

SECURITIES AND EXCHANGE COMMISSION

FORM 10KSB/A

Annual and transition reports of small business issuers [Section 13 or 15(d), not S-B Item 405]
[amend]

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FILER

SIMTROL INC

CIK: **846775** | IRS No.: **841104448** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **10KSB/A** | Act: **34** | File No.: **001-10927** | Film No.: **05790495**
SIC: **3663** Radio & tv broadcasting & communications equipment

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-KSB/A

Annual Report Pursuant to Section 13 or 15(d) of the Securities
Exchange Act of 1934
For the Fiscal Year Ended December 31, 2004

Commission File No. 1-10927

SIMTROL, INC.

A Delaware Corporation
(IRS Employer Identification No. 58-2028246)
2200 Norcross Parkway Suite 255
Norcross, Georgia 30071
(770) 242-7566

Securities Registered Pursuant to Section 12(b)
of the Securities Exchange Act of 1934:

None

Securities Registered Pursuant to Section 12(g)
of the Securities Exchange Act of 1934:

Common Stock, \$.001 par value per share

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-B is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

The registrant's revenues for the fiscal year ended December 31, 2004 were \$565,870.

The aggregate market value of the shares of common stock held by non-affiliates of the registrant was approximately \$2,411,033, based on the closing price of the registrant's common stock as quoted on the Over The Counter Bulletin Board on March 18, 2005. For the purposes of this response, officers, directors and holders of 5% or more of the registrant's common stock are considered to be affiliates of the registrant at that date.

The number of shares outstanding of the registrant's common stock as of April 29, 2005: 3,722,914 shares of \$.001 par value common stock.

Documents incorporated by reference: None.

PART III

ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS.

BOARD COMPOSITION

The directors and executive officers of Simtrol, Inc. (the "Company") are

as follows:

Name	Age	Position
LARRY M. CARR	61	Chairman of the Board of Directors
RICHARD W. EGAN	39	President, Chief Executive Officer and Director
STEPHEN N. SAMP	40	Chief Financial Officer and Secretary
DALLAS S. CLEMENT	40	Director
JULIA B. NORTH	57	Director
EDWARD S. REDSTONE	76	Director
ADAM SENTER	48	Director
THOMAS J. STALLINGS	58	Director

All members of the Board of Directors, with the exception of Mr. Egan, are independent, as defined in Rule 4200(a)(15) of the National Association of Securities Dealer's listing standards. Biographical information regarding these directors:

LARRY M. CARR, age 61, has served as a director since June 1994 and as Chairman of the Board since January 1998. Mr. Carr founded Nursefinders, Inc., a temporary services company in the healthcare industry, in 1974. Although Adia Services, Inc., acquired Mr. Carr's interest in this company, Mr. Carr still owns and operates numerous Nursefinders franchises and assists in the administration and management of several other franchises through an entity known as Management Services, Inc. Mr. Carr is Chairman of the Board of Northwest National Bank, located in Arlington, Texas, a director of Mobility Electronics, Inc., of Scottsdale, Arizona, which designs, develops and markets connectivity and remote peripheral interface technology and products and is a director of several privately held companies, including OHA Financial, Inc., Trinity Airweighs, LLC and Computerized Healthcare, Inc.

RICHARD W. EGAN, age 39, has served as a director and Chief Executive Officer of the Company since May 18, 2000. Mr. Egan joined the Company in June 1995 and served as National Account Manager until July 1996 when he took over the position of Regional Sales Director. From February 1998 to June 1999, he served as Executive Vice President of Sales. In June 1999, Mr. Egan was appointed President of the Company.

STEPHEN N. SAMP, age 40, joined the Company in April 2002 as Chief Financial Officer and Secretary. From February 2001 until March 2002 he served as an independent financial consultant. From March 1998 to February 2001 he served as Vice President, Chief Financial Officer and Secretary of eOn Communications (NASDAQ:EONC), a provider of unified voice, e-mail, and Web-based communications systems and software.

DALLAS S. CLEMENT, age 40, has served as a director since April 2001. Mr. Clement has served as Senior Vice President, Strategy and Development for Cox Communications, Inc. ("Cox") since August 2000. Prior to that, he served as Vice President and Treasurer of Cox from January 1999 to July 2000. Mr. Clement joined Cox in 1990 as a Policy Analyst and was promoted to Manager of Investment Planning in January 1993, Director of Finance in 1994, and Treasurer in 1996. From April 1995 to December of 1996, Mr. Clement served as Assistant Treasurer for Cox Enterprises, Inc. and Cox.

