BALL AEROSPACE & TECHNOLOGIES CORP
Form 424B2
November 17, 2010

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Registration Nos. 333-157537
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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
5.75% Senior Notes due 2021	$500,000,000	100.00%	$500,000,000	$35,650
Guarantees of 5.75% Senior Notes due 2021(2)				

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

(2) Pursuant to Rule 457(n), no separate registration fee is payable in respect of the registration of the guarantees.

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PROSPECTUS SUPPLEMENT
(To prospectus dated February 26, 2009)

$500,000,000

Ball Corporation

5.75% Senior Notes due 2021

Ball Corporation is offering $500 million in aggregate principal amount of 5.75% Senior Notes due 2021. Ball Corporation will pay interest on the notes on May 15 and November 15 of each year, beginning May 15, 2011. The notes will mature on May 15, 2021. Ball Corporation may redeem some or all of the notes at any time on or after November 15, 2015 at redemption prices described in this prospectus supplement and prior to such date at a "make-whole" redemption price. At any time prior to November 15, 2013, Ball Corporation may also redeem up to 35% of the notes with the net cash proceeds it receives from certain equity offerings. If a change of control occurs as described in this prospectus supplement under the heading "Description of the Notes Repurchase at the Option of Holders Change of Control," Ball Corporation may be required to offer to purchase the notes from the holders.

The notes will be senior unsecured obligations of Ball Corporation and will rank equally in right of payment to all of Ball Corporation's existing and future senior unsecured indebtedness and senior in right of payment to all of Ball Corporation's future indebtedness, if any, that expressly provides for its subordination to the notes. The notes will be effectively junior to all secured indebtedness of Ball Corporation and structurally subordinated to all indebtedness and other liabilities, including trade payables, of Ball Corporation's subsidiaries that are not guarantors of the notes.

Investing in the notes involves risks that are described in the "Risk Factors" section beginning on page S-12 of this prospectus supplement.

	Per Note	Total
Public offering price(1)	100.00%	$ 500,000,000
Underwriting discount	1.375%	$ 6,875,000
Proceeds, before expenses, to us(1)	98.625%	$ 493,125,000

(1) Plus accrued interest from November 18, 2010, if settlement occurs after that date

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

The notes will be ready for delivery in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear System, and Clearstream Banking, *société anonyme*, on or about November 18, 2010.

Joint Book-Running Managers

BofA Merrill Lynch

Goldman, Sachs & Co.

Deutsche Bank Securities

J.P. Morgan

Barclays Capital

Co-Managers

RBS	**KeyBanc Capital Markets**	**Wells Fargo Securities**	**BNP PARIBAS**
US Bancorp	**Rabo Securities**		**COMMERZBANK**

The date of this prospectus supplement is November 15, 2010

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of our offering of the notes. The second part is the accompanying prospectus, which forms a part of the registration statement and provides more general information, some of which may not be applicable to this offering. This prospectus supplement and the accompanying prospectus include important information about us, the notes and other information you should know before investing in the notes. This prospectus supplement also adds, updates and changes information contained in the accompanying prospectus. If there is any inconsistency between the information in this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. You will find additional information about us in the registration statement. Any statements made in this prospectus supplement or the accompanying prospectus concerning the provisions of legal documents are not necessarily complete and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the Securities and Exchange Commission (the "SEC") for a more complete understanding of the document or matter. Before investing in the notes, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the additional information described under "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and in any term sheet we authorize that supplements this prospectus supplement. We have not, and the underwriters have not, authorized any other person to provide you with different information or make any representations other than those contained or incorporated by reference in this prospectus supplement. If anyone other than us provides you with different or inconsistent information, you should not rely on it. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement and the accompanying prospectus and the documents incorporated by reference is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

