BALL AEROSPACE & TECHNOLOGIES CORP
Form 424B5
February 28, 2012

Filed Pursuant to Rule 424(b)(5)
Registration Nos. 333-179639
and 333-179639-01 through 333-179639-21

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Maximum Offering Price Per Share	Maximum Aggregate Offering Price	Amount of Registration Fee(1)
5.00% Senior Notes due 2022	$750,000,000	100.00%	$750,000,000	$85,950
Guarantees of 5.00% Senior Notes due 2022(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.

PROSPECTUS SUPPLEMENT
(To prospectus dated February 23, 2012)

$750,000,000

Ball Corporation

5% Senior Notes due 2022

Ball Corporation is offering $750 million in aggregate principal amount of 5% Senior Notes due 2022. Ball Corporation will pay interest on the notes on March 15 and September 15 of each year, beginning September 15, 2012. The notes will mature on March 15, 2022. Ball Corporation may redeem the notes, in whole or in part, at its option at any time at the redemption prices described in this prospectus supplement under "Description of Notes Option Redemption." If a Change of Control Repurchase Event (as defined herein) occurs we will be required to offer to purchase the notes from the holders on terms described in this prospectus supplement.

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 subordinated 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.

The notes offered by this prospectus supplement will not be listed on any securities exchange.

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%	$ 750,000,000
Underwriting discount	1.375%	$ 10,312,500
Proceeds, before expenses, to us(1)	98.625%	$ 739,687,500

(1) Plus accrued interest from March 9, 2012, 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 March 9, 2012.

Joint Book-Running Managers

BofA Merrill Lynch

Goldman, Sachs & Co.

J.P. Morgan

Deutsche Bank Securities

Barclays Capital

Co-Managers

Wells Fargo Securities **RBS** **KeyBanc Capital Markets**

BNP PARIBAS **US Bancorp** **Rabo Securities** **PNC Capital Markets LLC**

SMBC Nikko **ANZ Securities** **UniCredit Capital Markets**

The date of this prospectus supplement is February 24, 2012.

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Prospectus Supplement

Prospectus

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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.

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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 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, 2011;

- Ball's definitive Proxy Statement for the 2011 Annual Meeting of Shareholders dated March 14, 2011; and

- Ball's Current Report on Form 8-K filed with the SEC on January 26, 2012 (with respect to Items 5.03, 8.01 and Exhibit 3(ii) of 9.01).

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

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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 actual results or outcomes may differ 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. 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.

Factors that could cause our actual results or outcomes 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, 2011 and in this prospectus supplement. Some of the factors that we believe could affect our results include, but are not limited to:

- fluctuation in customer and consumer growth, demand and preferences;
- loss of one or more major customers or changes to contracts with one or more customers;
- insufficient production capacity or overcapacity in foreign and domestic metal container industry production facilities and its impact on pricing;
- changes in senior management;
- the ongoing 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;
- changes in climate and weather;
- fruit, vegetable and fishing yields;
- power and natural resource costs or difficulty in obtaining supplies and energy, such as gas and electric power;
- availability and cost of raw materials, 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 in the pricing of our products and services; competition in pricing and the possible decrease in, or loss of, sales resulting therefrom;
- insufficient or reduced cash flow;

the number and timing of the purchases of our common stock;

the effects of restrictive legislation, including with respect to packaging, such as recycling laws;

interest rates affecting our debt;

labor strikes;

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

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discount rates used to measure future obligations and expenses of our 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 the nature and continuation of those contracts and related services provided thereunder;

delays, extensions and technical uncertainties, as well as schedules of performance associated with such segment contracts;

political and economic instability, including periodic sell-offs on global equity markets, sanctions and the devaluation or revaluation of certain currencies;

business risks with respect to changes in currency exchange rates;

terrorist activity or war that disrupts our production or supply;

regulatory action or laws affecting us or our customers or suppliers, or any of their respective products, including tax, environmental, health and workplace safety, including in respect of climate change, or chemicals or substances used in raw materials or in the 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 us);

technological developments and innovations;

successful or unsuccessful acquisitions, joint ventures, or divestitures and the integration activities associated therewith;

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

ongoing uncertainties surrounding sovereign debt of various European countries, including Greece, Portugal, Spain and Italy, as well as ratings agency downgrades of various government's debt; and

loss contingencies related to income and other tax matters, including those arising from audits performed by national and local tax authorities.

If we are unable to achieve our goals, then our actual performance could vary materially from the goals we have expressed or implied in these forward-looking statements. 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.

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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, personal care and household products industries. 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 $8.6 billion and EBITDA of $1.1 billion for the twelve months ended December 31, 2011.

