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, 2000

( ) 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 $1,142 million based upon the closing market price on March 2, 2001 (excluding Series B ESOP Convertible Preferred Stock of the registrant, which series is not publicly traded and which has an aggregate liquidation preference of $53.4 million).

Number of shares outstanding as of the latest practicable date.

Class	Outstanding at March 4, 2001
Common Stock, without par value	27,462,515

DOCUMENTS INCORPORATED BY REFERENCE

1. Annual Report to Shareholders for the year ended December 31, 2000, to the extent indicated in Parts I, II and IV. Except as to information specifically incorporated, the 2000 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 was 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," "the company," "we" or "our" 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 2000 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 consolidated financial statements "Business Segment Information" (Note 2), "Business Consolidation Costs and Other" (Note 3), "Acquisitions" (Note 4) and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Business Developments in 2000 and Early 2001

As result of improved operating efficiencies throughout our packaging business and in keeping with our strategy to keep manufacturing costs low, we recorded an $83.4 million pretax charge ($55 million after tax, minority interests and equity earnings impacts, or $1.77 per diluted share) in the second quarter for packaging business

consolidation and investment exit activities. The charge includes costs associated with the permanent closure of a beverage can manufacturing facility in the U.S., the elimination of food and beverage can manufacturing capacity at two locations in Canada, the consolidation of production capacity in the People's Republic of China (PRC) and the write-down to net realizable value of an investment in a Russian beverage can manufacturing joint venture. These actions are expected to be completed during 2001. Additional details about the business consolidations charge are provided in Note 3 to the consolidated financial statements, which can be found in Exhibit 13.1.

Although we have taken various actions in the PRC during the past several years, the industry and market environment in which we operate in China are not improving at a satisfactory pace. As a result, we have begun an extensive review of options available to us in connection with our investment. We expect to complete our review late in the second quarter of 2001, which will, in all likelihood, require the closure, consolidation or sale of certain facilities. At this time, we have not determined the final structural changes, the facilities to be affected or the amount of any potential charge. As an initial step in this process, the board of directors of one of our subsidiaries in China authorized local management at a plant in Tianjin to develop an exit strategy for the general packaging business in northern China, the completion of which is expected in the second quarter.

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 our packaging sales are made directly to relatively few major companies in packaged beverage and food businesses, including Miller Brewing Company and worldwide bottlers of Pepsi-Cola and Coca-Cola branded beverages and their licensees utilizing consolidated purchasing groups. Additional details about our sales to these customers are included in Note 2 to the consolidated financial statements, which can be found in Exhibit 13.1.

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 our packaging business are generally available from several sources. We have secured what we consider to be adequate supplies of raw materials and are not experiencing any shortages. Our 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 (as is currently the case in California), we cannot predict the effects, if any, of such occurrences on 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.

Decorated two-piece aluminum beverage cans are currently being produced at 18 manufacturing facilities in the U.S., 1 facility 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.

Metal beverage containers and ends represent Ball's largest product line, accounting for approximately 61 percent of 2000 consolidated net sales. As a result of a beverage can manufacturing asset acquisition in 1998, we expanded our metal beverage product line to include specialty cans and became the largest metal beverage can producer in North America.

Based on publicly available industry information, we estimate that our North American metal beverage container shipments were approximately 32 percent of total U.S. and Canadian shipments for metal beverage containers. We also estimate that five producers represent substantially all of the remaining metal beverage container shipments. Available industry information indicates the growth in industry-wide shipments was relatively flat from 1998 to 2000, 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 our business, we have consolidated our can and end manufacturing capacity into fewer, more efficient facilities with the closure of four plants during 1999 and 2000, as reported in our Annual Report to Shareholders.

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 beer industry has also begun the usage of plastic beer bottles.

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 2000 metal food container sales comprised approximately 16 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 2000, of which approximately

18 percent were shipped by Ball.

Polyethylene terephthalate (PET) packaging is Ball's newest product line, representing slightly more than 7 percent of consolidated net sales in 2000. 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 primarily against 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 publicly available projections indicate that the growth in overall PET demand over the next two years is expected to be between 7 and 8 percent. Based on research estimates from various sources, we believe Ball's share of the total U.S. and Canadian shipments is between 8 and 12 percent.

Competition in the PET container industry includes four 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. Plastic beer containers are being tested by several of our customers and we are developing plastic containers for the single serve juice market.

We are the largest beverage can manufacturer in the PRC, supplying approximately 50 percent of the two-piece aluminum beverage cans used in the PRC. Capacity has grown rapidly in the PRC, resulting in a supply/demand imbalance. As discussed above, we have begun a review of our options there, which will likely require the consolidation, closure or sale of certain facilities. To date we have closed, in the early part of 1999, two of our plants located in the PRC and have reduced production capacity in other plants.

The Beijing manufacturing facility is one of the most technologically advanced plants in the PRC and 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.

We are a 50 percent equity owner of a joint venture with BBM Participacoes S.A. producing two-piece aluminum cans and ends in Brazil. Ball also participates in joint ventures in Thailand, Taiwan and the Philippines, in addition to providing manufacturing technology and assistance to several 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 and advanced antenna and video systems. Sales in the aerospace and technologies segment accounted for approximately 10 percent of consolidated net sales in 2000.

The majority of the aerospace and technologies segment business involves work under contracts of generally one to five years in length 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 85 percent of segment sales in 2000. 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, 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 needs.

During 2000 we formed several strategic alliances to expand our commercial operations in the areas of radar operations, internet connectivity and broadband data services. The QuikSCAT commercial satellite successfully launched in 1999 made the news during 2000 when it was announced that approximately 99 percent of all possible wind data had been processed. In what scientists hailed as one of the most successful mapping missions, our synthetic aperture radar antenna acquired topographic data of more than 47.6 million square miles of Earth to be used by the National Image and Mapping Agency to create the most accurate and complete topographic map of Earth ever assembled.

Backlog

Backlog of the aerospace and technologies segment was approximately $351 million and $346 million at December 31, 2000 and 1999, respectively, and consists of the aggregate contract value of firm orders, excluding amounts previously recognized as revenue. The 2000 backlog includes approximately $218 million expected to be billed during 2001, 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 $215 million at December 31, 2000. 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 2000 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 1999 approximately 63 percent of aluminum containers, 58 percent of steel cans and 24 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 2001, the company employed approximately 11,200 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
Columbus, Ohio	167,000
Findlay, Ohio	733,000
Burlington, Ontario	308,000
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	57,000
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	2,000

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 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 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. The company continues to attempt to settle this claim. 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 undertaken 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 alleged 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.

Site characterization work began in May 1998 and continued through June 1999. Wells were installed and soil and groundwater samples were taken for analysis. Contamination does not exist in deep aquifers but is present in soil and shallow aquifers both in and off the Aerr Co. property. The draft EE/CA was submitted to USEPA in January 2000. The final EE/CA was sent to USEPA in June 2000. A final draft agreement for professional services was prepared in December 2000 for the PRP consultant (EMSI) to begin the next phase of site work.

The PRPs are discussing allocation formulas for the post EE/CA work. Ball's future obligation to the group may be between $285,000 and $385,000. More expensive options, such as insurance and a site buyout, are under consideration by the PRP group.

On September 29, 2000, an Administrative Order on Consent (AOC) for Removal Action for the Rocky Flats Industrial Park Site was delivered to the EPA by a PRP group representative. Twelve companies signed the AOC to conduct work on the Aerr Co. and Thoro properties. The EPA agreed to forgo all past costs at the site and work with the PRPs to gain site access to conduct air sparging and soil vapor extraction (AS/SVE) activities. The PRPs negotiated a revised group agreement. Ball will pay 12 percent of Aerr Co. site costs and a percentage of Thoro AS/SVE system operation costs. Any potential state natural resources damage claims are not a part of this agreement. The Department of Interior has not yet waived federal natural resource damage claims so the Department of Justice has not approved the RFIP Administrative Order on Consent. Once approved the order will not be final until a 30-day public comment period ends.

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. EPA is expected to issue its de minimis settlement offer in May 2001. 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 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 0.08816 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, 2001, 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 ranged 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 negotiated with the EPA over the remedy selections for the Record of Decision (ROD) and has formed an allocation committee for making final allocation of remediation costs between group members. The EPA has finalized the ROD and selected the most extensive and expensive remedy. The selected remedy is extraction and treatment of the solvent contaminated groundwater in both the east El Monte and west El Monte plumes, both deep and shallow aquifers. 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 ROD, 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. The San Gabriel Basin Water Quality Authority (WQA) has committed to fund $500,000 as an early response action program (ERAP); and as a result, the PRP group is in the process of implementing a shallow aquifer groundwater treatment program under ERAP (in order to obtain such matching public grant funds), using group funds to install three west plume shallow aquifer groundwater remediation wells. The PRP group is implementing such action under the ERAP since the availability of ERAP public grant funds ceases at the point EPA issues special notice letters requiring the PRP group members to enter an administrative consent order implementing the final cleanup remedy required by the ROD. Regarding the anticipated implementation of the final remedy, negotiations continue with area water providers who may pump and treat deep aquifer groundwater from the east and west plumes. If these negotiations are successful, the PRP group members may only be responsible for remediation of shallow aquifers on the east and west sides of the operable unit. The EPA is requiring the PRP group to pay $400,000 of the EPA's past site operation costs plus interest. Such payment must be made within the next three years; however, the EPA has agreed to accept installment payments. The PRP group anticipates making a $100,000 installment payment by May 31, 2001. 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 available to the company at this 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 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. 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 appealed the case to the full Workers' Compensation Board and alternatively to the Appellate Division of the New York State judicial system. On May 30, 2000, the full Workers' Compensation Board refused to review the matter. Based on 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 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 the 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 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 $7 million. The company has retained counsel and is defending this case. The parties are engaged in the discovery process, and a Motion to Dismiss was filed by the company on several legal grounds. The Court dismissed Daiei's claim based upon negligence. Discovery continues with respect to Daiei's claims for breach of express and implied warranties and fitness for a particular purpose. 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.

On March 3, 2000, Pechiney Plastic Packaging, Inc., and Pechiney Emballage Flexible Europe (Pechiney) filed a lawsuit against Kortec, Inc.; Crown Cork & Seal Company, Inc.; Crown Cork & Seal Technologies Corporation and Ball Plastic Container Corp. in the U.S. District Court for the District of Massachusetts. Pechiney alleges that the defendants have infringed two of its patents with respect to methods and apparatus for injection molding and injection blow molding multi-layer plastic containers. Pechiney seeks an injunction and damages. Kortec is a supplier to Ball Plastic Container Corp. of equipment for use in manufacturing multi-layered plastic bottles. Kortec has agreed to defend Ball Plastic Container Corp. against the claims for infringement of patents arising out of the purchase and use of such equipment purchased from Kortec and has assumed the defense of the action. The parties are discussing a resolution of the matter. Based upon the information available to the company at this 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 affect 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 arbitrator issued an award favorable to Ball including monetary damages and specific performance. This award has been confirmed by the District Court of Dallas County, Texas, and a judgment in favor of Ball for $2.5 million has been entered. The parties are discussing satisfaction of this judgment.

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 PRPs in the various operable units in the San Gabriel Valley Superfund Site. The litigation, including the filing of answers by such joined parties, has been stayed pending the decision of the California Supreme Court as to whether the California Public Utilities Commission has sole jurisdiction over these cases since some of the defendants are regulated utilities. 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 this 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 2000.

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 6,178 common shareholders of record on March 2, 2001.

Other information required by Item 5 appears under the caption, "Quarterly Stock Prices and Dividends," in the 2000 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, 2000, appearing in the section titled, "Five-Year Review of Selected Financial Data," of the 2000 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 2000 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 Instruments and Risk Management," within the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section of the 2000 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 2000 Annual Report to Shareholders, together with the report thereon of PricewaterhouseCoopers LLP, dated January 24, 2001, included in the 2000 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, 2000, were as follows:

1. George A. Sissel, 64, Chairman of the Board effective January 24, 2001; Chairman and Chief Executive Officer, January 1998 to January 24, 2001; 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, 55, President and Chief Executive Officer effective January 24, 2001; Vice Chairman, President and Chief Operating Officer, April 2000 to January 2001; Vice Chairman, President and Chief Financial Officer, January 2000 to April 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. Raymond J. Seabrook, 49, Senior Vice President and Chief Financial Officer since April 2000; Senior Vice President, Finance, April 1998 to April 2000; 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.

4. Leon Midgett, 58, Executive Vice President and Chief Operating Officer, Packaging, since April 2000; Chief Operating Officer, Packaging, and President of North American Beer/Beverage, January 2000 to April 2000; President of North American Beer/Beverage, November 1995 to January 2000.

5. Donald C. Lewis, 58, 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.

6. Albert R. Schlesinger, 59, Vice President and Controller, since January 1987; Assistant Controller, 1976-1986.

7. Harold L. Sohn, 54, Vice President, Corporate Relations, since March 1993; Director, Industry Affairs, Packaging Products, 1988-1993.

8. David A. Westerlund, 50, 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.

9. Scott Morrison, 38, Treasurer since September 2000; Managing Director/Senior Banker of Corporate Banking, Bank One, Indianapolis, Indiana, 1995 to August 2000.

10. John Hayes, 35, Vice President, Corporate Planning and Development, since April 2000; Senior Director, Corporate Planning and Development, February 1999 to April 2000; Vice President, Mergers and Acquisitions/Corporate Finance, Lehman Brothers, Chicago, Illinois, April 1993 to February 1999.

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, 2001, 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, 2001, is incorporated herein by reference. Additionally, the Ball Corporation 2000 Deferred Compensation Company Stock Plan and the Ball Corporation Deposit Share Program were created to encourage key executives and other participants to acquire a larger equity ownership interest in the company and increase their interest in the company's stock performance. Nonemployee directors also participate in the 2000 Deferred Compensation Company Stock Plan.

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, 2001, 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, 2001, 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 2000 Annual Report to Shareholders are incorporated by reference in Part II, Item 8:

Consolidated statements of earnings - Years ended December 31, 2000, 1999 and 1998

Consolidated balance sheets - December 31, 2000 and 1999

Consolidated statements of cash flows - Years ended December 31, 2000, 1999 and 1998

Consolidated statements of shareholders' equity and comprehensive earnings - Years ended December 31, 2000, 1999 and 1998

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 the fourth quarter of 2000.

FORWARD-LOOKING STATEMENTS

The company has made or implied certain forward-looking statements in this report. 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; insufficient production capacity; overcapacity in foreign and domestic metal and plastic container industry production facilities and its impact on pricing and financial results; the weather; power and natural resource costs; difficulty in obtaining supplies and energy, such as gas and electric power; shortages in and pricing of raw materials; competition in pricing and the possible decrease in, or loss of sales resulting therefrom; loss of profitability and plant closures; 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, funding and availability of government contracts and the nature and continuation of those contracts and related services provided thereunder; the success or lack of success of the satellite launches and the businesses and governments associated with the launches; international business and market risks such as the devaluation of international currencies; the ability to obtain adequate credit resources for foreseeable financing requirements of the company's businesses and to satisfy the resulting credit obligations and successful or unsuccessful acquisitions, joint ventures or divestitures. 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.

