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

**POST-EFFECTIVE AMENDMENT NO. 1
TO**

FORM S-3

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Ball Corporation

(Exact Name of Registrant as Specified in Its Charter)

Indiana

(State or Other Jurisdiction of Incorporation or
Organization)

35-0160610

(IRS Employer Identification Number)

**10 Longs Peak Drive
P.O. Box 5000
Broomfield, CO 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 and General Counsel
Ball Corporation
10 Longs Peak Drive
P.O. Box 5000
Broomfield, CO 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, IL 60606-1720
(312) 407-0700

Approximate Date of Commencement of Proposed Sale to the Public: From time to time after the effective date of this registration statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please 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 class 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. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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 Security(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of registration fee(1)(2)
Guarantees of Debt Securities (2)	—	—	—	—
(1) An indeterminate aggregate initial offering price, principal amount or number of the securities is being registered as may from time to time be issued at indeterminate prices or upon conversion, exchange or exercise of securities registered 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) Guarantees of 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(n), no separate registration fee is payable in respect of the registration of the guarantees.				

TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Additional Registrants	Jurisdiction of Incorporation	I.R.S. Employer Identification Number
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 Container Corporation*	Delaware	22-2780219
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 Metal Packaging Sales Corp.*	Colorado	84-1326641
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
Ball Technology Services Corp.*	California	33-0069064
BG Holdings I, Inc.*	Delaware	35-1960867
BG Holdings II, Inc.*	Delaware	35-1960866
Efratom Holding, Inc.*	Colorado	31-1421208
Latas de Aluminio Ball, Inc.*	Delaware	54-1088943
Metal Packaging International, Inc.*	Colorado	84-1111796
USC May Verpackungen Holding Inc.*	Delaware	36-4335392

* Address and telephone number of principal executive offices are the same as those of Ball Corporation.

EXPLANATORY NOTE

This Registration Statement on Form S-3 (Registration No. 333-157537) of Ball Corporation and its subsidiary guarantor registrants (the “Registration Statement”) is being amended to add Ball Asia Services Limited, Ball Container LLC, Ball Corporation (a Nevada corporation), Ball Glass Container Corporation, Ball Glass Containers, Inc., Ball Holdings Corp., Ball Holdings LLC, Ball Metal Container Corporation and Ball Technology Services Corporation, all subsidiaries of Ball Corporation, as co-registrants that are, or may potentially be, guarantors of some or all of the debt securities with respect to which offers and sales are registered under this Registration Statement. No changes or additions are being made hereby to the base prospectus that already forms a part of the Registration Statement. Accordingly, such base prospectus is being omitted from this filing.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The expenses of this offering (all of which are to be paid by the registrant) are estimated to be as follows:

	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

II-1

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.

II-2

ITEM 16. 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	Bylaws of Ball Corporation as amended July 23, 2008 (incorporated by reference to Exhibit 99.1 to Ball Corporation's Current Report on Form 8-K filed with the SEC on July 29, 2008).

- 4.3 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).
- 4.4 Form of debt securities.*
- 4.5 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.
- 4.6 Form of any certificate of designation, preferences and rights with respect to any preferred stock issued hereunder.*
- 4.7 Form of any preferred stock certificate.*
- 4.8 Form of warrant agreement.*
- 4.9 Rights Agreement, dated July 26, 2006, by and 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).
- 5.1 Opinion of Charles E. Baker.**
- 5.2 Opinion of Robert W. McClelland.**
- 5.3 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.**
- 5.4 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the guarantees covered by this Post-Effective Amendment No. 1 to Form S-3.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Charles E. Baker (included in Exhibit 5.1).**
- 23.3 Consent of Robert W. McClelland (included in Exhibit 5.2).**
- 23.4 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.3 and 5.4).
- 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, 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.

** Previously filed as an exhibit to the Registration Statement.

II-3

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 Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 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 (a)(i), (a)(ii) and (a)(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 a registrant or its securities provided by or on behalf of a registrant; and
- (iv) Any other communication that is an offer in the offering made by a 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.

II-5

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant 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 August 10, 2009.

BALL CORPORATION

By: /s/ R. David Hoover
R. David Hoover
Chairman, President and Chief Executive Officer

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 August 10, 2009.

Signature	Title
<u>*</u> R. David Hoover	Chairman of the Board, President and Chief Executive Officer (principal executive officer)
<u>*</u> Raymond J. Seabrook	Senior Vice President and Chief Financial Officer (principal financial officer)
<u>*</u> Douglas K. Bradford	Vice President and Controller (principal accounting officer)
<u>*</u> Robert W. Alsbaugh	Director
<u>*</u> Hanno C. Fiedler	Director
<u>*</u> John F. Lehman	Director
<u>*</u> Georgia Nelson	Director
<u>*</u> Jan Nicholson	Director
<u>*</u> George M. Smart	Director
<u>*</u>	Director

_____ Theodore M. Solso	
_____ *	Director
_____ Stuart A. Taylor II	
_____ *	Director
_____ Erik H. van der Kaay	

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-6

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 August 10, 2009.

BALL AEROSOL AND SPECIALTY CONTAINER HOLDING CORPORATION

By: /s/ R. David Hoover
R. David Hoover
Chairman and Chief Executive Officer

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
_____ *	
_____ R. David Hoover	Chairman, President and Chief Executive Officer (principal executive officer)
_____ *	
_____ Raymond J. Seabrook	Vice President (principal financial officer)
_____ *	
_____ Douglas K. Bradford	Vice President (principal accounting officer)
_____ *	
_____ John A. Hayes	Director

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-7

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 August 10, 2009.

BALL AEROSOL AND SPECIALTY CONTAINER INC.

By: /s/ R. David Hoover
R. David Hoover
Chairman and Chief Executive Officer

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
_____ *	
_____ R. David Hoover	Chairman, President and Chief Executive Officer (principal executive officer)
_____ *	
_____ Raymond J. Seabrook	Vice President (principal financial officer)

* _____ Douglas K. Bradford	Vice President (principal accounting officer)
* _____ John A. Hayes	Director

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-8

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 August 10, 2009.

BALL AEROSPACE & TECHNOLOGIES CORP.

By: /s/ David L. Taylor
David L. Taylor
President and Chief Executive Officer

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 August 10, 2009.

