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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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[BROOKE GROUP LETTERHEAD]

[Inset Name and Address from MAILMERGE]

Dear Fellow RJR Shareholder:

IT'S NOW OR NEVER TO SPIN-OFF NABISCO!!

THE RJR NABISCO ANNUAL MEETING IS SCHEDULED FOR WEDNESDAY, APRIL 17, 1996. WE

STRONGLY URGE YOU TO VOTE FOR THE BROOKE GROUP SLATE AT THE MEETING OR TO GIVE US YOUR PROXY AHEAD OF TIME.

The RJR stock has languished since its IPO in 1991 and RJR management has given no indication of how it intends to raise the value of your stock. By contrast, Brooke Group has prepared a program that we believe could increase the value of your stock to between \$47 and \$58.

1. AN IMMEDIATE SPIN-OFF OF NABISCO STOCK TO SHAREHOLDERS. As part of Brooke Group's litigation settlement, we have obtained a pledge from five State Attorneys General and the Castano case plaintiffs that they will not seek to enjoin the spin-off. We believe that Nabisco could be spun-off within six to eight weeks. RJR shareholders would receive \$21.50 of Nabisco stock per RJR share - over 70% of your investment in RJR! - and we believe that value could rise to more than \$25 once Nabisco is free of RJR Tobacco.
2. A \$2 DIVIDEND ON THE REMAINING STOCK OF RJR TOBACCO. In addition to your Nabisco stock, your remaining stock of RJR Tobacco would be worth \$22 per share at a 9% yield (which would be the highest yielding non-utility stock in the S&P500). At a 6% yield, it would be worth \$33!
3. RON FULFORD TO REVITALIZE RJR TOBACCO. RJR's market share has continued to decline for the past ten years. Mr. Fulford, the former CEO of Imperial Tobacco, turned around Imperial Tobacco's declining market share and increased the operating profit by over 135% during his tenure.
4. CORPORATE GOVERNANCE GUIDELINES OVERSEEN BY DALE HANSON. The former CEO of CalPERS is a recognized leader of the shareholder rights movement.
5. FIRST OPTION on Brooke Group's litigation settlement with the Castano plaintiffs and five attorneys general. A merger with Liggett is not required to achieve the spin-off of Nabisco. The benefits of Brooke Group's settlement will be available to RJR Tobacco if and only if the independent shareholders vote for it at a later date.

Please sign and mail the BLUE CARD to vote for an immediate spin-off of Nabisco, or fax the BLUE CARD to Georgeson & Company (attention Don Ferey) at (212) 440-9009. If you have any further questions, please do not hesitate to call Karen Eisenbud or Andrew Booth at (800) 324-6594.