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NETWORK INSTALLATION CORP  
Form RW  
January 21, 2004

[Network Installation Corp. Letterhead]

January 21, 2004

Via Edgar

Securities and Exchange Commission  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
Attention: Gail Pierce

Re: NETWORK INSTALLATION CORPORATION  
AMENDMENT 2 TO THE FORM SB-2  
FILE NO. 333-109740

Dear Ms. Pierce:

Pursuant to Rule 477(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), Network Installation Corporation (the "Registrant") hereby respectfully requests that the Securities and Exchange Commission consent to the withdrawal of its Registration Statement on Form SB-2 (File No. 333-109740) originally filed on October 16, 2003, together with all amendments and exhibits thereto (collectively, the "Registration Statement").

The Registration Statement covered the resale of certain shares of the Registrant's common stock by the Registrant's stockholders. The Registration Statement has not been declared effective and no shares of common stock of the Registrant have been or will be resold pursuant to the Registration Statement.

The Registrant further requests that, pursuant to Rule 477(c), an order with the date of the granting of the withdrawal be included in the file for the aforementioned Registration Statement in the following manner: "Withdrawn upon the request of the Registrant, the Commission consenting thereto."

Please forward copies of the order consenting to the withdrawal of the Registration Statement to the undersigned at 18 Technology Drive, Suite 140A, Irvine, CA 92618, and Amy M. Trombly, Esq. at 80 Dorcar Road, Newton, MA 02459. If you have any questions regarding this request, please call Ms. Trombly at (617) 243-0850.

Thank you for your assistance.

Very truly yours,

NETWORK INSTALLATION CORPORATION

/S/Michael Cummings

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Michael Cummings  
Chief Executive Officer

