

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 78118 / June 21, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-16836

In the Matter of

**STEVEN J. MUEHLER,
ALTERNATIVE
SECURITIES MARKETS
GROUP CORP., AND BLUE
COAST SECURITIES CORP.,
dba GLOBALCROWDTV,
INC. AND BLUE COAST
BANC,**

Respondents.

**ORDER MAKING FINDINGS AND
IMPOSING REMEDIAL SANCTIONS AND A
CEASE-AND-DESIST ORDER, PURSUANT
TO SECTIONS 15(b) AND 21C OF THE
SECURITIES EXCHANGE ACT OF 1934, AS
TO RESPONDENTS STEVEN J. MUEHLER,
ALTERNATIVE SECURITIES MARKETS
GROUP CORP., AND BLUE COAST
SECURITIES CORP, dba
GLOBALCROWDTV, INC. AND BLUE
COAST BANC**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest to enter this Order Making Findings and Imposing Remedial Sanctions and a Cease-and-Desist Order, Pursuant to Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”), as to Respondents Steven J. Muehler, Alternative Securities Markets Group Corp., and Blue Coast Securities Corp., dba GlobalCrowdTV, Inc. and Blue Coast Banc (“Order”).

II.

Respondents have submitted Offers of Settlement (the “Offers”), which the Commission has determined to accept. Respondents admit the facts set forth in Section III below, acknowledge that their conduct violated the federal securities laws, admit the Commission’s jurisdiction over them, and the subject matter of these proceedings, and consent to the entry of this Order, as set forth below.

III.

On the basis of the Order and Respondents' Offers, the Commission finds that:

Summary

1. This proceeding arises out of scheme to defraud. Since at least August 2013, Respondent Steven J. Muehler and his companies, Blue Coast Securities Corp. and Alternative Securities Markets Group Corp., have offered to help small businesses raise money from investors. Respondents offer to structure and prepare securities offerings, shepherd the offerings through the Commission review process, and then market the securities to the investing public. Although none of them was registered as a broker-dealer, and Respondent Muehler was not associated with a registered broker-dealer, during this time, Respondents have offered and agreed to effect securities transactions for customers over the Internet, primarily under Regulation A, in connection with proposed securities offerings.

2. To persuade small businesses to sign up for their services, Respondents rely on material misrepresentations, including false claims that they have helped other small businesses raise millions of dollars from investors, and false claims that they work with securities counsel to ensure the offerings are lawful. Respondents have also failed to disclose sanctions imposed against Respondent Muehler by state securities regulators for acting as an unregistered broker-dealer and defrauding small business customers. Through their scheme, Respondents have signed more than fifty small businesses as customers, collected more than \$250,000 in fees, and acquired common stock from their customers as part of payment for their services.

Respondents

3. Steven J. Muehler ("Muehler"), age 40, resides in Marina Del Rey, California. He is not registered with the Commission in any capacity and is not associated with a registered broker-dealer. He founded ASMG and Blue Coast and was fully responsible for their operations at all relevant times. In April 2009, the Minnesota Department of Commerce issued a cease and desist order against Muehler and a Muehler-controlled company, ordering them to cease and desist from fraudulent conduct in the offer of unregistered securities and from acting as an unregistered broker-dealer in Minnesota. In August 2010, the California Department of Corporations found that Muehler and a Muehler-controlled entity had offered unregistered securities to at least one investor in California and ordered them to desist and refrain from doing so.

4. Alternative Securities Markets Group Corporation ("ASMG"), also known as Alternative Securities Markets Group, is a California corporation located in Marina Del Rey, California. It is not registered with the Commission in any capacity and was owned, operated, and controlled by Muehler at all relevant times. Although ASMG was incorporated in October 2014, Muehler used the name to do business as early as April 2014.

5. Blue Coast Securities Corp. ("Blue Coast"), dba GlobalCrowdTV, Inc. and Blue Coast Banc, is a California corporation located in Marina Del Rey, California. It is not registered

with the Commission in any capacity and was owned, operated, and controlled by Muehler at all relevant times.

IDENTIFICATION AND SOLICITATION OF ISSUER CUSTOMERS

6. Since at least August 2013, Muehler has been in the business of offering to help small business customers raise money from investors through Blue Coast and ASMG. Prior to April 2014, Muehler marketed his services using Blue Coast, which, at times, he operated using the names “GlobalCrowdTV, Inc.” and “Blue Coast Banc.” Muehler began marketing his services under the name of ASMG in approximately April 2014. Blue Coast and ASMG, however, are merely the most recent iterations of Muehler’s unregistered broker-dealer business, which he has operated using various entity names since at least 2008.

