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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: _____
- =====

BROOKE GROUP LTD.
100 S.E. SECOND STREET
MIAMI, FL 33131

[NAME]
[ADDRESS]

APRIL 9, 1996

DEAR FELLOW RJR NABISCO STOCKHOLDER:

THE APRIL 17, 1996 ANNUAL MEETING OF RJR STOCKHOLDERS IS RAPIDLY APPROACHING. WE NEED YOUR SUPPORT IF YOU WANT A NABISCO SPINOFF NOW.

OUR DIRECTOR NOMINEES ARE COMMITTED TO A SPINOFF, AN INCREASED DIVIDEND, IMPROVED MANAGEMENT FOR THE TOBACCO BUSINESS AND RESPONSIBLE CORPORATE GOVERNANCE.

THIS IS YOUR OPPORTUNITY. IT IS NOW OR NEVER! BROOKE HAS SECURED AN AGREEMENT FROM THE CASTANO CLASS ACTION PLAINTIFFS AND OTHERS NOT TO SEEK AN INJUNCTION IF, AND ONLY IF, BROOKE'S NOMINEES FOR THE RJR NABISCO BOARD ARE ELECTED AT THE UPCOMING ANNUAL MEETING.

DO NOT BE MISINFORMED BY MANAGEMENT ABOUT THE TERMS OF THE TOBACCO LITIGATION SETTLEMENT OR ABOUT BROOKE'S INTENTIONS. BROOKE'S SETTLEMENT DOES NOT REQUIRE A MERGER WITH RJR NABISCO. YOUR VOTE IS SOLELY FOR THE ELECTION OF A SLATE OF DIRECTORS THAT IS COMMITTED TO AN IMMEDIATE SPINOFF OF NABISCO. A MERGER OF LIGGETT AND RJR CANNOT BE EFFECTED WITHOUT A SEPARATE, AFFIRMATIVE VOTE OF THE INDEPENDENT RJR NABISCO STOCKHOLDERS.

BROOKE IS PART OF A GROUP WHICH OWNS APPROXIMATELY 6.6% OF THE OUTSTANDING COMMON STOCK OF RJR WHEREAS THE INCUMBENT DIRECTORS AND MANAGEMENT OWN LESS THAN 1/2 OF 1%. ISN'T IT TIME RJR'S STOCKHOLDERS' INTERESTS ARE PLACED AHEAD OF THAT OF INCUMBENT MANAGEMENT? WE BELIEVE RJR IS GROSSLY UNDERVALUED AND WE ARE COMMITTED TO IMPROVING THE VALUE OF THE COMPANY FOR ALL STOCKHOLDERS. BUT, WE NEED YOUR VOTE.

REMEMBER, VOTING BLUE IS A VOTE FOR YOU, THE STOCKHOLDER.

PLEASE CALL DON FERRY OF GEORGESON & COMPANY INC., (212) 440-9920, TO ARRANGE FOR YOUR VOTE TO BE COUNTED BY MAIL OR FAX.

THANK YOU FOR YOUR CONTINUED SUPPORT.

BENNETT S. LEBOW
CHAIRMAN OF THE BOARD, PRESIDENT AND CHIEF EXECUTIVE OFFICER