

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

August 10, 1998

(Date of earliest event reported)

BALL CORPORATION

(Exact name of Registrant as specified in its charter)

Indiana	1-7349	35-0160610
-----	-----	-----
(State of Incorporation)	(Commission File No.)	(IRS Employer Identification No.)

10 Longs Peak Drive, Broomfield, CO 80021-2510

(Address of principal executive offices, including zip code)

(303) 469-5511

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Page 1 of 4
Exhibit Index is located at Page 4

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA
FINANCIAL INFORMATION AND EXHIBITS.

On August 10, 1998, Ball Corporation (the "Company") acquired (the "Acquisition") the North American beverage can business of Reynolds Metals Company (the "Acquired Business"). The Company reported the Acquisition on a Form 8-K dated August 10, 1998 and filed August 25, 1998. At the time of filing, the Company determined that the inclusion of the required interim financial statements, including pro forma information, was impracticable. Under the requirements of Form 8-K, Item 7(a)(4) and Item 7(b)(2), the Company has 60 days from the filing date of the Form 8-K to file amended interim financial information, including pro forma information. This amendment provides the financial information and pro forma financial information required by Regulation S-X.

The following financial statements are filed as part of this amendment to the Form 8-K:

(a) FINANCIAL STATEMENTS OF THE ACQUIRED BUSINESS.

Attached as Exhibit 99.2 to this Current Report on Form 8-K/A are the unaudited combined balance sheets of the Acquired Business as of June 30, 1998 and December 31, 1997 and the related combined statements of income and cash flows for the six-month periods ended June 30, 1998 and 1997 and accompanying notes.

(b) PRO FORMA FINANCIAL INFORMATION.

Attached as Exhibit 99.3 to this Current Report on Form 8-K/A are the unaudited pro forma condensed consolidated statements of income for the year ended December 31, 1997 and the six-month period ended June 28, 1998 and the unaudited pro forma condensed combined balance sheet as of June 28, 1998 and accompanying notes.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

By: /s/ R. David Hoover

Name: R. David Hoover
Title: Vice Chairman and
Chief Financial Officer

Dated: October 23, 1998

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EXHIBIT INDEX

<TABLE> <CAPTION> Description -----	Exhibit -----
<S> Unaudited combined balance sheets of the Acquired Business as of June 30, 1998 and December 31, 1997 and the related combined statements of income and cash flows for the six-month periods ended June 30, 1998 and 1997 and accompanying notes.	<C> EX 99.2
Unaudited pro forma condensed consolidated statements of income for the year ended December 31, 1997 and the six-month period ended June 28, 1998 and the unaudited pro forma condensed combined balance sheet as of June 28, 1998 and accompanying notes.	EX 99.3

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NORTH AMERICAN CAN OPERATIONS
(A COMPONENT OF REYNOLDS METALS COMPANY)

COMBINED BALANCE SHEET
(IN MILLIONS OF DOLLARS)

<TABLE>
<CAPTION>

	JUNE 30, 1998	DECEMBER 31, 1997
	(UNAUDITED)	(NOTE)
	<C>	<C>
<S>		
ASSETS		
Current assets:		
Customer receivables, less allowances of \$0.2 (1997 - \$0.2).....	\$ 84.5	\$ 54.5
Receivables from Reynolds' Latin American affiliate.....	4.7	6.2
Inventories.....	98.2	115.8
Deferred taxes.....	4.1	4.6
Other.....	2.4	3.3
	-----	-----
Total current assets.....	193.9	184.4
Property, plant and equipment.....	739.5	741.1
Less allowances for depreciation and amortization.....	423.8	404.5
	-----	-----
Assets held for sale.....	315.7	336.6
Other assets.....	6.1	6.2
	-----	-----
Other assets.....	37.7	38.9
	-----	-----
Total assets.....	\$ 553.4	\$ 566.1
	-----	-----
LIABILITIES AND OWNER'S EQUITY		
Current liabilities:		
Accounts payable.....	\$ 35.6	\$ 26.9
Accounts payable - Reynolds plant locations (net).....	44.9	43.2
Accrued compensation and related amounts.....	14.4	10.4
Restructuring liabilities.....	3.0	4.6
Other liabilities.....	4.3	4.6
	-----	-----
Total current liabilities.....	102.2	89.7
Long-term debt.....	54.3	54.4
Deferred taxes.....	39.1	38.5
Environmental liabilities.....	8.4	8.5
Owner's equity.....	349.4	375.0
Contingent liabilities.....	-----	-----
Total liabilities and owner's equity.....	\$ 553.4	\$ 566.1
	-----	-----

</TABLE>

Note: The combined balance sheet at December 31, 1997 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

See accompanying notes.