JULIA B. NORTH, age 57, has served as a director since October 1997. Ms. North served as President and Chief Executive Officer of the Company from October 1997 until June 1999. Ms. North is a director of WinnDixie Stores, Inc., a food retailer, MAPICS, Inc., a global developer of extended enterprise applications, and Acuity Brands, Inc., a maker of lighting equipment and specialty products.

EDWARD S. REDSTONE, age 76, has served as a director since July 1996. Mr. Redstone has been a private investor since 1994. From 1984 to 1994, he served as Chairman of the Board of Martha's Vineyard National Bank. Mr. Redstone was a co-founder of National Amusements, which, among other things, is the controlling

stockholder of Viacom. Mr. Redstone also founded First Bancorporation.

ADAM D. SENTER, age 48, has served as a director of Simtrol since January 2005. Mr. Senter began his nineteen-year career with IBM Corporation in sales and marketing, with special emphasis in training, multimedia, and healthcare solutions. Included among his successes are conceiving and implementing a global sales strategy that produced profitable growth in an underperforming segment. Mr. Senter served as the Executive Vice President and Group President at Provant, Inc., where he reversed a large EBIT loss situation while upgrading organizations, personnel and processes, and helped to sell four business units while protecting the interests of the stakeholders. Mr. Senter currently serves as chairman of Keowee Partners LLC, a limited liability company focused on real estate investment and development in South Carilina, and also acts in an advisory role for several private companies in the Atlanta, Georgia area.

THOMAS J. STALLINGS, age 58, has served as a director of Simtrol since January 2005. Mr. Stallings is currently CEO and a director of Internet Commerce Corporation (NASDAQ:ICCA), a provider of Internet-based e-commerce solutions, which he joined in 2003. Mr. Stallings began his 23-year career at the IBM Corporation in sales. He progressed through positions of increasing responsibility. For the last four years of his tenure he was the General Manager for a \$500 million PC Direct business unit. In 1995 and 1996 he was an area Vice President with Oracle. For the last seven years he has been involved in the management of venture capital backed technology companies, all of which were successfully sold to larger organizations. He was the President and Chief Operating Officer of CoreHarbor, from October 2002 to June 2003 where his efforts lead to the effective merger between CoreHarbor and USinternetworking Inc. From 1999 to 2002, he served as President and CEO of Cambar Software Inc. and was successful in completing a sale of the company to a private investor group in November 2002. From 1997 to 1999, he served as President and CEO of Analytika, Inc. where he successfully grew this early stage software development firm that was acquired in late 1999 by Dendrite International.

Each director serves until the next annual meeting of the Company's shareholders and until his or her successor is elected and qualified. Executive officers are appointed by, and hold office at the pleasure of, the Board of Directors. There are no family relationships between any director or executive officer of the Company and any other director or executive officer of the Company.

COMMITTEES OF THE BOARD OF DIRECTORS

The Company's Board of Directors has several committees, including standing Audit and Compensation Committees. The Board of Directors does not have a standing nominating committee, such function being reserved to the full Board of Directors.

Audit Committee. The Audit Committee is currently composed of Julia B. North, Edward S. Redstone and Dallas S. Clement. The Audit Committee met three times during 2004. The Audit Committee's principal functions are to recommend to the Company the appointment of independent auditors for the Company, review and approve the annual report of the independent auditors, approve the annual financial statements, and review and approve summary reports of the auditors' findings and recommendations. The Audit Committee reviews and pre-approves all audit and non-audit services performed by the Company's auditing accountants, or other accounting firms, other than as may be allowed by applicable law. All members of the Audit Committee are independent, as defined in Rule 4200(a)(15) of the National Association of Securities Dealer's listing standards. The Board of Directors has adopted a written Audit Committee Charter. The Board of Directors has determined that Dallas S. Clement is an "audit committee financial expert," as defined in SEC rules.

Compensation Committee. The Compensation Committee is currently composed of Larry M. Carr, Edward S. Redstone and Julia B. North. The Compensation Committee met once during 2004. The Compensation Committee is responsible for approving and monitoring the remuneration arrangements for senior management and establishing the targets that determine awards payable under the Company's incentive compensation plan.

