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 followinginformation 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 hold an interest, as at January 31, 1997 (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
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 Irrigation Company, Limited	Hawaii	Puunene, Hawaii	Collection and distribution of irrigation water on island of Maui
Kahului Trucking &	Hawaii	Kahului,	Motor carriage of goods,

Storage, Inc.		Hawaii	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
Island 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
The Matson Company	California	San Francisco, California	Inactive
The Oceanic Steamship Company	California	San Francisco, California	Inactive

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 steam-driven generators with rated capacities of 7,500 KW; 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 1996 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	82,441,521 kwh
McBryde	25,227,000 kwh

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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, 1997.

ALEXANDER & BALDWIN, INC.	A&B-HAWAII, INC.
(Name of Claimant)	(Name of Co-Claimant)
By: /s/Glenn R. Rogers	By: /s/Glenn R. Rogers
Glenn R. Rogers	Glenn R. Rogers
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, 1997

EXHIBIT A

ALEXANDER & BALDWIN, INC.
CONSOLIDATING STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 1996
($000 omitted)

	ABIC	Elim	ABI	MNC	ABHI
OPERATING REVENUE:					
Net sales	46,562		9,703		36,859
Net sugar sales	472,769				472,769
Transportation and terminal services	547,427			541,411	6,016
Rentals and other services	143,392		8,746	104,088	30,558
Total operating revenues	1,210,150		18,449	645,499	546,202
OPERATING COSTS AND EXPENSES:					
Cost of goods sold	30,793		1,407		29,386
Cost of sugar sold	404,207				404,207
Cost of services	550,745	(38)	2,924	510,868	36,991
Plantation closure	(4,624)				(4,624)
Total operating costs and expenses	981,121	(38)	4,331	510,868	465,960
GROSS MARGIN	229,029	38	14,118	134,631	80,242
GENERAL, ADMIN & SELLING EXPENSES	102,462		7,331	64,778	30,353
INCOME FROM OPERATIONS	126,567	38	6,787	69,853	49,889
OTHER INCOME:					
Interest - other	15,085		249	14,387	449
Interest - intercompany		(1,460)	257	1,179	24
Total interest	15,085	(1,460)	506	15,566	473
Dividends	2,756		2,756		
Gain (loss) on disposal of property	1,534		684	1,116	(266)
Other	3,043		15	584	2,444
Total other income	22,418	(1,460)	3,961	17,266	2,651
OTHER DEDUCTIONS:					
Interest capitalized	(484)				(484)
Interest - other	34,565		376	16,788	17,401
Total interest (other than intercompany)	34,081		376	16,788	16,917
Interest - intercompany		(1,460)	24		1,436
Total interest	34,081	(1,460)	400	16,788	18,353
Other	10,871		619	4,322	5,930
Total other deductions	44,952	(1,460)	1,019	21,110	24,283
INCOME BEFORE INCOME TAXES	104,033	38	9,729	66,009	28,257
PROVISION FOR INCOME TAXES (CREDIT):					
Current - Federal	23,549	1,065	888	29,589	(7,993)
Current - State	4,779	1	255	3,449	1,074
Deferred income taxes	10,420	(1,052)	1,865	(7,921)	17,528
Total provision for income	38,748	14	3,008	25,117	10,609
NET INCOME	65,285	24	6,721	40,892	17,648

ALEXANDER & BALDWIN, INC
CONSOLIDATING BALANCE SHEET
DECEMBER 31, 1996
($000 omitted)

