

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. **0001045370-99-000004**

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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.: **99709388**
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 MANAGEMENT LLC

CIK: **1045370** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **4**

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 Management, LLC

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--|--|--|--|
| <S> | <C> | <C> | <C> | <C> | <C> | <C> |

**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.

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