
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported) **May 9, 2013**

BALL CORPORATION
(Exact name of Registrant as Specified in Charter)

Indiana
(State or Other Jurisdiction
of Incorporation)

001-07349
(Commission
File Number)

35-0160610
(IRS Employer
Identification No.)

10 Longs Peak Drive, P.O. Box 5000, Broomfield, Colorado
(Address of Principal Executive Offices)

80021-2510
(Zip Code)

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

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

In connection with its previously announced underwritten public offering of \$1,000,000,000 in aggregate principal amount of its 4% Senior Notes due 2023 pursuant to its shelf registration statement on Form S-3 (Registration No. 333-179639), Ball Corporation is filing three legal opinions as Exhibit 5.1, Exhibit 5.2 and Exhibit 5.3 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
5.1	Opinion of Charles E. Baker.
5.2	Opinion of Todd A. Mikesell.
5.3	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.

SIGNATURES

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

Dated: May 15, 2013

BALL CORPORATION

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

EXHIBIT INDEX

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BALL CORPORATION
10 Longs Peak Drive
Broomfield, Colorado 80021-2510

May 9, 2013

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

Re: Ball Corporation \$1,000,000,000 4% Notes due 2023

Ladies and Gentlemen:

I am General Counsel of Ball Corporation, an Indiana corporation (the "Company"), and have acted as counsel to the Company, in connection with the Underwriting Agreement, dated May 9, 2013 (the "Underwriting Agreement"), between Deutsche Bank Securities Inc., as representative of the several underwriters named therein (the "Underwriters"), and the Company, relating to the sale by the Company to the Underwriters of \$1,000,000,000 aggregate principal amount of the Company's 4% Notes due 2023 (the "Notes") to be issued under the Indenture, dated as of March 27, 2006 (the "Base Indenture"), among the Company, the subsidiary guarantors named on Schedule I hereto (the "Colorado Guarantors"), the subsidiary guarantors named on Schedule II hereto (the "Other Guarantors" and, together with the Colorado Guarantors, the "Subsidiary Guarantors"), and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company), as trustee (the "Trustee"), as supplemented by the Eighth Supplemental Indenture, to be dated as of May 16, 2013, among the Company, the Subsidiary Guarantors and the Trustee (together with the Base Indenture, the "Indenture"), establishing the form and terms of the Notes. The Underwriting Agreement, the Indenture and the Note Certificate (as defined below) are referred to herein collectively as the "Transaction Documents."

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

In rendering the opinions set forth herein, I have examined and relied on originals or copies of the following:

- (a) the registration statement on Form S-3 (File No. 333-179639) of the Company relating to the Notes and other securities of the Company filed with the Securities and Exchange Commission (the "Commission") under the Securities Act on February 23, 2012, allowing for delayed offerings pursuant to Rule 415 of the General Rules and Regulations under the Securities Act (the "Rules and Regulations") including information deemed to be a part of the registration statement pursuant to Rule 430B of the Rules and Regulations (such registration statement, as so amended, being hereinafter referred to as the "Registration Statement");
- (b) an executed copy of the Underwriting Agreement;
- (c) an executed copy of the Indenture, including Article 10 thereof which includes the guarantee obligations of the Subsidiary Guarantors (the "Guarantee");
- (d) the global certificate evidencing the Notes registered in the name of Cede & Co. (the "Note Certificate") in the form delivered by the Company to the Trustee for authentication and delivery;
- (e) the certificates of incorporation of each of the Colorado Guarantors, as certified by the Secretary of State of the State of Colorado; and (2) the bylaws of each of the Colorado Guarantors;
- (f) resolutions of the Board of Directors of each of the Colorado Guarantors, each adopted on May 8, 2013; and
- (g) copies of certificates, dated May 8, 2013, and a bringdown verification dated the date hereof, from the Secretary of State of the State of Colorado with respect to the Colorado Guarantors' existence and good standing in the State of Colorado.