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/R. David Hoover

R. David Hoover, President and Chief Executive Officer
March 30, 2001

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/R. David Hoover -------------------- R. David Hoover	President and Chief Executive Officer March 30, 2001

(2) Principal Financial Accounting Officer:

/s/Raymond J. Seabrook -------------------- Raymond J. Seabrook	Senior Vice President and Chief Financial Officer March 30, 2001

(3) Controller:

/s/Albert R. Schlesinger Albert R. Schlesinger	Vice President and Controller March 30, 2001

(4) A Majority of the Board of Directors:

/s/Frank A. Bracken * Frank A. Bracken	Director March 30, 2001
/s/Howard M. Dean * Howard M. Dean	Director March 30, 2001
/s/John T. Hackett * John T. Hackett	Director March 30, 2001
/s/R. David Hoover * R. David Hoover	Director March 30, 2001
/s/John F. Lehman * John F. Lehman	Director March 30, 2001
/s/Ruel C. Mercure, Jr. * Ruel C. Mercure, Jr.	Director March 30, 2001
/s/Jan Nicholson * Jan Nicholson	Director March 30, 2001
/s/George A. Sissel * George A. Sissel	Chairman and Director March 30, 2001
/s/William P. Stiritz * William P. Stiritz	Director March 30, 2001
/s/Stuart A. Taylor II * Stuart A. Taylor II	Director March 30, 2001

*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, 2001

Ball Corporation and Subsidiaries
Annual Report on Form 10-K
For the year ended December 31, 2000

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, 1996, 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. (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 by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1999) filed March 30, 2000.
10.31	Ball Corporation 2000 Deferred Compensation Company Stock Plan. This plan is referred to in Item 11, the Executive Compensation section of this Form 10-K. (Filed herewith.)
10.32	Ball Corporation Deposit Share Program. This plan is referred to in Item 11, the Executive Compensation section of this Form 10-K. (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 2000 Annual Report to Shareholders). (Filed herewith.)
12.1	Statement re: Computation of Ratio of Earnings to Fixed Charges. (Filed herewith.)
13.1	Ball Corporation 2000 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.)
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.)

BALL CORPORATION
2000 DEFERRED COMPENSATION COMPANY STOCK PLAN

1. Statement of Purpose

The purposes of the 2000 Deferred Compensation Company Stock Plan (the "Plan") are (1) to aid Ball Corporation (the "Company") and its subsidiaries in attracting and retaining key employees by providing a non-qualified deferred compensation vehicle that also increases the interest of such key employees in the Company Stock performance, and (2) to establish an alternative method of compensating those Directors of the Company who do not receive compensation as employees of the Company in a way that increases the interest of such Directors in the Company Stock performance.

2. Definitions

2.1. Beneficiary - "Beneficiary" means the person or persons designated as such in accordance with Section 8.

2.2. Class Year - "Class Year" means the year in respect of which Compensation is deferred under the Plan.

2.3. Company - "Company" means Ball Corporation and any of its fifty percent (50%) or more owned subsidiaries.

2.4. Company Matching Contribution - "Company Matching Contribution" means an additional amount to be credited to a Participant's Deferred Compensation Account, which shall equal twenty percent (20%) of the sum of: (1) Deferral Amounts credited to a Participant's Deferred Compensation Account during a calendar year; and (2) amounts transferred from other deferred compensation plans maintained by the Company and credited to a Participant's Deferred Compensation Account during a calendar year. The maximum Company Matching Contribution credited to a Participant's Deferred Compensation Account in a calendar year shall be $20,000. A Company Matching Contribution shall be added to and treated as a part of the deferred amount or transferred amount to which it relates, and shall be credited to the Participant's Deferred Compensation Account at the same time as the deferred amount or transferred amount is credited to such account. If more than one amount is deferred to or transferred to a Participant's Deferred Compensation Account in a calendar year, the Company Matching Contribution shall be applied to the earliest such amounts credited to such account until the maximum Company Matching Contribution has been credited to the Participant; and, if more than one deferred or transferred amount is credited to a Participant's Deferred Compensation Account on the same day, the Company Matching Contribution shall be allocated among such amounts on a prorata basis.

2.5. Company Stock - "Company Stock" means the common stock of Ball Corporation.

2.6. Compensation - "Compensation" means, with respect to a Participant who is an Eligible Employee, annual incentive compensation for the Class Year or other compensation as designated by the Committee, or with respect to a Participant who is a Director, the cash portion of the annual incentive retainer which is calculated in accordance with the Ball Corporation Economic Value Added Incentive Compensation Plan (or any successor plan).

2.7. Declining Balance Installments - "Declining Balance Installments" means a series of annual payments such that each payment is determined by taking that portion of the Participant's Deferred Compensation Account as of the December 31 Valuation Date immediately preceding the Distribution Date and dividing by the number of years of distributions remaining.

2.8. Deferral Amount - "Deferral Amount" means the amount of Elective Deferred Compensation deferred by the Participant for each Class Year.

2.9. Deferred Compensation Account - "Deferred Compensation Account" means the account for each Class Year maintained by the Company for each Participant pursuant to Section 6.

2.10. Director - "Director" means a Director of the Company who is not an employee of the Company or an affiliate.

2.11. Disability - "Disability" or "Disabled" means that a Participant who is an Eligible Employee is disabled for the purpose of any long-term disability program maintained by the Company.

2.12. Distribution Date - "Distribution Date" means the date on which the Company makes distributions from the Participant's Deferred Compensation Account.

2.13. Dividends - "Dividends" means an amount equal to the number of Units in a Participant's Deferred Compensation Account (as determined pursuant to Section 6.2.) multiplied by the amount of quarterly dividend payable to Company Stock shareholders for each share of Company Stock. The amount of Dividends for a payment date for a quarterly dividend shall be determined based on the number of Units in the Participant's Deferred Compensation Account as of the preceding Valuation Date.

2.14. Effective Date - "Effective Date" means November 1, 2000, the date on which the Plan commences.

2.15. Election Form - "Election Form" means the form or forms attached to this Plan and filed with the Human Resources Committee by the Participant in order to participate in the Plan. The terms and conditions specified in the Election Form(s) are incorporated by reference herein and form a part of the Plan.

2.16. Elective Deferred Compensation - "Elective Deferred Compensation" means the amount elected to

be deferred by an Eligible Employee or Director in his Election Form.

2.17. Eligible Employee - "Eligible Employee" means an employee of the Company who has been selected by the Human Resources Committee.

2.18. Human Resources Committee - "Human Resources Committee" (also referred to as the "Committee") means the Human Resources Committee of the Board of Directors of the Company, who will administer the Plan.

2.19. Participant - "Participant" means an Eligible Employee or Director participating in the Plan in accordance with the provisions of Section 4.

2.20. Termination of Employment - "Termination of Employment" means, with respect to a Participant who is an employee of the Company, the termination of said Participant's employment with the Company for any reason other than Disability.

2.21. Termination of Service - "Termination of Service" means, with respect to a Participant who is a Director, the termination of said Director's active service as a member of the Company's Board of Directors.

2.22. Transfer Form - "Transfer Form" means the form or forms attached to this Plan and filed with the Human Resources Committee by the Participant in order to transfer an amount from another Company deferred compensation plan to this Plan pursuant to Section 4.2. The terms and conditions specified in the Transfer Form(s) are incorporated by reference herein and form a part of the Plan.

2.23. Unit - "Unit" means the Units credited to a Participant's Deferred Compensation Account pursuant to Section 6. For valuation and distribution purposes, each unit shall be equivalent to one share of Company Stock.

2.24. Valuation Date - "Valuation Date" means the date on which the number of units in a Participant's Deferred Compensation Account is determined for each month as provided in Section 6. hereof. Unless and until changed by the Committee, or except as otherwise provided herein, the Valuation Date shall be the last day of each month. If a Participant (or Beneficiary) requests a Liquidating Distribution under Section 7.8., then, for the purpose of determining the number of shares of Company Stock to be distributed, the Valuation Date shall be the last day of the month in which the Participant submits the request. If a Participant (or Beneficiary) requests a Hardship Benefit pursuant to Section 7.3., the Valuation Date for the purpose of determining the number of shares of Company Stock to be distributed shall be the last day of the month in which the Committee determines that the Participant (or Beneficiary) is eligible for such a distribution.

3. Administration of the Plan

The Human Resources Committee, by appointment of the Board of Directors of the Company, shall be the sole administrator of the Plan. The Committee shall have full power to formulate additional details and regulations for carrying out this Plan. The Committee shall also be empowered to make any and all of the determinations not herein specifically authorized which may be necessary or desirable for the effective administration of the Plan. Any decision or interpretation of any provision of this Plan adopted by the Committee shall be final and conclusive.

4. Participation

4.1. Election to Participate. Participation in the Plan shall be limited to Eligible Employees and Directors who elect to participate in the Plan by filing an Election Form prior to the beginning of the Class Year in which the Participant's Compensation is earned. Notwithstanding the foregoing, an employee or Director who first becomes an Eligible Employee or Director prior to July 1 in any Class Year, may elect to participate in the Plan for such Class Year by filing an Election Form within thirty (30) days after becoming an Eligible Employee or Director. The minimum annual deferral shall be $1,000 and the maximum deferral shall be one hundred percent (100%) of the Participant's Compensation (as defined in Section 2.6.) for the Class Year.

4.2. Transfer from Other Plans. An Eligible Employee or Director who has elected to defer amounts to another deferred compensation plan implemented by Ball Corporation prior to December 31, 1999, may elect to transfer deferred amounts from such other plan to this Plan by filing a Transfer Form between November 1 and December 31 immediately preceding the date the transferred amount is credited pursuant to Section 6.1. in any year after the effective date of the Plan, provided the Eligible Employee is actively employed by the Company or the Director is actively serving as a Director of the Company on the date of the election. The minimum amount that may be transferred for any Class Year is $1,000, and the maximum amount that may be transferred is one hundred percent (100%) of prior deferred amounts. Any such transfer shall be subject to the terms and conditions contained in the Transfer Form (including as to the other plans from which transfers may be made), the terms of which are incorporated by referenced herein and form a part of the Plan.

4.3. Committee Discretion. The Committee may, in its sole discretion, and subject to any conditions it determines to be appropriate, provide for the deferral of other amounts of compensation into the Plan for an Eligible Employee or Director, either on a voluntary or involuntary basis, or allow for transfer of additional amounts to the Plan from other deferred compensation plans maintained by the Company. Unless otherwise specified in writing at the time any such amounts are credited to the Plan: (1) the Eligible Employee or Director shall elect the timing and form of payment for any such amounts; and (2) all other provisions of the Plan shall apply to any such deferred amounts. A separate Deferred Compensation Account shall be established and maintained for any such amount.

5. Vesting of Deferred Compensation Account

A Participant's interest in his Deferred Compensation Account, the Company Matching Contribution and Dividends credited thereto shall vest immediately.

6. Accounts and Valuations

6.1. Deferred Compensation Accounts. The Committee shall establish and maintain a separate Deferred Compensation Account for each Participant for each Class Year. Deferral Amounts for 2000 and subsequent Class Years and related Company Matching Contributions shall be deemed credited to the Deferred Compensation Account as of January 1 of the year subsequent to the Class Year for which Compensation was deferred. Any deferred amounts transferred to this Plan pursuant to Section 4.2. and any related Company Matching Contribution shall be deemed credited to the Deferred Compensation Account on January 1 of the year following the year in which the election to transfer is made pursuant to Section 4.2. A separate Deferred Compensation Account shall be established and maintained for amounts transferred to this Plan pursuant to Section 4.2. and any Company Matching Contribution related thereto.

6.2. Account Valuation. The value of each Deferred Compensation Account shall be based upon the value of Company Stock. All Deferral Amounts, amounts transferred from other plans pursuant to Section 4.2., and related Company Matching Contributions shall be credited to a Participant's Deferred Compensation Account in Units, or fractional Units, with each Unit having a value equivalent to one share of Company Stock. With respect to any amount credited to a Participant's Deferred Compensation Account as of January 1 in any year, the number of such credited Units shall be determined by dividing the amount credited to the Participant's account (including any related Company Matching Contributions) by the closing price of one share of Company Stock on the New York Stock Exchange Composite Listing as of the close of business on the last trading day of the immediately preceding year. Dividends shall be reflected in a Participant's Deferred Compensation Account by the crediting of additional Units or fractional Units equal to the value of the Dividends and based upon the closing price of one share of Company Stock as of the close of business on the New York Stock Exchange Composite Listing on the payment date for each quarterly dividend payable to Company Stock shareholders. The value of each Deferred Compensation Account shall be determined by multiplying the number of Units by the value of one share of Company Stock on the New York Stock Exchange Composite Listing on the applicable Valuation Date. In the event the New York Stock Exchange Composite Listing is closed on the payment date on which any dividends are paid on Company Stock, or on any applicable Valuation Date, the Units and their related value shall be determined based upon the closing price of Company Stock on the New York Stock Exchange Composite Listing on the last business day immediately preceding such date.

6.3. Changes in Capitalization. If there is any change in the number or class of shares of Company Stock through the declaration of a stock dividend or other extraordinary dividends, or recapitalization resulting in stock splits, or combinations or exchanges of such shares or in the event of similar corporate transactions, the Units in each Participant's Deferred Compensation Account shall be equitably adjusted to reflect any such change in the number or class of issued shares of Company Stock or to reflect such similar corporate transaction.

6.4. Nature of Account Entries. The establishment and maintenance of a Participant's Deferred Compensation Accounts and the crediting of Units and fractional Units pursuant to this Section 6. shall be merely bookkeeping entries and shall not be construed as giving any person any interest in any specific assets of the Company or of any subsidiary of the Company or any trust created by the Company, including any Company Stock owned by the Company or any such subsidiary or trust. The hypothetical investment of the Participant's Deferred Compensation Accounts in shares of Company Stock shall be for bookkeeping purposes only, and shall not require the purchase of actual Company Stock by the Committee or the Company. Benefits accrued under this Plan shall constitute an unsecured general obligation of the Company.

7. Distribution of Accounts

7.1. Form and Timing of Payments. All benefits payable to a Participant or Beneficiary under the Plan shall be paid in Company Stock, with one share distributed for each Unit credited pursuant to Section 6.2. All fractional shares shall be payable in cash. A Participant's Deferred Compensation Account(s) shall be paid to the Participant following the Participant's Termination of Employment or Termination of Service. Except as otherwise provided by the Plan, payment shall be made in a lump sum or in up to fifteen (15) annual installments, as the Participant elects in his Election Form.

7.2. Normal Benefit

a. A Participant's Deferred Compensation Account shall be paid to the Participant as requested in his Election Form, subject to the terms and conditions set forth in the Plan, including the Election Form. If a Participant elects to receive payment of his Deferred Compensation Account in installments, payments shall be made in Declining Balance Installments. Unless the Committee determines otherwise, and subject to the provisions of Section 7.5. as to when payments shall commence, distribution payments, whether lump sum or installment, shall be made on or before the fifteenth (15th) day of February of each year. A Participant may elect different payment schedules for different Deferred Compensation Accounts.

b. If a Participant dies before receiving his total Deferred Compensation Account balance, whether or not distributions have earlier commenced, his Beneficiary shall be entitled to the remaining account balance in accordance with the payment elections in the Election Form, except that such payments, if not already commenced, shall commence on or before February 15 next following the date of the Participant's death.

7.3. Hardship Benefit. In the event that the Committee, upon written request of a Participant or Beneficiary of a deceased Participant, determines in its sole discretion, that such person has suffered an unforeseeable financial emergency, the Company shall pay to such person, from the Deferred Compensation Account designated by the Participant or Beneficiary, an amount necessary to meet the emergency, not in excess of the amount of the Deferred Compensation Account credited to the Participant. Any amount determined to be payable pursuant to this Section shall be paid no later than thirty (30) days following the applicable Valuation Date (as determined pursuant to Section 2.24.), and no Dividends shall be credited on the distributed amount under Section 6.2. from the Valuation Date to the Distribution Date. The Deferred Compensation Account of the Participant shall thereafter be reduced to reflect the payment as of the date paid of a Hardship Benefit.

7.4. Request to Committee for Delay in Payment. A Participant shall have no right to modify in any way the schedule for the distribution of amounts from his Deferred Compensation Account which he has specified in his Election Form. However, upon a written request submitted by the Participant to the Committee, the Committee may, in its sole discretion, for each Class Year postpone one time the date on which the payment shall commence, not beyond the year in which he will attain age seventy-one (71); and at the same time increase the number of installments to a number not to exceed fifteen (15). Any such request(s) must be made prior to the Termination of Employment with respect to a Participant who is an employee, and at least ninety (90) days prior to the date a Participant who is a Director terminates service on the Board of Directors.