Signature	Title
* _____ R. David Hoover	Chairman
* _____ David L. Taylor	President and Chief Executive Officer and Director (principal executive officer)
* _____ Scott C. Morrison	Vice President and Treasurer (principal financial and accounting officer)
/s/ Charles E. Baker _____ Charles E. Baker	Director

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-9

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 August 10, 2009.

BALL DELAWARE HOLDINGS, LLC

By: /s/ Raymond J. Seabrook
Raymond J. Seabrook
President and Manager

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 August 10, 2009.

Signature	Title
* _____ Raymond J. Seabrook	President and Manager (principal executive officer)
* _____ Scott C. Morrison	Vice President, Treasurer and Manager (principal financial officer)

Signature	Title
* R. David Hoover	Chairman and Chief Executive Officer (principal executive officer)
* Scott C. Morrison	Vice President and Treasurer (principal financial and accounting officer)
* John A. Hayes	Vice Chairman and Chief Operating Officer

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-12

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 August 10, 2009.

BALL METAL FOOD CONTAINER, LLC

By: /s/ Michael W. Feldser
Michael W. Feldser
President and Manager

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
<u>*</u> Michael W. Feldser	President and Manager (principal executive officer)
<u>*</u> Scott C. Morrison	Treasurer and Manager (principal financial and accounting officer)
<u>/s/ Charles E. Baker</u> Charles E. Baker	Secretary and Manager
<u>*</u> Raymond J. Seabrook	Manager

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-13

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Metal Packaging Sales 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 August 10, 2009.

BALL METAL PACKAGING SALES CORP.

By: /s/ R. David Hoover
R. David Hoover
Chairman and Chief Executive Officer

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
<u>*</u> R. David Hoover	Chairman and Chief Executive Officer (principal executive officer)
<u>*</u> Scott C. Morrison	Vice President and Treasurer (principal financial and accounting officer)
<u>*</u> John A. Hayes	President, Chief Operating Officer and Director

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

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 August 10, 2009.

BALL PACKAGING CORP.

By: /s/ R. David Hoover
 R. David Hoover
Chairman and Chief Executive Officer

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
*	
R. David Hoover	Chairman and Chief Executive Officer (principal executive officer)
*	
Scott C. Morrison	Vice President and Treasurer (principal financial and accounting officer)
*	
John A. Hayes	Vice Chairman and Chief Operating Officer

*By: /s/ Charles E. Baker
 Charles E. Baker
 Attorney-in-Fact

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 August 10, 2009.

BALL PAN-EUROPEAN HOLDINGS, INC.

By: /s/ Charles E. Baker
 Charles E. Baker
Assistant Secretary

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
*	
Dave Trujillo	President and Director (principal executive officer)
*	
Frank Weekers	Treasurer (principal financial and accounting officer)
*	
R. David Hoover	Director

*By: /s/ Charles E. Baker
 Charles E. Baker
 Attorney-in-Fact

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 August 10, 2009.

BALL PLASTIC CONTAINER CORP.

By: /s/ R. David Hoover
R. David Hoover
Chairman and Chief Executive Officer

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
<u>*</u>	Chairman and Chief Executive Officer (principal executive officer)
<u>R. David Hoover</u>	
<u>*</u>	Vice President and Treasurer (principal financial and accounting officer)
<u>Scott C. Morrison</u>	
<u>*</u>	Vice Chairman and Chief Operating Officer
<u>John A. Hayes</u>	

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-17

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 August 10, 2009.

BALL TECHNOLOGIES HOLDINGS CORP.

By: /s/ David L. Taylor
David L. Taylor
President and Chief Executive Officer

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
<u>*</u>	President and Chief Executive Officer (principal executive officer)
<u>David L. Taylor</u>	
<u>*</u>	Vice President and Treasurer (principal financial and accounting officer)
<u>Scott C. Morrison</u>	
<u>*</u>	Director
<u>R. David Hoover</u>	

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-18

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, BG Holdings I, 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 August 10, 2009.

BG HOLDINGS I, INC.

By: /s/ R. David Hoover
R. David Hoover
President and Director

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
<u>*</u>	President and Director (principal executive officer)
<u>R. David Hoover</u>	
<u>*</u>	Vice President and Treasurer (principal financial and accounting officer)
<u>Scott C. Morrison</u>	

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-19

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, BG Holdings II, 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 August 10, 2009.

BG HOLDINGS II, INC.

By: /s/ R. David Hoover
R. David Hoover
President and Director

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
<u>*</u>	President and Director (principal executive officer)
<u>R. David Hoover</u>	
<u>*</u>	Vice President and Treasurer (principal financial and accounting officer)
<u>Scott C. Morrison</u>	

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-20

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Efratom Holding, Inc., 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 August 10, 2009.

EFRATOM HOLDING, INC.

By: /s/ David L. Taylor
David L. Taylor
President, Chief Executive Officer and Director

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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
<u>*</u>	President, Chief Executive Officer and Director (principal executive officer)
<u>David L. Taylor</u>	
<u>*</u>	Vice President and Treasurer (principal financial and accounting officer)
<u>Scott C. Morrison</u>	

*

R. David Hoover

Director

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-21

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 August 10, 2009.

LATAS DE ALUMINIO BALL, INC.

By: /s/ R. David Hoover
R. David Hoover
Chairman and Chief Executive Officer

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 August 10, 2009.

Signature	Title
* _____ R. David Hoover	Chairman and Chief Executive Officer (principal executive officer)
* _____ Scott C. Morrison	Vice President and Treasurer (principal financial and accounting officer)
/s/ Charles E. Baker _____ Charles E. Baker	Director
* _____ John A. Hayes	Vice Chairman and Chief Operating Officer
* _____ Raymond J. Seabrook	Director

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-22

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Metal Packaging International, Inc., 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 August 10, 2009.

METAL PACKAGING INTERNATIONAL, INC.

By: /s/ Charles E. Baker
Charles E. Baker
Secretary

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 August 10, 2009.

Signature	Title
* _____ John R. Friedery	President and Director (principal executive officer)
* _____ Scott C. Morrison	Treasurer (principal financial and accounting officer)
* _____ John A. Hayes	Vice President and Director

*

R. David Hoover

Director

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-23

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 August 10, 2009.

USC MAY VERPACKUNGEN HOLDING INC.

