

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

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 Price	(A) or (D)			
<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>

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. Date 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 Month (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or direct (I) (Instr. 4)	11. Nature of Bene- ficial Owner- ship (Instr. 4)
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

</TABLE>

Explanation of Responses:

(1) By Fourteen Hill Capital, L. P., of which the reporting person is the general partner. 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

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.