



SAN FRANCISCO PLANNING DEPARTMENT

Letter of Determination

January 16, 2018

Mark Loper
Reuben, Junius & Rose, LLP
One Bush Street, Suite 600
San Francisco, CA 94104

Site Address:	2505 Mariposa Street
Assessor's Block/Lot:	4015/006
Zoning District:	PDR-1-G (Production, Distribution & Repair – 1 – General)
Staff Contact:	Michael Christensen, (415) 575-8742 or michael.christensen@sfgov.org
Record No.:	2017-013142ZAD

Dear Mr. Loper,

This letter is in response to your request for a Letter of Determination regarding the property at 2505 Mariposa Street. This parcel is located in the PDR-1-G (Production, Distribution & Repair – 1 – General) Zoning District and the 68-X Height and Bulk District. The request is to determine if the second floor of the subject property contains a legally established general office use of approximately 6,900 square feet in size.

Prior to the 2008 Eastern Neighborhoods Plan rezonings, the subject property was located in the M-1 (Light Industrial) Zoning District, which allowed general office as a principally permitted use. In 1999, the Department of Building Inspection (DBI) issued Building Permit Application (BPA) No. 9823794 (later renewed under BPA No. 200006082155), which proposed interior modifications to the second floor of the structure, including the construction of offices and other spaces accessory to an office use. The subject permit was reviewed and approved by the Planning Department to authorize office use on the second floor.

Based on the information available, the subject property has been found to contain a legally established office use on the second floor. Therefore, the existing building currently contains 6,900 square feet of legal office use on the second floor.

Please note that a Letter of Determination is a determination regarding the classification of uses and interpretation and applicability of the provisions of the Planning Code. This Letter of Determination is not a permit to commence any work or change occupancy. Permits from appropriate Departments must be secured before work is started or occupancy is changed.

1650 Mission St.
Suite 400
San Francisco,
CA 94103-2479

Reception:
415.558.6378

Fax:
415.558.6409

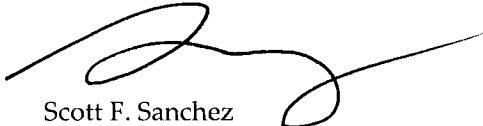
Planning
Information:
415.558.6377

Mark Loper
Reuben, Junius & Rose, LLP
One Bush Street, Suite 600
San Francisco, CA 94104

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January 16, 2018

APPEAL: If you believe this determination represents an error in interpretation of the Planning Code or abuse in discretion by the Zoning Administrator, an appeal may be filed with the Board of Appeals within 15 days of the date of this letter. For information regarding the appeals process, please contact the Board of Appeals located at 1650 Mission Street, Room 304, San Francisco, or call (415) 575-6880.

Sincerely,



Scott F. Sanchez
Zoning Administrator

cc: Property Owner
Neighborhood Groups
Michael Christensen, Planner

REUBEN, JUNIUS & ROSE, LLP

R # 2017-013142 ZAD
OK # 29348 \$ 678.50
R. SUCRE (SE)

October 3, 2017

Delivered Via Messenger

Mr. Scott Sanchez
Zoning Administrator
San Francisco Planning Department
1650 Mission Street, Suite 400
San Francisco, CA 94103

RECEIVED

OCT 4 2017

Re: 2505 Mariposa Street – Request for Letter of Determination
Our File No.: 10145.01 (4015/006)

CITY & COUNTY OF S.F.
PLANNING DEPARTMENT
ZA OFFICE

Dear Mr. Sanchez:

Our office represents 2505 Mariposa St. LLC (“Owner”), the owner of the property located at 2505 Mariposa Street, San Francisco (Block 4015, Lot 6) (the “Property”). The Property is improved with a two-story plus mezzanine building. We are submitting this request on Owner’s behalf to confirm the lawfully existing office use in 6,900 square feet on the second story of the Property.

