

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 60242 / July 2, 2009**

**ACCOUNTING AND AUDITING ENFORCEMENT**  
**Release No. 3006 / July 2, 2009**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13540**

**In the Matter of**

**Vernon Jeffrey Harrell,**

**Respondent.**

**ORDER INSTITUTING PUBLIC  
ADMINISTRATIVE PROCEEDINGS AND  
IMPOSING TEMPORARY SUSPENSION  
PURSUANT TO RULE 102(e)(3) OF THE  
COMMISSION'S RULES OF PRACTICE**

**I.**

The Securities and Exchange Commission ("Commission") deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Rule 102(e)(3)<sup>1</sup> of the Commission's Rules of Practice against Vernon Jeffrey Harrell ("Respondent").

**II.**

The Commission finds that:

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<sup>1</sup> Rule 102(e)(3)(i) provides, in relevant part, that:

The Commission, with due regard to the public interest and without preliminary hearing, may, by order, . . . suspend from appearing or practicing before it any attorney, accountant, engineer, or other professional or expert who has been by name . . . permanently enjoined by any court of competent jurisdiction, by reason of his or her misconduct in an action brought by the Commission, from violating or aiding and abetting the violation of any provision of the Federal securities laws or of the rules and regulations thereunder.

A. RESPONDENT

1. Harrell, age 42, resides in Ft. Lauderdale, Florida. From December 1999 through June 28, 2008, Harrell served as Chairman of the Board, President, CEO, Secretary, and Principal Financial and Accounting Officer for Video Without Boundaries, Inc. (“Video”), whose common stock is registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 (“Exchange Act”). Harrell is not licensed as a CPA and is not registered with the Commission in any capacity.

B. CIVIL INJUNCTION

2. On April 6, 2009, the U.S. District Court for the Southern District of Florida entered by consent a judgment against Harrell, permanently enjoining him from future violations of Sections 5(a) and 5(c) of the Securities Act of 1933 (“Securities Act”), and Sections 10(b), 13(b)(5), 13(d), and 16(a) of the Exchange Act and Rules 10b-5, 13a-14, 13b2-1, 13d-1, 13d-2, and 16a-3 thereunder, in the civil action entitled Securities and Exchange Commission v. Video Without Boundaries, Inc., et al., Civil Action Number 08-61517-CIV-GOLD/McALILY.

3. The Commission’s complaint in that action alleged that, from at least April 2003 through November 2005, Video, at the direction of Harrell, filed annual and quarterly reports with the Commission that, among other things, materially overstated the company’s revenues and assets and understated its net losses. The complaint further alleged that Harrell falsely certified numerous annual and quarterly reports Video filed with the Commission that he knew, or was severely reckless in not knowing, contained material misstatements and omissions. Moreover, according to the complaint, from November 2003 to September 2006, Harrell, along with Video’s largest shareholder and creditor, issued false and misleading press releases announcing its acquisition of another company, the availability of large credit facilities, and that it was operating an international subsidiary.

4. The complaint further alleged that Harrell maintained Video’s books and records, created its financial statements, and prepared and signed all the related certifications under the Sarbanes-Oxley Act of 2002 as both the principal executive officer and principal financial and accounting officer. As alleged in the complaint, Harrell engaged in fraudulent accounting practices and caused Video to file Forms 10-KSB for 2002 and 2003 and Forms 10-QSB for all quarters of 2004 that materially overstated Video’s revenues, improperly accounted for a failed acquisition, and materially understated net losses.

**III.**

Based on the foregoing, the Commission finds that a court of competent jurisdiction has permanently enjoined Harrell from violating the federal securities laws within the meaning of Rule 102(e)(3)(i)(A) of the Commission’s Rules of Practice. In view of these findings, the Commission deems it appropriate and in the public interest that Harrell be temporarily suspended from appearing or practicing before the Commission.

IT IS HEREBY ORDERED that Harrell be, and hereby is, temporarily suspended from appearing or practicing before the Commission. This Order shall be effective upon service on the Respondent.

IT IS FURTHER ORDERED that Harrell may within thirty days after service of this Order file a petition with the Commission to lift the temporary suspension. If the Commission within thirty days after service of the Order receives no petition, the suspension shall become permanent pursuant to Rule 102(e)(3)(ii).

If a petition is received within thirty days after service of this Order, the Commission shall, within thirty days after the filing of the petition, either lift the temporary suspension, or set the matter down for hearing at a time and place to be designated by the Commission, or both. If a hearing is ordered, following the hearing, the Commission may lift the suspension, censure the petitioner, or disqualify the petitioner from appearing or practicing before the Commission for a period of time, or permanently, pursuant to Rule 102(e)(3)(iii).

This Order shall be served upon Harrell personally or by certified mail at his last known address.

By the Commission.

Elizabeth M. Murphy  
Secretary