

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

Point West Capital Corporation

(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

April 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 | or (A) (D) | Price | | | |
| <S> | <C> | <C> | <C> | <C> | <C> | <C> | <C> | <C> |
| Common Stock | 4/14/99 | S | 11,600 | D | \$2.0000 | I | (1) | |
| Common Stock | 4/15/99 | S | 3,300 | D | \$2.0000 | I | (1) | |
| Common Stock | 4/16/99 | S | 60,000 | D | \$2.0010 | I | (1) | |
| Common Stock | 4/21/99 | S | 19,500 | D | \$2.0032 | I | (1) | |
| Common Stock | 4/22/99 | S | 13,200 | D | \$2.0000 | I | (1) | |
| Common Stock | 4/23/99 | S | 3,100 | D | \$2.0000 | 860,300 | I | (1) |

</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>

Table with 15 columns: 1. Title of Derivative Security (Instr. 3), 2. Conversion of Exercise Price of Derivative Security, 3. Transaction Date (Month/Day/Year), 4. Transaction Code (Instr. 8), 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5), 6. Expiration Date (Month/Day/Year) (Instr. 3, 4 and 5), 7. Title and Amount of Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned at End of Month (Instr. 4), 10. Ownership of Derivative Security: Direct (D) or indirect (I) (Instr. 4), 11. Nature of Beneficial Ownership (Instr. 4).

</TABLE>

Explanation of Responses:

(1) By Fourteen Hill Capital, L.P., of which Fourteen Hill Management, LLC is the general partner and of which the reporting person is a limited partner. The reporting person, which is the sole member of Fourteen Hill Management, LLC, disclaims beneficial interest of these securities except to the extent of its direct and indirect interests in Fourteen Hill Capital, L.P.

Point West Capital Corporation

/s/ Alan B. Perper

May 7, 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.