



Globe Life – SEC Enforcement Confirms Active Investigation

The SEC Division of Enforcement has confirmed that Globe Life is subject to a formal, active, and ongoing investigation.

PLEASE READ IMPORTANT DISCLAIMER – PAGE 3

June 27, 2024 – On June 20, 2024, the SEC FOIA office responded to a Viceroy instigated appeal to disclose any investigation and communication records between the regulator and Globe Life. Our appeal for these records was unsuccessful on the basis that Globe Life is under formal, active and ongoing investigation by the SEC’s Division of Enforcement.

I have also determined that the FOIA Officer correctly asserted Exemption 7(A) to withhold the requested records.⁵ There is a two-step test to determine whether information is protected under Exemption 7(A), whether: (1) a law enforcement proceeding is pending or prospective, and (2) release of information about it could reasonably be expected to cause some articulable harm.⁶ We have confirmed with Division of Enforcement staff that the investigation from which you seek records is still active and ongoing.⁷

Figure 1 – SEC FOIA Appeal Response

The SEC nevertheless confirmed the existence of responsive records in relation to our request, and that the release of this information could reasonably be expected to interfere with an active and ongoing investigation.

In responding to your request, FOIA Office reviewed computer indices for investigations and contacted Division of Enforcement staff that perform enforcement functions relevant to the company for which you seek records. Enforcement staff confirmed the existence of responsive records concerning Globe Life, Inc. You have not identified any other systems SEC divisions or offices FOIA Office staff should have searched, and I am not aware of any other systems or SEC divisions or offices that would have the investigative records you seek. Accordingly, the search conducted was reasonable and adequate.

I have also determined that the FOIA Officer correctly asserted Exemption 7(A) to withhold the requested records.⁵ There is a two-step test to determine whether information is protected under Exemption 7(A), whether: (1) a law enforcement proceeding is pending or prospective, and (2) release of information about it could reasonably be expected to cause some articulable harm.⁶ We have confirmed with Division of Enforcement staff that the investigation from which you seek records is still active and ongoing.⁷

Further, under Exemption 7(A), an agency may withhold records if they come within categories of records whose disclosure would generally interfere with enforcement proceedings.⁸ We have confirmed with Division of Enforcement staff that the documents you seek come within categories whose disclosure could be reasonably expected to cause harm to the ongoing and active enforcement proceedings because, among other things, individuals and entities of interest in the underlying investigation could fabricate evidence, influence witness testimony and/or destroy or alter certain documents.⁹ Public release of the records sought could also hinder the ongoing investigation by revealing cooperating witnesses and exposing the scope of the underlying investigation.¹⁰

I have also considered whether partial disclosure of the withheld information is possible, but have determined that it is not because such a disclosure would not be consistent with the purposes of Exemption 7(A).¹¹

Figure 2 – SEC FOIA Appeal Response

We have attached a copy of the SEC FOIA appeal response to this report.

Viceroy’s inquiries requested the following records:

- Correspondence regarding Globe Life,
- Wells notices
- Subpoenas
- Orders of formal investigation
- Any other relevant documents and reports.



Globe Life's management has disclosed its interactions with the SEC as "a preliminary, informal inquiry". This is false.

Item 8.01 Other Events.

In response to recent inquiries, Globe Life Inc. ("Globe Life" or the "Company") announces that it has received a preliminary, informal inquiry from the SEC's Fort Worth Regional Office requesting information related to recent short seller reports making allegations about the Company. Globe Life intends to fully cooperate with the SEC. At this time, the SEC has not notified the Company that it is conducting a formal investigation, asserted any claims against the Company, or indicated that it intends to do so. While no assurances can be made, at present management does not believe that it is reasonably possible or probable that this matter will result in a material loss.

Figure 3 – Globe Life Form 8-K dated May 21, 2024

We reiterate that Globe Life's management team has no intention of being transparent with shareholders. Currently: Globe Life's management is ostracizing countless victims of sexual assault, racism, misogyny, and workplace bullying while taking abusers for holidays in Hawaii.

