BALL CORP
Form 10-Q
November 14, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended **September 29, 2002**

Commission file number 1-7349

BALL CORPORATION

State of Indiana 35-0160610

10 Longs Peak Drive, P.O. Box 5000
Broomfield, CO 80021-2510
303/469-3131

Indicate by check mark whether the registrant (1) has filed all reports required to be f
of the Securities Exchange Act of 1934 during the preceding 12 months (or for such short
registrant was required to file such reports), and (2) has been subject to such filing r
days.
Yes [X] No [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stoc
practicable date.

Class	Outstanding at October 27, 2002
Common Stock, without par value	56,827,822 shares

Ball Corporation and Subsidiaries
QUARTERLY REPORT ON FORM 10-Q
For the period ended September 29, 2002

INDEX

PART I. FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

Ball Corporation and Subsidiaries
UNAUDITED CONDENSED CONSOLIDATED
STATEMENTS OF EARNINGS
($ in millions)

	Three Months Ended		Nine Mon
	September 29, 2002	September 30, 2001	September 29, 2002
Net sales	**$ 1,038.6**	**$ 1,000.5**	**$ 2,948.7**
Costs and expenses			
Cost of sales (excluding depreciation and amortization)	866.8	853.0	2,475.4
Depreciation and amortization (Notes 8 and 9)	36.2	37.6	109.0
Business consolidation costs (Note 5)	-	-	-
Selling and administrative expenses	41.3	30.7	117.0
Receivable securitization fees and other (Note 6)	0.9	1.7	2.8
	945.2	923.0	2,704.2
Earnings (loss) before interest and taxes	**93.4**	**77.5**	**244.5**
Interest expense	18.8	21.6	55.1
Earnings (loss) before taxes	74.6	55.9	189.4
Provision for taxes	(26.1)	(19.6)	(66.3)
Minority interests	(0.6)	(0.5)	(1.4)
Equity in earnings of affiliates	2.1	0.5	5.7
Net earnings (loss)	50.0	36.3	127.4
Preferred dividends, net of tax	-	(0.6)	-
Earnings (loss) attributable to			

common shareholders	**$ 50.0**	**$ 35.7**	**$ 127.4**
Basic earnings (loss) per share (Note 12)(a)	$ 0.89	$ 0.65	$ 2.26
Diluted earnings (loss) per share (Note 12)(a)	$ 0.87	$ 0.61	$ 2.21
Cash dividends declared per common share (a)	$ 0.09	$ 0.075	$ 0.27

See accompanying notes to unaudited condensed consolidated financial s

(a) Share amounts have been retroactively restated for the two-for-one stock split discussed in

Ball Corporation and Subsidiaries
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
($ in millions)

	September 29, 2002
ASSETS	
Current assets	
Cash and cash equivalents	$ 58.2
Accounts receivable, net (Note 6)	299.4
Inventories, net (Note 7)	397.6
Deferred income tax benefits and prepaid expenses	64.5
Total current assets	819.7
Property, plant and equipment, net (Note 8)	931.3
Goodwill (Note 9)	355.8
Intangibles and other assets (Note 9)	275.3
Total Assets	$ 2,382.1
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current liabilities	
Short-term debt and current portion of long-term debt (Note 10)	$ 134.1
Accounts payable	287.1
Accrued employee costs and other current liabilities	242.7
Total current liabilities	663.9
Long-term debt (Note 10)	888.9
Employee benefit obligations, deferred income taxes and other noncurrent liabilities	282.2
Total liabilities	1,835.0
Contingencies (Note 13)	
Minority interests	5.5
Shareholders equity	
Common stock (77,059,607 shares issued - 2002; 75,707,774 shares issued - 2001)(a)	508.8
Retained earnings	522.2

Accumulated other comprehensive loss	(54.0)
Treasury stock, at cost (20,233,981 shares - 2002; 17,890,596 shares - 2001)(a)	(435.4)
Total shareholders' equity	541.6
Total Liabilities and Shareholders' Equity	$ 2,382.1

See accompanying notes to unaudited condensed consolidated financial s

(a) Share amounts have been retroactively restated for the two-for-one stock split discussed in

Ball Corporation and Subsidiaries
UNAUDITED CONDENSED CONSOLIDATED
STATEMENTS OF CASH FLOWS
($ in millions)

	Nine Mont
	September 29, 2002
Cash flows from operating activities	
Net earnings (loss)	$ 127.4
Noncash charges to net earnings:	
Depreciation and amortization	109.0
Business consolidation costs, net of related earnings in equity affiliates and minority interests	-
Deferred income taxes	8.1
Other, net	(4.0)
Changes in working capital components	10.9
Net cash provided by operating activities	251.4
Cash flows from investing activities	
Additions to property, plant and equipment	(87.7)
Acquisitions of previously leased assets	(43.1)
Investments and other, net	(18.9)
Net cash used in investing activities	(149.7)
Cash flows from financing activities	
Repayments of long-term borrowings	(50.2)
Change in short-term borrowings	3.9
Common dividends	(15.3)
Net proceeds from issuance of common stock under various employee and shareholder plans	29.3
Acquisitions of treasury stock	(94.3)
Other, net	-
Net cash used in financing activities	(126.6)
Net Change in Cash and Cash Equivalents	(24.9)
Cash and Cash Equivalents - Beginning of Period	83.1
Cash and Cash Equivalents - End of Period	$ 58.2

See accompanying notes to unaudited condensed consolidated financial s

Ball Corporation and Subsidiaries
September 29, 2002

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. General

The accompanying condensed consolidated financial statements include the accounts of Ball Corpora (collectively Ball, the company, we or our) and have been prepared by the company without audit. disclosures, including significant accounting policies, normally included in financial statements generally accepted accounting principles have been condensed or omitted. The preparation of finan generally accepted accounting principles requires management to make estimates and assumptions th assets and liabilities and disclosure of contingent assets and liabilities at the date of the fin amounts of revenues and expenses during the reporting period. These estimates are based on histo assumptions believed to be reasonable under the circumstances. Actual results could differ from assumptions and conditions. However, we believe that the financial statements reflect all adjust recurring nature and are necessary for a fair statement of the results for the interim period.

