

BALL CORP  
Form 10-K  
February 16, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

**FORM 10-K**

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2015

**o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-07349

**Ball Corporation**

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

**35-0160610**  
(I.R.S. Employer  
Identification No.)

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**10 Longs Peak Drive, P.O. Box 5000**  
**Broomfield, Colorado**  
(Address of registrant's principal executive office)

**80021-2510**  
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock, without par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months. YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). YES  NO

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The aggregate market value of voting stock held by non-affiliates of the registrant was \$9.7 billion based upon the closing market price and common shares outstanding as of June 30, 2015.

Number of shares and rights outstanding as of the latest practicable date.

Class	Outstanding at February 12, 2016
Common Stock, without par value	141,713,478 shares
Preferred Stock Purchase Right	70,856,739 rights

### DOCUMENTS INCORPORATED BY REFERENCE

1. Proxy statement to be filed with the Commission within 120 days after December 31, 2015, to the extent indicated in Part III.
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### **Ball Corporation**

ANNUAL REPORT ON FORM 10-K

For the year ended December 31, 2015

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**PART I**

**Item 1. Business**

Ball Corporation and its consolidated subsidiaries (collectively, Ball, the company, we or our) is one of the world's leading suppliers of metal packaging to the beverage, food, personal care and household products industries. The company was organized in 1880 and incorporated in the state of Indiana, United States of America (U.S.), in 1922. Our packaging products are produced for a variety of end uses and are manufactured in facilities around the world. We also provide aerospace and other technologies and services to governmental and commercial customers within our aerospace and technologies segment. In 2015, our total consolidated net sales were \$8.0 billion. Our packaging businesses were responsible for 90 percent of our net sales, with the remaining 10 percent contributed by our aerospace business.

Our largest product lines are aluminum and steel beverage containers. We also produce steel food, aerosol, paint, general line and decorative specialty containers, as well as extruded aluminum aerosol and beverage containers and aluminum slugs.

We sell our packaging products mainly to large multinational beverage, food, personal care and household products companies with which we have developed long-term customer relationships. This is evidenced by our high customer retention and our large number of long-term supply contracts. While we have a diversified customer base, we sell a majority of our packaging products to relatively few major companies in North America, Europe, Asia and South America, as do our equity joint ventures in the U.S. and Vietnam. Our significant customers include: Anheuser-Busch InBev n.v./s.a., Heineken N.V., MillerCoors LLC, PepsiCo Inc. and its affiliated bottlers, SABMiller plc, The Coca-Cola Company and its affiliated bottlers, and Unilever N.V.

Our aerospace business is a leader in the design, development and manufacture of innovative aerospace systems for civil, commercial and national security aerospace markets. It produces spacecraft, instruments and sensors, radio frequency systems and components, data exploitation solutions and a variety of advanced aerospace technologies and products that enable deep space missions.

We are headquartered in Broomfield, Colorado, and our stock is listed for trading on the New York Stock Exchange under the ticker symbol BLL.

*Recent Developments*

On February 19, 2015, the company and Rexam PLC (Rexam) announced the terms of a recommended offer by the company to acquire all of the outstanding shares of Rexam in a cash and stock transaction. Under the terms of the offer, for each Rexam share, Rexam shareholders will receive 407 pence in cash and 0.04568 new shares of the company. The transaction valued Rexam at 610 pence per share based on the company's 90-day volume weighted average stock price as of February 17, 2015, and an exchange rate of US \$1.54: £1 on that date representing an equity value of £4.3 billion (\$6.6 billion).

On February 19, 2015, the company entered into a £3.3 billion unsecured bridge loan agreement, pursuant to which lending institutions have agreed, subject to limited conditions, to provide financing necessary to pay the cash portion of the consideration payable to Rexam shareholders upon consummation of the proposed acquisition of Rexam and related fees and expenses. In December 2015, the company issued \$1 billion of 4.375 percent senior notes, 400 million of 3.5 percent senior notes, all due in December 2020, and 700 million of 4.375 percent senior notes, due in December 2023. Pursuant to the terms of the unsecured bridge loan agreement, the company deposited the net proceeds from the issuance of such notes into an escrow account (from which proceeds would be released, subject to certain conditions, to pay a portion of the cash consideration payable to Rexam shareholders and related fees and expenses), which reduced the commitments under the unsecured bridge loan agreement availability to £1.9 billion. This reduction in the unsecured bridge loan resulted in the write-off of \$10.7 million of related deferred financing costs. See Note 13 for further details related to these transactions.

On February 19, 2015, the company entered into a new \$3 billion revolving credit facility to replace the existing approximate \$1 billion bank credit facility, redeem the 2020 and 2021 senior notes and provide ongoing liquidity for the company. In June 2015, during a subsequent debt offering, the company issued \$1 billion of 5.25 percent senior notes due in July 2025, thereby reducing the borrowing capacity under the revolving credit facility from \$3 billion to \$2.25 billion. See Note 13 for further details related to these transactions.

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In addition, on February 19, 2015, the company announced the redemption of all of the outstanding 6.75 percent senior notes due in September 2020 and all of the 5.75 percent senior notes due in May 2021, each in the amount of \$500 million. The redemption of these bonds occurred in March 2015, and resulted in a pre-tax charge of \$55.8 million, composed of the redemption premiums and the write-offs of related debt financing costs in debt refinancing and other costs.

Ball owned interests in a joint venture company (Latapack-Ball) organized and operating in Brazil. During October and November 2015, Ball and its joint venture partners reached an agreement to exchange all of their interests in Latapack-Ball for a total of approximately 5.7 million treasury shares of Ball common stock and \$17.4 million of cash. The acquisition of the noncontrolling interests in the joint venture was completed in December 2015, and Latapack-Ball is now a wholly owned subsidiary of Ball.

Ball currently expects to complete the Rexam acquisition during the first half of 2016, subject to final regulatory approval by the European Commission (EC), Brazil's Council for Economic Defence (CADE) and the Federal Trade Commission (FTC), the completion of the Rexam acquisition divestitures required by the regulators and other customary closing conditions; however, there can be no assurances that the Rexam acquisition or the Rexam acquisition divestitures will be completed by such time, or on the terms described herein, or at all. The EC and Brazil's CADE have provided conditional clearance of the proposed acquisition, subject to their approval of the proposed buyer of the divested assets and other customary regulatory processes.

**Our Strategy**

Our overall business strategy is defined by our Drive for 10 vision, which at its highest level is a mindset around perfection, with a greater sense of urgency around our future success. Launched in 2011, our Drive for 10 vision encompasses five strategic levers that are key to growing our businesses and achieving long-term success. These five levers are:

- Maximizing value in our existing businesses
- Expanding into new products and capabilities
- Aligning ourselves with the right customers and markets
- Broadening our geographic reach and
- Leveraging our know-how and technological expertise to provide a competitive advantage

We also maintain a clear and disciplined financial strategy focused on improving shareholder returns through:

- Delivering earnings per share growth of 10 percent to 15 percent per annum over the long-term



- Focusing on free cash flow generation
- Increasing Economic Value Added (EVA®) dollars

The cash generated by our businesses is used primarily: (1) to finance the company's operations, (2) to fund strategic capital investments, (3) to return to our shareholders via stock buy-back programs and dividend payments and (4) to service the company's debt. We will, when we believe it will benefit the company and our shareholders, make strategic acquisitions, enter into joint ventures or divest parts of our company. The compensation of many of our employees is tied directly to the company's performance through our EVA®-based incentive programs.

### **Our Reporting Segments**

Ball Corporation reports its financial performance in four reportable segments: (1) metal beverage packaging, Americas and Asia; (2) metal beverage packaging, Europe; (3) metal food and household products packaging; and (4) aerospace and technologies. Ball also has investments in the U.S. and Vietnam that are accounted for using the equity method of accounting and, accordingly, those results are not included in segment sales or earnings. Financial information related to each of our segments is included in Note 3 to the consolidated financial statements within Item 8 of this Annual Report on Form 10-K (annual report).

### **Metal Beverage Packaging, Americas and Asia, Segment**

Metal beverage packaging, Americas and Asia, is Ball's largest segment, accounting for 53 percent of consolidated net sales in 2015. Metal beverage containers are primarily sold under multi-year supply contracts to fillers of carbonated soft drinks, beer, energy drinks and other beverages.

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*Americas*

Metal beverage containers and ends are produced at 15 manufacturing facilities in the U.S., one in Canada, one in Mexico and four in Brazil. Ends are produced within three of the U.S. facilities, including one facility that manufactures only ends, one facility in Mexico, and one facility in Brazil. Additionally, Rocky Mountain Metal Container, LLC, a 50-percent owned joint venture owned by Ball and MillerCoors LLC, operates metal beverage container and end manufacturing facilities in Golden, Colorado.

The North American metal beverage container manufacturing industry is relatively mature, and industry volumes for certain types of containers have declined over the past several years. Where growth or contractions are projected in certain markets or for certain products, Ball undertakes selected capacity increases or decreases in its existing facilities to meet market demand. A meaningful portion of the industry-wide reduction in demand for standard 12-ounce aluminum cans for the carbonated soft drink market is being offset with the growing demand for specialty container volumes from new and existing customers. In February 2015, we announced the introduction of a next-generation aluminum bottle-shaping technology in our Conroe, Texas, facility for a customer under a long-term arrangement that began production in the second quarter of 2015. In April 2015, we announced the construction of a beverage can and end manufacturing facility in Monterrey, Mexico, which began production in January 2016.

According to publicly available information and company estimates, the combined Americas metal beverage container industry represents approximately 126 billion units. Five companies manufacture substantially all of the metal beverage containers in the U.S. and Canada and three companies manufacture substantially all such containers in Brazil. Three of these producers and one other independent producer also manufacture metal beverage containers in Mexico. Ball produced approximately 40 billion recyclable aluminum beverage containers in the Americas in 2015 about 34 percent of the aggregate production in these markets. Sales volumes of metal beverage containers in North America tend to be highest during the period from April through September while in Brazil, sales volumes tend to be highest from September through December. All of the beverage containers produced by Ball in the U.S., Canada, Mexico and Brazil are made of aluminum, as are almost all beverage containers produced by our competitors in those countries. In the Americas, five suppliers provide virtually all our aluminum can and end sheet requirements.

Metal beverage containers are sold based on price, quality, service, innovation and sustainability in a highly competitive market, which is relatively capital intensive and characterized by facilities that run more or less continuously in order to operate profitably. In addition, the metal beverage container competes aggressively with other packaging materials which include meaningful industry positions by the glass bottle in the packaged beer industry and the polyethylene terephthalate (PET) bottle in the carbonated soft drink and water industries.

We believe we have limited our exposure related to changes in the costs of aluminum ingot as a result of the inclusion of provisions in most metal beverage container sales contracts to pass through aluminum ingot price changes, as well as through the use of derivative instruments.

In order to better align our manufacturing footprint to meet the needs of our customers, in July 2015, the company announced the closure of its Bristol, Virginia, metal beverage packaging end-making facility. The facility is expected to cease production in the second quarter of 2016. The Bristol facility produces metal beverage ends in a variety of sizes and its capacity will be transitioned to existing North American Ball end-making facilities.

*Asia*

The metal beverage container market in the People's Republic of China (PRC) is approximately 36 billion containers, of which Ball's operations represented an estimated 18 percent in 2015. Our percentage of the industry makes us one of the largest manufacturers of metal beverage containers in the PRC with four other manufacturers accounting for an estimated 75 percent of the production. Our operations include the manufacture of aluminum containers and ends in four facilities in the PRC. Our aluminum can and end sheet requirements are provided by several suppliers.

During the first quarter of 2014, the company sold its plastic motor oil container and pail manufacturing business in the PRC. Further details are available in Note 5 to the consolidated financial statements within Item 8 of this annual report. Additionally, in May 2014, we announced the expansion of our Asian operations with the construction of a new one-line beverage can manufacturing facility in Myanmar, which is expected to begin production in the second quarter of 2016.

Additionally Ball operates an equity joint venture in Vietnam with Thai Beverage Can Limited. The joint venture is a leading manufacturer of two-piece aluminum cans and ends for beverages.

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During July 2013, the company signed a compensation agreement with the PRC government to close the company's Shenzhen manufacturing facility and relocate the production capacity by the end of 2013. Further details are available in Note 5 to the consolidated financial statements within Item 8 of this annual report.

We believe we have limited our exposure related to changes in the costs of aluminum ingot as a result of the inclusion of provisions in most metal beverage container sales contracts to pass through aluminum ingot price changes, as well as through the use of derivative instruments.

**Metal Beverage Packaging, Europe, Segment**

The European metal beverage container market, excluding Russia, is approximately 60 billion containers, and we are the second largest producer with an estimated 30 percent of European shipments. The European market is highly regional in terms of sales growth rates and packaging mix.

The metal beverage packaging, Europe, segment, which accounted for 21 percent of Ball's consolidated net sales in 2015, supplies two-piece metal beverage containers and ends for producers of carbonated soft drinks, beer, energy drinks and other beverages. Our European operations consist of 13 facilities—10 beverage container facilities and three beverage end facilities—of which four are located in Germany, three in the United Kingdom, two in France, two in Poland and one each in the Netherlands and Serbia. In addition, Ball is currently renting space on the premises of a supplier in Haslach, Germany, in order to produce the Ball Resealable End. The European beverage facilities produced approximately 19 billion metal beverage containers in 2015, with approximately 67 percent of those being produced from aluminum and 33 percent from steel. Seven of the beverage container facilities use aluminum and three use steel. During August 2014, we announced the expansion of our beverage can manufacturing facility in Oss, the Netherlands, with the construction of a new line for aluminum beverage containers and a new warehouse. The new line began commercial production in the second quarter of 2015.

Sales volumes of metal beverage containers in Europe tend to be highest during the period from May through August with a smaller increase in demand leading up to the winter holiday season in the United Kingdom. Much like other parts of the world, the metal beverage container competes aggressively with other packaging materials used by the European beer and carbonated soft drink industries. The glass bottle is heavily utilized in the packaged beer industry, while the PET container is utilized in the carbonated soft drink, beer, juice and water industries.

European raw material supply contracts are generally for a period of one year, although Ball has negotiated some longer term agreements. In Europe three aluminum suppliers and two steel suppliers provide 97 percent of our requirements. Aluminum is traded primarily in U.S. dollars, while the functional currencies of the European operations are non-U.S. dollars. The company generally tries to minimize the resulting exchange rate risk using derivative and supply contracts in local currencies. Purchase and sales contracts generally include fixed-price, floating or pass-through aluminum ingot component pricing arrangements.

**Metal Food and Household Products Packaging Segment**

The metal food and household products packaging segment accounted for 16 percent of consolidated net sales in 2015. Ball produces two-piece and three-piece steel food containers and ends for packaging vegetables, fruit, soups, meat, seafood, nutritional products, pet food and other

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products. The segment also manufactures and sells aerosol, paint and general line and decorative specialty containers, as well as extruded aluminum aerosol and beverage containers and aluminum slugs. There are a total of 13 facilities in the U.S., four in Europe, one in Canada, one in Mexico and one in India that produce these products. In addition, the company manufactures and sells steel aerosol containers in two facilities in Argentina.

During August 2014, we announced the installation of a new extruded aluminum aerosol container line in our DeForest, Wisconsin, facility, which began production in the first quarter of 2015. Additionally, in October 2014, we announced the construction of a new extruded aluminum aerosol container manufacturing facility in India, which began production in October 2015. In February 2015, we announced the introduction of a new steel aerosol container manufacturing technology in Chestnut Hill, Tennessee, which began production in the fourth quarter of 2015. Also in February 2015, we completed the acquisition of Sonoco's metal end and closure facilities in Canton, Ohio.

Sales volumes of metal food containers in North America tend to be highest from May through October as a result of seasonal fruit, vegetable and salmon packs. We estimate our 2015 shipments of approximately 3 billion steel food containers to be approximately 12 percent of total U.S. and Canadian metal food container shipments. We estimate our steel aerosol business accounts for approximately 35 percent of total annual U.S. and Canadian steel aerosol shipments. In the U.S. and Canada, we are the leading supplier of aluminum slugs used in the production of extruded aluminum aerosol

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containers and estimate our percentage of the total industry shipments to be approximately 92 percent. We estimate our extruded aluminum aerosol business accounts for approximately 19 percent of total annual U.S. and Canadian extruded aluminum aerosol shipments. Ball's European aluminum aerosol shipments represented approximately 21 percent of total European industry shipments in 2015.

Competitors in the metal food container product line include two national and a small number of regional suppliers and self-manufacturers. Several producers in Mexico also manufacture steel food containers. Competition in the U.S. steel aerosol container market primarily includes three other national suppliers. Steel containers also compete with other packaging materials in the food and household products industry including glass, aluminum, plastic, paper and pouches. As a result, profitability for this product line is dependent on price, cost reduction, service and quality. In North America, two steel suppliers provide approximately 54 percent of our tinplate steel. We believe we have limited our exposure related to changes in the costs of steel tinplate and aluminum as a result of the inclusion of provisions in many sales contracts to pass through steel and aluminum cost changes and the existence of certain other steel container sales contracts that incorporate annually negotiated metal costs.

Cost containment and maximizing asset utilization are crucial to maintaining profitability in the metal food and aerosol container manufacturing industries and Ball is focused on doing so. Toward that end, in February 2013, Ball announced the closure of its metal food and aerosol container manufacturing facility in Elgin, Illinois. The facility, which produced aerosol and specialty steel cans as well as flat steel sheet used by other Ball food and household products packaging facilities, ceased production in the fourth quarter of 2013, and its production capacity was consolidated into other Ball facilities. Ball later announced in November 2013 the closure of its steel aerosol container manufacturing facility in Danville, Illinois. The facility ceased production in December 2014 and its production assets were deployed to other North American metal food and household products packaging facilities.

**Aerospace and Technologies Segment**

Ball's aerospace and technologies segment, which accounted for 10 percent of consolidated net sales in 2015, includes national defense hardware, antenna and video tactical solutions, civil and operational space hardware and systems engineering services. The segment develops spacecraft, sensors and instruments, radio frequency systems and other advanced technologies for the civil, commercial and national security aerospace markets. The majority of the aerospace and technologies business involves work under contracts, generally from one to five years in duration, as a prime contractor or subcontractor for the U.S. Department of Defense (DoD), the National Aeronautics and Space Administration (NASA) and other U.S. government agencies. The company competes against both large and small prime contractors and subcontractors for these contracts. Contracts funded by the various agencies of the federal government represented 96 percent of segment sales in 2015.

Intense competition and long operating cycles are key characteristics of both the company's business and the aerospace and defense industry. It is common in the aerospace and defense industry for work on major programs to be shared among a number of companies. A company competing to be a prime contractor may, upon ultimate award of the contract to another competitor, become a subcontractor for the ultimate prime contracting company. It is not unusual to compete for a contract award with a peer company and, simultaneously, perform as a supplier to or a customer of that same competitor on other contracts, or vice versa.

Geopolitical events and shifting executive and legislative branch priorities have resulted in an increase in opportunities over the past decade in areas matching our aerospace and technologies segment's core capabilities in space hardware. The businesses include hardware, software and services sold primarily to U.S. customers, with emphasis on space science and exploration, environmental and earth sciences, and defense and intelligence applications. Major activities frequently involve the design, manufacture and testing of satellites, remote sensors and ground station control hardware and software, as well as related services such as launch vehicle integration and satellite operations. Uncertainties in the federal

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government budgeting process could delay the funding, or even result in cancellation of certain programs currently in our reported backlog.

Other hardware activities include target identification, warning and attitude control systems and components; cryogenic systems for reactant storage, and associated sensor cooling devices; star trackers, which are general-purpose stellar attitude sensors; and fast-steering mirrors. Additionally, the aerospace and technologies segment provides diversified technical services and products to government agencies, prime contractors and commercial organizations for a broad range of information warfare, electronic warfare, avionics, intelligence, training and space system needs.

Backlog in the aerospace and technologies segment was \$617 million and \$765 million at December 31, 2015 and 2014, respectively, and consisted of the aggregate contract value of firm orders, excluding amounts previously recognized as

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revenue. The 2015 backlog includes \$442 million expected to be recognized in revenues during 2016, with the remainder expected to be recognized in revenues in the years thereafter. Unfunded amounts included in backlog for certain firm government orders, which are subject to annual funding, were \$274 million and \$410 million at December 31, 2015 and 2014, respectively. Year-over-year comparisons of backlog are not necessarily indicative of the trend of future operations due to the nature of varying delivery and milestone schedules on contracts, funding of programs and the uncertainty of timing of future contract awards.

**Patents**

In the opinion of the company's management, none of our active patents or groups of patents is material to the successful operation of our business as a whole. We manage our intellectual property portfolio to obtain the durations necessary to achieve our business objectives.

**Research and Development**

Research and development (R&D) efforts in our packaging segments are primarily directed toward packaging innovation, specifically the development of new features, sizes, shapes and types of containers, as well as new uses for existing containers. Other additional R&D efforts in these segments seek to improve manufacturing efficiencies and the overall sustainability of our products. Our packaging R&D activities are primarily conducted in technical centers located in Westminster, Colorado, and in Bonn, Germany.

In our aerospace business, we continue to focus our R&D activities on the design, development and manufacture of innovative aerospace products and systems. This includes the production of spacecraft, instruments and sensors, radio frequency and system components, data exploitation solutions and a variety of advanced aerospace technologies and products that enable deep space missions. Our aerospace R&D activities are conducted at various locations in the U.S.

Additional information regarding company R&D activity is contained in Note 1 to the consolidated financial statements within Item 8 of this annual report, as well as in Item 2, Properties.

**Sustainability and the Environment**

Sustainability is a key part of maximizing value at Ball. In our global operations, we focus our sustainability efforts on employee safety, and reducing energy, water, waste and air emissions. In addition to those operational priorities, we identified innovation, packaging recycling, talent management, responsible sourcing and community engagement as priorities for our corporate sustainability efforts. By continuously working toward reducing the environmental impacts of our products throughout their life cycle, we also improve our financial results. Information about our corporate sustainability management, goals and performance data are available at [www.ball.com/sustainability](http://www.ball.com/sustainability).



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Because metal recycling saves resources and uses up to 20 times less energy than primary metal production, the biggest opportunity to further minimize the environmental impacts of metal packaging is to increase recycling rates. Aluminum and steel are infinitely recyclable materials. They also have the highest scrap value of all commonly used packaging substrates, contributing to the fact that metal cans are the most recycled food and beverage containers in the world. In some of Ball's markets such as Brazil, China and several European countries, recycling rates for beverage cans are at or above 90 percent. The most recently available recycling rates in the U.S. are 67 percent for aluminum beverage cans in 2014 and 70 percent for steel containers in 2013. The most recently available recycling rates in Europe are approximately 71 percent for aluminum beverage containers and 75 percent for steel packaging in 2013.

In several of Ball's markets we help establish and financially support recycling initiatives. Educating consumers about the benefits of recycling aluminum and steel containers and collaborating with industry partners to create effective collection and recycling systems contribute to increased recycling rates. For more details about programs we support, please visit [www.ball.com/recycling](http://www.ball.com/recycling).

### **Employee Relations**

At the end of 2015, the company and its subsidiaries employed approximately 15,200 employees: 7,900 employees in the U.S. and 7,300 in other countries. Details of collective bargaining agreements are included within Item 1A, Risk Factors, of this annual report.

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**Where to Find More Information**

Ball Corporation is subject to the reporting and other information requirements of the Securities Exchange Act of 1934, as amended (Exchange Act). Reports and other information filed with the Securities and Exchange Commission (SEC) pursuant to the Exchange Act may be inspected and copied at the public reference facility maintained by the SEC in Washington, D.C. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) containing our reports, proxy materials and other items. The company also maintains a website at [www.ball.com](http://www.ball.com) on which it provides a link to access Ball's SEC reports free of charge.

The company has established written Ball Corporation Corporate Governance Guidelines; a Ball Corporation Executive Officers and Board of Directors Business Ethics Statement; a Business Ethics booklet; and Ball Corporation Audit Committee, Nominating/Corporate Governance Committee, Human Resources Committee and Finance Committee charters. These documents are set forth on the company's website at [www.ball.com/investors](http://www.ball.com/investors), under the link Corporate Governance. A copy may also be obtained upon request from the company's corporate secretary. The company's sustainability report and updates on Ball's progress are available at [www.ball.com/sustainability](http://www.ball.com/sustainability).

The company intends to post on its website the nature of any amendments to the company's codes of ethics that apply to executive officers and directors, including the chief executive officer, chief financial officer and controller, and the nature of any waiver or implied waiver from any code of ethics granted by the company to any executive officer or director. These postings will appear on the company's website at [www.ball.com/investors](http://www.ball.com/investors), under the link Corporate Governance.

**Item 1A. Risk Factors**

Any of the following risks could materially and adversely affect our business, financial condition or results of operations.

***Risks related to the proposed acquisition of Rexam***

***The announced, proposed acquisition of Rexam is subject to various closing conditions, including governmental and regulatory approvals, and approval by Rexam's shareholders, as well as other uncertainties, and there can be no assurances as to whether and when it may be completed. Failure to consummate the proposed acquisition could negatively impact our stock price and our future business and financial results.***

The consummation of the announced, proposed acquisition of Rexam is subject to certain customary conditions. A number of the remaining conditions are not within the company's or Rexam's control, and it is possible that such conditions may prevent, delay or otherwise materially adversely affect the completion of the acquisition. These conditions include, among other things: (i) the approval of a court-sanctioned scheme of arrangement under Part 26 of the UK Companies Act by the holders of at least a majority in number representing at least 75 percent of the issued share capital of Rexam present at a shareholder meeting, approval of related resolutions by at least a 75 percent majority of the issued capital of Rexam present at a further shareholder meeting (excluding shares held by the company, if any) and the sanction of the High Court of England and Wales, (ii) the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act

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of 1976, as amended, as well as the expiration or termination of the applicable waiting periods under the antitrust laws of several other jurisdictions, including the European Union and Brazil, and obtaining associated approvals and clearances and (iii) the absence of a material adverse effect on Rexam and certain other actions related to Rexam as described in the UK offer announcement.

Under the U.K. City Code on Takeovers and Mergers, which we refer to as the Takeover Code, we may in certain cases invoke a condition to the acquisition to cause the acquisition not to proceed only if the U.K. Panel on Takeovers and Mergers, which we refer to as the Panel, is satisfied that the circumstances giving rise to that condition not being satisfied are of material significance to the company in the context of the acquisition. Because of this Panel consent requirement, the conditions, including as to the absence of a material adverse change affecting Rexam, may provide us less protection than the customary conditions in an offer for a U.S. domestic company.

The company cannot predict with certainty whether and when any of the remaining required conditions will be satisfied or if another uncertainty may arise. If the proposed acquisition does not receive, or timely receive, the required regulatory approvals and clearances, or if another event occurs that delays or prevents the acquisition, such delay or failure to complete the acquisition and the acquisition process may cause uncertainty or other negative consequences that may materially and adversely affect the company's business, financial condition and results of operations and, to the extent that the current price of the company's common stock reflects an assumption that the acquisition will be completed, the price per share for the company's common stock could be negatively impacted.

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*We may not realize all of the anticipated benefits of the proposed acquisition of Rexam, or those benefits may take longer to realize than expected. We may also encounter significant unexpected difficulties in integrating the two businesses.*

Our ability to realize the anticipated benefits of the proposed acquisition of Rexam will depend, to a large extent, on our ability to integrate our business with Rexam's business. Combining two independent businesses is a complex, costly and time-consuming process. As a result, we will be required to devote significant management attention and resources to integrating the business practices and operations of the company and Rexam. The integration process may disrupt the combined business and, if implemented ineffectively, could preclude the realization of the full benefits of the acquisition that are currently expected. Our failure to meet the challenges involved in integrating the two businesses and to realize the anticipated benefits of the proposed acquisition could cause an interruption of, or a loss of momentum in, the activities of the company and could adversely affect the company's results of operations. In addition, the overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customer relationships, and diversion of management's attention. The possible difficulties of combining the operations of the companies also include, among others:

- difficulties in achieving anticipated cost savings, synergies, business opportunities and growth prospects from combining our business with that of Rexam;
- the loss of key personnel as a result of potentially significant divestitures required in connection with obtaining regulatory clearances;
- difficulties in integrating operations, business practices and systems;
- difficulties in assimilating employees;
- difficulties in managing the expanded operations of a significantly larger and more complex combined company;
- challenges in retaining existing customers and suppliers;
- challenges in obtaining new customers and suppliers;
- potential unknown liabilities and unforeseen increased expenses associated with the proposed acquisition;
- and
- challenges in retaining and attracting key personnel.

Many of these factors are or will be outside of our control and any one of them could result in increased costs, decreases in the amount of expected revenues and diversion of management's time and energy, which could materially impact the business, financial condition and results of operations of the company. In addition, even if the operations of the businesses of the company and Rexam are integrated successfully, we may not realize the full benefits of the proposed acquisition, including the synergies, cost savings or sales or growth opportunities that we expect, or the full benefits may not be achieved within the anticipated time frame, or at all. Additional unanticipated costs may be incurred in the integration of the businesses of the company and Rexam. All of these factors could adversely affect the earnings of the company, decrease or delay the expected accretive effect of the proposed acquisition, or negatively impact the price of the company's common stock. As a result, we cannot assure that the combination of the company and Rexam's businesses will result in the realization of the full benefits anticipated from the proposed acquisition.

*In order to close the proposed acquisition, we will need to incur a significant level of debt that could have important consequences for our business and any investment in our securities.*

On February 19, 2015, the company entered into a £3.3 billion unsecured bridge loan agreement, pursuant to which lending institutions agreed, subject to limited conditions, to provide financing necessary to pay the cash portion of the consideration payable to Rexam shareholders upon consummation of the proposed acquisition of Rexam and related fees and expenses. In December 2015, the company issued \$1 billion of 4.375 percent senior notes, 400 million of 3.5 percent senior notes, all due in December 2020, and 700 million of 4.375 percent senior notes, due in December 2023. Pursuant to the terms of the unsecured bridge loan agreement, the company deposited the net proceeds from the issuance of such notes into escrow accounts (from which proceeds would be released, subject to certain conditions, to pay a portion of the cash consideration payable to Rexam shareholders and related fees and expenses), which reduced the commitments under the unsecured bridge loan agreement to £1.9 billion. If the company borrows under the bridge loan agreement, or otherwise draws upon or incurs indebtedness of this level to close the acquisition, such indebtedness could have significant consequences for our business and any investment in our securities, including:

- increasing our vulnerability to adverse economic, industry or competitive developments;
- requiring a substantial portion of our cash flows from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities and returning cash to our shareholders;
- restricting us from making strategic acquisitions or causing us to make nonstrategic divestitures;

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- limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions and general corporate or other purposes; and
- limiting our flexibility in planning for, or reacting to, changes in our business or market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged and who, therefore, may be able to take advantage of opportunities that our leverage prevents us from exploiting.

***Issuances of a substantial number of shares of our common stock in connection with the proposed acquisition may adversely affect the market price of our common stock.***

A portion of the funding for the proposed acquisition of Rexam is through the issuance of shares of our common stock. Issuance of shares of our common stock in the proposed acquisition of Rexam will dilute the interests of our then-existing shareholders and may adversely affect the market price of our common stock.

***If the proposed acquisition of Rexam is not completed, we may, under certain circumstances, be obligated to pay a break payment to Rexam of seven percent of the total consideration contemplated to be paid in connection with the proposed acquisition.***

If the proposed acquisition of Rexam is not consummated by August 19, 2016 (unless extended by mutual agreement) because certain regulatory approvals that are conditions to the acquisition have not been obtained (or waived by the company), the company would be required to pay Rexam a break payment of seven percent of the total consideration contemplated to be paid in connection with the proposed acquisition. Any break payment that the company may be required to pay may require the company to use available cash that would have otherwise been available for general corporate purposes and other matters. For these and other reasons, a failed acquisition could materially and adversely affect the company's business, financial condition and results of operations and the price per share of the company's common stock.

***In order to obtain regulatory clearance for the proposed acquisition of Rexam, we expect to be required to commit to and effect significant divestitures which could negatively impact our ability to realize the anticipated benefits of the proposed acquisition of Rexam or otherwise have a material adverse effect on us.***

In connection with satisfying requirements under the antitrust laws of the United States and several other jurisdictions, including the European Union and Brazil, and obtaining associated approvals and clearances, we expect to be required to commit to significant divestitures. The terms of the recommended offer as set forth in the UK offer announcement and the co-operation agreement require us to consummate the proposed acquisition of Rexam even if certain regulators require significant divestitures that would not be accepted as sufficiently material to the company in the context of the proposed acquisition of Rexam to permit the offer to lapse. In addition, the relevant regulatory authorities may determine that in order to close the Rexam acquisition, the company must commit to divestitures at a level in excess of the amount that would allow the company to permit the offer to lapse, but the company may nonetheless decide to complete the proposed acquisition. As a result of any required divestitures and the risks related to the divestiture process, we may not realize all or a significant portion of the anticipated benefits of the proposed Rexam acquisition, including anticipated synergies, and the company may otherwise suffer other negative consequences that may materially and adversely affect the company's business, financial condition and results of operations and, to the extent that the current price of the company's common stock reflects an assumption that the anticipated benefits of the proposed acquisition will be realized, the price per share for the company's common stock could be negatively impacted.

