UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K

(X) ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 1999

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ________________ to ________________

Commission File Number 1-7349

Ball Corporation

State of Indiana 35-0160610

10 Longs Peak Drive, P.O. Box 5000
Broomfield, Colorado 80021-2510

Registrant's telephone number, including area code: (303) 469-3131

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, without par value	New York Stock Exchange, Inc. Chicago Stock Exchange, Inc. Pacific Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES [X] NO [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

The aggregate market value of voting stock held by non-affiliates of the registrant was $804.7 million based upon the closing market price on March 3, 2000 (excluding Series B ESOP Convertible Preferred Stock of the registrant, which series is not publicly traded and which has an aggregate liquidation preference of $56.2 million).

Number of shares outstanding as of the latest practicable date.

Class	Outstanding at March 5, 2000
Common Stock, without par value	30,081,175

DOCUMENTS INCORPORATED BY REFERENCE

1. Annual Report to Shareholders for the year ended December 31, 1999, to the extent indicated in Parts I, II, and IV. Except as to information specifically incorporated, the 1999 Annual Report to Shareholders is not to be deemed filed as part of this Form 10-K Annual Report.

2. Proxy statement filed with the Commission dated March 15, 2000, to the extent indicated in Part III.

PART I

Item 1. Business

Ball Corporation is an Indiana corporation organized in 1880 and incorporated in Indiana in 1922. Its principal executive offices are located at 10 Longs Peak Drive, Broomfield, Colorado 80021-2510. The terms "Ball" and the "Company" as used herein refer to Ball Corporation and its consolidated subsidiaries.

Ball is a manufacturer of metal and plastic packaging, primarily for beverages and foods, and a supplier of aerospace and other technologies and services to commercial and governmental customers.

The following sections of the 1999 Annual Report to Shareholders contain financial and other information concerning Company business developments and operations, and are incorporated herein by reference: the notes to the financial statements "Business Segment Information (note 2)," "Headquarters Relocation, Plant Closures, Dispositions and Other Costs (note 4)," "Acquisitions (note 3)" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Recent Business Developments

Ball and ConAgra Grocery Products Company (ConAgra), a unit of ConAgra, Inc., announced in February 2000 their agreement to form a joint venture company called Ball Western Can Company (Ball Western) to acquire and operate certain ConAgra can manufacturing assets in California. Under a separate agreement, Ball will purchase certain ConAgra manufacturing assets and relocate them to an existing Ball plant in Tennessee. Ball Western and Ball will supply metal food cans and ends under long-term agreements to ConAgra, whose requirements are currently about one billion cans and ends per year.

Other Information Pertaining to the Business of the Company

The Company's businesses are comprised of two segments: (1) packaging and (2) aerospace and technologies.

Packaging Segment

Ball's principal business is the manufacture and sale of rigid packaging products, primarily for beverages and foods. Packaging products are sold in highly competitive markets, primarily based on quality, service and price. A substantial part of the Company's packaging sales is made directly to relatively few major companies in packaged beverage and food businesses. Packaging segment sales to Miller Brewing Company, PepsiCo, Inc., and affiliates, and Coca-Cola and affiliates, represented approximately 15 percent, 13 percent and 11 percent, respectively, of consolidated 1999 net sales. Worldwide sales to all bottlers of Pepsi-Cola and Coca-Cola branded beverages, including licensees utilizing consolidated purchasing groups, comprised approximately 35 percent of consolidated net sales in 1999.

The rigid packaging business is capital intensive, requiring significant investments in machinery and equipment. Profitability is sensitive to production volumes, labor and the costs of certain raw materials, such as aluminum, steel and plastic resin.

Raw materials used in the Company's packaging business are generally available from several sources. Ball has secured what it considers to be adequate supplies of raw materials and is not experiencing any shortages. The Company's manufacturing facilities are dependent, in varying degrees, upon the availability of process energy, such as natural gas and electricity. While certain of these energy sources may become increasingly in short supply or halted due to external factors, including potential Year 2000 noncompliance by suppliers, the Company cannot predict the effects, if any, of such occurrences on its future operations.

Research and development efforts in this business generally seek to improve manufacturing efficiencies and lower unit costs, principally raw material costs, by reducing the material content of containers while improving or maintaining other physical properties such as material strength. In addition, research and development efforts are directed toward the development of new sizes and types of metal and plastic beverage and food containers, as well as new uses for the current containers.

On August 10, 1998, Ball acquired substantially all the assets and assumed certain liabilities of the North American beverage can manufacturing business of Reynolds Metals Company (Acquisition). Subsequently, the Company closed two of the acquired plants in early 1999 and a third one in early 2000. With the Acquisition, Ball expanded its metal beverage product line to include specialty cans and became the largest metal beverage can producer in North America with an annual production capacity of approximately 36 billion cans.

Metal beverage containers and ends represent Ball's largest product line, accounting for approximately 63 percent of 1999 consolidated net sales. Decorated two-piece aluminum beverage cans are currently being produced at 18 manufacturing facilities in the U.S., 2 facilities in Canada and 1 in Puerto Rico; ends are produced within 5 U.S. facilities. Metal beverage containers are sold primarily to fillers of carbonated soft drinks, beer and other beverages under annual or long-term supply contracts. Sales volumes of metal beverage cans and ends in North America tend to be highest during the period from April through September.

Based on publicly available industry information, the Company estimates that its North American metal beverage container shipments were approximately 35 percent of total U.S. and Canadian shipments for metal beverage containers. The Company also estimates that its three largest competitors together represent substantially all of the remaining market shipments.

Also based on publicly available industry information, the U.S. metal beverage container industry experienced demand growth at an average annual rate of approximately 1 percent since 1990. During this same period, the soft drink portion of the industry added over 15 billion units while the beer portion of the industry lost approximately 6 billion units (largely to glass packaging). The growth in industry-wide shipments was relatively flat from 1998 to 1999, but increased approximately 2.2 percent from 1997 to 1998.

In Canada, metal beverage containers have captured significantly lower percentages of the packaged beverage industry than in the U.S., particularly in the packaged beer industry, in which the market share of metal containers has been hindered by trade barriers and restrictive taxes within Canada.

Beverage container industry production capacity in the U.S. and Canada exceeds demand. In order to balance more closely capacity and demand within its own business, Ball has consolidated its can and end manufacturing capacity into fewer, more efficient facilities with the closure of two of the acquired plants in early 1999 and a third one in early 2000.

The aluminum beverage can continues to compete aggressively with other packaging materials in the beer and soft drink industries. The glass bottle has shown resilience in the packaged beer industry, while the soft drink industry use of the PET bottle has grown. The packaged beer industry has also begun the usage of plastic beer bottles utilizing multi-layer technology.

Two-piece and three-piece steel food containers are manufactured in the U.S. and Canada and sold primarily to food processors in the Midwestern United States and Canada. In 1999 metal food container sales comprised approximately 14 percent of consolidated net sales. Sales volumes of metal food containers in North America tend to be highest from June through October as a result of seasonal vegetable and salmon packs.

In the metal food container industry, manufacturing capacity in North America exceeds market demand. Approximately 34 billion steel food cans were shipped in the U.S. and Canada in 1999, of which approximately 16 percent were shipped by Ball.

Polyethylene terephthalate (PET) packaging is Ball's newest product line, representing slightly less than 7 percent of consolidated net sales in 1999. Demand for containers made of PET has increased in the beverage packaging industry and is expected to increase in the food packaging industry with improved technology and adequate supplies of PET resin. While PET beverage containers compete against both metal and glass, the historical increase in the sales of PET containers has come primarily at the expense of glass containers and through new market introductions. The latest projections publicly available indicate that the growth in overall PET demand over the next two years is expected to be between 5 and 10 percent.

Competition in this industry includes two national suppliers and several regional suppliers and self-manufacturers. Service, quality and price are deciding competitive factors. Increasingly, the ability to produce customized, differentiated plastic containers is an important competitive factor.

Ball has secured long-term customer supply agreements, principally for carbonated beverage and water containers. The Company is also developing plastic beer bottles using a multi-layer technology and is introducing this beverage container in limited markets. Other products such as juice containers are potential candidates for expanding the plastics product line.

As part of Ball's initiative to expand its presence internationally, in early 1997 the Company acquired a controlling interest in Ball Asia Pacific Limited, formerly M.C. Packaging (Hong Kong) Limited. Ball Asia Pacific Limited produces two-piece aluminum beverage containers, three-piece steel beverage and food containers, aerosol cans, plastic packaging, metal crowns and printed and coated metal.

With the acquisition of Ball Asia Pacific Limited, the Company is the largest beverage can manufacturer in the People's Republic of China (PRC), supplying approximately half of the two-piece aluminum beverage cans used in the PRC. Capacity has grown rapidly in the PRC, resulting in a supply/demand imbalance. Additionally, uncertainty in the Asian financial markets has resulted in a decrease in exports of Company products from the PRC to other Asian countries. As per capita consumption in the PRC is significantly lower than in more developed countries and per capita income in the PRC is rising, there is significant potential for strong demand growth. In the interim, however, Ball elected to delay the start-up of two small facilities originally expected to become operational in 1998 and to close, in the early part of 1999, two of its plants located in the PRC and remove from service certain manufacturing equipment at a third plant.

Ball operates more than 20 manufacturing ventures in the PRC. The Beijing manufacturing facility is one of the most technologically advanced plants in the PRC. The Company's 34 percent-owned affiliate, Sanshui Jianlibao FTB Packaging Limited, is the largest can manufacturing facility in the PRC in terms of production capacity. For more information on operations in the PRC, see Item 2, Properties, and Exhibit 21.1, Subsidiary List.

Ball is a 50 percent equity owner of a joint venture with BBM Participacoes S.A. to produce two-piece aluminum cans and ends in Brazil. Ball also participates in joint ventures in Thailand, Russia, Taiwan and the Philippines, in addition to providing manufacturing technology and assistance to numerous can manufacturers around the world.

Aerospace and Technologies Segment

The aerospace and technologies segment includes civil space systems, defense systems, commercial space operations, commercial products and technologies, systems engineering services, advanced antenna and video systems and engineering technology products. Sales in the aerospace and technologies segment accounted for approximately 11 percent of consolidated net sales in 1999.

The majority of the aerospace and technologies segment business involves work under relatively short-term contracts (generally one to five years) for the National Aeronautics and Space Administration (NASA), the U.S. Department of Defense (DoD) and foreign governments. Contracts funded by the various agencies of the federal government represented approximately 86 percent of segment sales in 1999. Major industry trends have not changed significantly, with Department of Defense and NASA budgets remaining relatively flat. However, there is a growing worldwide demand for commercial space activities. Consolidation in the industry continues, and there is strong competition for business.

Civil space and defense systems and commercial space operations include hardware, software and services to both U.S. and international customers, with emphases on space science, environment and Earth sciences, defense and intelligence, manned missions and exploration. Also included are the design, manufacture and testing of satellites, ground systems and payloads (including launch vehicle integration), as well as satellite ground station control hardware and software.

Other hardware activities include: electro-optics products for spacecraft guidance; control instruments and sensors and defense subsystems for surveillance; warning, target identification and attitude control; cryogenic systems for reactant storage; sensor cooling devices such as closed-cycle mechanical refrigerators and open-cycle solid and liquid cryogens; star trackers, which are general-purpose stellar attitude sensors; and fast-steering mirrors.

Additionally, the aerospace and technologies segment provides diversified technical services and products to federal and local government agencies, prime contractors and commercial organizations for a broad range of information warfare, electronic warfare, avionics, intelligence, training and space systems problems.

Highlights for 1999 included the launch of the QuikSCAT commercial satellite bus which was developed to measure wind speeds and was delivered in record time. This was the first of Ball's growing commercial spacecraft bus product line. The aerospace and technologies segment also had a major role in the Chandra X-Ray Observatory mission, launched in July and the third of NASA's Great Observatories. Ball built the aspect camera and the science instrument module for Chandra. Other notable highlights included being awarded (1) the Deep Impact contract, the largest NASA contract the Company had ever received, (2) Ball's first spacecraft contract to build a platform that will leave Earth's orbit to travel to another planet and (3) a contract to build two spacecraft that will fly in formation to obtain high resolution interferometry images.

Additional highlights included the product launch of a security camera which enables aircraft owners, flight crew and airport security personnel to monitor activity around the aircraft under a broad range of light conditions. Ball's wireless communication products business expanded its product and customer base with standard and custom antennas for wireless base stations, wireless local loop and mobile satellite tracking services. A contract to build pointing and tracking subsystems for two laser communication terminals extended Ball's entry into the laser communication technology arena.

Backlog

Backlog of the aerospace and technologies segment was approximately $346 million at December 31, 1999, and $296 million at December 31, 1998, and consists of the aggregate contract value of firm orders, excluding amounts previously recognized as revenue. The 1999 backlog includes approximately $266 million which is expected to be billed during 2000, with the remainder expected to be billed thereafter. Unfunded amounts included in backlog for certain firm government orders which are subject to annual funding were approximately $200 million at December 31, 1999. Year-to-year comparisons of backlog are not necessarily indicative of the trend of future operations.

The Company's aerospace and technologies segment has contracts with the U.S. government which have standard termination provisions. The government retains the right to terminate contracts at its convenience. However, if contracts are terminated, Ball is entitled to be reimbursed for allowable costs and profits to the date of termination relating to authorized work performed to such date. U.S. government contracts are also subject to reduction or modification in the event of changes in government requirements or budgetary constraints.

Patents

In the opinion of the Company, none of its active patents is essential to the successful operation of its business as a whole.

Research and Development

The "Research and Development" note in the 1999 Annual Report to Shareholders contains information on Company research and development activity and is incorporated herein by reference.

Environment

Aluminum, steel and PET containers are recyclable, and significant amounts of used containers are being recycled and diverted from the solid waste stream. Using the most recent data available, in 1998 approximately 63 percent of aluminum containers and 56 percent of steel cans sold in the U.S. were recycled. In 1999 approximately 22 percent of the PET containers sold in the U.S. were recycled.

Compliance with federal, state and local laws relating to protection of the environment has not had a material, adverse effect upon capital expenditures, earnings or competitive position of the Company. As more fully described under Item 3, Legal Proceedings, the U. S. Environmental Protection Agency and various state environmental agencies have designated the Company as a potentially responsible party, along with numerous other companies, for the cleanup of several hazardous waste sites. However, the Company's information at this time does not indicate that these matters will have a material, adverse effect upon the liquidity, results of operations or financial condition of the Company.

Legislation which would prohibit, tax or restrict the sale or use of certain types of containers, and would require diversion of solid wastes such as packaging materials from disposal in landfills, has been or may be introduced in the U.S. Congress and the Canadian Parliament, in state and Canadian provincial legislatures and other legislative bodies. While container legislation has been adopted in a few jurisdictions, similar legislation has been defeated in public referenda in several other states, in local elections and in many state and local legislative sessions. The Company anticipates that continuing efforts will be made to consider and adopt such legislation in many jurisdictions in the future. If such legislation was widely adopted, it could have a material adverse effect on the business of the Company, as well as on the container manufacturing industry generally, in view of the Company's substantial North American sales and investment in metal and PET container manufacture.

Employees

At the end of February 2000, the Company employed approximately 11,850 people worldwide.

Item 2. Properties

The Company's properties described below are well maintained, are considered adequate and are being utilized for their intended purposes.

The Corporate headquarters is located in Broomfield, Colorado. The offices for metal packaging operations are in Westminster, Colorado. Also located in Westminster is the Edmund F. Ball Technical Center, which serves as a research and development facility, primarily for the metal packaging operations. The offices, pilot line and research and development center for the plastic container business are located in Smyrna, Georgia.

Ball Aerospace & Technologies Corp. offices are located in Boulder, Colorado. The Colorado-based operations of this business occupy a variety of Company-owned and leased facilities in Boulder, Broomfield and Westminster, which together aggregate approximately 1,300,000 square feet of office, laboratory, research and development, engineering and test, and manufacturing space. Other aerospace and technologies operations include facilities in California, Georgia, New Mexico, Ohio, Texas and Virginia.

Information regarding the approximate size of the manufacturing locations for significant packaging operations which are owned by the Company, except where indicated otherwise, follows. Facilities in the process of being shut down have been excluded from the list. Where certain locations include multiple facilities, the total approximate size for the location is noted. In addition to the manufacturing facilities, the Company leases warehousing space.

Plant Location	Approximate Floor Space in Square Feet
Metal packaging manufacturing facilities:	
North America	
Blytheville, Arkansas (leased)	29,000
Springdale, Arkansas	286,000

Richmond, British Columbia	194,000
Fairfield, California	340,000
Torrance, California	265,000
Golden, Colorado	500,000
Tampa, Florida	275,000
Moultrie, Georgia	152,000
Kapolei, Hawaii	132,000
Monticello, Indiana	356,000
Kansas City, Missouri	225,000
Saratoga Springs, New York	153,000
Wallkill, New York	314,000
Reidsville, North Carolina	287,000
Salisbury, North Carolina	162,000
Columbus, Ohio	167,000
Findlay, Ohio	733,000
Burlington, Ontario	308,000
Hamilton, Ontario	360,000
Whitby, Ontario	200,000
Guayama, Puerto Rico	225,000
Baie d'Urfe, Quebec	211,000
Chestnut Hill, Tennessee	300,000
Conroe, Texas	180,000
Fort Worth, Texas	161,000
Bristol, Virginia	241,000
Williamsburg, Virginia	400,000
Seattle, Washington	166,000
Weirton, West Virginia (leased)	85,000
DeForest, Wisconsin	45,000
Milwaukee, Wisconsin	161,000
Asia	
Beijing, PRC	272,000
E-zhou, Hubei (Wuhan), PRC	193,000
Hong Kong, PRC	235,000
Panyu, PRC	207,000
Shenzhen, PRC	271,000
Tianjin, PRC	318,000
Xi'an, PRC	251,000
Zhuhai, PRC	180,000

Plant Location	Approximate Floor Space in Square Feet
Plastic packaging manufacturing facilities:	
North America	
Chino, California (leased)	240,000
Ames, Iowa (leased)	250,000
Delran, New Jersey (leased)	450,000
Baldwinsville, New York (leased)	240,000
Asia	
Taicang, Jiangsu, PRC (leased)	112,000
Tianjin, PRC	62,000
Tianjin, PRC (leased)	5,000

In addition to the consolidated manufacturing facilities, the Company has ownership interests of 50 percent or less in packaging affiliates located in the PRC, Brazil, Thailand, Taiwan and the Philippines.

Item 3. Legal Proceedings

As previously reported, the U.S. Environmental Protection Agency (EPA) considers the Company to be a Potentially Responsible Party (PRP) with respect to the Lowry Landfill site located east of Denver, Colorado. On June 12, 1992, the Company was served with a lawsuit filed by the City and County of Denver (Denver) and Waste Management of Colorado, Inc., seeking contribution from the Company and approximately 38 other companies. The Company filed its answer denying the allegations of the Complaint. On July 8, 1992, the Company was served with a third-party complaint filed by S.W. Shattuck Chemical Company, Inc., seeking contribution from the Company and other companies for the costs associated with cleaning up the Lowry Landfill. The Company denied the allegations of the complaint.

In July 1992 the Company entered into a settlement and indemnification agreement with Denver, Chemical Waste Management, Inc., and Waste Management of Colorado, Inc. (collectively Waste) pursuant to which Denver and Waste dismissed their lawsuit against the Company and Waste agreed to defend, indemnify and hold harmless the Company from claims and lawsuits brought by governmental agencies and other parties relating to actions seeking contributions or remedial costs from the Company for the cleanup of the site. Several other companies which are defendants in the above-referenced lawsuits had already entered into the settlement and indemnification agreement with Denver and Waste. Waste Management, Inc., has agreed to guarantee the obligations for Chemical Waste Management, Inc., and Waste Management of Colorado, Inc. Denver and Waste may seek additional payments from the Company if the response costs related to the site exceed $319 million. The Company might also be responsible for payments (calculated in 1992 dollars) for any additional wastes which may have been disposed of by the Company at the site but which are identified after the execution of the settlement agreement.

At this time, there are no Lowry Landfill actions in which the Company is actively involved. Based on the information available to the Company at the present time, the Company believes that this matter will not have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

As previously reported, the Company has been notified by Chrysler Corporation (Chrysler) that Chrysler, Ford Motor Company (Ford), and General Motors Corporation have been named in a lawsuit filed in the U.S. District Court in Reno, Nevada, by Jerome Lemelson, alleging infringement of three of his vision inspection system patents used by defendants. One or more of the vision inspection systems used by the defendants may have been supplied by the Company's former Industrial Systems Division (Division) or its predecessors. The suit sought injunctive relief and unspecified damages. Chrysler notified the Company that the Division may have indemnification responsibilities to Chrysler. The Company responded to Chrysler that it appeared at that time that the systems sold to Chrysler by the Company either were not covered by the identified patents or were sold to Chrysler before the patents were issued. On June 16, 1995, the Magistrate of the U.S. District Court declared the patents of Lemelson unenforceable because of the long delays in prosecution. On April 28, 1997, the U.S. District Court Judge vacated the report and recommendation of the U.S. Magistrate. On August 20, 1997, the U.S. Court of Appeals for the Federal Circuit denied Ford's petition for permission to appeal. The Company believes that the issues in this case have been settled and that this case is now concluded. In addition, under an agreement in connection with the spin-off of Alltrista Corporation from Ball in 1993, Alltrista has agreed to indemnify Ball for liabilities arising from this matter. Based on this information, the Company believes that this case and the Company's alleged indirect involvement as a machine vision inspection system supplier to Chrysler will not have a material adverse effect upon the liquidity, results of operations or financial condition of the Company and that this matter is now concluded.

The Company previously reported that on or about March 19, 1999, the Lemelson Medical, Education and Research Foundation, Limited Partnership (Lemelson), gave notice to the Company that the Company allegedly infringed certain patents owned by that entity which were alleged to cover machine vision and automatic identification equipment. Lemelson alleged that the patented machine vision methods cover production, inspection and production control operations, including inspection for flaws or defects in conformance with specifications and standards. Automatic identification allegedly covers bar code recognition. Lemelson claims that it also has patents pending that broadly cover something referred to as flexible manufacturing. Lemelson offered the Company a license under all patents, and patents pending, owned or controlled by Lemelson with certain irrelevant exceptions. Pursuant to a confidential license agreement, this matter has now been concluded. The Company believes that this matter has been concluded without any material adverse effect on the liquidity, results of operations or financial condition of the Company.

As previously reported, on April 24, 1992, the Company was notified by the Muncie Race Track Steering Committee (Steering Committee) that the Company, through its former Consumer Products Division and former Zinc Products Division, may be a PRP with respect to waste disposal at the Muncie Race Track Site located in Delaware County, Indiana. The Steering Committee alleges that the Company was a contributor to the site. The Steering Committee requested that the Company pay 2 percent of the cleanup costs which are estimated at this time to be $10 million. The Company declined to participate in the PRP group because the Company's records do not indicate the Company contributed hazardous waste to the site. Based upon the information available to the Company at this time, the Company does not believe that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

As previously reported, on August 1, 1997, the EPA sent notice of potential liability letters to 19 owners, operators, and waste generators concerning past activities at one or more of the four Rocky Flats parcels at the Rocky Flats Industrial Park site located in Jefferson County, Colorado. Based upon sampling at the site in 1996, the EPA determined that additional site work would be required to determine the extent of contamination and the possible cleanup of the site. The EPA requested the letter recipients conduct an engineering evaluation and cost analysis (EE/CA) of the site. Fourteen companies, including the Company, have agreed to undertake the study. The EPA is also seeking reimbursement for approximately $1.5 million which it has spent at the site. On December 19, 1997, the EPA issued an Administrative Order to conduct the EE/CA to 18 owners, operators, and generators associated with the site. The EPA alleges that the Company is the ninth largest generator of the thirteen generators issued Administrative Orders. The PRP group has undertaken the EE/CA at a cost of about $850,000, of which the Company has paid approximately $70,000. Based upon the information available to the Company at this time, the Company does not believe that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

As previously reported, the Company was notified on June 19, 1989, that the EPA has designated the Company and numerous other companies as PRPs responsible for the cleanup of certain hazardous wastes that were released at the Spectron, Inc., site located in Elkton, Maryland. In December 1989 the Company, along with other companies whose alleged hazardous waste contributions to the Spectron, Inc., site were considered to be de minimis, entered into a settlement agreement with the EPA for cleanup costs incurred in connection with the removal action of aboveground site areas. By a letter dated September 29, 1995, the Company, along with other above-described PRPs, was notified by the EPA that it was negotiating with the large-volume PRPs another consent order for performance of a site environmental study as a prerequisite to long-term remediation. The EPA and the large-volume PRPs have stated that a second de minimis buyout for settlement of liability for performance of all environmental studies and site remediation is being formulated and an offer to participate therein has been made to the Company. The Company has joined with a group of de minimis PRPs to negotiate a reduction (i.e., a lower price per gallon assessment) in the proposed de minimis settlement offer. The Company's information at this time does not indicate that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

As previously reported, the Company was named a PRP with respect to the Solvents Recovery Site located in Southington, Connecticut. According to the information received by the Company, it is alleged that the Company contributed approximately .08816 percent of the waste contributed to the site on a volumetric basis. The Company responded and has investigated the accuracy of the total volume alleged to be attributable to the Company. The Company joined the PRP group during 1993. In February 1995 the Company executed a trust agreement whereby certain contributions will be made to fund the administration of an ongoing work group. The group members finalized an Administrative Order on Consent for Removal Action and Remedial Investigation/Feasibility Study on February 6, 1997, pursuant to which the group members will perform a removal action and completion of a remedial investigation and feasibility study in connection with the site. Based upon the information available to the Company at this time, the Company does not believe that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

As previously reported, on or about June 14, 1990, the El Monte plant of Ball-InCon Glass Packaging Corp., a then wholly owned subsidiary of the Company [renamed Ball Glass Container Corporation (Ball Glass)], the assets of which were contributed in September 1995 into a joint venture with Compagnie de Saint-Gobain (Saint-Gobain), now known as Ball-Foster Glass Container Co., L.L.C., and wholly owned by Saint Gobain, received a general notification letter and information request from the EPA, Region IX, notifying Ball Glass that it may have a potential liability as defined in Section 107(a) of the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) with respect to the San Gabriel Valley areas 1-4 Superfund Sites located in Los Angeles County, California. The EPA requested certain information from Ball Glass, and Ball Glass responded. The Company received notice from the City of El Monte that, pursuant to a proposed city economic redevelopment plan, the City proposed to commence groundwater cleanup by a pump and treat remediation process. As of March 1, 2000, the City has not commenced this remediation. A PRP group organized and drafted a PRP group agreement, which Ball Glass executed. The PRP group retained an environmental engineering firm to critique the EPA studies and any proposed remediation.

