

DAILY JOURNAL CORP  
Form DEF 14A  
December 21, 2012

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

DAILY JOURNAL CORPORATION

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(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

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4) Date Filed:

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DAILY JOURNAL CORPORATION

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
To be held February 6, 2013

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To the Shareholders of  
DAILY JOURNAL CORPORATION

The Annual Meeting of Shareholders of Daily Journal Corporation (the "Company") will be held at 949 E. 2nd Street, Los Angeles, California 90012 on Wednesday, February 6, 2013, at 10:00 a.m., Los Angeles time. The purpose of the Annual Meeting is to consider and vote upon the following matters, as more fully described in the accompanying Proxy Statement which is attached hereto and incorporated herein:

- (1) Election of a Board of Directors.
- (2) Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the current fiscal year.
- (3) Such other matters as may properly come before the meeting.

The Board of Directors has fixed the close of business on December 14, 2012 as the record date for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment thereof.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
SHAREHOLDER MEETING TO BE HELD ON FEBRUARY 6, 2013

This Notice of Annual Meeting of Shareholders, the accompanying Proxy Statement and the Company's Annual Report for the fiscal year ended September 30, 2012 may be viewed and printed from the Company's website at [proxy.dailyjournal.com](http://proxy.dailyjournal.com).

By Order of the Board of Directors

Michelle Stephens  
Secretary

December 21, 2012

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IMPORTANT

SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE ANNUAL MEETING IN PERSON ARE URGED TO DATE, FILL IN, SIGN, AND MAIL THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE,

WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.

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DAILY JOURNAL CORPORATION  
915 E. 1st Street  
Los Angeles, California 90012

PROXY STATEMENT  
FOR ANNUAL MEETING OF SHAREHOLDERS  
February 6, 2013

Your proxy in the enclosed form is solicited by the Board of Directors of the Company for use at the Annual Meeting of Shareholders to be held on February 6, 2013 at 949 E. 2nd Street, Los Angeles, California 90012 at 10:00 a.m., and at any adjournment thereof. Each properly executed proxy received prior to the Annual Meeting will be voted as directed, but, if not otherwise specified, proxies will be voted (1) for the election of the nominees for directors named in this Proxy Statement and (2) to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the current fiscal year. As to any other business which may properly come before the meeting and be submitted to a vote of shareholders, proxies received by the Board of Directors will be voted in accordance with the discretion of the holders thereof.

Each shareholder has the right to revoke his proxy at any time before it is voted. A proxy may be revoked by filing with the Secretary of the Company at 915 E. 1st Street, Los Angeles, California 90012, a written revocation or a properly executed proxy bearing a later date, or by voting in person.

The Company will bear the cost it contracts for in the solicitation of proxies. In addition to the use of the mail, proxies may be solicited by personal interview, telephone, fax or e-mail by officers, directors and other employees of the Company (none of whom will receive additional compensation therefor). The Company will also request persons, firms and corporations holding shares in their names, or in the names of their nominees, which are beneficially owned by others, to send or cause to be sent proxy materials to, and obtain proxies from, such beneficial owners, and, on request, will reimburse such holders for their reasonable expenses in so doing.

The close of business on December 14, 2012 has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting and any adjournment thereof. Shares of Common Stock, of which 1,380,746 were outstanding on December 14, 2012, are the only voting securities of the Company. A majority of the Company's outstanding shares of Common Stock as of December 14, 2012 must be represented in person or by proxy to constitute a quorum for the Annual Meeting. All shares represented in person or by proxy, regardless of the nature of the vote, the indication of abstention or the absence of a vote indication, including broker non-votes, will be counted to determine the number of shares represented at the meeting. This Proxy Statement and the enclosed form of proxy were first mailed to shareholders on or about December 21, 2012.

ELECTION OF DIRECTORS  
(Item 1 on the Proxy Card)

The Bylaws of the Company permit from three to five members on the Board of Directors. Presently, five directors serve on the Board. The directors are elected annually and serve until the next annual meeting of shareholders and the election of their successors.

