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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.

- (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.

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/ / 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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RJR

[Graphical Representation]

STOCKHOLDER'S WARNING:

Voting for a Board with its head in the sand is hazardous to your financial health -- you'll get endless litigation and no Nabisco spinoff.

VOTE FOR BROOKE AND YOU'LL GET:

1. A Nabisco spinoff with no injunction risk
2. An annual dividend of \$2.35 per share
3. Ron Fulford revitalizing RJR Tobacco

IMPORTANT VOTING INSTRUCTIONS FOR RJR NABISCO STOCKHOLDERS

VOTE BROOKE GROUP. No matter how many RJR Nabisco shares you own,  
your vote is important.  
Sign and mail the BLUE PROXY CARD to replace a do-nothing Board with a Board  
that will work for you.

FOR MORE INFORMATION

If you have questions or need help voting your BLUE PROXY CARD, please call  
GEORGESON & COMPANY INC. at 1-800-SPINOFF.  
For information about Brooke's solicitation on the World Wide Web,  
use <http://www.brookegroup.com> or <http://www.georgeson.com>.