

BROOKE GROUP LTD.

SUPPLEMENT NO. 11 DATED JANUARY 15, 1999
TO PROSPECTUS DATED MAY 29, 1998

The Prospectus of Brooke Group Ltd. (the "Company") dated May 29, 1998 relating to the Company's common stock, \$.10 par value per share (the "Common Stock"), is hereby supplemented as follows:

SELLING STOCKHOLDERS

The table set forth on pages 52 to 59 of the Prospectus is supplemented to include information concerning the following additional Selling Stockholders.

SELLING STOCKHOLDERS -----	SHARES OF COMMON STOCK OWNED PRIOR TO OFFERING -----	SHARES OF COMMON STOCK BEING OFFERED -----	NO. OF SHARES OF COMMON STOCK OWNED AFTER OFFERING (1) -----
Lincoln Merchandising Co., Inc.	11,655	11,655	0
George W. Wehrlin	833	833	0

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(1) The calculation of the number of shares of the Company's common stock owned after the offering assumes the sale of all shares offered hereby.