The independent members of the Board of Directors have nominated for election the five nominees listed below. Shareholders have cumulative voting rights in the election of directors. This means that each shareholder has the right to cast a number of votes equal to his number of shares of Common Stock multiplied by the number of directors to be elected, and to cast all of such votes for one nominee or distribute such votes among two or more nominees as he chooses. The right to vote cumulatively is dependent on a shareholder's giving notice of his intention to cumulate his votes either to an officer of the Company in writing 48 hours before the meeting or by an announcement during the meeting before the voting for directors commences. Once such notice is given, all other shareholders entitled to vote at the meeting will be without further notice entitled to cumulate their votes. Unless otherwise instructed, the persons named in the accompanying form of Proxy will vote the proxies for the five nominees listed below, reserving the right, however, to cumulate such votes and to distribute them among the nominees at their discretion.

Directors are elected by a plurality of the votes cast by the shares entitled to vote thereon. Abstentions are not counted as votes cast in favor of any nominee. Broker non-votes (which occur when a broker or nominee does not receive voting instructions from the beneficial owner and does not have discretion under applicable rules to direct the voting of the shares, such as in the election of directors) will not affect the outcome.

The Board of Directors of the Company does not contemplate that any of the following nominees will become unavailable prior to the meeting, but if any such persons should become unavailable, proxies will be voted for such other nominees as may be selected by the Company's independent directors.

Director Nominees

Below is certain information about each nominee for election to the Company's Board of Directors:

Name	Age	Principal Occupation Last Five Years
Charles T. Munger	88	Mr. Munger has been Chairman and a director of the Company since 1977. He also serves as Vice Chairman and a director of Berkshire Hathaway Inc., a holding company with interests in insurance companies, corporations engaged in the retail sale of consumer goods, a manufacturer of premium candies, various other manufacturers, the publisher of The World Book Encyclopedia and a newspaper, the Buffalo News. Mr. Munger was also Chairman of the Board of Directors of Wesco Financial Corporation, which owns an insurance company, a furniture rental business and a specialty steel distribution company, prior to its acquisition by Berkshire Hathaway in June 2011. Mr. Munger is a director of COSTCO Wholesale Corporation, a discount merchant.

Qualifications and Skills: The Company benefits from Mr. Munger's leadership for numerous reasons, not the least of which are his experience and abilities as a successful investor, and his focus on creating long-term growth in shareholder value.



Name	Age	Principal Occupation Last Five Years
J.P. Guerin	83	<p>Mr. Guerin has been Vice Chairman and a director of the Company since 1977. Mr. Guerin is a private investor.</p> <p>Qualifications and Skills: Mr. Guerin has approximately 50 years of experience in business, working with both private and public companies. During that time, he has served on more than 20 boards of directors. The Company benefits immensely from that experience, as well as his financial expertise, which qualifies him as the Company’s “audit committee financial expert.”</p>
G e r a l d L .73 Salzman		<p>Mr. Salzman was elected to the Board of Directors and became President of the Company in 1986. Mr. Salzman also acts as Chief Executive Officer, Chief Financial Officer, Treasurer and Assistant Secretary of the Company.</p> <p>Qualifications and Skills: Mr. Salzman offers the Company a unique broad range of skills, which together are invaluable. Few individuals would be capable of serving as the principal executive officer, principal financial officer and principal accounting officer of a public corporation. Having served the Company for more than 30 years, Mr. Salzman has a deep understanding of the Company’s businesses and their evolution over time.</p>
P e t e r D .58 Kaufman		<p>Mr. Kaufman joined the Board of Directors in 2006. Mr. Kaufman is Chairman and Chief Executive Officer of Glenair, Inc., a privately held manufacturer of electrical and fiber optic components and assemblies for the aerospace industry. He has served in various capacities at that company since 1977. He was also a director of Wesco Financial Corporation until its acquisition by Berkshire Hathaway in June 2011.</p> <p>Qualifications and Skills: Mr. Kaufman has many years of practical experience as a chief executive officer, and he specializes in fostering a business culture that motivates and retains exceptional employees. His background in accounting also makes him a valuable member of the Company’s audit committee.</p>
Gary L. Wilcox	65	<p>Mr. Wilcox joined the Board of Directors in 2012. Since 2007, Mr. Wilcox has been the Chairman and CEO of Cocystal Discovery, Inc., a private therapeutic drug discovery and development company. From 1993 until 2007, he was Executive Vice President, Operations and a director of Icos Corporation, a publicly traded biotechnology company.</p> <p>Qualifications and Skills: Mr. Wilcox has extensive experience building and growing start-up ventures into successful public companies. His guidance is expected to be particularly helpful as the Company works to expand its Sustain case management software business. Mr. Wilcox has also served on other public company boards and has experience both as a CEO and as an operational executive.</p>

Proxies given without instructions will be voted FOR the nominees listed above.