The PRP group completed negotiations with the EPA over the terms of the administrative consent order, statement of work for the remedial investigation phase of the cleanup, and the interim allocation arrangement between PRP group members to fund the remedial investigation. The interim allocation approach requires that any payment will be based upon contribution to pollution. Ball's interim allocation is 5.79 percent. The administrative consent order was executed by the PRP group and the EPA. The EPA also accepted the statement of work for the remedial investigation phase of the cleanup. The PRP group retained an environmental engineering consulting firm to perform the remedial investigation. As required under the administrative consent order, the group submitted to the EPA copies of all environmental studies conducted at the plant, the majority of which had already been furnished to the State of California. The EPA then approved the work plan, project management plan, and the data management plan portions of the PRP group's proposed remedial investigation/feasibility study (RI/FS). The group funded the RI/FS. The environmental consulting firm retained by the PRP group submitted to the EPA its Feasibility Study Technical Memorandum 1 concerning the site. Five potential remedial action plans were identified in the study, ranging from no action to an extensive groundwater remediation project for both shallow and deep aquifers. The costs of such remedies range from minimal costs for no action to between $10.5 to $25 million for the three groundwater pump and treat options proposed. The PRP group is negotiating with the EPA over the remedy selections for the Record of Decision and has formed an allocation committee for making final allocation of remediation costs between group members. The EPA has informally told the PRP group that it will likely choose the most extensive of the proposed remedies for incorporation into the Record of Decision. The PRP group believes the selection of such a remedy is premature in that the PRP group is still evaluating additional remedial options. The PRP group has commenced the final allocation process. The Allocation Committee has been assigned such task and continues the development of the method for final allocation of costs among PRP group members. Although final allocation has not been made, the Allocation Committee will allocate costs so that PRP group members responsible for the majority of the contamination will pay a higher percentage of the cleanup costs required by the Record of Decision, once it is finalized and issued. Since final costs will be allocated under such method, Ball Glass decided to perform soil vapor analysis testing to compliment its soil and groundwater sampling analyses previously conducted. Soil vapor analysis was conducted during the week of October 25, 1999. In a significant positive development, the results of all 44 vapor probe locations were non-detect for concern constituents sampled (i.e., those pollutants present in the area groundwater). On November 11, 1999, Ball Glass informed the PRP group of these results which should reduce Ball Glass' final cost allocation under such allocation method. On March 14, 2000, Ball Glass made a formal presentation to the Allocation Committee and requested, based upon its analytical data described above, that its final allocation be reduced from the 5.79 percent interim allocation percentage. In addition, Commercial Union, the Corporation's general liability insurer, is defending this governmental action and is paying the cost of defense including attorneys' fees. Based on the information, or lack thereof, available to the Company at the present time, the Company is unable to express an opinion as to the actual exposure of the Company; however, the Company does not believe that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

As previously reported, in March of 1992, William Hallahan, an employee at the Company's metal beverage container plant in Saratoga Springs, New York, filed a workers' compensation claim alleging that he suffers from a form of leukemia that was caused by his exposure to certain chemicals used in the plant. The Company denied the charge, and hearings on the matter were held before the Workers' Compensation Board of the State of New York. The testimony was concluded in April 1996. On January 14, 1997, the Administrative Law Judge (ALJ) filed his Memorandum of Decision finding in favor of the claimant. The decision was appealed, and the Workers' Compensation Board remanded the case back to the ALJ for further findings. The ALJ entered a decision against the Company on January 8, 1998, as corrected on February 2, 1998, and February 4, 1998. The Company appealed all of the decisions to the Appeals Bureau of the Workers' Compensation Board on February 6, 1998. In June 1999 a three-judge panel of the Workers' Compensation Board reversed the decision of the ALJ and found that substantial evidence does not show a causal relationship between the claimant's workplace and his disease in order to support a causal link and conclude that he developed an occupational disease. The Board then closed the case. The claimant has appealed the case to the full Workers' Compensation Board and alternatively to the Appellate Division of the New York State judicial system. Both parties have filed briefs with the full Workers' Compensation Board. Based on the information, or lack thereof, available to the Company at the present time, the Company does not believe that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

As previously reported, on or about December 31, 1992, William Hallahan and his wife filed suit in the Supreme Court of the State of New York, County of Saratoga, against certain manufacturers of solvents, coatings and equipment, including Somerset Technologies Inc. and Belvac Production Machinery, seeking damages in the amount of $15 million for allegedly causing leukemia by exposing him to harmful toxins. Somerset and Belvac filed third-party complaints seeking contribution from the Company for damages that they might be required to pay William Hallahan. Based upon information available to the Company at this time, the Company believes that this matter will not have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

As previously reported, on January 5, 1996, an individual named Tangee E. Daniels, on behalf of herself and two minor children and four other plaintiffs, served the Company with a lawsuit filed in the 193rd Judicial District Court of Dallas County, Texas. The suit alleges that the Company's metal beverage container operations and over 50 other defendants disposed of certain hazardous waste at the hazardous waste disposal site operated by Gibraltar Chemical Resources, Inc., located in Winona, Smith County, Texas. The lawsuit also alleges that American Ecology Corp., American Ecology Management Corp., Mobley Environmental Services, Inc., John A. Mobley, James Mobley, Daniel Mobley and Thomas Mobley were managers for Gibraltar and failed to appropriately manage the waste disposed of or treated at the Gibraltar site, resulting in release of hazardous substances into the environment. The plaintiffs allege that they have been denied the enjoyment of their property and have sustained personal and bodily injury and damages due to the release of hazardous waste and toxic substances into the environment caused by all the defendants. The plaintiffs allege numerous causes of action under state law and common law. Plaintiffs also seek to recover damages for past, present, and future medical treatment; mental and emotional anguish and trauma; loss of wages and earning capacity; and physical impairment, as well as punitive damages and prejudgment interest in unspecified amounts. On May 4, 1998, the plaintiffs in the Daniels lawsuit filed for an involuntary dismissal of their complaint without prejudice. Three other lawsuits have been filed against substantially the same defendants: Williams v. Akzo Nobel Chemicals, Inc. (filed on January 2, 1996, in the District Court of Smith County, Texas, dismissed but appealed); and Steich v. Akzo et al., (filed March 4, 1996, in the 241st Judicial District Court of Smith County, Texas, voluntarily dismissed without prejudice); and Adams v. Akzo et al (filed August 30, 1996, in the 236th Judicial District Court of Tarrant County, Texas). The

Company is a party defendant in each lawsuit. The Company has denied the allegations of each complaint and has been defending each matter. The Company has settled these cases and believes that these cases are now closed. Based on the information available to the Company at the present time, the Company believes that this matter will not have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

As previously reported, on September 21, 1998, Daiei, Inc. (Daiei), a Japanese corporation, with its principal place of business in Tokyo, Japan, sued the Company in U.S. District Court, Southern District of Indiana, Evansville Division. Daiei alleges it is engaged in the retail sale of consumer goods and food products at stores throughout Japan. Daiei alleges that it purchased defective beer cans filled with beer from Evansville Brewing Company, Inc. (EBC) between April 5, 1995, and July 20, 1995. Daiei further alleges that the metal containers were defectively assembled and sealed by EBC at its production facility in Evansville, Indiana, upon a machine which was inspected by representatives of Ball. Daiei further alleges that Ball breached its warranty to provide metal containers that performed in a commercially reasonable manner, and that Ball's representatives were negligent in the repair of the sealing equipment owned by EBC. Daiei seeks damages for the lost containers and product in the amount of approximately $6 million. The Company has retained counsel and is defending this case. The parties are engaged in the discovery process, and a Motion to Dismiss has been filed by the Company on several legal grounds but the Motion has not been ruled on by the court. Based upon the information available to the Company at the present time, the Company does not believe that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

On January 27, 1999, Plastic Solutions of Texas, Inc. (PST) and Kurt H. Ruppman, Sr. (Ruppman) filed a Statement of Claim with the American Arbitration Association alleging the Company breached a contract between the Company and PST and Ruppman relating to the grant of a license under certain patents and technology owned by PST and Ruppman relating to the use of cryogenics in the manufacture of hot fill PET bottles. The Company has denied the allegations of the complaint. An arbitration hearing commenced on March 7, 2000, and continued through March 10, 2000, and has been adjourned until April 10, 2000. Based on the lack of information available to the Company at the present time, the Company is unable to express an opinion to the actual exposure of the Company; however, the Company does not believe that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

In 1998 various consumers filed toxic tort litigation in the Superior Court for Los Angeles County (Trial Court) against various water companies operating in the San Gabriel Valley Basin. The water companies petitioned the Trial Court to remove this action to the California Public Utilities Commission. The Trial Court agreed. The plaintiffs appealed this decision to the California Court of Appeals which reversed the Trial Court. One non-regulated utility has appealed this decision to the California Supreme Court. Pending completion of the appellate process, the Trial Court stayed further action in this litigation except that the plaintiffs were permitted to add additional defendants. The Trial Court consolidated the six separate lawsuits in the Northeast District (Pasadena) and designated the case of Adler, et al. v. Southern California Water Company, et al., as the lead case. In late March 1999, Ball-Foster Glass Container Co., L.L.C., which the Company no longer owns, received a summons and amended complaint based on its ownership of the El Monte glass plant. Ball-Foster Glass tendered the lawsuit to the Company for defense and indemnity. The Company has in turn tendered this lawsuit to its liability carrier, Commercial Union, for defense and indemnity. Plaintiffs appear to be proceeding to join all companies which are alleged to be Potentially Responsible Parties in the various operable units in the San Gabriel Valley Superfund Site. Based on the information, or lack thereof, available to the Company at the present time, the Company is unable to express an opinion as to the actual exposure of the Company for this matter; however, based on the information available to the Company at the present time, the Company does not believe that this matter will have a material adverse affect upon the liquidity, results of operations or financial condition of the Company.

Item 4. Submission of Matters to Vote of Security Holders

There were no matters submitted to the security holders during the fourth quarter of 1999.

Part II

Item 5. Market for the Registrant's Common Stock and Related Stockholder Matters

Ball Corporation common stock (BLL) is traded on the New York, Chicago and Pacific Stock Exchanges. There were 6,540 common shareholders of record on March 3, 2000.

Other information required by Item 5 appears under the caption, "Quarterly Stock Prices and Dividends," in the 1999 Annual Report to Shareholders and is incorporated herein by reference.

Item 6. Selected Financial Data

The information required by Item 6 for the five years ended December 31, 1999, appearing in the section titled, "Five-Year Review of Selected Financial Data," of the 1999 Annual Report to Shareholders, is incorporated herein by reference.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

"Management's Discussion and Analysis of Financial Condition and Results of Operations" in the 1999 Annual Report to Shareholders is incorporated herein by reference.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The information required by Item 7A appears under the caption, "Financial and Derivative Instruments and Risk Management," within the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of the 1999 Annual Report to Shareholders, which is incorporated herein by reference.

Item 8. Financial Statements and Supplementary Data

The consolidated financial statements and notes thereto of the 1999 Annual Report to Shareholders, together with the report thereon of PricewaterhouseCoopers LLP, dated January 26, 2000, included in the 1999 Annual Report to Shareholders, are incorporated herein by reference.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

There were no matters required to be reported under this item.

Part III

Item 10. Directors and Executive Officers of the Registrant

The executive officers of the Company as of December 31, 1999, were as follows:

1. George A. Sissel, 63, Chairman and Chief Executive Officer, since January 1998; Chairman, President and Chief Executive Officer, 1996-1998; President and Chief Executive Officer, 1995-1996; Acting President and Chief Executive Officer, 1994-1995; Senior Vice President, Corporate Affairs; Corporate Secretary and General Counsel, 1993-1995; Senior Vice President, Corporate Secretary and General Counsel, 1987-1993; Vice President, Corporate Secretary and General Counsel, 1981-1987.

2. R. David Hoover, 54, Vice Chairman, President and Chief Financial Officer effective January 1, 2000; Vice Chairman and Chief Financial Officer, 1998-1999; Executive Vice President and Chief Financial Officer, 1997-1998; Executive Vice President, Chief Financial Officer and Treasurer, 1996-1997; Executive Vice President and Chief Financial Officer, 1995-1996; Senior Vice President and Chief Financial Officer, 1992-1995; Vice President and Treasurer, 1988-1992; Assistant Treasurer, 1987-1988; Vice President, Finance and Administration, Technical Products, 1985-1987; Vice President, Finance and Administration, Management Services Division, 1983-1985.

3. George A. Matsik, 60, Retired effective December 31, 1999; President, Chief Operating Officer, Packaging Operations, 1998-1999; Executive Vice President and Chief Operating Officer, Packaging Operations, 1997-1998; Chief Operating Officer, Packaging Operations, 1996-1997; President, International Packaging Operations, 1995-1996.

4. Donald C. Lewis, 57, Vice President and General Counsel, since September 1998; Vice President, Assistant Corporate Secretary and General Counsel, 1997-1998; General Counsel and Assistant Corporate Secretary, 1995-1997; Associate General Counsel and Assistant Corporate Secretary, 1990-1995; Associate General Counsel, 1983-1990; Assistant General Counsel, 1980-1983; Senior Attorney, 1978-1980; General Attorney, 1974-1978.

5. Albert R. Schlesinger, 58, Vice President and Controller, since January 1987; Assistant Controller, 1976-1986.

6. Raymond J. Seabrook, 48, Senior Vice President, Finance, since April 1998; Vice President, Planning and Control, 1996-1998; Vice President and Treasurer, 1992-1996; Senior Vice President and Chief Financial Officer, Ball Packaging Products Canada, Inc., 1988-1992.

7. Harold L. Sohn, 53, Vice President, Corporate Relations, since March 1993; Director, Industry Affairs, Packaging Products, 1988-1993.

8. David A. Westerlund, 49, Senior Vice President, Administration, since April 1998; Vice President, Administration, 1997-1998; Vice President, Human Resources, 1994-1997; Senior Director, Corporate Human Resources, July 1994-December 1994; Vice President, Human Resources and Administration,

Ball Glass Container Corporation, 1988-1994; Vice President, Human Resources, Ball-InCon Glass Packaging Corp., 1987-1988.

Other information required by Item 10 appearing under the caption, "Director Nominees and Continuing Directors," on pages 3 through 5 and under the caption, "Section 16(a) Beneficial Ownership Reporting Compliance" on page 15 of the Company's proxy statement filed pursuant to Regulation 14A dated March 15, 2000, is incorporated herein by reference.

Item 11. Executive Compensation

The information required by Item 11 appearing under the caption, "Executive Compensation," on pages 7 through 13 of the Company's proxy statement filed pursuant to Regulation 14A dated March 15, 2000, is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management

The information required by Item 12 appearing under the caption, "Voting Securities and Principal Shareholders," on pages 1 and 2 of the Company's proxy statement filed pursuant to Regulation 14A dated March 15, 2000, is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions

The information required by Item 13 appearing under the caption, "Ratification of the Appointment of Independent Accountants, " on page 15 of the Company's proxy statement filed pursuant to Regulation 14A dated March 15, 2000, is incorporated herein by reference.

Part IV

Item 14. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) (1) Financial Statements:

The following documents included in the 1999 Annual Report to Shareholders are incorporated by reference in Part II, Item 8:

Consolidated statements of earnings - Years ended December 31, 1999, 1998 and 1997

Consolidated balance sheets - December 31, 1999 and 1998

Consolidated statements of cash flows - Years ended December 31, 1999, 1998 and 1997

Consolidated statements of shareholders' equity and comprehensive earnings - Years ended December 31, 1999, 1998 and 1997

Notes to consolidated financial statements

Report of independent accountants

(2) Financial Statement Schedules:

There were no financial statement schedules required under this item.

(3) Exhibits:

See the Index to Exhibits which appears at the end of this document and which is incorporated by reference herein.

(b) Reports on Form 8-K:

The registrant did not file or amend reports on Form 8-K during 1999.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BALL CORPORATION
(Registrant)

By: /s/George A. Sissel

George A. Sissel, Chairman and
Chief Executive Officer
March 30, 2000

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated below.

(1) Principal Executive Officer:

/s/George A. Sissel -------------------------------- George A. Sissel	Chairman and Chief Executive Officer March 30, 2000

(2) Principal Financial Accounting Officer:

/s/R. David Hoover -------------------------------- R. David Hoover	Vice Chairman, President and Chief Financial Officer March 30, 2000

(3) Controller:

/s/Albert R. Schlesinger -------------------------------- Albert R. Schlesinger	Vice President and Controller March 30, 2000

(4) A Majority of the Board of Directors:

/s/Frank A. Bracken * -------------------------------- Frank A. Bracken	Director March 30, 2000
/s/Howard M. Dean * -------------------------------- Howard M. Dean	Director March 30, 2000
/s/John T. Hackett * -------------------------------- John T. Hackett	Director March 30, 2000
/s/R. David Hoover * -------------------------------- R. David Hoover	Director March 30, 2000
/s/John F. Lehman * -------------------------------- John F. Lehman	Director March 30, 2000
/s/Ruel C. Mercure, Jr. * -------------------------------- Ruel C. Mercure, Jr.	Director March 30, 2000
/s/Jan Nicholson * -------------------------------- Jan Nicholson	Director March 30, 2000
/s/George A. Sissel * -------------------------------- George A. Sissel	Chairman, Chief Executive Officer and Director March 30, 2000
/s/William P. Stiritz * -------------------------------- William P. Stiritz	Director March 30, 2000
/s/Stuart A. Taylor II * -------------------------------- Stuart A. Taylor II	Director March 30, 2000

*By George A. Sissel as Attorney-in-Fact pursuant to a Limited Power of Attorney executed by the directors listed above, which Power of Attorney has been filed with the Securities and Exchange Commission.

By: /s/George A. Sissel

George A. Sissel
As Attorney-in-Fact
March 30, 2000

Ball Corporation and Subsidiaries
Annual Report on Form 10-K

For the year ended December 31, 1999

Index to Exhibits

Exhibit Number	Description of Exhibit
3.i	Amended Articles of Incorporation as of November 26, 1990 (filed by incorporation by reference to the Current Report on Form 8-K dated

November 30, 1990) filed December 13, 1990.

3.ii Bylaws of Ball Corporation as amended September 23, 1998, filed March 29, 1999.

4.1(a) Senior Note Indenture, dated August 10, 1998, among Ball Corporation, certain subsidiary guarantors of Ball Corporation and The Bank of New York, as Senior Note Trustee (filed by incorporation by reference to the Current Report on Form 8-K dated August 10, 1998) filed August 25, 1998.

4.1(b) Senior Registration Rights Agreement, dated August 10, 1998, among Ball Corporation, Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BancAmerica Robertson Stephens, First Chicago Capital Markets, Inc., and certain subsidiary guarantors of Ball Corporation (filed by incorporation by reference to the Current Report on Form 8-K dated August 10, 1998) filed August 25, 1998.

4.2(a) Senior Subordinated Note Indenture, dated August 10, 1998, among Ball Corporation, certain subsidiary guarantors of Ball Corporation and The Bank of New York, as Senior Subordinated Note Trustee (filed by incorporation by reference to the Current Report on Form 8-K dated August 10, 1998) filed August 25, 1998.

4.2(b) Senior Subordinated Registration Rights Agreement, dated August 10, 1998, among Ball Corporation, Lehman Brothers Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, BancAmerica Robertson Stephens, First Chicago Capital Markets, Inc., and certain subsidiary guarantors of Ball Corporation (filed by incorporation by reference to the Current Report on Form 8-K dated August 10, 1998) filed August 25, 1998.

4.3 Dividend distribution payable to shareholders of record on August 4, 2006, of one preferred stock purchase right for each outstanding share of common stock under the Rights Agreement dated as of July 24, 1996, between the Company and The First Chicago Trust Company of New York (filed by incorporation by reference to the Form 8-A Registration Statement, No. 1-7349, dated August 1, 1996, and filed August 2, 1996, and to the Company's Form 8-K Report dated February 13, 1996, and filed February 14, 1996).

Exhibit Number	Description of Exhibit
10.1	1980 Stock Option and Stock Appreciation Rights Plan, as amended, 1983 Stock Option and Stock Appreciation Rights Plan (filed by incorporation by reference to the Form S-8 Registration Statement, No. 2-82925) filed April 27, 1983.
10.2	1988 Restricted Stock Plan and 1988 Stock Option and Stock Appreciation Rights Plan (filed by incorporation by reference to the Form S-8 Registration Statement, No. 33-21506) filed April 27, 1988.
10.3	Ball Corporation Deferred Incentive Compensation Plan (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1987) filed March 25, 1988.
10.4	Ball Corporation 1986 Deferred Compensation Plan, as amended July 1, 1994 (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed August 17, 1994.
10.5	Ball Corporation 1988 Deferred Compensation Plan, as amended July 1, 1994 (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed August 17, 1994.
10.6	Ball Corporation 1989 Deferred Compensation Plan, as amended July 1, 1994 (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed August 17, 1994.
10.7	Amended and Restated Form of Severance Benefit Agreement which exists between the Company and its executive officers, effective as of August 1, 1994 and as amended on January 24, 1996, (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended March 22, 1996) filed May 15, 1996.
10.8	Stock Purchase Agreement dated as of June 29, 1989, between Ball Corporation and Mellon Bank, N.A. (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended July 2, 1989) filed August 15, 1989.
10.9	Ball Corporation 1986 Deferred Compensation Plan for Directors, as amended October 27, 1987 (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1990) filed April 1, 1991.
10.10	1991 Restricted Stock Plan for Nonemployee Directors of Ball

Corporation (filed by incorporation by reference to the Form S-8 Registration Statement, No. 33-40199) filed April 26, 1991.

10.11 Ball Corporation Economic Value Added Incentive Compensation Plan dated January 1, 1994 (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1994) filed March 29, 1995.

Exhibit Number	Description of Exhibit
10.12	Ball Corporation 1997 Stock Incentive Plan (filed by incorporation by reference to the Form S-8 Registration Statement, No. 333-26361), filed May 1, 1997.
10.13	Agreement and Plan of Merger among Ball Corporation, Ball Sub Corp. and Heekin Can, Inc. dated as of December 1, 1992, and as amended as of December 28, 1992 (filed by incorporation by reference to the Registration Statement on Form S-4, No. 33-58516) filed February 19, 1993.
10.14	Distribution Agreement between Ball Corporation and Alltrista (filed by incorporation by reference to the Alltrista Corporation Form 8, Amendment No. 3 to Form 10, No. 0-21052, dated December 31, 1992) filed March 17, 1993.
10.15	1993 Stock Option Plan (filed by incorporation by reference to the Form S-8 Registration Statement, No. 33-61986) filed April 30, 1993.
10.16	Retirement Agreement dated June 17, 1994, between Delmont A. Davis and Ball Corporation (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed August 17, 1994.
10.17	Ball-InCon Glass Packaging Corp. Deferred Compensation Plan, as amended July 1, 1994 (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed August 17, 1994.
10.18	Retention Agreement dated June 22, 1994, between Donovan B. Hicks and Ball Corporation (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed August 17, 1994.
10.19	Ball Corporation Supplemental Executive Retirement Plan (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended October 2, 1994) filed November 15, 1994.
10.20	Ball Corporation Split Dollar Life Insurance Plan (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended October 2, 1994) filed November 15, 1994.
10.21	Ball Corporation Long-Term Cash Incentive Plan, dated October 25, 1994, as amended October 23, 1996 (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended September 29, 1996) filed November 13, 1996.
10.22a	Ball Corporation Merger Related, Special Incentive Plan for Operating Executives which provides for Stock Option grants in which the five named executive officers participate and which grants are referred to in the Executive Compensation section in the Ball Corporation Proxy Statement dated March 15, 1999. (The form of the option grants was filed March 29, 1999).

Exhibit Number	Description of Exhibit
10.22b	Ball Corporation Merger Related, Special Incentive Plan for Operating Executives which provides for Restricted Stock grant in which the five named executive officers participate and which grants are referred to in the Executive Compensation section of the Ball Corporation Proxy Statement dated March 15, 1999. (The form of the restricted grants was filed March 29, 1999.)
10.22c	Ball Corporation Merger Related Special Incentive Plan for Operating Executives which provides for certain cash incentive payments based upon the attainment of certain performance criteria. This plan is referred to in Item 11, the Executive Compensation section of this Form 10-K. (The form of the plan was filed March 29, 1999.)
10.23	Asset Purchase Agreement dated June 26, 1995, among Foster Ball, L.L.C. (since renamed Ball-Foster Glass Container Co., L.L.C.), Ball Glass Container Corporation and Ball Corporation (filed by incorporation by reference to the Current Report on Form 8-K dated September 15, 1995)

filed September 29, 1995.

10.24 Foster Ball, L.L.C. (since renamed Ball-Foster Glass Container Co., L.L.C.) Amended and Restated Limited Liability Company Agreement dated June 26, 1995, among Saint-Gobain Holdings I Corp., BG Holdings I, Inc. and BG Holdings II, Inc. (filed by incorporation by reference to the Current Report on Form 8-K dated September 15, 1995) filed September 29, 1995.

10.25 Asset Purchase Agreement dated August 10, 1998, among Ball Corporation and its Ball Metal Beverage Container Corp. and Reynolds Metals Company (filed by incorporation by reference to the Current Report on Form 8-K dated August 10, 1998) filed August 25, 1998.

10.26 Part-Time Employment, Retirement and Consulting Services Agreement between Duane E. Emerson and Ball Corporation dated January 14, 1997 (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1997) filed March 31, 1998.

10.27 Agreement and General Release between David B. Sheldon and Ball Corporation dated February 7, 1997 (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1997) filed March 31, 1998.