Our products include:

- aluminum and steel beverage containers for carbonated soft drinks, beer, energy drinks and other beverages, of which in 2011 we sold approximately 43 billion recyclable beverage containers in the Americas, 5 billion containers in the People's Republic of China, or PRC, and 17 billion containers in Europe (excluding Russia), representing approximately 35 percent, 28 percent and 30 percent of total industry shipments, respectively;

- two- and three-piece steel food containers for packaging vegetables, fruit, soups, meat, seafood, pet food and other aerosol products, of which we sold approximately 5 billion units in 2011 in North America, representing approximately 18 percent of total shipments; aerosol, paints and custom and specialty containers, of which our production represented approximately 41 percent of total annual North American steel aerosol shipments in 2011;

- in the U.S. and Canada, we are the leading supplier of aluminum slugs used in the production of extruded aluminum aerosol containers and estimate our percentage of the total industry shipments to be approximately 98 percent; the European aluminum aerosol facilities sold approximately 700 million extruded aluminum aerosol containers in 2011 used for personal care products; 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, personal care 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., Unilever 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 2011 more than 70 percent of our packaging customer 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 2011 Americas metal beverage container shipments of approximately 43 billion recyclable beverage containers represented approximately 35 percent of total shipments in the Americas. In addition, we are the second largest metal beverage container producer in Europe, where our 2011 shipments of 17 billion cans represented approximately 30 percent of total European shipments (excluding Russia). We are one of the largest beverage container producers in the PRC and participate in joint ventures in Brazil and the United States. We also have a strong position in North American steel food container and aerosol container manufacturing, with an approximate 18 and 41 percent share, respectively, of shipments in 2011. In the U.S. and Canada, we are the leading supplier of aluminum slugs used in the production of extruded aluminum aerosol containers and estimate our percentage of the total industry shipments to be approximately 98 percent. The European aluminum aerosol facilities produced approximately 700 million aluminum aerosol containers in 2011.

Diversified Sources of Cash Flow Our operations historically have generated significant cash flow. Our presence in multiple markets, including metal beverage containers, steel food containers and aerosol container, extruded aluminum aerosol containers and the slugs used to produce them 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 are engaged in an ongoing global project to upgrade and streamline our beverage container end manufacturing capabilities, which was recently completed in North America and has resulted in productivity gains and cost reductions. Our international packaging segment also operates modern, efficient beverage container plants, with expertise in both steel and aluminum container production. In addition, we have strategically positioned our production sites to provide among the most cost-efficient and effective global coverage of any beverage container 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.

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 15 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, our Shenzhen, PRC plant was awarded the best supplier of the year award for 2011 from Pepsi Shenzhen, PRC; we were also awarded the Best of Class in the two-piece beverage can category during the 2011 Asia CanTech conference; we also received a gold and two silver awards by Canmaker Magazine in the annual 2011 Can of Year competition for the 30cl embossed monobloc aerosol container for G. Bellini, the one-pint D&I aluminum container with special finishes for Forster's lager and the 16 oz. Alumi-Tek® aluminum D&I bottle for Miller Lite Beer, respectively; we were also

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awarded the 2011 Ocean Spray Supplier of Year award in the Specialty Award category for the 8.4 oz. "trim" aluminum container and were recognized in 2011 by Hormel Food Corporation with the "Spirit of Excellence" award for our part in Hormel's continuous improvement process during 2010; Ball Aerospace was awarded the 2010 Space Achievement Award as part of the Hubble Space Telescope Repair Mission Team, and received the 2008 Goddard Contractor Excellence Award for its contribution to the success of the Goddard Space Flight Center's mission. 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 container and end manufacturing techniques. Our packaging research and development activities are primarily conducted in the Ball Technology & Innovation Center located near Denver, Colorado, and 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 16 new products that have resulted in approximately 9 billion new or enhanced units in the marketplace.

Drive for 10 Business Strategy

Our overall business strategy is defined by our Drive for 10 vision, which at its highest level is a mindset around perfection, with a greater sense of urgency around our future success. Our Drive for 10 vision encompasses the following strategic levers that are key to growing our businesses and achieving long-term success:

- Maximizing value in our existing businesses
- Expanding into new products and capabilities
- Aligning ourselves with the right customers and markets
- Broadening our geographic reach, and
- Leveraging our know-how and technological expertise to provide a competitive advantage

We also maintain a clear and disciplined financial strategy focused on improving shareholder returns through:

- Delivering long-term earnings per share growth of 10 percent to 15 percent per annum
- Focusing on free cash flow generation
- Increasing Economic Value Added (EVA®)

The cash generated by our businesses is used primarily: (1) to finance the Company's operations, (2) to fund stock buy-back programs and dividend payments, (3) to fund strategic capital investments and (4) to service the Company's debt. We will, when we believe it will benefit the Company and our shareholders, make strategic acquisitions, enter into joint ventures or divest parts of our Company.

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In furtherance of our Drive for 10 vision and its five strategic levers, we continue to pursue several initiatives, including:

Maximizing Value in Our Existing Businesses We continue to invest in our metal packaging and aerospace businesses, through both acquisitions and organic growth, so as to improve their returns on invested capital, grow revenues, enhance economic value and increase operating cash flow. We have successfully integrated the four U.S. metal beverage container facilities acquired in October 2009, and we acquired our partners' equity interests in two PRC beverage container joint ventures, in June 2010 and October 2011, respectively. In addition, during the past decade, we have closed over 15 packaging facilities to support our ongoing objective of matching our supply with market demand. During 2011, we also relocated equipment to support growth opportunities in Canada, Serbia and the PRC.