The Company does not have a Nominating Committee. The Director selection and review are conducted by the entire Board of Directors. The Company believes that this is adequate based on the size and make-up of the current Board of Directors. Five of the members of the Board of Directors have served as directors of the Company for between three and eleven years. The Company believes that this group of longstanding directors is capable of evaluating the performance of the current Board and the qualifications of proposed director nominees, and of determining the need for additional directors. The Board of

Directors does not have a written charter or formal process governing the nominating process. The Board of Directors will consider director nominees recommended by shareholders. Generally, candidates should be highly qualified by business, professional or comparable experience, affirmatively desirous of serving on the Board, and able to represent the interests of all shareholders and not merely those of any special interest group.

COMPLIANCE WITH SECTION 16(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors, executive officers and persons who own more than 10% of the outstanding common stock of the Company to file with the Securities and Exchange Commission reports of changes in ownership of the common stock of the Company held by such persons. Officers, directors and greater than 10% shareholders are also required to furnish the Company with copies of all forms they file under this regulation. To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and representations that no other reports were required, during the year ended December 31, 2004, all Section 16(a) filing requirements applicable to its officers, directors and greater than 10% shareholders were complied with.

ITEM 10. EXECUTIVE COMPENSATION.

COMPENSATION OF OFFICERS

The following table provides certain summary information for 2004, 2003 and 2002 concerning compensation paid or accrued by the Company to or on behalf of the Company's executive officers:

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION		LONG TERM COMPENSATION AWARDS
		SALARY	BONUS	NUMBER OF SHARES UNDERLYING OPTIONS
Richard W. Egan President and CEO	2004	\$135,200 (1)	--	50,000
	2003	\$130,000 (1)	--	7,500
	2002	\$130,000 (1)	--	6,000
Stephen N. Samp Chief Financial Officer	2004	\$119,600 (2)	--	45,000
	2003	\$115,000 (2)	--	3,600
	2002	\$ 86,923 (2)	--	4,000

-
- (1) Due to the business conditions of the Company, Mr. Egan deferred \$35,500 of his 2003 salary and \$15,000 of his 2002 salary. He was paid these deferred amounts during 2004.
- (2) Due to the business conditions of the Company, Mr. Samp deferred \$23,861 of his 2003 salary and \$4,423 of his 2002 salary. He was paid these deferred amounts during 2004.

STOCK OPTION PLANS

1991 Stock Option Plan. In 1991, by action of the Company's Board of Directors, the Company adopted the 1991 Stock Option Plan (the "1991 Plan") for the Company's and its wholly-owned subsidiaries' officers, directors and employees. The 1991 Plan was approved by the Company's shareholders on October 10, 1991. In July 1992, the 1991 Plan was amended to, among other things, provide for the automatic grant of options to the Company's non-employee directors, to increase the number of shares of common stock available for grant thereunder and to expand the class of persons eligible to receive options under the 1991 Plan to include employees of the Company's majority-owned subsidiaries. In November 1993, the 1991 Plan was further amended to expand the class of persons eligible to receive options under the 1991 Plan and to increase the number of shares of common stock available for grant thereunder. The 1991 Plan, as amended by the Company's shareholders on May 19, 1998, provides for the grant of options to purchase up to an aggregate of 366,206 shares of the Company's common stock. The right to grant additional options under this plan expired in August 2001. Therefore, no additional grants of options will be made under this plan. At December 31, 2004, options to purchase 56,775 shares of common stock were outstanding under the 1991 Plan.

2002 Stock Option Plan. In June 2002 the Company's shareholders approved the adoption of the 2002 Stock Option Plan (the "2002 Plan") for the Company's and its wholly owned subsidiaries' officers, directors, employees, and consultants. The 2002 Plan originally provided for the grant of options to purchase up to an aggregate of 250,000 shares of the Company's common stock. On April 22, 2004, shareholders approved an increase in the number of options available under the 2002 Plan to 750,000. Under the terms of the 2002 Plan, the Stock Option Committee of the Board of Directors may grant options to purchase shares of common stock to the Company's officers, directors and employees, and to those of the Company's subsidiaries. At December 31, 2004, options to purchase 353,500 shares of common stock were outstanding under the 2002 Plan.