10.28 Consulting Agreement between The Cygnus Enterprise Development Corp. (for which Donovan B. Hicks is managing partner) and Ball Corporation dated January 1, 1997 (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1997) filed March 31, 1998.

Exhibit Number	Description of Exhibit
10.29	Form of Severance Agreement (Change of Control Agreement) which exists between the Company and its executive officers (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1988) filed March 25, 1989.
10.30	Consulting Agreement between George A. Matsik and Ball Corporation dated October 18, 1999. (Filed herewith.)
11.1	Statement re: Computation of Earnings Per Share (filed by incorporation by reference to the notes to the consolidated financial statements, "Earnings Per Share," in the 1999 Annual Report to Shareholders). (Filed herewith.)
12.1	Statement re: Computation of Ratio of Earnings to Fixed Charges. (Filed herewith.)
13.1	Ball Corporation 1999 Annual Report to Shareholders (The Annual Report to Shareholders, except for those portions thereof incorporated by reference, is furnished for the information of the Commission and is not to be deemed filed as part of this Form 10-K.) (Filed herewith.)
18.1	Letter re: Change in Accounting Principles. (Filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarterly period ended July 2, 1995) filed August 15, 1995.
21.1	List of Subsidiaries of Ball Corporation. (Filed herewith.)
23.1	Consent of Independent Accountants. (Filed herewith.)
24.1	Limited Power of Attorney. (Filed herewith.)
27.1	Financial Data Schedule for the year ended December 31, 1999. (Filed herewith.)
99.1	Specimen Certificate of Common Stock (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1979) filed March 24, 1980.
99.2	Cautionary statement for purposes of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended. (Filed herewith.)

Exhibit 10.30

CONSULTING AGREEMENT

This Consulting Agreement ("Agreement") is entered into this 18th day of October, 1999, by and between George A. Matsik ("Consultant"), having a current address at 7318 Windsor Drive, Boulder, Colorado 80301, and whose Social Security Number is ###-##-####, and Ball Corporation ("Ball"), having a current address at 10 Longs Peak Drive, Broomfield, Colorado 80021-2510.

WITNESSETH

WHEREAS, Consultant is employed by Ball as President and Chief Operating Officer; and

WHEREAS, Consultant has expertness in the global packaging industry and business in general and has been intimately involved in all of Ball's businesses and their objectives and strategies; and

WHEREAS, Consultant has provided Ball with notice of his intent to terminate his employment by voluntarily retiring on December 31, 1999; and

WHEREAS, Consultant and Ball have entered into this Agreement for the purpose of facilitating an independent contractor consulting arrangement and guaranteeing that Consultant will not participate in certain businesses related to Ball.

NOW, THEREFORE, IN CONSIDERATION of the covenants hereinafter contained and other good and valuable consideration, the receipt of which is hereby acknowledged by Consultant, the parties agree as follows:

1. Consulting Period. Effective upon Consultant's termination of employment, ("Effective Date") he shall become an independent contractor consultant to Ball. During the period beginning the Effective Date and ending on December 31, 2002, ("Consulting Period"), Consultant will provide consulting services as outlined on Attachment A for Ball, its subsidiaries, affiliates, joint venture companies, operations and divisions. References to "Ball" shall hereafter include Ball Corporation, its subsidiaries, affiliates, joint venture companies, operations, divisions and assigns. During the Consulting Period, Consultant agrees to provide as an independent contractor and not as an employee of Ball, consulting services for up to one hundred twenty (120) hours per calendar quarter between the Effective Date and December 31, 2000, eighty (80) hours per calendar quarter during 2001 and sixty (60) hours per calendar quarter during 2002 ("Anticipated Consulting Hours"). Consultant's consulting services will be provided upon notice by George A. Sissel, Chairman of the Board and Chief Executive Officer or R. David Hoover, Vice Chairman, President and Chief Financial Officer, or their successor(s). Consultant will be paid Thirty-seven Thousand Five Hundred Dollars ($37,500) per calendar quarter between the Effective Date and December 31, 2000, Twenty-five Thousand Dollars ($25,000) per calendar quarter during 2001 and Eighteen Thousand Seven Hundred Fifty Dollars ($18,750) per calendar quarter during 2002 payable in arrears beginning on the tenth day of the month following the end of the first calendar quarter of the consultancy, and on the tenth day of the month following the end of each calendar quarter thereafter until the last payment is made on January 10, 2003, ("Fixed Consulting Amount"). If the Consulting Period begins on a day earlier than the first day of January, 2000, the Fixed Consulting Amount during the calendar quarter shall be prorated according to the number of days remaining in the calendar quarter.

   In the event Consultant is requested to and agrees to perform services in excess of the Anticipated Consulting Hours per calendar quarter, Consultant shall be entitled to Two Thousand Five Hundred Dollars ($2,500.00) per day or for services of less than a day Three Hundred Twelve Dollars and Fifty Cents ($312.50) per hour for such services requested and performed each calendar quarter in excess of the Anticipated Consulting Hours. Services requested and performed in less than one (1) hour increments shall be prorated. All of the above variable consulting amounts shall be referred to as ("Variable Consulting Amount(s)"). Ball shall have the option of either paying the Variable Consulting Amounts, or reducing the Anticipated Consulting Hours the Consultant is obligated to perform in any of the subsequent calendar quarters during the Consulting Period by the same amount. The reduced required hours shall become the Anticipated Consulting Hours for such quarter.

   For such services requested by Ball in excess of the Anticipated Consulting Hours per calendar quarter, Consultant shall maintain accurate books and records of services or work performed. Ball may examine or audit any such records in determining the accuracy of Consultant's billings for consulting fees.

   Travel time by Consultant at the request of Ball to perform services for Ball shall be computed as time worked on behalf of Ball up to four (4) hours for trips within the United States, Canada and Mexico ("North America") and eight (8) hours for trips outside North America.

2. Billing. Consultant shall not be required to invoice Ball for the Fixed Consulting Amount. Consultant shall be required to invoice Ball, for its approval, for Variable Consulting Amounts and the expenses incurred by Consultant in the performance of his consulting services generally, including as appropriate pursuant to Ball's Travel Policy, transportation, lodging, meals and incidental expenses. Consultant must obtain Ball's approval before incurring any expenses. Expenses incurred must be supported by copies of airline tickets, hotel bills and restaurant receipts. Single items of expense, including taxi fares, of $25 or more, must be supported by appropriate receipts. Invoices including Variable Consulting Amounts must include the services performed, including the date and hours worked to exceed the Anticipated Consulting Hours and reach the amounts due for the Variable Consulting Amounts. Ball may withhold exercise of its options with respect to Variable Consulting Amounts, including, but not limited to, payment of Variable Consulting Amounts, and reimbursement for any expenses not supported in accordance with the requirements of this Agreement. Should Ball require any of the consulting services be performed at Ball's offices, Ball will provide office space and secretarial service at no cost to Consultant.

3. Duties. Consultant shall have a duty of loyalty to Ball. Consultant agrees to perform his consulting services promptly with care, skill and diligence. Consultant understands that Ball will be relying upon the accuracy, competence and completeness of Consultant's services. Without waiving his rights to enforce the specific provisions of this Agreement, Consultant shall not disparage or criticize, orally or in writing, Ball, or its subsidiaries or affiliates, or their officers, directors or employees to any third party, except and to the extent that his testimony is compelled by judicial or administrative process. Without waiving its right to enforce the specific provisions of this Agreement, Ball and its officers and directors shall not disparage or criticize, orally or in writing, Consultant to any third party, except and to the extent that their testimony is compelled by judicial and administrative process.

4. Independent Contractor. During the Consulting Period, Consultant shall operate as an independent contractor and shall not act or be an agent or employee of Ball. All of Consultant's activities will be at his own risk and Consultant shall not be entitled to workers' compensation or similar benefits or other employee benefit protection provided by Ball. As an independent contractor Consultant will be solely responsible for determining the means and methods for providing consulting services described herein. Consultant will determine the time, the place and the manner in which to accomplish his services within an overall schedule date established by Ball. Ball will receive only the results of the consulting services.

5. Indemnity. Consultant shall indemnify and hold harmless Ball from any and all claims, actions, causes of action, suits, judgments, including costs and attorney's fees, associated with Consultant's failure to comply with applicable requirements regarding workers' compensation coverage liability for himself, his employees, his agents or subcontractors or the employees of his agents or subcontractors. Consultant is not entitled to unemployment insurance benefits, unless unemployment compensation coverage is provided by Consultant or by an entity other than Ball. Consultant is solely responsible for reporting his income and for paying Federal and State Income Tax and any other applicable tax on any monies paid by Ball to Consultant pursuant to this Agreement.

6. Participation in Other Businesses. Until December 31, 2002, Consultant shall not, directly or indirectly, and in any role whatsoever, offer, sell, advise, or provide any consulting or other services of any type to any person or entity which Ball deems to be its supplier, competitor or customer in the packaging businesses. In addition, Consultant shall not, directly or indirectly, as an employee or otherwise, compete with Ball, in the manufacture, sale or development of packaging products and services until December 31, 2002. Packaging businesses and packaging products and services include, without limitation: rigid food, beer, beverage and still drink containers, including the ends therefor, such as metal, plastic and glass containers. In addition to any other remedies Ball may have under this Agreement, Consultant agrees that: (a) Ball shall have no obligation to make payments for consulting services if Consultant breaches or violates or threatens to breach or violate this Section 6 of the Agreement; and (b) Consultant shall repay to Ball any monies paid under this Agreement from the time of any breach or violation of this Section 6 of this Agreement.

7. Nondisclosure of Data. Consultant agrees that, unless he first secures Ball's written consent, he will keep confidential and will not divulge, communicate, disclose, copy, destroy or use at any time, any secret or confidential information or technology (including matters of a technical nature, such as know-how, formulae, secret processes or machines, inventions, discoveries, improvements, secret data, and research projects,

and matters of a business nature, such as information about costs, profits, markets, sales, lists of customers, business objectives and strategies, including but not limited to strategic and operating plans, possible or consummated acquisitions, divestitures, strategic alliances and joint ventures, and any other information of a similar nature to the extent not available to the public) of Ball or third parties to whom Ball has obligations of confidence of which he became informed during, or as a result of, his employment or consulting with Ball. Consultant further agrees to abide by the terms of the Employee Proprietary Information Agreements executed by him periodically as part of his employment and recertified in 1998.

8. Return of Materials. Consultant agrees to return to Ball upon request, but in any event no later than termination of Consultant's consulting services, any: secret or confidential information referred to in 7 above; manuals; documents; drawings; equipment; vendor, customer or other third party materials, computerized or hard copy files; computer hardware and software; identification cards; credit cards; keys and other Ball property.

9. Ownership of Work. Ball shall own any concept, product or process, patentable or otherwise, furnished to Ball by Consultant, or otherwise conceived or developed by Consultant arising out of the performance of this Agreement. Consultant agrees to do all things necessary, at Ball's request and at its sole cost and expense, to obtain patents or copyrights on any processes, products or writings conceived, developed or produced by Consultant in the performance of this Agreement. All materials prepared or developed by Consultant hereunder, including without limitation: documents; calculations; sketches; notes; reports; data; models; and samples, shall become the property of Ball when prepared, whether delivered to Ball or not and shall be delivered to Ball upon request and, in any event, upon termination of Consultant's consulting services.

10. No Employment Solicitation. Until December 31, 2002, Consultant shall not, directly or indirectly, solicit, persuade or advise (or authorize or assist others in the taking of such actions) any employee of Ball to leave the employ of Ball.

11. Injunctive and Other Relief. Consultant acknowledges that the businesses in which Ball is engaged are intensively competitive and Consultant has had access to and knowledge of highly confidential information of Ball which if disclosed or used to the detriment of Ball would cause damage to Ball that could not be adequately compensated in damages. Consultant acknowledges and agrees that Ball could suffer irreparable injury in the event of a breach or violation of the provisions set forth in Sections 6, 7, 8, 9 or 10 of this Agreement and Consultant agrees that, in the event of an actual or threatened breach or violation of any of these Sections of the Agreement, Ball may be awarded injunctive relief in a court of appropriate jurisdiction to prohibit and remedy any such violation, breach or threatened violation or breach, without the necessity of posting any bond or security. Any such right to injunctive relief may be in addition to any other right or remedy available to Ball.

    Consultant further acknowledges and agrees that Ball will also be entitled to monetary relief for such breach or violation of this Agreement including, but not be limited to, any profit or other economic benefit received by Consultant in connection with such breach or violation and any damages incurred by Ball as a result of such breach or violation prior to or after the entry of injunctive relief.

    Consultant agrees if Ball seeks injunctive or other relief in the event of an actual or threatened breach or violation of Sections 6, 7, 8, 9 or 10 of this Agreement, jurisdiction and venue for such an action is proper in the District Court in and for the County of Jefferson in the State of Colorado, regardless of Consultant's residence at the time of filing of the action.

12. Assignment. This Agreement and the obligations under it may not be assigned or delegated by Consultant without Ball's written permission. This Agreement and the obligations under it may be assigned by Ball. In the event Consultant shall become unable to perform the services agreed to be rendered under this Agreement because of Consultant's illness, incapacity or death, Ball's obligations to make payments provided under Section 1 above shall terminate as of that time.

13. Applicable Law. This Agreement shall be construed in accordance with the laws of the State of Colorado, without reference to principles of conflicts of laws.

14. Severability and Entire Agreement. The provisions of this Agreement shall be severable, and the invalidity of any provision shall not affect the validity of the other provisions, provided, however, in the event Consultant questions the validity or attempts to set aside Section 6 of this Agreement, or restrict Section 6 of this Agreement in a way which is unacceptable to Ball, the obligation of Ball to pay the Fixed Consulting Amount shall, at the option of Ball, cease and Ball shall have no further obligation to pay the Fixed Consulting Amounts. Additionally, if any one of

the provisions of this Agreement is held to be excessively broad as to duration, scope, activity or subject, such provisions shall be construed by a court by limiting and reducing them so as to be enforceable to the maximum extent allowable by applicable law. This Agreement states the entire agreement between the parties with respect to the subject matter hereof.

15. Modifications In Writing. This Agreement may only be modified in writing and supersedes any and all prior oral or written communications. Any waiver by Ball of nonperformance or noncompliance on the part of Consultant of any term or condition of this Agreement shall not constitute a continuing waiver of such term or condition or any other term or condition of this Agreement.

16. Titles. The titles to sections of this Agreement are provided for convenience only and do not affect the interpretation of this Agreement.

17. Termination. Sections 5, 6, 7, 8, 9, 10, 11, 13 and 14 of this Agreement shall survive the termination of this Agreement for any reason.

GEORGE A. MATSIK	BALL CORPORATION
/s/ George A. Matsik	By: /s/ David A. Westerlund

Attachment A

Assist with the following projects and ongoing activities:

- Advice and counsel with regard to packaging businesses, foreign and domestic

- Strategic relationships - mergers, acquisitions, divestitures, joint ventures, and technology agreements

- Strategic and operational planning and analysis

- Advice, counsel and projects as requested by an authorized representative of Ball

- Licensee relationships

Exhibit 12.1
Ratio of Earnings to Fixed Charges
Ball Corporation and Subsidiaries
<TABLE>
<CAPTION>

(dollars in millions)	1999	1998	1997	1996	1995
<S>	<C>	<C>	<C>	<C>	<C>
Earnings from continuing operations before taxes	$ 171.2	$ 27.3	$ 85.9	$ 29.6	$ 76.9
Plus:					
Interest expensed and capitalized	109.6	80.9	57.9	45.4	41.3
Interest expense within rent	24.5	15.4	12.7	9.1	5.6
Amortization of capitalized interest	3.1	2.1	2.6	2.1	1.9
Distributed income of equity investees	1.5	2.5	6.9	-	0.4
Less:					
Interest capitalized	(2.0)	(2.3)	(4.4)	(6.6)	(3.5)
Adjusted earnings	307.9	125.9	161.6	79.6	122.6
Fixed charges (1)	134.1	96.3	70.6	54.5	46.9
Ratio of earnings to fixed charges	2.3x	1.3x	2.3x	1.5x	2.6x

(1) Fixed charges include interest expensed and capitalized as well as interest expense within rent.
</TABLE>

Exhibit 13.1

Consolidated Statements of Earnings
Ball Corporation and Subsidiaries
<TABLE>
<CAPTION>

($ in millions, except per share amounts)	Years ended December 31, 1999	1998	1997
<S>	<C>	<C>	<C>
Net sales	$3,584.2	$2,896.4	$2,388.5
Costs and expenses			
Cost of sales (excluding depreciation and amortization)	2,988.0	2,438.4	2,022.0
Depreciation and amortization (Notes 7 and 8)	162.9	145.0	117.5
Selling and administrative	140.9	119.4	106.1
Receivable securitization fees and product development (Note 5)	13.6	13.8	12.5
Headquarters relocation, plant closures, dispositions and other costs (Note 4)	-	73.9	(9.0)
	3,305.4	2,790.5	2,249.1
Earnings before interest and taxes	278.8	105.9	139.4
Interest expense (Note 9)	107.6	78.6	53.5
Earnings before taxes	171.2	27.3	85.9
Provision for taxes (Note 12)	(64.9)	(8.8)	(32.0)
Minority interests	(1.9)	7.9	5.1
Equity in (losses) earnings of affiliates	(0.2)	5.6	(0.7)
Earnings before extraordinary item and accounting change	104.2	32.0	58.3
Extraordinary loss from early debt extinguishment, net of tax	-	(12.1)	-
Cumulative effect of accounting change for start-up costs, net of tax	-	(3.3)	-
Net earnings	104.2	16.6	58.3
Preferred dividends, net of tax	(2.7)	(2.8)	(2.8)
Earnings attributable to common shareholders	$ 101.5	$ 13.8	$ 55.5
Earnings per common share before extraordinary item and accounting change (Note 15)	$ 3.36	$ 0.96	$ 1.84
Extraordinary loss from early debt extinguishment, net of tax	-	(0.40)	-
Cumulative effect of accounting change for start-up costs, net of tax	-	(0.11)	-

Earnings per common share	$ 3.36	$ 0.45	$ 1.84
Diluted earnings per share before extraordinary item and accounting change (Note 15)	$ 3.15	$ 0.91	$ 1.74
Extraordinary loss from early debt extinguishment, net of tax	-	(0.37)	-
Cumulative effect of accounting change for start-up costs, net of tax	-	(0.10)	-
Diluted earnings per share	$ 3.15	$ 0.44	$ 1.74

</TABLE>

The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Balance Sheets
Ball Corporation and Subsidiaries

<TABLE>
<CAPTION>

	December 31,	
($ in millions)	1999	1998
<S>	<C>	<C>
Assets		
Current assets		
Cash and temporary investments	$ 35.8	$ 34.0
Receivables, net (Note 5)	220.2	273.5
Inventories, net (Note 6)	565.9	483.8
Deferred taxes and prepaid expenses (Note 12)	73.9	94.3
Total current assets	895.8	885.6
Property, plant and equipment, net (Note 7)	1,121.2	1,174.4
Goodwill and other assets (Notes 3 and 8)	715.1	794.8
Total Assets	$2,732.1	$2,854.8
Liabilities and Shareholders' Equity		
Current liabilities		
Short-term debt and current portion of long-term debt (Note 9)	$ 104.0	$ 126.8
Accounts payable	345.5	350.3
Salaries, wages and accrued employee benefits	114.7	97.1
Other current liabilities	105.9	113.4
Total current liabilities	670.1	687.6
Long-term debt (Note 9)	1,092.7	1,229.8
Employee benefit obligations, deferred taxes and other liabilities (Notes 12 and 13)	258.7	290.7
Total liabilities	2,021.5	2,208.1
Contingencies (Note 17)		
Minority interests	19.7	24.4
Shareholders' Equity (Note 14)		
Series B ESOP Convertible Preferred Stock	56.2	57.2
Unearned compensation - ESOP	(20.5)	(29.5)
Preferred shareholder's equity	35.7	27.7
Common stock (35,849,778 shares issued - 1999; 34,859,636 shares issued - 1998)	413.0	368.4
Retained earnings	481.2	397.9
Accumulated other comprehensive loss	(26.7)	(31.7)
Treasury stock, at cost (6,032,651 shares - 1999; 4,404,758 shares - 1998)	(212.3)	(140.0)
Common shareholders' equity	655.2	594.6
Total shareholders' equity	690.9	622.3
Total Liabilities and Shareholders' Equity	$2,732.1	$2,854.8

=============   =============
</TABLE>
The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Statements of Cash Flows
Ball Corporation and Subsidiaries
<TABLE>
<CAPTION>

($ in millions)	1999	1998	1997
	Years ended December 31,		
Cash Flows from Operating Activities			
Net earnings	$ 104.2	$ 16.6	$ 58.3
Noncash charges to net earnings:			
Depreciation and amortization	162.9	145.0	117.5
Deferred taxes	34.3	(7.6)	17.1
Headquarters relocation, plant closures, dispositions and other costs	-	60.9	(9.0)
Extraordinary loss from early debt extinguishment	-	19.9	-
Other, net	6.1	(7.2)	2.2
Working capital changes, excluding effects of acquisitions and dispositions:			
Receivables	53.5	93.9	(15.5)
Inventories	(49.1)	27.7	(33.4)
Accounts payable	(5.1)	54.7	(2.1)
Other, net	(0.8)	(16.8)	8.4
Net cash provided by operating activities	306.0	387.1	143.5
Cash Flows from Investing Activities			
Additions to property, plant and equipment	(107.0)	(84.2)	(97.7)
Acquisitions, net of cash acquired	-	(838.4)	(202.7)
Investments in and advances to affiliates	(1.3)	(2.2)	(11.2)
Proceeds from sale of businesses	-	-	31.1
Other, net	15.6	9.7	29.6
Net cash used in investing activities	(92.7)	(915.1)	(250.9)
Cash Flows from Financing Activities			
Long-term borrowings	23.1	1,180.4	2.4
Repayments of long-term borrowings	(161.0)	(357.8)	(76.9)
Debt issuance costs	-	(28.9)	-
Debt prepayment costs	-	(17.5)	-
Change in short-term borrowings	(13.2)	(203.3)	72.0
Common and preferred dividends	(22.5)	(22.7)	(22.9)
Proceeds from issuance of common stock under various employee and shareholder plans	36.8	31.5	21.7

<S> <C> <C> <C>

Acquisitions of treasury stock	(72.3)	(34.9)	(32.1)
Other, net	(2.4)	(10.3)	(0.5)
Net cash (used in) provided by financing activities	(211.5)	536.5	(36.3)
Net Change in Cash and Temporary Investments	1.8	8.5	(143.7)
Cash and temporary investments - beginning of year	34.0	25.5	169.2
Cash and Temporary Investments - End of Year	$ 35.8	$ 34.0	$ 25.5

</TABLE>
The accompanying notes are an integral part of the consolidated financial statements.

Consolidated Statements of Shareholders' Equity and Comprehensive Earnings
Ball Corporation and Subsidiaries
<TABLE>
<CAPTION>

	Number of Shares (in thousands)			Years ended December 31, ($ in millions)		
	1999	1998	1997	1999	1998	1997
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Series B ESOP Convertible Preferred Stock						
Balance, beginning of year	1,587	1,635	1,681	$ 57.2	$ 59.9	$ 61.7
Shares retired	(57)	(48)	(46)	(1.0)	(2.7)	(1.8)
Balance, end of year	1,530	1,587	1,635	$ 56.2	$ 57.2	$ 59.9
Unearned Compensation - ESOP						
Balance, beginning of year				$ (29.5)	$ (37.0)	$ (44.0)
Amortization				9.0	7.5	7.0
Balance, end of year				$ (20.5)	$ (29.5)	$ (37.0)
Common Stock						
Balance, beginning of year	34,860	33,759	32,977	$ 368.4	$ 336.9	$ 315.2
Shares issued for stock options and other employee and shareholder stock plans less shares exchanged	990	1,101	782	44.6	31.5	21.7
Balance, end of year	35,850	34,860	33,759	$ 413.0	$ 368.4	$ 336.9
Retained Earnings						
Balance, beginning of year				$ 397.9	$ 402.3	$ 365.2
Net earnings				104.2	16.6	58.3

Common dividends				(18.2)	(18.2)	(18.4)
Preferred dividends, net of tax				(2.7)	(2.8)	(2.8)
Balance, end of year				$ 481.2	$ 397.9	$ 402.3
Treasury Stock						
Balance, beginning of year	(4,405)	(3,540)	(2,458)	$(140.0)	$(105.1)	$ (73.0)
Shares reacquired	(1,628)	(865)	(1,082)	(72.3)	(34.9)	(32.1)
Balance, end of year	(6,033)	(4,405)	(3,540)	$(212.3)	$(140.0)	$(105.1)

</TABLE>
<TABLE>
<CAPTION>

	Years ended December 31,					
($ in millions)	1999		1998		1997	
	Comprehensive Earnings	Accumulated Other Comprehensive Loss	Comprehensive Earnings	Accumulated Other Comprehensive Loss	Comprehensive Earnings	Accumulated Other Comprehensive Loss
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Comprehensive Earnings (Loss)						
Balance, beginning of year		$ (31.7)		$ (22.8)		$ (20.7)
Net earnings	$ 104.2		$ 16.6		$ 58.3	
Foreign currency translation adjustment	4.0		(7.7)		(2.6)	
Minimum pension liability adjustment, net of tax	1.0		(1.2)		0.5	
Other comprehensive earnings (loss)	5.0	5.0	(8.9)	(8.9)	(2.1)	(2.1)
Comprehensive earnings	$ 109.2		$ 7.7		$ 56.2	
Balance, end of year		$ (26.7)		$ (31.7)		$ (22.8)

</TABLE>

The accompanying notes are an integral part of the consolidated financial statements.

Notes to Consolidated Financial Statements

Ball Corporation and Subsidiaries

1. Significant Accounting Policies

Principles of Consolidation and Basis of Presentation

The consolidated financial statements include the accounts of Ball Corporation and its controlled affiliates in which it holds a majority equity position (collectively, Ball or the Company). Investments in 20 percent through 50 percent-owned affiliates are accounted for by the equity method where Ball exercises significant influence over operating and financial affairs. Otherwise, investments are included at cost. Differences between the carrying amounts of equity investments and the Company's interest in underlying net assets are amortized over periods benefited. Significant intercompany transactions are eliminated. The results of subsidiaries and equity affiliates in Asia and South America are reflected in the consolidated financial statements on a one-month lag.