Expanding into New Products and Capabilities As we have done throughout our corporate history, we continue to align with our customers' needs by expanding into new products and product characteristics. In January 2011, we acquired Aerocan S.A.S., Europe's leading impact extruded aluminum packaging business, which compliments a North American business we acquired in July 2010. These acquisitions form a solid platform for profitable growth with new global customers into products and regions not previously served by the Company. In addition, through product innovation, we continue to help our customers create a higher tier pricing strategy, including through new container shapes, sizes and functional attributes, such as the Alumi-Tek® bottle, as well as critical aerospace programs such as the United States' next generation weather satellite, the Joint Polar Satellite System.

Aligning Ourselves with the Right Customers and Markets By aligning ourselves with the right customers and markets, we will continue to grow as our businesses provide the best value, quality and services to customers and understand their needs and direction. Our customer base includes companies behind the most well-known beverage, food, personal care and household products brands in the world and start-up craft beer brewers as well as agencies that provide needed defense and civil space solutions as well as remote sensing companies that are using industry-leading technology to provide useful new services to businesses and consumers. Ball's top 10 customers make up more than 50 percent of our global sales, and we will continue to pursue profitable growth with our customers in markets around the world. We strive to get close to our customers and make sure that we are providing the best value, the highest quality and the best service. For example, our relationship with DigitalGlobe©, a company Ball helped found in the 1990s that today is behind the most technologically advanced remote sensing satellites orbiting our planet satellites built by Ball has been a great success for both companies.

Broadening Our Geographic Reach We began our international expansion over two decades ago, with investments in the PRC and Canada, and accelerated it in 2002 with the acquisition of Schmalbach-Lubeca, which became our sizeable European metal beverage container business. During 2011, we took a number of important steps to broaden our geographic reach. In addition to acquiring the Aerocan business in Europe, we continue to pursue profitable expansion to meet our customers' needs in growth regions such as South America and Asia, each of which provide opportunities for us, and the projects we announced in 2011 including new joint venture beverage can plants in northeastern Brazil and in Vietnam, and a new, modern beverage can plant in Qingdao, China we believe will create value for our customers and shareholders. As we look forward, both near and long term, we see additional opportunities for us to leverage our customer relationships and technological skills to capture growth in those and other emerging markets.

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Leveraging Technology and Know-How While we have valued technology and know-how for many years, Ball has placed additional emphasis on technology and innovation throughout its businesses during 2011 and will continue to do so in 2012 and beyond. Recent innovations include new shapes, sizes, opening features and other functional benefits, as well as increasing the use of recycled content and lightweighting of our packages. This ongoing packaging development activity helps us maintain and expand our supply positions with major beverage, food, personal care and household products customers. Our aerospace business has successfully levered technology and know-how for over five decades to become one of the most respected suppliers of U.S. government agencies and their prime contractors. Recent successes include NASA's selection of Ball as one of four companies to study the storage and transfer of cryogenic propellants in space, and successful completion of critical design review for Digital Globe's next generation remote sensing satellite, WorldView-3.

Industry Overview

We operate in the packaging industry, which consists of metal, glass, plastic and paper-based products in the form of containers, 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 2010 of approximately $490 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, as well as a leading position in the PRC and a significant position in Brazil, both of which are expanding growth markets. Worldwide shipments of metal beverage containers were approximately 280 billion units in 2010. The metal beverage container industry in the Americas is the largest with approximately 123 billion containers shipped in 2011, followed by Europe (excluding Russia) with approximately 52 billion containers. Shipments of steel food containers and aerosol containers in the U.S. and Canada are approximately 27 and 3 billion containers annually, respectively. Extruded aluminum aerosol shipments in Europe were approximately 3 billion containers, and aluminum slug shipments in North America were approximately 50,000 metric tons.

Recent Developments

Tender Offer

We have commenced a tender offer to purchase for cash any and all of the Company's $6^5/_8$% Senior Notes due 2018 (the "2018 Notes"), which aggregated $450 million in principal amount outstanding as of December 31, 2011 (the "Tender Offer"). In connection with the Tender Offer, we also commenced a solicitation of consents to amend the indenture governing the 2018 Notes to eliminate substantially all of the restrictive covenants, certain events of default and certain other provisions thereunder.

Holders who validly tender their 2018 Notes prior to 5:00 p.m. (New York City time) on March 8, 2012 will receive $1,025.83 per $1,000 principal amount of the 2018 Notes accepted for purchase (which amount includes a consent payment of $20.00 for each $1,000 principal amount of the 2018 Notes). Holders who validly tender their 2018 Notes after 5:00 p.m. (New York City time) on March 8, 2012 but prior to 8:00 a.m. (New York City time) on March 23, 2012, the expiration time of the Tender Offer (as such time may be extended), will receive $1,005.83 per $1,000 principal amount of the 2018 Notes accepted for purchase. In each case, holders who validly tender their 2018 Notes will receive accrued and unpaid interest on such principal amount of 2018 Notes accepted for purchase up to, but not including, the applicable payment date.

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We intend to use a portion of the net proceeds from this offering to fund the purchase of the 2018 Notes accepted for purchase in the Tender Offer. The remaining net proceeds will be used for general corporate purposes, which may include potential investments in strategic alliances and acquisitions, the refinancing or repayment of debt, working capital, share repurchases, pension contributions or capital expenditures. In the event that less than all of the 2018 Notes are accepted for purchase pursuant to the Tender Offer, we currently intend to call for redemption in cash any remaining outstanding 2018 Notes pursuant to the redemption provisions in the indenture governing the 2018 Notes.

