

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM T-1**

**STATEMENT OF ELIGIBILITY  
UNDER THE TRUST INDENTURE ACT OF 1939 OF A  
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE  
ELIGIBILITY OF A TRUSTEE PURSUANT TO  
SECTION 305(b)(2)      ☒**

**THE BANK OF NEW YORK MELLON  
TRUST COMPANY, N.A.**

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation  
if not a U.S. national bank)

**95-3571558**  
(I.R.S. employer  
identification no.)

**400 South Hope Street  
Suite 500  
Los Angeles, California**  
(Address of principal executive offices)

**90071**  
(Zip code)

**B&G FOODS, INC.**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**13-3918742**  
(I.R.S. employer  
identification no.)

**B&G Foods North America, Inc.**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**22-3640377**  
(I.R.S. employer  
identification no.)

**B&G Foods Snacks, Inc.**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**46-1040154**  
(I.R.S. employer  
identification no.)

**Back to Nature Foods Company, LLC**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**80-0861219**  
(I.R.S. employer  
identification no.)

**Back to Nature Foods ServCo, LLC**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of

**46-3722253**  
(I.R.S. employer

**Bear Creek Country Kitchens, LLC**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**52-2409215**  
(I.R.S. employer  
identification no.)

**BTN Foods ServCo Corporation**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**46-3735680**  
(I.R.S. employer  
identification no.)

**BTN Holdco, Inc.**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**80-0861359**  
(I.R.S. employer  
identification no.)

**Clabber Girl Corporation**

(Exact name of obligor as specified in its charter)

**Indiana**  
(State or other jurisdiction of  
incorporation or organization)

**35-2150132**  
(I.R.S. employer  
identification no.)

**Spartan Foods of America, Inc.**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**27-1442631**  
(I.R.S. employer  
identification no.)

**Victoria Fine Foods, LLC**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**27-4481075**  
(I.R.S. employer  
identification no.)

**William Underwood Company**

(Exact name of obligor as specified in its charter)

**Massachusetts**  
(State or other jurisdiction of  
incorporation or organization)

**Four Gatehall Drive**  
**Parsippany, New Jersey**  
(Address of principal executive offices)

**04-1919830**  
(I.R.S. employer  
identification no.)

**07054**  
(Zip code)

**1. General information. Furnish the following information as to the trustee:**

**(a) Name and address of each examining or supervising authority to which it is subject.**

Name	Address
Comptroller of the Currency United States Department of the Treasury	Washington, DC 20219
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 20429

**(b) Whether it is authorized to exercise corporate trust powers.**

Yes.

**2. Affiliations with Obligor.**

**If the obligor is an affiliate of the trustee, describe each such affiliation.**

None.

**16. List of Exhibits.**

**Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).**

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-229762).
6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Los Angeles, and State of California, on the 21<sup>st</sup> day of August, 2019.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: /s/ Karen Yu

Name: Karen Yu

Title: Vice President

Consolidated Report of Condition of  
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.  
of 400 South Hope Street, Suite 500, Los Angeles, CA 90071

At the close of business June 30, 2019, published in accordance with Federal regulatory authority instructions.

	Dollar amounts in thousands
<b>ASSETS</b>	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	5,028
Interest-bearing balances	196,605
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	196,169
Equity securities with readily determinable fair values not held for trading	NR
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	0
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, held for investment	0
LESS: Allowance for loan and lease losses	0
Loans and leases held for investment, net of allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	25,391
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	0
Direct and indirect investments in real estate ventures	0
Intangible assets	857,436
Other assets	101,896
Total assets	<u>\$ 1,382,525</u>

**LIABILITIES**

Deposits:	
In domestic offices	4,050
Noninterest-bearing	4,050
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	20,252
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	223,324
Total liabilities	247,626
Not applicable	

**EQUITY CAPITAL**

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	323,797
Not available	
Retained earnings	809,778
Accumulated other comprehensive income	324
Other equity capital components	0
Not available	
Total bank equity capital	1,134,899
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	1,134,899
Total liabilities and equity capital	1,382,525

I, Matthew J. McNulty, CFO of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Matthew J. McNulty       )       CFO

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Antonio I. Portuondo, President                               )  
Michael P. Scott, Managing Director                        )  
Kevin P. Caffrey, Managing Director                        )       Directors (Trustees)