By: /s/ Charles E. Baker
Charles E. Baker
Secretary

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 August 10, 2009.

Signature	Title
* _____ R. David Hoover	Chief Executive Officer (principal executive officer)
* _____ Raymond J. Seabrook	Vice President (principal financial officer)
* _____ Douglas K. Bradford	Vice President (principal accounting officer)
* _____ Scott C. Morrison	Director
/s/ Charles E. Baker _____ Charles E. Baker	Director

*By: /s/ Charles E. Baker
Charles E. Baker
Attorney-in-Fact

II-24

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 August 10, 2009.

BALL ASIA SERVICES LIMITED

By: /s/ Colin J. Gillis
Colin J. Gillis
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, R. David Hoover and Raymond J. Seabrook, 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 August 10, 2009.

Signature	Title
<u>/s/ Colin J. Gillis</u> Colin J. Gillis	Chairman and Chief Executive Officer (principal executive officer)
<u>/s/ R. David Hoover</u> R. David Hoover	Director
<u>/s/ John A. Hayes</u> John A. Hayes	Director
<u>/s/ Raymond J. Seabrook</u> Raymond J. Seabrook	Senior Vice President and Director (principal financial officer and principal accounting officer)

II-25

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 August 10, 2009.

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, R. David Hoover and Raymond J. Seabrook, 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 August 10, 2009.

Signature	Title
<u>/s/ Charles E. Baker</u> Charles E. Baker	President and Secretary (principal executive officer)
<u>/s/ Raymond J. Seabrook</u> Raymond J. Seabrook	Senior Vice President (principal financial and accounting officer)

By: Ball Holdings LLC

/s/ Charles E. Baker
Charles E. Baker
President and Secretary

Sole member of Ball Container LLC

II-26

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 August 10, 2009.

BALL CORPORATION

By: /s/ R. David Hoover
R. David Hoover
President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, R. David Hoover and Raymond J. Seabrook, 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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
<u>/s/ R. David Hoover</u> R. David Hoover	President (principal executive officer)
<u>/s/ Raymond J. Seabrook</u> Raymond J. Seabrook	Senior Vice President (principal financial and accounting officer)
<u>/s/ Charles E. Baker</u> Charles E. Baker	Director

II-27

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Glass Container 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 August 10, 2009.

BALL GLASS CONTAINER CORPORATION

By: /s/ R. David Hoover
R. David Hoover
President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, R. David Hoover and Raymond J. Seabrook, 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 August 10, 2009.

<u>Signature</u>	<u>Title</u>
<u>/s/ R. David Hoover</u> R. David Hoover	President and Director (principal executive officer)
<u>/s/ Raymond J. Seabrook</u> Raymond J. Seabrook	Vice President and Director (principal financial officer)
<u>/s/ Douglas K. Bradford</u> Douglas K. Bradford	Vice President and Director (principal accounting officer)

II-28

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 August 10, 2009.

BALL GLASS CONTAINERS, INC.

By: /s/ R. David Hoover
R. David Hoover
President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, R. David Hoover and Raymond J. Seabrook, 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 August 10, 2009.

Signature	Title
<u>/s/ R. David Hoover</u> R. David Hoover	President and Director (principal executive officer)
<u>/s/ Raymond J. Seabrook</u> Raymond J. Seabrook	Treasurer (principal financial and accounting officer)

II-29

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 August 10, 2009.

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, R. David Hoover and Raymond J. Seabrook, 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 August 10, 2009.

Signature	Title
<u>/s/ David L. Taylor</u> David L. Taylor	President, Chief Executive Officer and Director (principal executive officer)
<u>/s/ Raymond J. Seabrook</u> Raymond J. Seabrook	Vice President (principal financial officer)
<u>/s/ Douglas K. Bradford</u> Douglas K. Bradford	Vice President (principal accounting officer)
<u>/s/ R. David Hoover</u> R. David Hoover	Director

II-30

SIGNATURES

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 August 10, 2009.

BALL HOLDINGS 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, R. David Hoover and Raymond J. Seabrook, 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 August 10, 2009.

Signature	Title
<u>/s/ Charles E. Baker</u> Charles E. Baker	President and Secretary (principal executive officer)
<u>/s/ Raymond J. Seabrook</u> Raymond J. Seabrook	Senior Vice President (principal financial and accounting officer)

By: Ball Corporation

<u>/s/ Charles E. Baker</u> Charles E. Baker <i>Vice President and General Counsel</i>	Sole member of Ball Holdings LLC
--	----------------------------------

II-31

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 August 10, 2009.

BALL METAL CONTAINER CORPORATION

By: /s/ R. David Hoover
R. David Hoover
President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles E. Baker, R. David Hoover and Raymond J. Seabrook, 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 August 10, 2009.

Signature	Title
<u>/s/ R. David Hoover</u> R. David Hoover	President and Director (principal executive officer)
<u>/s/ Raymond J. Seabrook</u> Raymond J. Seabrook	Treasurer (principal financial and accounting officer)

II-32

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Ball Technology Services Corporation, 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 August 10, 2009.

BALL TECHNOLOGY SERVICES CORPORATION

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, R. David Hoover and Raymond J. Seabrook, 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 August 10, 2009.

Signature	Title
<u>/s/ David L. Taylor</u> David L. Taylor	President and Chief Executive Officer (principal executive officer)
<u>/s/ Raymond J. Seabrook</u> Raymond J. Seabrook	Vice President (principal financial officer)
<u>/s/ Douglas K. Bradford</u> Douglas K. Bradford	Vice President (principal accounting officer)
<u>/s/ R. David Hoover</u> R. David Hoover	Director

II-33

Exhibit Index

ITEM 16. 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	Bylaws of Ball Corporation as amended July 23, 2008 (incorporated by reference to Exhibit 99.1 to Ball Corporation's Current Report on Form 8-K filed with the SEC on July 29, 2008).
4.3	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).
4.4	Form of debt securities.*
4.5	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.
4.6	Form of any certificate of designation, preferences and rights with respect to any preferred stock issued hereunder.*
4.7	Form of any preferred stock certificate.*
4.8	Form of warrant agreement.*
4.9	Rights Agreement, dated July 26, 2006, by and 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).
5.1	Opinion of Charles E. Baker.**
5.2	Opinion of Robert W. McClelland.**
5.3	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.**
5.4	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the guarantees covered by this Post-Effective Amendment No. 1 to Form S-3.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Charles E. Baker (included in Exhibit 5.1).**
23.3	Consent of Robert W. McClelland (included in Exhibit 5.2).**
23.4	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.3 and 5.4).
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, 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.