I have also examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company, 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 I have deemed necessary or appropriate as a basis for the opinions set forth below.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making my examination of executed documents, I have assumed that the parties thereto, other than the Colorado 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 expressly set forth in my opinion below, the validity and binding effect thereof on such parties. I have also assumed that each of the Company and the Other Guarantors has been duly organized and is validly existing in good standing, and has requisite legal status and legal capacity, under the laws of its jurisdiction of organization and that each of the Company and the Other Guarantors has complied and will comply with all aspects of the laws of all relevant jurisdictions (including the laws of the States of Delaware, Indiana and Nevada) in connection with the transactions contemplated by, and the performance of its obligations under, the Transaction Documents, other than the laws of the State of Colorado insofar as I express my opinion herein. I have also assumed that the terms of the Notes and the Guarantee have been established so as not to, and that the execution and delivery by the Company and the Subsidiary Guarantors of the Transaction Documents and the performance by the Company and the Subsidiary Guarantors of their obligations thereunder, do not and will not violate, conflict with or constitute a default under (i) any agreement or instrument to which any of the Company or the Subsidiary Guarantors or any of their properties are subject (except that I do not make the assumption set forth in this clause (i) with respect to those agreements and instruments which are listed in Part II of the Registration Statement or the Company's Annual Report on Form 10-K), (ii) any law, rule, or regulation to which the Company or the Subsidiary Guarantors or any of their properties are subject (except that I do not make the assumption set forth

in this clause (ii) with respect to the Opined on Law (as defined below)), (iii) any judicial or regulatory order or decree of any governmental authority or (iv) any consent, approval, license, authorization or validation of, or filing, recording or registration with, any governmental authority. As to any facts material to the opinion expressed herein that I did not independently establish or verify, I have relied upon statements and representations of officers and other representatives of the Company, the Subsidiary Guarantors and others and of public officials.

My opinions set forth herein are limited to those laws of the State of Colorado that, in my experience, are normally applicable to transactions of the type

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contemplated by the Registration Statement and, to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such laws (all of the foregoing being referred to as "Opined-on-Law"). I do not express any opinion with respect to the law of any jurisdiction other than Opined-on-law or as to the effect of any such Opined-on-Law on the opinions herein stated.

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

(1) Each of the Colorado Guarantors is duly formed and is validly existing and in good standing under the laws of the State of Colorado.

(2) The Colorado Guarantors have the corporate or limited liability company power and authority to execute and deliver the Transaction Documents and to consummate the transactions contemplated thereby under the laws of the State of Colorado.

(3) Assuming the Note Certificates have been duly authenticated by the Trustee and issued and delivered by the Company against payment therefor in accordance with the terms of the Underwriting Agreement and the Indenture, the Notes will constitute valid and binding obligations of the Company, entitled to the benefits of the Indenture and enforceable against the Company in accordance with their terms.

(4) The Indenture, including the Guarantee set forth in Article 10 thereof, is a valid and binding obligation of the Subsidiary Guarantors enforceable against the Subsidiary Guarantors in accordance with its terms.

The opinions set forth above are subject to the following further qualifications, assumptions and limitations:

(a) the opinions stated herein are limited by applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer, preference and other similar laws affecting creditors' rights generally, and by general principles of equity (regardless of whether enforcement is sought in equity or at law);

(b) except to the extent expressly stated in the opinions contained herein, I do not express any opinion with respect to the effect on the opinions stated herein of (i) the compliance or non-compliance of any party to any of the

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Transaction Documents with any laws, rules or regulations applicable to such party or (ii) the legal status or legal capacity of any such party to any of the Transaction Documents;

(c) I do not express any opinion with respect to any law, rule or regulation that is applicable to any party to any of the Transaction Documents or the transactions contemplated thereby solely because such law, rule or regulation is part of a regulatory regime applicable to any such party or any of its affiliates as a result of the specific assets or business operations of such party or such affiliates;

(d) I do not express any opinion with respect to the enforceability of Article 10 of the Indenture to the extent that such section provides that the obligations of the Subsidiary Guarantors are absolute and unconditional irrespective of the enforceability or genuineness of the Indenture or the effect thereof on the opinions herein stated; and

(e) I do not express any opinion with respect to the enforceability of the provisions contained in Article 10 of the Indenture to the extent that such provisions limit the obligation of the Subsidiary Guarantors under the Indenture.