Results of operations for the periods shown are not necessarily indicative of results for the yea seasonality in the packaging segment. We suggest that these unaudited condensed consolidated fina notes be read in conjunction with the consolidated financial statements and the notes thereto inc annual report.

Certain prior-year amounts have been reclassified in order to conform to the current-year present

2. New Accounting Standards

In June 2002 the Financial Accounting Standards Board (FASB) issued Statements of Financial Accou "Accounting for Costs Associated with Exit or Disposal Activities," which is effective for Ball i statement supersedes Emerging Issues Task Force Issue No. 94-3 and revises the definition and tim liability associated with an exit or disposal activity not related to a newly acquired entity.

In May 2002 the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amend Technical Corrections as of April 2002." This statement affects Ball primarily in its rescission and Losses from Extinguishment of Debt," which required all such gains and losses be reported as SFAS No. 145, these items are to be reported as extraordinary items only if they meet the require Principles Board (APB) Opinion No. 30. This statement is not effective for Ball until 2003; howe previously reported as extraordinary items be reevaluated in accordance with APB No. 30 and recla of adopting this standard has not yet been determined.

In August 2001 the FASB issued SFAS No. 144, "Accounting for the Impairment or Disposal of Long-L SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be effective for Ball beginning January 1, 2002. There was no financial impact upon adoption of this

The FASB recently issued SFAS No. 141, "Business Combinations," and SFAS No. 142, "Goodwill and O SFAS No. 141 requires that the purchase method be used for business combinations. Its provisions after June 30, 2001. SFAS No. 142 establishes accounting guidelines for intangible assets acquire combination. It also addresses how goodwill and other intangible assets are to be accounted for a financial statements. In general, goodwill and certain intangible assets will no longer be amorti for impairment. Resulting write-downs, if any, will be recognized in the statement of earnings. T Ball beginning January 1, 2002. We have performed the required impairment tests for the adoption that no impairment exists at this time. The impact of not amortizing goodwill in the first nine m earnings per share by 12 cents. Full-year earnings are expected to increase by approximately $8 per diluted share, due to this accounting change.

3. Business Segment Information

Ball's operations are organized along its product lines and include two segments - the packaging

technologies segment. The accounting policies of the segments are the same as those in the unaudi
financial statements. A discussion of the company's accounting policies can be found in Ball's 2

Packaging

The packaging segment includes the manufacture and sale of metal container products used primaril
and PET (polyethylene terephthalate) plastic container products used principally in beverage pack
operations are located in and serve North America and Asia, primarily the People's Republic of Ch
investments in packaging companies in the U.S., the PRC, Brazil and Thailand, which are accounted
of accounting, and, accordingly, those results are not included in segment earnings or assets.

Aerospace and Technologies

The aerospace and technologies segment includes the manufacture and sale of aerospace and other r
primarily in the defense, civil space and commercial space industries.

Summary of Business by Segment	Three Months Ended		Nine
($ in millions)	September 29, 2002	September 30, 2001	September 29 2002
Net Sales			
North American metal beverage	$ 594.4	$ 572.8	$ 1,730.6
North American metal food	192.0	189.2	477.0
North American plastic containers	96.3	77.8	276.2
International packaging	28.4	44.0	93.8
Total packaging	911.1	883.8	2,577.6
Aerospace and technologies	127.5	116.7	371.1
Consolidated net sales	$ 1,038.6	$ 1,000.5	$ 2,948.7
Consolidated Net Earnings			
Packaging	$ 91.1	$ 73.7	$ 236.3
Business consolidation costs (Note 5)	-	-	-
Total packaging	91.1	73.7	236.3
Aerospace and technologies	9.6	9.2	31.1
Business consolidation costs (Note 5)	-	-	-
Total aerospace and technologies	9.6	9.2	31.1
Segment earnings (loss) before interest and taxes	100.7	82.9	267.4
Corporate undistributed expenses, net	(7.3)	(5.4)	(22.9)
Earnings (loss) before interest and taxes	93.4	77.5	244.5
Interest expense	(18.8)	(21.6)	(55.1)
Provision for taxes	(26.1)	(19.6)	(66.3)
Minority interests	(0.6)	(0.5)	(1.4)
Equity in earnings of affiliates	2.1	0.5	5.7
Consolidated net earnings (loss)	$ 50.0	$ 36.3	$ 127.4

($ in millions)	September 29, 2002	December 31, 2001

Segment Assets		
Packaging	$ 2,647.1	$ 2,579.0
Aerospace and technologies	205.1	179.8
Total segment assets	2,852.2	2,758.8
Corporate net investment and eliminations	(470.1)	(445.2)
Total consolidated assets	$ 2,382.1	$ 2,313.6

4. Acquisitions

On August 29, 2002, we agreed to acquire 100% of the capital stock of Schmalbach-Lubeca AG (Schma
purchase price of(euro)900 and the assumption of certain liabilities. The final purchase price w
and other adjustments. Schmalbach is the second largest metal beverage can manufacturer in Europ
12 plants in five European countries, a headquarters office in Ratingen, Germany, and a research
Bonn, Germany. The acquisition is expected to be finalized by the end of 2002 or early 2003 and
borrowings, which will also be used to refinance a portion of our existing bank debt.

On December 28, 2001, Ball acquired substantially all of the assets of Wis-Pak Plastics, Inc. (Wi
$27.5 million. Additional payments of up to $10 million in total, including interest, are conting
the acquired business through 2006. The contingent purchase price component is being recognized a
achieved. Under the acquisition agreement, Ball entered into a ten-year agreement to supply 100 p
container requirements, which are currently 550 million containers. The company announced in July
two acquired plants before the end of 2002. The after-tax cash costs associated with this closur
$1 million.