** Previously filed as an exhibit to the Registration Statement.

II-34

Skadden, Arps, Slate, Meagher & Flom LLP
155 North Wacker Drive
Chicago, Illinois 60606-1720

(312) 407-0700
Fax : (312) 407-0411
<http://www.skadden.com>

August 10, 2009

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

Re: Ball Corporation
Post-Effective Amendment No. 1 to Registration Statement (File No. 333-157537) 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 (File No. 333-157537, the "Form S-3"), filed on February 26, 2009, and post-effective amendment no. 1 to the Form S-3 (the "Amendment" and, together with the 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 Amendment relates to the issuance and sale 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 guarantees of senior or subordinated debt securities of the Company, which may be issued in one or more series (the "Debt Securities"), by subsidiaries of the Company (the "Subsidiary Guarantees"), including guarantees of the Debt Securities by the subsidiaries of the Company listed on Schedule I hereto (the "Subsidiary Guarantors"). 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").

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 set forth herein, we have examined and relied on originals or copies of the following:

- (1) the Registration Statement; and
- (2) the Indenture.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and the Subsidiary Guarantors and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company, the Subsidiary Guarantors 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 legal capacity of all natural persons, the genuineness of all signatures, 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, including the Company and the Subsidiary Guarantors, 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 issuance of such Debt Securities and will be manually signed or countersigned, as the case may be, by a duly authorized officer of the Trustee. We have also assumed that the Company and the Subsidiary Guarantors 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 Company and the Subsidiary Guarantors 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 Company and the Subsidiary Guarantors 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, will not, violate, conflict with or constitute a default under (1) any agreement or instrument to which the Company or any of the Subsidiary Guarantors is subject, (2) any law, rule or regulation to which the Company or any of the Subsidiary Guarantors 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 material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company, the Subsidiary Guarantors and others.

We do not express any opinion as to any laws other than 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 we do not express any opinion as to the effect of any other laws 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.

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

With respect to any Subsidiary Guarantee to be offered by any Subsidiary Guarantor of Debt Securities to be offered by the Company pursuant to the Registration Statement (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; (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, as applicable, or other action has been taken by such Subsidiary Guarantor 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 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 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 applicable rules and regulations thereunder. 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

Schedule I
Subsidiary Guarantors

Ball Asia Services Limited
Ball Container LLC
Ball Glass Container Corporation
Ball Glass Containers, Inc.
Ball Holdings Corp.
Ball Holdings LLC
Ball Technology Services Corporation
Ball Corporation, a Nevada corporation
Ball Metal Container Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 of our report dated February 25, 2009 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, 2008. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Denver, CO
August 7, 2009

FORM T-1**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

(Exact name of trustee as specified in its charter)

(State of incorporation
if not a U.S. national bank)**95-3571558**(I.R.S. employer
identification no.)**700 South Flower Street
Suite 500****Los Angeles, California**

(Address of principal executive offices)

90017

(Zip code)

Ball Corporation

(Exact name of obligor as specified in its charter)

Indiana(State or other jurisdiction of
incorporation or organization)**35-0160610**(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 Aerosol and Specialty Container Holding Corporation

(Exact name of obligor as specified in its charter)

Delaware(State or other jurisdiction of
incorporation or organization)**06-1094196**(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 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)

Ball Aerospace & 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)

84-1315001
(I.R.S. employer
identification no.)

80021-2510
(Zip code)

2

Ball Asia Services Limited

(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)

35-1266192
(I.R.S. employer
identification no.)

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)

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

27-0671085
(I.R.S. employer
identification no.)

80021-2510
(Zip code)

Ball Corporation

(Exact name of obligor as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

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

35-1687923
(I.R.S. employer
identification no.)

80021-2510
(Zip code)

3

Ball Delaware Holdings, LLC

(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)

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

80021-2510
(Zip code)

Ball Glass Container Corporation

(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

22-2780219
(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)

4

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)

5

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
(Address of principal executive offices)

80021-2510
(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)

6

Ball Metal Packaging Sales Corp.

(Exact name of obligor as specified in its charter)

Colorado
(State or other jurisdiction of
incorporation or organization)

84-1326641
(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 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)

7

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)

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)

Ball Technology Services Corp.

(Exact name of obligor as specified in its charter)

California

(State or other jurisdiction of
incorporation or organization)

33-0069064

(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)

8

BG Holdings I, Inc.

(Exact name of obligor as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

35-1960867

(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)

BG Holdings II, Inc.

(Exact name of obligor as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

35-1960866

(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)

Efratom Holding, Inc.

(Exact name of obligor as specified in its charter)

Colorado

(State or other jurisdiction of
incorporation or organization)

31-1421208

(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)

9

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)

Metal Packaging International, Inc.

(Exact name of obligor as specified in its charter)

Colorado
(State or other jurisdiction of
incorporation or organization)

84-1111796
(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)

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)

Guarantees of Debt Securities
(Title of the indenture securities)

10

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, D.C. 20219
Federal Reserve Bank	San Francisco, California 94105
Federal Deposit Insurance Corporation	Washington, D.C. 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.

11

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.

12

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 7th day of August, 2009.

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

By: /S/ MELONEE YOUNG

Name: MELONEE YOUNG

Title: VICE PRESIDENT

13

EXHIBIT 4

AMENDED AND RESTATED BY-LAWS
OF
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
(As Amended January 20, 2005, July 1, 2008 and July 4, 2009)

ARTICLE I
Offices

Section 1.1 Principal Office. The principal office of the Association shall be located in the City of Los Angeles, County of Los Angeles, State of California.

Section 1.2 Other Offices. The Association may also have offices at such other places either within or without the State of California as the Board of Directors may from time to time determine, or the business of the Association may require.

ARTICLE II
Meetings of Shareholders

Section 2.1 Annual Meeting. The regular annual meeting of the shareholders to elect directors and transact whatever other business as may properly come before the meeting, shall be held within each calendar year at the principal office of the Association, or such other place as shall be specified in the notice of such meeting, on such day and at such hour as may be fixed by the Board.