The opinions expressed herein are limited to the laws of the State of Colorado and I do not express any opinion herein concerning any other law. The Indenture provides that it is governed by the laws of the State of New York. To the extent that the opinion expressed herein relates to matters governed by the laws of the State of New York, I have relied, with their permission, as to all matters of New York law, on the opinion of Skadden, Arps, Slate, Meagher & Flom LLP dated the date hereof, which is filed herewith as Exhibit 5.3 to the Company's Current Report on Form 8-K, and my opinion is subject to the exceptions, qualifications and assumptions contained in such opinion.

I hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Company's Current Report on Form 8-K, dated the date hereof. I also hereby consent to the use of my name under the heading "Legal Matters" in the prospectus which forms a part of the Registration Statement. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and I disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

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Very truly yours,

/s/ Charles E. Baker

Charles E. Baker

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Schedule I
Colorado Guarantors

Ball Technologies Holdings Corp., a Colorado corporation
Ball Packaging Corp., a Colorado corporation
Ball Metal Beverage Container Corp., a Colorado corporation

Schedule II
Other Guarantors

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

BALL CORPORATION
10 Longs Peak Drive
Broomfield, Colorado 80021-2510

May 9, 2013

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

Re: Ball Corporation \$1,000,000,000 4% Notes due 2023

Ladies and Gentlemen:

I am Senior Attorney of Ball Corporation, an Indiana corporation (the "Company"), and have acted as counsel to the Company, in connection with the Underwriting Agreement, dated May 9, 2013 (the "Underwriting Agreement"), between Deutsche Bank Securities Inc., as representative of the several underwriters named therein (the "Underwriters"), and the Company, relating to the sale by the Company to the Underwriters of \$1,000,000,000 aggregate principal amount of the Company's 4% Notes due 2023 (the "Notes") to be issued under the Indenture, dated as of March 27, 2006 (the "Base Indenture"), among the Company, the subsidiary guarantors named on Schedule I hereto (the "Indiana Guarantor"), the subsidiary guarantors named on Schedule II hereto (the "Other Guarantors" and, together with the Indiana Guarantor, the "Subsidiary Guarantors"), and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company), as trustee (the "Trustee"), as supplemented by the Eighth Supplemental Indenture, to be dated as of May 16, 2013, among the Company, the Subsidiary Guarantors and the Trustee (together with the Base Indenture, the "Indenture"), establishing the form and terms of the Notes. The Underwriting Agreement, the Indenture and the Note Certificate (as defined below) are referred to herein collectively as the "Transaction Documents."

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- (b) an executed copy of the Underwriting Agreement;
- (c) an executed copy of the Indenture, including Article 10 thereof which includes the guarantee obligations of the Subsidiary Guarantors (the "Guarantee");
- (d) the global certificate evidencing the Notes registered in the name of Cede & Co. (the "Note Certificate") in the form delivered by the Company to the Trustee for authentication and delivery;
- (e) the certificate of incorporation of the Company and the Indiana Guarantor, each as certified by the Secretary of State of the State of Indiana;
- (f) the bylaws of the Company and the Indiana Guarantor;
- (g) resolutions of the Board of Directors of the Company and the Pricing Committee thereof, dated April 24, 2013 and May 9, 2013, respectively;
- (h) resolutions of the Indiana Guarantor, adopted on May 8, 2013; and
- (i) copies of certificates, dated May 7, 2013, and a bringdown verification dated the date hereof, from the Secretary of State of the State of Indiana with respect to the Company and the Indiana Guarantor's existence and good standing in the State of Indiana.