5. Business Consolidation Costs

In June 2001 Ball announced the reorganization of its PRC packaging business. As a part of the re
the general line metal can business and have closed one PRC beverage can plant. We are in the pro
beverage can plant and relocating production equipment. These remaining actions are expected to b
$237.7 million pretax charge ($185 million after tax and minority interest impact) was recorded i
reorganization. The charge was comprised of: (1) $90.3 million to write-down fixed assets and rel
net realizable value, including estimated costs to sell them; (2) $64.4 million of goodwill to es
(3) $28.8 million for the acquisition of minority partner interests and write-off of unrecoverabl
(4) $24 million of accounts receivable deemed uncollectible and inventories deemed unsalable, bot
plan; 5) $13 million of severance cost and other employee benefits and (6) $17.2 million of decom
taxes and other exit costs. Based on current estimates, positive cash flow of approximately $29 m
is expected upon the completion of the reorganization plan.

Also in the second quarter of 2001, we ceased operations in two commercial developmental product
technologies segment. A pretax charge of $16 million ($9.7 million after tax) was recorded in the
charge was comprised of: (1) $10 million of accounts receivable deemed uncollectible and inventor
direct result of the exit plan; (2) $2 million to write-down fixed assets held for sale to net re
estimated costs to sell; (3) $3.6 million of decommissioning and other exit costs and (4) $0.4 mi
employee benefit costs.

In November 2001 Ball announced the closure of its Moultrie, Georgia, plant to address overcapaci
industry in North America. The plant was closed in December and the company recorded a pre-tax ch
after tax). The charge included: (1) $15.8 million for the write-down of fixed assets held for sa
parts inventory to estimated net realizable value, including estimated costs to sell; (2) $4.7 mi
employee benefit costs; (3) $3.2 million for other assets and decommissioning costs; and (4) $1 m
retirement obligations which have been included in the appropriate liability accounts. This char
reversal of $7.2 million ($4.5 million after tax) of the June 2001 restructuring charge, primaril
exceeding net actual costs as activities were concluded.

Severance and other benefit costs related to the above actions in the PRC and the U.S. are associ
primarily manufacturing and administrative personnel. The carrying value of fixed assets remainin
2001 charges is less than $1 million.

The following table summarizes the activity related to the 2001 restructuring and plant closing c

($ in millions)	Pension/ Employee Costs	Other Assets/ Costs	Total
Balance at December 31, 2001	$ 8.7	$ 16.6	$ 25.3
Payments	(3.8)	(5.2)	(9.0)
Balance at September 29, 2002	$ 4.9	$ 11.4	$ 16.3

In the second quarter of 2000, the company recorded an $83.4 million pre-tax charge ($55 million
equity earnings impact) for packaging business consolidation and investment exit activities in No
carrying value of fixed assets remaining for sale in connection with the 2000 business exit activ
integration activities related to a 1998 acquisition, was approximately $5.7 million at September
employee severance and other exit costs at September 29, 2002, were less than $1 million.

Subsequent changes to the estimated costs of the 2001 and 2000 business consolidation activities,
current-period earnings.

6. Receivables Sales Agreement

A receivables sales agreement provides for the ongoing, revolving sale of a designated pool of tr
U.S. packaging operations. In June 2002 the designated pool of receivables was increased to prov
from the previous amount of $125 million. Net funds received from the sale of the accounts receiv
September 29, 2002, and $122.5 million at September 30, 2001. Fees incurred in connection with t
which were lower in 2002 due to a decrease in interest rates, totaled $0.9 million and $2.3 milli
nine months of 2002, respectively, and $1.2 million and $4.6 million for the same periods in 2001

7. Inventories

($ in millions)	September 29, 2002	Decemb 200
Raw materials and supplies	$ 127.5	$ 1
Work in process and finished goods	270.1	3
	$ 397.6	$ 4

8. Property, Plant and Equipment

($ in millions)	September 29, 2002	Decemb 200
Land	$ 49.6	$
Buildings	495.3	4
Machinery and equipment	1,455.7	1,3
	2,000.6	1,9
Accumulated depreciation	(1,069.3)	(1,0
	$ 931.3	$ 9

Depreciation expense amounted to $35.3 million and $106.3 million for the three- and nine-month p
respectively, and $34.3 million and $103.3 million for the comparable periods ended September 30,

9. Goodwill, Intangibles and Other Assets

($ in millions)	September 29,	Decemb

	2002	200
Goodwill (net of accumulated amortization of $65.2 at September 29, 2002, and December 31, 2001)	$ 355.8	$ 3
Prepaid pension	110.4	1
Investments in affiliates	79.0	
Intangibles (net of accumulated amortization of $15.5 at September 29, 2002, and $12.7 at December 31, 2001)	13.6	
Other	72.3	
	275.3	2
	$ 631.1	$ 6

Total amortization expense amounted to $0.9 million and $2.7 million for the third quarter and fi
respectively, and $3.3 million and $11.4 million for the same periods in 2001, respectively, of w
related to the amortization of goodwill in the 2001 periods. Based on intangible assets as of Se
intangible asset amortization expense is expected to be between $3 million and $4 million in each
change in goodwill from December 31, 2001, is a combination of the reclassification of certain it
valuations related to the Wis-Pak acquisition were finalized, the buyout of certain minority inte
effects of currency translation.

The following table summarizes the pro forma earnings and per share impact of not amortizing good

($ in millions, except per share amounts)	Three Months Ended September 29, 2002	Three Months Ended September 30, 2001	Nine Mont September 29, 2002
Net earnings (loss), as reported	$ 50.0	$ 36.3	$ 127.4
Add back goodwill amortization, net of tax	-	2.1	-
Adjusted net earnings	$ 50.0	$ 38.4	$ 127.4
<u>Basic Earnings per Share</u>			
Basic earnings (loss) per share, as reported	$ 0.89	$ 0.65	$ 2.26
Add back goodwill amortization, net of tax	-	0.03	-
Adjusted basic earnings (loss) per share	$ 0.89	$ 0.68	$ 2.26
<u>Diluted Earnings per Share</u>			
Diluted earnings (loss) per share, as reported	$ 0.87	$ 0.61	$ 2.21
Add back goodwill amortization, net of tax	-	0.03	-
Adjusted diluted earnings (loss) per share	$ 0.87	$ 0.64	$ 2.21

10. Debt

Debt includes $300 million of 7.75% Senior Notes due in 2006, $250 million of 8.25% Senior Subord
borrowings under a Senior Credit Facility, which bear interest at variable rates. At September 29
was available under the revolving credit facility portion of the Senior Credit Facility.