The Tender Offer is subject to a number of conditions, including a financing condition that requires the completion of this offering on terms and conditions satisfactory to us for aggregate net proceeds that, when combined with cash on hand, will equal an amount sufficient to pay the total consideration of all of the currently outstanding 2018 Notes that are validly tendered and accepted for purchase, plus all fees and expenses incurred in connection with the Tender Offer. The Tender Offer is being made only pursuant to the terms and subject to the conditions of the Tender Offer documents. This prospectus supplement does not constitute a notice of redemption under the optional redemption provisions of the indenture governing the 2018 Notes, nor does it constitute an offer to sell or the solicitation of an offer to purchase or a solicitation of consents with respect to the 2018 Notes.

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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	$750 million in aggregate principal amount of notes.
Maturity Date	March 15, 2022.
Interest Rate and Interest Payment Dates	5% per annum, payable semiannually in arrears in cash on March 15 and September 15 of each year, beginning September 15, 2012.
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. The non-guarantor subsidiaries generated 38 percent of our net sales for the year ended December 31, 2011, and held 58 percent of our assets as of December 31, 2011. 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	Upon the occurrence of a Change of Control Repurchase Event (as defined herein), we will be required to make an offer to purchase the notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the date of repurchase. See "Description of Notes Repurchase upon Change of Control Repurchase Event."
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"), our outstanding 6 3/4% Senior Notes due 2020 (the "2020 notes") and our outstanding 5 3/4% Senior Notes due 2021 (the "2021 notes" and together with the 2016 notes, the 2018 notes, the 2019 notes and the 2020 notes, the "existing senior notes"); 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 subsidiary guarantee of each subsidiary guarantor will be such subsidiary guarantor's senior unsecured obligation and will rank:

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	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 December 31, 2011, on an as adjusted basis, after giving effect to this offering and the application of the net proceeds as described in "Use of Proceeds":
	Ball Corporation and its subsidiaries would have had approximately $3.1 billion in aggregate principal amount of outstanding long-term debt on a consolidated basis, of which approximately $401 million would have been secured and an additional $1 billion would have been available for borrowing on a secured basis under Ball Corporation's revolving credit facilities;
	approximately $2.2 billion 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 $1.9 billion in liabilities, excluding intercompany liabilities but including trade payables. 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."
Optional Redemption	We may redeem the notes at any time in whole, or from time to time in part, in each case, at our option at a redemption price equal to the greater of:
	100% of the principal amount of the notes to be redeemed; and
	the sum of the present values of the remaining scheduled payments of principal and interest on such notes discounted to the date of redemption (excluding interest accrued to the date of redemption), on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months), at a rate equal to the sum of the Treasury Rate plus 50 basis points. We will also pay the accrued and unpaid interest on the notes to but excluding the redemption date. See "Description of Notes Optional Redemption."

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Certain Covenants	The indenture governing the notes will contain certain restrictions, including limitations that restrict our ability and the ability of certain of our subsidiaries to incur secured indebtedness or enter into certain sale and leaseback transactions. See "Description of Notes Certain Covenants."
Use of Proceeds	We estimate that the net proceeds from this offering will be approximately $738.4 million after deducting underwriting discounts and commissions and estimated expenses related to this offering. We intend to use a portion of the net proceeds from this offering to pay the consideration in connection with the Tender Offer, together with related expenses, and the balance for general corporate purposes, which may include potential investments in strategic alliances and acquisitions, the refinancing or repayment of debt, working capital, share repurchases, pension contributions or capital expenditures. See "Recent Developments Tender Offer" and "Use of Proceeds."
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.
No Listing	We do not intend to list the notes on any securities exchange or include the notes in any automated quotation system.
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.

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.

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Summary Historical Financial Data

The following table sets forth the selected historical consolidated financial data for the Company as of and for the fiscal years ended December 31, 2011, 2010, 2009, 2008 and 2007. The information as of and for the years ended December 2011, 2010, 2009 and 2008 was derived from our audited consolidated financial statements. The unaudited selected historical consolidated financial data as of and for the fiscal year ended December 31, 2007, was derived from the Company's accounting records and has been adjusted for the divestiture of the plastics packaging, Americas segment and to reflect the adoption of guidance related to the accounting and reporting for the noncontrolling interest in a subsidiary. 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 22, 2012, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

