

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-3**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**BALL CORPORATION**  
(Exact name of registrant as specified in its charter)

**Indiana** **35-0160610**  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)

**10 Longs Peak Drive, P.O. Box 5000**  
**Broomfield, Colorado 80021-2510**  
**(303) 469-3131**  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

**Charles E. Baker**  
**Vice President, General Counsel and Corporate Secretary**  
**Ball Corporation**  
**10 Longs Peak Drive, P.O. Box 5000**  
**Broomfield, Colorado 80021-2510**  
**(303) 469-3131**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copy to:**

**Charles W. Mulaney, Jr.**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**155 North Wacker Drive**  
**Chicago, Illinois 60606**  
**(312) 407-0700**

**From time to time after the effective date of this Registration Statement**  
(Approximate date of commencement of proposed sale to the public)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐  
(do not check if a  
smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be registered(1)	Proposed maximum offering price per	Proposed maximum aggregate offering	Amount of registration fee(1)
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	security(1)	price(1)
Debt Securities	—	—
Common Stock, without par value(2)	—	—
Preferred Stock	—	—
Warrants	—	—
Guarantees of the Debt Securities(3)	—	—

- (1) An indeterminate aggregate initial offering price, principal amount or number of the securities of each identified class is being registered as may from time to time be issued at indeterminate prices or upon conversion, exchange or exercise of securities registered hereunder to the extent any such securities are, by their terms, convertible into, or exchangeable or exercisable for, such securities. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities. In accordance with Rule 456(b) and Rule 457(r), the Registrant is deferring payment of the entire registration fee.
- (2) Including rights to acquire Series A Junior Participating Preferred Stock pursuant to the Registrant's rights plan.
- (3) Guarantees of the debt securities may be issued by subsidiaries of Ball Corporation that are listed on the following page under the caption "Table of Additional Registrants." Pursuant to Rule 457(o), no separate registration fee is payable in respect of the registration of the guarantees.

# TABLE OF ADDITIONAL REGISTRANTS

<u>Exact Name of Additional Registrants</u>	<u>Jurisdiction of Incorporation</u>	<u>I.R.S. Employer Identification Number</u>
Ball Advanced Aluminum Technologies Corp.*	Delaware	54-1344175
Ball Aerosol and Specialty Container Holding Corporation*	Delaware	06-1094196
Ball Aerosol and Specialty Container Inc.*	Delaware	06-1145011
Ball Aerospace & Technologies Corp.*	Delaware	84-1315001
Ball Asia Services Limited*	Delaware	35-1266192
Ball Container LLC*	Delaware	27-0671085
Ball Corporation*	Nevada	35-1687923
Ball Delaware Holdings, LLC*	Delaware	26-4668418
Ball Glass Containers, Inc.*	Delaware	35-1602255
Ball Holdings Corp.*	Delaware	84-1428301
Ball Holdings LLC*	Delaware	27-0670877
Ball Metal Beverage Container Corp.*	Colorado	84-1326644
Ball Metal Container Corporation*	Indiana	35-1779013
Ball Metal Food Container Corp.*	Delaware	22-2414869
Ball Metal Food Container, LLC*	Delaware	84-1534521
Ball Packaging Corp.*	Colorado	84-1326640
Ball Pan-European Holdings, Inc. 14270 Ramona Avenue Chino, California 91710 (909) 517-2700	Delaware	33-1022314
Ball Plastic Container Corp.*	Colorado	84-1326643
Ball Technologies Holdings Corp.*	Colorado	84-1220333
Latas de Aluminio Ball, Inc.*	Delaware	54-1088943
USC May Verpackungen Holding Inc.*	Delaware	36-4335392

\* Address and telephone number of principal executive offices are the same as those of Ball Corporation, a Delaware corporation.



## Ball Corporation

**Debt Securities  
Common Stock  
Preferred Stock  
Warrants**

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From time to time, we may offer debt securities, common stock, preferred stock or warrants.

In addition, selling shareholders to be named in a prospectus supplement may offer and sell, from time to time, shares of Ball Corporation common stock in such amounts as set forth in a prospectus supplement. Unless otherwise set forth in a prospectus supplement, we will not receive any proceeds from the sale of shares of our common stock by any selling shareholders.

We will provide the specific terms of any offering and the offered securities in supplements to this prospectus. Any prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and the accompanying prospectus supplement carefully before you make your investment decision.

We may sell the securities to or through underwriters, and also to other purchasers or through agents. The names of the underwriters will be stated in the prospectus supplements and other offering material. We may also sell securities directly to investors.

This prospectus may not be used to sell securities unless accompanied by a prospectus supplement which will describe the method and terms of the related offering.

Our common stock is listed on the New York Stock Exchange under the symbol "BLL." Each prospectus supplement will indicate if the securities offered thereby will be listed on any securities exchange.

**Investing in our securities involves risks. You should carefully read and consider the risk factors included in our periodic reports, in any prospectus supplements relating to specific offerings of securities and in other documents that we file with the Securities and Exchange Commission. See "Risk Factors" on page 5.**

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**None of the Securities and Exchange Commission, any other state securities commission or any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

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The date of this prospectus is February 23, 2012

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## ABOUT THIS PROSPECTUS

This prospectus is part of an "automatic shelf" registration statement that we filed with the Securities and Exchange Commission, or the SEC, as a "well known seasoned issuer" as defined in Rule 405 under the Securities Act of 1933, as amended, or the Securities Act. Under this shelf registration process, (1) Ball Corporation may sell, from time to time, an indeterminate amount of any combination of debt securities, common stock, preferred stock or warrants, as described in this prospectus, in one or more offerings and (2) selling shareholders to be named in a prospectus supplement may, from time to time, sell common stock in one or more offerings. This prospectus provides you with a general description of the securities that Ball Corporation and selling shareholders may offer. Each time that securities are sold, a prospectus supplement containing specific information about the terms of that offering, including the securities offered, will be provided. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and any prospectus supplement, together with the additional information described below under the headings "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference."

You should rely only on the information contained or incorporated by reference in this prospectus and any prospectus supplement. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information contained in this prospectus or any prospectus supplement is accurate on any date other than the date on the front cover of such documents or that any information we have incorporated by reference is correct on any date subsequent to the date of the document incorporated by reference, even though this prospectus or any prospectus supplement is delivered or securities are sold on a later date. Neither the delivery of this prospectus or any applicable prospectus supplement nor any distribution of securities pursuant to such documents shall, under any circumstances, create any implication that there has been no change in the information set forth in this prospectus or any applicable prospectus supplement or in our affairs since the date of this prospectus or any applicable prospectus supplement.

Our principal offices are located at 10 Longs Peak Drive, P.O. Box 5000, Broomfield, Colorado 80021-2510 and our telephone number is (303) 469-3131.

## WHERE YOU CAN FIND MORE INFORMATION

Ball Corporation files annual, quarterly and special reports, proxy statements and other information with the SEC. You can inspect and copy these reports, proxy statements and other information, including the registration statement of which this prospectus is a part, at the Public Reference Room of the SEC, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. Ball Corporation's SEC filings are also available to you on the SEC's website at <http://www.sec.gov> and through the New York Stock Exchange, 20 Broad Street, New York, NY 10005, on which Ball Corporation's common stock is listed.

This prospectus and any prospectus supplement, which form a part of the registration statement, do not contain all the information that is included in the registration statement. You will find additional information about us in the registration statement. Any statements made in this prospectus or any prospectus supplement concerning the provisions of legal documents are not necessarily complete and you should read the documents that are filed as exhibits to the registration statement or otherwise filed with the SEC for a more complete understanding of the document or matter.

## INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

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

- Our Annual Report on Form 10-K for the fiscal year ended December 31, 2011.
- Our Current Report on Form 8-K filed with the SEC on January 26, 2012.
- The description of our common stock contained in our Registration Statement on Form 8-A filed with the SEC on November 5, 1973, including any amendments or reports filed with the SEC for the purpose of updating such description.
- The description of our Rights Agreement and Series A Junior Participating Preferred Stock contained in our Registration Statement on Form 8-A (File No. 001-07349) filed with the SEC on August 3, 2006, as amended, including any amendments or reports filed with the SEC for the purpose of updating such description.

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

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

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

## DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

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

Factors that could cause our actual results or outcomes to differ materially from those discussed in the forward-looking statements are disclosed under "Risk Factors" in our periodic reports, in any prospectus supplements relating to specific offerings of securities and in other documents that we file with the SEC. Some of the factors that we believe could affect our results include, but are not limited to:

- fluctuation in customer and consumer growth, demand and preferences;
- loss of one or more major customers or changes to contracts with one or more customers;
- insufficient production capacity or overcapacity in foreign and domestic metal container industry production facilities and its impact on pricing;
- changes in senior management;
- the ongoing global recession and its effects on liquidity, credit risk, asset values and the economy;
- failure to achieve anticipated productivity improvements or production cost reductions, including those associated with capital expenditures;
- changes in climate and weather;
- fruit, vegetable and fishing yields;
- power and natural resource costs or difficulty in obtaining supplies and energy, such as gas and electric power;
- availability and cost of raw materials, as well as the increases in steel, aluminum and energy costs, and the ability or inability to include or pass on to customers changes in raw material costs;
- changes in the pricing of our products and services; competition in pricing and the possible decrease in, or loss of, sales resulting therefrom;
- insufficient or reduced cash flow;
- the number and timing of the purchases of our common stock;
- the effects of restrictive legislation, including with respect to packaging, such as recycling laws;
- interest rates affecting our debt;
- labor strikes;



- increases and trends in various employee benefits and labor costs, including pension, medical and health care costs as well as the rates of return projected and earned on assets and discount rates used to measure future obligations and expenses of our defined benefit retirement plans;
- antitrust, intellectual property, consumer and other litigation;
- maintenance and capital expenditures;
- goodwill impairment;
- changes in generally accepted accounting principles or their interpretation;
- the authorization, funding, availability and returns of contracts for the aerospace and technologies segment and the nature and continuation of those contracts and related services provided thereunder;
- delays, extensions and technical uncertainties, as well as schedules of performance associated with such segment contracts;
- political and economic instability, including periodic sell-offs on global equity markets, sanctions and the devaluation or revaluation of certain currencies;
- business risks with respect to changes in currency exchange rates;
- terrorist activity or war that disrupts our production or supply
- regulatory action or laws affecting us or our customers or suppliers, or any of their respective products, including tax, environmental, health and workplace safety, including in respect of climate change, or chemicals or substances used in raw materials or in the manufacturing process, particularly publicity concerning Bisphenol-A, or BPA, a chemical used in the manufacture of epoxy coatings applied to many types of containers (including certain of those produced by us);
- technological developments and innovations;
- successful or unsuccessful acquisitions, joint ventures, or divestitures and the integration activities associated therewith;
- changes to unaudited results due to statutory audits of our financial statements or management's evaluation of the our internal control over financial reporting; ongoing uncertainties surrounding sovereign debt of various European countries, including Greece, Portugal, Spain and Italy, as well as ratings agency downgrades of various government's debt; and
- loss contingencies related to income and other tax matters, including those arising from audits performed by national and local tax authorities.

If we are unable to achieve our goals, then our actual performance could vary materially from the goals we have expressed or implied in the forward-looking statements. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this prospectus may not in fact occur. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the SEC, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **BALL CORPORATION**

We are a supplier of metal packaging to the beverage, food, personal care and household products industries and a supplier of aerospace systems for civil, commercial and national security aerospace markets.

Ball Corporation was organized in 1880 and incorporated in Indiana in 1922. Ball Corporation's principal executive offices are located at 10 Longs Peak Drive, P.O. Box 5000, Broomfield, Colorado 80021-2510, and its telephone number is (303) 469-3131.

You can get more information regarding our business by reading our Annual Report on Form 10-K for the fiscal year ended December 31, 2011, and the other reports we file with the SEC. See "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference."

## **RISK FACTORS**

Investing in our securities involves risk. Before you decide whether to purchase any of our securities, in addition to the other information, documents or reports included or incorporated by reference into this prospectus and any prospectus supplement or other offering materials, you should carefully consider the risk factors in the section entitled "Risk Factors" in any prospectus supplement, in our most recent Annual Report on Form 10-K and in any Quarterly Reports on Form 10-Q filed by us subsequent to such Annual Report on Form 10-K, as the same may be amended, supplemented or superseded from time to time by our filings under the Exchange Act. For more information, see the section entitled "Where You Can Find More Information." These risks could materially and adversely affect our business, results of operations and financial condition and could result in a partial or complete loss of your investment.

## **USE OF PROCEEDS**

We intend to use the net proceeds from the sales of the securities offered by us as set forth in the applicable prospectus supplement. Unless otherwise set forth in a prospectus supplement, we will not receive any proceeds from the sale of shares of our common stock by any selling shareholders.

## DESCRIPTION OF DEBT SECURITIES AND GUARANTEES

We may offer secured or unsecured debt securities, which may be convertible. Our debt securities and any related guarantees will be issued under an indenture, dated March 27, 2006, between us and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), as trustee. The debt securities will be structurally subordinated to all existing and future liabilities, including trade payables, of our subsidiaries that do not guarantee the debt securities, and the claims of creditors of those subsidiaries, including trade creditors, will have priority as to the assets and cash flows of those subsidiaries.

We have summarized certain general features of the debt securities from the indenture. A copy of the indenture is attached as an exhibit to the registration statement of which this prospectus forms a part. The following description of the terms of the debt securities and the guarantees sets forth certain general terms and provisions. The particular terms of the debt securities and guarantees offered by any prospectus supplement and the extent, if any, to which such general provisions may apply to the debt securities and guarantees will be described in the related prospectus supplement. Accordingly, for a description of the terms of a particular issue of debt securities, reference must be made to both the related prospectus supplement and to the following description.

### General

The aggregate principal amount of debt securities that may be issued under the indenture is unlimited. The debt securities may be issued in one or more series as may be authorized from time to time.

