

U.S. Securities and Exchange Commission

Washington, D.C. 20549

Form 10-QSB/A  
Amendment 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 1996

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 33-00412-NY

FIRST PRIORITY GROUP, INC

(Exact name of small business issuer as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation or organization)

11-2750412  
(IRS Employer  
Identification No.)

270 Duffy Avenue  
Hicksville, New York 11801  
(Address of principal executive offices)

(516) 938-1010  
(Issuer's telephone number)

Check whether the issuer (1) has filed all reports required to be  
filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or  
for such shorter period that the registrant was required to file such reports),  
and (2) has been subject to such filing requirements for the past 90  
days. Yes  No

State the number of shares outstanding of each of the issuer's classes  
of common equity, as of May 14, 1996: 5,883,883 shares of common stock

Transitional Small Business Format (check one)  
Yes  No

SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has  
duly caused this report to be signed on its behalf by the undersigned thereunto  
duly authorized.

FIRST PRIORITY GROUP, INC.

Date: May 14, 1996

By: /s/ Michael Karpoff

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Michael Karpoff  
Co-Chairman of the Board  
of Directors, President and  
Co-Chief Executive Officer

Date: May 14, 1996

By: /s/ Barry Siegel

-----  
Barry Siegel  
Co-Chairman of the Board  
of Directors, Co-Chief  
Executive Officer, Treasurer,  
Secretary, and Principal  
Financial and Accounting Officer

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Index of Exhibits

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Balance Sheet at 3/31/96, I/S for three months ended 3/31/96 and 3/31/95,  
consolidated statements of cashflows.

</LEGEND>

<CIK> 0000778164

<NAME> FIRST PRIORITY GROUP, INC.

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