7.5. Date of Payments. Except as otherwise provided in this Plan, payments under this Plan shall be made on or before the fifteenth (15th) day of February of the calendar year following receipt of notice by the Committee of an event which entitles a Participant (or Beneficiary) to payments under the Plan. Amounts that become payable to the Estate of a Beneficiary pursuant to Section 8. shall be paid within 30 days after the Valuation Date that follows a determination by the Committee that an amount is payable. Except as otherwise determined by the Committee, the payment amount to be paid on a Distribution Date shall be based on and subtracted from the Deferred Compensation Account as of the December 31 immediately preceding the Distribution Date plus any amount credited as of the January 1 immediately preceding the Distribution Date. No Dividends shall be credited under Section 6.2. on the distributed amount from the December 31 immediately preceding the Distribution Date to the Distribution Date.

7.6. Termination of Employment Before Age 55. In the event a Participant who is an employee has a Termination of Employment prior to his attaining age fifty-five (55) (other than by death, for which benefits and/or accounts will be paid in accordance with Section 7.2.b.), then, whether or not distributions have earlier commenced, the Deferred Compensation Account of said Participant will be paid to him in a lump sum on or before the fifteenth (15th) day of February in the year following the year in which the Termination of Employment occurred, unless otherwise determined by the Committee. Upon written request of said Participant made within thirty (30) days following Termination of Employment, the Committee may, in its sole discretion, determine that, in lieu of a lump sum, payments shall be made to said Participant in not more than five (5) Declining Balance Installments, commencing on or before such next fifteenth (15th) day of February following the date of Termination of Employment.

7.7. Taxes: Withholding. To the extent required by law, the Company shall withhold from payments made hereunder any amount required to be withheld by the federal or any state or local government.

7.8. Liquidating Distribution. Notwithstanding any provisions of the Plan or the Participant's Election Form to the contrary, following the receipt of a written request from a Participant (or Beneficiary) for a Liquidating Distribution, the Company shall pay to the Participant (or Beneficiary) the Participant's (or Beneficiary's) Liquidating Distribution Account Balance in a lump sum, reduced by applicable withholding taxes, as required. Any such Liquidating Distribution shall be paid no later than thirty (30) days following the applicable Valuation Date (as determined pursuant to Section 2.24.), and no Dividends shall be credited under Section 6.2. on the distributed amount from the Valuation Date to the Distribution Date. "Liquidating Distribution" shall mean a distribution requested by the Participant (or Beneficiary following the death of the Participant) in writing directed to the Committee and specifically referencing this section. If the Participant requesting the Liquidating Distribution is, at the time of the request, an active employee of the Company or is actively serving as a Director of the Company, "Liquidating Distribution Account Balance" shall mean all of the Deferred Compensation Accounts under the Plan in which the Participant has an undistributed balance, decreased by a forfeiture penalty equal to six percent (6%) of the Units credited to the Participant's Deferred Compensation Account(s) pursuant to Section 6.2. as of the Valuation Date. If the Participant requesting the Liquidating Distribution is, at the time of the request, no longer an active employee of the Company or actively serving as a Director of the Company, or in the case of a request made by a Participant's Beneficiary, "Liquidating Distribution Account Balance" shall mean all of the Deferred Compensation Accounts under the Plan in which the Participant has an undistributed balance, decreased by a forfeiture penalty equal to six percent (6%) of the Units credited to the Participant's Deferred Compensation Account(s) pursuant to Section 6.2. as of the Valuation Date; and, the Liquidating Distribution Account Balance in all of the Deferred Compensation Accounts under any Comparable Plans (as said term is defined in the Comparable Plan, including the 6% forfeiture penalty, if any) in which the Participant has an undistributed balance. "Comparable Plans" shall mean the Ball Corporation 1986 Deferred Compensation Plan, the Ball Corporation 1988 Deferred Compensation Plan, the Ball Corporation 1989 Deferred Compensation Plan, the Ball-InCon Glass Packaging Corp. Deferred Compensation Plan, and any comparable deferred compensation plans or successor plans so designated by the Committee.

Notwithstanding any provisions of the Plan or the Participant's Election Form to the contrary, if the Participant requesting the Liquidating Distribution is, at the time of the request, an active employee of the Company or active Director of the Company, then the Participant shall, for a period of one (1) Class Year beginning with the Class Year during which the request for

the Liquidating Distribution is made, be ineligible to participate in the Plan or any Comparable Plans with respect to any Compensation not yet deferred.

7.9. Replacement of a Committee Member. In the event that a Director requesting a Hardship Benefit under Section 7.3. or a delay in payment under Section 7.4. is a member of the Human Resources Committee, he shall not participate in the Committee's decision and, for purposes of considering his request only, the Secretary of the Company will replace the Director as a member of the Human Resources Committee.

8. Beneficiary Designation

A Participant shall have the right at any time, and from time to time, to designate and/or change or cancel any person, persons, or entity as his Beneficiary or Beneficiaries (both principal and contingent) to whom payment under this Plan shall be paid in the event of his death prior to complete distribution to Participant of the benefits due him under the Plan. Each beneficiary change or cancellation shall become effective only when filed in writing with the Committee during the Participant's lifetime on a form provided by the Committee.

The filing of a new Beneficiary designation form will cancel all Beneficiary designations previously filed. Any finalized divorce of a Participant subsequent to the date of filing of a Beneficiary designation form shall revoke such designation. The spouse of a married Participant domiciled in a community property jurisdiction shall be required to join in any designation of Beneficiary or Beneficiaries other than the spouse in order for the Beneficiary designation to be effective.

If a Participant fails to designate a Beneficiary as provided above, or, if his beneficiary designation is revoked by divorce, or otherwise, without execution of a new designation, or if all designated Beneficiaries predecease the Participant, then the distribution of such benefits shall be made in a lump sum to the Participant's estate.

If any installment distribution has commenced to a Beneficiary and the Beneficiary dies before receiving all installments, any remaining installments shall be paid in a lump sum to the estate of the Beneficiary.

9. Amendment and Termination of Plan

9.1. Amendment. The Board of Directors may at any time amend the Plan in whole or in part, provided, however, that no amendment shall be effective to reduce the value of any Participant's Deferred Compensation Account or to affect the Participant's vested right therein, and, except as provided in 9.2. or 9.3., no amendment shall be effective to decrease the future benefits under the Plan payable to any Participant or Beneficiary with respect to any amount credited to a Participant's Deferred Compensation Account prior to the date of the amendment. Written notice of any amendments shall be given promptly to each Participant; provided, no notice shall be required with respect to amendments that are non-material or administrative in nature.

9.2. Termination of Plan

a. Company's Right to Terminate. The Board of Directors may at any time, and in its sole discretion, terminate the Plan. No such termination of the Plan shall reduce the balance in a Participant's Deferred Compensation Account or affect the Participant's vested right therein.

b. Payments Upon Termination of Plan. Upon any termination of the Plan under this Section 9.2., Compensation for additional Class Years shall not be deferred under the Plan. With respect to then-existing Deferred Compensation Accounts, the Company will, depending upon the Participant's election at that time: (i) pay to the Participant, in a lump sum, the value of each of his Deferred Compensation Accounts as of the preceding Valuation Date; or (ii) make such other arrangement as the Committee determines appropriate.

9.3. Successors and Mergers, Consolidations or Change in Control. The terms and conditions of this Plan and Election Form shall enure to the benefit of and bind the Company, the Participants, their successors, assignees, and personal representatives. If substantially all of the stock or assets of the Company is acquired by another corporation or entity or if the Company is merged into, or consolidated with, another corporation or entity, then the obligations created hereunder shall be obligations of the acquiror or successor corporation or entity.

10. Miscellaneous

10.1. Unsecured General Creditor. Participants and their beneficiaries, heirs, successors and assigns shall have no legal or equitable rights, interests, or other claims in any property or assets of the Company, nor shall they be beneficiaries of, or have any rights, claims, or interests in any life insurance policies, disability insurance policies, annuity contracts, or the policies therefrom owned or which may be acquired by the Company ("Policies"). Such Policies or other assets shall not be held under any trust solely for the benefit of Participants, their beneficiaries, heirs, successors, or assigns, or held in any way as collateral security for the fulfilling of the obligations of the Company under this Plan, except to the extent the corpus, income and expenses are treated as assets, income and expenses of the Company pursuant to Sections 671 through 679 of the Internal Revenue Code of 1986, as amended, and remain subject to the claims of the general creditors of the Company. Any and all of such assets and Policies shall be and remain general, unpledged, unrestricted assets of the Company. The Company's obligation under the Plan shall be that of an unfunded and unsecured promise to pay money in the future.

10.2. Obligations to the Company. If a Participant becomes entitled to a distribution of benefits under the Plan, and if at such time the Participant has outstanding any debt, obligation, or

other liability representing an amount owed to the Company, then the Company may offset such amounts owing it or an affiliate against the amount of benefits otherwise distributable. Such determination shall be made by the Committee.

10.3. Non-Assignability. Neither a Participant nor any other person shall have any right to commute, sell, assign, transfer, pledge, anticipate, mortgage, or otherwise encumber, transfer, hypothecate or convey in advance of actual receipt the amounts, if any, payable hereunder, or any part thereof, which are, and all rights to which are, expressly declared to be unassignable and nontransferable. No part of the amounts payable shall, prior to actual payment, be subject to seizure or sequestration for the payment of any debts, judgments, alimony or separate maintenance owed by a Participant or any other person, nor be transferable by operation of law in the event of a Participant's or any other person's bankruptcy or insolvency.

10.4. Employment or Future Eligibility to Participate Not Guaranteed. Nothing contained in this Plan nor any action taken hereunder shall be construed as a contract of employment or as giving any Eligible Employee any right to be retained in the employ of the Company. Designation as an Eligible Employee may be revoked at any time by the Committee with respect to any Compensation not yet deferred.

10.5. Election to Board of Directors Not Guaranteed. Participation in this Plan shall not confer on any Participant who is a Director any right to be nominated for re-election to the Board of Directors, or to be re-elected to the Board of Directors.

10.6. Gender, Singular and Plural. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, or neuter, as the identity of the person or persons may require. As the context may require, the singular may be read as the plural and the plural as the singular.

10.7. Captions. The captions to the articles, sections, and paragraphs of this Plan are for convenience only and shall not control or affect the meaning or construction of any of its provisions.

10.8. Applicable Law. This Plan shall be governed and construed in accordance with the laws of the State of Indiana.

10.9. Validity. In the event any provision of this Plan is held invalid, void, or unenforceable, the same shall not affect, in any respect whatsoever, the validity of any other provision of this Plan.

10.10. Notice. Any notice or filing required or permitted to be given to the Committee shall be sufficient if in writing and hand delivered, or sent by registered or certified mail, to the principal office of the Company, directed to the attention of the Chief Executive Officer of the Company. Such notice shall be deemed given as of the date of delivery or, if delivery is made by mail, as of the date shown on the postmark on the receipt for registration or certification.

Exhibit 10.32

Ball Corporation
Deposit Share Program

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Deposit Share Program ("Program")

1. Purpose

To encourage key executives to acquire a larger equity ownership interest in the Corporation to further align the personal interests of the Participants with the interests of the shareholders of the Corporation, in order to promote share price growth and enhancement of shareholder value.

2. Definitions

2.1 Cliff Lapse means restrictions lapse at one time on the fourth anniversary following the date of grant of Restricted Shares under this Program.

2.2 Committee means the Human Resources Committee of the Board of Directors of Ball Corporation.

2.3 Deferral means the amount of elective Restricted Units deferred by a Participant into the Ball Corporation 2000 Deferred Compensation Company Stock Plan.

2.4 Disability means a bodily injury or disease as determined by the Committee that totally and continuously prevents the Participant, for at least six consecutive months, from engaging in the Participant's regular occupation.

2.5 Effective Date means March 7, 2001, which is the effective date of the Deposit Share Program.

2.6 Grant Date means the actual date of issuance of the Restricted Shares pursuant to this Program.

2.7 Holding Period means the time period during which a Participant may not sell Newly Acquired Shares in order to have the restrictions lapse on a Restricted Stock grant.

2.8 Newly Acquired Shares means Ball Corporation Common Stock acquired within two years after the Effective Date of the Deposit Share Program. It does not include Ball Corporation Common Stock attained by a Participant through the Corporation's other benefit plans, which include but are not limited to the 401(k) plan, the Employee Stock Purchase Plan and the Employee Stock Ownership Plan.

2.9 Participant means an employee who has been selected for participation in the Program by

management and approved by the Committee.

2.10 Program means the Deposit Share Program as set forth in this document as amended from time to time.

2.11 Restricted Shares means shares of stock that are issued or transferred to a Participant under this Program pursuant to the Ball Corporation 1997 Stock Incentive Plan.

2.12 Restricted Units means the Performance Unit Award based on the dollar value of Ball Corporation Common Stock as provided for in the Ball Corporation 1997 Stock Incentive Plan.

2.13 Retirement means termination of employment by a Participant for whatever reason other than death or disability after attainment of age 55.

2.14 Shareholder of Record means the person who holds Ball Corporation Common Stock that is held in an account by the transfer agent and for which dividends are paid by the transfer agent.

3. Restricted Stock Grant

The grant under this Program shall be a Restricted Stock Grant ("Restricted Share") pursuant to the Ball Corporation 1997 Stock Incentive Plan. If, at any time or from time to time, within two years of the effective date of the Program, the Participant provides evidence to the Corporate Secretary's Department of the Corporation, reasonably satisfactory to the Corporation, of Participant's acquisition of Newly Acquired Shares during the two-year period commencing March 7, 2001, together with a written promise by the Participant to hold the shares for the prescribed period, then the Corporation will grant the Participant a Restricted Share for each Newly Acquired Share so acquired, up to the maximum number of Restricted Shares specified in the Participant's Award Letter.

3.1 Minimum Number of Newly Acquired Shares - The minimum number of Newly Acquired Shares that will be matched by Restricted Shares at one time is 200 shares. The Participant may accumulate purchases of fewer than 200 shares, and when the total number of accumulated shares is equal to or exceeds 200 shares, the Participant may then request that matching Restricted Shares be issued.

3.2 Granting of Restricted Shares - The Restricted Shares will be granted on the 15th of each month provided the documentation required in Section 3.1 is received on or before the 5th of that month, otherwise it will granted the following month. If the 15th occurs on a holiday or weekend, the Restricted Shares will be issued on the workday immediately prior to that holiday or weekend.

4. Holding Period for the Newly Acquired Shares

The Participant must agree that the Newly Acquired Shares will not be sold or transferred prior to the lapse of restrictions on the matching Restricted Shares. A pledge of Newly Acquired Shares as collateral for any loan during the holding period is not considered to be a sale or transfer of the shares for purposes of this Program; however, in the event of default on the loan, the Newly Acquired Shares will be considered to be sold and the matching Restricted Shares will be forfeited.

5. Lapse of Restrictions

5.1 Cliff Lapse - Except as provided herein, restrictions on all Restricted Shares will cliff lapse on the fourth anniversary following the date of grant of the Restricted Shares.

5.2 Accelerated Lapse Rate - The restrictions may lapse at an accelerated rate if the Participant meets stock ownership guidelines, which are measured at the end of the month prior to the accelerated lapse date. The accelerated lapse schedule is as follows:

Percentage	Anniversary Following Date of Grant
30%	Second
30%	Third
40%	Fourth

6. Additional Cash Payment

The Participant also will receive a dividend equivalent, if any, payable with respect to the Restricted Shares from the date of grant until restrictions lapse.

7. Retirement, Disability or Death

Participants who retire before restrictions have lapsed on Restricted Shares granted under this Program will receive a prorated portion of their Restricted Shares.

