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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