NORTH AMERICAN CAN OPERATIONS
(A COMPONENT OF REYNOLDS METALS COMPANY)

COMBINED STATEMENT OF INCOME
(IN MILLIONS OF DOLLARS)

<TABLE>
<CAPTION>

	(UNAUDITED)	
	SIX MONTHS ENDED	
	JUNE 30,	
	1998	1997
	-----	-----
	<C>	<C>
<S>		
REVENUES		
Net sales.....	\$ 627.6	\$ 619.3
Net sales to Reynolds' Latin American affiliate.....	2.2	6.3
	-----	-----

	629.8	625.6
COSTS AND EXPENSES		
Cost of products sold.....	554.4	557.1
Selling, administrative and general.....	16.5	15.6
Depreciation and amortization.....	28.7	27.9
Interest.....	1.2	0.9
	-----	-----
	600.8	601.5
	-----	-----
EARNINGS		
Income before income taxes.....	29.0	24.1
Taxes on income.....	11.7	9.8
	-----	-----
NET INCOME.....	\$ 17.3	\$ 14.3
	-----	-----

</TABLE>

See accompanying notes.

NORTH AMERICAN CAN OPERATIONS
(A COMPONENT OF REYNOLDS METALS COMPANY)

COMBINED STATEMENT OF CASH FLOWS
(IN MILLIONS OF DOLLARS)

<TABLE>
<CAPTION>

	(UNAUDITED)	
	SIX MONTHS ENDED	
	JUNE 30,	
	-----	-----
	1998	1997
	-----	-----
	<C>	<C>
OPERATING ACTIVITIES:		
Net income.....	\$ 17.3	\$ 14.3
Adjustments to reconcile to net cash provided by operating activities:		
Depreciation and amortization.....	28.7	27.9
Operational restructuring payments.....	(1.6)	(5.7)
Deferred taxes.....	1.1	5.3
Changes in operating assets and liabilities:		
Increase in receivables.....	(28.5)	(33.5)
Increase in inventories.....	17.6	28.0
Increase in payables.....	14.1	4.4
Other.....	(0.2)	(2.4)
	-----	-----
Net cash provided by (used in) operating activities.....	48.5	38.3
INVESTING ACTIVITIES:		
Expenditures for property, plant and equipment.....	(7.2)	(13.4)
Proceeds from sales of assets.....	1.7	0.3
	-----	-----
Net cash used in investing activities.....	(5.5)	(13.1)
FINANCING ACTIVITIES:		
Cash changes in owner's equity.....	(42.9)	(25.1)
Debt payments.....	(0.1)	(0.1)
	-----	-----
Net cash provided by (used in) financing activities.....	(43.0)	(25.2)
	-----	-----
CASH AT BEGINNING AND END OF PERIOD.....	\$ --	\$ --
	-----	-----

</TABLE>

See accompanying notes.

NORTH AMERICAN CAN OPERATIONS
(A COMPONENT OF REYNOLDS METALS COMPANY)

NOTES TO COMBINED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

North American Can Operations is a component of Reynolds Metals Company ("Reynolds") that primarily produces aluminum beverage cans and ends. The North American Can Operations (the "Operation") consist of 15 can and end plants in the U.S. and a can plant in Puerto Rico.

The accompanying unaudited special-purpose interim combined financial statements are presented in accordance with generally accepted accounting principles for interim financial statements and have been prepared on a basis consistent with the annual statements. Accordingly, they do not include all of

the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management of the Operation, the statements include all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation. Operating results for the interim period of 1998 are not necessarily indicative of the results that may be expected for the year ending December 31, 1998. For further information, refer to the special-purpose combined financial statements and footnotes thereto included in North American Can Operations' report for the year ended December 31, 1997.

2. CONTINGENT LIABILITIES

ENVIRONMENTAL

The Operation is involved in various environmental improvement activities resulting from past operations including where Reynolds has been designated as a potentially responsible party ("PRP"), with others, at various Environmental Protection Agency-designated Superfund sites.

Amounts have been recorded (on an undiscounted basis) which, in management's best estimate, will be sufficient to satisfy anticipated costs of known remediation requirements.