Reclassifications

Certain prior year amounts have been reclassified in order to conform with the current year presentation.

Use of Estimates

Generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingencies and reported amounts of revenues and expenses. Actual results could differ from these estimates.

Foreign Currency Translation

Assets and liabilities of foreign operations, where the local currency is the functional currency, are translated using period-end exchange rates, and revenues and expenses are translated using average exchange rates during each period. Translation gains and losses are reported in accumulated other comprehensive loss as a component of common shareholders' equity.

Revenue Recognition

Sales of products in the packaging segment are recognized primarily upon the unconditional shipment of products. In the case of long-term contracts within the aerospace and technologies segment, sales are recognized under the cost-to-cost, percentage-of-completion method. Certain U.S. government contracts contain profit incentives based upon performance relative to predetermined targets or cost performance. Profit incentives are recorded when there is sufficient information to assess anticipated contract performance. Provision for estimated contract losses, if any, is made in the period that such losses are determined.

Temporary Investments

Temporary investments are considered cash equivalents if original maturities are three months or less.

Derivative Financial Instruments

The company uses derivative financial instruments primarily for the purpose of hedging exposures to fluctuations in interest rates, foreign currency exchange rates, raw materials purchasing and the common share repurchase program. Accrual accounting is applied for financial instruments classified as hedges. Costs of hedging instruments are deferred as a cost adjustment, or deferred and amortized as a yield adjustment, over the term of the hedging agreement. Gains and losses on early terminations of derivative financial instruments related to debt are deferred and amortized as yield adjustments. Deferred gains and losses related to exchange rate forwards are recognized as cost adjustments of the related purchase or sale transaction. If a financial instrument no longer qualifies as an effective hedge, the instrument is recorded at fair market value.

Inventories

Inventories are stated at the lower of cost or market. The cost for certain U.S. metal beverage container inventories and substantially all inventories within the U.S. metal food container business is determined using the last-in, first-out (LIFO) method of accounting. The cost for remaining inventories is determined using the first-in, first-out (FIFO) method.

Depreciation and Amortization

Depreciation is provided using the straight-line method in amounts sufficient to amortize the cost of the properties over their estimated useful lives (buildings and improvements - 15 to 40 years; machinery and equipment - 5 to 15 years). Goodwill is amortized using the straight-line method over 40 years. The Company evaluates long-lived assets, including goodwill and other intangibles, when significant economic events suggest that they may be impaired or may not be fully recoverable or the depreciation or amortization period should be reconsidered. In estimating the useful lives, consideration is given to the factors in paragraphs 27 through 32 of Accounting Principles Board (APB) No. 17. As part of the valuation process, the Company considers the fair value and cash flow measurement techniques described in paragraphs 6 through 10 of Statement of Financial Accounting Standards (SFAS) No. 121. Undiscounted cash flows serve as a basis for determination of realizability or impairment.

Taxes on Income

Deferred income taxes reflect the future tax consequences of differences between the tax bases of assets and liabilities and their financial reporting amounts at each balance sheet date, based upon enacted income tax laws and tax rates. Income tax expense or benefit is provided based on earnings reported in the financial statements. The provision for income tax expense or benefit differs from the amounts of income taxes currently payable because certain items of income and expense included in the consolidated financial statements are recognized in different time periods by taxing authorities. Deferred tax assets and operating loss and tax credit carryforwards are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that any portion of these tax attributes will not be realized.

Employee Stock Ownership Plan

Ball records the cost of its Employee Stock Ownership Plan (ESOP) using the shares allocated transitional method under which the annual pretax cost of the ESOP, including preferred dividends, approximates program funding. Compensation and interest components of ESOP cost are included in net earnings; preferred dividends, net of related tax benefits, are shown as a reduction from net earnings. Unearned compensation recorded within the accompanying balance sheet and related to the ESOP is reduced as the principal of the guaranteed ESOP notes is amortized.

Earnings Per Share

Earnings per common share are computed by dividing the net earnings attributable to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflect the potential dilution that could occur if the Series B ESOP Convertible Preferred Stock (ESOP Preferred) was converted into additional outstanding common shares and outstanding dilutive stock options were exercised. In the diluted computation, net earnings attributable to common shareholders are adjusted for additional ESOP contributions which would be required if the ESOP Preferred was converted to common shares and exclude the tax benefit of deductible common dividends upon the assumed conversion of the ESOP Preferred.

New Accounting Pronouncements

Statement of Position (SOP) No. 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use," establishes new accounting and reporting standards for the costs of computer software developed or obtained for internal use and was effective for Ball in 1999. The adoption of SOP No. 98-1 did not have a significant impact on the Company's results of operations or financial condition in 1999.

During the fourth quarter of 1998, Ball adopted SOP No. 98-5, "Reporting on the Costs of Start-Up Activities," in advance of its required 1999 implementation date. SOP No. 98-5 requires that costs of start-up activities and organizational costs, as defined, be expensed as incurred. In accordance with this statement, the Company recorded an after-tax charge to earnings of approximately $3.3 million (11 cents per share), retroactive to January 1, 1998, representing the cumulative effect of this change in accounting on prior years.

SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," essentially requires all derivatives to be recorded on the balance sheet at fair value and establishes new accounting practices for hedge instruments. In June 1999 SFAS No. 137 was issued to defer the effective date of SFAS No. 133 by one year. As a result, SFAS No. 133 will not be effective for Ball until 2001. The effect, if any, of adopting this standard has not yet been determined.

2. Business Segment Information

Ball's operations are organized along its product lines and include two segments - - the packaging segment and the aerospace and technologies segment. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. See notes 3 and 4 for information regarding transactions affecting segment results.

Packaging

The packaging segment includes the manufacture and sale of metal and PET (polyethylene terephthalate) containers, primarily for use in beverage and food packaging. The Company's consolidated packaging operations are located in and serve North America (the U.S. and Canada) and Asia, primarily the People's Republic of China (PRC). Packaging operations in the U.S. have increased as a result of the August 1998 acquisition of the North American beverage can manufacturing business of Reynolds Metals Company. Operations in Asia also have increased as a result of the early 1997 acquisition of a controlling interest in Ball Asia Pacific Limited, formerly M.C. Packaging (Hong Kong) Limited. The results of both operations are included within the packaging segment since their acquisition dates. Ball also has investments in packaging companies in Brazil and Thailand which are accounted for under the equity method, and, accordingly, those results are not included in segment earnings or assets.

Aerospace and Technologies

The aerospace and technologies segment includes civil space systems, defense systems, commercial space operations, commercial products and technologies, systems engineering services, advanced antenna and video systems and engineering technology products.

Summary of Business by Segment

($ in millions)	1999	1998	1997
Net Sales			
Packaging	$ 3,201.2	$ 2,533.8	$ 1,989.8
Aerospace and technologies	383.0	362.6	398.7
Consolidated net sales	$ 3,584.2	$ 2,896.4	$ 2,388.5
Earnings Before Interest and Taxes			
Packaging	$ 276.7	$ 164.7	$ 108.3
Plant closures, dispositions and other costs (Note 4)	-	(56.2)	(3.0)
Total packaging	276.7	108.5	105.3
Aerospace and technologies	24.9	30.4	34.0
Segment earnings before interest and taxes	301.6	138.9	139.3
Headquarters relocation costs (Note 4)	-	(17.7)	-
Corporate undistributed expenses	(22.8)	(15.3)	(11.9)
Dispositions and other (Note 4)	-	-	12.0
Earnings before interest and taxes	278.8	105.9	139.4
Interest expense	(107.6)	(78.6)	(53.5)
Provision for income tax expense	(64.9)	(8.8)	(32.0)
Minority interests	(1.9)	7.9	5.1
Equity in (losses) earnings of affiliates	(0.2)	5.6	(0.7)
Consolidated earnings before extraordinary item and accounting change	$ 104.2	$ 32.0	$ 58.3
Depreciation and Amortization			
Packaging	$ 146.4	$ 125.8	$ 101.4
Aerospace and technologies	13.5	15.0	14.3
Segment depreciation and amortization	159.9	140.8	115.7
Corporate	3.0	4.2	1.8
Consolidated depreciation and amortization	$ 162.9	$ 145.0	$ 117.5

Net Investment			
Packaging	$ 1,319.7	$ 1,164.3	$ 1,088.5
Aerospace and technologies	161.6	143.5	126.6
Segment net investment	1,481.3	1,307.8	1,215.1
Corporate net investment and eliminations	(790.4)	(685.5)	(580.9)
Consolidated net investment	$ 690.9	$ 622.3	$ 634.2
Investments in Equity Affiliates			
Packaging	$ 79.0	$ 80.9	$ 74.5
Aerospace and technologies	2.3	-	-
Segment investments in equity affiliates	81.3	80.9	74.5
Corporate	-	-	-
Consolidated investments in equity affiliates	$ 81.3	$ 80.9	$ 74.5
Property, Plant and Equipment Additions			
Packaging	$ 95.8	$ 63.7	$ 75.7
Aerospace and technologies	10.1	17.2	18.6
Segment property, plant and equipment additions	105.9	80.9	94.3
Corporate	1.1	3.3	3.4
Consolidated property, plant and equipment additions	$ 107.0	$ 84.2	$ 97.7

</TABLE>

Financial data segmented by geographic area is provided below.

Summary of Net Sales by Geographic Area

($ in millions)	U.S.	Other (1)	Consolidated
1999	$3,128.3	$ 455.9	$ 3,584.2
1998	2,449.5	446.9	2,896.4
1997	1,888.9	499.6	2,388.5

(1) Includes the Company's net sales in the PRC and Canada, neither of which are significant, intercompany eliminations and other.

Summary of Long-Lived Assets(1) by Geographic Area

($ in millions)	U.S.	PRC	Other (2)	Consolidated
1999	$1,701.6	$ 352.0	$ (217.3)	$1,836.3
1998	1,763.2	369.3	(163.3)	1,969.2
1997	972.4	465.5	(145.9)	1,292.0

(1) Long-lived assets primarily consist of property, plant and equipment, goodwill and other intangible assets.
(2) Includes the Company's long-lived assets in Canada, which are not

significant, intercompany eliminations and other.

Major Customers

Packaging segment sales to Miller Brewing Company, a customer since a 1998 acquisition, represented approximately 15 percent of net sales in 1999 and less than 10 percent in 1998. Sales to PepsiCo, Inc., and affiliates represented approximately 13 percent of consolidated net sales in 1999, 15 percent of consolidated net sales in 1998 and 12 percent of consolidated net sales in 1997. Sales to Coca-Cola and affiliates represented 11 percent of consolidated net sales in 1999, 10 percent of consolidated net sales in 1998 and less than 10 percent in 1997. Sales to all bottlers of Pepsi-Cola and Coca-Cola branded beverages comprised approximately 35 percent of consolidated net sales in 1999, 40 percent of consolidated net sales in 1998 and 36 percent of consolidated net sales in 1997. Sales to various U.S. government agencies by the aerospace and technologies segment, either as a prime contractor or as a subcontractor, represented approximately 9 percent, 11 percent and 14 percent of consolidated net sales in 1999, 1998 and 1997, respectively.

3. Acquisitions

Metal Beverage Container Manufacturing Business

On August 10, 1998, Ball acquired substantially all the assets and assumed certain liabilities of the North American beverage can manufacturing business of Reynolds Metals Company (Acquisition) for approximately $745.4 million, before a refundable incentive loan of $39 million, a working capital adjustment of an additional $40.1 million and transaction costs. The assets acquired consisted largely of 16 plants in 12 states and Puerto Rico. The Acquisition has been accounted for as a purchase, with its results included in the Company's consolidated financial statements effective with the Acquisition.

In connection with the Acquisition, the Company has provided $51.3 million in the opening balance sheet for certain costs of integrating the acquired business, including capacity consolidations. The Company finalized its integration plan during the third quarter of 1999, which includes the closure of the acquired Richmond, Virginia, headquarters facility in 1998, the closure of two plants in the first quarter of 1999 and the closure of a third plant which was phased out, beginning in the fourth quarter of 1999 and concluding in the first quarter of 2000. The plants and certain equipment are for sale. Employees of the closed facilities, primarily manufacturing and support personnel, were terminated after proper notification. Integration costs included $23.3 million for severance, supplemental unemployment, medical, relocation and other related termination benefits; $22.8 million for contractual pension and retirement obligations; and $5.2 million for other plant closure costs. The decrease of $5.5 million from the previously reported estimate was the result of finalizing actuarial calculations of employee benefit termination costs and refining other exit costs based upon economic factors within the geographic regions where the plants are located. These changes have been reflected as a reduction of goodwill. Subsequent increases in actual costs, if any, will be included in current period earnings, and decreases, if any, will result in a further reduction of goodwill.

As of December 31, 1999, the Company has made payments of $10.5 million related to severance, supplemental unemployment, relocation and other termination costs and $3 million related to other plant closure costs. The carrying value of the fixed assets held for sale is approximately $21.5 million at December 31, 1999.

The following table summarizes the integration costs associated with the Acquisition as provided for in the opening balance sheet:
<TABLE>
<CAPTION>

($ in millions)	Employee Severance	Pension and Other Postretirement Benefits	Other Exit Costs	Total
Final opening balance sheet amounts	$ 23.3	$ 22.8	$ 5.2	$ 51.3
Payments made	(10.5)	-	(3.0)	(13.5)
Transfer to pension and other postretirement benefit accounts	-	(22.8)	-	(22.8)
Balance at December 31, 1999	$ 12.8	$ -	$ 2.2	$ 15.0

</TABLE>

The following is a summary of the net assets acquired which includes the final purchase accounting adjustments including final asset valuations, purchase price allocations, estimated integration and capacity consolidation costs and transaction costs. As part of the acquired asset valuation and purchase price allocation process, approximately $336.8 million has been assigned to goodwill.

($ in millions)

Total assets	$ 937.9
Less liabilities assumed:	
Current liabilities	65.7
Long-term liabilities	86.7
Net assets acquired	785.5
Incentive loan	39.0
Transaction costs	13.9
Total consideration	$ 838.4

The following unaudited pro forma consolidated results of operations have been prepared as if the Acquisition had occurred as of January 1, 1997. The pro forma results are not necessarily indicative of the actual results that would have occurred had the Acquisition been in effect for the periods presented, nor are they necessarily indicative of the results that may be obtained in the future:

<TABLE>
<CAPTION>

($ in millions, except per share amounts)	Years ended December 31, 1998	1997
<S>	<C>	<C>
Net sales	$ 3,667.9	$ 3,581.2
Net earnings	31.5	47.9
Earnings attributable to common shareholders	28.7	45.1
Earnings per common share, including accounting change	0.94	1.49
Diluted earnings per share, including accounting change	0.90	1.42

</TABLE>

Pro forma adjustments include increased interest expense related to incremental borrowings used to finance the Acquisition, the amortization of goodwill, the change in depreciation expense on plant and equipment based on estimated useful lives partially offset by increased fair values, and the elimination of the extraordinary loss on early debt extinguishment. Pro forma results exclude anticipated synergies.

Other Acquisitions

In early 1997 Ball acquired approximately 75 percent of Ball Asia Pacific Limited for approximately $179.7 million. During 1998 and 1999, the Company purchased all of the remaining direct and indirect minority interests in Ball Asia Pacific Limited. In the third quarter of 1997, the Company acquired certain PET container assets for approximately $42.7 million from Brunswick Container Corporation.

4. Headquarters Relocation, Plant Closures, Dispositions and Other Costs

The following table summarizes the transaction gains and losses in connection with the headquarters relocation, plant closures in the PRC, dispositions and other non-acquisition-related charges included in the consolidated statement of earnings.

($ in millions)	Pretax Gain (Loss)
1998	
Headquarters relocation	$(17.7)
Plant closings and other costs	(56.2)
	$(73.9)
1997	
Sale of investment in Datum	$ 11.7
Plant closing	(3.0)
Disposition and write-down of equity investments	0.3
	$ 9.0

1998
In February 1998 Ball announced that it would relocate its corporate headquarters to an existing company-owned building in Broomfield, Colorado. In

connection with the relocation, which has been completed, the Company recorded a pretax charge in 1998 of $17.7 million ($10.8 million after tax or 36 cents per share), primarily for employee-related costs, substantially all of which were paid by the end of that year.

During the last quarter of 1998, the Company announced the closure of two of its plants located in the PRC and removed from service manufacturing equipment at a third plant. The actions were taken largely to address industry overcapacity and were completed in the first half of 1999. The Company's preliminary estimates included a $56.2 million, largely noncash, charge in the fourth quarter of 1998 to write down to net realizable value certain buildings and equipment by $22.8 million, goodwill by $15.3 million, inventory by $2.5 million and machinery spare parts by $3.5 million, as well as $12.1 million for other assets and related costs. The total after-tax effect of the estimated plant closings and other costs was a loss of $31.4 million ($1.03 per share). Estimated fair market values of the assets were determined by management and engineering support staff based on a market approach. The carrying value of the fixed assets held for sale is approximately $10 million at December 31, 1999. In 1999 the Company entered into an agreement to sell a plant in Hong Kong at a loss of approximately $2.8 million, which was offset by income of $2.3 million primarily related to cash collections on certain receivables which were fully reserved in 1998. The net charge of $0.5 million is included in cost of sales in the consolidated statement of earnings. Net cash proceeds from the sale of the building and collection of the receivables were $7.1 million. Further changes to the estimates, if any, will be reflected as adjustments to the current year's earnings.

The activity related to the 1998 charge for plant closings and other costs is summarized below:
<TABLE>
<CAPTION>

($ in millions)	Inventory/ Spare Parts	Fixed Assets	Goodwill	Other Assets/Costs	Total
<S>	<C>	<C>	<C>	<C>	<C>
Charge to earnings in 1998	$ 6.0	$ 22.8	$ 15.3	$ 12.1	$ 56.2
Charges (recoveries) during 1999	(0.3)	2.8	-	(2.0)	0.5
Payments/transfers	-	-	(15.3)	(0.5)	(15.8)
Utilization	(0.7)	(2.8)	-	(3.7)	(7.2)
Balance at December 31, 1999	$ 5.0	$ 22.8	$ -	$ 5.9	$ 33.7

</TABLE>

1997
In the first half of 1997, the Company sold its interest in the common stock of Datum Inc. (Datum) for approximately $26.2 million, recording a pretax gain of $11.7 million. Ball acquired its interest in Datum in connection with the 1995 disposition of its Efratom time and frequency measurement devices business. The Company owned approximately 32 percent of Datum. Ball's share of Datum's earnings under the equity method of accounting was $0.5 million and $0.3 million in 1997 and 1995, respectively, and a loss of $0.2 million in 1996.

In the second quarter of 1997, the Company recorded a pretax charge of $3 million to close a small PET container manufacturing plant in connection with the acquisition of certain PET container manufacturing assets. Operations ceased during that quarter.

In the fourth quarter of 1997, Ball disposed of and wrote down to estimated net realizable value certain equity investments, resulting in a net pretax gain of $0.3 million. The Company's equity in the net earnings of these affiliates was not significant in 1997.

The net after-tax effect of the 1997 transactions was a gain of $5 million (16 cents per share).

5. Accounts Receivable

Accounts receivable are net of an allowance for doubtful accounts of $8.8 million and $7.0 million at December 31, 1999, and 1998, respectively.

Trade Accounts Receivable Securitization Agreement

A securitization agreement provides for the ongoing, revolving sale of a designated pool of trade accounts receivable of Ball's U.S. packaging businesses. In December 1998 the designated pool of receivables was increased to provide for sales of up to $125 million from the previous amount of $75 million. Net funds received from the sale of the accounts receivable totaled $122.5 million at both December 31, 1999, and 1998. Fees incurred in connection with the sale of accounts receivable totaled $7 million in 1999 and $4 million in each of 1998 and 1997.

Accounts Receivable in Connection with Long-Term Contracts

Net accounts receivable under long-term contracts, due primarily from agencies of the U.S. government, were $83.8 million and $76.1 million at December 31, 1999, and 1998, respectively, and include unbilled amounts representing revenue earned but contractually not yet billable of $40.5 million and $44.2 million, respectively. The average length of the long-term contracts is approximately three years and the average length remaining on those contracts at December 31, 1999, was approximately 15 months. Approximately $13.3 million of unbilled receivables at December 31, 1999, is expected to be collected after one year and is related to fees and cost withholds that will be paid largely upon completion of milestones or other contract terms as well as final overhead rate settlements.

6. Inventories

	December 31,	
($ in millions)	1999	1998
Raw materials and supplies	$ 238.0	$ 131.2
Work in process and finished goods	327.9	352.6
	$ 565.9	$ 483.8

Approximately 58 percent and 39 percent of total inventories at December 31, 1999, and 1998, respectively, were valued using the LIFO method of accounting. Inventories at December 31, 1999, would have been $4.1 million lower than the reported amount if the FIFO method of accounting, which approximates replacement cost, had been used for those inventories. At December 31, 1998, LIFO cost approximated replacement cost.

7. Property, Plant and Equipment

	December 31,	
($ in millions)	1999	1998
Land	$ 61.6	$ 62.2
Buildings	433.6	410.5
Machinery and equipment	1,439.4	1,410.2
	1,934.6	1,882.9
Accumulated depreciation	(813.4)	(708.5)
	$1,121.2	$1,174.4

Depreciation expense amounted to $143.8 million, $130.8 million and $110 for the years ended December 31, 1999, 1998 and 1997, respectively.

8. Goodwill and Other Assets

	December 31,	
($ in millions)	1999	1998
	$ 482.9	$ 555.9
Investments in affiliates	81.3	80.9
Other	150.9	158.0
	$ 715.1	$ 794.8

Goodwill is net of accumulated amortization of $41.9 million and $28.9 million at December 31, 1999, and 1998, respectively. Total amortization expense amounted to $19.1 million, $14.2 million and $7.5 million for the years ended December 31, 1999, 1998 and 1997, respectively, of which $13.4 million, $7.4 million and $4.7 million related to the amortization of goodwill.

9. Debt and Interest Costs

Short-term debt consisted of Asian bank facilities in U.S. dollars and PRC currencies, all without recourse to Ball Corporation and its North American subsidiaries. Approximately $57.2 million and $70.6 million were outstanding under these facilities at December 31, 1999, and 1998, respectively. The weighted average rate of the outstanding facilities was 6.8 percent at December 31, 1999, and 7.4 percent at December 31, 1998.

Long-term debt at December 31 consisted of the following:

<TABLE>
<CAPTION>

($ in millions)	1999	1998
<S>	<C>	<C>
Notes Payable		

7.75% Senior Notes due August 2006	$ 300.0	$ 300.0
8.25% Senior Subordinated Notes due August 2008	250.0	250.0
Senior Credit Facility:		
Term Loan A due August 2004 (1999 - 7%; 1998 - 7.188%)	330.0	350.0
Term Loan B due March 2006 (1999 - 8%; 1998 - 7.563%)	198.0	200.0
Revolving credit facility (1998 - 7.188% weighted average rate)	-	80.0
Floating rate notes due through 2002 (1998 - 6.25% to 7.56%) (1)	-	48.2
Industrial Development Revenue Bonds		
Floating rates due through 2011 (1999 - 5.35%; 1998 - 4.1% to 4.3%)	27.1	27.1
ESOP Debt Guarantee		
9.23% installment notes due through 1999	-	4.4
9.60% installment note due 1999 through 2001	20.5	25.1
Other	13.9	1.2
	1,139.5	1,286.0
Less: Current portion of long-term debt	46.8	56.2
	$1,092.7	$1,229.8

(1) U.S. dollar-denominated notes issued by Ball's Asian subsidiary and its consolidated affiliates.
</TABLE>

In connection with the Acquisition in 1998, the Company refinanced approximately $521.9 million of its existing debt and, as a result, recorded an after-tax extraordinary charge from the early extinguishment of debt of approximately $12.1 million (40 cents per share). The Acquisition and the refinancing, including related costs, were financed with a placement of $300 million in 7.75% Senior Notes due in 2006, $250 million in 8.25% Senior Subordinated Notes due in 2008 and approximately $808.2 million from a Senior Credit Facility. The Senior Credit Facility bears interest at variable rates and is comprised of four separate facilities: (1) Term Loan A for $350 million due in 2004, (2) Term Loan B for $200 million due in 2006, (3) a revolving credit facility which provides the Company with up to $600 million, comprised of a $150 million, 364-day annually renewable facility and a $450 million long-term committed facility expiring in 2004 and (4) a $50 million long-term committed Canadian facility. At December 31, 1999, approximately $585 million was available under the revolving credit facilities.

All of the Senior Notes and Senior Subordinated Notes were exchanged as of January 27, 1999. The terms of the new notes are substantially identical in all respects (including principal amount, interest rate, maturity, ranking and covenant restrictions) to the terms of the notes for which they were exchanged except that the new notes are registered under the Securities Act of 1933, as amended, and therefore are not subject to certain restrictions on transfer except as described in the Prospectus for the Exchange Offer. The note agreements provide that if the new notes are assigned investment grade ratings and the Company is not in default, certain covenant restrictions will be suspended.

The Senior Notes, Senior Subordinated Notes and Senior Credit Facility agreements are guaranteed on a full, unconditional and joint and several basis by certain of the Company's domestic wholly owned subsidiaries. All amounts outstanding under the Senior Credit Facility are secured by (1) a pledge of 100 percent of the stock owned by the Company of its direct and indirect majority-owned domestic subsidiaries and (2) a pledge of the Company's stock, owned directly or indirectly, of certain foreign subsidiaries which equals 65 percent of the stock of each such foreign subsidiary. Separate financial statements for the guarantor subsidiaries and the non-guarantor subsidiaries are not presented because management has determined that such financial statements would not be material to investors. Condensed, consolidating financial information for the Company, segregating the guarantor subsidiaries and non-guarantor subsidiaries, are provided below.

Ball's Asian subsidiary and its consolidated affiliates had short-term uncommitted credit facilities of approximately $113 million, of which $57.2 million was outstanding at December 31, 1999.