The following table provides certain information concerning options granted during 2004:

NAME	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED	% OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR		Exercise or Base Price	EXPIRATION DATE
		<C>	<C>		
Richard W. Egan	50,000	22.7%		\$2.00	June 20, 2014
Stephen N. Samp	45,000	20.5%		\$2.00	June 20, 2014

The following table provides certain information concerning the value of unexercised warrants and unexercised options held by the Company's executive officers as of December 31, 2004. No options or warrants were exercised by either of the executive officers during 2004:

NAME	NUMBER OF UNEXERCISED OPTIONS OR WARRANTS AT FISCAL YEAR END		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AND WARRANTS AT FISCAL YEAR END	
	EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
Richard W. Egan	23,625	58,000	--	--
Stephen N. Samp	3,400	49,200	--	--

The following table provides information as of December 31, 2004 regarding the Company's compensation plans and arrangements:

EQUITY COMPENSATION PLAN INFORMATION

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	410,275	\$5.66	396,500
Equity compensation plans not approved by security holders	388,000 (1)	\$2.00	--
Total	799,275	\$3.88	396,500

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- (1) Represents warrants granted to Westminster Securities as a placement agent fees for convertible debt and equity offerings during 2004.

DIRECTOR COMPENSATION

The Company does not presently provide any cash compensation to directors for their services as directors. Each of the Company's non-employee directors receives an automatic grant of options to purchase 15,000 shares of the Company's common stock each year under the terms of the Company's stock option plans. Each director is reimbursed for travel and other expenses incurred in connection with the performance of his or her duties.

Additionally, all new non-employee directors receive a one-time grant of an option to purchase 5,000 shares of the Company's common stock at an exercise price equal to the fair market value of the stock on the date of the grant per the terms of the 2002 Stock Option Plan. The options expire, unless previously exercised or terminated, ten years from the date of the grant.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth certain information as of April 29, 2005 with respect to ownership of the outstanding common stock of the Company by (i) each director and executive officer of the Company, (ii) all directors and executive officers of the Company, as a group, and (iii) all persons known to the Company to own beneficially more than 5% of the outstanding shares of the Company's common stock:

NAME OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED (1)	PERCENT OF OUTSTANDING SHARES
Larry M. Carr	691,974 (2)	17.28%
Julia B. North	27,350 (3)	*
Edward S. Redstone	710,816 (4)	17.79%
Richard W. Egan	50,442 (5)	1.35%
Dallas S. Clement	78,233 (6)	2.08%
Adam D. Senter	25,000 (7)	*
Thomas J. Stallings	25,000 (7)	*
A. John Knapp, Jr.	219,477 (8)	9.52%
Stephen N. Samp	20,200 (9)	*
Frederick G. Wedell	505,055 (10)	12.5%
Meadowbrook Opportunity Fund, LLC	250,000 (11)	6.5%
W. Cobb Hazelrig	605,055 (12)	14.8%
All directors and executive officers as a group (8 persons)	1,629,013	36.6%

* Less than 1% of outstanding shares.

1. Except as otherwise indicated, each person named in this table possesses sole voting and investment power with respect to the shares beneficially owned by such person. "Beneficial ownership," determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, includes shares for which an individual, directly or indirectly, has or shares voting or investment power and also includes options that are exercisable within 60 days.
2. Consists of 392,616 shares held directly, 32,625 shares subject to stock options that are exercisable within 60 days, and 250,066 shares subject to presently exercisable common stock purchase warrants. Also includes 16,667 shares and 50,000 shares subject to warrants held in the name of OHA Financial, of which Mr. Carr serves as Chairman of the Board; Mr. Carr disclaims beneficial ownership of these shares. Mr. Carr's business address is 2200 Norcross Parkway, #255, Norcross, Georgia 30071.
3. Consists of 725 shares held directly and 26,625 shares subject to stock options that are exercisable within 60 days.
4. Consists of 438,878 shares held directly, 22,375 shares subject to stock options that are exercisable within 60 days, 249,500 shares issuable upon the exercise of warrants and 63 shares owned by Mr. Redstone's spouse. Mr. Redstone's business address is 222 Merrimack Street, Suite 210, Lowell, MA 01852.
5. Consists of 5,775 shares held directly, 1,375 shares issuable upon the exercise of warrants, and 43,292 shares issuable upon the exercise of options that are exercisable within 60 days.

