

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant []

Filed by a Party other than the Registrant [X]

Check the appropriate box:

[X] Preliminary Proxy Statement

[] Definitive Proxy Statement

[] Definitive Additional Materials

[] Soliciting Material Pursuant to (S) 240.14a-11(c) or (S)
240.14a-12

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by Rule 14a-6(e)(2))

BOISE CASCADE

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the
Registrant) United Food & Commercial Workers Union Local 99R

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[] Fee computed on table below per Exchange Act Rules 14a-
6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction
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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed

Sent to shareholders: Feb. __, 1997

SHAREHOLDER SOLICITATION FOR PROPOSAL FOR ANNUAL
ELECTION OF ALL DIRECTORS (BOARD DECLASSIFICATION)
at BOISE CASCADE CORPORATION
Annual Stockholders Meeting
April 18, 1997, 10:00 a.m.
Boise Center on the Grove
850 W. Front Street
Boise, ID

Dear Fellow Boise Cascade Shareholder:

We write to alert you to an upcoming vote on our shareholder proposal recommending the company declassify its board of directors (that is, have all directors elected annually).

Boise Cascade has a "classified" or "staggered" board, meaning each year shareholders only get to vote on one-third of the seats on the board.

Recently several companies have moved to declassify their board, such as Mead Paper and Union Pacific. In 1996, shareholder proposals recommending declassification received more support on average than ever before, averaging 42.4% at 59 companies. Proposals against staggered board passed at Alumax, General Instrument, Liz Claiborne, Rowan and Stride Rite. They received a majority of shares voted at 4 other companies.

Many companies have annual election of all directors, including Hewlett-Packard and U.S. Bancorp. Wayne Huizenga, co-founder of Blockbuster and Waste Management (WMX), has the following views on staggered boards, according to The Making of a Blockbuster (by Business Week reporter Gail DeGeorge, 1996, at p. 211):

He didn't believe in staggered boards, golden parachutes, poison pills, or any of the other anti-takeover remedies adopted by U.S. corporations. "The best thing for shareholders to if someone wants to come in and make a run at the company, let them make a run. Run the price up, that's what my job was * * * All these chairmen that want to put this in place and that in place, they all want to save their jobs. I don't care about my job.FN1

FN1: Neither Huizenga nor DeGeorge are participants in this solicitation. They have not been consulted regarding this quotation nor consented thereto.

In our view, a director is more likely to be responsive to shareholder interests if he or she must answer annually to the shareholders rather than every third year.

Under a classified board, even if a majority of shareholders wanted to replace the whole board, that would likely take 3 years to fully accomplish. Our proposal is as follows:

RESOLVED, that shareholders recommend the Company have all directors stand for election annually (in other words, declassify its board of directors).

In opposing our proposal, other companies' managements have criticized our organization. In our view this is simply an effort to distract you from voting for something in your own interest.

VOTING PROCEDURE AND VOTING RIGHTS

We have asked management to include this proposal in the proxy card it will send you, but do not know whether it will do so. We intend to circulate our own proxy card in support of the proposal once management releases the information necessary for us to prepare such a card (names of nominees for election, etc.).

This card will be accompanied by a revised proxy statement.

You may revoke a proxy vote any time before the tally by (1) executing a later proxy card; (2) appearing at the meeting to vote, or (3) delivering the proxyholder or the Company's secretary written notice of revocation prior to the date of the meeting. We will keep the content of all cards we receive confidential from everyone except our staff, except that at the meeting our cards must be presented to the company's tabulator in order to be counted. The proposal is advisory in nature and cannot be implemented without Board approval. Each share of common stock will be entitled to one vote on each matter coming before the meeting. To be approved, the proposal would have to receive more affirmative votes than negative for shares represented at the meeting.

SOLICITATION

The sole participants in

this solicitation are being borne by United Food & Commercial Workers Local 99 (which owns 42 shares of company common stock), and members of its staff (not owners themselves). UFCW 99 will bear the costs of this solicitation, expected to be \$2,000. We represent employees in the Arizona retail food industry, and are in negotiations over a successor contract for one Albertson's store. We are organizing other Albertson's stores over management opposition in what we feel are improper forms. FN2 Albertson's director John Carley is a director of BC's Office Products subsidiary.

Albertson's director John Fery is BC's retired Chairman. We do not ask for your support in the labor dispute and do not believe it relevant to how you should vote on a corporate governance proposal. Even if these labor problems are resolved, we will present your proxy cards at the shareholders meeting. Last year we pursued similar shareholder proposals at other companies with board connections to Albertson's, and will do again this year. We will present governance proposals at Heritage Media, TIS Mortgage, Pier 1 and Questar, which have an Albertson's director on their boards.

FN2: For example, Albertson's management has used the workplace to campaign against us while refusing us access, even to break rooms. It refuses to use expeditious union recognition procedures (used by it in other locations), instead insisting on Labor Board procedures which are time-consuming and expensive to shareholders.

RECORD DATE/SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS/EXECUTIVE COMPENSATION/ELECTION OF DIRECTORS

Information on these subjects will be contained in management's upcoming proxy statement.

SHAREHOLDER PROPOSALS FOR 1998 MEETING

Shareholders owning over \$1,000 in stock for over one year have the right to have a proposal included in management's proxy statement. The deadline to submit such proposals to the Company is probably _____. The exact date will appear in management's upcoming statement.

PLEASE VOTE FOR THE SHAREHOLDER PROPOSAL FOR ANNUAL ELECTION OF ALL DIRECTORS (BOARD DECLASSIFICATION).

Sincerely,
William McDonough
President UFCW 99