

File No. 70-8050

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

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POST-EFFECTIVE AMENDMENT NO. 3 TO  
APPLICATION-DECLARATION  
ON FORM U-1  
UNDER THE  
PUBLIC UTILITY HOLDING COMPANY ACT OF 1935  
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UNITIL CORPORATION  
6 Liberty Lane West  
Hampton, New Hampshire 03842-1720

-----  
(Name of companies filing this statement and  
address of principal executive offices)

UNITIL CORPORATION

-----  
(Name of top registered holding company parent)

Mark H. Collin  
Treasurer  
UNITIL CORPORATION  
6 Liberty Lane West  
Hampton, New Hampshire 03842-1720

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(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

Unitil hereby amends and restates this Application-Declaration as follows:

ITEM 1. DESCRIPTION OF PROPOSED TRANSACTIONS

Unitil Corporation, a New Hampshire corporation ("Unitil") and a registered holding company under the Public Utility Holding Company Act of 1935, as amended (the "Act"), hereby submits this application-declaration on Form U-1 (the "Application-Declaration") under the Act with the Securities and Exchange Commission (the "Commission") for authorization and approval under Sections 6(a) and 7 of the Act for the additional issuance of up to an aggregate of 200,000 shares of its no par value common stock ("Common Stock") under its dividend reinvestment and stock purchase plan ("DRIP") and up to an aggregate of 150,000 shares of its Common Stock under its tax-deferred savings and investment plan ("401(k) Plan").

By prior Commission orders dated November 16, 1992 (File No. 70-8050, HCAR No. 35- 25677) and February 7, 1997 (File No. 70-8969, HCAR No. 35-26663), Unitil was authorized to issue and sell 253,654 shares of Common Stock under its DRIP (the "DRIP Shares")./1/ Of that amount, 15,030 shares remained unsold as of February 1, 2000. The orders also authorized Unitil to issue and sell 229,636 shares of Common Stock under its 401(k) Plan (the "401(k) Plan Shares")./2/ Of that amount, 44,393 shares remained unsold as of February 1, 2000.

In addition to the previously authorized DRIP Shares and 401(k) Plan Shares, Unitil now proposes to issue and sell an additional 200,000 shares of its authorized Common Stock pursuant to its DRIP and an additional 150,000 shares of Common Stock pursuant to its 401(k) Plan./3/ The shares available for such additional issuances under the DRIP and the 401(k) Plan will come from authorized but unissued shares of Common Stock and shares purchased by Unitil through an agent on the open market. Any such purchases of Common Stock on the open market pursuant to either the DRIP or the 401(k) Plan shall be exempt under Rule 42 of the Act. The newly authorized shares of Common Stock shall be sold to the participants under each of the DRIP and 401(k) Plan at current market prices as set forth below or as more fully described in the DRIP and the 401(k) Plan.

A. Description of Dividend Reinvestment and Stock Purchase Plan

Participants in the DRIP may (i) have cash dividends on all or part of their Common Stock automatically reinvested at current market prices and/or (ii) invest optional cash payments ranging from \$25 to \$5,000 per calendar quarter at current market prices, whether or not dividends are being reinvested. Employees of Unitil and its subsidiaries and affiliates who are eligible to participate have the additional option of utilizing payroll deductions in the place of making direct cash payments. No commission or service charge is paid by participants in connection with

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- /1/ Adjusted to reflect a two-for-one stock split that occurred on December 11, 1992.
  - /2/ Adjusted to reflect a two-for-one stock split that occurred on December 11, 1992.
  - /3/ Holders of shares of Common Stock issued pursuant to Unitil's 401(k) Plan are eligible to participate in the DRIP.
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purchases under the DRIP. Current market prices for original issue shares will be the average of the high and low prices reported by the American Stock Exchange during each of the last five trading days prior to the date of the dividend payment. Current market prices for shares purchased on the open market will be the weighted average of the actual prices paid for all of the shares purchased for the related quarter. In no event shall the price for original issue shares or for shares purchased on the open market be below book value.

A more complete description of the provisions of the DRIP is incorporated by reference as Exhibit C-2 hereto. The additional issuance of Common Stock through the DRIP is made pursuant to a registration statement on Form S-3, a copy of which is attached hereto as Exhibit C- 2.