	ABIC	Elim	ABI	MNC	ABHI
CURRENT ASSETS:					
Cash	8,706				8,706
Short-term investments	15,600			15,600	
Accounts and notes receivable:					
Trade	133,040		110	104,014	28,916
Sugar receivable	6,019				6,019
Other	32,547		1,799	26,950	3,798
Undistributed return from sugar	57,972				57,972
Crop Advances to HSTC	660				660
Property held for Resale	17,383				17,383
Saleable inventories	3,568				3,568
Materials and supplies	41,182			17,267	23,915
Deferred income tax	17,708		302	10,588	6,818
Prepaid expenses	12,114		748	8,224	3,142
Accrued for deposit in CCF	(1,656)			(1,656)	
Total current assets	344,843		2,959	180,987	160,897
INVESTMENTS: Subsidiaries consolidated		(592,684)	592,684		
Divisions		(75,639)	75,639		
Other	91,602		90,796		806
REAL ESTATE DEVELOPMENTS	70,144				70,144
PROPERTY:					
Land	61,869	(3,683)	17,542		48,010
Buildings	204,588	(2,133)	59,062		147,659
Vessels	816,516			816,516	
Machinery and equipment	676,830		591	395,755	280,484
Water, power and sewer system	78,726		4,676		74,050
Other property improvements	88,529		2,526	51,619	34,384
Total	1,927,058	(5,816)	84,397	1,263,890	584,587
Less accumulated depreciation	864,002	(38)	9,648	620,266	234,126
Property - net	1,063,056	(5,778)	74,749	643,624	350,461
CAPITAL CONSTRUCTION FUND	178,616			178,616	
NONCURRENT INTERCOMPANY RECEIVABLES			(40,477)	15,537	24,940
DEFERRED CHARGES AND OTHER ASSETS	52,843	(297)	10,324	2,980	39,836
TOTAL	1,801,104	(674,398)	806,674	1,021,744	647,084

ALEXANDER & BALDWIN, INC
CONSOLIDATING BALANCE SHEET, CONTINUED
DECEMBER 31, 1996
($000 omitted)

	ABIC	Elim	ABI	MNC	ABHI
CURRENT LIABILITIES:					
Notes payable	62,000				62,000
Current portion of long-term debt	31,966			15,294	16,672
Capital lease obligations-current	12,116			11,616	500
Bank Overdraft	482		16	466	
Accounts payable	50,489		232	36,005	14,252
Payrolls and vacation pay	21,996		723	13,388	7,885
Income taxes - current	1,296	(65)	(18,306)	13,447	6,220
Other taxes	5,445		505	3,475	1,465
Postretirement benefits obligations-current	5,710		8	1,107	4,595
Uninsured claims	16,129			12,514	3,615
Reserve for dry-docking	5,950			5,950	
Other liabilities	29,826		2,593	6,671	20,562
Total current liabilities	243,405	(65)	(14,229)	119,933	137,766
LONG-TERM LIABILITIES:					
Long-term debt	345,618			197,720	147,898
Capital lease obligations-noncurrent	12,039			9,539	2,500
Postretirement benefits obligations-current	116,047		56	28,880	87,111
Deferred income taxes	350,913	(2,089)	51,572	237,291	64,139
Other	48,754	(290)	5,684	36,590	6,770
Total long-term liabilities	873,371	(2,379)	57,312	510,020	308,418
Total liabilities	1,116,776	(2,444)	43,083	629,953	446,184
SHAREHOLDERS' EQUITY:					
Capital stock	37,150	(2)	37,150	1	1
Additional capital	43,377	(149,381)	43,377	21,836	127,545
Unrealized holding gains	48,205		48,205		
Retained earnings	568,969	(446,932)	572,593	369,954	73,354
Treasury stock	(13,373)		(13,373)		
Division investment		(75,639)	75,639		
Total shareholders' equity	684,328	(671,954)	763,591	391,791	200,900
TOTAL	1,801,104	(674,398)	806,674	1,021,744	647,084

ALEXANDER & BALDWIN, INC
CONSOLIDATING STATEMENT OF RETAINED EARNINGS
FOR THE YEAR ENDED DECEMBER 31, 1996
($000 omitted)

	ABIC	Elim	ABI	MNC	ABHI
Balance at December 31, 1995	546,394	(438,416)	550,042	379,062	55,706
Net income	65,285	24	6,721	40,892	17,648
Dividends to shareholders	(39,860)		(39,860)		
Capital stock purchased and retired	(1,213)		(1,213)		
Intercompany dividends		50,000		(50,000)	
Intercompany property sales					
Stock acquired in payment of options	(1,637)		(1,637)		
Net income of subsidiaries		(58,540)	58,540		
Other					
Balance at December 31, 1996	568,969	(446,932)	572,593	369,954	73,354

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.