WHERE YOU CAN FIND MORE INFORMATION

Ball files annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. You can inspect and copy these reports, proxy statements and other information at the Public Reference Room of the SEC, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Ball's SEC filings will also be available to you on the SEC's website at *http://www.sec.gov* and through the New York Stock Exchange, 20 Broad Street, New York, NY 10005, on which Ball's common stock is listed.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows the "incorporation by reference" of the information filed by Ball with the SEC into this prospectus supplement, which means that important information can be disclosed to you by referring you to those documents. Any information incorporated by reference is an important part of this prospectus supplement, and any information that we file with the SEC and incorporate by reference herein subsequent to the date of this prospectus supplement will be deemed automatically to

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update and supersede this information. The documents listed below previously filed by Ball with the SEC are incorporated by reference herein:

- Ball's Annual Report on Form 10-K for the fiscal year ended December 31, 2009;
- Ball's definitive Proxy Statement for the 2010 Annual Meeting of Shareholders dated March 15, 2010;
- Ball's Quarterly Reports on Form 10-Q for the quarterly periods ended March 28, 2010, June 27, 2010 and September 26, 2010; and
- Ball's Current Reports on Form 8-K filed with the SEC on February 26, 2010, March 23, 2010, April 29, 2010 (with respect to Items 5.02, 5.03 and 9.01), April 30, 2010, June 21, 2010 and November 10, 2010.

Whenever, before the termination of the offering of the securities made under this prospectus supplement, we file reports or documents under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, those reports and documents will be deemed to be incorporated by reference into this prospectus supplement from the time they are filed. We do not incorporate by reference any information furnished pursuant to Items 2.02 or 7.01 of Form 8-K in any future filings, unless specifically stated otherwise. Unless the context requires otherwise, all references to this prospectus supplement or the accompanying prospectus include the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

If you make a request for such information in writing or by telephone, we will provide you, without charge, a copy of any or all of the information incorporated by reference in this prospectus supplement or the accompanying prospectus. Any such request should be directed to:

Ball Corporation
10 Longs Peak Drive, P.O. Box 5000
Broomfield, Colorado 80021-2510
(303) 469-3131
Attention: General Counsel

DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement contains, and the documents incorporated by reference herein may contain, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Exchange Act. These forward-looking statements represent our goals and results could vary materially from those expressed or implied. Such forward-looking statements are subject to certain risks, uncertainties and assumptions that include, but are not limited to, expected earnings and cash flows, future growth and financial performance and the expected benefits and other benefits of the acquisitions described herein. Forward-looking statements typically can be identified by the use of words such as "will," "expect," "estimate," "anticipate," "forecast," "plan," "believe" and similar terms. Although we believe that our expectations are reasonable, we can give no assurance that these expectations will prove to have been correct, and actual results may vary materially.

Important factors that could cause actual results to differ materially from those discussed in the forward-looking statements are disclosed under "Risk Factors" in our Form 10-K for the fiscal year ended December 31, 2009 and in this prospectus supplement. Some of the factors that we believe could affect our results include, but are not limited to:

- loss of one or more major customers or changes to contracts with one or more customers or fluctuation in customer or consumer growth, demand and preferences;

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successful or unsuccessful acquisitions, joint ventures or divestitures and the integration activities associated therewith, including the recent disposition of our plastics business and the recent Neuman Aluminum acquisition;

insufficient production capacity or overcapacity in foreign and domestic metal container industry production facilities and its impact on pricing;

changes in senior management;

the current global recession and its effects on liquidity, credit risk, asset values and the economy;

failure to achieve anticipated productivity improvements or production cost reductions, including those associated with capital expenditures;

availability and cost of gas and electric power, natural resources, raw materials and supplies, as well as the increases in steel, aluminum and energy costs, and the ability or inability to include or pass on to customers changes in raw material costs;

changes or competition in the pricing of the Company's products and services and the possible decrease in, or loss of, sales resulting therefrom;

insufficient or reduced cash flow, and interest rates affecting our debt;

the number and timing of the purchases of Ball Corporation's common shares;

regulatory action or federal and state legislation including mandated corporate governance, financial reporting laws and the Foreign Corrupt Practices Act;

