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UNITIL CORP
Form 35-CERT
November 06, 2003

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

Application/Declaration of Unitil)
Corporation on Form U-1 (File No.)
70-10161))
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Pursuant to the requirements of Rule 24 under the Public Utility Holding Company Act of 1935, as amended, Unitil Corporation, a New Hampshire corporation and a registered public utility holding company under the Public Utility Holding Company Act of 1935, as amended ("Unitil"), certifies that on October 29, 2003, the issuance and sale of 717,600 shares of its common stock, no par value, in an underwritten public offering, as proposed in the Application-Declaration to the Commission on Form U-1 (File No. 70-10161) of Unitil (the "Application-Declaration") and authorized by order of the Commission in Holding Co. Act Release No. 27739, dated October 20, 2003, was carried out in accordance with the terms and conditions of and for the purposes represented by the Application-Declaration and the Commission's order with respect thereto.

Exhibits

F-1 "Past Tense" Opinion of Counsel to Unitil

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SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, Unitil has duly caused this Certificate to be signed on its behalf by the undersigned hereunto duly authorized.

UNITIL CORPORATION

By: /s/ Mark Collin

Name: Mark Collin
Title: Senior Vice-President, Chief
Financial Officer and Treasurer

Dated: November 6, 2003