Estimated costs for future environmental compliance and remediation are necessarily imprecise because of factors such as:

- continuing evolution of environmental laws and regulatory requirements
- availability and application of technology
- identification of presently unknown remediation requirements
- cost allocations among PRPs

Further, it is not possible to predict the amount or timing of future costs of environmental remediation that may subsequently be determined. Based on information presently available, such future costs are not expected to have a material adverse effect on the Operation's competitive or financial position or its expected ongoing results of operations.

3. SUBSEQUENT EVENT

On August 10, 1998, the Operation was sold to Ball Corporation.

EXHIBIT 99.3

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

The unaudited pro forma condensed combined financial data is based on the consolidated financial statements of Ball Corporation ("Ball") and the combined financial statements at December 31, 1997, of the North American beverage can business of Reynolds Metals Company ("Reynolds"), previously filed with Form 8-K on August 25, 1998, and the interim combined financials at June 30, 1998, of Reynolds included herein. The unaudited pro forma financial data give effect to: (i) the acquisition by Ball of certain assets and the assumption by Ball of certain liabilities of Reynolds; (ii) the Senior Credit Facility; and (iii) the Offerings (collectively, the "Pro Forma Transactions") as if these transactions had occurred on January 1, 1997.

The unaudited pro forma condensed combined balance sheet at June 28, 1998 is based on the consolidated financial statements of Ball adjusted to give effect to the Pro Forma Transactions as if such transactions had occurred on June 28, 1998. The unaudited pro forma condensed combined statements of income for the year ended December 31, 1997, and the six month period ended June 28, 1998 are based on the consolidated financial statements of Ball and adjusted to give effect to the Pro Forma Transactions as if such transactions had occurred on January 1, 1997. During the periods presented neither the Ball nor Reynolds statements of income included any amounts related to discontinued operations. The Pro Forma Transaction adjustments are based upon historical financial information of Ball and Reynolds and certain assumptions that management of Ball believes are reasonable. The Reynolds acquisition is accounted for under the purchase method of accounting. Under this method of accounting, the purchase price has been allocated to the assets and liabilities acquired based on preliminary estimates of fair value. The allocation of the purchase price once the actual fair value of the assets and liabilities are finally determined will be adjusted and may vary from the preliminary estimates. The pro forma financial data does not necessarily reflect the results of operations or the financial position of Ball that actually would have resulted had the Pro Forma Transactions occurred at the date indicated, or project the results of operations or financial position of Ball for any future date or period.

The unaudited pro forma condensed combined financial data should be read in conjunction with the consolidated financial statements of Ball and the combined financial statements of Reynolds and the notes thereto previously filed with Form 8-K on August 25, 1998.

BALL CORPORATION

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME
YEAR ENDED DECEMBER 31, 1997
(IN MILLIONS, EXCEPT SHARE DATA)

<TABLE>
<CAPTION>

	BALL HISTORICAL	REYNOLDS HISTORICAL	PRO FORMA ADJUSTMENTS	PRO FORMA TOTAL
<S>	<C>	<C>	<C>	<C>
Net sales	\$2,388.5	\$1,192.7	\$ -	\$3,581.2
Costs and expenses:				
Cost of sales	2,121.2	1,109.9	(17.9) (1) (1.6) (2)	3,211.6
Selling, product development, general and administrative expense	136.9	32.1	9.8 (3) 1.6 (7)	180.4
Disposition, relocation and other expense	(9.0)	-	-	(9.0)
Interest expense	53.5	2.1	104.3 (4) (31.6) (4) (2.1) (4) 1.6 (4) 4.1 (4)	131.9
	2,302.6	1,144.1	68.2	3,514.9
Earnings (loss) before taxes on income	85.9	48.6	(68.2)	66.3
Provision for income tax (expense) benefit	(32.0)	(19.9)	26.9 (5)	(25.0)
Minority interests	5.1	-	-	5.1

Equity in losses of affiliates	(0.7)	-	-	(0.7)
Net income (loss)	58.3	28.7	(41.3)	45.7
Preferred dividends, net of tax benefit	(2.8)	-	-	(2.8)
Net earnings (loss) attributable to common shareholders	\$ 55.5	\$ 28.7	\$ (41.3)	\$ 42.9
Earnings per common share (6)				
Basic	\$ 1.84			\$ 1.42
Diluted	\$ 1.74			\$ 1.35
Weighted average common shares outstanding (in thousands) (6)				
Basic	30,234			30,234
Diluted	32,311			32,311

