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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
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- (1) Amount previously paid: _____
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[LOGO] SARD VERBINNEN & CO NEWS

FOR IMMEDIATE RELEASE

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BENNETT LEBOW PRESS BRIEFING COMMENTS

NEW YORK, NY, April 16, 1996 -- Bennett S. LeBow, Chairman and Chief Executive Officer of Brooke Group Ltd., today made the following statement in a press briefing:

Based on the analysis of our proxy solicitors, it is apparent that Brooke Group's slate of nominees will not be elected as the next Board of RJR Nabisco. It also appears there will be a very low turnout, with an unusually large number of shareholders not voting. Although this result is obviously disappointing, it comes as no surprise to us. We always knew we were facing an uphill battle -- made even tougher by the swirl of recent events in the tobacco industry -- and none of the analysts expected us to win this time.

I want to thank all the stockholders who supported us so overwhelmingly during our consent solicitation earlier this year. At that time, too, the experts gave us no chance to win, but we did, with well over 140 million votes. This was the first time a Fortune 100 company had ever lost a consent solicitation. We also restored the stockholders previous right to call a special meeting, which management had taken away, and we sent a clear message to spin off Nabisco now.

Management continues to ignore the stockholders' wishes, refusing to implement the spinoff. But at least they've acknowledged they have some duty to respond. They grudgingly raised the dividend to \$1.85 per share and promised a small share repurchase program. This is certainly not an adequate substitute for the spinoff of Nabisco, but there's no doubt that without the pressure we applied with our consent solicitation, management would not have gone even that far.

RJR has bought itself some time with its diversionary "attack LeBow" program. But now it can't sidestep the fact that RJR Nabisco shares have gone nowhere in the last five years and are currently trading for less than \$30. What is needed is decisive action.

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Last month, Brooke Group and Liggett acted decisively, entering into historic settlements with the Castano plaintiffs and the Attorneys General of Mississippi, Florida, Massachusetts, West Virginia and Louisiana. I was convinced then -- and am even more convinced now -- that we did the right thing both for Liggett's business and for Brooke's stockholders. For a small price, we have secured an insurance policy protecting Liggett from all addiction-based claims -- the most serious litigation risks facing the industry.

We also believed, as they came to understand the tobacco litigation issues, RJR Nabisco's stockholders would conclude that it was the right thing for them as well. Obviously, many RJR Nabisco stockholders don't yet see it this way, but time will tell.

Nevertheless, we remain persuaded that the settlement is the right thing and that, over time, the consensus of stockholder opinion will come to our view. One of the most rewarding developments in recent weeks has been the appearance of numerous thoughtful commentaries, from analysts, public health officials, journalists and political figures discussing and supporting the concept of an industry-wide settlement patterned after the settlements achieved by Brooke Group and Liggett -- industry acceptance of additional restrictions on advertising, and of a portion of the health care costs associated with smoking, in return for assurance that it may continue to sell to adults who choose to smoke.

This is the first time a compromise proposal has gained such wide credibility within the industry and among its detractors. As a result, it is now possible to speak rationally and constructively about a new economic model for the tobacco business -- something we believe is essential, but was unspeakable within the industry just a few weeks ago.

For those who have invested in tobacco stocks, there is no more important issue today. You can look at any analyst report to appreciate just how important it is. Estimates are that, if the liability issues were resolved along the lines of Liggett's settlement, RJR Nabisco and Philip Morris stock could each more than double. As RJR Nabisco stockholders, we think these potential gains in equity value are well worth a modest reduction in net margin.

We continue to believe strongly in the Nabisco spinoff -- we are absolutely convinced it can and should be done now. And we are still

waiting for RJR Nabisco to say exactly when they will do the spinoff they have told the shareholders they are committed to. But if the Board's fear of litigation risk is causing them to tread water on the spinoff, then that's all the more reason to bring about a reasonable liability settlement. There is too much value locked up in RJR Nabisco, too much value being denied its stockholders, for anyone to be content with "business as usual."

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We will continue to make our views known. Our group owns over 18 million RJR Nabisco shares -- 25 times the combined ownership of RJR's Board and management. We want the Nabisco spinoff -- and we want actions, not empty rhetoric, to get us there.

Change hurts. But if the tobacco industry is to have a future, it must give up cherished but outmoded ideas -- and lift its head out of the sand. But make no mistake: the change is happening! And we will keep working to make it happen.

Nearly 60 million shares of RJR Nabisco stock have changed hands since the February 29 record date for tomorrow's annual meeting. Many of the new holders haven't voted in this election -- although we know of some cases where holders on the record date who later sold their positions voted against us because of what we supposedly "did to Philip Morris." As most everyone knows, we found ourselves fighting not only RJR Nabisco management, but also Philip Morris.

It's now up to RJR Nabisco to stop looking out for the interests of Philip Morris -- the company responsible for Marlboro Friday -- and deliver on its promise to increase value for RJR Nabisco stockholders. We intend to keep holding the Board accountable -- and we expect other shareholders will too.

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