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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
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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Attention RJR Nabisco Shareholders:

LEBOW... LECOMPARE

RJR Nabisco is spending millions of dollars of your money to smear Ben LeBow.
Why?

Because that's the sum total of present management's reelection platform--using
name-calling to divert attention from their own lousy performance and their
failure to spin off Nabisco.

LET'S COMPARE RESULTS--Look At What This RJR Board Has Done For You:

o They've Given You Poor Operating Performance

-- RJR's domestic tobacco market share has declined steadily in the past five years--dropping yet another full percentage point in 1995

--RJR's international tobacco has faltered in a growing market--EBITA declining 15% in 1995 before a \$54 million restructuring charge

o Despite Stagnant Profits, They've Feathered Their Own Nest

--They've given themselves excessive executive compensation--paying Chairman Harper \$1 million per month (\$32 million total so far) and granting all Board members "in-the-money" options

--They've given themselves an abusive Board pension plan--which pays them each \$60,000 per year after they retire

o They've Abused Shareholder Rights

--They've amended RJR's bylaws to remove the right of shareholders to call special meetings-- this right was reinstated when 53.7% of shareholders voted for Brooke's consent proposal

--They've disregarded a shareholder mandate by failing to spin off Nabisco, even after 50.6% of shareholders voted for Brooke's consent proposal

WHOSE SHAREHOLDERS HAVE DONE BETTER?

In contrast to RJR, Brooke has performed for its shareholders.

Compare Brooke's 30% annual returns against RJR's "checking account returns" over the same five-year period:

Compound Annual Rates of Return

(February 1, 1991 - March 29, 1996)

(Period from RJR'S IPO to End of First Quarter - 1996)

Brooke	RJR Nabisco	S&P Tobacco	S&P Food	S&P 500
30.2%	2.7%	12.0%	13.1%	15.4%

Return = Stock Price Appreciation + Dividends + Interest Earned on Dividends
(Calculated using the 91-day T-Bill in Accordance with Bloomberg)

If you're satisfied with rhetoric, stay with RJR.
If you want results, VOTE BROOKE.

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>.