	Year Ended December 31,				
	2011	2010	2009	2008	2007
	(dollars in millions)				
Statement of Earnings Data:					
Total net sales	$ 8,630.9	$ 7,630.0	$ 6,710.4	$ 6,826.1	$ 6,637.3
Cost of sales(1)	(7,081.2)	(6,254.1)	(5,517.9)	(5,699.5)	(5,575.9)
Depreciation and amortization	(301.1)	(265.5)	(243.1)	(249.9)	(230.6)
Selling, general and administrative	(381.4)	(356.8)	(309.0)	(259.4)	(303.1)
Business consolidation and other activities	(30.3)	11.0	(21.4)	(43.8)	(44.2)
Gain on sale of investment			34.8	7.1	
Property insurance gain					
Earnings before interest and taxes	$ 836.9	$ 764.6	$ 653.8	$ 580.6	$ 483.5
Net earnings from continuing operations	$ 468.6	$ 548.6	$ 390.6	$ 315.3	$ 262.0
Discontinued operations, net of tax	(2.3)	(74.9)	(2.2)	4.6	19.7
Net earnings	$ 466.3	$ 473.7	$ 388.4	$ 319.9	$ 281.7
Net earnings attributable to Ball Corporation:					
Continuing operations	$ 446.3	$ 542.9	$ 390.1	$ 314.9	$ 261.6
Discontinued operations	(2.3)	(74.9)	(2.2)	4.6	19.7
	$ 444.0	$ 468.0	$ 387.9	$ 319.5	$ 281.3
Earnings per share (EPS):					
Basic EPS from continuing operations	$ 2.70	$ 3.00	$ 2.08	$ 1.64	$ 1.29
Basic EPS from discontinued operations	(0.01)	(0.41)	(0.01)	0.03	0.10
Total basic EPS	$ 2.69	$ 2.59	$ 2.07	$ 1.67	$ 1.39
Diluted EPS from continuing operations	$ 2.64	$ 2.96	$ 2.05	$ 1.62	$ 1.27
Diluted EPS from discontinued operations	(0.01)	(0.41)	(0.01)	0.03	0.10
Total diluted EPS	$ 2.63	$ 2.55	$ 2.04	$ 1.65	$ 1.37
Other Data:					
EBITDA(2)(3)	$ 1,138.0	$ 1,030.1	$ 896.9	$ 830.5	$ 714.1
EBITDA margin	13.2%	13.5%	13.4%	12.2%	10.8%
Interest expense(4)	$ (177.1)	$ (158.2)	$ (117.2)	$ (137.7)	$ (149.4)
Cash flow from operations, including discontinued operations	948.4	515.2	559.7	627.6	673.0
Cash flow from investing activities, including discontinued operations	(738.0)	(110.2)	(581.4)	(418.0)	(265.8)
Cash flow from financing activities	(216.8)	(459.6)	100.8	(205.5)	(412.4)
Capital expenditures, including discontinued operations(5)	(443.8)	(259.4)	(187.1)	(306.9)	(308.5)
Cash dividends per common share	0.28	0.20	0.20	0.20	0.20
Ratio of earnings to fixed charges	4.2x	4.4x	4.8x	3.7x	2.9x

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	As of December 31,				
	2011	2010	2009	2008	2007
	(dollars in millions)				
Balance Sheet Data:					
Cash and cash equivalents	$ 165.8	$ 152.0	$ 210.6	$ 127.4	$ 151.6
Working capital, excluding assets and liabilities held for sale	465.8	922.4	468.8	262.6	268.4
Total assets	7,284.6	6,927.7	6,488.3	6,368.7	6,020.6
Total debt and capital lease obligations, including current maturities	3,144.1	2,812.3	2,596.2	2,410.1	2,358.6
Ball Corporation shareholders' equity	1,219.1	1,518.0	1,581.3	1,085.8	1,342.5
Total shareholders' equity	1,378.0	1,658.1	1,583.0	1,087.3	1,343.6

(1) Excludes depreciation and amortization expense.

(2) EBITDA represents earnings before interest, taxes, depreciation and amortization. We present EBITDA because we consider it an important supplemental measure of our financial performance and our management believes it is frequently used by securities analysis, investors and other interested parties in the evaluation of companies' financial performance in our industry. EBITDA is a non-U.S. GAAP measure and should not be considered an alternative to net earnings as an indicator of our operating performance. Non-U.S. GAAP measures should not be considered in isolation and should not be considered superior to, or a substitute for, financial measures calculated in accordance with U.S. GAAP. A reconciliation of EBITDA to net earnings attributable to Ball Corporation follows:

	Year Ended December 31,				
	2011	2010	2009	2008	2007
	(dollars in millions)				
EBITDA	$ 1,138.0	$ 1,030.1	$ 896.9	$ 830.5	$ 714.1
Depreciation and amortization	(301.1)	(265.5)	(243.1)	(249.9)	(230.6)
Earnings before interest and taxes	836.9	764.6	653.8	580.6	483.5
Interest expense	(177.1)	(158.2)	(117.2)	(137.7)	(149.4)
Earnings before taxes	659.8	606.4	536.6	442.9	334.1
Tax provision	(201.3)	(175.8)	(159.8)	(142.1)	(85.0)
Equity in results of affiliates, net of tax	10.1	118.0	13.8	14.5	12.9
Net earnings from continuing operations	468.6	548.6	390.6	315.3	262.0
Discontinued operations, net of tax	(2.3)	(74.9)	(2.2)	4.6	19.7
Net earnings	466.3	473.7	388.4	319.9	281.7
Less net earnings attributable to noncontrolling interests	(22.3)	(5.7)	(0.5)	(0.4)	(0.4)
Net earnings attributable to Ball Corporation	$ 444.0	$ 468.0	$ 387.9	$ 319.5	$ 281.3

(3) EBITDA was impacted by net business consolidation and other activity (costs) gains, including sales of investments, of $(30.3) million, $11.0 million, $13.4 million, $(36.7) million and $(44.2) million for the years ended December 31, 2011, 2010, 2009, 2008 and 2007, respectively.

