providing Internet technology solutions to the energy industry. The Federal Communications Commission has determined that North American Power Brokers, Inc. is an exempt telecommunications company, as that term is defined in PUHCA Section 34(a)(1), as amended.

Unitil Corporation, through Unitil Resources, has licensed and deployed North American Power's innovative Internet-based technology for brokering electricity and natural gas energy transactions between retail consumers and energy suppliers. Unitil Resources offers the retail energy electronic commerce system developed and owned by North American Power,

Inc. to medium and large commercial and industrial customers, co-branded under the name "Usource", powered by North American Power's World Wide Retail Energy Exchange. Revenues generated from this activity during the second quarter of 1999 were \$6,196.

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	None

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	\$72,171	\$71,207	\$0	\$143,378

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 second quarter of 1999 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 June 30, 1999	\$164,798
Total capitalization multiplied by 15%	24,720
Greater of \$50 million or line 2	\$50,000
Total current aggregate investment:	
Energy-related business:	
Unitil Resources, Inc.	590
Total current aggregate investment	590
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)	\$49,410

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)

	June 30 1999
ASSETS:	
Service Company Property:	
Intangible Assets	\$577,986
Equipment	90,141
Total Service Company Property	668,127
Less: Accumulated Depreciation and Amortization	(24,443)
Net Service Company Property	643,684
Current Assets:	
Cash	32,751
Accounts Receivable	137,750
Prepayments	3,373
Unbilled and Accrued Revenue	138,930
Total Current Assets	312,804
Total Assets	\$956,488
LIABILITIES AND STOCKHOLDERS EQUITY:	
Current Liabilities:	
Notes Payable	\$546,893
Accounts Payable	154,562
Taxes Accrued & Other	(40,917)
Total Current Liabilities	660,538
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	590,000
Retained Earnings	(304,050)
Total Stockholder's Equity	295,950
Total Liabilities and Equity	\$956,488

A. Financial Statements - Page 2 of 2

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

STATEMENT OF EARNINGS
(UNAUDITED)

	Three Months Ended June 30, 1999	Six Months Ended June 30, 1999
Revenues:		
Electric Revenues	\$190,067	\$427,577
Service Revenues	29,646	29,646
Total Revenues	219,713	457,223
Operating Expenses:		
Purchased Power	178,759	346,594
Depreciation and Amortization	24,443	28,167
Administrative and General	184,223	224,260
Provision for Income Taxes	(65,898)	(55,915)
Total Operating Expenses	321,527	543,106
Operating (Loss) Income	(101,814)	(85,883)
Nonoperating Income	869	2,706
Income (Loss) Before Interest Expense	(100,945)	(83,177)
Interest Expense, net	3,067	3,272
Net (Loss) Income	\$(104,012)	\$(86,449)

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: August 20, 1999

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: August 20, 1999