7.1 Proration Calculation

Number of restricted shares still outstanding on date of retirement, disability or death X (Number of days from grant to retirement,disability or death / Number of days from grant to scheduled cliff lapsing) = Number of Restricted Shares outstanding after proration

7.2 Proration's Effect on Lapse Schedule as a Result of Retirement or Disability - Restricted Shares outstanding after proration will have restrictions lapse according to Section 5 above.

7.3 Proration's Effect on Lapse Schedule as a Result of Death - Restricted Shares outstanding after proration will lapse and the unrestricted shares will be issued to the participant or his beneficiary.

7.4 Fractional Shares - All fractional shares will be rounded up at proration.

8. Forfeiture

All rights in and to any and all Restricted Shares granted pursuant to this Program which have not had restrictions lapse as described above in this Program, shall be forfeited upon the Participant's termination from the Corporation, except for prorated Restricted Shares as provided for in Section 7. In addition, any Restricted Shares granted pursuant to this Program shall be forfeited if the Newly Acquired Shares to which the Restricted Shares relate are sold or transferred by the Participant prior to the lapse of restrictions on such Restricted Shares. For each Restricted Share for which the restrictions have lapsed, the holding period requirement for an equal number of Newly Acquired Shares shall also end.

9. Deferral of Award

9.1 Exchange of Restricted Shares - Participants in the Program will have an opportunity to exchange Restricted Shares granted under this Program for Restricted Units issued under the Ball Corporation 2000 Deferred Compensation Company Stock Plan (the "Deferred Stock Plan").

9.2 Election to Defer - In order to exchange shares and utilize the Deferred Stock Plan, the Participant must elect to exchange any Restricted Shares granted under this Program at least one year prior to the lapse of restrictions on such Restricted Shares. The Restricted Units will be eligible for a Corporation Matching Contribution under the Deferred Stock Plan.

9.3 Exchange of Restricted Shares for Restricted Units - In the event a Participant elects to undertake such an exchange, the Restricted Shares granted under this Program will be cancelled and an equivalent number of Restricted Units will be issued to the Participant. Restrictions and the Participant's rights with respect to such Restricted Units will be determined under the terms of the Program.

9.4 Date of Deferral - The actual deferral of the Restricted Units will not occur until restrictions lapse on the Restricted Units.

10. Miscellaneous

10.1 Administration of the Program - The Human Resources Committee of the Board of Directors shall be the sole administrator of the Program. The Committee shall have full power to formulate additional details and regulations for carrying out this Program. The Committee shall also be empowered to make any and all of the determinations not herein specifically authorized which may be necessary or desirable for the effective administration of the Program. Any decision or interpretation of any provision of this Program adopted by the Committee shall be final and conclusive.

10.2 Amendment and Termination of Program - The Committee may at any time amend the Program in whole or in part; provided, however, that no amendment shall be effective to affect the Participant's vested right therein, and, except as provided below, no amendment shall be effective to decrease the future benefits under the Program payable to any Participant or beneficiary with respect to any amount granted or vested prior to the date of the amendment. Written notice of any amendments shall be given promptly to each Participant. No notice shall be required with respect to amendments that are non-material or administrative in nature.

10.3 Successors and Mergers, Consolidations, or Change in Control - The terms and conditions of this Program and Election Form shall enure to the benefit of and bind the Corporation, the Participants, their successors, assignees, and personal representatives. If substantially all of the stock or assets of the Corporation are merged into, or consolidated with, another corporation or entity, then the obligations created hereunder shall be obligations of the acquirer or successor corporation or entity.

10.4 Employment or Future Eligibility to Participate Not Guaranteed - Nothing contained in this Program nor any action taken hereunder shall be construed as a contract of employment or as giving any Participant any right to be retained in the employ of the Corporation. Designation as a Participant may be revoked at any time by the Committee with respect to any Restricted Shares not yet granted.

10.5 Gender, Singular and Plural - All pronouns and any variations thereof shall be deemed to refer to the masculine and feminine gender as the identity of the person or persons may require. As the context may require, the singular may be read as the plural and the plural as the singular.

10.6 Captions - The captions to the articles, sections, and paragraphs of this Program are for convenience only and shall not control or affect the meaning or construction of any of its provisions.

10.7 Applicable Law - This Program shall be governed and construed in accordance with the laws of the State of Indiana.

10.8 Validity - In the event any provision of this Program is held invalid, void, or unenforceable, the same shall not affect, in any respect whatsoever, the validity of any other provision of this Program.

Exhibit 12.1

Ball Corporation and Subsidiaries
Ratio of Earnings to Fixed Charges

($ in millions)	2000	1999	1998	1997	1996
Income from continuing operations before taxes on income	$ 113.9	$ 171.2	$ 27.3	$ 85.9	$ 29.6
Plus:					
Interest expensed and capitalized	98.5	109.6	80.9	57.9	45.4
Interest expense within rent	25.4	18.0	15.4	12.7	9.1
Amortization of capitalized interest	2.0	1.9	2.1	2.6	2.1
Distributed income of equity investees	-	1.5	2.5	6.9	-
Less:					
Interest capitalized	(3.3)	(2.0)	(2.3)	(4.4)	(6.6)
Adjusted earnings	236.5	300.2	125.9	161.6	79.6
Fixed charges(1)	123.9	127.6	96.3	70.6	54.5
Ratio of earnings to fixed charges	1.9x	2.4x	1.3x	2.3x	1.5x

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

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" or "we" and "our" in the following discussion and analysis.

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.

Packaging Segment

The packaging segment includes metal and PET (polyethylene terephthalate) plastic containers, primarily used in beverage and food packaging. Our 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 segment sales were flat compared to 1999. Operating margins, excluding the business consolidation charge in 2000, were slightly improved compared to 1999 with improved production efficiencies and cost reductions being partially offset by price/cost compression. Packaging segment sales were up significantly in 1999 compared to 1998, largely the result of the incremental business from an acquisition of beverage can manufacturing assets in the second half of 1998.

North American metal beverage container sales, which represented approximately 68 percent of segment sales in 2000, decreased 3 percent in comparison to 1999. The decrease in 2000 compared to 1999 was due to lower shipments, partially offset by higher aluminum prices passed through to customers. At the end of the second quarter, we ceased production at one of our beverage can manufacturing facilities due to industry overcapacity and unattractive pricing. In addition, a manufacturing line in British Columbia ceased production near the end of 2000, for which a provision was made as part of the second quarter business consolidation charge. During the first quarter of 2000, we closed an acquired aluminum beverage can plant in Tampa and began operation of a new, high-speed production line in our other Tampa plant. The sales increase in 1999 compared to 1998 was due to the additional sales volume from the plants acquired in a 1998 beverage can manufacturing acquisition. Based on publicly available industry information, we estimate that shipments in 2000 for our metal beverage container product line were approximately 32 percent of total U.S. and Canadian shipments.

North American metal food container sales, which comprised approximately 17 percent of segment sales in 2000, increased 10 percent over 1999 and 14 percent over 1998. The increase in 2000 was the result of volume gains, including sales to our joint venture partner, ConAgra Grocery Products Company. The 1999 increase was due to stronger sales in seasonal and nonseasonal lines, with the Pacific salmon catch and the harvest in the Midwest both higher year over year. In 1999 shipments from the metal food container product line exceeded five billion units for the first time. We estimate our 2000 shipments of 5.3 billion units to be approximately 18 percent of total U.S. and Canadian metal food container shipments, based on publicly available industry information.

During the second quarter of 2000, Ball and ConAgra Grocery Products Company formed a joint venture food can manufacturing company, Ball Western Can Company. Ball receives management fees and accounts for the results of its 50 percent-owned investment under the equity method.

Sales in the plastic container product line, which comprised approximately 8 percent of segment sales in 2000, have increased steadily over the last three years. Plastic container sales in 2000 exceeded 1999 by approximately 4 percent, which exceeded 1998 by approximately 9 percent. The 2000 increase was due to the pass-through of higher resin prices, while the 1999 increase was due to higher sales volumes. The sales mix continues to be weighted heavily toward carbonated soft drink and water containers. Plastic beer containers are being tested by several of our customers and we are developing plastic containers for the single serve juice market.

International packaging sales are comprised of the sales within the PRC as well as revenues from technical services provided to Ball licensees. International packaging sales decreased approximately 2 percent in the PRC in 2000 compared to 1999, which was lower than 1998 by 5 percent. The closure of two plants in the PRC during the first quarter of 1999 contributed to the lower sales in that year. Sales and operating margins within the PRC continue to be affected negatively by a soft metal beverage container market combined with industry overcapacity.

Aerospace and Technologies Segment

The aerospace and technologies segment had lower sales in 2000 compared to 1999 as a result of the completion of some programs and delays in the start-up and funding of new programs. Despite the decrease in sales, earnings in 2000 were higher as a result of the favorable settlement regarding costs associated with the company's ESOP as well as better than anticipated margins at the completion of certain contracts. Sales increased in 1999 in comparison to 1998 as a result of increased program activity. Earnings in 1999 were lower due in part to costs to develop antennas for wireless personal communications systems that employ Ball technology.

Sales to the U.S. government, either as a prime contractor or as a subcontractor, represented approximately 85 percent, 86 percent and 90 percent of segment sales in 2000, 1999 and 1998, 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, 2000 and 1999, was approximately $351 million and $346 million, respectively. Year-to-year comparisons of backlog are not necessarily indicative of the trend of future operations.

For additional information regarding the company's segments, see the summary of business segment information in Note 2 accompanying the consolidated financial statements.

Selling and Administrative Expenses

Selling and administrative expenses were $141.9 million, $140.9 million and $119.4 million for 2000, 1999 and 1998, respectively. Higher consolidated selling and administrative expenses in 1999 compared to 1998 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 performance-based 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. Excluding the $4.7 million stock option compensation charge in 1999, higher selling and administrative expenses in 2000 included increases in compensation and related costs.

Interest and Taxes

Consolidated interest expense was $95.2 million in 2000 compared to $107.6 million in 1999 and $78.6 million in 1998. The 2000 decrease is attributable to a lower level of average borrowings during the year, as well as increased capitalization of interest, largely in connection with our Tampa plant expansion, offset by higher short-term interest rates. We maintained a higher percentage of long-term debt at lower fixed rates in 2000 as a result of fixing certain previously floating rate debt through the use of derivative instruments. The increase in 1999 interest costs over 1998 was attributable to a full year of the higher debt levels associated with the August 1998 beverage can acquisition.

Ball's consolidated effective income tax rate was 37.6 percent in 2000 compared to 37.9 percent in 1999 and 32.2 percent in 1998. The slightly lower effective income tax rate in 2000 is primarily the result of the favorable resolution during the year of certain prior

years' federal and state tax matters, partially offset by nondeductible goodwill included in the second quarter charge for business consolidation costs.

The higher tax rate for 1999 compared to 1998 is 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 acquired assets and liabilities and the favorable settlement in 1998 of various issues with taxing authorities, all of which were partially offset by the effects of foreign operations.

Minority Interests and Results of Equity Affiliates

Minority interests' share of losses was $1 million for 2000, compared to their share of income of $1.9 million in 1999 and their share of losses of $7.9 million in 1998. The losses in 2000 and 1998 reflect the minority share of the charges for plant closures in the PRC recorded in those years.

Equity in the earnings of affiliates is attributable to investments in the PRC, Thailand and Brazil. Results were losses of $3.9 million in 2000 and $0.2 million in 1999 and income of $5.6 million in 1998. Brazil's losses in 2000 were the result of unfavorable currency hedging transactions, while losses in the PRC reflect the continued effects of excess capacity in the industry, coupled with higher metal costs relative to the previous year and the impact of business consolidation costs. Thailand incurred a small loss in both 2000 and 1999.

Other Items

The company recorded an $83.4 million pretax charge ($55 million after tax, minority interests and equity earnings impacts, or $1.77 per diluted share) in the second quarter for packaging business consolidation and investment exit activities. The charge includes costs associated with the permanent closure of a beverage can manufacturing facility in the U.S., the elimination of food and beverage can manufacturing capacity at two locations in Canada, the consolidation of production capacity in the PRC and the write-down to net realizable value of an investment in a Russian beverage can manufacturing joint venture. These actions, which are expected to be completed during 2001, are largely the result of improved operating efficiencies throughout our packaging business and are consistent with our strategy to keep manufacturing costs low. Additional details about the business consolidation and investment exit activities are provided in Note 3 to the consolidated financial statements.

Also during the second quarter, we favorably resolved certain state and federal tax matters related to prior years that reduced the overall tax provision by $2.3 million (7 cents per diluted share).

On April 3, 2000, the Armed Services Board of Contract Appeals sustained our claim to recoverability of costs associated with our Employee Stock Ownership Plan for fiscal years beginning in 1989, and the time frame for the U.S. government to file an appeal expired in August. As a result, in the third quarter we recognized earnings of approximately $7 million ($4.3 million after tax or 14 cents per diluted share) related to this matter.

In connection with a beverage can manufacturing acquisition in 1998, the company provided $51.3 million in the opening balance sheet for the costs of integrating the acquired business, which included the closure of a headquarters facility and three plants. The employees have been terminated, and the former headquarters facility and two of the three plants have been sold. The third plant and certain equipment remain for sale. Additional details about the acquisition are provided in Note 4 to the consolidated financial statements.

Also in connection with the acquisition, we refinanced $521.9 million of our existing debt and, as a result, recorded a pretax charge for early extinguishment of the debt of $19.9 million ($12.1 million after tax or 37 cents per diluted share).

During the fourth 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 resulted in a $56.2 million, largely noncash, charge in 1998, primarily for the write-down to net realizable value of fixed assets, goodwill and other assets. Also in 1998 we relocated our 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, primarily for employee-related costs.

In 1998 the company also 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, we recorded an after-tax charge to earnings of $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 Condition, Liquidity and Capital Resources

Cash flows from operating activities were $176.5 million in 2000 compared to $306 million in 1999 and $387.1 million in 1998. The decrease in 2000 from 1999 was the result of higher accounts receivable and inventory balances, partially offset by higher earnings, excluding the business consolidation charge. The decrease in 1999 from 1998 was 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. Additionally, free cash flow has increased accordingly.

Free cash flow is the cash remaining from operations before working capital changes, reduced by capital spending and dividends, and is used to pay down debt, repurchase shares and finance working capital. We focus on increasing free cash flow to achieve our primary objective of maximizing shareholder value over time. The consolidated statements of our cash flows are summarized as follows:

($ in millions)	2000	1999	1998
Operating cash flows	$ 176.5	$ 306.0	$ 387.1
Working capital changes	130.1	1.5	(159.5)
Capital spending	(98.7)	(107.0)	(84.2)
Dividends	(21.6)	(22.5)	(22.7)
Free cash flow	186.3	178.0	120.7
Business acquisitions	-	-	(838.4)
Debt borrowings (repayments)	(48.0)	(151.1)	619.3
Share repurchases, net of issuances	(60.9)	(35.5)	(3.4)
Working capital changes	(130.1)	(1.5)	159.5
Other	42.5	11.9	(49.2)
Net change in cash and temporary investments	$ (10.2)	$ 1.8	$ 8.5

Capital expenditures, excluding effects of business acquisitions and dispositions, were $98.7 million, $107 million and $84.2 million in 2000, 1999 and 1998, respectively. Higher spending in 1999 compared to 1998 was largely related to the additional plants acquired in 1998. Capital spending is expected to be approximately $100 million in 2001.

Debt at December 31, 2000, decreased $59.4 million to $1,137.3 million from $1,196.7 million at year end 1999, while cash and temporary investments were reduced slightly. Consolidated debt-to-total capitalization improved to 62 percent at December 31, 2000,

from 62.7 percent at year end 1999.

Debt includes $300 million of 7.75% Senior Notes due in 2006, $250 million of 8.25% Senior Subordinated Notes due in 2008 and borrowings under a Senior Credit Facility, which bear interest at variable rates. At December 31, 2000, $559 million was available under the revolving credit facility portion of the Senior Credit Facility.