The Senior Notes, Senior Subordinated Notes and Senior Credit Facility agreements are guaranteed
and several basis by certain of the company's domestic wholly owned subsidiaries and contain cert
including, among other things, limits on the incurrence of additional indebtedness and limits on
such as dividends and share repurchases. Exhibit 20.1 contains condensed, consolidating financial
segregating the guarantor subsidiaries and non-guarantor subsidiaries. Separate financial stateme

and the non-guarantor subsidiaries are not presented because management has determined that such
material to investors.

Ball has provided a completion guarantee representing 50 percent of the $27.1 million of debt iss
that was used to fund the previous construction of facilities.

The company was not in default of any loan agreement at September 29, 2002, and has met all debt

11. Shareholders' Equity

The company has several stock option plans under which options to purchase shares of common stock
employees at the market value of the stock at the date of grant. In general options are exercisa
commencing one year from the date of grant and terminate 10 years from the date of grant. At Sept
3,260,267 options outstanding under these plans at a weighted average exercise price of $24.51 pe
exercisable at a weighted average exercise price of $19.07 per share.

The company adopted a deposit share program in March 2001 that, by matching purchased shares with
certain senior management employees and outside directors to invest in Ball stock. Participants h
shares in order to receive the matching restricted share grants. Restrictions on the matching sha
from date of grant, or earlier if established share ownership guidelines are met, assuming the qu
sold or transferred prior to that time. As of September 29, 2002, a total of 556,643 shares are
program, of which 466,576 shares have been granted. This plan is accounted for as a variable plan
recorded based upon the current market price of the company's common stock until restrictions lap
$4.5 million and $0.6 million of expense in connection with this program in the first nine months
The increase in 2002 compared to 2001 is the result of the timing of the share grants as well as

Accumulated other comprehensive loss includes the cumulative effect of foreign currency translati
liability and unrealized gains and losses on derivative instruments receiving cash flow hedge acc

($ in millions)	Foreign Currency Translation	Minimum Pension Liability (net of tax)	Effective Financial Derivatives *(a)*
December 31, 2001	$ (29.9)	$ (5.7)	$ (8.1)
Change	2.1	-	(12.4)
September 29, 2002	$ (27.8)	$ (5.7)	$ (20.5)

(a) Refer to Item 3, "Quantitative and Qualitative Disclosures About Market Risk," for a discuss derivative financial instruments.

The following table summarizes total comprehensive earnings for the third quarter and nine-month

($ in millions)	Three Months Ended September 29, 2002	Three Months Ended September 30, 2001	Nine M September 29 2002
Comprehensive Earnings			
Net earnings (loss)	$ 50.0	$ 36.3	$ 127.4
Foreign currency translation adjustment	(6.3)	(3.8)	2.1
Effect of derivative instruments	(21.1)	(8.9)	(12.4)
Minimum pension liability (net of tax)	-	-	-
Comprehensive earnings (loss)	$ 22.6	$ 23.6	$ 117.1

12. Earnings Per Share

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

($ in millions, except per share amounts)	Three Months Ended September 29, 2002	Three Months Ended September 30, 2001	Nine Mo September 29, 2002
Basic Earnings per Share			
Net earnings (loss)	$ 50.0	$ 36.3	$ 127.4
Preferred dividends, net of tax	-	(0.6)	-
Earnings (loss) attributable to common shareholders	$ 50.0	$ 35.7	$ 127.4
Weighted average common shares *(000s)*	56,188	54,920	56,347
Basic earnings (loss) per share	$ 0.89	$ 0.65	$ 2.26
Diluted Earnings per Share			
Net earnings (loss)	$ 50.0	$ 36.3	$ 127.4
Adjustment for deemed ESOP cash contribution in lieu of the ESOP Preferred dividend	-	(0.4)	-
Earnings (loss) attributable to common shareholders	$ 50.0	$ 35.9	$ 127.4
Weighted average common shares *(000s)*	56,188	54,920	56,347
Effect of dilutive stock options	1,217	906	1,265
Common shares issuable upon conversion of the ESOP Preferred stock	-	3,204	-
Weighted average shares applicable to diluted earnings per share	57,405	59,030	57,612
Diluted earnings (loss) per share	$ 0.87	$ 0.61	$ 2.21

(1) The diluted loss per share in the first nine months of 2001 is the same as the net loss per exercise of stock options and conversion of the ESOP Preferred stock would have been anti-di

For the 2002 and 2001 periods, stock options to purchase 460,950 and 448,476 shares of common sto in the computation of diluted earnings per share since they were anti-dilutive (i.e., their exerc closing market price of Ball common stock during the periods).

13. Contingencies

The company is subject to various risks and uncertainties in the ordinary course of business due, of the industries in which we participate, our operations in developing markets outside the U.S., materials used in the manufacture of our products and changing capital markets. Where practicable and uncertainties through the establishment of risk management policies and procedures, including derivative financial instruments.

From time to time, the company is subject to routine litigation incident to its business. Additio Protection Agency has designated Ball as a potentially responsible party, along with numerous oth several hazardous waste sites. Our information at this time does not indicate that these matters upon the liquidity, results of operations or financial condition of the company.

14. Stock Split

On January 23, 2002, the company's Board of Directors declared a two-for-one stock split, increas
authorized the repurchase of additional common shares. The stock split was effective February 22
record on February 1, 2002. As a result of the stock split, all amounts related to earnings, opt
been retroactively restated as if the split had occurred as of January 1, 2001.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPER

Management's discussion and analysis should be read in conjunction with the unaudited condensed c and the accompanying notes. Ball Corporation and subsidiaries are referred to collectively as Bal "our" in the following discussion and analysis.