#### B. Description of Tax-Deferred Savings and Investment Plan

Unitil maintains a 401(k) Plan that has been qualified under Section 401(k) of the Internal Revenue Code of 1986. The 401(k) Plan is available to all employees of Unitil, its subsidiaries and certain of its affiliates. The amounts contributed to the funds generated thereby are held in trust and invested according to the participant's directions among nine investment funds, one of which holds Unitil Common Stock.

A more complete description of the provisions of the 401(k) Plan is incorporated by reference as Exhibit C-4 hereto. The additional issuance of Common Stock through the 401(k) Plan is made pursuant to a registration statement on Form S-8, a copy of which is attached hereto as Exhibit C-4.

#### C. Involvement of Unitil and its Affiliates with Exempt Wholesale Generators and Foreign Utility Companies

The proposed transactions may be subject to Rules 53 and 54 under the Act. Neither Unitil nor any subsidiary thereof presently has, or as a consequence of the proposed transactions will have, an interest in any exempt wholesale generator ("EWG") or foreign utility company ("FUCO"), as those terms are defined in Sections 32 and 33 of the Act, respectively. None of the proceeds from the proposed transactions will be used to acquire any securities of, or any interest in, an EWG or FUCO. Moreover, neither Unitil nor any of its subsidiaries is, or as a consequence of the proposed transactions will become, a party to, and such entities do not and will not have any rights under, a service, sales or construction contract with any affiliated EWGs or FUCOs except in accordance with the rules and regulations promulgated by the Commission with respect thereto. Consequently, all applicable requirements of Rule 53(a)-(c) under the Act are satisfied as required by Rule 54 under the Act.

#### ITEM 2. FEES, COMMISSIONS AND EXPENSES

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

Filing fee under the Securities Act of 1933	.....	\$2,466
American Stock Exchange Listing Fee	.....	\$7,000
Legal fees and expenses	.....	\$55,000
Miscellaneous	.....	\$13,000
Total	.....	\$77,466

ITEM 3. APPLICABLE STATUTORY PROVISIONS

Sections 6 and 7 of the Act are directly applicable to this Application-Declaration. The proposed issuance and sale of additional shares of Common Stock through the DRIP and 401(k) Plan are subject to Sections 6 and 7 of the Act. Unitil requests that this Application-Declaration be allowed to become effective under Section 7 of the Act with respect to the additional issuances of Common Stock described in Item 1 above to be issued pursuant to each of the plans.

ITEM 4. REGULATORY APPROVALS

No state or federal commission other than the Commission has jurisdiction with respect to any of the proposed transactions described in this Post-Effective Amendment.

ITEM 5. PROCEDURE

On April 7, 2000, the Commission issued and published the requisite notice under Rule 23 with respect to this Application-Declaration; such notice specifying May 2, 2000 as the date by which comments may be entered and the date on which an order granting and permitting the Application-Declaration to become effective may be entered by the Commission.

Unitil respectfully requests that appropriate and timely action be taken by the Commission in this matter. No recommended decision by a hearing officer or other responsible officer of the Commission is necessary or required in this matter. The Division of Investment Management of the Commission may assist in the preparation of the Commission's decision in this matter. There should be no thirty-day waiting period between the issuance and effective date of any order issued by the Commission in this matter, and it is respectfully requested that any such order be made effective immediately upon the entry thereof.

ITEM 6. EXHIBITS AND FINANCIAL STATEMENTS

a) Exhibits

Exhibit No. -----	Description of Exhibit -----
A-1	Articles of Incorporation of Unitil (Filed with the Commission as Exhibit 3.1 to Form S-14 Registration Statement No. 2-93769, as amended in Exhibit 3.2 to Unitil's 1992 Form 10-K, and incorporated by reference herein).
C-1	Withdrawn.
C-2	Form S-3 Registration Statement No. 333-42264 relating to Unitil's DRIP and its issuance of additional shares under its DRIP (Filed with the Commission and incorporated by reference herein).
C-3	Withdrawn.
C-4	Form S-8 Registration Statement No. 333-42266 relating to Unitil's 401(k) Plan and its issuance of additional shares under its 401(k) Plan (Filed with the Commission and incorporated by reference herein).
F-1	Opinion of Counsel.
F-2	"Past Tense" Opinion of Counsel (To Be Filed By Amendment).
G-1	Financial Data Schedule (Previously Filed).
H-1	Proposed Form of Notice (Previously Filed).