</TABLE>

BALL CORPORATION

NOTES TO UNAUDITED PRO FORMA CONDENSED STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 1997
(IN MILLIONS)

- 1) Represents the adjustment to depreciation expense to reflect the estimated depreciation on plant and equipment, based on their estimated respective fair values and estimated remaining useful lives, versus Reynolds' historic depreciation. The assets are generally being amortized over periods from ten to twenty years.
- 2) To eliminate the historical amortization of goodwill of Reynolds.
- 3) Represents (i) the amortization of the excess purchase price over the fair value of the acquired assets and liabilities of \$314.8 million over a period of 40 years and (ii) the amortization of other intangible assets of \$15.0 million over a period of 10 years.
- 4) Interest expense was adjusted to reflect (i) \$104.3 million resulting from the following borrowings:

<TABLE>
<CAPTION>

Debt instrument	Average Principle	Interest Rate	Interest Expense
-----	-----	-----	-----
<S>	<C>	<C>	<C>
Senior Notes	\$300.0	7.75%	\$ 23.3
Senior Subordinated Notes	250.0	8.25%	20.6
Senior Credit Facility	818.7	7.38%	60.4
Total			\$104.3

</TABLE>

(ii) the elimination of \$31.6 million of interest on the existing Ball debt that will be repaid with proceeds of the Senior Credit Facility and Notes; (iii) the elimination of \$2.1 million of interest related to the Reynolds debt that will not be assumed by Ball; (iv) \$1.6 million of commitment fees on the average unused portion of the Senior Credit Facility and (v) the amortization of financing costs of \$4.1 million over the life of the indebtedness. Borrowing under the Senior Credit Facility represents floating rate debt. A 1/8 of 1 percent change in the interest rate on that debt would result in a change in interest expense of approximately \$1.0 million.

- 5) Income tax expense was adjusted to reflect an effective tax rate of 39.2%, which is the estimated statutory effective tax rate of Ball.
- 6) Basic earnings per common share was calculated by dividing Ball historical or pro forma net earnings available to common shareholders by the weighted average common shares outstanding. Diluted earnings per common share was calculated by dividing Ball historical or pro forma net

income attributable to common shareholders, as adjusted for the effect of an assumed conversion of the Ball ESOP preferred shares into common shares, by the weighted average common shares outstanding, adjusted for the assumed exercise of dilutive stock options and the conversion of the ESOP preferred shares into common shares.

- 7) Represents incremental rent expense on certain of the Company's leases as a result of the transaction.

BALL CORPORATION

UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME
SIX MONTHS ENDED JUNE 28, 1998
(IN MILLIONS, EXCEPT SHARE DATA)

<TABLE>
<CAPTION>

	BALL HISTORICAL	REYNOLDS HISTORICAL (8)	PRO FORMA ADJUSTMENTS	PRO FORMA TOTAL
<S>	<C>	<C>	<C>	<C>
Net sales	\$1,195.3	\$629.8	\$ -	\$1,825.1
Costs and expenses:				
Cost of sales	1,060.0	583.1	(9.3) (1) (0.8) (2)	1,633.0
Selling, product development, general and administrative expense	63.8	16.5	4.9 (3) 0.8 (7)	86.0
Disposition, relocation and other expense	10.3	-	-	10.3
Interest expense	26.1	1.2	52.4 (4) (16.1) (4) (1.2) (4) 0.7 (4) 2.0 (4)	65.1
	1,160.2	600.8	33.4	1,794.4
Earnings (loss) before taxes on income	35.1	29.0	(33.4)	30.7
Provision for income tax (expense) benefit	(15.3)	(11.7)	13.2 (5)	(13.8)
Minority interests	4.0	-	-	4.0
Equity in earnings of affiliates	0.5	-	-	0.5
Net income (loss)	24.3	17.3	(20.2)	21.4
Preferred dividends, net of tax benefit	(1.4)	-	-	(1.4)
Net earnings (loss) attributable to common shareholders	\$ 22.9	\$ 17.3	\$ (20.2)	\$ 20.0
Earnings per common share (6)				
Basic	\$ 0.76			\$ 0.66
Diluted	\$ 0.72			\$ 0.63
Weighted average common shares outstanding (in thousands) (6)				
Basic	30,264			30,264
Diluted	32,367			32,367

</TABLE>

BALL CORPORATION

NOTES TO UNAUDITED PRO FORMA CONDENSED STATEMENT OF INCOME
FOR THE SIX MONTHS ENDED JUNE 28, 1998
(IN MILLIONS)

- 1) Represents the adjustment to depreciation expense to reflect the

estimated depreciation on plant and equipment, based on their estimated respective fair values and estimated remaining useful lives, versus Reynolds' historic depreciation. The assets are generally being amortized over periods from ten to twenty years.