Fixed-term debt in the PRC at year end 1998 included approximately $48.2 million of floating rate notes issued by the Company's consolidated Asian affiliates. There were no amounts outstanding under these agreements at December 31, 1999.

Maturities of all fixed long-term debt obligations outstanding at December 31, 1999, are $46.8 million, $69.5 million, $69.3 million, $89.3 million and $102.5 million for the years ending December 31, 2000, through 2004, respectively, and $762.1 million thereafter.

Ball issues letters of credit in the ordinary course of business to secure liabilities recorded in connection with the Company's deferred compensation program, industrial development revenue bonds and insurance arrangements, of which $64.8 million were outstanding at December 31, 1999. The Company's Asian subsidiary also issues letters of credit in the ordinary course of business in connection with supplier arrangements and provides guarantees to secure bank financing for its affiliates. At year end, approximately $14.2 million of letters of credit were outstanding associated with these arrangements. Ball also has provided a completion guarantee representing 50 percent of the $44 million of debt issued by the Company's Brazilian joint venture to fund the construction of facilities. ESOP debt represents borrowings by the trust for the Ball-sponsored ESOP which have been irrevocably guaranteed by the Company.

The U.S. note agreements, bank credit agreement, ESOP debt guarantee and industrial development revenue bond agreements contain certain restrictions relating to dividends, investments, guarantees and the incurrence of additional indebtedness.

A summary of total interest cost paid and accrued follows:

($ in millions)	1999	1998	1997
Interest costs	$ 109.6	$ 80.9	$ 57.9
Amounts capitalized	(2.0)	(2.3)	(4.4)
Interest expense	$ 107.6	$ 78.6	$ 53.5
Interest paid during the year	$ 111.2	$ 63.3	$ 53.9

Subsidiary Guarantees of Debt

The Company's Senior Notes, Senior Subordinated Notes and Senior Credit Facility agreements are guaranteed on a full, unconditional, and joint and several basis by certain of the Company's wholly owned domestic subsidiaries. The following is condensed, consolidating financial information for the Company, segregating the guarantor subsidiaries and non-guarantor subsidiaries, as of December 31, 1999 and 1998 and for the years ended December 31, 1999, 1998 and 1997 (in millions of dollars). Certain prior-year amounts have been reclassified in order to conform with the current year presentation. Separate financial statements for the guarantor subsidiaries and the non-guarantor subsidiaries are not presented because management has determined that such financial statements would not be material to investors.

<TABLE>
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CONSOLIDATED BALANCE SHEET

December 31, 1999

<S>	Ball Corporation <C>	Guarantor Subsidiaries <C>	Non-Guarantor Subsidiaries <C>	Eliminating Adjustments <C>	Consolidated Total <C>
ASSETS					
Current assets					
Cash and temporary investments	$ 13.6	$ 0.2	$ 22.0	$ -	$ 35.8
Accounts receivable, net	4.1	151.7	64.4	-	220.2
Inventories, net	-	452.1	113.8	-	565.9
Deferred income tax benefits and prepaid expenses	129.2	94.8	13.0	(163.1)	73.9
Total current assets	146.9	698.8	213.2	(163.1)	895.8
Property, plant and equipment, at cost	25.4	1,525.5	383.7	-	1,934.6
Accumulated depreciation	(13.5)	(697.5)	(102.4)	-	(813.4)
	11.9	828.0	281.3	-	1,121.2
Investment in subsidiaries	1,412.4	337.7	10.3	(1,760.4)	-
Investment in affiliates	9.0	2.3	70.0	-	81.3
Goodwill, net	-	365.2	117.7	-	

					482.9
Other assets	88.9	37.5	24.5	-	150.9
	$ 1,669.1	$ 2,269.5	$ 717.0	$ (1,923.5)	$ 2,732.1
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Short-term debt and current portion of long-term debt	$ 46.8	$ -	$ 57.2	$ -	$ 104.0
Accounts payable	4.5	285.3	55.7	-	345.5
Salaries and wages	7.3	99.1	8.3	-	114.7
Other current liabilities	35.0	193.3	40.7	(163.1)	105.9
Total current liabilities	93.6	577.7	161.9	(163.1)	670.1
Long-term debt	1,068.7	24.0	-	-	1,092.7
Intercompany borrowings	(302.6)	199.1	103.5	-	-
Employee benefit obligations, deferred income taxes and other	118.5	83.1	57.1	-	258.7
Total liabilities	978.2	883.9	322.5	(163.1)	2,021.5
Contingencies					
Minority interests	-	-	19.7	-	19.7
Shareholders' equity					
Series B ESOP Convertible Preferred Stock	56.2	-	-	-	56.2
Convertible preferred stock	-	-	179.6	(179.6)	-
Unearned compensation - ESOP	(20.5)	-	-	-	(20.5)
Preferred shareholders' equity	35.7	-	179.6	(179.6)	35.7
Common stock	413.0	1,155.7	240.9	(1,396.6)	413.0
Retained earnings	481.2	231.2	(23.7)	(207.5)	481.2
Accumulated other comprehensive loss	(26.7)	(1.3)	(22.0)	23.3	(26.7)
Treasury stock, at cost	(212.3)	-	-	-	(212.3)
Common shareholders' equity	655.2	1,385.6	195.2	(1,580.8)	655.2
Total shareholders' equity	690.9	1,385.6	374.8	(1,760.4)	690.9
	$ 1,669.1	$ 2,269.5	$ 717.0	$ (1,923.5)	$ 2,732.1

</TABLE>

<TABLE>
<CAPTION>

CONSOLIDATED BALANCE SHEET

	December 31, 1998				
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
ASSETS					
Current assets					
Cash and temporary investments	$ 11.6	$ 0.5	$ 21.9	$ -	$ 34.0
Accounts receivable, net	3.5	194.1	75.9	-	273.5
Inventories, net	-	382.5	101.3	-	483.8
Deferred income tax benefits and prepaid expenses	(2.0)	76.9	19.4	-	94.3
Total current assets	13.1	654.0	218.5	-	885.6
Property, plant and equipment, at cost	35.5	1,471.5	375.9	-	1,882.9
Accumulated depreciation	(19.8)	(606.0)	(82.7)	-	(708.5)
	15.7	865.5	293.2	-	1,174.4
Investment in subsidiaries	1,241.2	0.7	4.8	(1,246.7)	-
Investment in affiliates	5.8	2.2	72.9	-	80.9
Goodwill, net	-	431.1	124.8	-	555.9
Other assets	97.1	42.5	18.4	-	158.0
	$ 1,372.9	$ 1,996.0	$ 732.6	$ (1,246.7)	$ 2,854.8
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Short-term debt and current portion of long-term debt	$ 31.1	$ -	$ 95.7	$ -	$ 126.8
Accounts payable	48.3	251.2	50.8	-	350.3
Salaries and wages	14.1	75.1	7.9	-	97.1
Other current liabilities	(50.7)	121.7	42.4	-	113.4
Total current liabilities	42.8	448.0	196.8	-	687.6
Long-term debt	1,195.4	10.5	23.9	-	1,229.8
Intercompany borrowings	(596.6)	477.3	119.3	-	-
Employee benefit obligations, deferred income taxes and other	109.0	126.5	55.2	-	290.7
Total liabilities	750.6	1,062.3	395.2	-	2,208.1
Contingencies					
Minority interests	-	-	24.4	-	

					24.4
Shareholders' equity					
Series B ESOP Convertible Preferred Stock	57.2	-	-	-	57.2
Convertible preferred stock	-	-	174.6	(174.6)	-
Unearned compensation - ESOP	(29.5)	-	-	-	(29.5)
Preferred shareholders' equity	27.7	-	174.6	(174.6)	27.7
Common stock	368.4	821.7	187.9	(1,009.6)	368.4
Retained earnings	397.9	114.3	(24.5)	(89.8)	397.9
Accumulated other comprehensive loss	(31.7)	(2.3)	(25.0)	27.3	(31.7)
Treasury stock, at cost	(140.0)	-	-	-	(140.0)
Common shareholders' equity	594.6	933.7	138.4	(1,072.1)	594.6
Total shareholders' equity	622.3	933.7	313.0	(1,246.7)	622.3
	$ 1,372.9	$ 1,996.0	$ 732.6	$ (1,246.7)	$ 2,854.8

</TABLE>
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CONSOLIDATED STATEMENT OF EARNINGS

For the Year Ended December 31, 1999

<S>	Ball Corporation <C>	Guarantor Subsidiaries <C>	Non-Guarantor Subsidiaries <C>	Eliminating Adjustments <C>	Consolidated Total <C>
Net sales	$ -	$ 3,381.0	$ 451.5	$ (248.3)	$ 3,584.2
Costs and expenses					
Cost of sales (excluding depreciation and amortization)	-	2,863.0	373.3	(248.3)	2,988.0
Depreciation and amortization	3.0	130.1	29.8	-	162.9
Selling and administrative	15.3	97.5	28.1	-	140.9
Receivable securitization fees and product development	-	13.5	0.1	-	13.6
Interest expense	60.8	37.3	9.5	-	107.6
Equity in earnings of subsidiaries	(119.4)	-	-	119.4	-
Corporate allocations	(49.7)	49.7	-	-	-
	(90.0)	3,191.1	440.8	(128.9)	3,413.0
Earnings (loss) before taxes	90.0	189.9	10.7	(119.4)	171.2
Provision for taxes	13.9	(72.7)	(6.1)	-	(64.9)
Minority interests	-	-	(1.9)	-	

					(1.9)
Equity in earnings (losses) of affiliates	0.3	(0.2)	(0.3)	-	(0.2)
Net earnings (loss)	104.2	117.0	2.4	(119.4)	104.2
Preferred dividends, net of tax	(2.7)	-	-	-	(2.7)
Earnings (loss) attributable to common shareholders	$ 101.5	$ 117.0	$ 2.4	$ (119.4)	$ 101.5

</TABLE>
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<CAPTION>

CONSOLIDATED STATEMENT OF EARNINGS

For the Year Ended December 31, 1998

<S>	Ball Corporation <C>	Guarantor Subsidiaries <C>	Non-Guarantor Subsidiaries <C>	Eliminating Adjustments <C>	Consolidated Total <C>
Net sales	$ -	$ 2,685.6	$ 451.1	$ (240.3)	$ 2,896.4
Costs and expenses					
Cost of sales (excluding depreciation and amortization)	-	2,300.3	378.4	(240.3)	2,438.4
Depreciation and amortization	4.2	108.6	32.2	-	145.0
Selling and administrative	14.3	75.9	29.2	-	119.4
Receivable securitization fees and product development	-	13.7	0.1	-	13.8
Headquarters relocation, plant closures, dispositions and other costs	17.7	-	56.2	-	73.9
Interest expense	52.7	8.3	17.6	-	78.6
Equity in earnings of subsidiaries	(15.1)	-	-	15.1	-
Corporate allocations	(45.3)	45.3	-	-	-
	28.5	2,552.1	513.7	(225.2)	2,869.1
Earnings (loss) before taxes	(28.5)	133.5	(62.6)	(15.1)	27.3
Provision for taxes	47.0	(47.9)	(7.9)	-	(8.8)
Minority interests	-	-	7.9	-	7.9
Equity in (losses) earnings of affiliates	(0.7)	-	6.3	-	5.6
Earnings (loss) before extraordinary item and accounting change	17.8	85.6	(56.3)	(15.1)	32.0
Extraordinary loss from early debt extinguishment, net of tax	(1.2)	(10.9)	-	-	(12.1)
Cumulative effect of accounting change, net of tax	-	(1.8)	(1.5)	-	(3.3)
Net earnings (loss)	16.6	72.9	(57.8)	(15.1)	16.6
Preferred dividends, net of tax	(2.8)	-	-	-	(2.8)

Earnings (loss) attributable to common shareholders	$ 13.8	$ 72.9	$ (57.8)	$ (15.1)	$ 13.8

</TABLE>
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CONSOLIDATED STATEMENT OF EARNINGS

For the Year Ended December 31, 1997

<S>	Ball Corporation <C>	Guarantor Subsidiaries <C>	Non-Guarantor Subsidiaries <C>	Eliminating Adjustments <C>	Consolidated Total <C>
Net sales	$ -	$ 2,156.7	$ 503.2	$ (271.4)	$ 2,388.5
Costs and expenses					
Cost of sales (excluding depreciation and amortization)	-	1,873.0	420.4	(271.4)	2,022.0
Depreciation and amortization	1.2	86.3	30.0	-	117.5
Selling and administrative	0.2	78.7	27.2	-	106.1
Receivable securitization fees and product development	-	12.3	0.2	-	12.5
Net gain on dispositions	4.1	(13.1)	-	-	(9.0)
Interest expense	32.7	(1.5)	22.3	-	53.5
Equity in earnings of subsidiaries	(62.8)	-	-	62.8	-
Corporate allocations	(25.6)	25.6	-	-	-
	(50.2)	2,061.3	500.1	(208.6)	2,302.6
Earnings (loss) before taxes	50.2	95.4	3.1	(62.8)	85.9
Provision for taxes	7.9	(31.5)	(8.4)	-	(32.0)
Minority interests	-	-	5.1	-	5.1
Equity in earnings (losses) of affiliates	0.2	1.3	(2.2)	-	(0.7)
Net earnings (loss)	58.3	65.2	(2.4)	(62.8)	58.3
Preferred dividends, net of tax	(2.8)	-	-	-	(2.8)
Earnings (loss) attributable to common shareholders	$ 55.5	$ 65.2	$ (2.4)	$ (62.8)	$ 55.5

</TABLE>
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CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended December 31, 1999

	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total

<S>	<C>	<C>	<C>	<C>	<C>
Cash flows from operating activities					
Net earnings (loss)	$ 104.2	$ 117.0	$ 2.4	$ (119.4)	$ 104.2
Noncash charges to net earnings:					
Depreciation and amortization	3.0	130.1	29.8	-	162.9
Deferred income taxes	8.0	24.6	1.7	-	34.3
Equity earnings of subsidiaries	(119.4)	-	-	119.4	-
Other, net	21.4	(15.3)	-	-	6.1
Changes in working capital components	(94.7)	94.8	(1.6)	-	(1.5)
Net cash (used in) provided by operating activities	(77.5)	351.2	32.3	-	306.0
Cash flows from investing activities					
Additions to property, plant and equipment	(1.1)	(95.1)	(10.8)	-	(107.0)
Investments in and advances to affiliates	238.5	(275.0)	36.5	-	-
Other, net	4.6	5.4	4.3	-	14.3
Net cash provided by (used in) investing activities	242.0	(364.7)	30.0	-	(92.7)
Cash flows from financing activities					
Long-term borrowings	-	13.9	9.2	-	23.1
Repayments of long-term borrowings	(102.0)	(0.4)	(58.6)	-	(161.0)
Change in short-term borrowings	-	-	(13.2)	-	(13.2)
Common and preferred dividends	(22.5)	-	-	-	(22.5)
Proceeds from issuance of common stock under various employee and shareholder plans	36.8	-	-	-	36.8
Acquisitions of treasury stock	(72.3)	-	-	-	(72.3)
Other, net	(2.5)	(0.3)	0.4	-	(2.4)
Net cash (used in) provided by financing activities	(162.5)	13.2	(62.2)	-	(211.5)
Net change in cash and temporary investments	2.0	(0.3)	0.1	-	1.8
Cash and temporary investments - beginning of year	11.6	0.5	21.9	-	34.0
Cash and temporary investments - end of year	$ 13.6	$ 0.2	$ 22.0	$ -	$ 35.8

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CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended December 31, 1998	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
<S>	<C>	<C>	<C>	<C>	<C>
Cash flows from operating activities					
Net earnings (loss)	$ 16.6	$ 72.9	$ (57.8)	$ (15.1)	$ 16.6
Noncash charges to net earnings:					
Depreciation and amortization	4.2	108.6	32.2	-	145.0
Headquarters relocation, plant closures, dispositions and other costs	4.7	-	56.2	-	60.9
Extraordinary loss from early debt extinguishment	2.0	17.9	-	-	19.9
Equity earnings of subsidiaries	(15.1)	-	-	15.1	-
Other, net	(18.6)	16.6	(12.8)	-	(14.8)
Changes in working capital components, excluding effects of acquisitions	25.0	119.6	14.9	-	159.5
Net cash provided by operating activities	18.8	335.6	32.7	-	387.1
Cash flows from investing activities					
Additions to property, plant and equipment	(3.3)	(68.7)	(12.2)	-	(84.2)
Acquisitions, net of cash acquired	(15.5)	(822.9)	-	-	(838.4)
Investments in and advances to affiliates, net	(948.2)	895.3	50.7	-	(2.2)
Intercompany capital contributions and transactions	(75.5)	-	75.5	-	-
Other, net	(5.0)	2.7	12.0	-	9.7
Net cash (used in) provided by investing activities	(1,047.5)	6.4	126.0	-	(915.1)
Cash flows from financing activities					
Long-term borrowings	1,310.0	0.4	-		1,310.4
Repayments of long-term borrowings	(130.3)	(323.2)	(34.3)	-	(487.8)
Debt issuance costs	(28.9)	-	-		(28.9)
Debt prepayment costs	-	(17.5)	-		(17.5)
Change in short-term borrowings	(85.5)	-	(117.8)	-	(203.3)
Common and preferred dividends	(22.7)	-	-	-	(22.7)
Proceeds from issuance of common stock under various employee and shareholder plans	31.5	-	-	-	31.5
Acquisitions of treasury stock	(34.9)	-	-	-	(34.9)
Other, net	(3.1)	(1.7)	(5.5)	-	(10.3)

Net cash provided by (used in) financing activities	1,036.1	(342.0)	(157.6)	-	536.5
Net change in cash and temporary investments	7.4	-	1.1	-	8.5
Cash and temporary investments - beginning of year	4.2	0.5	20.8	-	25.5
Cash and temporary investments - end of year	$ 11.6	$ 0.5	$ 21.9	$ -	$ 34.0

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CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended December 31, 1997

	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
<S>	<C>	<C>	<C>	<C>	<C>
Cash flows from operating activities					
Net earnings (loss)	$ 58.3	$ 65.2	$ (2.4)	$ (62.8)	$ 58.3
Noncash charges to net earnings:					
Depreciation and amortization	1.2	86.3	30.0	-	117.5
Dispositions and other	4.1	(13.1)	-	-	(9.0)
Equity earnings of subsidiaries	(62.8)	-	-	62.8	-
Other, net	(0.7)	19.0	1.0	-	19.3
Changes in working capital components, excluding effect of acquisitions	20.3	(60.2)	(2.7)	-	(42.6)
Net cash provided by operating activities	20.4	97.2	25.9	-	143.5
Cash flows from investing activities					
Additions to property, plant and equipment	(2.3)	(62.0)	(33.4)	-	(97.7)
Acquisitions, net of cash acquired	-	(42.7)	(160.0)	-	(202.7)
Investments in and advances to affiliates, net	0.7	-	(11.9)	-	(11.2)
Intercompany capital contributions and transactions	(252.4)	37.2	215.2	-	-
Proceeds from sale of other businesses, net	-	31.1	-	-	31.1
Other, net	27.8	(10.7)	12.5	-	29.6
Net cash (used in) provided by investing activities	(226.2)	(47.1)	22.4	-	(250.9)
Cash flows from financing activities					

Net change in long-term debt	(0.8)	(50.0)	(23.7)	-	(74.5)
Net change in short-term debt	85.5	-	(13.5)	-	72.0
Common and preferred dividends	(22.9)	-	-	-	(22.9)
Net proceeds from issuance of common stock under various employee and shareholder plans	21.7	-	-	-	21.7
Acquisitions of treasury stock	(32.1)	-	-	-	(32.1)
Other, net	(1.0)	(0.1)	0.6	-	(0.5)
Net cash provided by (used in) financing activities	50.4	(50.1)	(36.6)	-	(36.3)
Net change in cash and temporary investments	(155.4)	-	11.7	-	(143.7)
Cash and temporary investments - beginning of year	159.6	0.5	9.1	-	169.2
Cash and temporary investments - end of year	$ 4.2	$ 0.5	$ 20.8	$ -	$ 25.5

</TABLE>

10. Financial and Derivative Instruments and Risk Management

The Company is subject to various risks and uncertainties due to the competitive nature of the industries in which it participates, its operations in developing markets outside the U.S., changing commodity prices and changing capital markets.

Policies and Procedures

In the ordinary course of business, the Company employs established risk management policies and procedures to reduce its exposure to commodity price changes, changes in interest rates, fluctuations in foreign currencies and the Company's common share repurchase program. The Company's objective in managing its exposure to commodity price changes is to limit the impact of raw material price changes on earnings and cash flow through arrangements with customers and suppliers and, at times, through the use of certain derivative instruments such as options and forward contracts designated as hedges. The Company's objective in managing its exposure to interest rate changes is to limit the impact of interest rate changes on earnings and cash flow and to lower its overall borrowing costs. To achieve these objectives, the Company primarily uses interest rate swaps, collars and options to manage the Company's mix of floating and fixed-rate debt between a minimum and maximum percentage, which is set by policy. The Company's objective in managing its exposure to foreign currency fluctuations is to protect foreign cash flow and reduce earnings volatility associated with foreign exchange rate changes.

Unrealized losses on foreign exchange forward contracts are recorded in the balance sheet as other current liabilities. Realized gains/losses from hedges are classified in the income statement consistent with accounting treatment of the item being hedged. The Company accrues the differential for interest rate swaps to be paid or received under these agreements as adjustments to interest expense over the lives of the swaps. Gains and losses upon the early termination of swap agreements are deferred in long-term liabilities and amortized as an adjustment to interest expense over the remaining term of the agreement.

Commodity Price Risk

The Company primarily manages the commodity price risk in connection with market price fluctuations of aluminum by entering into customer sales contracts for cans and ends which include aluminum-based pricing terms which consider price fluctuations under its commercial supply contracts for aluminum purchases. The terms include "band" pricing where there is an upper and lower limit, a fixed price or only an upper limit to the aluminum component pricing. This matched pricing affects substantially all of our North American metal beverage packaging net sales. The Company also, at times, uses certain derivative instruments such as option and forward contracts to hedge commodity price risk. At December 31, 1999, the Company had aluminum forward contracts with notional amounts of $163 million hedging the aluminum in the fixed price sales contracts. Forward contract agreements expire in less than one year and up to two years. The fair value of these contracts at December 31, 1999, was $2.1 million. At December 31, 1998, the Company did not have any outstanding commodity option or forward contracts.

Interest Rate Risk

Interest rate instruments held by the Company at December 31, 1999, and 1998, included pay-floating and pay-fixed interest rate swaps, interest rate collars and swaption contracts. Pay-fixed swaps effectively convert floating rate obligations to fixed-rate instruments. Pay-floating swaps effectively convert fixed-rate obligations to variable-rate instruments. Swap agreements expire in one to six years.

Interest rate swap agreements outstanding at December 31, 1999, had notional amounts of $10 million at a floating rate and $475 million at a fixed rate, or a net fixed position of $465 million. At December 31, 1998, these agreements had notional amounts of $10 million at a floating rate and $528 million at a fixed rate, or a net fixed-rate position of $518 million. The Company also entered into an interest rate collar agreement in 1998 with a notional amount of $100 million.

The related notional amounts of interest rate swaps and options serve as the basis for computing the cash flow under these agreements, but do not represent the Company's exposure through its use of these instruments. Although these instruments involve varying degrees of credit and interest risk, the counterparties to the agreements involve financial institutions which are expected to perform fully under the terms of the agreements.

The fair value of all non-derivative financial instruments approximates their carrying amounts with the exception of long-term debt. Rates currently available to the Company for loans with similar terms and maturities are used to estimate the fair value of long-term debt based on discounted cash flows. The fair value of derivatives generally reflects the estimated amounts that Ball would pay or receive upon termination of the contracts at December 31, 1999, and 1998, taking into account any unrealized gains and losses on open contracts.
<TABLE>
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	1999		1998	
($ in millions)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<S>	<C>	<C>	<C>	<C>
Long-term debt	$1,139.5	$1,124.6	$1,286.0	$1,280.1
Unrealized net gain (loss) on derivative contracts relating to debt	-	8.0	-	(1.5)

</TABLE>

Exchange Rate Risk

The Company's foreign currency risk exposure results from fluctuating currency exchange rates, primarily the strengthening of the U.S. dollar against the Hong Kong dollar, Canadian dollar, Chinese renminbi, Thai baht and Brazilian real. The Company faces currency exposure that arises from translating the results of its global operations and maintaining U.S. dollar debt and payables. The Company uses forward contracts to manage its foreign currency exposures, and, as a result, gains and losses on these derivative positions offset, in part, the impact of currency fluctuations on the existing assets and liabilities. At December 31, 1999, the notional amount of the Company's foreign exchange risk management contracts, net of notional amounts of contracts with counterparties against which the Company has the legal right of offset, was $60 million. The fair value of these contracts as of December 31, 1999, was $(0.8) million.

In January 1999 the Brazilian government changed its monetary policy, causing the Brazilian real to devalue. The after-tax effect of the currency devaluation did not have a significant impact on the Company's consolidated earnings. However, the Brazilian real continues to be volatile, and actual results may differ based on future events.

In early July 1997, the government of Thailand changed its monetary policy to no longer peg the Thai baht to the U.S. dollar. As a result, the Company recorded a loss that year of $3.2 million, or 11 cents per share, comprised primarily of the unrealized loss attributable to approximately $23 million of U.S. dollar-denominated debt held by its 40 percent equity affiliate in Thailand.

Equity

In connection with the Company's common share repurchase program, the Company sells put options which give the purchaser of those options the right to sell shares of the Company's common stock to the Company on specified dates at specified prices upon the exercise of those options. The put option contracts allow the Company to determine the method of settlement - cash or shares. As such, the contracts are considered equity instruments, and changes in the fair value are not recognized in the Company's financial statements. The Company's objective in selling put options is to lower the average purchase price of acquired shares in connection with the share repurchase program. During 1999 the Company received $1.3 million in premiums for these options. The premiums are shown as a reduction in treasury stock. As of December 31, 1999, there were put options outstanding for 200,000 shares, with strike prices ranging from $41 to $46.97 (the weighted average strike price was $44.77).