7. Muehler identifies potential customers on crowdfunding websites and sends unsolicited emails offering to help them raise money from investors. Small business owners who express interest receive marketing materials and follow-up calls from Muehler. Respondents also market themselves to prospective customers through Internet posts, web-based press releases, and sophisticated-looking websites they control, such as www.alternativesecuritiesmarket.com (the “Website”). The Website describes the “Alternative Securities Market” as the “First Primary and Secondary Market for Regulation A, Regulation S and Regulation D Securities,” and Muehler has used the Website to advertise the “financial services” that ASMG offers to issuers and investors, including “Initial Public Offerings” and “ASM Listing Broker” services.

BROKER-DEALER SERVICES OFFERED TO SMALL BUSINESSES

8. Although none of the Respondents was registered as a broker-dealer, and Muehler was not associated with a registered broker-dealer, during the relevant period of misconduct, Respondents have held themselves out as broker-dealers that provide broker-dealer services and other “issuer services.” For the stated purpose of helping customers raise capital from investors, Respondents have offered to:

- list securities for sale on the “Alternative Securities Market” and “BlueCoastBanc.com”;
- structure the terms of proposed offerings;
- prepare offering memoranda and registration statements;
- help customers qualify to sell securities under Regulation A;
- ensure proposed offerings comply with all applicable laws;
- market the offered securities to potential investors, including registered investment advisers and venture capitalists;
- identify and screen potential investors;

- provide an online portal for investors to purchase customers' securities;
- handle investor payments online;
- transfer and hold digital stock certificates;
- purchase customers' securities not sold to investors; and
- provide a secondary market for customers' securities.

ADDITIONAL BROKER-DEALER ACTIVITY

9. In addition to offering broker-dealer services to prospective customers, Respondents have undertaken significant efforts to effect securities transactions between their issuer customers and investors, including helping issuers structure the terms of proposed offerings.

10. Respondents have advertised the proposed offerings as well, including on the Website and through Internet-based press releases. A press release that Muehler circulated on the Internet in July 2014, for instance, lists twenty-seven "IPOs" scheduled for the Alternative Securities Market in August and September 2014, and states that ASMG "expects the securities of Companies listed on the Alternative Securities Market to become quoted on the OTCQB, OTCQX or the NASDAQ Capital Markets within approximately one to four years of IPO or Listing on the Alternative Securities Market." The version of the Website that was available to the public in July 2014, and which Muehler marketed to investors over the Internet, provided a webpage for each customer that listed the terms of the proposed offering, included a link to the customer's offering statement, and included an "INVEST" button that led to an investor login page. As of at least June 2015, the Website listed eighteen companies as purportedly available for "trading" on the Alternative Securities Market.

11. Respondents have also marketed their customers' securities in promotional videos made available to the public on the Website and YouTube, in which Muehler recommended specific offerings to potential investors and directed them to the Website to invest. In a video for at least one customer, Muehler stated that the customer's securities were already available for sale on the Alternative Securities Market to accredited investors and would be available to all investors upon qualification under Regulation A.

12. Respondents also solicit potential investors to participate on the Alternative Securities Market and have taken steps to register and screen investors for appropriate investments. For example, in one promotional video for the Alternative Securities Market, Muehler explained to potential investors that they can trade securities through ASMG as they could on "e*trade." As of August 2014, Muehler estimated that a hundred potential investors had expressed interest in participating on the Alternative Securities Market, including by signing up on the Website and contacting ASMG via email. Respondents also received accreditation information from investors they solicited.

CUSTOMER AGREEMENTS AND TRANSACTION-BASED COMPENSATION

13. Through “Listing & Direct Public Offering And Marketing Agreements” with customers (the “Customer Agreements”), Respondents offer their broker-dealer services in return for up-front fees, monthly fees, a percentage of the funds raised, and an equity stake in each issuer, the size of which depends on the offering’s success. In some instances, Respondents have received a vested right to common stock from a customer upon signing a Customer Agreement, along with the right to receive more common stock if the offering is successful. In some instances, Respondents have taken an additional stake in an offering’s success by agreeing to purchase any of the customer’s newly issued securities not sold to investors.