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 and vessel spare parts.

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 contracts are deferred and recorded in inventory. 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 1995 and 1994 financial statements have been reclassified to conform with the 1996 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 $361.7 million in cash, and realized an after-tax gain of $18 million. Specifically excluded from the sale were long-term debt and U. S. tax obligations of the business.

Summary operating results of discontinued operations, excluding the above gain, were as follows:

	1995	1994
	(In thousands)	
Net sales	$35,251	$ 63,060
Gross profit	$14,762	$ 24,499
Earnings before income taxes	$ 8,564	$ 16,604
Income taxes	3,228	5,975
Net earnings from discontinued operations......	$ 5,336	$ 10,629

3. INVESTMENTS

At December 31, 1996 and 1995, 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, 1996 and 1995 were as follows:

	1996	1995
	(In thousands)	
Market value..............................	$85,796	$73,460
Less historical cost	9,966	9,966
Unrealized holding gains	75,830	63,494
Less deferred income taxes	27,625	23,664
Net unrealized holding gains	$48,205	$39,830

The investments in limited partnership interests and purchase money mortgages are recorded at cost, which approximated market values, of $5,806,000 and $8,786,000 at December 31, 1996 and 1995, 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 1991. Management believes that all amounts on deposit in the CCF at the end of 1996 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, 1996 and 1995, the balances on deposit in the CCF are summarized in Table 1.

TABLE 1 (In thousands)

	1996	1995

	Amortized Cost	Fair Value	Unrealized Gain (Loss)	Amortized Cost	Fair Value	Unrealized Gain (Loss)
Mortgage-backed securities.....	$ 84,642	$ 80,871	$(3,771)	$ 95,156	$ 91,132	$(4,024)
Cash and cash equivalents......	92,318	92,318	-	215,823	215,856	33
Accrued deposits..............	1,656	1,656	-	6,233	6,233	-
Total..........................	$178,616	$174,845	$(3,771)	$317,212	$313,221	$(3,991)

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 1996, 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 1997 through 2024. The MBS have a weighted average life of approximately six years. The Company earned $6,838,000 in 1996, $7,655,000 in 1995 and $8,292,000 in 1994 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 1997.

During 1996 and 1995, 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 $5,552,000 in 1996, $5,903,000 in 1995 and $8,216,000 in 1994. 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 used or cargo handled or carried. 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 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 $6,400,000 for various plan years ending in 1996 and 1995. Management has no present intention of withdrawing from and does not anticipate termination of any of the aforementioned plans.

The net pension cost (benefit) and components for 1996, 1995 and 1994, of single-employer defined benefit pension plans, which cover substantially all other employees, were as follows:

	1996	1995	1994
	(In thousands)		
Service cost--benefits earned during the year	$ 6,326	$ 6,210	$ 7,317
Interest cost on projected benefit obligation	23,295	21,785	20,542
Actual return on plan assets.............	(47,980)	(78,713)	3,719
Net amortization and deferral............	14,599	50,298	(29,062)
Curtailments and terminations	(779)	(1,761)	1,300
Net pension cost (benefit)	$ (4,539)	$ (2,181)	$ 3,816

The funded status of the single-employer plans at December 31, 1996 and 1995 was as follows:

