SECURITIES AND EXCHANGE COMMISSION
Washington, D. C.

FORM U-3A-2

STATEMENT BY HOLDING COMPANY CLAIMING EXEMPTION UNDER RULE U-2 FROM THE PROVISIONS OF THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

TO BE FILED ANNUALLY PRIOR TO MARCH 1

ALEXANDER & BALDWIN, INC.
(Name of Company)
P. O. Box 3440
Honolulu, Hawaii 96801

(hereinafter called the "Claimant") and its wholly-owned subsidiary, A&B-Hawaii, Inc., P. O. Box 3440, Honolulu, Hawaii 96801 (hereinafter called "Co-claimant"), hereby file with the Securities and Exchange Commission, pursuant to Rule U-2, this joint and consolidated statement claiming exemption as a holding company from the provisions of the Public Utility Holding Company Act of 1935. This statement is filed jointly by Claimant and Co-claimant pursuant to oral authorization to file on a joint and consolidated basis received from the Commission on February 21, 1990. In support of such claim for exemption, the following information is submitted:

1. The name, jurisdiction of organization, location and nature of business of Claimant and Co-claimant, and every subsidiary thereof, other than any exempt wholesale generator (EWG) or foreign utility company in which Claimant or Co-claimant directly or indirectly holds an interest, as at January 31, 1998 (indirect subsidiaries are indicated by indentation).

Name	Jurisdiction of Organization	Location	Nature of Business
Alexander & Baldwin, Inc.	Hawaii	Honolulu, Hawaii	Ocean carriage of goods, real property management and development, investments
Subsidiaries:			
A&B Inc.	Hawaii	Honolulu, Hawaii	Inactive
A&B-Hawaii, Inc.	Hawaii	Honolulu, Hawaii	Agriculture/food (including sugar cane and coffee plantations), real property management and development, general freight and petroleum hauling and self-storage services
A&B Development Company (California)	California	Honolulu, Hawaii	Ownership, management and development of real property in California
A&B Properties, Inc.	Hawaii	Kahului, Hawaii	Ownership, management, development and selling of real property
Prospect Venture LLC	Hawaii	Honolulu, Hawaii	Development and selling of real property
California and Hawaiian Sugar Company, Inc.	Hawaii	Crockett, California	Refining raw sugar and marketing of refined sugar products and molasses
MLM Corporation	California	Crockett, California	Marketing of refined sugar products
East Maui Irri-	Hawaii	Puunene,	Collection and distribu-

gation Company, Limited		Hawaii	tion of irrigation water on island of Maui
Kahului Trucking & Storage, Inc.	Hawaii	Kahului, Hawaii	Motor carriage of goods, self-storage services and stevedoring on island of Maui
Kauai Commercial Company, Incorporated	Hawaii	Lihue, Hawaii	Motor carriage of goods and self-storage services on island of Kauai
Kukui'ula Development Company, Inc.	Hawaii	Koloa, Hawaii	Ownership, management and development of real property on island of Kauai
McBryde Sugar Company, Limited	Hawaii	Eleele, Hawaii	Coffee plantation
Kauai Coffee Company, Inc.	Hawaii	Eleele, Hawaii	Grow, process and sell coffee
Ohanui Corporation	Hawaii	Puunene, Hawaii	Collection and distribution of domestic water on island of Maui
South Shore Community Services, Inc.	Hawaii	Koloa, Hawaii	Development and operation of sewer transmission and treatment system on island of Kauai
South Shore Resources, Inc.	Hawaii	Koloa, Hawaii	Development and operation of water source and delivery system on island of Kauai
WDCI, INC.	Hawaii	Honolulu, Hawaii	Ownership, management and development of property
Hawaiian Sugar & Transportation Cooperative	Hawaii	Crockett, California	Ocean carriage of sugar from Hawaii
Matson Navigation Company, Inc.	Hawaii	San Francisco, California	Ocean carriage of goods between West Coast of United States and Hawaii, Western Pacific and Asian ports
Matson Intermodal System, Inc.	Hawaii	San Francisco, California	Broker, shipper's agent and freight forwarder for overland cargo services of ocean carriers
Matson Leasing Company, Inc.	Hawaii	San Francisco, California	Formerly container leasing; in process of winding up
Matson Services Company, Inc.	Hawaii	San Francisco, California	Tugboat services
Matson Terminals, Inc.	Hawaii	San Francisco, California	Stevedoring and terminal services
Matson Logistics Solutions, Inc.	California	San Francisco, California	Agent to provide delivery of equipment, goods and supplies for businesses and projects
The Matson Company	California	San Francisco, California	Inactive
The Oceanic	California	San	Inactive

Steamship Company	Francisco, California

2. A brief description of the properties of Claimant and Co-claimant, and each of their subsidiary public utility companies, used for the generation, transmission and distribution of electric energy for sale, or for the production, transmission and distribution of natural or manufactured gas:

Claimant:	None
Co-Claimant:	4 steam-driven generators with rated capacities of 1 of 12,000 KW, 2 of 10,000 KW, and 1 of 20,000 KW; 5 hydroelectric plants with rated capacities of 1 of 1,000 KW, 3 of 1,500 KW and 1 of 500 KW; about 80 miles of transmission lines; all located on the island of Maui, State of Hawaii
McBryde Sugar Company, Limited ("McBryde") (Note 1)	2 hydroelectric plants with rated capacities of 1 of 1,000 KW and 1 of 3,600 KW; about 70 miles of transmission lines; all located on the island of Kauai, State of Hawaii

3. Information for the calendar year 1997 with respect to Claimant and Co-claimant, and each of their subsidiary public utility companies:

(a)(1) Number of kwh of electric energy sold (all sales were at wholesale):

Claimant	None
Co-claimant	85,680,000 kwh
McBryde	23,712,000 kwh

Note 1. McBryde Sugar Company, Limited has filed with the Securities and Exchange Commission an application for an order declaring that it is not an electric utility company.

(2) Number of Mcf of natural or manufactured gas distributed at retail:

None. Neither Claimant nor Co-claimant, nor any of their subsidiary public utility companies, distributes any natural or manufactured gas at retail.