the effects of other restrictive packaging legislation, such as recycling laws;

labor strikes, terrorist activity or war that disrupts the Company's production or supply;

increases and trends in various employee benefits and labor costs, including pension, medical and health care costs, as well as the rates of return projected and earned on assets and discount rates used to measure future obligations and expenses of the Company's defined benefit retirement plans;

antitrust, intellectual property, consumer and other litigation;

maintenance and capital expenditures;

goodwill impairment;

changes in generally accepted accounting principles or their interpretation;

the authorization, funding, availability and returns of contracts for the aerospace and technologies segment and delays, extensions and technical uncertainties, as well as schedules of performance associated with those contracts and related services provided thereunder;

international business and market risks such as the devaluation or revaluation of certain currencies and the activities of foreign subsidiaries in Europe and particularly in developing countries such as the PRC and Brazil;

changes in the foreign exchange rates of the U.S. dollar against the European euro, British pound, Polish zloty, Serbian dinar, Hong Kong dollar, Canadian dollar, Chinese renminbi, Brazilian real and Argentine peso, and in the foreign exchange rate of the European euro against the British pound, Polish zloty and Serbian dinar;

regulatory action or laws including tax, environmental, health and workplace safety, including in respect of climate change, or chemicals or substances used in raw materials or in the

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manufacturing process, particularly publicity concerning Bisphenol-A, or BPA, a chemical used in the manufacture of epoxy coatings applied to many types of containers (including certain of those produced by the Company);

changes to unaudited results due to statutory audits of our financial statements or management's evaluation of the Company's internal control over financial reporting; and

loss contingencies related to income and other tax matters, including those arising from audits performed by U.S. and foreign tax authorities.

We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this prospectus supplement and the accompanying prospectus may not in fact occur. Except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

MARKET AND INDUSTRY DATA

The market, industry or similar data presented herein are based upon estimates by our management, using various third party sources where available. While management believes that such estimates are reasonable and reliable, in certain cases such estimates cannot be verified by information available from independent sources. While we are not aware of any misstatements regarding any market, industry or similar data presented herein, such data involves risks and uncertainties and is subject to change based on various factors, including those discussed under the headings "Disclosure Regarding Forward-Looking Statements" and "Risk Factors" in this prospectus supplement.

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SUMMARY

This summary may not contain all the information that may be important to you. You should read this entire prospectus supplement, the accompanying prospectus and those documents incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors and the financial data and related notes, before making an investment decision. In this prospectus supplement and the accompanying prospectus, unless otherwise indicated or the context otherwise requires, references to "Ball Corporation" or "Ball" refer only to Ball Corporation and not to any of its subsidiaries, and references to the "Company," "we," "us," "our" and similar terms refer to Ball Corporation and its subsidiaries.

Our Company

We are one of the world's leading suppliers of metal packaging to the beverage, food and household products industries. We believe we are one of the largest manufacturers of metal beverage containers in the world and the largest in North America. Our packaging products are produced for a variety of end uses and are currently manufactured in plants around the world. We also provide aerospace and other technologies and services to governmental and commercial customers. We had net sales of $6.7 billion and $5.6 billion and EBITDA of $896.9 million and $780.0 million for the twelve and nine months ended December 31, 2009 and September 26, 2010, respectively.

During June 2010, the Company agreed to sell its plastics packaging, Americas, business to Amcor Limited. In August 2010, we completed the sale and received proceeds of $280 million, including $15 million of contingent consideration recognized at closing, subject to normal closing adjustments of approximately $20 million. The sale of our plastics packaging business included five U.S. plants that manufacture polyethylene terephthalate (PET) bottles and preforms and polypropylene bottles, as well as associated customer contracts and other related assets. The summary historical financial information in this prospectus supplement for the prior years has been retrospectively adjusted to reflect the divestiture.