	1996	1995
	(In thousands)	
Actuarial present value of benefit obligation:		
Vested benefits	$ 284,755	$ 241,422
Non-vested benefits	8,415	9,881
Accumulated benefit obligation	293,170	251,303
Additional amounts related to projected compensation levels	32,925	34,276
Projected benefit obligation	326,095	285,579
Plan assets at fair value	380,909	348,208
Excess of plan assets over projected benefit obligation	(54,814)	(62,629)
Prior service costs to be recognized in future years	(3,518)	(3,739)
Unrecognized actuarial net gain	59,119	75,759
Unrecognized net asset at January 1, 1987 (being amortized over periods of 4 to 15 years)	2,864	3,954
Accrued pension liability	$ 3,651	$ 13,345

At December 31, 1996 and 1995, the projected benefit obligation was determined using a discount rate of 7.5% and 8%, respectively, and assumed increases in future compensation levels of 4.5% and 5%, respectively. The expected long-term rate of return on assets was 9% for 1996 and 1995. The assets of the plans consist principally of listed stocks and bonds.

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 projected benefit obligation, included with other non-current liabilities, relating to these unfunded plans, totaled $9,844,000 and $8,680,000 at December 31, 1996 and 1995, 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 1996, 1995 and 1994 included the following:

	1996	1995	1994
		(In thousands)	
Service cost	$ 1,351	$ 1,512	$ 2,149
Interest cost	6,605	7,031	7,825
Net amortization	(2,016)	(1,524)	(216)
Curtailment gain	(2,476)	(2,045)	-
Post-retirement benefit cost	$ 3,464	$ 4,974	$ 9,758

The unfunded accumulated post-retirement benefit obligation at December 31, 1996 and 1995 is summarized below:

	1996	1995
	(In thousands)	
Accumulated post-retirement benefit obligation:		
Retirees	$ 54,951	$ 56,606
Fully-eligible active plan participants	10,865	9,073
Other active plan participants	27,780	25,373
Unrecognized prior service cost	3,643	5,676
Unrecognized net gain	24,518	26,862
Total	121,757	123,590
Current obligation	5,710	5,118
Non-current obligation	$116,047	$118,472

At December 31, 1996 and 1995, the weighted average discount rates used in determining the accumulated post-retirement benefit obligations were 7.5% and 8%, respectively, and the assumed health care cost trend rate used in measuring the accumulated post-retirement benefit obligation was 10% through 2001, decreasing to 5% thereafter. If the assumed health care cost trend rate were increased by one percentage point, the accumulated post-retirement benefit obligation as of December 31, 1996 and 1995 would have increased by approximately $11,105,000 and $10,405,000, respectively, and the net periodic post-retirement benefit cost for 1996 and 1995 would have increased by approximately $1,208,000 and $1,190,000, respectively.

7. LONG-TERM DEBT, CREDIT AGREEMENTS

At December 31, 1996 and 1995, long-term debt consisted of the following:

	1996	1995
	(In thousands)	
Commercial paper, 5.33%-5.70%	$ 225,632	$ 246,437
Bank variable rate loans (1996 high 6.38%, low 5.50%) due after 1996	22,000	40,000
Term loans:		
7.19%, payable through 2007	75,000	75,000
8%, payable through 2000	37,500	47,500
9.05%, payable through 1999	21,285	27,201
9.8%, payable through 2004	16,667	18,750
9%, payable through 1999	15,882	21,176
7.43%, payable through 2007	15,000	-
7.65%, payable through 2001	10,000	10,000
11.78%, payable through 1997	618	1,269
Limited partnership subscription notes, no interest, repaid in 1996	-	850
Total	439,584	488,183
Less current portion	31,966	24,794
Commercial paper classified as current	62,000	83,000
Long-term debt	$ 345,618	$ 380,389

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, 1998, 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, 1996 and 1995, $15,000,000 and $10,000,000, 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, 1997, but may be canceled by the bank at any time. At December 31, 1996 and 1995, $7,000,000 and $17,000,000, 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 July 18, 1997. At December 31, 1996, there were no amounts outstanding under this agreement. At December 31, 1995, $13,000,000 was outstanding.

During 1995, a subsidiary entered into a $50,000,000 one-year Revolving Credit

Agreement to replace two previous credit facilities. 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, 1996 and 1995, 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, 1996, $15,000,000 had been borrowed.