(b) Number of kwh of electric energy and Mcf of natural or manufactured gas distributed at retail outside the State in which each such company is organized:

None. Neither Claimant nor Co-claimant, nor any of their subsidiary public utility companies, distributes any electric energy or natural or manufactured gas at retail outside the State in which each such company is organized.

(c) Number of kwh of electric energy and Mcf of natural or manufactured gas sold at wholesale outside the State in which each such company is organized, or at the State line:

None. Neither Claimant nor Co-claimant, nor any of their subsidiary public utility companies, sells electric energy or natural or manufactured gas at wholesale (or otherwise) outside the State in which each such company is organized, or at the State line.

(d) Number of kwh of electric energy and Mcf of natural or manufactured gas purchased outside the State in which each such company is organized, or at the State line:

None. Neither Claimant nor Co-claimant, nor any of their subsidiary public utility companies, purchases any electric energy or natural or manufactured gas outside the State in which each such company is organized, or at the State line.

4. The following information for the reporting period with respect to Claimant and Co-claimant and each interest they hold directly or indirectly in an EWG or a foreign utility company, stating monetary amounts in United States dollars:

(a) Name, location, business address and description of the facilities used by the EWG or foreign utility company for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas.

Not applicable. Neither Claimant nor Co-claimant holds any interest, directly or indirectly, in an EWG or a foreign utility company.

(b) Name of each system company that holds an interest in such EWG or foreign utility company; and description of the interest held.

No applicable (see 4(a) above).

(c) Type and amount of capital invested, directly or indirectly, by the holding company claiming exemption; any direct or indirect guarantee of the security of the EWG or foreign utility company by the holding company claiming exemption; and any debt or other financial obligation for which there is recourse, directly or indirectly, to the holding company claiming exemption or another system company, other than the EWG or foreign utility company.

Not applicable (see 4(a) above).

(d) Capitalization and earnings of the EWG or foreign utility company during the reporting period.

Not applicable (see 4(a) above).

(e) Identify any service, sales or construction contract(s) between the EWG or foreign utility company and a system company, and describe the services to be rendered or goods sold and fees or revenues under such agreement(s).

Not applicable (see 4(a) above).

EXHIBIT A

Consolidating statements of income and retained earnings of Claimant and Co-claimant, and their subsidiary companies, for the last calendar year, together with a consolidating balance sheet of Claimant and Co-claimant, and their subsidiary companies, as of the close of such calendar year, are attached hereto.

EXHIBIT B

FINANCIAL DATA SCHEDULE

The registrant is required to submit this report and any amendments thereto electronically via EDGAR. Attached hereto is a Financial Data Schedule that sets forth the financial and other data specified below that are applicable to the registrant on a consolidated basis:

ITEM NO.	CAPTION HEADING
1	Total Assets
2	Total Operating Revenues
3	Net Income

EXHIBIT C

An organizational chart showing the relationship of each EWG or foreign utility company to associate companies in the holding-company system.

Not applicable. Neither Claimant nor Co-claimant holds any interest, directly or indirectly, in an EWG or a foreign utility company.

The above-named Claimant and Co-claimant have caused this joint and consolidated statement to be duly executed on their behalf by their authorized officers this 26th day of February, 1998.

ALEXANDER & BALDWIN, INC. (Name of Claimant)	A&B-HAWAII, INC. (Name of Co-Claimant)
By: /s/Glenn R. Rogers Glenn R. Rogers	By: /s/Glenn R. Rogers Glenn R. Rogers

Executive Vice President   Senior Vice President

(Corporate Seal)   (Corporate Seal)

Attest: Attest:

/s/Michael J. Marks   /s/Michael J. Marks
- ----------------------------   ----------------------------
Secretary   Assistant Secretary

Name, title and address of Officer to whom notices and correspondence concerning this statement should be addressed:

If to Claimant Alexander & Baldwin Inc.:	Michael J. Marks Vice President, General Counsel and Secretary Alexander & Baldwin, Inc. P. O. Box 3440 Honolulu, Hawaii 96801
If to Co-claimant A&B-Hawaii, Inc.:	Michael J. Marks Senior Vice President and General Counsel A&B-Hawaii, Inc. P. O. Box 3440 Honolulu, Hawaii 96801

February 26, 1998

EXHIBIT A

ALEXANDER & BALDWIN, INC.
CONSOLIDATING STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 1997
($000 OMITTED)

	ABIC	ABI/MATSON	ABHIC	OTHER	ABHI	MCB
OPERATING REVENUE:						
Net sales	497,973	8,430	489,543	404,770	76,471	8,302
Transportation and terminal services	566,705	560,659	6,046	6,046	-	-
Rentals and other services	159,153	127,014	32,139	32,139	-	-
Power generation	9,513	-	9,513	-	8,144	1,369
Total operating revenue	1,233,344	696,103	537,241	442,955	84,615	9,671
OPERATING COSTS AND EXPENSES:						
Cost of goods sold	416,861	6,792	410,069	319,661	80,717	9,691
Cost of services	585,739	547,571	38,168	38,168	-	-
Power generation	9,118	-	9,118	-	8,612	506
Total operating costs and expenses	1,011,718	554,363	457,355	357,829	89,329	10,197
GROSS MARGIN	221,626	141,740	79,886	85,126	(4,714)	(526)
GENERAL, ADMIN & SELLING EXPENSES	99,839	70,190	29,649	24,959	4,690	-
INCOME FROM OPERATIONS	121,787	71,550	50,237	60,167	(9,404)	(526)
OTHER INCOME	42,101	37,553	4,548	(1,232)	3,482	2,298
OTHER EXPENSE	36,676	16,346	20,330	6,022	13,354	954
INCOME BEFORE INCOME TAXES	127,212	92,757	34,455	52,913	(19,276)	818
PROVISION FOR INCOME TAXES	45,825	33,832	11,993	18,774	(6,286)	(495)
NET INCOME	81,387	58,925	22,462	34,139	(12,990)	1,313

ALEXANDER & BALDWIN, INC.
CONSOLIDATING BALANCE SHEET
FOR THE YEAR ENDED DECEMBER 31, 1997
($000 OMITTED)