(4) Interest expense includes debt refinancing costs of $8.8 million for the year ended December 31, 2010.

(5) The 2007 amount does not include the offset of $48.6 million of insurance proceeds received to replace the fire-damaged assets in our Hassloch, Germany, plant.

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RISK FACTORS

You should carefully consider the following risk factors and the risk factors and assumptions related to our business identified or described in our most recent Annual Report on Form 10-K, including Exhibit 99.2 thereto, and all other information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus before investing in the notes. The risks described below or incorporated by reference herein are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business operations. The occurrence of any one or more of the following could materially adversely affect our business, financial condition or results of operations. In such case, you may lose all or part of your original investment.

Risks Related to the Notes

Our significant debt could adversely affect our financial health and prevent us from fulfilling our obligations under the notes.

We have now and, after this offering, will continue to have a significant amount of debt. On December 31, 2011, on an as adjusted basis, after giving effect to this offering and the application of the net proceeds as described in "Use of Proceeds," we would have had total long-term debt of $3.1 billion (of which $750 million would have consisted of the notes, $401 million would have consisted of borrowings under our senior secured credit facilities, $1.7 billion would have consisted of our existing senior notes and $213 million would have consisted of other debt) and approximately $1 billion available for additional borrowings under our revolving credit facilities. Our high level of debt could have important consequences, including the following:

- use of a large portion of our cash flow to pay principal and interest on our notes, our senior secured credit facilities and our other debt, which will reduce the availability of our cash flow to fund working capital, capital expenditures, research and development expenditures and other business activities;
- increase our vulnerability to general adverse economic and industry conditions;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- restrict us from making strategic acquisitions or exploiting business opportunities;
- place us at a competitive disadvantage compared to our competitors that have less debt;
- limit our ability to make capital expenditures in order to maintain our manufacturing plants in good working order and repair; and
- limit, along with the financial and other restrictive covenants in our debt, among other things, our ability to borrow additional funds, dispose of assets or pay cash dividends.

In addition, a substantial portion of our debt bears interest at variable rates. If market interest rates increase, variable-rate debt will create higher debt service requirements, which would adversely affect our cash flow. While we sometimes enter into agreements limiting our exposure, any such agreements may not offer complete protection from this risk.

We will require a significant amount of cash to service our debt. Our ability to generate cash depends on many factors beyond our control.

Our ability to make payments on and to refinance our debt, including the notes, and to fund planned capital expenditures and research and development efforts, will depend on our ability to generate cash in the future. This is subject to general economic, financial, competitive, legislative, regulatory and other factors that may be beyond our control.

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Based on our current operations, we believe our cash flow from operations, available cash and available borrowings under our revolving credit facilities will be adequate to meet our future liquidity needs for the next several years barring any unforeseen circumstances which are beyond our control.

We cannot assure you, however, that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our revolving credit facilities or otherwise in an amount sufficient to enable us to pay our debt, including the notes, or to fund our other liquidity needs. We may need to refinance all or a portion of our debt, including the notes, on or before maturity. We cannot assure you that we will be able to refinance any of our debt, including our senior secured credit facilities, the existing senior notes or the notes, on commercially reasonable terms or at all.

Despite our current significant level of debt, we may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial debt.

We may be able to incur substantial additional debt in the future. Although our senior secured credit facilities contain, and the indentures governing our existing senior notes contain, restrictions on the incurrence of additional debt, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, debt incurred in compliance with these restrictions could be substantial. If new debt is added to our current debt levels, the substantial risks described above would intensify.

The notes and the subsidiary guarantees will be unsecured and effectively subordinated to our existing and future secured debt.

Holders of our secured debt will have claims that are prior to your claims as holders of the notes to the extent of the value of the assets securing the secured debt. Notably, Ball Corporation and the subsidiary guarantors are parties to our senior secured credit facilities, which are secured by liens on the stock of substantially all of the subsidiaries of Ball Corporation and the subsidiary guarantors. The notes will be effectively subordinated to all secured debt to the extent of the value of the collateral. In the event of any distribution or payment of our assets in any foreclosure, dissolution, winding-up, liquidation, reorganization or other bankruptcy proceeding, holders of secured debt will have prior claim to those of our assets that constitute their collateral. Holders of the notes will participate ratably with all holders of our unsecured debt that is deemed to be of the same class as the notes, and potentially with all of our other general creditors, based upon the respective amounts owed to each holder or creditor, in our remaining assets. In any of the foregoing events, we cannot assure you that there will be sufficient assets to pay amounts due on the notes. As a result, holders of notes may receive less, ratably, than holders of secured debt.

As of December 31, 2011, the aggregate amount of our secured, long-term debt was approximately $401 million, and approximately $1 billion was available for additional borrowings under our revolving credit facilities. We may be permitted to borrow substantial additional debt, including secured debt, in the future under the terms of the indenture governing the notes.

The notes will be structurally subordinated to all existing and future liabilities of our subsidiaries that do not guarantee the notes.

