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NETWORK INSTALLATION CORP

Form SB-2/A

January 20, 2004

FILE NO. 333-109740
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
AMENDMENT 2
TO THE
FORM SB-2
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
NETWORK INSTALLATION CORPORATION

(Name of small business issuer in its charter)

Nevada -----	7389 -----	88-0390360 -----
(State or jurisdiction of incorporation or Organization	(Primary Standard Industrial Classification Code Number)	I.R.S. Employer Identification No.

18 Technology Drive, Suite 140A, Irvine, CA 92618
Telephone: (949)753-7551
(Address and telephone number of principal executive offices)

18 Technology Drive, Suite 140A, Irvine, CA 92618
Telephone: (949)753-7551
(Address of principal place of business or intended principal place of business)

Michael Cummings
Chief Executive Officer
18 Technology Drive
Suite 140A
Irvine, CA 92618

(949) 753-7551
(Name, address and telephone number of agent for service)

COPY TO:

Amy M. Trombly
80 Dorcar Road
Newton, MA 02459
(617) 243-0850

Approximate date of proposed sale to the public: As soon as practicable after
this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant
to Rule 462(b) under the Securities Act, please check the following box and list
the Securities Act registration statement number of the earlier effective
registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under
the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. []

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. [X]

CALCUATION OF REGISTRATION FEE

Title of each Class of securities. To be registered	Dollar Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, 001 Par Value	1,625,000	3.23	5,248,750	\$424.62