

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 \$75,207 were assessed on this contract in the third quarter of 1999.

Human Resources. In the third quarter of 1999, Unitil Resources provided consulting services to a company relating to human resource policies and practices. Revenues from this consulting activity were \$1,275 in the third quarter of 1999.

Energy Procurement. In the third quarter of 1999, Unitil Resources provided consulting services regarding the cost of energy procurement. Revenues from this consulting activity were \$2,200 in the third 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. Unitil Resources will be discontinuing this program effective December 31, 1999. Revenues generated from this activity during the third quarter of 1999 were \$155,512.

Electricity and Natural Gas Brokerage. On March 25, 1999 Unitil Corporation acquired a minority interest in Enermetrix.com (formerly known as North American Power Brokers, Inc.), a privately held company providing Internet technology solutions to the energy industry. The Federal Communications

Commission has determined that Enermetrix.com 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 Enermetrix.com'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 Enermetrix.com to medium and large commercial and industrial customers, co-branded under the name "Usource", powered by Enermetrix.com's World Wide Retail Energy Exchange. Usource has expanded service to New York, Massachusetts, Maine and New Hampshire. Revenues generated from this activity during the third quarter of 1999 were \$13,727.

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	\$105,566	\$66,505	\$0	\$172,071

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 third 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 September 30, 1999	\$164,949
Total capitalization multiplied by 15%	24,742
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)

	September 30 1999
ASSETS:	
Service Company Property:	
Intangible Assets	\$583,090
Equipment	95,751
Total Service Company Property	678,841
Less: Accumulated Depreciation and Amortization	(61,390)
Net Service Company Property	617,451
Current Assets:	
Cash	85,420
Accounts Receivable	154,538
Prepayments	2,209
Unbilled and Accrued Revenue	93,930
Total Current Assets	336,097
Total Assets	\$953,548
LIABILITIES AND STOCKHOLDERS EQUITY:	
Current Liabilities:	
Notes Payable	\$699,271
Accounts Payable	242,402
Taxes Accrued and Other	(90,273)
Total Current Liabilities	851,400
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	(497,852)
Total Stockholder's Equity	102,148
Total Liabilities and Equity	\$953,548

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 September 30, 1999	Nine Months Ended September 30, 1999
Revenues:		
Electric Revenues	\$155,512	\$583,089
Service Revenues	92,409	122,055
Total Revenues	247,921	705,144
Operating Expenses:		
Purchased Power	228,891	575,485
Depreciation and Amortization	36,947	65,114
Administrative and General	278,429	502,689
Provision for Income Taxes	(111,468)	(167,383)
Total Operating Expenses	432,799	975,905
Operating (Loss) Income	(184,878)	(270,761)
Nonoperating Income	480	3,186
Income (Loss) Before Interest Expense	(184,398)	(267,575)
Interest Expense, net	9,403	12,675
Net (Loss) Income	\$(193,801)	\$(280,250)

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: November 8, 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: November 8, 1999