	ABIC	ABI/MATSON	ABHIC	OTHER	ABHI	MCB
CURRENT ASSETS:						
Cash	21,623	20,607	1,016	428	588	
Accounts and notes receivable	176,165	138,776	37,389	19,832	15,247	2,310
Inventories	81,772	7,846	73,926	60,705	9,616	3,605
Prepaid expenses and other current assets	9,381	804	8,577	6,790	393	1,394
Total current assets	288,941	168,033	120,908	87,755	25,844	7,309
INVESTMENTS:						
Subsidiaries	-	-	-	(265,504)	265,504	-
Divisions	-	-	-	(31,683)	31,683	-
Other	102,813	101,624	1,189	709	473	7
Total investments	102,813	101,624	1,189	(296,478)	297,660	7
REAL ESTATE DEVELOPMENTS	68,056	-	68,056	68,056	-	-
PROPERTY:						
Land	66,161	17,150	49,011	41,068	5,677	2,266
Buildings	215,656	66,465	149,191	143,960	3,596	1,635
Vessels	815,805	815,805	-	-	-	-
Machinery and equipment	660,157	405,019	255,138	128,788	111,358	14,992
Power generation	58,261	-	58,261	-	55,916	2,345
Other	158,983	60,595	98,388	29,913	58,755	9,720
Total property	1,975,023	1,365,034	609,989	343,729	235,302	30,958
Less accumulated depreciation	938,508	683,629	254,879	84,857	157,843	12,179
Property - net	1,036,515	681,405	355,110	258,872	77,459	18,779
OTHER ASSETS	208,473	145,677	62,796	72,038	3,843	(13,085)
TOTAL ASSETS	1,704,798	1,096,739	608,059	190,243	404,806	13,010
CURRENT LIABILITIES:						
Current portion of long-term debt	51,485	24,826	26,659	19,583	7,076	-
Accounts payable	46,835	38,434	8,401	6,023	2,228	150
Other current liabilities	75,815	46,532	29,283	17,562	10,549	1,172
Total current liabilities	174,135	109,792	64,343	43,168	19,853	1,322
LONG-TERM LIABILITIES:						
Long-term debt	292,885	132,646	160,239	28,500	131,739	-
Other long-term liabilities	518,190	358,075	160,115	103,694	44,444	11,977
Total long-term liabilities	811,075	490,721	320,354	132,194	176,183	11,977
SHAREHOLDERS' EQUITY:						
Capital stock	36,769	36,768	1	(2,350)	1	2,350
Additional capital	49,437	(78,108)	127,545	(13,316)	127,545	13,316
Unrealized holding gains	55,144	55,144	-	-	-	-
Retained earnings	591,135	495,319	95,816	30,464	81,224	(15,872)
Treasury stock	(12,897)	(12,897)	-	83	-	(83)
Total shareholders' equity	719,588	496,226	223,362	14,881	208,770	(289)
TOTAL LIABILITIES AND EQUITY	1,704,798	1,096,739	608,059	190,243	404,806	13,010

ALEXANDER & BALDWIN, INC.
CONSOLIDATING STATEMENT OF RETAINED EARNINGS
FOR THE YEAR ENDED DECEMBER 31, 1997
($000 OMITTED)

	ABIC	ABI/MATSON	ABHIC	OTHER	ABHI	MCB
Balance at December 31, 1996	568,969	495,615	73,354	29,757	60,782	(17,185)
Net income	81,387	58,925	22,462	34,139	(12,990)	1,313
Dividends to shareholders	(39,789)	(39,789)	-	-	-	-
Capital stock purchased and retired	(16,117)	(16,117)	-	-	-	-
Stock acquired in payment of options	(3,315)	(3,315)	-	-	-	-
Intercompany dividends	-	-	-	-	-	-
Net income of subsidiaries	-	-	-	(33,432)	33,432	-
Balance at December 31, 1997	591,135	495,319	95,816	30,464	81,224	(15,872)

LEGEND OF COMPANY REFERENCES IN CONSOLIDATING FINANCIAL SCHEDULES

ABIC	Alexander & Baldwin, Inc. Consolidated
Elim	Eliminations
ABI	Alexander & Baldwin, Inc.
MNC	Matson Navigation Company, Inc.
ABHI	A&B-Hawaii, Inc.

NOTES TO FINANCIAL STATEMENTS

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF CONSOLIDATION: The consolidated financial statements include the accounts of Alexander & Baldwin, Inc. and all subsidiaries, after elimination of significant intercompany amounts.

COMPREHENSIVE INCOME: The Statements of Income include a new measure called Comprehensive Income. This is intended to report a measure of all changes in Shareholders' Equity that result from either recognized transactions or other economic events, excluding capital stock transactions, which impact Shareholders' Equity. For the Company, the only difference between Net Income and Comprehensive Income is the unrealized holding gains on securities available for sale. Comprehensive Income is not used in the calculation of Earnings Per Share.

BASIC AND DILUTED EARNINGS PER SHARE OF COMMON STOCK: Basic Earnings per Share is determined by dividing Net Income by the weighted-average common shares outstanding during the year. The impact on earnings per share of the Company's stock options is immaterial, consequently, Diluted Earnings per Share is the same amount as Basic Earnings per Share.

OCEAN TRANSPORTATION: Voyage revenue and variable costs and expenses are included in income at the time each voyage leg commences. This method of accounting does not differ materially from other acceptable accounting methods.

Vessel depreciation, charter hire, terminal operating overhead, and general and administrative expenses are charged to expense as incurred. Expected costs of regularly-scheduled dry docking of vessels and planned major vessel repairs performed during dry docking are accrued.

PROPERTY DEVELOPMENT AND MANAGEMENT: Sales are recorded when the risks and benefits of ownership have passed to the buyers (generally at closing dates), adequate down payments have been received and collection of remaining balances is reasonably assured.

Expenditures for real estate developments are capitalized during construction and are classified as Real Estate Developments on the balance sheet. When construction is complete, the costs are reclassified either as Property or as Real Estate Held For Sale, based upon the Company's intent to sell the completed asset or to hold it as an investment. Cash flows related to real estate developments are classified as operating or investing activities, based upon the Company's intention either to sell the property or to retain ownership of the property as an investment following completion of construction.

FOOD PRODUCTS: Revenue is recorded when refined sugar products and coffee are sold to third parties.

Costs of growing sugar cane are charged to the cost of production in the year incurred and to cost of sales as refined products are sold. The cost of raw cane sugar purchased from third parties is recorded as inventory at the purchase price.