## CORPORATE GOVERNANCE

The Board of Directors has determined that Messrs. Guerin, Kaufman and Wilcox are “independent” in accordance with NASDAQ Marketplace Rule 4200. Accordingly, a majority of the members of the Board of Directors are independent, as required by NASDAQ Marketplace Rule 4350(c)(1).

The Board of Directors has two standing committees: the audit committee and the compensation committee, both consisting of Messrs. Guerin, Kaufman and Wilcox. During the fiscal year ended September 30, 2012, the Board of Directors held four meetings. The audit committee and the compensation committee both held two meetings each during the fiscal year. Each director attended all of the meetings of the Board and any committee of which he was a member. The Company does not require its directors to attend the Annual Meetings of Shareholders, but all of the Company’s directors attended the 2012 Annual Meeting.

### Audit Committee

The audit committee was established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934 (the “Exchange Act”) and is responsible for assisting the Board in fulfilling its responsibilities as they relate to the Company’s accounting policies, internal controls, and financial reporting practices. The audit committee operates in accordance with a written charter that is not available on the Company’s website, but that was attached as Appendix A to the proxy statement for the 2011 Annual Meeting of Shareholders. The Board of Directors has determined that Mr. Guerin is an “audit committee financial expert,” as that term is used in Item 407 of Regulation S-K promulgated under the Exchange Act. The Board of Directors has also determined that Mr. Guerin is independent even though he falls outside the “safe harbor” definition set forth in Rule 10A-3(e)(1)(ii) under the Exchange Act because he owns in excess of 10% of the Company’s common stock. Among other things, the Board considered Mr. Guerin’s history of service and the percentage of common stock held by others, and it determined that he is not an “affiliated person” of the Company who would be ineligible to serve on the audit committee. The Board of Directors believes that each of Messrs. Guerin, Kaufman and Wilcox is independent under NASDAQ Marketplace Rule 4200, meets the criteria for independence set forth in Rule 10A-3 under the Exchange Act and satisfies the other audit committee membership requirements specified in NASDAQ Marketplace Rule 4350(d)(2)(A).

### Compensation Committee

The compensation committee is responsible for determining the compensation of the Company’s Chief Executive Officer and all of its other officers. In light of this straightforward responsibility, the compensation committee does not operate under a written charter. The compensation committee does not delegate its responsibilities. The Company’s only executive officer, Gerald L. Salzman, does not determine or recommend the amount or form of his compensation or of any director’s compensation. The compensation committee relies on its own good judgment in carrying out its duties and does not waste shareholder money on compensation consultants.

### Nominations

There is no standing nominating committee, but the Company’s independent directors are responsible for selecting nominees for election to the Board of Directors. The Company believes that its independent directors are able to fully consider and select appropriate nominees for election to the Board without operating as a formal committee or pursuant to a written charter. For this same reason, the Company does not have a formal policy by which its shareholders may recommend director candidates, but the independent directors will certainly consider candidates recommended by shareholders. A shareholder wishing to submit such a recommendation should send a letter to the Secretary of the Company at 915 E. 1st Street, Los Angeles, California 90012. The mailing envelope must contain a clear notation indicating that the enclosed letter is a “Director Nominee Recommendation.” The letter must identify the

author as a shareholder and provide a brief summary of the candidate's qualifications, as well as contact information for both the candidate and the shareholder. At a minimum, candidates for election to the Board must meet the independence requirements of NASDAQ Marketplace Rule 4200 and Rule 10A-3 under the Exchange Act. Candidates should also have relevant business and financial experience, and they must be able to read and understand fundamental financial statements. Candidates recommended by shareholders will be evaluated in the same manner as candidates recommended by anyone else, although the independent directors may prefer candidates who are personally known to the existing directors and whose reputations are highly regarded. The independent directors will consider all relevant qualifications as well as the needs of the Company in terms of compliance with NASDAQ listing standards and Securities and Exchange Commission rules.