Notice of such meeting shall be mailed, postage prepaid, at least 10 days prior to the date thereof, addressed to each shareholder at his or her address appearing on the books of the Association. Where the Association is a wholly-owned subsidiary, the sole shareholder is permitted to waive notice of the annual shareholder's meeting.

Notice of meeting need not be given to any shareholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting, the lack of notice of such meeting, shall constitute a waiver of notice by such shareholder.

Section 2.2. Special Meetings. Except as otherwise specifically provided by statute, special meetings of the shareholders may be called for any purpose, including amending the Articles of Association or By-Laws at any time by the Board of Directors or the holders of a majority of all shares entitled to vote.

Every such special meeting, unless otherwise provided by law, shall be called by mailing a notice, postage prepaid, not less than 10 days prior to the date fixed for the meeting, to each shareholder of record entitled to vote, stating the purpose of the meeting. Where the

Association is a wholly-owned subsidiary, the sole shareholder is permitted to waive notice of the special shareholder's meeting.

Notice of meeting need not be given to any shareholder who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting, the lack of notice of such meeting, shall constitute a waiver of notice by such shareholder.

Section 2.3. Action of Shareholders Without a Meeting. Any action required to be taken at a meeting of the Shareholders or any action which may be taken at a meeting of the Shareholders may be taken without a meeting if a consent in writing setting forth the action so to be taken is signed by a majority of all shares held and entitled to vote, and is filed in the minutes of the proceedings of the Association. Such consent shall have the same effect as a unanimous vote of the Shareholders.

Section 2.4. Nominations of Directors. Nominations for election to the Board may be made by the Board or by any shareholder of any outstanding class of capital stock of the Association entitled to vote for the election of directors.

Section 2.5. Proxies. Shareholders may vote at any meeting of the shareholders by proxies duly authorized in writing, but no officer or employee of this Association shall act as proxy. Proxies shall be valid only for one meeting, to be specified therein, and any adjournments of such meeting. Proxies shall be dated and filed with the records of the meeting. Proxies with facsimile signatures may be used and unexecuted proxies may be counted upon receipt of a written confirmation from the shareholder. Proxies meeting the above requirements submitted at any time during a meeting shall be accepted.

Section 2.6. Quorum. A majority of the outstanding capital stock, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders, unless otherwise provided by law, but less than a quorum may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. A majority of the votes cast shall decide every question or matter submitted to the shareholders at any meeting, unless otherwise provided by law or by the Articles of Association.

Article III Directors

Section 3.1. Board of Directors. The Board of Directors (hereinafter referred to as the "Board") shall have the power to manage and administer the business and affairs of the Association. Except as expressly limited by law, all corporate powers of the Association shall be vested in and may be exercised by the Board.

Section 3.2. Number. The Board shall consist of no less than five nor more than twenty-five persons, unless the Office of the Comptroller of the Currency has granted the

2

Association a waiver of the maximum twenty-five director limit. The exact number is to be fixed and determined from time to time by resolution of a majority of the full Board of Directors or by resolution of a majority of the shareholders at any annual or special meeting thereof. The Board may increase the number of directors only by up to two directors, when the number of directors last elected by shareholders was 15 or fewer, and by up to four directors, when the number of directors last elected by shareholders was 16 or more.

Section 3.3. Term of Office. Directors shall hold offices until the next annual meeting of shareholders and until their successors are duly elected and qualified.

Section 3.4. Organization Meeting. The secretary, upon determining the result of any election, shall notify the directors-elect of their election and request that the Board convene for the purpose of organizing the new Board and electing officers of the Association for the succeeding year. Such meeting shall be held on the day of the election or as soon thereafter as practicable, and, in any event, within thirty days thereof. If, at the time fixed for such meeting, there shall not be a quorum, the directors present may adjourn the meeting, from time to time, until a quorum is obtained.

Section 3.5. Qualifying Shares. Each director shall own common or preferred stock of the Association or of a holding company, directly or indirectly, owning the Association, with an aggregate par, fair market, or equity value of \$1,000. Determination of these values may be based as of either (i) the date of purchase, or (ii) the date the person became a director, whichever value is greater. Any combination of common or preferred stock of the Association or holding company may be used.

Section 3.6. Regular Meetings. The regular meetings of the Board may be held at such places either within or without the State of California and at such times as the Board may, from time to time, determine. Each member of the Board shall be given notice stating the time and place by telephone, letter, facsimile, electronic means, or in person.

Notice of meeting need not be given to any director who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any director at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting of the lack of notice of such meeting, shall constitute a waiver of notice by such director.

Section 3.7. Special Meetings. Special meetings of the Board may be called by the Chairman or the President of the Association, or upon the written request of any two Directors. Each member of the Board shall be given notice stating the time and place by telephone, letter, facsimile, electronic means, or in person. Special meetings may be held either within or without the State of California as determined by the Board.

Notice of meeting need not be given to any director who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any director at a meeting, in person or by proxy, without protesting prior to the conclusion of

3

the meeting of the lack of notice of such meeting, shall constitute a waiver of notice by such director.

Section 3.8. Quorum. A majority of the entire Board then in office shall constitute a quorum at any meeting, but a lesser number may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. If the number of directors present at the meeting is reduced below the number that would constitute a quorum, no business may be transacted.

Section 3.9. Removal. Any one or more of the directors may be removed for cause by action of the Board. Any or all of the directors may be removed with or without cause by vote of the shareholders.

Section 3.10. Vacancies. When any vacancy occurs among the Directors, the remaining members of the Board, in accordance with the laws of the United States, may appoint a director to fill such vacancy at any regular meeting of the Board, or at a special meeting of the Board, or by Unanimous Written Consent of the remaining members of the Board or by the shareholders at a special meeting called for that purpose or by written consent of a majority of all shares held and entitled to vote.

A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date) may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.11. Compensation. Members of the Board, except members who are officers of the Association or any of its affiliates, shall be entitled to receive such compensation and such fees for attendance as the Board shall fix from time to time.

Section 3.12. Telephonic Participation. Directors may participate in a meeting of the Board or any committee designated by the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.13. Action Without a Meeting. Any action required to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Directors, or all the members of the committee, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent shall have the same effect as a unanimous vote.