Our products include:

- aluminum and steel beverage cans for carbonated soft drinks, beer, energy drinks and other beverages, of which in 2009 we produced approximately 31 billion recyclable beverage cans in North America, 2.7 billion cans in the People's Republic of China, or PRC (as well as 1.7 billion cans manufactured by two joint ventures), and 16 billion cans in Europe (excluding Russia), representing approximately 31 percent, 22 percent and 32 percent of total market shipments, respectively;

- two- and three-piece steel food cans for packaging vegetables, fruit, soups, meat, seafood, pet food and other products, of which we produced more than 5.1 billion units in 2009 in North America, representing approximately 18 percent of total shipments;

- aerosol cans, paint cans and custom and specialty containers, of which our production represented approximately 45 percent of total annual North American steel aerosol shipments in 2009; and

- aerospace and other high technology products and services, including spacecraft, instruments and sensors, radio frequency and microwave technologies, data exploitation solutions and a variety of advanced aerospace technologies and products that enable deep space missions.

We sell our packaging products primarily to major beverage, food and household products companies, including SABMiller plc, PepsiCo Inc. and its affiliated bottlers, The Coca-Cola Company and its affiliated bottlers, Anheuser-Busch InBev n.v./s.a., MillerCoors LLC, Heineken N.V. and ConAgra Foods, Inc. We believe we have been able to develop long-term customer relationships by providing superior quality and customer service at competitive prices. Our preferred supplier status with our customers is evidenced by our large number of long-term supply contracts, our high customer retention and our numerous customer awards and recognitions. We estimate that in 2009 more than 70 percent of our sales were made pursuant to long-term contracts.

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Competitive Strengths

We believe that a number of factors contribute to our position as a premier supplier of packaging products, with multiple sources of earnings and cash flow. These factors include:

Significant Presence in Multiple Markets We are the largest manufacturer of metal beverage containers in North America. Our 2009 North American metal beverage container shipments of approximately 31 billion recyclable beverage cans represented approximately 31 percent of total U.S. and Canadian shipments. In addition, we are the second largest metal beverage container producer in Europe, where our 2009 shipments of 16 billion cans represented approximately 32 percent of total European shipments (excluding Russia). We are one of the largest beverage can producers in the PRC and participate in joint ventures in Brazil and the PRC. We also have a strong position in North American steel food container and aerosol can manufacturing, with an approximate 18 and 45 percent share, respectively, of shipments in 2009.

Diversified Sources of Cash Flow Our operations historically have generated significant cash flow. Our presence in multiple markets, including metal beverage cans, steel food and aerosol cans and high technology aerospace products, diversifies our potential sources of cash flow.

Low Cost Manufacturer with State-of-the-Art Facilities Modernization programs at many of our facilities over the past decade have increased productivity, reduced costs and improved product quality. For example, we have recently completed a project to upgrade and streamline our North American beverage can end manufacturing capabilities, a project that we expect will result in productivity gains and cost reductions. Our international packaging segment also operates modern, efficient beverage can plants, with expertise in both steel and aluminum can production. In addition, we have strategically positioned our production sites to provide among the most cost-efficient and effective global coverage of any beverage can manufacturer. Our facilities are located in close proximity to the major geographic regions we serve and are close to our major customers' filling operations in order to minimize transportation costs. Our four recently acquired metal beverage container facilities are among the most modern and efficient in North America.

Experienced Management We are led by an experienced management team with a proven track record of successfully integrating major acquisitions, increasing profitability and cash flow, expanding our customer base, implementing state-of-the-art manufacturing process technology, improving operating efficiencies, introducing product innovations and entering new markets and businesses. Our top ten senior executives average over 20 years of experience in the packaging industry.