*Shareholders in the combined consolidated company will be more exposed to currency exchange rate fluctuations as, following completion of the acquisition, there will be an increased proportion of assets, liabilities and earnings denominated in foreign currencies.*

As a result of the acquisition of Rexam, the financial results of the combined company will be more exposed to currency exchange rate fluctuations and an increased proportion of assets, liabilities and earnings will be denominated in non-U.S. dollar currencies. The combined company will present its financial statements in U.S. dollars and will have a significant proportion of net assets and income in non-U.S. dollar currencies, primarily the euro, as well as pounds sterling and a range of emerging market currencies. The combined company's financial results and capital ratios will therefore be sensitive to movements in foreign exchange rates. A depreciation of non-U.S. dollar currencies relative to the U.S. dollar could have an adverse impact on the combined company's financial results.

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***The Takeover Code restricts our ability to cause Rexam to consummate the acquisition and limits the relief Ball may obtain in the event Rexam's Board of Directors withdraws its support for the acquisition.***

The Takeover Code limits the contractual commitments that may be obtained from Rexam to take actions in furtherance of the acquisition, and Rexam's board of directors may, if its fiduciary and other directors' duties so require, withdraw its recommendation in support for the acquisition, and withdraw the scheme of arrangement, at any time prior to the scheme of arrangement becoming effective. The Takeover Code does not permit Rexam to pay any break fee to the company if it does so, nor can it be subject to any restrictions on soliciting or negotiating other offers or transactions involving Rexam other than the restrictions that arise under the Takeover Code against undertaking actions or entering into agreements which might frustrate the company's takeover offer for Rexam.

***Our business, operating results and financial condition are subject to particular risks in certain regions of the world.***

We may experience an operating loss in one or more regions of the world for one or more periods, which could have a material adverse effect on our business, operating results or financial condition. Moreover, overcapacity, which often leads to lower prices, exists in a number of the regions in which we operate and may persist even if demand grows. Our ability to manage such operational fluctuations and to maintain adequate long-term strategies in the face of such developments will be critical to our continued growth and profitability.

***There can be no assurance that the company's business acquisitions will be successfully integrated into the acquiring company. (See Note 4 to the consolidated financial statements within Item 8 of this annual report for details.)***

While we have what we believe to be well designed integration plans, if we cannot successfully integrate the acquired operations with those of Ball, we may experience material negative consequences to our business, financial condition or results of operations. The integration of companies that have previously been operated separately involves a number of risks, including, but not limited to:

- demands on management related to the increase in our size after the acquisition;
- the diversion of management's attention from the management of existing operations to the integration of the acquired operations;
- difficulties in the assimilation and retention of employees;
- difficulties in the integration of departments, systems, including financial systems, technologies, books and records and procedures, as well as in maintaining uniform standards, controls (including internal accounting controls), procedures and policies;
- expenses related to any undisclosed or potential liabilities; and
- retention of major customers and suppliers.



We may not be able to achieve potential synergies or maintain the levels of revenue, earnings or operating efficiency that each business had achieved or might achieve separately. The successful integration of the acquired operations will depend on our ability to manage those operations, realize revenue opportunities and, to some degree, eliminate redundant and excess costs.

*The loss of a key customer, or a reduction in its requirements, could have a significant negative impact on our sales.*

We sell a majority of our packaging products to relatively few major beverage, packaged food, personal care and household product companies, some of which operate in North America, South America, Europe and Asia.

Although the majority of our customer contracts are long-term, these contracts, unless they are renewed, expire in accordance with their respective terms and are terminable under certain circumstances, such as our failure to meet quality, volume or market pricing requirements. Because we depend on relatively few major customers, our business, financial condition or results of operations could be adversely affected by the loss of any of these customers, a reduction in the purchasing levels of these customers, a strike or work stoppage by a significant number of these customers' employees or an adverse change in the terms of the supply agreements with these customers.

The primary customers for our aerospace segment are U.S. government agencies or their prime contractors. Our contracts with these customers are subject to several risks, including funding cuts and delays, technical uncertainties, budget changes, competitive activity and changes in scope.

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***We face competitive risks from many sources that may negatively impact our profitability.***

Competition within the packaging and aerospace industries is intense. Increases in productivity, combined with existing or potential surplus capacity in the industry, have maintained competitive pricing pressures. The principal methods of competition in the general packaging industry are price, innovation, sustainability, service and quality. In the aerospace industry they are technical capability, cost and schedule. Some of our competitors may have greater financial, technical and marketing resources, and some may currently have significant excess capacity. Our current or potential competitors may offer products at a lower price or products that are deemed superior to ours. The global economic environment has resulted in reductions in demand for our products in some instances, which, in turn, could increase these competitive pressures.

***We are subject to competition from alternative products, which could result in lower profits and reduced cash flows.***

Our metal packaging products are subject to significant competition from substitute products, particularly plastic carbonated soft drink bottles made from PET, single serve beer bottles and other food and beverage containers made of glass, cardboard or other materials. Competition from plastic carbonated soft drink bottles is particularly intense in the U.S., Europe and the PRC. Certain of our aerospace products are also subject to competition from alternative products and solutions. There can be no assurance that our products will successfully compete against alternative products, which could result in a reduction in our profits or cash flow.

***Our packaging businesses have a narrow product range, and our business would suffer if usage of our products decreased or if decreases occur in the demand for the beverages, food and other goods filled in our products.***

For the year ended December 31, 2015, 74 percent of our consolidated net sales were from the sale of metal beverage containers, and we expect to derive a significant portion of our future revenues and cash flows from the sale of metal beverage containers. Our business would suffer if the use of metal beverage containers decreased. Accordingly, broad acceptance by consumers of aluminum and steel containers for a wide variety of beverages is critical to our future success. If demand for glass and PET bottles increases relative to metal containers, the demand for aluminum and steel containers does not develop as expected or declines in consumption of carbonated soft drinks in North America continue, our business, financial condition or results of operations could be materially adversely affected.

***Changes in laws and governmental regulations may adversely affect our business and operations.***

We and our customers and suppliers are subject to various federal, state, provincial and local laws and regulations, which are increasing in number and complexity. Each of our, and their, facilities is subject to federal, state, provincial and local licensing and regulation by health, environmental, workplace safety and other agencies in multiple jurisdictions. Requirements of worldwide governmental authorities with respect to manufacturing, manufacturing facility locations within the jurisdiction, product content and safety, climate change, workplace safety and health, environmental, expropriation of assets and other standards could adversely affect our ability to manufacture or sell our products, and the ability of our customers and suppliers to manufacture and sell their products. In addition, we face risks arising from compliance with and enforcement of increasingly numerous and complex federal, state, provincial and local laws and regulations.

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Enacted regulatory developments regarding the reporting and use of conflict minerals mined from the Democratic Republic of the Congo and adjoining countries could affect the sourcing, availability and price of minerals used in the manufacture of certain of our products. As a result, there may only be a limited pool of suppliers who provide conflict-free materials, and we cannot give assurance that we will be able to obtain such products in sufficient quantities or at competitive prices. Also, because our supply chains are complex, we may face reputational challenges with our customers and other stakeholders if we are unable to sufficiently verify the origins of all materials used in the products that we sell. The compliance and reporting aspects of these regulations may result in incremental costs to the company. While deposit systems and other container-related legislation have been adopted in some jurisdictions, similar legislation has been defeated in public referenda and legislative bodies in many others. We anticipate that continuing efforts will be made to consider and adopt such legislation in the future. The packages we produce are widely used and perform well in U.S. states, Canadian provinces and European countries that have deposit systems, as well as in other countries worldwide.

Significant environmental, employment-related and other legislation and regulatory requirements exist and are also evolving. The compliance costs associated with current and proposed laws and potential regulations could be substantial, and any failure or alleged failure to comply with these laws or regulations could lead to litigation or governmental action, all of which could adversely affect our financial condition or results of operations.

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*Our business, financial condition and results of operations are subject to risks resulting from broader geographic operations.*

We derived approximately 41 percent of our consolidated net sales from outside of the U.S. for the year ended December 31, 2015. The sizeable scope of operations outside of the U.S. may lead to more volatile financial results and make it more difficult for us to manage our business. Reasons for this include, but are not limited to, the following:

- political and economic instability;
- governments' restrictive trade policies;
- the imposition or rescission of duties, taxes or government royalties;
- exchange rate risks;
- difficulties in enforcement of contractual obligations and intellectual property rights; and
- the geographic, language and cultural differences between personnel in different areas of the world.

Any of these factors, many of which are also present in the U.S., could materially adversely affect our business, financial condition or results of operations.

*We are exposed to exchange rate fluctuations.*

Our reporting currency is the U.S. dollar. A portion of Ball's operations, including assets and liabilities and revenues and expenses, have been denominated in various transaction currencies other than the U.S. dollar, and we expect such operations will continue to be so denominated. As a result, the U.S. dollar value of these operations has varied, and will continue to vary, with exchange rate fluctuations. A decrease in the value of the various currencies compared to the U.S. dollar could reduce our profits from these operations and the value of their net assets when reported in U.S. dollars in our financial statements. This could have a material adverse effect on our business, financial condition or results of operations as reported in U.S. dollars. In addition, fluctuations in currencies relative to currencies in which the earnings are generated may make it more difficult to perform period-to-period comparisons of our reported results of operations.

We manage our exposure to currency fluctuations, particularly our exposure to fluctuations in the euro to U.S. dollar exchange rate to attempt to mitigate the effect of cash flow and earnings volatility associated with exchange rate changes. We primarily use forward contracts and options to manage our currency exposures and, as a result, we experience gains and losses on these derivative positions offset, in part, by the impact of currency fluctuations on existing assets and liabilities. Our inability to properly manage our exposure to currency fluctuations could materially impact our results.

*If we fail to retain key management and personnel, we may be unable to implement our key objectives.*

We believe that our future success depends, in part, on our experienced management team. Unforeseen losses of key members of our management team without appropriate succession and/or compensation planning could make it difficult for us to manage our business and meet our objectives.

*Decreases in our ability to apply new technology and know-how may affect our competitiveness.*

Our success depends partially on our ability to improve production processes and services. We must also introduce new products and services to meet changing customer needs. If we are unable to implement better production processes or to develop new products through research and development or licensing of new technology, we may not be able to remain competitive with other manufacturers. As a result, our business, financial condition or results of operations could be adversely affected.

*Adverse weather and climate changes may result in lower sales.*

We manufacture packaging products primarily for beverages and foods. Unseasonably cool weather can reduce demand for certain beverages packaged in our containers. In addition, poor weather conditions or changes in climate that reduce crop yields of fruits and vegetables can adversely affect demand for our food containers. Climate change could have various effects on the demand for our products in different regions around the world.

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***We are vulnerable to fluctuations in the supply and price of raw materials.***

We purchase aluminum, steel and other raw materials and packaging supplies from several sources. While all such materials are available from independent suppliers, raw materials are subject to fluctuations in price and availability attributable to a number of factors, including general economic conditions, commodity price fluctuations (particularly aluminum on the London Metal Exchange), the demand by other industries for the same raw materials and the availability of complementary and substitute materials. Although we enter into commodities purchase agreements from time to time and sometimes use derivative instruments to seek to manage our risk, we cannot ensure that our current suppliers of raw materials will be able to supply us with sufficient quantities at reasonable prices. Economic and financial factors could impact our suppliers, thereby causing supply shortages. Increases in raw material costs could have a material adverse effect on our business, financial condition or results of operations. In the Americas, Europe and Asia, some contracts do not allow us to pass along increased raw material costs and we generally use derivative agreements to seek to manage this risk. Our hedging procedures may be insufficient and our results could be materially impacted if costs of materials increase. Due to the fixed-price contracts and derivative activities, while increasing raw material costs may not impact our near-term profitability, increased prices could decrease our sales volume over time.

***Prolonged work stoppages at facilities with union employees could jeopardize our financial position.***

As of December 31, 2015, approximately 27 percent of our North American packaging facility employees and approximately 63 percent of our European employees were covered by collective bargaining agreements. These collective bargaining agreements have staggered expirations during the next several years. Although we consider our employee relations to be generally good, a prolonged work stoppage or strike at any facility with union employees could have a material adverse effect on our business, financial condition or results of operations. In addition, we cannot ensure that upon the expiration of existing collective bargaining agreements, new agreements will be reached without union action or that any such new agreements will be on terms satisfactory to us.

***Our aerospace and technologies segment is subject to certain risks specific to that business.***

In our aerospace business, U.S. government contracts are subject to reduction or modification in the event of changes in requirements, and the government may also terminate contracts at its convenience pursuant to standard termination provisions. In such instances, Ball may be entitled to reimbursement for allowable costs and profits on authorized work that has been performed through the date of termination.

In addition, budgetary constraints may result in further reductions to projected spending levels by the U.S. government. In particular, government expenditures are subject to the potential for automatic reductions, generally referred to as sequestration. Sequestration may occur in any given year, resulting in significant additional reductions to spending by various U.S. government defense and aerospace agencies on both existing and new contracts, as well as the disruption of ongoing programs. Even if sequestration does not occur, we expect that budgetary constraints and ongoing concerns regarding the U.S. national debt will continue to place downward pressure on agency spending levels. Due to these and other factors, overall spending on various programs could decline, which could result in significant reductions to revenue, cash flows, net earnings and backlog primarily in our aerospace and technologies segment.

***We use estimates in accounting for many of our programs in our aerospace business, and changes in our estimates could adversely affect our future financial results.***

We account for sales and profits on some long-term contracts in our aerospace business in accordance with the percentage-of-completion method of accounting, using the cumulative catch-up method to account for updates in estimates. The percentage-of-completion method of accounting involves the use of various estimating techniques to project revenues and costs at completion and various assumptions and projections relative to the outcome of future events, including the quantity and timing of product deliveries, future labor performance and rates, and material and overhead costs. These assumptions involve various levels of expected performance improvements. Under the cumulative catch-up method, the impact of updates in our estimates related to units shipped to date is recognized immediately.

Because of the significance of the judgments and estimates described above, it is likely that we could record materially different amounts if we used different assumptions or if the underlying circumstances or estimates were to change. Accordingly, updates in underlying assumptions, circumstances or estimates may materially affect our future financial performance.

Our backlog includes both cost-type and fixed-price contracts. Cost-type contracts generally have lower profit margins than fixed-price contracts. Our earnings and margins may vary depending on the types of government contracts undertaken, the nature of the work performed under those contracts, the costs incurred in performing the work, the achievement of other performance objectives and their impact on our ability to receive fees.

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*As a U.S. government contractor, we could be adversely affected by changes in regulations or any negative findings from a U.S. government audit or investigation.*

Our aerospace business operates in a highly regulated environment and is routinely audited and reviewed by the U.S. government and its agencies, such as the Defense Contract Audit Agency (DCAA) and Defense Contract Management Agency (DCMA). These agencies review performance under our contracts, our cost structure and our compliance with applicable laws, regulations and standards, as well as the adequacy of, and our compliance with, our internal control systems and policies. Business systems that are subject to review under the DoD Federal Acquisition Regulation Supplement (DFARS) are purchasing, estimating, material management and accounting, as well as property and earned value management. Any costs ultimately found to be unallowable or improperly allocated to a specific contract will not be reimbursed or must be refunded if already reimbursed. If an audit uncovers improper or illegal activities, we may be subject to civil and criminal penalties, sanctions or suspension or debarment from doing business with the U.S. government. Whether or not illegal activities are alleged, the U.S. government also has the ability to decrease or withhold certain payments when it deems systems subject to its review to be inadequate. If such actions were to result in suspension or debarment, this could have a material adverse effect on our business.

*Our business is subject to substantial environmental remediation and compliance costs.*

Our operations are subject to federal, state, provincial and local laws and regulations in multiple jurisdictions relating to environmental hazards, such as emissions to air, discharges to water, the handling and disposal of hazardous and solid wastes and the cleanup of hazardous substances. We have been designated, along with numerous other companies, as a potentially responsible party for the cleanup of several hazardous waste sites. Based on available information, we do not believe that any costs incurred in connection with such sites will have a material adverse effect on our financial condition, results of operations, capital expenditures or competitive position. There is increased focus on the regulation of greenhouse gas emissions and other environmental issues worldwide.

*Our business faces the potential of increased regulation on some of the raw materials utilized in our packaging operations.*

Our operations are subject to federal, state, provincial and local laws and regulations in multiple jurisdictions relating to some of the raw materials, such as epoxy-based coatings utilized in our container making process. Epoxy-based coatings may contain Bisphenol-A (BPA). Scientific evidence evaluated by regulatory agencies in the United States, Canada, Europe, Japan, Australia and New Zealand has consistently shown these coatings to be safe for food contact at current levels, and these regulatory agencies have stated that human exposure to BPA from epoxy-based container coatings is well below safe exposure limits set by government bodies worldwide. A significant change in these regulatory agency statements, adverse information concerning BPA, or rulings made within certain federal, state, provincial and local jurisdictions could have a material adverse effect on our business, financial condition or results of operations. Ball recognizes that significant interest exists in non-epoxy based coatings, and we have been proactively working with coatings suppliers and our customers to evaluate alternatives to current coatings.

*Net earnings and net worth could be materially affected by an impairment of goodwill.*

We have a significant amount of goodwill recorded on the consolidated balance sheet as of December 31, 2015. We are required at least annually to test the recoverability of goodwill. The recoverability test of goodwill is based on the current fair value of our identified reporting



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units. Fair value measurement requires assumptions and estimates of many critical factors, including revenue and market growth, operating cash flows and discount rates. If general market conditions deteriorate in portions of our business, we could experience a significant decline in the fair value of reporting units. This decline could lead to an impairment of all or a significant portion of the goodwill balance, which could materially affect our U.S. GAAP net earnings and net worth. We continue to see the industry supply of metal beverage packaging exceed demand in China, resulting in significant pricing pressure and negative impacts on the profitability of our metal beverage packaging, Asia, reporting unit. If it becomes an expectation that this situation will continue for an extended period of time, it may result in a noncash impairment of some or all of the goodwill associated with this reporting unit, totaling \$78.3 million at December 31, 2015. The company's annual goodwill impairment test completed in the fourth quarter of 2015 indicated the estimated fair value of the metal beverage packaging, Asia, reporting unit exceeded its carrying amount, including goodwill, by approximately 25 percent.

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***If the investments in Ball's pension plans, or in the multi-employer pension plans in which Ball participates, do not perform as expected, we may have to contribute additional amounts to the plans, which would otherwise be available to cover operating expenses and fund growth opportunities.***

Ball maintains defined benefit pension plans covering substantially all of its North American and United Kingdom employees, which are funded based on certain actuarial assumptions. The plans' assets consist primarily of common stocks, fixed-income securities and, in the U.S., alternative investments. Market declines, longevity increases or legislative changes, such as the Pension Protection Act in the U.S., could result in a prospective decrease in our available cash flow and net earnings over time, and the recognition of an increase in our pension obligations could result in a reduction to our shareholders' equity. Additional risks exist related to the company's participation in multi-employer pension plans. Assets contributed to a multi-employer pension plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer in a multi-employer pension plan stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participants. This could result in increases to our contributions to the plans as well as pension expense.

***Restricted access to capital markets could adversely affect our short-term liquidity and prevent us from fulfilling our obligations under the notes issued pursuant to our bond indentures.***

A reduction in global market liquidity could:

- restrict our ability to fund working capital, capital expenditures, research and development expenditures and other business activities;
- increase our vulnerability to general adverse economic and industry conditions, including the credit risks stemming from the economic environment;
- limit our flexibility in planning for, or reacting to, changes in our businesses and the industries in which we operate;
- restrict us from making strategic acquisitions or exploiting business opportunities; and
- limit, along with the financial and other restrictive covenants in our debt, among other things, our ability to borrow additional funds, dispose of assets, pay cash dividends or refinance debt maturities.

If market interest rates increase, our variable-rate debt will create higher debt service requirements, which would adversely affect our cash flow. While we sometimes enter into agreements limiting our exposure, any such agreements may not offer complete protection from this risk.

***The global credit, financial and economic environment could have a negative impact on our results of operations, financial position or cash flows.***

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The overall credit, financial and economic environment could have significant negative effects on our operations, including:

- the creditworthiness of customers, suppliers and counterparties could deteriorate resulting in a financial loss or a disruption in our supply of raw materials;
- volatile market performance could affect the fair value of our pension assets, potentially requiring us to make significant additional contributions to our defined benefit plans to maintain prescribed funding levels;
- a significant weakening of our financial position or operating results could result in noncompliance with our debt covenants; and
- reduced cash flow from our operations could adversely affect our ability to execute our long-term strategy to increase liquidity, reduce debt, repurchase our stock and invest in our businesses.

***Changes in U.S. generally accepted accounting principles (U.S. GAAP) and Securities and Exchange Commission (SEC) rules and regulations could materially impact our reported results.***

U.S. GAAP and SEC accounting and reporting changes are common and have become more frequent and significant over the past several years. Furthermore, the U.S. and international accounting standard setters are in the process of jointly converging several key accounting standards. These changes could have significant effects on our reported results when compared to prior periods and other companies and may even require us to retrospectively adjust prior periods. Additionally, material changes to the presentation of transactions in the consolidated financial statements could impact key ratios that analysts and credit rating agencies use to rate Ball and ultimately our ability to access the credit markets in an efficient manner.

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*Earnings and cash flows can be impacted by changes in tax laws.*

As a U.S.-based multinational business, the company is subject to income tax in the U.S. and numerous jurisdictions outside the U.S. The relevant tax rules and regulations are complex, often changing and, in some cases, are interdependent. For example, certain income that is earned and taxed in countries outside the U.S. is not taxable in the U.S. until those earnings are actually repatriated or deemed repatriated. If these or other tax rules and regulations should change, the company's earnings and cash flows could be impacted.

The company's worldwide provision for income taxes is determined, in part, through the use of significant estimates and judgment. Numerous transactions arise in the ordinary course of business where the ultimate tax determination is uncertain. The company undergoes tax examinations by various worldwide tax authorities on a regular basis. While the company believes its estimates of its tax obligations are reasonable, the final outcome after the conclusion of any tax examinations and any litigation could be materially different from what has been reflected in the company's historical financial statements.

*Increased information technology (IT) security threats and more sophisticated and targeted computer crime could pose a risk to our systems, networks, products, solutions and services.*

Increased global IT security threats and more sophisticated and targeted computer crime pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our data. While we attempt to mitigate these risks by employing a number of measures, including employee training, comprehensive monitoring of our networks and systems, and maintenance of backup and protective systems, our systems, networks, products, solutions and services remain potentially vulnerable to advanced persistent threats. Depending on their nature and scope, such threats could potentially lead to the compromise of confidential information, improper use of our systems and networks, manipulation and destruction of data, defective products, production downtimes and operational disruptions, which in turn could adversely affect our reputation, competitiveness and results of operations.

**Item 1B. Unresolved Staff Comments**

There were no matters required to be reported under this item.

**Item 2. Properties**

The company's properties described below are well maintained, are considered adequate and are being utilized for their intended purposes.

Ball's corporate headquarters and the aerospace and technologies segment management offices are located in Broomfield, Colorado. The operations of the aerospace and technologies segment occupy a variety of company-owned and leased facilities in Colorado, which together

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aggregate 1.5 million square feet of office, laboratory, research and development, engineering and test and manufacturing space. Other aerospace and technologies operations carry on business in smaller company-owned and leased facilities in other U.S. locations outside of Colorado.

The offices of the company's various North American packaging operations are located in Westminster, Colorado; the offices for the European packaging operations are located in Zurich, Switzerland; the offices for the PRC packaging operations are located in Hong Kong; and Latapack-Ball's offices are located in São Paulo, Brazil. The company's research and development facilities are located in Westminster, Colorado, and in Bonn, Germany.

Information regarding the approximate size of the manufacturing locations for significant packaging operations, which are owned or leased by the company, is set forth below. Facilities in the process of being constructed, or that have ceased production, have been excluded from the list. Where certain locations include multiple facilities, the total approximate size for the location is noted. In addition to the facilities listed, the company leases other warehousing space.

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Plant Location	Approximate Floor Space in Square Feet
<i>Metal beverage packaging, Americas and Asia, manufacturing facilities:</i>	
<u>North America</u>	
Fairfield, California	337,000
Golden, Colorado	509,000
Tampa, Florida	276,000
Rome, Georgia	386,000
Kapolei, Hawaii	131,000
Monticello, Indiana	356,000
Monterrey, Mexico	440,000
Saratoga Springs, New York	290,000
Wallkill, New York	312,000
Reidsville, North Carolina	452,000
Findlay, Ohio (a)	733,000
Whitby, Ontario, Canada	205,000
Conroe, Texas	275,000
Fort Worth, Texas	322,000
Bristol, Virginia	242,000
Williamsburg, Virginia	400,000
Fort Atkinson, Wisconsin	250,000
<u>South America</u>	
Alagoinhas, Bahia, Brazil	472,000
Jacarei, Sao Paulo, Brazil	566,000
Salvador, Bahia, Brazil	129,000
Tres Rios, Rio de Janeiro, Brazil	433,000
<u>Asia</u>	
Beijing, PRC	303,000
Hubei (Wuhan), PRC	415,000
Sanshui (Foshan), PRC	672,000
Qingdao, PRC	326,000

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(a) Includes both metal beverage container and metal food container manufacturing operations.

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<b>Plant Location (continued)</b>	<b>Approximate Floor Space in Square Feet</b>
<i>Metal beverage packaging, Europe, manufacturing facilities:</i>	
Bierne, France	274,000
La Ciotat, France	393,000
Braunschweig, Germany	258,000
Hassloch, Germany	284,000
Hermsdorf, Germany	425,000
Weissenthurm, Germany	331,000
Oss, the Netherlands	503,000
Lublin, Poland	162,000
Radomsko, Poland	312,000
Belgrade, Serbia	352,000
Deeside, United Kingdom	109,000
Rugby, United Kingdom	165,000
Wrexham, United Kingdom	295,000
<i>Metal food and household products packaging manufacturing facilities:</i>	
<u>North America</u>	
Springdale, Arkansas	286,000
Oakdale, California	370,000
Baltimore, Maryland	251,000
San Luis Potosí, Mexico	158,000
Canton, Ohio	176,000
Columbus, Ohio	300,000
Findlay, Ohio (a)	733,000
Hubbard, Ohio	175,000
Horsham, Pennsylvania	162,000
Sherbrooke, Quebec, Canada	100,000
Chestnut Hill, Tennessee	305,000
Verona, Virginia	72,000
Weirton, West Virginia	332,000
DeForest, Wisconsin	400,000
Milwaukee, Wisconsin	502,000
<u>Europe</u>	
Velim, Czech Republic	181,000
Beaurepaire, France	89,000
Bellegarde, France	124,000
Devizes, United Kingdom	94,000
<u>South America</u>	
Buenos Aires, Argentina	34,000
San Luis, Argentina	51,000
<u>Asia</u>	
Ahmedabad, India	58,000

(a) Includes both metal beverage container and metal food container manufacturing operations.





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Details of the company's legal proceedings are included in Note 21 to the consolidated financial statements within Item 8 of this annual report.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Part II****Item 5. Market for the Registrant's Common Stock and Related Stockholder Matters**

Ball Corporation common stock (BLL) is listed for trading on the New York Stock Exchange. There were 5,416 common shareholders of record on February 12, 2016.

**Common Stock Repurchases**

The following table summarizes the company's repurchases of its common stock during the quarter ended December 31, 2015.

## Purchases of Securities

(\$ in millions)	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (a)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (b)
October 1 to October 31, 2015		\$		11,956,155
November 1 to November 30, 2015				11,956,155
December 1 to December 31, 2015				11,956,155
Total				

(a) *Includes any open market purchases (on a trade-date basis) and/or shares retained by the company to settle employee withholding tax liabilities.*

(b) *The company has an ongoing repurchase program for which shares are authorized from time to time by Ball's board of directors. On January 29, 2014, the Board authorized the repurchase by the company of up to a total of 20 million shares. This repurchase authorization replaced all previous authorizations.*

#### Quarterly Stock Prices and Dividends

Quarterly prices for the company's common stock, as reported on the New York Stock Exchange composite tape, and quarterly dividends in 2015 and 2014 (on a calendar quarter basis) were:

	2015				2014			
	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
High	\$ 74.24	\$ 73.36	\$ 75.24	\$ 77.20	\$ 70.50	\$ 66.53	\$ 63.13	\$ 56.33
Low	62.03	57.95	69.77	62.71	61.76	60.73	53.61	47.75
Dividends per share	0.13	0.13	0.13	0.13	0.13	0.13	0.13	0.13

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*Shareholder Return Performance*

The line graph below compares the annual percentage change in Ball Corporation's cumulative total shareholder return on its common stock with the cumulative total return of the Dow Jones Containers & Packaging Index and the S&P Composite 500 Stock Index for the five-year period ended December 31, 2015. It assumes \$100 was invested on December 31, 2010, and that all dividends were reinvested. The Dow Jones Containers & Packaging Index total return has been weighted by market capitalization.

**TOTAL RETURN TO STOCKHOLDERS**

(Assumes \$100 investment on 12/31/10)

Total Return Analysis

	12/31/2010	12/31/2011	12/31/2012	12/31/2013	12/31/2014	12/31/2015
BLL	\$ 100.00	\$ 105.77	\$ 133.83	\$ 156.27	\$ 207.99	\$ 223.57
S&P 500	\$ 100.00	\$ 102.11	\$ 118.45	\$ 156.82	\$ 178.28	\$ 180.75
	\$ 100.00	\$ 98.45	\$ 110.20	\$ 152.46	\$ 172.14	\$ 162.14

DJ US Containers &  
Packaging

Source: Bloomberg L.P.® Charts

Table of Contents**Item 6. Selected Financial Data****Five-Year Review of Selected Financial Data****Ball Corporation**

(\$ in millions, except per share amounts)	2015	2014	2013	2012	2011
Net sales	\$ 7,997.0	\$ 8,570.0	\$ 8,468.1	\$ 8,735.7	\$ 8,630.9
Earnings before interest and taxes (EBIT)	\$ 605.2	\$ 838.6	\$ 795.4	\$ 790.5	\$ 836.9
Total interest expense	(259.7)	(193.0)	(211.8)	(194.9)	(177.1)
Earnings before taxes	\$ 345.5	\$ 645.6	\$ 583.6	\$ 595.6	\$ 659.8
Net earnings attributable to Ball Corporation from:					
Continuing operations (a)	\$ 280.9	\$ 470.0	\$ 406.4	\$ 399.1	\$ 446.3
Discontinued operations			0.4	(2.8)	(2.3)
Total net earnings attributable to Ball Corporation	\$ 280.9	\$ 470.0	\$ 406.8	\$ 396.3	\$ 444.0
Basic earnings per share:					
Basic continuing operations (a)	\$ 2.05	\$ 3.39	\$ 2.79	\$ 2.58	\$ 2.70
Basic discontinued operations				(0.02)	(0.01)
Basic earnings per share	\$ 2.05	\$ 3.39	\$ 2.79	\$ 2.56	\$ 2.69
Weighted average common shares outstanding (000s)					
	137,300	138,508	145,943	154,648	165,275
Diluted earnings per share:					
Diluted continuing operations (a)	\$ 1.99	\$ 3.30	\$ 2.73	\$ 2.52	\$ 2.64
Diluted discontinued operations				(0.02)	(0.01)
Diluted earnings per share	\$ 1.99	\$ 3.30	\$ 2.73	\$ 2.50	\$ 2.63
Diluted weighted average common shares outstanding (000s)					
	140,984	142,430	149,223	158,084	168,590
Total assets	\$ 9,777.0	\$ 7,571.0	\$ 7,820.4	\$ 7,520.7	\$ 7,285.2
Total interest bearing debt and capital lease obligations	\$ 5,131.5	\$ 3,168.9	\$ 3,605.1	\$ 3,305.1	\$ 3,144.1
Cash dividends per share	\$ 0.52	\$ 0.52	\$ 0.52	\$ 0.40	\$ 0.28
Total cash provided by operating activities	\$ 1,006.7	\$ 1,012.5	\$ 839.0	\$ 853.2	\$ 948.4
Non-GAAP Measures (b)					
Comparable EBIT	\$ 799.9	\$ 919.1	\$ 874.2	\$ 893.3	\$ 867.2
Comparable earnings	\$ 490.1	\$ 552.8	\$ 489.6	\$ 475.8	\$ 459.6
Diluted earnings per share (comparable basis)	\$ 3.48	\$ 3.88	\$ 3.28	\$ 3.01	\$ 2.73
Free cash flow	\$ 478.8	\$ 621.7	\$ 460.7	\$ 548.2	\$ 504.6

(a) *Includes business consolidation activities and other items affecting comparability between years. Additional details about the 2015, 2014 and 2013 items are available in Notes 4 and 5 to the consolidated financial statements within Item 8 of this Annual Report on Form 10-K.*

(b) *Non-U.S. GAAP measures should not be considered in isolation and should not be considered superior to, or a substitute for, financial measures calculated in accordance with U.S. GAAP. See below for reconciliations of non-U.S. GAAP financial measures to U.S. GAAP measures. Further discussion of non-GAAP financial measures is available in Item 7 of this annual report under Other Liquidity Measures.*

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Reconciliations of non-U.S. GAAP financial measures to U.S. GAAP measures are as follows:

(\$ in millions)	2015	2014	2013	2012	2011
Earnings before taxes, as reported	\$ 345.5	\$ 645.6	\$ 583.6	\$ 595.6	\$ 659.8
Total interest expense	259.7	193.0	211.8	194.9	177.1
Earnings before interest and taxes (EBIT)	605.2	838.6	795.4	790.5	836.9
Business consolidation and other activities	194.7	80.5	78.8	102.8	30.3
Comparable EBIT	\$ 799.9	\$ 919.1	\$ 874.2	\$ 893.3	\$ 867.2
Net earnings attributable to Ball Corporation, as reported	\$ 280.9	\$ 470.0	\$ 406.8	\$ 396.3	\$ 444.0
Business consolidation and other activities, net of tax	132.9	62.2	66.1	67.5	22.5
Debt refinancing and other costs, net of tax	76.3	20.6	17.1	9.2	
Equity earnings and gains related to acquisitions, net of tax					(9.2)
Discontinued operations, net of tax			(0.4)	2.8	2.3
Net earnings attributable to Ball Corporation before above transactions (Comparable Earnings)	\$ 490.1	\$ 552.8	\$ 489.6	\$ 475.8	\$ 459.6
Total cash provided by operating activities	\$ 1,006.7	\$ 1,012.5	\$ 839.0	\$ 853.2	\$ 948.4
Capital expenditures, including discontinued operations	(527.9)	(390.8)	(378.3)	(305.0)	(443.8)
Free cash flow	\$ 478.8	\$ 621.7	\$ 460.7	\$ 548.2	\$ 504.6

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**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*Management's discussion and analysis should be read in conjunction with the consolidated financial statements and accompanying notes included in Item 8 of this Annual Report on Form 10-K, which include additional information about our accounting policies, practices and the transactions underlying our financial results. The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires us to make estimates and assumptions that affect the reported amounts in our consolidated financial statements and the accompanying notes including various claims and contingencies related to lawsuits, taxes, environmental and other matters arising during the normal course of business. We apply our best judgment, our knowledge of existing facts and circumstances and actions that we may undertake in the future in determining the estimates that affect our consolidated financial statements. We evaluate our estimates on an ongoing basis using our historical experience, as well as other factors we believe appropriate under the circumstances, such as current economic conditions, and adjust or revise our estimates as circumstances change. As future events and their effects cannot be determined with precision, actual results may differ from these estimates. Ball Corporation and its subsidiaries are referred to collectively as Ball Corporation, Ball, the company or we or our in the following discussion and analysis.*

**OVERVIEW**

*Business Overview and Industry Trends*

Ball Corporation is one of the world's leading suppliers of metal packaging to the beverage, food, personal care and household products industries. Our packaging products are produced for a variety of end uses, are manufactured in facilities around the world and are competitive with other substrates, such as plastics and glass. In the rigid packaging industry, sales and earnings can be increased by reducing costs, increasing prices, developing new products, expanding volumes and making strategic acquisitions. We also provide aerospace and other technologies and services to governmental and commercial customers.