b) Financial Statements

No.	Description of Financial Statements
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FS-1	Unitil Corporation Unaudited Consolidated Actual Balance Sheets, as of September 30, 1999, and Statement of Earnings and Cash Flows for the nine month period ended September 30, 1999 (Filed with the Commission with Unitil's 10-Q for the period ended September 30, 1999 and incorporated by reference herein).
FS-2	Unitil Corporation Unaudited Consolidated Actual and Pro Forma Balance Sheets, as of September 30, 1999 (Previously Filed).
FS-3	Unitil Corporation Unaudited Consolidated Actual and Pro Forma Statement of Earnings for the nine months ended September 30, 1999 (Previously Filed).
FS-4	Unitil Corporation Notes to Unaudited Consolidated Pro Forma Statements (Previously Filed).
FS-5	Unitil Corporation (Company Only) Unaudited Actual and Pro Forma Balance Sheets, as of September 30, 1999 (Previously Filed).
FS-6	Unitil Corporation (Company Only) Unaudited Actual and Pro Forma Statement of Earnings for the nine months ended September 30, 1999 (Previously Filed).
FS-7	Unitil Corporation (Company Only) Notes to Unaudited Pro Forma Statements (Previously Filed).

ITEM 7. INFORMATION AS TO ENVIRONMENTAL EFFECTS

None of the matters that are the subject of this Application-Declaration involve a "major federal action" nor do they "significantly affect the quality of the human environment" as those terms are used in Section 102(2)(C) of the National Environmental Policy Act. None of the proposed transactions that are the subject of this Application-Declaration will result in changes in the operation of the Applicants that will have an impact on the environment. The Applicants are

not aware of any federal agency which has prepared or is preparing an environmental impact statement with respect to the transactions proposed herein.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned company has duly caused this Application-Declaration to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: July 27, 2000

UNITIL CORPORATION

By: /s/ Mark H. Collin

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Name: Mark H. Collin  
Title: Treasurer

July 27, 2000

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

Gentlemen:

This opinion is furnished to the Securities and Exchange Commission (the "Commission") in connection with the filing with the Commission of the Application/Declaration on Form U-1 (File 70-8050) of Unital Corporation (the "Company"), a New Hampshire corporation and a registered public utility holding company, under the Public Utility Holding Company Act of 1935 (the "Application-Declaration"). The Application-Declaration relates to the request by the Company for authorization to issue up to an additional 200,000 shares of common stock, no par value of the Company ("Common Stock") under its Dividend Reinvestment and Stock Purchase Plan ("DRIP") and an additional 150,000 shares of Common Stock under its Tax-Deferred Savings and Investment Plan ("401(k) Plan").

We have examined originals, or copies certified to our satisfaction, of such corporate records of the Company, certificates of public officials, certificates of officers and representatives of the Company and other documents as we have deemed it necessary to require as a basis for the opinions hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies. As to any facts material to our opinion, we have, when relevant facts were not independently established, relied upon the aforesaid agreements, instruments, certificates and documents. In addition, we have

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examined such questions of law as we considered necessary or appropriate for the purpose of rendering this opinion.

Based on the foregoing, and subject to the final paragraph hereof, we are of the opinion that when the Commission has taken the action requested in the Application-Declaration:

- (1) All state laws applicable to the transactions described in the Application-Declaration have been complied with;
- (2) The Company is validly organized and duly existing under the laws of the State of New Hampshire.
- (3) When issued as described in the Application-Declaration, the shares of Common Stock owned and/or sold by the Company under each of the DRIP and the 401(k) Plan, will each be valid and binding obligations of such Company in accordance with their respective terms, subject to rights and remedies of creditors and subject to equitable principles.
- (4) The consummation of the proposed transactions will not violate the legal rights of the holders of any securities issued by the Company.

The opinions expressed above in respect of the approval of the additional issuances of shares of Common Stock under each of the DRIP and 401(k) Plan described in the Application-Declaration are subject to the following assumptions or conditions:

- a. The Securities and Exchange Commission shall have duly entered an appropriate order or orders granting and permitting the Application-Declaration to become effective with respect to the additional issuances of shares of Common Stock under each of the DRIP and 401(k) Plan described therein.
- b. No act or event other than as described herein shall have occurred subsequent to the date hereof which would change the opinions expressed above.



We hereby consent to the use of this opinion as an exhibit to the Application-Declaration.

We are not, in this opinion, opining on laws other than the laws of the State of New Hampshire and the federal laws of the United States.

Very truly yours,

LeBoeuf, Lamb, Greene & MacRae, L.L.P.