RECENT DEVELOPMENTS

On August 29, 2002, we agreed to acquire 100% of the capital stock of Schmalbach-Lubeca AG (Schma
purchase price of(euro)900 million and the assumption of certain liabilities. The final purchase
capital and other adjustments. Schmalbach is the second largest metal beverage can manufacturer
consisting of 12 plants in five European countries, a headquarters office in Ratingen, Germany, a
facility located in Bonn, Germany. Schmalbach produces more than 12 billion aluminum and steel b
more than 2,400 people. The acquisition is expected to be finalized by the end of 2002 or early
new borrowings, which will also be used to refinance a portion of our existing bank debt.

CONSOLIDATED SALES AND EARNINGS

Ball's operations are organized along its product lines and include two segments - the packaging
technologies segment.

Packaging Segment

The packaging segment includes the manufacture and sale of metal containers used primarily in bev
(polyethylene terephthalate) plastic containers used principally in beverage packaging. Our conso
located in and serve North America and the People's Republic of China (PRC). We also have invest
U.S., the PRC, Brazil and Thailand, which are accounted for using the equity method of accounting
are not included in segment earnings or assets. Packaging segment sales in the third quarter and
3 percent and 2 percent higher, respectively, than in the same periods of 2001. Operating margi
9.2 percent in the third quarter and first nine months of 2002 from 8.3 percent and 7.7 percent i
excluding the business consolidations charge recorded in the second quarter of 2001. The improve
results in China, largely due to the company's restructuring actions taken in 2001, general impro
line and price increases and lower per unit costs due to higher production volume in the beverage

North American metal beverage container sales, which represented approximately 65 percent of segm
2002 were 4 percent higher than in the third quarter of 2001. In the first nine months, metal be
67 percent of segment sales and were approximately 3 percent higher than in the same period in 20
largely due to price increases and Ball's agreement with Coors Brewing Company (Coors) under whic
requirements for its Shenandoah, Virginia, and Memphis, Tennessee, filling locations are manufact
Coors. Sales under this agreement began in the first quarter of 2002. Operating margins in this p
of plants operating at near full capacity coupled with improved sales prices.

Through a 50/50 joint venture, which is accounted for as an equity investment, Ball and Coors ope
in Golden, Colorado. The joint venture supplies Coors with approximately 3.5 billion beverage can
Colorado, brewery under agreements which commenced in January 2002.

North American metal food container sales, which comprised approximately 21 percent of segment sa
approximately 19 percent in the first nine months of 2002, were essentially flat compared to thos
levels. These results were achieved despite a combination of droughts and floods in the U.S., wh
and vegetable processor customers, and the lowest salmon pack in the Pacific Northwest in over a
lower largely due to product mix. We anticipate that full-year 2002 earnings will be lower than
of these conditions, as well as the start-up costs associated with a new two-piece food can produ

(as discussed below).

We have signed a new multi-year contract with Abbott Laboratories' Ross Products Division (Ross), infant formulas. Ross will exit a portion of its self-manufacturing operations in early 2003. To convert existing three-piece food can customers to two-piece cans, we are adding a new two-piece plant capable of producing approximately 1.2 billion cans per year, as well as a new 225,000-squa capital additions are scheduled for completion in early 2003 and are expected to cost approximate

Plastic container sales, approximately 11 percent of segment sales in 2002, were 24 percent highe compared to 2001 and 23 percent higher in the first nine months. The increase in sales, which ar carbonated soft drink customers, was driven by internal growth as well as the company's acquisiti (Wis-Pak) in December 2001. Overall operating margins also improved as a result of lower energy, although in the third quarter we experienced higher operating costs and increased freight between low inventory levels. Four new plastic bottle blow molding production lines have been added to o increased demand.

Sales were lower in the PRC in the first nine months of 2002 due to the shutdown and sale of the PRC restructuring efforts in the second half of 2001. However, earnings before and interest and $6 million in the first nine months of 2002 due to the business consolidation actions taken durin

Aerospace and Technologies Segment

Sales in the aerospace and technologies segment were 9 percent and 16 percent higher in the third 2002, compared to the same periods in 2001, primarily in defense and civil space operations. The of newly awarded contracts and additions to previously awarded contracts. Ball has recently been build NASA's James Webb Space Telescope. The improvement in operating earnings for the first nin period in 2001 was primarily the result of the strong sales, which were driven by growth in our U disposition of two unprofitable aerospace product lines in 2001. Backlog at the end of the third $405 million compared to a backlog of $431 million at the end of 2001 and $353 million at Septemb comparisons of backlog are not necessarily indicative of the trend of future operations.

For additional information on our segment operations, see the Summary of Business by Segment in N consolidated financial statements included within Item 1.

Selling and Administrative

Selling and administrative expenses were $41.3 million in the third quarter and $117 million in t compared to $30.7 million and $91.6 for the same periods of 2001, respectively. The increase is employee incentives, increased medical costs and a 401(k) plan match, which replaced the preferen company's leveraged employee stock ownership plan that expired at the end of 2001. Included in e $3.9 million of higher expense associated with the company's deposit share program, which is disc to the consolidated financial statements within Item 1. In addition, during the third quarter, w asset return assumptions to a long-term rate of 9 percent. The change in the return on pension a approximately $3.7 million higher pension expense for the year, of which $1.9 million was recorde

Interest and Taxes

Consolidated interest expense was $18.8 million and $55.1 million for the third quarter and first compared to $21.6 million and $68.5 million for the same periods in 2001, respectively. Lower int lower interest rates and borrowings in 2002. The company's consolidated average borrowing rate d first nine months of 2002 versus 7.4 percent in the first nine of months of 2001.

The consolidated effective income tax rate was 35 percent in the first nine months of 2002 compar Excluding the effect of business consolidation costs in 2001, Ball's effective income tax rate wa 9 percent on the loss in the first nine months of 2001 reflected the impact of currently nondeduc currently unrealized capital losses included in the second quarter 2001 charge for business conso

Results of Equity Affiliates

Equity in the net results of affiliates is largely attributable to our 50 percent ownership in pa America and Brazil and, to a lesser extent, an aerospace business and our minority owned packagin Thailand. Earnings of $5.7 million in the first nine months of 2002 were higher compared to $1.5

2001, with improvements seen in all equity affiliates year over year, except in Brazil where earn
primarily by foreign currency devaluations.