High Quality Products and Service We believe that the quality of our products and our customer service is among the highest in the industry, as indicated by the number of quality awards we have earned. For example, Ball Corporation was the co-winner of the Ceres and the Association of Chartered Certified Accountants' (ACCA) Best First Time Reporter Award for sustainability reporting in the 2009 Ceres-ACCA North American Sustainability Awards and received the 2009 International Metal Decorators Association Award of Excellence for Two-Piece Container for its Sunshine Wheat beverage cans, using the Eyeris technology. Ball Corporation has received the Abbott Supplier Excellence Award for four consecutive years, and Ball Packaging Europe received the 2008 "Supplier of the Year Award" from Coca-Cola Enterprises. Outside of packaging, Ball's aerospace business received a NASA Public Service Group Achievement Award for its work on the Spitzer Space Telescope (2009) and NASA's Goddard Space Flight Center Contractor of the Year Award in May 2008, and Ball's Hubble Space Telescope team was awarded a NASA Group

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Achievement Award for the Advanced Camera For Surveys (ACS) recovery (2008). We continually strive to improve the quality of our products and production processes through rigorous quality systems, comprehensive employee training and tight control of our manufacturing processes.

Technological Leadership We have extensive experience in improving productivity and designing innovative products. In particular, we have successfully increased manufacturing efficiencies and lowered unit costs through internally-developed equipment enhancements. We also have made numerous patented advancements in can and can end manufacturing techniques. Our North American packaging research and development activities are primarily conducted in the Ball Technology & Innovation Center located near Denver, Colorado, and we perform our European research and development activities at our modern technical center in Bonn, Germany. Current research and development efforts include the development of new sizes and types of metal containers as well as new uses for the current containers. Our innovation efforts continue to build momentum and play an important role in keeping us close to our customers. Over the last three years we have launched over 20 new products that have resulted in approximately 5 billion new or enhanced units in the marketplace.

Business Strategy

Over the past several years, we have pursued a strategy of: (1) consolidating and growing through acquisitions, strategic alliances or other means in order to improve the competitive positioning and profitability of our existing businesses; (2) rationalizing and restructuring those businesses which faced overcapacity and/or insufficient levels of profitability and cash flow; and (3) operating our businesses to maximize returns on capital, profitability and cash flow.

To maintain our status as a premier, low-cost manufacturer of packaging products and expand our world-class niche aerospace business, we will continue to pursue several strategic initiatives, including:

Pursue Selected Growth Opportunities A component of our growth strategy has been, and will continue to be, to enter into strategic alliances and make acquisitions that complement our existing businesses, improve our competitive positioning, diversify our customer base, expand our product offering and leverage our existing distribution and logistics channels. Our investments are driven by improving return on invested capital, being accretive to our long-term growth, enhancing economic value, and increasing operating cash flow. Over the past several years, we have entered into strategic alliances and completed several acquisitions, including the four metal beverage container facilities and associated contracts recently acquired in the United States, and intend to continue to pursue such opportunities in the future.

Leverage Relationships with Existing Customers We have long-term relationships with leading domestic and international beverage and food manufacturers and are continually seeking to expand our business with these customers and their affiliates. These customer relationships are maintained and expanded through our continued delivery of low-cost quality products, superior customer service, innovation in design, efficient distribution through the use of strategically located facilities and the supply of products under multi-year supply contracts.

Maintain Low Cost Position We will continue to pursue opportunities to strengthen our low-cost position in the metal beverage can business, as well as opportunities to lower costs in steel food and aerosol cans. Our strategy is to reduce costs and increase operating efficiencies through: (1) investments in productivity-enhancing machinery and equipment;

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(2) development and implementation of proprietary process technology; (3) reductions in the material content of containers; (4) improved utilization of capacity, equipment and personnel; and (5) economies of scale in purchasing.

Enhance Technological Leadership We will continue to make research and development an important element of our competitive advantage and strategy, both in designing new products and in improving production efficiency and productivity. We plan to continue to work actively with customers to improve existing products and to design new packaging features. We also intend to leverage our design and engineering capabilities to develop value-added packaging and aerospace products, and to create more cost-effective manufacturing systems and materials that contribute to improvements in quality and operating efficiency.

Pursue Operational Improvements and Product Innovation We are converting selected manufacturing lines in Europe and North America from the production of standard size commodity beverage cans to the production of specialty cans as our customers' needs for new sizes and styles of beverage cans continue to grow.