Reference is made to the applicable prospectus supplement for the following terms of the debt securities (if applicable):

- title and aggregate principal amount;
- whether the securities will be senior or subordinated;
- applicable subordination provisions, if any;
- whether securities issued by us will be entitled to the benefits of the guarantees or any other form of guarantee;
- conversion or exchange into other securities;
- whether securities issued by us will be secured or unsecured, and if secured, what the collateral will consist of;
- percentage or percentages of principal amount at which such securities will be issued;
- maturity date(s);
- interest rate(s) or the method for determining the interest rate(s);
- dates on which interest will accrue or the method for determining dates on which interest will accrue and dates on which interest will be payable;
- redemption (including upon a "change of control") or early repayment provisions;
- authorized denominations;
- form;
- amount of discount or premium, if any, with which such securities will be issued;

- whether such securities will be issued in whole or in part in the form of one or more global securities;
- identity of the depositary for global securities;
- whether a temporary security is to be issued with respect to such series and whether any interest payable prior to the issuance of definitive securities of the series will be credited to the account of the persons entitled thereto;
- the terms upon which beneficial interests in a temporary global security may be exchanged in whole or in part for beneficial interests in a definitive global security or for individual definitive securities;
- conversion or exchange features;
- any covenants applicable to the particular debt securities being issued;
- any defaults and events of default applicable to the particular debt securities being issued;
- currency, currencies or currency units in which the purchase price for, the principal of and any premium and any interest on, such securities will be payable;
- time period within which, the manner in which and the terms and conditions upon which the purchaser of the securities can select the payment currency;
- securities exchange(s) on which the securities will be listed, if any;
- whether any underwriter(s) will act as market maker(s) for the securities;
- extent to which a secondary market for the securities is expected to develop;
- additions to or changes in the events of default with respect to the securities and any change in the right of the trustee or the holders to declare the principal, premium and interest with respect to such securities to be due and payable;
- provisions relating to covenant defeasance and legal defeasance;
- provisions relating to satisfaction and discharge of the indenture;
- provisions relating to the modification of the indenture both with and without the consent of holders of debt securities issued under the indenture; and
- additional terms not inconsistent with the provisions of the indenture.

One or more series of debt securities may be sold at a substantial discount below their stated principal amount, bearing no interest or interest at a rate which at the time of issuance is below market rates. One or more series of debt securities may be variable rate debt securities that may be exchanged for fixed rate debt securities.

United States federal income tax consequences and special considerations, if any, applicable to any such series will be described in the applicable prospectus supplement.

Debt securities may be issued where the amount of principal and/or interest payable is determined by reference to one or more currency exchange rates, commodity prices, equity indices or other factors. Holders of such securities may receive a principal amount or a payment of interest that is greater than or less than the amount of principal or interest otherwise payable on such dates, depending upon the value of the applicable currencies, commodities, equity indices or other factors. Information as to the methods for determining the amount of principal or interest, if any, payable on any date, the currencies, commodities, equity indices or other factors to which the amount payable on such date is

linked and certain additional United States federal income tax considerations will be set forth in the applicable prospectus supplement.

The term "debt securities" includes debt securities denominated in U.S. dollars or, if specified in the applicable prospectus supplement, in any other freely transferable currency or units based on or relating to foreign currencies.

We expect most debt securities to be issued in fully registered form without coupons and in denominations of \$1,000 or \$5,000 and any integral multiples thereof. Subject to the limitations provided in the indenture and in the prospectus supplement, debt securities that are issued in registered form may be transferred or exchanged at the office of the trustee maintained in the Borough of Manhattan, The City of New York or the principal corporate trust office of the trustee, without the payment of any service charge, other than any tax or other governmental charge payable in connection therewith.

#### **Guarantees**

Any debt securities may be guaranteed by one or more of our direct or indirect subsidiaries. Each prospectus supplement will describe any guarantees for the benefit of the series of debt securities to which it relates, including required financial information of the subsidiary guarantors, as applicable.

#### **Global Securities**

The debt securities of a series may be issued in whole or in part in the form of one or more global securities that will be deposited with, or on behalf of, a depositary (the "depositary") identified in the prospectus supplement. Global securities will be issued in registered form and in either temporary or definitive form. Unless and until it is exchanged in whole or in part for the individual debt securities, a global security may not be transferred except as a whole by the depositary for such global security to a nominee of such depositary or by a nominee of such depositary to such depositary or another nominee of such depositary or by such depositary or any such nominee to a successor of such depositary or a nominee of such successor. The specific terms of the depositary arrangement with respect to any debt securities of a series and the rights of and limitations upon owners of beneficial interests in a global security will be described in the applicable prospectus supplement.

#### **Governing Law**

The indenture, the debt securities and the guarantees shall be construed in accordance with and governed by the laws of the State of New York, without giving effect to the principles thereof relating to conflicts of law.

## DESCRIPTION OF CAPITAL STOCK

*The following is a description of certain material terms of our amended articles of incorporation, our bylaws and our rights plan and of certain provisions of Indiana law. The following summary does not purport to be complete and is qualified in its entirety by reference to our amended articles of incorporation, our bylaws and our rights plan, copies of which are incorporated by reference as exhibits to the registration statement of which this prospectus forms a part, and the relevant provisions of Indiana law.*

### General

Our authorized capital structure consists of:

- 550,000,000 shares of common stock, without par value; and
- 15,000,000 shares of preferred stock, without par value, including 550,000 authorized shares of Series A Junior Participating Preferred Stock.

As of February 15, 2012, there were 156,118,400 shares of common stock and no shares of preferred stock issued and outstanding.

### Common Stock

#### *Voting*

The holders of our common stock are entitled to one vote for each share held of record on each matter submitted to a vote of shareholders, including the election of directors, and do not have any right to cumulate votes in the election of directors.

#### *Dividends*

Subject to the rights and preferences of the holders of any series of preferred stock which may at the time be outstanding, holders of our common stock are entitled to such dividends as our board of directors may declare out of funds legally available.

#### *Liquidation Rights*

In the event of any liquidation, dissolution or winding-up of our affairs, after payment of all of our debts and liabilities and subject to the rights and preferences of the holders of any series of our preferred stock, the holders of our common stock will be entitled to receive the distribution of any of our remaining assets.

#### *Other matters*

Holders of our common stock have no conversion, preemptive or other subscription rights and there are no redemption rights or sinking fund provisions with respect to the common stock.

### Preferred Stock

We are authorized to issue up to 15,000,000 shares of preferred stock in one or more series. Our amended articles of incorporation authorize our board of directors to determine and state the designations and the relative rights (including, if any, conversion rights, participation rights, voting rights, dividend rights and stated, redemption and liquidation values), preferences, limitations and restrictions of each unissued series. All shares of preferred stock of the same series must be identical with each other in all respects. Our board may authorize the issuance of preferred stock with voting or conversion rights that could adversely affect the voting power or other rights of the holders of our common stock.

When we issue preferred stock, we will provide specific information about the particular class or series being offered in a prospectus supplement. This information will include some or all of the following:

- the title or designation of the series;
- the number of shares to be included in the series;
- whether dividends, if any, will be cumulative or noncumulative and the dividend rate of the series;
- the conditions upon which and the dates at which dividends, if any, will be payable, and the relation that such dividends, if any, will bear to the dividends payable on any other class or classes of stock;
- the redemption rights and price or prices, if any, for shares of the series and at whose option such redemption may occur, and any limitations, restrictions or conditions on such redemption;
- the terms and amounts of any sinking fund provided for the purchase or redemption of shares of the series;
- the amounts payable on and the preferences, if any, of shares of the series, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of Ball Corporation;
- whether the preferred stock being offered will be listed on any securities exchange;
- if necessary, a discussion of certain federal income tax considerations applicable to the preferred stock being offered;
- the voting rights, in addition to the voting rights provided by law, if any, of the holders of shares of such series; and
- any other relative rights, preferences, limitations and powers not inconsistent with applicable law or our articles of incorporation or our bylaws then in effect.

Upon issuance, the shares of preferred stock will be fully paid and nonassessable, which means that its holders will have paid their purchase price in full and we may not require them to pay additional funds.

#### **Certain Anti-Takeover Matters**

Certain provisions of our amended articles of incorporation and our bylaws, as well as certain provisions of the Indiana Business Corporation Law, may have the effect of encouraging persons considering unsolicited tender offers or other unilateral takeover proposals to negotiate with our board of directors rather than pursue non-negotiated takeover attempts. These provisions include:

##### *Classified Board of Directors*

The Indiana Business Corporation Law was amended effective July 1, 2009, to require every corporation that has a class of voting shares registered with the SEC under Section 12 of the Exchange Act to maintain a classified board structure whereby its directors are elected for staggered terms in office. Corporations that were publicly-held at the time the classified board mandate became effective had until July 31, 2009, to amend their bylaws to elect not to be subject to this requirement. We did not amend our bylaws within the prescribed time and, accordingly, we are required to maintain our current classified board structure. Our amended articles of incorporation and bylaws provide for a board of directors consisting of eleven members, divided into three classes, as nearly equal in number as possible, with directors serving staggered three-year terms. Subject to the right of holders of any series of preferred stock to elect directors, shareholders elect one class constituting approximately

one-third of the board of directors for a three-year term at each annual meeting of shareholders. As a result, at least two annual meetings of shareholders may be required for the shareholders to change a majority of the board of directors.

The classification of directors makes it more difficult to change the composition of the board of directors and instead promotes a continuity of existing management.

#### *Removal of Directors Only for Cause; Filling Vacancies*

Our amended articles of incorporation provide that, subject to the right of holders of any series of preferred stock to elect directors, any director may be removed from office, but only for cause and only by the affirmative vote of the holders of at least 75% of the combined voting power of the outstanding shares of our capital stock entitled to vote generally in the election of directors. Our amended articles of incorporation also provide that, subject to the right of holders of any series of preferred stock to elect directors, any newly created directorships resulting from an increase in the number of directors and any vacancy on the board shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum. Any director elected in accordance with the preceding sentence will hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the board of directors shall shorten the term of any incumbent director.

The director removal and vacancy provisions restrict the ability of a third party to remove incumbent directors and simultaneously gain control of the board of directors by filling the vacancies created by removal with its own nominees.

#### *Advance Notice Requirements*

Our bylaws set forth advance notice procedures with regard to shareholder nomination of candidates for election as directors and shareholder proposals of business to be presented at annual meetings of shareholders. These procedures provide that notice of such shareholder nominations or proposals must be given timely in proper written form to the Secretary of Ball Corporation prior to the meeting at which the shareholder nominee or such business is to be considered. Generally, to be timely, notice must be received at our principal executive offices not less than 90 days nor more than 120 days prior to the meeting. To be in proper written form, the notice must contain the information required by our bylaws, including information regarding the proposal and the proponent. The advance notice requirements may have the effect of discouraging a potential acquiror from conducting a proxy contest to elect directors or otherwise attempting to influence or gain control of our company.

#### *Special Meetings of Shareholders*

Our bylaws do not grant shareholders the right to call a special meeting of shareholders. Under our bylaws, special meetings of shareholders may be called only by our chairman of the board or by the board of directors or as otherwise may be required by law.

#### *Restrictions on Certain Related Party Business Combination Transactions*

In order to approve certain business combination transactions involving related parties, our amended articles of incorporation require the affirmative vote of the holders of at least 75% of the



then outstanding shares of our capital stock entitled to vote generally in the election of directors. These related party business combination transactions include:

- any merger or consolidation of us or any of our subsidiaries with (1) any related party or (2) any other person or entity who or which is, or after such merger or consolidation would be, an affiliate or associate of the related party;
- any sale, lease, exchange, mortgage, pledge, transfer or other disposition to any related party or an affiliate or associate of a related party of any assets of Ball Corporation or any of our subsidiaries having an aggregate fair market value of \$10,000,000 or more;
- any issuance or transfer by us or any of our subsidiaries of any securities having an aggregate fair market value of \$10,000,000 or more of Ball Corporation or any of our subsidiaries to any related party or an affiliate or associate of a related party in exchange for cash, securities or property (or combination thereof);
- the adoption of any plan or proposal for the liquidation or dissolution of us proposed by or on behalf of a related party or an affiliate or associate of a related party;
- any reclassification of securities or recapitalization of us, or any merger or consolidation of us with any of our subsidiaries or any other transaction that has the effect, either directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of us or any of our subsidiaries that is directly or indirectly owned by any related party or an affiliate or associate of a related party; or
- any agreement, contract or other arrangement providing for any one or more of the transactions mentioned above.

A related party is a person or entity who or which (1) is the beneficial owner of more than 10% of the voting power of our outstanding capital stock entitled to vote generally in the election of directors; or (2) is one of our affiliates or associates and at any time within the two-year period immediately prior to the date in question was the beneficial owner of 10% or more of the voting power of our outstanding capital stock entitled to vote generally in the election of directors; or (3) is an assignee of or has otherwise succeeded to any shares of our voting stock that were at any time within the two-year period immediately prior to the date in question beneficially owned by any related party, if such assignment or succession shall have occurred in the course of a transaction not involving a public offering within the meaning of the Securities Act.

The supermajority voting requirement does not apply, however, if:

- the related party business combination transaction is approved by a majority of directors who are unaffiliated with the related party and who were directors before such person or entity became a related party; or
- specified price, form of consideration and procedural requirements have been met.

#### *Amendment of Articles and Bylaws*

Our amended articles of incorporation require the affirmative vote of the holders of at least 75% of the voting power of the outstanding shares of our capital stock entitled to vote generally in the election of directors to alter, amend, repeal or adopt any provision inconsistent with certain provisions of our amended articles of incorporation, including those described above. Our bylaws may be altered, added to, amended or repealed only by our board of directors. Shareholders do not have this authority.