Section 3.14. Committees of the Board. The Board has power over and is solely responsible for the management, supervision, and administration of the Association. The Board may delegate its power, but none of its responsibilities, to such persons or committees as the Board may determine.

In addition to the Committees designated under Article VI of these By-Laws, the Board may appoint, from time to time, from its own members, other committees of one or more persons, for such purposes and with such powers as the Board may determine. Any Committee shall report to the Board as and when directed by the Board.

A committee may not authorize distributions of assets or dividends; approve action that the shareholders must approve; fill vacancies on the Board or any Board committees; amend Articles of Association; adopt, amend or repeal the By-Laws; authorize or approve the issuance or sale, or contract for sale, of shares, or determine the designation and relative rights, preferences, and limitations of a class or series of shares.

Article IV Officers and Employees

Section 4.1. Chairperson of the Board. The Board shall appoint one of its members to be the chairperson of the Board. Such person shall preside at all meetings of the Board; shall supervise the carrying out of the policies adopted or approved by the Board; shall have such powers conferred by these By-Laws; and shall also have and may exercise such further powers and duties as from time to time may be conferred upon, or assigned by the Board.

Section 4.2. President. The Board shall appoint one of its members to be the President of the Association. In the absence of the Chairperson, the President shall preside at any meeting of the Board. The President shall be the senior and principal executive officer of the Association, shall have general executive powers, and shall have and may exercise any and all other powers and duties pertaining by law, regulation, or practice, to the office of President, or imposed by these By-Laws. The President shall also have and may exercise such further powers and duties as from time-to-time may be conferred, or assigned by the Board.

Section 4.3. Other Officers. The Association may also have, at the discretion of the Board, one or more Executive Vice Presidents, one or more Managing Directors, one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, one or more Assistant Comptrollers, and such other officers as may be designated from time to time by the Board. The Board or the President may appoint one or more Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, Assistant Comptrollers and such other officers and attorneys-in-fact as from time to time may appear to be required or desirable to transact the business of the Association. Such officers shall respectively exercise such powers and perform such duties as pertain to their several offices, or as may be conferred upon, or assigned to, them by the Board or the President. Any two or more offices may be held by the same person except no person may serve as both President and Secretary.

Section 4.4. Secretary. The Board shall appoint a person who shall be Secretary of the Board and of the Association, and shall keep accurate minutes of all meetings. The

Secretary shall attend to the giving of all notices required by these By-Laws; be custodian of the corporate seal, records, documents, and papers of the Association; provide for the keeping of proper records of all transactions of the Association; have and may exercise any and all other powers and duties pertaining by law, regulation or practice, or imposed by these By-Laws; and perform such other duties as may be assigned from time-to-time, by the Board.

Section 4.5. Assistant Secretary. The Assistant Secretary or, if there be more than one, the Assistant Secretaries in the order determined by the Board, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 4.6. Treasurer. The Board shall appoint a Treasurer. The Treasurer shall have the care and custody of all moneys, funds and other property of the Association which may come into his or her hands. The Treasurer shall be responsible for the day-to-day financial management, accounting, recordkeeping and reporting for the Association and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 4.7. Comptroller. The Board shall appoint a Comptroller. The Comptroller shall exercise general supervision over, and be responsible for, all matters pertaining to the accounting and bookkeeping of the Association. The Comptroller shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 4.8. Auditor. The Board shall appoint an Auditor. The Auditor shall be responsible for the planning and direction of the internal auditing function and the evaluation of the internal control safeguards of the Association and shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 4.9. Tenure of Office. The Chairperson, President and all other officers shall hold office for the current year for which the Board was elected, unless they shall resign, become disqualified, or be removed. Any vacancy occurring in the office of the Chairperson or President shall be filled promptly by the Board

Section 4.10. Resignation and Removal. An officer may resign at any time by delivering notice to the Association. A resignation is effective when the notice is given unless the notice specifies a later effective date. The Board may remove any officer at any time for any reason or for no reason.

ARTICLE V SIGNING AUTHORITIES

Section 5.1 Real Property. Real property owned by the Association in its own right shall not be deeded, conveyed, mortgaged, assigned or transferred except when duly authorized by a resolution of the Board. The Board may from time-to-time authorize officers to deed, convey, mortgage, assign or transfer real property owned by the

Association in its own right with such maximum values as the Board may fix in its authorizing resolution.

Section 5.2. Senior Signing Powers. Subject to the exception provided in Section 5.1, the President and any Executive Vice President is authorized to accept, endorse, execute or sign any document, instrument or paper in the name of, or on behalf of, the Association in all transactions arising out of, or in connection with, the normal course of the Association's business or in any fiduciary, representative or agency capacity and, when required, to affix the seal of the Association thereto. In such instances as in the judgment of the President, or any Executive Vice President may be proper and desirable, any one of said officers may authorize in writing from time-to-time any other officer to have the powers set forth in this section applicable only to the performance or discharge of the duties of such officer within his or her particular division or function. Any officer of the Association authorized in or pursuant to Section 5.3 to have any of the powers set forth therein, other than the officer signing pursuant to this Section 5.2, is authorized to attest to the seal of the Association on any documents requiring such seal.

Section 5.3. Limited Signing Powers. Subject to the exception provided in Section 5.1, in such instances as in the judgment of the President or any Executive Vice President, may be proper and desirable, any one of said officers may authorize in writing from time-to-time any other officer, employee or individual to have the limited signing powers or limited power to affix the seal of the Association to specified classes of documents set forth in a resolution of the Board applicable only to the performance or discharge of the duties of such officer, employee or individual within his or her division or function.

Section 5.4. Powers of Attorney. All powers of attorney on behalf of the Association shall be executed by any officer of the Association jointly with the President, any Executive Vice President, or any Managing Director, provided that the execution by such Managing Director of said Power of Attorney shall be applicable only to the performance or discharge of the duties of said officer within his or her particular division or function. Any such power of attorney may, however, be executed by any officer or officers or person or persons who may be specifically authorized to execute the same by the Board of Directors.

Section 5.5. Auditor. The Auditor or any officer designated by the Auditor is authorized to certify in the name of, or on behalf of the Association, in its own right or in a fiduciary or representative capacity, as to the accuracy and completeness of any

7

account, schedule of assets, or other document, instrument or paper requiring such certification.