- 2) To eliminate the historical amortization of goodwill of Reynolds.
- 3) Represents (i) the amortization of the excess purchase price over the fair value of the acquired assets and liabilities of \$314.8 million over a period of 40 years and (ii) the amortization of other intangible assets of \$15.0 million over a period of 10 years.
- 4) Interest expense was adjusted to reflect (i) \$52.4 million resulting from the following borrowings:

<TABLE>
<CAPTION>

Debt instrument	Average Principle	Interest Rate	Interest Expense
<S>	<C>	<C>	<C>
Senior Notes	\$300.0	7.75%	\$ 11.6
Senior Subordinated Notes	250.0	8.25%	10.3
Senior Credit Facility	824.5	7.40%	30.5
Total			\$ 52.4

</TABLE>

(ii) the elimination of \$16.1 million of interest on the existing Ball debt that will be repaid with proceeds of the Senior Credit Facility and Notes; (iii) the elimination of \$1.2 million of interest related to the Reynolds debt that will not be assumed by Ball; (iv) \$.7 million of commitment fees on the average unused portion of the Senior Credit Facility and (v) the amortization of financing costs of \$2.0 million over the life of the indebtedness. A 1/8 of 1 percent change in the interest rate on that debt would result in a change in interest expense of approximately \$0.5 million.

- 5) Income tax expense was adjusted to reflect an effective tax rate of 39.2%, which is the estimated statutory effective tax rate of Ball.
- 6) Basic earnings per common share was calculated by dividing Ball historical or pro forma net earnings available to common shareholders by the weighted average common shares outstanding. Diluted earnings per common share was calculated by dividing Ball historical or pro forma net income attributable to common shareholders, as adjusted for the effect of an assumed conversion of the Ball ESOP preferred shares into common shares, by the weighted average common shares outstanding, adjusted for the assumed exercise of dilutive stock options and the conversion of the ESOP preferred shares into common shares.
- 7) Represents incremental rent expense on certain of the Company's leases as a result of the transaction.
- 8) Six-month period ended June 30, 1998.

BALL CORPORATION

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
JUNE 28, 1998
(IN MILLIONS)

<TABLE>
<CAPTION>

	BALL HISTORICAL	REYNOLDS HISTORICAL (10)	PRO FORMA ADJUSTMENTS	PRO FORMA TOTAL
<S>	<C>	<C>	<C>	<C>
ASSETS				
Current Assets				
Cash and temporary investments	\$ 68.4	\$ -	\$ -	\$ 68.4
Accounts receivable, net	339.2	89.2	-	428.4
Inventory, net				
Raw materials and supplies	145.6	2.8	-	148.4
Work in process and finished goods	245.0	95.4	2.4 (2)	342.8
Deferred income tax benefits and prepaid expenses	56.6	6.5	(4.1) (1)	59.0
Total current assets	854.8	193.9	(1.7)	1,047.0
Property, plant and equipment, at cost	1,546.0	745.6	(5.4) (1)	