Pursuant to Section 307(a) of the San Francisco Planning Code, we respectfully request a written determination stating that (1) the second floor has been used as office since at least 2000; and (2) office use may continue on the second floor of the property under the current version of the Planning Code as a non-conforming use, because:

- Prior to Eastern Neighborhoods rezoning in 2008, office use was principally permitted at the Property.
- In 1999, the San Francisco Department of Building Inspection (“DBI”) issued a building permit converting the use of the Property from retail/office to multimedia/office. The Planning Department signed off on the permit.
- The work performed under the permit is consistent with office use (i.e. internal partitions; code-complaint stairs; and accessible building entrance, restrooms, and kitchen.)
- At completion of the work in 2000, DBI issued a final inspection and approval indicating the building use as office.
- The City’s permit tracking system has categorized the building’s occupancy and use as office since the 1999 permit was issued, including subsequent permits obtained for the Property.

James A. Reuben | Andrew J. Junius | Kevin H. Rose | Daniel A. Frattin | John Kevlin
Tuija I. Catalano | Jay F. Drake | Matthew D. Visick | Lindsay M. Petrone | Sheryl Reuben
Thomas Tunny | David Silverman | Melinda A. Sarjapur | Mark H. Loper | Jody Knight
Chloe V. Angelis | Corie A. Edwards | Coryn E. Millslagle | Jared Eigerman^{2,3} | John McInerney III²

San Francisco Office
One Bush Street, Suite 600, San Francisco, CA 94104
tel: 415-567-9000 | fax: 415-399-9480

Oakland Office
827 Broadway, Suite 205, Oakland, CA 94607
tel: 510-257-5589

www.reubenlaw.com

1. Also admitted in New York 2. Of Counsel 3. Also admitted in Massachusetts

- The lease history establishes continuous and existing office use in 6,900 square feet of the Property since 1999.

A. Applicable Zoning Controls at the Property

Prior to the Eastern Neighborhoods (“EN”) Area Plan rezoning, effective January 19, 2009, the Property was zoned M-1 (Light Industrial). The EN Area Plan rezoning changed the Property’s zoning map designation to PDR-1-G (Production, Distribution, and Repair – General). (See EN Zoning Map Amendments, Ord. 299-08, page 474, attached as **Exhibit A.**)

Under the previous M-1 zoning, applicable to the Property until January 2009, office use was principally permitted on all floors. (See EN Planning Ord. 298-08, page 309-312, attached as **Exhibit B.**) Under the current Planning Code, new office use is not permitted in a PDR-1-G building, unless the building is a designated landmark. (San Francisco Planning Code § 210.3.)

A nonconforming use is defined as “a use which existed lawfully at the effective date of this Code, or of amendments thereto . . . and which fails to conform to one or more of the use limitations under Article 2, 6, 7, and 8 of this Code that then became applicable for the district in which the property is located.” (San Francisco Planning Code § 180(a)(1).) Non-conforming uses may be continued in their existing state. (San Francisco Planning Code § 180(c); 182(a).)

As discussed in greater detail below, the second floor of the Property has been used as office since 2000 and has continued uninterrupted. When the Property was rezoned in 2009 to a PDR-1-G district, the office use became a non-permitted use under the current Planning Code. Because office use at the Property was permitted under the Planning Code at the time it was established, and is no longer permitted under the Code, it is a valid nonconforming use and is permitted to continue on the Property in its current state.

B. Evidence Shows a Legally-Created Office Use Which Has Been Continuous Since 2000

1. Building Permit History Establishes Office Use in 2000.

City records and lease history of the Property show that office use was established in 1999 and has continued uninterrupted since being occupied in 2000 to the present. In 1999, a Building Permit for office use was issued by DBI and approved by the Planning Department for work consistent with office use. (See Permit App. No. 9823794, issued February 19, 1999, attached as **Exhibit C.**)

Although the Planning Department's approval applied to the specified work and did not constitute an approval of the use, office use was principally permitted in 1998 when the Department signed off on the permit, making approval or disapproval of the use itself unnecessary.

