

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
 SECURITIES EXCHANGE ACT OF 1934
 For the quarterly period ended JUNE 30, 1998

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
 SECURITIES EXCHANGE ACT OF 1934
 For the transition period from _____ to _____

Commission file number 0-565

ALEXANDER & BALDWIN, INC.

(Exact name of registrant as specified in its charter)

HAWAII 99-0032630

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

P. O. BOX 3440, HONOLULU, HAWAII 96801
 822 BISHOP STREET, HONOLULU, HAWAII 96813

 (Address of principal executive offices) (Zip Code)

(808) 525-6611

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Number of shares of common stock outstanding as of June 30, 1998: 44,878,184

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The condensed financial statements and notes for the second quarter and first six months of 1998 are presented below with comparative figures from the 1997 financial statements.

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES
 CONDENSED STATEMENTS OF INCOME
 (In thousands except per share amounts)

Three Months Ended		Six Months Ended	
June 30		June 30	
1998	1997	1998	1997

	----- (unaudited)	----- (unaudited)	----- (unaudited)	----- (unaudited)
Revenue:				
Net sales, revenue from services and rentals	\$361,502	\$312,800	\$645,769	\$583,992
Interest, dividends and other	4,323	5,128	11,463	30,188
	-----	-----	-----	-----
Total revenue	365,825	317,928	657,232	614,180
	-----	-----	-----	-----
Costs and Expenses:				
Costs of goods sold, services and rentals	301,953	254,341	539,161	482,132
Selling, general and administrative	27,229	26,538	53,310	53,093
Interest	6,293	7,803	12,373	15,745
Income taxes	11,380	10,967	19,644	23,706
	-----	-----	-----	-----
Total costs and expenses	346,855	299,649	624,488	574,676
	-----	-----	-----	-----
Net Income	\$ 18,970	\$ 18,279	\$ 32,744	\$ 39,504
	=====	=====	=====	=====
Basic and Diluted Earnings Per Share	\$ 0.42	\$ 0.40	\$ 0.73	\$ 0.87
	=====	=====	=====	=====
Dividends Per Share	\$ 0.225	\$ 0.220	\$ 0.450	\$ 0.440
	=====	=====	=====	=====
Average Number of Shares Outstanding	\$ 44,869	45,238	\$ 44,855	45,274
	=====	=====	=====	=====

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES
INDUSTRY SEGMENT DATA
(In thousands)

	Three Months Ended June 30		Six Months Ended June 30	
	1998	1997	1998	1997
	----	----	----	----
	(unaudited)		(unaudited)	
Revenue:				
Ocean Transportation	\$182,124	\$175,005	\$360,924	\$356,125
Property Development and Management:				
Leasing	9,198	9,609	18,433	18,725
Sales	60,792	14,480	68,573	18,591
Food Products	112,994	118,131	207,868	219,319
Other	717	703	1,434	1,420
	-----	-----	-----	-----
Total	\$365,825	\$317,928	\$657,232	\$614,180
	=====	=====	=====	=====
Operating Profit:(1)				
Ocean Transportation	\$ 16,787	\$ 22,807	\$ 34,157	\$ 56,857
Property Development and Management:				
Leasing	5,589	6,433	11,488	12,667
Sales	13,994	3,080	18,636	4,660
Food Products	3,047	6,949	6,045	9,392
Other	685	671	1,363	1,334
	-----	-----	-----	-----
Total	\$ 40,102	\$ 39,940	\$ 71,689	\$ 84,910
	=====	=====	=====	=====

(1) Before interest expense, corporate expenses and income taxes

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES
CONDENSED BALANCE SHEETS
(In thousands)

	JUNE 30 1998 ----- (UNAUDITED)	December 31 1997 ----- (audited)
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 16,500	\$ 21,623
Accounts and notes receivable, net	171,359	176,165
Inventories	84,302	69,209
Real estate held for sale	10,262	12,563
Deferred income taxes	10,039	9,404
Prepaid expenses and other assets	7,909	9,977
Accrued deposits to Capital Construction Fund	(10,000)	(10,000)
	-----	-----
Total current assets	290,371	288,941
	-----	-----
Investments	96,760	102,813
	-----	-----
Real Estate Developments	70,806	68,056
	-----	-----
Property, at cost	1,993,165	1,975,023
Less accumulated depreciation and amortization	962,591	938,508
	-----	-----
Property - net	1,030,574	1,036,515
	-----	-----
Capital Construction Fund	148,610	148,610
	-----	-----
Other Assets	94,288	59,863
	-----	-----
Total	\$1,731,409	\$1,704,798
	=====	=====
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Current portion of long-term debt	\$ 53,264	\$ 34,485
Short-term commercial paper borrowings	49,000	17,000
Accounts payable	36,412	46,835
Other	81,524	75,815
	-----	-----
Total current liabilities	220,200	174,135
	-----	-----
Long-term Liabilities:		
Long-term debt	278,008	290,885
Capital lease obligations	1,500	2,000
Post-retirement benefit obligations	111,151	112,125
Other	43,779	46,311
	-----	-----
Total long-term liabilities	434,438	451,321
	-----	-----
Deferred Income Taxes	359,418	359,754
	-----	-----
Shareholders' Equity:		
Capital stock	36,736	36,769
Additional capital	51,158	49,437
Unrealized holding gains on securities	50,619	55,144
Retained earnings	591,391	591,135
Cost of treasury stock	(12,551)	(12,897)
	-----	-----
Total shareholders' equity	717,353	719,588
	-----	-----
Total	\$1,731,409	\$1,704,798
	=====	=====

ALEXANDER & BALDWIN, INC. AND SUBSIDIARIES
CONDENSED STATEMENTS OF CASH FLOWS
(In thousands)

	Six Months Ended June 30	
	1998 ----	1997 ----
	(unaudited)	
Cash Flows from Operating Activities	\$ 24,745 -----	\$ 69,414 -----
Cash Flows from Investing Activities:		
Capital expenditures	(48,991)	(17,195)
Proceeds from disposal of property, investments and other assets	3,323	268
Withdrawals from Capital Construction Fund	-	30,000
Net increase in investments	(466) -----	(1,926) -----
Net cash provided by (used in) investing activities	(46,134) -----	11,147 -----
Cash Flows from Financing Activities:		
Proceeds from issuances of long-term debt	15,000	34,500
Payments of long-term debt	(24,150)	(66,648)
Proceeds (payments) of short-term paper borrowings, net	47,000	(14,000)
Proceeds from issuances of capital stock	853	1,017
Repurchases of capital stock	(2,250)	(7,155)
Dividends paid	(20,187) -----	(19,933) -----
Net cash provided by (used in) financing activities	16,266 -----	(72,219) -----
Net Increase (Decrease) in Cash and Cash Equivalents	\$ (5,123) =====	\$ 8,342 =====
Other Cash Flow Information:		
Interest paid, net of amounts capitalized	\$ 13,317	\$ 16,728
Income taxes paid, net of refunds	16,997	8,652
Other Non-Cash Information:		
Net accrued deposits to Capital Construction Fund	-	20,325
Depreciation	44,344	45,543
Tax-deferred property exchanges	64,597	9,589
Change in unrealized holding gains	(4,525)	(337)

FINANCIAL NOTES
(Unaudited)

- (a) The condensed balance sheet as of June 30, 1998, the condensed statements of income for the three months and six months ended June 30, 1998 and 1997, and the condensed statements of cash flows for the six months ended June 30, 1998 and 1997 are unaudited. Because of the nature of the Company's operations, the results for interim periods are not necessarily indicative of results to be expected for the year, but in the opinion of management, all material adjustments necessary for the fair presentation of interim period results have been included in the interim financial statements.
- (b) Estimated effective annual income tax rates differ from statutory rates, primarily due to the dividends-received deduction and various tax credits.
- (c) The Company adopted Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings Per Share," and SFAS No. 130, "Reporting Comprehensive Income" during the year ended December 31, 1997.

In accordance with SFAS No. 128, the Company renamed its Primary Earnings per Share to Basic Earnings Per Share (Basic EPS) and disclosed its Diluted EPS. Due to the immaterial impact of the Company's stock options, Basic EPS and Diluted EPS round to the same amount.

