

SECURITIES AND EXCHANGE COMMISSION

FORM PRRN14A

Revised preliminary proxy statement filed by non-management

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SUBJECT COMPANY

BOISE CASCADE CORP

CIK: **12978** | IRS No.: **820100960** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **PRRN14A** | Act: **34** | File No.: **001-05057** | Film No.: **97553555**
SIC: **2621** Paper mills

Business Address
*ONE JEFFERSON SQ
P O BOX 50
BOISE ID 83702
2083846161*

FILED BY

UNITED FOOD & COMMERCIAL WORKERS UNION LOCAL 99R

CIK: **1009881**
Type: **PRRN14A**

Mailing Address	Business Address
<i>C/O DAVIS COWELL & BOWE 100 VAN NESS AVENUE 20TH FLOOR SAN FRANCISCO CA 94102</i>	<i>C/O DAVIS COWELL & BOWE 100 VAN NESS AVENUE 20TH FLOOR SAN FRANCISCO CA 94102 4156261880</i>

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

[] Confidential, for Use of the Commission Only (as permitted
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 99

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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[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed

UFCW 99
2401 N. Central Ave., 2nd fl.
Phoenix AZ 85004
(602) 572-2149

Sent to shareholders: March 14 , 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, proposals against staggered boards passed at Alumax, General Instrument, Liz Claiborne, Rowan and Stride Rite.

They received a majority of shares voted at 4 other companies.

Shareholder support for proposals recommending declassification increased to an average 42.4% (59 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 Business Week reporter Gail DeGeorge.

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 do 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: The Making of a Blockbuster (1996) at 211. 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).

VOTING PROCEDURE AND VOTING RIGHTS

MANAGEMENT DID NOT INCLUDE THIS PROPOSAL IN THE PROXY CARD IT ALREADY SENT YOU. IF YOU EXECUTE

THAT CARD, IT PURPORTS TO GIVE MANAGEMENT DISCRETION TO VOTE AGAINST THIS PROPOSAL.

If you are a holder of record, you can use the enclosed card to vote on the proposal. If instead you own through a bank, broker or other nominee, you need to check with them on how to direct how they will vote your stock on this matter. It is possible management may resolicit you with a card allowing you to direct its vote on the proposal. You may also vote by attending the annual meeting.

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. The record date is 2/25/97.

SOLICITATION

The sole participants in this solicitation are 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 has been a director of BC's Office Products subsidiary. Albertson's director John Fery is BC's retired Chairman. Albertson's does business with BC and BC Office Products. After we made this proposal, we learned Albertson's CEO Gary Michael was nominated for the first time this year for election as a BC director. We are not soliciting against his election. 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 this year, we will present governance proposals at Boeing, Heritage Media, TIS Mortgage, Pier 1 and Questar, which have an Albertson's director on their boards.

FN2: Over 1400 Albertson's employees around the nation have

signed declarations claiming they worked
"off-the-clock" (without compensation): two class action
suits are pending against Albertson's on this issue. Since 1/93,
the National Labor Relations Board has issued approximately 47
complaints against Albertsons. Management has used the workplace
to campaign against us while refusing us access, even to break
areas. It refuses to use expeditious union recognition
procedures (used by it in other locations), instead insisting on
Board procedures: we do not claim this is illegal, but
in our view it costs more time and money for all concerned.

SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS/EXECUTIVE
COMPENSATION/ELECTION OF DIRECTORS AND OTHER MATTERS FOR
SHAREHOLDER VOTE

We incorporate by reference the information on these
subjects in management's proxy statement. If you return a proxy
card to us but do not direct us how to vote on these matters, we
will vote for all nominees and

proposals. If any matter
comes before the meeting not listed in our card (which we do not
anticipate), we will not vote your stock thereon.

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 Nov. 5, 1997.

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

Sincerely,
William McDonough
President UFCW 99

USE THIS CARD ONLY IF YOU ARE A SHAREHOLDER OF RECORD (I.E.,
DO NOT HOLD THROUGH BANK, BROKER OR OTHER NOMINEE).

If you are not the record owner, contact the
record owner to direct it on how to vote your shares.

PROXY
SOLICITED BY UFCW 99 for
BOISE CASCADE CORP.
ANNUAL MEETING OF SHAREHOLDERS

April 18, 1997

The undersigned shareholder hereby appoints William McDonough proxy with full power of substitution to vote for the undersigned at the Boise Cascade Corp. annual meeting, and at any adjournments thereof, on the matters set forth in the Proxy Statements. The undersigned directs this proxy be voted in accordance with the instructions below, and grants no discretionary authority.

WE RECOMMEND A VOTE FOR MOVING TO ANNUAL ELECTION OF ALL DIRECTORS (DECLASSIFY THE BOARD).

(1) Proposal recommending annual election of all directors (board declassification)

FOR [] AGAINST [] ABSTAIN []

(2) Election of directors

Nominees: Phillip Carroll, George Harad, Donald Macdonald, Gary Michael, Jane Shaw, Edson Spencer

FOR all nominees: [] WITHHOLD from all nominees []

FOR all nominees except: _____

(3) Shareholder proposal to change state of incorporation from Delaware to Idaho.

FOR [] AGAINST [] ABSTAIN []

(4) Appoint Arthur Andersen LLP as accountants for 1997

FOR [] AGAINST [] ABSTAIN []

SIGNATURE _____ DATE _____

PRINT NAME/TITLE _____ DATE _____

ADDRESS _____

OF SHARES PHONE No. FAX NO.

PERSONS SIGNING IN REPRESENTATIVE CAPACITY SHOULD INDICATE AS SUCH. IF SHARES ARE HELD JOINTLY, BOTH OWNERS SHOULD SIGN.