### *Rights Plan Provisions*

On July 26, 2006, our board of directors declared a dividend of one right for each outstanding share of our common stock to shareholders of record at the close of business on August 7, 2006 and the attachment of one right for each subsequently issued share of common stock. Each right entitles the holder to purchase one one-thousandth of a share of Series A Junior Participating Preferred Stock at an exercise price of \$185 per right. As a result of the two-for-one split of our common stock in February 2011, each right attaching to a share has automatically split so that one-half of a right is currently attached to each outstanding share of our common stock, and one-half of a right attaches to each newly-issued share of our common stock. The description and terms of the rights are set forth in a Rights Agreement, dated as of July 26, 2006, between us and Computershare Investor Services LLC, as rights agent, as amended.

Generally, if a person or group acquires 10% or more (or, in the case of certain passive investors, 15% or more) of our 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 our common stock at a 50% discount. Generally, certain passive investors who do not state an intention (or reserve the right) to control or influence the Company's management or policies may continue to acquire up to 15% of the Company's common stock under certain circumstances. The rights, which expire in August 6, 2016, are redeemable by us at a redemption price of \$0.01 per right.

The rights have certain anti-takeover effects. The rights will cause substantial dilution to a person or group that attempts to acquire our company in certain circumstances. Accordingly, the existence of the rights may deter certain acquirors from making takeover proposals or tender offers. However, the rights are not intended to prevent a takeover, but rather are designed to enhance the ability of the board of directors to negotiate with a potential acquiror on behalf of all of the shareholders.

### *Indiana Business Combinations Statute*

We are subject to Chapter 43, the Business Combinations Chapter, of the Indiana Business Corporation Law. Our bylaws provide that Chapter 42, the Control Share Acquisition Chapter, of the Indiana Business Corporation Law shall not apply to control share acquisitions of shares of our capital stock.

Subject to exceptions set forth in the Business Combinations Chapter, that Chapter prohibits an Indiana corporation from engaging in certain business combination transactions, including transactions similar to the related party business combination transactions described above, with any interested shareholder for a period of five years following the date that the shareholder first became an interested shareholder, unless the business combination or the purchase of shares made by the interested shareholder on such date is approved by the board of directors of the corporation prior to such date. If prior approval of the board of directors is not obtained, several price and procedural requirements must be met before the business combination may be completed.

In general, the Business Combinations Chapter defines an interested shareholder as any person who or which (1) is the beneficial owner of 10% or more of the voting power of the outstanding voting shares of the corporation or (2) is an affiliate or associate of the corporation and at any time within the five year period immediately before the date in question was the beneficial owner of 10% or more of the voting power of the then outstanding shares of the corporation.

### **Transfer Agent**

The transfer agent and registrar for our common stock is Computershare Trust Company.

## DESCRIPTION OF WARRANTS

We may issue warrants to purchase debt securities, preferred stock or common stock, collectively, the underlying warrant securities, and such warrants may be issued independently or together with any such underlying warrant securities and may be attached to or separate from such underlying warrant securities. Each series of warrants will be issued under a separate warrant agreement to be entered into between us and a warrant agent. The warrant agent will act solely as our agent in connection with the warrants of such series and will not assume any obligation or relationship of agency for or with holders or beneficial owners of warrants.

The applicable prospectus supplement will describe the specific terms of any warrants offered thereby, including:

- the title or designation of such warrants;
- the aggregate number of such warrants;
- the price or prices at which such warrants will be issued;
- the currency or currencies, including composite currencies or currency units, in which the exercise price of such warrants may be payable;
- the designation, aggregate principal amount and terms of the underlying warrant securities purchasable upon exercise of such warrants, and the procedures and conditions relating to the exercise of the warrant securities;
- the price at which the underlying warrant securities purchasable upon exercise of such warrants may be purchased;
- the date on which the right to exercise such warrants shall commence and the date on which such right shall expire;
- whether such warrants will be issued in registered form or bearer form;
- if applicable, the minimum or maximum amount of such warrants which may be exercised at any one time;
- if applicable, the designation and terms of the underlying warrant securities with which such warrants are issued and the number of such warrants issued with each such underlying warrant security;
- if applicable, the currency or currencies, including composite currencies or currency units, in which any principal, premium, if any, or interest on the underlying warrant securities purchasable upon exercise of the warrant will be payable;
- if applicable, the date on and after which such warrants and the related underlying warrant securities will be separately transferable;
- information with respect to book-entry procedures, if any;
- if necessary, a discussion of certain federal income tax considerations; and
- any other terms of such warrants, including terms, procedures and limitations relating to the exchange and exercise of such warrants.

## **SELLING SHAREHOLDERS**

Information regarding the beneficial ownership of our common stock by selling shareholders, the number of shares being offered by selling shareholders, the number of shares beneficially owned by a selling shareholder after the applicable offering and whether any of the selling shareholders has held any position or office with, has been employed by or otherwise has had a material relationship with us during the prior three years, where applicable, will be set forth in a prospectus supplement, in a post-effective amendment, or in filings we make with the SEC under the Exchange Act which are incorporated by reference.

## **LEGAL MATTERS**

Unless otherwise specified in a prospectus supplement accompanying this prospectus, Skadden, Arps, Slate, Meagher & Flom LLP, Chicago, Illinois, and Charles E. Baker, Vice President, General Counsel and Corporate Secretary of Ball Corporation, will provide opinions regarding the authorization and validity of the securities. Additional legal matters may be passed on for us, or any underwriters, dealers or agents, by counsel which we will name in the applicable prospectus supplement.

## **EXPERTS**

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2011 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

## PART II

### Information Not Required in Prospectus

#### Item 14. Other Expenses of Issuance and Distribution

The following table sets forth the estimated expenses relating to the issuance and distribution of the securities being registered, other than underwriting discounts and commissions, to be paid by the registrant.

	Amount to be Paid
SEC registration fee	*
Trustee's fees and expenses	**
Printing and engraving fees and expenses	**
Accounting fees and expenses	**
Legal fees and expenses	**
Rating agency fees	**
Miscellaneous	**
Total	**

\* To be deferred pursuant to Rule 456(b) and calculated in connection with an offering of securities under this registration statement pursuant to Rule 457(r) under the Securities Act of 1933, as amended.

\*\* An estimate of the aggregate expenses in connection with the sale and distribution of the securities being offered will be included in the applicable prospectus supplement.

#### Item 15. Indemnification of Directors and Officers

The following summary is qualified in its entirety by reference to the complete text of the statute, the amended articles of incorporation and the bylaws referred to below.

Ball Corporation is empowered by Chapter 37 of the Indiana Business Corporation Law (the "IBCL"), subject to the procedures and limitations therein, to indemnify any person against expenses (including attorneys' fees) and the obligation to pay a judgment, settlement, penalty, fine or reasonable expenses incurred with respect to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, in which such person is made a party because such person is or was a director, officer, employee or agent of Ball Corporation if his or her conduct was in good faith and he or she reasonably believed that, if acting in the individual's official capacity, the conduct was in the best interests of the corporation and in all other cases, the conduct was not opposed to the corporation's best interests. In the case of any criminal proceeding, Ball Corporation is empowered to indemnify a person if he or she had reasonable cause to believe the conduct was lawful or had no reasonable cause to believe the conduct was unlawful. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under a corporation's articles of incorporation or bylaws, resolution of the board of directors or of the shareholders, or otherwise. In addition, unless limited by its articles of incorporation, a corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because he or she is or was a director or officer of the corporation against reasonable expenses incurred by him or her in connection with the proceeding. A corporation has the power to purchase and maintain insurance on behalf of any of the persons described above against any liability asserted against or incurred by such person in any of the capacities described above, or arising

out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under the IBCL.

Article XII, Section B of Ball Corporation's amended articles of incorporation obligates Ball Corporation to indemnify any person in connection with any liability arising by reason of such person's status as a past or present director, officer or employee of Ball Corporation or of any other enterprise which he or she is serving or served in any capacity at the request of Ball Corporation if such person is determined to have met the standard of conduct specified in Section 8 of Chapter 37 of the IBCL; provided, however, there shall be no indemnification (a) as to amounts paid or payable to Ball Corporation or such other enterprise for or based upon the person having gained in fact any personal profit or advantage to which he or she was not legally entitled; (b) as to amounts paid or payable to Ball Corporation for an accounting of profits in fact made from the purchase or sale of securities of Ball Corporation within the meaning of Section 16(b) of the Securities Exchange Act of 1934 and amendments thereto or similar provisions of any state statutory law; or (c) with respect to matters as to which indemnification would be in contravention of the laws of the State of Indiana or of the United States of America whether as a matter of public policy or pursuant to statutory provisions. In addition, any person who has been wholly successful with respect to any proceeding of the type described above is entitled to indemnification as of right.

Article 5, Section A of Ball Corporation's bylaws provides that Ball Corporation shall indemnify any person made a party to a proceeding because he is or was a director or officer of the corporation against liability incurred in connection with a proceeding to the fullest extent permitted by the IBCL. The termination of a proceeding by judgment, order, settlement, or conviction, or upon plea of nolo contendere or its equivalent is not, of itself, determinative that the director or officer did not meet the standard of conduct set forth in the IBCL. The bylaws additionally provide that any person who has been wholly successful with respect to any proceeding of the type described above is entitled to indemnification as of right.

The directors and officers of Ball Corporation and its subsidiaries are insured (subject to certain exceptions and deductions) against liabilities which they may incur in their capacity as such, including liabilities under the Securities Act, under liability insurance policies maintained by Ball Corporation.

#### **Item 16. Exhibits**

The following documents are exhibits to this registration statement.

<u>Exhibit Number</u>	<u>Description</u>
1.1	Form of underwriting agreement with respect to debt securities, common stock, preferred stock and warrants.*
4.1	Amended Articles of Incorporation as of June 24, 2005 (incorporated by reference to Exhibit 3.i to Ball Corporation's Quarterly Report on Form 10-Q filed with the SEC on August 9, 2005).
4.2	Articles of Amendment of the Amended Articles of Incorporation as of August 7, 2006 (incorporated by reference to Exhibit 3.i to Ball Corporation's Current Report on Form 8-K filed with the SEC on August 7, 2006).
4.3	Bylaws of Ball Corporation as amended January 25, 2012 (incorporated by reference to Exhibit 3.ii to Ball Corporation's Annual Report on Form 10-K filed with the SEC on February 22, 2012).

Exhibit Number	Description
4.4	Indenture, dated as of March 27, 2006, by and among Ball Corporation, certain subsidiary guarantors of Ball Corporation and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), as Trustee (incorporated by reference to Exhibit 4.1 to Ball Corporation's Current Report on Form 8-K filed with the SEC on March 30, 2006).
4.5	Form of debt securities.*
4.6	Specimen Certificate of Common Stock (incorporated by reference to Ball Corporation's Annual Report on Form 10-K for the year ended December 31, 1979, filed with the SEC on March 24, 1980).
4.7	Form of any certificate of designation, preferences and rights with respect to any preferred stock issued hereunder.*
4.8	Form of any preferred stock certificate.*
4.9	Form of warrant agreement.*
4.10	Rights Agreement dated as of July 26, 2006, between Ball Corporation and Computershare Investor Services, LLC (incorporated by reference to Exhibit 4.1 to Ball Corporation's Current Report on Form 8-K filed with the SEC on July 27, 2006).
4.11	First Amendment to the Rights Agreement, dated January 23, 2008 (incorporated by reference to Exhibit 4 to Ball Corporation's Current Report on Form 8-K filed with the SEC on January 24, 2008).
5.1	Opinion of Charles E. Baker.
5.2	Opinion of Robert W. McClelland.
5.3	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Charles E. Baker (included in Exhibit 5.1).
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.3).
24.1	Powers of Attorney (included on signature pages to the registration statement).
25.1	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York Mellon Trust Company, N.A., as trustee under the Indenture.

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\* To be filed by an amendment or as an exhibit to a document filed under the Securities Exchange Act of 1934, as amended, and incorporated by reference herein.

## Item 17. Undertakings

The undersigned registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth

in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (i), (ii) and (iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(d) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by a registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

*provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(e) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the registrant undertakes that in a



primary offering of securities of the registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the registrant or used or referred to by the registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about an undersigned registrant or its securities provided by or on behalf of an undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by an undersigned registrant to the purchaser.

(f) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(g) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, that the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act, Ball Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL CORPORATION

By: /s/ JOHN A. HAYES

John A. Hayes  
*President and Chief Executive Officer*

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ JOHN A. HAYES</u> John A. Hayes	President and Chief Executive Officer (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Sr. Vice President and Chief Financial Officer (principal financial officer)
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President and Controller (principal accounting officer)
<u>/s/ ROBERT W. ALSPAUGH</u> Robert W. Alspaugh	Director

<u>Signature</u>	<u>Title</u>
<hr/> <div>/s/ HANNO C. FIEDLER</div> <div>Hanno C. Fiedler</div>	Director
<hr/> <div>/s/ R. DAVID HOOVER</div> <div>R. David Hoover</div>	Chairman
<hr/> <div>/s/ JOHN F. LEHMAN</div> <div>John F. Lehman</div>	Director
<hr/> <div>/s/ GEORGIA NELSON</div> <div>Georgia Nelson</div>	Director
<hr/> <div>/s/ JAN NICHOLSON</div> <div>Jan Nicholson</div>	Director
<hr/> <div>/s/ GEORGE M. SMART</div> <div>George M. Smart</div>	Director
<hr/> <div>/s/ THEODORE M. SOLSO</div> <div>Theodore M. Solso</div>	Director
<hr/> <div>/s/ STUART A. TAYLOR II</div> <div>Stuart A. Taylor II</div>	Director
<hr/> <div>/s/ ERIK H. VAN DER KAAY</div> <div>Erik H. van der Kaay</div>	Director

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Advanced Aluminum Technologies Corp., a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL ADVANCED ALUMINUM TECHNOLOGIES CORP.