We sell our packaging products mainly to large, multinational beverage, food, personal care and household products companies with which we have developed long-term customer relationships. This is evidenced by our high customer retention and our large number of long-term supply contracts. While we have a diversified customer base, we sell a majority of our packaging products to relatively few major companies in North America, Europe, Asia and South America, as do our equity joint ventures in the U.S. and Vietnam. The overall metal container industry is growing globally and is expected to continue to grow in the medium to long term despite the North American industry seeing a continued decline in standard-sized aluminum beverage packaging for the carbonated soft drink market. The primary customers for the products and services provided by our aerospace and technologies segment are U.S. government agencies or their prime contractors.

We purchase our raw materials from relatively few suppliers. We also have exposure to inflation, in particular the rising costs of raw materials, as well as other direct cost inputs. We mitigate our exposure to the changes in the costs of metal through the inclusion of provisions in contracts covering the majority of our volumes to pass through metal price changes, as well as through the use of derivative instruments. The pass-through provisions generally result in proportional increases or decreases in sales and costs with a greatly reduced impact, if any, on net earnings. Because of our customer and supplier concentration, our business, financial condition and results of operations could be adversely affected by the loss, insolvency or bankruptcy of a major customer or supplier or a change in a supply agreement with a major customer or supplier, although our contract provisions generally mitigate the risk of customer loss, and our long-term relationships represent a known, stable customer base.



We recognize sales under long-term contracts in the aerospace and technologies segment using percentage-of-completion under the cost-to-cost method of accounting. Throughout the period of contract performance, we regularly reevaluate and, if necessary, revise our estimates of aerospace and technologies total contract revenue, total contract cost and progress toward completion. Because of contract payment schedules, limitations on funding and other contract terms, our sales and accounts receivable for this segment include amounts that have been earned but not yet billed.

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*Corporate Strategy*

Our Drive for 10 vision encompasses five strategic levers that are key to growing our business and achieving long-term success. Since launching Drive for 10 in 2011, we made progress on each of the levers as follows:

- Maximizing value in our existing businesses by rationalizing standard beverage container and end capacity in North America and expanding specialty container production to meet current demand; leveraging plant floor systems in our metal beverage facilities to improve efficiencies and reduce costs; consolidating and/or closing multiple metal beverage and metal food and aerosol packaging facilities to gain business, customer and supplier efficiencies; and implementing cost-out and value-in initiatives across all of our businesses;
- Expanding further into new products and capabilities by expanding into extruded aluminum aerosol manufacturing with the installation of a new extruded aluminum aerosol line in our Deforest, Wisconsin, facility during 2014; the acquisition of Sonoco's metal end and closure manufacturing facilities in Canton, Ohio, in February 2015; the installation of new extruded aluminum aerosol lines in our Devizes, United Kingdom and Czech Republic facilities; and successfully commercializing extruded aluminum aerosol packaging that utilizes a significant amount of recycled material;
- Aligning ourselves with the right customers and markets by investing capital to meet double-digit volume growth for specialty beverage containers throughout our global network, which now represent approximately 29 percent of our global beverage packaging mix; successfully commercialized the next generation aluminum bottle-shaping technology in Conroe, Texas, for a customer under a long-term arrangement; and the construction of a metal beverage container facility in Monterrey, Mexico, producing cans and ends;
- Broadening our geographic reach with new investments in a metal beverage manufacturing facility in Myanmar, as well as an extruded aluminum aerosol manufacturing facility in India, and the construction of a metal beverage container facility in Monterrey, Mexico, producing cans and ends; and
- Leveraging our technological expertise in packaging innovation, including the introduction of next-generation aluminum bottle-shaping technologies, including the introduction of a new two piece, lightweight steel aerosol can, G3, technology in our Chestnut Hill, Tennessee, facility in December 2015; and pursuing opportunities to further enhance our aerospace technical expertise across a broader customer portfolio.

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These ongoing business developments help us stay close to our customers while expanding and/or sustaining our industry positions with major beverage, food, personal care, household products and aerospace customers.

### RESULTS OF OPERATIONS

#### Consolidated Sales and Earnings

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
Net sales	\$ 7,997.0	\$ 8,570.0	\$ 8,468.1
Net earnings attributable to Ball Corporation	280.9	470.0	406.8
Net earnings attributable to Ball Corporation as a % of consolidated net sales	3.5%	5.5%	4.8%

The decrease in net sales in 2015 compared to 2014 was due to unfavorable foreign currency effects in Europe, lower metal food container sales volumes due to a customer shift in North American steel food containers and unfavorable pricing in the PRC, partially offset by higher beverage segment sales volumes. Net earnings were lower in 2015 compared to 2014 due to lower sales, unfavorable currency effects, higher business consolidation and other activities and higher debt refinancing and other costs, partially offset by a lower tax rate in 2015 and cost reduction efforts by all business segments.

The increased business consolidation and other activities in 2015 compared to 2014 included collar and option contract losses, cross-currency swap fair value changes, net currency exchange losses on the restricted cash and debt associated with the proposed Rexam acquisition, and transaction costs related to the proposed acquisition of Rexam. The collar and option contracts, as well as the cross-currency swap, are not accounted for as hedges. See Note 5 and 19 located in Item 8 of this annual report for additional information on financial instruments.

The increased debt refinancing and other costs in 2015 compared to 2014 included mark to market losses on derivative

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financial instruments designed to mitigate exposure to interest rates changes for debt issuances related to the proposed Rexam acquisition, the write-off of unamortized deferred financing charges for the partial extinguishment of the committed bridge loan agreement and the revolving credit facility, interest expense on newly issued 3.5 percent and 4.375 percent senior notes planned to fund a portion of the purchase price of the proposed Rexam acquisition, amortization of deferred financing costs for the committed bridge loan agreement and the redemption of the 6.75 percent and 5.75 percent senior notes. See Note 13 and 19 located in Item 8 of this annual report for additional information on financial instruments.

The increase in net sales in 2014 compared to 2013 was due primarily to higher metal beverage container sales volumes and higher aerospace program revenues, partially offset by lower North American food and household product volumes. Net earnings were favorably impacted by higher metal beverage container sales volumes, lower cost of sales as a percentage of net sales, lower depreciation expense, lower interest expense and a lower tax rate in 2014, partially offset by lower North American food and household product volumes, unfavorable tinplate service center manufacturing performance in the U.S., higher debt refinancing costs and higher selling, general and administrative costs in 2014.

*Cost of Sales (Excluding Depreciation and Amortization)*

Cost of sales, excluding depreciation and amortization, was \$6,460.3 million in 2015 compared to \$6,903.5 million in 2014 and \$6,875.4 million in 2013. These amounts represented 80.8 percent, 80.6 percent and 81.2 percent of consolidated net sales for those three years, respectively.

*Depreciation and Amortization*

Depreciation and amortization expense was \$285.5 million in 2015 compared to \$280.9 million in 2014 and \$299.9 million in 2013. These amounts represented 3.6 percent, 3.3 percent and 3.5 percent of consolidated net sales for those three years, respectively. Lower expense in 2014 compared to 2013 was largely due to the completion of depreciation for certain acquired European assets.

*Selling, General and Administrative*

Selling, general and administrative (SG&A) expenses were \$451.3 million in 2015 compared to \$466.5 million in 2014 and \$418.6 million in 2013. These amounts represented 5.6 percent, 5.4 percent and 4.9 percent of consolidated net sales for those three years, respectively. The decrease in SG&A expenses in 2015 compared to 2014 was primarily due to lower incentive compensation and net favorable foreign currency effects in SG&A, partially offset by deferred compensation expense related to director retirements. The increase in SG&A in 2014 compared to 2013 was primarily due to higher incentive compensation and employee benefit costs and other individually insignificant higher costs.

*Interest Expense*

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Total interest expense was \$259.7 million in 2015 compared to \$193.0 million in 2014 and \$211.8 million in 2013. Excluding debt refinancing and other costs, interest expense in 2015 was lower compared to 2014 due to lower interest rates on newly issued long-term debt and the retirement of higher interest rate long-term debt. Excluding debt refinancing and other costs, interest expense in 2014 was lower than in 2013 due primarily to lower average debt levels and lower average borrowing rates. Interest expense, excluding the effect of debt refinancing costs, as a percentage of average monthly borrowings was 4.3 percent in 2015, 4.8 percent in 2014 and 5.1 percent in 2013.

Debt refinancing and other costs were \$116.5 million for the year ended December 31, 2015. These costs consisted of (1) fair value changes on derivative instruments designed to mitigate risks of interest rate changes with anticipated debt issuances for a portion of the cash consideration payable in the proposed acquisition of Rexam, (2) the amortization of deferred financing fees on the unsecured, committed bridge loan agreement, (3) write-offs of unamortized deferred financing fees and the premium paid for the redemption of previously issued senior credit facilities, the partial extinguishment of the committed bridge loan agreement, and the partial extinguishment of the revolving credit facility, (4) the refinance of senior credit facilities, and (5) interest expense on senior notes issued in December 2015 to fund a portion of the cash consideration of the proposed Rexam acquisition. See Note 19 in Item 8 of this annual report for additional information on these instruments and the transactions flowing through debt refinancing and other costs.

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The effective income tax rate for earnings from continuing operations was 13.6 percent in 2015 compared to 23.2 percent in 2014 and 25.6 percent in 2013. The lower tax rate in 2015 compared to 2014 was primarily due to business consolidation costs incurred in the U.S., lower U.S. taxes on foreign earnings, and increased research and development tax credits, partially offset by decreased favorable nonrecurring discrete tax items in the 2015 effective tax rate. The lower tax rate in 2014 compared to 2013 was primarily the result of a higher foreign tax rate differential, lower U.S. taxes on foreign earnings, and the 2014 releases of uncertain tax positions which exceeded those occurring in 2013.

**Results of Business Segments**

Ball's operations are organized and reviewed by management along its product lines and geographical areas and presented in the four reportable segments discussed below.

*Metal Beverage Packaging, Americas and Asia*

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
Net sales	\$ 4,245.3	\$ 4,246.8	\$ 4,193.4
Segment earnings	\$ 510.9	\$ 534.8	\$ 512.4
Business consolidation and other activities (a)	(24.1)	(7.5)	(3.6)
Total segment earnings	\$ 486.8	\$ 527.3	\$ 508.8
Segment earnings before business consolidation costs as a % of segment net sales	12.0%	12.6%	12.2%

(a) *Further details of these items are included in Note 5 to the consolidated financial statements within Item 8 of this annual report.*

The metal beverage packaging, Americas and Asia, segment consists of operations located in the U.S., Canada, Brazil and the PRC, which manufacture aluminum containers used in beverage packaging.

In April 2015, we announced the construction of a metal beverage manufacturing facility in Monterrey, Mexico, which began production of cans and ends in January 2016. During the first quarter of 2015, we announced the introduction of a next-generation aluminum bottle-shaping technology in our Conroe, Texas, facility. Additionally, in May 2014, we announced the expansion of our Asian operations with the construction of a new beverage can manufacturing facility in Myanmar, which is expected to begin production in the first half of 2016.

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Segment sales in 2015 were relatively unchanged from 2014 as higher sales volumes in the Americas and the PRC were offset by unfavorable pricing in the PRC. Segment earnings in 2015 were \$23.9 million lower compared to 2014 due primarily to unfavorable pricing in the PRC.

Segment sales in 2014 were \$53.4 million higher compared to 2013 due primarily to \$101 million higher sales volumes, offset by a reduction in the pass through price of aluminum. Segment earnings in 2014 were \$22.4 million higher than in 2013 due to \$36 million from higher sales volumes, partially offset by higher incentive compensation and other individually insignificant costs.

The current industry supply of metal beverage packaging exceeds demand in the PRC, resulting in pricing pressure and negative impacts on the profitability of our Beverage Asia reporting unit. If it becomes an expectation that this market oversupply situation will continue for an extended period of time, the company may be required to record a noncash impairment charge for some or all of the goodwill associated with the Beverage Asia reporting unit, the total balance of which was \$78.3 million at December 31, 2015.

Table of Contents*Metal Beverage Packaging, Europe*

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
Net sales	\$ 1,652.7	\$ 1,896.3	\$ 1,828.3
Segment earnings	\$ 192.3	\$ 222.9	\$ 182.6
Business consolidation and other activities (a)	(9.8)	(8.7)	(10.6)
Total segment earnings	\$ 182.5	\$ 214.2	\$ 172.0
Segment earnings before business consolidation costs as a % of segment net sales	11.6%	11.8%	10.0%

(a) Further details of these items are included in Note 5 to the consolidated financial statements within Item 8 of this annual report.

The metal beverage packaging, Europe, segment includes the manufacture of metal beverage containers in facilities located throughout Europe. In August 2014, we announced the expansion of our beverage can manufacturing facility in Oss, the Netherlands, with the construction of a new line for aluminum beverage containers, which began commercial production in the first half of 2015. In April 2015, we announced the investment in an end module in our Lublin, Poland, facility to serve growing demand for beverage ends in central and eastern Europe. The new end module began production during the second quarter of 2015.

Segment sales in 2015 were \$243.6 million lower compared to 2014 due primarily to unfavorable currency exchange effects of \$359 million, partially offset by favorable product mix and higher sales volumes. Segment earnings in 2015 were \$30.6 million lower compared to 2014 due primarily to unfavorable currency exchange effects of \$56 million and unfavorable manufacturing performance due to new line start-ups, partially offset by favorable sales mix and higher sales volumes.

Segment sales in 2014 increased \$68.0 million compared to 2013 due primarily to higher sales volumes and favorable product mix of \$56 million and favorable currency exchange effects of \$12 million. Segment earnings in 2014 increased \$40.3 million compared to 2013 due primarily to higher sales volumes and favorable product mix of \$62 million and reduced depreciation costs of \$26 million, partially offset by higher incentive compensation and employee costs.

*Metal Food and Household Products Packaging*

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
Net sales	\$ 1,296.6	\$ 1,504.4	\$ 1,558.6
Segment earnings	\$ 107.7	\$ 154.2	\$ 177.4
Business consolidation and other activities (a)	(0.5)	(41.9)	(63.7)



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Total segment earnings	\$	107.2	\$	112.3	\$	113.7
Segment earnings before business consolidation costs as a % of segment net sales		8.3%		10.2%		11.4%

(a) *Further details of these items are included in Note 5 to the consolidated financial statements within Item 8 of this annual report.*

The metal food and household products packaging segment consists of operations located in the U.S., Europe, Canada, Mexico, Argentina and India, that manufacture metal food, aerosol, paint, general line and extruded aluminum containers, as well as decorative specialty containers and aluminum slugs.

During August 2014, we announced the installation of a new extruded aluminum aerosol can line in our DeForest, Wisconsin, facility, which began production in the first half of 2015. Additionally, in October 2014, we announced the construction of a new extruded aluminum aerosol can manufacturing facility in India, which began production in the second half of 2015. In February 2015, we announced the introduction of a new two-piece steel aerosol container manufacturing technology in Chestnut Hill, Tennessee, which was implemented in 2015.

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Segment sales in 2015 were \$207.8 million lower compared to 2014 due primarily to lower metal food container sales volumes of \$260 million, mainly related to a customer shift effective January 2015, and unfavorable currency exchange effects of \$37 million, partially offset by favorable product mix of \$90 million. Segment earnings in 2015 decreased \$46.5 million compared to 2014 due primarily to earnings impacts from lower sales volumes, unfavorable currency exchange effects, unfavorable startup costs, partially offset by extruded aluminum aerosol growth in Europe, the earnings from the Sonoco acquisition, and reduced selling, general and administrative costs.

Segment sales in 2014 decreased \$54.2 million compared to 2013 due primarily to lower metal food container sales volumes. Segment earnings in 2014 decreased \$23.2 million compared to 2013 due primarily to lower sales volumes and unfavorable tinplate service center manufacturing performance in the U.S.

*Aerospace and Technologies*

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
Net sales	\$ 810.1	\$ 934.8	\$ 897.1
Segment earnings	\$ 81.8	\$ 93.6	\$ 80.1
Business consolidation and other activities (a)	0.7	(13.9)	(0.2)
Total segment earnings	\$ 82.5	\$ 79.7	\$ 79.9
Segment earnings before business consolidation costs as a % of segment net sales	10.1%	10.0%	8.9%

(a) *Further details of these items are included in Note 5 to the consolidated financial statements within Item 8 of this annual report.*

The aerospace and technologies segment consists of the manufacture and sale of aerospace and other related products and services provided for the defense, civil space and commercial space industries.

Segment sales in 2015 decreased \$124.7 million compared to 2014 primarily due to lower sales from U.S. national defense contracts. Segment earnings in 2015 decreased \$11.8 million compared to 2014 due to lower sales, favorable program performance in 2014 from program and contract completions and increased recovery of pension costs in 2014.

Segment sales in 2014 increased \$37.7 million compared to 2013 due to higher sales for civil space contracts and U.S. national defense contracts. Segment earnings in 2014 increased \$13.5 million primarily as a result of favorable program execution and increased recovery of pension costs.

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Sales to the U.S. government, either directly as a prime contractor or indirectly as a subcontractor, represented 96 percent of segment sales in 2015 compared to 95 percent of segment sales in 2014 and 94 percent in 2013. The aerospace and technologies contract mix in 2015 consisted of 54 percent cost-type contracts, which are billed at our costs plus an agreed upon and/or earned profit component, and 43 percent fixed-price contracts.

Contracted backlog for the aerospace and technologies segment at December 31, 2015 and 2014, was \$617 million and \$765 million, respectively. The year-over-year decline reflects the successful completion of several multi-year contracts. The segment has numerous outstanding bids for future contract awards. Comparisons of backlog are not necessarily indicative of the trend of future operations due to the nature of varying delivery and milestone schedules on contracts, funding of programs and the uncertainty of timing of future contract awards.

### *Additional Segment Information*

For additional information regarding our segments, see the business segment information in Note 3 accompanying the consolidated financial statements within Item 8 of this annual report. The charges recorded for business consolidation and other activities were based on estimates by Ball management and were developed from information available at the time. If actual outcomes vary from the estimates, the differences will be reflected in current period earnings in the consolidated statement of earnings and identified as business consolidation gains and losses. Additional details about our business consolidation and other activities are provided in Note 5 accompanying the consolidated financial statements within Item 8 of this annual report.

Table of Contents**CRITICAL AND SIGNIFICANT ACCOUNTING POLICIES AND NEW ACCOUNTING PRONOUNCEMENTS**

For information regarding the company's critical and significant accounting policies, as well as recent accounting pronouncements, see Notes 1 and 2 to the consolidated financial statements within Item 8 of this annual report.

**SUBSEQUENT EVENTS**

In January 2016, the company announced that its Aerospace and Technologies segment had acquired specialized engineering cyber firm Wavefront Technologies. This acquisition is not material to the company.

**FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES****Cash Flows and Capital Expenditures**

Our primary sources of liquidity are cash provided by operating activities and external committed borrowings. We believe that cash flows from operations and cash provided by short-term, long-term and committed revolver borrowings, when necessary, will be sufficient to meet our ongoing operating requirements, scheduled principal and interest payments on debt, dividend payments, proposed acquisitions, including the announced, proposed acquisition of Rexam, and anticipated capital expenditures. The following summarizes our cash flows:

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
Cash flows provided by (used in) operating activities	\$ 1,006.7	\$ 1,012.5	\$ 839.0
Cash flows provided by (used in) investing activities	(2,720.7)	(391.4)	(379.1)
Cash flows provided by (used in) financing activities	1,737.2	(845.3)	(204.0)

Cash flows from operations in 2015 were comparable to 2014 as lower pension contributions were offset by lower net earnings, lower cash inflows from working capital and cash paid for transaction costs for the proposed acquisition of Rexam. The working capital changes were primarily related to slightly higher days sales outstanding, partially offset by lower inventory volumes and higher days payable outstanding. Days sales outstanding increased from 34 days to 35 days, inventory days on hand decreased from 52 days to 49 days and days payable outstanding increased from 69 days to 82 days. The increase in days payables outstanding is primarily due to renegotiation of payment terms in supplier contracts in North America.

Cash flows from operations in 2014 improved compared to 2013 due to higher net earnings and favorable working capital changes. The favorable working capital changes were primarily related to lower days sales outstanding, lower inventory days on hand and higher days payable outstanding. Days sales outstanding decreased from 36 days to 34 days due to greater factoring of accounts receivables. Inventory days on hand

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decreased from 53 days to 52 days. Due to the negotiation of longer payment terms with suppliers, days payable outstanding increased from 51 days to 69 days.

During the year ended December 31, 2015, the company entered into collar and option contracts to reduce exposure to currency exchange rate changes in connection with the British pound denominated cash portion of the proposed acquisition of Rexam. The amount of the gain or loss ultimately realized on these contracts and the resulting cash settlement is expected to be offset by the changes in the amount of cash consideration paid to acquire Rexam.

We have entered into several regional committed and uncommitted accounts receivable factoring programs with various financial institutions for certain accounts receivables of the company. The programs are accounted for as true sales of the receivables, without recourse to Ball, and had combined limits of approximately \$600 million at December 31, 2015. A total of \$478.7 million and \$197.6 million were sold under these programs as of December 31, 2015 and 2014, respectively.

Annual cash dividends paid on common stock were 52 cents per share in 2015, 2014 and 2013. Total dividends paid were \$71.8 million in 2015, \$72.7 million in 2014 and \$75.2 million in 2013. We also paid dividends to noncontrolling interests of \$17.9 million in 2015, \$12.2 million in 2014 and \$12.9 million in 2013.

As of December 31, 2015, approximately \$219 million of our cash was held outside of the U.S. There are no material legal or other economic restrictions regarding the repatriation of cash from any of the countries outside the U.S. where we have cash. The company believes its U.S. operating cash flows; the \$2.2 billion available under the company's long-term, revolving credit facility; the \$452 million available under other U.S.-based uncommitted short-term credit facilities; availability under U.S.-based committed and uncommitted accounts receivable factoring programs; and availability under the U.S.-based accounts receivable securitization program will be sufficient to meet the cash requirements of the U.S. portion of the company's ongoing operations, scheduled principal and interest payments on U.S. debt, dividend payments, capital expenditures and other U.S. cash requirements. If foreign funds are needed for our U.S. cash requirements, we will be required to accrue and pay U.S. taxes, net of applicable foreign tax credits, to repatriate funds from foreign locations where the company has previously asserted indefinite reinvestment of funds outside the U.S. However, it continues to be the company's intent to permanently reinvest these foreign amounts outside the U.S., and our current plans do not demonstrate a need to repatriate the foreign amounts to fund our U.S. cash requirements.

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Due to the U.S. tax status of certain of Ball's subsidiaries in Canada and the PRC, the company annually provides U.S. taxes on foreign earnings in those subsidiaries, net of any estimated foreign tax credits. Current taxes are also provided on certain other undistributed earnings that are currently taxed in the U.S. Net U.S. taxes provided for Brazil, Canada and PRC earnings in 2015, 2014 and 2013 were \$1.7 million, \$11.8 million and \$26.4 million, respectively. Management's intention is to indefinitely reinvest undistributed earnings of Ball's remaining foreign investments and, as a result, no U.S. income or federal withholding tax provision has been made. The indefinite reinvestment assertion is supported by both long-term and short-term forecasts and U.S. financial requirements, including, but not limited to, operating cash flows, capital expenditures, debt maturities and dividends. The company has not provided deferred taxes on earnings in certain non-U.S. subsidiaries because such earnings are intended to be indefinitely reinvested in its international operations. Retained earnings in non-U.S. subsidiaries were \$2,021.7 million as of December 31, 2015. It is not practical to estimate the additional taxes that may become payable for the portion of these foreign earnings that have not already been taxed in the U.S.; however, repatriation of these earnings could result in a material increase in the company's income tax liabilities.

*Share Repurchases*

The company's share repurchases, net of issuances, totaled \$99.5 million in 2015, \$360.1 million in 2014 and \$398.8 million in 2013. The repurchases were completed using cash on hand and available borrowings and included accelerated share repurchase agreements and other purchases under our ongoing share repurchase program. Additional details about our share repurchase activities are provided in Note 16 accompanying the consolidated financial statements within Item 8 of this annual report.

**Debt Facilities and Refinancing**

Given our cash flow projections and unused credit facilities that are available until 2018, our liquidity is strong and is expected to meet our ongoing cash and debt service requirements. Total interest-bearing debt was \$5.1 billion at December 31, 2015, compared to \$3.2 billion at December 31, 2014.

On February 19, 2015, the company entered into a £3.3 billion unsecured bridge loan agreement, pursuant to which lending institutions agreed, subject to limited conditions, to provide financing necessary to pay the cash portion of the consideration payable to Rexam shareholders upon consummation of the proposed acquisition of Rexam and related fees and expenses. In December 2015, the company issued \$1 billion of 4.375 percent senior notes and 400 million of 3.5 percent senior notes, all due in December 2020, and 700 million of 4.375 percent senior notes, due in December 2023. Pursuant to the terms of the unsecured bridge loan agreement, the company deposited the net proceeds from the issuance of such notes into an escrow account (from which proceeds would be released, subject to certain conditions, to pay a portion of the cash consideration payable to Rexam shareholders and related fees and expenses), which reduced the commitments under the bridge loan agreement availability to £1.9 billion. This reduction in the unsecured bridge loan resulted in the write-off of \$10.7 million of related deferred financing costs. See Note 13 for further details related to these transactions. In the event that the Rexam acquisition is not consummated on or prior to November 15, 2016, these senior notes would be callable by the lender, requiring the company to effect the redemption of all of the outstanding notes of each series at the applicable redemption price. This would result in the use of restricted cash and other available funds to redeem these senior notes and pay any additional fees.

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On February 19, 2015, the company entered into a new \$3 billion revolving credit facility to replace the existing approximate \$1 billion bank credit facility, redeem the 2020 and 2021 senior notes and provide ongoing liquidity for the company. In June 2015, Ball issued \$1 billion of 5.25 percent senior notes due in July 2025. Ball used the net proceeds of the offering and other available cash to repay borrowings under its revolving credit facility and reduced the borrowing capacity under the revolving credit facility from \$3 billion to \$2.25 billion. In connection with this partial extinguishment, the company recorded a charge of \$5.0 million, which is included in debt refinancing and other costs, a component of total interest expense, in the consolidated statements of earnings.

In addition, on February 19, 2015, the company announced the redemption of all of the outstanding 6.75 percent senior notes due in September 2020 and all of the 5.75 percent senior notes due in May 2021, each in the amount of \$500 million. The redemption of these bonds occurred in March 2015, and resulted in a pre-tax charge of \$55.8 million, composed of the redemption premiums and the write-offs of related debt financing costs in debt refinancing and other costs.

On December 9, 2013, we announced the redemption of our outstanding 7.375 percent senior notes due in September 2019 in the amount of \$315.4 million. The redemption occurred on January 10, 2014, at a price per note of 108.01 percent of the outstanding principal amount plus accrued interest. The redemption of the bonds resulted in a pretax charge in the first quarter of 2014 of \$33.1 million for the call premium and the write-off of unamortized financing costs, which is included in debt refinancing and other costs, a component of total interest expense, in the consolidated statements of earnings.

In June 2013, we amended the senior credit facilities and extended the term from December 2015 to June 2018. In connection with the amendment, we recorded a charge of \$0.4 million for the write-off of unamortized financing costs, which is included in debt refinancing and other costs, a component of total interest expense, in the consolidated statements of earnings.

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In May 2013, we: (1) issued \$1 billion of 4.00 percent senior notes due in November 2023; (2) tendered for the redemption of our 7.125 percent senior notes originally due in September 2016 in the amount of \$375 million, at a redemption price per note of 105.322 percent of the outstanding principal amount plus accrued interest; and (3) repaid the \$125 million Term A loan, which was a component of the senior credit facilities. The redemption of the senior notes and the early repayment of the Term A loan resulted in charges of \$26.5 million for the tender and call premiums, as well as the write-off of unamortized financing costs and issuance discounts, which is included in debt refinancing and other costs, a component of total interest expense, in the consolidated statements of earnings.

Short-term debt and current portion of long-term debt on the balance sheet includes any borrowings under the existing accounts receivable securitization agreement, of which no amounts were outstanding at December 31, 2015. This agreement, which has been amended and extended from time to time, is scheduled to mature in May 2017 and allows the company to borrow against a maximum amount of accounts receivable that varies between \$90 million and \$140 million depending on the seasonal accounts receivable balances in the company's North American packaging businesses.

At December 31, 2015, taking into account outstanding credit and excluding availability under the accounts receivable securitization program, approximately \$2.2 billion was available under the company's long-term, multi-currency committed revolving credit facilities. In addition to these facilities, the company had approximately \$452 million of short-term uncommitted credit facilities available at the end of 2015, of which \$23.7 million was outstanding and due on demand. The company has additional availability of \$2.8 billion (£1.9 billion) through the unsecured, committed bridge loan agreement. Of the amounts available under the credit facilities described above of approximately \$5.5 billion, we will be required to repay certain of Rexam's debt obligations and to settle Rexam's outstanding derivatives. Our best estimate based on the latest issued financials for Rexam is that this will be \$1.4 billion.

While ongoing financial and economic conditions raise concerns about credit risk with counterparties to derivative transactions, the company mitigates its exposure by allocating the risk among various counterparties and limiting exposure to any one party. We also monitor the credit ratings of our suppliers, customers, lenders and counterparties on a regular basis.

We were in compliance with all loan agreements at December 31, 2015, and all prior years presented, and have met all debt payment obligations. The U.S. note agreements and bank credit agreement contain certain restrictions relating to dividends, investments, financial ratios, guarantees and the incurrence of additional indebtedness. Additional details about our debt and receivables sales agreements are available in Note 6 and Note 13, accompanying the consolidated financial statements within Item 8 of this annual report.

**Other Liquidity Measures**

*Management Performance Measures*

Management internally uses various measures to evaluate company performance such as return on average invested capital (net operating earnings after tax over the relevant performance period divided by average invested capital over the same period); economic value added (EVA®) dollars (net operating earnings after tax less a capital charge on average invested capital employed); earnings before interest and taxes (EBIT); earnings before interest, taxes, depreciation and amortization (EBITDA); diluted earnings per share; cash flow from operating activities and free cash flow (generally defined by the company as cash flow from operating activities less capital expenditures). We believe this



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information is also useful to investors as it provides insight into the earnings and cash flow criteria management uses to make strategic decisions. These financial measures may be adjusted at times for items that affect comparability between periods such as business consolidation costs and gains or losses on acquisitions and dispositions.