COMMERCIAL PAPER: At December 31, 1996, 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, 1996, $149,632,000 of commercial paper notes was outstanding under this program. Maturities ranged from 6 to 66 days. The borrowings outstanding under this program are classified as long-term, because the subsidiary intends to continue the program indefinitely 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, 1996, $76,000,000 of commercial paper notes was outstanding under this program. Maturities ranged from 7 to 51 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, 1996, $62,000,000 was classified as current. The commercial paper is supported by a $100,000,000 backup revolving credit facility with six commercial banks. Both the commercial paper program and the backup facility are guaranteed by the subsidiary's parent and by the Company.

In 1995, the Company repaid the outstanding commercial paper notes of a third program which had been used to finance container purchases of the discontinued container leasing business.

LONG-TERM DEBT MATURITIES: At December 31, 1996, maturities and planned prepayments of all long-term debt during the next five years totaled $31,966,000 for 1997, $24,453,000 for 1998, $32,616,000 for 1999, $19,583,000 for 2000 and $17,083,000 for 2001.

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 1997; 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 1997 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 $50,869,000, $46,680,000 and $48,169,000 for the years ended December 31, 1996, 1995 and 1994, respectively. Contingent rents and income from sublease rents were not significant.

Assets recorded under capital lease obligations and included in property at December 31, 1996 and 1995 were as follows:

	1996	1995
	(In thousands)	
Vessel	$ 55,253	$55,253
Machinery and equipment	42,468	42,688
Total	97,721	97,941
Less accumulated amortization	90,462	84,813
Property under capital leases--net	$ 7,259	$13,128

Future minimum payments under all leases and the present value of minimum capital lease payments as of December 31, 1996 were as follows:

	Capital Leases	Operating Leases
	(In thousands)	
1997	$ 14,603	$25,186
1998	11,089	24,252
1999	609	16,203
2000	578	13,394

2001	547	12,206
Thereafter	516	101,866
Total minimum lease payments	27,942	$193,107
Less amount representing interest	3,787	
Present value of future minimum payments	24,155	
Less current portion	12,116	
Long-term obligations at December 31, 1996	$ 12,039	

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 $7,713,000 and $7,170,000 at December 31, 1996 and 1995, 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, 1996 and 1995 were as follows:

	1996	1995
	(In thousands)	
Leased property	$246,802	$246,609
Less accumulated amortization	42,722	37,555
Property under operating leases--net	$204,080	$209,054

Total rental income under these operating leases for the three years ended December 31, 1996 was as follows:

	1996	1995	1994
	(In thousands)		
Minimum rentals	$34,556	$28,164	$31,792
Contingent rentals (based on sales volume)	1,232	880	1,515
Total	$35,788	$29,044	$33,307

Future minimum rental income on non-cancelable leases at December 31, 1996 was as follows:

	Operating Leases
	(In thousands)
1997	$ 28,860
1998	20,903
1999	17,059
2000	13,353
2001	10,898
Thereafter	114,939
Total	$ 206,012

9. INCOME TAXES

The income tax expense for the three years ended December 31, 1996 consisted of the following:

	1996	1995	1994
	(In thousands)		
Current:			
Federal	$23,549	$(23,833)	$29,796
State	4,779	403	1,444
Total	28,328	(23,430)	31,240
Deferred	10,420	42,965	1,412

Income tax expense	$38,748	$ 19,535	$32,652

Total income tax expense for the three years ended December 31, 1996 differs from amounts computed by applying the statutory Federal rate to pre-tax income, for the following reasons:

	1996	1995	1994
	(In thousands)		
Computed income tax expense	$36,412	$18,184	$33,821
Increase (decrease) resulting from:			
State tax on income, less applicable Federal tax	2,605	326	1,332
Low-income housing credits	(1,219)	(1,224)	(1,219)
Fair market value over cost of donations	(11)	-	(2,138)
Other-net	961	2,249	856
Income tax expense	$38,748	$19,535	$32,652