I have also examined originals or copies, certified or otherwise identified to my satisfaction, of such records of the Company, 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 I have deemed necessary or appropriate as a basis for the opinions set forth below.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making my examination of executed documents, I have assumed that the parties thereto, other than the Company and the Indiana Guarantor, 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 expressly set forth in my opinion below, the validity and binding effect thereof on such parties. I have also assumed that each of the Other Guarantors has been duly organized and is validly existing in good standing, and has requisite legal status and legal capacity, under the laws of its jurisdiction of organization and that each of the Other Guarantors has complied and will comply with all aspects of the laws of all relevant jurisdictions (including the laws of the States of Colorado, Delaware and Nevada) in connection with the transactions contemplated by, and the performance of its obligations under, the Transaction Documents, other than the laws of the State of Indiana insofar as I express my opinion herein. I have also assumed that the terms of the Notes and the Guarantee

have been established so as not to, and that the execution and delivery by the Company and the Subsidiary Guarantors of the Transaction Documents and the performance by the Company and the Subsidiary Guarantors of their obligations thereunder, do not and will not violate, conflict with or constitute a default under (i) any agreement or instrument to which any of the Company or the Subsidiary Guarantors or any of their properties are subject (except that I do not make the assumption set forth in this clause (i) with respect to those agreements and instruments which are listed in Part II of the Registration Statement or the Company's Annual Report on Form 10-K), (ii) any law, rule, or regulation to which the Company or the Subsidiary Guarantors or any of their properties are subject (except that I do not make the assumption set forth in this clause (ii) with respect to the Opined on Law (as defined below)), (iii) any judicial or regulatory order or decree of any governmental authority or (iv) any consent, approval, license, authorization or validation of, or filing, recording or registration with, any governmental authority. As to any facts material to the opinion expressed herein that I did not independently establish or verify, I have relied upon statements and

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representations of officers and other representatives of the Company, the Subsidiary Guarantors and others and of public officials.

My opinions set forth herein are limited to those laws of the State of Indiana that, in my experience, are normally applicable to transactions of the type contemplated by the Registration Statement and, to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such laws (all of the foregoing being referred to as "Opined-on-Law"). I do not express any opinion with respect to the law of any jurisdiction other than Opined-on-law or as to the effect of any such Opined-on-Law on the opinions herein stated.

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

(1) The Company and the Indiana Guarantor are duly incorporated and are validly existing and in good standing under the laws of the State of Indiana.

(2) The Company and the Indiana Gurantor have the corporate power and authority to execute and deliver the Transaction Documents and to consummate the transactions contemplated thereby under the laws of the State of Indiana.

(3) Assuming the Note Certificates have been duly authenticated by the Trustee and issued and delivered by the Company against payment therefor in accordance with the terms of the Underwriting Agreement and the Indenture, the Notes will constitute valid and binding obligations of the Company, entitled to the benefits of the Indenture and enforceable against the Company in accordance with their terms.

(4) The Indenture, including the Guarantee set forth in Article 10 thereof, is a valid and binding obligation of the Subsidiary Guarantors enforceable against the Subsidiary Guarantors in accordance with its terms.

The opinions set forth above are subject to the following further qualifications, assumptions and limitations:

(a) the opinions stated herein are limited by applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer, preference and other similar laws affecting creditors' rights generally, and by general principles of equity (regardless of whether enforcement is sought in equity or at law);

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(b) except to the extent expressly stated in the opinions contained herein, I do not express any opinion with respect to the effect on the opinions stated herein of (i) the compliance or non-compliance of any party to any of the Transaction Documents with any laws, rules or regulations applicable to such party or (ii) the legal status or legal capacity of any such party to any of the Transaction Documents;

(c) I do not express any opinion with respect to any law, rule or regulation that is applicable to any party to any of the Transaction Documents or the transactions contemplated thereby solely because such law, rule or regulation is part of a regulatory regime applicable to any such party or any of its affiliates as a result of the specific assets or business operations of such party or such affiliates;

(d) I do not express any opinion with respect to the enforceability of Article 10 of the Indenture to the extent that such section provides that the obligations of the Subsidiary Guarantors are absolute and unconditional irrespective of the enforceability or genuineness of the Indenture or the effect thereof on the opinions herein stated; and

(e) I do not express any opinion with respect to the enforceability of the provisions contained in Article 10 of the Indenture to the extent that such provisions limit the obligation of the Subsidiary Guarantors under the Indenture.