Nonfinancial measures in the packaging businesses include production efficiency and spoilage rates; quality control figures; environmental, health and safety statistics; production and sales volumes; asset utilization rates; and measures of sustainability. Additional measures used to evaluate financial performance in the aerospace and technologies segment include contract revenue realization, award and incentive fees realized, proposal win rates and backlog (including awarded, contracted and funded backlog).

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The following financial measurements are on a non-U.S. GAAP basis and should be considered in connection with the consolidated financial statements within Item 8 of this annual report. Non-U.S. GAAP measures should not be considered in isolation and should not be considered superior to, or a substitute for, financial measures calculated in accordance with U.S. GAAP. A presentation of earnings in accordance with U.S. GAAP is available in Item 8 of this annual report.

Based on the above definitions, our calculation of comparable EBIT is summarized below:

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
Earnings before taxes, as reported	\$ 345.5	\$ 645.6	\$ 583.6
Total interest expense	259.7	193.0	211.8
Earnings before interest and taxes (EBIT)	605.2	838.6	795.4
Business consolidation and other activities	194.7	80.5	78.8
Comparable EBIT	\$ 799.9	\$ 919.1	\$ 874.2

Our calculations of comparable EBITDA, the comparable EBIT to interest coverage ratio and the net debt to comparable EBITDA ratio are summarized below:

(\$ in millions, except ratios)	Years Ended December 31,		
	2015	2014	2013
Comparable EBIT (as calculated above)	\$ 799.9	\$ 919.1	\$ 874.2
Add depreciation and amortization	285.5	280.9	299.9
Comparable EBITDA	\$ 1,085.4	\$ 1,200.0	\$ 1,174.1
Interest expense, excluding debt refinancing and other costs	\$ (143.2)	\$ (159.9)	\$ (183.8)
Total debt at December 31	\$ 5,131.5	\$ 3,168.9	\$ 3,605.1
Less: Cash and cash equivalents	(224.0)	(191.4)	(416.0)
Less: Restricted cash, noncurrent	(2,154.4)		
Net debt	\$ 2,753.1	\$ 2,977.5	\$ 3,189.1
Comparable EBIT/Interest Expense (Interest Coverage)	5.6x	5.7x	4.8x
Net debt/Comparable EBITDA	2.5x	2.5x	2.7x

Our calculation of comparable earnings is summarized below:

(\$ in millions, except per share amounts)	Years Ended December 31,		
	2015	2014	2013
Net earnings attributable to Ball Corporation, as reported	\$ 280.9	\$ 470.0	\$ 406.8
Business consolidation and other activities, net of tax	132.9	62.2	66.1
Debt refinancing and other costs, net of tax	76.3	20.6	17.1
Discontinued operations, net of tax			(0.4)

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Net earnings attributable to Ball Corporation before above transactions (Comparable Earnings)	\$	490.1	\$	552.8	\$	489.6
Per diluted share, as reported	\$	1.99	\$	3.30	\$	2.73
Per diluted share (comparable basis)	\$	3.48	\$	3.88	\$	3.28

*Free Cash Flow*

Management internally uses a free cash flow measure: (1) to evaluate the company's operating results, (2) to evaluate strategic investments, (3) to plan stock buyback and dividend levels and (4) to evaluate the company's ability to incur and service debt. Free cash flow is not a defined term under U.S. GAAP, and it should not be inferred that the entire free cash flow amount is available for discretionary expenditures. The company defines free cash flow as cash flow from operating activities less capital expenditures. Free cash flow is typically derived directly from the company's consolidated statement of cash flows; however, it may be adjusted for items that affect comparability between periods.

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Based on the above definition, our consolidated free cash flow is summarized as follows:

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
Total cash provided by operating activities	\$ 1,006.7	\$ 1,012.5	\$ 839.0
Capital expenditures, including discontinued operations	(527.9)	(390.8)	(378.3)
Free cash flow	\$ 478.8	\$ 621.7	\$ 460.7

Based on information currently available, we estimate cash flows from operating activities including cash transaction costs for the proposed acquisition of Rexam, for 2016 to be in the range of \$900 million, capital expenditures to be approximately \$400 million and free cash flow to be in the range of \$500 million. In 2016, we intend to utilize our operating cash flow to fund our stock repurchases, dividend payments, growth capital projects and, to the extent available, acquisitions that meet our various criteria. Of the total 2016 estimated capital expenditures, approximately \$150 million was contractually committed as of December 31, 2015.

*Commitments*

Cash payments required for long-term debt maturities, rental payments under noncancellable operating leases, purchase obligations and other commitments in effect at December 31, 2015, are summarized in the following table:

(\$ in millions)	Total	Payments Due By Period (a)			
		Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term debt, including capital leases and discounts	\$ 5,107.8	\$ 53.6	\$ 71.1	\$ 1,457.8	\$ 3,525.3
Interest payments on long-term debt (b)	1,615.8	226.7	448.8	444.6	495.7
Purchase obligations (c)	4,254.1	2,188.4	1,666.4	283.4	115.9
Operating leases	151.7	33.1	47.6	26.3	44.7
Total payments on contractual obligations	\$ 11,129.4	\$ 2,501.8	\$ 2,233.9	\$ 2,212.1	\$ 4,181.6

(a) Amounts reported in local currencies have been translated at year-end 2015 exchange rates.

(b) For variable rate facilities, amounts are based on interest rates in effect at year end and do not contemplate the effects of any hedging instruments utilized by the company.

(c) The company's purchase obligations include capital expenditures and contracted amounts for aluminum, steel and other direct materials. Also included are commitments for purchases of natural gas and electricity, expenses related to aerospace and technologies contracts and other less significant items. In cases where variable prices and/or usage are involved, management's best estimates have been used. Depending on the circumstances, early termination of the contracts may or may not result in penalties and, therefore, actual payments could vary

*significantly.*

The table above does not include \$50.5 million of uncertain tax positions, the timing of which is unknown at this time.

Contributions to the company's defined benefit pension plans, not including the unfunded German plans, are expected to be \$31 million in 2016. This estimate may change based on changes in the Pension Protection Act and actual plan asset performance and available company cash flow, among other factors. Benefit payments related to these plans are expected to be \$94.1 million, \$97.4 million, \$100.9 million, \$104.5 million and \$108.6 million for the years ending December 31, 2016 through 2020, respectively, and a total of \$584 million for the years 2021 through 2025. Payments to participants in the unfunded German plans are expected to be between \$16 million and \$18 million in each of the years 2016 through 2020 and a total of \$75 million for the years 2021 through 2025.

Based on changes in return on asset and discount rate assumptions, as well as revisions based on plan experience studies, total pension expense in 2016 is anticipated to be approximately \$6 million lower than in 2015, excluding curtailment expenses. A reduction of the expected return on pension assets assumption by one quarter of a percentage point would result in an estimated \$3.4 million increase in the 2016 pension expense, while a quarter of a percentage point reduction in the discount rate applied to the pension liability would result in an estimated \$4.8 million of additional pension expense in 2016. Additional information regarding the company's pension plans is provided in Note 15 accompanying the consolidated financial statements within Item 8 of this annual report.

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*Contingencies*

The company is routinely subject to litigation incident to operating its businesses, and has been designated by various federal and state environmental agencies as a potentially responsible party, along with numerous other companies, for the cleanup of several hazardous waste sites. The company believes that the matters identified will not have a material adverse effect upon the liquidity, results of operations or financial condition of the company. Details of the company's legal proceedings are included in Note 21 to the consolidated financial statements within Item 8 of this annual report.

**FORWARD-LOOKING STATEMENTS**

The company has made or implied certain forward-looking statements in this report which are made as of the end of the time frame covered by this report. These forward-looking statements represent the company's goals, and results could vary materially from those expressed or implied. From time to time we also provide oral or written forward-looking statements in other materials we release to the public. As time passes, the relevance and accuracy of forward-looking statements may change. Some factors that could cause the company's actual results or outcomes to differ materially from those discussed in the forward-looking statements include, but are not limited to: a) our packaging segments include product demand fluctuations; availability/cost of raw materials; competitive packaging, pricing and substitution; changes in climate and weather; crop yields; competitive activity; failure to achieve productivity improvements or cost reductions; mandatory deposit or other restrictive packaging laws; customer and supplier consolidation, power and supply chain influence; changes in major customer or supplier contracts or loss of a major customer or supplier; political instability and sanctions; and changes in foreign exchange or tax rates; b) our aerospace segment includes funding, authorization, availability and returns of government and commercial contracts; and delays, extensions and technical uncertainties affecting segment contracts; c) the company as a whole includes those listed plus: changes in senior management; successful or unsuccessful acquisitions and divestitures; regulatory action or issues including tax, environmental, health and workplace safety, including U.S. FDA and other actions or public concerns affecting products filled in our containers, or chemicals or substances used in raw materials or in the manufacturing process; technological developments and innovations; litigation; strikes; labor cost changes; rates of return on assets of the company's defined benefit retirement plans; pension changes; uncertainties surrounding the U.S. government budget, sequestration and debt limit; reduced cash flow; ability to achieve cost-out initiatives and interest rates affecting our debt; and successful or unsuccessful acquisitions and divestitures, including, with respect to the proposed Rexam PLC (Rexam) acquisition, the effect of the announcement of the acquisition on Ball's business relationships, operating results and business generally; the occurrence of any event or other circumstances that could give rise to the termination of our definitive agreement with Rexam in respect of the acquisition; the outcome of any legal proceedings that may be instituted against Ball related to the definitive agreement with Rexam; and the failure to satisfy conditions to completion of the acquisition of Rexam, including the receipt of all required regulatory approvals. If the company is unable to achieve its goals, then the company's actual performance could vary materially from those goals expressed or implied in the forward-looking statements. The company currently does not intend to publicly update forward-looking statements except as it deems necessary in quarterly or annual earnings reports. You are advised, however, to consult any further disclosures we make on related subjects in our Forms 10-K, 10-Q and 8-K reports to the SEC.

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**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

**Financial Instruments and Risk Management**

The company employs established risk management policies and procedures, which seek to reduce the company's commercial risk exposure to fluctuations in commodity prices, interest rates, currency exchange rates and prices of the company's common stock with regard to common share repurchases and the company's deferred compensation stock plan. However, there can be no assurance that these policies and procedures will be successful. Although the instruments utilized involve varying degrees of credit, market and interest risk, the counterparties to the agreements are expected to perform fully under the terms of the agreements. The company monitors counterparty credit risk, including lenders, on a regular basis, but Ball cannot be certain that all risks will be discerned or that its risk management policies and procedures will always be effective. Additionally, in the event of default under the company's master derivative agreements, the non-defaulting party has the option to set off any amounts owed with regard to open derivative positions. Further details are available in Note 19 to the consolidated financial statements within Item 8 of this annual report.

We have estimated our market risk exposure using sensitivity analysis. Market risk exposure has been defined as the changes in fair value of derivative instruments, financial instruments and commodity positions. To test the sensitivity of our market risk exposure, we have estimated the changes in fair value of market risk sensitive instruments assuming a hypothetical 10 percent adverse change in market prices or rates. The results of the sensitivity analyses are summarized below.

**Commodity Price Risk**

*Aluminum*

We manage commodity price risk in connection with market price fluctuations of aluminum ingot through two different methods. First, we enter into container sales contracts that include aluminum ingot-based pricing terms that generally reflect the same price fluctuations included in commercial purchase contracts for aluminum sheet. The terms include fixed, floating or pass-through aluminum ingot component pricing. Second, we use derivative instruments such as option and forward contracts as economic and cash flow hedges of commodity price risk where there are material differences between sales and purchase contracted pricing and volume.

*Steel*

Most sales contracts involving our steel products either include provisions permitting us to pass through some or all steel cost changes incurred, or they incorporate annually negotiated steel prices. We anticipate at this time that we will be able to pass through the majority of any steel price changes that may occur in 2016.

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Considering the effects of derivative instruments, the company's ability to pass through certain raw material costs through contractual provisions, the market's ability to accept price increases and the company's commodity price exposures under its contract terms, a hypothetical 10 percent adverse change in the company's steel and aluminum prices would result in an estimated \$2.5 million after-tax reduction in net earnings over a one-year period. Additionally, the company has currency exposures on raw materials, and the effect of a 10 percent adverse change is included in the total currency exposure discussed below. Actual results may vary based on actual changes in market prices and rates.

### *Other*

The company is also exposed to fluctuations in prices for natural gas and electricity, as well as the cost of diesel fuel as a component of freight cost. A hypothetical 10 percent increase in our natural gas and electricity prices would result in an estimated \$6.5 million after-tax reduction of net earnings over a one-year period. A hypothetical 10 percent increase in diesel fuel prices would result in an estimated \$0.5 million after-tax reduction of net earnings over the same period. Actual results may vary based on actual changes in market prices and rates.

### **Interest Rate Risk**

Our objective in managing exposure to interest rate changes is to minimize the impact of interest rate changes on earnings and cash flows and to minimize our overall borrowing costs. To achieve these objectives, we may use a variety of interest rate swaps, collars and options to manage our mix of floating and fixed-rate debt. Interest rate instruments held by the company at December 31, 2015, included pay-fixed interest rate swaps, which effectively convert variable rate obligations to fixed-rate instruments.



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Based on our interest rate exposure at December 31, 2015, excluding exposure associated with Rexam interest rates as discussed below, assumed floating rate debt levels throughout the next 12 months and the effects of derivative instruments, a 100-basis point increase in interest rates would result in an estimated \$1.4 million after-tax reduction in net earnings over a one-year period. Actual results may vary based on actual changes in market prices and rates and the timing of these changes.

**Interest Rate Risk Rexam Acquisition**

The company entered into interest rate swaps to hedge against rising U.S. and European interest rates to minimize its interest rate exposure associated with anticipated debt issuances in connection with the announced, proposed acquisition of Rexam. At December 31, 2015, the company had outstanding interest rate swaps with notional amounts totaling approximately \$200 million and 1,750 million, respectively. In addition, the company entered into interest rate option contracts to hedge negative Euribor rates with an aggregate notional amount of 750 million. Subsequent to 2015, the company terminated interest rate swap contracts with an aggregate notional amount of \$923 million (850 million). None of these contracts were designated as hedges, and therefore, changes in the fair value of these interest swap and option contracts are recognized in the consolidated statements of earnings in debt refinancing and other costs, a component of total interest expense. The loss included in debt refinancing and other costs during 2015 associated with these contracts was \$15.9 million. The contracts outstanding at December 31, 2015 expire within the next four years.

**Currency Exchange Rate Risk**

Our objective in managing exposure to currency fluctuations is to limit the exposure of cash flows and earnings from changes associated with currency exchange rate changes through the use of various derivative contracts. In addition, at times Ball manages earnings translation volatility through the use of currency option strategies, and the change in the fair value of those options is recorded in the company's net earnings. Our currency translation risk results from the currencies in which we transact business. The company faces currency exposures in our global operations as a result of various factors including intercompany currency denominated loans, selling our products in various currencies, purchasing raw materials and equipment in various currencies and tax exposures not denominated in the functional currency. Sales contracts are negotiated with customers to reflect cost changes and, where there is not an exchange pass-through arrangement, the company uses forward and option contracts to manage significant currency exposures.

Considering the company's derivative financial instruments outstanding at December 31, 2015, excluding those related to the proposed Rexam acquisition, and the various currency exposures, a hypothetical 10 percent reduction (U.S. dollar strengthening) in currency exchange rates compared to the U.S. dollar would result in an estimated \$23.6 million after-tax reduction in net earnings over a one-year period. This hypothetical adverse change in currency exchange rates would also reduce our forecasted average debt balance by \$119.6 million. Actual changes in market prices or rates may differ from hypothetical changes.

**Currency Exchange Rate Risk Rexam Acquisition**

In connection with the announced, proposed acquisition of Rexam, the company entered into collar and option contracts to partially mitigate its currency exchange rate risk from February 19, 2015, through the expected closing date of the acquisition. At December 31, 2015, the company had outstanding collar and option contracts with notional amounts totaling approximately £1.8 billion (\$2.7 billion). These contracts were not

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designated as hedges, and therefore, changes in the fair value of these contracts are recognized in the consolidated statements of earnings in business consolidation and other activities (see Note 5). During 2015, the company recognized a loss of \$41.0 million associated with these contracts. The contracts outstanding at December 31, 2015, expire within the next year. A hypothetical 10 percent strengthening in the dollar versus the pound would reduce the fair value of the acquisition escrow account by approximately \$100 million.

In connection with the December 2015 issuance of \$1 billion of U.S. dollar senior notes due 2020, the company executed cross-currency swaps to convert this fixed-rate U.S. dollar debt issuance to fixed-rate euro debt for the life of the notes to more effectively match the future cash flows of our business. The cross-currency swaps have a notional amount of \$1.0 billion and expire within five years. These contracts were not designated as hedges, and therefore, changes in the fair value of these contracts are recognized in the consolidated statement of earnings as business consolidation costs and other activities. During 2015, the company recognized a loss of \$7.4 million associated with these contracts. A hypothetical 10 percent reduction (U.S. dollar strengthening) in currency exchange rates would reduce the fair value of the swaps by approximately \$100 million. A hypothetical 100 basis point change in the spread between USD and European interest rates would impact the fair value of the trade by approximately \$50 million. To the extent we ultimately have to pay to settle the derivative that is in a loss position, the total U.S. dollar equivalent of cash consideration for the purchase of Rexam will be less and, as a result, will reduce the amount of goodwill recorded at the date of acquisition.

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Subsequent to the December 2015 issuances of \$1 billion in senior notes due December 2020 and 1.1 billion of senior notes (400 million due 2020 and 700 million due 2023), the company converted the net euro proceeds from these issuances to British pounds using new and existing currency derivative instruments at an average exchange rate of approximately 1.37. The company elected to restrict the December 2015 senior note proceeds by depositing them in escrow accounts. At December 31, 2015, £792 million was in the British pound escrow account and \$987.5 million was in the U.S. dollar escrow account. Changes in the U.S. dollar and the British pound exchange rate will result in gains or losses in the British pound escrow account, which will be recognized in the consolidated statements of earnings as business consolidation and other activities. A hypothetical 10 percent strengthening in the dollar versus the pound would reduce the fair value of the escrow account by approximately \$119 million. Subsequent to December 31, 2015, the company converted the U.S. dollars into British pounds. The funds in the escrow accounts will be used to pay a portion of the cash component of the announced, proposed acquisition price of Rexam.

**Common Stock Price Risk**

The company's deferred compensation stock program is subject to variable plan accounting and, accordingly, is marked to fair value using the company's closing stock price at the end of a reporting period. The company entered into a total return swap to reduce the company's earnings exposure to these fair value fluctuations that will be outstanding until March 2016 and has a notional value of 1 million shares. Based on current share levels in the program, each \$1 change in the company's stock price has an impact, net of derivatives utilized, of \$0.5 million on pretax earnings.

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**Item 8. Financial Statements and Supplementary Data**

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of Ball Corporation:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Ball Corporation and its subsidiaries at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) 2013. The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Denver, Colorado

February 16, 2016

Table of Contents**Consolidated Statements of Earnings**

Ball Corporation

(\$ in millions, except per share amounts)	Years Ended December 31,		
	2015	2014	2013
<b>Net sales</b>	\$ 7,997.0	\$ 8,570.0	\$ 8,468.1
<b>Costs and expenses</b>			
Cost of sales (excluding depreciation and amortization)	(6,460.3)	(6,903.5)	(6,875.4)
Depreciation and amortization	(285.5)	(280.9)	(299.9)
Selling, general and administrative	(451.3)	(466.5)	(418.6)
Business consolidation and other activities	(194.7)	(80.5)	(78.8)
	(7,391.8)	(7,731.4)	(7,672.7)
<b>Earnings before interest and taxes</b>	605.2	838.6	795.4
Interest expense	(143.2)	(159.9)	(183.8)
Debt refinancing and other costs	(116.5)	(33.1)	(28.0)
Total interest expense	(259.7)	(193.0)	(211.8)
Earnings before taxes	345.5	645.6	583.6
Tax (provision) benefit	(47.0)	(149.9)	(149.6)
Equity in results of affiliates, net of tax	4.4	2.3	0.6
Net earnings from continuing operations	302.9	498.0	434.6
Discontinued operations, net of tax			0.4
Net earnings	302.9	498.0	435.0
Less net earnings attributable to noncontrolling interests	(22.0)	(28.0)	(28.2)
Net earnings attributable to Ball Corporation	\$ 280.9	\$ 470.0	\$ 406.8
<b>Amounts attributable to Ball Corporation:</b>			
Continuing operations	\$ 280.9	\$ 470.0	\$ 406.4
Discontinued operations			0.4
Net earnings	\$ 280.9	\$ 470.0	\$ 406.8
<b>Earnings per share:</b>			
Basic - continuing operations	\$ 2.05	\$ 3.39	\$ 2.79
Basic - discontinued operations			
Total basic earnings per share	\$ 2.05	\$ 3.39	\$ 2.79
Diluted - continuing operations	\$ 1.99	\$ 3.30	\$ 2.73
Diluted - discontinued operations			
Total diluted earnings per share	\$ 1.99	\$ 3.30	\$ 2.73
<b>Weighted average shares outstanding (000s):</b>			
Basic	137,300	138,508	145,943
Diluted	140,984	142,430	149,223
<b>Cash dividends declared and paid, per share</b>	\$ 0.52	\$ 0.52	\$ 0.52

The accompanying notes are an integral part of the consolidated financial statements.



Table of Contents**Consolidated Statements of Comprehensive Earnings**

Ball Corporation

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
Net earnings	\$ 302.9	\$ 498.0	\$ 435.0
<b>Other comprehensive earnings:</b>			
Foreign currency translation adjustment	(165.6)	(199.6)	62.4
Pension and other postretirement benefits	77.7	(177.5)	145.3
Effective financial derivatives	(9.0)	31.0	(32.2)
Total other comprehensive earnings (loss)	(96.9)	(346.1)	175.5
Income tax (provision) benefit	(21.3)	73.4	(63.1)
Total other comprehensive earnings (loss), net of tax	(118.2)	(272.7)	112.4
Total comprehensive earnings	184.7	225.3	547.4
Less comprehensive earnings attributable to noncontrolling interests	(21.6)	(27.4)	(28.4)
Comprehensive earnings attributable to Ball Corporation	\$ 163.1	\$ 197.9	\$ 519.0

*The accompanying notes are an integral part of the consolidated financial statements.*



Table of Contents**Consolidated Balance Sheets**

Ball Corporation

(\$ in millions)	December 31,	
	2015	2014
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 224.0	\$ 191.4
Receivables, net	885.4	957.1
Inventories, net	898.4	1,016.7
Deferred taxes and other current assets	176.2	148.3
<b>Total current assets</b>	<b>2,184.0</b>	<b>2,313.5</b>
Noncurrent assets		
Property, plant and equipment, net	2,685.9	2,430.7
Goodwill	2,176.5	2,254.5
Restricted cash	2,154.4	
Intangibles and other assets, net	576.2	572.3
<b>Total assets</b>	<b>\$ 9,777.0</b>	<b>\$ 7,571.0</b>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities		
Short-term debt and current portion of long-term debt	\$ 77.3	\$ 175.1
Accounts payable	1,500.8	1,340.0
Accrued employee costs	229.4	269.9
Other current liabilities	334.1	221.8
<b>Total current liabilities</b>	<b>2,141.6</b>	<b>2,006.8</b>
Noncurrent liabilities		
Long-term debt	5,054.2	2,993.8
Employee benefit obligations	1,147.2	1,178.3
Deferred taxes and other liabilities	172.7	152.5
<b>Total liabilities</b>	<b>8,515.7</b>	<b>6,331.4</b>
Shareholders' equity		
Common stock (332,648,592 shares issued - 2015; 331,618,306 shares issued - 2014)	961.7	1,131.3
Retained earnings	4,557.5	4,346.9
Accumulated other comprehensive earnings (loss)	(639.9)	(522.1)
Treasury stock, at cost (190,359,349 shares - 2015; 194,652,028 shares - 2014)	(3,628.0)	(3,923.0)
<b>Total Ball Corporation shareholders' equity</b>	<b>1,251.3</b>	<b>1,033.1</b>
Noncontrolling interests	10.0	206.5
<b>Total shareholders' equity</b>	<b>1,261.3</b>	<b>1,239.6</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 9,777.0</b>	<b>\$ 7,571.0</b>

*The accompanying notes are an integral part of the consolidated financial statements.*

Table of Contents**Consolidated Statements of Cash Flows**

Ball Corporation

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
<b>Cash Flows from Operating Activities</b>			
Net earnings	\$ 302.9	\$ 498.0	\$ 435.0
Discontinued operations, net of tax			(0.4)
Adjustments to reconcile net earnings to cash provided by (used in) continuing operating activities:			
Depreciation and amortization	285.5	280.9	299.9
Business consolidation and other activities	194.7	80.5	78.8
Deferred tax provision (benefit)	(61.8)	11.9	(1.6)
Other, net	145.2	(26.7)	(34.1)
Working capital changes, excluding effects of acquisitions:			
Receivables	34.8	(152.3)	80.2
Inventories	96.9	(23.8)	21.4
Other current assets	9.9	(20.6)	4.3
Accounts payable	124.6	355.3	50.9
Accrued employee costs	(36.0)	40.1	(36.0)
Other current liabilities	(106.6)	(32.1)	(55.0)
Other, net	16.6	1.3	(2.1)
Cash provided by (used in) continuing operating activities	1,006.7	1,012.5	841.3
Cash provided by (used in) discontinued operating activities			(2.3)
Total cash provided by (used in) operating activities	1,006.7	1,012.5	839.0
<b>Cash Flows from Investing Activities</b>			
Capital expenditures	(527.9)	(390.8)	(378.3)
Business acquisitions, net of cash acquired	(29.1)		(14.2)
(Increase) decrease in restricted cash	(2,182.7)		
Other, net	19.0	(0.6)	13.4
Cash provided by (used in) investing activities	(2,720.7)	(391.4)	(379.1)
<b>Cash Flows from Financing Activities</b>			
Long-term borrowings	4,524.2	411.9	1,643.1
Repayments of long-term borrowings	(2,429.8)	(897.8)	(1,294.9)
Net change in short-term borrowings	(93.2)	68.2	(57.6)
Proceeds from issuances of common stock	36.0	37.2	32.9
Acquisitions of treasury stock	(135.5)	(397.3)	(431.7)
Common dividends	(71.8)	(72.7)	(75.2)
Other, net	(92.8)	5.2	(20.6)
Cash provided by (used in) financing activities	1,737.1	(845.3)	(204.0)
Effect of exchange rate changes on cash	9.5	(0.4)	(14.0)
<b>Change in cash and cash equivalents</b>	<b>32.6</b>	<b>(224.6)</b>	<b>241.9</b>
Cash and cash equivalents beginning of year	191.4	416.0	174.1
Cash and cash equivalents end of year	<b>\$ 224.0</b>	<b>\$ 191.4</b>	<b>\$ 416.0</b>

The accompanying notes are an integral part of the consolidated financial statements.



Table of Contents**Consolidated Statements of Shareholders Equity**

Ball Corporation

(\$ in millions; share amounts in thousands)	Common Stock		Ball Corporation and Subsidiaries Treasury Stock		Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Total Shareholders Equity
	Number of Shares	Amount	Number of Shares	Amount				
<b>Balance at December 31, 2012</b>	329,015	\$ 1,026.3	(179,285)	\$ (3,140.1)	\$ 3,614.7	\$ (362.1)	\$ 175.4	\$ 1,314.2
Net earnings					406.8		28.2	435.0
Other comprehensive earnings, net of tax						112.2	0.2	112.4
Common dividends, net of tax benefits					(73.8)			(73.8)
Treasury stock purchases			(9,322)	(433.9)				(433.9)
Treasury shares reissued			485	22.4				22.4
Shares issued and stock compensation for stock options and other stock plans, net of shares exchanged	1,225	40.2						40.2
Tax benefit on option exercises		11.9						11.9
Dividends paid to noncontrolling interests							(12.9)	(12.9)
Other activity							0.5	0.5
<b>Balance at December 31, 2013</b>	330,240	1,078.4	(188,122)	(3,551.6)	3,947.7	(249.9)	191.4	1,416.0
Net earnings					470.0		28.0	498.0
Other comprehensive earnings, net of tax						(272.2)	(0.5)	(272.7)
Common dividends, net of tax benefits					(70.8)			(70.8)
Treasury stock purchases			(6,911)	(397.3)				(397.3)
Treasury shares reissued			381	22.8				22.8
Shares issued and stock compensation for stock options and other stock plans, net of shares exchanged	1,378	35.4						35.4
Tax benefit on option exercises		17.5						17.5
Dividends paid to noncontrolling interests							(12.2)	(12.2)
Other activity				3.1			(0.2)	2.9
<b>Balance at December 31, 2014</b>	331,618	1,131.3	(194,652)	(3,923.0)	4,346.9	(522.1)	206.5	1,239.6
Net earnings					280.9		22.0	302.9
Other comprehensive earnings, net of tax						(117.8)	(0.4)	(118.2)
Common dividends, net of tax benefits					(70.3)			(70.3)
Treasury stock purchases			(1,766)	(135.5)				(135.5)
Treasury shares reissued			329	22.9				22.9
Shares issued and stock compensation for stock options and other stock plans, net of shares exchanged	1,031	29.3						29.3
Tax benefit on option exercises		21.3						21.3
Dividends paid to noncontrolling interests							(17.9)	(17.9)
Acquisition of noncontrolling interests		(220.2)	5,730	403.0			(200.2)	(17.4)
Other activity				4.6				4.6
<b>Balance at December 31, 2015</b>	332,649	\$ 961.7	(190,359)	\$ (3,628.0)	\$ 4,557.5	\$ (639.9)	\$ 10.0	\$ 1,261.3

*The accompanying notes are an integral part of the consolidated financial statements.*

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**1. Critical and Significant Accounting Policies**

The preparation of Ball Corporation's (collectively, Ball, the company, we or our) consolidated financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires Ball's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting periods. These estimates are based on historical experience and various assumptions believed to be reasonable under the circumstances. Ball's management evaluates these estimates on an ongoing basis and adjusts or revises the estimates as circumstances change. As future events and their impacts cannot be determined with precision, actual results may differ from these estimates. In the opinion of management, the financial statements reflect all adjustments necessary to fairly present the results of the periods presented.

**Critical Accounting Policies**

The company considers certain accounting policies to be critical, as their application requires management's judgment about the impacts of matters that are inherently uncertain. Detailed below is a discussion of the accounting policies the company considers critical to our consolidated financial statements.

*Acquisitions*

The company records acquisitions resulting in the consolidation of an enterprise using the purchase method of accounting. Under this method, the acquiring company records the assets acquired, including intangible assets that can be identified and named, and liabilities assumed based on their estimated fair values at the date of acquisition. The purchase price in excess of the fair value of the assets acquired and liabilities assumed is recorded as goodwill. If the assets acquired, net of liabilities assumed, are greater than the purchase price paid, then a bargain purchase has occurred and the company will recognize the gain immediately in earnings. Among other sources of relevant information, the company uses independent appraisals and actuarial or other valuations to assist in determining the estimated fair values of the assets and liabilities. Various assumptions are used in the determination of these estimated fair values including discount rates, market and volume growth rates, product selling prices, production costs and other prospective financial information. Transaction costs associated with acquisitions are expensed as incurred and included in the business consolidation and other activities line of the consolidated statement of earnings.

For acquisitions where the company already owns an equity investment in the acquired company, the company will recognize in earnings, upon the completion of the acquisition, a gain or loss related to the company's existing equity investment. This gain or loss is calculated based on the fair value of the equity investment as compared to the carrying value of the existing equity investment on the date of acquisition.

When the company purchases additional interests of consolidated subsidiaries that does not result in a change in control, the difference between the fair value and carrying value of the noncontrolling interests acquired is accounted for in the common stock line within shareholders' equity.

*Exit and Other Closure Costs (Business Consolidation Costs)*

The company estimates its liabilities for business closure activities by accumulating detailed estimates of costs and asset sale proceeds, if any, for each business consolidation initiative. This includes the estimated costs of employee severance, pension and related benefits; impairment of property and equipment and other assets, including estimates of net realizable value; accelerated depreciation; termination payments for contracts and leases; contractual obligations; and any other qualifying costs related to the exit plan. These estimated costs are grouped by specific projects within the overall exit plan and are then monitored on a monthly basis. Such disclosures represent management's best estimates, but require assumptions about the plans that may change over time. Changes in estimates for individual locations and other matters are evaluated periodically to determine if a change in estimate is required for the overall restructuring plan. Subsequent changes to the original estimates are included in current earnings and identified as business consolidation gains or losses.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**1. Critical and Significant Accounting Policies (continued)**

*Recoverability of Goodwill and Intangible Assets*

On an annual basis and at interim periods when circumstances require, the company tests the recoverability of its goodwill and indefinite-lived intangible assets. The company utilizes the two-step impairment analysis and has elected not to use the qualitative assessment or step zero approach. In the two-step impairment analysis, the company compares the carrying value of each identified reporting unit to its fair value. If the carrying value of the reporting unit is greater than its fair value, the second step is performed, where the implied fair value of goodwill is compared to its carrying value. The company recognizes an impairment charge for the amount by which the carrying amount of goodwill exceeds its implied fair value. The company estimates fair value for each reporting unit based on the weighted average of the estimated fair values using the market and income approaches. Under the market approach, the company uses available information regarding multiples used in recent transactions, if any, involving transfers of controlling interests as well as publicly available trading multiples based on the enterprise value of companies in the packaging and aerospace and defense industries. The appropriate multiple is applied to forecasted EBITDA (a non-GAAP item defined by the company as earnings before interest, taxes, depreciation and amortization) of each reporting unit to estimate fair value. Under the income approach, fair value is estimated as the present value of estimated future cash flows of each reporting unit. The projected cash flows incorporate various assumptions related to weighted average cost of capital (WACC) and growth rates specific to each reporting unit.