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
*Vice President*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ MICHAEL W. FELDSER</u> Michael W. Feldser	President (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President (principal financial officer)
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)
<u>/s/ RAYMOND J. SEABROOK</u> Raymond J. Seabrook	Chairman
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Director

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Aerosol and Specialty Container Holding Corporation, a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL AEROSOL AND SPECIALTY CONTAINER HOLDING CORPORATION

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
*Vice President*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Director and Chairman (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President (principal financial officer)
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)
<u>/s/ RAYMOND J. SEABROOK</u> Raymond J. Seabrook	Director

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Aerosol and Specialty Container Inc., a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL AEROSOL AND SPECIALTY CONTAINER INC.

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
Vice President

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Director and Chairman (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President (principal financial officer)
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)
<u>/s/ RAYMOND J. SEABROOK</u> Raymond J. Seabrook	Director

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Aerospace & Technologies Corp., a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL AEROSPACE & TECHNOLOGIES CORP.

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
*Vice President*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Director and Chairman
<u>/s/ DAVID L. TAYLOR</u> David L. Taylor	President and Chief Executive Officer and Director (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President (principal financial officer)
<u>/s/ CHARLES E. BAKER</u> Charles E. Baker	Director
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Asia Services Limited, a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL ASIA SERVICES LIMITED

By: /s/ GIHAN ATAPATTU

Gihan Atapattu  
*Chairman and Chief Executive Officer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ GIHAN ATAPATTU</u> Gihan Atapattu	Chairman and Chief Executive Officer and Director (principal executive officer)
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Director
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President and Director (principal financial officer)
<u>/s/ RAYMOND J. SEABROOK</u> Raymond J. Seabrook	Director
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)



## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Container LLC, a Delaware limited liability company, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL CONTAINER LLC

By: /s/ CHARLES E. BAKER

Charles E. Baker  
*President and Secretary*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

#### Signature

#### Title

/s/ CHARLES E. BAKER

President and Secretary (principal executive officer)

Charles E. Baker

/s/ SCOTT C. MORRISON

Treasurer (principal financial and accounting officer)

Scott C. Morrison

### Ball Holdings LLC

Sole member of Ball Container LLC

By:

/s/ CHARLES E. BAKER

Charles E. Baker  
*President and Secretary*

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Corporation, a Nevada corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL CORPORATION

By: /s/ CHARLES E. BAKER

Charles E. Baker  
*President and Secretary*

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ CHARLES E. BAKER</u> Charles E. Baker	Director, President and Secretary (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Treasurer (principal financial officer)
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Delaware Holdings, LLC, a Delaware limited liability company, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL DELAWARE HOLDINGS, LLC

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
*Vice President and Treasurer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ RAYMOND J. SEABROOK</u> Raymond J. Seabrook	President and Manager (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President, Treasurer and Manager (principal financial officer)
<u>/s/ DOUGLAS K. BRADFORD</u> Douglas K. Bradford	Vice President, Controller and Manager (principal accounting officer)
<u>/s/ CHARLES E. BAKER</u> Charles E. Baker	Vice President, Secretary and Manager

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Glass Containers, Inc., a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL GLASS CONTAINERS, INC.

By: /s/ CHARLES E. BAKER

Charles E. Baker  
*President and Secretary*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

Signature

Title

/s/ CHARLES E. BAKER

Director, President and Secretary (principal executive officer)

Charles E. Baker

/s/ SHAWN M. BARKER

Vice President (principal financial and accounting officer)

Shawn M. Barker

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Holdings Corp., a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL HOLDINGS CORP.

By: /s/ DAVID L. TAYLOR

David L. Taylor  
*President and Chief Executive Officer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ DAVID L. TAYLOR</u> David L. Taylor	Director, President and Chief Executive Officer (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President (principal financial officer)
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Vice President and Director

Pursuant to the requirements of the Securities Act of 1933, Ball Holdings LLC, a Delaware limited liability company, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

By: /s/ CHARLES E. BAKER

## POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

**Title**

/s/ CHARLES E. BAKER

Director, President and Secretary (principal executive officer)

Charles E. Baker

/s/ SCOTT C. MORRISON

Treasurer (principal financial and accounting officer)

Scott C. Morrison

## Ball Corporation

Sole member of Ball Holdings LLC

By:

/s/ CHARLES E. BAKER

Charles E. Baker  
*Vice President and Secretary*

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Metal Beverage Container Corp., a Colorado corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL METAL BEVERAGE CONTAINER CORP.

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
Vice President

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Director and Chairman (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President (principal financial officer)
<u>/s/ RAYMOND J. SEABROOK</u> Raymond J. Seabrook	Director and Vice Chairman
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Metal Container Corporation, an Indiana corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL METAL CONTAINER CORPORATION

By: /s/ JOHN A. HAYES

John A. Hayes  
*President*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

Signature

Title

/s/ JOHN A. HAYES

Director and President (principal executive officer)

John A. Hayes

/s/ SHAWN M. BARKER

Vice President (principal financial and accounting officer)

Shawn M. Barker



## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Metal Food Container Corp., a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL METAL FOOD CONTAINER CORP.

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
Vice President

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Director and Chairman (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President (principal financial officer)
<u>/s/ RAYMOND J. SEABROOK</u> Raymond J. Seabrook	Director and Vice Chairman
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Metal Food Container, LLC, a Delaware limited liability company, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL METAL FOOD CONTAINER, LLC

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
*Treasurer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ MICHAEL W. FELDSE</u> Michael W. Feldser	President and Manager (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Treasurer (principal financial officer)
<u>/s/ CHARLES E. BAKER</u> Charles E. Baker	Secretary and Manager
<u>/s/ RAYMOND J. SEABROOK</u> Raymond J. Seabrook	Manager
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Packaging Corp., a Colorado corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

**BALL PACKAGING CORP.**

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
*Vice President*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

Signature

**Title**

/s/ JOHN A. HAYES

Director and Chairman (principal executive officer)

John A. Hayes

/s/ SCOTT C. MORRISON

Vice President (principal financial officer)

Scott C. Morrison

/s/ RAYMOND J. SEABROOK

Director and Vice Chairman

Raymond J. Seabrook

/s/ SHAWN M. BARKER

Vice President (principal accounting officer)

Shawn M. Barker

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Pan-European Holdings, Inc., a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL PAN-EUROPEAN HOLDINGS, INC.

By: /s/ CHARLES E. BAKER

Charles E. Baker  
*Assistant Secretary*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ DAVE TRUJILLO</u> Dave Trujillo	President and Director (principal executive officer)
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal financial and accounting officer)
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Secretary and Director

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Plastic Container Corp., a Colorado corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL PLASTIC CONTAINER CORP.

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
*Vice President and Treasurer*

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ RAYMOND J. SEABROOK</u> Raymond J. Seabrook	Director and Chairman (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President and Treasurer (principal financial officer)
<u>/s/ CHARLES E. BAKER</u> Charles E. Baker	President, Secretary and Director
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Technologies Holdings Corp., a Colorado corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### BALL TECHNOLOGIES HOLDINGS CORP.

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
Vice President

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ DAVID L. TAYLOR</u>	President and Chief Executive Officer (principal executive officer)
David L. Taylor	
<u>/s/ SCOTT C. MORRISON</u>	Vice President (principal financial officer)
Scott C. Morrison	
<u>/s/ JOHN A. HAYES</u>	Director
John A. Hayes	
<u>/s/ SHAWN M. BARKER</u>	Vice President (principal accounting officer)
Shawn M. Barker	

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Latas de Aluminio Ball, Inc., a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### LATAS DE ALUMINIO BALL, INC.

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
Vice President

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Director and Chairman (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President (principal financial officer)
<u>/s/ CHARLES E. BAKER</u> Charles E. Baker	Vice President, Secretary and Director
<u>/s/ RAYMOND J. SEABROOK</u> Raymond J. Seabrook	Director and Vice Chairman
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, USC May Verpackungen Holding Inc., a Delaware corporation, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Broomfield, state of Colorado, on February 23, 2012.

### USC MAY VERPACKUNGEN HOLDING INC.

By: /s/ SCOTT C. MORRISON

Scott C. Morrison  
Vice President

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, John A. Hayes and Scott C. Morrison, and each of them, his or her true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated below on February 23, 2012.

<u>Signature</u>	<u>Title</u>
<u>/s/ JOHN A. HAYES</u> John A. Hayes	Chairman and President (principal executive officer)
<u>/s/ SCOTT C. MORRISON</u> Scott C. Morrison	Vice President and Director (principal financial officer)
<u>/s/ SHAWN M. BARKER</u> Shawn M. Barker	Vice President (principal accounting officer)
<u>/s/ CHARLES E. BAKER</u> Charles E. Baker	Vice President, Secretary and Director



## INDEX TO EXHIBITS

Exhibit Number	Description
1.1	Form of underwriting agreement with respect to debt securities, common stock, preferred stock and warrants.*
4.1	Amended Articles of Incorporation as of June 24, 2005 (incorporated by reference to Exhibit 3.i to Ball Corporation's Quarterly Report on Form 10-Q filed with the SEC on August 9, 2005).
4.2	Articles of Amendment of the Amended Articles of Incorporation as of August 7, 2006 (incorporated by reference to Exhibit 3.i to Ball Corporation's Current Report on Form 8-K filed with the SEC on August 7, 2006).
4.3	Bylaws of Ball Corporation as amended January 25, 2012 (incorporated by reference to Exhibit 3.ii to Ball Corporation's Annual Report on Form 10-K filed with the SEC on February 22, 2012).
4.4	Indenture, dated as of March 27, 2006, by and among Ball Corporation, certain subsidiary guarantors of Ball Corporation and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), as Trustee (incorporated by reference to Exhibit 4.1 to Ball Corporation's Current Report on Form 8-K filed with the SEC on March 30, 2006).
4.5	Form of debt securities.*
4.6	Specimen Certificate of Common Stock (incorporated by reference to Ball Corporation's Annual Report on Form 10-K for the year ended December 31, 1979, filed with the SEC on March 24, 1980).
4.7	Form of any certificate of designation, preferences and rights with respect to any preferred stock issued hereunder.*
4.8	Form of any preferred stock certificate.*
4.9	Form of warrant agreement.*
4.10	Rights Agreement dated as of July 26, 2006, between Ball Corporation and Computershare Investor Services, LLC (incorporated by reference to Exhibit 4.1 to Ball Corporation's Current Report on Form 8-K filed with the SEC on July 27, 2006).
4.11	First Amendment to the Rights Agreement, dated January 23, 2008 (incorporated by reference to Exhibit 4 to Ball Corporation's Current Report on Form 8-K filed with the SEC on January 24, 2008).
5.1	Opinion of Charles E. Baker.
5.2	Opinion of Robert W. McClelland.
5.3	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Charles E. Baker (included in Exhibit 5.1).
23.3	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.3).
24.1	Powers of Attorney (included on signature pages to the registration statement).

Exhibit Number	Description
25.1	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of The Bank of New York Mellon Trust Company, N.A., as trustee under the Indenture.
*	To be filed by an amendment or as an exhibit to a document filed under the Securities Exchange Act of 1934, as amended, and incorporated by reference herein.

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## [LETTERHEAD OF BALL CORPORATION]

February 23, 2012

Ball Corporation  
10 Longs Peak Drive  
Broomfield, Colorado 80021-2510

Re: Ball Corporation  
Registration Statement on Form S-3

Ladies and Gentlemen:

I am Vice President, General Counsel and Corporate Secretary of Ball Corporation, an Indiana corporation (the "Company"), and have acted as counsel to the Company in connection with the registration statement on Form S-3 (the "Registration Statement") to be filed on the date hereof by the Company and the Subsidiary Guarantors (as defined below) with the Securities and Exchange Commission (the "Commission"). The Registration Statement relates to (1) the issuance and sale by the Company from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act of 1933, as amended (the "Securities Act"), of the following securities: (a) debt securities of the Company, which may be issued in one or more series (the "Debt Securities"); (b) guarantees of the Debt Securities (the "Subsidiary Guarantees") by subsidiaries of the Company, including guarantees of the Debt Securities by the subsidiaries of the Company listed on Schedule I hereto (the "Guarantor Subsidiaries") and the subsidiaries of the Company listed on Schedule II hereto (the "Other Subsidiaries" and, together with the Guarantor Subsidiaries, the "Subsidiary Guarantors"); (c) shares of the Company's common stock, without par value (the "Common Stock"), together with any related Rights (as defined in the Rights Agreement, dated as of July 26, 2006 (the "Rights Agreement"), by and between the Company and Computershare Investor Services, LLC (the "Rights Agent")) (the "Rights"); (d) shares of the Company's preferred stock, without par value, to be issued in one or more series (the "Preferred Stock"); and (e) warrants to purchase Debt Securities, shares of Common Stock or shares of Preferred Stock (the "Warrants"), with an indeterminate principal amount or number of securities of each identified class being registered as may from time to time be issued at indeterminate prices or upon conversion, exchange or exercise of any such securities to the extent any such securities are, by their terms, convertible into, or exchangeable or exercisable for, such securities, and (2) the sale of shares of Common Stock from time to time by certain shareholders of the Company to be named in a prospectus supplement (the "Selling Shareholders") (such shares of Common Stock, the "Secondary Shares"), together with any related Rights, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act. Any Debt Securities are to be issued pursuant to the Indenture, dated March 27, 2006, by and between the Company and The Bank of New York Mellon Trust Company, N.A.

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(formerly known as The Bank of New York Trust Company, N.A.), as trustee (the "Trustee"), which is filed as an exhibit to the Registration Statement (the "Indenture"). The Debt Securities, the Subsidiary Guarantees, the Common Stock, the Rights, the Preferred Stock, the Warrants and the Secondary Shares offered pursuant to the Registration Statement are collectively referred to herein as the "Securities," and the Company and the Subsidiary Guarantors are collectively referred to herein as the "Registrants."