Further, the permitted improvements make it clear that office was the intended use. Specifically, the permit shows new interior partitions; new accessible restrooms, kitchen, and entrance; and code-compliant stairs, all of which are consistent with more intensive office use. The corresponding plans further confirm these improvements as facilitating office use, most notably by explicitly identifying the partitions as creating offices on the second and mezzanine levels.¹

Additionally, as demonstrated on DBI's Permit Tracking System, after the conversion work was completed, DBI issued its final certificate confirming the building use as office:

Permit Details Report

Report Date: 9/19/2017 3:58:31 PM

Application Number: 200006082155
Form Number: 8
Address(es): 4015 /006 /0 2505 MARIPOSA ST
Description: RENEW EXPIRED APPL #9823794
Cost: \$1.00
Occupancy Code: B
Building Use: 10 - OFFICE

Disposition / Stage:

Action Date	Stage	Comments
6/8/2000	TRIAGE	
6/8/2000	FILING	
6/8/2000	FILED	
6/8/2000	APPROVED	
6/8/2000	ISSUED	
6/19/2000	COMPLETE	Final Inspection/Approved

¹ Due to the difficulty of receiving copies of plan sets, we do not have a copy of the plan set. This information is based on our office's review of the building permit plans on file at the Department of Building Inspection.

2. Lease History Confirms Continuous Office Use Since 2000.

Current and continuous office use is demonstrated by leases from 1999 to present. Beginning in December 1999, Socratic Technologies (“Socratic”) leased the building, approximately 14,000 square feet, as office space. (See 1999 Lease Agreement attached as **Exhibit D.**) In March 2008, Socratic Technologies signed a new lease that decreased the amount of space it would lease in the building from 14,000 square feet to 6,900 square feet, the area of the second floor. (See 2008 Lease Agreement attached as **Exhibit E.**) Each of Socratic’s leases has specifically restricted its use to office: “Tenant may use Premises only for general office activities.” From April 2015 through the present, Checkr, Inc. (“Checkr”) has occupied the second floor of the Property as an office.

This lease history establishes that the second floor of the Property from 1999 through the present has been continuously and exclusively used as an office, creating a legal non-conforming office use.

C. Conclusion

We respectfully request a written determination letter confirming that the second floor of the Property has been used as office space since before the Eastern Neighborhoods rezoning, and the office use may continue as a legal non-conforming grandfathered office use on the Property under the current version of the Planning Code. I have enclosed a check in the amount of \$678.50 for the required fee. Please call me if you have any questions or need additional information.

Very truly yours,

REUBEN, JUNIUS & ROSE, LLP



Mark Loper

Enclosure: LOD Fee Check

Exhibit List

- A - EN Zoning Map Amendments, Ord. 299-08, page 474
- B - EN Planning Ord. 298-08, page 309-312
- C - Permit App. No. 9823794
- D - 1999 Lease Agreement
- E - 2008 Lease Agreement

I:\R&A\1014501\Letter of Determination\2505 Mariposa - Letter of Determination Request (10-2-2017).docx

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One Bush Street, Suite 600, San Francisco, CA 94104
tel: 415-567-9000 | fax: 415-399-9480

Oakland Office
827 Broadway, Suite 205, Oakland, CA 94607
tel: 510-257-5589

Exhibit A

FILE NO. 081154

ORDINANCE NO. 299-08

[Zoning Map Amendments in connection with the Eastern Neighborhoods Area Plans.]
Ordinance amending Zoning Map Sheets ZN01, ZN07, ZN08, HT01, HT07, HT08 and SU08 of the City and County of San Francisco Planning Code with revised use districts and height and bulk districts within the four Eastern Neighborhoods Planning Areas comprised of the East South of Market, Mission, Showplace Square/Potrero Hill and Central Waterfront Area Plans; and creating ~~three~~ ~~four~~ ~~five~~ four special use districts for Life Science and Medical Special Use District bounded generally by Mariposa Street to the north, Illinois Street to the West, Iowa Street to the East, and 23rd Street to the South; for Innovative Industries Incubator Special Use District bounded generally by 3rd Street to the West, Illinois Street to the east, 20th Street to the north and 23rd Street to the South; for ~~16th Street~~ Transit Oriented Retail Special Use District on 16th Street bounded generally by Capp Street to the East, ~~San Bruno~~ Potrero Avenue to the West, 15th Street to the North and 17th Street to the South; for Restricted Integratedive PDR Special Use District bounded generally by Cesar Chavez Street to the South, Pennsylvania and Iowa Street to the West, 23rd Street to the North and Michigan and Maryland Streets to the East; for ~~Mission Street Landmark Special Height District~~ and making various findings, including CEQA findings and findings of consistency with the General Plan and Planning Code Section 101.1.

