

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **1999-09-10** | Period of Report: **1999-08-31**
SEC Accession No. **0001045369-99-000005**

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SUBJECT COMPANY

FIRST PRIORITY GROUP INC

CIK: **778164** | IRS No.: **112750412** | State of Incorporation: **NY** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **000-21467** | Film No.: **99709394**
SIC: **8741** Management services

Mailing Address
51 E BETHPAGE ROAD
PLAINVIEW NY 11803

Business Address
51 E BETHPAGE ROAD
PLAINVIEW NY 11803
5169381010

REPORTING OWNER

FOURTEEN HILL CAPITAL L P

CIK: **1045369** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4**

Mailing Address
1700 MONTGOMERY STREET
STE 250
SAN FRANCISCO CA 94111

Business Address
1700 MONTGOMERY STREET
SUITE 250
SAN FRANCISCO CA 94111
4153949467

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

[] Check this box if no longer subject to Section 16. Form 4 or Form 5
 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Fourteen Hill Capital, L.P.

(Last) (First) (Middle)

1700 Montgomery Street, Suite 250

(Street)

San Francisco CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

First Priority Group, Inc, (FPGP)

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

August 1999

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

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

[] Director [X] 10% Owner
 [] Officer (give title below) [] Other (specify below)

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 Acquired, Disposed of,
 or Beneficially Owned

<TABLE>
 <CAPTION>

1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Beneficial Ownership (Instr. 4)
			Amount	Price			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

Common Stock 8/6/99 S 15,900 D \$1.750 839,000 D

</TABLE>
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly

FORM 4 (continued)

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

<TABLE>
<CAPTION>

1. Title of Derivative Security (Instr. 3)	2. Conver- sion of Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

</TABLE>
Explanation of Responses:

Fourteen Hill Capital, L.P.
By: Fourteen Hill Management, LLC its general partner
By: Point West Capital Corporation, its sole member

/s/ Alan B. Perper _____ September 10 , 1999

**Signature of Reporting Person 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 provided is insufficient, see Instruction 6 for procedures.

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.