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinions stated herein, I have examined and relied on the following:

- (1) the Registration Statement;
- (2) the Indenture;
- (3) the articles of incorporation of the Company (the "Articles") and of each Guarantor Subsidiary, as amended to date and in effect on the date hereof;
- (4) the bylaws of the Company (the "Bylaws") and of each Guarantor Subsidiary, as amended to date and in effect on the date hereof;
- (5) certain resolutions adopted by the board of directors of the Company (the "Board of Directors") and the board of directors of each Guarantor Subsidiary relating to the registration of the Securities and related matters;
- (6) the Rights Agreement; and
- (7) a specimen certificate evidencing the Common Stock.

I have also examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Registrants and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Registrants and others, and such other documents as I have deemed necessary or appropriate as a basis for the opinions set forth below.

In my examination, I have assumed the genuineness of all signatures including endorsements, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making my examination of executed documents or documents to be executed, I have assumed that the parties thereto, other than the Company and the Guarantor Subsidiaries, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and (except to the extent I have opined on such matters below) the validity and binding effect thereof on such parties. I have assumed that any Debt Securities that may be issued will be issued in a form that complies with the Indenture and any supplemental indenture to be entered into in connection

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with the issuance of such Debt Securities and will be manually signed or countersigned, as the case may be, by duly authorized officers of the Trustee. I have assumed that the Other Subsidiaries have been duly organized and are and will continue to be validly existing in good standing, and have and will continue to have the requisite legal status and legal capacity, under the laws of their respective jurisdictions of organization and that the Other Subsidiaries have complied and will comply with all aspects of the laws of all relevant jurisdictions (including the laws of their respective jurisdictions of organization) in connection with the transactions contemplated by the Rights Agreement, the

Indenture and the Registration Statement. In addition, I have also assumed that the terms of the Securities will have been established so as not to, and that the execution and delivery by the Registrants of, and the performance of their obligations under, the Rights Agreement, the Indenture, any supplemental indenture to be entered into in connection with the issuance of Debt Securities, any Warrant Agreement (as defined below) to be entered into in connection with the issuance of Warrants and the Securities, will not, violate, conflict with or constitute a default under (1) any agreement or instrument to which any of the Registrants is subject, (2) any law, rule or regulation to which any of the Registrants is subject, (3) any judicial or regulatory order or decree of any governmental authority or (4) any consent, approval, license, authorization or validation of, or filing, recording or registration with any governmental authority. In rendering the opinion set forth in paragraph 6 below, I have assumed that the Company has received or will receive the entire amount of the consideration contemplated by the Board of Directors authorizing the issuance of such Secondary Shares, and I have further assumed, with respect to any Secondary Shares that may be issued or sold by the Company following the date of this letter, that (i) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company will take all necessary corporate action to approve the issuance of the Secondary Shares and related matters; (ii) the terms of the issuance and sale of the Secondary Shares will be duly established and in conformity with the Articles and the Bylaws so as not to violate any applicable law, the Articles or the Bylaws or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental authority having jurisdiction over the Company; (iii) if certificated, certificates in the form required under the Indiana Business Corporation Law, as amended (the "IBCL"), representing the Secondary Shares will be duly executed and countersigned; and (iv) the Secondary Shares will be registered in the Company's share registry and delivered upon payment of the agreed-upon consideration therefor. I have also assumed that the choice of New York law to govern the Indenture and the Subsidiary Guarantees is a valid and legal provision and that the choice of Indiana law to govern the Rights Agreement and the Rights is a valid and legal provision. I have also assumed that (1) the Indenture was duly authorized, executed and delivered by the Trustee; (2) any stock certificates evidencing any shares of Preferred Stock to be issued pursuant to the Registration Statement will be in a form that complies with, and the terms of such shares of Preferred Stock will be duly established in accordance with, the IBCL; and (3) any stock certificates evidencing any shares of Common Stock to be issued pursuant to the Registration Statement will conform to the specimen certificate which I examined and will be duly executed and delivered. As to any facts relevant to the opinions stated herein which I have not independently established or verified, I have relied upon statements and representations of officers and representatives of the Registrants and others and of public officials.

My opinions set forth below are limited to the corporate laws of the States of Delaware, Indiana and Colorado and those laws of the State of New York that, in my experience, are

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normally applicable to transactions of the type contemplated by the Indenture and the Registration Statement and, to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such laws (all of the foregoing being referred to as "Opined on Law"). I do not express any opinion with respect to the law of any jurisdiction other than Opined on Law or as to the effect of any such non-Opined on Law on the opinions herein stated. I am a member of the Bar in the State of Colorado, and I have relied as to matters of Indiana law on the opinion of Robert W. McClelland, Associate General Counsel of the Company, dated the date hereof and to be filed as Exhibit 5.2 to the Registration Statement, and I have relied as to matters of New York law on the opinion of Skadden, Arps, Slate, Meagher & Flom LLP dated the date hereof and to be filed as Exhibit 5.3 to the Registration Statement. The Securities may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions stated herein, I am of the opinion that:

(1) With respect to any series of Debt Securities to be offered by the Company pursuant to the Registration Statement (the "Offered Debt Securities"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act and the Indenture has been qualified under the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"); (b) an appropriate prospectus supplement or term sheet with respect to the Offered Debt Securities has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Debt Securities are to be sold pursuant to a firm commitment underwritten offering, an underwriting agreement with respect to the Offered Debt Securities has been duly authorized, executed and delivered by the Company and the other parties thereto; (d) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance and terms of the Offered Debt Securities and related matters; (e) any supplemental indenture in respect of such Offered Debt Securities has been duly authorized, executed and delivered by each party thereto; (f) the terms of the Offered Debt Securities and of their issuance and sale have been duly established in conformity with the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Debt Securities; and (g) the Offered Debt Securities have been issued in a form that complies with the Indenture and have been duly executed and authenticated in accordance with the provisions of the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Debt Securities and duly delivered to the purchasers thereof upon payment of the agreed-upon consideration therefor, the Offered Debt Securities (including any Debt Securities duly issued upon conversion, exchange or exercise of any Securities), when issued and sold in accordance with the Indenture, any supplemental indenture to be entered into in connection with the issuance of such Offered Debt Securities and the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, except to the extent that enforcement thereof may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in

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effect relating to creditors' rights generally, (ii) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity), (iii) public policy considerations which may limit the rights of parties to obtain remedies, (iv) waivers of any usury defense contained in the Indenture or Offered Debt Securities that may be unenforceable, (v) requirements that a claim with respect to any Offered Debt Securities denominated in a currency, currency unit or composite currency other than United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law and (vi) governmental authority to limit, delay or prohibit the making of payments outside the United States or in foreign currencies, currency units or composite currencies.

(2) With respect to any Subsidiary Guarantee to be offered by any Subsidiary Guarantor of Offered Debt Securities (the "Offered Subsidiary Guarantee"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act and the Indenture has been qualified under the Trust Indenture Act; (b) an appropriate prospectus supplement or term sheet with respect to the Offered Subsidiary Guarantee has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Subsidiary Guarantee is to be issued pursuant to a firm commitment underwritten offering, an underwriting agreement with respect to the Offered Subsidiary Guarantee has been duly authorized, executed and delivered by such Subsidiary Guarantor and the other parties thereto; (d) all necessary entity action, including any required action by such Subsidiary Guarantor's board of directors or managers, or any authorized committee thereof, or by such Subsidiary Guarantor's members or shareholders, as applicable, or other action has been taken by such Subsidiary Guarantor as necessary to approve the issuance and terms of the Offered Subsidiary Guarantee and related matters; (e) any supplemental indenture in respect of such Offered Subsidiary Guarantee has been duly authorized, executed and delivered by each party thereto; (f) the terms of the Offered Subsidiary Guarantee and of its issuance and sale have been duly established in conformity with the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Subsidiary Guarantee; and (g) the Offered Subsidiary Guarantee has been duly executed, delivered and countersigned in accordance with the provisions of the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Subsidiary Guarantee and duly issued in accordance with the Indenture, any supplemental indenture to be entered into in connection with the issuance of such Offered Subsidiary Guarantee and the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, the Offered Subsidiary Guarantee will be a valid and binding obligation of such

Subsidiary Guarantor, enforceable against such Subsidiary Guarantor in accordance with its terms, except to the extent that enforcement thereof may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, (ii) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity), (iii) public policy considerations which may limit the rights of parties to obtain remedies, (iv) waivers of any usury defense contained in the Indenture or Offered Subsidiary Guarantee that may be unenforceable, (v) requirements that a claim with respect to any Offered Subsidiary Guarantee of any series of Debt Securities denominated in a currency, currency unit or composite currency other than United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be

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converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law and (vi) governmental authority to limit, delay or prohibit the making of payments outside the United States or in foreign currencies, currency units or composite currencies.

(3) With respect to any shares of Common Stock to be offered by the Company pursuant to the Registration Statement (the "Offered Common Shares"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act; (b) an appropriate prospectus supplement or term sheet with respect to the Offered Common Shares has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Common Shares are to be sold pursuant to a firm commitment underwritten offering, an underwriting agreement with respect to the Offered Common Shares has been duly authorized, executed and delivered by the Company and the other parties thereto; (d) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance and terms of the Offered Common Shares, the consideration to be received therefor and related matters; (e) the terms of the issuance and sale of the Offered Common Shares have been duly established in conformity with the Articles (as then in effect) and Bylaws (as then in effect); and (f) certificates in the form required under the IBCL representing the Offered Common Shares are duly executed, countersigned, registered and delivered upon payment of the agreed-upon consideration therefor, the Offered Common Shares (including any shares of Common Stock duly issued upon conversion, exchange or exercise of any Securities), when issued and sold in accordance with the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be duly authorized, validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than the par value thereof, if any. In rendering the opinion set forth in this Paragraph 3, I have assumed that, at the time of issuance of any Offered Common Shares, (i) the Articles, the Bylaws and the IBCL shall not have been amended after the date hereof so as to affect the validity of such issuance and (ii) there shall be sufficient shares of Common Stock authorized under the Articles (as then in effect) and not otherwise reserved for issuance. In connection with my opinion set forth in the last sentence of this paragraph 3, I have assumed that the Board of Directors has acted in a manner consistent with its fiduciary duties as required under applicable law in adopting the Rights Agreement. Moreover, this opinion addresses corporate governance procedures in connection with the issuance of the Rights associated with the Offered Common Shares and the Secondary Shares, and not any particular provision of the Rights or the Rights Agreement. Additionally, I note that: (A) the determination a court of competent jurisdiction may make regarding whether the Board of Directors would be required to redeem or terminate, or take other action with respect to, the Rights at some future time will depend upon the facts and circumstances existing at that time and, accordingly, is beyond the scope of such opinion and (B) it should be understood that this opinion addresses the Rights and the Rights Agreement in their entirety, and it is not settled whether the invalidity of any particular provision of a rights agreement or of rights issued thereunder would result in invalidating such rights in their entirety. Assuming that the Rights Agreement has been duly authorized, executed and delivered by the Rights Agent, then, when the Registration Statement has become effective under the Securities Act and the shares of Common Stock to which the Rights relate have been validly issued and

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sold as contemplated by the Registration Statement, the Rights attributable to such Common Stock will be validly issued.

(4) With respect to the shares of any series of Preferred Stock to be offered by the Company pursuant to the Registration Statement (the "Offered Preferred Shares"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act; (b) an appropriate prospectus supplement or term sheet with respect to the Offered Preferred Shares has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Preferred Shares are to be sold pursuant to a firm commitment underwritten offering, an underwriting agreement with respect to the Offered Preferred Shares has been duly authorized, executed and delivered by the Company and the other parties thereto; (d) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance and terms of the Offered Preferred Shares, the consideration to be received therefor and related matters, including the adoption of a articles of amendment to the Articles for such Offered Preferred Shares (the "Designation Amendment") in accordance with the applicable provisions of the IBCL; (e) the filing of the Designation Amendment with the Secretary of State of the State of Indiana has duly occurred; (f) the terms of the Offered Preferred Shares and of their issuance and sale have been duly established in conformity with the Articles (as then in effect), including the Designation Amendment relating to the Offered Preferred Shares, and the Bylaws (as then in effect); and (g) certificates in the form required under the IBCL representing the Offered Preferred Shares are duly executed, countersigned, registered and delivered upon payment of the agreed-upon consideration therefor, the Offered Preferred Shares (including any shares of Preferred Stock duly issued upon conversion, exchange or exercise of any Securities), when issued and sold in accordance with the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be duly authorized, validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than the par value thereof, if any. In rendering the opinion set forth in this Paragraph 4, I have assumed that, at the time of issuance of any Offered Preferred Shares, (i) the Articles, the Bylaws and the IBCL shall not have been amended after the date hereof so as to affect the validity of such issuance and (ii) there shall be sufficient shares of Preferred Stock authorized under the Articles (as then in effect) and not otherwise reserved for issuance.

(5) With respect to any Warrants to be offered by the Company pursuant to the Registration Statement (the "Offered Warrants"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act; (b) an appropriate prospectus supplement or term sheet with respect to the Offered Warrants has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Warrants are to be sold pursuant to a firm commitment underwritten offering, an underwriting agreement with respect to the Offered Warrants has been duly authorized, executed and delivered by the Company and the other parties thereto; (d) the Offered Warrants and the Securities of the Company into which the Offered Warrants are exercisable have been duly authorized by the Board of Directors (or a duly authorized committee thereof); (e) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance and terms of the Offered Warrants, the Securities of the Company

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into which the Offered Warrants are exercisable, the consideration to be received therefor and related matters; (f) a warrant agreement relating to the Offered Warrants (the "Warrant Agreement") has been duly authorized, executed and delivered by the Company and the other parties thereto; (g) the terms of the Offered Warrants and of their issuance and sale have been duly established in conformity with the Articles (as then in effect), the Bylaws (as then in effect) and the Warrant Agreement; and (h) the Offered Warrants are duly executed, countersigned and registered in accordance with the Warrant Agreement and duly delivered upon payment of the agreed-upon consideration therefor in the manner contemplated in the Registration Statement or any prospectus supplement or term sheet relating thereto, the Offered Warrants, when issued and sold in accordance with the applicable Warrant Agreement and the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, except to the

extent that enforcement thereof may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, (ii) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity) and (iii) public policy considerations which may limit the rights of parties to obtain remedies.