The notes will be structurally subordinated to all existing and future liabilities, including trade payables, of our subsidiaries that do not guarantee the notes, and the claims of creditors of those subsidiaries, including trade creditors, will have priority as to the assets and cash flows of those subsidiaries. In the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding of any of the non-guarantor subsidiaries, holders of their liabilities, including their trade creditors, will generally be entitled to payment on their claims from assets of those subsidiaries before any assets are made available for distribution to us. None of our foreign subsidiaries will guarantee the notes and certain of our domestic subsidiaries will not guarantee the notes. As of December 31, 2011, on an as

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adjusted basis, after giving effect to this offering and the application of the net proceeds as described in "Use of Proceeds," our non-guarantor subsidiaries would have had $1.9 billion of outstanding liabilities, excluding intercompany liabilities but including trade payables. In addition, the non-guarantor subsidiaries generated 38 percent of our net sales and 47 percent of our EBITDA for the year ended December 31, 2011, and held 58 percent of our assets as of December 31, 2011.

The terms of our debt impose, or will impose, restrictions on us that may affect our ability to successfully operate our business and our ability to make payments on the notes.

The indentures governing our existing senior notes contain covenants that, among other things, limit our 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.

These covenants could materially and adversely affect our ability to finance our future operations or capital needs and to engage in other business activities that may be in our best interest.

All of these covenants may restrict our ability to expand or to pursue our business strategies. Our ability to comply with these covenants may be affected by events beyond our control, such as prevailing economic conditions and changes in regulations, and if such events occur, we cannot be sure that we will be able to comply. A breach of these covenants could result in a default under the indenture governing our existing senior notes or, if it resulted in the acceleration of our obligations under the existing senior notes, under the indenture relating to the notes. If there were an event of default under the indenture for the notes, holders of such defaulted notes could cause all amounts borrowed under the notes to be due and payable immediately.

The notes do not impose any limitations on our ability to incur additional debt, guarantees or other obligations.

Although we will remain subject to the covenants contained in the indentures for our existing notes for so long as those notes remain outstanding, the indenture governing the notes does not restrict the future incurrence of unsecured indebtedness, guarantees or other obligations. Except for the limitations on granting liens on the capital stock and indebtedness of our subsidiaries and on certain limited assets we and certain of our subsidiaries own (or on entering into sale and leaseback transactions with respect to those assets) the indenture does not restrict our ability to incur secured indebtedness, grant liens on our assets or to engage in sale and leaseback transactions. See "Description of Notes Limitation on Liens" and "Description of Notes Limitation on Sale and Leaseback Transactions." In addition, the indenture relating to the notes does not contain many other restrictions contained in our existing senior notes, including limitations on asset sales or on paying dividends or making other restricted payments or investments.

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We may not be able to service the notes because of our operational structure.

The notes are obligations solely of Ball Corporation, and each subsidiary guarantee is the obligation solely of the applicable guarantor. Ball Corporation, the issuer of the notes, is a holding company and, as such, its operations are conducted through its subsidiaries. Ball Corporation's subsidiaries are its primary source of income and it relies on that income to make payments on debt. However, Ball Corporation's subsidiaries are separate and distinct legal entities.

Except for the subsidiary guarantees given by the subsidiary guarantors, holders of the notes cannot demand repayment of the notes from Ball Corporation's subsidiaries because the notes are not obligations of non-guarantor subsidiaries. Therefore, although Ball Corporation's operating subsidiaries may have cash, Ball Corporation may not be able to make payments on its debt. In addition, the non-guarantor subsidiaries are not obligated to make distributions to Ball Corporation. The ability of Ball Corporation's subsidiaries to make payments to Ball Corporation will also be affected by their own operating results and will be subject to applicable laws and contractual restrictions contained in the instruments governing any debt or leases of such subsidiaries. Although the indentures governing the existing senior notes limit the ability of such subsidiaries to enter into any consensual restrictions on their ability to pay dividends and other payments to us, such limitations are subject to a number of significant qualifications.

The definition of a Change of Control requiring us to repurchase the notes is limited, and the market price of the notes may decline if we enter into a transaction that is not a Change of Control under the indenture governing the notes.

The term "Change of Control" (as used in the notes) is limited in scope and does not include every event that might cause the market price of the notes to decline. Furthermore, if we have an investment grade rating, we are required to repurchase the notes upon a Change of Control only if, during the 60 days after the earlier of such Change of Control or public announcement thereof (which period may be extended), such notes have a credit rating below investment grade. As a result, our obligation to repurchase the notes upon the occurrence of a Change of Control is limited and may not preserve the value of the notes in the event of a highly leveraged transaction, reorganization, merger or similar transaction. In addition, our existing senior notes do not contain a similar limitation, such that we may be required to repurchase our existing senior notes upon the occurrence of a Change of Control even though we are not required to repurchase the notes. The indenture relating to the notes does not contain any limitation on such repurchases.

We may not have sufficient funds to purchase the notes upon a Change of Control Repurchase Event as required by the indenture governing the notes.