#### Shareholder Communication with the Board of Directors

Shareholders who wish to communicate with the Board of Directors or with a particular director may send a letter to the Secretary of the Company at 915 E. 1st Street, Los Angeles, California 90012. The mailing envelope must contain a clear notation indicating that the enclosed letter is a "Shareholder-Board Communication" or "Shareholder-Director Communication." All such letters must identify the author as a shareholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual directors. The Secretary will make copies of all such letters and circulate them to the appropriate director or directors.

#### Code of Ethics

The Company has adopted a Code of Ethics that applies to all directors, officers and employees of the Company. The Code of Ethics was attached as an exhibit to the Company's annual report on Form 10-K for the fiscal year ended September 30, 2009.

#### Related Person Transactions

The Company utilizes the software consulting services of Jon Darin Salzman, the son of the Company's President, Gerald L. Salzman. In fiscal 2012, he billed the Company approximately \$91,000 for about 1,400 hours of software consulting work, and aggregate payments are expected to be at approximately the same rate in fiscal 2013. The Audit Committee approved this related party transaction for fiscal 2012 and has approved it again for fiscal 2013.

## EXECUTIVE COMPENSATION

## Summary Compensation Table

The following table sets forth compensation paid by the Company during the last two fiscal years to Gerald L. Salzman, who is the only executive officer of the Company.

Summary Compensation Table  
Annual Executive Compensation in Fiscal 2011 – 2012

	Fiscal Year	Salary	Bonus	Non-Equity Incentive Plan Compensation(1)	Total
Gerald L. Salzman	2012	\$250,000	\$400,000	\$ 936,840	\$1,586,840
Chief Executive Officer, President, Chief Financial Officer, Chief Accounting Officer, Treasurer and Assistant Secretary	2011	250,000	400,000	1,090,760	1,740,760

(1) All amounts were paid pursuant to the Company's Management Incentive Plan. Mr. Salzman has received certificates entitling him to a designated share (currently 8.2%) of the Company's income before taxes and certain other items on a consolidated basis. In fiscal 2012, Mr. Salzman received a certificate entitling him to .55% of such earnings for the current and the next nine years. (The .55% awarded in fiscal 2012 replaced an earlier awarded certificate which terminated with a final payment in fiscal 2011.) Mr. Salzman's 2012 certificate resulted in a payment of \$63,300 for fiscal 2012.

The compensation for Mr. Salzman consists of three elements: base salary, year-end bonus and participation in the Management Incentive Plan. Salary and bonus payments are primarily designed to reward current and past performance, while awards granted pursuant to the Management Incentive Plan are aimed at providing incentives for long-term future profitability of the Company. In determining the amount and form of compensation to be paid or awarded in 2012, the compensation committee considered the Company's overall performance over a period of years, rather than constructing a guideline or formula based on any particular performance measured in a single year. The compensation committee also recognized that Mr. Salzman serves in several executive capacities. Mr. Salzman currently serves as the Company's chief executive officer, president, chief financial officer, chief accounting officer, treasurer and assistant secretary.

Mr. Salzman's base salary remained \$250,000, or the same as the amounts paid in each fiscal year since 1992. Mr. Salzman received a bonus of \$400,000 in both fiscal 2012 and 2011. The compensation committee believes that the amounts of base salary (which will be continued at the same level for fiscal 2013) and bonus have been warranted by the Company's financial performance, and by Mr. Salzman's personal performance. While the compensation committee did not undertake a comparison of Mr. Salzman's compensation to amounts paid by other companies to their chief executive officers, the committee members did utilize in their determination of Mr. Salzman's compensation their collective current and past experience as directors and executive officers of numerous companies, and their subjective judgments about the performance of the Company and Mr. Salzman in light of the highly competitive market conditions in the publishing and case management software businesses.