(6) With respect to any Secondary Shares to be offered by the Selling Shareholders, such Secondary Shares have been, or upon authorization and issuance will be, duly authorized and validly issued and are or will be fully paid and nonassessable.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. I also consent to the use of my name under the heading "Legal Matters" in the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission. This opinion is expressed as of the date hereof unless otherwise expressly stated, and I disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in applicable law.

Very truly yours,

/s/ Charles E. Baker

Charles E. Baker

Vice President, General Counsel and  
Corporate Secretary

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#### Schedule I

Ball Metal Beverage Container Corp., a Colorado corporation  
Ball Metal Container Corporation, an Indiana corporation  
Ball Packaging Corp., a Colorado corporation  
Ball Plastic Container Corp., a Colorado corporation  
Ball Technologies Holdings Corp., a Colorado corporation

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#### Schedule II

Ball Advanced Aluminum Technologies Corp., a Delaware corporation  
Ball Aerosol and Specialty Container Holding Corporation, a Delaware corporation  
Ball Aerosol and Specialty Container Inc., a Delaware corporation  
Ball Aerospace & Technologies Corp., a Delaware corporation  
Ball Asia Services Limited, a Delaware corporation  
Ball Container LLC, a Delaware limited liability company  
Ball Corporation, a Nevada corporation  
Ball Delaware Holdings, LLC, a Delaware limited liability company  
Ball Glass Containers, Inc., a Delaware corporation  
Ball Holdings Corp., a Delaware corporation  
Ball Holdings LLC, a Delaware limited liability company  
Ball Metal Food Container Corp., a Delaware corporation  
Ball Metal Food Container, LLC, a Delaware limited liability company  
Ball Pan-European Holdings, Inc., a Delaware corporation  
Latas de Aluminio Ball, Inc., a Delaware corporation  
USC May Verpackungen Holding Inc., a Delaware corporation

## [LETTERHEAD OF BALL CORPORATION]

February 23, 2012

Charles E. Baker  
 Vice President, General Counsel  
 and Corporate Secretary  
 Ball Corporation  
 10 Longs Peak Drive  
 Broomfield, Colorado 80021-2510

Re: Ball Corporation  
 Registration Statement on Form S-3

Dear Mr. Baker:

I am Associate General Counsel of Ball Corporation, an Indiana corporation (the "Company"), and have acted as counsel to the Company in connection with the registration statement on Form S-3 (the "Registration Statement") to be filed on the date hereof by the Company and the Subsidiary Guarantors (as defined below) with the Securities and Exchange Commission (the "Commission"). The Registration Statement relates to (1) the issuance and sale by the Company from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act of 1933, as amended (the "Securities Act"), of the following securities: (a) debt securities of the Company, which may be issued in one or more series (the "Debt Securities"); (b) guarantees of the Debt Securities (the "Subsidiary Guarantees") by subsidiaries of the Company, including guarantees of the Debt Securities by (i) Ball Metal Container Corporation, an Indiana corporation (the "Guarantor Subsidiary") and (ii) the subsidiaries of the Company listed on Schedule I hereto (the "Other Subsidiaries" and, together with the Guarantor Subsidiary, the "Subsidiary Guarantors"); (c) shares of the Company's common stock, without par value (the "Common Stock"), together with any related Rights (as defined in the Rights Agreement, dated as of July 26, 2006 (the "Rights Agreement"), by and between the Company and Computershare Investor Services, LLC (the "Rights Agent")) (the "Rights"); (d) shares of the Company's preferred stock, without par value, to be issued in one or more series (the "Preferred Stock"); and (e) warrants to purchase Debt Securities, shares of Common Stock or shares of Preferred Stock (the "Warrants"), with an indeterminate principal amount or number of securities of each identified class being registered as may from time to time be issued at indeterminate prices or upon conversion, exchange or exercise of any such securities to the extent any such securities are, by their terms, convertible into, or exchangeable or exercisable for, such securities, and (2) the sale of shares of Common Stock from time to time by certain shareholders of the Company to be named in a prospectus supplement (the "Selling Shareholders") (such shares of Common Stock, the "Secondary Shares"), together with any related Rights, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act. Any Debt Securities are to be issued pursuant to the Indenture, dated March 27, 2006, by and between the Company and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), as trustee (the "Trustee"), which is filed as an exhibit to the Registration Statement (the "Indenture"). The Debt Securities, the Subsidiary Guarantees, the Common Stock, the Rights, the Preferred Stock, the Warrants and

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the Secondary Shares offered pursuant to the Registration Statement are collectively referred to herein as the "Securities," and the Company and the Subsidiary Guarantors are collectively referred to herein as the "Registrants."

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinions stated herein, I have examined and relied on the following:

- (1) the Registration Statement;
- (2) the Indenture;
- (3) the articles of incorporation of the Company (the "Articles") and of the Guarantor Subsidiary, as amended to date and in effect on the date hereof;
- (4) the bylaws of the Company (the "Bylaws") and of the Guarantor Subsidiary, as amended to date and in effect on the date hereof;
- (5) certain resolutions adopted by the board of directors of the Company (the "Board of Directors") and the board of directors of the Guarantor Subsidiary relating to the registration of the Securities and related matters;
- (6) the Rights Agreement; and
- (7) a specimen certificate evidencing the Common Stock.

I have also examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Registrants and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Registrants and others, and such other documents as I have deemed necessary or appropriate as a basis for the opinions set forth below.

In my examination, I have assumed the genuineness of all signatures including endorsements, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making my examination of executed documents or documents to be executed, I have assumed that the parties thereto, other than the Company and the Guarantor Subsidiary, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and (except to the extent I have opined on such matters below) the validity and binding effect thereof on such parties. I have assumed that any Debt Securities that may be issued will be issued in a form that complies with the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Debt Securities and will be manually signed or countersigned, as the case may be, by duly authorized officers of the Trustee. In addition, I have also assumed that the terms of the Securities will have been established so as not to, and that the execution and



delivery by the Company and the Guarantor Subsidiary of, and the performance of their obligations under, the Rights Agreement, the Indenture, any supplemental indenture to be entered into in connection with the issuance of Debt Securities, any Warrant Agreement (as defined below) to be entered into in connection with the issuance of Warrants and the Securities, will not, violate, conflict with or constitute a default under (1) any agreement or instrument to which the Company or the Guarantor Subsidiary is subject, (2) any law, rule or regulation to which the Company or the Guarantor Subsidiary is subject, (3) any judicial or regulatory order or decree of any governmental authority or (4) any consent, approval, license, authorization or validation of, or filing, recording or registration with any governmental authority. In rendering the opinion set forth in paragraph 6 below, I have assumed that the Company has received or will receive the entire amount of the consideration contemplated by the Board of Directors authorizing the issuance of such Secondary Shares, and I have further assumed, with respect to any Secondary Shares that may be issued or sold by the Company following the date of this letter, that (i) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company will take all necessary corporate action to approve the issuance of the Secondary Shares and related matters; (ii) the terms of the issuance and sale of the Secondary Shares will be duly established and in conformity with the Articles and the Bylaws so as not to violate any applicable law, the Articles or the Bylaws or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental authority having jurisdiction over the Company; (iii) if certificated, certificates in the form required under the Indiana Business Corporation Law, as amended (the "IBCL"), representing the Secondary Shares will be duly executed and countersigned; and (iv) the Secondary Shares will be registered in the Company's share registry and delivered upon payment of the agreed-upon consideration therefor. I have also assumed that the choice of New York law to govern the Indenture and the Subsidiary Guarantees is a valid and legal provision and that the choice of Indiana law to govern the Rights Agreement and the Rights is a valid and legal provision. I have also assumed that (1) the Indenture was duly authorized, executed and delivered by the Trustee; (2) any stock certificates evidencing any shares of Preferred Stock to be issued pursuant to the Registration Statement will be in a form that complies with, and the terms of such shares of Preferred Stock will be duly established in accordance with, the IBCL; and (3) any stock certificates evidencing any shares of Common Stock to be issued pursuant to the Registration Statement will conform to the specimen certificate which I examined and will be duly executed and delivered. As to any facts relevant to the opinions stated herein which I have not independently established or verified, I have relied upon statements and representations of officers and representatives of the Registrants and others and of public officials.

My opinions set forth below are limited to the corporate laws of the State of Indiana and those laws of the State of New York that, in my experience, are normally applicable to transactions of the type contemplated by the Indenture and the Registration Statement and, to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such laws (all of the foregoing being referred to as "Opined on Law"). I do not express any opinion with respect to the law of any jurisdiction other than Opined on Law or as to the effect of any such non-Opined on Law on the opinions herein stated. I am a member of the Bar in the State of Indiana, and I have relied as to matters of New York law on the opinion of Skadden, Arps, Slate, Meagher & Flom LLP dated the date hereof and to be filed as Exhibit 5.3

to the Registration Statement. The Securities may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions stated herein, I am of the opinion that:

(1) With respect to any series of Debt Securities to be offered by the Company pursuant to the Registration Statement (the "Offered Debt Securities"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act and the Indenture has been qualified under the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"); (b) an appropriate prospectus supplement or term sheet with respect to the Offered Debt Securities has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Debt Securities are to be sold pursuant to a firm commitment underwritten offering, an underwriting agreement with respect to the Offered Debt Securities has been duly authorized, executed and delivered by the Company and the other parties thereto; (d) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance and terms of the Offered Debt Securities and related matters; (e) any supplemental indenture in respect of such Offered Debt Securities has been duly authorized, executed and delivered by each party thereto; (f) the terms of the Offered Debt Securities and of their issuance and sale have been duly established in conformity with the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Debt Securities; and (g) the Offered Debt Securities have been issued in a form that complies with the Indenture and have been duly executed and authenticated in accordance with the provisions of the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Debt Securities and duly delivered to the purchasers thereof upon payment of the agreed-upon consideration therefor, the Offered Debt Securities (including any Debt Securities duly issued upon conversion, exchange or exercise of any Securities), when issued and sold in accordance with the Indenture, any supplemental indenture to be entered into in connection with the issuance of such Offered Debt Securities and the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, except to the extent that enforcement thereof may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, (ii) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity), (iii) public policy considerations which may limit the rights of parties to obtain remedies, (iv) waivers of any usury defense contained in the Indenture or Offered Debt Securities that may be unenforceable, (v) requirements that a claim with respect to any Offered Debt Securities denominated in a currency, currency unit or composite currency other than United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law and (vi) governmental authority to limit, delay or prohibit the making of payments outside the United States or in foreign currencies, currency units or composite currencies.

(2) With respect to any Subsidiary Guarantee to be offered by the Guarantor Subsidiary of Offered Debt Securities (the "Offered Subsidiary Guarantee"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act and the Indenture has been qualified under the Trust Indenture Act; (b) an appropriate prospectus supplement or term sheet with respect to the Offered Subsidiary Guarantee has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Subsidiary Guarantee is to be issued pursuant to a firm commitment underwritten offering, an underwriting agreement with respect to the Offered Subsidiary Guarantee has been duly authorized, executed and delivered by the Guarantor Subsidiary and the other parties thereto; (d) all necessary entity action, including any required action by the Guarantor Subsidiary's board of directors, or any authorized committee thereof, or by the Guarantor Subsidiary's shareholders, or other action has been taken by the Guarantor Subsidiary as necessary to approve the issuance and terms of the Offered Subsidiary Guarantee and related matters; (e) any supplemental indenture in respect of such Offered Subsidiary Guarantee has been duly authorized, executed and delivered by each party thereto; (f) the terms of the Offered Subsidiary Guarantee and of its issuance and sale have been duly established in conformity with the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Subsidiary Guarantee; and (g) the Offered Subsidiary Guarantee has been duly executed, delivered and countersigned in accordance with the provisions of the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Subsidiary Guarantee and duly issued in accordance with the Indenture, any supplemental indenture to be entered into in connection with the issuance of such Offered Subsidiary Guarantee and the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding

purchase or agency agreement, the Offered Subsidiary Guarantee will be a valid and binding obligation of the Guarantor Subsidiary, enforceable against the Guarantor Subsidiary in accordance with its terms, except to the extent that enforcement thereof may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, (ii) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity), (iii) public policy considerations which may limit the rights of parties to obtain remedies, (iv) waivers of any usury defense contained in the Indenture or Offered Subsidiary Guarantee that may be unenforceable, (v) requirements that a claim with respect to any Offered Subsidiary Guarantee of any series of Debt Securities denominated in a currency, currency unit or composite currency other than United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law and (vi) governmental authority to limit, delay or prohibit the making of payments outside the United States or in foreign currencies, currency units or composite currencies.