6. Consists of 31,681 shares owned directly, 28,052 shares issuable upon exercise of warrants, and 18,500 shares issuable upon the exercise of stock options that are exercisable within 60 days.
7. Consists of 25,000 shares subject to stock options that are exercisable within 60 days.
8. Consists of 146,913 shares owned directly and 28,024 shares owned by Andover Group, Inc., 44,540 shares issuable upon the exercise of warrants that are exercisable within 60 days by Andover Group. Mr. Knapp is Chief Executive Officer and majority shareholder of Andover Group, Inc. Mr. Knapp's business address is 910 Travis Street, Suite 1910, Houston, TX 77002.
9. Consists of 20,200 shares of common stock subject to stock options that are exercisable within 60 days.
10. Consists of 50,000 shares held directly and 50,000 shares subject to presently exercisable common stock purchase warrants. Also includes 151,685 shares and 253,370 shares subject to presently exercisable common stock purchase warrants held in the name of W&H Investment, of which Mr. Wedell is a principal. Mr. Wedell's business address is 3940 Montclair Rd., Suite 500, Birmingham, AL 35213.
11. Consists of 125,000 shares and 125,000 shares subject to presently exercisable common stock purchase warrants.
12. Consists of 50,000 shares and 50,000 shares subject to presently exercisable common stock purchase warrants. Also includes 151,685 and 50,000 shares and 253,370 and 50,000 shares subject to presently exercisable common stock purchase warrants held in the name of W&H Investment and Hazelrig Family Partnership, LLP, respectively, of which Mr. Hazelrig is a principal. Mr. Hazelrig's business address is 3940 Montclair Rd., Suite 500, Birmingham, AL 35213.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

In January 2004, Messrs. Carr and Redstone, two members of the Company's Board of Directors, agreed to extend the due dates of their \$200,000 convertible notes originated in 2001 (the "2001 Debt") to December 31, 2004 and they agreed to convert all principal and interest to the Company's common stock at the close of a private placement of equity securities. Additionally, the Company agreed to issue the two directors warrants to purchase two shares of the Company's common stock for each share of stock issued upon conversion of the 2001 Debt. All the principal and interest of the 2001 Debt was converted to 192,283 shares of common stock on September 30, 2004, and the two directors received warrants to purchase an aggregate of 384,566 shares of the Company's common stock on the date of conversion at an exercise price of \$2.00 per share.

ITEM 13. EXHIBITS.

The following exhibits are filed with or incorporated by reference into this report. The exhibits which are denominated by an asterisk (*) were previously filed as a part of, and are hereby incorporated by reference from either (i) the Post-Effective Amendment No. 1 to the Company's Registration Statement on Form S-18 (File No. 33-27040-D) (referred to as "S-18 No. 1"), (ii) Post-Effective Amendment No. 2 to the Company's Registration Statement on Form S-18 (File No. 33-27040-D) (referred to as "S-18 No. 2"), (iii) Post-Effective Amendment No. 3 to the Company's Registration Statement on Form S-18 (File No. 33-27040-D) (referred to as "S-18 No. 3"); (iv) the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1992 (referred to as "1992 10-Q"); (v) the Company's Registration Statement Form S-1 (File No. 33-85754) (referred to as "S-1"); (vi) the Company's Annual Report on Form 10-K for the year ended December 31, 1993 (referred to as "1993 10-K"); (vii) the Company's Annual Report on Form 10-K for the year ended December 31, 1994 (referred to as "1994 10-K"); (viii) the Company's Annual Report on Form 10-K for the year ended December 31, 1995 (referred to as "1995 10-K"), (ix) the Company's Annual Report on Form 10-K for the year ended December 31, 1998, as amended (referred to as "1998 10-K/A"), (x) the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999 (referred to as "June 1999 10-Q"), (xi) the Company's Form S-8 Registration Statement (File No. 333-18239), (referred to as "Warrant Plan S-8"), (xii) the Company's Form S-8 Registration Statement (File No. 333-18237), (referred to as "Option Plan S-8"), (xiii) the Company's Registration Statement on Form S-3 amended January 31, 1999 ("1999 S-3"), (xiv) the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 (referred to as "2001 10-Q"), (xv) the Company's Annual Report on Form 10-K for the year ended December 31, 2001 (referred to as "2001 10-K"); and (xvi) the Company's Annual Report on Form 10-K for the year ended December 31, 2002 (referred to as "2002 10-K").

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
*3.1	Certificate of Incorporation, including Certificate of Stock Designation dated September 25, 1990, and amendments dated December 26, 1990, August 19, 1991 and October 17, 1991 (S-18 No. 3, Exhibit 3-1)
*3.2	Amended Bylaws of the Company as presently in use (S-18 No. 1, Exhibit 3.2)
*3.3	Certificate of Amendment to Certificate of Incorporation filed on February 10, 1993 (1992 10-Q)
*3.6	Certificate of Amendment to Certificate of Incorporation filed on February 13, 1995 (1994 10-K)
*3.7	Certificate of Amendment to Certificate of Incorporation filed on September 8, 1995 (1995 10-K)
*3.9	Certificate of Amendment of Certificate of Incorporation filed on January 13, 1999 (1998 10-K/A)
*3.10	Certificate of Amendment to Certificate of Incorporation filed on June 28, 1999 (June 1999 10-Q)
*10.3	1991 Stock Option Plan (S-18 No. 2, Exhibit 10.1(a))

