

BUXTON HELMSLEY

December 29, 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: Second Supplemental Complaint – Daily Journal Corporation (NASDAQ: DJCO)
TCR No. [17668-666-546-575, 17668-125-799-623, 17535-452-459-469, 17532-990-865-245]; Additional Violations Identified and Anticipated

Dear Sir or Madam:

This letter supplements our submissions of December 26 and December 27, 2025 (TCR Nos. referenced in subject line). We write to report an additional Rule 14a-9 violation arising from the Form 8-K filed earlier today, December 29, 2025, by the Daily Journal Corporation (the “Company” or “DJCO”).

Background.

On December 26, 2025, the Company issued a press release publicly accusing Buxton Helmsley of “extortion” and a “shakedown,” announcing a referral for criminal prosecution. The Company knew these accusations were false when it made them.

Our December 13, 2025, letter, which the Company received, and which the Company itself attached to its Form 8-K as Exhibit 99.2, expressly withdrew a previously contingent compensation proposal (whereby Buxton Helmsley’s nominees would only fare as well as shareholders, if elected—turning down compensation). That letter stated that the Company’s internal controls breakdown was so severe that we would pursue board reconstitution “without regard for compensation.” Those are the exact words: “*without regard for compensation*.” The Company had this letter in its files when it accused us of extortion. It published a press release alleging we were shaking them down for money, despite possessing written proof, in our own words, that we had disclaimed any interest in money thirteen days earlier.

Extortion requires a demand for something of value. We demanded nothing but compliance and oversight. The Company knew we demanded nothing. The accusation was not a mistake or a mischaracterization—it was a knowing falsehood, published to shareholders and disseminated via *GlobeNewswire*, designed to poison our proxy solicitation and deter shareholders from supporting our nominees.

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The press release also stated that the Company was “releasing *all of Mr. Parker’s recent correspondence*” so that “shareholders can review his claims and tactics for themselves.”

Today, the Company filed a Form 8-K attaching selected Buxton Helmsley correspondence as Exhibits 99.2 through 99.13. The Form 8-K is marked as “Soliciting material pursuant to Rule 14a-12 under the Exchange Act.” The statement that the Company was releasing “all” of Mr. Parker’s correspondence was false when made and remains false. The Company’s selective disclosure of correspondence, while claiming to release “all” of it, constitutes a material misstatement in proxy solicitation material in violation of Rule 14a-9.

As an aside, the Company also filed a DEFA14A today—but the filing is simply the Form 8-K. The Company apparently does not understand the difference between a Form 8-K and a DEFA14A, or could not be troubled to prepare the correct form. This is the company that accuses us of making “meritless” and “error-filled” allegations about its internal controls. The Company cannot even file the correct SEC form when responding to a proxy contest. This is not an isolated incident; it is consistent with the pattern of compliance failures we have documented: years of unfiled Section 16 forms, an Audit Committee that regards federal securities laws as “flimsy technicalities,” a falsely dated Form 8-K that remained uncorrected for five months, and now the wrong form filed with the SEC during an active proxy solicitation.

Documents Omitted From the Company’s Filing.

We have conducted a systematic comparison of the exhibits attached to the Company’s Form 8-K against our complete correspondence files. The Company omitted several items of correspondence, almost all of which contain the most damaging evidence of the Company’s governance failures and its directors’ disregard for federal securities laws. The omissions are not random; they appear deliberately calculated to exclude material that contradicts the Company’s narrative.

The omitted correspondence is described below.

1. December 18, 2025 - Full Rasool Rayani Email Exchange.

The Company’s Exhibit 99.4 includes only Mr. Parker’s initial outreach email to Audit Committee member Rasool Rayani dated December 15, 2025. The Company omitted the remainder of the exchange—specifically, Mr. Rayani’s December 18 response and Mr. Parker’s December 18 rebuttal.

In his response, Mr. Rayani, a sitting member of the Audit Committee charged with overseeing the Company’s compliance with SEC reporting obligations, dismissed Section 16 of the Securities Exchange Act as “*the flimsiest of technicalities*.” This is an extraordinary statement from an Audit Committee member. Mr. Rayani’s email also revealed a fundamental

misunderstanding of Form 3 requirements; he suggested that Section 16 filings were triggered by “the first-ever shares that vested under the directors’ plan,” when in fact Form 3 is due within ten days of becoming a director, regardless of share ownership.