In accordance with SFAS No. 130, the Company must disclose total non-owner changes in shareholders' equity. For the Company, this consists of net income plus unrealized holding gains on securities. On this basis, comprehensive income for the three months ended June 30, 1998 and 1997, totaled \$15 million and \$23 million, respectively. Comprehensive income for the six months ended June 30, 1998 and 1997, totaled \$28 million and \$40 million, respectively.

- (d) Results for the six months ended June 30, 1997 for ocean transportation include \$20 million, pre-tax, from the settlement of a lawsuit that involved insurance claims for earthquake damage to port facilities in 1989.
- (e) Certain amounts have been reclassified to conform with the current year's presentation.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SECOND QUARTER EVENTS:

OPERATING RESULTS: Net income for the second quarter of 1998 was \$18,970,000, or \$0.42 per share. Net income for the comparable period of 1997 was \$18,279,000, or \$0.40 per share. Net income for the first half of 1998 was \$32,744,000, or \$0.73 per share, versus \$39,504,000, or \$0.87 per share, in the comparable 1997 period. Net income in the first half of 1997 included \$12,478,000, or \$0.28 per share, resulting from the favorable settlement of longstanding insurance litigation. Excluding the insurance settlement, net income for the first half of 1998 increased 21 percent.

FINANCIAL CONDITION AND LIQUIDITY

The Company's principal liquid resources, which consist of cash and cash equivalents, receivables, sugar and coffee inventories and unused lines of credit, less accrued deposits to the Capital Construction Fund (CCF), totaled \$463,646,000 at June 30, 1998, a decrease of \$20,030,000 from December 31, 1997. The decrease was due primarily to fewer amounts available under lines of credit and to lower cash and receivable balances, partially offset by increased sugar and coffee inventories. There was no change in accrued deposits to the CCF. Amounts available under lines of credit decreased \$27,999,000, primarily due to increased borrowing for the purchase of raw sugar and container equipment. Cash and cash equivalents decreased by \$5,123,000, due primarily to normal expenditures for container equipment, debt repayments and operating cash requirements. Receivables decreased \$4,806,000, primarily the result of a decrease at Matson Navigation Company, Inc. ("Matson"). Sugar and coffee inventories increased \$17,898,000, due principally to higher levels of refined sugar inventory and higher sugar production costs carried in inventory in the first half of 1998.

Working capital was \$70,171,000 at June 30, 1998, a decrease of \$44,635,000 from the amount at the end of 1997. This decrease was due primarily to an increase in short-term debt and commercial paper borrowings, partially offset by the increase in inventories.

RESULTS OF SEGMENT OPERATIONS -
SECOND QUARTER 1998 COMPARED WITH THE SECOND QUARTER 1997

OCEAN TRANSPORTATION revenue of \$182,124,000 for the second quarter of 1998 was four-percent higher than the 1997 second quarter revenue. Operating profit of \$16,787,000 for the second quarter of 1998 declined, however, by 26 percent. This decrease was primarily the result of lower cargo volume, lower average revenue per container, and less interest income. The decline in cargo volume resulted primarily from continued contraction in the Hawaii cargo market and the introduction of a new barge competitor serving Hawaii during the strong summer household-goods cycle. These factors more than offset the benefits of a revised operating alliance with American President Lines, Ltd. Matson's second-quarter 1998 Hawaii service container volume was seven-percent lower than in the 1997 second quarter and automobile volume was one-percent lower.

PROPERTY DEVELOPMENT AND MANAGEMENT - LEASING revenue of \$9,198,000 for the second quarter of 1998 was four-percent lower than the second quarter 1997 revenue, and operating profit of \$5,589,000 was 13-percent lower than in the comparable 1997 period. The decrease was due primarily to the timing of sales and purchases of property and, to a lesser extent, to lower occupancy levels and lease rates. In June 1998, the Company acquired three income properties on the U.S. Mainland, two in San Antonio, Texas and one in Sacramento, California, using tax-deferred funds from previous property sales. The total purchase price for the three properties was \$36,199,000.

PROPERTY DEVELOPMENT AND MANAGEMENT - SALES revenue for the second quarter of 1998 was \$60,792,000, compared with \$14,480,000 in sales recorded in the second quarter of 1997. In the second quarter of 1998, operating profit from property sales was \$13,994,000. This was \$10,914,000 higher than \$3,080,000 in the second quarter of 1997. Results in the second quarter of 1998 included the sales of Ridgeview Court, a 246,000 square-foot R&D and office complex in Cupertino, California and the Company's remaining interest in a 14-acre parcel in Maui Business Park (MBP). These two sales, combined, contributed \$13,989,000 to operating profit. Other 1998 second-quarter sales included one business parcel and five residential properties. Sales in the second quarter of 1997 included an industrial warehouse, three developed business lots and sixteen residential properties on Maui. Three of the second quarter 1998 and one of the second quarter 1997 sales were completed on a tax-deferred basis.

The mix of property sales in any year can be diverse. Sales can include property sold under threat of condemnation, developed residential real estate, commercial properties, developable subdivision lots and undeveloped land. The sale of undeveloped land generally provides a greater contribution margin than does the sale of developed and commercial property, due to the low historical-cost basis of the Company's Hawaii land, which averages approximately \$150 per acre. Consequently, property sales revenue trends and the amount of real estate held for sale on the condensed balance sheets are not necessarily indicative of future profitability for this segment.

FOOD PRODUCTS revenue of \$112,994,000 for the second quarter of 1998 was four-percent lower than the revenue reported for the comparable period of 1997. Second quarter 1998 operating profit of \$3,047,000 decreased significantly from the \$6,949,000 operating profit in the same period in 1997. This decrease was due primarily to lower refined sugar prices and margins at C&H, offset, in part, by greater volume and lower costs of raw sugar production. In June 1998, five-year labor agreements were reached with the two unions at the Company's sugar refinery in Crockett, California.

RESULTS OF SEGMENT OPERATIONS - FIRST SIX MONTHS 1998 COMPARED WITH THE FIRST SIX MONTHS OF 1997

OCEAN TRANSPORTATION revenue of \$360,924,000 for the first half of 1998 rose just one percent from the results in the first half of 1997. First half 1998 operating profit of \$34,157,000 decreased \$22,700,000, or 40 percent, from \$56,857,000 in the first half of 1997. The primary reason for the decrease was the favorable insurance settlement included in the first-half 1997 results. Excluding that factor (\$19,965,000, pretax), 1998 first half operating profit was \$2,735,000 lower than in 1997. For the first half of 1998, Matson's Hawaii service container volume was two-percent lower than in the 1997 first half and its automobile volume was one-percent lower.

PROPERTY DEVELOPMENT AND MANAGEMENT - LEASING revenue of \$18,433,000 for the first half of 1998 was two-percent lower than the results in the comparable 1997 period. First half 1998 operating profit of \$11,488,000 was nine-percent lower than in the first half of 1997. This decrease was due to the same reasons cited for the second quarter decline. Year-to-date 1998 occupancy levels for Mainland properties averaged 93 percent, versus 98 percent in the first half of 1997. Year-to-date 1998 occupancy levels for Hawaii properties averaged 66 percent, versus 78 percent in the comparable period of 1997. That decrease was primarily due to a temporary vacancy related to a former Woolworth tenancy and properties acquired recently at favorable prices that have relatively low occupancy rates. A portion of the former Woolworth space is being redeveloped into a multi-screen theater complex.

PROPERTY DEVELOPMENT AND MANAGEMENT - SALES revenue of \$68,573,000 in the first half of 1998 compared with \$18,591,000 recorded in the first half of 1997. Operating profit of \$18,636,000 from property sales in the first half of 1998 was \$13,976,000 higher than \$4,660,000 in the first half of 1997. The two large sales in the 1998 second quarter were the primary reason for the increase. Among the first half 1998 sales were the previously mentioned sales of the R&D and office complex and the 14-acre parcel in MBP, plus five other business parcels and 14 residential properties. Sales in the comparable period of 1997 included a one-acre developed lot and an industrial warehouse, plus 27 residential and three developed business lot sales. Seven of the 1998 and two of the 1997 sales were completed on a tax-deferred basis.

FOOD PRODUCTS revenue of \$207,868,000 for the first half of 1998 was five-percent lower than the revenue reported for the comparable period of 1997. Operating profit of \$6,045,000 for the first half of 1998 compared with \$9,392,000 during the comparable period of 1997. This decrease was due to the same reasons cited for the second quarter decline.