RESPONDENTS’ FALSE AND FRAUDULENT STATEMENTS, OMISSIONS AND DECEITFUL CONDUCT

14. To encourage small business owners to sign with them and, thus, to obtain fees, common stock, and other compensation, Respondents have made false and misleading statements and omissions, and engaged in other deceptive practices, including misrepresentations that Muehler made personally in telephone conversations and emails. Examples include:

- falsely stating that Respondents have helped customers raise millions of dollars from investors;
- falsely stating that ASMG is a registered broker-dealer firm;
- falsely stating that Respondents were working with securities counsel to ensure the lawfulness of the proposed offerings;
- using “Legal@asmmarketsgroup.com” and references to ASMG’s “Legal Dept.” to create the false impression that ASMG has in-house counsel;
- falsely describing ASMG as an established financial services company with the ability to make multi-million-dollar loans;
- agreeing to use investment funds controlled by Muehler to purchase securities not sold to investors without disclosing that the funds had neither assets nor a reasonable expectation of having assets to satisfy the guarantees;
- falsely stating that customer fees are used to pay SEC filing fees and that the SEC plans to dramatically increase its filing fees; and
- assuring issuer customers that Regulation A qualification for their offerings is forthcoming despite notice of significant deficiencies in the offering statements on file.

15. Respondents also misled prospective customers by emphasizing their experience raising millions of dollars for small businesses through exempt offerings, and promising to do the same for prospective customers, without disclosing that Muehler's experience includes being disciplined by state securities regulators for promoting unregistered securities and defrauding the issuers of those securities. In April 2009, the Minnesota Department of Commerce ordered Muehler and a Muehler-controlled company to cease and desist from engaging in fraudulent conduct in offering securities and from acting as an unregistered broker-dealer in Minnesota. The order states that Muehler offered to solicit investors for customers who were attempting to start new businesses; offered unregistered securities to investors; acted as an unregistered broker-dealer; and "engaged in fraudulent and deceptive practices by failing to return advance fees that were obtained from customers under the premise that the fees were refundable." In August 2010, the California Department of Corporations concluded that Muehler and another Muehler-controlled entity had offered unregistered securities to at least one investor in California and ordered them to desist and refrain from doing so.

VIOLATIONS

16. As a result of the conduct described above, Respondents willfully violated Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, which make it unlawful to employ any manipulative or deceptive devices in connection with the purchase or sale of securities.

17. As a result of the conduct described above, Respondents willfully violated Section 15(a)(1) of the Exchange Act, which makes it unlawful for any broker or dealer to use the mails or any other means of interstate commerce to "effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security" unless that broker or dealer is registered with the Commission in accordance with Section 15(b) of the Exchange Act.

IV.

In view of the foregoing, the Commission deems it appropriate, in the public interest to impose the sanctions agreed to in Respondents' Offers.

Accordingly, pursuant to Sections 15(b) and 21C of the Exchange Act, it is hereby ORDERED that:

A. Respondents cease and desist from committing or causing any violations and any future violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and Section 15(a) of the Exchange Act.

B. Pursuant to Section 15(b)(6) of the Exchange Act, Respondent Muehler is hereby:

barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization;

C. Pursuant to Section 21C(f) of the Exchange Act, Respondent Muehler is hereby:

prohibited from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act, or that is required to file reports pursuant to Section 15(d) of the Exchange Act.

D. Pursuant to Section 15(b)(6) of the Exchange Act, each of the Respondents is hereby:

barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

E. Any reapplication for association by Respondent Muehler will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, the satisfaction of any or all of the following: (a) any disgorgement ordered against the Respondents, whether or not the Commission has fully or partially waived payment of such disgorgement; (b) any arbitration award related to the conduct that served as the basis for the Commission order; (c) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission order; and (d) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission order.

F. Respondents shall, within 30 days of the entry of this Order, pay, jointly and severally, disgorgement of \$252,031.39 and prejudgment interest of \$2,551.02 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to SEC Rule of Practice 600.

G. Respondent Muehler shall, within 30 days of the entry of this Order, pay a civil money penalty in the amount of \$160,000.00 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). If timely payment is not made, additional interest shall accrue pursuant to 31 U.S.C. §3717.

H. Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or

- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

I. Payments by check or money order must be accompanied by a cover letter identifying Muehler, ASMG, and Blue Coast as Respondents in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to Alka Patel, Division of Enforcement, Securities and Exchange Commission, 444 S. Flower Street, Suite 900, Los Angeles, CA 90071.

J. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondents agree that in any Related Investor Action, they shall not argue that they are entitled to, nor shall they benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondents' payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondents agree that they shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondents, or any of them, by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

It is further Ordered that, for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19).

By the Commission.

Brent J. Fields
Secretary