Holders of the notes may require us to repurchase their notes upon a Change of Control Repurchase Event as defined under "Description of Notes Repurchase Upon Change of Control Repurchase Event." We cannot assure you that we would have sufficient financial resources, or would be able to arrange financing, to pay the repurchase price of the notes and any other then-existing indebtedness that may be tendered by the lenders thereof in such a circumstance. Furthermore, the terms of our then-existing indebtedness or other agreements may contain financial covenants, events of default provisions or other provisions that could be violated if a Change of Control were to occur or if we were required to repurchase the notes or other debt securities or repay indebtedness containing a similar repurchase or repayment requirement.

The subsidiary guarantees of the notes could be subordinated or voided by a court.

Under the federal bankruptcy law and comparable provisions of state fraudulent transfer laws, a guarantee could be voided, or claims in respect of a guarantee could be subordinated to all other

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debts of that guarantor if, among other things, the guarantor, at the time it incurred the debt evidenced by its guarantee:

- received less than reasonably equivalent value or fair consideration for the incurrence of such guarantee; and
- was insolvent or rendered insolvent by reason of such incurrence; or
- was engaged in a business or transaction for which the guarantor's remaining assets constituted unreasonably small capital; or
- intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature.

In such instances, the note holders would cease to have any claim in respect of that subsidiary guarantee and would be creditors solely of Ball Corporation and any remaining subsidiary guarantors. In addition, any payment by that subsidiary guarantor pursuant to its subsidiary guarantee could be voided and required to be returned to the subsidiary guarantor, or to a fund for the benefit of the creditors of the subsidiary guarantor.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a guarantor would be considered insolvent if:

- the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;
- the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or
- it could not pay its debts as they become due.

We cannot assure you, however, as to what standard a court would apply in making these determinations.

A court may void the issuance of the notes in circumstances of a fraudulent transfer under federal or state fraudulent transfer laws.

If a court determines the issuance of the notes constituted a fraudulent transfer, the holders of the notes may not receive payment on the notes.

Under federal bankruptcy and comparable provisions of state fraudulent transfer laws, if a court were to find that, at the time the notes were issued Ball Corporation:

- issued the notes with the intent of hindering, delaying or defrauding current or future creditors; or
- received less than fair consideration or reasonably equivalent value for incurring the debt represented by the notes, and either (i) we were insolvent or were rendered insolvent by reason of the issuance of the notes; or (ii) we were engaged, or about to engage, in a business or transaction for which our assets were unreasonably small; or (iii) we intended to incur, or believed, or should have believed, we would incur, debts beyond our ability to pay as such debts mature;

then a court could:

avoid all or a portion of our obligations to the holders of the notes;

subordinate our obligations to the holders of the notes to other existing and future debt of us, the effect of which would be to entitle the other creditors to be paid in full before any payment could be made on the notes; or

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take other action harmful to the holders of the notes, including in certain circumstances, invalidating the notes.

In any of these events, we could not assure you that the holders of the notes would ever receive payment on the notes.

The measures of insolvency for the purposes of the above will be as described in the risk factor "The subsidiary guarantees of the notes could be subordinated or voided by a court." We cannot assure you as to what standard a court would apply in order to determine whether we were "insolvent" as of the date the notes were issued, or that, regardless of the method of valuation, a court would not determine that we were insolvent on that date. Nor can we assure you that a court would not determine, regardless of whether we were insolvent on the date the notes were issued, that the issuance of the notes constituted fraudulent transfers on another ground.

An active trading market may not develop for the notes.

There is currently no public market for the notes, and we do not currently plan to list the notes on any national securities exchange. In addition, the liquidity of any trading market in the notes, and the market price quoted for the notes, may be adversely affected by changes in the overall market for these securities and by changes in our financial performance or prospects. A liquid trading market in the notes may not develop.

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USE OF PROCEEDS

We estimate that the net proceeds from the sale of the notes offered by this prospectus supplement will be approximately $738.4 million after deducting the underwriting discounts and commissions and estimated expenses related to this offering. We intend to use the net proceeds from this offering to repay the $450 million principal amount of the 2018 Notes, including the payment of applicable premiums, accrued and unpaid interest and related expenses, as well as for general corporate purposes, which may include potential investments in strategic alliances and acquisitions, the refinancing or repayment of debt, working capital, share repurchases, pension contributions or capital expenditures. Assuming that all of the 2018 Notes are repurchased in the Tender Offer at a purchase price equal to $1,025.83 per $1,000 principal amount of 2018 Notes accepted for purchase and the payment of accrued and unpaid interest on the 2018 Notes of $14.4 million, a portion of the net proceeds from this offering will be used to repurchase the 2018 Notes, and the remaining net proceeds of approximately $262.4 million will be used for general corporate purposes. See "Recent Developments Tender Offer." Because the proceeds will be used to repay the 2018 Notes, the underwriters or their affiliates may receive proceeds from this offering to the extent that the underwriters or their affiliates hold any of our existing 2018 Notes and tender such notes in the Tender Offer.

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CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents and capitalization as of December 31, 2011 (1) on an actual basis and (2) on an as adjusted basis after giving effect to the issuance of $750 million in aggregate principal amount of notes offered hereby and the application of the net proceeds as described in "Use of Proceeds."

	As of December 31, 2011	
	Actual	**As Adjusted(1)**
	(dollars in millions)	
Cash and cash equivalents	$ 165.8	$ 428.2

Long-term debt, including current portion: