

=====

SCHEDULE 14A INFORMATION

CONSENT STATEMENT PURSUANT TO SECTION 14(A)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by registrant / /

Filed by a party other than the registrant /x/ / / Confidential,  
for Use of the  
Commission Only  
Check the appropriate box: (as permitted by  
Rule 14a-6(e)(2))  
/ / Preliminary consent statement

/ / Definitive consent statement

/X/ Definitive additional materials

/ / Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

RJR NABISCO HOLDINGS CORP.

-----  
(Name of Registrant as Specified in its Charter)

BROOKE GROUP LTD.

-----  
(Name of Person(s) Filing Consent Statement)

-----  
Payment of filing fee (Check the appropriate box):

/ / \$125 per Exchange Act Rule 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).

/ / \$500 per each party to the controversy pursuant to Exchange Act Rule  
14a-6(i)(3).

/ / 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 applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed

pursuant to Exchange Act Rule 0-11:

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

/x/ Fee paid previously with preliminary materials.

-----  
/ / 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: \_\_\_\_\_

=====

BROOKE GROUP LTD.

International Place  
100 S.E. Second Street  
Miami, Florida 33131

February 5, 1996

SPINOFF UPDATE

YOUR FUTURE IS IN YOUR HANDS

To Our Fellow RJR Nabisco Stockholders:

IT'S NOW OR NEVER. THE TIMING OF THE SPINOFF HAS BECOME A MOVING TARGET.

On October 30, Chairman Harper told Dow Jones that he wouldn't consider a spinoff until late 1996 or early 1997, possibly 1998, if a spinoff jeopardized investment-grade ratings of the Company's bonds. In a mere five weeks after Chairman Harper's 1996 teaser, Mr. Goldstone, upon his appointment as Chief Executive Officer, was quoted in the Wall Street Journal on December 6, 1995 as follows: "I see a confluence of events taking place at 1998--a strengthening of the tobacco business to the point we could see spinning it off on an investment-grade basis and clarifying the tobacco litigation situation to the point that the risk MIGHT become manageable (emphasis supplied)." DETERMINATION OF THE SPINOFF TARGET DATE HAS SUDDENLY SHIFTED AWAY FROM THE FINANCIAL POSITION OF THE COMPANY TO RESOLUTION OF ITS LITIGATION MORASS.

RJR Nabisco has no real target date for a spinoff. Do not be fooled by the "promises" to spin off Nabisco "in the future." If you read carefully management's January 25 statement on the subject, you will see that RJR Nabisco has not made any real promise:

"As the litigation environment IMPROVES, the Company EXPECTS it will be able to CONSIDER a spin-off in 1998 (emphasis supplied)." (superior1)

TRANSLATED, IT MEANS: IF the legal situation gets better, RJR Nabisco will PROBABLY be in a position to THINK ABOUT spinning off Nabisco two years from now. IN OTHER WORDS, DON'T COUNT ON IT. Forty years of tobacco litigation is indicative of the fact that such litigation will not go away. Delay serves no one. WITHOUT A COMMITMENT FOR AN IMMEDIATE SPINOFF, NOTHING MAY EVER HAPPEN.

TELL THE BOARD OF DIRECTORS THAT YOU WANT A SPINOFF NOW AND WILL NOT TOLERATE MORE EMPTY "PROMISES".

YOUR STOCK VALUE IS IN JEOPARDY

AS YOU CAN SEE FROM OUR GRAPH, EVERY MAJOR POSITIVE MOVE IN THE STOCK PRICE SINCE AUGUST FOLLOWS THE PROGRESS OF BROOKE'S CONSENT SOLICITATION, WHILE DECLINES REFLECT THE COMPANY'S POOR OPERATING PERFORMANCE.

[Graphical Representation of Chart]

Date	Stock Price	Comments
----	-----	-----
8/28/95	26.75	
8/29/95	27.75	Brooke receives FTC clearance.
8/30/95	28.75	
8/31/95	28.5	
9/1/95	28.5	
9/5/95	28.125	
9/6/95	28.5	
9/7/95	29.25	
9/8/95	29	
9/11/95	28.625	
9/12/95	28.5	
9/13/95	28.625	
9/14/95	28.375	
9/15/95	29.5	
9/18/95	30.375	
9/19/95	30.875	
9/20/95	33	Icahn seeks FTC clearance.
9/21/95	32.375	
9/22/95	32.25	
9/25/95	32	