Other Items

Ball closed one of the two plants it acquired in the acquisition of Wis-Pak and is in the process
with an existing plastic bottle plant. The after-tax cash costs associated with this closure are
$1 million.

In 2001 we announced a plan to exit the general line metal can business in the PRC and to further
manufacturing capacity by closing two plants. We have since sold the general line business, close
the process of closing the second. Based on current estimates, positive cash flow of approximatel
recoveries, is expected upon the completion of this reorganization plan. Also in June 2001, we ce
developmental product lines in our aerospace and technologies business. These actions combined he
approximately $10 million in the first nine months of 2002 compared to the same period in 2001. I
Moultrie, Georgia, beverage can plant. To affect these actions, pre-tax charges totaling $271.2 m

The amounts recorded were based on the estimates of Ball management and actuaries and other third
information available at the time. Actual outcomes may vary from the estimates, and, as required,
be reflected in current period earnings or, in the case of the Wis-Pak acquisition, as a reductio
about our business consolidation and acquisition-related activities and associated costs are prov
consolidated financial statements within Item 1.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Cash flow from operations for the first nine months of 2002 was $251.4 million, a significant imp
the same period in 2001. The improvements in 2002 reflected planned inventory reductions, change
$35 million from the sale of additional accounts receivable in accordance with the company's rece
below. Capital spending of $87.7 million in the first nine months of 2002 was below depreciation
$109 million. In September 2002, we purchased previously leased plant and equipment assets for a
spending is expected to be between $150 million and $160 million for the year, with increased spe
product lines for new production capacity necessitated by increased demand.

Total debt decreased to $1,023 million at September 29, 2002, compared to $1,064.1 million at Dec
2002, approximately $459 million was available under the revolving credit facility portion of the
notified our lenders in mid-July that based on our financing needs, we no longer needed the $125
revolver as we have adequate funds available under the long-term portion. Ball Asia Pacific Holdi
subsidiaries had short-term uncommitted credit facilities of approximately $82 million at the end
$52.1 million was outstanding.

Management and the company's actuaries are currently assessing the funded status of our pension p
conditions and performance. Based on preliminary estimates, we anticipate that we will make addi
during the fourth quarter of 2002. Additionally, for certain plans we may need to record on the
additional minimum liability adjustments at December 31, 2002. These amounts, if any, will be re
liabilities and a reduction of shareholders' equity on the consolidated balance sheet.

A receivables sales agreement provides for the ongoing, revolving sale of a designated pool of tr
U.S. packaging operations. In June 2002 the designated pool of receivables was increased to prov
from the previous amount of $125 million. Net funds received from the sale of the accounts receiv
September 29, 2002, and $122.5 million at September 30, 2001, and are expected to be approximatel
December 31, 2002.

The company was not in default of any loan agreement at September 29, 2002, and has met all debt

Additional details about the company's debt and receivables sales agreement are available in Note
accompanying the consolidated financial statements included within Item 1.

CONTINGENCIES

Details about the company's contingencies are available in Note 13 accompanying the consolidated
within Item 1.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the ordinary course of business, we employ established risk management policies and procedures commodity price changes, changes in interest rates, fluctuations in foreign currencies and the co program.

We manage our commodity price risk in connection with market price fluctuations of aluminum prima sales contracts, which include aluminum-based pricing terms that consider price fluctuations unde for aluminum purchases. The terms include "band" pricing where there is an upper and lower limit, limit to the aluminum component pricing. This matched pricing affects substantially all of our No packaging net sales. We also, at times, use certain derivative instruments such as option and for of commodity price risk. Outstanding contracts at the end of the third quarter expire in less tha Included in shareholders' equity at September 29, 2002, within accumulated other comprehensive lo net loss associated with these contracts of which approximately $8 million of loss is expected to statement of earnings during 2003 and $10 million of loss in 2004. These amounts will be offset higher revenue from customer fixed price sales contracts and will therefore have no effect on our

Considering the effects of derivative instruments, the market's ability to accept price increases exposures to aluminum, a hypothetical 10 percent adverse change in the company's aluminum prices impact on earnings over a one-year period. Actual results may vary based on actual changes in ma

Steel can sales contracts incorporate annually negotiated metal costs, and plastic container sale pass through resin costs changes. As a result, we believe we have minimal, if any, exposure rela these commodities.

Our objective in managing exposure to interest rate changes is to limit the impact of interest ra flows and to lower our overall borrowing costs. To achieve these objectives, we use a variety of options to manage our mix of floating and fixed-rate debt. Interest rate instruments held by the included pay-floating and pay-fixed interest rate swaps and swaption contracts. Pay-fixed swaps e obligations to fixed rate instruments. Pay-floating swaps effectively convert fixed-rate obligati Swap agreements expire at various times up to four years. Although these instruments involve vary risk, the counter parties to the agreements are financial institutions, which are expected to per agreements. Approximately $2 million of mark-to-market loss associated with these contracts is in comprehensive loss at September 29, 2002, the majority of which is expected to be recognized in t earnings during the remainder of 2002.

The company has estimated its market risk exposure using sensitivity analysis. Market risk exposu in fair value of a derivative instrument assuming a hypothetical 100 basis point adverse change i the sensitivity analyses as of September 29, 2002, did not differ materially from the amounts rep Actual changes in market prices or rates may differ from hypothetical changes.