(3) With respect to any shares of Common Stock to be offered by the Company pursuant to the Registration Statement (the "Offered Common Shares"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act; (b) an appropriate prospectus supplement or term sheet with respect to the Offered Common Shares has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Common Shares are to be sold pursuant to a firm commitment underwritten offering, an

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underwriting agreement with respect to the Offered Common Shares has been duly authorized, executed and delivered by the Company and the other parties thereto; (d) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance and terms of the Offered Common Shares, the consideration to be received therefor and related matters; (e) the terms of the issuance and sale of the Offered Common Shares have been duly established in conformity with the Articles (as then in effect) and Bylaws (as then in effect); and (f) certificates in the form required under the IBCL representing the Offered Common Shares are duly executed, countersigned, registered and delivered upon payment of the agreed-upon consideration therefor, the Offered Common Shares (including any shares of Common Stock duly issued upon conversion, exchange or exercise of any Securities), when issued and sold in accordance with the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be duly authorized, validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than the par value thereof, if any. In rendering the opinion set forth in this Paragraph 3, I have assumed that, at the time of issuance of any Offered Common Shares, (i) the Articles, the Bylaws and the IBCL shall not have been amended after the date hereof so as to affect the validity of such issuance and (ii) there shall be sufficient shares of Common Stock authorized under the Articles (as then in effect) and not otherwise reserved for issuance. In connection with my opinion set forth in the last sentence of this paragraph 3, I have assumed that the Board of Directors has acted in a manner consistent with its fiduciary duties as required under applicable law in adopting the Rights Agreement. Moreover, this opinion addresses corporate governance procedures in connection with the issuance of the Rights associated with the Offered Common Shares and the Secondary Shares, and not any particular provision of the Rights or the Rights Agreement. Additionally, I note that: (A) the determination a court of competent jurisdiction may make regarding whether the Board of Directors would be required to redeem or terminate, or take other action with respect to, the Rights at some future time will depend upon the facts and circumstances existing at that time and, accordingly, is beyond the scope of such opinion and (B) it should be understood that this opinion addresses the Rights and the Rights Agreement in their entirety, and it is not settled whether the invalidity of any particular provision of a rights agreement or of rights issued thereunder would result in invalidating such rights in their entirety. Assuming that the Rights Agreement has been duly authorized, executed and delivered by the Rights Agent, then, when the Registration Statement has become effective under the Securities Act and the shares of Common Stock to which the Rights relate have been validly issued and sold as contemplated by the Registration Statement, the Rights attributable to such Common Stock will be validly issued.

(4) With respect to the shares of any series of Preferred Stock to be offered by the Company pursuant to the Registration Statement (the "Offered Preferred Shares"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act; (b) an appropriate prospectus supplement or term sheet with respect to the Offered Preferred Shares has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Preferred Shares are to be sold pursuant to a firm commitment underwritten offering, an underwriting agreement with respect to the Offered Preferred Shares has been duly authorized, executed and delivered by the Company and the other parties thereto; (d) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company

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have taken all necessary corporate action to approve the issuance and terms of the Offered Preferred Shares, the consideration to be received therefor and related matters, including the adoption of an articles of amendment to the Articles for such Offered Preferred Shares (the "Designation Amendment") in accordance with the applicable provisions of the IBCL; (e) the filing of the Designation Amendment with the Secretary of State of the State of Indiana has duly occurred; (f) the terms of the Offered Preferred Shares and of their issuance and sale have been duly established in conformity with the Articles (as then in effect), including the Designation Amendment relating to the Offered Preferred Shares, and the Bylaws (as then in effect); and (g) certificates in the form required under the IBCL representing the Offered Preferred Shares are duly executed, countersigned, registered and delivered upon payment of the agreed-upon consideration therefor, the Offered Preferred Shares (including any shares of Preferred Stock duly issued upon conversion, exchange or exercise of any Securities), when issued and sold in accordance with the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be duly authorized, validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than the par value thereof, if any. In rendering the opinion set forth in this Paragraph 4, I have assumed that, at the time of issuance of any Offered Preferred Shares, (i) the Articles, the Bylaws and the IBCL shall not have been amended after the date hereof so as to affect the validity of such issuance and (ii) there shall be sufficient shares of Preferred Stock authorized under the Articles (as then in effect) and not otherwise reserved for issuance.

(5) With respect to any Warrants to be offered by the Company pursuant to the Registration Statement (the "Offered Warrants"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act; (b) an appropriate prospectus supplement or term sheet with respect to the Offered Warrants has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Warrants are to be sold pursuant to a firm commitment underwritten offering, an underwriting agreement with respect to the Offered Warrants has been duly authorized, executed and delivered by the Company and the other parties thereto; (d) the Offered Warrants and the Securities of the Company into which the Offered Warrants are exercisable have been duly authorized by the Board of Directors (or a duly authorized committee thereof); (e) the Board of Directors, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance and terms of the Offered Warrants, the Securities of the Company into which the Offered Warrants are exercisable, the consideration to be received therefor and related matters; (f) a warrant agreement relating to the Offered Warrants (the "Warrant Agreement") has been duly authorized, executed and delivered by the Company and the other parties thereto; (g) the terms of the Offered Warrants and of their issuance and sale have been duly established in conformity with the Articles (as then in effect), the Bylaws (as then in effect) and the Warrant Agreement; and (h) the Offered Warrants are duly executed, countersigned and registered in accordance with the Warrant Agreement and duly delivered upon payment of the agreed-upon consideration therefor in the manner contemplated in the Registration Statement or any prospectus supplement or term sheet relating thereto, the Offered Warrants, when issued and sold in accordance with the applicable Warrant Agreement and the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, except to the extent

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that enforcement thereof may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, (ii) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity) and (iii) public policy considerations which may limit the rights of parties to obtain remedies.

(6) With respect to any Secondary Shares to be offered by the Selling Shareholders, such Secondary Shares have been, or upon authorization and issuance will be, duly authorized and validly issued and are or will be fully paid and nonassessable.

I understand that you intend to rely on this opinion for purposes of rendering an opinion in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, which opinion will be filed with the Commission as Exhibit 5.1 to the Registration Statement. I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission, and, without my prior written consent, this opinion may not otherwise be used, circulated, quoted or referred to for any other purpose or relied upon by, or assigned to, any other person for any purpose, including any person that acquires Securities. This opinion is expressed as of the date hereof unless otherwise expressly stated, and I disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in applicable law.

Very truly yours,

/s/ Robert W. McClelland

Robert W. McClelland  
Associate General Counsel

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#### **Schedule I**

Ball Advanced Aluminum Technologies Corp., a Delaware corporation  
Ball Aerosol and Specialty Container Holding Corporation, a Delaware corporation  
Ball Aerosol and Specialty Container Inc., a Delaware corporation  
Ball Aerospace & Technologies Corp., a Delaware corporation  
Ball Asia Services Limited, a Delaware corporation  
Ball Container LLC, a Delaware limited liability company  
Ball Corporation, a Nevada corporation  
Ball Delaware Holdings, LLC, a Delaware limited liability company  
Ball Glass Containers, Inc., a Delaware corporation  
Ball Holdings Corp., a Delaware corporation  
Ball Holdings LLC, a Delaware limited liability company  
Ball Metal Beverage Container Corp., a Colorado corporation  
Ball Metal Food Container Corp., a Delaware corporation  
Ball Metal Food Container, LLC, a Delaware limited liability company  
Ball Pan-European Holdings, Inc., a Delaware corporation  
Ball Packaging Corp., a Colorado corporation  
Ball Plastic Container Corp., a Colorado corporation  
Ball Technologies Holdings Corp., a Colorado corporation  
Latas de Aluminio Ball, Inc., a Delaware corporation  
USC May Verpackungen Holding Inc., a Delaware corporation

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## [LETTERHEAD OF SKADDEN, ARPS, SLATE, MEAGHER &amp; FLOM LLP]

February 23, 2012

Ball Corporation  
10 Longs Peak Drive  
Broomfield, Colorado 80021-2510

Re: Ball Corporation  
Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to Ball Corporation, an Indiana corporation (the "Company"), in connection with the registration statement on Form S-3 (the "Registration Statement") to be filed on the date hereof by the Company and the Subsidiary Guarantors (as defined below) with the Securities and Exchange Commission (the "Commission"). The Registration Statement relates to (1) the issuance and sale by the Company from time to time, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act of 1933, as amended (the "Securities Act"), of the following securities: (a) debt securities of the Company, which may be issued in one or more series (the "Debt Securities"); (b) guarantees of the Debt Securities (the "Subsidiary Guarantees") by subsidiaries of the Company, including guarantees of the Debt Securities by (i) the subsidiaries of the Company listed on Schedule I hereto (the "Guarantor Subsidiaries"), and (ii) the subsidiaries of the Company listed on Schedule II hereto (the "Other Subsidiaries" and, together with the Guarantor Subsidiaries, the "Subsidiary Guarantors"); (c) shares of the Company's common stock, without par value (the "Common Stock"), together with any related Rights (as defined in the Rights Agreement, dated as of July 26, 2006, by and between the Company and Computershare Investor Services, LLC) (the "Rights"); (d) shares of the Company's preferred stock, without par value, to be issued in one or more series (the "Preferred Stock"); and (e) warrants to purchase Debt Securities, shares of Common Stock or shares of Preferred Stock (the "Warrants"), with an indeterminate principal amount or number of securities of each identified class being registered as may from time to time be issued at indeterminate prices or upon conversion, exchange or exercise of any such securities to the extent any such securities are, by their terms, convertible into, or exchangeable or exercisable for, such securities, and (2) the sale of shares of Common Stock from time to time by certain shareholders of the Company to be named in a prospectus supplement (such shares of Common Stock, the "Secondary Shares"), together with any related Rights, pursuant to Rule 415 of the General Rules and Regulations promulgated under the Securities Act. Any Debt Securities are to be issued pursuant to the Indenture, dated March 27, 2006, by and between the Company and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), as trustee (the "Trustee"), which is filed as an exhibit to the Registration Statement (the "Indenture"). The Debt Securities, the Subsidiary Guarantees, the Common Stock, the Rights, the Preferred Stock, the Warrants and the Secondary Shares offered

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pursuant to the Registration Statement are collectively referred to herein as the "Securities," and the Company and the Subsidiary Guarantors are collectively referred to herein as the "Registrants."

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinions stated herein, we have examined and relied on the following:

- (1) the Registration Statement;
- (2) the Indenture;
- (3) the certificate of incorporation of each of the Guarantor Subsidiaries that are corporations, as certified by the Secretary of State of the State of Delaware;
- (4) the bylaws of each of the Guarantor Subsidiaries that are corporations, as certified by the respective Secretary or Assistant Secretary of each such Guarantor Subsidiary;
- (5) the certificates of formation of each of the Guarantor Subsidiaries that are limited liability companies, as certified by the Secretary of State of the State of Delaware;
- (6) the limited liability company agreement or operating agreement of each of the Guarantor Subsidiaries that are limited liability companies, as certified by the respective Secretary or Assistant Secretary of each such Guarantor Subsidiary; and
- (7) certain resolutions adopted by the board of directors or other governing body, as applicable, of each Guarantor Subsidiary relating to the registration of the Securities and related matters.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Registrants and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Registrants and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below.

In our examination, we have assumed the genuineness of all signatures including endorsements, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, excluding the Guarantor Subsidiaries but including the Company and the Other Subsidiaries, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and (except to the extent we have opined on such matters below) the validity and binding effect thereof on such parties. We have assumed that any Debt Securities that may be issued will be issued in a form that complies with the Indenture and any supplemental indenture to be entered into in connection with the

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issuance of such Debt Securities and will be manually signed or countersigned, as the case may be, by duly authorized officers of the Trustee. We have also assumed that the Company and the Other Subsidiaries have been duly organized and are and will continue to be validly existing and in good standing, and have and will continue to have the requisite legal status and legal capacity, under the laws of their respective jurisdictions of organization and that the Company and the Other Subsidiaries have complied and will comply with all aspects of the laws of all relevant jurisdictions (including the laws of their respective jurisdictions of organization) in connection with the transactions contemplated by the Indenture and the Registration Statement.

In addition, we have also assumed that the terms of the Debt Securities and the Subsidiary Guarantees will have been established so as not to, and that the execution and delivery by the Registrants of, and the performance of their obligations under, the Indenture, any supplemental indenture to be entered into in connection with the issuance of Debt Securities and the Subsidiary Guarantees, the Debt Securities and the Subsidiary Guarantees, will not, violate, conflict with or constitute a default under (1) any agreement or instrument to which any of the Registrants is subject, (2) any law, rule or regulation to which any of the Registrants is subject, (3) any judicial or regulatory order or decree of any governmental authority or (4) any consent, approval, license, authorization or validation of, or filing, recording or registration with any governmental authority. We have also assumed that the choice of New York law to govern the Indenture and the Subsidiary Guarantees is a valid and legal provision and that the Indenture was duly authorized, executed and delivered by the Trustee. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Registrants and others and of public officials.

We do not express any opinion with respect to the laws of any jurisdiction other than (i) the General Corporation Law of the State of Delaware, (ii) the Delaware Limited Liability Company Act and (iii) the laws of the State of New York that, in our experience, are normally applicable to transactions of the type contemplated by the Indenture and the Registration Statement and, to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, those required under such laws (all of the foregoing being referred to as "Opined on Law"). We do not express any opinion with respect to the effect of any non-Opined on Law on the opinions stated herein. The Debt Securities and the Subsidiary Guarantees may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect. Charles E. Baker, Vice President, General Counsel and Corporate Secretary of the Company, and Robert W. McClelland, Associate General Counsel of the Company, may rely on this opinion in rendering their respective opinions each to be dated the date hereof and filed as Exhibit 5.1 and 5.2, respectively, to the Registration Statement.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions stated herein, we are of the opinion that:

- (1) With respect to any series of Debt Securities to be offered by the Company pursuant to the Registration Statement (the "Offered Debt Securities"), when (a) the Registration
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Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act and the Indenture has been qualified under the Trust Indenture Act of 1939, as amended (the "Trust Indenture Act"); (b) an appropriate prospectus supplement or term sheet with respect to the Offered Debt Securities has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Debt Securities are to be sold pursuant to a firm commitment underwritten offering, an underwriting agreement with respect to the Offered Debt Securities has been duly authorized, executed and delivered by the Company and the other parties thereto; (d) the board of directors of the Company, including any appropriate committee appointed thereby, and appropriate officers of the Company have taken all necessary corporate action to approve the issuance and terms of the Offered Debt Securities and related matters; (e) any supplemental indenture in respect of such Offered Debt Securities has been duly authorized, executed and delivered by each party thereto; (f) the terms of the Offered Debt Securities and of their issuance and sale have been duly established in conformity with the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Debt Securities; and (g) the Offered Debt Securities have been issued in a form that complies with the Indenture and have been duly executed and authenticated in accordance with the provisions of the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Debt Securities and duly delivered to the purchasers thereof upon payment of the agreed-upon consideration therefor, the Offered Debt Securities (including any Debt Securities duly issued upon conversion, exchange or exercise of any Securities), when issued and sold in accordance with the Indenture, any supplemental indenture to be entered into in connection with the issuance of such Offered Debt Securities and the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their respective terms, except to the extent that enforcement thereof may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, (ii) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity), (iii) public policy considerations which may limit the rights of parties to obtain remedies, (iv) waivers of any usury defense contained in the Indenture or Offered Debt Securities that may be unenforceable, (v) requirements that a claim with respect to any Offered Debt Securities denominated in a currency, currency unit or composite currency other than United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law and (vi) governmental authority to limit, delay or prohibit the making of payments outside the United States or in foreign currencies, currency units or composite currencies.