Costs of developing coffee are capitalized during the development period and depreciated over the estimated productive lives of the orchards. Costs of growing coffee are charged to inventory in the year incurred and to cost of sales as coffee is sold.

CASH AND CASH EQUIVALENTS: The Company considers highly liquid investments purchased with original maturities of three months or less, which have no significant risk of change in value, to be cash equivalents.

INVENTORIES: Sugar inventory, consisting of raw and refined sugar products, and coffee inventory, are stated at the lower of cost (first-in, first-out basis) or market. Other inventories, composed principally of materials and supplies, are stated at the lower of cost (principally average cost) or market.

PROPERTY: Property is stated at cost. Major renewals and betterments are capitalized. Replacements, maintenance and repairs which do not improve or extend asset lives are charged to expense as incurred. Assets held under capital leases are included with property owned. Gains or losses from property disposals are included in income.

CAPITALIZED INTEREST: Interest costs incurred in connection with significant expenditures for real estate developments or the construction of assets are capitalized.

DEPRECIATION: Depreciation is computed using the straight-line method. Depreciation expense includes amortization of assets under capital leases.

Estimated useful lives of property are as follows:

Buildings	10 to 50 years
Vessels	10 to 40 years
Marine containers	15 years
Machinery and equipment	3 to 35 years
Utility systems and other depreciable property	5 to 60 years

OTHER NON-CURRENT ASSETS: Other non-current assets consist principally of sugar supply contracts and intangible assets. These assets are being amortized using the straight-line method over periods not exceeding 30 years.

PENSION PLANS: Certain ocean transportation subsidiaries are members of the Pacific Maritime Association (PMA), the Maritime Service Committee or the Hawaii Stevedore Committee, which negotiate multi-employer pension plans covering certain seagoing and shoreside bargaining unit personnel. The subsidiaries negotiate multi-employer pension plans covering other bargaining-unit personnel. Pension costs are accrued in accordance with contribution rates established by the PMA, the parties to a plan or the trustees of a plan. Several trusteed, noncontributory, single-employer defined benefit plans cover substantially all other employees.

INCOME TAXES: Income tax expense is based on revenue and expenses in the Statements of Income. Deferred income tax liabilities and assets are computed at current tax rates for temporary differences between the financial statement and income tax bases of assets and liabilities.

FAIR VALUES: The carrying values of current assets (other than inventories, real estate held for sale, deferred income taxes and prepaid and other assets) and of debt instruments are reasonable estimates of their fair values. Real estate is carried at the lower of cost or fair value. Fair values are generally determined using the expected market value for the property, less sales costs. For residential units and lots held for sale, fair value is determined by reference to the sales of similar property, market studies, tax assessments and discounted cash flows. For commercial property, fair value is determined using recent comparable sales, tax assessments and cash flow analysis. A large portion of the Company's real estate is undeveloped land located in Hawaii. This land has a cost basis which averages approximately $150 per acre, a value which is much lower than fair value.

FUTURES CONTRACTS: Realized and unrealized gains and losses on commodity futures contract hedges are recorded in inventory and subsequently charged to cost of sales when the related inventory is sold. These amounts are not significant.

ENVIRONMENTAL COSTS: Environmental expenditures that relate to current operations are expensed or capitalized as appropriate. Expenditures that relate to an existing condition caused by past operations or events, and which do not contribute to current or future revenue generation, are charged to expense. Liabilities are recorded when environmental assessments or remedial efforts are probable and the costs can be reasonably estimated.

USE OF ESTIMATES: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Future actual amounts could differ from those estimates.

RECLASSIFICATIONS: Certain amounts in the 1996 and 1995 financial statements have been reclassified to conform with the 1997 presentation.

RESTATEMENTS: The financial statements for all periods presented have been restated to reflect the sale of certain net assets of the Company's container leasing segment, as described in Note 2.

2. DISCONTINUED OPERATIONS

In June 1995, the Company sold the net assets of its container leasing subsidiary, Matson Leasing Company, Inc., for approximately $362 million in cash, and realized an after-tax gain of $18 million. Sales and gross profit of the discontinued operation were $35,251,000 and $14,762,000, respectively, in 1995.

3. INVESTMENTS

At December 31, 1997 and 1996, investments principally consisted of marketable equity securities, limited partnership interests and purchase-money mortgages.

The marketable equity securities are classified as "available for sale" and are stated at quoted market values. The unrealized holding gains on these securities, net of deferred income taxes, have been recorded as a separate component of Shareholders' Equity.

The components of the net unrealized holding gains at December 31, 1997 and 1996 were as follows (in thousands):

	1997	1996
Market value	$ 96,597	$85,796
Less historical cost	9,851	9,966
Unrealized holding gains	86,746	75,830
Less deferred income taxes	31,602	27,625
Net unrealized holding gains	$ 55,144	$48,205

The investments in limited partnership interests and purchase-money mortgages are recorded at cost, which approximated market values, of $6,216,000 and $5,806,000 at December 31, 1997 and 1996, respectively. The purchase money mortgages are intended to be held to maturity. The value of the underlying investments of the limited partnership interests are assessed annually and are approximately equal to the original cost.

See Note 4 for a discussion of market values of investments in the Capital Construction Fund.

4. CAPITAL CONSTRUCTION FUND

A subsidiary is party to an agreement with the United States Government which established a Capital Construction Fund (CCF) under provisions of the Merchant Marine Act, 1936, as amended. The agreement has program objectives for the acquisition, construction or reconstruction of vessels and for repayment of existing vessel indebtedness. Deposits to the CCF are limited by certain applicable earnings. Such deposits are Federal income tax deductions in the year made; however, they are taxable, with interest payable from the year of deposit, if withdrawn for general corporate purposes or other non-qualified purposes, or upon termination of the agreement. Qualified withdrawals for investment in vessels having adequate tax bases do not give rise to a current tax liability, but reduce the depreciable bases of the vessels or other assets for income tax purposes.

Amounts deposited into the CCF are a preference item for calculating Federal alternative minimum taxable income. Deposits not committed for qualified purposes within 25 years from the date of deposit, will be treated as non-qualified withdrawals over the subsequent five years. As of year-end, the oldest CCF deposits date from 1994. Management believes that all amounts on deposit in the CCF at the end of 1997 will be used or committed for qualified purposes prior to the expiration of the applicable 25-year periods.