OTHER

INSURANCE LITIGATION: Matson received a favorable cash settlement of \$33,650,000 on February 13, 1997 for a contested insurance claim in connection with repairing port facilities damaged by a 1989 earthquake. As noted previously, this settlement resulted in additional net income of \$12,478,000 in the first half of 1997.

LEGISLATION: In 1997, the Secretary of Agriculture established, under the Federal Agriculture Improvement and Reform Act and in accordance with the Harmonized Tariff Schedule, the aggregate quantity of sugars and syrups that can be imported into the United States. The maximum import quantity for fiscal year 1998 was set at 1,800,000 metric tons raw value (mtrv), with an initial release of 1,200,000 mtrv and the remaining 600,000 mtrv to be released in 200,000 mtrv increments in January, March, and May, if, in those months, the stocks-to-use ratio, as published in the World Agricultural Supply and Demand Estimate (WASDE), is not greater than 15.5 percent. In January 1998, the WASDE

stocks-to-use ratio was 15.7 percent and, as a result, the first 1998 increment was cancelled. In March and May 1998, the WASDE stocks-to-use ratio was 14.5 and 14.2 percent, respectively. As a result, the second and third 1998 increments were released. The maximum import quantity for fiscal year 1998 is currently 1,600,000 mtrv.

TAX-DEFERRED REAL ESTATE EXCHANGES: In the first half of 1998, the Company sold seven parcels of land for \$64,597,000 (net reinvestment proceeds). The proceeds from these sales are reflected in the Condensed Statements of Cash Flows under the caption "Other Non-Cash Information." During the first half of 1998, the Company reinvested proceeds of \$36,199,000 on a tax-deferred basis from sales completed in 1998 and 1997.

SHARE REPURCHASES: During the first half of 1998, the Company repurchased 85,000 shares of its common stock for an aggregate of \$2,250,000 (average of \$26.47 per share).

ENVIRONMENTAL MATTERS: As with most industrial and land-development companies of its size, the Company's operations have certain risks, which could result in expenditures for environmental remediation. The Company believes that it is in compliance, in all material respects, with applicable environmental laws and regulations, and works proactively to identify potential environmental concerns. Management believes that appropriate liabilities have been accrued for environmental matters.

SUBSEQUENT EVENT: On August 10, 1998, the Company announced that it has entered into a definitive agreement providing for the recapitalization of California and Hawaiian Sugar Company, Inc. (C&H) in partnership with an investor group including Citicorp Venture Capital, Ltd. In the transaction, A&B will receive approximately \$55 million in cash, after the repayment of certain C&H indebtedness, \$25 million in senior preferred stock, and will retain a 40 percent common stock interest in the recapitalized C&H. The transaction, expected to close within ninety days, is not expected to have a material impact on the Company's income.

ECONOMIC CONDITIONS: No fundamental change in Hawaii economic conditions is visible at midyear 1998. The outlook remains unchanged, for zero to one-percent real growth this year. The State's prominent visitor industry continues to benefit from increasing westbound arrivals, but this improvement is being offset by declines in eastbound visitors, due to continuing economic uncertainty in Asia. These trends are affecting various visitor destinations in the State in different ways. Oahu tourism is down because of its dependence on eastbound visitors; recent new eastbound air service to the Kona area (on the west side of the Island of Hawaii), however, has steadily boosted arrivals there; and other neighbor island areas are benefiting from the westbound trend. Local real estate industry analysts have noted an increase in condominium sales on the neighbor islands, with Mainland visitors from West Coast areas acquiring vacation properties.

YEAR 2000: Beginning in 1996, the Company initiated an evaluation of its computer systems and applications to prepare for the Year 2000. Following this evaluation, implementation plans for all business segments were prepared and are currently being executed. Areas which have the greatest risk of impacting operations are being corrected first; however, all work related to primary systems and applications is expected to be completed substantially by the end of 1998. Many of the primary systems are already Year 2000 compliant. The plans consist of upgrading, modifying or replacing various systems for approximately \$6,000,000 to \$8,000,000. The costs incurred in connection with the Year 2000 compliance are being treated as an operating expense, unless a system is being replaced for operating reasons as well as Year 2000 compliance, in which case costs are being capitalized. The Company believes that its systems and applications necessary to operate and manage its businesses will be replaced, modified or upgraded in advance of the Year 2000 and that the related costs will not have a material impact on the operations, cash flows, financial condition or segment results of future periods.

PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

The Company, from time to time, may make or may have made certain forward-looking statements, whether orally or in writing, such as forecasts and projections of the Company's future performance or statements of management's plans and objectives. Such forward-looking statements may be contained in, among other things, Securities and Exchange Commission (SEC) filings, such as the Forms 10-Q, press releases made by the Company and oral statements made by the officers of the Company. Except for historical information contained in these written or oral communications, such communications contain forward-looking statements. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those projected in the statements, including, but not limited to: (1) economic conditions in Hawaii and elsewhere; (2) market demand; (3) competitive factors and pricing pressures in the Company's primary markets; (4) legislative and

regulatory environment at the federal, state and local levels, such as government rate regulations, land-use regulations, government administration of the U.S. sugar program, and retention of cabotage laws; (5) dependence on raw sugar suppliers and other third-party suppliers; (6) fuel prices; (7) labor relations; and (8) other risk factors described elsewhere in these communications and from time to time in the Company's filings with the SEC.

PART II. OTHER INFORMATION

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Annual Meeting of Shareholders of the Company held on April 23, 1998, the Company's shareholders voted in favor of: (i) the election of nine directors to the Company's Board of Directors, (ii) the approval of the 1998 Stock Option/Stock Incentive Plan, (iii) the approval of the 1998 Non-Employee Director Stock Option Plan, and (iv) the election of Deloitte & Touche LLP as the Company's independent auditors. The number of votes for, against or withheld, as well as the number of abstentions and broker non-votes, as to each matter voted upon at the Annual Meeting of Shareholders, were as follows:

(i) Election of Directors	For	Withheld	
	---	-----	
Michael J. Chun	40,936,630	328,603	
John C. Couch	40,924,480	340,753	
Leo E. Denlea, Jr.	40,930,089	335,144	
Walter A. Dods, Jr.	40,939,287	325,946	
Charles G. King	40,940,480	324,753	
Carson R. McKissick	40,940,323	324,910	
C. Bradley Mulholland	40,937,824	327,409	
Maryanna G. Shaw	40,937,324	327,909	
Charles M. Stockholm	40,934,525	330,708	
(ii) Proposal to Approve the 1998	For	Against	Abstain
	---	-----	-----
Stock Option/Stock Incentive Plan	37,112,821	3,878,210	273,635
(iii) Proposal to Approve the 1998	For	Against	Abstain
	---	-----	-----
Non-Employee Director Stock Option Plan	38,863,007	2,067,100	334,438
(iv) Election of Auditors	For	Against	Abstain
	---	-----	-----
	41,016,283	47,089	201,294

There were no broker non-votes at the Annual Meeting.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

3. Articles of incorporation and bylaws.

3.c. Revised Bylaws of Alexander & Baldwin, Inc., as amended effective June 25, 1998.

10. Material contracts.

10.b.1.(xxxiv) Alexander & Baldwin, Inc. Non-Employee Director Stock Retainer Plan, dated June 25, 1998.

10.b.1.(xxxv) Amendment No. 3 to the A&B Excess Benefits Plan, dated April 23, 1998.

10.b.1.(xxxvi) Amendment No. 4 to the A&B Excess Benefits plan, dated June 25, 1998.

10.b.1.(xxxvii) Amendment No. 2 to the Alexander & Baldwin, Inc. Deferred Compensation Plan, dated June 25, 1998.

10.b.1.(xxxviii) Amendment No. 2 to the Alexander & Baldwin, Inc. Restricted Stock Bonus Plan, dated June 25, 1998.

11. Statement re computation of per share earnings.

27. Financial Data Schedule.

(b) Reports on Form 8-K

A report on Form 8-K was filed on July 16, 1998 to report, under Item 5 thereof, the declaration by the Board of Directors of Alexander & Baldwin, Inc. ("A&B") on June 25, 1998 of a dividend distribution, pursuant to a newly-adopted shareholder rights plan, of one right, for each outstanding share of common stock of A&B, to shareholders of record at the close of business on December 19, 1998, or on such earlier date as existing common stock purchase rights may be redeemed in accordance with A&B's shareholder rights plan adopted December 8, 1988.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALEXANDER & BALDWIN, INC.