Mr. Parker’s response corrected this misunderstanding, explained that Form 3 establishes a baseline at the time of becoming an insider—often showing zero beneficial ownership—and noted that Mr. Rayani had put his dismissive attitude toward federal securities laws “in writing.” Mr. Parker also forwarded the exchange to Baker Tilly with commentary on “tone at the top” under the COSO Internal Control Framework, observing that an Audit Committee which dismisses federal securities law as a “flimsy technicality” is not demonstrating commitment to compliance.

The Company’s decision to include only Mr. Parker’s initial outreach, while omitting the Audit Committee member’s dismissive response, is a transparent attempt to hide the most damaging evidence of the Board’s contempt for its compliance obligations.

2. December 18, 2025 - Private Letter to DJCO Board re Additional Section 16 Violations.

This letter documented that Rasool Rayani, the third member of the Audit Committee, had never filed a Form 3 or Form 4 during his eighteen months of board service. The letter noted that the Company had recently filed remedial forms for Mr. Frank and Ms. Conlin, yet “somehow, in the course of this remediation, neither the Company, its management, its outside counsel, nor any member of the Audit Committee noticed that the third Audit Committee member had no filings at all.” The letter concluded: “This is not a clerical oversight. Compliance is a function at DJCO that clearly does not exist.”

The letter established that *every single member of the Company’s Audit Committee* has violated Section 16(a)—a fact the Company plainly wished to conceal from shareholders.

3. December 22, 2025 - Notification to John Frank of State Bar Complaint Filed.

This email notified Mr. Frank that the deadline for agreeing to remediate the Company’s compliance and oversight failures had passed and that Buxton Helmsley had filed a substantive complaint with the State Bar of California. The email stated that follow-on correspondence would be submitted if Mr. Frank “overs[aw] another violation of 18 U.S.C. section 1350, by allowing the Company to continue its ‘significant’ violations of Regulation S-X and ASC 985-20 as part of an upcoming Form 10-K filing.” All legal threats to exercise a right of requesting regulatory intervention due to such a sheer will not to comply with the laws of the United States, while DJCO’s Board now not just deceives shareholders about faulty disclosures, but even manipulates a proxy contest—we do not know how that does not constitute securities fraud (for false statements in a proxy filing, 15 U.S.C. § 78ff, 18 U.S.C. § 1001, or 18 U.S.C. § 1348). The fact that DJCO filed its press release, filled with numerous false statements of “extortion” and otherwise, was

warned of the falsities and the consequences of false statements in SEC filings, and still filed it as a DEFA14A today, we do not know what could be more worthy of SEC enforcement action.

The email also stated that the Boards of Directors of Chevron Corporation and The Beachbody Company were being notified of the circumstances, given that Mr. Frank and Ms. Conlin serve on those boards' audit committees and therefore pose an additional danger to other public investors beyond that of just DJCO. The Company omitted this correspondence because it demonstrates that the State Bar complaint was actually filed.

4. December 24, 2025 - Letter from DJCO Counsel Rejecting Books and Records Demand.

The Company omitted the December 24 letter from its outside counsel, Robert Y. Knowlton of Haynsworth Sinkler Boyd, rejecting Buxton Helmsley's books and records demand. Mr. Knowlton's letter claimed that the demand was defective because the registered shareholder name appeared as "Buxton Helmsley Inc." rather than "Buxton Helmsley USA, Inc."—a discrepancy that exists in the Company's own transfer agent records and that the Company itself could correct.

This letter is material because it demonstrates the Company's pattern of erecting procedural barriers to obstruct shareholder inspection rights during a contested proxy solicitation. The omission conceals the fact that the Company refused to produce documents that would reveal Board and Audit Committee discussions regarding the accounting and compliance issues.

5. December 24-27, 2025 - Post-Press Release Correspondence.

The Company omitted all correspondence after December 24, 2025, including:

- a) December 26 email correspondence in which Buxton Helmsley responded to the press release by stating "we will be responding in court shortly";
- b) Buxton Helmsley's December 26 six-page letter responding to the press release, which detailed the Company's continued obstruction of shareholder inspection rights and demanded compliance with Rule 14a-7 and Section 33-16-102 of the South Carolina Business Corporation Act; and
- c) Buxton Helmsley's December 27 email transmitting our SEC correspondence to the Company, the SEC's Enforcement Division, and the PCAOB, which documented the Company's Rule 14a-6(b) violation (DJCO failing to file the December 26 press release with the SEC the same day of distribution) and anticipated Rule 14a-9 violation.