Under the terms of the CCF agreement, the subsidiary may designate certain qualified earnings as "accrued deposits" or may designate, as obligations of the CCF, qualified withdrawals to reimburse qualified expenditures initially made with operating funds. Such accrued deposits to and withdrawals from the CCF are reflected on the balance sheet either as obligations of the Company's current assets or as receivables from the CCF.

The Company has classified its investments in the CCF as "held-to-maturity" and, accordingly, has not reflected temporary unrealized market gains and losses on the Balance Sheets or Statements of Income. The long-term nature of the CCF program supports the Company's intention to hold these investments to maturity.

At December 31, 1997 and 1996, the balances on deposit in the CCF are summarized in Table 1.

TABLE 1 (In thousands)

	1997			1996		
	Amortized Cost	Fair Value	Unrealized Gain (Loss)	Amortized Cost	Fair Value	Unrealized Gain (Loss)

Mortgage-backed securities	$ 69,451	$ 68,738	$ (713)	$ 84,642	$ 80,871	$(3,771)
Cash and cash equivalents	69,159	69,159	-	92,318	92,318	-
Accrued deposits	10,000	10,000	-	1,656	1,656	-
Total	$148,610	$147,897	$ (713)	$178,616	$174,845	$(3,771)

Fair value of the mortgage-backed securities ("MBS") was determined by an outside investment management company, based on the experience of trading identical or substantially similar securities. No central exchange exists for these securities; they are traded over-the-counter.

At the end of 1997, the fair value of the Company's investments in MBS is less than amortized cost, due to interest rate sensitivity inherent in the fair value determination of such securities. While an unrealized market loss exists, the Company intends to hold these investments to maturity, which ranges from 2005 through 2028. The MBS have a weighted average life of approximately 5.6 years. The Company earned $5,897,000 in 1997, $6,838,000 in 1996 and $7,655,000 in 1995 on its investments in MBS.

Fair values of the remaining CCF investments were based on quoted market prices, if available. If a quoted market price was not available, fair value was estimated using quoted market prices of similar securities and investments. These remaining investments mature in 1998.

During 1997 and 1996, there were no sales of securities classified as "held-to-maturity" included in the CCF.

5. EMPLOYEE BENEFIT PLANS

Total contributions to the multi-employer pension plans covering personnel in shoreside and seagoing bargaining units were $5,828,000 in 1997, $5,552,000 in 1996 and $5,903,000 in 1995. Union collective bargaining agreements provide that total employer contributions during the terms of the agreements must be sufficient to meet the normal costs and amortization payments required to be funded during those periods. Contributions are generally based on union labor paid or cargo volume. A portion of such contributions is for unfunded accrued actuarial liabilities of the plans being funded over periods of 25 to 40 years, which began between 1967 and 1976.

The multi-employer plans are subject to the plan termination insurance provisions of the Employee Retirement Income Security Act of 1974, as amended, and are paying premiums to the Pension Benefit Guarantee Corporation (PBGC). The statutes provide that an employer which withdraws from or significantly reduces its contribution obligation to a multi-employer plan generally will be required to continue funding its proportional share of the plan's unfunded vested benefits.

Under special rules approved by the PBGC and adopted by the Pacific Coast longshore plan in 1984, the Company could cease Pacific Coast cargo-handling operations permanently and stop contributing to the plan without any withdrawal liability, provided that the plan meets certain funding obligations as defined in the plan. The estimated withdrawal liabilities under the Hawaii longshore plan and the seagoing plans aggregated approximately $2,896,000 for the year ended December 31, 1997, based on estimates by plan actuaries. Management has no present intention of withdrawing from and does not anticipate termination of any of the aforementioned plans.

The net pension benefit and components for 1997, 1996 and 1995, of single-employer defined benefit pension plans, which cover substantially all other employees, were as follows (in thousands):

	1997	1996	1995
Service cost--benefits earned during the year	$ 6,692	$ 6,326	$ 6,210
Interest cost on projected benefit obligations	23,807	23,295	21,785
Actual return on plan assets	(84,027)	(47,980)	(78,713)
Net amortization and deferral	48,272	14,599	50,298
Curtailments and terminations	412	(779)	(1,761)
Net pension benefit	$ (4,844)	$ (4,539)	$ (2,181)

The funded status of the single-employer plans at December 31, 1997 and 1996 was as follows (in thousands):

	1997	1996
Actuarial present value of benefit obligations:		
Vested benefits	$ 310,593	$ 284,755
Non-vested benefits	9,395	8,415
Accumulated benefit obligations	319,988	293,170
Additional amounts related to projected compensation levels	34,895	32,925
Projected benefit obligations	354,883	326,095
Plan assets at fair value	443,248	380,909
Excess of plan assets over projected benefit obligations	(88,365)	(54,814)
Prior service costs to be recognized in future years	(5,707)	(3,518)
Unrecognized actuarial net gain	91,011	59,119
Unrecognized net asset at January 1, 1987 (being amortized over periods of 4 to 15 years)	1,869	2,864
Accrued pension liability (asset)	$ (1,192)	$ 3,651

At December 31, 1997 and 1996, the projected benefit obligations were determined using a discount rate of 7.25 percent and 7.5 percent, respectively, and assumed increases in future compensation levels of 4.25 percent and 4.5 percent, respectively. The expected long-term rate of return on assets was 9 percent for 1997 and 1996. The assets of the plans consist principally of listed stocks and bonds. Gains and losses are amortized using the minimum method allowed by Statement of Financial Accounting Standards (SFAS) No. 87.

Contributions are determined annually for each plan by the Company's pension administrative committee, based upon the actuarially determined minimum required contribution under ERISA and the maximum deductible contribution allowed for tax purposes. For the plans covering employees who are members of collective bargaining units, the benefit formulas are determined according to the collective bargaining agreements, either using career average pay as the base or a flat dollar amount per year of service. The benefit formulas for the remaining defined benefit plans are based on final average pay.