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
*10.3.1	Amendment No. 1 to 1991 Stock Option Plan (1993 10-K)
*10.3.2	Amendment No. 2 to 1991 Stock Option Plan (S-1)
*10.3.3	Amendment No. 3 to 1991 Stock Option Plan (S-1)
*10.3.4	Amendment No. 4 to 1991 Stock Option Plan (Option Plan S-8, Exhibit 4.5) *10.3.5 Amendment No. 5 to 1991 Stock Option Plan (1998 10-K/A)
*10.4	1995 Performance Warrant Plan (Warrant Plan S-8, Exhibit 4.1)
*10.5	1994 Employee Stock Purchase Plan (1994 10-K)
*10.6	License Agreement between ACIS, Inc. and the Company dated September 9, 1999 (1999 S-3)
*10.7	First Amendment and Modification of ACIS, Inc. warrant agreement dated September 7, 2001 (2001 10-Q)
*10.8	ACIS Technology License Agreement between ACIS, Inc. and the Company dated September 27, 2001 (2001 10-Q)
*14.1	Code of Ethics (2002 10-K)
21.1	Subsidiaries of the Company (previously filed)
23.1	Consent of Marcum & Kliegman LLP (previously filed)
31.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, of the President and Chief Executive Officer.
31.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer.
32.1	Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

ITEM 14. PRINCIPAL ACCOUNTANTS FEES AND SERVICES

Audit Fees. The aggregate fees billed by Marcum & Kliegman LLP for professional services rendered for the audit of the Company's annual financial statements for the year ended December 31, 2004 and the review of the financial

statements included in the Company's Forms 10-QSB for 2004 was \$62,500. The aggregate fees billed by Marcum & Kliegman LLP for professional services rendered for the audit of the Company's annual financial statements for the year ended December 31, 2003 and the review of the financial statements included in the Company's Forms 10-QSB for 2003 was \$55,000.

Audit-Related Fees. There were no fees charged by Marcum & Kliegman LLP during 2004 or 2003 for audit-related services.

Tax Fees. No tax compliance, tax advice, or tax planning services were provided to the Company by Marcum & Kliegman LLP during 2004 or 2003.

All Other Fees. During 2004, Marcum & Kliegman LLP billed the Company \$9,500 for services performed in conjunction with the SEC Form SB-2 filed by the company in November. There were no additional fees billed to the Company by Marcum & Kliegman LLP during 2003.

AUDIT COMMITTEE PRE-APPROVAL POLICY

The services performed by the independent accountant in 2004 were pre-approved by the Audit Committee of the Company's Board of Directors. Any requests for audit, audit-related, tax and other services must be submitted to the Audit Committee for specific pre-approval. Normally, pre-approval is considered at regularly scheduled meetings.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SIMTROL, INC.

By: /s/ Richard W. Egan

Date: April 29, 2005

Richard W. Egan, Chief Executive Officer

CERTIFICATION

I, Richard W. Egan, Chief Executive Officer of Simtrol, Inc., certify that:

1. I have reviewed this amendment to the annual report on Form 10-KSB of Simtrol, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) [Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986]

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this annual report any change in the registrant's internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the

registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2005

/s/ Richard W. Egan

Richard W. Egan
Chief Executive Officer
(Principal executive officer)

CERTIFICATION

I, Stephen N. Samp, Chief Financial Officer of Simtrol, Inc., certify that:

1. I have reviewed this amendment to the annual report on Form 10-KSB of Simtrol, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

b) [Paragraph omitted pursuant to SEC Release Nos. 33-8238 and 34-47986]

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this annual report any change in the registrant's internal control over financial reporting that occurred during the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the

registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 29, 2005

/s/ Stephen N. Samp

Stephen N. Samp
Chief Financial Officer
(Principal financial and accounting officer)

CERTIFICATION

PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and in connection with the amendment to the annual report on Form 10-KSB of Simtrol, Inc. (the "Company") for the year ended December 31, 2004, as filed with the Securities and Exchange Commission on or about the date hereof (the "Report"), the undersigned hereby certify that (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This Certification is signed on April 29, 2005.

/s/ Richard W. Egan

Richard W. Egan
President and Chief Executive Officer

/s/ Stephen N. Samp

Stephen N. Samp
Chief Financial Officer