The Company has no stock option plans, retirement plans, deferred compensation plans, disability insurance programs or traditional perquisites (other than health insurance and a life insurance policy, which are offered to all full-time

employees). It instead maintains the Management Incentive Plan, which is designed to link compensation to the performance of the Company by granting to Mr. Salzman and other participants a percentage of income before taxes, workers' compensation, supplemental compensation and extraordinary items in the current year and each of the next nine years subsequent to the grant, provided they continue working for the Company or are retired (and not competing with any of the Company's businesses) and have worked for the Company until age 65. If a participant dies while any of his or her certificates remain outstanding, future payments under those certificates will be made to the deceased participant's beneficiaries. The Management Incentive Plan has three different kinds of certificates entitling participants to a share of the Company's earnings related to their core responsibilities. Participants who work in the Company's traditional publishing business are eligible to receive "Daily Journal Non-Consolidated Certificates," while those working for Sustain are eligible to receive "Sustain Certificates." During fiscal 2012, the Company added a supplemental Addendum to the Sustain Certificate. This Addendum defines how the value of Sustain Certificates will be paid upon a triggering event such as a sale of Sustain or an initial public offering. Mr. Salzman and other participants with responsibilities for the entire business are eligible to receive "Daily Journal Consolidated Certificates." The compensation committee recognizes that a significant portion of the compensation paid pursuant to the Management Incentive Plan relates to "certificates" earned under the Plan in prior years, with future payments entirely dependent on earnings. Non-negotiable certificates specifying the designated share of earnings are given to participants as evidence of their participation in the Management Incentive Plan. Certificates are awarded on the basis of participant performance. The aggregate supplemental compensation awarded under the Management Incentive Plan to all participants in fiscal 2012 was \$1,450,340. That compares to an aggregate of \$1,639,240 awarded under the plan in fiscal 2011.

The compensation committee believes the Management Incentive Plan is preferable to a conventional stock option plan. As a mechanism for compensation, a stock option plan is capricious, as individuals awarded options in a particular year would ultimately receive too much or too little compensation for reasons unrelated to their performance. Such variations could cause undesirable effects, as participants receive different results for options awarded in different years. In addition, a conventional stock option plan would fail to properly weigh the disadvantage to shareholders through dilution. The Management Incentive Plan was implemented in combination with repurchases of the Company's stock, and therefore the Company's per share earnings have not been diluted by grants under the Management Incentive Plan. At December 6, 2012, 65,000 units for Daily Journal Non-Consolidated Certificates, 148,500 units for Sustain Certificates and 148,000 units for Daily Journal Consolidated Certificates were outstanding under the Management Incentive Plan, while 424,307 shares of the Company's common stock have been repurchased since the commencement of the Management Incentive Plan.

After considering the amount of the certificates previously granted to Mr. Salzman under the Management Incentive Plan, the compensation committee granted to Mr. Salzman an additional certificate entitling him to receive approximately .55% (\$63,300 in fiscal 2012) of the earnings of the Company. Certificates awarded to Mr. Salzman in earlier years of the Management Incentive Plan began to expire after fiscal 1997, and those certificates expiring in fiscal 2012 were for .55% of earnings. Accordingly, the award in fiscal 2012 essentially replaced an identical expiring award and maintained Mr. Salzman's interest in the earnings of the Company at 8.2% (\$936,840 in fiscal 2012), where it has been since fiscal 1997. The compensation committee has awarded Mr. Salzman a certificate for fiscal 2013 equal to approximately .55% of the Company's earnings in 2013 and in each of the next nine years (again, replacing an identical expiring award), subject to the discretion of the committee to reduce that percentage prior to the payout for 2013. The compensation committee will continue to examine the appropriate amount of future grants to Mr. Salzman in light of the Company's financial performance and the expiration, or expected expiration, of a substantial portion of the certificates Mr. Salzman currently holds. Absent substantial changes in Mr. Salzman's performance or the performance of the Company, the compensation committee's working assumption is that it will make future grants that maintain Mr. Salzman's interest in the earnings of the Company at 8.2%.

Mr. Salzman does not have an employment contract with the Company, nor is he otherwise entitled to any sort of special payment in connection with his termination or a change in control of the Company.

## Compensation of Directors

Messrs. Munger, Guerin and Salzman receive no fees for serving on the Company's Board of Directors. The other directors each receive a yearly stipend of \$5,000. The Company also reimburses directors for travel and other expenses incident to service, but it provides no other compensation or perquisites. Non-employee director compensation for 2012 is summarized in the following table:

## Non-Employee Director Compensation

Name	Fees earned or paid in cash	All other compensation	Total
Charles T. Munger	\$ 0	\$ 0	\$ 0
J.P. Guerin	0	0	0
Peter D. Kaufman	5,000	0	5,000
Gary L. Wilcox	5,000	0	5,000

## AUDIT COMMITTEE REPORT

The Company's audit committee has reviewed and discussed the audited financial statements with the Company's management and has discussed with the Company's independent registered public accounting firm the matters required to be discussed by SAS 61, as amended (AICPA, Professional Standards, Vol. 1. AU Section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T, and by the Company's Audit Committee Charter. The audit committee has received written disclosures and the letter from the Company's independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the audit committee concerning independence and has discussed with the independent registered public accounting firm its independence.