Amortizable intangible assets are tested for impairment, when deemed necessary, based on undiscounted cash flows and, if impaired, are written down to fair value based on either discounted cash flows or appraised values.

*Defined Benefit Pension Plans and Other Employee Benefits*

The company has defined benefit plans that cover a significant portion of its employees. The company also has postretirement plans that provide certain medical benefits and life insurance for retirees and eligible dependents and, to a lesser extent, participates in multi-employer defined benefit plans for which Ball is not the sponsor. For the company-sponsored plans, the relevant accounting guidance requires that management make certain assumptions relating to the long-term rate of return on plan assets, discount rates used to determine the present value of future obligations and expenses, salary inflation rates, health care cost trend rates, mortality rates and other assumptions. The company believes that the accounting estimates related to our pension and postretirement plans are critical accounting estimates, because they are highly susceptible to change from period to period based on the performance of plan assets, actuarial valuations, market conditions and contracted benefit changes. The selection of assumptions is based on historical trends and known economic and market conditions at the time of valuation, as well as independent studies of trends performed by the company's actuaries. However, actual results may differ substantially from the estimates that were based on the critical assumptions.



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The company recognizes the funded status of each defined benefit pension plan and other postretirement benefit plans in the consolidated balance sheet. Each overfunded plan is recognized as an asset, and each underfunded plan is recognized as a liability. Pension plan liabilities are revalued annually, or when an event occurs that requires remeasurement, based on updated assumptions and information about the individuals covered by the plan. For pension plans, accumulated actuarial gains and losses in excess of a 10 percent corridor and the prior service cost are amortized on a straight-line basis from the date recognized over the average remaining service period of active participants or over the average life expectancy for plans with significant inactive participants. For other postemployment benefits, the 10 percent corridor is not used. The majority of costs related to defined benefit and other postretirement plans are included in cost of sales; the remainder is included in selling, general and administrative expenses.

In addition to defined benefit and postretirement plans, the company maintains reserves for employee medical claims, up to our insurance stop-loss limit, and workers' compensation claims. These are regularly evaluated and revised, as needed, based on a variety of information, including historical experience, actuarial estimates and current employee statistics.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**1. Critical and Significant Accounting Policies (continued)**

*Income Taxes*

Deferred income taxes reflect the future tax consequences of differences between the tax bases of assets and liabilities and their financial reporting amounts at each balance sheet date, based upon enacted income tax laws and tax rates. Income tax expense or benefit is provided based on earnings reported in the financial statements. The provision for income tax expense or benefit differs from the amounts of income taxes currently payable because certain items of income and expense included in the consolidated financial statements are recognized in different time periods by taxing authorities.

Deferred tax assets, including operating loss, capital loss and tax credit carryforwards, are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that any portion of these tax attributes will not be realized. In addition, from time to time, management must assess the need to accrue or disclose uncertain tax positions for proposed adjustments from various federal, state and foreign tax authorities who regularly audit the company in the normal course of business. In making these assessments, management must often analyze complex tax laws of multiple jurisdictions, including many foreign jurisdictions. The accounting guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The company records the related interest expense and penalties, if any, as tax expense in the tax provision.

*Derivative Financial Instruments*

The company uses derivative financial instruments for the purpose of hedging commercial risk exposures to fluctuations in interest rates, currency exchange rates, raw material costs, inflation rates and common share prices. The company's derivative instruments are recorded in the consolidated balance sheets at fair value. The company values each derivative financial instrument either by using a single valuation technique based on observable market inputs performed internally or by obtaining valuation information from a reliable and observable market source. For a derivative designated as a cash flow hedge, the effective portion of the derivative's mark to fair value is initially recorded as a component of accumulated other comprehensive earnings and subsequently reclassified into earnings when the hedged item affects earnings, unless it is probable that the forecasted transaction will not occur. The ineffective portion of the mark to fair value associated with all hedges is recorded in earnings immediately. Derivatives that do not qualify for hedge accounting are marked to fair value with gains and losses immediately recorded in earnings. In the consolidated statements of cash flows, derivative activities are classified based on the items being hedged.

Realized gains and losses from hedges are classified in the consolidated statements of earnings consistent with the accounting treatment of the items being hedged. Upon the early dedesignation of an effective derivative contract, the gains or losses are deferred in accumulated other comprehensive earnings until the originally hedged item affects earnings. Any gains or losses incurred after the dedesignation date are recorded in earnings immediately.

*Contingencies*

The company is subject to various legal proceedings and claims, including those that arise in the ordinary course of business. The company records loss contingencies when it determines that the outcome of the future event is probable of occurring and the amount of the loss can be reasonably estimated. Gain contingencies are recognized in the financial statements when they are realized.

The determination of a reserve for a loss contingency is based on management's judgment of probability and estimates with respect to the likelihood of an outcome and valuation of the future event. Liabilities are recorded or adjusted when events or circumstances cause these judgments or estimates to change. In assessing whether a loss is probable, Ball may consider the following factors, among others: the nature of the litigation, claim or assessment; available information, opinions or views of legal counsel and other advisors; and the experience gained from similar cases by the company and others. The company provides disclosures for material contingencies when there is a reasonable possibility that a loss or an additional loss may be incurred. Actual amounts realized upon settlement of contingencies may be different than amounts recorded and disclosed and could have a significant impact on the company's consolidated financial statements. See Note 21 to the consolidated financial statements within Item 8 of this annual report for further details.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**1. Critical and Significant Accounting Policies (continued)**

**Significant Accounting Policies**

*Principles of Consolidation and Basis of Presentation*

The consolidated financial statements include the accounts of Ball, its consolidated subsidiaries, and variable interest entities in which the company is considered to be the primary beneficiary. Equity investments in which the company exercises significant influence but does not control and is not the primary beneficiary are accounted for using the equity method of accounting. Investments in which the company neither exercises significant influence over the investee, nor is the primary beneficiary of the investment, are accounted for using the cost method of accounting. Intercompany transactions are eliminated.

*Reclassifications*

Certain prior year amounts have been reclassified in order to conform to the current year presentation.

*Cash and Cash Equivalents*

Cash and cash equivalents include cash on hand and highly liquid investments with original maturities of three months or less.

*Inventories*

Inventories are stated at the lower of cost or market using either the first-in, first-out (FIFO) cost method of accounting or the average cost method. Inventory cost is calculated for each inventory component taking into consideration the appropriate cost factors including fixed and variable overhead, material price volatility and production levels.

*Impairment of Long-Lived Assets*

We review long-lived assets for impairment when circumstances indicate the carrying amount of an asset or asset group may not be recoverable based on the undiscounted future cash flows of the asset. We review long-lived assets for impairment at the individual asset or the asset group level for which the lowest level of independent cash flows can be identified. If the carrying amount of the asset or asset group is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values, discounted cash flows, or external appraisals, as applicable.

*Depreciation and Amortization*

Property, plant and equipment are carried at the cost of acquisition or construction and depreciated over the estimated useful lives of the assets. Repairs and maintenance costs, including labor and material costs for major improvements such as annual production line overhauls, are expensed as incurred, unless those costs substantially increase the useful lives or capacity of the existing assets. Assets are depreciated and amortized using the straight-line method over their estimated useful lives, generally 5 to 40 years for buildings and improvements and 2 to 20 years for machinery and equipment. Finite-lived intangible assets, including capitalized software costs, are generally amortized over their estimated useful lives of 3 to 23 years. The company periodically reviews these estimated useful lives and when appropriate changes are made prospectively.

Deferred financing costs are amortized over the life of the related loan facility and are reported as part of interest expense. When debt is extinguished prior to its maturity date, the write-off of the remaining unamortized deferred financing costs, or a pro rata portion thereof, is also reported in the consolidated statement of earnings as debt refinancing and other costs.

For certain business consolidation activities, accelerated depreciation may be required over the remaining useful life for assets designated to be scrapped or abandoned. The accelerated depreciation related to such activities is disclosed as part of business consolidation and other activities in the appropriate period.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**1. Critical and Significant Accounting Policies (continued)**

*Environmental Reserves*

The company estimates the liability related to environmental matters based on, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. The company records the best estimate of a loss when the loss is considered probable. As additional information becomes available, the company assesses the potential liability related to pending matters and revises the estimates.

*Revenue Recognition in the Packaging Segments*

The company recognizes sales of products in the packaging segments when the four basic criteria of revenue recognition are met: delivery has occurred; title has transferred; there is persuasive evidence of an agreement or arrangement and the price is fixed or determinable; and collection is reasonably assured. Shipping and handling costs are reported within cost of sales in the consolidated statement of earnings.

*Revenue Recognition in the Aerospace and Technologies Segment*

Sales under long-term contracts in the aerospace and technologies segment are primarily recognized using percentage-of-completion under the cost-to-cost method of accounting. The two primary types of long-term sales contracts utilized are cost-type contracts, which are agreements to perform for cost plus an agreed upon profit component and fixed-price sales contracts, which are completed for a fixed price. Cost-type sales contracts can have different types of fee arrangements, including fixed-fee, cost, milestone and performance incentive fees, award fees or a combination thereof.

At the inception of contract performance, our estimates of base, incentive and other fees are established at a conservative estimate of profit over the period of contract performance. Throughout the period of contract performance, the company regularly reevaluates and, if necessary, revises estimates of total contract revenue, total contract cost, extent of progress toward completion, probability of receipt of any award and performance fees and any clawback provisions included in the contract. Provision for estimated contract losses, if any, is made in the period that such losses are determined to be probable. Because of sales contract payment schedules, limitations on funding, and contract terms, our sales and accounts receivable generally include amounts that have been earned but not yet billed. Contract claims are only recorded if it is probable that the claim will result in additional contract revenue and the claim amounts can be reliably estimated. Revenue associated with claims is recorded only for costs already incurred and does not include a profit component. Pre-contract costs that are not approved by the customer for reimbursement are expensed as incurred. As a prime U.S. government contractor or subcontractor, the aerospace and technologies segment is

subject to a high degree of regulation, financial review and oversight by the U.S. government.

*Fair Value Measurements*

Generally accepted accounting principles define fair value as the price that would be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price) and establishes a fair value hierarchy that prioritizes the inputs used to measure fair value using the following definitions (from highest to lowest priority):

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 Observable inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data by correlation or other means.
- Level 3 Prices or valuation techniques requiring inputs that are both significant to the fair value measurement and unobservable.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**1. Critical and Significant Accounting Policies (continued)**

*Stock-Based Compensation*

Ball has a variety of restricted stock, stock option, and stock-settled appreciate rights (SSARs) plans, and the related stock-based compensation is primarily reported as part of selling, general and administrative expenses in the consolidated statements of earnings. The compensation expense associated with restricted stock grants is calculated using the fair value at the date of grant (closing stock price) and is amortized over the restriction period. For stock options and SSARs, the company has elected to use the Black-Scholes valuation model and amortizes the estimated fair value, determined at the date of grant, on a straight-line basis over the requisite service period (generally the vesting period). The company's deferred compensation stock program is subject to variable plan accounting and, accordingly, is valued at the closing price of the company's common stock at the end of each reporting period. Tax benefits associated with option and SSAR exercises are reported in financing activities in the consolidated statements of cash flows. Further details regarding the expense calculated under those fair value based methods are provided in Note 17.

*Research and Development*

Research and development costs are expensed as incurred in connection with the company's programs for the development of products and processes. Costs incurred in connection with these programs, the majority of which are included in cost of sales, amounted to \$26.0 million, \$26.6 million and \$31.2 million for the years ended December 31, 2015, 2014 and 2013, respectively.

*Currency Translation*

Assets and liabilities of foreign operations with a functional currency other than the U.S. dollar are translated using period-end exchange rates, and revenues and expenses are translated using average exchange rates during each period. Translation gains and losses are reported in accumulated other comprehensive earnings as a component of shareholders' equity.

**2. Accounting Pronouncements**

*Recently Adopted Accounting Standards*



In April 2014, accounting guidance was issued to change the criteria for reporting discontinued operations. Under the new guidance, only disposals of components of an entity that represent strategic shifts that have, or will have, a major effect on an entity's operations should be reported as discontinued operations in the financial statements. The new guidance also requires expanded disclosures for discontinued operations, as well as disclosures about the financial effects of significant disposals that do not qualify for discontinued operations. The guidance was applied prospectively on January 1, 2015, and did not have a material effect on the company's consolidated financial statements.

*New Accounting Guidance*

In January 2016, accounting guidance was issued on classification and measurement financial assets and liabilities (equity securities and financial liabilities) under the fair value option, and the presentation and disclosure requirements for financial instruments. The guidance modifies how entities measure equity investments and present changes in the fair value of financial liabilities. Under the new guidance, entities will have to measure equity investments that do not result in consolidation and are not accounted under the equity method at fair value and recognize any changes in fair value in net income unless the investments qualify for the new practicality exception. An exception will apply to those equity investments that do not have a readily determinable fair value and do not qualify for the practical expedient to estimate fair value under the guidance and, as such, these investments may be measured at cost. The guidance will be effective on January 1, 2018. The company is currently assessing the impact that the adoption of this new guidance will have on its consolidated financial statements.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**2. Accounting Pronouncements (continued)**

In November 2015, accounting guidance was issued that requires classification of all deferred tax assets and liabilities, along with any related valuation allowance, as noncurrent on the balance sheet. As a result, each tax jurisdiction will now only have one net noncurrent deferred tax asset or liability. The guidance, however, does not change the existing requirement that only permits offsetting within a tax jurisdiction, that is, companies are still prohibited from offsetting deferred tax liabilities from one jurisdiction against deferred tax assets of another tax jurisdiction. The guidance will be applied prospectively on January 1, 2016. Current deferred tax assets and current deferred tax liabilities were \$96.3 million and \$3.1 million, respectively, at December 31, 2015.

In September 2015, amendments to existing accounting guidance were issued to simplify the accounting for adjustments made to provisional amounts recognized in business combinations. Under the previous guidance, companies were required to retrospectively revise comparative financial statements for changes made to provisional amounts. The amended guidance eliminates the requirement to retrospectively account for these adjustments. The guidance will be applied prospectively to adjustments to provisional amounts that occur on or after January 1, 2016. The guidance is not expected to have a material effect on the company's consolidated financial statements.

In July 2015, amendments to existing accounting guidance were issued to modify the subsequent measurement of inventory. Under existing guidance, a company measures inventory at the lower of cost or market, with market defined as replacement cost, net realizable value, or net realizable value less a normal profit margin. Current replacement cost can be used provided that it is not above the net realizable value (ceiling) or below net realizable value less a normal profit margin (floor). Amendments in the new guidance requires a company to subsequently measure inventory at the lower of cost or net realizable value and eliminates the need to determine replacement cost and evaluate whether it is above the ceiling or below the floor. Net realizable value is defined as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. The guidance will be applied prospectively on January 1, 2016. The guidance is not expected to have a material effect on the company's consolidated financial statements.

In May 2015, amendments to the existing accounting guidance were issued to remove the requirement to categorize net asset value per share, currently utilized as a practical expedient, by investment within the fair value hierarchy based on redeemable dates. This amendment also removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share expedient. The guidance will be applied prospectively on January 1, 2016. The guidance is not expected to have a material effect on the company's consolidated financial statements.

In April 2015, amendments to existing accounting guidance were issued to provide explicit guidance related to a customer's accounting for fees paid in a cloud computing arrangement. Under the guidance, cloud computing arrangements that include a software license would be accounted for consistent with the acquisition of other software licenses. Conversely, cloud computing arrangements that do not include a software license would be accounted for as a service contract. This guidance will be applied prospectively on January 1, 2016. The guidance is not expected to have a material effect on the company's consolidated financial statements.

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In April 2015, accounting guidance was issued to change the balance sheet presentation for debt issuance costs. Under the new guidance, debt issuance costs related to a recognized debt liability will be presented as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts, rather than as a deferred charge. The guidance does not affect the recognition and measurement of debt issuance costs; hence, amortization of debt issuance costs would continue to be reported as interest expense. In August 2015, subsequent clarification guidance was issued permitting companies to defer and present debt issuance costs related to line-of-credit arrangements as an asset and amortize them over the terms of these arrangements, regardless of whether there are any amounts outstanding under those arrangements. This guidance will be applied retrospectively on January 1, 2016. The guidance is not expected to have a material effect on the company's consolidated financial statements.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**2. Accounting Pronouncements (continued)**

In February 2015, amendments to existing accounting guidance were issued that modify the analysis companies must perform in order to determine whether a legal entity should be consolidated. The new guidance includes modifications related to: 1) limited partnerships and similar legal entities, 2) evaluating fees paid to a decision maker or service provider as a variable interest, 3) the effect of fee arrangements on the primary beneficiary, 4) the effect of related parties on the primary beneficiary and 5) certain investment funds. This guidance will be applied on a modified retrospective basis on January 1, 2016. The guidance is not expected to have a material effect on the company's consolidated financial statements.

In January 2015, accounting guidance was issued to eliminate the concept of extraordinary items. Current guidance requires extraordinary events, defined as both unusual in nature and infrequent in occurrence, to be reported as separate line items from results of ordinary operations within company financial statements. Going forward the disclosure requirements will be for items and events which are unusual in nature and/or infrequent in occurrence. Companies have the option of disclosing as a separate component of income from continuing operations or disclosing unusual and or infrequent events in the notes to the financial statements. The guidance will be applied prospectively on January 1, 2016. The guidance is not expected to have a material effect on the company's consolidated financial statements.

In August 2014, accounting guidance was issued to define management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosure in certain circumstances. Under the new guidance, management is required to evaluate, at each annual and interim reporting period, whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date the financial statements are issued and to provide related disclosures. The guidance will be effective on January 1, 2017, and is not expected to have a material effect on the company's consolidated financial statements.

In May 2014, the FASB and International Accounting Standards Board jointly issued new revenue recognition guidance which outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. The new guidance contains a more robust framework for addressing revenue issues and is intended to remove inconsistencies in existing guidance and improve comparability of revenue recognition practices across entities, industries, jurisdictions and capital markets. The guidance will supersede the majority of current revenue recognition guidance, including industry-specific guidance. In July 2015, the FASB approved the deferral of the effective date of the new revenue recognition guidance by one year. The guidance will be effective for Ball on January 1, 2018, and early adoption is permitted. However, entities are not permitted to adopt the standard earlier than the original effective date of January 1, 2017. Entities have the option of using either a full retrospective or modified retrospective approach for the adoption of the standard. The company is currently assessing the impact that the adoption of this standard will have on its consolidated financial statements.

**3. Business Segment Information**

Ball's operations are organized and reviewed by management along its product lines and geographical areas and presented in the four reportable segments discussed below.

*Metal beverage packaging, Americas and Asia:* Consists of the metal beverage packaging, Americas, operations in the U.S., Canada and Brazil, and the metal beverage packaging, Asia, operations in the People's Republic of China (PRC). The Americas and Asia segments have been aggregated based on similar economic and qualitative characteristics. The operations in this reporting segment manufacture and sell metal beverage containers.

*Metal beverage packaging, Europe:* Consists of operations in several countries in Europe, which manufacture and sell metal beverage containers.

*Metal food and household products packaging:* Consists of operations in the U.S., Europe, Canada, Mexico, Argentina and India, which manufacture and sell steel food, aerosol, paint, general line and decorative specialty containers, as well as extruded aluminum beverage and aerosol containers and aluminum slugs.

*Aerospace and technologies:* Consists of the manufacture and sale of aerospace and other related products and the providing of services used in the defense, civil space and commercial space industries.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****3. Business Segment Information (continued)**

The accounting policies of the segments are the same as those in the consolidated financial statements and are discussed in Note 1. The company also has investments in companies in the U.S. and Vietnam, which are accounted for under the equity method of accounting and, accordingly, those results are not included in segment sales or earnings.

**Major Customers**

Net sales to major customers, as a percentage of consolidated net sales, were as follows:

	2015	2014	2013
Coca-Cola Bottlers Sales & Services Company LLC	11%	11%	11%
MillerCoors LLC and SABMiller plc	10%	10%	9%
U.S. Government	10%	10%	10%

**Summary of Net Sales by Geographic Area (a)**

(\$ in millions)	U.S.	Foreign	Consolidated
2015	\$ 4,738.0	\$ 3,259.0	\$ 7,997.0
2014	5,090.7	3,479.3	8,570.0
2013	5,103.9	3,364.2	8,468.1

**Summary of Net Long-Lived Assets by Geographic Area (a) (b)**

(\$ in millions)	U.S.	Brazil	Other	Consolidated
2015	\$ 1,291.3	\$ 463.1	\$ 1,312.7	\$ 3,067.1
2014	1,219.4	458.6	1,125.4	2,803.4

- (a) *Includes intercompany eliminations.*
- (b) *Long-lived assets exclude goodwill, intangible assets and noncurrent restricted cash.*

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****3. Business Segment Information (continued)****Summary of Business by Segment**

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
<b>Net sales</b>			
Metal beverage packaging, Americas & Asia	\$ 4,245.3	\$ 4,246.8	\$ 4,193.4
Metal beverage packaging, Europe	1,652.7	1,896.3	1,828.3
Metal food & household products packaging	1,296.6	1,504.4	1,558.6
Aerospace & technologies	810.1	934.8	897.1
Corporate and intercompany eliminations	(7.7)	(12.3)	(9.3)
<b>Net sales</b>	<b>\$ 7,997.0</b>	<b>\$ 8,570.0</b>	<b>\$ 8,468.1</b>
<b>Net earnings</b>			
Metal beverage packaging, Americas & Asia	\$ 510.9	\$ 534.8	\$ 512.4
Business consolidation and other activities	(24.1)	(7.5)	(3.6)
Total metal beverage packaging, Americas & Asia	486.8	527.3	508.8
Metal beverage packaging, Europe	192.3	222.9	182.6
Business consolidation and other activities	(9.8)	(8.7)	(10.6)
Total metal beverage packaging, Europe	182.5	214.2	172.0
Metal food & household products packaging	107.7	154.2	177.4
Business consolidation and other activities	(0.5)	(41.9)	(63.7)
Total metal food & household products packaging	107.2	112.3	113.7
Aerospace & technologies	81.8	93.6	80.1
Business consolidation and other activities	0.7	(13.9)	(0.2)
Total aerospace & technologies	82.5	79.7	79.9
Segment earnings before interest and taxes	859.0	933.5	874.4
Undistributed corporate expenses and intercompany eliminations, net	(92.8)	(86.4)	(78.3)
Business consolidation and other activities	(161.0)	(8.5)	(0.7)
Total undistributed and corporate expenses and intercompany eliminations, net	(253.8)	(94.9)	(79.0)
<b>Earnings before interest and taxes</b>	<b>605.2</b>	<b>838.6</b>	<b>795.4</b>
Interest expense	(143.2)	(159.9)	(183.8)
Debt refinancing and other costs	(116.5)	(33.1)	(28.0)
Total interest expense	(259.7)	(193.0)	(211.8)



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Tax (provision) benefit	(47.0)	(149.9)	(149.6)
Equity in results of affiliates, net of tax	4.4	2.3	0.6
Net earnings from continuing operations	302.9	498.0	434.6
Discontinued operations, net of tax			0.4
Net earnings	302.9	498.0	435.0
Less net earnings attributable to noncontrolling interests	(22.0)	(28.0)	(28.2)
<b>Net earnings attributable to Ball Corporation</b>	<b>\$ 280.9</b>	<b>\$ 470.0</b>	<b>\$ 406.8</b>

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****3. Business Segment Information (continued)**

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
<b>Depreciation and Amortization</b>			
Metal beverage packaging, Americas & Asia	\$ 134.5	\$ 128.7	\$ 121.9
Metal beverage packaging, Europe	59.9	62.5	87.0
Metal food & household products packaging	58.7	57.1	59.4
Aerospace & technologies	26.8	26.2	24.1
Segment depreciation and amortization	279.9	274.5	292.4
Corporate	5.6	6.4	7.5
Depreciation and amortization	\$ 285.5	\$ 280.9	\$ 299.9
<b>Capital Expenditures</b>			
Metal beverage packaging, Americas & Asia	\$ 308.6	\$ 160.1	\$ 224.0
Metal beverage packaging, Europe	121.5	108.6	75.4
Metal food & household products packaging	60.8	81.6	43.0
Aerospace & technologies	28.1	30.1	29.4
Segment capital expenditures	519.0	380.4	371.8
Corporate	8.9	10.4	6.5
Capital expenditures	\$ 527.9	\$ 390.8	\$ 378.3

(\$ in millions)	December 31,	
	2015	2014
<b>Total Assets</b>		
Metal beverage packaging, Americas & Asia	\$ 3,598.1	\$ 3,422.8
Metal beverage packaging, Europe	2,474.7	2,274.5
Metal food & household products packaging	1,527.8	1,508.1
Aerospace & technologies	402.6	411.6
Segment assets	8,003.2	7,617.0
Corporate assets, net of eliminations	1,773.8	(46.0)
<b>Total assets</b>	<b>\$ 9,777.0</b>	<b>\$ 7,571.0</b>
<b>Investments in Affiliates</b>		
Metal beverage packaging, Americas & Asia	\$ 32.6	\$ 31.3
Metal beverage packaging, Europe	0.3	0.5
Corporate	1.4	1.4
<b>Total investments in affiliates</b>	<b>\$ 34.3</b>	<b>\$ 33.2</b>

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**4. Acquisitions**

**Rexam PLC (Rexam)**

On February 19, 2015, the company and Rexam PLC (Rexam) announced the terms of a recommended offer by the company to acquire all of the outstanding shares of Rexam in a cash and stock transaction. Under the terms of the offer, for each Rexam share, Rexam shareholders will receive 407 pence in cash and 0.04568 shares of the company. The transaction valued Rexam at 610 pence per share based on the company's 90-day volume weighted average stock price as of February 17, 2015, and an exchange rate of US \$1.54: £1 on that date representing an equity value of £4.3 billion (\$6.6 billion). The actual value of the transaction will be determined based on the exchange rate and the company's stock price at the time of the closing of the transaction. As described below, the company has entered into collar and option contracts to partially mitigate its currency exchange risk with regard to the cash component of the purchase price.

By way of compensation for any loss suffered by Rexam in connection with the preparation and negotiation of the offer, the co-operation agreement and any other document relating to the acquisition, Ball has undertaken in the co-operation agreement that, on the occurrence of a break payment event Ball will pay, or procure the payment to Rexam of an amount in cash in British pounds. As discussed below, Ball's shareholders approved the issuance of Ball common stock to shareholders of Rexam as partial consideration for the proposed acquisition. As a result, the amount of the break payment would be £302 million.

A special meeting of Ball's shareholders was held on July 28, 2015, to approve the issuance of Ball common stock to shareholders of Rexam as partial consideration for the proposed acquisition. Both Ball and Rexam's boards of directors unanimously support the transaction, and the consummation of the transaction remains subject to approval from Rexam's shareholders, certain regulatory approvals and other customary closing conditions. Subject to the satisfaction of all such conditions, Ball currently expects to complete the acquisition during the first half of 2016.

Ball currently expects to complete the Rexam acquisition during the first half of 2016, subject to final regulatory approval by the European Commission (EC), Brazil's Council for Economic Defence (CADE) and the Federal Trade Commission (FTC), the completion of the Rexam acquisition divestitures required by the regulators and other customary closing conditions; however, there can be no assurances that the Rexam acquisition or the Rexam acquisition divestitures will be completed by such time, or on the terms described herein, or at all. The European Commission (EC) and Brazil's Council for Economic Defence (CADE) have provided conditional clearance of the proposed acquisition, subject to their approval of the proposed buyer of the divested assets and other customary regulatory processes.

Ball owned interests in a joint venture company (Latapack-Ball) organized and operating in Brazil. During October and November 2015, Ball and its joint venture partners reached an agreement to exchange all of their interest in Latapack-Ball for a total of approximately 5.7 million treasury shares of Ball common stock and \$17.4 million of cash. The acquisition of the noncontrolling interests in the joint venture was completed in December 2015, and Latapack-Ball is now a wholly owned subsidiary of Ball.

*Long-Term Debt*

In February 2015, the company entered into a £3.3 billion unsecured, committed bridge loan agreement, pursuant to which lending institutions have agreed, subject to limited conditions, to provide the financing necessary to pay the cash portion of the consideration payable to Rexam's shareholders upon consummation of the announced, proposed acquisition of Rexam along with related fees and expenses. In December 2015, the company issued senior notes totaling \$1 billion, 400 million and 700 million due 2020, 2020, and 2023, respectively, with rates of 4.375 percent, 3.5 percent and 4.375 percent, respectively. Pursuant to the terms of the unsecured bridge loan agreement, the company deposited the net proceeds from the issuance of such notes into escrow accounts, recorded as restricted cash, (from which proceeds would be released, subject to certain conditions, to pay a portion of the cash consideration payable to Rexam shareholders and related fees and expenses), which reduced the commitments under the unsecured bridge loan agreement to £1.9 billion. If the Rexam acquisition is not consummated on or prior to November 15, 2016, we will be required to effect the redemption of all of the outstanding notes from the December 2015 senior note issuances at the redemption price applicable to each series. This would result in the use of restricted cash and other available funds to redeem these senior notes and pay any additional fees. However, the senior note offerings are not conditioned upon the Rexam acquisition. See Note 13 for further details related to these transactions.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**4. Acquisitions (continued)**

On February 19, 2015, the company entered into a \$3 billion revolving credit facility to replace the existing approximate \$1 billion bank credit facility, redeem the 2020 and 2021 senior notes and provide ongoing liquidity for the company. In June 2015, during a subsequent debt offering, the company issued \$1 billion of 5.25 percent senior notes, thereby reducing the borrowing capacity under the revolving credit facility from \$3 billion to \$2.25 billion. See Note 13 for further details related to these transactions.

*Currency Exchange Rate and Interest Rate Risks*

During 2015, the company entered into collar and option contracts to partially mitigate its currency exchange rate risk associated with the British pound denominated cash portion of the purchase price from February 19, 2015, through the expected closing date of the announced, proposed acquisition of Rexam, with an aggregate notional amount of approximately £1.8 billion (\$2.7 billion). In connection with the December 2015 issuance of \$1 billion of U.S. dollar senior notes due 2020, the company executed cross-currency swaps to convert this fixed-rate U.S. dollar debt issuance to fixed-rate euro debt for the life of the notes to more effectively match the future cash flows of our business. The cross-currency swaps have a notional amount of \$1.0 billion and expire within five years. These contracts were not designated as hedges, and therefore, changes in the fair value of these contracts are recorded in the consolidated statements of earnings in business consolidation and other activities.

Also in 2015, the company entered into interest rate swaps to hedge against rising U.S. and European interest rates to minimize its interest rate exposure associated with anticipated debt issuances in connection with the announced, proposed acquisition of Rexam. At December 31, 2015, the company had U.S. and European outstanding interest rate swaps with notional amounts totaling approximately \$200 million and 1,750 million, respectively. In addition, the company entered into interest rate option contracts to hedge negative Euribor rates with an aggregate notional amount of 750 million. Subsequent to 2015, the company terminated interest rate swap contracts with an aggregate notional amount of \$923 million (850 million). These contracts were not designated as hedges; therefore, changes in the fair value of these interest swap and option contracts are recorded in the consolidated statements of earnings in debt refinancing and other costs, a component of total interest expense.

For further details related to the aforementioned currency exchange rate and interest rate risks, and the valuation of these derivatives, see Notes 5 and 19.

**Sonoco Products Company (Sonoco)**

In February 2015, the company acquired Sonoco's metal end and closure manufacturing facilities in Canton, Ohio, and entered into a long-term supply agreement with Sonoco in exchange for total cash of \$29.1 million paid at closing, \$10.5 million of contingent cash consideration and \$24.4 million of contingent noncash consideration. The facilities manufacture multiple-sized closures for the metal food container market,

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including high quality steel and aluminum easy-open ends. The financial results of Sonoco have been included in our metal food and household products packaging segment from the date of acquisition. The acquisition is not material to the company.

### 5. Business Consolidation and Other Activities

Following is a summary of business consolidation and other activity (charges)/gains included in the consolidated statements of earnings:

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
Metal beverage packaging, Americas & Asia	\$ (24.1)	\$ (7.5)	\$ (3.6)
Metal beverage packaging, Europe	(9.8)	(8.7)	(10.6)
Metal food & household products packaging	(0.5)	(41.9)	(63.7)
Aerospace & technologies	0.7	(13.9)	(0.2)
Corporate and other	(161.0)	(8.5)	(0.7)
	\$ (194.7)	\$ (80.5)	\$ (78.8)

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**5. Business Consolidation and Other Activities (continued)**

**2015**

*Metal Beverage Packaging, Americas and Asia*

During 2015, the company announced the closure of its Bristol, Virginia, metal beverage packaging end-making facility, which is expected to cease production in the second quarter of 2016. The closure will realign end-making capacities in North America to better position the company to meet customer demand. The company recorded charges of \$18.8 million in 2015, which are comprised of \$16.8 million in severance, pension and other employee benefits and other individually insignificant items totaling \$2.0 million.