ARTICLE VI

Trust Administration and Investment

Section 6.1. Fiduciary Audit Committee. The Board shall appoint a committee of not less than three Directors, exclusive of any active officer of the Association, which shall make suitable audits of the fiduciary activities of the Association or cause suitable audits to be made by auditors responsible to the Board, and shall ascertain whether the fiduciary activities of the Association have been administered in accordance with law, Part 9 of the Regulations of the Comptroller of the Currency and sound fiduciary principles.

Section 6.2. Corporate Trust Oversight Committee. The Board shall appoint the members of the Corporate Trust Oversight Committee which may include directors or non-director employees of the Association. This Committee will be responsible for the oversight of all corporate trust business including, but not limited to, approval of new appointments, review of closed accounts, account reviews, other client matters, new or updated policies and procedures, review of default and guarded status accounts and any current litigation issues. A report of all such matters, together with the action taken as a result thereof, shall be noted in the minutes of the Committee. The Committee shall have the authority to establish one or more subcommittees for the purpose of assisting the Committee in its functions, whose members may be directors or non-director employees, serving at the pleasure of the Committee.

Section 6.3. Institutional Trust and Custody Oversight Committee. The Board shall appoint the members of the Institutional Trust and Custody Oversight Committee which may include directors or non-director employees of the Association. This Committee will be responsible for the oversight of all institutional trust and custody business (with the exception of the corporate trust business), including, but not limited to, approval of new accounts, review of closed accounts, account reviews, other client matters, new or updated policies and procedures, and review of any current litigation issues. A report of all such matters, together with the action taken as a result thereof, shall be noted in the minutes of the Committee. The Committee shall have the authority to establish one or more subcommittees for the purpose of assisting the Committee in its functions, whose members may be directors or non-director employees, serving at the pleasure of the Committee.

Section 6.4. Personal Trust Investment Oversight Committee. The Board shall appoint the members of the Personal Trust Investment Oversight Committee which may include directors or non-director employees of the Association. This Committee will be responsible for oversight of the personal trust business. Investments of funds held in a fiduciary capacity shall be made, retained or disposed of only with the approval of the Committee. The Committee shall, promptly after the acceptance of an account for which

8

the Association has investment responsibilities, review the assets thereof to determine the advisability of retaining or disposing of such assets. The Committee shall conduct a similar review at least once during each calendar year thereafter. A report of all such reviews, together with the action taken as a result thereof, shall be noted in the minutes of the Committee. The Committee shall have the authority to establish one or more subcommittees for the purpose of assisting the Committee in its functions, whose members may be directors or non-director employees, serving at the pleasure of the Committee.

Section 6.5. Fiduciary Files. The Association shall maintain all fiduciary records necessary to assure that its fiduciary responsibilities have been properly undertaken and discharged.

Section 6.6. Trust Investments. Funds held in a fiduciary capacity shall be invested in accordance with the instrument establishing the fiduciary relationship and applicable law. Where such instrument does not specify the character and class of investments to be made and does not vest in the Association a discretion in the matter, funds held pursuant to such instrument shall be invested in investments in which corporate fiduciaries may invest under applicable law.

Article VII

Stock and Stock Certificates

Section 7.1. Transfers. Shares of stock shall be transferable on the books of the Association, and a transfer book shall be kept in which all transfers of stock shall be recorded. Every person becoming a shareholder by such transfer shall, in proportion to his or her shares, succeed to all rights of the prior holder of such shares. The Board may impose conditions upon the transfer of the stock reasonably calculated to simplify the work of the Association for stock transfers, voting at shareholder meetings, and related matters, and to protect it against fraudulent transfers.

Section 7.2. Stock Certificates. Certificates of stock shall bear the signature of the President (which may be engraved, printed, or impressed), and shall be signed manually or by facsimile process by the Secretary, any Assistant Secretary, or any other officer appointed by the Board for that purpose, to be known as an authorized officer, and the seal of the Association shall be impressed thereon. Each certificate shall recite on its face that the stock represented thereby is transferable only upon the books of the Association properly endorsed.

Article VIII
Corporate Seal

Section 8.1. The Seal. The Board shall provide a corporate seal for the Association which may be affixed to any document, certificate or paper and attested by

9

such individuals as provided by these By-Laws or as the Board may from time-to-time determine.

Article VIII
Miscellaneous Provisions

Section 9.1. Fiscal Year. The fiscal year of the Association shall be the calendar year, except its first fiscal year shall be the period from its formation to December 31 of the year in which it was formed.

Section 9.2. Records. The Articles of Association, the By-Laws, and the proceedings of all meetings of the shareholders, the Board, and standing committees of the Board, shall be recorded in appropriate minute books provided for that purpose. The minutes of each meeting shall be signed by the Secretary or Assistant Secretary or other officer appointed to act as secretary of the meeting.

Section 9.3. Corporate Governance Procedures. To the extent not inconsistent with applicable federal banking statutes or regulation or bank safety and soundness, the corporate governance procedures of the Delaware General Corporation Law, Del. Code Ann. Tit. 8 (1991, as amended 1994, and as amended thereafter) will be followed.

Section 9.4. Inspection. A copy of the By-Laws, with all amendments thereto, shall at all times be kept in a convenient place at the main office of the Association, and may be inspected by all shareholders during banking hours.

Section 9.5. Amendments. The By-Laws may be amended, altered, or repealed, by a vote of a majority of all of the directors then in office or by the vote of a majority of all shares entitled to vote.

Article X
Indemnification

Section 10.1. Indemnification. The Association shall make or agree to make indemnification payments to an institution-affiliated party, as defined at 12 USC 1813(u), for damages and expenses, and shall advance expenses and legal fees to such indemnified person, in cases involving civil, criminal, administrative or investigative action, suit or proceeding not initiated by a federal banking agency to the full extent permitted by the Delaware General Corporation Law, Del. Code Ann. Tit. 8 (1991, as amended 1994, and as amended thereafter), provided such payments are consistent with safe and sound banking practices.

The Association shall make or agree to make indemnification payments to an institution-affiliated party, as defined at 12 USC 1813(u), for an administrative proceeding or civil action initiated by any federal banking agency, that are reasonable and consistent with the requirements of 12 USC 1828(k) and its implementing regulations.