Based on this review and these discussions, the audit committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the last fiscal year. Submitted by the members of the audit committee:

J. P. Guerin  
Peter D. Kaufman  
Gary L. Wilcox



## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth as of December 6, 2012 the names and holdings of those persons known to the Company to be beneficial owners of more than 5% of its Common Stock, the holdings of each director and nominee for director, and the holdings of all directors and executive officers as a group. Each person has sole investment and voting power, except where indicated otherwise.

Beneficial Owner	Amount Beneficially Owned	Percent of Class
Charles T. Munger	51,274 (1)	3.7
J.P. Guerin	248,770 (2)	18.0
The Guerin Family Trust	165,744 (3)	12.0
RWWM Inc.	205,704 (4)	14.9
Richard D. Esbenshade	135,097 (5)	9.8
Gerald L. Salzman	31,636 (6)	2.3
Peter D. Kaufman	None	-
Gary L. Wilcox	None	-
All directors and executive officers as a group (five persons)	331,680 (7)	24.0

(1) Mr. Munger exercises sole investment and voting power with respect to 50,000 shares that he owns personally, and with respect to another 1,274 shares held by a trust for which Mr. Munger is the trustee but not a beneficiary.

(2) 215,744 shares are held by The Guerin Family Trust and another trust for which Mr. Guerin is a trustee and a beneficiary, and 33,026 shares are held by the Guerin Foundation, as to which shares Mr. Guerin exercises sole investment and voting power. Mr. Guerin's, the trusts', and the foundation's business address is 355 South Grand Avenue, Los Angeles, California 90071.

(3) Mr. Guerin is a trustee and a beneficiary of this trust.

(4) According to a Schedule 13G/A filed with the Securities and Exchange Commission on January 23, 2012, RWWM Inc. d/b/a Roseman Wagner Wealth Management, Scott P. Roseman and Aaron J. Wagner may be deemed to be the beneficial owners of 205,704 shares (including 500 shares owned by the RWWM Inc. 401k Profit Sharing Plan). According to the Schedule 13G/A, the address of RWWM Inc. and Messrs. Roseman and Wagner is 3260 Penryn Road, Suite 100, Loomis, California 95650.

(5) According to a Schedule 13G filed with the Securities and Exchange Commission on February 7, 2012, Richard D. Esbenshade may be deemed to be the beneficial owner of 135,097 shares. According to the Schedule 13G, the address of Mr. Esbenshade is 355 South Grand Avenue, Los Angeles, California 90071.

(6) 27,350 of such shares are held by a pension plan of Mr. Salzman.

(7) This figure eliminates double counting of 165,744 shares of the Guerin Family Trust, for which Mr. Guerin is a trustee and a beneficiary.

## RATIFICATION OF APPOINTMENT OF THE COMPANY'S

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
(Item 2 on the Proxy Card)

The audit committee of the Board of Directors has selected Ernst & Young LLP to serve as the Company's independent registered public accounting firm during the current fiscal year. A representative of Ernst & Young LLP is expected to be present at the Annual Meeting to make such statements as Ernst & Young LLP may desire and to answer appropriate questions from shareholders.

Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the current fiscal year will require that the votes cast in favor of ratification exceed the votes cast against ratification. Abstentions have no effect on the outcome. Brokers and other nominees have the discretion under applicable rules to vote on the ratification of Ernst & Young LLP when they have not received voting instructions from the beneficial owner on a timely basis.

Proxies given without instructions will be voted FOR ratification of Ernst & Young LLP as the Company's independent accountants.

OTHER MATTERS REGARDING THE  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Audit Fees

Ernst & Young LLP billed aggregate fees of approximately \$169,300 for professional services rendered for the audit of the Company's fiscal 2012 financial statements and the reviews of the financial statements included in the Company's Forms 10-Q for fiscal 2012. Ernst & Young LLP billed aggregate fees of approximately \$161,500 for the same services in fiscal 2011.

