

BROOKE GROUP LTD.

Supplement No. 2 dated May 28, 1997
to Prospectus dated February 19, 1991, as supplemented on February 14, 1997

The Prospectus of Brooke Group Ltd. (the "Company"), dated February 19, 1991, as supplemented on February 14, 1997 (the "Supplement"), relating to the Company's common stock, \$.10 par value per share (the "Common Stock"), is hereby further supplemented as follows:

1. SELLING STOCKHOLDERS.

On May 27, 1997, Bennett S. LeBow ("LeBow") transferred 500,000 shares of the Common Stock to The Bennett S. and Geraldine C. LeBow Foundation, Inc., a New York not-for-profit corporation ("The Foundation"), of which LeBow and family members serve as directors. The following table sets forth, as of May 28, 1997, certain information with respect to the ownership of the Common Stock by LeBow and The Foundation (collectively, the "Selling Stockholders"), and supersedes the table set forth on page 5 of the Prospectus and in the Supplement. All the Common Stock beneficially owned by the Selling Stockholders are covered by this Registration Statement.

Name -----	Amount of Shares to be Offered -----
Bennett S. LeBow	9,036,208(1)
The Bennett S. and Geraldine C. LeBow Foundation, Inc.	500,000(2)

- (1) These Shares are held by LeBow directly, through LeBow Limited Partnership (a Delaware limited partnership of which LeBow is the 99.99% general partner), through BSL Partners (a New York general partnership of which LeBow owns 80% and LeBow Limited Partnership owns 20%) and through LeBow Family Partnership 1993, Ltd. (a Florida limited partnership of which LeBow is the general partner and a limited partner, and trusts for the benefit of LeBow and certain family members hold the remaining partnership interests). LeBow may sell certain of the Shares for his own account. Of these Shares, 8,500,000 are pledged to a financial institution and may be sold by such pledgee (who would be identified in a Prospectus Supplement to the extent required).
- (2) These Shares are pledged to a financial institution and may be sold by such pledgee (who would be identified in a Prospectus Supplement to the extent required).