Note: Additions are single-underline italics Times New Roman;
deletions are ~~strikethrough italics Times New Roman~~.
Board amendment additions are double underlined.
Board amendment deletions are ~~strikethrough-normal~~.

Be it ordained by the People of the City and County of San Francisco:

Section 1. Findings. The Board of Supervisors of the City and County of San Francisco hereby finds and determines that:

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BLOCK	LOT	USE DISTRICT TO BE SUPERSEDED	USE DISTRICT HEREBY APPROVED	SHEET
4008	002	M-1	UMU	10
4014	001	M-1	UMU	10
4014	002	M-1	PDR-1-G	10
4015	001	M-1	PDR-1-G	10
4015	003	M-1	PDR-1-G	10
4015	004	M-1	PDR-1-G	10
4015	006	M-1	PDR-1-G	10
4015	007	M-1	PDR-1-G	10
4015	008	M-1	PDR-1-G	10
4015	009	M-1	PDR-1-G	10
4015	010	M-1	PDR-1-G	10
4015	011	M-1	PDR-1-G	10
4015	012	M-1	PDR-1-G	10
4015	013	M-1	PDR-1-G	10
4015	014	M-1	PDR-1-G	10
4015	015	M-1	PDR-1-G	10
4015	016	M-1	PDR-1-G	10
4015	017	M-1	PDR-1-G	10
4015	018	M-1	PDR-1-G	10
4015	019	M-1	PDR-1-G	10
4015	020	M-1	PDR-1-G	10

Exhibit B

FILE NO. 081153

ORDINANCE NO. 298-08

1 [Planning Code amendments for the Eastern Neighborhoods Area Plans.]
2
3 **Ordinance amending the San Francisco Planning Code by adding and**
4 **amending various sections to implement the four Eastern Neighborhood**
5 **Area Plans comprised of the East SoMa, the Mission, the Showplace**
6 **Square/Potrero Hill, and the Central Waterfront Area Plans; adopting in-lieu**
7 **fees for on-site open space, trees, and affordable housing; adopting the**
8 **Eastern Neighborhoods impact fee subject to certain restrictions; and**
9 **making various findings, including environmental findings and findings of**
10 **consistency with the General Plan and priority policies of Planning Code**
11 **Section 101.1.**

12 Note: Additions are single-underline italics Times New Roman;
13 deletions are ~~strikethrough italics Times New Roman~~.
14 Board amendment additions are double underlined.
15 Board amendment deletions are ~~strikethrough normal~~.

16 Be it ordained by the People of the City and County of San Francisco:

17 Section 1. Findings. The Board of Supervisors of the City and County of
18 San Francisco hereby finds and determines that:

19 (a) Under Planning Code Section 302, the Board of Supervisors finds
20 that this ordinance will serve the public necessity, convenience and welfare for
21 the reasons set forth in Planning Commission Resolution No. 17663
22 recommending the approval of this Planning Code Amendment and incorporates
23 such reasons by this reference thereto. A copy of said resolution is on file with
24 the Clerk of the Board of Supervisors in File No. 081153 and is incorporated
25 here by reference.

																					and ownership or change in operation of the massage establishment which requires a new Health Permit shall be required to meet these standards and conditions.
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SEC. 219. OFFICES.

TABLE INSET:

C-1	C-2	C-3-O	C-3-R	C-3-G	C-3-S	C-M	M-1	M-2	<u>PDR-1-G</u>	<u>PDR-1-D</u>	<u>PDR-1-B</u>	PDR-2	
													SEC. 219. OFFICES.
P	P	P	P	P	P	P	P	P	<u>NP</u>	<u>NP</u>	P*	P*	(a) Professional and business offices, as defined in <u>890.70</u> , not more than 5,000 gross square feet in size and offering on-site services to the general public.