(Registrant)

Date: August 12, 1998

/s/ Glenn R. Rogers
Glenn R. Rogers
Executive Vice President and
Chief Financial Officer

Date: August 12, 1998

/s/ Thomas A. Wellman
Thomas A. Wellman
Controller

EXHIBIT INDEX

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ARTICLE I

PRINCIPAL OFFICE, SEAL

SECTION 1. PRINCIPAL OFFICE. The principal office of the Corporation shall be

in Honolulu, Hawaii; there may be such subordinate or branch offices in such
place or places within Hawaii or elsewhere as may be considered necessary or
requisite by the Board of Directors to transact the business of the
Corporation.

SECTION 2. SEAL. The Corporation shall have a corporate seal (and one or more

duplicates thereof) of such form and device as the Board of Directors shall
determine.

ARTICLE II

STOCKHOLDERS

SECTION 1. ANNUAL MEETINGS. The annual meeting of the stockholders of the

Corporation shall be held on such date and at such time and place as shall be
designated from time to time by the Board of Directors or the President. The
annual meeting shall be a general meeting and at such meeting any business
within the powers of the Corporation may be transacted without special notice
of such business, except as may be required by law, by the Articles of
Association, or by these Bylaws.

SECTION 2. SPECIAL MEETINGS. Special meetings of the stockholders may be

held at any time. Such meetings shall be held upon the call of the Chairman of
the Board, if appointed, the President or a majority of the directors then in
office and shall not be held upon the call of any other person or persons
except as provided by Section 416-73, Hawaii Revised Statutes.

SECTION 3. NOTICES OF MEETINGS. Notices of every meeting of stockholders,

whether annual or special, shall state the place, day, and hour of the meeting,
whether it is annual or special, and in the case of any special meeting, shall
state briefly the business proposed to be transacted thereat. Such notice
shall be given by mailing a written or printed copy thereof, postage prepaid,
not less than ten nor more than seventy days before the date assigned for the
meeting, to each stockholder entitled to vote at such meeting at his address
as it appears on the transfer books of the Corporation. Upon notice being
given in accordance with the provisions hereof, the failure of any stock-
holder to receive actual notice of any meeting shall not, in any way,
invalidate the meeting or the proceedings thereat.

SECTION 4. QUORUM. At all meetings of stockholders the presence in person or

by proxy of stockholders owning a majority of all of the shares of stock issued
and outstanding and entitled to vote at said meeting shall constitute a quorum,
and the action of the holders of a majority of the shares of stock present or
represented at any meeting at which a quorum is present, shall be valid and
binding upon the Corporation and its stockholders, except as otherwise provided
by law, by the Articles of Association, or by these Bylaws.

SECTION 5. VOTING, PROXIES. At any meeting of the stockholders, each

stockholder, except where otherwise provided by the clauses and terms appli-
cable to the stock held by such stockholder, shall be entitled to vote in
person or by proxy appointed by an instrument in writing subscribed by such
stockholder or his duly authorized attorney and filed with the Secretary, and
shall have one vote for each share of voting stock registered in his name at
the close of business on such record date as may be fixed by the Board of
Directors. In the case of an adjourned meeting, unless otherwise provided by
the Board of Directors, the record date for the purpose of voting at such
adjourned meetings shall be the same as the original record date fixed for the

original meeting. When voting stock is transferred into the name of a pledgee under a pledge agreement, the pledgor shall have the right to vote such stock unless prior to the meeting the pledgee or his authorized representative shall file with the Secretary written authorization from the pledgor authorizing such pledgee to vote such stock. An executor, administrator, guardian, or trustee may vote stock of the Corporation held by him in such capacity at all meetings, in person or by proxy, whether or not such stock shall have been transferred into his name on the books of the Corporation, but if such stock shall have not been so transferred, he shall, if requested as a prerequisite to so voting, file with the Secretary a certified copy of his letters as such executor, administrator or guardian or evidence of his appointment or authority as such trustee. If there be two or more executors, administrators, guardians, or trustees, any one of them may vote the stock in person or by proxy. The instrument appointing a proxy shall be signed by the appointer, or if such appointer is a corporation, by the proper officers thereof, provided that minor variations between such signature and the name of the appointer as it appears upon the stock books of the Corporation, or in the case of a corporation, failure to affix the corporate seal, shall not invalidate the proxy and, provided further, that if a proxy is appointed by telecopy, telex, datagram, cable or radiogram, the typewritten signature of the appointer shall be sufficient. Unless expressly limited by its terms, every instrument appointing a proxy shall continue in full force and effect until a written revocation thereof shall be filed with the Secretary. It is expressly provided that the provisions of Section 416-77 of the Corporation Law of Hawaii, Title 23 of Hawaii Revised Statutes, shall not be applicable to any annual or special meeting of stockholders of the Corporation.

SECTION 6. ELECTION OF DIRECTORS. Unless otherwise specifically required by

law (upon the demand of one or more shareholders or otherwise) or by the Corporation's Articles of Association, there shall be no cumulative voting in the election of directors.

SECTION 7. ACTION AT MEETINGS OF STOCKHOLDERS. No business may be transacted

at an annual meeting of stockholders, other than business that is either (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the annual meeting by or at the direction of the Board of Directors or (c) otherwise properly brought before the annual meeting by any stockholder of the Corporation (i) who is a stockholder of record on the date of the giving of the notice provided for in this Section 7 and on the record date for the determination of stockholders entitled to vote at such annual meeting and (ii) who complies with the notice procedures set forth in this Section 7.

In addition to any other applicable requirements, for business properly to be brought before an annual meeting by a stockholder, such stockholder must have given timely notice thereof in proper written form to the Chairman of the Board, if any, the President, or the Secretary of the Corporation.

To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation not less than ninety (90) days nor more than one hundred twenty (120) days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a

date that is not within thirty (30) days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on the tenth (10th) day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made, whichever first occurs.

To be in proper written form, a stockholder's notice must set forth as to each matter such stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of such stockholder, (iii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially or of record by such stockholder, (iv) a description of all arrangements or understandings between such stockholder and any other person or persons (including their names) in connection with the proposal of such business by such stockholder and any material interest of such stockholder in such business and (v) a representation that such stockholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting.

No business shall be conducted at the annual meeting of stockholders except business brought before the annual meeting in accordance with the procedures set forth in this Section 7, provided, however, that, once business has been

brought properly before the annual meeting in accordance with such procedures, nothing in this Section 7 shall be deemed to preclude discussion by any stock-

holder of any such business. If the Chairman of an annual meeting determines that business was not brought properly before the annual meeting in accordance with the foregoing procedures, the Chairman shall declare to the meeting that the business was not brought properly before the meeting and such business shall not be transacted.

The business transacted at any special meeting of stockholders called in the manner set forth in Article II, Section 2 hereof shall be confined to the business stated in the notice of meeting, as determined by the person or persons calling such meeting.

SECTION 8. ADJOURNMENT. Any meeting of stockholders, whether annual or

special, and whether a quorum be present or not, may be adjourned from time to time by the Chairman thereof, with the consent of the holders of a majority of all of the shares of stock present or represented at such meeting, and entitled to vote thereat, without notice other than the announcement at such meeting. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting as originally called and noticed.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1. NUMBER AND TERM OF OFFICE. The Board of Directors shall consist of

not less than five directors, the exact number of directors to be determined from time to time by resolution adopted by the affirmative vote of a majority of the directors then in office. The Directors, except as otherwise in these Bylaws provided, shall hold office until the annual meeting held next after their election and until their respective successors, if any, shall have been elected. The number of directors constituting the Board may be increased by the Board of Directors from time to time during the period between annual meetings.

No person shall be elected as a director at any annual meeting or special meeting who has achieved the age of seventy-two years prior to such annual or special meeting; provided, however, that this provision shall not be applicable to any person who, prior to such annual or special meeting, has served as Chief Executive Officer of the Corporation for a period of not less than five years.

Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the Board of Directors may be made at any annual meeting of stockholders, or at any special meeting of stockholders called in the manner set forth in Article II, Section 2 hereof for the purpose of electing directors, (a) by or on behalf of the Board of Directors or (b) by any stockholder of the Corporation (i) who is a stockholder of record on the date of the giving of the notice provided for in this Section 1 and on the record date for the determination of stockholders entitled to vote at such meeting and (ii) who complies with the notice procedures set forth in this Section 1.

In addition to any other applicable requirements, for a nomination to be made by a stockholder, such stockholder must have given timely notice thereof in proper written form to the Chairman of the Board, if any, the President, or the Secretary of the Corporation.

To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation (a) in the case of an annual meeting, not less than sixty (60) days nor more than ninety (90) days prior to the anniversary date of the immediately preceding annual meeting of stockholders; provided, however, that in the event that the annual meeting

is called for a date that is not within thirty (30) days before or after such anniversary date, notice by the stockholder in order to be timely must be so received not later than the close of business on the tenth (10th) day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure of the date of the annual meeting was made, whichever first occurs; and (b) in the case of a special meeting of stockholders called in the manner set forth in Article II, Section 2 hereof for the purpose of electing directors, not later than the close of business on the tenth (10th) day following the day on which notice of the date of the special meeting was mailed or public disclosure of the date of the special meeting was made, whichever first occurs.

To be in proper written form, a stockholder's notice must set forth (a) as to each person whom the stockholder proposes to nominate for election as a director (i) the name, age, business address and residence address of the person, (ii) the principal occupation or employment of the person, (iii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially or of record by the person and (iv) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder; and (b) as to the stockholder giving the notice (i) the name and record address of such stockholder, (ii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially or of record by such stockholder, (iii) a description of all arrangements or understandings between such stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such stockholder, (iv) a representation that such stockholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (v) any other information relating to such stockholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations

promulgated thereunder. Such notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the procedures set forth in this Section 1. If the Chairman of the meeting determines that a nomination was not made in accordance with the foregoing procedures, the Chairman shall declare to the meeting that the nomination was defective and such defective nomination shall be disregarded.

The directors may, at any time upon the affirmative vote of a majority of the directors then in office, be divided into two or three classes, designated Class I, Class II and, if any, Class III. The aggregate number of directors to be divided into classes shall be fixed by the affirmative vote of a majority of the directors then in office, but shall not be less than five directors, or such higher or lower number as may be permitted by the Articles of Association. Each class shall consist, as nearly as may be possible, of one-half or one-third, as the case may be, of the total number of directors constituting the entire Board. Each initial director in Class I shall hold office until the first annual meeting of stockholders following the director's election; each initial director in Class II shall hold office until the second annual meeting of stockholders following the director's election; and each initial director in Class III, if any, shall hold office until the third annual meeting of stockholders following the director's election. At each succeeding annual meeting of stockholders, successors to the class of directors whose term expires at that annual meeting shall be elected for a two- or three-year term, as the case may be. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which the director's term expires and until the director's successor shall be elected, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Any vacancy on the Board of Directors shall be filled by resolution adopted by a majority of the directors then in office. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of the director's predecessor.

Notwithstanding the foregoing, whenever the holders of any one or more classes or series of preferred stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorship shall be governed by the terms of the Articles of Association applicable thereto, and such directors so elected shall not be divided into classes pursuant to this Section unless expressly provided by such terms.

SECTION 2. REMOVAL OF DIRECTORS. At any annual meeting or any special

meeting of stockholders duly called in accordance with these Bylaws for the purpose, any director may be removed from office only for cause by the affirmative vote of the holders of a majority of all of the shares of capital stock of the Corporation outstanding and entitled to vote, and another person may be elected in his place to serve for the remainder of his term. In case any vacancy so created shall not be filled by the stockholders at such meeting, such vacancy may be filled by the Board of Directors.

In addition, any director may be removed for cause at any time by the affirmative vote of a majority of the other directors then in office. Any vacancy in the Board of Directors created pursuant to the preceding sentence may be filled by the remaining directors as provided in Section 6 of this Article III.

SECTION 3. REGISTRATION, MEETINGS, NOTICE.

- (a) Each director shall, upon election to such office, register with the Corporation his mailing address.
- (b) The Board of Directors shall, without any notice being given, hold a meeting for the purpose of organization as soon as may be after each annual meeting of stockholders.
- (c) The Board of Directors may, in its discretion, schedule regular meetings of the Board to be held at a stated time and place and no notice, written or otherwise, of such meetings shall be required. The Board of Directors may, in its discretion, alter the time and place for such regular meetings

from time to time.

- (d) Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors, or in the absence of the Chairman, or if no Chairman shall have been appointed, at the call of the President, and in any case, at the call of any two Directors.
- (e) The Secretary shall give notice of every special meeting of the Board of Directors orally or by mailing or delivering a copy of the same to each Director at his registered mailing address, not less than twenty-four hours prior to any such meeting. Such notice shall constitute full legal notice of any special meeting, whether actually received or not. No special meeting and no business transacted at any such meeting shall be invalidated or in any way affected by the failure of the Secretary to give notice of such meeting to any director, or of any director to receive such notice, if a quorum of the directors shall be present at such meeting.

SECTION 4. QUORUM, VOTING, ADJOURNMENT. A majority of the Board of Directors

in office from time to time shall constitute a quorum for the transaction of any business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws. In the absence of a quorum, the Chairman or a majority of the Directors present may adjourn the meeting from time to time without further notice until a quorum shall be had.

SECTION 5. ACTION WITHOUT A MEETING. Any action required or permitted to be

taken by the Board of Directors or any committee thereof may be taken without a meeting if all of the members of the Board of Directors or all of the members of the committee, as the case may be, shall consent in writing to the action taken or to be taken at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the meetings of the Board of Directors or committee, as the case may be, and shall have the same effect as a unanimous vote.

SECTION 6. PERMANENT VACANCIES. If any permanent vacancy shall occur in the

Board of Directors through death, resignation, removal or other cause, the remaining directors, by the affirmative vote of a majority of directors then in office, may elect a successor director to hold office for the unexpired portion of the term of the director whose place shall be vacant.

SECTION 7. TEMPORARY VACANCIES, SUBSTITUTE DIRECTORS. If any temporary

vacancy shall occur in the Board of Directors through the absence, sickness or disability of any director, the remaining directors, whether constituting a majority or a minority of the whole Board, may by the affirmative vote of a majority of such remaining directors appoint some person as a substitute director, who shall be a director during such absence, sickness or disability and until such director shall return to duty or the office of such director shall become permanently vacant. The determination of the Board of Directors, as shown on the minutes, of the fact of such absence, sickness or disability shall be conclusive as to all persons and to the Corporation.

SECTION 8. EXPENSES AND FEES. By resolution of the Board of Directors, such

compensation, fees and expenses as the Board may from time to time determine shall be allowed and paid to directors for services on the Board of any Committee created by the Board, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 9. COMMITTEES. The Board of Directors may create such committees

(including an executive committee or committees) consisting of such members of the Board of Directors as the Board of Directors may designate from time to time. The authorities and powers of each committee shall be as prescribed from time to time by the Board of Directors. Each committee may make its own rules of procedure unless otherwise prescribed by the Board of Directors.

SECTION 10. ELECTION OF PERSONS TO FILL DIRECTORSHIPS ESTABLISHED DURING THE

PERIOD BETWEEN ANNUAL MEETINGS. The election of persons to fill directorships

established by the Board of Directors by an increase in the size of the Board shall be either by (a) the affirmative vote of a majority of the directors then in office or (b) a vote of stockholders at a special meeting of stockholders called for such purpose. Persons elected to newly-established directorships shall hold office until the annual meeting of stockholders held next after their election and until their respective successors, if any, shall have been

elected.

ARTICLE IV

OFFICERS, MANAGEMENT AND AUDITOR

SECTION 1. APPOINTMENT, TERM, REMOVAL. The officers of the Corporation shall

be the President, one or more vice presidents, the Secretary, the Treasurer, the Controller and in addition thereto, in the discretion of the Board of Directors, a Chairman of the Board, one or more assistant secretaries, one or more assistant treasurers, and such other officers, with such duties, as the Board of Directors shall from time to time determine. All officers shall be appointed annually by the Board of Directors and, subject to removal as herein-after provided, shall serve until their respective successors shall have been appointed. Any officer shall be subject to removal at any time, with or without cause, by the affirmative vote of the majority of the whole Board. One person may hold more than one office. The Board of Directors may, in its discretion, appoint acting or temporary officers, and may appoint officers to fill vacancies occurring for any reason whatsoever, and may, in its discretion, from time to time limit or enlarge the duties and powers of any officer appointed by it.