The tax effects of temporary differences that give rise to significant portions of the net deferred tax liability at December 31, 1996 and 1995 were as follows:

	1996	1995
	(In thousands)	
Capital Construction Fund	$159,304	$166,649
Accelerated depreciation	123,575	130,456
Tax-deferred gains on real estate transactions	73,890	69,585
Unrealized holding gains on securities	27,625	23,664
Post-retirement benefits	(49,398)	(47,813)
Insurance reserves	(6,791)	(6,766)
Alternative minimum tax benefits	(3,905)	(14,264)
Other-net	8,905	(2,571)
Total	$333,205	$318,940

The Internal Revenue Service (IRS) has completed its audits of the Company's tax returns through 1991 and, with one exception, has settled all substantive issues raised during the audits. No settlement had a material effect on the Company's financial position or results of operations. The Company is contesting the remaining issue, which relates to the classification of cross border lease transactions. The IRS has commenced an audit of the Company's tax returns for 1992 through 1995. Management believes that the ultimate resolution of the outstanding audit issue and other matters which may result from the current audits 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 for key employees 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 1996, 471,264 new options were granted under the 1989 Plan, including 40,489 reload options.

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 1996 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 1996, 24,000 new options were granted and no options were canceled or exercised. At December 31, 1996, 186,000 options were outstanding under the plan.

The Company applies Accounting Principles Board Opinion Number 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 had been determined consistent with Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation," the after-tax cost for grants made in 1996 and 1995 would have been approximately $900,000 and $1.3 million, respectively. Earnings per share for 1996 and 1995 would have declined by $0.02 and $0.03, respectively. The potential impact of the Director's stock option plan was immaterial.

Changes in shares under all option plans, for the three years ended December 31, 1996, were as follows:

	Shares	Price Range Per Share
1994: Granted	475,200	$24.700-27.000
Exercised	(12,300)	17.375-24.750
Canceled	(55,996)	24.250-36.250
Outstanding, December 31	2,444,032	17.375-37.875
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 (2,510,252 exercisable)	2,941,027	$17.375-37.875

Options outstanding at December 31, 1996 include 48,916 shares that carry stock appreciation rights which expire in January 1997. The outstanding options do not have a material dilutive effect in the calculation of earnings per share of common stock.

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.

11. RELATED PARTY TRANSACTIONS, COMMITMENTS AND CONTINGENCIES

At December 31, 1996, the Company and its subsidiaries had an unspent balance of total appropriations for capital expenditures of approximately $46,688,000. However, there is no contractual obligation to spend this entire amount.

The Company has arranged for standby letters of credit of approximately $20,689,000, 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 $4,701,000.

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 $190,196,000 and $158,284,000 under the contract during 1996 and 1995, 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 1996, 1995 and 1994, on page 26, 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.

13. SUBSEQUENT EVENT

On February 13, 1997, a subsidiary received $33,650,000 in settlement of a lawsuit that involved insurance claims over damage to the subsidiary's port facilities resulting from the October 1989 Loma Prieta earthquake. After satisfying terminal repair costs and litigation expenses of approximately $12,600,000, the Company, through its subsidiaries, will record approximately $21,000,000 of pre-tax income in the first quarter of 1996. After taxes, this will add about $13,000,000, or $0.29 per share, to net income during that period.

EXHIBIT B

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES
FINANCIAL DATA SCHEDULE
DECEMBER 31, 1996
(In thousands)

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDTAING 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	$1,801,104
2	Total Operating Revenues	$1,210,150
3	Net Income	$65,285

February 26, 1997

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. Payment of the $500 filing fee was made by wire transfer on February 14, 1997 through the Securities and Exchange Commission's lockbox depository at Mellon Bank in Pittsburgh, Pennsylvania.

Very truly yours,

/s/ Francis K. Mukai
Assistant General Counsel