

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

FORM 3

OMB APPROVAL
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Lion Advisors, L.P

(Last) (First) (Middle)

2 Manhattanville Road

(Street)

Purchase NY 10577

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

09/01/99

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol

Brooke Group Ltd.

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director x 10% Owner

Officer (give title below) Other (specify below)

6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check Applicable Line)

x Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Table II -- Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Warrant	3/3/98	3/2/03	Common Stock	2,000,000(1)	\$5.00	I (see footnote 1)
Warrant	11/1/99	10/31/04	Common Stock	2,150,000(1)	\$0.10	I (see footnote 1)

Explanation of Responses:

(1) Amount reported includes Warrants beneficially owned by AIF II, L.P. ("AIF") that are exercisable for an aggregate of 2,324,000 common shares of Brooke Group Ltd. (the "Issuer"). Lion Capital Management, Inc. ("Lion Management") is the general partner of the Reporting Person. Apollo Advisors, L.P. ("Advisors") is the general partner of AIF. Apollo Capital Management, Inc. ("Apollo Management") is the general partner of Advisors. Leon D. Black and John J. Hannan are the directors and principal executive officers of Lion Management and Apollo Management. The Reporting Person, AIF, Advisors, Apollo Management, Lion Management, Messrs. Black and Hannan and their respective affiliates disclaim beneficial ownership of all shares of the Issuer in excess of their pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, any such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for another purpose. The foregoing does not include any adjustments for the declaration or payment by the Issuer of a 5% stock dividend on September 30, 1999 to holders of record on September 24, 1999.

LION ADVISORS, L.P.
By: Lion Capital Management, Inc.,
its general partner

/s/ Michael D. Weiner

**Signature of Reporting Person

September 30, 1999

Date

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.