The Company has non-qualified supplemental pension plans covering certain employees and retirees, which provide for incremental pension payments from the Company's general funds so that total pension benefits would be substantially equal to amounts that would have been payable from the Company's qualified pension plans if it were not for limitations imposed by income tax regulations. The obligation, included with other non-current liabilities, relating to these unfunded plans, totaled $10,654,000 and $9,844,000 at December 31, 1997 and 1996, respectively.

6. POST-RETIREMENT BENEFIT PLANS

The Company has plans that provide certain retiree health care and life insurance benefits to substantially all salaried and to certain hourly employees. Employees are generally eligible for such benefits upon retirement and completion of a specified number of years of credited service. The Company does not pre-fund these benefits and has the right to modify or terminate certain of these plans in the future. Certain groups of retirees pay a portion of the benefit costs.

The net periodic cost for post-retirement health care and life insurance benefits during 1997, 1996 and 1995 included the following (in thousands):

	1997	1996	1995
Service cost	$ 1,310	$ 1,351	$ 1,512
Interest cost	6,250	6,605	7,031
Net amortization	(6,683)	(2,016)	(1,524)
Curtailment gain	-	(2,476)	(2,045)
Post-retirement benefit cost	$ 877	$ 3,464	$ 4,974

The unfunded accumulated post-retirement benefit obligations at December 31, 1997 and 1996 are summarized below (in thousands):

	1997	1996

Retirees	$ 52,668	$ 54,951
Fully-eligible active plan participants	12,120	10,865
Other active plan participants	26,324	27,780
Unrecognized prior service cost	3,824	3,643
Unrecognized net gain	22,353	24,518
Accumulated post-retirement benefit obligations	117,289	121,757
Current obligation	5,164	5,710
Non-current obligation	$112,125	$116,047

At December 31, 1997 and 1996, the weighted average discount rates used in determining the accumulated post-retirement benefit obligations were 7.25 percent and 7.5 percent, respectively, and the assumed health care cost trend rate used in measuring the accumulated post-retirement benefit obligations was 10 percent through 2001, decreasing to 5 percent thereafter. For 1997, gains and losses are being amortized over five years. For 1996 and previous years, gains and losses were amortized using the minimum method allowed by SFAS No. 106. This change did not significantly affect financial results for 1997. If the assumed health care cost trend rate were increased by one percentage point, the accumulated post-retirement benefit obligation as of December 31, 1997 and 1996 would have increased by approximately $11,113,000 and $11,105,000, respectively, and the net periodic post-retirement benefit cost for 1997 and 1996 would have increased by approximately $1,172,000 and $1,208,000, respectively.

7. LONG-TERM DEBT, CREDIT AGREEMENTS

At December 31, 1997 and 1996, long-term debt consisted of the following (in thousands):

	1997	1996
Commercial paper, 1997 high 6.70%, low 5.15%	$130,852	$225,632
Bank variable rate loans (1997 high 6.325%, low 5.570%) due after 1997	41,500	22,000
Term loans:		
7.18%, payable through 2007	67,500	75,000
8%, payable through 2000	27,500	37,500
9.05%, payable through 1999	14,815	21,285
9.8%, payable through 2004	14,583	16,667
9%, payable through 1999	10,588	15,882
7.43%, payable through 2007	15,000	15,000
7.65%, payable through 2001	10,000	10,000
11.78%, repaid in 1997	-	618
Total	332,338	439,584
Less current portion	24,453	31,966
Commercial paper classified as current	17,000	62,000
Long-term debt	$290,885	$345,618

VARIABLE RATE LOANS: The Company and a subsidiary have a revolving credit and term loan agreement with five commercial banks, whereby they may borrow up to $155,000,000, under revolving loans to November 30, 1999, at varying rates of interest. Any revolving loan outstanding on that date may be converted into a term loan, which would be payable in 16 equal quarterly installments. The agreement contains certain restrictive covenants, the most significant of which requires the maintenance of an interest coverage ratio of 2:1. At December 31, 1997 and 1996, $25,000,000 and $15,000,000, respectively, were outstanding under this agreement.

The Company and a subsidiary have an uncommitted $45,000,000 short-term revolving credit agreement with a commercial bank. The agreement extends to November 30, 1998, but may be canceled by the bank at any time. At December 31, 1997 and 1996, $11,500,000 and $7,000,000, respectively, were outstanding under this agreement.

The Company and a subsidiary have an uncommitted $25,000,000 revolving credit agreement with a commercial bank. The agreement extends to September 8, 2000. At December 31,1997, $5,000,000 was outstanding under this agreement. No amount was outstanding at December 31, 1996.

A subsidiary has a $50,000,000 one-year revolving credit agreement with a two-year term option. Up to $25,000,000 of this agreement serves as a commercial paper liquidity back-up line, with the balance available for general corporate funds. At December 31, 1997 and 1996, there were no amounts outstanding under this agreement.

A subsidiary has an uncommitted $15,000,000 revolving credit agreement with a commercial bank. The Agreement extends to November 28, 2000. At December 31, 1997 and 1996, there were no amounts outstanding under this agreement.

TERM LOAN: The Company and a subsidiary have a shelf facility under which they may borrow up to $50,000,000 in $5,000,000 term loan increments. At December 31, 1997 and 1996, $15,000,000 had been borrowed.

COMMERCIAL PAPER: At December 31, 1997, there were two commercial paper programs. The first program was used by a subsidiary to finance the construction of a vessel, which was delivered in 1992. At December 31, 1997, $99,852,000 of commercial paper notes was outstanding under this program. Maturities ranged from 3 to 34 days. The borrowings outstanding under this program are classified as long-term, because the subsidiary intends to continue the program and, eventually, to repay the borrowings with qualified withdrawals from the Capital Construction Fund.

The second commercial paper program is used by a subsidiary to fund the purchases of sugar inventory from Hawaii sugar growers and to provide working capital for sugar refining and marketing operations. At December 31, 1997, $31,000,000 of commercial paper notes was outstanding under this program. Maturities ranged from 22 to 26 days. The interest cost and certain fees on the borrowings relating to sugar inventory advances to growers are reimbursed by the growers. Of the total commercial paper borrowing outstanding at December 31, 1997, $17,000,000 was classified as current. The commercial paper is supported by a $100,000,000 backup revolving credit facility with five commercial banks. Both the commercial paper program and the backup facility are guaranteed by the subsidiary's parent and by the Company.