Dismissing the board is not a difficult decision.

The problems for Globe Life will not go away, no matter how much management pretends that they do not exist. We delayed the publication of this document to see if the company would make any disclosure whatsoever to inform the market of these developments: they did not.

Background

On May 16, 2024, Viceroy published the SEC's response to Viceroy's preliminary Freedom of Information Act (FOIA) request. The response was withheld due to Exemption 7(A) which "protects from disclosure records compiled for law enforcement purposes".

This report can be found here:

<https://viceroyresearch.org/2024/05/16/globe-life-foia-update/>



Attention: Whistleblowers

Viceroy encourage any parties with information pertaining to misconduct within [company], its affiliates, or any other entity to file a report with the appropriate regulatory body.

We also understand first-hand the retaliation whistleblowers sometimes face for championing these issues. Where possible, Viceroy is happy act as intermediaries in providing information to regulators and reporting information in the public interest in order to protect the identities of whistleblowers.

You can contact the Viceroy team via email on viceroy@viceroyresearch.com.

About Viceroy

Viceroy Research are an investigative financial research group. As global markets become increasingly opaque and complex – and traditional gatekeepers and safeguards often compromised – investors and shareholders are at greater risk than ever of being misled or uninformed by public companies and their promoters and sponsors. Our mission is to sift fact from fiction and encourage greater management accountability through transparency in reporting and disclosure by public companies and overall improve the quality of global capital markets.

Important Disclaimer – Please read before continuing

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

OFFICE OF THE
GENERAL COUNSEL

Stop 9613

June 20, 2024

Via electronic mail

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Re: Appeal, Freedom of Information Act Request No. [REDACTED], designated on appeal as No. [REDACTED]

Dear [REDACTED]

This responds to your Freedom of Information Act (FOIA) appeal of the FOIA Officer's decision regarding your [REDACTED] FOIA request for certain investigative records concerning Globe Life, Inc. that the Commission may have generated since January 1, 2024.¹ By letter dated May 15, 2024, the FOIA Officer denied your request pursuant to FOIA Exemption 7(A). On [REDACTED], the FOIA Office received this appeal challenging the FOIA Office's search and its invocation of Exemption 7(A). I have considered your appeal, and it is denied.

The question raised by a challenge to the adequacy of a search is "whether the search was reasonably calculated to discover the requested documents, not whether it actually uncovered every document extant."² "[T]he adequacy of a FOIA search is generally determined not by the

¹ The requested records were described as: (1) correspondence sent to and/or received by the registrant; (2) correspondence sent to and/or received by third parties related to the registrant; (3) Wells notices; (4) subpoenas; (5) orders of formal investigation and any supplemental orders; and (6) opening and closing reports and recommendations, including "case closing recommendation," "matter under inquiry summary," "investigation summary," and/or similar documents and/or reports.

² *SafeCard Services, Inc. v. SEC*, 926 F.2d 1197, 1202 (D.C. Cir. 1991); *see also In re: Clinton*, 973 F.3d 106, 116 (D.C. Cir. 2020) ("[A]n agency responding to a FOIA request is simply required to conduct a search *reasonably calculated* to uncover all *relevant documents*." (internal quotations omitted)); *Amadis v. Dep't of State*, 971 F.3d 364, 368 (D.C. Cir. 2020) (a reasonable search is one that is calculated to locate responsive documents); *DiBacco v. Dep't of the Army*, 926 F.3d 827, 832-33 (D.C. Cir. 2019) (agency's "search efforts [must be] reasonable and logically organized to uncover relevant documents but [] need not knock down every search design advanced by every requester") (internal quotations omitted).

fruits of the search, but by the appropriateness of the methods used to carry out the search.”³ Further, “there is no requirement that an agency search every record system.”⁴

In responding to your request, FOIA Office reviewed computer indices for investigations and contacted Division of Enforcement staff that perform enforcement functions relevant to the company for which you seek records. Enforcement staff confirmed the existence of responsive records concerning Globe Life, Inc. You have not identified any other systems SEC divisions or offices FOIA Office staff should have searched, and I am not aware of any other systems or SEC divisions or offices that would have the investigative records you seek. Accordingly, the search conducted was reasonable and adequate.

I have also determined that the FOIA Officer correctly asserted Exemption 7(A) to withhold the requested records.⁵ There is a two-step test to determine whether information is protected under Exemption 7(A), whether: (1) a law enforcement proceeding is pending or prospective, and (2) release of information about it could reasonably be expected to cause some articulable harm.⁶ We have confirmed with Division of Enforcement staff that the investigation from which you seek records is still active and ongoing.⁷

Further, under Exemption 7(A), an agency may withhold records if they come within categories of records whose disclosure would generally interfere with enforcement proceedings.⁸ We have confirmed with Division of Enforcement staff that the documents you seek come within categories whose disclosure could be reasonably expected to cause harm to the ongoing and active enforcement proceedings because, among other things, individuals and entities of interest

³ *Iturralde v. Comptroller of the Currency*, 315 F.3d 311, 315 (D.C. Cir. 2003).

⁴ *Oglesby v. Dep’t of the Army*, 920 F.2d 57, 68 (D.C. Cir. 1990).

⁵ Exemption 7(A) authorizes the withholding of “records or information compiled for law enforcement purposes, but only to the extent that production of such law enforcement records or information ... could reasonably be expected to interfere with enforcement proceedings.” 5 U.S.C. § 552(b)(7)(A).

⁶ See, e.g., *NLRB v. Robbins Tire & Rubber Co.*, 437 U.S. 214, 224 (1978) (holding that the government must show how records “would interfere with a pending enforcement proceeding”); *Juarez v. Dep’t of Justice*, 518 F.3d 54, 58-59 (D.C. Cir. 2008) (explaining that government must show that its ongoing law enforcement proceeding could be harmed by premature release of evidence or information).

⁷ See *OKC Corp. v. Williams*, 489 F. Supp. 576 (N.D. Tex. 1980) (SEC is not required to disclose requested materials directly tied to a pending investigation); *Nat’l Pub. Radio v. Bell*, 431 F. Supp. 509, 514-15 (D.D.C. 1977) (Congress intended that Exemption 7(A) would apply where disclosure may impede any necessary investigation prior to court proceedings); *Robbins Tire*, 437 U.S. at 232 (Congress intended that Exemption 7(A) would apply “whenever the Government’s case in court ... would be harmed by the premature release of evidence or information.”); *Accuracy in Media, Inc. v. U.S. Secret Service*, C.A. No. 97-2108, 1998 U.S. Dist. Lexis 5798 at 11 (D.D.C. April 16, 1998) (affirmation that there is an active and on-going investigation is enough); *Marzen v. HHS*, 632 F. Supp. 785, 805 (N.D. Ill. 1985) (concluding that Exemption 7(A) prohibits disclosure of law enforcement records when their release “would interfere with enforcement proceedings, pending, contemplated, or in the future”), *aff’d*, 825 F.2d 1148 (7th Cir. 1987).

⁸ *Robbins Tire*, 437 U.S. at 236; see also *Solar Sources, Inc. v. United States*, 142 F.3d 1033, 1038 (7th Cir. 1998) (“the Government may justify its withholdings by reference to generic categories of documents”).

in the underlying investigation could fabricate evidence, influence witness testimony and/or destroy or alter certain documents.⁹ Public release of the records sought could also hinder the ongoing investigation by revealing cooperating witnesses and exposing the scope of the underlying investigation.¹⁰

I have also considered whether partial disclosure of the withheld information is possible, but have determined that it is not because such a disclosure would not be consistent with the purposes of Exemption 7(A).¹¹

Please be aware that my decision to affirm the FOIA Officer's assertion of Exemption 7(A) should not be construed as an indication by the Commission or its staff that any violations of law have occurred with respect to any person, entity, or security. As Exemption 7(A) precludes the release of the information at this time, no determination has been made concerning the applicability of any other FOIA exemptions. The Commission reserves the right to review the information to assert any other exemption when Exemption 7(A) is no longer applicable.¹²

You have the right to seek judicial review of my determination by filing a complaint in the United States District Court for the District of Columbia or in the district where you reside or have your principal place of business.¹³ Voluntary mediation services as a non-exclusive alternative to litigation are also available through the National Archives and Records

⁹ See *Robbins Tire*, at 232 (Congress intended that Exemption 7(A) would apply "whenever the Government's case in court ... would be harmed by the premature release of evidence or information.").

¹⁰ See, e.g., *Shannahan v. IRS*, 672 F.3d 1142, 1150 (9th Cir. 2012) (the use of Exemption 7(A) was proper where agency explained harm to ongoing investigation by showing that release could reveal identity of confidential informants and thus hinder other individuals from cooperating, violate terms of an international agreement, and expose scope of investigation); *Citizens for Responsibility & Ethics in Wash. v. Nat'l Indian Gaming Comm'n*, 467 F. Supp. 2d 40, 52 (D.D.C. 2006) (release of records regarding alleged misuse of tribal gaming revenues during investigation could allow targets to ascertain direction of investigations, to identify potential charges to be brought, and to expose state and nature of current investigations, thereby undermining federal investigations); *Suzhou Yuanda Enter. Co. v. Customs and Border Prot.*, 404 F. Supp. 2d 9, 14 (D.D.C. 2005) (release of information "would interfere with an agency investigation [by] informing the public of the evidence sought and scrutinized by this type of investigation"); *Elec. Privacy Info. Ctr. v. DHS*, 384 F. Supp. 2d 100, 119 (D.D.C. 2005) ("release of this information could undermine the effectiveness" of agency's investigation); *Judicial Watch v. Dep't of Justice*, 306 F. Supp. 2d 58, 75-76 (D.D.C. 2004) (release of documents during course of investigation could damage agency's ability to obtain information); *Lynch v. Dep't of the Treasury*, 210 F.3d 384, at *2 (9th Cir. 2000) (unpublished table decision) (agency declarations "made clear" that release of records could harm "efforts at corroborating witness statements . . . alert potential suspects . . . [and] interfere with surveillance"); *Solar Sources*, 142 F.3d at 1039 (disclosure could interfere by revealing "scope and nature" of investigation); *Amnesty Int'l v. CIA*, 728 F. Supp. 2d 479, 526-27 (S.D.N.Y. 2010) (disclosure of information in open investigations would reveal what individuals and activities were under investigation, what evidence had been collected, and compromise confidentiality of investigation; such disclosures were "precisely the kind of interference that Congress . . . want[ed] to protect against" (quoting *Robbins Tire*, at 247)).

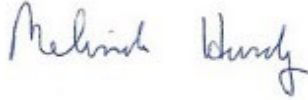
¹¹ I further find that it is reasonably foreseeable that disclosure of the withheld records would harm interests protected by Exemption 7(A) because such a disclosure could compromise ongoing enforcement proceedings.

¹² See *LeForce & McCombs, P.C. v. Dep't of Health and Human Services*, Case No. Civ-04-176-SH (E.D. Okla. Feb. 3, 2005) (an agency does not waive the right to invoke exemptions by not invoking such exemption during the administrative processing of a FOIA request).

¹³ See 5 U.S.C. § 552(a)(4)(B).

Administration's Office of Government Information Services (OGIS). For more information, please visit www.archives.gov/ogis or contact OGIS at ogis@nara.gov or 1-877-684-6448. If you have any questions concerning my determination, please contact Mark Tallarico, Senior Counsel, at 202-551-5132.

For the Commission
by delegated authority,

A handwritten signature in blue ink that reads "Melinda Hardy". The signature is written in a cursive style.

Melinda Hardy
Assistant General Counsel for
Litigation and Administrative Practice