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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.

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(Name of Registrant as Specified in its Charter)

BROOKE GROUP LTD.

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(Name of Person(s) Filing Consent Statement)

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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.

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- (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:

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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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305/579-8000 Fax 305/579-8001

[BROOKE GROUP LTD.]

April 10, 1996

To the Stockholders of RJR Nabisco:

RJR Nabisco is again trying to confuse its stockholders. Selectively quoting from portions of deposition testimony given ten or more weeks ago by certain of Brooke Group's director nominees, RJR Nabisco has been telling stockholders that Brooke Group's nominees are not committed to spinning off Nabisco and may not authorize the spinoff if elected. There is no merit and no substance to these assertions.

Just what kind of game is RJR Nabisco playing? The depositions were taken in January 1996, as part of RJR Nabisco's failed lawsuit to prevent Brooke Group from conducting its consent solicitation. There was no proxy contest at the time; the decision to run a slate of directors had not been made, and would not be made until the results of the consent solicitation vote and RJR Nabisco's response thereto were known.

Prior to the depositions, Steve Goldstone had misled us, as he had you, by comments on November 20, 1995, in which he indicated that the incumbent board's opposition to an immediate spinoff was based upon facts not known to Brooke Group's nominees or the public. When the chief legal officer of RJR Nabisco (Mr. Goldstone was RJR Nabisco's General Counsel at the time) makes that kind of remark, you can't just ignore it; you can't simply assume the statement is untrue. It wasn't until February 14, 1996, that Brooke Group's attorneys defending RJR Nabisco's lawsuit -- who had to obtain a court order to get Mr. Goldstone to appear -- had the opportunity to question Mr. Goldstone under oath about his earlier comments. Mr. Goldstone then admitted that there was no secret information; that all of the facts were known to the public; that no facts material to the decision of whether or not to effect an immediate spinoff were withheld from the public.

RJR Nabisco was playing lawyers' games at the depositions, and it is playing those games with the stockholders today. For the benefit of all stockholders, the declaration of the Nabisco spinoff must constitute valid corporate action. A director nominee who commits irrevocably to take an action without knowing the facts can be challenged. At the time RJR Nabisco took our depositions, it had pointedly told us that we did not have all the facts necessary to make a spinoff decision. Much as we favored an immediate spinoff, we would not give self-serving testimony that might be used later to undermine the validity of our actions as directors when implementing the immediate spinoff. RJR Nabisco has taken conduct by Brooke Group's nominees which was conceived to safeguard the interests of stockholders, by avoiding potential challenges to the spinoff, and has tried to twist it into "evidence" that Brooke Group's nominees will not implement the spinoff.

You should not be misled. Brooke Group's nominees are committed to an immediate spinoff.

Our proxy statement was prepared weeks after the depositions to which RJR Nabisco refers, and after Mr. Goldstone's deposition revealed the truth about what was known to the public. In that proxy statement, which we approved for dissemination in March 1996, we said unambiguously that Brooke Group's nominees are committed to effecting an immediate spinoff and, upon election, will take all steps required to effect an immediate spinoff. That is our pledge to you.

Sincerely,

/s/ ARNOLD I. BURNS

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Arnold I. Burns

/s/ BENNET S. LEBOW

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Bennett S. LeBow

/s/ ROUBEN V. CHAKALIAN

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Rouben V. Chakalian

/s/ BARRY W. RIDINGS

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Barry W. Ridings

/s/ ROBERT L. FROME

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Robert L. Frome

/s/ WILLIAM H. STARBUCK

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William H. Starbuck

/s/ DALE M. HANSON

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Dale M. Hanson

/s/ PETER STRAUSS

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Peter Strauss

/s/ RICHARD J. LAMPEN

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Richard J. Lampen

/s/ FREDERICK W. ZUCKERMAN

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Frederick W. Zuckerman