Capitalize on Ball Aerospace & Technologies Corp.'s World-Class Capabilities We intend to continue to focus on our core strengths in the defense market and the commercial space market and take advantage of growth opportunities related to our services and tactical components.

Industry Overview

We operate in the packaging industry, which consists of metal, glass, plastic and paper-based products in the form of cans, bottles, cartons, boxes, closures and flexible packages for a variety of end uses, including food and beverage, consumer products, personal care, pharmaceutical and medical, household and food service, among others. According to industry sources, the global packaging industry had estimated revenues in 2009 of approximately $429 billion. The industry is global with companies of various sizes operating primarily on a local/regional basis as it is generally not economic to transport unfilled containers long distances. We hold leading positions in two of the industry's largest, more mature markets in North America and Europe that are expected to exhibit stable to moderate growth. Worldwide shipments of metal beverage cans exceeded 245 billion units in 2009. The North American beverage can industry is the largest with more than 100 billion cans shipped in 2009, followed by Europe (excluding Russia) with more than 47 billion cans. Shipments of steel food cans and aerosol cans in the U.S. and Canada are approximately 31 and 3 billion cans annually, respectively.

Recent Developments

Our existing credit facilities are scheduled to expire in October 2011. We are currently seeking commitments to replace our existing credit facilities, but no assurance can be made as to the terms and conditions on which such commitments will be obtained or that a replacement credit facility will close on terms acceptable to us or at all. Such replacement credit facility, if consummated, will be on market terms and conditions, which may be less favorable terms and conditions than those contained in our existing credit facilities. This offering is not conditioned upon the replacement of our existing credit facilities. See "Description of Other Indebtedness Existing Credit Facilities."

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The Offering

The following is a brief summary of certain terms of this offering. For a more complete description of the terms of the notes, see "Description of Notes" in this prospectus supplement.

Issuer	Ball Corporation.
Notes Offered	\$500 million in aggregate principal amount of notes.
Maturity Date	May 15, 2021.
Interest Rate and Interest Payment Dates	5.75% per annum, payable semiannually in arrears in cash on May 15 and November 15 of each year, beginning May 15, 2011.
Guarantees	Ball Corporation's operations are conducted through its subsidiaries. Ball Corporation's payment obligations under the notes will be fully and unconditionally guaranteed by certain of Ball Corporation's existing and future domestic restricted subsidiaries that are guarantors of Ball Corporation's other indebtedness. The notes will not be guaranteed by any of Ball Corporation's foreign subsidiaries. Retrospectively adjusting for the divestiture of our plastics packaging, Americas, business, the non-guarantor subsidiaries generated 32 and 31 percent of our net sales for the year ended December 31, 2009 and the nine months ended September 26, 2010, respectively, and held 46 and 58 percent of our assets as of December 31, 2009 and September 26, 2010, respectively. See "Risk Factors Risks Related to the Notes The notes will be structurally subordinated to all existing and future liabilities of our subsidiaries that do not guarantee the notes."
Change of Control	In the event of a Change of Control, as defined herein, the holders may require Ball Corporation to purchase for cash all or a portion of their notes at a purchase price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest, if any. See "Description of Notes Repurchase at the Option of Holders Change of Control."
Ranking	The notes will be senior unsecured obligations of Ball Corporation and will rank: equally in right of payment to all of Ball Corporation's existing and future senior unsecured indebtedness and other liabilities, including trade payables and our outstanding 7 1/8% Senior Notes due 2016 (the "2016 notes"), our outstanding 6 5/8% Senior Notes due 2018 (the "2018 notes"), our outstanding 7 3/8% Senior Notes due 2019 (the "2019 notes") and our outstanding 6 3/4% Senior Notes due 2020 (the "2020 notes, and together with the 2016 notes, the 2018 notes and the 2019 notes, the "existing senior notes"); and

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senior in right of payment to all of Ball Corporation's future indebtedness, if any, that expressly provides for its subordination to the notes.