Our objective in managing exposure to foreign currency fluctuations is to protect foreign cash fl associated with foreign exchange rate changes through the use of cash flow hedges. Our primary fo result from the strengthening of the U.S. dollar against the Hong Kong dollar, Canadian dollar, C Brazilian real. We face currency exposures in our global operations as a result of maintaining U. these foreign countries. We use forward contracts to manage our foreign currency exposures and, a these derivative positions offset, in part, the impact of currency fluctuations on the existing a outstanding at the end of the third quarter expire in less than one year and their fair value was

Considering the company's derivative financial instruments outstanding at September 29, 2002, and hypothetical 10 percent unfavorable change in the exchange rates compared to the U.S. dollar coul impact on earnings over a one-year period. Actual changes in market prices or rates may differ fr

In connection with the company's ongoing share repurchase program, from time to time we sell put those options the right to sell shares of the company's common stock to the company on specified exercise of those options. The put option contracts allow us to determine the method of settlemen such, the contracts are considered equity instruments and changes in the fair value are not recog Our objective in selling put options is to lower the average purchase price of acquired shares in repurchases. At September 29, 2002, there were put option contracts outstanding for 125,000 share share. Also in connection with the share repurchase program, in 2001 we entered into a forward sh purchase shares of the company's common stock. In January 2002 we purchased 736,800 shares under

of $33.58 per share and in July 2002 we purchased an additional 195,600 shares at an average pric
a share repurchase agreement during 2000 under which we purchased 1,021,000 shares in January 200
per share.

Item 4. CONTROLS AND PROCEDURES

Within 90 days of the filing of the quarterly report, our Chief Executive Officer and Chief Finan
evaluation of our disclosure controls and procedures as defined by the Securities and Exchange Co
they were appropriate to ensure that information required to be disclosed by us in this quarterly
summarized and reported within the time periods specified in the SEC's rules and forms. There ha
changes in our internal controls or in other factors that would significantly affect these contro
including any corrective actions with regard to significant deficiencies and material weaknesses

FORWARD-LOOKING STATEMENTS

The company has made or implied certain forward-looking statements in this quarterly report which
frame covered by this report. These forward-looking statements represent the company's goals and
expressed or implied. From time-to-time we also provide oral or written forward-looking statemen
the public. As time passes, the relevance and accuracy of forward-looking statements may change.
company's actual results or outcomes to differ materially from those discussed in the forward-loo
not limited to, fluctuation in customer growth and demand; product introductions; insufficient pr
foreign and domestic metal and plastic container industry production facilities and its impact on
lack of productivity improvement or production cost reductions; the weather; fruit, vegetable and
resource costs; difficulty in obtaining supplies and energy, such as gas and electric power; shor
materials; changes in the pricing of the company's products and services; competition in pricing
or loss of, sales resulting therefrom; loss of profitability and plant closures; insufficient or
costs; the inability to continue the purchase of the company's common shares; the ability to obta
foreseeable financing requirements of the company's businesses and to satisfy the resulting credi
or federal and state legislation including mandated corporate governance and financial reporting
deposit or other restrictive packaging legislation such as recycling laws; increases in interest
various employee benefits and labor costs; boycotts; litigation involving antitrust, intellectual
issues; maintenance and capital expenditures; goodwill impairment; changes in generally accepted
interpretation; local economic conditions; the authorization, funding and availability of governm
continuation of those contracts and related services provided thereunder; technical uncertainty a
aerospace segment contracts; international business and market risks such as the devaluation of i
ability or inability to pass on to customers changes in raw material costs, particularly resin, s
ability or inability to sell scrap associated with the production of metal containers, internatio
foreign exchange rates) in the United States, Europe and particularly in developing countries suc
activity or war that disrupts the company's production, supply, or pricing of raw materials used
goods and services, and/or disrupts the ability of the company to obtain adequate credit resource
requirements of the company's businesses; and successful or unsuccessful acquisitions, joint vent
integration activities associated therewith, including the integration and operation of the busin
the company is unable to achieve its goals, then the company's actual performance could vary mate
or implied in the forward-looking statements. The company does not intend to publicly update for
it deems necessary at quarterly or annual earnings reports. You are advised, however, to consult
related subjects in our 10-Q, 8-K and 10-K reports to the Securities and Exchange Commission.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

As previously reported, on or about December 31, 1992, William Hallahan and his wife filed suit i
of New York, County of Saratoga, against certain manufacturers of solvents, coatings and equipmen
Inc. (Somerset) and Belvac Production Machinery (Belvac), seeking damages in the amount of $15 mi
leukemia by exposing him to harmful toxins. Somerset and Belvac filed third-party complaints seek
for damages that they might be required to pay William Hallahan. The defendants, including the co
judgment against the plaintiff requesting a judgment that the Workers' Compensation Board has det
Hallahan. On July 3, 2002, the Court entered a decision in favor of the defendants and us. On Au
judgment on the decision. On August 29, 2002, Mr. Hallahan and his wife filed an appeal in the A
information available to the company at the present time, the company believes that this matter w

effect upon the liquidity, results of operations or financial condition of the company.

Ball previously reported that in 1998 various consumers filed toxic tort litigation in the Superi (Trial Court) against various water companies operating in the San Gabriel Valley Basin. The wate Court to remove this action to the California Public Utilities Commission. The Trial Court agreed decision to the California Court of Appeals, which reversed the Trial Court. One non-regulated ut the California Supreme Court. Pending completion of the appellate process, the Trial Court stayed except that the plaintiffs were permitted to add additional defendants. The Trial Court consolida the Northeast District (Pasadena) and designated the case of *Adler, et al. v. Southern California* case. In late March 1999, Ball-Foster Glass Container Co., L.L.C., which we no longer own, receiv based on its ownership of the El Monte glass plant. Ball-Foster Glass tendered the lawsuit to us turn tendered this lawsuit to our liability carrier, Commercial Union, for defense and indemnity. to join all companies, which are alleged to be PRPs in the various operable units in the San Gabr litigation, including the filing of answers by such joined parties, has been stayed pending the d Court as to whether the California Public Utilities Commission has sole jurisdiction over these c are regulated utilities. On February 4, 2002, the California Supreme Court issued its written opi Court of Appeals ruling that the plaintiffs may proceed with their toxic tort claims in the Trial including Ball, who are non-regulated utilities. A complex case management order has been entered divided into three groups with Ball being named in only the *Adler* case. The plaintiffs were orde Plaintiffs served the consolidated *Adler* group complaint on Ball. In a hearing on October 21, 20 punitive damage claims in the complaint. The case management order also allows limited discovery although these have not been served by the plaintiffs. Similarly situated *de minimis* industry d defense group and we are joining the group. Based on the information, or lack thereof, available unable to express an opinion as to our actual exposure for this matter; however, based on the inf present time, we do not believe that this matter will have a material adverse effect upon our liq financial condition.