LONG-TERM DEBT MATURITIES: At December 31, 1997, maturities and planned prepayments of all long-term debt during the next five years totaled $24,453,000 for 1998, $32,616,000 for 1999, $19,583,000 for 2000, $17,083,000 for 2001 and $9,583,000 for 2002.

8. LEASES

THE COMPANY AS LESSEE: Various subsidiaries of the Company lease a vessel and certain land, buildings and equipment under both capital and operating leases. Capital leases include one vessel leased for a term of 25 years ending in 1998; containers, machinery and equipment for terms of 5 to 12 years expiring through 1998; and a wastewater treatment facility in California, the title to which will revert to a subsidiary in 2002. Principal operating leases cover office and terminal facilities for periods which expire between 1998 and 2026. Management expects that in the normal course of business, most operating leases will be renewed or replaced by other similar leases.

Rental expense under operating leases totaled $45,560,000, $45,559,000 and $46,680,000 for the years ended December 31, 1997, 1996 and 1995, respectively. Contingent rents and income from sublease rents were not significant.

Assets recorded under capital lease obligations and included in property at December 31, 1997 and 1996 were as follows (in thousands):

	1997	1996
Vessel	$55,253	$55,253
Machinery and equipment	42,039	42,468
Total	97,292	97,721
Less accumulated amortization	95,866	90,462
Property under capital leases--net	$ 1,426	$ 7,259

Future minimum payments under all leases and the present value of minimum capital lease payments as of December 31, 1997 were as follows (in thousands):

	Capital Leases	Operating Leases
1998	$ 11,081	$ 27,539
1999	609	17,321
2000	578	14,448
2001	547	12,412
2002	516	11,705
Thereafter	-	90,191
Total minimum lease payments	13,331	$173,616
Less amount representing interest	1,299	

Present value of future minimum payments	12,032
Less current portion	10,032
Long-term obligations at December 31, 1997	$ 2,000

A subsidiary is obligated to pay terminal facility rent equal to the principal and interest on Special Facility Revenue Bonds issued by the Department of Transportation of the State of Hawaii. Interest on the bonds is payable semi-annually and principal, in the amount of $16,500,000, is due in 2013. An accrued liability of $8,257,000 and $7,713,000 at December 31, 1997 and 1996, respectively, included in other long-term liabilities, provides for a pro-rata portion of the principal due on these bonds.

THE COMPANY AS LESSOR: Various Company subsidiaries lease land, buildings and land improvements under operating leases. The historical cost of and accumulated depreciation on leased property at December 31, 1997 and 1996 were as follows (in thousands):

	1997	1996
Leased property	$267,569	$246,802
Less accumulated amortization	47,253	42,722
Property under operating leases--net	$220,316	$204,080

Total rental income under these operating leases for the three years ended December 31, 1997 was as follows (in thousands):

	1997	1996	1995
Minimum rentals	$ 35,535	$ 34,556	$ 28,164
Contingent rentals (based on sales volume)	1,048	1,232	880
Total	$ 36,583	$ 35,788	$ 29,044

Contingent rentals are based on sales volume.

Future minimum rental income on non-cancelable leases at December 31, 1997 was as follows (in thousands):

	Operating Leases
1998	$ 23,057
1999	19,960
2000	16,288
2001	13,738
2002	11,525
Thereafter	130,618
Total	$ 215,186

9. INCOME TAXES

The income tax expense for the three years ended December 31, 1997 consisted of the following (in thousands):

	1997	1996	1995
Current:			
Federal	$ 30,181	$ 23,549	$(23,833)
State	2,476	4,779	403
Total	32,657	28,328	(23,430)
Deferred	13,168	10,420	42,965
Income tax expense	$ 45,825	$ 38,748	$ 19,535

Total income tax expense for the three years ended December 31, 1997 differs from amounts computed by applying the statutory Federal rate to pre-tax income, for the following reasons (in thousands):

	1997	1996	1995
Computed income tax expense	$ 44,525	$ 36,412	$ 18,184
State tax on income, less applicable			

Federal tax	3,732	2,605	326
Low-income housing credits	(1,214)	(1,219)	(1,224)
Fair market value over cost of donations	(1,306)	(11)	-
Other-net	88	961	2,249
Income tax expense	$ 45,825	$ 38,748	$ 19,535

The tax effects of temporary differences that give rise to significant portions of the net deferred tax liability at December 31, 1997 and 1996 were as follows (in thousands):

	1997	1996
Accelerated depreciation	$178,570	$171,815
Capital Construction Fund	104,408	111,064
Tax-deferred gains on real estate transactions	77,784	73,890
Unrealized holding gains on securities	31,602	27,625
Post-retirement benefits	(48,014)	(49,398)
Insurance reserves	(6,907)	(6,791)
Alternative minimum tax benefit	-	(3,905)
Other-net	12,907	8,905
Total	$350,350	$333,205

The Internal Revenue Service (IRS) has completed its audits of the Company's tax returns through 1991. No settlement had a material effect on the Company's financial position or results of operations. The IRS has commenced an audit of the Company's tax returns for 1992 through 1995. Management believes that the resolution of the current audit will not have a material effect on the Company's financial position or results of operations.

10. CAPITAL STOCK AND STOCK OPTIONS

The Company has a stock option plan ("1989 Plan") under which key employees may be granted stock purchase options and stock appreciation rights. A second stock option plan terminated in 1993, but shares previously granted under the plan are still exercisable. Under the 1989 Plan, option prices may not be less than the fair market value of a share of the Company's common stock on the dates of grant, and each option generally becomes exercisable in-full one year after the date granted. Payment for options exercised, to the extent not reduced by the application or surrender of stock appreciation rights, may be made in cash or in shares of the Company's stock. If payment is made in shares of the Company's stock, the option holder may receive, under a reload feature of the 1989 Plan, a new stock option grant for the number of shares equal to that surrendered, with an option price not less than the fair market value of the Company's stock on the date of exercise. During 1997, new options to purchase 565,212 shares were granted under the 1989 Plan. This included reload options to purchase 57,132 shares.