The opinions expressed herein are limited to the laws of the State of Indiana and I do not express any opinion herein concerning any other law. The Indenture provides that it is governed by the laws of the State of New York. To the extent that the opinion expressed herein relates to matters governed by the laws of the State of New York, I have relied, with their permission, as to all matters of New York law, on the opinion of Skadden, Arps, Slate, Meagher & Flom LLP dated the date hereof, which is filed herewith as Exhibit 5.3 to the Company's Current Report on Form 8-K, and my opinion is subject to the exceptions, qualifications and assumptions contained in such opinion.

I hereby consent to the filing of this opinion with the Commission as Exhibit 5.2 to the Company's Current Report on Form 8-K, dated the date hereof. I also hereby consent to the use of my name under the heading "Legal Matters" in the prospectus which forms a part of the Registration Statement. In giving this consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated, and I disclaim any undertaking to advise you of

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any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

/s/ Todd A. Mikesell

Todd A. Mikesell

Schedule I
Indiana Guarantor

Ball Metal Container Corporation, an Indiana corporation

Schedule II
Other Guarantors

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Ball Aerosol and Specialty Container Holding Corporation, a Delaware corporation
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SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

155 North Wacker
Chicago, Illinois 60606

May 9, 2013

Ball Corporation
10 Longs Peak Drive,
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Re: Ball Corporation \$1,000,000,000 4% Notes due 2023

Ladies and Gentlemen:

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- (b) an executed copy of the Underwriting Agreement;
- (c) an executed copy of the Indenture, including Article 10 thereof which includes the guarantee obligations of the Subsidiary Guarantors (the "Guarantee");
- (d) the global certificate evidencing the Notes registered in the name of Cede & Co. (the "Note Certificate") in the form delivered by the Company to the Trustee for authentication and delivery;
- (e) the certificates of incorporation of each of the Delaware Guarantors that are corporations, as certified by the Secretary of State of the State of Delaware; (2) the bylaws of each of the Delaware Guarantors that are corporations; (3) the certificates of formation of each of the Delaware Guarantors that are limited liability companies, as certified by the Secretary of State of the State of Delaware; and (4) the limited liability company agreement or operating agreement of each of the Delaware Guarantors that are limited liability companies;
- (f) resolutions of (1) the Board of Directors of each of the Delaware Guarantors that are corporations and (2) the Board of Managers of each of the Delaware Guarantors that are limited liability companies, each adopted on April 8, 2013; and
- (g) copies of certificates, dated April 8, 2013, and bring-down verifications thereof, dated the date hereof, from the Secretary of State of the State of

Delaware with respect to the Delaware Guarantors' existence and good standing in the State of Delaware (collectively, the "Delaware Certificates").

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company, the Delaware Guarantors and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company, the Delaware 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, other than the Delaware 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 expressly set forth in our opinion below, the validity and binding effect thereof on such parties. We have also assumed that each of the Company and the Other Guarantors has been duly organized and is validly existing in good standing, and has requisite legal status and legal capacity, under the laws of its jurisdiction of organization and that each of the Company and the Other Guarantors has complied and will comply with all aspects of the laws of all relevant jurisdictions (including the laws of the States of Colorado, Indiana and Nevada) in connection with the transactions contemplated by, and the performance of its obligations under, the Transaction Documents, other than the General Corporation Law of the State of Delaware (the "DGCL"), the Delaware Limited Liability Company Act (the "DLLCA") and the laws of the State of New York insofar as we express our opinion herein. We have also assumed that the terms of the Notes and the Guarantee have been

established so as not to, and that the execution and delivery by the Company and the Subsidiary Guarantors of the Transaction Documents and the performance by the Company and the Subsidiary Guarantors of their obligations thereunder, do not and will not violate, conflict with or constitute a default under (i) any agreement or instrument to which any of the Company or the Subsidiary Guarantors or any of their properties are subject (except that we do not make the assumption set forth in this clause (i) with respect to those agreements and instruments which are listed in Part II of the Registration Statement or the Company's Annual Report on Form 10-K), (ii) any law, rule, or regulation to which the Company or the Subsidiary Guarantors or any

of their properties are subject (except that we do not make the assumption set forth in this clause (ii) with respect to the Opined on Law (as defined below)), (iii) any judicial or regulatory order or decree of any governmental authority or (iv) any consent, approval, license, authorization or validation of, or filing, recording or registration with, any governmental authority. As to any facts material to the opinion 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 Delaware Guarantors and others and of public officials.