Ball Asia Pacific Holdings Limited and its consolidated subsidiaries had short-term uncommitted credit facilities of approximately $110 million at the end of the year, of which $58.5 million was outstanding at December 31, 2000.

A receivables sales agreement provides for the ongoing, revolving sale of a designated pool of trade accounts receivable of Ball's U.S. packaging operations, up to $125 million. Net funds received from the sale of the accounts receivable totaled $122.5 million at December 31, 2000 and 1999.

The company was not in default of any loan agreement at December 31, 2000, and has met all payment obligations. 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.

Additional details about the company's receivables sales agreement and debt are available in Notes 5 and 9, respectively, accompanying the consolidated financial statements.

Cash dividends paid on common stock in 2000, 1999 and 1998 were 60 cents per share each year.

Financial Instruments and Risk Management

In the ordinary course of business, we employ established risk management policies and procedures to reduce our exposure to commodity price changes, changes in interest rates, fluctuations in foreign currencies and the company's common share repurchase program.

We have estimated our 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

We primarily manage our 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 that consider price fluctuations under our 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. We also, at times, use certain derivative instruments such as option and forward contracts to hedge commodity price risk.

Considering the effects of derivative instruments, the market's ability to accept price increases and the company's North American and international commodity price exposures to aluminum, a hypothetical 10 percent adverse change in the company's North American and international aluminum prices could have an estimated $1.9 million impact on earnings over a one-year period. Considering the same factors, a hypothetical 10 percent adverse change in the prices of steel and resin could have an estimated $4.7 million impact on earnings over the same period. Actual results may vary based on actual changes in market prices and rates.

Interest Rate Risk

Our objective in managing exposure to interest rate changes is to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we use a variety of interest rate swaps, collars and options to manage our mix of floating and fixed-rate debt. Interest rate instruments held by the company at December 31, 2000 and 1999, included pay-floating and pay-fixed interest rate swaps, interest rate caps 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 at various times up to five years.

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 our exposure through the use of these instruments. Although these instruments involve varying degrees of credit and interest risk, the counter parties to the agreements involve financial institutions, which are expected to perform fully under the terms of the agreements.

Based on our interest rate exposure at December 31, 2000, assumed floating rate debt levels throughout 2001 and the effects of derivative instruments, a 10 percent change in interest rates could have an estimated $2.3 million impact on earnings over a one-year period. Actual results may vary based on actual changes in market prices and rates.

Exchange Rate Risk

Our objective in managing exposure to foreign currency fluctuations is to protect foreign cash flow and reduce earnings volatility associated with foreign exchange rate changes. Our primary foreign currency risk exposures result from the strengthening of the U.S. dollar against the Hong Kong dollar, Canadian dollar, Chinese renminbi, Thai baht and Brazilian real. We face currency exposures that arise from translating the results of our global operations and maintaining U.S. dollar debt and payables in foreign countries. We primarily use forward contracts to manage our 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.

Considering the company's derivative financial instruments outstanding at December 31, 2000, and the currency exposures, a hypothetical 10 percent unfavorable change in the exchange rates compared to the U.S. dollar could have an estimated $7.4 million impact on earnings over a one-year period. Actual changes in market prices or rates may differ from hypothetical changes.

Equity

In connection with the company's ongoing 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 us to determine the method of settlement, either in 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. Our objective in selling put options is to lower the average purchase price of acquired shares in connection with the share repurchase program.

In 2000 the company entered into a forward share repurchase agreement to purchase shares of the company's common stock. During the year we purchased 580,300 shares under the agreement at an average price of $34.50, and in January 2001 we purchased the 510,500 shares remaining under the agreement at an average price of $35.16.

New Accounting Pronouncement

SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," and SFAS No. 138, an amendment of SFAS 133, essentially require all derivatives to be recorded on the balance sheet at fair value and establish new accounting practices for hedge instruments. In connection with the adoption of these statements, which became effective for Ball on January 1, 2001, we expect the

cumulative earnings effect of this change in accounting to be insignificant.

For information regarding other recent accounting pronouncements, see Note 1 to the consolidated financial statements.

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 we participate, our operations in developing markets outside the U.S., changing commodity prices for the materials used in the manufacture of our products and changing capital markets. Where practicable, we attempt to reduce these risks and uncertainties through the establishment of risk management policies and procedures, including, at times, the use of derivative financial instruments as explained above.

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. Our 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, the disclosure of contingencies at the date of the financial statements and the 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

We have made certain forward-looking statements in this annual report. These forward-looking statements represent goals and are based on certain assumptions and estimates regarding the worldwide economy, specific industry technological innovations, industry capacity and 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 our 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; vegetable and fish yields; fuel and energy 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 fluctuation of international currencies; the ability to obtain adequate credit resources for foreseeable financing requirements of our businesses; and the ability of the company to acquire or divest of other businesses. If our assumptions and estimates are incorrect, or if we are unable to achieve our goals, then actual performance could vary materially from goals expressed or implied in forward-looking statements.

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 reporting practices, internal controls and the preparation of the consolidated financial statements with the assistance of its audit committee, which is subject to regulation by the Securities and Exchange Commission and the New York Stock Exchange (the Exchange). The board of directors has adopted an audit committee charter that governs the work of the audit committee and meets the requirements of the Exchange.

R. David Hoover
President and Chief Executive Officer

Raymond J. Seabrook
Senior Vice 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, 2000, and 1999, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2000, in conformity with accounting principles generally accepted in the United States of America. 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 of America 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 our opinion.

PricewaterhouseCoopers LLP
Denver, Colorado
January 24, 2001

Consolidated Statements of Earnings
Ball Corporation and Subsidiaries

	Years ended December 31,		
($ in millions, except per share amounts)	2000	1999	1998
Net sales	**$3,664.7**	**$3,707.2**	**$2,995.7**

Costs and expenses			
Cost of sales (excluding depreciation and amortization)	3,064.1	3,111.0	2,537.7
Depreciation and amortization (Notes 7 and 8)	159.1	162.9	145.0
Business consolidation costs and other (Note 3)	76.4	-	73.9
Selling and administrative	141.9	140.9	119.4
Receivable securitization fees and product development (Note 5)	14.1	13.6	13.8
	3,455.6	3,428.4	2,889.8
Earnings before interest and taxes	**209.1**	**278.8**	**105.9**
Interest expense (Note 9)	95.2	107.6	78.6
Earnings before taxes	113.9	171.2	27.3
Provision for taxes (Note 11)	(42.8)	(64.9)	(8.8)
Minority interests	1.0	(1.9)	7.9
Equity in net results of affiliates	(3.9)	(0.2)	5.6
Earnings before extraordinary item and accounting change	68.2	104.2	32.0
Early debt extinguishment costs, net of tax	-	-	(12.1)
Cumulative effect of accounting change for start-up costs, net of tax	-	-	(3.3)
Net earnings	**68.2**	**104.2**	**16.6**
Preferred dividends, net of tax	(2.6)	(2.7)	(2.8)
Earnings attributable to common shareholders	**$ 65.6**	**$ 101.5**	**$ 13.8**
Basic earnings per share before extraordinary item and accounting change (Note 14)	$ 2.26	$ 3.36	$ 0.96
Early debt extinguishment costs, net of tax	-	-	(0.40)
Cumulative effect of accounting change for start-up costs, net of tax	-	-	(0.11)
Basic earnings per share	**$ 2.26**	**$ 3.36**	**$ 0.45**
Diluted earnings per share before extraordinary item and accounting change (Note 14)	$ 2.14	$ 3.15	$ 0.91
Early debt extinguishment costs, net of tax	-	-	(0.37)
Cumulative effect of accounting change for start-up costs, net of tax	-	-	(0.10)
Diluted earnings per share	**$ 2.14**	**$ 3.15**	**$ 0.44**

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

Consolidated Balance Sheets
Ball Corporation and Subsidiaries

	December 31,	
($ in millions)	2000	1999
Assets		
Current assets		
Cash and temporary investments	$ 25.6	$ 35.8
Receivables, net (Note 5)	230.2	220.2
Inventories, net (Note 6)	627.5	565.9
Deferred taxes and prepaid expenses (Note 11)	86.0	73.9
Total current assets	969.3	895.8
Property, plant and equipment, net (Note 7)	1,003.7	1,121.2
Goodwill and other assets (Notes 4 and 8)	676.8	715.1
Total Assets	$ 2,649.8	$ 2,732.1
Liabilities and Shareholders' Equity		
Current liabilities		
Short-term debt and current portion of long-term debt (Note 9)	$ 125.7	$ 104.0
Accounts payable	332.1	345.5
Accrued employee costs and other current liabilities	201.3	220.6
Total current liabilities	659.1	670.1
Long-term debt (Note 9)	1,011.6	1,092.7
Employee benefit obligations, deferred taxes and other liabilities (Notes 11 and 12)	281.8	258.7
Total liabilities	1,952.5	2,021.5
Contingencies (Note 17)		
Minority interests	14.9	19.7
Shareholders' Equity (Note 13)		
Series B ESOP Convertible Preferred Stock	53.4	56.2
Unearned compensation - ESOP	(10.6)	(20.5)
Preferred shareholder's equity	42.8	35.7
Common stock (36,773,381 shares issued - 2000; 35,849,778 shares issued - 1999	443.9	413.0

Retained earnings	529.3	481.2
Accumulated other comprehensive loss	(29.7)	(26.7)
Treasury stock, at cost (8,724,380 shares - 2000; 6,032,651 shares - 1999)	(303.9)	(212.3)
Common shareholders' equity	639.6	655.2
Total shareholders' equity	682.4	690.9
Total Liabilities and Shareholders' Equity	$ 2,649.8	$ 2,732.1

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

Consolidated Statements of Cash Flows
Ball Corporation and Subsidiaries

($ in millions)	Years ended December 31, 2000	1999	1998
Cash Flows from Operating Activities			
Net earnings	$ 68.2	$ 104.2	$ 16.6
Noncash charges to net earnings:			
Depreciation and amortization	159.1	162.9	145.0
Deferred taxes	9.8	34.3	(7.6)
Business consolidation costs net of related equity and minority interest effects	81.3	-	60.9
Early debt extinguishment costs	-	-	19.9
Other, net	(11.8)	6.1	(7.2)
Working capital changes, excluding effects of acquisitions and dispositions:			
Receivables	(9.8)	53.5	93.9
Inventories	(73.8)	(49.1)	27.7
Accounts payable	(12.5)	(5.1)	54.7
Other, net	(34.0)	(0.8)	(16.8)
Net cash provided by operating activities	176.5	306.0	387.1
Cash Flows from Investing Activities			
Additions to property, plant and equipment	(98.7)	(107.0)	(84.2)
Acquisitions, net of cash acquired	-	-	(838.4)
Incentive loan receipts	17.4	7.6	-
Other, net	28.8	6.7	7.5
Net cash used in investing activities	(52.5)	(92.7)	(915.1)
Cash Flows from Financing Activities			
Long-term borrowings	-	23.1	1,180.4
Repayments of long-term borrowings	(50.9)	(161.0)	(357.8)
Change in short-term borrowings	2.9	(13.2)	(203.3)
Debt issuance costs	-	-	(28.9)
Debt prepayment costs	-	-	(17.5)
Common and preferred dividends	(21.6)	(22.5)	(22.7)
Proceeds from issuance of common stock under various employee and shareholder plans	30.7	36.8	31.5
Acquisitions of treasury stock	(91.6)	(72.3)	(34.9)
Other, net	(3.7)	(2.4)	(10.3)
Net cash provided by (used in) financing activities	(134.2)	(211.5)	536.5
Net Change in Cash and Temporary Investments	(10.2)	1.8	8.5
Cash and Temporary Investments - Beginning of Year	35.8	34.0	25.5
Cash and Temporary Investments - End of Year	$ 25.6	$ 35.8	$ 34.0

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

Consolidated Statements of Shareholders' Equity and Comprehensive Earnings
Ball Corporation and Subsidiaries

	Number of Shares (in thousands)			*Years ended December 31, ($ in millions)*		
	2000	1999	1998	2000	1999	1998
Series B ESOP Convertible Preferred Stock						
Balance, beginning of year	1,530	1,587	1,635	$ 56.2	$ 57.2	$ 59.9
Shares retired	(76)	(57)	(48)	(2.8)	(1.0)	(2.7)
Balance, end of year	1,454	1,530	1,587	$ 53.4	$ 56.2	$ 57.2
Unearned Compensation - ESOP						
Balance, beginning of year				$ (20.5)	$ (29.5)	$ (37.0)
Amortization				9.9	9.0	7.5
Balance, end of year				$ (10.6)	$ (20.5)	$ (29.5)
Common Stock						
Balance, beginning of year	35,850	34,860	33,759	$ 413.0	$ 368.4	$ 336.9
Shares issued for stock options and other employee and shareholder stock						

plans less shares exchanged	923	990	1,101	30.9	44.6	31.5
Balance, end of year	36,773	35,850	34,860	$ 443.9	$ 413.0	$ 368.4
Retained Earnings						
Balance, beginning of year				$ 481.2	$ 397.9	$ 402.3
Net earnings				68.2	104.2	16.6
Common dividends				(17.5)	(18.2)	(18.2)
Preferred dividends, net of tax				(2.6)	(2.7)	(2.8)
Balance, end of year				$ 529.3	$ 481.2	$ 397.9
Treasury Stock						
Balance, beginning of year	(6,033)	(4,405)	(3,540)	$(212.3)	$(140.0)	$(105.1)
Shares reacquired	(2,691)	(1,628)	(865)	(91.6)	(72.3)	(34.9)
Balance, end of year	(8,724)	(6,033)	(4,405)	$(303.9)	$(212.3)	$(140.0)

	Years ended December 31,					
($ in millions)	*2000*		*1999*		*1998*	
	Comprehensive Earnings	Accumulated Other Comprehensive Loss	Comprehensive Earnings	Accumulated Other Comprehensive Loss	Comprehensive Earnings	Accumulated Other Comprehensive Loss
Comprehensive Earnings (Loss)						
Balance, beginning of year		$ (26.7)		$ (31.7)		$ (22.8)
Net earnings	$ 68.2		$ 104.2		$ 16.6	
Foreign currency translation adjustment	(3.2)		4.0		(7.7)	
Minimum pension liability adjustment, net of tax	0.2		1.0		(1.2)	
Other comprehensive earnings (loss)	(3.0)	(3.0)	5.0	5.0	(8.9)	(8.9)
Comprehensive earnings	$ 65.2		$ 109.2		$ 7.7	
Balance, end of year		$ (29.7)		$ (26.7)		$ (31.7)

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 (collectively, Ball, the company, we or our). Investments in 20 percent through 50 percent-owned affiliates are accounted for by the equity method where Ball does not control, but 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 upon the 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 technical and cost performance relative to predetermined targets. 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 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 Accounting Principles Board (APB) Opinion No. 17. As part of the valuation process, the company considers the fair value and cash flow measurement techniques described in 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

Basic earnings per 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. This computation excludes the tax benefit of deductible common dividends upon the assumed conversion of the ESOP Preferred.

New Accounting Pronouncements

During the fourth quarter of 1998, Ball adopted Statement of Position (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, we 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," and SFAS No. 138, an amendment of SFAS 133, essentially require all derivatives to be recorded on the balance sheet at fair value and establish new accounting practices for hedge instruments. In connection with the adoption of these statements, which became effective for Ball on January 1, 2001, we expect the cumulative earnings effect of this change in accounting to be insignificant.

Financial Accounting Standards Board Interpretation No. 44, "Accounting for Certain Transactions Involving Stock Compensation - an Interpretation of Accounting Principles Board Opinion No. 25," clarifies certain issues related to the accounting for stock compensation and was effective for Ball as of the beginning of the third quarter of 2000. This interpretation did not have an effect on our reported results in 2000.

Staff Accounting Bulletin (SAB) No. 101, which was issued by the U.S. Securities and Exchange Commission, provides guidance on the recognition, presentation and disclosure of revenue in the financial statements and became effective for Ball in the fourth quarter of 2000. The adoption of this guidance had no effect on our results in 2000.