During 2015, the company recorded charges of \$3.5 million related to business reorganization activities in the company's metal beverage packaging, Asia, operations and for ongoing costs related to previously closed facilities.

During the year ended December 31, 2015, the company also recognized charges of \$1.8 million for individually insignificant items.

*Metal Beverage Packaging, Europe*

During 2015, the company recorded a charge of \$4.7 million for the write down of property held for sale to fair value less cost to sell.

During 2015, the company also recognized charges of \$5.1 million for individually insignificant items.

*Metal Food and Household Products Packaging*

During 2015, the company recognized charges of \$0.5 million for individually insignificant items.

*Corporate*

During the year ended December 31, 2015, the company recorded charges of \$97.9 million for professional services and other costs associated with the proposed acquisition of Rexam announced in February 2015. Also during the year ended December 31, 2015, the company recognized losses of \$41.0 million associated with the change in fair value of its collar and option contracts entered into to reduce its exposure to currency exchange rate changes in connection with the British pound denominated cash portion of the announced, proposed acquisition of Rexam, further discussed in Note 19.

During 2015, the company recorded charges of \$14.2 million for net foreign currency gains and losses from the revaluation of foreign currency denominated restricted cash held to pay a portion of the cash component of the proposed Rexam acquisition purchase price and the revaluation of the euro-denominated debt issuance in December 2015. The company also recognized \$7.4 million for cross-currency swaps in connection with the December 2015 issuance of the \$1 billion senior notes due 2020 to more effectively match the future cash flows of our business. See Note 19 for additional information.

The company recorded charges in 2015 of \$0.5 million for individually insignificant activities.

*Aerospace & Technologies*

During 2015, the company recognized a net of \$0.7 million gain for individually insignificant items.



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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**5. Business Consolidation and Other Activities (continued)**

**2014**

*Metal Beverage Packaging, Americas and Asia*

During September 2014, the company executed a lump sum buyout offer to certain terminated vested pension plan participants in its U.S. defined benefit pension plans. The offer provided participants with a one-time election to receive a lump-sum payout in full settlement of their remaining pension benefits (see Note 15 for details). In connection with this offer, a non-cash charge of \$13.9 million was recorded in the segment for the settlement of its pension benefit obligations in 2014.

During 2014, a fire occurred at a metal beverage packaging, Americas, facility. As a result, the company recorded a gain of \$3.5 million to reflect the difference between the net book value of the impaired assets and the net insurance proceeds.

In 2014, the company received and recorded compensation of \$5.0 million for the reimbursement of severance costs incurred in connection with the company's closure and relocation of the Shenzhen, PRC, manufacturing facility in 2013.

Additionally, the company sold its plastic motor oil container and pail manufacturing business in the PRC and recorded a net loss of \$0.4 million in connection with the sale.

Also included in 2014 were net charges of \$1.7 million related to business reorganization activities in the company's metal beverage packaging, Asia, operations, and for ongoing costs related to previously closed facilities and other insignificant activities.

*Metal Beverage Packaging, Europe, and Corporate*

In 2014, the company recorded a non-cash charge of \$7.2 million for the aforementioned settlement of its pension benefit obligations.

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The company recorded charges of \$4.1 million, primarily for headcount reductions, cost-out initiatives and the relocation of the company's European headquarters from Germany to Switzerland.

During the fourth quarter, the company recorded charges of \$1.1 million related to business reorganization activities in the company's metal beverage packaging, Europe, operations. Also included in 2014 were charges of \$4.8 million related to the write-off of previously capitalized costs associated with the company's Lublin, Poland, facility, and for other insignificant activities.

### *Metal Food and Household Products Packaging*

In the fourth quarter, the company recorded a provision against the balance of a long-term receivable of \$16.5 million as a result of the financial difficulties of a metal food and household products packaging segment customer. This provision represented the company's estimate of the most likely potential loss of value it expected to incur as a result of the financial condition of this customer.

During 2014, the company recorded a non-cash charge of \$10.3 million for the aforementioned settlement of its pension benefit obligations.

In 2014, the company recorded charges of \$6.2 million related to a reduction in force to eliminate certain food can production in the Oakdale, California, facility, as well as charges related to voluntary separation programs. The year also included charges of \$3.9 million for costs in connection with the announced closure of its Danville, Illinois, steel aerosol packaging facility. Additionally, charges of \$5.0 million were recorded for previously closed facilities and other insignificant activities.

### *Aerospace and Technologies*

During 2014, the company recorded a non-cash charge of \$13.9 million for the aforementioned settlement of its pension benefit obligations.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**5. Business Consolidation and Other Activities (continued)**

**2013**

*Metal Beverage Packaging, Americas and Asia*

During July 2013, the company signed a compensation agreement for approximately \$72 million pretax with the PRC government to close the Shenzhen manufacturing facility and relocate the production capacity. Proceeds from the compensation agreement offset costs related to the closure and relocation of the Shenzhen facility and were composed of compensation for the disposal of the land and building, the disposal and transfer of machinery and equipment, business interruption losses and severance. Compensation received in excess of expenses or losses incurred by the company were reflected in business consolidation and other activities. During 2013, the company received and recorded the following: (1) \$34.0 million of compensation for land and buildings, resulting in income of \$26.2 million for the excess compensation over net book value; (2) \$26.8 million of compensation for machinery and equipment, including removal costs, of which \$3.8 million was used to offset 2013 costs and \$23.0 million was deferred in the balance sheet to offset capital expenditures for the relocation of capacity; (3) \$6.2 million of compensation for business interruption, of which \$4.1 million was recognized in cost of sales in 2013; (4) \$7.2 million of expense for severance costs, the majority of which was compensated in the first quarter of 2014 and (5) \$1.6 million for other costs that were not compensated under the agreement.

In 2013, Ball eliminated 12-ounce beverage can production from the company's Milwaukee, Wisconsin, facility.

In connection with the line shut down, the company recorded charges of \$9.7 million, composed of \$4.6 million for accelerated depreciation, \$2.1 million for severance and other employee benefits and \$3.0 million for other costs.

In addition, the company recorded net charges of \$11.3 million, primarily for ongoing costs related to the previously announced closures of Ball's Columbus, Ohio, and Gainesville, Florida, facilities and voluntary separation programs, as well as other insignificant costs.

*Metal Beverage Packaging, Europe, and Corporate*

The company recorded charges of \$11.3 million, primarily for headcount reductions, cost-out initiatives and the relocation of the company's European headquarters from Germany to Switzerland.

*Metal Food and Household Products Packaging*

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During the fourth quarter, the company announced plans to close its Danville, Illinois, steel aerosol packaging facility in the second half of 2014, and recorded charges of \$4.9 million in connection with this planned closure. The Danville facility produced steel aerosol cans and ends for household products customers, which are now supplied by other North American metal food and household products packaging facilities.

The company recorded an accounts receivable provision of \$27.0 million as a result of the October 28, 2013, bankruptcy filing of a metal food and household products packaging segment customer. This provision represented the company's estimate of the most likely potential loss of value it expected to incur on the approximately \$46.5 million accounts receivable balance as a result of the customer's bankruptcy. In October 2013, the company entered into an agreement with the customer's second lien lenders to provide, among other things, that if such lenders were the successful bidder for the customer's assets out of bankruptcy, the company would supply the lenders' can and end requirements under a new long-term contract. On February 6, 2014, the lenders were selected as the successful bidder for the customer's assets and such selection was approved by the U.S. Bankruptcy Court on February 12, 2014. The lenders acquired the customer's assets on February 28, 2014, and as a result, the company fully wrote off the accounts receivable reserved for at December 31, 2013. The company also recorded various short-term and long-term receivables in conjunction with the lender's acquisition.

The company closed its Elgin, Illinois, metal food and household products packaging facility in December 2013 and recorded total charges of \$29.0 million during the year composed of \$16.0 million for severance, pension and other employee benefits; \$4.2 million for the write down of the land and building to net realizable value; and \$8.8 million for the accelerated depreciation on assets to be abandoned and other closure costs. The Elgin facility produced steel aerosol and specialty cans, as well as flat steel sheet used by other Ball facilities, which are now supplied by other North American metal food and household products packaging facilities.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****5. Business Consolidation and Other Activities (continued)**

During 2013 the company also recorded: (1) a charge of \$5.9 million to migrate certain hourly employees from a multi-employer defined benefit pension plan as of January 1, 2014, to a Ball-sponsored defined benefit pension plan; (2) income of \$3.5 million to accrue for the reimbursement of funds paid in 2012 for the settlement of certain Canadian defined benefit pension liabilities related to previously closed facilities and (3) charges of \$0.4 million for other insignificant costs.

**6. Receivables**

(\$ in millions)	December 31,	
	2015	2014
Trade accounts receivable	\$ 759.3	\$ 800.0
Less allowances for doubtful accounts	(5.4)	(7.0)
Net trade accounts receivable	753.9	793.0
Other receivables	131.5	164.1
	\$ 885.4	\$ 957.1

Net accounts receivable under long-term contracts, due primarily from agencies of the U.S. government and their prime contractors, were \$196.2 million and \$205.8 million for the years ended December 31, 2015 and 2014, respectively, and included \$144.7 million and \$133.3 million at each period end, respectively, representing the recognized sales value of performance that was not yet billable to customers. The average length of the long-term contracts is approximately 2.5 years, and the average length remaining on those contracts at December 31, 2015, was 11 months. At December 31, 2015, \$195.1 million of net accounts receivables is expected to be collected within the next year and is related to customary fees and cost withholdings that will be paid upon milestone or contract completions, as well as final overhead rate settlements.

Other receivables include income and sales tax receivables, certain vendor rebate receivables and other miscellaneous receivables.

The company has entered into several regional uncommitted and committed accounts receivable factoring programs with various financial institutions for certain receivables of the company. The programs are accounted for as true sales of the receivables, without recourse to Ball, and had combined limits of approximately \$600 million at December 31, 2015. A total of \$478.7 million and \$197.6 million were sold under these programs as of December 31, 2015 and 2014, respectively.

**7. Inventories**

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(\$ in millions)		2015	December 31,	2014
Raw materials and supplies	\$	437.8	\$	479.2
Work-in-process and finished goods		504.2		579.2
Less inventory reserves		(43.6)		(41.7)
	\$	898.4	\$	1,016.7

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****8. Property, Plant and Equipment**

(\$ in millions)	December 31,	
	2015	2014
Land	\$ 69.5	\$ 64.6
Buildings	1,023.0	973.4
Machinery and equipment	3,904.2	3,612.5
Construction-in-progress	408.2	382.7
	5,404.9	5,033.2
Accumulated depreciation	(2,719.0)	(2,602.5)
	\$ 2,685.9	\$ 2,430.7

Property, plant and equipment are stated at historical or acquired cost. Depreciation expense amounted to \$247.3 million, \$239.5 million, and \$261.3 million for the years ended December 31, 2015, 2014 and 2013, respectively.

**9. Goodwill**

(\$ in millions)	Metal Beverage Packaging, Americas & Asia	Metal Beverage Packaging, Europe	Metal Food & Household Products Packaging	Aerospace & Technologies	Total
Balance at December 31, 2013	\$ 740.7	\$ 1,037.2	\$ 613.2	\$ 8.6	\$ 2,399.7
Business disposition	(1.2)				(1.2)
Effects of currency exchange rates		(123.3)	(20.7)		(144.0)
Balance at December 31, 2014	739.5	913.9	592.5	8.6	2,254.5
Business acquisition			35.5		35.5
Effects of currency exchange rates		(97.3)	(16.2)		(113.5)
Balance at December 31, 2015	\$ 739.5	\$ 816.6	\$ 611.8	\$ 8.6	\$ 2,176.5

The company's annual goodwill impairment test completed in the fourth quarter of 2015 indicated the fair value of the metal beverage packaging, Asia (Beverage Asia) reporting unit exceeded its carrying amount by approximately 25 percent. The current supply of metal beverage packaging exceeds demand in China, resulting in pricing pressure and negative impacts on the profitability of our Beverage Asia reporting unit. If it becomes an expectation that this oversupply situation will continue for an extended period of time, the company may be required to record a noncash impairment charge for some or all of the goodwill associated with the Beverage Asia reporting unit, the total balance of which was \$78.3 million at December 31, 2015.

**10. Restricted Cash**

In December 2015, the company issued 400 million of 3.5 percent senior notes due in December 2020 and 700 million of 4.375 percent senior notes due in December 2023. Subsequent to the issuance, the company converted the net euro proceeds to British pounds. The company elected to restrict the funds in an acquisition escrow account, which enabled the reduction of its unsecured, committed bridge loan agreement capacity from £3.3 billion to £1.9 billion. The company issued additional senior notes due in December 2020 for \$1 billion. At December 31, 2015, £792 million (\$1,167 million) was held in a British pound denominated escrow account and \$987.5 million was held in a U.S. dollar escrow account. The funds in the escrow accounts will be used to pay a portion of the cash component of the announced, proposed acquisition price of Rexam and was therefore recorded as noncurrent restricted cash. There was no noncurrent restricted cash balance at December 31, 2014. Subsequent to December 31, 2015, the company converted the U.S. dollars into British pounds.



Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****11. Intangibles and Other Assets**

(\$ in millions)	2015	December 31,	2014
Investments in affiliates	\$	34.3	\$ 33.2
Intangible assets (net of accumulated amortization of \$132.9 million and \$115.2 million at December 31, 2015 and 2014, respectively)		118.4	137.1
Capitalized software (net of accumulated amortization of \$115.6 million and \$103.8 million at December 31, 2015 and 2014, respectively)		76.6	62.6
Company and trust-owned life insurance		137.0	168.1
Deferred financing costs		79.7	36.3
Long-term deferred tax assets		59.6	66.5
Other		70.6	68.5
	\$	576.2	\$ 572.3

Total amortization expense of intangible assets amounted to \$38.2 million, \$41.4 million, and \$38.6 million for the years ended December 31, 2015, 2014 and 2013, respectively. Based on intangible asset values and currency exchange rates as of December 31, 2015, total annual intangible asset amortization expense is expected to be \$40.0 million, \$36.3 million, \$32.0 million, \$24.6 million and \$21.3 million for the years 2016 through 2020, respectively, and \$40.1 million combined for all years thereafter.

In the fourth quarter 2014, the company recorded a provision against the balance of a long-term receivable of \$16.5 million as a result of the financial difficulties of a metal food and household products packaging segment customer (see Note 5).

**12. Leases**

The company leases office, warehousing and manufacturing space and certain equipment in the packaging segments and office and technical space in the aerospace and technologies segment. Certain of the company's leases in effect at December 31, 2015, include renewal options and/or escalation clauses for adjusting lease expense based on various factors. Under the company's lease arrangements, Ball has the option to purchase the leased equipment at the end of the lease term, or if the company elects not to do so, to compensate the lessors for the difference between the fair market value of the equipment and the guaranteed minimum residual value. The company's maximum risk under these lease agreements was approximately \$19.5 million as of December 31, 2015.

Total noncancellable operating leases in effect at December 31, 2015, require rental payments of \$33.1 million, \$26.5 million, \$21.1 million, \$16.2 million and \$10.1 million for the years 2016 through 2020, respectively, and \$44.7 million combined for all years thereafter. Lease expense for all operating leases was \$65.6 million, \$81.2 million, and \$73.2 million in 2015, 2014 and 2013, respectively.



Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****13. Debt and Interest Costs**

Long-term debt and interest rates in effect consisted of the following:

(\$ in millions)	December 31,	
	2015	2014
<b>Notes Payable</b>		
6.75% Senior Notes, due September 2020	\$	\$ 500.0
5.75% Senior Notes, due May 2021		500.0
5.25% Senior Notes, due July 2025	1,000.0	
5.00% Senior Notes, due March 2022	750.0	750.0
4.375% Senior Notes, due December 2020	1,000.0	
4.375% Senior Notes, euro denominated, due December 2023	760.3	
4.00% Senior Notes, due November 2023	1,000.0	1,000.0
3.50% Senior Notes, euro denominated, due December 2020	434.5	
<b>Multi-currency revolver, due February 2018</b>		
<b>Bridge Facility</b>		
<b>Senior Credit Facilities, due June 2018 (at variable rates)</b>		
Term C Loan, euro denominated (2014 - 1.65%)		92.9
<b>Latapack-Ball Notes Payable, denominated in various currencies</b>		
(2015 - 4.35%; 2014 - 4.14%)	167.5	204.2
<b>Other (including discounts and premiums)</b>	(4.5)	1.7
	5,107.8	3,048.8
Less: Current portion of long-term debt	(53.6)	(55.0)
	\$ 5,054.2	\$ 2,993.8

At December 31, 2015, taking into account outstanding letters of credit and excluding availability under the accounts receivable securitization program, approximately \$2.2 billion was available under the company's long-term, multi-currency committed revolving credit facilities, which are available until February 2018. In addition to these facilities, the company had approximately \$452 million of short-term uncommitted credit facilities available at December 31, 2015, of which \$23.7 million was outstanding and due on demand. At December 31, 2014, the company had \$10.1 million outstanding under short-term uncommitted credit facilities. The weighted average interest rate of the outstanding short-term facilities was 0.9 percent at December 31, 2015, and 1.5 percent at December 31, 2014.

Short-term debt and current portion of long-term debt on the balance sheet includes the company's borrowings under its existing accounts receivable securitization agreement, with no amounts outstanding at December 31, 2015, and \$110 million outstanding at December 31, 2014. This agreement, which has been amended and extended from time to time, is scheduled to mature in June 2017 and allows the company to borrow against a maximum amount of accounts receivable that varies between \$90 million and \$140 million depending on the seasonal accounts receivable balance in the company's North American packaging businesses.



Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****13. Debt and Interest Costs (continued)**

Following is a summary of debt refinancing and other costs included in the consolidated statements of earnings:

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
<b>Debt Refinancing and Other Costs:</b>			
Redemption of 6.75% and 5.75% senior notes, due September 2020 and May 2021, respectively	\$ (55.8)	\$	\$
Unsecured, committed bridge facility	(22.8)		
Economic hedge - interest rate risk	(15.9)		
Partial extinguishment of committed bridge facility	(10.7)		
Partial extinguishment of revolving credit facility	(5.0)		
Interest expense on 3.5% and 4.375% senior notes	(4.6)		
Refinance of senior credit facilities	(1.7)		
Redemption of 7.375% senior notes, due September 2019		(33.1)	
Early repayment of Term A loan			(26.5)
Other individually insignificant			(1.5)
	<b>\$ (116.5)</b>	<b>\$ (33.1)</b>	<b>\$ (28.0)</b>

In February 2015, Ball entered into a new \$3 billion revolving credit facility to replace the existing approximate \$1 billion revolving credit facility, repay its \$92.9 million Term C loan, repay the outstanding balance on the existing revolving credit facility, redeem the 2020 and 2021 senior notes and repay the existing private placement debt of Rexam upon closing of the announced, proposed acquisition of Rexam. The new revolving credit facility expires in February 2018 and accrues interest at LIBOR plus an applicable margin based on the net leverage ratio of the company, which varies from 1.25 percent to 1.75 percent. In June 2015, Ball issued \$1 billion of 5.25 percent senior notes due in July 2025. Ball used the net proceeds of the offering and other available cash to repay borrowings under its revolving credit facility and reduced the borrowing capacity under the revolving credit facility from \$3 billion to \$2.25 billion. In connection with this partial extinguishment, the company recorded a charge of \$5.0 million, which is included in debt refinancing and other costs, a component of total interest expense, in the consolidated statements of earnings.

Also in February 2015, the company entered into a £3.3 billion unsecured bridge loan agreement, pursuant to which lending institutions have agreed, subject to limited conditions, to provide financing necessary to pay the cash portion of the consideration payable to Rexam shareholders upon consummation of the proposed acquisition of Rexam and related fees and expenses. The unsecured bridge loan agreement will bear interest that can vary depending on the amount borrowed and the duration that the facility is outstanding. These charges of \$22.8 million are included in debt refinancing and other costs, a component of total interest expense, in the consolidated statements of earnings. The interest for the unsecured bridge loan agreement can vary, not to exceed 7.0 percent per annum. The availability under the unsecured bridge loan agreement was reduced to £1.9 billion, which resulted in the write-off of \$10.7 million of unamortized deferred financing costs, which is included in debt refinancing and other costs.

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In March 2015, Ball redeemed its outstanding 6.75 percent senior notes and 5.75 percent senior notes due in September 2020 and May 2021, respectively, at a price per note of 103.375 percent and 106.096 percent, respectively, of the outstanding principal amounts plus accrued interest. The redemption resulted in a pre-tax charge in interest expense of \$55.8 million, composed of the redemption premiums and the write-offs of related debt financing costs.

In December 2015, the company issued \$1 billion of 4.375 percent senior notes, 400 million of 3.5 percent senior notes, all due in December 2020, and 700 million of 4.375 percent senior notes, due in December 2023. The company intends to use the proceeds to pay a portion of the cash consideration payable in the proposed Rexam acquisition. Until the Rexam acquisition is consummated, the interest on these senior notes is recorded in debt refinancing and other costs, which totalled \$4.6 million. In the event the Rexam acquisition is not consummated on or prior to November 15, 2016, these senior notes will be callable by the lender, requiring the company to effect the redemption of all of the outstanding notes of each series at the applicable redemption price of face value plus accrued and unpaid interest. This would result in use of restricted cash to redeem these senior notes and pay any additional fees.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**13. Debt and Interest Costs (continued)**

In December 2013, Ball announced the redemption of its outstanding 7.375 percent senior notes due in September 2019 in the amount of \$315.4 million. The redemption occurred on January 10, 2014, at a price per note of 108.01 percent of the outstanding principal amount plus accrued interest. The redemption of the bonds resulted in a pretax charge in the first quarter of 2014 of \$33.1 million for the call premium and the write off of unamortized financing costs and premiums. These charges are included in debt refinancing and other costs, a component of interest expense, in the consolidated statement of earnings.

In June 2013, we amended the senior credit facilities and extended the term from December 2015 to June 2018. In connection with the amendment, we recorded a charge of \$0.4 million for the write-off of unamortized financing costs, which is included in debt refinancing and other costs, a component of total interest expense, in the consolidated statements of earnings.

In May 2013, Ball: (1) issued \$1 billion of 4.00 percent senior notes due in November 2023; (2) tendered for the redemption of its 7.125 percent senior notes originally due in September 2016 in the amount of \$375 million, at a redemption price per note of 105.322 percent of the outstanding principal amount plus accrued interest; and (3) repaid the \$125 million Term A loan, which was a component of the senior credit facilities. The redemption of the senior notes, all of which occurred in the second quarter of 2013, and the early repayment of the Term A loan resulted in charges of \$26.5 million for the tender and call premiums, as well as the write-off of unamortized financing costs and issuance discounts. These charges are included in debt refinancing and other costs, a component of interest expense, in the consolidated statement of earnings.

The fair value of the long-term debt was estimated to be \$5.2 billion at December 31, 2015, which approximated the carrying value of \$5.1 billion. The fair value was estimated to be \$3.1 billion at December 31, 2014, which approximated the carrying value of \$3.0 billion. The fair value reflects the market rates at each period end for debt with credit ratings similar to the company's ratings and is classified as Level 2 within the fair value hierarchy. Rates currently available to the company for loans with similar terms and maturities are used to estimate the fair value of long-term debt based on discounted cash flows.

Long-term debt obligations outstanding at December 31, 2015, have maturities (net of discounts of \$8.5 million related to 2018) of \$53.6 million, \$47.6 million, \$23.5 million, \$11.3 million and \$1,446.5 million in the years ending December 31, 2016 through 2020, respectively, and \$3,525.3 million thereafter.

Ball provides letters of credit in the ordinary course of business to secure liabilities recorded in connection with certain self-insurance arrangements. Letters of credit outstanding at December 31, 2015 and 2014, were \$15.8 million and \$16.3 million, respectively.

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Interest payments (net of capitalized interest) were \$130.0 million, \$168.6 million and \$187.5 million in 2015, 2014 and 2013, respectively.

The senior notes and senior credit facilities are guaranteed on a full, unconditional and joint and several basis by certain of the company's wholly owned domestic subsidiaries. Certain foreign denominated tranches of the senior credit facilities are similarly guaranteed by certain of the company's wholly owned foreign subsidiaries. Note 23 contains further details, as well as required condensed consolidating financial information for the company, segregating the guarantor subsidiaries and non-guarantor subsidiaries as defined in the senior notes agreements.

The U.S. note agreements, bank credit agreement and accounts receivable securitization agreement contain certain restrictions relating to dividend payments, share repurchases, investments, financial ratios, guarantees and the incurrence of additional indebtedness. The most restrictive of the company's debt covenants require the company to maintain a leverage ratio (as defined) of no greater than 4.00.

The company was in compliance with all loan agreements and debt covenants at December 31, 2015 and 2014, and has met all debt payment obligations.



Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****14. Taxes on Income**

The amount of earnings before income taxes is:

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
U.S.	\$ 46.4	\$ 279.7	\$ 242.9
Foreign	299.1	365.9	340.7
	\$ 345.5	\$ 645.6	\$ 583.6

The provision for income tax expense is:

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
<b>Current</b>			
U.S.	\$ 26.1	\$ 50.8	\$ 47.2
State and local	7.0	17.7	3.6
Foreign	75.7	69.5	100.4
Total current	108.8	138.0	151.2
<b>Deferred</b>			
U.S.	(37.9)	8.9	28.5
State and local	(4.1)	(1.1)	(0.7)
Foreign	(19.8)	4.1	(29.4)
Total deferred (a)	(61.8)	11.9	(1.6)
<b>Tax provision</b>	\$ 47.0	\$ 149.9	\$ 149.6

(a) Amounts do not include tax benefits related to discontinued operations of \$(0.2) million in 2013.

The income tax provision recorded within the consolidated statements of earnings differs from the provision determined by applying the U.S. statutory tax rate to pretax earnings as a result of the following:

Years Ended December 31,

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(\$ in millions)	2015	2014	2013
Statutory U.S. federal income tax	\$ 120.9	\$ 226.0	\$ 204.3
Increase (decrease) due to:			
Foreign tax rate differences	(50.7)	(57.3)	(45.5)
U.S. state and local taxes, net	1.8	6.9	1.6
U.S. taxes on foreign earnings, net of tax credits	1.7	11.8	26.4
U.S. manufacturing deduction	(3.8)	(6.8)	(4.3)
U.S. research and development tax credits	(14.8)	(8.5)	(17.9)
Uncertain tax positions, including interest	(3.6)	(7.9)	(3.4)
Company and trust-owned life insurance	(2.2)	(4.9)	(6.3)
Other, net	(2.3)	(9.4)	(5.3)
Provision for taxes	\$ 47.0	\$ 149.9	\$ 149.6
Effective tax rate expressed as a percentage of pretax earnings	13.6%	23.2%	25.6%

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**14. Taxes on Income (continued)**

The 2015 full year effective income tax rate was 13.6 percent compared to 2014 of 23.2 percent. The lower tax rate in 2015 compared to 2014 was primarily due to business consolidation and other activities incurred in the U.S., lower U.S. taxes on foreign earnings, and increased research and development tax credits, partially offset by decreased favorable nonrecurring discrete tax items in the 2015 effective tax rate.

The 2014 full year effective income tax rate was 23.2 percent compared to 2013 of 25.6 percent. The lower tax rate in 2014 was primarily the result of a higher foreign tax rate differential, lower U.S. taxes on foreign earnings and the 2014 releases of uncertain tax positions which exceeded those occurring in 2013, partially offset by lower 2014 U.S. research and development tax credits.

Ball's Serbian subsidiary was granted an income tax holiday that applies to only a portion of earnings and expired at the end of 2015. In addition, the Serbian subsidiary was granted tax relief equal to 80 percent of additional local investment with a ten-year period that will expire in 2022. The tax relief may be used to offset tax on earnings not covered by the initial tax holiday and has \$18.8 million remaining as of December 31, 2015. In 2011 and 2012, Ball's Brazilian subsidiary was granted two tax holidays expiring in 2021 and 2022. Under the terms of the holidays, a certain portion of Brazil earnings receive up to a 19 percent tax exemption. The exemption reduced income tax by \$16.1 million, \$16.4 million and \$14.7 million in 2015, 2014, and 2013, respectively. One of Ball's Polish subsidiaries was granted a tax holiday in 2014 based on new capital investment. The holiday provides up to \$33.9 million of tax relief over a ten year period.

Due to the U.S. tax status of certain Ball subsidiaries in Canada and the PRC, the company annually provides U.S. taxes on foreign earnings in those subsidiaries, net of any estimated foreign tax credits. Current taxes are also provided on certain other undistributed earnings that are currently taxable in the U.S. Net U.S. taxes primarily provided for Brazil, Canada and PRC earnings in 2015, 2014, and 2013 were \$1.7 million, \$11.8 million and \$26.4 million, respectively. Management's intention is to indefinitely reinvest undistributed earnings of Ball's remaining foreign subsidiaries. The indefinite reinvestment assertion is supported by both long-term and short-term forecasts and U.S. financial requirements, including, but not limited to, operating cash flows, capital expenditures, debt maturities and dividends. As a result, the company has not provided deferred taxes on earnings in certain non-U.S. subsidiaries because such earnings are intended to be indefinitely reinvested in its international operations. Retained earnings in non-U.S. subsidiaries totaled \$2,021.7 million as of December 31, 2015. It is not practical to estimate the additional taxes that may become payable upon the eventual remittance of these foreign earnings to the U.S.; however, repatriation of these earnings could result in a material increase to the company's effective tax rate.

Net income tax payments were \$58.4 million, \$163.2 million and \$111.4 million in 2015, 2014 and 2013, respectively.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****14. Taxes on Income (continued)**

The significant components of deferred tax assets and liabilities were:

(\$ in millions)	2015	December 31,	2014
<b>Deferred tax assets:</b>			
Deferred compensation	\$ 109.6	\$	105.7
Accrued employee benefits	113.0		128.1
Plant closure costs	3.1		3.4
Accrued pensions	177.3		175.5
Inventory and other reserves	21.2		19.4
Net operating losses, foreign tax credits and other tax attributes	105.0		108.8
Unrealized losses on currency exchange and derivative transactions	57.1		24.4
Transaction costs	33.9		
Other	32.4		26.2
Total deferred tax assets	652.6		591.5
Valuation allowance	(90.3)		(92.4)
Net deferred tax assets	562.3		499.1
<b>Deferred tax liabilities:</b>			
Property, plant and equipment	(267.2)		(242.4)
Goodwill and other intangible assets	(155.2)		(141.1)
Other	(17.3)		(30.2)
Total deferred tax liabilities	(439.7)		(413.7)
<b>Net deferred tax asset (liability)</b>	<b>\$ 122.6</b>	<b>\$</b>	<b>85.4</b>

The net deferred tax asset (liability) was included in the consolidated balance sheets as follows:

(\$ in millions)	2015	December 31,	2014
Deferred taxes and other current assets	\$ 96.3	\$	54.9
Intangibles and other assets, net	59.6		66.5
Other current liabilities	(3.1)		(3.6)
Deferred taxes and other liabilities	(30.2)		(32.4)
<b>Net deferred tax asset</b>	<b>\$ 122.6</b>	<b>\$</b>	<b>85.4</b>

At December 31, 2015, Ball's European subsidiaries had net operating loss carryforwards, primarily with no expiration date, of \$34.6 million with a related tax benefit of \$9.7 million. Ball's Canadian subsidiaries had net operating loss carryforwards, expiring between 2027 and 2034, of

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\$96.0 million with a related tax benefit of \$25.4 million. One of Ball's Mexican subsidiaries had net operating loss carryforwards of \$23.1 million with a related tax benefit of \$6.9 million expiring between 2021 and 2025. Due to the uncertainty of ultimate realization, the European and Canadian benefits have been fully offset by valuation allowances while the Mexican net operating losses are expected to be fully utilized. A few of Ball's U.S. subsidiaries had state net operating loss carryforwards with a tax benefit of \$13.9 million that expire between 2016 and 2034. At December 31, 2015, the company had foreign tax credit carryforwards of \$47.1 million expiring between 2018 and 2024; however, due to the uncertainty of realization, the benefits of state net operating losses and foreign tax credit carryforwards have been fully offset by valuation allowances.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****14. Taxes on Income (continued)**

A rollforward of the unrecognized tax benefits related to uncertain income tax positions at December 31 follows:

(\$ in millions)	2015	2014	2013
Balance at January 1	\$ 65.5	\$ 78.3	\$ 76.6
Additions based on tax positions related to the current year	1.0	1.4	1.7
Additions for tax positions of prior years	2.2	7.7	5.5
Reductions for settlements	(8.4)		(7.2)
Reductions due to lapse of statute of limitations	(5.7)	(16.5)	(0.2)
Effect of foreign currency exchange rates	(4.1)	(5.4)	1.9
Balance at December 31	\$ 50.5	\$ 65.5	\$ 78.3

The annual provisions for income taxes included tax benefits related to uncertain tax positions, including interest, of \$3.6 million, \$7.9 million and \$3.4 million in 2015, 2014 and 2013, respectively.

