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SCHEDULE 14A INFORMATION

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

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

Check the appropriate box:
/ / Preliminary proxy statement

/ / Definitive proxy 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 Proxy 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: _____

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BROOKE GROUP LTD.

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

April 3, 1996

To Our Fellow RJR Nabisco Stockholders:

IF YOU ELECT THE BROOKE GROUP NOMINEES, YOU WILL RECEIVE FOR EACH SHARE OF RJR NABISCO YOU NOW HAVE (1) ABOUT \$21* OF NABISCO STOCK AND (2) RJR TOBACCO STOCK YIELDING \$2.00 PER YEAR IN DIVIDENDS. The RJR management would rather amuse you with "clever" advertisements than enrich you. Stripped of LeBow baiting, their message is that no spinoff is possible, now or ever. BROOKE GROUP CAN DELIVER AN IMMEDIATE SPINOFF OF NABISCO. No court approval is necessary. No merger with Liggett is required. THERE ARE NO STRINGS ATTACHED.

COMPARE THE ANSWERS TO THESE QUESTIONS BEFORE YOU VOTE:

BROOKE

RJR

- Q. When will you spin off Nabisco? Immediately Probably never
- Q. What would I get in a spinoff? \$21* in Nabisco stock plus RJR tobacco stock yielding \$2.00 a year per share Management has no plan
- Q. How much will my total dividends be? \$2.35 a year \$1.85 a year
- Q. What have you delivered to shareholders in the past five years? 29% return per year Less than 0%
- Q. Has the threat to enjoin the spinoff by the Castano class been removed? Yes No
- Q. How big is your tobacco litigation risk? Protected by favorable settlements, which RJR stockholders can vote to obtain Who knows? It keeps getting worse
- Q. Who will run RJ Reynolds? Ron Fulford, the man who fixed Imperial Tobacco The same old management, watching market share erode and profits stagnate
- Q. How much RJR stock do you own? Over 18 million shares Current Board: less than 0.7 million shares
- Q. What will you do for shareholder rights? Improve corporate governance A silent committee with no program, plus golden parachutes, plus director pensions
- Q. WHICH CHOICE IS BEST FOR ME? BROOKE'S BLUE PROXY RJR'S WHITE PROXY

THE CHOICE IS CLEAR -- VOTE WITH BROOKE GROUP

Only a few weeks ago, incumbent management told you that the Castano class action and the Medicaid lawsuits were the disturbing clouds on the horizon that prevented an immediate spinoff. After our settlement, they now see dire storm warnings from new and novel litigants and theories. WHAT THEY NOW ADMIT BY TELLING US OF THEIR NEW LITIGATION "SECOND-SIGHT" IS THAT THERE WILL NEVER BE, FOR THEM, A WINDOW OF OPPORTUNITY. They suffer from paralysis, clowning for your votes rather than acting in your interests. THIS IS A "ME TOO" MANAGEMENT, FOLLOWING PHILIP MORRIS AS ITS LEADER, DESTINED TO PAY TRIBUTE BY CONCEDING MARKET SHARE AT HOME AND ABROAD. RJR Nabisco's lagging stock price reflects the consequences of being a poor follower. Followers are destined to lose their way.

WE AT BROOKE GROUP HAVE A CONSTRUCTIVE PLATFORM DESIGNED TO ENRICH THE STOCKHOLDERS. We took the time and money to bring the case for an immediate Nabisco spinoff to the stockholders. Management shouted that there would be an injunction action from the Castano class. We came up with a solution for the impediments that RJR management threw in the way. WE SETTLED THE LITIGATION AND GOT A FREE PASS FOR A NABISCO SPINOFF IF YOU ELECT THE BROOKE SLATE. Whether or not you agree with the settlement, it frees up Nabisco for immediate spinoff. Neither court approval of the settlement nor a merger with Liggett are necessary for the free pass. NO STRINGS ARE ATTACHED. IT'S NOW OR NEVER FOR A NABISCO SPINOFF. A spinoff means enhanced value -- for both Nabisco and the tobacco company.

WE HARNESSSED OUR CREATIVITY FOR YOUR BENEFIT BY EXPENDING OUR PERSONAL RESOURCES TO HIRE RON FULFORD, a leader in turn-around situations and an experienced tobacco manager. His experience is particularly important to RJR, whose competitive position with respect to Philip Morris closely resembles that of Imperial Tobacco before Ron Fulford turned it around. WHEN RON FULFORD TOOK THE HELM, IMPERIAL TOBACCO WAS A FALTERING #2 TO GALLAHER and had watched its market share decline precipitously for years as a reversal of fortune and a catch-up seemed improbable. RON FULFORD TURNED IT AROUND; RECAPTURING THE LOST MARKET SHARE AND TRIPLING PROFITABILITY IN EIGHT YEARS.

The incumbent "me too" management now says that they will give you some token participation in the corporate machinery. They have acted only after we announced a full panoply of corporate governance proposals and the candidacy of Dale Hanson to our slate.

The incumbent management has tried to fool you with its self-proclaimed "good-guy" image. YET THIS SO-CALLED "GOOD-GUY" BOARD HAS FEATHERED ITS OWN NEST WITH EXCESSIVE COMPENSATION AND IGNORED STOCKHOLDER RIGHTS. The Board paid Chairman Harper \$40 MILLION for performance that yielded less than your checking account, granted themselves rich pensions of up to \$60,000 A YEAR FOR 15 YEARS, and allowed management to EXCHANGE MOSTLY OUT-OF-THE-MONEY OPTIONS for in-the-money options. This same Board that freely gave away your money voted in secret to deprive stockholders of their right to call a special meeting and has ignored your mandate to spin off Nabisco immediately. IT IS TIME TO REPLACE THIS MANAGEMENT THAT PROMOTES ITS OWN FINANCES AT YOUR EXPENSE.

The incumbent management does not act. It reacts and entertains rather than performs. The stockholders of RJR Nabisco have the clearest choice in any director election in this decade. THE CHOICE IS YOURS.

Finally, we thought you might be interested in seeing a copy of the advertisement that Brooke Group recently placed in The Wall Street Journal and other major newspapers. The ad symbolizes our view that incumbent management is ignoring you and the litigation risks we all face -- at your peril.

No matter how many shares you own, your support is important. Do not delay in responding to this call for action. Now is the time to act. SIGN AND MAIL THE ENCLOSED BLUE PROXY CARD TO REPLACE THE UNRESPONSIVE INCUMBENT BOARD.

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 if you need a copy of our proxy material, please call Georgeson & Company Inc. at 1-800-SPINOFF. If you are interested in gaining access to information about our solicitation on the World Wide Web, use [HTTP://WWW.BROOKEGROUP.COM](http://www.brookegroup.com) or [HTTP://WWW.GEORGESON.COM](http://www.georgeson.com).

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* Based on current market prices. We believe that this value could rise to more than \$25 once Nabisco is free of RJR Tobacco (based on multiples of comparable food companies of 10.5x EBITDA).