11. Leases

The Company leases warehousing and manufacturing space and certain manufacturing equipment, primarily within the packaging segment, and office space, primarily within the aerospace and technologies segment. Under certain of these lease arrangements, Ball has the option to purchase the leased facilities and equipment for a total purchase price at the end of the lease term of approximately $96.3 million. If the Company elects not to purchase the facilities and equipment and does not enter into a new lease arrangement, Ball has guaranteed the lessors a minimum residual value of approximately $77.2 million and may incur other incremental costs to discontinue or relocate the business activities associated with these leased assets. These agreements contain certain restrictions relating to dividends, investments and borrowings. Total noncancellable operating leases in effect at December 31, 1999, require rental payments of $40.7 million, $33.8 million, $16.3 million, $10.8 million and $8.4 million for the years 2000 through 2004, respectively, and $15.9 million combined for all years thereafter. Lease expense for all operating leases was $44.8 million, $38.5 million and $34.7 million in 1999, 1998 and 1997, respectively.

12. Taxes on Income

The amounts of earnings (losses) before income taxes by national jurisdiction follow:

($ in millions)	1999	1998	1997
U.S.	$161.5	$ 89.6	$ 82.4
Foreign	9.7	(62.3)	3.5
	$ 171.2	$ 27.3	$ 85.9

The provision for income tax expense (benefit) was as follows:

($ in millions)	1999	1998	1997
Current			
U.S.	$ 23.5	$ 7.6	$ 9.3
State and local	2.2	2.8	2.2
Foreign	4.9	6.0	3.4
Total current	30.6	16.4	14.9
Deferred			
U.S.	28.7	(8.1)	10.6
State and local	4.6	(1.6)	2.2
Foreign	1.0	2.1	4.3
Total deferred	34.3	(7.6)	17.1
Provision for income taxes	$ 64.9	$ 8.8	$ 32.0

The provision for income taxes recorded within the consolidated statement of earnings differs from the amount of income tax expense determined by applying the U.S. statutory federal income tax rate to pretax earnings as a result of the following:

($ in millions)	1999	1998	1997
Statutory U.S. federal income tax	$ 59.9	$ 9.6	$ 30.1
Increase (decrease) due to:			
Company-owned life insurance	(2.1)	(5.2)	(6.2)
Research and development tax credits	(3.0)	(2.9)	(2.5)
Tax effects of foreign operations and royalty income	2.9	9.4	8.0
State and local income taxes, net	4.4	0.8	2.9
Other, net	2.8	(2.9)	(0.3)
Provision for income tax expense	$ 64.9	$ 8.8	$ 32.0
Effective income tax rate expressed as a percentage of pretax earnings	37.9%	32.2%	37.2%

Effective in 1999 the Company elected to treat certain investments in the PRC as partnerships for U.S. tax purposes, resulting in an estimated capital loss, for tax purposes, of $65 million with a potential tax benefit of $25 million. As a result of the Company's existing net capital loss position, and considering currently determinable carryback and carryforward opportunities, a tax valuation allowance of $21.6 million has been recognized. At December 31, 1999, the Company has alternative minimum tax credits of $12.8 million which may be carried forward indefinitely.

Provision has not been made for additional U.S. or foreign taxes on undistributed earnings of controlled foreign corporations where such earnings will continue to be reinvested. It is not practicable to estimate the additional taxes, including applicable foreign withholding taxes, that might become payable upon the eventual remittance of the foreign earnings for which no provision has been made.

The significant components of deferred tax assets and liabilities at December 31 were:

($ in millions)	1999	1998
Deferred tax assets:		
Deferred compensation	$ (28.3)	$ (23.7)
Accrued employee benefits	(62.2)	(58.0)
Plant closure costs	(31.6)	(37.6)
Other	(48.0)	(58.0)
Total deferred tax assets	(170.1)	(177.3)
Deferred tax liabilities:		
Depreciation	121.6	114.9
Other	36.2	20.6
Total deferred tax liabilities	157.8	135.5
Net deferred tax asset	$ (12.3)	$ (41.8)

Net income tax payments were $29.6 million, $20.5 million and $4.2 million for 1999, 1998 and 1997, respectively.

13. Pension and Other Postretirement and Postemployment Benefits

The Company's noncontributory pension plans cover substantially all U.S. and Canadian employees meeting certain eligibility requirements. The defined benefit plans for salaried employees provide pension benefits based on employee compensation and years of service. In addition, the plan covering salaried employees in Canada includes a defined contribution feature. Plans for hourly employees provide benefits based on fixed rates for each year of service. Ball's policy is to fund the plans on a current basis to the extent deductible under existing tax laws and regulations and in amounts sufficient to satisfy statutory funding requirements. Plan assets consist primarily of common stocks and fixed income securities.

The Company sponsors defined benefit and defined contribution postretirement health care and life insurance plans for substantially all U.S. and Canadian employees. Employees may also qualify for long-term disability, medical and life insurance continuation and other postemployment benefits upon termination of active employment prior to retirement. All of the Ball-sponsored plans are unfunded and, with the exception of life insurance benefits, are self-insured.

In Canada, the Company provides supplemental medical and other benefits in conjunction with Canadian Provincial health care plans. Most U.S. salaried employees who retired prior to 1993 are covered by noncontributory defined benefit medical plans with capped lifetime benefits. Ball provides a fixed subsidy toward each retiree's future purchase of medical insurance for U.S. salaried and substantially all nonunion hourly employees retiring after January 1, 1993. Life insurance benefits are noncontributory. Ball has no commitments to increase benefits provided by any of the postretirement benefit plans.

An analysis of the change in benefit accruals for 1999 and 1998 follows:
<TABLE>
<CAPTION>

	Pension Benefits		Other Postretirement Benefits	
($ in millions)	1999	1998	1999	1998
<S>	<C>	<C>	<C>	<C>
Change in benefit obligation:				
Benefit obligation at beginning of year	$ 422.1	$ 336.6	$ 91.7	$ 60.4
Service cost	14.2	10.5	1.7	1.0

Interest cost	29.1	26.1	6.5	4.9
Benefits paid	(13.1)	(20.8)	(4.1)	(3.0)
Net actuarial (gain) loss	(46.0)	29.1	(5.6)	(1.9)
Business acquisition	2.6	42.7	2.4	31.4
Other, net	9.4	(2.1)	4.7	(1.1)
Benefit obligation at end of year	418.3	422.1	97.3	91.7
Change in plan assets:				
Fair value of assets at beginning of year	419.2	364.3	-	-
Actual return on plan assets	12.9	51.6	-	-
Employer contributions	25.1	13.7	4.0	2.9
Benefits paid	(25.7)	(20.8)	(4.1)	(3.0)
Business acquisition	-	14.6	-	-
Other, net	3.8	(4.2)	0.1	0.1
Fair value of assets at end of year	435.3	419.2	-	-
Funded status	17.0	(2.9)	(97.3)	(91.7)
Unrecognized net actuarial loss (gain)	8.1	18.0	(7.8)	(2.8)
Unrecognized prior service cost	12.7	8.3	4.3	0.7
Unrecognized transition asset	(3.7)	(6.7)	-	-
Prepaid (accrued) benefit cost	$ 34.1	$ 16.7	$(100.8)	$ (93.8)

</TABLE>
Amounts recognized in the balance sheet consist of:
<TABLE>

	Pension Benefits		Other Benefits	
($ in millions)	1999	1998	1999	1998
Prepaid benefit cost	$ 55.2	$ 46.4	$ -	$ -
Accrued benefit liability	(33.7)	(40.8)	(100.8)	(93.8)
Intangible asset	9.3	6.6	-	-
Accumulated other comprehensive earnings	3.3	4.5	-	-
Net amount recognized	$ 34.1	$ 16.7	$(100.8)	$ (93.8)

</TABLE>
Components of net periodic benefit cost were:
<TABLE>
<CAPTION>

	Pension Benefits			Other Postretirement Benefits		
($ in millions)	1999	1998	1997	1999	1998	1997
Service Cost	$ 14.2	$ 10.5	$ 8.3	$ 1.7	$ 1.0	$ 0.5
Interest Cost	29.1	26.1	24.1	6.5	4.9	4.4
Expected return on plan assets	(37.6)	(35.5)	(32.4)	-	-	-
Amortization of prior service cost	1.1	1.1	0.9	-	-	-
Amortization of transition asset	(3.2)	(3.2)	(3.2)	-	-	-
Curtailment loss	0.5	-	-	-	-	-
Recognized net actuarial loss (gain)	1.7	1.3	0.8	(0.3)	(0.3)	(0.1)
Net periodic benefit cost	5.8	0.3	(1.5)	7.9	5.6	4.8
Expense of defined contribution plans	0.7	0.6	0.6	-	-	-
Net periodic benefit cost	$ 6.5	$ 0.9	$ (0.9)	$ 7.9	$ 5.6	$

4.8

</TABLE>

Weighted average assumptions at December 31 were:

<TABLE>
<CAPTION>

	Pension Benefits			Other Postretirement Benefits		
	1999	1998	1997	1999	1998	1997
Discount rate	7.84%	7.00%	7.50%	7.82%	7.00%	7.50%
Rate of compensation increase	3.33%	3.33%	4.00%	N/A	N/A	N/A
Expected long-term rates of return on assets	9.82%	10.79%	10.79%	N/A	N/A	N/A

</TABLE>

The expected long-term rates of return on assets are calculated by applying the expected rate of return to a market related value of plan assets at the beginning of the year, adjusted for the weighted average expected contributions and benefit payments. The market related value of plan assets used to calculate the expected return on plan assets was $382.8 million, $329.5 million and $300.4 million for 1999, 1998 and 1997, respectively.

For pension plans, accumulated gains and losses in excess of a 10 percent corridor, the prior service cost and the transition asset are being amortized on a straight-line basis from the date recognized over the average remaining service period of active participants. For other postretirement benefits, the 10 percent corridor is not used for accumulated actuarial gains and losses, and they are amortized over 10 years.

The projected benefit obligation, accumulated benefit obligation and fair value of plan assets for the pension plans with accumulated benefit obligations in excess of plan assets were $136.4 million, $135.3 million and $105.2 million, respectively, as of December 31, 1999.

For the U.S. and Canadian plans at December 31, 1999, net health care cost trend rates of 6 percent and 7.5 percent, respectively, were used for pre-65 benefits and 5.5 percent and 7.5 percent, respectively, were used for post-65 benefits for 2000. Trend rates for U.S. plans were assumed to decrease to 5.5 percent by 2001 for pre-65 benefits and for post-65 benefits remain at 5.5 percent in subsequent years. Trend rates for Canadian plans for pre-65 and post-65 benefits were assumed to decrease to 3.5 percent by 2004 and remain at this level in subsequent years.

Assumed health care cost trend rates can have a significant effect on the amounts reported for the health care plan. A one percentage point change in assumed health care cost trend rates would increase or decrease the total of service and interest cost by approximately $0.2 million and the postretirement benefit obligation by approximately $3.4 million.

The additional minimum pension liability, less related intangible asset, was recognized net of tax benefits as a component of shareholders' equity within accumulated other comprehensive loss.

Other Benefit Plans

Effective January 1, 1996, substantially all employees within the Company's aerospace and technologies segment who participate in Ball's 401(k) salary conversion plan receive a performance-based matching cash contribution of up to 4 percent of base salary. Ball did not record any compensation related to this match in 1999, but did record $1.6 million and $4.1 million in compensation expense in 1998 and 1997, respectively. In addition, substantially all U.S. salaried employees and certain U.S. nonunion hourly employees who participate in Ball's 401(k) salary conversion plan automatically participate in the Company's ESOP through an employer matching contribution. Cash contributions to the ESOP trust, including preferred dividends, are used to service the ESOP debt and were $11.6 million in 1999, $10.7 million in 1998 and $10.6 million in 1997. Interest paid by the ESOP trust for its borrowings was $2.6 million, $3.3 million and $3.6 million for 1999, 1998 and 1997, respectively.

14. Shareholders' Equity

At December 31, 1999, the Company had 120 million shares of common stock and 15 million shares of preferred stock authorized, both without par value. Preferred stock includes 600,000 authorized but unissued shares designated as

Series A Junior Participating Preferred Stock and 2,100,000 authorized shares designated as Series B ESOP Convertible Preferred Stock (ESOP Preferred).

The ESOP Preferred has a stated value and liquidation preference of $36.75 per share and cumulative annual dividends of $2.76 per share. The ESOP Preferred shares are entitled to 1.3 votes per share and are voted with common shares as a single class upon matters submitted to a vote of Ball's shareholders. Each ESOP Preferred share has a guaranteed value of $36.75 and is convertible into 1.1552 shares of Ball Corporation common stock.

Under the Company's successor Shareholder Rights Plan, effective August 1997, one Preferred Stock Purchase Right (Right) is attached to each outstanding share of Ball Corporation common stock. Subject to adjustment, each Right entitles the registered holder to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock of the Company at an exercise price of $130 per Right. If a person or group acquires 15 percent or more of the Company's outstanding common stock (or upon occurrence of certain other events), the Rights (other than those held by the acquiring person) become exercisable and generally entitle the holder to purchase shares of Ball Corporation common stock at a 50 percent discount. The Rights, which expire in 2006, are redeemable by the Company at a redemption price of one cent per Right and trade with the common stock. Exercise of such Rights would cause substantial dilution to a person or group attempting to acquire control of the Company without the approval of Ball's board of directors. The Rights would not interfere with any merger or other business combinations approved by the board of directors.

Common shares were reserved at December 31, 1999, for future issuance under the employee stock purchase, stock option, dividend reinvestment and restricted stock plans, as well as to meet conversion requirements of the ESOP Preferred.

In connection with the employee stock purchase plan, the Company contributes 20 percent of up to $500 of each participating employee's monthly payroll deduction toward the purchase of the Company's common stock. Company contributions for this plan were approximately $1.8 million in 1999, $1.6 million in 1998 and $1.5 million in 1997.

Accumulated Other Comprehensive Loss

The activity related to accumulated other comprehensive loss was as follows:

($ in millions)	Foreign Currency Translation	Minimum Pension Liability (net of tax)	Accumulated Other Comprehensive Loss
December 31, 1996	$ (18.3)	$ (2.4)	$ (20.7)
1997 Change	(2.6)	0.5	(2.1)
December 31, 1997	(20.9)	(1.9)	(22.8)
1998 Change	(7.7)	(1.2)	(8.9)
December 31, 1998	(28.6)	(3.1)	(31.7)
1999 Change	4.0	1.0	5.0
December 31, 1999	$ (24.6)	$ (2.1)	$ (26.7)

The minimum pension liability component of other comprehensive earnings (loss) is presented net of related tax expense (benefit) of $0.7 million, $(0.4) million and $0.4 million for the years ended December 31, 1999, 1998 and 1997, respectively. No tax benefit has been provided on the foreign currency translation loss component for any period, as the undistributed earnings of the Company's foreign investments will continue to be reinvested.

Stock Options and Restricted Shares

The Company has several stock option plans under which options to purchase shares of common stock have been granted to officers and key employees of Ball at the market value of the stock at the date of grant. Payment must be made at the time of exercise in cash or with shares of stock owned by the option holder, which are valued at fair market value on the date exercised. Options terminate 10 years from date of grant. Tier A options are exercisable in four equal installments commencing one year from date of grant, with the exception of certain Tier A options granted in 1998, which become exercisable after the Company's common stock price reaches specified prices for 10 consecutive days, or at the end of five years, whichever comes first. Tier B options vested at the date of grant, and were exercisable after the Company's common stock price closed at or above a target price of $50 per share for 10 consecutive days, which occurred in April 1999. Approximately $4.7 million was recorded as compensation expense in the second quarter of 1999 in connection with the Tier B options becoming exercisable, and common stock was increased accordingly. The target stock price was adjusted based on a compounded annual growth rate of 7.5 percent for individuals retiring prior to the options becoming exercisable.

The Company also granted 130,000 shares of restricted stock to certain management employees during 1998 at a price of $35 per share. Restrictions on these shares lapse in tranches based on the Company achieving certain standards of performance or at the end of seven years, whichever comes first.

A summary of stock option activity for the years ended December 31 follows:
<TABLE>
<CAPTION>

	1999		1998		1997	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Outstanding at beginning of year	2,163,396	$30.884	1,754,298	$27.223	1,801,074	$27.222
Tier A options exercised	(394,283)	29.626	(332,594)	26.981	(219,750)	26.002
Tier B options exercised	(55,500)	24.375	(38,000)	24.375	(20,000)	24.375
Tier A options granted	301,100	53.861	822,300	36.738	306,000	26.592
Tier B options granted	-	-	-	-	15,000	25.625
Tier A options canceled	(87,918)	36.633	(42,608)	29.378	(113,026)	28.542
Tier B options canceled	-	-	-	-	(15,000)	24.375
Outstanding at end of year	1,926,795	34.657	2,163,396	30.884	1,754,298	27.223
Exercisable at end of year	1,087,045	29.955	743,671	28.555	855,923	28.120
Reserved for future grants	2,128,130		2,360,056		3,295,948	

</TABLE>
Additional information regarding options outstanding at December 31, 1999, follows:
<TABLE>
<CAPTION>

	Exercise Price Range			
	$24.375 - $26.375	$26.625 - $35.000	$35.625 - $55.125	Total
<S>	<C>	<C>	<C>	<C>
Number of options outstanding	500,399	597,376	829,020	1,926,795
Weighted average exercise price	$ 24.862	$ 30.941	$ 43.248	$ 34.657
Weighted average remaining contractual life	5.7 years	7.0 years	8.2 years	7.2 years
Number of shares exercisable	445,024	403,376	238,645	1,087,045
Weighted average exercise price	$ 24.908	$ 31.511	$ 36.737	$ 29.955

</TABLE>

These options cannot be traded in any equity market. However, based on the Black-Scholes option pricing model, adapted for use in valuing compensatory stock options in accordance with SFAS No. 123, Tier A options granted in 1999, 1998 and 1997 have estimated weighted average fair values at the date of grant of $17.32 per share, $10.73 per share and $7.06 per share, respectively. Under the same methodology, Tier B options granted during 1997 have an estimated weighted average fair value at the date of grant of $8.54 per share. The actual value an employee may realize will depend on the excess of the stock price over the exercise price on the date the option is exercised. Consequently, there is no assurance that the value realized by an employee will be at or near the value estimated. The fair values were estimated using the following weighted average assumptions:

	1999 Grants	1998 Grants	1997 Grants
Expected dividend yield	1.52%	1.31%	2.33%
Expected stock price volatility	29.80%	25.34%	23.32%
Risk-free interest rate	5.34%	5.21%	6.75%
Expected life of options	5.5 years	5.3 years	5.12 years

Ball accounts for its stock-based employee compensation programs using the intrinsic value method prescribed by APB Opinion No. 25, "Accounting for Stock Issued to Employees." If Ball had elected to recognize compensation based upon the calculated fair value of the options granted after 1994, pro forma net earnings and earnings per share would have been:
<TABLE>
<CAPTION>

	Years ended December 31,		
($ in millions, except per share amounts)	1999	1998	1997
<S>	<C>	<C>	<C>
As reported:			
Net earnings	$ 104.2	$ 16.6	$ 58.3
Earnings per common share	3.36	0.45	1.84
Diluted earnings per share	3.15	0.44	1.74

Pro forma results:			
Net earnings	$ 100.6	$ 14.3	$ 57.0
Earnings per common share	3.24	0.38	1.79
Diluted earnings per share	3.04	0.37	1.70

</TABLE>

15. Earnings per Share

The following table provides additional information on the computation of earnings per share amounts.

<TABLE>
<CAPTION>

	Years ended December 31,		
($ in millions, except per share amounts)	1999	1998	1997
<S>	<C>	<C>	<C>
Earnings per Common Share			
Earnings before extraordinary item and accounting change	$ 104.2	$ 32.0	$ 58.3
Extraordinary loss from early debt extinguishment, net of tax	-	(12.1)	-
Cumulative effect of accounting change for start-up costs, net of tax	-	(3.3)	-
Net earnings	104.2	16.6	58.3
Preferred dividends, net of tax	(2.7)	(2.8)	(2.8)
Earnings attributable to common shareholders	$ 101.5	$ 13.8	$ 55.5
Weighted average common shares (000s)	30,170	30,388	30,234
Earnings per common share:			
Earnings before extraordinary item and accounting change	$ 3.36	$ 0.96	$ 1.84
Extraordinary loss, net of tax	-	(0.40)	-
Cumulative effect of accounting change, net of tax	-	(0.11)	-
Earnings per common share	$ 3.36	$ 0.45	$ 1.84
Diluted Earnings per Share			
Earnings before extraordinary item and accounting change	$ 104.2	$ 32.0	$ 58.3
Extraordinary loss from early debt extinguishment, net of tax	-	(12.1)	-
Cumulative effect of accounting change for start-up costs, net of tax	-	(3.3)	-
Net earnings	104.2	16.6	58.3
Adjustments for deemed ESOP cash contribution in lieu of the ESOP Preferred dividend	(2.0)	(2.1)	(2.1)
Adjusted earnings attributable to common shareholders	$ 102.2	$ 14.5	$ 56.2
Weighted average common shares (000s)	30,170	30,388	30,234
Effect of dilutive securities:			
Dilutive effect of stock options	476	338	165
Common shares issuable upon conversion of the ESOP Preferred stock	1,804	1,866	1,912
Weighted average shares applicable to diluted earnings per share	32,450	32,592	32,311
Diluted earnings per share:			
Earnings before extraordinary item and accounting change	$ 3.15	$ 0.91	$ 1.74
Extraordinary loss, net of tax	-	(0.37)	-
Cumulative effect of accounting change, net of tax	-	(0.10)	-
Diluted earnings per share	$ 3.15	$ 0.44	$ 1.74

</TABLE>

The following options have been excluded from the computation of the diluted earnings per share calculation since they were anti-dilutive (i.e., the exercise price exceeded the average common stock price for the year):

<TABLE>
<CAPTION>

Exercise Price	Expiration	1999	1998	1997
<S>	<C>	<C>	<C>	<C>
$ 32.000	2003	-	-	128,000
35.625	2005	-	-	194,000
44.313	2008	-	120,000	-
55.125	2009	259,650	-	-
Various	Various	-	4,000	6,000
Total		259,650	124,000	328,000

</TABLE>

16. Research and Development

Research and development costs are expensed as incurred in connection with the Company's internal programs for the development of products and processes. Costs incurred in connection with these programs amounted to $14 million, $23.7 million and $22.2 million for the years 1999, 1998 and 1997, respectively.

17. Contingencies

The Company is subject to various risks and uncertainties in the ordinary course of business due, in part, to the competitive nature of the industries in which Ball participates, its operations in developing markets outside the U.S., changing commodity prices for the materials used in the manufacture of its products and changing capital markets. Where practicable, the Company attempts to reduce these risks and uncertainties through the establishment of risk management policies and procedures, including, at times, the use of certain derivative financial instruments.

The U.S. government is disputing the Company's claim to recoverability (by means of allocation to government contracts) of reimbursed costs associated with Ball's ESOP for fiscal years 1989 through 1995, as well as the corresponding prospective costs accrued after 1995. The government will not reimburse the Company for disputed ESOP expenses incurred or accrued after 1995. A deferred payment agreement for the costs reimbursed through 1995 was entered into between the government and Ball. On October 10, 1995, the Company filed its complaint before the Armed Services Board of Contract Appeals (ASBCA) seeking final adjudication of this matter. Trial before the ASBCA was conducted in January 1997. Since that time, the Defense Contract Audit Agency (DCAA) has issued a Draft Audit Report disallowing a portion of the Company's ESOP costs for 1994 through 1997 on the asserted basis that the Company's dividend contributions to the ESOP do not constitute allowable deferred compensation. The Draft Audit Report takes the position that the disallowance is not covered by the pending decision by the ASBCA. However, more recently, Ball's Corporate Administrative Contracting Officer has resolved the DCAA's disallowance in Ball's favor and has incorporated this favorable resolution into a Memorandum of Agreement with Ball to close out cost claims for years 1994 through 1997. While the outcome of the trial is not yet known, the Company's information at this time does not indicate that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

From time to time, the Company is subject to routine litigation incident to its business. Additionally, the U.S. Environmental Protection Agency has designated Ball as a potentially responsible party, along with numerous other companies, for the cleanup of several hazardous waste sites. However, the Company's information at this time does not indicate that these matters will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

18. Quarterly Results of Operations (Unaudited)

The Company's fiscal quarters end on the Sunday nearest the calendar quarter end. The fiscal years end on December 31.

1999 Quarterly Information
Fluctuations in sales and earnings for the quarters in 1999 reflected the normal seasonality of the business as well as the number of days in each fiscal quarter.

1998 Quarterly Information

In the first quarter, Ball announced that it would relocate its corporate headquarters to Broomfield, Colorado. The relocation resulted in total charges of $17.7 million which were recorded over the course of the year. During the third quarter, the Company acquired certain assets of the North American beverage can manufacturing business of Reynolds Metals Company, which significantly increased Ball's metal beverage container operations in the U.S. In connection with the Acquisition, the Company refinanced approximately $521.9 million of its debt and, as a result, recorded an after-tax extraordinary loss from early debt extinguishment of approximately $12.1 million (40 cents per share). In the fourth quarter, Ball announced its intention to close two of the acquired plants as well as two plants in the PRC. The closure of the acquired plants is being accounted for as part of the Acquisition without a charge to earnings. In connection with the PRC plant closures and related costs, the Company recorded a pretax charge of approximately $56.2 million ($31.4 million after tax or $1.03 per share). Also during the fourth quarter, Ball adopted SOP No. 98-5, "Reporting on the Costs of Start-Up Activities," in advance of its required 1999 implementation date and, as a result, recorded an after-tax charge to earnings of approximately $3.3 million (11 cents per share), retroactive to January 1, 1998, representing the cumulative effect on prior years of this change in accounting.