At December 31, 2015, the amount of unrecognized tax benefits that, if recognized, would reduce tax expense was \$57.2 million. Within the next 12 months, it is reasonably possible that unrecognized tax benefits may decrease by as much as \$0.1 million as a result of settlements with various taxing jurisdictions. The company and its subsidiaries file various income tax returns in the U.S. federal, various state, local and foreign jurisdictions. The U.S. federal statute of limitations is closed for years prior to 2012. With a few exceptions, the company is no longer subject to examination by state and local tax authorities for years prior to 2008. The company's significant non-U.S. filings are in Germany, France, the United Kingdom, the Netherlands, Poland, Serbia, Switzerland, the PRC, Canada, Brazil, the Czech Republic, Mexico and Argentina. At December 31, 2015, the company is either under examination or has been notified of a pending examination by tax authorities in Germany, the United Kingdom, Hong Kong, Canada and various U.S. states.

The company recognizes the accrual of interest and penalties related to unrecognized tax benefits in income tax expense. Ball recognized \$1.6 million of tax benefit, \$1.3 million of tax expense and \$2.7 million of tax expense in 2015, 2014 and 2013, respectively, for potential interest on these items. At December 31, 2015 and 2014, the accrual for uncertain tax positions included potential interest expense of \$9.2 million and \$11.2 million, respectively. No penalties have been accrued.

**15. Employee Benefit Obligations**

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(\$ in millions)	December 31,	
	2015	2014
Underfunded defined benefit pension liabilities	\$ 705.1	\$ 724.1
Less current portion and prepaid pension assets	(16.6)	(19.4)
Long-term defined benefit pension liabilities	688.5	704.7
Retiree medical and other postemployment benefits	147.8	169.0
Deferred compensation plans	280.8	272.2
Other	30.1	32.4
	\$ 1,147.2	\$ 1,178.3

The company's pension plans cover U.S., Canadian and European employees meeting certain eligibility requirements. The defined benefit plans for salaried employees, as well as those for hourly employees in Germany and the United Kingdom, provide pension benefits based on employee compensation and years of service. Plans for North American hourly employees provide benefits based on fixed rates for each year of service. While the German plans are not funded, the company maintains book reserves, and annual additions to the reserves are generally tax deductible. With the exception of the German plans, our policy is to fund the defined benefit plans in amounts at least sufficient to satisfy statutory funding requirements taking into consideration what is currently deductible under existing tax laws and regulations.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****15. Employee Benefit Obligations (continued)**

The company also participates in multi-employer defined benefit plans for which Ball is not the sponsor. The aggregated annual 2015 expense for these plans of \$1.3 million, which approximated the total annual funding, is included in the summary of net periodic benefit cost. The risks of participating in multi-employer pension plans are different from single-employer plans. Assets contributed to a multi-employer plan by one employer may be used to provide benefits to employees of other participating employers. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. In the event that Ball withdraws from participation in one of these plans, then applicable law could require the company to make additional lump-sum contributions to the plan. The company's withdrawal liability for any multi-employer defined benefit pension plan would depend on the extent of the plan's funding of vested benefits. Additionally, if a multi-employer defined benefit pension plan fails to satisfy certain minimum funding requirements, the IRS may impose a nondeductible excise tax of 5 percent on the amount of the accumulated funding deficiency for those employers contributing to the plan.

In 2014, the company updated the mortality tables used to calculate its U.S. defined benefit pension and other postretirement benefit liabilities. In October 2014, the Society of Actuaries' Retirement Plans Experience Committee (RPEC) released new mortality tables known as RP 2014. The new tables released by the RPEC reflected substantial life expectancy improvements. The company evaluated the new mortality tables and chose to value its U.S. defined benefit pension and other postretirement benefit liabilities using an alternative assumption of future mortality based on past history that is more representative of the company's expectations around future improvements in mortality rates for the plan participants. The company's assumptions reflect anticipated future improvements in mortality rates. This alternative assumption was determined to be credible by the company's actuaries and meets professional actuarial standards.

**Defined Benefit Pension Plans**

An analysis of the change in benefit accruals for 2015 and 2014 follows:

(\$ in millions)	December 31,					
	U.S.	2015 Foreign	Total	U.S.	2014 Foreign	Total
<b>Change in projected benefit obligation:</b>						
Benefit obligation at prior year end	\$ 1,416.1	\$ 743.2	\$ 2,159.3	\$ 1,284.2	\$ 704.6	\$ 1,988.8
Service cost	52.1	14.9	67.0	46.3	13.4	59.7
Interest cost	57.2	18.4	75.6	62.0	25.7	87.7
Benefits paid	(99.9)	(28.0)	(127.9)	(51.4)	(32.7)	(84.1)
Net actuarial (gains) losses	(70.9)	(37.1)	(108.0)	184.0	105.4	289.4
Effect of exchange rates		(64.5)	(64.5)		(73.2)	(73.2)



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Settlements/curtailments/special termination	3.8		3.8	(102.8)		(102.8)
Plan amendments and other	3.3	(0.2)	3.1	(6.2)		(6.2)
Benefit obligation at year end	1,361.7	646.7	2,008.4	1,416.1	743.2	2,159.3
<b>Change in plan assets:</b>						
Fair value of assets at prior year end	1,098.0	337.2	1,435.2	1,109.5	277.4	1,386.9
Actual return on plan assets	(11.1)	9.6	(1.5)	48.4	65.2	113.6
Employer contributions	0.6	1.6	2.2	94.3	26.9	121.2
<b>Contributions to unfunded</b>						
German plans (a)		18.1	18.1		22.2	22.2
Benefits paid	(99.9)	(28.0)	(127.9)	(51.4)	(32.7)	(84.1)
Effect of exchange rates		(22.8)	(22.8)		(21.8)	(21.8)
Settlements				(102.8)		(102.8)
Fair value of assets at end of year	987.6	315.7	1,303.3	1,098.0	337.2	1,435.2
<b>Underfunded status</b>	\$ (374.1)	\$ (331.0)(a)	\$ (705.1)	\$ (318.1)	\$ (406.0)(a)	\$ (724.1)

(a) The German plans are unfunded and the liability is included in the company's consolidated balance sheets. Benefits are paid directly by the company to the participants. The German plans represented \$317.1 million and \$393.9 million of the total unfunded status at December 31, 2015 and 2014, respectively.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****15. Employment Benefit Obligations (continued)**

Amounts recognized in the consolidated balance sheets for the funded status consisted of:

(\$ in millions)	December 31,			December 31,		
	U.S.	2015 Foreign	Total	U.S.	2014 Foreign	Total
Prepaid pension cost	\$	\$ 1.5	\$ 1.5	\$	\$ 1.8	\$ 1.8
Defined benefit pension liabilities	(374.1)	(332.5)	(706.6)	(318.1)	(407.8)	(725.9)
	\$ (374.1)	\$ (331.0)	\$ (705.1)	\$ (318.1)	\$ (406.0)	\$ (724.1)

Amounts recognized in accumulated other comprehensive earnings (loss) consisted of:

(\$ in millions)	December 31,			December 31,		
	U.S.	2015 Foreign	Total	U.S.	2014 Foreign	Total
Net actuarial loss	\$ 586.7	\$ 128.8	\$ 715.5	\$ 606.3	\$ 183.0	\$ 789.3
Net prior service cost (credit)	11.2	(1.6)	9.6	7.9	(1.9)	6.0
Tax effect and currency exchange rates	(253.1)	(27.1)	(280.2)	(239.0)	(50.1)	(289.1)
	\$ 344.8	\$ 100.1	\$ 444.9	\$ 375.2	\$ 131.0	\$ 506.2

The accumulated benefit obligation for all U.S. defined benefit pension plans was \$1,301.5 million and \$1,355.2 million at December 31, 2015 and 2014, respectively. The accumulated benefit obligation for all foreign defined benefit pension plans was \$592.5 million and \$675.1 million at December 31, 2015 and 2014, respectively. Following is the information for defined benefit plans with an accumulated benefit obligation in excess of plan assets:

(\$ in millions)	December 31,			December 31,		
	U.S.	2015 Foreign	Total	U.S.	2014 Foreign	Total
Projected benefit obligation	\$ 1,361.7	\$ 359.4	\$ 1,721.1	\$ 1,416.0	\$ 440.2	\$ 1,856.2
Accumulated benefit obligation	1,301.5	338.8	1,640.3	1,355.2	411.1	1,766.3

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Fair value of plan assets	987.6	35.0(a)	1,022.6	1,098.0	40.5(a)	1,138.5
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(a) *The German plans are unfunded and, therefore, there is no fair value of plan assets associated with them. The unfunded status of those plans was \$317.1 million and \$393.9 million at December 31, 2015 and 2014, respectively.*

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****15. Employee Benefit Obligations (continued)**

Components of net periodic benefit cost were:

(\$ in millions)	Years Ended December 31,									
	2015			2014			2013			
	U.S.	Foreign	Total	U.S.	Foreign	Total	U.S.	Foreign	Total	
<b>Ball-sponsored plans:</b>										
Service cost	\$ 52.1	\$ 14.9	\$ 67.0	\$ 46.3	\$ 13.4	\$ 59.7	\$ 48.7	\$ 12.1	\$ 60.8	
Interest cost	57.2	18.4	75.6	62.0	25.7	87.7	55.2	24.0	79.2	
Expected return on plan assets	(79.2)	(19.7)	(98.9)	(82.6)	(17.0)	(99.6)	(77.3)	(16.7)	(94.0)	
Amortization of prior service cost	(1.1)	(0.4)	(1.5)	(0.1)	(0.5)	(0.6)		(0.4)	(0.4)	
Recognized net actuarial loss	39.0	9.2	48.2	29.5	8.2	37.7	42.5	7.8	50.3	
Curtailed and settlement losses (gains), including special termination benefits	4.9		4.9	45.3		45.3	6.1	1.7	7.8	
Net periodic benefit cost for Ball-sponsored plans	72.9	22.4	95.3	100.4	29.8	130.2	75.2	28.5	103.7	
<b>Multi-employer plans:</b>										
Net periodic benefit cost, excluding curtailment loss	1.3		1.3	2.0		2.0	2.6		2.6	
Curtailed and settlement losses (gains)							9.8		9.8	
Net periodic benefit cost for multi-employer plans	1.3		1.3	2.0		2.0	12.4		12.4	
Total net periodic benefit cost	\$ 74.2	\$ 22.4	\$ 96.6	\$ 102.4	\$ 29.8	\$ 132.2	\$ 87.6	\$ 28.5	\$ 116.1	

In September 2014, the company executed a lump sum buyout offer to certain terminated vested pension plan participants in its U.S. defined benefit pension plans. The offer provided participants with a one-time election to receive a lump-sum payout in full settlement of their remaining pension benefit. The company recorded a non-cash charge of \$45.3 million for the settlement of its pension benefit obligations in connection with this offer in 2014, based on pension asset values and liabilities at the time of the settlement.

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Curtailement losses in 2013 are related to the closure of the company's Elgin, Illinois, facility and the migration of certain of the company's Weirton, West Virginia, hourly employees from a multi-employer defined benefit pension plan to a Ball-sponsored defined benefit pension plan as of January 1, 2014. Further details are available in Note 5.

The estimated actuarial net gain (loss) and prior service cost for the defined benefit pension plans that will be amortized from accumulated other comprehensive earnings (loss) into net periodic benefit cost during 2016 are a loss of \$37.4 million and a gain of \$1.4 million, respectively.

Contributions to the company's defined benefit pension plans, not including the unfunded German plans, are expected to be in the range of \$31 million in 2016. This estimate may change based on changes in the Pension Protection Act and actual plan asset performance and available company cash flow, among other factors. Benefit payments related to these plans are expected to be \$94.1 million, \$97.4 million, \$100.9 million, \$104.5 million and \$108.6 million for the years ending December 31, 2016 through 2020, respectively, and a total of \$584 million for the years 2021 through 2025. Payments to participants in the unfunded German plans are expected to be approximately \$16 million to \$18 million in each of the years 2016 through 2020 and a total of \$75 million for the years 2021 through 2025.

Weighted average assumptions used to determine benefit obligations for the North American plans at December 31 were:

	2015	U.S. 2014	2013	2015	Canada 2014	2013
Discount rate	4.60%	4.15%	5.00%	3.50%	3.50%	4.25%
Rate of compensation increase	4.80%	4.80%	4.80%	3.00%	3.00%	3.00%

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****15. Employee Benefit Obligations (continued)**

Weighted average assumptions used to determine benefit obligations for the European plans at December 31 were:

	2015	United Kingdom 2014	2013	2015	Germany 2014	2013
Discount rate	3.75%	3.75%	4.50%	2.25%	1.75%	3.25%
Rate of compensation increase	3.00%	3.00%	4.25%	2.50%	2.50%	2.75%
Pension increase	3.15%	3.15%	3.40%	1.75%	1.75%	1.75%

The discount and compensation increase rates used above to determine the benefit obligations at December 31, 2015, will be used to determine net periodic benefit cost for 2016. A reduction of the expected return on pension assets assumption by one quarter of a percentage point would result in an approximate \$3.4 million increase in 2016 pension expense, while a quarter of a percentage point reduction in the discount rate applied to the pension liability would result in estimated additional pension expense of \$4.8 million in 2016.

Weighted average assumptions used to determine net periodic benefit cost for the North American plans for the years ended December 31 were:

	2015	U.S. 2014	2013	2015	Canada 2014	2013
Discount rate	4.15%	5.00%	4.13%	3.50%	4.25%	4.00%
Rate of compensation increase	4.80%	4.80%	4.80%	3.00%	3.00%	3.00%
Expected long-term rate of return on assets	7.25%	7.25%	7.63%	4.00%	4.56%	4.55%

Weighted average assumptions used to determine net periodic benefit cost for the European plans for the years ended December 31 were:

	2015	United Kingdom 2014	2013	2015	Germany 2014	2013
Discount rate	3.75%	4.50%	4.50%	1.75%	3.25%	3.25%
Rate of compensation increase	3.00%	4.25%	3.75%	2.50%	2.75%	2.75%
Pension increase	3.15%	3.40%	2.90%	1.75%	1.75%	1.75%
Expected long-term rate of return on assets	6.50%	6.50%	7.00%	N/A	N/A	N/A

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Current financial accounting standards require that the discount rates used to calculate the actuarial present value of pension and other postretirement benefit obligations reflect the time value of money as of the measurement date of the benefit obligation and reflect the rates of return currently available on high quality fixed-income securities whose cash flows (via coupons and maturities) match the timing and amount of future benefit payments of the plan. In addition, changes in the discount rate assumption should reflect changes in the general level of interest rates.

In selecting the U.S. discount rate for December 31, 2015, several benchmarks were considered, including Moody's long-term corporate bond yield for A bonds, the Citigroup Pension Liability Index, the JP Morgan 15+ year corporate bond yield for A bonds and the Merrill Lynch 15+ year corporate bond yield for A bonds. In addition, the expected cash flows from the plans were modeled relative to the Citigroup Pension Discount Curve and matched to cash flows from a portfolio of bonds rated A or better. When determining the appropriate discount rate, the company contemplated the impact of lump sum payment options under its U.S. plans when considering the appropriate yield curve. In Canada the markets for locally denominated high-quality, longer term corporate bonds are relatively thin. As a result, the approach taken in Canada was to use yield curve spot rates to discount the respective benefit cash flows and to compute the underlying constant bond yield equivalent. The Canadian discount rate at December 31, 2015, was selected based on a review of the expected benefit payments for each of the Canadian defined benefit plans over the next 60 years and then discounting the resulting cash flows to the measurement date using the AA corporate bond spot rates to determine the equivalent level discount rate. In the United Kingdom and Germany, the company and its actuarial consultants considered the applicable iBoxx 15+ year AA corporate bond yields for the respective markets and determined a rate consistent with those expectations. In all countries, the discount rates selected for December 31, 2015, were based on the range of values obtained from cash flow specific methods, together with the changes in the general level of interest rates reflected by the benchmarks.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**15. Employee Benefit Obligations (continued)**

The assumption related to the expected long-term rate of return on plan assets reflects the average rate of earnings expected on the funds invested to provide for the benefits over the life of the plans. The assumption was based upon Ball's pension plan asset allocations, investment strategies and the views of investment managers and other large pension plan sponsors. Some reliance was placed on historical asset returns of our plans. An asset-return model was used to project future asset returns using simulation and asset class correlation. The analysis included expected future risk premiums, forward-looking return expectations derived from the yield on long-term bonds and the price earnings ratios of major stock market indexes, expected inflation and real risk-free interest rate assumptions and the fund's expected asset allocation.

The expected long-term rates of return on assets were calculated by applying the expected rate of return to a market related value of plan assets at the beginning of the year, adjusted for the weighted average expected contributions and benefit payments. The market related value of plan assets used to calculate the expected return was \$1,395.3 million for 2015, \$1,470.9 million for 2014 and \$1,238.5 million for 2013.

For pension plans, accumulated actuarial gains and losses in excess of a 10 percent corridor and the prior service cost are amortized over the average remaining service period of active participants or over the average life expectancy for plans with significant inactive participants.

**Defined Benefit Pension Plan Assets**

*Policies and Allocation Information*

Investment policies and strategies for the plan assets in the U.S., Canada and the United Kingdom are established by pension investment committees of the company and its relevant subsidiaries and include the following common themes: (1) to provide for long-term growth of principal without undue exposure to risk, (2) to minimize contributions to the plans, (3) to minimize and stabilize pension expense and (4) to achieve a rate of return above the market average for each asset class over the long term. The pension investment committees are required to regularly, but no less frequently than once annually, review asset mix and asset performance, as well as the performance of the investment managers. Based on their reviews, which are generally conducted quarterly, investment policies and strategies are revised as appropriate.

Target asset allocations in the U.S. and Canada are set using a minimum and maximum range for each asset category as a percent of the total funds' market value. Assets contributed to the United Kingdom plans are invested using established percentages. Following are the target asset allocations established as of December 31, 2015:



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	U.S.	Canada	United Kingdom(c)
Cash and cash equivalents	0-10%	0-2%	4%
Equity securities	10-75%(a)	8-12%	20%
Fixed income securities	25-70%(b)	88-92%	64%
Absolute return investments			9%
Alternative investments	0-35%		3%

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(a) *Equity securities may consist of: (1) up to 25 percent large cap equities, (2) up to 10 percent mid cap equities, (3) up to 10 percent small cap equities, (4) up to 35 percent foreign equities and (5) up to 35 percent special equities. Holdings in Ball Corporation common stock or Ball bonds cannot exceed 5 percent of the trust's assets.*

(b) *Debt securities may include up to 10 percent non-investment grade bonds, up to 10 percent bank loans and up to 15 percent international bonds.*

(c) *The percentages provided reflect the asset allocation percentage at December 31, 2015. The portfolio mix is expected to be adjusted over time toward more fixed-income securities.*

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****15. Employee Benefit Obligations (continued)**

The actual weighted average asset allocations for Ball's defined benefit pension plans, which individually were within the established targets for each country for that year, were as follows at December 31:

	2015	2014
Cash and cash equivalents	2%	3%
Equity securities	37%	38%
Fixed income securities	52%	50%
Alternative investments	9%	9%
	100%	100%

*Fair Value Measurements of Pension Plan Assets*

Following is a description of the valuation methodologies used for pension assets measured at fair value:

*Cash and cash equivalents:* Consist of cash on deposit with brokers and short-term U.S. Treasury money market funds and are net of receivables and payables for securities traded at the period end but not yet settled. All cash and cash equivalents are stated at cost, which approximates fair value.

*Corporate equity securities:* Valued at the closing price reported on the active market on which the individual security is traded.

*U.S. government and agency securities:* Valued using the pricing of similar agency issues, live trading feeds from several vendors and benchmark yields.

*Corporate bonds and notes:* Valued using market inputs including benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers and reference data including market research publications. Inputs may be prioritized differently at certain times based on market conditions.

*Commingled funds:* The shares held are valued at the net asset value (NAV) at year end.

*Limited partnerships and other:* Certain of the partnership investments receive fair market valuations on a quarterly basis. Certain other partnerships invest in market-traded securities, both on a long and short basis. These investments are valued using quoted market prices. For the partnership that invests in timber properties, a detailed valuation is performed by an independent appraisal firm every three years. In the interim years, the investment manager updates the independently prepared valuation for property value changes, timber growth, harvesting, etc.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****15. Employee Benefit Obligations (continued)**

The company's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of the fair value of assets and liabilities and their placement within the fair value hierarchy levels. The levels assigned to the defined benefit plan assets are summarized in the tables below:

(\$ in millions)	December 31, 2015			Total
	Level 1	Level 2	Level 3	
U.S. pension assets, at fair value:				
Cash and cash equivalents	\$ 2.9	\$ 66.0	\$	\$ 68.9
Corporate equity securities:				
Consumer discretionary	46.6			46.6
Financials	37.4			37.4
Healthcare	25.9			25.9
Industrials	61.2			61.2
Information technology	53.2			53.2
Other	34.1	18.4		52.5
U.S. government and agency securities:				
FHLMC mortgage backed securities		14.4		14.4
FNMA mortgage backed securities		55.9		55.9
Treasury bonds	31.7			31.7
Other	11.7	12.2		23.9
Corporate bonds and notes:				
Financials		91.5		91.5
Industrials		21.1		21.1
Oil and gas		21.5		21.5
Private placement		37.3		37.3
Other		84.6		84.6
Commingled funds				
International	15.9	50.7		66.6
Other	2.2	64.1		66.3
Limited partnerships and other		64.4	62.7	127.1
Total assets	\$ 322.8	\$ 602.1	\$ 62.7	\$ 987.6

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****15. Employee Benefit Obligations (continued)**

(\$ in millions)	December 31, 2014			Total
	Level 1	Level 2	Level 3	
U.S. pension assets, at fair value:				
Cash and cash equivalents	\$ 0.9	\$ 88.7	\$	\$ 89.6
Corporate equity securities:				
Consumer discretionary	53.8			53.8
Industrials	58.7			58.7
Information technology	57.5			57.5
Other	116.6	34.4		151.0
U.S. government and agency securities:				
FHLMC mortgage backed securities		14.7		14.7
FNMA mortgage backed securities		49.9		49.9
Other	49.1	13.1		62.2
Corporate bonds and notes:				
Financials		96.5		96.5
Oil and gas		33.4		33.4
Private placement		44.8		44.8
Other		113.5		113.5
Commingled funds				
International	19.5	68.7		88.2
Other	3.3	50.3		53.6
Limited partnerships and other		67.6	63.0	130.6
Total assets	\$ 359.4	\$ 675.6	\$ 63.0	\$ 1,098.0

The following is a reconciliation of the U.S. Level 3 assets for the two years ended December 31, 2015 (dollars in millions):

Balance at December 31, 2013	\$	51.9
Actual return on plan assets relating to assets still held at the reporting date		9.5
Purchases		9.1
Sales		(7.5)
Balance at December 31, 2014		63.0
Actual return on plan assets relating to assets still held at the reporting date		3.3
Purchases		7.9
Sales		(11.5)
Balance at December 31, 2015	\$	62.7

(\$ in millions)	December 31,	
	2015	2014

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Canadian pension assets, at fair value (all Level 2):			
Equity commingled funds	\$	3.0	\$ 3.9
Fixed income commingled funds		27.5	34.5
Fixed income securities		6.8	8.7
Total assets	\$	37.3	\$ 47.1

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****15. Employee Benefit Obligations (continued)**

(\$ in millions)	2015	December 31,	2014
U.K. pension assets, at fair value (all Level 2):			
Cash and cash equivalents	\$	10.9	\$
Equity commingled funds		54.4	71.3
Fixed income commingled funds		174.0	174.1
Absolute return funds		24.5	17.2
Alternative investments		8.2	22.8
Net assets	\$	272.0	\$ 285.4

**Other Postemployment Benefits**

The company sponsors postretirement health care and life insurance plans for substantially all U.S. and Canadian employees. Employees may also qualify for long-term disability, medical and life insurance continuation and other postemployment benefits upon termination of active employment prior to retirement. All of the Ball-sponsored postretirement health care and life insurance plans are unfunded and, with the exception of life insurance benefits, are self-insured.

In Canada, the company provides supplemental medical and other benefits in conjunction with Canadian provincial health care plans. Most U.S. salaried employees who retired prior to 1993 are covered by noncontributory defined benefit medical plans with capped lifetime benefits. Ball provides a fixed subsidy toward each retiree's future purchase of medical insurance for U.S. salaried and substantially all nonunion hourly employees retiring after January 1, 1993. Life insurance benefits are noncontributory. Ball has no commitments to increase benefits provided by any of the postemployment benefit plans.

An analysis of the change in other postretirement benefit accruals for 2015 and 2014 follows:

(\$ in millions)	2015	2014
<b>Change in benefit obligation:</b>		
Benefit obligation at prior year end	\$ 154.1	\$ 155.4
Service cost	1.5	1.4
Interest cost	6.0	7.3
Benefits paid	(8.7)	(11.4)
Net actuarial (gain) loss	(17.3)	3.1

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Special termination benefits		2.1	
Effect of exchange rates and other		(2.9)	(1.7)
<b>Benefit obligation at year end</b>	\$	134.8	\$ 154.1

Components of net periodic benefit cost were:

(\$ in millions)	Years Ended December 31,			
	2015	2014	2013	
Service cost	\$ 1.5	\$ 1.4	\$ 1.7	
Interest cost	6.0	7.3	6.6	
Amortization of prior service cost	(0.6)	(0.5)	(0.5)	
Recognized net actuarial loss (gain)	(1.6)	(1.5)	(0.6)	
Special termination benefits	2.1		1.9	
Net periodic benefit cost	\$ 7.4	\$ 6.7	\$ 9.1	



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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**15. Employee Benefit Obligations (continued)**

Approximately \$2.5 million of estimated net actuarial gain and \$0.6 million of prior service benefit will be amortized from accumulated other comprehensive earnings (loss) into net periodic benefit cost during 2016.

The assumptions used for the determination of benefit obligations and net periodic benefit cost were the same as those used for the U.S. and Canadian defined benefit pension plans. For other postretirement benefits, accumulated actuarial gains and losses and prior service cost are amortized over the average remaining service period of active participants.

For the U.S. health care plans at December 31, 2015, a 7.5 percent health care cost trend rate was used for pre-65 and post-65 benefits, and trend rates were assumed to decrease to 5 percent in 2021 and remain at that level thereafter. For the Canadian plans, a 4.5 percent health care cost trend rate was used, which was assumed to increase to 5 percent by 2018 and remain at that level in subsequent years. Benefit payment caps exist in many of the company's health care plans.

Health care cost trend rates can have an effect on the amounts reported for the health care plan. A one-percentage point increase in assumed health care cost trend rates would increase the total of service and interest cost by \$0.2 million and the postretirement benefit obligation by \$2.9 million. A one-percentage point decrease would decrease the total of service and interest cost by \$0.2 million and the postretirement benefit obligation by \$2.8 million.

**Deferred Compensation Plans**

Certain management employees may elect to defer the payment of all or a portion of their annual incentive compensation into the company's deferred compensation plan and/or the company's deferred compensation stock plan. The employee becomes a general unsecured creditor of the company with respect to any amounts deferred. Amounts deferred into the deferred compensation stock plan receive a 20 percent company match with a maximum match of \$20,000 per year. Amounts deferred into the deferred compensation stock plan are represented in the participant's account as stock units, with each unit having a value equivalent to one share of Ball's common stock. Participants in the deferred compensation stock plan are allowed to reallocate a prescribed number of units to other notional investment funds subject to specified time constraints.

**Other Benefit Plans**

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The company matches U.S. salaried employee contributions to the 401(k) plan with shares of Ball common stock up to 100 percent of the first 3 percent of a participant's salary plus 50 percent of the next 2 percent. The expense associated with the company match amounted to \$23.6 million, \$23.6 million and \$23.5 million for 2015, 2014 and 2013, respectively.

In addition, substantially all employees within the company's aerospace and technologies segment who participate in Ball's 401(k) plan may receive a performance-based matching cash contribution of up to 4 percent of base salary. The company recognized no additional compensation expenses related to this program in 2015 and 2013 and \$4.7 million of additional compensation expense in 2014.

### **16. Shareholders' Equity**

At December 31, 2015, the company had 550 million shares of common stock and 15 million shares of preferred stock authorized, both without par value. Preferred stock includes 550,000 authorized but unissued shares designated as Series A Junior Participating Preferred Stock.

Under the company's shareholder Rights Agreement dated July 26, 2006, as amended, one half of a preferred stock purchase right (Right) is attached to each outstanding share of Ball Corporation common stock. Subject to adjustment, each Right entitles the registered holder to purchase from the company one one-thousandth of a share of Series A Junior Participating Preferred Stock at an exercise price of \$185 per Right. Subject to certain limited exceptions for passive investors, if a person or group acquires 10 percent or more of the company's outstanding common stock (or upon occurrence of certain other events), the Rights (other than those held by the acquiring person) become exercisable and generally entitle the holder to purchase shares of Ball Corporation common stock at a 50 percent discount. The Rights, which expire in 2016, are redeemable by the company at a redemption price of \$0.001 per Right and trade with the common stock. Exercise of such Rights would cause substantial dilution to a person or group attempting to acquire control of the company without the approval of Ball's board of directors. The Rights would not interfere with any merger or other business combinations approved by the board of directors.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****16. Shareholders Equity (continued)**

The company's share repurchases, net of issuances, totaled \$99.5 million in 2015, \$360.1 million in 2014 and \$398.8 million in 2013.

In March 2014, in a privately negotiated transaction, Ball entered into an accelerated share repurchase agreement to buy \$100 million of its common shares using cash on hand and available borrowings. The company advanced the \$100 million on March 7, 2014, and received 1,538,740 shares, which represented 85 percent of the total shares as calculated using the closing price on March 3, 2014. The agreement was settled in June 2014, and the company received an additional 245,196 shares, which represented a weighted average price of \$56.06 for the entire contract price.

**Accumulated Other Comprehensive Earnings (Loss)**

The activity related to accumulated other comprehensive earnings (loss) was as follows:

(\$ in millions)	Foreign Currency Translation	Pension and Other Postretirement Benefits (Net of Tax)	Effective Derivatives (Net of Tax)	Accumulated Other Comprehensive Earnings (Loss)
December 31, 2013	\$ 180.7	\$ (391.8)	\$ (38.8)	\$ (249.9)
Other comprehensive earnings (loss) before reclassifications	(199.1)	(159.4)	4.3	(354.2)
Amounts reclassified from accumulated other comprehensive earnings (loss)		51.3	30.7	82.0
December 31, 2014	(18.4)	(499.9)	(3.8)	(522.1)
Other comprehensive earnings (loss) before reclassifications	(165.1)	25.4	(18.2)	(157.9)
Amounts reclassified from accumulated other comprehensive earnings (loss)		29.6	10.5	40.1
December 31, 2015	\$ (183.5)	\$ (444.9)	\$ (11.5)	\$ (639.9)

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****16. Shareholders Equity (continued)**

The following table provides additional details of the amounts recognized into net earnings from accumulated other comprehensive earnings (loss):

(\$ in millions)	December 31,		
	2015	2014	2013
<b>Gains (losses) on cash flow hedges:</b>			
Commodity contracts recorded in net sales	\$ 5.4	\$ (6.2)	\$ 8.4
Commodity contracts and currency exchange contracts recorded in cost of sales	(23.6)	(27.2)	(35.9)
Currency exchange contracts recorded in SG&A expense	1.7		
Interest rate contracts recorded in interest expense	(0.2)		(1.0)
Total before tax effect	(16.7)	(33.4)	\$ (28.5)
Tax benefit (expense) on amounts reclassified into earnings	6.2	2.7	7.1
Recognized gain (loss)	\$ (10.5)	\$ (30.7)	\$ (21.4)
<b>Amortization of pension and other postretirement benefits (a):</b>			
Prior service income (cost)	\$ 1.0	\$ 0.6	\$ 1.0
Actuarial gains (losses)	(47.7)	(36.8)	(49.8)
Effect of pension settlement		(45.3)	
Total before tax effect	(46.7)	(81.5)	(48.8)
Tax benefit (expense) on amounts reclassified into earnings	17.1	30.2	18.2
Recognized gain (loss)	\$ (29.6)	\$ (51.3)	\$ (30.6)

(a) These components are included in the computation of net periodic benefit cost included in Note 15.

**Noncontrolling Interest**

Ball acquired the remaining interests in its Latapack-Ball joint venture in Brazil for consideration of approximately 5.7 million treasury shares of Ball common stock, valued at \$403.0 million, and \$17.4 million in cash. The accounting guidance requires changes in noncontrolling interests that do not result in a change of control to be recorded as an equity transaction. Where there is a difference between the fair value of consideration paid and the carrying value of the noncontrolling interest, it is recorded to common stock. The difference of \$220.2 million between the noncontrolling interest carrying value of \$200.2 million at the time of acquisition and the fair value of the consideration paid of \$420.4 million was recorded as a decrease to common stock. The acquisition of the joint venture company was completed in December 2015, and Latapack-Ball is now a wholly owned subsidiary of Ball Corporation.