Item 2. Changes in Securities

There were no events required to be reported under Item 2 for the quarter ended September 29, 200

Item 3. Defaults Upon Senior Securities

There were no events required to be reported under Item 3 for the quarter ended September 29, 200

Item 4. Submission of Matters to a Vote of Security Holders

There were no events required to be reported under Item 4 for the quarter ended September 29, 200

Item 5. Other Information

There were no events required to be reported under Item 5 for the quarter ended September 29, 200

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

10.1	Share Sale and Transfer Agreement Between Schmalbach-Lubeca Holding GmbH, AV Ball Pan-European Holdings, Inc., and Ball Corporation Dated August 29, 2002
20.1	Subsidiary Guarantees of Debt
99.1	Safe Harbor Statement Under the Private Securities Litigation Reform Act of

(b) Reports on Form 8-K

A Current Report on Form 8-K was filed on August 12, 2002, furnishing under Item 9 the s order issued by the Securities and Exchange Commission regarding the company's reports f 2002. The executed sworn statements were furnished by R. David Hoover, Chairman of the B Officer of Ball Corporation, and by Raymond J. Seabrook, Senior Vice President and Chief Corporation.

A Current Report on Form 8-K was filed on August 15, 2002, furnishing under Item 9 the c Section 1380, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by R

Board, President and Chief Executive Officer of Ball Corporation, and by Raymond J. Seab
Chief Financial Officer of Ball Corporation.

A Current Report on Form 8-K was filed on August 30, 2002, reporting under Item 5 an ann
entered into a definitive agreement with Schmalbach-Lubeca Holding GmbH and AV Packaging
AG.

A Current Report on Form 8-K was filed on September 3, 2002, reporting under Item 7 sele
Ball Corporation and Schmalbach-Lubeca AG, and furnishing under Item 9 a copy of the tra
by Ball Corporation on August 30, 2002, to announce its agreement to acquire Schmalbach-

A Current Report on Form 8-K was filed on September 4, 2002, reporting under Item 7, and
the Webcast (Power Point) presentation used in the conference call held by Ball Corporat
its agreement to acquire Schmalbach-Lubeca AG.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caus
behalf by the undersigned thereunto duly authorized.

Ball Corporation
(Registrant)

By: /s/ Raymond J. Seabrook
Raymond J. Seabrook
Senior Vice President and
Chief Financial Officer

Date: November 13, 2002

Certification

I, R. David Hoover, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ball Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a
omit to state a material fact necessary to make the statements made, in light of the cir
which such statements were made, not misleading with respect to the period covered by th
report;

3. Based on my knowledge, the financial statements, and other financial information include
quarterly report, fairly present in all material respects the financial condition, resul
and cash flows of the registrant as of, and for, the periods presented in this quarterly

4. The registrant's other certifying officers and I are responsible for establishing and ma
disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14)
registrant and we have:

a) Designed such disclosure controls and procedures to ensure that material inform
to the registrant, including its consolidated subsidiaries, is made known to us
within those entities, particularly during the period in which this quarterly r
prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedu
within 90 days prior to the filing date of this quarterly report (the "Evaluati

(c) Presented in this quarterly report our conclusions about the effectiveness of t controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recen the registrant's auditors and the audit committee of registrant's board of directors (or performing the equivalent function):

a) All significant deficiencies in the design or operation of internal controls wh adversely affect the registrant's ability to record, process, summarize and rep data and have identified for the registrant's auditors any material weaknesses controls; and

b) Any fraud, whether or not material, that involves management or other employees significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report there were significant changes in internal controls or in other factors that could signi internal controls subsequent to the date of our most recent evaluation, including any co with regard to significant deficiencies and material weaknesses.

Date: November 13, 2002

/s/ R. David Hoover
R. David Hoover
Chairman, President and Chief Executive Offi

Certification

I, Raymond J. Seabrook, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ball Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a omit to state a material fact necessary to make the statements made, in light of the cir which such statements were made, not misleading with respect to the period covered by th report;

3. Based on my knowledge, the financial statements, and other financial information include quarterly report, fairly present in all material respects the financial condition, resul and cash flows of the registrant as of, and for, the periods presented in this quarterly

4. The registrant's other certifying officers and I are responsible for establishing and ma disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) registrant and we have:

a) Designed such disclosure controls and procedures to ensure that material inform to the registrant, including its consolidated subsidiaries, is made known to us within those entities, particularly during the period in which this quarterly r prepared;

b) Evaluated the effectiveness of the registrant's disclosure controls and procedu within 90 days prior to the filing date of this quarterly report (the "Evaluati

(c) Presented in this quarterly report our conclusions about the effectiveness of t controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recen the registrant's auditors and the audit committee of registrant's board of directors (or performing the equivalent function):

a) All significant deficiencies in the design or operation of internal controls wh adversely affect the registrant's ability to record, process, summarize and rep data and have identified for the registrant's auditors any material weaknesses controls; and

b) Any fraud, whether or not material, that involves management or other employees significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report there were significant changes in internal controls or in other factors that could signi internal controls subsequent to the date of our most recent evaluation, including any co with regard to significant deficiencies and material weaknesses.

Date: November 13, 2002

/s/ Raymond J. Seabrook
Raymond J. Seabrook
Senior Vice President and Chief Financial Of

Ball Corporation and Subsidiaries
QUARTERLY REPORT ON FORM 10-Q
September 29, 2002

EXHIBIT INDEX

Description	Exhibit
Share Sale and Transfer Agreement between Schmalbach-Lubeca Holding GmbH, AV Packaging GmbH, Ball Pan-European Holdings, Inc., and Ball Corporation Dated August 29, 2002 (Filed herewith.)	EX-10.1
Subsidiary Guarantees of Debt (Filed herewith.)	EX-20.1
Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995, as amended (Filed herewith.)	EX-99.1