The Emerging Issues Task Force (EITF) reached a consensus in September on a portion of Issue No. 00-10, "Accounting for Shipping and Handling Fees and Costs," which requires companies to report shipping and handling fees and costs as a component of cost of sales. The effect of this guidance resulted only in offsetting increases in net sales and cost of sales in the consolidated statement of earnings and accompanying notes. The reclassifications of $126.9 million, $123 million and $99.3 million for 2000, 1999 and 1998, respectively, were reflected in all periods shown for comparative purposes.

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) plastic containers, primarily for use in beverage and food packaging. Our 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). We also have investments in packaging companies in the PRC, 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 and advanced antenna and video systems.

Major Customers

Packaging segment sales to Miller Brewing Company, a customer since an August 1998 acquisition, represented approximately 15 percent of net sales in both 2000 and 1999 and less than 10 percent in 1998. Sales to PepsiCo, Inc., and affiliates represented approximately 14 percent of consolidated net sales in 2000, 13 percent of consolidated net sales in 1999 and 15 percent of consolidated net sales in 1998. Sales to the Coca-Cola Company and affiliates represented 11 percent of consolidated net sales in 2000 and 1999 and 10 percent of consolidated net sales in 1998. Sales to all bottlers of Pepsi-Cola and Coca-Cola branded beverages comprised approximately 35 percent of consolidated net sales in 2000 and 1999 and 40 percent of consolidated net sales in 1998. 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 of consolidated net sales in 2000 and 1999 and 11 percent of consolidated net sales in 1998.

Financial data segmented by geographic area is provided below.

Summary of Net Sales by Geographic Area

($ in millions)	U.S.	Other *(1)*	Consolidated
2000	**$ 3,195.9**	**$ 468.8**	**$ 3,664.7**
1999	3,237.1	470.1	3,707.2
1998	2,537.5	458.2	2,995.7

(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
2000	**$ 1,565.5**	**$ 301.8**	**$ (186.8)**	**$ 1,680.5**
1999	1,701.6	352.0	(217.3)	1,836.3
1998	1,763.2	369.3	(163.3)	1,969.2

(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.

Summary of Business by Segment

($ in millions)	2000	1999	1998
Net Sales			
North American metal beverage	$ 2,245.5	$ 2,326.4	$ 1,660.9
North American metal food	576.4	524.1	505.2
North American plastic containers	265.7	255.4	235.2
International	214.1	218.3	231.8
Total packaging	3,301.7	3,324.2	2,633.1
Aerospace and technologies	363.0	383.0	362.6
Consolidated net sales	$ 3,664.7	$ 3,707.2	$ 2,995.7
Consolidated Earnings			
Packaging	$ 278.4	$ 276.7	$ 164.7
Business consolidation costs and other (Note 3)	(83.4)	-	(56.2)
Total packaging	195.0	276.7	108.5
Aerospace and technologies	29.0	24.9	30.4
ESOP settlement (Note 3)	7.0	-	-
Total aerospace and technologies	36.0	24.9	30.4
Segment earnings before interest and taxes	231.0	301.6	138.9
Headquarters relocation costs (Note 3)	-	-	(17.7)
Corporate undistributed expenses	(21.9)	(22.8)	(15.3)
Earnings before interest and taxes	209.1	278.8	105.9
Interest expense	(95.2)	(107.6)	(78.6)
Provision for taxes	(42.8)	(64.9)	(8.8)
Minority interests	1.0	(1.9)	7.9
Equity in net results of affiliates	(3.9)	(0.2)	5.6
Consolidated earnings before extraordinary item and accounting change	$ 68.2	$ 104.2	$ 32.0
Depreciation and Amortization			
Packaging	$ 143.9	$ 146.4	$ 125.8
Aerospace and technologies	13.0	13.5	15.0
Segment depreciation and amortization	156.9	159.9	140.8
Corporate	2.2	3.0	4.2
Consolidated depreciation and amortization	$ 159.1	$ 162.9	$ 145.0
Net Investment			
Packaging	$ 1,410.9	$ 1,319.7	$ 1,164.3
Aerospace and technologies	181.8	161.6	143.5
Segment net investment	1,592.7	1,481.3	1,307.8
Corporate net investment and eliminations	(910.3)	(790.4)	(685.5)
Consolidated net investment	$ 682.4	$ 690.9	$ 622.3

Investments in Equity Affiliates			
Packaging	$ 65.6	$ 79.0	$ 80.9
Aerospace and technologies	15.6	2.3	-
Consolidated investments in equity affiliates	$ 81.2	$ 81.3	$ 80.9
Property, Plant and Equipment Additions			
Packaging	$ 85.9	$ 95.8	$ 63.7
Aerospace and technologies	12.0	10.1	17.2
Segment property, plant and equipment additions	97.9	105.9	80.9
Corporate	0.8	1.1	3.3
Consolidated property, plant and equipment additions	$ 98.7	$ 107.0	$ 84.2

3. Business Consolidation Costs and Other

2000

The company recorded an $83.4 million pretax charge ($55 million after tax, minority interests and equity earnings impacts, or $1.77 per diluted share) in the second quarter for packaging business consolidation and investment exit activities expected to be completed during 2001. The charge includes costs associated with the permanent closure of a beverage can manufacturing facility in the U.S., the elimination of food and beverage can manufacturing capacity at two locations in Canada, the consolidation of production capacity in the PRC and the write-down to net realizable value of certain equity investments, primarily related to a beverage can manufacturing joint venture in Russia.

The $83.4 million charge included (1) $43.9 million for the write-down of fixed assets held for sale and related machinery spare parts inventory to estimated net realizable value, including estimated costs to sell; (2) $9 million for severance, supplemental unemployment and other related benefits, substantially all of which are related to the termination of 321 manufacturing and administrative employees in the U.S. and Canada; (3) $14.3 million for contractual pension and retirement obligations which have been included in the appropriate liability accounts; (4) $5.4 million for the write-down of goodwill associated with the closed PRC plant; (5) $8.2 million for the write-down of equity investments; and (6) $2.6 million for other assets and consolidation costs. Approximately $21 million of the charge will require cash payments, offset by $26 million of tax benefits. Of the $43.9 million fixed asset write-down, $34.3 million relates to Canada and the PRC. The carrying value of the remaining fixed assets held for sale at December 31, 2000, was $2.1 million. Subsequent changes to the estimated costs of business consolidations, if any, will be included in current-period earnings.

The following table summarizes the activity related to the plant closing costs recorded during 2000:

($ in millions)	Fixed Assets/ Spare Parts	Employee Costs	Pension and Other Post-retirement Obligations	Equity Investments	Other Assets/ Costs	Total
Charge to earnings in second quarter 2000	$ 43.9	$ 9.0	$ 14.3	$ 8.2	$ 8.0	$ 83.4
Payments	-	(4.1)	-	-	(0.9)	(5.0)
Transfers and adjustments to liabilities	-	-	(14.3)	-	-	(14.3)
Transfers and adjustments to assets to reflect estimated realizable values	(43.9)	-	-	(8.2)	(6.8)	(58.9)
Balance at December 31, 2000	$ -	$ 4.9	$ -	$ -	$ 0.3	$ 5.2

On April 3, 2000, the Armed Services Board of Contract Appeals sustained the company's claim to recoverability of costs associated with Ball's ESOP for fiscal years beginning in 1989, and the time frame for the U.S. government to file an appeal expired in August 2000. As a result, in the third quarter we recognized earnings of approximately $7 million ($4.3 million after tax or 14 cents per diluted share) related to this matter.

Also during the second quarter, the company resolved favorably state and federal tax matters related to prior years that reduced the overall tax provision by $2.3 million (7 cents per diluted share).

1998

In 1998 we relocated our 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 of $17.7 million, primarily for employee-related costs.

During the last quarter of 1998, we announced the closure of two of our plants located in the PRC and removed from service manufacturing equipment at a third plant. The actions resulted in a $56.2 million, largely noncash, charge in 1998, primarily for the write down to net realizable value of fixed assets, goodwill and other assets. The carrying value of the remaining fixed assets held for sale at December 31, 2000, was $3.5 million.

4. Acquisition

Metal Beverage

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 our consolidated financial statements effective with the acquisition.

In connection with the acquisition, the company provided $51.3 million in the opening balance sheet for the costs of integrating the acquired business, which included the closure of a headquarters facility and three plants. Included within the $51.3 million was $22.8 million in pension and other postretirement benefits liabilities, $23.3 million for severance, supplemental unemployment, medical, relocation and other related termination benefits and $5.2 million for other plant closure costs. The former headquarters facility and two of the three plants have been sold. The third plant and certain equipment remain for sale. Employees of the closed facilities, primarily comprised of manufacturing and support personnel, have been terminated with certain benefits continuing in accordance with contractual provisions. The carrying value of the fixed assets remaining for sale at December 31, 2000, was approximately $10.4 million. Subsequent increases in actual costs, if any, will be included in current period earnings, and decreases, if any, will result in a reduction of goodwill.

The following table summarizes the year-to-date activity related to the remaining integration costs associated with the acquisition:

($ in millions)	Employee Severance	Other Exit Costs	Total
Balance at December 31, 1999	$ 12.8	$ 2.2	$ 15.0
Reclassification of prior-period payments	-	1.6	1.6
Payments made	(4.7)	(2.9)	(7.6)
Balance at December 31, 2000	$ 8.1	$ 0.9	$ 9.0

5. Accounts Receivable

Accounts receivable are net of an allowance for doubtful accounts of $15.1 million and $8.8 million at December 31, 2000 and 1999, respectively.

Trade Accounts Receivable Securitization Agreement

A securitization agreement provides for the ongoing, revolving sale of a designated pool of U.S. packaging trade accounts receivable, up to $125 million. Net funds received from the sale of the accounts receivable totaled $122.5 million at both December 31, 2000 and 1999. Fees incurred in connection with the sale of accounts receivable totaled $8.4 million in 2000, $7 million in 1999 and $4 million in 1998.

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 $100.1 million and $83.8 million at December 31, 2000 and 1999, respectively, and include unbilled amounts representing revenue earned but contractually not yet billable of $47.2 million and $40.5 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, 2000, was approximately 13 months. Approximately $7.4 million of unbilled receivables at December 31, 2000, 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)	2000	1999
Raw materials and supplies	$ 214.9	$ 238.0
Work in process and finished goods	412.6	327.9
	$ 627.5	$ 565.9

Approximately 41 percent and 42 percent of total inventories at December 31, 2000 and 1999, respectively, were valued using the LIFO method of accounting. Inventories at December 31, 2000 and 1999 would have been $5.7 million higher and $4.1 million lower, respectively, than the reported amounts if the FIFO method of accounting, which approximates replacement cost, had been used for those inventories.

7. Property, Plant and Equipment

	December 31,	
($ in millions)	2000	1999
Land	$ 52.1	$ 61.6
Buildings	438.9	433.6
Machinery and equipment	1,410.2	1,439.4
	1,901.2	1,934.6
Accumulated depreciation	(897.5)	(813.4)
	$ 1,003.7	$ 1,121.2

Depreciation expense amounted to $142.2 million, $143.8 million and $130.8 million for the years ended December 31, 2000, 1999 and 1998, respectively.

8. Goodwill and Other Assets

	December 31,	
($ in millions)	2000	1999
Goodwill (net of accumulated amortization of $54.5 and $41.9 at December 31, 2000 and 1999, respectively)	$ 436.8	$ 482.9
Investments in affiliates	81.2	81.3
Prepaid pension	67.1	60.5
Other	91.7	90.4
	$ 676.8	$ 715.1

Total amortization expense, including goodwill amortization, amounted to $16.9 million, $19.1 million and $14.2 million for the years ended December 31, 2000, 1999 and 1998, respectively, of which $12.6 million, $13.4 million and $7.4 million related to the amortization of goodwill.

9. Debt and Interest Costs

Short-term debt consisted of non-recourse Asian bank facilities of which $58.5 million and $57.2 million were outstanding under these

facilities at December 31, 2000 and 1999, respectively. The weighted average rate of the outstanding facilities was 6.5 percent at December 31, 2000, and 6.8 percent at December 31, 1999.

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

($ in millions)	2000	1999
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 (2000 - 7.5%; 1999 - 7%)	295.0	330.0
Term Loan B due March 2006 (2000 - 8.5%; 1999 - 8%)	196.0	198.0
Industrial Development Revenue Bonds		
Floating rates due through 2011 (2000 - 5%; 1999 - 5.35%)	27.1	27.1
ESOP Debt Guarantee		
9.60% installment note due through December 2001	10.7	20.5
Other	-	13.9
	1,078.8	1,139.5
Less: Current portion of long-term debt	67.2	46.8
	$ 1,011.6	$ 1,092.7

In connection with an acquisition in 1998, the company refinanced $521.9 million of its existing debt and, as a result, recorded an after-tax extraordinary charge for the early extinguishment of debt of $12.1 million (37 cents per diluted share).

The acquisition and 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 $808.2 million from a Senior Credit Facility. The Senior Credit Facility bears interest at variable rates and is comprised of the following: (1) Term Loan A due in installments through August 2004, (2) Term Loan B due in installments through March 2006; (3) a revolving credit facility which provides us with up to $585 million, comprised of a $135 million, 364-day annually renewable facility and a $450 million long-term committed facility expiring in August 2004; and (4) a $50 million long-term committed Canadian facility expiring in November 2002. At December 31, 2000, $559 million was available under the revolving credit facilities.

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 in 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 in an exhibit to our Form 10-K for the year ended December 31, 2000.

Ball's Asian subsidiary and its consolidated affiliates had short-term uncommitted credit facilities of approximately $110 million, of which $58.5 million was outstanding at December 31, 2000.

Maturities of all fixed long-term debt obligations outstanding at December 31, 2000, are $67.2 million, $67 million, $87 million, $100.1 million and $10 million for the years ending December 31, 2001 through 2005, respectively, and $747.5 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 $75.8 million were outstanding at December 31, 2000. Ball also has provided a completion guarantee representing 50 percent of the $37.3 million of debt issued by our 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 company was not in default of any loan agreement at December 31, 2000, and has met all payment obligations. The U.S. note agreements, bank credit agreement, ESOP debt guarantee and industrial development revenue bond agreements contain certain restrictions relating to dividends, share repurchases, investments, guarantees and the incurrence of additional indebtedness.

A summary of total interest cost paid and accrued follows:

($ in millions)	2000	1999	1998
Interest costs	$ 98.5	$ 109.6	$ 80.9
Amounts capitalized	(3.3)	(2.0)	(2.3)
Interest expense	$ 95.2	$ 107.6	$ 78.6
Interest paid during the year	$ 96.8	$ 111.2	$ 63.3

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, 2000 and 1999, and for the years ended December 31, 2000, 1999 and 1998 (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.

