

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2(a)

(Amendment No.2)/1/

Vector Group Ltd.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

112525-10-0

(CUSIP Number)

John F. Hartigan, Esq.
Morgan, Lewis & Bockius LLP
300 South Grand Avenue
Los Angeles, California 90071-3132
(213) 612-2500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

June 30, 2000

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

/1/ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

AIF II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES 2,324,000 shares of Common Stock

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

8

9 SOLE DISPOSITIVE POWER

9

2,324,000 shares of Common Stock

10 SHARED DISPOSITIVE POWER

10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,324,000 shares of Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.6%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

NAME OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

Lion Advisors, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

7

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

8

OWNED BY

2,324,000 shares of Common Stock

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

9

PERSON

10 SHARED DISPOSITIVE POWER

WITH

10

2,324,000 shares of Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,324,000 shares of Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.6%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

STATEMENT PURSUANT TO RULE 13d-1

OF THE

GENERAL RULES AND REGULATIONS

UNDER THE

SECURITIES EXCHANGE ACT OR 1934, AS AMENDED

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This Amendment No. 2 amends and supplements the following Items of the Statement on Schedule 13D (the "Schedule 13D") of AIF II, L.P. and Lion Advisors, L.P. (collectively, the "Reporting Persons") originally filed on March 27, 1998 with the Securities and Exchange Commission with respect to the shares of Common Stock, par value \$0.10 per share, of Vector Group Ltd. (formerly known as Brooke Group Ltd.) (the "Issuer"). Unless otherwise indicated, all capitalized terms used but not defined herein have the meanings set forth in the Schedule 13D.

Responses to each item below are incorporated by reference into each other item, as applicable.

Item 4. Purpose of Transaction.

The filing is being made in connection with the transfer of rights from the Reporting Persons to Artemis America Partnership ("Artemis America") effective as of June 30, 2000, with respect to currently exercisable warrants to purchase an aggregate of 1,826,000 shares of Common Stock (the "Warrants"). The Warrants were previously beneficially held by Lion Advisors, L.P. ("Lion") in a managed account on behalf of Artemis America pursuant to an investment management agreement by and between Lion and Artemis America (the "Management Agreement"). The Management Agreement expired pursuant to its terms on June 30, 2000, effecting the transfer of beneficial ownership of the Warrants.

Item 5. Interest in Securities of the Issuer.

The response to Item 4 is incorporated herein. The Reporting Persons previously beneficially held an interest in currently exercisable warrants to purchase in the aggregate 4,150,000 shares of Common Stock of the Issuer. Of these shares, 1,826,000 shares were beneficially held pursuant to the Management Agreement which expired June 30, 2000. Accordingly, the Reporting Persons beneficially own an aggregate of 2,324,000 shares of Common Stock, representing approximately 10.6% of the issued and outstanding shares of Common Stock (assuming exercise in full of the Warrants), based on the Issuer having issued and outstanding 21,989,782 shares of Common Stock on May 12, 2000 (according to the Issuer's most recent Quarterly Report on Form 10-Q). The Reporting Persons have sole voting and dispositive power with respect to the shares of Common Stock acquired upon exercise of the remaining warrants.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct and agree that this statement is filed on behalf of each of them.

Dated: July 12, 2000

AIF II, L.P.

By: Apollo Advisors L.P.,
its General Partner
By: Apollo Capital Management, Inc.,
its General Partner

By: /s/ Michael D. Weiner

Name: Michael D. Weiner
Title: Vice President, Apollo Capital
Management, Inc.

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct and agree that this statement is filed on behalf of each of them.

Dated: July 12, 2000

LION ADVISORS, L.P.

By: /s/ Michael D. Weiner

Name: Michael D. Weiner
Title: Vice President, Lion Capital
Management, Inc.