10

Amendment to By-laws Effective July 4, 2009

Pursuant to Article IV

Officers and Employees

1. Notwithstanding anything in the By-laws to the contrary, in addition to the offices described elsewhere in these By-laws, the Company may have such other officers as may be necessary or appropriate to transact the business of the Company, and such other officers may have any descriptive titles as may be appropriate.
2. Notwithstanding anything in the By-laws to the contrary, each Managing Director, Vice President, Senior Associate and Associate of the Company shall hold such office until his or her earlier death, resignation, retirement, removal, or appointment to another office within the Company.

11

SIGNING AUTHORITY RESOLUTION

Pursuant to Article V, Section 5.3 of the By-Laws

RESOLVED that, pursuant to Section 5.3 of the By-Laws of the Association, authority be, and hereby is, granted to the President or any Executive Vice President, in such instances as in the judgment of any one of said officers may be proper and desirable, to authorize in writing from time-to-time any other officer, employee or individual to have the limited signing authority set forth in any one or more of the following paragraphs applicable only to the performance or discharge of the duties of such officer, employee or individual within his or her division or function:

- (A) All signing authority set forth in paragraphs (B) through (I) below except Level C which must be specifically designated.

(B1) Individuals authorized to accept, endorse, execute or sign any bill receivable; certification; contract, document or other instrument evidencing, embodying a commitment with respect to, or reflecting the terms or conditions of, a loan or an extension of credit by the Association; note; and document, instrument or paper of any type, including stock and bond powers, required for purchasing, selling, transferring, exchanging or otherwise disposing of or dealing in foreign currency, derivatives or any form of securities, including options and futures thereon; in each case in transactions arising out of, or in connection with, the normal course of the Association's business.

(B2) Individuals authorized to endorse, execute or sign any certification; disclosure notice required by law; document, instrument or paper of any type required for judicial, regulatory or administrative proceedings or filings; and legal opinions.

(C1) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in excess of \$100,000,000 with single authorization for all transactions.

(C2) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money

transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in excess of \$100,000,000*.

(C3) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$100,000,000.

(C4) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$10,000,000.

(C5) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$5,000,000.

(C6) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$1,000,000.

(C7) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$250,000.

(C8) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$50,000.

(C9) Authority to accept, endorse, execute or sign or effect the issuance of any cashiers, certified or other official check; draft; order for payment of money; check certification; receipt; certificate of deposit; money transfer wire; and internal transfers resulting in a change of beneficial ownership; in each case, in an amount up to \$5,000.

*Dual authorization is required by any combination of senior officer and/or Sector Head approved designee for non-exempt transactions. Single authorization required for exempt transactions.

(D1) Authority to accept, endorse, execute or sign any contract obligating the Association for the payment of money or the provision of services in an amount up to \$1,000,000.

(D2) Authority to accept, endorse, execute or sign any contract obligating the Association for the payment of money or the provision of services in an amount up to \$250,000.

(D3) Authority to accept, endorse, execute or sign any contract obligating the Association for the payment of money or the provision of services in an amount up to \$50,000.

(D4) Authority to accept, endorse, execute or sign any contract obligating the Association for the payment of money or the provision of services in an amount up to \$5,000.

(E) Authority to accept, endorse, execute or sign any guarantee of signature to assignments of stocks, bonds or other instruments; certification required for transfers and deliveries of stocks, bonds or other instruments; and document, instrument or paper of any type required in connection with any Individual Retirement Account or Keogh Plan or similar plan.

(F) Authority to accept, endorse, execute or sign any certificate of authentication as bond, unit investment trust or debenture trustee and on behalf of the Association as registrar and transfer agent.

(G) Authority to accept, endorse, execute or sign any bankers acceptance; letter of credit; and bill of lading.

(H) Authority to accept, endorse, execute or sign any document, instrument or paper of any type required in connection with the ownership, management or transfer of real or personal property held by the Association in trust or in connection with any transaction with respect to which the Association is acting in any fiduciary, representative or agency capacity, including the acceptance of such fiduciary, representative or agency account.

(I) Authority to effect the external movement of free delivery of securities and internal transfers resulting in changes of beneficial ownership.

(J) Authority to effect the movement of securities versus payment at market or contract value.

(K) Authority to either sign on behalf of the Association or to affix the seal of the Association to any of the following classes of documents: Trust Indentures, Escrow Agreements, Pooling and Servicing Agreements, Collateral Agency Agreements, Custody Agreements, Trustee's Deeds, Executor's Deeds, Personal Representative's Deeds, Other Real Estate Deeds for property not owned by the Association in

14

its own right, Corporate Resolutions, Mortgage Satisfactions, Mortgage Assignments, Trust Agreements, Loan Agreements, Trust and Estate Accountings, Probate Petitions, responsive pleadings in litigated matters and Petitions in Probate Court with respect to Accountings, Contracts for providing customers with Association products or services.

(L) Individuals authorized to accept, endorse, execute or sign internal transactions only, (i.e., general ledger tickets); does not include the authority to authorize external money movements, internal money movements or internal free deliveries that result in changes of beneficial ownership.

RESOLVED, that any signing authority granted pursuant to this resolution may be rescinded by the President or any Executive Vice President and such signing authority shall terminate without the necessity of any further action when the person having such authority leaves the employ of the Association.

15

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 March 31, 2009, published in accordance with Federal regulatory authority instructions.

	Dollar Amounts in Thousands
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	1,267
Interest-bearing balances	88,233
Securities:	
Held-to-maturity securities	22
Available-for-sale securities	444,137
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold	0
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)	12,131
Other real estate owned	0
Investments in unconsolidated subsidiaries and associated companies	1
Not applicable	
Intangible assets:	
Goodwill	876,153
Other intangible assets	265,381
Other assets	153,750
Total assets	<u>\$ 1,841,075</u>

1

LIABILITIES

Deposits:	
In domestic offices	1,807
Noninterest-bearing	1,807
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	174,621
Total liabilities	445,119
Minority interest in consolidated subsidiaries	0
<u>EQUITY CAPITAL</u>	
Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Retained earnings	269,980
Accumulated other comprehensive income	3,456
Other equity capital components	0
Total equity capital	1,395,956
Total liabilities, minority interest, and equity capital	<u>1,841,075</u>

I, Karen Bayz, Vice President 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) Vice President

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.

Troy Kilpatrick, MD)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, VP)