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P	P	P	C	P	P	P	P	P	<u>NP</u>	<u>NP</u>					(b) Professional and business offices, <u>as defined in 890.70</u> , larger than 5,000 gross square feet in size and offering on-site services to the general public.
P	P	P	C	P	P	P	P	P	<u>NP</u>	<u>NP</u>	P under 5,000 gsf per use *				(c) Other professional and business offices, <u>as defined in 890.70</u> , above the ground floor. In the C-3-R District, in addition to the criteria set forth in Section 303, approval shall be given upon a determination that the use will not detract from

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													the district's primary function as an area for comparison shopper retailing and direct consumer services.
P	P	C	C	C	P	P	P	<u>NP</u>	<u>NP</u>	P	P	P	(d) Other professional and business offices, <i>as defined in 890.70</i> , at or below the ground floor.
								<u>P</u>	<u>P</u>				<i>(e) Offices in designated landmark buildings</i>
													* Subject to the limitations of Section 121.58.
													# Use size control shall apply to all types of "Office use" as listed in

SEC. 220. LAUNDERING, CLEANING AND PRESSING.

TABLE INSET:

C-1	C-2	C-3-O	C-3-R	C-3-G	C-3-S	C-M	M-1	M-2	<u>PDR-I-G</u>	<u>PDR-I-D</u>	<u>PDR-1-B</u>	PDR-2	
													SEC. 220. LAUNDERING, CLEANING AND PRESSING.
P	P	P	P	P	P	P	P	P	<u>P</u>	<u>P</u>	P	P	(a) Automatic laundry, as defined in Part II, Chapter V (Health Code) of the San Francisco Municipal Code.
	P	P	P	P	P	P	N A	N A	<u>P</u>	<u>P</u>	P	P	(b) Establishm ent for hand- ironing only, not employing

Exhibit C

APPROVED
Dept. of Building Insp.
FEB 19 1999

APPROVED FOR ISSUANCE
DEC 28 1998

BUILDING FORM 3/8
4-5
PHD-PC
APPLICATION NUMBER
09823794

OSHA APPROVAL
APPROVAL NUMBER

APPLICATION FOR BUILDING PERMIT
ADDITIONS, ALTERATIONS OR REPAIRS

FORM 3 OTHER AGENCIES REVIEW REQUIRED TO BE COMPLETED BY THE APPLICANT
FORM 8 OVER-THE-COUNTER ISSUANCE

2 + DOUH 5/1/99
NUMBER OF PLAN SETS

CITY AND COUNTY OF SAN FRANCISCO
DEPARTMENT OF BUILDING INSPECTION

DATE FILED: 1/11/99
PLANS RECEIVED: 3/11/99
ESTIMATED COST OF JOB: \$137,000
DATE: 2/19/99

STREET ADDRESS OF JOB: 2505 MARCOSS ST. 2ND FLR. 4015/006
BLOCK & LOT: 4015/006

INFORMATION TO BE FURNISHED BY ALL APPLICANTS.

LEGAL DESCRIPTION OF EXISTING BUILDING

(A) TYPE OF CONSTR. V-N	(B) NO. OF STORIES OF OCCUPANCY 2	(C) NO. OF BASEMENTS AND CELLARS 0	(D) PRESENT USE: RETAIL / OFFICE	(E) OCCUP. CLASS B	(F) NO. OF DWELLING UNITS 0
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DESCRIPTION OF BUILDING AFTER PROPOSED ALTERATION

(A) TYPE OF CONSTR. V-N	(B) NO. OF STORIES OF OCCUPANCY 2	(C) NO. OF BASEMENTS AND CELLARS 0	(D) PROPOSED USE (LEGAL USE): MULTI-MEDIA / OFFICE	(E) OCCUP. CLASS B	(F) NO. OF DWELLING UNITS 0
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(10) IS ALSO PLUMBING OR ELECTRICAL ALTERATION? YES NO

(11) WILL STREET SPACE NEW HEIGHT AT CONSTRUCTION? YES NO

(12) ELECTRICAL WORK TO BE PERFORMED? YES NO

(13) PLUMBING WORK TO BE PERFORMED? YES NO

(14) GENERAL CONTRACTOR: 3552 Landmark 39608
3083 MARKET 94114

(15) OWNER: BILL McELOY P.O. BOX 400803 S.F. 94140-0803 (415) 691-8241

(16) WRITE IN DESCRIPTION OF ALL WORK TO BE PERFORMED UNDER THIS APPLICATION (REFERENCE TO PLANS IS NOT SUFFICIENT)

NEW ACCESSIBLE BUILDING ENTRANCE; NEW ACCESSIBLE RESTROOMS & KITCHEN;
NEW SIDE DOOR; REPLACE EXISTING WEST SIDE WINDOWS; NEW CORE
COMPLIANT STAIR TO MEZANINE; NEW INTERIOR PARTITIONS; NEW
ELECTRICAL & LIGHTING ON SEPARATE PERMIT

ADDITIONAL INFORMATION

(17) DOES THIS ALTERATION CREATE ADDITIONAL HEIGHT OR STORY TO BUILDING? YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	(18) IF (17) IS YES, STATE NEW HEIGHT AT CENTER LINE OF FRONT FT.	(19) DOES THIS ALTERATION CREATE DECK OR PORCH EXTENSION TO BUILDING? YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	(20) IF (19) IS YES, STATE NEW GRADE FLOOR AREA SQ. FT.
(21) WILL SIDEWALK OVER-SUBSIDEWALK SPACE BE REPAIRED OR ALTERED? YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	(22) WILL BUILDING EXTEND BEYOND PROPERTY LINE? YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	(23) DOES THIS ALTERATION CONSTITUTE A CHANGE OF OCCUPANCY? YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>	(24) DOES THIS ALTERATION CONSTITUTE A CHANGE OF OCCUPANCY? YES <input type="checkbox"/> NO <input checked="" type="checkbox"/>

(25) ARCHITECT OR ENGINEER DESIGN: TGA ARCHITECTS 417 MONTGOMERY ST. 8TH FLR. S.F. CALIF. CERTIFICATE NO. C12728

(26) CONSTRUCTION LENDER (ENTER NAME AND BRANCH DESIGNATION IF ANY, IF THERE IS NO KNOWN CONSTRUCTION LENDER, ENTER UNKNOWN): WELLS FARGO BANK / SBA

IMPORTANT NOTICES

No change shall be made in the character of the occupancy or use without first obtaining a Building Permit authorizing such change. See San Francisco Building Code and San Francisco Housing Code.

No portion of building or structure or scaffolding used during construction, to be closer than 6'0" to any wire containing more than 750 volts. See Sec. 385, California Penal Code.

Pursuant to San Francisco Building Code, the building permit shall be posted on the job. The owner is responsible for approved plans and application being kept at building site.

Grade lines as shown on drawings accompanying this application are assumed to be correct. If actual grade lines are not the same as shown revised drawings showing correct grade lines, cuts and fills together with complete details of retaining walls and wall footings required must be submitted to this department for approval.

ANY STIPULATION REQUIRED HEREIN OR BY CODE MAY BE APPEALED.

BUILDING NOT TO BE OCCUPIED UNTIL CERTIFICATE OF FINAL COMPLETION IS POSTED ON THE BUILDING OR PERMIT OF OCCUPANCY GRANTED, WHEN REQUIRED.

APPROVAL OF THIS APPLICATION DOES NOT CONSTITUTE AN APPROVAL FOR THE ELECTRICAL WIRING OR PLUMBING INSTALLATIONS. A SEPARATE PERMIT FOR THE WIRING AND PLUMBING MUST BE OBTAINED. SEPARATE PERMITS ARE REQUIRED IF ANSWER IS "YES" TO ANY OF ABOVE QUESTIONS (10) (11) (12) (13) (22) OR (24).

THIS IS NOT A BUILDING PERMIT. NO WORK SHALL BE STARTED UNTIL A BUILDING PERMIT IS ISSUED.

In dwellings all insulating materials must have a clearance of not less than two inches from all electrical wires or equipment.

CHECK APPROPRIATE BOX
 OWNER
 LESSEE
 CONTRACTOR
 ARCHITECT
 AGENT
 ENGINEER

APPLICANT'S CERTIFICATION

I HEREBY CERTIFY AND AGREE THAT IF A PERMIT IS ISSUED FOR THE CONSTRUCTION DESCRIBED IN THIS APPLICATION, ALL THE PROVISIONS OF THE PERMIT AND ALL LAWS AND ORDINANCES THERETO WILL BE COMPLIED WITH.

1000-03 (REV. 1/89)

NOTICE TO APPLICANT

HOLD HARMLESS CLAUSE: The permittee(s) by acceptance of the permit, agree(s) to indemnify and hold harmless the City and County of San Francisco from and against any and all claims, demands and actions for damages resulting from operations under this permit, regardless of negligence of the City and County of San Francisco, and to assume the defense of the City and County of San Francisco against all such claims, demands or actions.

In conformity with the provisions of Section 3800 of the Labor Code of the State of California, the applicant shall have coverage under (I), or (II) designated below or shall indicate item (III), or (IV), or (V), whichever is applicable. If however item (V) is checked item (IV) must be checked as well. Mark the appropriate method of compliance below:

I hereby affirm under penalty of perjury one of the following declarations:

() I. I have and will maintain a certificate of consent to self-insure for workers' compensation, as provided by Section 3700 of the Labor Code, for the performance of the work for which this permit is issued.

() II. I have and will maintain workers' compensation insurance, as required by Section 3700 of the Labor Code, for the performance of the work for which this permit is issued. My workers' compensation insurance carrier and policy number are:
Carrier: American Protection
Policy Number: SR0005081-02

() III. The cost of the work to be done is \$100 or less.

() IV. I certify that in the performance of the work for which this permit is issued, I shall not employ any person in any manner so as to become subject to the workers' compensation laws of California. I further acknowledge that I understand that in the event that I should become subject to the workers' compensation provisions of the Labor Code of California and fail to comply forthwith with the provisions of Section 3800 of the Labor Code, that the permit herein applied for shall be deemed revoked.

(X) V. I certify as the owner (or the agent for the owner) that in the performance of the work for which this permit is issued, I will employ a contractor who complies with the workers' compensation laws of California and who, prior to the commencement of any work, will file a completed copy of this form with the Central Permit Bureau.

Signature of Applicant or Agent: [Signature]
Date: 11-16-98

CONDITIONS AND STIPULATIONS

APPROVED: <i>for work as shown. Separate permit required for fire escape and sidewalk.</i>	DATE: _____ REASON: _____
<i>John Mc Nulty 11/19/98</i> BUILDING INSPECTOR, DEPT. OF BLDG. INSPECTION	NOTIFIED MR. _____
APPROVED: APPROVAL OF THIS APPLICATION APPLIES TO SPECIFIED WORK ONLY AND DOES NOT CONSTITUTE AN APPROVAL OF THE BUILDING OR USE UNDER THE PLANNING CODE.	DATE: _____ REASON: _____
<i>[Signature]</i> 11-17-98 DEPARTMENT OF CITY PLANNING	NOTIFIED MR. _____
APPROVED: NA	DATE: _____ REASON: _____
BUREAU OF FIRE PREVENTION & PUBLIC SAFETY	NOTIFIED MR. _____
APPROVED: <i>Submit under separate permits for mechanical & electrical</i>	DATE: _____ REASON: _____
<i>Mech. [Signature]</i> 12/24/98 CIVIL ENGINEER, DEPT. OF BLDG. INSPECTION	NOTIFIED MR. _____
APPROVED: NA	DATE: _____ REASON: _____
BUREAU OF ENGINEERING	NOTIFIED MR. _____
APPROVED:	DATE: _____ REASON: _____
DEPARTMENT OF PUBLIC HEALTH	NOTIFIED MR. _____
APPROVED:	DATE: _____ REASON: _____
REDEVELOPMENT AGENCY	NOTIFIED MR. _____
APPROVED:	DATE: _____ REASON: _____
HOUSING INSPECTION DIVISION	NOTIFIED MR. _____

HOLD SECTION - NOTE DATES AND NAMES OF ALL PERSONS NOTIFIED DURING PROCESSING

I agree to comply with all conditions or stipulations of the various bureaus or departments noted on this application, and attached statements of conditions or stipulations, which are hereby made a part of this application.

Number of attachments

[Signature]
OWNER'S AUTHORIZED AGENT

Exhibit D

REAL ESTATE LEASE

This Lease Agreement (this "Lease") is dated November 26, 1999, by and between MacGray Properties, LLC ("Landlord"), and Socratic Technologies, Inc. ("Tenant"). The parties agree as follows:

PREMISES. Landlord, in consideration of the lease payments provided in this Lease, leases to Tenant office space of approximately 14,000 square feet (the "Premises") located at 2505 Mariposa Street, San Francisco, CA 94110-1424.

TERM. The lease term will begin on December 1, 1999 and will terminate on November 30, 2009. Upon agreement of the Landlord and Tenant, the lease may be renewed for up to five years with a cap in the increase of monthly lease payments of 10 percent (10%).

LEASE PAYMENTS. Beginning December 1, 1999, tenant shall pay to Landlord monthly installments of \$15,000.00, payable on the first day of each month, for a total lease payment of \$1,800,000.00. Lease payments shall be made to the Landlord at 625 Grand View Avenue, San Francisco, CA 94114-3507, which address may be changed from time to time by the Landlord.

POSSESSION. Tenant shall be entitled to possession on the first day of the term of this Lease, and shall yield possession to Landlord on the last day of the term of this Lease, unless otherwise agreed by both parties in writing. At the expiration of the term, Tenant shall remove its goods and effects and peaceably yield up the Premises to Landlord in as good a condition as when delivered to Tenant, ordinary wear and tear excepted.

USE OF PREMISES. Tenant may use the Premises only for general office activities. The Premises may be used for any other purpose only with the prior written consent of Landlord, which shall not be unreasonably withheld. Tenant shall notify Landlord of any anticipated extended absence from the Premises not later than the first day of the extended absence.

PROPERTY INSURANCE. Landlord and Tenant shall each maintain appropriate insurance for their respective interests in the Premises and property located on the Premises. Landlord shall be named as an additional insured in such policies. Tenant shall deliver appropriate evidence to Landlord as proof that adequate insurance is in force issued by companies reasonably satisfactory to Landlord. Landlord shall receive advance written notice from the insurer prior to any termination of such insurance policies. Tenant shall also maintain any other insurance which Landlord may reasonably require for the protection of Landlord's interest in the Premises. Tenant is responsible for maintaining casualty insurance on its own property.

UTILITIES AND SERVICES. Tenant shall be responsible for all utilities and services incurred in connection with the Premises.

Exhibit E

REAL ESTATE LEASE

This Lease Agreement (this "Lease") is dated March 14, 2008, by and between MacGray Properties, LLC ("Landlord"), and Socratic Technologies, Inc. ("Tenant"). The parties agree as follows:

PREMISES. Landlord, in consideration of the lease payments provided in this Lease, leases to Tenant office space of approximately 6,900 square feet (the "Premises") located at 2505 Mariposa Street, San Francisco, CA 94110-1424.

TERM. The lease term will begin on March 15, 2008 and will terminate on March 15, 2038. Upon agreement of the Landlord and Tenant, the lease may be renewed for up to five years with a cap in the increase of monthly lease payments of 10 percent (10%).

LEASE PAYMENTS. Beginning March 15, 2008, tenant shall pay to Landlord monthly installments of \$26,250.00, payable on the first day of each month, for a total lease payment of \$9,450,000.00. Lease payments shall be made to the Landlord at 625 Grand View Avenue, San Francisco, CA 94114-3507, which address may be changed from time to time by the Landlord.

POSSESSION. Tenant shall be entitled to possession on the first day of the term of this Lease, and shall yield possession to Landlord on the last day of the term of this Lease, unless otherwise agreed by both parties in writing. At the expiration of the term, Tenant shall remove its goods and effects and peaceably yield up the Premises to Landlord in as good a condition as when delivered to Tenant, ordinary wear and tear excepted.

USE OF PREMISES. Tenant may use the Premises only for general office activities. The Premises may be used for any other purpose only with the prior written consent of Landlord, which shall not be unreasonably withheld. Tenant shall notify Landlord of any anticipated extended absence from the Premises not later than the first day of the extended absence.

PROPERTY INSURANCE. Landlord and Tenant shall each maintain appropriate insurance for their respective interests in the Premises and property located on the Premises. Landlord shall be named as an additional insured in such policies. Tenant shall deliver appropriate evidence to Landlord as proof that adequate insurance is in force issued by companies reasonably satisfactory to Landlord. Landlord shall receive advance written notice from the insurer prior to any termination of such insurance policies. Tenant shall also maintain any other insurance which Landlord may reasonably require for the protection of Landlord's interest in the Premises. Tenant is responsible for maintaining casualty insurance on its own property.

UTILITIES AND SERVICES. Tenant shall be responsible for all utilities and services incurred in connection with the Premises.