Our opinions set forth herein are limited to the DGCL and the DLLCA, and those laws of the State of New York that, in our experience, are normally applicable to transactions of the type contemplated by the Registration Statement and, to the extent that judicial or regulatory orders or decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such laws (all of the foregoing being referred to as "Opined-on Law"). We do not express any opinion with respect to the law of any jurisdiction other than Opined-on Law or as to the effect of any such non-Opined-on Law on the opinions herein stated.

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

- (1) Based solely on our review of the Delaware Certificates, each of the Delaware Guarantors is duly formed or incorporated and is validly existing and in good standing under the DGCL or the DLLCA, as applicable.
- (2) The Delaware Guarantors have the corporate or limited liability company power and authority to execute and deliver the Transaction Documents and to consummate the transactions contemplated thereby under the DGCL or the DLLCA, as applicable.
- (3) Assuming the Note Certificates have been duly authenticated by the Trustee and issued and delivered by the Company against payment therefor in accordance with the terms of the Underwriting Agreement and the Indenture, the Notes will constitute valid and binding obligations of the Company, entitled to the benefits of the Indenture and enforceable against the Company in accordance with their terms.
- (4) The Indenture, including the Guarantee set forth in Article 10 thereof, is a valid and binding obligation of the Subsidiary Guarantors enforceable against the Subsidiary Guarantors in accordance with its terms.

The opinions set forth above are subject to the following further qualifications, assumptions and limitations:

- (a) the opinions stated herein are limited by applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent transfer, preference and other similar laws affecting creditors' rights generally, and by general principles of equity (regardless of whether enforcement is sought in equity or at law);
- (b) except to the extent expressly stated in the opinions contained herein, we do not express any opinion with respect to the effect on the opinions stated herein of (i) the compliance or non-compliance of any party to any of the Transaction Documents with any laws, rules or regulations applicable to such party or (ii) the legal status or legal capacity of any such party to any of the Transaction Documents;
- (c) we do not express any opinion with respect to any law, rule or regulation that is applicable to any party to any of the Transaction Documents or the transactions contemplated thereby solely because such law, rule or regulation is part of a regulatory regime applicable to any such party or any of its affiliates as a result of the specific assets or business operations of such party or such affiliates;
- (d) to the extent any opinion relates to the enforceability of the choice of New York law and choice of New York forum provisions contained in any Transaction Agreement, our opinions stated herein are rendered solely in reliance upon New York General Obligations Law sections 5-1401 and 5-1402 and Rule 327(b) of New York Civil Practice Law and Rules and are subject to the qualification that such enforceability may be limited by, in each case, the terms of such sections 5-1401 and 5-1402, as well as by principles of public policy, comity or constitutionality;
- (e) we do not express any opinion with respect to the enforceability of Article 10 of the Indenture to the extent that such section provides that the obligations of the Subsidiary Guarantors are absolute and unconditional irrespective of the enforceability or genuineness of the Indenture or the effect thereof on the opinions herein stated; and
- (f) we do not express any opinion with respect to the enforceability of the provisions contained in Article 10 of the Indenture to the extent that such provisions limit the obligation of the Subsidiary Guarantors under the Indenture.

Charles Baker, Vice President, General Counsel and Corporate Secretary of the Company, and Todd Mikesel, Senior Counsel of the Company, may rely on this opinion, subject to the limitations and assumptions set forth in this opinion,

as if it were addressed to them, in rendering their opinions dated the date hereof, which are to be filed herewith as Exhibit 5.1 and Exhibit 5.2, respectively, to the Company's Current Report on Form 8-K.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.3 to the Company's Current Report on Form 8-K, dated the date hereof. We also hereby consent to the use of our name under the heading "Legal Matters" in the prospectus which forms a part of the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission

promulgated 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 in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

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

Schedule I
Delaware Guarantors

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

Schedule II
Other Guarantors

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