
 OMB APPROVAL

OMB Number 3235-0287
 Expires: September 30, 1998
 Estimated average burden
 hours per response 0.5

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 of 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)

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2. Issuer Name and Ticker or Trading Symbol

First Priority Group, Inc. (FPGP)

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3. IRS or Social Security Number of Reporting Person (Voluntary)

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4. Statement for Month/Year

January 1998

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

=====

6. Relationship of Reporting Person 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)
		Code	V	Amount	(A) or (D)	Price			
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Common Stock	1/26/98	X		500,000	A	\$2.00	1,000,000	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>

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) (A) (D)	6. Exercisable and Expiration Date (Month/Day/Year) Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned at End of Month (Instr. 4)	10. Owner- ship of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of direct Owner- ship (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Warrant (right to purchase)	\$2.00	1/26/98	X	500,000	8/26/97 8/26/99	Common Stock	500,000	0		

</TABLE>

Explanation of Responses:

(1) Reporting person is the general partner of Fourteen Hill Capital, L.P., which directly owns the security. The reporting person disclaims beneficial ownership of these securities except to the extent of its interest in Fourteen Hill Capital, L.P.

Fourteen Hill Management, LLC

By: Point West Capital Corporation, its sole member

/S/ Alan B. Perper

2/3/98

**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 is insufficient, see Instruction 6 for procedure.

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.