<TABLE>
<CAPTION>

($ in millions except per share amounts)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter

					Total
<S>	<C>	<C>	<C>	<C>	<C>
1999					
Net sales	$ 820.3	$ 979.0	$ 991.6	$ 793.3	$3,584.2
Gross profit(1)	94.2	126.7	133.0	104.9	458.8
Net earnings	15.7	32.0	37.0	19.5	104.2
Preferred dividends, net of tax	(0.7)	(0.7)	(0.6)	(0.7)	(2.7)
Earnings attributable to common shareholders	$ 15.0	$ 31.3	$ 36.4	$ 18.8	$ 101.5
Earnings per common share	$ 0.50	$ 1.03	$ 1.21	$ 0.63	$ 3.36
Diluted earnings per share	$ 0.47	$ 0.96	$ 1.13	$ 0.59	$ 3.15
1998					
Net sales	$ 549.7	$ 645.6	$ 859.2	$ 841.9	$2,896.4
Gross profit(1)	58.5	76.8	101.9	97.0	334.2
Earnings (loss) before extraordinary item and accounting change	5.5	19.2	25.2	(17.9)	32.0
Extraordinary loss from early debt extinguishment, net of tax	-	-	(12.1)	-	(12.1)
Cumulative effect of accounting change for start-up costs, net of tax	(3.3)	-	-	-	(3.3)
Net earnings (loss)	2.2	19.2	13.1	(17.9)	16.6
Preferred dividends, net of tax	(0.7)	(0.7)	(0.7)	(0.7)	(2.8)
Earnings (loss) attributable to common shareholders	$ 1.5	$ 18.5	$ 12.4	$ (18.6)	$ 13.8
Earnings (loss) per common share:					
Earnings (loss) before extraordinary item and accounting change	$ 0.16	$ 0.61	$ 0.80	$ (0.61)	$ 0.96
Extraordinary loss from early debt extinguishment, net of tax	-	-	(0.40)	-	(0.40)
Cumulative effect of accounting change, net of tax	(0.11)	-	-	-	(0.11)
Earnings (loss) per common share	$ 0.05	$ 0.61	$ 0.40	$ (0.61)	$ 0.45
Diluted earnings (loss) per share:					
Earnings (loss) before extraordinary item and accounting change	$ 0.15	$ 0.58	$ 0.75	$ (0.61)	$ 0.91
Extraordinary loss from early debt					

extinguishment, net of tax	-	-	(0.37)	-	(0.37)
Cumulative effect of accounting change, net of tax	(0.10)	-	-	-	(0.10)
Diluted earnings (loss) per share	$ 0.05	$ 0.58	$ 0.38	$ (0.61)	$ 0.44

</TABLE>

(1) Gross profit is shown after depreciation and amortization of $137.4 million and $136.7 million for the years ended December 31, 1999, and 1998, respectively.

Earnings per share calculations for each quarter are based on the weighted average shares outstanding for that period. As a result, the sum of the quarterly amounts may not equal the annual earnings per share amount. The diluted loss per share in the fourth quarter of 1998 is the same as the net loss per common share because the assumed exercise of stock options and conversion of the ESOP Preferred stock would have been antidilutive.

Report of Management on Financial Statements

The consolidated financial statements contained in this annual report to shareholders are the responsibility of management. These financial statements have been prepared in conformity with generally accepted accounting principles and, necessarily, include certain amounts based on management's informed judgments and estimates. Future events could affect these judgments and estimates.

In fulfilling its responsibility for the integrity of financial information, management maintains and relies upon a system of internal control which is designated to provide reasonable assurance that assets are safeguarded from unauthorized use or disposition, that transactions are executed in accordance with management's authorization and that transactions are properly recorded to permit the preparation of reliable financial statements in all material respects. To assure the continuing effectiveness of the system of internal controls and to maintain a climate in which such controls can be effective, management establishes and communicates appropriate written policies and procedures; carefully selects, trains and develops qualified personnel; maintains an organizational structure that provides clearly defined lines of responsibility, appropriate delegation of authority and segregation of duties; and maintains a continuous program of internal audits with appropriate management follow-up. Company policies concerning use of corporate assets and conflicts of interest, which require employees to maintain the highest ethical and legal standards in their conduct of the Company's business, are important elements of the internal control system.

The board of directors oversees management's administration of Company financial reporting practices, internal controls and the preparation of the consolidated financial statements through its audit committee, which is composed entirely of independent directors. The audit committee meets periodically with representatives of management, Company internal audit and PricewaterhouseCoopers LLP to review the scope and results of audit work, the adequacy of internal controls and the quality of financial reporting. PricewaterhouseCoopers LLP and Company internal audit have direct access to the audit committee and the opportunity to meet the committee without management present to assure a free discussion of the results of their work and audit findings.

George A. Sissel	R. David Hoover
Chairman and Chief Executive Officer	Vice Chairman, President and Chief Financial Officer

Report of Independent Accountants
To the Board of Directors and Shareholders
Ball Corporation

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of earnings, of cash flows and of shareholders' equity and comprehensive earnings present fairly, in all material respects, the financial position of Ball Corporation and its subsidiaries at December 31, 1999, and 1998, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 1999, in conformity with accounting principles generally accepted in the United States. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States which require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

PricewaterhouseCoopers LLP
Denver, Colorado
January 26, 2000

Management's Discussion and Analysis of Financial Condition and Results of Operations
Ball Corporation and Subsidiaries

Management's discussion and analysis should be read in conjunction with the consolidated financial statements and the accompanying notes. Ball Corporation and subsidiaries are referred to collectively as "Ball" or the "Company" in the following discussion and analysis.

Overview

Ball significantly increased its North American metal beverage container product line when it acquired substantially all of the assets of the North American beverage container operations of Reynolds Metals Company (Acquisition) in the second half of 1998. In connection with the Acquisition, the Company refinanced the majority of its outstanding debt, which resulted in an extraordinary charge in connection with the early extinguishment of that debt. As part of Ball's comprehensive program to improve earnings, cash flows and operating efficiencies, the Company closed two of the acquired plants and is in the process of closing a third. Two plants in the PRC also were closed, and manufacturing equipment was removed from service at a third plant. Also during 1998 the Company relocated its corporate headquarters to an existing company-owned building in Colorado.

During 1997 the Company consolidated operations within its North American metal packaging product lines to reduce costs and increase efficiency, permanently discontinuing manufacturing operations at three food container facilities and a Canadian metal beverage container manufacturing facility and eliminating certain administrative positions within these operations. Ball also entered the polyethylene terephthalate (PET) plastic container business, beginning in 1995 with the construction of a pilot line and research and development center, and currently operates four multi-line manufacturing facilities.

Acquisitions

On August 10, 1998, Ball acquired substantially all the assets and assumed certain liabilities of the North American beverage can manufacturing business of Reynolds Metals Company for approximately $745.4 million, before a refundable incentive loan of $39 million, a working capital adjustment of an additional $40.1 million and transaction costs. The assets acquired consisted largely of 16 plants in 12 states and Puerto Rico. The Acquisition has been accounted for as a purchase, with its results included in the Company's consolidated financial statements effective with the Acquisition.

In connection with the Acquisition, the Company has provided $51.3 million in the opening balance sheet for certain costs of integrating the acquired business, including capacity consolidations. The Company finalized its integration plan during the third quarter of 1999, which includes the closure of the acquired Richmond, Virginia, headquarters facility in 1998, the closure of two plants in the first quarter of 1999 and the closure of a third plant which was phased out, beginning in the fourth quarter of 1999 and concluding in the first quarter of 2000. Integration costs included $23.3 million for severance, supplemental unemployment, medical, relocation and other related termination benefits; $22.8 million for contractual pension and retirement obligations; and $5.2 million for other plant closure costs. The decrease of $5.5 million from the previously reported estimate, which was the result of finalizing actuarial calculations of employee benefit termination costs and refining other exit costs, has been reflected as a reduction of goodwill. Subsequent increases in actual costs, if any, will be included in current period earnings, and decreases, if any, will result in a further reduction of goodwill.

As of December 31, 1999, the Company has made payments of $10.5 million related to severance, supplemental unemployment, relocation and other termination costs and $3 million related to other plant closure costs. The carrying value of the fixed assets held for sale is approximately $21.5 million at December 31, 1999.

In early 1997 Ball acquired approximately 75 percent of Ball Asia Pacific Limited, formerly M.C. Packaging (Hong Kong) Limited, for approximately $179.7 million. During 1998 and 1999, the Company purchased all of the remaining direct and indirect minority interests in Ball Asia Pacific Limited. In the third quarter of 1997, the Company acquired certain PET container assets for approximately $42.7 million from Brunswick Container Corporation.

Dispositions and Other Transactions

In connection with an announcement in December 1998 to close two plants and take other actions in the PRC, the Company recorded a pretax charge of $56.2 million ($31.4 million after tax or $1.03 per share) as a preliminary estimate of the related costs to write down to net realizable value certain buildings and equipment by $22.8 million, goodwill by $15.3 million, inventory by $2.5 million and machinery spare parts by $3.5 million, as well as $12.1 million for other assets and related costs. The carrying value of the fixed assets held for sale is approximately $10 million at December 31, 1999. Also during 1998 the Company relocated its corporate headquarters to an existing company-owned building in Broomfield, Colorado, resulting in a pretax charge of $17.7 million ($10.8 million after tax or 36 cents per share).

In the second quarter of 1997, the Company recorded a pretax charge of $3 million ($1.8 million after tax or six cents per share) for the closure of a small PET container manufacturing facility.

Ball sold its equity investment in Datum Inc. (Datum), a time and frequency measurement device business, in the first half of 1997 for cash of approximately $26.2 million, resulting in a pretax gain of $11.7 million ($7.1 million after tax or 23 cents per share). Ball's share of Datum's earnings under the equity method of accounting was $0.5 million in 1997.

In the fourth quarter of 1997, Ball disposed of or wrote down to estimated net realizable value certain equity investments, resulting in a net pretax gain of $0.3 million. The Company's equity in the net earnings of these affiliates was not significant in 1997.

Consolidated Sales and Earnings

Ball's operations are organized along its product lines and include two segments - - the packaging segment and the aerospace and technologies segment. The following table summarizes the results of these two segments:
<TABLE>
<CAPTION>

($ in millions)	1999	1998	1997
<S>	<C>	<C>	<C>
Net Sales			
Packaging	$3,201.2	$2,533.8	$1,989.8
Aerospace and technologies	383.0	362.6	398.7
Consolidated net sales	$3,584.2	$2,896.4	$2,388.5
Earnings Before Interest and Taxes			
Packaging	$ 276.7	$ 164.7	$ 108.3
Plant closures, dispositions and other costs	-	(56.2)	(3.0)
Total packaging	276.7	108.5	105.3
Aerospace and technologies	24.9	30.4	34.0
Consolidated segment operating earnings	$ 301.6	$ 138.9	$ 139.3

</TABLE>

Packaging Segment

The packaging segment includes the manufacture and sale of metal and PET containers for use in beverage and food packaging. The Company's packaging operations are located in and serve North America (the U.S. and Canada) and Asia (primarily the PRC). Packaging operations in the U.S. have increased as a result of a 1998 acquisition, while operations in Asia have also increased as a result of the early 1997 acquisition of a controlling interest in Ball Asia Pacific Limited.

Packaging segment sales were up significantly in 1999 compared to 1998 largely as a result of the incremental business from the Acquisition in the second half of 1998. Segment operating margins increased to 8.6 percent in 1999 from 6.5 percent in 1998 and 5.4 percent in 1997, excluding the effects of plant closures and disposition costs. The improvement in margins reflects the increased volume in each line of business, improved production efficiencies and reduced fixed and variable costs in connection with plant closures in the U.S. and the PRC.

North American metal beverage can sales, which represented approximately 70 percent of segment sales in 1999, increased approximately 40 percent compared to 1998, which was higher than 1997 net sales by approximately 45 percent. The increase in 1999 compared to 1998 primarily was due to the additional sales volume from the acquired plants, as well as Ball's original plants running at full capacity, partially offset by the effect on revenues of lower aluminum commodity prices. The higher sales in 1998 compared to 1997 reflected new customer commitments and strong soft drink industry demand. Ball's beverage can shipments increased approximately 42 percent in 1999, primarily as a result of the Acquisition. Based on publicly available industry information, the Company estimates that shipments for the metal beverage container product line were approximately 35 percent of total U.S. and Canadian shipments.

North American metal food container sales, which comprised approximately 16 percent of segment sales in 1999, increased approximately 4 percent over 1998 and 5 percent over 1997. This increase was the result of stronger sales in seasonal and nonseasonal lines with the Alaskan salmon catch and the harvest and pack conditions in the Midwest both being better during 1999. For the first time, shipments from the metal food container product line exceeded five billion units, which the Company estimates to be approximately 16 percent of total U.S. and Canadian metal food container shipments in 1999, based on publicly available industry information.

Sales in the plastic (PET) container product line have increased steadily over the three-year period with 1999 exceeding 1998 by approximately 7 percent, which exceeded 1997 by approximately 43 percent. The increase in 1999 over 1998 largely was due to additional volume from a recently expanded facility while the increase in 1998 over 1997 included additional sales from new business acquired in the third quarter of 1997 as well as higher production capacity due to the first full year of operations of an East Coast plant. While the sales mix in the plastic container product line continues to be weighted primarily toward carbonated soft drinks and water, the Company is developing plastic beer bottles using a multi-layer technology and is introducing this beverage package in limited markets.

Sales within the international packaging product line in 1999 were comprised of the sales within the PRC as well as revenues from technical services to licensees. Sales for this product line decreased approximately 5 percent in 1999 compared to 1998 and approximately 14 percent from 1997. The closure of two plants in the PRC during the first quarter of 1999 contributed to the lower sales for the year. Sales within the PRC have been negatively affected by a soft metal beverage container market combined with industry overcapacity.

Aerospace and Technologies Segment

Sales in the aerospace and technologies segment increased in 1999 in comparison to 1998 as a result of increased program activity. Earnings results were lower due largely to costs to develop antennas which employ Ball technology for wireless personal communications systems. The related sales have not yet been realized to offset these costs, which were planned as part of the Company's strategy to extend into commercial markets key technologies it has developed in governmental business.

The sales reduction in the aerospace and technologies segment from 1997 to 1998 reflects, in large part, reduced activity in connection with certain government programs and the unusually strong demand in the first half of 1997 for certain telecommunications equipment and related products. Demand for those products in 1998 returned to more normal levels. The operating earnings decrease in 1998 reflected the effect of lower sales in 1998 and, by comparison, the inclusion in the first half of 1997 of one-time early delivery incentives earned in connection with telecommunications products.

Sales to the U.S. government, either as a prime contractor or as a subcontractor, represented approximately 86 percent, 90 percent and 87 percent of segment sales in 1999, 1998 and 1997, respectively. Major industry trends have not changed significantly, with Department of Defense and NASA budgets remaining relatively flat. However, there is a growing worldwide market for commercial space activities. Consolidation in the industry continues, and there is strong competition for business. Backlog for the aerospace and technologies segment at December 31, 1999, and 1998, was approximately $346 million and $296 million, respectively. Year-to-year comparisons of backlog are not necessarily indicative of the trend of future operations.

Interest and Taxes

Interest expense increased to $107.6 million in 1999, compared to $78.6 million in 1998 and $53.5 million in 1997. The increase in total interest cost in 1999 compared to 1998 was largely attributable to the additional debt associated with the 1998 Acquisition for a full year.

Ball's consolidated effective income tax rate was 37.9 percent in 1999, compared to 32.2 percent in 1998 and 37.2 percent in 1997. The higher tax rate for 1999 compared to 1998 is primarily related to the phase-in effects of the previously reported 1996 legislated changes in the tax treatment of the costs of company-owned life insurance, the impact of a full year of goodwill amortization related to the book and tax basis differences of the assets and liabilities in the Acquisition and the favorable settlement in 1998 of various issues with taxing authorities, all of which were partially offset by the net tax effects of foreign operations. The lower tax rate for 1998 compared to 1997 is largely attributed to the 1998 settlement of various issues with taxing authorities.

Results of Equity Affiliates

Equity earnings in affiliates are largely attributable to equity investments in the PRC, Thailand and Brazil. Equity in losses of affiliates was $0.2 million in

1999 compared to equity in earnings of $5.6 million in 1998 and equity in losses of $0.7 million in 1997. Results in Thailand for 1999 were hampered by slow domestic sales coupled with the disruption of that business' export sales. The improved results in 1998 compared to 1997 reflect the effects of the strengthening of the Thai baht and reduced start-up costs compared to 1997 when operations of certain affiliates in Brazil, Thailand and the PRC began.

Other Items

Combined selling and administrative and receivable securitization fees and product development expenses were $154.5 million, $133.2 million and $118.6 million for 1999, 1998 and 1997, respectively. Higher consolidated selling and administrative expenses in 1999 and 1998 (for a partial year) compared to 1997 were due partially to the additional costs associated with the plants acquired in August 1998, including salaries and interim administrative support. Also contributing to the increase were higher incentive compensation costs and, in 1999, a nonrecurring $4.7 million charge in the second quarter associated with an executive stock option grant which vested in April when the Company's closing stock price reached specified levels. Common stock was increased accordingly.

In connection with the Acquisition, the Company refinanced approximately $521.9 million of its existing debt and, as a result, recorded a pretax charge for early extinguishment of the debt of approximately $19.9 million ($12.1 million after tax or 40 cents per share).

Also, in 1998 the Company adopted SOP No. 98-5, "Reporting on the Costs of Start-Up Activities," in advance of its required 1999 implementation date. SOP No. 98-5 requires that costs of start-up activities and organizational costs, as defined, be expensed as incurred. In accordance with this statement, the Company recorded an after-tax charge to earnings of approximately $3.3 million (11 cents per share), retroactive to January 1, 1998, representing the cumulative effect of this change in accounting on prior years.

Financial Position, Liquidity and Capital Resources

Cash flows from operating activities were $306 million in 1999 compared to $387.1 million in 1998 and $143.5 million in 1997. The decrease in 1999 from 1998 was largely due to improved operating results and higher collections on receivables offset by higher inventories, primarily due to purchases of aluminum late in 1999 in anticipation of a price increase. The increase in 1998 compared to 1997 resulted primarily from improved operating results in North America and a reduction in the cash used for working capital.

Capital expenditures, excluding effects of business acquisitions and dispositions, were $107 million, $84.2 million and $97.7 million in 1999, 1998 and 1997, respectively. Higher spending in 1999 compared to 1998 was primarily related to the Acquisition. Spending in 1997 included amounts to complete two new metal packaging plants in the PRC, as well as spending within Ball Asia Pacific Limited. In 2000 total capital spending and investments are anticipated to be approximately $150 million.

Debt at December 31, 1999, decreased $159.9 million to $1,196.7 million from $1,356.6 million at year end 1998, while cash and temporary investments increased slightly. The reduction in debt was due largely to improved earnings and cash collections on receivables, partially offset by increased aluminum raw material inventories. Consolidated debt-to-total capitalization improved to 62.7 percent at December 31, 1999, from 67.7 percent at year end 1998.

In connection with the Acquisition in 1998, the Company refinanced approximately $521.9 million of its existing debt and, as a result, recorded an after-tax extraordinary charge from the early extinguishment of debt of approximately $12.1 million (40 cents per share). The Acquisition and the refinancing, including related costs, were financed with a placement of $300 million in 7.75% Senior Notes due in 2006, $250 million in 8.25% Senior Subordinated Notes due in 2008 and approximately $808.2 million from a Senior Credit Facility. The Senior Credit Facility bears interest at variable rates and is comprised of four separate facilities: (1) Term Loan A for $350 million due in 2004, (2) Term Loan B for $200 million due in 2006, (3) a revolving credit facility which provides the Company with up to $650 million, comprised of a $150 million, 364-day annually renewable facility and a $450 million long-term committed facility expiring in 2004 and (4) a $50 million long-term committed Canadian facility. At December 31, 1999, approximately $585 million was available under the revolving credit facilities.

All of the Senior Notes and Senior Subordinated Notes were exchanged as of January 27, 1999. The terms of the new notes are substantially identical in all respects (including principal amount, interest rate, maturity, ranking and covenant restrictions) to the terms of the notes for which they were exchanged except that the new notes are registered under the Securities Act of 1933, as amended, and therefore are not subject to certain restrictions on transfer except as described in the Prospectus for the Exchange Offer. The note agreements provide that if the new notes are assigned investment grade ratings and the Company is not in default, certain covenant restrictions will be suspended.

The Senior Notes, Senior Subordinated Notes and Senior Credit Facility agreements are guaranteed on a full, unconditional and joint and several basis by certain of the Company's domestic wholly owned subsidiaries. All amounts outstanding under the Senior Credit Facility are secured by (1) a pledge of 100 percent of the stock owned by the Company of its direct and indirect majority-owned domestic subsidiaries and (2) a pledge of the Company's stock, owned directly or indirectly, of certain foreign subsidiaries which equals 65 percent of the stock of each such foreign subsidiary. Separate financial statements for the guarantor subsidiaries and the non-guarantor subsidiaries are not presented because management has determined that such financial statements would not be material to investors. Condensed, consolidating financial information for the Company, segregating the guarantor subsidiaries and non-guarantor subsidiaries, will be provided as a separate exhibit to the Company's Form 10-K for the year ended December 31, 1999.

Ball's Asian subsidiary and its consolidated affiliates had short-term uncommitted credit facilities of approximately $113 million, of which $57.2 million was outstanding at December 31, 1999.

The U.S. note agreements, bank credit agreement, ESOP debt guarantee and industrial development revenue bond agreements contain certain restrictions relating to dividends, investments, guarantees and the incurrence of additional indebtedness.

A securitization agreement provides for the ongoing, revolving sale of a designated pool of trade accounts receivable of Ball's U.S. packaging businesses. In December 1998 the designated pool of receivables was increased to provide for sales of up to $125 million from the previous amount of $75 million. Net funds received from the sale of the accounts receivable totaled $122.5 million at both December 31, 1999, and 1998. Fees incurred in connection with the sale of accounts receivable totaled $7 million in 1999 and $4 million in each of 1998 and 1997.

Cash dividends paid on common stock in 1999, 1998 and 1997 were 60 cents per share each year.

Financial and Derivative Instruments and Risk Management

The Company is subject to various risks and uncertainties due to the competitive nature of the industries in which it participates, its operations in developing markets outside the U.S., changing commodity prices and changing capital markets.

Policies and Procedures

In the ordinary course of business, the Company employs established risk management policies and procedures to reduce its exposure to commodity price changes, changes in interest rates, fluctuations in foreign currencies and the Company's common share repurchase program. The Company's objective in managing its exposure to commodity price changes is to limit the impact of raw material price changes on earnings and cash flow through arrangements with customers and suppliers and, at times, through the use of certain derivative instruments such as options and forward contracts designated as hedges. The Company's objective in managing its exposure to interest rate changes is to limit the impact of interest rate changes on earnings and cash flow and to lower its overall borrowing costs. To achieve these objectives, the Company primarily uses interest rate swaps, collars and options to manage the Company's mix of floating and fixed-rate debt between a minimum and maximum percentage, which is set by policy. The Company's objective in managing its exposure to foreign currency fluctuations is to protect foreign cash flow and reduce earnings volatility associated with foreign exchange rate changes.

Unrealized losses on foreign exchange forward contracts are recorded in the balance sheet as other current liabilities. Realized gains/losses from hedges are classified in the income statement consistent with accounting treatment of the item being hedged. The Company accrues the differential for interest rate swaps to be paid or received under these agreements as adjustments to interest expense over the lives of the swaps. Gains and losses upon the early termination of swap agreements are deferred in long-term liabilities and amortized as an adjustment to interest expense over the remaining term of the agreement.

The Company has estimated its market risk exposure using sensitivity analysis. Market risk exposure has been defined as the changes in fair value of a derivative instrument assuming a hypothetical 10 percent adverse change in market prices or rates. The results of the sensitivity analysis are summarized below. Actual changes in market prices or rates may differ from hypothetical changes.

Commodity Price Risk

The Company primarily manages the commodity price risk in connection with market price fluctuations of aluminum by entering into customer sales contracts for cans and ends which include aluminum-based pricing terms which consider price fluctuations under its commercial supply contracts for aluminum purchases. The terms include "band" pricing where there is an upper and lower limit, a fixed price or only an upper limit to the aluminum component pricing. This matched pricing affects substantially all of the Company's North American metal beverage packaging net sales. The Company also, at times, uses certain derivative instruments such as option and forward contracts to hedge commodity price risk. At December 31, 1999, the Company had aluminum forward contracts with notional amounts of $163 million hedging the aluminum in the fixed price sales contracts. Forward contract agreements expire in less than one year and up to two years. The fair value of these contracts at December 31, 1999, was $2.1 million. At December 31, 1998, the Company did not have any outstanding commodity option or forward contracts.

Considering the Company's commodity price exposures and the effects of derivative instruments, a hypothetical 10 percent change in commodity prices would not have a material impact on earnings, cash flow or financial position over a one-year period. Actual changes in market prices may differ from hypothetical changes.

Interest Rate Risk

Interest rate instruments held by the Company at December 31, 1999, and 1998, included pay-floating and pay-fixed interest rate swaps, interest rate collars and swaption contracts. Pay-fixed swaps effectively convert floating rate obligations to fixed-rate instruments. Pay-floating swaps effectively convert fixed-rate obligations to variable-rate instruments. Swap agreements expire in one to six years.

Interest rate swap agreements outstanding at December 31, 1999, had notional amounts of $10 million at a floating rate and $475 million at a fixed rate, or a net fixed position of $465 million. At December 31, 1998, these agreements had notional amounts of $10 million at a floating rate and $528 million at a fixed rate, or a net fixed-rate position of $518 million. The Company also entered into an interest rate collar agreement in 1998 with a notional amount of $100 million.

The related notional amounts of interest rate swaps and options serve as the basis for computing the cash flow under these agreements, but do not represent the Company's exposure through its use of these instruments. Although these instruments involve varying degrees of credit and interest risk, the counterparties to the agreements involve financial institutions which are expected to perform fully under the terms of the agreements.

Based on the Company's interest rate exposure at December 31, 1999, assumed floating rate debt levels throughout 2000 and the effects of derivative instruments, a 10 percent change in interest rates could have an estimated $1.9 million after-tax impact on earnings over a one-year period. Actual results may vary based on actual changes in market prices and rates. The estimated impact over a one-year period was $2 million after tax as of December 31, 1998.

The fair value of all non-derivative financial instruments approximates their carrying amounts with the exception of long-term debt. Rates currently available to the Company for loans with similar terms and maturities are used to estimate the fair value of long-term debt based on discounted cash flows. The fair value of derivatives generally reflects the estimated amounts that Ball would pay or receive upon termination of the contracts at December 31, 1999, and 1998, taking into account any unrealized gains and losses on open contracts.