SECTION 2. CHAIRMAN OF THE BOARD. The Chairman of the Board, if appointed,

shall preside at all meetings of the stockholders and the Board of Directors unless otherwise prescribed by the Board. He shall also exercise such powers and perform such other duties as may be assigned to him by the Articles of Association or these Bylaws or by resolution of the Board of Directors.

SECTION 3. THE PRESIDENT. The President (in the absence of the Chairman of

the Board, if appointed) shall preside at all of the meetings of the stockholders and Board of Directors. He shall be responsible for the general management and supervision of the operations and affairs of the corporation unless otherwise prescribed by the Board of Directors. He shall also exercise such powers and perform such other duties as may be assigned to him by the Articles of Association or these Bylaws or by resolution by the Board of Directors.

SECTION 4. THE VICE PRESIDENT OR VICE PRESIDENTS. The Vice President or Vice

Presidents shall, in such order as the Board of Directors shall determine, perform all the duties and exercise all of the powers of the President provided by these Bylaws or otherwise, during the absence or disability of the President or whenever the office of President shall be vacant, and shall perform all other duties assigned to him or them by the Board of Directors.

SECTION 5. THE SECRETARY. The Secretary shall attend all meetings of the

stockholders, the Board of Directors, and, if created, the Executive Committee and shall record the proceedings thereof in the minute book or books of the Corporation. He shall give notice, in conformity with these Bylaws, of meetings of stockholders and, where required, of the Board of Directors. In the absence of the Chairman of the Board of Directors and of the President and the Vice President or vice presidents, if more than one, he shall have power to call such meetings and shall preside thereat until a president pro tempore shall be chosen.

The Secretary shall keep, or cause to be kept, at the principal office of the Corporation or at the office of the Corporation's stock transfer agent, a share register, or a duplicate share register, showing the names of the stockholders and their addresses, the number and classes of shares held by each, the number and date of cancellation of every certificate surrendered for cancellation. The Secretary shall perform all other duties incident to his office, or which may be assigned to him by the Board of Directors or the President or the Bylaws.

SECTION 6. THE TREASURER. The Treasurer shall have custody of all the funds,

notes, bonds and other investments of the Corporation. He shall deposit or cause to be deposited in the name of the Corporation all monies and other valuable effects in such banks, trust companies, or other depositories as shall from time to time be designated by the Board of Directors. He shall make such disbursements as the regular course of the business of the Corporation may require or the Board of Directors may order. He shall render to the President and Directors, whenever they request it, an account of all of the transactions as Treasurer, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President or the Bylaws.

SECTION 7. ASSISTANT SECRETARY AND ASSISTANT TREASURER. The Assistant

Secretary or assistant secretaries and the Assistant Treasurer or assistant treasurers, if appointed, shall, in such order as the Board of Directors may determine, perform all of the duties and exercise all of the powers of the Secretary and Treasurer, respectively, during the absence or disability of, and in the event of a vacancy in the office of, the Secretary or Treasurer, respectively, and shall perform all of the duties assigned to him or them by the President, the Secretary in the case of assistant secretaries, the Treasurer in the case of the assistant treasurers, or the Board of Directors.

SECTION 8. ABSENCE OF OFFICERS. In the absence or disability of the President

and the Chairman of the Board, if appointed, and the Vice President or vice presidents, if more than one, the duties of the President (other than the calling of meetings of the stockholders and the Board of Directors) shall be performed by such persons as may be designated for such purpose by the Board of Directors. In the absence or disability of the Secretary and of the Assistant Secretary or assistant secretaries, if more than one, or of the Treasurer and the Assistant Treasurer or assistant treasurers, if more than one, the duties of the Secretary or of the Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purpose by the Board of Directors.

SECTION 9. AUDITOR. The Auditor shall audit the books and accounts of the

Corporation at such time or times as may be required by the Board of Directors, but in any event not less often than annually, and shall certify his findings and report thereon in writing to the stockholders. The Auditor shall make such other audits, examinations and reports as the Board of Directors shall determine from time to time.

SECTION 10. CONTROLLER. The Controller shall have custody of and supervise

and control the keeping of the accounts and books of this Corporation, and shall develop records and procedures for control of costs; maintain proper tax records and supervise the preparation of tax returns, develop procedures for internal auditing and maintain proper relationships with the external auditors designated by the stockholders; administer programs relating to capital expenditure and operating budgets, prepare the financial statements of the Company, and perform such other duties as the President may from time to time determine.

ARTICLE V

EXECUTION OF INSTRUMENTS

SECTION 1. PROPER OFFICERS. Except as hereinafter provided, or as required by

law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange, orders for the payment of money, licenses, endorsements, stock powers, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages, and other instruments or writings of any nature which require execution on behalf of the Corporation, shall be signed or endorsed by such person or persons and in such manner as the Board of Directors may determine from time to time by resolution.

SECTION 2. FACSIMILE SIGNATURES. The Board of Directors may, from time to

time, by resolution provide for the execution of any corporate instrument or document, including, but not limited to, checks, warrants, drafts, and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in such resolution.

ARTICLE VI

VOTING OF STOCK BY THE CORPORATION

In all cases where the Corporation owns, holds, or represents under power of attorney or by proxy or in any other representative capacity shares of capital stock of any corporation or shares or interests in business trusts, co-partnerships, or other associations, such shares or interest shall be represented or voted in person or by proxy by the Chairman of the Board (if also Chief Executive Officer) or in the absence of the Chairman of the Board (or if such person is not also Chief Executive Officer) by the President, or in his absence by the Vice President, or if there be more than one vice president present, then by such vice president as the Board of Directors shall have designated as Executive Vice President, or failing any such designation, by any vice president, or in the absence of any vice president, by the Treasurer, or in his absence, by the Secretary; provided, however, that any person specifically appointed by the Board of Directors for the purpose shall have the right and authority to represent and vote such shares or interests with precedence over all of the above-named.

ARTICLE VII

CAPITAL STOCK

SECTION 1. CERTIFICATES OF STOCK. The certificates of stock of each class

shall be in such form and of such device as the Board of Directors may, from time to time, determine. They shall be signed by the Chairman of the Board, if appointed, or the President or a vice president and by the Treasurer or the Secretary or an assistant treasurer or assistant secretary and shall bear the corporate seal, provided, however, that the Board of Directors in its discretion may provide that any certificate which shall be signed by a transfer agent or by a registrar may be sealed with only the facsimile seal of the Corporation and may be signed with only the facsimile signatures of the officers above designated. In case any officer who has signed or whose facsimile signature has been placed upon any certificate shall have ceased to be such officer before such certificate is issued, such certificate may, nevertheless, be issued with the same effect as if such officer had not ceased to be such at the date of its issue. Certificates shall not be issued for nor shall there be registered any transfer of any fraction of a share. In the event that fractional parts of or interests in any share shall result in any manner from any action by the stockholders or directors of the Corporation, the Treasurer may sell the aggregate of such fractional interests under such reasonable terms and conditions as the Treasurer shall determine subject, however, to the control of the Board of Directors, and distribute the proceeds thereof to the person or persons entitled thereto.

SECTION 2. HOLDER OF RECORD. The Corporation shall be entitled to treat the

person whose name appears on the stock books of the Corporation as the owner of any share, as the absolute owner thereof for all purposes, and shall not be under any obligation to recognize any trust or equity or equitable claim to or interest in such share, whether or not the Corporation shall have actual or other notice thereof.

SECTION 3. TRANSFER OF STOCK. Transfer of stock may be made in any manner

permitted by law, but no transfer shall be valid (except between the parties thereto) until the transfer shall have been duly recorded in the stock books of the Corporation and a new certificate issued. No transfer shall be entered in the stock books of the Corporation, nor shall any new certificate be issued until the old certificate, properly endorsed, shall be surrendered and canceled.