Audit-Related Fees

"Audit-related fees" include fees billed for assurance and related services that are reasonably related to the performance of the audit and not included in the "audit fees" mentioned above. There were no such fees billed by Ernst & Young LLP in either fiscal 2012 or fiscal 2011.

Tax Fees

There were no fees billed by Ernst & Young LLP in either fiscal 2012 or fiscal 2011 for tax compliance, tax advice or tax planning. The Company's tax services are performed by a separate outside accounting firm.

All Other Fees

The "audit fees" mentioned above are the only fees billed by Ernst & Young LLP in fiscal years 2012 and 2011.

Pre-Approval Policy

Pursuant to the rules and regulations of the Securities and Exchange Commission, before the Company's independent registered public accounting firm is engaged to render audit or non-audit services, the engagement must be approved by the Company's audit committee or entered into pursuant to a pre-approval policy. The audit committee has adopted a pre-approval policy, and it was attached as Appendix B to the Company's proxy statement for the 2008 Annual Meeting of Shareholders.

The policy requires the audit committee to specifically pre-approve all services that Ernst & Young LLP provides to the Company (including audit services, tax services and other services), with the exception of certain audit-related services that do not impair the firm's independence. Generally, pre-approval under the policy is provided for a period of 12 months and relates to a particular category or group of services. Pre-approval fee levels for all services are also established periodically by the audit committee. To ensure prompt handling of unexpected matters, the chair of the audit committee has been delegated authority under the policy to amend or modify any pre-approved non-audit services and fees, with any such action to be reported to the full committee at its next scheduled meeting. The policy also contains a list of non-audit services which Ernst & Young LLP is prohibited from providing if the results of those services would be subject to audit procedures during the audit of the Company's financial statements.

The audit committee pre-approved all services provided by Ernst & Young LLP during fiscal 2012.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's directors and its executive officer and all persons who own more than 10% of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. The directors, executive officers and greater than 10% shareholders are required to furnish the Company with copies of all Section 16(a) forms they file. Based solely on a review of the copies of such forms received by the Company and written representations from certain reporting persons, the Company believes that during fiscal 2012 all filing requirements were satisfied.

## OTHER MATTERS

### Other Business

The Board of Directors does not know of any matter to be presented at the Annual Meeting which is not listed in the notice of Annual Meeting and discussed above. If other matters should come before the meeting, however, the persons named in the form of proxy will vote in accordance with their best judgment.

### Cost of Solicitation

The solicitation of proxies for the Annual Meeting will be made primarily by mail. The Company may reimburse persons holding shares in their names as custodians, nominees, or fiduciaries for expenses they may incur in obtaining instructions from beneficial owners of such shares.

### Proposals of Security Holders

It is expected that the Company's 2014 Annual Meeting will be held on or about February 5, 2014. Shareholders desiring to submit proposals for action at that meeting will be required to submit them to the Company on or before August 24, 2013. Any such shareholder proposal must also be proper in form and substance, as determined in accordance with the Securities Exchange Act of 1934 and the rules and regulations promulgated there under.

Shareholders intending to present proposals from the floor of the 2014 Annual Meeting in compliance with Rule 14a-4 promulgated under the Securities Exchange Act of 1934, must notify the Company of such intentions before November 7, 2013. After such date, the Company's proxy in connection with the 2014 Annual Meeting will confer discretionary authority on the Board to vote on any such proposals.

### Annual Report to Shareholders

Enclosed with this Proxy Statement is the Annual Report of the Company for the year ended September 30, 2012.

### Additional Information

If any person who was a beneficial owner of Common Stock of the Company on the record date for the Annual Meeting of Shareholders desires additional information, a copy of the Company's Annual Report on Form 10-K will be furnished without charge upon receipt of a written request prior to the date of the Annual Meeting. The request should identify the person requesting the Report as a shareholder of the Corporation as of December 14, 2012. The exhibits of that Report will also be provided upon request and payment of copying charges. Requests should be directed to Mr. Gerald L. Salzman, Daily Journal Corporation, 915 E. 1st Street, Los Angeles, California 90012.

By Order of the Board of Directors

Michelle Stephens  
Secretary

DATED: December 21, 2012

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