CONSOLIDATED BALANCE SHEET

	December 31, 2000				
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
ASSETS					
Current assets					
Cash and temporary investments	$ 12.3	$ 0.2	$ 13.1	$ -	$ 25.6

	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
Accounts receivable, net	3.0	171.4	55.8	-	230.2
Inventories, net	-	498.8	128.7	-	627.5
Deferred income tax benefits and prepaid expenses	197.5	114.7	6.2	(232.4)	86.0
Total current assets	212.8	785.1	203.8	(232.4)	969.3
Property, plant and equipment, at cost	25.8	1,534.8	340.6	-	1,901.2
Accumulated depreciation	(15.2)	(768.2)	(114.1)	-	(897.5)
	10.6	766.6	226.5	-	1,003.7
Investment in subsidiaries	1,476.5	340.0	9.8	(1,826.3)	-
Investment in affiliates	7.8	15.7	57.7	-	81.2
Goodwill, net	-	338.8	98.0	-	436.8
Other assets	81.0	43.9	33.9	-	158.8
	$ 1,788.7	$ 2,290.1	$ 629.7	$ (2,058.7)	$ 2,649.8
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Short-term debt and current portion of long-term debt	$ 67.2	$ -	$ 58.5	$ -	$ 125.7
Accounts payable	7.4	262.8	61.9	-	332.1
Salaries and wages	10.6	100.6	7.4	-	118.6
Other current liabilities	34.9	248.9	31.3	(232.4)	82.7
Total current liabilities	120.1	612.3	159.1	(232.4)	659.1
Long-term debt	1,001.5	10.1	-	-	1,011.6
Intercompany borrowings	(142.1)	59.8	82.3	-	-
Employee benefit obligations, deferred income taxes and other	126.8	98.5	56.5	-	281.8
Total liabilities	1,106.3	780.7	297.9	(232.4)	1,952.5
Contingencies					
Minority interests	-	-	14.9	-	14.9
Shareholders' equity					
Series B ESOP Convertible Preferred Stock	53.4	-	-	-	53.4
Convertible preferred stock	-	-	179.6	(179.6)	-
Unearned compensation - ESOP	(10.6)	-	-	-	(10.6)
Preferred shareholders' equity	42.8	-	179.6	(179.6)	42.8
Common stock	443.9	1,155.7	239.7	(1,395.4)	443.9
Retained earnings	529.3	355.7	(78.6)	(277.1)	529.3
Accumulated other comprehensive loss	(29.7)	(2.0)	(23.8)	25.8	(29.7)
Treasury stock, at cost	(303.9)	-	-	-	(303.9)
Common shareholders' equity	639.6	1,509.4	137.3	(1,646.7)	639.6
Total shareholders' equity	682.4	1,509.4	316.9	(1,826.3)	682.4
	$ 1,788.7	$ 2,290.1	$ 629.7	$ (2,058.7)	$ 2,649.8

CONSOLIDATED BALANCE SHEET

	December 31, 1999				
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
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

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

CONSOLIDATED STATEMENT OF EARNINGS

For the Year Ended December 31, 2000

	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
Net sales	$ -	$ 3,460.4	$ 454.2	$ (249.9)	$ 3,664.7
Costs and expenses					
Cost of sales (excluding depreciation and amortization)	-	2,933.5	380.5	(249.9)	3,064.1
Depreciation and amortization	2.2	128.1	28.8	-	159.1
Business consolidation costs and other	2.3	15.1	59.0	-	76.4
Selling and administrative	30.4	100.9	10.6	-	141.9
Receivable securitization fees and product development	-	13.9	0.2	-	14.1
Interest expense	82.1	7.8	5.3	-	95.2
Equity in earnings of subsidiaries	(90.8)	-	-	90.8	-
Corporate allocations	(60.2)	60.2	-	-	-
	(34.0)	3,259.5	484.4	(159.1)	3,550.8
Earnings (loss) before taxes	34.0	200.9	(30.2)	(90.8)	113.9
Provision for taxes	34.5	(75.1)	(2.2)	-	(42.8)
Minority interests	-	-	1.0	-	1.0
Equity in earnings (losses) of affiliates	(0.3)	(1.3)	(2.3)	-	(3.9)
Net earnings (loss)	68.2	124.5	(33.7)	(90.8)	68.2
Preferred dividends, net of tax	(2.6)	-	-	-	(2.6)
Earnings (loss) attributable to common shareholders	$ 65.6	$ 124.5	$ (33.7)	$ (90.8)	$ 65.6

CONSOLIDATED STATEMENT OF EARNINGS

For the Year Ended December 31, 1999

	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
Net sales	$ -	$ 3,498.6	$ 456.9	$ (248.3)	$ 3,707.2
Costs and expenses					
Cost of sales (excluding depreciation and amortization)	-	2,980.6	378.7	(248.3)	3,111.0
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	-	-	-

	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
	(90.0)	3,308.7	446.2	(128.9)	3,536.0
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

CONSOLIDATED STATEMENT OF EARNINGS

For the Year Ended December 31, 1998

	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
Net sales	$ -	$ 2,780.5	$ 455.5	$ (240.3)	$ 2,995.7
Costs and expenses					
Cost of sales (excluding depreciation and amortization)	-	2,395.2	382.8	(240.3)	2,537.7
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	2,647.0	518.1	(225.2)	2,968.4
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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2000

	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
Cash flows from operating activities					
Net earnings (loss)	$ 68.2	$ 124.5	$ (33.7)	$ (90.8)	$ 68.2
Noncash charges to net earnings:					
Depreciation and amortization	2.2	128.1	28.8	-	159.1
Business consolidation costs, net of related equity and minority interest effects	2.3	22.1	56.9	-	81.3
Deferred income taxes	(28.2)	42.1	(4.1)	-	9.8
Equity earnings of subsidiaries	(90.8)	-	-	90.8	-
Other, net	10.4	(21.0)	(1.2)	-	(11.8)
Changes in working capital components	(13.8)	(91.6)	(24.7)	-	(130.1)
Net cash (used in) provided by operating activities	(49.7)	204.2	22.0	-	176.5
Cash flows from investing activities					
Additions to property, plant and equipment	(0.8)	(85.4)	(12.5)	-	(98.7)
Investments in and advances to affiliates	153.6	(141.4)	(12.2)	-	-
Other, net	17.9	36.5	(8.2)	-	46.2
Net cash provided by (used in)					

	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
investing activities	170.7	(190.3)	(32.9)	-	(52.5)
Cash flows from financing activities					
Repayments of long-term borrowings	(37.0)	(13.9)	-	-	(50.9)
Change in short-term borrowings	-	-	2.9	-	2.9
Common and preferred dividends	(21.6)	-	-	-	(21.6)
Proceeds from issuance of common stock under various employee and shareholder plans	30.7	-	-	-	30.7
Acquisitions of treasury stock	(91.6)	-	-	-	(91.6)
Other, net	(2.8)	-	(0.9)	-	(3.7)
Net cash (used in) provided by financing activities	(122.3)	(13.9)	2.0	-	(134.2)
Net change in cash and temporary investments	(1.3)	-	(8.9)	-	(10.2)
Cash and temporary investments - beginning of year	13.6	0.2	22.0	-	35.8
Cash and temporary investments - end of year	$ 12.3	$ 0.2	$ 13.1	$ -	$ 25.6

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended December 31, 1999

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

CONSOLIDATED STATEMENT OF CASH FLOWS

For the Year Ended December 31, 1998

	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
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 effect 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 period	4.2	0.5	20.8	-	25.5
Cash and temporary investments - end of period	$ 11.6	$ 0.5	$ 21.9	$ -	$ 34.0

10. 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, we have 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 we elect not to purchase the facilities and equipment and do 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, 2000, require rental payments of $46.6 million, $43.9 million, $38.7 million, $35.4 million and $33.2 million for the years 2001 through 2005, respectively, and $32.8 million combined for all years thereafter. Lease expense for all operating leases was $63.4 million, $44.8 million and $38.5 million in 2000, 1999 and 1998, respectively.

11. Taxes on Income

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

($ in millions)	2000	1999	1998
U.S.	$ 144.0	$ 161.5	$ 89.6
Foreign	(30.1)	9.7	(62.3)
	$ 113.9	$ 171.2	$ 27.3

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

($ in millions)	2000	1999	1998
Current			
U.S.	$ 28.5	$ 23.5	$ 7.6
State and local	0.9	2.2	2.8
Foreign	3.6	4.9	6.0
Total current	33.0	30.6	16.4
Deferred			
U.S.	12.8	28.7	(8.1)
State and local	2.5	4.6	(1.6)
Foreign	(5.5)	1.0	2.1
Total deferred	9.8	34.3	(7.6)
Provision for income taxes	$ 42.8	$ 64.9	$ 8.8

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)	2000	1999	1998
Statutory U.S. federal income tax	$ 39.8	$ 59.9	$ 9.6
Increase (decrease) due to:			
Company-owned life insurance	(3.1)	(2.1)	(5.2)
Research and development tax credits	(3.1)	(3.0)	(2.9)
Foreign operations and royalty income	4.5	2.9	9.4
State and local taxes, net	1.9	4.4	0.8
Other, net	2.8	2.8	(2.9)
Provision for taxes	$ 42.8	$ 64.9	$ 8.8
Effective tax rate expressed as a percentage of pretax earnings	37.6%	37.9%	32.2%

At December 31, 2000, the company had capital loss carryforwards, expiring in 2004, of $67.5 million with a related tax benefit of $26.4 million. That benefit has been fully offset by a valuation allowance. Additionally, alternative minimum tax credits of $22.1 million, which may be carried forward indefinitely, are available.

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.

Net income tax payments were $28.8 million, $29.6 million and $20.5 million for 2000, 1999 and 1998, respectively.

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

($ in millions)	2000	1999
Deferred tax assets:		
Deferred compensation	$ (35.2)	$ (28.3)
Accrued employee benefits	(63.3)	(62.2)
Plant closure costs	(38.4)	(31.6)
Other	(43.6)	(48.0)
Total deferred tax assets	(180.5)	(170.1)
Deferred tax liabilities:		
Depreciation	139.5	121.6
Other	36.6	36.2
Total deferred tax liabilities	176.1	157.8
Net deferred tax asset	$ (4.4)	$ (12.3)

12. 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. Our 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 2000 and 1999 follows:

	Pension Benefits		Other Postretirement Benefits	
($ in millions)	2000	1999	2000	1999
Change in benefit obligation:				
Benefit obligation at beginning of year	$ 418.3	$ 422.1	$ 97.3	$ 91.7
Service cost	12.4	14.2	1.9	1.7
Interest cost	32.0	29.1	7.6	6.5
Benefits paid	(18.7)	(13.1)	(3.9)	(4.1)
Net actuarial gain	(1.8)	(46.0)	(6.1)	(5.6)
Special termination	11.4	-	1.7	-
Business acquisition	-	2.6	-	2.4
Other, net	2.1	9.4	(0.4)	4.7
Benefit obligation at end of year	455.7	418.3	98.1	97.3
Change in plan assets:				
Fair value of assets at beginning of year	435.4	419.2	-	-
Actual return on plan assets	30.8	12.9	-	-

Employer contributions	21.9	25.1	3.8	4.0
Benefits paid	(18.7)	(25.7)	(3.9)	(4.1)
Other, net	(2.1)	3.8	0.1	0.1
Fair value of assets at end of year	467.3	435.3	-	-
Funded status	11.6	17.0	(98.1)	(97.3)
Unrecognized net actuarial loss (gain)	16.5	8.1	(11.9)	(7.8)
Unrecognized prior service cost	14.9	12.7	4.0	4.3
Unrecognized transition asset	(0.6)	(3.7)	-	-
Prepaid (accrued) benefit cost	$ 42.4	$ 34.1	$ (106.0)	$ (100.8)

Amounts recognized in the balance sheet consist of:

	Pension Benefits		Other Postretirement Benefits	
($ in millions)	2000	1999	2000	1999
Prepaid benefit cost	$ 56.2	$ 55.2	$ -	$ -
Accrued benefit liability	(30.0)	(33.7)	(106.0)	(100.8)
Intangible asset	12.9	9.3	-	-
Accumulated other comprehensive earnings	3.3	3.3	-	-
Net amount recognized	$ 42.4	$ 34.1	$ (106.0)	$ (100.8)

Components of net periodic benefit cost were:

	Pension Benefits			Other Postretirement Benefits		
($ in millions)	2000	1999	1998	2000	1999	1998
Service cost	$ 12.4	$ 14.2	$ 10.5	$ 1.9	$ 1.7	$ 1.0
Interest cost	32.0	29.1	26.1	7.6	6.5	4.9
Expected return on plan assets	(42.3)	(37.6)	(35.5)	-	-	-
Amortization of prior service cost	1.4	1.1	1.1	0.3	-	-
Amortization of transition asset	(3.1)	(3.2)	(3.2)	-	-	-
Curtailment loss	7.9	0.5	-	-	-	-
Recognized net actuarial loss (gain)	0.7	1.7	1.3	(0.7)	(0.3)	(0.3)
Net periodic benefit cost	9.0	5.8	0.3	9.1	7.9	5.6
Expense of defined contribution plans	0.7	0.7	0.6	-	-	-
Net periodic benefit cost	$ 9.7	$ 6.5	$ 0.9	$ 9.1	$ 7.9	$ 5.6

Weighted average assumptions at the measurement date were:

	Pension Benefits			Other Postretirement Benefits		
($ in millions)	2000	1999	1998	2000	1999	1998
Discount rate	7.84%	7.84%	7.00%	7.85%	7.82%	7.00%
Rate of compensation increase	3.30%	3.33%	3.33%	N/A	N/A	N/A
Expected long-term rates of return on assets	9.81%	9.82%	10.79%	N/A	N/A	N/A

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 expected return was $433.9 million at September 30, 2000, $382.8 million at December 31, 1999, and $329.5 million at December 31, 1998. The measurement date for determining the market related value of plan assets was changed during 2000 from December 31 to September 30 in order to utilize more timely and accurate data. This change had an insignificant impact on the 2000 financial statements.

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 $143 million, $141.9 million and $112.4 million, respectively, as of December 31, 2000.

For the U.S. plans at December 31, 2000, a 5.5 percent health care cost trend rate was used for pre-65 and post-65 benefits, and trend rates were assumed to remain level for 2001 and subsequent years. For the Canadian plans, a 7 percent health care cost trend rate was used, which was assumed to decrease to 4.5 percent by 2006 and remain at that level in subsequent years.

Health care cost trend rates can have an 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 $0.3 million and the postretirement benefit obligation by approximately $3.2 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

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. The company recorded $1.9 million, zero and $1.6 million in 2000, 1999 and 1998, respectively, as compensation related to this match. 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 $11.5 million in 2000, $11.6 million in 1999 and $10.7 million in 1998. Interest paid by the ESOP trust for its borrowings was $1.7 million, $2.6 million and $3.3 million for 2000, 1999 and 1998, respectively.

13. Shareholders' Equity

At December 31, 2000, 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.

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, 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, 2000, 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 Ball Corporation common stock. Company contributions for this plan were approximately $1.9 million in 2000, $1.8 million in 1999 and $1.6 million in 1998.