- (2) With respect to any Subsidiary Guarantee to be offered by any Subsidiary Guarantor of Offered Debt Securities (the "Offered Subsidiary Guarantee"), when (a) the Registration Statement, as finally amended (including all necessary post-effective amendments), has become effective under the Securities Act and the Indenture has been qualified under the Trust Indenture Act; (b) an appropriate prospectus supplement or term sheet with respect to the Offered Subsidiary Guarantee has been prepared, delivered and filed in compliance with the Securities Act and the applicable rules and regulations thereunder; (c) if the Offered Subsidiary Guarantee is to be issued pursuant to a firm commitment underwritten offering, an underwriting
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agreement with respect to the Offered Subsidiary Guarantee has been duly authorized, executed and delivered by such Subsidiary Guarantor and the other parties thereto; (d) all necessary entity action, including any required action by such Subsidiary Guarantor's board of directors or managers, or any authorized committee thereof, or by such Subsidiary Guarantor's members or shareholders, as applicable, or other action has been taken by such Subsidiary Guarantor as necessary to approve the issuance and terms of the Offered Subsidiary Guarantee and related matters; (e) any supplemental indenture in respect of such Offered Subsidiary Guarantee has been duly authorized, executed and delivered by each party thereto; (f) the terms of the Offered Subsidiary Guarantee and of its issuance and sale have been duly established in conformity with the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Subsidiary Guarantee; and (g) the Offered Subsidiary Guarantee has been duly executed, delivered and countersigned in accordance with the provisions of the Indenture and any supplemental indenture to be entered into in connection with the issuance of such Offered Subsidiary Guarantee and duly issued in accordance with the Indenture, any supplemental indenture to be entered into in connection with the issuance of such Offered Subsidiary Guarantee and the applicable underwriting agreement, if any, or any other duly authorized, executed and delivered valid and binding purchase or agency agreement, the Offered Subsidiary Guarantee will be a valid and binding obligation of such Subsidiary Guarantor, enforceable against such Subsidiary Guarantor in accordance with its terms, except to the extent that enforcement thereof may be limited by (i) bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to creditors' rights generally, (ii) general principles of equity (regardless of whether enforceability is considered in a proceeding at law or in equity), (iii) public policy considerations which may limit the rights of parties to obtain remedies, (iv) waivers of any usury defense contained in the Indenture or Offered Subsidiary Guarantee that may be unenforceable, (v) requirements that a claim with respect to any Offered Subsidiary Guarantee of any series of Debt Securities denominated in a currency, currency unit or composite currency other than United States dollars (or a judgment denominated other than in United States dollars in respect of such claim) be

converted into United States dollars at a rate of exchange prevailing on a date determined pursuant to applicable law and (vi) governmental authority to limit, delay or prohibit the making of payments outside the United States or in foreign currencies, currency units or composite currencies.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. We also consent to the reference to our firm under the heading “Legal Matters” in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in applicable law.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP

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#### **Schedule I**

Ball Advanced Aluminum Technologies Corp.  
Ball Aerosol and Specialty Container Holding Corporation  
Ball Aerosol and Specialty Container Inc.  
Ball Aerospace & Technologies Corp.  
Ball Asia Services Limited  
Ball Container LLC  
Ball Delaware Holdings, LLC  
Ball Glass Containers, Inc.  
Ball Holdings Corp.  
Ball Holdings LLC  
Ball Metal Food Container Corp.  
Ball Metal Food Container, LLC  
Ball Pan-European Holdings, Inc.  
Latas de Aluminio Ball, Inc.  
USC May Verpackungen Holding Inc.

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#### **Schedule II**

Ball Metal Beverage Container Corp., a Colorado corporation  
Ball Packaging Corp., a Colorado corporation  
Ball Plastic Container Corp., a Colorado corporation  
Ball Technologies Holdings Corp., a Colorado corporation  
Ball Metal Container Corporation, an Indiana corporation  
Ball Corporation, a Nevada corporation

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 22, 2012 relating to the financial statements, and the effectiveness of internal control over financial reporting, which appears in Ball Corporation's Annual Report on Form 10-K for the year ended December 31, 2011. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
Denver, Colorado  
February 23, 2012

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM T-1**

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

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

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

(Exact name of trustee as specified in its charter)

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

**700 South Flower Street  
Suite 500**

**Los Angeles, California**

(Address of principal executive offices)

**95-3571558**

(I.R.S. employer  
identification no.)

**90017**

(Zip code)

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**BALL CORPORATION**

(Exact name of obligor as specified in its charter)

**Indiana**

(State or other jurisdiction of  
incorporation or organization)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**35-0160610**

(I.R.S. employer  
identification no.)

**80021-2510**

(Zip code)

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**Ball Advanced Aluminum Technologies Corp.**

(Exact name of obligor as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**54-1344175**

(I.R.S. employer  
identification no.)

**80021-2510**

(Zip code)

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**Ball Aerosol and Specialty Container Holding Corporation**

(Exact name of obligor as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

**06-1094196**

(I.R.S. employer  
identification no.)

**80021-2510**



(Address of principal executive offices)

(Zip code)

## **Ball Aerosol and Specialty Container Inc.**

(Exact name of obligor as specified in its charter)

### **Delaware**

(State or other jurisdiction of  
incorporation or organization)

**06-1145011**

(I.R.S. employer  
identification no.)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**80021-2510**

(Zip code)

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## **Ball Aerospace & Technologies Corp.**

(Exact name of obligor as specified in its charter)

### **Delaware**

(State or other jurisdiction of  
incorporation or organization)

**84-1315001**

(I.R.S. employer  
identification no.)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**80021-2510**

(Zip code)

## **Ball Asia Services Limited**

(Exact name of obligor as specified in its charter)

### **Delaware**

(State or other jurisdiction of  
incorporation or organization)

**35-1266192**

(I.R.S. employer  
identification no.)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**80021-2510**

(Zip code)

## **Ball Container LLC**

(Exact name of obligor as specified in its charter)

### **Delaware**

(State or other jurisdiction of  
incorporation or organization)

**27-0671085**

(I.R.S. employer  
identification no.)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**80021-2510**

(Zip code)

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## **Ball Corporation**

(Exact name of obligor as specified in its charter)

### **Nevada**

(State or other jurisdiction of  
incorporation or organization)

**35-1687923**

(I.R.S. employer  
identification no.)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**80021-2510**

(Zip code)

## **Ball Delaware Holdings, LLC**

(Exact name of obligor as specified in its charter)

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

**26-4668418**  
(I.R.S. employer  
identification no.)

**10 Longs Peak Drive**  
**P.O. Box 5000**  
**Broomfield, Colorado**  
(Address of principal executive offices)

**80021-2510**  
(Zip code)

## **Ball Glass Containers, Inc.**

(Exact name of obligor as specified in its charter)

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

**35-1602255**  
(I.R.S. employer  
identification no.)

**10 Longs Peak Drive**  
**P.O. Box 5000**  
**Broomfield, Colorado**  
(Address of principal executive offices)

**80021-2510**  
(Zip code)

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## **Ball Holdings Corp.**

(Exact name of obligor as specified in its charter)

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

**84-1428301**  
(I.R.S. employer  
identification no.)

**10 Longs Peak Drive**  
**P.O. Box 5000**  
**Broomfield, Colorado**  
(Address of principal executive offices)

**80021-2510**  
(Zip code)

## **Ball Holdings LLC**

(Exact name of obligor as specified in its charter)

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

**27-0670877**  
(I.R.S. employer  
identification no.)

**10 Longs Peak Drive**  
**P.O. Box 5000**  
**Broomfield, Colorado**  
(Address of principal executive offices)

**80021-2510**  
(Zip code)

## **Ball Metal Beverage Container Corp.**

(Exact name of obligor as specified in its charter)

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

**84-1326644**  
(I.R.S. employer  
identification no.)

**10 Longs Peak Drive**  
**P.O. Box 5000**  
**Broomfield, Colorado**  
(Address of principal executive offices)

**80021-2510**  
(Zip code)

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## **Ball Metal Container Corporation**

(Exact name of obligor as specified in its charter)

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

**35-1779013**  
(I.R.S. employer  
identification no.)

**10 Longs Peak Drive**  
**P.O. Box 5000**  
**Broomfield, Colorado**

**80021-2510**

(Address of principal executive offices)

(Zip code)

## **Ball Metal Food Container Corp.**

(Exact name of obligor as specified in its charter)

### **Delaware**

(State or other jurisdiction of  
incorporation or organization)

**22-2414869**

(I.R.S. employer  
identification no.)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**80021-2510**

(Zip code)

## **Ball Metal Food Container, LLC**

(Exact name of obligor as specified in its charter)

### **Delaware**

(State or other jurisdiction of  
incorporation or organization)

**84-1534521**

(I.R.S. employer  
identification no.)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**80021-2510**

(Zip code)

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## **Ball Packaging Corp.**

(Exact name of obligor as specified in its charter)

### **Colorado**

(State or other jurisdiction of  
incorporation or organization)

**84-1326640**

(I.R.S. employer  
identification no.)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**80021-2510**

(Zip code)

## **Ball Pan-European Holdings, Inc.**

(Exact name of obligor as specified in its charter)

### **Delaware**

(State or other jurisdiction of  
incorporation or organization)

**33-1022314**

(I.R.S. employer  
identification no.)

**14270 Ramona Avenue  
Chino, California**

(Address of principal executive offices)

**91710**

(Zip code)

## **Ball Plastic Container Corp.**

(Exact name of obligor as specified in its charter)

### **Colorado**

(State or other jurisdiction of  
incorporation or organization)

**84-1326643**

(I.R.S. employer  
identification no.)

**10 Longs Peak Drive  
P.O. Box 5000**

**Broomfield, Colorado**

(Address of principal executive offices)

**80021-2510**

(Zip code)

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## **Ball Technologies Holdings Corp.**

(Exact name of obligor as specified in its charter)

### **Colorado**

(State or other jurisdiction of  
incorporation or organization)

**84-1220333**

(I.R.S. employer  
identification no.)

10 Longs Peak Drive  
P.O. Box 5000  
Broomfield, Colorado  
(Address of principal executive offices)

80021-2510  
(Zip code)

## Latas de Aluminio Ball, Inc.

(Exact name of obligor as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

54-1088943  
(I.R.S. employer  
identification no.)

10 Longs Peak Drive  
P.O. Box 5000  
Broomfield, Colorado  
(Address of principal executive offices)

80021-2510  
(Zip code)

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## USC May Verpackungen Holding Inc.

(Exact name of obligor as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

36-4335392  
(I.R.S. employer  
identification no.)

10 Longs Peak Drive  
P.O. Box 5000  
Broomfield, Colorado  
(Address of principal executive offices)

80021-2510  
(Zip code)

Debt Securities  
and Guarantees of Debt Securities  
(Title of the indenture securities)

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

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

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

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

Yes.

### 2. Affiliations with Obligor.

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

None.

### 16. List of Exhibits.

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

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

4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

## SIGNATURE

Pursuant to the requirements of the Act, the Trustee, The Bank of New York Mellon Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Los Angeles, and State of California, on the 22nd day of February, 2012.

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

By: /S/ Raymond Torres  
 Name: Raymond Torres  
 Title: Senior Associate

## EXHIBIT 7

Consolidated Report of Condition of  
 THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.  
 of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business December 31, 2011, published in accordance with Federal regulatory authority instructions.

	<u>Dollar Amounts in Thousands</u>
<b>ASSETS</b>	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	648
Interest-bearing balances	396
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	808,707
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	95,500
Securities purchased under agreements to resell	0
Loans and lease financing receivables:	
Loans and leases held for sale	0
Loans and leases, net of unearned income	0
LESS: Allowance for loan and lease losses	0
Loans and leases, net of unearned income and allowance	0
Trading assets	0
Premises and fixed assets (including capitalized leases)	7,620
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	1
Direct and indirect investments in real estate ventures	0
Intangible assets:	
Goodwill	856,313
Other intangible assets	187,688
Other assets	175,314
Total assets	<u>\$ 2,132,187</u>

**LIABILITIES**

Deposits:	
In domestic offices	506
Noninterest-bearing	506
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	

Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	228,471
Total liabilities	497,668
Not applicable	

#### EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not available	
Retained earnings	506,347
Accumulated other comprehensive income	5,652
Other equity capital components	0
Not available	
Total bank equity capital	1,634,519
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	1,634,519
Total liabilities and equity capital	2,132,187

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

Karen Bayz ) CFO and Managing Director

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

Timothy Vara, President )  
Frank P. Sulzberger, MD ) Directors (Trustees)  
William D. Lindelof, MD )