<TABLE>
<CAPTION>

	1999		1998	
($ in millions)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<S>	<C>	<C>	<C>	<C>
Long-term debt	$1,139.5	$1,124.6	$1,286.0	$1,280.1
Unrealized net gain (loss) on derivative contracts relating to debt	-	8.0	-	(1.5)

</TABLE>

Exchange Rate Risk

The Company's foreign currency risk exposure results from fluctuating currency exchange rates, primarily the strengthening of the U.S. dollar against the Hong Kong dollar, Canadian dollar, Chinese renminbi, Thai baht and Brazilian real. The Company faces currency exposure that arises from translating the results of its global operations and maintaining U.S. dollar debt and payables. The Company uses forward contracts to manage its foreign currency exposures, and, as a result, gains and losses on these derivative positions offset, in part, the impact of currency fluctuations on the existing assets and liabilities. At December 31, 1999, the notional amount of the Company's foreign exchange risk management contracts, net of notional amounts of contracts with counterparties against which the Company has the legal right of offset, was $60 million. The fair value of these contracts as of December 31, 1999, was $(0.8) million.

Considering the Company's derivative financial instruments outstanding at December 31, 1999, and the currency exposures, a hypothetical 10 percent unfavorable change in the exchange rates, compared to the U.S. dollar, could have an estimated $2 million after-tax detrimental impact on earnings over a one-year period. Actual changes in market prices or rates may differ from hypothetical changes. The estimated impact over a one-year period was $3 million after tax as of December 31, 1998.

In January 1999, the Brazilian government changed its monetary policy, causing the Brazilian real to devalue. The after-tax effect of the currency devaluation did not have a significant impact on the Company's consolidated earnings. However, the Brazilian real continues to be volatile, and actual results may differ based on future events.

In early July 1997, the government of Thailand changed its monetary policy to no longer peg the Thai baht to the U.S. dollar. As a result, the Company recorded a loss that year of $3.2 million, or 11 cents per share, comprised primarily of the unrealized loss attributable to approximately $23 million of U.S. dollar-denominated debt held by its 40 percent equity affiliate in Thailand.

Equity

In connection with the Company's share repurchase program, the Company sells put options which give the purchaser of those options the right to sell shares of the Company's common stock to the Company on specified dates at specified prices upon the exercise of those options. The put option contracts allow the Company to determine the method of settlement - cash or shares. As such, the contracts are considered equity instruments, and changes in the fair value are not recognized in the Company's financial statements. The Company's objective in selling put options is to lower the average purchase price of acquired shares in connection with the share repurchase program. During 1999 the Company received $1.3 million in premiums for these options. The premiums are shown as a reduction in treasury stock. As of December 31, 1999, there were put options outstanding for 200,000 shares, with strike prices ranging from $41 to $46.97 (the weighted average strike price was $44.77).

New Accounting Pronouncements

Statement of Position (SOP) No. 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use," establishes new accounting and reporting standards for the costs of computer software developed or obtained for internal use and was effective for Ball in 1999. The adoption of SOP No. 98-1 did not have a significant impact on the Company's results on operations or financial condition in 1999.

During the fourth quarter of 1998, Ball adopted SOP No. 98-5, "Reporting on the Costs of Start-Up Activities," in advance of its required 1999 implementation date. SOP No. 98-5 requires that costs of start-up activities and organizational costs, as defined, be expensed as incurred. In accordance with this statement, the Company recorded an after-tax charge to earnings of approximately $3.3 million (11 cents per share), retroactive to January 1, 1998, representing the cumulative effect of this change in accounting on prior years.

Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities," essentially requires all derivatives to be recorded on the balance sheet at fair value and establishes new accounting practices for hedge instruments. In June 1999 SFAS No. 137 was issued to defer the effective date of SFAS No. 133 by one year. As a result, SFAS No. 133 will not be effective for Ball until 2001. The effect, if any, of adopting this standard has not yet been determined.

Contingencies

Year 2000 Systems Review

Prior to January 1, 2000, many computer systems and other equipment with embedded chips or processors used only two digits to represent the year and, as a result, there was concern that the computer systems would be unable to process accurately certain data before, during or after the year 2000. This was commonly known as the Year 2000 issue which could have arisen at any point in the company's supply, manufacturing, processing, distribution and financial chains. As of February 2000, the Company can report that there have been no material adverse consequences or significant interruptions of normal operations as a result of Year 2000 problems.

Over the course of the past several years, systems installations, upgrades and enhancements were performed by the Company in the ordinary course of business with attention given to Year 2000 matters. As a result, when the formal Year 2000 program was instituted in 1996, many of the Year 2000 matters potentially affecting the Company had either been resolved or were near resolution. The formal program was instituted to make the remaining software and systems Year 2000 compliant in time to minimize significant negative effects on operations and was divided into five major phases: (1) project initiation, (2) awareness, (3) assessment, (4) remediation and (5) testing and implementation.

The program also was divided into two major efforts: (1) corporate and the packaging segment (both North America and international) and (2) the aerospace and technologies segment. Within these two areas, the Company identified certain information technology systems as significant, which included manufacturing applications, financial systems, human resources systems, environmental control systems and quality systems, among others. All phases, including testing, were completed for all identified significant systems by December 31, 1999.

The Company's foreign technology licensees and 50 percent or less joint ventures were provided with Ball's formal compliance program and encouraged to follow the North American procedures.

Because most of the Company's efforts were initiated to address specific business requirements or to stay technologically current, it was difficult to quantify costs incurred solely in conjunction with the Year 2000 project. However, certain incremental costs of approximately $3 million were incurred and identified, including contractor assistance, the purchase of software to manage the project and software to check personal computer hardware and software compliance.

Ball relies on third-party suppliers for raw materials, water, utilities, transportation, banking and other key services. The possibility of principal suppliers, including utilities, experiencing Year 2000-related problems could result in delays in product or service deliveries from such suppliers and disrupt the Company's ability to supply its products or services. To assess the risks associated with both customers and vendors not being ready, Ball assigned each supplier a level of importance (critical, important or not important). The Company provided "critical" and "important" third parties with questionnaires, all of which either responded or were interviewed by telephone as of December 31, 1999. "Critical" third parties were defined as those who are sole-source suppliers or who most likely would have an impact on Ball's ability to conduct business if interruptions of supplies occurred for less than 10 days. "Important" third parties were defined as those which would only have an impact on the Company's ability to conduct business if interruptions of supplies or services exceeded 10 days.

Based on these procedures, as well as the Company's meetings with its larger customers, there was no indication that the third parties would not be Year 2000 compliant. However, neither the U.S. government nor the PRC government confirmed Year 2000 readiness.

Prior to January 1, 2000, Ball was unable to determine the effect on the Company of the uncertainty inherent in the Year 2000 issue associated with the readiness of suppliers and customers. However, as of February 2000, the Company has not experienced any significant disruptions or adverse consequences related to supplier or customer preparedness.

The Company developed contingency plans intended to mitigate the possible disruption of business operations that could result from third-party Year 2000 issues. Such plans include accelerating raw material delivery schedules, increasing finished goods inventory levels, securing alternate sources of supply, adjusting facility shutdown and start-up schedules and other appropriate measures. The Company's contingency planning was completed by the end of 1999. While it has not been necessary to implement the plans, they can be implemented should they be required in the future.

A worst-case scenario for the Company with respect to the Year 2000 issue could have been the failure of either a critical vendor or the Company's manufacturing and information systems. Such failures could have resulted in production outages and lost sales and profits. As of February 2000, there have been no such failures.

The discussion of the Company's efforts and management's expectations relating to Year 2000 compliance contains forward-looking statements. The Company's ability to achieve Year 2000 compliance and the level of associated incremental costs could be adversely impacted by, among other things, the possibility of suppliers and customers experiencing Year 2000-related disruptions, the U.S., PRC and other governments' readiness and unanticipated problems identified in the ongoing compliance program. However, as of February 2000, the Company does not believe that it will experience any material or significant interruptions in its normal operations as the result of Year 2000 compliance issues. The Company will continue to monitor and assess its systems and, where necessary, remediate Year 2000 compliance problems.

The information contained herein regarding the Company's efforts to deal with the Year 2000 problem applies to all of the Company's products and services. Such statements are intended as Year 2000 Statements and Year 2000 Readiness Disclosures and are subject to the Year 2000 Information Readiness Disclosure Act.

Other

The Company is subject to various risks and uncertainties in the ordinary course of business due, in part, to the competitive nature of the industries in which Ball participates, its operations in developing markets outside the U.S., changing commodity prices for the materials used in the manufacture of its products and changing capital markets. Where practicable, the Company attempts to reduce these risks and uncertainties through the establishment of risk management policies and procedures, including, at times, the use of certain derivative financial instruments.

The U.S. government is disputing the Company's claim to recoverability (by means of allocation to government contracts) of reimbursed costs associated with Ball's ESOP for fiscal years 1989 through 1995, as well as the corresponding prospective costs accrued after 1995. The government will not reimburse the Company for disputed ESOP expenses incurred or accrued after 1995. A deferred payment agreement for the costs reimbursed through 1995 was entered into between the government and Ball. On October 10, 1995, the Company filed its complaint before the Armed Services Board of Contract Appeals (ASBCA) seeking final adjudication of this matter. Trial before the ASBCA was conducted in January 1997. Since that time, the Defense Contract Audit Agency (DCAA) has issued a Draft Audit Report disallowing a portion of the Company's ESOP costs for 1994 through 1997 on the asserted basis that the Company's dividend contributions to the ESOP do not constitute allowable deferred compensation. The Draft Audit Report takes the position that the disallowance is not covered by the pending decision by the ASBCA. However, more recently, Ball's Corporate Administrative Contracting Officer has resolved the DCAA's disallowance in Ball's favor and has incorporated this favorable resolution into a Memorandum of Agreement with Ball to close out cost claims for years 1994 through 1997. While the outcome of the trial is not yet known, the Company's information at this time does not indicate that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

From time to time, the Company is subject to routine litigation incident to its business. Additionally, the U.S. Environmental Protection Agency has designated Ball as a potentially responsible party, along with numerous other companies, for the cleanup of several hazardous waste sites. However, the Company's information at this time does not indicate that these matters will have a material adverse effect upon the liquidity, results of operations or financial condition of the Company.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingencies at the date of the financial statements, and reported amounts of revenues and expenses during the reporting period. Future events could affect these estimates.

The U.S. economy and the Company have experienced minor general inflation during the past several years. Management believes that evaluation of Ball's performance during the periods covered by these consolidated financial statements should be based upon historical financial statements.

Forward-Looking Statements

The Company has made certain forward-looking statements in this annual report relating to market growth, increases in market shares, total shareholder return, improved earnings, positive cash flow, technology upgrades and international market expansion, among others. These forward-looking statements represent the Company's goals and are based on certain assumptions and estimates regarding the worldwide economy, specific industry technological innovations, industry competitive activity, interest rates, capital expenditures, pricing, currency movements, product introductions, and the development of certain domestic and international markets. Some factors that could cause the Company's actual results or outcomes to differ materially from those discussed in the forward-looking statements include, but are not limited to, fluctuation in customer growth and demand; the weather; fuel costs and availability; regulatory action; federal and state legislation; interest rates; labor strikes; boycotts; litigation involving antitrust, intellectual property, consumer and other issues; maintenance and capital expenditures; local economic conditions; the authorization and control over the availability of government contracts and the nature and continuation of those contracts and related services provided thereunder; the success or lack of success of satellite launches and the businesses and governments associated with the launches; the devaluation of international currencies; the ability to obtain adequate credit resources for foreseeable financing requirements of the Company's businesses; the inability of the Company to achieve Year 2000 readiness; and, the ability of the Company to acquire other businesses. If the Company's assumptions and estimates are incorrect, or if it is unable to achieve its goals, then the Company's actual performance could vary materially from those goals expressed or implied in the forward-looking statements.

<TABLE>
<CAPTION>
Five-Year Review of Selected Financial Data
Ball Corporation and Subsidiaries

($ in millions, except per share amounts)	1999	1998	1997	1996	1995
<S>	<C>	<C>	<C>	<C>	
Net sales	$3,584.2	$2,896.4	$2,388.5	$2,184.4	$2,045.8
Earnings (loss) from:					
Continuing operations (1)	104.2	32.0	58.3	13.1	51.9
Discontinued operations	-	-	-	11.1	(70.5)
Earnings (loss) before cumulative effect of accounting change	104.2	32.0	58.3	24.2	(18.6)
Extraordinary item, net of tax	-	(12.1)	-	-	-
Cumulative effect of accounting change, net of tax	-	(3.3)	-	-	-
Net earnings (loss) (1)	104.2	16.6	58.3	24.2	(18.6)
Preferred dividends, net of tax	(2.7)	(2.8)	(2.8)	(2.9)	(3.1)
Earnings (loss) attributable to common shareholders	$101.5	$13.8	$55.5	$21.3	$(21.7)
Return on average common shareholders' equity	16.2%	2.3%	9.3%	3.7%	(3.7)%
Earnings per common share:					
Earnings (loss) from:					
Continuing operations (1)	$3.36	$0.96	$1.84	$0.34	$1.63
Discontinued operations	-	-	-	0.36	(2.35)
Earnings (loss) before extraordinary item and cumulative effect of accounting change	3.36	0.96	1.84	0.70	(0.72)
Extraordinary item, net of tax	-	(0.40)	-	-	-
Cumulative effect of accounting change, net of tax (2)	-	(0.11)	-	-	-
Earnings (loss) per common share	$3.36	$0.45	$1.84	$0.70	$(0.72)
Cash dividends	0.60	0.60	0.60	0.60	0.60
Book value	21.97	19.52	20.23	19.22	18.84
Market value	39 3/8	45 3/4	35 3/8	26 1/4	27 3/4
Annual return to common shareholders (3)	(12.7)%	31.4%	37.4%	(3.2)%	(10.2)%
Weighted average common shares outstanding (000s)	30,170	30,388	30,234	30,314	30,024
Diluted earnings (loss) per share:					
Earnings (loss) from: (4)					
Continuing operations (1)	$3.15	$0.91	$1.74	$0.34	$1.54
Discontinued operations	-	-	-	0.34	(2.18)
Earnings (loss) before extraordinary item and cumulative effect of accounting change	3.15	0.91	1.74	0.68	(0.64)
Extraordinary item, net of tax	-	(0.37)	-	-	-
Cumulative effect of accounting change, net of tax (2)	-	(0.10)	-	-	-
Diluted earnings (loss) per share	$3.15	$0.44	$1.74	$0.68	$(0.64)
Diluted weighted average common shares outstanding (000s)	32,450	32,592	32,311	32,335	32,312

Property, plant and equipment additions	$107.0	$84.2	$97.7	$196.1	$178.9
Depreciation and amortization	162.9	145.0	117.5	93.5	78.7
Total assets	2,732.1	2,854.8	2,090.1	1,700.8	1,614.0
Total interest bearing debt and capital lease obligations (5)	1,196.7	1,356.6	773.1	582.9	475.4
Common shareholders' equity	655.2	594.6	611.3	586.7	567.5
Total capitalization (5)	1,907.3	2,003.2	1,459.0	1,194.3	1,064.1
Debt-to-total capitalization (5)	62.7%	67.7%	53.0%	48.8%	44.7%

</TABLE>

(1) Includes the effect of a change in 1995 to the LIFO method of accounting of $17.1 million ($10.4 million after tax or 35 cents per share).
(2) See the notes to the Consolidated Financial Statements.
(3) Change in stock price plus dividend yield assuming reinvestment of dividends.
(4) In 1995, the assumed conversion of preferred stock and exercise of stock options resulted in a dilutive effect on continuing operations. Accordingly, the diluted loss per share amounts are required to be used for discontinued operations, resulting in a lower total loss per share than the loss per common share.
(5) Includes amounts attributed to discontinued operations.

Quarterly Stock Prices and Dividends

Quarterly prices for the Company's common stock, as reported on the composite tape, and quarterly dividends in 1999 and 1998 were:

<TABLE>
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	1999				1998			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
High	46 15/16	59 1/8	52 7/16	44 1/4	35 11/16	40 15/16	47 15/16	46 1/8
Low	39 1/4	42 1/4	42 9/16	35 3/8	29 13/16	32 3/8	28 5/8	28 15/16
Dividends	.15	.15	.15	.15	.15	.15	.15	.15

</TABLE>

Exhibit 21.1

SUBSIDIARY LIST (1)
Ball Corporation and Subsidiaries

The following is a list of subsidiaries of Ball Corporation (an Indiana Corporation).
<TABLE>
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Name	State or Country of Incorporation or Organization	Percentage Ownership (2)
<S>	<C>	<C>
Ball Capital Corp.	Colorado	100%
Ball Packaging Corp.	Colorado	100%
Ball Asia Services Limited	Colorado	100%
Ball Plastic Container Corp.	Colorado	100%
Ball Metal Food Container Corp.	Delaware	100%
Ball Metal Beverage Container Corp.	Colorado	100%
Latas de Aluminio Ball, Inc.	Delaware	100%
Ball Metal Packaging Sales Corp.	Colorado	100%
Ball Aerospace & Technologies Corp.	Delaware	100%
Ball Aerospace - (Australia), Pty Ltd.	Australia	100%
Ball Systems Technology Limited	United Kingdom	100%
Ball Technology Services Corporation	California	100%
Ball North America, Inc.	Canada	100%
Ball Packaging Products Canada Corp.	Canada	100%
Ball Asia Pacific Holdings Limited (formerly FTB Packaging Limited)	Hong Kong	97%
Beijing FTB Packaging Limited	PRC	92%
FTB Tooling & Engineering Ltd.	Hong Kong	97%
Fully Tech Industrial Ltd.	Hong Kong	98%
Greater China Trading Ltd.	Cayman Islands	97%
FTB Zhuhai Ends Manufacturing Co. Ltd.	PRC	97%
Hubei FTB Packaging Limited	PRC	89%
Ningbo FTB Can Company Limited	PRC	73%
Zhuhai FTB Packaging Limited	PRC	73%
Xi'an Kunlun FTB Packaging Limited	PRC	58%
Ball Asia Pacific Limited (formerly M.C. Packaging (Hong Kong) Limited)	Hong Kong	97%
MCP Beverage Packaging Limited	Hong Kong	97%
MCP Industries Limited	Hong Kong	97%
Plasco Limited	Hong Kong	68%
Hainan M.C. Packaging Limited	PRC	87%
Panyu MCP Industries Limited	PRC	87%
Shenzhen M.C. Packaging Limited	PRC	58%
Tianjin M.C. Packaging Limited	PRC	78%
Hemei Containers (Tianjin) Co. Ltd.	PRC	66%
Suzhou M.C. Beverage Packaging Co. Ltd.	PRC	53%
Tianjin MCP Cap Manufacture Company Limited	PRC	78%
Tianjin MCP Industries Limited	PRC	78%
Zhongfu (Taicang) Plastics Products Co. Ltd.	PRC	68%
GPT Global Packaging Technology AB	Sweden	100%

</TABLE>

The following is a list of affiliates of Ball Corporation included in the financial statements under the equity and cost accounting methods:
<TABLE>
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Name	State or Country of Incorporation or Organization	Percentage Ownership (2)
<S>	<C>	<C>
EarthWatch Incorporated	Delaware	11%
San Miguel Yamamura Ball Corp.	Philippines	6%
Lam Soon-Ball Yamamura	Taiwan	8%
Latapack-Ball Embalagens Ltda.	Brazil	50%
Centrotampa Embalagens Ltda.	Brazil	50%
Thai Beverage Can Ltd.	Thailand	40%

The following are owned indirectly through Ball Asia Pacific Holdings Limited and Ball Asia Pacific Limited:

Sanshui Jianlibao FTB Packaging Limited	PRC	34%
Zhongshan Yedao Drinks Limited	PRC	25%
Norinco-MCP (Hong Kong) Limited	Hong Kong	29%
Guangzhou M.C. Packaging Limited	PRC	29%
Maoming Norinco MCP Company Limited	PRC	22%
Qingdao M.C. Packaging Limited	PRC	39%
Richmond Systempak Limited	Hong Kong	32%
Shenzhen Norinco-MCP Company Limited	PRC	29%

Beijing Shente Container Co. Ltd.	PRC	22%
Hangzhou Cofco-M.C. Packaging Company Limited	PRC	24%

</TABLE>

(1) In accordance with Regulation S-K, Item 601(b)(21)(ii), the names of certain subsidiaries have been omitted from the foregoing lists. The unnamed subsidiaries, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary, as defined in Regulation S-X, Rule 1-02(w).

(2) Represents the Registrant's direct and/or indirect ownership in each of the subsidiaries' voting capital share.

Exhibit 23.1

Consent of Independent Accountants

We hereby consent to the incorporation by reference in each Prospectus constituting part of each Post-Effective Amendment No. 1 on Form S-3 to Form S-16 Registration Statement (Registration Nos. 2-62247 and 2-65638) and in each Prospectus constituting part of each Form S-3 Registration Statement or Post-Effective Amendment (Registration Nos. 33-3027, 33-16674, 33-19035, 33-40196 and 33-58741) and in each Form S-8 Registration Statement or Post-Effective Amendment (Registration Nos. 33-21506, 33-40199, 33-37548, 33-28064, 33-15639, 33-61986, 33-51121, 333-26361, 333-32393 and 333-84561) of Ball Corporation of our report dated January 26, 2000 relating to the financial statements, which appear in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Denver, Colorado

March 30, 2000

Exhibit 24.1

Form 10-K
Limited Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that the undersigned directors and officers of Ball Corporation, an Indiana corporation, hereby constitute and appoint R. David Hoover, Albert R. Schlesinger, and George A. Sissel, and any one or all of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and in any one or more of them, to sign for the undersigned and in their respective names as directors and officers of the Corporation the Form 10-K of the Corporation to be filed with the Securities and Exchange Commission, Washington, D.C., under the Securities Exchange Act of 1934, as amended, and to sign any amendment to such Form 10-K, hereby ratifying and confirming all acts taken by such agents and attorneys-in-fact or any one of them, as herein authorized.

Date: March 30, 2000

/s/ R. David Hoover
R. David Hoover — Officer

/s/ Albert R. Schlesinger
Albert R. Schlesinger — Officer

/s/ George A. Sissel
George A. Sissel — Officer

/s/ Frank A. Bracken
Frank A. Bracken — Director

/s/ Howard M. Dean
Howard M. Dean — Director

/s/ John T. Hackett
John T. Hackett — Director

/s/ R. David Hoover
R. David Hoover — Director

/s/ John F. Lehman
John F. Lehman — Director

/s/ Ruel C. Mercure, Jr.
Ruel C. Mercure, Jr. — Director

/s/ Jan Nicholson
Jan Nicholson — Director

/s/ George A. Sissel
George A. Sissel — Director

/s/ William P. Stiritz
William P. Stiritz — Director

/s/ Stuart A. Taylor II
Stuart A. Taylor II — Director

<TABLE> <S> <C>

<ARTICLE> 5
<LEGEND>
Exhibit 27.1

BALL CORPORATION
FINANCIAL DATA SCHEDULE

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE CONSOLIDATED STATEMENTS OF EARNINGS FOR THE YEAR ENDED DECEMBER 31, 1999 AND THE CONSOLIDATED BALANCE SHEETS AS OF DECEMBER 31, 1999 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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</TABLE>

Exhibit 99.2

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES

LITIGATION REFORM ACT OF 1995

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the Reform Act), Ball is hereby filing cautionary statements identifying important factors that could cause Ball's actual results to differ materially from those projected in forward-looking statements of Ball. Forward-looking statements may be made in the Company's Annual Report and in annual and periodic communications with investors. Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements, and many of these statements are contained in Part I, Item 2, "Business". The Reform Act defines forward-looking statements as statements that express or imply an expectation or belief and contain a projection, plan or assumption with regard to, among other things, future revenues, income, earnings per share or capital structure. Such statements of future events or performance involve estimates assumptions, and uncertainties, and are qualified in their entirety by reference to, and are accompanied by, the following important factors that could cause Ball's actual results to differ materially from those contained in forward-looking statements made by or on behalf of Ball.

Some important factors that could cause Ball's actual results or outcomes to differ materially from those discussed in forward-looking statements include, but are not limited to:

- Fluctuation in customer growth and demand, including loss of major customers; manufacturing overcapacity; lack of productivity improvement; weather; regulatory action; Federal, state and local law; interest rates; labor strikes and work stoppages; boycotts; litigation involving antitrust, intellectual property, consumer and other issues; maintenance and capital expenditures; capital availability; economic conditions and acts of war or catastrophic events.

- The timing and extent of regulation or deregulation, competition in each line of business, product development and introductions and technology changes.

- Ball's ability to have available sufficient production capacity in a timely manner.

- Difficulties in obtaining raw materials, supplies, power and natural resources needed for the production of metal and plastic containers as well as telecommunications and aerospace products.

- The pricing of raw materials, supplies, power and natural resources needed for the production of metal and plastic containers as well as telecommunications and aerospace products, pricing and ability to sell scrap associated with the production of metal containers and the effect of changes in the cost of warehousing the Company's products.

- The ability to pass on to customers changes in raw material cost, particularly resin, steel and aluminum.

- International business risks, particularly in foreign developing countries such as China and Brazil, including political and economic instability in foreign markets, restrictive trade practices of foreign governments, sudden policy changes by foreign governments, the imposition of duties, taxes or other government charges, foreign exchange rate risk, exchange controls and national and regional labor strikes or work stoppages.

- Undertaking unsuccessful acquisitions, joint ventures and divestitures and the integration activities associated with acquisitions and joint ventures.

- The failure to make cash payments and satisfy other debt obligations.

- The inability to achieve technological and product advances in the Company's businesses.

- The inability of the Company to achieve year 2000 readiness.

- The success or lack of success of satellite launches and the businesses and governments associated with the launches.

- The authorization, funding and availability of government contracts and the nature and continuation of those contracts and related services, as well as the cancellation or termination of government contracts for the U.S. government, other customers or other government contractors.

- Fluctuation in the fiscal and monetary policy established by the U.S. government.