



HISTORIC REGISTER APPLICATION

This application is to be accompanied by six completed copies of Puyallup's "Nomination for Inclusion in the Puyallup Register of Historic Places" application.

(Office Use Only)

CASE NO.: _____ DATE SUBMITTED: _____

STAFF ASSIGNED: _____

1. **APPLICANT:**

- 1.1 Name: Emily Reed and Alana Vidmar
- 1.2 Agency Name (if applicable): Stantec
- 1.3 Mailing Address: 8401 Shoal Creek Boulevard, Suite 100, Austin, TX 78757
- 1.4 Phone (Day Number): 512-831-6204

2. **OWNER:**

- 2.1 Name: M&A Holdings Puyallup LLC, c/o Dr. Michael Noble
- 2.2 Mailing Address: 113 W. Pioneer Avenue, Puyallup, WA 98371
- 2.3 Phone (Day Number): 253-845-8215

3. **LOCATION:**

- 3.1 Assessor's Parcel No.: 2690000350
- 3.2 Property Address: 113 W. Pioneer Avenue, Puyallup, WA 98371

4. **CERTIFICATION:**

I hereby state that I am the applicant listed above, and certify that all information contained above and in exhibits attached hereto is true and correct to the best of my knowledge and belief and is submitted for consideration by the City of Puyallup, pursuant to the provision of the Puyallup Municipal Code. It is understood that the processing of this application may require additional supporting evidence, data or statements.

RIGHT OF ENTRY: By signing this application the applicant grants unto the City and its agents the right to enter upon the premises for purpose of conducting all necessary inspection to determine compliance with applicable laws, codes, and regulations during the processing of this application.

PAYMENT OF FEES: By signing this application, the applicant agrees to pay whatever fees are incurred by Puyallup in the processing of this application, including any accompanying application for special tax valuation for the same property. These fees will be levied prior to the completion of processing this application or that for the special valuation request.

INDEMNIFICATION: By signing this application, the applicant agrees to indemnify and hold harmless the City and its officers, agents, and employees or any of them from any and all claims, actions, suits, liability, loss, costs, expenses, and damages of any nature whatsoever, by reason or arising out of any negligent act or omission of the City, its officers, agents, and employees, or any of them, in processing this application or in the administration of the Historic Register Program.

Applicant acknowledges that this process does not guarantee or assure a designation as a historic property, and that no cause of action is created and the applicant releases the City from all liability or claims. No cause of action is against the City for its failure to process the application in a timely fashion, make a favorable recommendation on the application, or otherwise manage the process to the benefit of the applicant.

Signature of Applicant: _____

Date: _____

Signature of Property Owner:  _____

Date: 05/27/2023 _____

Signature of Agent: _____

Date: _____



Historic Preservation Program PUYALLUP REGISTER OF HISTORIC PLACES NOMINATION FORM

This form is required to nominate properties to the Puyallup Register of Historic Places per P.M.C. 21.22. Please **type** all entries and complete all applicable sections. Illegible applications will be returned. Contact Puyallup Department of Development Services with any questions at 253-841-5462.

PROPERTY INFORMATION

Property Name

Historic: Arcade Building	Common: Puyallup Vision Source
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Location

Street Address: 111-113 W. Pioneer Avenue	Zip Code: 98371
Parcel No: 2690000350	Legal Description: Section 28 Township 20 Range 04 Quarter 41 CENTRAL TO PUYALLUP S 1/2 L 6 & 7 B 4 EXC E 1.6 FT L 6 (DC4589HW2-11-87)

Nominated Elements – Please indicate below significant elements of the property that are included in the nomination by checking the appropriate box (es) below. These elements should be described specifically in the narrative section of this form.

<input checked="" type="checkbox"/> Principal Structure	<input type="checkbox"/> Site
<input type="checkbox"/> Historic District	<input type="checkbox"/> Historic Landscaping, Fencing, Walkways, etc.
<input type="checkbox"/> Ancillary Buildings	<input type="checkbox"/> Other (inventory in narrative)

Owner of Property

Name: M&A Holdings Puyallup LLC, c/o Dr. Michael Noble	
Address: 113 W. Pioneer Avenue	City, State, Zip code: Puyallup, WA 98371
Is the owner the sponsor of this nomination? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	

Form Preparer

Name: Alana Vidmar, Sandy Shannon, Emily Reed	Company/Organization: Stantec
Address: 8401 Shoal Creek Boulevard	City, State, Zip code: Austin, TX 78757
Phone #: 512-831-6204	Email: Alana.Vidmar@Stantec.com, Emily.Reed@Stantec.com

Nomination Checklist – Attachments

<input checked="" type="checkbox"/> Site Map (REQUIRED) <input checked="" type="checkbox"/> Photographs (REQUIRED): please see photo guide for additional details <input checked="" type="checkbox"/> Last Deed of Title (REQUIRED): this document can usually be obtained for little or no cost from a titling company	<input checked="" type="checkbox"/> Continuation Forms <input type="checkbox"/> Other (please indicate):	FOR OFFICE USE Date Received:
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Extent of Changes – Please summarize the changes to plan, original cladding, windows, interior and other significant elements by selecting the choices below. If the property has been previously documented, these may be indicated on the Washington State Historic Property Inventory Form. These changes should be described specifically in the narrative section of this form.

Original Materials Intact	Original Materials Intact
Plan (i.e.: no additions to footprint, relocation of walls or roof plan) Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Interior (woodwork, finishes, flooring, fixtures) Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Original Cladding Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Other elements Yes <input type="checkbox"/> No <input type="checkbox"/>
Windows (no replacement windows or replacement sashes) Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Plan not intact. Majority of cladding intact. Windows have been replaced. Interior not intact. Other elements: N/A

Physical Description Narrative – Describe in detail the present and then the original (if known) physical appearance, current appearance and architectural characteristics (use continuation sheets if necessary).

The building at 111–113 W. Pioneer Avenue is a one-part brick commercial building constructed c. 1912. The south-facing building is bounded by an attached building to the east, an attached building to the north, and a parking lot to the west. It extends half the depth of the block (see Site Map attached). The building is rectangular in plan and has a flat roof behind a cornice on the front façade. The primary façade has three bays divided by three brick pilasters that extend the full height of the building. The bays are unequal in size, with the widest bay at the west end of the façade, and the narrowest bay at the east end.

The primary entrance is a single door in the center of the western bay. It is framed by a fixed rectangular window to the west and brick infill to the east. A fabric awning over the storefront spans the width of this bay. The central bay has three, metal-framed barrel arch window openings, each with a fixed semi-circular pane over a fixed single-light window. The central window is narrower than the windows on either side. The east bay has a recessed entrance with two doors behind two barrel arch openings. The eastern arch opening is wider and taller than the western opening. The western entrance within the recess is canted (Photographs 1-3).

Above the storefronts is a band of brick dentils that separate the storefront level from the fascia. Within the fascia are rectangular areas of recessed brick, one in each bay. Above the fascia is a metal cornice with a denticulated corona (Photograph 4). The west façade is clad in clinker brick with a header course every sixth row. A wooden frame with metal panels is near the top of the façade, which appears to cover a row of once extant clerestory windows (Photographs 3 and 5).

The subject building was originally part of a larger building with eight street-facing storefronts—four on W. Pioneer Avenue and four on W. Meeker Avenue—and a north-south central pedestrian passage leading to a ninth, interior storefront and a restroom (Sanborn Map Company 1912). The area that is now 111–113 W. Pioneer is the southwest corner of the building. It historically comprised two Pioneer Avenue storefronts, the southern part of the restroom and the northwestern Meeker Avenue storefront, and the southern half of the passageway (Figure 1). The interior space was modified and the passageway was enclosed between 1942 and 1982 (Gallacci 1982; Sanborn Map Company 1942). Likely at the same time, the storefronts were modified with new brick cladding and barrel arches (Gallacci 1982). There are no permits on record with the City of Puyallup to inform exact dates for modifications. The arch design, which has New Formalist-style influences, suggests a remodel date of c. 1970 to c. 1980. Between 1982 and 2007, a blade sign over the west bay was removed and replaced with a canopy (Fűrész 2007; Gallacci 1982; Photographs 6–7). The west bay’s barrel arches are likely extant behind the canopy.

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HISTORICAL OR CULTURAL SIGNIFICANCE

Criteria for Designation

Puyallup Municipal Code recognizes 11 criteria of eligibility for inclusion on the Puyallup Register of Historic Places. Please select any that apply to this property, for which there is documentary evidence included in this nomination form.

- A Is associated with events that have made a significant contribution to the broad patterns of national, state, or local history; or
- B Embodies the distinctive architectural characteristics of a type, period, style, or method of design or construction, or represents a significant and distinguishable entity whose components may lack individual distinction; or
- C Is an outstanding work of a designer, builder, or architect who has made a substantial contribution of art; or
- D Exemplifies or reflects special elements of the City's cultural, social, economic, political, aesthetic, engineering, or architectural history; or
- E Is associated with the lives of persons significant in national, state, or local history; or
- F Has yielded or may be likely to yield important archaeological information related to history or prehistory; or
- G Is a building or structure removed from its original location but which is significant primarily for architectural value, or which is the only surviving structure significantly associated with a historic person or event; or
- H Is a birthplace or grave of a historical figure of outstanding importance and is the only surviving structure or site associated with that person; or
- I Is a cemetery which derives its primary significance from age, from distinctive design features, or from association with historic events, or cultural patterns; or
- J Is a reconstructed building that has been executed in a historically accurate manner on the original site; or
- K Is a creative and unique example of folk architecture and design created by persons not formally trained in the architectural or design professions, and which does not fit into formal architectural or historical categories.

Historical Data (if known)

Date(s) of Construction c. 1912 Other Date(s) of Significance N/A
Architect(s) Unknown Builder Unknown Engineer Unknown

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Statement of Significance

Describe in detail the chronological history of the property and how it meets the criteria for the Register of Historic Places. Please provide a summary in the first paragraph (use continuation sheets if necessary). If using a Multiple Property Nomination that is already on record, or another historical context narrative, please reference it by name and source. Please provide a bibliography for books and other materials accessed.

The c. 1912 commercial building at 111–113 W. Pioneer Avenue is recommended eligible for the Puyallup Register of Historic Places under Puyallup Municipal Code Chapter 21.22.025(1)(d)(i) for its association with events that have made a significant contribution to the broad pattern of telephone communications in local history. Between 1925 and 1948 the building housed a telephone exchange with modern equipment. The building is also recommended eligible for the Register of Historic Places under Puyallup Municipal Code Chapter 21.22.025(1)(d)(ii) for its architecture. It embodies the distinctive characteristics of the commercial block building type characterized by its simple, one-story form, decorated front façade, and narrow street frontage, and its brick walls reflect the city's building material fire ordinance. Its late-twentieth century façade modifications diminish the original design, materials, workmanship, and feeling; however, these changes illustrate how twentieth century commercial and developmental demands resulted in an architectural evolution of early commercial block buildings.

Historic Context

Puyallup and the surrounding Puyallup Valley are the traditional lands of the Puyallup Tribe. The first known Euro-American explorer of the area was Dr. William F. Tolmie, a member of the Hudson's Bay Company, who traveled through present-day Puyallup in 1833. The Donation Land Claim Act of 1850 encouraged settlement of the Oregon Territory, which encompassed present-day Washington, Oregon, Idaho, and parts of Montana and Wyoming. The Puyallup Valley, surrounding the course of the Puyallup River, was full of fertile soil that attracted Euro-American settlers in the 1850s. Early subsistence farming efforts developed into a large agricultural industry (Chesley 2008).

In 1865 hops were introduced to the Puyallup River Valley and became the most prolific crop in the region, bringing wealth to many farmers and entrepreneurs in the community (Chesley 2008). On July 16, 1874, Ezra M. Meeker, a wealthy entrepreneur and politician involved in the hop industry, registered a land patent for a 160-acre homestead (Bureau of Land Management General Land Office [BLM GLO] 1874). A strong farming community formed, and in 1877 Meeker platted a portion of present-day downtown Puyallup on 20 acres of his homestead (Becker 2006; Chesley 2008). That same year the Northern Pacific Railroad arrived in Puyallup. The railroad brought increased population, and commercial and industrial opportunities to Puyallup to supplement the healthy agricultural production of the area (BOLA 2007: 16).

The city's historical downtown developed to the north and south of the train tracks on narrow, walkable blocks. The area's earliest commercial establishments were wood buildings, but after an 1890 fire, a law was established requiring brick or other fire-resistant construction (BOLA 2007: 30). Between 1890 and 1900 commercial construction was centered along Stewart Avenue, Meridian Avenue, and Main Street (Sanborn Map Company 1890, 1900). By 1909 it had reached the 100 block of Pioneer Avenue (Sanborn Map Company 1909). The first building on the subject property was a one-story shed built between 1900 and 1909 (Sanborn Map Company 1900, 1909). By 1912, the subject building had replaced it (Figure 1).

In 1887 Puyallup became the terminus of the first long distance telephone line, which began in Tacoma, built in Western Washington (Brady n.d.: 2). In 1890 the Sunset Telephone Company established the first local telephone line in Puyallup, and the first switchboard was installed a year later (Brady n.d.: 2; Puyallup Valley Tribune 1951: np). The Sunset Telephone Company pursued a rebuilding effort in 1906 to install new poles to meet the growing demand for telephone lines (Tacoma Daily Ledger 1906: 12). Three years later, in 1909, the competing Puyallup Valley Home Telephone Company formed (Brady n.d.: 2). Father and son entrepreneurs John and J.T. King purchased the Puyallup Valley Home Telephone Company in 1910, and absorbed the Sunset Telephone Company in 1912. The Puyallup Valley Home Telephone Company exchange was moved to 111 W. Pioneer Avenue in 1925 where improved equipment was installed to support the exchange (Brady n.d.: 3). The company was purchased in 1928 by the Pacific Telephone and Telegraph Company and remained in business under that name until 1948 when dial service began in Puyallup (Puyallup Valley Tribune 1951: np).

(See Continuation Sheet)

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Continuation Sheet

Statement of Significance Continued

Building History

The building at 111–113 W. Pioneer Avenue was constructed between 1909 and 1912 (Sanborn Map Company 1909, 1912). It was built as part of a larger building that included the present-day properties at 109 W. Pioneer Avenue, and 110, 112, and 114 E. Meeker Avenue. A speculator likely funded its construction, as evidenced by its nine non-purpose-built commercial spaces (Longstreth 2000: 55). In 1912, the southwest corner of the building where the subject property is located had a millinery for the making and sale of hats and a music shop (Sanborn Map Company 1912). A restroom was behind the music store off the passageway and a poolhall was at 114 E. Meeker Avenue behind the millinery; the southern parts of both are now part of the subject building.

From 1925 until 1948 the Puyallup Valley Home Telephone Company, later known as the Pacific Telephone and Telegraph Company, occupied the subject property's two W. Pioneer Avenue storefronts (Figures 2-3; Sanborn Map Company 1927, 1942). The building has been used by an optometry office called Puyallup Vision Source since at least 1999, at which time the City of Puyallup issued a permit for the installation of an awning on the primary façade (City of Puyallup 2023). In 2009 the roof was repaired under an emergency permit, and in 2011 the roof unit was replaced (City of Puyallup 2023). The current owner purchased the property in 2021.

Statement of Significance

The building at 111–113 W. Pioneer Avenue is documented to have been associated with the development of telephone communications in Puyallup. Although not designed as a telephone exchange, modern equipment was installed to fit the purpose of the building as an exchange. The building housed the telephone exchange as it was expanding and modernizing until the advent of dial telephone which rendered the exchange purposeless. According to the building owner, telephone exchange technologies may remain within the building but this could not be verified. The Washington Department of Archaeology and Historic Preservation (DAHP) has preliminarily recommended the building eligible for the Register of Historic Places under Puyallup Municipal Code Chapter 21.22.025(1)(d)(i) for its association with events that have made a significant contribution to the broad pattern of telephone communications in local history.

The building is an example of early twentieth century one-part commercial block architecture. It retains the identifiable elements of the type, characterized by its simple, one-story form, decorated front façade, and narrow street frontage to facilitate pedestrian traffic (Longstreth 2000: 54–55). Character-defining features of the building include:

- Compact one-story form
- Brick façade
- Metal cornice
- Restrained decoration

The storefront and pedestrian passageway modifications have reduced the building's integrity of design, materials, workmanship, and feeling; however, these changes are consistent with nationwide trends whereby building owners attempted to upgrade their properties to counteract new automobile-oriented development pulling shoppers away from historical downtowns. Today, these modifications help illustrate how twentieth century commercial and developmental demands resulted in an architectural evolution of early commercial block buildings. The subject building's arched openings are a prominent characteristic that were likely added less than 50 years ago; however, the Puyallup Design Review and Historic Preservation Board has preliminarily determined the building eligible for the Register of Historic Places under Puyallup Municipal Code Chapter 21.22.025(1)(d)(ii) for its architecture.

Bibliography

Becker, Paula, "Meeker, Ezra (1830-1928)," HistoryLink.org Essay 7737, May 2, 2006. Accessed April 4, 2023, <https://www.historylink.org/file/7737>.

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Continuation Sheet

Bibliography Continued

Brady, Maye Moore Betz, "Pacific Telephone History Here Dates Back to 67 Years to 1890," no date, Courtesy of the Puyallup Historical Society.

BOLA, "Puyallup Historic Survey Report, Puyallup, Washington," Seattle, Washington, August 2007. Accessed April 5, 2023, <https://www.cityofpuyallup.org/DocumentCenter/View/1575/The-Puyallup-Historic-Survey-Report---Puyallup-Washington-?bidId=>.

Bureau of Land Management General Land Office (BLM GLO), Meeker, Ezra M. Land Patent, July 16, 1874. Accessed April 4, 2023, <https://gloreports.blm.gov/details/patent/default.aspx?accession=WAOAA%20%20072669&docClass=SER&sid=gcrics1d.rzz>.

Chesley, Frank, "Puyallup -- Thumbnail History," HistoryLink.org Essay 8447, January 22, 2008. Accessed January 25, 2023, <https://www.historylink.org/File/8447>.

City of Puyallup, City of Puyallup Web Portal, Permits for 113 W. Pioneer, Puyallup, WA 98371. Accessed May 11, 2023, <https://permits.puyallupwa.gov/Portal/Property/PropertyReview?searchKey=code&searchValue=PRO2960000350>.

Fürész, Sonja Sokol, Historic Property Report for the Arcade Building, Puyallup, Washington, Washington Department of Archaeology and Historic Preservation, 2007.

Gallacci, Caroline, Pierce County Cultural Resource Survey-Inventory Form for the Arcade Building, Puyallup, Washington, Washington Department of Archaeology and Historic Preservation, 1982.

Longstreth, Richard, The Buildings of Main Street: A Guide to American Commercial Architecture, AltaMira Press, a Division of Rowman & Littlefield Publishers, Inc., New York, 2000.

Plummer, Frederick G., "Plummer's Complete Atlas County of Pierce, Washington," Tacoma, Washington, 1889. Accessed January 25, 2023, <https://historicmapworks.com/Map/US/503780/Puyallup/Pierce+County+1889/Washington/>.

Puyallup Valley Tribune, "Telephone Service Started Here 61 Years Ago," Puyallup, Washington, November 1, 1951: np. Courtesy of the Puyallup Historical Society.

Sanborn Map Company, "Puyallup, Pierce County, Washington," New York, New York, February 1900.

Sanborn Map Company, "Puyallup, Pierce County, Washington," New York, New York, February 1909.

Sanborn Map Company, "Puyallup, Pierce County, Washington," New York, New York, April 1912.

Sanborn Map Company, "Puyallup, Pierce County, Washington," New York, New York, January 1927.

Sanborn Map Company, "Puyallup, Pierce County, Washington," New York, New York, September 1942.

Tacoma Daily Ledger, "Rebuilding Telephone Line," Tacoma, Washington, December 15, 1906: 12.

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Site Map

111-113 W Pioneer Ave
 Parcel Number: 2960000350

Path: U:\235300854\03_data\gis_cad\puyallup_pro.aprx - puyallup 111-113_w_pioneer_ave_site_map_20230404.sgl

		0 50 Feet 1 in. = 50 feet
		0 15 Meters Scale: 1:600 Date: 4/5/2023

Nomination Boundary



Photograph 1. South-facing primary façade of the building, facing north (Stantec 2023).



Photograph 2. Primary façade of the building, facing northwest (Stantec 2023).



Photograph 3. Setting of the building, facing northeast (Stantec 2023).



Photograph 4. Decorative elements on the primary façade, facing east (Stantec 2023).



Photograph 5. The building c. 1912, marked by a blue "x," facing northeast (Courtesy of the City of Puyallup).



Photograph 6. The primary façade of the building in 1982, facing northeast (Gallacci 1982).



Photograph 7. The primary façade of the building in 2007, facing northwest (Fűrész 2007).

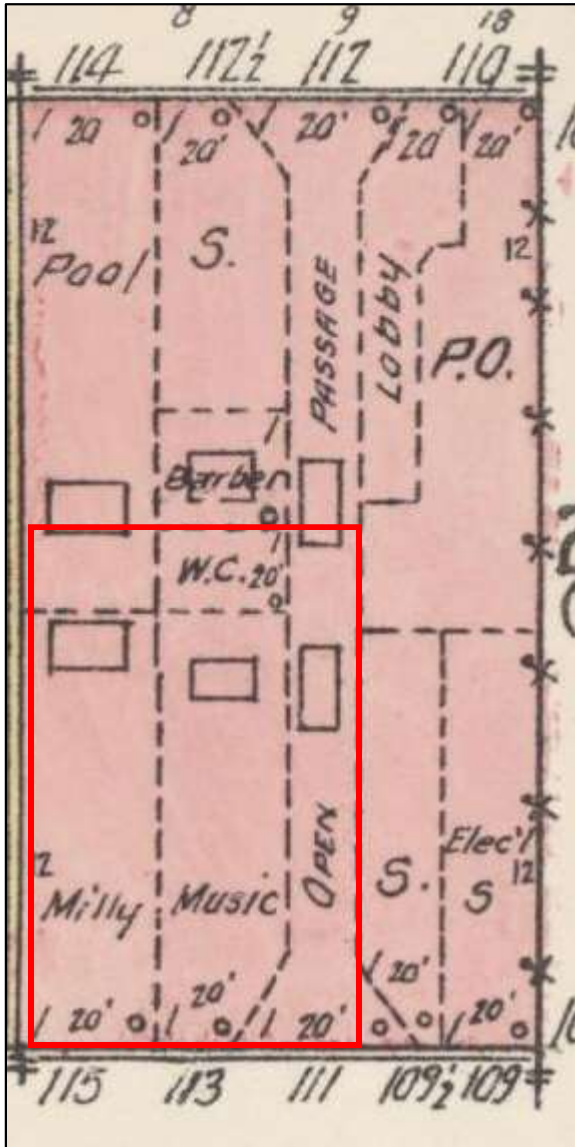


Figure 1. Sanborn Map of the original building in constructed at the site (Sanborn Map Company 1912). The subject property is shown in red.

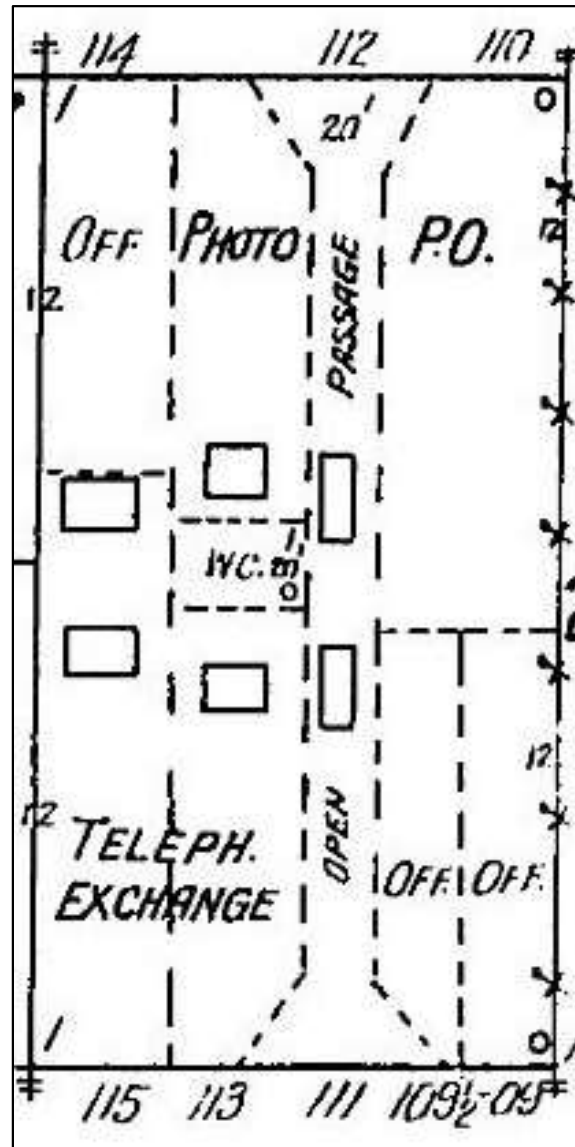


Figure 2. Sanborn map of the property in 1927 shows the building was occupied by a telephone exchange company (Sanborn Map Company 1927).

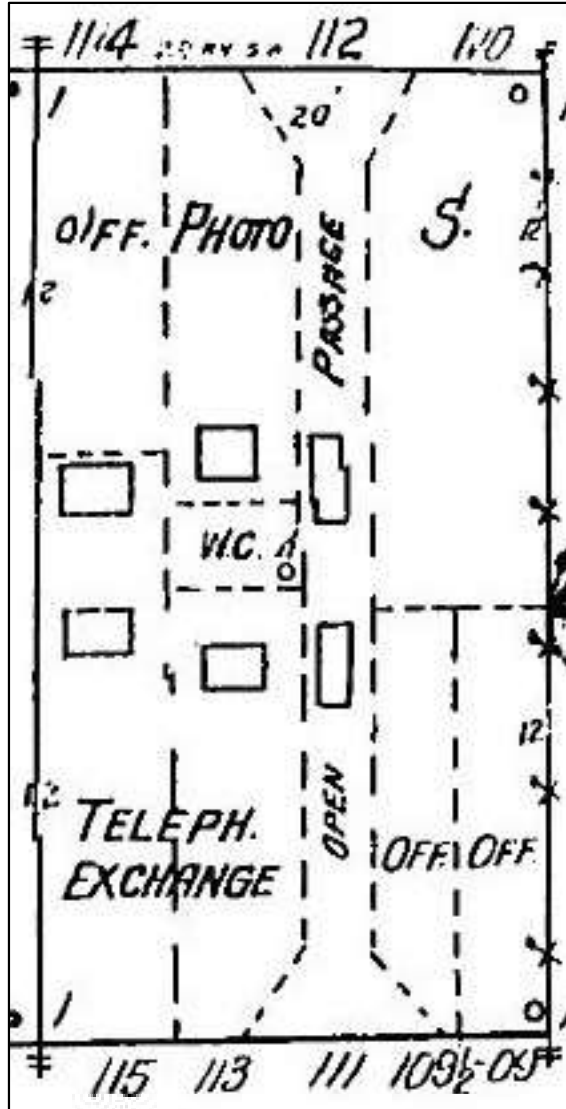


Figure 3. Sanborn map of the property in 1942 (Sanborn Map Company 1942).

202112301085

Electronically Recorded

Pierce County, WA XGARCIA

12/30/2021 3:53 PM

Pages: 6

Fee: \$209.50

AFTER RECORDING MAIL TO:

Name Lasher Holzapfel Sperry & Ebberson PLLC
Attn: Konrad Miernowski
Address 601 Union Street, Union 2600
City/State Seattle, WA 98101-4000

FIRST AMERICAN 3804694

Document Title(s):

- 1. Deed of Trust

Reference Number(s) of Documents Assigned or released:

Grantor(s):

- 1. M&A Holdings Puyallup LLC
- 2. [] Additional information on page of document

Grantee(s):

- 1. Gary D. Linton, LLC
- [] Additional information on page of document

Trustee:

- 1. First American Title Insurance Company

Abbreviated Legal Description:

PTN LOTS 6 AND 7, BLK 4, THE CENTRAL ADD. TO THE TOWN OF PUYALLUP, PIERCE COUNTY, W.T., BK 2, P. 158, PIERCE COUNTY

Tax Parcel Number(s):

2960000350

- [] Complete legal description is on page of document

RETURN RECORDED DOCUMENT TO:

Lasher Holzapfel Sperry & Ebberson PLLC
 601 Union Street, Suite 2600
 Seattle, WA 98101-4000
 Attn: Konrad Miernowski

DEED OF TRUST

This DEED OF TRUST, dated and made the 22nd day of December 2021 between **M&A HOLDINGS PUYALLUP LLC**, a Washington limited liability company, as GRANTOR, whose address is 113 West Pioneer, Puyallup, WA 98371, **FIRST AMERICAN Title Insurance Company**, as TRUSTEE, whose address is 920 – 5th Avenue, Suite 1250, Seattle, WA 98104, and **GARY D. LINTON, L.L.C.**, a Washington limited liability company, as BENEFICIARY, whose address is 8310 172nd Avenue Court East, Sumner, WA 98390. This Deed of Trust is subordinate and subject to the Deed of Trust in favor of Vision One Credit Union, dated _____ under document recording number _____.

WITNESSETH: Grantor hereby bargains, sells, and conveys to Trustee in trust, with power of sale, the following described real property in Pierce County, Washington:

PARCEL A:

The South Half of Lots 6 and 7 in Block 4 of THE CENTRAL ADDITION TO THE TOWN OF PUYALLUP, PIERCE COUNTY, W.T., according to Plat recorded in Book 2 of Plats at page 158, in Puyallup, Pierce County, Washington.
 EXCEPT the East 9.6 feet of lot 6.

PARCEL B:

The West 8 feet of the East 9.60 feet of the South half of Lot 6 in Block 4 of THE CENTRAL ADDITION TO THE TOWN OF PUYALLUP, PIERCE COUNTY, W.T., according to Plat recorded in Book 2 of Plats at page 158, in Puyallup, Pierce County, Washington.

SUBJECT TO any matters apparent or of record.

Tax Parcel No. 296000350 –
 2960000350

which real property is not used principally for agricultural or farming purposes, together with all the tenements, hereditaments, and appurtenances now or hereafter thereunto belonging or in any wise appertaining, and the rents, issues, and profits thereof.

This Deed of Trust is for the purpose of securing performance of each agreement of Grantor contained in this Deed of Trust, the payment of the sum of up to **One Hundred Thousand and No/100 Dollars (\$100,000.00)** with interest, in accordance with the terms of a Promissory Note Secured by Deed of Trust of even date herewith (the "Note"), payable to Beneficiary or order, and made by Grantor, and all renewals, modifications, and extensions thereof, and also such further sums as may be advanced or loaned by Beneficiary to Grantor or any of its successors or assigns, together with interest thereon.

To protect the security of this Deed of Trust, Grantor covenants and agrees:

1. To keep the property in good condition and repair; to permit no waste thereof; to complete any building, structure, or improvement being built or about to be built thereon; to restore promptly any building, structure, or improvement thereon which may be damaged or destroyed; and to comply with all laws, ordinances, regulations, covenants, conditions, and restrictions affecting the property.
2. To pay before delinquent all lawful taxes and assessments upon the property; to keep the property free and clear of all other charges, liens, or encumbrances impairing the security of this Deed of Trust.
3. To keep all buildings now or hereafter erected on the property described in this Deed of Trust continuously insured against loss by fire or other hazards in an amount not less than the total debt secured by this Deed of Trust. All policies shall be held by the Beneficiary, and be in such companies as the Beneficiary may approve and have loss payable first to the Beneficiary, as its interest may appear, and then to the Grantor. The amount collected under any insurance policy may be applied upon any indebtedness hereby secured in such order as the Beneficiary shall determine. Such application by the Beneficiary shall not cause discontinuance of any proceedings to foreclose this Deed of Trust. In the event of foreclosure, all rights of the Grantor in insurance policies then in force shall pass to the purchaser at the foreclosure sale.
4. To defend any action or proceeding purporting to affect the security hereof or the rights or powers of Beneficiary or Trustee, and to pay all costs and expenses, including cost of title search and attorney's fees in a reasonable amount, in any such action or proceeding, and in any suit brought by Beneficiary to foreclose this Deed of Trust.
5. To pay all costs, fees, and expenses in connection with this Deed of Trust, including the expenses of the Trustee incurred in enforcing the obligations secured hereby and Trustee's and attorney's fees actually incurred, as provided by statute.
6. Should Grantor fail to pay when due any taxes, assessments, insurance premiums, liens, encumbrances, or other charges against the property hereinabove described, Beneficiary may pay the same, and the amount so paid, with interest at the rate set forth in the note secured hereby, shall be added to and become a part of the debt secured in this Deed of Trust.
7. No portion of the property described in this Deed of Trust may be sold, transferred, or further encumbered without the Beneficiary's prior written consent. A transfer in one or more transactions, of the stock, ownership, membership, or partnership interests in, or the right to control, the Grantor if an entity, constitutes a transfer subject to the Beneficiary's prior consent. Upon any breach of this provision, Beneficiary may declare all sums due under the Note and this Deed of Trust immediately due and payable, unless prohibited by applicable law.

IT IS MUTUALLY AGREED THAT:

1. In the event any portion of the property is taken or damaged in an eminent domain proceeding, the entire amount of the award or such portion as may be necessary to fully satisfy the obligation secured by this Deed of Trust shall be paid to Beneficiary to be applied to said obligation.
2. By accepting payment of any sum secured by this Deed of Trust after its due date, Beneficiary does not waive its right to require prompt payment when due of all other sums so secured or to declare default for failure to so pay.
3. The Trustee shall reconvey all or any part of the property covered by this Deed of Trust to the person entitled thereto, on written request of the Grantor and the Beneficiary, or upon satisfaction of the obligation secured and written request for reconveyance made by the Beneficiary or the person entitled thereto.
4. Upon default by Grantor in the payment of any indebtedness secured by this Deed of Trust or in the performance of any agreement contained in this Deed of Trust, all sums secured hereby shall immediately become due and

payable at the option of the Beneficiary subject to any cure period provided in the note secured by this Deed of Trust. In such event and upon written request of Beneficiary, Trustee shall sell the trust property, in accordance with the Deed of Trust Act of the State of Washington, at public auction to the highest bidder. Any person except Trustee may bid at Trustee's sale. Trustee shall apply the proceeds of the sale as follows: (1) to the expense of the sale, including a reasonable Trustee's fee and attorney's fee; (2) to the obligation secured by this Deed of Trust; and (3) the surplus, if any, shall be distributed to the persons entitled thereto.

5. Trustee shall deliver to the purchaser at the sale its deed, without warranty, which shall convey to the purchaser all right, title and interest in the real and personal property which Grantor had or had the power to convey at the time of the execution of this Deed of Trust, and such as Grantor may have acquired thereafter. Trustee's deed shall recite the facts showing that the sale was conducted in compliance with all the requirements of law and of this Deed of Trust, which recital shall be prima facie evidence of such compliance and conclusive evidence thereof in favor of bona fide purchaser and encumbrancers for value.
6. The power of sale conferred by this Deed of Trust and by the Deed of Trust Act of the State of Washington is not an exclusive remedy; Beneficiary may cause this Deed of Trust to be foreclosed as a mortgage.
7. In the event of the death, incapacity, disability, or resignation of Trustee, or at the discretion of the Beneficiary, Beneficiary may appoint in writing a successor trustee, and upon the recording of such appointment in the mortgage records of the county in which this Deed of Trust is recorded, the successor trustee shall be vested with all powers of the original trustee. The trustee is not obligated to notify any party hereto of pending sale under any other Deed of Trust or of an action or proceeding in which Grantor, Trustee, or Beneficiary shall be a party unless such action or proceeding is brought by the Trustee.

GRANTOR:

M&A HOLDINGS PUYALLUP LLC
a Washington limited liability company

By: 

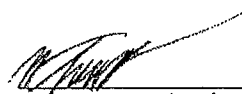
Michael Noble, Manager

STATE OF WASHINGTON)
)ss.
COUNTY OF Pierce)

I certify that I know or have satisfactory evidence that MICHAEL NOBLE is the person who appeared before me, and that said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument as the Manager of M&A HOLDINGS PUYALLUP LLC, and acknowledged it to be the free and voluntary act of said company for the uses and purposes mentioned in this instrument.

SUBSCRIBED AND SWORN to before me this 22nd day of December 2021.

Notary Public State of Washington
NICHOLAS B. SMITH
NO. 21018804
MY COMMISSION EXPIRES
APRIL 28, 2025


Print Name: Nicholas B. Smith
NOTARY PUBLIC in and for the State of
Washington, residing at UPS Store
My Commission expires: 04/28/2025

REQUEST FOR FULL RECONVEYANCE

To be used only when all obligations have been paid under this Deed of Trust.

TO: TRUSTEE

The undersigned is the legal owner and holder of the note and all other indebtedness secured by the within Deed of Trust. Said note, together with all other indebtedness secured by said Deed of Trust, has been fully paid and satisfied; and you are hereby requested and directed, on payment to you of any sums owing to you under the terms of said Deed of Trust, to cancel said note above mentioned, and all other evidences of indebtedness secured by said Deed of Trust delivered to you herewith, together with the said Deed of Trust, and to reconvey, without warranty, to the parties designated by the terms of said Deed of Trust, all the estate now held by you thereunder.

DATED: _____

Mail reconveyance to _____