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, 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)
2000 change	(3.2)	0.2	(3.0)
December 31, 2000	$ (27.8)	$ (1.9)	$ (29.7)

The minimum pension liability component of other comprehensive earnings (loss) is presented net of related tax expense (benefit) of $1.4 million, $0.7 million and $(0.4) million for the years ended December 31, 2000, 1999 and 1998, 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 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:

	2000		1999		1998	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding at beginning of year	1,926,795	$ 34.657	2,163,396	$ 30.884	1,754,298	$ 27.223
Tier A options exercised	(92,292)	26.705	(394,283)	29.626	(332,594)	26.981
Tier B options exercised	-	-	(55,500)	24.375	(38,000)	24.375
Tier A options granted	380,375	33.063	301,100	53.861	822,300	36.738
Tier A options canceled	(60,623)	39.012	(87,918)	36.633	(42,608)	29.378
Outstanding at end of year	2,154,255	34.594	1,926,795	34.657	2,163,396	30.884
Exercisable at end of year	1,258,490	31.727	1,087,045	29.955	743,671	28.555

Reserved for future grants	1,783,489	2,128,130	2,360,056

Additional information regarding options outstanding at December 31, 2000, follows:

	Exercise Price Range			
	$24.375 - $26.625	$28.250 - $35.000	$35.625 - $55.125	Total
Number of options outstanding	641,388	726,433	786,434	2,154,255
Weighted average exercise price	$25.368	$33.400	$43.221	$34.594
Weighted average remaining contractual life	6.4 years	8.7 years	8.2 years	7.9 years
Number of shares exercisable	584,763	278,783	394,944	1,258,490
Weighted average exercise price	$25.250	$33.439	$40.106	$31.727

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 2000, 1999 and 1998 have estimated weighted average fair values at the date of grant of $12.16 per share, $17.32 per share and $10.73 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:

	2000 Grants	1999 Grants	1998 Grants
Expected dividend yield	1.30%	1.52%	1.31%
Expected stock price volatility	32.43%	29.80%	25.34%
Risk-free interest rate	6.36%	5.34%	5.21%
Expected life of options	5.5 years	5.5 years	5.3 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 we 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:

	Years ended December 31,		
($ in millions, except per share amounts)	2000	1999	1998
As reported:			
Net earnings	$ 68.2	$ 104.2	$ 16.6
Basic earnings per share	2.26	3.36	0.45
Diluted earnings per share	2.14	3.15	0.44
Pro forma results:			
Net earnings	$ 65.6	$ 100.6	$ 14.3
Basic earnings per share	2.17	3.24	0.38
Diluted earnings per share	2.06	3.04	0.37

14. Earnings per Share

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

	Years ended December 31,		
($ in millions, except per share amounts)	2000	1999	1998
Basic earnings per Share			
Earnings before extraordinary item and accounting change	$ 68.2	$ 104.2	$ 32.0
Early debt extinguishment costs, net of tax	-	-	(12.1)
Cumulative effect of accounting change for start-up costs, net of tax	-	-	(3.3)
Net earnings	68.2	104.2	16.6
Preferred dividends, net of tax	(2.6)	(2.7)	(2.8)
Earnings attributable to common shareholders	$ 65.6	$ 101.5	$ 13.8
Weighted average common shares *(000s)*	29,040	30,170	30,388
Basic earnings per share:			
Earnings before extraordinary item and accounting change	$ 2.26	$ 3.36	$ 0.96
Early debt extinguishment costs, net of tax	-	-	(0.40)
Cumulative effect of accounting change, net of tax	-	-	(0.11)
Basic earnings per share	$ 2.26	$ 3.36	$ 0.45
Diluted Earnings per Share			
Earnings before extraordinary item and accounting change	$ 68.2	$ 104.2	$ 32.0
Early debt extinguishment costs, net of tax	-	-	(12.1)
Cumulative effect of accounting change for start-up costs, net of tax	-	-	(3.3)
Net earnings	68.2	104.2	16.6
Adjustments for deemed ESOP cash contribution in lieu of the ESOP Preferred dividend	(2.0)	(2.0)	(2.1)
Adjusted earnings attributable to common shareholders	$ 66.2	$ 102.2	$ 14.5
Weighted average common shares *(000s)*	29,040	30,170	30,388
Effect of dilutive securities:			
Dilutive effect of stock options	256	476	338
Common shares issuable upon conversion of the			

ESOP Preferred stock	1,721	1,804	1,866
Weighted average shares applicable to diluted earnings per share	31,017	32,450	32,592
Diluted earnings per share:			
Earnings before extraordinary item and accounting change	$ 2.14	$ 3.15	$ 0.91
Early debt extinguishment costs, net of tax	-	-	(0.37)
Cumulative effect of accounting change, net of tax	-	-	(0.10)
Diluted earnings per share	$ 2.14	$ 3.15	$ 0.44

The following options have been excluded for the respective years 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):

Exercise Price	Expiration	2000	1999	1998
$ 35.000	2008	245,000	-	-
35.625	2005	128,850	-	-
35.938	2008	280,550	-	-
44.313	2008	98,750	-	120,000
55.125	2009	242,338	259,650	-
Various	Various	35,946	-	4,000
Total		1,031,434	259,650	124,000

15. Financial Instruments and Risk Management

The company is subject to various risks and uncertainties due to our operations and business activities, 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 exposure to commodity price changes, changes in interest rates, fluctuations in foreign currencies and the company's common share repurchase program. Our objective in managing our 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. Our objective in managing our exposure to interest rate changes is to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we primarily use interest rate swaps, collars and options to manage our mix of floating and fixed-rate debt. Our objective in managing our 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 our 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, 2000, the company had aluminum forward contracts with notional amounts of $124 million hedging its aluminum purchase contracts. These forward contract agreements expire in less than one year. The fair value of these contracts at December 31, 2000, was $(2.4) million. The company's equity joint ventures also had aluminum forward contracts with notional amounts of $20 million hedging aluminum purchase contracts. These forward contract agreements expire at various times up to two years. The fair value of these contracts at December 31, 2000, was $0.2 million. 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. The fair value of these contracts at December 31, 1999, was $2.1 million.

Interest Rate Risk

Interest rate instruments held by the company at December 31, 2000 and 1999, included pay-floating and pay-fixed interest rate swaps, interest rate caps 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 at various times up to five years.

Interest rate swap agreements outstanding at December 31, 2000, had notional amounts of $10 million at a floating rate and $154 million at a fixed rate, or a net fixed position of $144 million. The company also entered into an interest rate cap agreement in 2000 with a notional amount of $10 million. At December 31, 1999, the agreements 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.

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 counter parties 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 we would pay or receive upon termination of the contracts at December 31, 2000 and 1999, taking into account any unrealized gains and losses on open contracts.

	2000		1999	
($ in millions)	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt	$ 1,078.8	$ 1,059.4	$ 1,139.5	$ 1,124.6

Unrealized net gain on derivative contracts relating to debt	-	1.3	-	8.0

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 in foreign countries. The company primarily 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, 2000, the notional amounts 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, were $7.7 million for the Brazilian Real, $1.3 million for the Euro and $0.5 million for the Thai baht. The fair value of these contracts as of December 31, 2000 was $0.2 million.

Equity

In connection with the company's ongoing share repurchase program, we sell 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, either in cash or shares. As such, the contracts are considered equity instruments and changes in the fair value are not recognized in our 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 we received $1.3 million in premiums for option contracts and in 2000 we paid $1.2 million to settle in cash those contracts that either matured with no value or were not purchased. As of December 31, 2000, there was one put option contract outstanding for 50,000 shares with a strike price of $45.06. The premiums received are shown as a reduction in treasury stock.

Also in connection with the ongoing share repurchase program, the company entered into a forward share repurchase agreement in 2000 to purchase shares of the company's common stock. During 2000 we purchased 580,300 shares under the agreement at an average price of $34.50. In January 2001 we purchased the 510,500 shares remaining under the agreement at an average price of $35.16.

New Accounting Pronouncement

SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," and SFAS No. 138, an amendment of SFAS 133, essentially require all derivatives to be recorded on the balance sheet at fair value and establish new accounting practices for hedge instruments. In connection with the adoption of these statements, which became effective for Ball on January 1, 2001, we expect the cumulative earnings effect of this change in accounting to be insignificant.

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, a portion of which is included in cost of sales, amounted to $14.4 million, $14 million and $23.7 million for the years 2000, 1999 and 1998, 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 we participate, our operations in developing markets outside the U.S., changing commodity prices for the materials used in the manufacture of our products and changing capital markets. Where practicable, we attempt 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.

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. Our 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.

2000 Quarterly Information

The company recorded an $83.4 million pretax charge ($55 million after tax, minority interests and equity earnings impacts) in the second quarter for packaging business consolidation and investment exit activities. Additional details about the charge and related activities are provided in Note 3.

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.

($ in millions except per share amounts)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
2000					
Net sales *(1)*	$ 846.0	$ 995.0	$ 996.0	$ 827.7	$3,664.7
Gross profit *(2)*	102.6	127.0	134.1	103.1	466.8
Net earnings	20.0	(15.4)	44.5	19.1	68.2
Preferred dividends, net of tax	(0.6)	(0.7)	(0.6)	(0.7)	(2.6)
Earnings (loss) attributable to common shareholders	$ 19.4	$ (16.1)	$ 43.9	$ 18.4	$ 65.6
Basic earnings (loss) per share	$ 0.65	$ (0.55)	$ 1.52	$ 0.65	$ 2.26
Diluted earnings (loss) per share	$ 0.62	$ (0.55)	$ 1.43	$ 0.62	$ 2.14
1999					
Net sales *(1)*	$ 848.7	$1,011.3	$1,026.5	$ 820.7	$3,707.2

Gross profit *(2)*	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
Basic earnings per 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

(1) EITF No. 00-10, which requires that shipping and handling fees be reported as a component of cost of sales, was adopted in the fourth quarter of 2000. The effect of this guidance resulted in offsetting increases in sales and cost of sales for both years. See Note 1 for more details.
(2) Gross profit is shown after depreciation and amortization of $133.8 million and $137.4 million for the years ended December 31, 2000 and 1999, 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 second quarter of 2000 is the same as the net loss per basic share because the assumed exercise of stock options and conversion of the ESOP Preferred stock would have been antidilutive.

Five-Year Review of Selected Financial Data
Ball Corporation and Subsidiaries

($ in millions, except per share amounts)	2000	1999	1998	1997	1996
Net sales	$ 3,664.7	$ 3,707.2	$ 2,995.7	$ 2,464.5	$ 2,252.7
Earnings from:					
Continuing operations	68.2	104.2	32.0	58.3	13.1
Discontinued operations	-	-	-	-	11.1
Earnings before cumulative effect of accounting change	68.2	104.2	32.0	58.3	24.2
Early debt extinguishment costs, net of tax	-	-	(12.1)	-	-
Cumulative effect of accounting change, net of tax *(1)*	-	-	(3.3)	-	-
Net earnings	68.2	104.2	16.6	58.3	24.2
Preferred dividends, net of tax	(2.6)	(2.7)	(2.8)	(2.8)	(2.9)
Earnings (loss) attributable to common shareholders	$ 65.6	$ 101.5	$ 13.8	$ 55.5	$ 21.3
Return on average common shareholders' equity	10.1%	16.2%	2.3%	9.3%	3.7%
Earnings per common share:					
Earnings from:					
Continuing operations	$ 2.26	$ 3.36	$ 0.96	$ 1.84	$ 0.34
Discontinued operations	-	-	-	-	0.36
Earnings before extraordinary item and cumulative effect of accounting change	2.26	3.36	0.96	1.84	0.70
Early debt extinguishment costs, net of tax	-	-	(0.40)	-	-
Cumulative effect of accounting change, net of tax *(1)*	-	-	(0.11)	-	-
Earnings per common share	$ 2.26	$ 3.36	$ 0.45	$ 1.84	$ 0.70
Weighted average common shares outstanding (000s)	29,040	30,170	30,388	30,234	30,314
Diluted earnings per share:					
Earnings from:					
Continuing operations	$ 2.14	$ 3.15	$ 0.91	$ 1.74	$ 0.34
Discontinued operations	-	-	-	-	0.34
Earnings before extraordinary item and cumulative effect of accounting change	2.14	3.15	0.91	1.74	0.68
Early debt extinguishment costs, net of tax	-	-	(0.37)	-	-
Cumulative effect of accounting change, net of tax *(1)*	-	-	(0.10)	-	-
Diluted earnings per share	$ 2.14	$ 3.15	$ 0.44	$ 1.74	$ 0.68
Diluted weighted average common shares outstanding (000s)	31,017	32,450	32,592	32,311	32,335
Property, plant and equipment additions	$ 98.7	$ 107.0	$ 84.2	$ 97.7	$ 196.1
Depreciation and amortization	$ 159.1	$ 162.9	$ 145.0	$ 117.5	$ 93.5
Total assets	$ 2,649.8	$ 2,732.1	$ 2,854.8	$ 2,090.1	$ 1,700.8
Total interest bearing debt and capital lease obligations *(3)*	$ 1,137.3	$ 1,196.7	$ 1,356.6	$ 773.1	$ 582.9
Common shareholders' equity	$ 639.6	$ 655.2	$ 594.6	$ 611.3	$ 586.7
Total capitalization *(3)*	$ 1,834.6	$ 1,907.3	$ 2,003.2	$ 1,459.0	$ 1,194.3
Debt-to-total capitalization *(3)*	62.0%	62.7%	67.7%	53.0%	48.8%
Cash dividends	$ 0.60	$ 0.60	$ 0.60	$ 0.60	$ 0.60
Book value	$ 22.80	$ 21.97	$ 19.52	$ 20.23	$ 19.22
Market value	$ 46.06	$ 39.38	$ 45.75	$ 35.38	$ 26.25
Annual return to common shareholders *(2)*	19.2%	(12.7)%	31.4%	37.4%	(3.2)%

(1) See the notes to the consolidated financial statements.
(2) Change in stock price plus dividend yield assuming reinvestment of dividends.
(3) 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, were:

	2000 1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	1999 1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
High	$ 43.25	$ 37.63	$ 36.38	$ 47.94	$ 46.94	$ 59.13	$ 52.44	$ 44.25
Low	26.00	29.25	31.13	28.56	39.25	42.25	42.56	35.38

A common stock dividend of $0.15 per share was paid in each of the 2000 and 1999 quarters.

Exhibit 21.1

SUBSIDIARY LIST*(1)*

Ball Corporation and Subsidiaries

The following is a list of subsidiaries of Ball Corporation (an Indiana Corporation).

Name	State or Country of Incorporation or Organization	Percentage Ownership(2)
Ball Capital Corp.	Colorado	100%
Ball Packaging Corp.	Colorado	100%
Ball Asia Services Limited	Delaware	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%
Sirba Solutions, Inc.	Delaware	100%
Ball Aerospace - (Australia), Pty Ltd.	Australia	100%
Ball Advanced Imaging & Management Solutions PTY LTD	Australia	100%
Ball AIMS (Malaysia) SDN BHD	Malaysia	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	100%
Hemei Containers (Tianjin) Co. Ltd.	PRC	66%
Tianjin MCP Cap Manufacture Company Limited	PRC	100%
Tianjin MCP Industries Limited	PRC	100%
Zhongfu (Taicang) Plastics Products Co. Ltd.	PRC	68%
GPT Global Packaging Technology AB	Sweden	100%

The following is a list of affiliates of Ball Corporation included in the financial statements under the equity or cost accounting methods:

Name	State or Country of Incorporation or Organization	Percentage Ownership(2)
Ball Western Can Company, LLC	Delaware	50%
Space Operations International LLC	Maryland	55%
Vexcel Corporation	Colorado	50%
EarthWatch Incorporated	Delaware	7%
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:

Name	State or Country of Incorporation or Organization	Percentage Ownership(2)
Suzhou M.C. Beverage Packaging Co. Ltd.	PRC	50%
Sanshui Jianlibao FTB Packaging Limited	PRC	34%
Guangzhou M.C. Packaging Limited	PRC	29%
Qingdao M.C. Packaging Limited	PRC	39%
Richmond Systempak Limited	Hong Kong	32%
Hangzhou Cofco-M.C. Packaging Company Limited	PRC	24%

(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, 333-84561 and 333-52862) of Ball Corporation of our report dated January 24, 2001 relating to the financial statements, which appear in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Denver, Colorado

March 30, 2001

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, Raymond J. Seabrook and Albert R. Schlesinger, 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, 2001

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

/s/Raymond J. Seabrook
Raymond J. Seabrook Officer

/s/Albert R. Schlesinger
Albert R. Schlesinger 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

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 several different contexts; for example, 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.
- Competition in pricing and the possible decrease in, or loss of, sales resulting therefrom; loss of profitability and plant closures, as well as the impact of price increases on financial results.
- The timing and extent of regulation or deregulation, competition in each line of business, product development and introductions and technology changes.
- Ball's ability or inability to have available sufficient production capacity in a timely manner.
- Overcapacity in foreign and domestic metal and plastic container industry production facilities and its impact on pricing and financial results.
- Difficulties in obtaining raw materials, supplies, energy such as gas and electric 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 or inability 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 or inability to pass on to customers changes in raw material cost, particularly resin, steel and aluminum.
- International business and market 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.
- The ability or inability to obtain adequate credit resources for foreseeable financing requirements of the company's businesses.
- Undertaking successful and 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 ability or inability to achieve technological and product advances in the company's businesses.
- 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.
- Actual vs. estimated business consolidation and investment exit costs and the estimated net realizable values of assets associated with such activities.
- Fluctuation in the fiscal and monetary policy established by the U.S. government.