The subsidiary guarantee of each subsidiary guarantor will be such subsidiary guarantor's senior unsecured obligation and will rank:

equally in right of payment to all of such subsidiary guarantor's existing and future senior unsecured debt and other liabilities, including trade payables; and

senior in right of payment to all of such subsidiary guarantor's future debt, if any, that expressly provides for its subordination to such subsidiary guarantor's subsidiary guarantee.

The notes will be effectively subordinated to any secured debt of Ball Corporation, including borrowings under Ball Corporation's senior secured credit facilities, to the extent of the value of the assets securing that indebtedness. The notes will also be structurally subordinated to all existing and future indebtedness and other liabilities, including trade payables, of Ball Corporation's subsidiaries that are not subsidiary guarantors.

As of September 26, 2010, on an as adjusted basis, after giving effect to this offering and the repayment of our Term D loan facility as described in "Use of Proceeds":

Ball Corporation and its subsidiaries would have had approximately $2,780.4 million in aggregate principal amount of outstanding long-term debt on a consolidated basis, of which approximately $452.0 million would have been secured and an additional $659.0 million would have been available for borrowing on a secured basis under Ball Corporation's committed credit facilities, and of which $148.9 million was associated with the consolidation of Latapack-Ball and was not guaranteed by Ball Corporation;

approximately $1,650.0 million in aggregate principal amount of Ball Corporation's and its subsidiary guarantors' outstanding debt would have consisted of the existing senior notes; and

Ball Corporation's subsidiaries that are non-guarantors would have had approximately $1,782.9 million in liabilities, excluding intercompany liabilities but including trade payables and $148.9 million associated with the consolidation of Latapack-Ball, which was not guaranteed by Ball Corporation.

See "Risk Factors Risks Related to the Notes The notes will be structurally subordinated to all existing and future liabilities of our subsidiaries that do not guarantee the notes."

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Optional Redemption	Prior to November 15, 2013, we may redeem up to 35% of the aggregate principal amount of the notes issued under the indenture (as defined below) with the net proceeds of certain equity offerings, provided at least 65% of the aggregate principal amount of the notes issued under the indenture remains outstanding after the redemption. We may redeem some or all of the notes at any time prior to November 15, 2015, at a price equal to 100% of the principal amount of notes redeemed plus accrued and unpaid interest to the redemption date and a make whole premium. On or after November 15, 2015, we may redeem some or all of the notes at any time at the redemption prices described in the section "Description of Notes Optional Redemption."
Certain Covenants	Ball Corporation will issue the notes under a fifth supplemental indenture (together with the indenture dated March 27, 2006, the "indenture") among Ball Corporation, the subsidiary guarantors and the trustee. The indenture, among other things, will limit Ball Corporation's and its restricted subsidiaries' ability to: incur additional debt and issue preferred stock; pay dividends or make other restricted payments; make certain investments; create liens; allow restrictions on the ability of certain of our subsidiaries to pay dividends or make other payments to us; sell assets; enter into sale and leaseback transactions; merge or consolidate with other entities; and enter into transactions with affiliates. Each of the covenants is subject to a number of important exceptions and qualifications. Certain of these covenants will no longer be applicable if and when the notes, on any date, are rated investment grade by any two of Moody's, S&P and Fitch. See "Description of Notes Certain Covenants Changes in Covenants when Notes Rated Investment Grade."

