

December 26, 2025

VIA FORM TCR TRANSMISSION

U.S. Securities and Exchange Commission
Office of the Whistleblower
100 F Street, N.E.
Washington, D.C. 20549

Re: Supplemental Complaint – Daily Journal Corporation (NASDAQ: DJCO)
TCR No. [17535-452-459-469, 17532-990-865-245]; Request to Investigate Violation of
Rule 21F-17(a)

Dear Sir or Madam:

I write on behalf of Buxton Helmsley USA, Inc. (“Buxton Helmsley” or “we”) to supplement our pending complaint (TCR No. [17535-452-459-469, 17532-990-865-245]) and to request that the Commission investigate the Daily Journal Corporation (“DJCO” or the “Company”) for violation of Rule 21F-17(a) of the Securities Exchange Act of 1934.

I. BACKGROUND.

Since July 2025, Buxton Helmsley has submitted multiple tips and complaints to the Commission’s Enforcement Division regarding securities law violations at DJCO, including:

- Active and long-running violations of Section 16(a) of the Exchange Act by all of the Company’s directors and officers, with delinquencies ranging from 18 months to over seven years;
- Potential violations of Regulation FD arising from the Company’s failure to disclose its engagement of an independent consultant to investigate accounting practices after receiving our initial July 2025 correspondence;
- A falsely dated Form 8-K filed July 29, 2025, which states on its cover page that the “Date of Earliest Event Being Reported” is July 28, 2025, while the body of the same filing references events occurring on July 14, 2025;
- Apparent violations of Generally Accepted Accounting Principles (“GAAP”) under ASC 985-20, which requires capitalization of software development costs after technological feasibility is established; and
- Violations of Regulation S-X arising from the Company’s failure to separately disclose research and development expenses despite admitting such expenses are “significant”, and therefore admittedly indisputably material, requiring separate

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disclosure so investors can understand how “significant of dollars” are being spent on research and development. That issue is completely separate from the GAAP issue, obviously.

We have also filed a complaint with the Public Company Accounting Oversight Board regarding the audit failures of Baker Tilly US, LLP, the Company’s independent auditor, and a complaint with the California State Bar regarding the professional conduct of Audit Committee Chair John B. Frank, Esq., Vice Chairman of Oaktree Capital.

Our complaints are well-documented and based on publicly available SEC filings. Indeed, DJCO has now admitted that certain of our allegations—specifically, the Section 16(a) violations by its directors and officers—are “*true*.” *See Exhibit A* (DJCO Press Release dated December 26, 2025), at p. 4.

II. DJCO’S RETALIATORY CONDUCT.

On December 26, 2025—the day after Christmas—DJCO issued a press release via GlobeNewswire that is plainly intended to intimidate Buxton Helmsley and deter further communications with the Commission and shareholders. The press release:

1. Publicly accuses Buxton Helmsley and its CEO, Alexander E. Parker, of criminal conduct, characterizing our shareholder advocacy and regulatory complaints as a “shakedown,” a “transparent hustle,” and “extortion.”
2. Announces that DJCO has “referred” Buxton Helmsley and Mr. Parker to “federal and state authorities for consideration of criminal prosecution.”
3. Attacks the credibility of Buxton Helmsley, Mr. Parker, and its nominees with demonstrably false statements about our qualifications and the substance of our allegations, even as they are admitting they are “*true*.”
4. Names and pressures Mr. Parker’s associates and board nominees—Rumbizai Bwerinofa-Petrozzello CPA, CFF, CFE, Weiye In, and myself—in an apparent attempt to intimidate them into abandoning the proxy contest to restore a Board running afoul of countless securities laws, with one Audit Committee member (Rasool Rayani) telling Buxton Helmsley that securities laws like Rule 16(a) are the “flimsiest of technicalities.” Apparently, the rest of the Board thinks the same. They clearly bucket those laws with the accounting standards, is all we can see.

The press release was issued in direct response to Buxton Helmsley’s communications with the Commission and other regulatory bodies. The timing is unmistakable: the retaliatory attack came immediately after we filed a complaint with the California State Bar on December 22, 2025 (against John B. Frank), and sent correspondence to the Company’s new CFO on December 19, 2025, warning of potential criminal liability under 18 U.S.C. § 1350 for signing a Form 10-K with known independent GAAP and Regulation S-X violations, since the CEO that had misinterpreted information on a Form 3 in an apparent

attempt to conceal a dual-Form 4 violation, attempting to cram both violations into one form to obscure.

This conduct is designed to chill Buxton Helmsley's continued communications with the Commission and other regulators, and to deter other shareholders, employees, or whistleblowers from speaking amongst each other about concerns of violations of securities laws, undisclosed violations of Codes of Ethics, and the need to intervene if such violations of laws and ethics are not cured.

III. RULE 21F-17(a) VIOLATION.

Rule 21F-17(a) provides:

“No person may take any action to impede an individual from communicating directly with the Commission staff about a possible securities law violation, including enforcing, or threatening to enforce, a confidentiality agreement...with respect to such communications.”

The rule's prohibition on “any action to impede” is deliberately broad. While the rule expressly addresses confidentiality agreements, its language is not limited to that context. The Commission has stated that Rule 21F-17 “prohibit[s] any efforts to impede individuals from communicating directly with the Commission staff about a possible securities law violation”; or attempting to come to the Commission staff in a group requiring to be banded together, to make sure an issuer got the Commission's attention for a case much worse than companies attempting to intimidate unions from forming, but Board members and managements attempting to destroy whistleblowers to retain cover questionable accounting practices and endless violations of securities laws, as if they entirely cannot comprehend the disclosure obligations of a public company to ensure fair and accurate markets; again, DJCO's Audit Committee members admitting to viewing federal securities laws “flimsy technicalities.”

DJCO's conduct constitutes a textbook effort to impede whistleblower communications with the SEC and with potential whistleblower-to-whistleblower communications. Attempting to even possibly obstruct justice, even when the initial financial reporting errors, Section 16(a) violations, and others were likely just an honest mistake, and in this case, positively resulting in an understatement of asset and equity value, doesn't seem to be adverse to investor interests. Just as market values of securities are inflated when equity values are overstated, they are just as artificially depressed when investors who do not understand accounting cannot determine where material information is disclosed to shareholders in financial statements. GAAP serves to protect those very shareholders, and we have observed that many, even large shareholders, do not have someone on their team capable of detecting problematic information lurking within financial statements that misleads investors. We are very sure DJCO's Journal Technologies software assets are

worth more than \$0 (See ASC 985-20 violation explanation on p. 1 of the letter to DJCO CFO Erik Nakamura, dated December 19, 2025).

- **Public Accusation of Criminal Conduct:** Publicly branding a whistleblower a criminal—and announcing a referral for prosecution—sends an unmistakable message: if you report this company’s clear violations of accounting standards and securities laws (again, those DJCO’s Audit Committee members regard as “the flimsiest of technicalities”), we will attempt to destroy you.
- **Attacks on Credibility:** The press release contains demonstrably false statements about Buxton Helmsley’s qualification and the substance of its allegations, designed to undermine the credibility of our regulatory complaints.
- **Pressure on Associates:** By naming Mr. Parker’s board nominees and associates, DJCO is attempting to isolate the whistleblower and pressure others to distance themselves from him.
- **Chilling Effect:** The message to any shareholder, employee, or market participant who might consider communicating with the Commission about DJCO’s ongoing compliance failures is clear: we will publicly accuse you of crimes and refer you for prosecution.

The retaliatory nature of DJCO’s conduct is confirmed by its own admissions. In the same press release where DJCO accuses Buxton Helmsley of criminal conduct, DJCO admits that our Section 16(a) violation allegations are “*true*”. A company that admits its accuser is correct about the underlying violations cannot credibly claim that the accuser is a criminal extortionist for reporting these violations and pressuring remediation “*without regard for compensation*”.

IV. REQUEST FOR INVESTIGATION.

We respectfully request that the Commission:

1. Investigate DJCO’s conduct under Rule 21F-17(a), including the December 26, 2025, press release and any other actions designed to impede or chill Buxton Helmsley’s communications with the Commission or with other shareholders/whistleblowers about ongoing violations at publicly traded companies of the United States.
2. Consider this supplemental complaint in connection with our pending TCR complaints regarding DJCO’s securities law violations;
3. Take appropriate enforcement action against DJCO and any individuals responsible for the retaliatory conduct; and
4. Consider whether the false statements in the Company’s December 26, 2025, press release—which is a proxy solicitation document containing standard “Additional Information” and “Participants in the Solicitation” disclosures—also violate Rule 14a-9.

V. EXHIBITS.

We attach the following exhibits in support of this supplemental complaint:

Exhibit A: DJCO Press Release dated December 26, 2025;

Exhibit B: Buxton Hemsley Letter to DJCO Board dated December 13, 2025 (in this letter, Buxton Helmsley withdrawing its compensation proposal and declaring: *'Given the severity of the governance failures now evident... we have concluded that this situation requires Board reconstitution as a matter of fiduciary necessity, without regard for compensation,'* because DJCO is not an operational transformation case, but a complete internal controls breakdown, and DJCO has admitted as such over the last year through the filing of multiple NT 10-Q/K filings citing—they never actually remediate the issues, and do not know where half of them are); and

Exhibit C: Prior SEC Correspondence (documenting our communications with the Enforcement Division).

Buxton Helmsley remains committed to cooperating with the Commission in its investigation of DJCO's securities law violations. DJCO's attempt to silence us through public intimidation will not succeed. We trust the Commission will take appropriate action to protect whistleblowers and ensure that companies cannot retaliate against those who report violations to regulators with impunity.

We are available to provide any additional information the Commission may require.

Very truly yours,



Alexander E. Parker
Chairman of the Board and Chief Executive Officer
Buxton Helmsley USA, Inc.

cc: Enforcement Division, U.S. Securities and Exchange Commission

John B. Frank, Audit Committee Chair, Daily Journal Corporation

Board of Directors, Daily Journal Corporation

Brian Cardile, Corporate Secretary, Daily Journal Corporation

Baker Tilly US, LLP

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Attn: Daily Journal Corporation Audit Engagement Partner

Daily Journal Corporation Audit Quality Review Partner