			117.4	(2)	
			(423.8)	(2)	1,979.8
Accumulated depreciation	(680.2)	(423.8)	423.8	(2)	(680.2)
	865.8	321.8	96.0		1,299.6
Investment in affiliates	75.6	-	-		75.6
Goodwill, net	212.8	12.6	(12.6)	(3)	
			314.8	(3)	527.6
Other assets	104.5	25.1	30.1	(4)	
			15.0	(4)	174.7
	\$2,113.5	\$ 553.4	\$ 457.6		\$3,124.5
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Short-term debt and current portion of long term debt					
	\$ 430.4	\$ -	\$ (341.7)	(6)	\$ 88.7
Accounts payable	270.7	80.5	-		351.2
Salaries and wages	61.5	14.4	(0.8)	(1)	75.1
Other current liabilities	94.0	4.3	(0.4)	(1)	
			17.0	(7)	
			(7.8)	(9)	107.1
Restructuring liability	-	3.0	(3.0)	(1)	
			-		-
Total current liabilities	856.6	102.2	(336.7)		622.1
Noncurrent liabilities					
Long-term debt					
	354.6	54.3	(54.3)	(1)	
			857.7	(6)	
			341.7	(6)	1,554.0
Deferred income taxes	62.2	39.1	(39.1)	(1)	
			(33.7)	(5/7)	
			(14.7)	(7)	13.8
Restructuring liability			52.0	(5)	52.0
Employee benefit obligations and other	143.4	8.4	(8.4)	(1)	
			17.0	(7)	
			37.6	(7)	198.0
	560.2	101.8	1,155.8		1,817.8
Contingencies					
	-	-	-		-
Minority interests					
	41.3	-	-		41.3
Shareholders' equity					
Series B ESOP Convertible Preferred Stock					
	59.4	-	-		59.4
Unearned compensation - ESOP	(33.6)	-	-		(33.6)
Preferred shareholder's equity					
	25.8	-	-		25.8
Common stock					
	352.4	-	-		352.4
Retained earnings	416.1	349.4	(349.4)	(8)	
			(12.1)	(9)	404.0
Accumulated comprehensive other (loss)	(25.6)	-	-		(25.6)
Treasury stock, at cost	(113.3)	-	-		(113.3)
Common shareholders' equity					
	629.6	349.4	(361.5)		617.5
Total shareholders' equity					
	655.4	349.4	(361.5)		643.3
	\$2,113.5	\$553.4	\$457.6		\$3,124.5

</TABLE>

BALL CORPORATION

NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
JUNE 28, 1998
(IN MILLIONS)

- 1) These adjustments reflect the elimination from the Reynolds historical financial statement balances of the assets and liabilities that will not be purchased or assumed by Ball, as provided in the Purchase Agreement.
- 2) The Reynolds acquisition will be accounted for using the purchase method of accounting. The purchase price allocation to assets acquired and liabilities assumed at their estimated fair values was determined and

allocated as follows:

<TABLE>

<CAPTION>

<S>	<C>
Purchase price for Reynolds business	\$ 745.4
Additional cash paid for working capital	13.8
Incentive loan to RMC	39.0
Acquisition costs (a)	9.6

Total purchase price	\$ 807.8

Purchase price allocated to:	
Tangible assets	\$ 651.1
Goodwill (b)	314.8
Other intangible assets	15.0
Liabilities	(173.1)

Total purchase price allocated	\$ 807.8

</TABLE>

(a) Represents fees and costs directly associated with the Reynolds acquisition consisting of investment banking, legal and other professional fees.

(b) Goodwill is the excess purchase price over the fair value of the acquired assets and liabilities.

- 3) Goodwill was adjusted to reflect (i) the elimination of existing goodwill of Reynolds and (ii) the excess of purchase cost over the estimated fair value of the net assets acquired and liabilities assumed, which amount will be amortized on a straight line basis over an estimated life of 40 years.
- 4) Other assets were adjusted to reflect (i) the capitalization of \$30.1 million of financing costs that will be amortized over the life of the Notes and the Senior Credit Facility and (ii) the allocation of \$15.0 million of purchase price to other intangible assets (primarily related to customer lists, agreements not to compete and technology licensing agreements) that will be amortized over an estimated life of ten years.
- 5) The Company has announced that it will close the former Reynolds metal beverage container headquarters facility in Richmond, Virginia, and consolidate headquarters operations at its offices near Denver, Colorado. In addition, the Company is assessing possible further integration opportunities and has initially recorded a \$52.0 million liability, before tax effects, as a part of the valuation process. Upon finalization of the plan, adjustments to the liability will be reflected in the allocation of the purchase price.
- 6) Long-term debt was adjusted to (i) reflect gross proceeds of \$550.0 million from the issuance of the Notes and additional borrowings of \$307.7 million under the Senior Credit Facility and (ii) the reclassification of \$341.7 million of short-term debt to long-term.
- 7) Represents an adjustment to reflect the estimated liability for certain Reynolds employee benefit obligations and other liabilities assumed by Ball. These obligations, primarily for pension and medical benefits, were recorded on the books of RMC, the seller, and not pushed down to Reynolds. All accrued costs related to these benefit plans were recorded on the books of Reynolds. A corresponding deferred tax asset related to these liabilities is included within this pro forma balance sheet.
- 8) The adjustment reflects the elimination of the former owner's equity of Reynolds.
- 9) The adjustment reflects an estimate of the non-recurring cost (\$19.9 million, net of a \$7.8 million tax benefit) in connection with refinancing Ball's existing borrowings under the Senior Credit Facility as a net reduction of shareholders' equity.
- 10) As of June 30, 1998.