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Use of Proceeds	We estimate that the net proceeds from this offering will be approximately $492.1 million after deducting underwriting discounts and commissions and estimated expenses related to this offering. We intend to use the net proceeds from this offering to repay the borrowings under our U.S. dollar denominated secured term loan facility, referred to as the Term D loan facility, and for general corporate purposes, which may include potential investments in strategic alliances and acquisitions, the refinancing or repayment of debt, working capital, share repurchases or capital expenditures.
DTC Eligibility	The notes will be issued in fully registered book-entry form and will be represented by permanent global notes without coupons. Global notes will be deposited with a custodian for and registered in the name of a nominee of DTC, in New York, New York. Investors may elect to hold interests in the global notes through DTC and its direct or indirect participants as described in the accompanying prospectus under "Description of Notes Book-Entry, Delivery and Form."
Form and Denomination	The notes will be issued in minimum denominations of $2,000 and any integral multiple of $1,000 in excess thereof.
Risk Factors	See "Risk Factors" beginning on page S-12 and other information included or incorporated by reference in this prospectus supplement for a discussion of the factors you should carefully consider before deciding to invest in the notes.
Conflicts of Interest	Certain of the underwriters and their affiliates perform various financial advisory, investment banking and commercial banking services from time to time for us and our affiliates, for which they have received or may receive customary fees. A portion of the net proceeds from this offering will be used to repay, among other lenders, certain of the underwriters or their affiliates who are lenders under our Term D loan facility. See "Use of Proceeds." This offering is being made in accordance with National Association of Securities Dealers, or NASD, Rule 2720 and Financial Industry Regulatory Authority, or FINRA, Rule 5110. See "Underwriting (Conflicts of Interest)."

Corporate Information

Our principal executive office is located at 10 Longs Peak Drive, Broomfield, Colorado 80021-2510 and our telephone number is (303) 469-3131. We also maintain a website at *www.ball.com*. The information on our website is not part of this prospectus supplement unless such information is specifically incorporated herein.

Summary Historical Financial Data

The following table sets forth the unaudited selected historical consolidated financial data for the Company as retrospectively adjusted for the divestiture of the plastics packaging, Americas, segment (the "plastics segment"). The unaudited selected historical consolidated financial data as of December 31, 2009 and 2008 and for each of the three years in the period ended December 31, 2009 have been derived from the Company's accounting records and adjusted to reflect the divestiture of the plastics segment. The unaudited selected historical consolidated financial data as of December 31, 2007, 2006 and 2005 and for each of the years ended December 31, 2006 and 2005 have been adjusted for the divestiture of the plastics segment and to reflect the adoption of guidance related to the accounting and reporting for the noncontrolling interest in a subsidiary. Historical data as of and for each of the nine months ended September 26, 2010 and September 27, 2009 have been derived from the Company's unaudited consolidated financial data. In connection with the filing of our Annual Report on Form 10-K in respect of our fiscal year 2010, we will restate our historical consolidated financial statements presented in the Annual Report on Form 10-K as of and through December 31, 2009 to reflect the divestiture of the plastics segment and the adoption of the guidance referred to above. The following data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the historical consolidated financial statements and the related notes all contained in our Annual Report on Form 10-K filed with the SEC on February 25, 2010, and our Quarterly Report on Form 10-Q filed with the SEC on November 4, 2010, which are incorporated by reference into this prospectus supplement and the accompanying prospectus.

During June 2010, the Company agreed to sell its plastics segment to Amcor Limited. In August 2010, we completed the sale and received proceeds of $280 million, including $15 million of contingent consideration recognized at closing, subject to normal closing adjustments of approximately $20 million. The sale of our plastics packaging business included five U.S. plants that manufacture polyethylene terephthalate (PET) bottles and preforms and polypropylene bottles, as well as associated customer contracts and other related assets.

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	Year Ended December 31,					Nine Months Ended	
	2005	2006	2007	2008	2009	September 27, 2009	September 26, 2010
	(dollars in millions)						
Statement of Earnings Data:							
Total net sales	$ 5,263.7	$ 5,927.9	$ 6,637.3	$ 6,826.1	$ 6,710.4	$ 4,982.8	$ 5,634.8
Cost of sales(1)	4,384.4	4,943.5	5,575.9	5,699.5	5,517.9	4,082.0	4,614.7
Depreciation and amortization	177.4	207.2	230.6	249.9	243.1	174.3	192.2
Selling, general and administrative							