SECTION 4. CLOSING OF TRANSFER BOOKS. The Board of Directors shall have power

for any corporate purpose from time to time to close the stock transfer books of the Corporation for a period not exceeding thirty consecutive business days, provided, however, that in lieu of closing the stock transfer books as aforesaid, the Board of Directors may fix a record date for the payment of any dividend or for the allotment of rights or for the effective date of any change, conversion or exchange of capital stock or in connection with obtaining the consent of stockholders in any matter requiring their consent or for the determination of the stockholders entitled to notice of or to vote at any meeting of stockholders, and in any such case, only such stockholders as shall be stockholders of record on the record date so fixed shall be entitled to the rights, benefits and privileges incident to ownership of the shares of stock for which such record date has been fixed, notwithstanding any transfer of stock on the books of the corporation after such record date.

SECTION 5. LOST CERTIFICATES. The Board of Directors may, subject to such

rules and regulations as it may adopt from time to time, order a new certificate or certificates of stock to be issued in the place of any certificate or certificates of stock of the Corporation alleged to have been lost or destroyed, but in every such case, the owner of the lost or destroyed certificate or certificates shall be required to file with the Board of Directors or the stock transfer agent of the Corporation sworn evidence showing the facts connected with such loss or destruction. The Board of Directors may, in its discretion, further require that a notice or notices shall be published not less than once each week for three consecutive weeks or for such other length of time as the Board of Directors may provide in any special case in one or more newspapers of general circulation, which notice shall describe the lost or destroyed certificate, seek its recovery and warn all persons against negotiating, transferring or accepting the same. Unless the Board of Directors shall otherwise direct, the owner of the lost or destroyed certificate shall be required to give to the Corporation a bond or undertaking in such sum, in such form, and with such surety or sureties as the Board of Directors may approve,

to indemnify the Corporation against any loss, damage, or liability that the Corporation may incur by reason of the issuance of a new certificate or certificates. Nothing in this section contained shall impair the right of the Board of Directors, in its discretion, to refuse to replace any allegedly lost or destroyed certificate, save upon the order of the court having jurisdiction in the matter.

SECTION 6. STOCK RIGHTS AND OPTIONS. The Corporation may create and issue,

whether or not in connection with the issuance and sale of any of its shares or other securities, rights or options entitling the holders thereof to purchase from the Corporation shares of any class or classes. Such rights or options shall be evidenced in such manner as the Board shall approve and, subject to the provisions of the Articles of Association, shall set forth the terms upon which, the time or times within which, and the price or prices at which, such shares may be purchased from the Corporation upon the exercise of any right or option. No approval by the stockholders of the Corporation shall be required for the issuance of such rights or options to directors, officers or employees of the Corporation or any subsidiary, or to the stockholders.

SECTION 7. CONSIDERATION FOR SHARES. The Corporation may issue any share of

stock, with or without par value, in consideration of any one or any combination of more than one of the following: money paid; labor done; services actually rendered; debts or securities canceled; tangible or intangible property actually received; amounts transferred to capital from any surplus of the Corporation upon the issue of shares as a stock dividend; and such other consideration as may be permitted by Chapter 416, Hawaii Revised Statutes. Except as may be prohibited by Chapter 416, nothing herein is intended to prohibit the issuance of shares of stock held as treasury shares by the Corporation to any officer, director or employee of the Corporation pursuant to any stock bonus plan or plans, in consideration of future services to be performed by such officer, director or employee for the Corporation.

ARTICLE VIII

AMENDMENT

These Bylaws may be altered, amended or repealed from time to time by the Board of Directors, subject to repeal or change by the affirmative vote of the holders of a majority of all of the shares of capital stock of the Corporation outstanding and entitled to vote.

ALEXANDER & BALDWIN, INC.
NON-EMPLOYEE DIRECTOR STOCK RETAINER PLAN

NON-EMPLOYEE DIRECTOR STOCK RETAINER PLAN

I. Purpose

The purpose of the Plan is to provide non-employee members of the Board of Directors (the "Board") of Alexander & Baldwin, Inc. (the "Company") with shares of the Company's common stock (the "Common Stock"), as part of their retainer fees, and thereby to make service on the Board more attractive to present and prospective non-employee directors and to align their interests with those of the Company's shareholders.

II. Stock Subject to Plan

A. The maximum number of shares of Common Stock issuable under this Plan shall not exceed 20,000 shares (subject to adjustment under paragraph B below). Shares of Common Stock shall be made available for issuance under this Plan solely and exclusively from Common Stock reacquired by the Company and held as treasury shares.

B. In the event the outstanding shares of Common Stock are increased or decreased as a result of stock dividends, stock splits, recapitalizations, reorganizations or other transactions having substantially the same effect, or if the Common Stock is converted into other shares or securities of the Company or of any other corporation as a result of merger, consolidation or other re-organization, then appropriate adjustments shall be made to (i) the class and/or number of shares of capital stock which are issuable under this Plan, and(ii) the class and/or number of shares of capital stock issuable per non-employee Board member.

III. Eligibility

Each non-employee Board member is eligible to receive shares of Common Stock under this Plan.

IV. Grant of Shares

Following the end of each calendar year, on or about January 15, each individual who served as a non-employee Board member during that year automatically will be granted 150 fully-vested shares of Common Stock; provided, however, for any non-employee Board member who did not serve on the Board for the entire calendar year, the number of shares subject to this grant shall be reduced to that number of shares determined by multiplying 150 shares by a factor, the numerator of which is the number of full calendar months the non-employee director served on the Board during the calendar year and the denominator of which is 12, and, if such product is not a whole number, rounding up the product to the next whole number of shares.

V. Effective Date and Term of the Plan

This Plan will be effective as of the date of its adoption by the Board of Directors. The Plan shall terminate upon the earlier to occur of (i) the

tenth anniversary of the date of its initial adoption by the Board, and (ii) the date on which all shares available for issuance under the Plan shall have been issued.

VI. General Provisions

The Board of Directors reserves the right to modify, amend or terminate the Plan at any time.

IN WITNESS WHEREOF, Alexander & Baldwin, Inc. has caused this Plan to be executed by its duly authorized officers this 25th day of June, 1998.

ALEXANDER & BALDWIN, INC.

By /s/ Miles B. King
Its Vice President

By /s/ Alyson J. Nakamura
Its Assistant Secretary

AMENDMENT NO. 3

The A&B Excess Benefits Plan ("Plan"), as amended and restated effective February 1, 1995, is hereby amended, effective as of April 1, 1998, as follows:

1. Sections 2.06, 2.07 and 2.08 are hereby redesignated as Sections 2.07, 2.08 and 2.09, respectively.

2. A new Section 2.06 is hereby added, as follows:

"2.07. "Beneficiary" means the person or persons designated by the Participant as such in accordance with the provisions of Section 4.01(f) and to whom the benefit, if any, provided for in Section 4.01(e) is payable."

3. The first sentence of Section 4.01(a) is hereby amended in its entirety to read as follows:

"Except as provided in Section 4.01(e) below, a Participant's pension benefit under this Plan shall equal one hundred percent of the difference between the benefit to which the Participant is entitled under the A&B Retirement Plan determined without regard to limitations imposed by the Internal Revenue Code (and, with respect to Participants listed in Appendix A to this Plan, without regard to amendments in the benefit formula after December 31, 1988, unless such amendment would produce a higher benefit) and the benefit to which the Participant is entitled under such plan determined after giving effect to those limitations."

4. Section 4.01(b) is hereby amended in its entirety to read as follows:

"(b) Former Employees of California and Hawaiian Sugar Company.

Notwithstanding the terms of Section 4.01(a) above and Section 4.01(e) below, the benefit payable to a Participant (or Participant's Beneficiary) under this Plan shall be reduced by the amount of any benefit payable to such Participant (or Beneficiary) under the California and Hawaiian Sugar Company Supplemental Retirement Plan."

5. Section 4.01(c) is hereby amended in its entirety to read as follows:

"(c) Payment of Pension Benefits Other Than Death Benefits. A

Participant's pension benefit under this Plan, other than the benefits described in Sections 4.01(d) or (e) below, shall be a lump sum payment, payable upon the earlier of termination of employment or retirement, which equals the greater of the amounts determined under paragraph (1) and paragraph (2):

(1) An amount which is the Actuarial Equivalent of the benefit described in paragraphs (a) and (b) above.