By cutting off the record at December 24, the Company prevented shareholders from seeing Buxton Helmsley's contemporaneous responses to the false statements in the press release—the very responses that demonstrate the falsity of those statements. The Board promised

the release of “all” communications with Buxton Helmsley, and it cherry-picked to avoid entirely embarrassing itself, but that is the most critical of context to shareholders (i.e., the Board manipulating the proxy contest through deception).

Rule 14a-9 Violation.

Rule 14a-9 prohibits any proxy solicitation material that is “false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading.” The Company’s Form 8-K is marked as proxy solicitation material under Rule 14a-12. The press release attached as Exhibit 99.1 states that the Company is “releasing all of Mr. Parker’s recent correspondence.”

That statement is demonstrably false. The Company did not release “all” of the correspondence. The Company selectively omitted the correspondence most damaging to its narrative—including an Audit Committee member’s written dismissal of federal securities laws as “flimsy technicalities,” and documentation that every member of the Audit Committee violated Section 16(a).

The omissions are material. Shareholders evaluating the proxy contest cannot make an informed judgment about Buxton Helmsley’s governance concerns without access to the evidence supporting those concerns. A shareholder reading the Company’s characterizations—that our allegations have “no merit,” that the State Bar referral is “groundless,” that we are engaged in a “transparent hustle”—would have no way of knowing that an Audit Committee member put in writing his view that federal securities laws are trivial technicalities, or that every Audit Committee member violated Section 16(a), or that the Company’s auditor was warned in writing about these failures.

The Company cannot cure this violation by claiming it released “some” correspondence. The press release’s unambiguous statement that it was releasing “all” correspondence created the false impression of full transparency. Having made that representation, the Company was obligated to include all correspondence, or, at a minimum, to disclose that it was withholding certain items. Instead, the Company selectively disclosed correspondence that served its narrative while suppressing correspondence that contradicted it.

Request for Action.

We respectfully request that the Commission:

- 1) Add this Rule 14a-9 violation (again, we believe a potential dual violation of 15 U.S.C. § 78ff, 18 U.S.C. § 1001, or 18 U.S.C. § 1348, given such a warning prior to the filing of false statements in a DEFA14A filing) to the matters under review in connection with our pending complaints;

- 2) Require the Company to file an amended Form 8-K and DEFA14A, including all correspondence, or to file corrective disclosure acknowledging that its prior representation of releasing “all” correspondence was false;
- 3) Consider the pattern of false and misleading statements-Rule 21F-17(a) retaliation, Rule 14a-6(b) noncompliance, and now Rule 14a-9 material misstatements and omissions-in evaluating the seriousness of the Company’s disclosure failures; and
- 4) Take such other action as the Commission deems appropriate.

Exhibits.

Attached to this submission are the following exhibits (letters and emails in ZIP files containing all correspondence from December 13, 2025, forward, with all previous correspondence being located at <https://www.buxtonhelmsley.com/>):

- Exhibit A:** Daily Journal Corporation Form 8-K (December 29, 2025);
- Exhibit B:** Rasool Rayani Email Exchange (December 15-18, 2025, complete);
- Exhibit C:** Private Letter to DJCO Board re Additional Section 16 Violations (December 18, 2025);
- Exhibit D:** Notification to John Frank of State Bar Complaint Filed (December 22, 2025);
- Exhibit E:** Letter from DJCO Counsel to Buxton Helmsley (December 24, 2025);
- Exhibit F:** Buxton Helmsley Response to December 24 Letter (December 24, 2025)
- Exhibit G:** Email Correspondence with DJCO Counsel (December 26, 2025);
- Exhibit H:** Buxton Helmsley Response to December 26 Email (December 26, 2025); and
- Exhibit I:** Email to Brian Cardile (December 27, 2025).

Thank you for your attention to this matter.

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

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Attn: Daily Journal Corporation Audit Engagement Partner
Daily Journal Corporation Audit Quality Review Partner