The 1989 Plan also permits issuance of shares of the Company's common stock as a reward for past service rendered to the Company or one of its subsidiaries or as an incentive for future service with such entities. The recipients' interest in such shares may be fully vested upon issuance or may vest in one or more installments, upon such terms and conditions as are determined by the committee which administers the plan. The number of incentive shares issued during 1997 or outstanding at the end of the year was not material.

The Company also has a Directors' stock option plan, under which each non-employee Director of the Company, elected at an Annual Meeting of Shareholders, is automatically granted, on the date of each such Annual Meeting, an option to purchase 3,000 shares of the Company's common stock at the average fair market value of the shares for the five consecutive trading days prior to the grant date. Each option becomes exercisable six months after the date granted. During 1997, new options to purchase 21,000 shares were granted, options to purchase 15,000 shares were exercised and options to purchase 9,000 shares were canceled. At December 31, 1997, options to purchase 183,000 shares were outstanding under the plan.

The Company applies Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations in accounting for its stock-based compensation plans. Accordingly, no compensation cost is recognized in the Company's income statement for stock option plans at the time grants are awarded. If the compensation costs for the 1989 Plan and the Directors' stock option plan had been determined consistent with SFAS No. 123, "Accounting for Stock-Based Compensation," the after-tax cost for grants made in 1997, 1996 and 1995 would have been approximately $1,800,000, $900,000 and $1,300,000, respectively. Earnings per share for 1997, 1996 and 1995 would have declined by $0.04, $0.02 and $0.03, respectively.

Changes in shares under all option plans, for the three years ended December 31, 1997, were as follows:

		Shares	Price Range Per Share
1995:	Granted	551,800	$21.750-22.500
	Exercised	(23,550)	17.375-24.750
	Canceled	(385,531)	24.250-36.250
	Outstanding, December 31	2,586,751	17.375-37.875
1996:	Granted	495,264	21.750-32.625
	Exercised	(125,188)	17.375-24.750
	Canceled	(15,800)	24.250-36.250
	Outstanding, December 31	2,941,027	17.375-37.875
1997:	GRANTED	586,212	25.100-34.875
	EXERCISED	(263,351)	17.375-24.750
	CANCELED	(57,850)	24.750-37.875
	OUTSTANDING, DECEMBER 31 (2,600,337 EXERCISABLE)	3,206,038	$21.750-37.875

The Company has a Shareholder Rights Plan, designed to protect the interests of shareholders in the event an attempt is made to acquire the Company. The rights initially will trade with the Company's outstanding common stock and will not be exercisable absent certain acquisitions or attempted acquisitions of specified percentages of such stock. If exercisable, the rights generally entitle shareholders to purchase additional shares of the Company's stock or shares of an acquiring company's stock at prices below market value. If not renewed, the Plan will expire in 1998.

11. RELATED PARTY TRANSACTIONS, COMMITMENTS AND CONTINGENCIES

At December 31, 1997, the Company and its subsidiaries had an unspent balance of total appropriations for capital expenditures of approximately $84,222,000. However, there is no contractual obligation to spend this entire amount.

The Company has arranged for standby letters of credit of approximately $19,930,000 necessary to qualify as a self-insurer for state and federal workers' compensation liabilities. The Company also has other letters of credit outstanding for normal operating matters, which total approximately $3,958,000.

A subsidiary is a party, acting as the steam host, to a Steam Purchase Agreement with a developer which constructed and operates a cogeneration facility contiguous to the subsidiary's California refinery. The agreement provides that, during the 30-year period of the agreement, the subsidiary will receive steam necessary for refinery operations at a reduced price, compared to the market price of fuel which previously had to be purchased to generate its steam requirements.

A subsidiary is party to a long-term sugar supply contract with Hawaiian Sugar & Transportation Cooperative (HSTC), a raw sugar marketing and transportation cooperative owned by the Company and by the other Hawaii sugar growers. Under the terms of this contract, the subsidiary is obligated to purchase, and HSTC is obligated to sell, all of the raw sugar delivered to HSTC by the Hawaii sugar growers, at prices determined by the quoted domestic sugar market. The subsidiary made purchases of raw sugar totaling $126,629,000 and $190,188,000 under the contract during 1997 and 1996, respectively. The contract also requires that the subsidiary provide cash advances to HSTC prior to the physical receipt of the sugar at its refinery (see Note 7). Such advances are determined by the estimated raw sugar market prices. Amounts due to HSTC are credited against outstanding advances to HSTC upon delivery of raw sugar to the subsidiary's refinery.

The Company and certain subsidiaries are parties to various legal actions and are contingently liable in connection with claims and contracts arising in the normal course of business, the outcome of which, in the opinion of management after consultation with legal counsel, will not have a material adverse effect on the Company's financial position or results of operations.

12. INDUSTRY SEGMENTS

Industry segment information for 1997, 1996 and 1995, on page 24, is incorporated herein by reference. Segments are:

Ocean transportation -- carrying freight between various U.S. and Canadian West Coast, Hawaii and other Pacific ports, and providing terminal services.

Property development and management -- developing, managing and selling residential, commercial and industrial properties.

Food products -- growing, processing and marketing sugar, molasses and coffee, and generating and selling electricity.

As discussed in Note 2, the net assets of the container leasing segment were sold in 1995.

EXHIBIT B

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES
FINANCIAL DATA SCHEDULE
DECEMBER 31, 1997
(In thousands)

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATING BALANCE SHEET AND CONSOLIDATING INCOME STATEMENT AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

Item No.	Caption Heading	
1	Total Assets	$1,704,798
2	Total Operating Revenues	$1,233,344
3	Net Income	$81,387

February 26, 1998

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N. W.
Washington, D. C. 20549

Re: Form U-3A-2 - Alexander & Baldwin, Inc.
and A&B-Hawaii, Inc. - SEC File No. 69-166

Gentlemen:

Submitted herewith for filing is the joint and consolidated Statement of Alexander & Baldwin, Inc. and its wholly-owned subsidiary, A&B-Hawaii, Inc., on Form U-3A-2 claiming an exemption under Rule U-2 from the provisions of the Public Utility Holding Company Act of 1935. This filing is being made by direct transmission to the Commission's EDGAR system, and is being filed jointly pursuant to oral authorization to file on a joint and consolidated basis received from the Commission on February 21, 1990.

Very truly yours,

/s/ Francis K. Mukai
Assistant General Counsel