(2) An amount which is the before-tax equivalent of the lower of two quotations obtained by the Administrator from insurance companies for the cost of a lifetime annuity that provides after-tax monthly benefits equivalent to those that a Participant would receive under this Plan if this Plan allowed monthly payments of the pension benefits hereunder."

6. A new Section 4.01(e) is hereby added, as follows:

"(e) Entitlement to Alternate Death Benefits. In the event that

a Participant dies prior to retirement, or prior to termination of employment, such Participant's Beneficiary shall be entitled to a death benefit determined as provided in Sections 4.01(e)(1), (2) and (3) in lieu of any other benefit provided by this Plan.

(1) The amount of the benefit provided by this Section 4.01(e) shall equal the lump sum payment, if any, to which the Participant would have been eligible if he/she had retired, or terminated employment, immediately prior to his/her death.

(2) The amount in Section 4.01(e)(1) above shall be

determined by assuming the Participant did not elect any optional form of payment under the A&B Retirement Plan.

(3) Payment of this benefit shall be made in a lump sum payment to the Beneficiary as soon as practicable after the death of the Participant."

7. A new Section 4.01(f) is hereby added, as follows:

"(f) Beneficiary Designation. Each Participant shall, at the -----
time he/she becomes a Participant, designate one or more persons as his/her Beneficiary for purposes of Section 4.01(e). The designation shall be made in the form prescribed by the Administrator and shall become effective when filed with the Administrator. A Participant may from time to time change his/her Beneficiary by filing a new designation form with the Administrator. Should the Participant die without having any effectively-designated surviving Beneficiary, then the Beneficiary shall be the spouse of the Participant, if then living. If there is no surviving spouse, then the Beneficiary shall be the Participant's children then living. If there are no living children, then the Beneficiary shall be the estate of the Participant."

8. Except as modified by this Amendment, all terms and provisions of the Plan shall continue in full force and effect.

IN WITNESS WHEREOF, Alexander & Baldwin, Inc. has caused this Amendment to be executed on its behalf by its duly authorized officers on this 23rd day of April, 1998.

ALEXANDER & BALDWIN, INC.

By /s/ Miles B. King
Its Vice President

By /s/ Alyson J. Nakamura
Its Assistant Secretary

AMENDMENT NO. 4

The A&B Excess Benefits Plan ("Plan"), as amended and restated effective February 1, 1995, is hereby amended, effective as of June 1, 1998, as follows:

1. Section 2.07 is hereby amended in its entirety to read as follows:

"2.07. "Fair Market Value" shall, with respect to the per share valuation of A&B common stock on any relevant date, be the mean between the highest and lowest selling prices per share of A&B common stock on such date, as quoted on the Nasdaq National Market (or any successor system). Should A&B common stock become traded on a national securities exchange, then the Fair Market Value per share shall be the mean between the highest and lowest selling prices on such exchange on the date in question, as such prices are quoted on the composite tape of transactions on such exchange. If there is no reported sale of A&B common stock on the Nasdaq National Market (or national securities exchange) on the date in question, then the Fair Market Value shall be the mean between the highest and lowest selling prices on the Nasdaq National Market (or such securities exchange) on the last preceding date for which such quotation exists."

2. Except as modified by this Amendment No. 4, all terms and provisions of the Plan shall continue in full force and effect.

IN WITNESS WHEREOF, Alexander & Baldwin, Inc. has caused this Amendment to be executed on its behalf by its duly authorized officers on this 25th day of June, 1998.

ALEXANDER & BALDWIN, INC.

By /s/ Miles B. King
Its Vice President

By /s/ Alyson J. Nakamura
Its Assistant Secretary

AMENDMENT NO. 2

The Alexander & Baldwin, Inc. Deferred Compensation Plan, effective August 25, 1994, is hereby amended, effective June 1, 1998, as follows:

1. Section II is hereby amended by replacing the definition of "Fair Market Value" in its entirety with the following:

"Fair Market Value shall, with respect to the per share valuation

of the Common Stock on any relevant date, be the mean between the highest and lowest selling prices per share of Common Stock on such date, as quoted on the Nasdaq National Market (or any successor system). Should the Common Stock become traded on a national securities exchange, then the Fair Market Value per share shall be the mean between the highest and lowest selling prices on such exchange on the date in question, as such prices are quoted on the composite tape of transactions on such exchange. If there is no reported sale of Common Stock on the Nasdaq National Market (or national securities exchange) on the date in question, then the Fair Market Value shall be the mean between the highest and lowest selling prices on the Nasdaq National Market (or such securities exchange) on the last preceding date for which such quotation exists."

2. Except as modified by this Amendment No. 2, all terms and provisions of the Alexander & Baldwin, Inc. Deferred Compensation Plan shall continue in full force and effect.

IN WITNESS WHEREOF, Alexander & Baldwin, Inc. has caused its authorized officers to affix the corporate name and seal hereto this 25th day of June, 1998.

ALEXANDER & BALDWIN, INC.

By /s/ Miles B. King
Its Vice President

By /s/ Alyson J. Nakamura
Its Assistant Secretary

ALEXANDER & BALDWIN, INC.
RESTRICTED STOCK BONUS PLAN

AMENDMENT NO. 2

The Alexander & Baldwin, Inc. Restricted Stock Bonus Plan, as restated effective April 28, 1988 (the "Plan"), is hereby amended, effective June 1, 1998, as follows:

1. Section VIII is hereby amended in its entirety to read as follows:

"VIII. Fair Market Value

The term "Fair Market Value" shall, with respect to the per share valuation of the Common Stock on any relevant date, be the mean between the highest and lowest selling prices per share of Common Stock on such date, as quoted on the Nasdaq National Market (or any successor system). Should the Common Stock become traded on a national securities exchange, then the Fair Market Value per share shall be the mean between the highest and lowest selling prices on such exchange on the date in question, as such prices are quoted on the composite tape of transactions on such exchange. If there is no reported sale of Common Stock on the Nasdaq National Market (or national securities exchange) on the date in question, then the Fair Market Value shall be the mean between the highest and lowest selling prices on the Nasdaq National Market (or such securities exchange) on the last preceding date for which such quotation exists."

2. Except as modified by this Amendment No. 2, all terms and provisions of the Plan shall continue in full force and effect.

IN WITNESS WHEREOF, Alexander & Baldwin, Inc. has caused this Amendment to be executed on its behalf by its duly authorized officers this 25th day of June, 1998.

ALEXANDER & BALDWIN, INC.

By /s/ Miles B. King
Its Vice President

By /s/ Alyson J. Nakamura
Its Assistant Secretary

ALEXANDER & BALDWIN, INC.
 COMPUTATION OF EARNINGS PER SHARE
 FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 1998 AND 1997
 (In thousands, except per share amounts)

	Three Months Ended June 30		Six Months Ended June 30	
	1998	1997	1998	1997
	-----	-----	-----	-----
Basic Earnings Per Share				

Net income	\$18,970	\$18,279	\$32,744	\$39,504
	=====	=====	=====	=====
Average number of shares outstanding	44,869	45,238	44,855	45,274
	=====	=====	=====	=====
Basic earnings per share	\$ 0.42	\$ 0.40	\$ 0.73	\$ 0.87
	=====	=====	=====	=====
Diluted Earnings Per Share				

Net income	\$18,970	\$18,279	\$32,744	\$39,504
	=====	=====	=====	=====
Average number of shares outstanding	44,869	45,238	44,855	45,274
Effect of assumed exercise of outstanding stock options	210	118	203	119
	-----	-----	-----	-----
Average number of shares outstanding after assumed exercise of outstanding stock options	45,079	45,356	45,058	45,393
	=====	=====	=====	=====
Diluted earnings per share	\$ 0.42	\$ 0.40	\$ 0.73	\$ 0.87
	=====	=====	=====	=====

The schedule contains summary financial information extracted from the condensed balance sheet as of June 30, 1998 and the condensed statement of income for the six months ended June 30, 1998 and is qualified in its entirety by reference to such financial statements.

	1000
	6-MOS
DEC-31-1998	
JUN-30-1998	5,800
	10,700
	190,391
	19,032
	84,302
	290,371
	1,993,165
	962,591
	1,731,409
220,200	
	278,008
0	
	0
	36,736
	680,617
1,731,409	
	645,769
	657,232
	539,161
	539,161
	0
	0
	12,373
	52,388
	19,644
32,744	
	0
	0
	0
	32,744
	0.73
	0.73