9/26/95	32.125
9/27/95	32.625
9/28/95	32.75
9/29/95	32.5
10/2/95	32.125
10/3/95	32.375
10/4/95	32.875
10/5/95	33.375
10/6/95	33
10/9/95	32.125
10/10/95	32.125
10/11/95	32.25
10/12/95	32.125
10/13/95	32.625
10/16/95	32.75
10/17/95	32.625
10/18/95	32.125
10/19/95	32.375
10/20/95	32.375
10/23/95	31.875
10/24/95	29.25
10/25/95	30
10/26/95	29.625
10/27/95	30
10/30/95	30.75
10/31/95	30.875
11/1/95	30.25
11/2/95	30
11/3/95	30.25
11/6/95	29.5
11/7/95	29.25
11/8/95	29.75
11/9/95	29.625
11/10/95	29.375
11/13/95	29.75
11/14/95	30
11/15/95	29.875
11/16/95	29.5
11/17/95	29.75
11/20/95	29.75
11/21/95	29.375
11/22/95	29.125
11/24/95	29.25
11/27/95	29.25
11/28/95	29
11/29/95	29
11/30/95	29.125
12/1/95	28.5
12/4/95	29.375
12/5/95	30.25
12/6/95	30.625
12/7/95	30.75
12/8/95	30.625
12/11/95	30.75
12/12/95	30.875
12/13/95	31.125
12/14/95	31.5
12/15/95	31.5
12/18/95	31.25
12/19/95	31.125
12/20/95	30.5
12/21/95	30.375
12/22/95	30.125
12/26/95	30.25
12/27/95	30.25
12/28/95	30.375
12/29/95	30.75
1/2/96	30.5
1/3/96	30.375
1/4/96	31.25
1/5/96	31.125
1/8/96	31.5
1/9/96	31.375
1/10/96	31.375
1/11/96	31.75

RJRN discloses third quarter earnings.

Harper resigns and Goldstone appointed as CEO.

Consent initiated.

1/12/96	32.75
1/15/96	32.75
1/16/96	32.75
1/17/96	33
1/18/96	33.25
1/19/96	33.375
1/22/96	33.875
1/23/96	34
1/24/96	33.875
1/25/96	34.125
1/26/96	34.375
1/29/96	34
1/30/96	33.675
1/31/96	32.5
2/1/96	33
2/2/96	32.675

RJRN discloses fourth quarter earnings.

GARY BLACK, the #1 tobacco analyst, has just valued a spinoff at \$44 PER SHARE and sees a DOWNSIDE OF \$29 per share if Brooke Group loses. (superior2) MICHAEL PRICE, a respected value investor, recently announced that he would support our spinoff proposal and estimated that a spinoff is worth \$45-50 PER SHARE or \$55 with Nabisco sold. (superior3) WHERE DO YOU THINK THE STOCK PRICE WOULD BE WITHOUT OUR INVOLVEMENT IN RJR AND WITHOUT AN IMMEDIATE SPINOFF?

THIS IS YOUR LAST CHANCE

YOUR VIEWS CAN NOT BE IGNORED. We believe that the RJR Nabisco Board has no choice but to spin off Nabisco if the stockholders support our spinoff proposal.

Do not lose this opportunity to increase the value of your investment. Brooke Group has determined that it will end its solicitation on FEBRUARY 15 in order to give the Board of Directors time to commit to an immediate spinoff before the upcoming annual meeting. REMEMBER, YOU MUST RETURN THE BLUE CONSENT CARD BY FEBRUARY 15, 1996 IN ORDER TO ASSURE THAT YOUR VOTE WILL BE COUNTED. Send the Board of Directors the strongest possible message that you support the spinoff proposal by signing, dating and returning the enclosed Blue consent card. If you do not, you have in effect voted against the spinoff. Thank you for your continued support.

Very truly yours,

BENNETT S. LEBOW  
Chairman of the Board, President  
and Chief Executive Officer

P.S. If you have any questions or comments about our solicitation or need a copy of our Consent Statement, please call Georgeson & Company Inc. at 1-800-SPINOFF. If you are interested in gaining access to information about this solicitation on the World Wide Web, use <http://www.georgeson.com>.

- - - - -

1. Schedule 14A filed by RJR Nabisco with the Securities and Exchange Commission.
2. Sanford Bernstein research report, January 30, 1996.
3. Barron's, January 22, 1996.

APPENDIX

[Pursuant to Rule 304 of Regulation S-T]

Page 2 contains a description in linear form of a graph, appearing under the section entitled "Your Stock Value is in Jeopardy", which represents in Dollars the change in stock price of RJR Nabisco Holdings Corp. for the period commencing August 28, 1995 and ending February 2, 1996, which graph is contained in paper format of this stockholder letter being sent to stockholders.