

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

Form 10-K and 10-KSB  Form 20-F  Form 11-K  Form 10-Q and 10-QSB  
 Form N-SAR

For Period Ended: December 31, 1998

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Nothing in this form shall be construed to imply the Commission has verified any information contained herein.  
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Part I Registrant Information

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Full Name of Registrant:

First Priority Group, Inc.  
51 East Bethpage Road  
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(Address of Principal Executive Office)

Plainview, New York 11803  
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(City, State and Zip Code)  
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Part II Rules 12b-25(b) and (c)

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- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense.
  - (b) The subject report on Form 10-KSB will be filed on or before the fifteenth calendar day following the prescribed due date.
  - (c) Not applicable.
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Part III Narrative

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The Registrant has been unable to complete and file, when originally due, the Annual Report on Form 10-KSB, as a result of delays in finalizing the details in the new business plan of the Registrant to be included the Description of Business section of this Report and completion of the financial statements as required by this

Report.  
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Part IV Other Information

(1) Name and telephone number of person to contact in regard to this notification

Lawrence A. Muenz

(516) 242-7348

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(Name)

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(Area Code) (Telephone Number)

(2) Have all other periodic reports required under section 13 or 15(d) of the Securities Exchange Act of 1934 or section 30 of the Investment Company Act of 1940 during the preceding 12 months or for shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

The net loss for the year ended December 31, 1998 will be approximately \$1.9 million as compared to a net loss of \$1.73 million for the year ended December 31, 1997.

First Priority Group, Inc.

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: April 1, 1999

By: /s/ Barry Siegel

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Name: Barry Siegel  
Chairman of the Board  
of Directors, Secretary and  
Chief Executive Officer