**17. Stock-Based Compensation Programs**

The company has shareholder-approved stock plans under which options and stock-settled appreciation rights (SSARs) have been granted to employees at the market value of the company's stock on the date of grant. In the case of stock options, payment must be made by the employee at the time of exercise in cash or with shares of stock owned by the employee, which are valued at fair market value on the date exercised. For SSARs, the employee receives the share equivalent of the difference between the fair market value on the date exercised and the exercise price of the SSARs exercised. In general, options and SSARs are exercisable in four equal installments commencing one year from the date of grant and terminating 10 years from the date of grant. A summary of stock option activity for the year ended December 31, 2015, follows:

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	<b>Outstanding Options and SSARs</b>	
	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>
Beginning of year	9,738,030	\$ 32.76
Granted	1,231,865	66.15
Exercised	(1,201,987)	27.92
Canceled/forfeited	(51,657)	46.74
End of period	9,716,251	37.50
Vested and exercisable, end of period	6,748,255	\$ 30.15
Reserved for future grants	8,657,680	

The weighted average remaining contractual term for all options and SSARs outstanding at December 31, 2015, was 5.3 years and the aggregate intrinsic value (difference in exercise price and closing price at that date) was \$342.3 million. The weighted average remaining contractual term for options and SSARs vested and exercisable at December 31, 2015, was 4.1 years and the aggregate intrinsic value was \$287.4 million. The company received \$21.6 million, \$22.9 million and \$17.0 million from options exercised during 2015, 2014 and 2013, respectively, and the intrinsic value associated with these exercises was \$32.9 million, \$31.4 million and \$17.1 million for the same periods, respectively. The tax benefit associated with the company's stock compensation programs was \$21.3 million for 2015, and was reported as other financing activities in the consolidated statement of cash flows. The total fair value of options and SSARs vested during 2015, 2014 and 2013 was \$11.7 million, \$13.3 million and \$11.4 million, respectively.

These options and SSARs cannot be traded in any equity market. However, based on the Black-Scholes option pricing model, options and SSARs granted in 2015, 2014 and 2013 have estimated weighted average fair values at the date of grant of \$14.20 per share, \$9.81 per share and \$8.69 per share, respectively. The actual value an employee may realize will depend on the excess of the stock price over the exercise price on the date the option or SSAR is exercised. Consequently, there is no assurance that the value realized by an employee will equal the fair value estimated at the grant date. The fair values were estimated using the following weighted average assumptions:

	<b>2015 Grants</b>	<b>2014 Grants</b>	<b>2013 Grants</b>
Expected dividend yield	0.79%	1.06%	1.13%
Expected stock price volatility	22.11%	21.41%	22.02%
Risk-free interest rate	1.39%	1.65%	1.02%
Expected life of options (in years)	5.85 years	5.50 years	5.50 years

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In addition to stock options and SSARs, the company issues to certain employees restricted shares and restricted stock units, which vest over various periods. Other than the performance-contingent grants discussed below, such restricted shares and restricted stock units generally vest in equal installments over five years. Compensation cost is recorded based upon the fair value of the shares at the grant date.

Following is a summary of restricted stock activity for the year ended December 31, 2015:

	<b>Number of Shares/Units</b>	<b>Weighted Average Grant Price</b>
Beginning of year	1,220,661	\$ 33.92
Granted	192,831	68.83
Vested	(546,294)	28.17
Canceled/forfeited	(5,253)	52.62
End of period	861,945	45.27

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****17. Stock-Based Compensation Programs (continued)**

In January 2015, 2014 and 2013, the company's board of directors granted 116,559, 143,305 and 148,875 performance-contingent restricted stock units (PCEQs), respectively, to key employees. These PCEQs vest three years from the date of grant, and the number of shares available at the vesting date are based on the company's increase in economic value added (EVA®) dollars compared to the EVA® dollars generated in the calendar year prior to the grant and ranging from zero to 200 percent of each participant's assigned award opportunity. If the minimum performance goals are not met, the shares will be forfeited. Grants under the plan are being accounted for as equity awards and compensation expense is recorded based upon the most probable outcome using the closing market price of the shares at the grant date. On a quarterly basis, the company reassesses the probability of the goals being met and adjusts compensation expense as appropriate. The expense associated with the performance-contingent grants totaled \$7.1 million, \$6.9 million and \$7.6 million in 2015, 2014 and 2013, respectively.

For the years ended December 31, 2015, 2014 and 2013, the company recognized in selling, general and administrative expenses pretax expense of \$24.7 million (\$15.4 million after tax), \$25.1 million (\$15.6 million after tax) and \$24.5 million (\$14.9 million after tax), respectively, for share-based compensation arrangements. At December 31, 2015, there was \$35.0 million of total unrecognized compensation cost related to nonvested share-based compensation arrangements. This cost is expected to be recognized in earnings over a weighted average period of 2.5 years.

In connection with the employee stock purchase plan, the company contributes 20 percent of each participating employee's monthly payroll deduction up to a maximum contribution of \$500 toward the purchase of Ball Corporation common stock. Company contributions for this plan were \$3.5 million in 2015, 2014 and 2013.

**18. Earnings Per Share**

(\$ in millions, except per share amounts; shares in thousands)	Years Ended December 31,		
	2015	2014	2013
Net earnings attributable to Ball Corporation	\$ 280.9	\$ 470.0	\$ 406.8
Basic weighted average common shares	137,300	138,508	145,943
Effect of dilutive securities	3,684	3,922	3,280
Weighted average shares applicable to diluted earnings per share	140,984	142,430	149,223
Basic earnings per share	\$ 2.05	\$ 3.39	\$ 2.79
Diluted earnings per share	\$ 1.99	\$ 3.30	\$ 2.73



Certain outstanding options and SSARs were excluded from the diluted earnings per share calculation because they were anti-dilutive (i.e., the sum of the proceeds, including the unrecognized compensation and windfall tax benefits, exceeded the average closing stock price for the period). The options and SSARs excluded totaled 1.2 million in 2015 and 1.3 million in 2013. There were no options or SSARs excluded in 2014.

## **19. Financial Instruments and Risk Management**

### **Policies and Procedures**

The company employs established risk management policies and procedures, which seek to reduce the company's commercial risk exposure to fluctuations in commodity prices, interest rates, currency exchange rates and prices of the company's common stock with regard to common share repurchases and the company's deferred compensation stock plan. However, there can be no assurance that these policies and procedures will be successful. Although the instruments utilized involve varying degrees of credit, market and interest risk, the counterparties to the agreements are expected to perform fully under the terms of the agreements. The company monitors counterparty credit risk, including lenders, on a regular basis, but Ball cannot be certain that all risks will be discerned or that its risk management policies and procedures will always be effective. Additionally, in the event of default under the company's master derivative agreements, the non-defaulting party has the option to set-off any amounts owed with regard to open derivative positions.

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**Ball Corporation**

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**19. Financial Instruments and Risk Management (continued)**

**Commodity Price Risk**

*Aluminum*

The company manages commodity price risk in connection with market price fluctuations of aluminum ingot through two different methods. First, the company enters into container sales contracts that include aluminum ingot-based pricing terms that generally reflect the same price fluctuations under commercial purchase contracts for aluminum sheet. The terms include fixed, floating or pass-through aluminum ingot component pricing. Second, the company uses certain derivative instruments such as option and forward contracts as economic and cash flow hedges of commodity price risk where there are material differences between sales and purchase contracted pricing and volume.

At December 31, 2015, the company had aluminum contracts limiting its aluminum exposure with notional amounts of approximately \$509 million, of which approximately \$436 million received hedge accounting treatment. The aluminum contracts, which are recorded at fair value, include economic derivative instruments that are undesignated, as well as cash flow hedges that offset sales and purchase contracts of various terms and lengths. Cash flow hedges relate to forecasted transactions that expire within the next three years. Included in shareholders equity at December 31, 2015, within accumulated other comprehensive earnings (loss) is a net after-tax loss of \$12.7 million associated with these contracts. A net loss of \$9.5 million is expected to be recognized in the consolidated statement of earnings during the next 12 months, the majority of which will be offset by pricing changes in sales and purchase contracts, thus resulting in little or no earnings impact to Ball.

*Steel*

Most sales contracts involving our steel products either include provisions permitting the company to pass through some or all steel cost changes incurred, or they incorporate annually negotiated steel prices.

**Interest Rate Risk**

The company's objective in managing exposure to interest rate changes is to minimize the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, the company may use a variety of interest rate swaps, collars and options to manage our mix of floating and fixed-rate debt. Interest rate instruments held by the company at December 31, 2015, included

pay-fixed interest rate swaps, which effectively convert variable rate obligations to fixed-rate instruments.

At December 31, 2015, the company had outstanding interest rate swap contracts, excluding those related to the Rexam acquisition, with notional amounts of approximately \$115 million paying fixed rates expiring within the next five years. The after-tax loss included in shareholders' equity at December 31, 2015, within accumulated other comprehensive earnings (loss) is insignificant.

#### **Interest Rate Risk - Rexam Acquisition**

The company entered into interest rate swaps to hedge against rising U.S. and European interest rates to minimize its interest rate exposure associated with anticipated debt issuances in connection with the announced, proposed acquisition of Rexam. At December 31, 2015, the company had outstanding interest rate swaps with notional amounts totaling approximately \$200 million and 1,750 million. In addition, the company entered into interest rate option contracts to hedge negative Euribor rates with an aggregate notional amount of 750 million. Subsequent to 2015, the company terminated interest rate swap contracts with an aggregate notional amount of \$923 million (850 million). These contracts were not designated as hedges, and therefore, changes in the fair value of these interest swap and option contracts are recognized in the consolidated statements of earnings in debt refinancing and other costs, a component of total interest expense. The loss included in debt refinancing and other costs during 2015 associated with these contracts was \$15.9 million. The contracts outstanding at the close of 2015, expire within the next four years.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**19. Financial Instruments and Risk Management (continued)**

**Currency Exchange Rate Risk**

The company's objective in managing exposure to currency fluctuations is to limit the exposure of cash flows and earnings from changes associated with currency exchange rate changes through the use of various derivative contracts. In addition, at times the company manages earnings translation volatility through the use of currency option strategies, and the change in the fair value of those options is recorded in the company's net earnings. The company's currency translation risk results from the currencies in which we transact business. The company faces currency exposures in our global operations as a result of various factors including intercompany currency denominated loans, selling our products in various currencies, purchasing raw materials and equipment in various currencies and tax exposures not denominated in the functional currency. Sales contracts are negotiated with customers to reflect cost changes and, where there is not an exchange pass-through arrangement, the company uses forward and option contracts to manage significant currency exposures. At December 31, 2015, the company had outstanding exchange forward contracts and option contracts, excluding those for the Rexam acquisition, with notional amounts totaling approximately \$695 million. Approximately \$1.3 million of net after-tax gain related to these contracts is included in accumulated other comprehensive earnings at December 31, 2015, of which a net loss of \$0.4 million is expected to be recognized in the consolidated statement of earnings during the next 12 months. The contracts outstanding at December 31, 2015, expire within the next five years.

**Currency Exchange Rate Risk – Rexam Acquisition**

In connection with the announced, proposed acquisition of Rexam, the company entered into collar and option contracts to partially mitigate its currency exchange rate risk from February 19, 2015, through the expected closing date of the acquisition. At December 31, 2015, the company had outstanding collar and option contracts with notional amounts totaling approximately £1.8 billion (\$2.7 billion). These contracts were not designated as hedges, and therefore, changes in the fair value of these contracts are recognized in the consolidated statements of earnings in business consolidation and other activities (see Note 5). During 2015, the company recognized a loss of \$41.0 million associated with these contracts. The contracts outstanding at December 31, 2015, expire within the next year.

In connection with the December 2015 issuance of \$1 billion of U.S. dollar senior notes due 2020, the company executed cross-currency swaps to convert the fixed-rate U.S. dollar issuance to a fixed-rate euro issuance for the life of the notes to more effectively match the future cash flows of our business. The cross-currency swaps have a notional amount of \$1.0 billion and expire within five years. These contracts were not designated as hedges, and therefore, changes in the fair value of these contracts are recognized as business consolidation and other activities. During 2015, the company recognized a loss of \$7.4 million associated with these contracts. See Note 5 for additional information.

In connection with the December 2015 issuance of 1.1 billion of senior notes (400 million due 2020 and 700 million due 2023), the company subsequently converted the net euro proceeds to British pounds using new and existing currency derivative positions at an average exchange rate of approximately 1.37. The company elected to restrict the funds in an acquisition escrow account invested in British money market mutual

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funds denominated in pounds. At December 31, 2015, £792 million (\$1,167 million) was invested in the acquisition escrow accounts. Changes in the U.S. dollar and the British pound exchange rate will result in gains or losses to the acquisition escrow account, recognized as business consolidation and other activities. Subsequent to December 31, 2015, the company converted the U.S. dollars into British pounds. The British pound acquisition escrow account will be used to pay the cash component of the proposed acquisition price of Rexam.

### **Common Stock Price Risk**

The company's deferred compensation stock program is subject to variable plan accounting and, accordingly, is marked to fair value using the company's closing stock price at the end of the related reporting period. Based on current share levels in the program, each \$1 change in the company's stock price has an impact of \$1.5 million on pretax earnings. The company entered into a total return swap to reduce the company's earnings exposure to these fair value fluctuations that will be outstanding until March 2016 and has a notional value of 1 million shares. As of December 31, 2015, the fair value of the swap was a \$2.9 million gain. All gains and losses on the total return swap are recorded in the consolidated statement of earnings in selling, general and administrative expenses.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****19. Financial Instruments and Risk Management (continued)****Collateral Calls**

The company's agreements with its financial counterparties require the company to post collateral in certain circumstances when the negative mark to fair value of the contracts exceeds specified levels. Additionally, the company has collateral posting arrangements with certain customers on these derivative contracts. The cash flows of the margin calls are shown within the investing section of the company's consolidated statements of cash flows. As of December 31, 2015, the aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a net liability position was \$69.2 million and no collateral was required to be posted. As of December 31, 2014, the aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a net liability position was \$12.4 million and no collateral was required to be posted.

**Fair Value Measurements**

Ball has classified all applicable financial derivative assets and liabilities as Level 2 within the fair value hierarchy as of December 31, 2015 and 2014, and presented those values in the table below. The company's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels.

(\$ in millions)	December 31, 2015			December 31, 2014		
	Derivatives Designated as Hedging Instruments	Derivatives not Designated as Hedging Instruments	Total	Derivatives Designated as Hedging Instruments	Derivatives not Designated as Hedging Instruments	Total
<b>Assets:</b>						
Commodity contracts	\$ 6.0	\$ 4.0	\$ 10.0	\$ 3.8	\$ 1.3	\$ 5.1
Foreign currency contracts	1.9	5.6	7.5	0.8	3.5	4.3
Other contracts		2.9	2.9			
Total current derivative contracts	\$ 7.9	\$ 12.5	\$ 20.4	\$ 4.6	\$ 4.8	\$ 9.4
Commodity contracts	\$ 1.0	\$	\$ 1.0	\$ 2.2	\$ 0.5	\$ 2.7
Foreign currency contracts	0.2		0.2			
Interest rate contracts		2.1	2.1	0.4		0.4
Total noncurrent derivative contracts	\$ 1.2	\$ 2.1	\$ 3.3	\$ 2.6	\$ 0.5	\$ 3.1

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**Liabilities:**

Commodity contracts	\$	11.8	\$	5.1	\$	16.9	\$	6.9	\$	1.6	\$	8.5
Foreign currency contracts				33.0		33.0		1.6		1.3		2.9
Interest rate and other contracts		0.6				0.6		0.5		0.4		0.9
Total current derivative contracts	\$	12.4	\$	38.1	\$	50.5	\$	9.0	\$	3.3	\$	12.3
Commodity contracts	\$	7.9	\$		\$	7.9	\$	6.8	\$	0.5	\$	7.3
Interest rate contracts		0.1		23.3		23.4		0.3				0.3
Total noncurrent derivative contracts	\$	8.0	\$	23.3	\$	31.3	\$	7.1	\$	0.5	\$	7.6

The company uses closing spot and forward market prices as published by the London Metal Exchange, the Chicago Mercantile Exchange, Reuters and Bloomberg to determine the fair value of any outstanding aluminum, currency, energy, inflation and interest rate spot and forward contracts. Option contracts are valued using a Black-Scholes model with observable market inputs for aluminum, currency and interest rates. We value each of our financial instruments either internally using a single valuation technique or from a reliable observable market source. The company does not adjust the value of its financial instruments except in determining the fair value of a trade that settles in the future by discounting the value to its present value using 12-month LIBOR as the discount factor. Ball performs validations of our internally derived fair values reported for our financial instruments on a quarterly basis utilizing counterparty valuation statements. The company additionally evaluates counterparty creditworthiness and, as of December 31, 2015, has not identified any circumstances requiring that the reported values of our financial instruments be adjusted.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****19. Financial Instruments and Risk Management (continued)**

The following table provides the effects of derivative instruments in the consolidated statement of earnings and on accumulated other comprehensive earnings (loss):

(\$ in millions)	Location of Gain (Loss) Recognized in Earnings on Derivatives	2015		Years Ended December 31, 2014		2013	
		Cash Flow Hedge - Reclassified Amount from Other Comprehensive Earnings (Loss) - Gain (Loss)	Gain (Loss) on Designated as Hedge Instruments	Cash Flow Hedge - Reclassified Amount from Other Comprehensive Earnings (Loss) - Gain (Loss)	Gain (Loss) on Designated as Hedge Instruments	Cash Flow Hedge - Reclassified Amount from Other Comprehensive Earnings (Loss) - Gain (Loss)	Gain (Loss) on Designated as Hedge Instruments
Commodity contracts - manage exposure to customer pricing	Net sales	\$ 5.4	\$ 1.2	\$ (6.3)	\$ 3.1	\$ 8.4	\$ 0.2
Commodity contracts - manage exposure to supplier pricing	Cost of sales	(23.5)	(4.8)	(27.3)	1.3	(35.3)	(3.1)
Interest rate contracts - manage exposure for outstanding debt	Interest expense	(0.1)				(1.0)	
Interest rate contracts - manage exposure for forecasted Rexam financing	Debt refinancing and other costs		(15.9)				
Foreign currency contracts - manage exposure to sales of products	Cost of sales	(0.2)	2.2	0.2	(1.0)	(0.6)	(0.1)
Foreign currency contracts - manage exposure for transactions between segments	Selling, general and administrative	1.7	(7.3)		(24.0)		7.4
Foreign currency contracts - manage exposure for proposed acquisition of Rexam	Business consolidation and other activities		(41.0)				
Cross currency swaps - manage exposure for proposed acquisition of Rexam	Business consolidation and other activities		(7.4)				



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Equity and inflation contracts	Selling, general and administrative		3.9		(2.6)		0.6
Total		\$ (16.7)	\$ (69.1)	\$ (33.4)	\$ (23.2)	\$ (28.5)	\$ 5.0

The changes in accumulated other comprehensive earnings (loss) for effective derivatives were as follows:

(\$ in millions)	Years Ended December 31,		
	2015	2014	2013
<b>Amounts reclassified into earnings:</b>			
Commodity contracts	\$ 18.1	\$ 33.6	\$ 26.9
Interest rate contracts	0.1		1.0
Currency exchange contracts	(1.5)	(0.2)	0.6
<b>Change in fair value of cash flow hedges:</b>			
Commodity contracts	(29.5)	4.1	(61.6)
Interest rate contracts	(0.2)	(0.3)	0.3
Currency exchange contracts	3.8	0.7	2.2
Foreign currency and tax impacts	1.5	(2.9)	0.7
	\$ (7.7)	\$ 35.0	\$ (29.9)

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****20. Quarterly Results of Operations (Unaudited)**

The company's quarters in both 2015 and 2014 ended on March 31, June 30, September 30 and December 31.

(\$ in millions, except per share amounts)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
<b>2015</b>					
Net sales	\$ 1,923.1	\$ 2,172.3	\$ 2,097.0	\$ 1,804.6	\$ 7,997.0
Gross profit (a)	304.8	336.5	346.0	307.7	1,295.0
Earnings before taxes	\$ 27.5	\$ 237.8	\$ 17.6	\$ 62.6	\$ 345.5
Net earnings attributable to Ball Corporation	\$ 20.7	\$ 160.4	\$ 44.5	\$ 55.3	\$ 280.9
Basic earnings per share (b):	\$ 0.15	\$ 1.16	\$ 0.32	\$ 0.40	\$ 2.05
Diluted earnings per share (b):	\$ 0.15	\$ 1.13	\$ 0.32	\$ 0.39	\$ 1.99
<b>2014</b>					
Net sales	\$ 2,006.8	\$ 2,291.9	\$ 2,238.9	\$ 2,032.4	\$ 8,570.0
Gross profit (a)	336.5	387.9	372.4	336.9	1,433.7
Earnings before taxes	\$ 144.1	\$ 215.3	\$ 187.9	\$ 98.3	\$ 645.6
Net earnings attributable to Ball Corporation	\$ 93.5	\$ 153.1	\$ 147.4	\$ 76.0	\$ 470.0
Basic earnings per share (b):	\$ 0.67	\$ 1.10	\$ 1.07	\$ 0.56	\$ 3.39
Diluted earnings per share (b):	\$ 0.65	\$ 1.07	\$ 1.04	\$ 0.54	\$ 3.30

(a) Gross profit is shown after depreciation and amortization related to cost of sales of \$241.7 million and \$232.8 million for the years ended December 31, 2015 and 2014, respectively.

(b) Earnings per share calculations for each quarter are based on the weighted average shares outstanding for that period. As a result, the sum of the quarterly amounts may not equal the annual earnings per share amount.

The unaudited quarterly results of operations included business consolidation and other activities that affected the company's operating performance. Further details are included in Note 5.

**21. Contingencies**

Ball is subject to numerous lawsuits, claims or proceedings arising out of the ordinary course of business, including actions related to product liability; personal injury; the use and performance of company products; warranty matters; patent, trademark or other intellectual property infringement; contractual liability; the conduct of the company's business; tax reporting in domestic and foreign jurisdictions; workplace safety; and environmental and other matters. The company has also been identified as a potentially responsible party (PRP) at several waste disposal sites under U.S. federal and related state environmental statutes and regulations and may have joint and several liability for any investigation and remediation costs incurred with respect to such sites. Some of these lawsuits, claims and proceedings involve substantial amounts, including as described below, and some of the environmental proceedings involve potential monetary costs or sanctions that may be material. Ball has denied liability with respect to many of these lawsuits, claims and proceedings and is vigorously defending such lawsuits, claims and proceedings. The company carries various forms of commercial, property and casualty, and other forms of insurance; however, such insurance may not be applicable or adequate to cover the costs associated with a judgment against Ball with respect to these lawsuits, claims and proceedings. The company does not believe that these lawsuits, claims and proceedings are material individually or in the aggregate. While management believes the company has established adequate accruals for expected future liability with respect to pending lawsuits, claims and proceedings, where the nature and extent of any such liability can be reasonably estimated based upon then presently available information, there can be no assurance that the final resolution of any existing or future lawsuits, claims or proceedings will not have a material adverse effect on the liquidity, results of operations or financial condition of the company.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**21. Contingencies (continued)**

As previously reported, the U.S. Environmental Protection Agency (USEPA) considers the company a PRP with respect to the Lowry Landfill site located east of Denver, Colorado. In 1992, the company was served with a lawsuit filed by the City and County of Denver (Denver) and Waste Management of Colorado, Inc., seeking contributions from the company and approximately 38 other companies. The company filed its answer denying the allegations of the complaint. Subsequently in 1992, the company was served with a third-party complaint filed by S.W. Shattuck Chemical Company, Inc., seeking contribution from the company and other companies for the costs associated with cleaning up the Lowry Landfill. The company denied the allegations of the complaint.

Also in 1992, Ball entered into a settlement and indemnification agreement with Chemical Waste Management, Inc., and Waste Management of Colorado, Inc. (collectively Waste Management) and Denver pursuant to which Waste Management and Denver dismissed their lawsuit against the company, and Waste Management agreed to defend, indemnify and hold harmless the company from claims and lawsuits brought by governmental agencies and other parties relating to actions seeking contributions or remedial costs from the company for the cleanup of the site. Waste Management, Inc., has agreed to guarantee the obligations of Waste Management. Waste Management and Denver may seek additional payments from the company if the response costs related to the site exceed \$319 million. In 2003 Waste Management, Inc., indicated that the cost of the site might exceed \$319 million in 2030, approximately three years before the projected completion of the project. In January 2015, Waste Management reported that total project costs to date were approximately \$140 million. The company might also be responsible for payments (based on 1992 dollars) for any additional wastes that may have been disposed of by the company at the site but which are identified after the execution of the settlement agreement. While remediating the site, contaminants were encountered, which could add an additional cleanup cost of approximately \$10 million. This additional cleanup cost could, in turn, add approximately \$1 million to total site costs for the PRP group. At this time, there are no Lowry Landfill actions in which the company is actively involved. Based on the information available to the company at this time, we do not believe that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the company.

In November 2012, the USEPA wrote to the company asserting that it is one of at least 50 PRPs with respect to the Lower Duwamish site located in Seattle, Washington, based on the company's ownership of a glass container plant prior to 1995, and notifying the company of a proposed remediation action plan. An allocator has been selected to begin data review on over 30 industrial companies and government entities and at least two PRP groups have begun to discuss various allocation proposals, and this process may last approximately two more years. During the third quarter of 2014, the PRP groups voted to include 20 new members. The USEPA issued the site Record of Decision (ROD) on December 2, 2014. Ball submitted its initial responses to the allocator's questionnaire in March 2015, and after reviewing submissions from the PRPs alleging deficiencies in certain of Ball's responses, the allocator denied certain of the allegations and directed the company to answer others, with supplemental responses expected to be submitted during the first quarter of 2016. Total site remediation costs of \$342 million, to cover remediation of approximately 200 acres of river bottom, are expected according to the proposed remediation action plan, which does not include \$100 million that has already been spent, and which will be allocated among the numerous PRPs in due course. Based on the information available to the company at this time, we do not believe that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the company.

In February 2012, Ball Metal Beverage Container Corp. (BMBCC) filed an action against Crown Packaging Technology, Inc. (Crown) in the U.S. District Court for the Southern District of Ohio seeking a declaratory judgment that the sale and use of certain ends by BMBCC and its customers do not infringe certain claims of Crown's U.S. patents. Crown subsequently filed a counterclaim alleging infringement of certain

claims in these patents seeking unspecified monetary damages, fees and declaratory and injunctive relief. The District Court issued a claim construction order at the end of December 2015 and held a scheduling conference on February 10, 2016 to determine the timeline for future steps in the litigation. Activity in the case is now scheduled to resume in the second half of 2016. Based on the information available to the company at the present time, the company does not believe that this matter will have a material adverse effect upon the liquidity, results of operations or financial condition of the company.

The company's operations in Brazil are involved in various governmental assessments, principally related to claims for taxes on the internal transfer of inventory, gross revenue taxes and tax incentives, and which amount to approximately \$7.5 million. The company does not believe that the ultimate resolution of these matters will materially impact the company's results of operations, financial position or cash flows. Under customary local regulations, the company's Brazilian subsidiaries may need to post cash or other collateral if the process to challenge any administrative assessment proceeds to the Brazilian court system; however, the level of any potential cash or collateral required would not significantly impact the liquidity of those subsidiaries or Ball Corporation.

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**Ball Corporation**

**Notes to the Consolidated Financial Statements**

**22. Indemnifications and Guarantees**

*General Guarantees*

The company or its appropriate consolidated direct or indirect subsidiaries have made certain indemnities, commitments and guarantees under which the specified entity may be required to make payments in relation to certain transactions. These indemnities, commitments and guarantees include indemnities to the customers of the subsidiaries in connection with the sales of their packaging and aerospace products and services; guarantees to suppliers of subsidiaries of the company guaranteeing the performance of the respective entity under a purchase agreement, construction contract or other commitment; guarantees in respect of certain foreign subsidiaries' pension plans; indemnities for liabilities associated with the infringement of third party patents, trademarks or copyrights under various types of agreements; indemnities to various lessors in connection with facility, equipment, furniture and other personal property leases for certain claims arising from such leases; indemnities to governmental agencies in connection with the issuance of a permit or license to the company or a subsidiary; indemnities pursuant to agreements relating to certain joint ventures; indemnities in connection with the sale of businesses or substantially all of the assets and specified liabilities of businesses; and indemnities to directors, officers and employees of the company to the extent permitted under the laws of the State of Indiana and the United States of America. The duration of these indemnities, commitments and guarantees varies and, in certain cases, is indefinite. In addition many of these indemnities, commitments and guarantees do not provide for any limitation on the maximum potential future payments the company could be obligated to make. As such, the company is unable to reasonably estimate its potential exposure under these items.

The company records a liability for payments under promissory notes and other evidences of incurred indebtedness and for losses for any known contingent liabilities, including those that may arise from indemnifications, commitments and guarantees, when future payment is both reasonably estimable and probable. Finally, the company carries specific and general liability insurance policies and has obtained indemnities, commitments and guarantees from third party purchasers, sellers and other contracting parties, which the company believes would, in certain circumstances, provide recourse to any claims arising from these indemnifications, commitments and guarantees.

*Debt Guarantees*

The company's obligations under its senior notes and senior credit facilities are fully and unconditionally guaranteed, on a joint and several basis, by certain of the company's domestic subsidiaries. All obligations under the guarantees of the credit facilities are secured, with certain exceptions, by a valid first priority perfected lien or pledge on (i) 100 percent of the stock of each of the company's present and future direct and indirect wholly owned material domestic subsidiaries and (ii) 65 percent of the stock of each of the company's present and future wholly owned material first-tier foreign subsidiaries. These guarantees are required in support of the notes and credit facilities referred to above, terminate upon maturity of the obligations and certain other events as described in the note indentures and credit agreements and would require performance upon certain events referred to in the respective guarantees. The maximum potential amounts which could be required to be paid under the domestic guarantees are essentially equal to the then outstanding principal and interest under the respective note indentures and credit agreements. The company is not in default under the above note indentures or credit facilities. The condensed consolidating financial information for the guarantor and non-guarantor subsidiaries is presented in Note 23. Separate financial statements for the guarantor subsidiaries and the non-guarantor subsidiaries are not presented because management has determined that such financial statements are not required by the

current regulations.

*Accounts Receivable Securitization*

Ball Capital Corp. II is a separate, wholly owned corporate entity created for the purchase of accounts receivable from certain of the company's wholly owned subsidiaries. Ball Capital Corp. II's assets will be available first to satisfy the claims of its creditors. The company has been designated as the servicer pursuant to an agreement whereby Ball Capital Corp. II may sell and assign the accounts receivable to a commercial lender or lenders. As the servicer, the company is responsible for the servicing, administration and collection of the receivables and is primarily liable for the performance of such obligations. The company, the relevant subsidiaries and Ball Capital Corp. II are not in default under the above credit arrangement.

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****23. Subsidiary Guarantees of Debt**

The company's senior notes are guaranteed on a full, unconditional and joint and several basis by certain of the company's material domestic subsidiaries. Each of the guarantor subsidiaries is 100 percent owned by Ball Corporation. These guarantees are required in support of the notes, are co-terminous with the terms of the respective note indentures and would require performance upon certain events of default referred to in the respective guarantees. The maximum potential amounts that could be required to be paid under the domestic guarantees are essentially equal to the then outstanding principal and interest under the respective notes. The following is condensed consolidating financial information for the company, segregating the guarantor subsidiaries and non-guarantor subsidiaries, as of December 31, 2015 and 2014, and for the three years ended December 31, 2015, 2014 and 2013. Separate financial statements for the guarantor subsidiaries and the non-guarantor subsidiaries are not presented because management has determined that such financial statements are not required by the current regulations.

(\$ in millions)	Condensed Consolidating Statement of Earnings For the Year Ended December 31, 2015				
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
Net sales	\$	\$ 4,788.0	\$ 3,258.9	\$ (49.9)	\$ 7,997.0
<b>Cost and expenses</b>					
Cost of sales (excluding depreciation and amortization)	(0.3)	(3,958.5)	(2,551.4)	49.9	(6,460.3)
Depreciation and amortization	(5.5)	(132.5)	(147.5)		(285.5)
Selling, general and administrative	(80.2)	(170.2)	(200.9)		(451.3)
Business consolidation and other activities	(159.4)	(18.6)	(16.7)		(194.7)
Equity in results of subsidiaries	452.8	215.5		(668.3)	
Intercompany	206.8	(174.9)	(31.9)		
	414.2	(4,239.2)	(2,948.4)	(618.4)	(7,391.8)
<b>Earnings (loss) before interest and taxes</b>	414.2	548.8	310.5	(668.3)	605.2
Interest expense	(139.2)	5.5	(9.5)		(143.2)
Debt refinancing and other costs	(114.6)		(1.9)		(116.5)
Total interest expense	(253.8)	5.5	(11.4)		(259.7)
Earnings (loss) before taxes	160.4	554.3	299.1	(668.3)	345.5
Tax (provision) benefit	120.5	(110.7)	(56.8)		(47.0)
Equity in results of affiliates, net of tax		2.3	2.1		4.4
Net earnings (loss)	280.9	445.9	244.4	(668.3)	302.9
Less net earnings attributable to noncontrolling interests			(22.0)		(22.0)
Net earnings (loss) attributable to Ball Corporation	\$ 280.9	\$ 445.9	\$ 222.4	\$ (668.3)	\$ 280.9
<b>Comprehensive earnings attributable to Ball Corporation</b>	\$ 163.1	\$ 327.8	\$ 100.4	\$ (428.2)	\$ 163.1





Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****23. Subsidiary Guarantees of Debt (continued)**

(\$ in millions)	Condensed Consolidating Statement of Earnings For the Year Ended December 31, 2014					Consolidated Total
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments		
Net sales	\$	\$ 5,102.6	\$ 3,479.3	\$ (11.9)	\$	8,570.0
Cost and expenses						
Cost of sales (excluding depreciation and amortization)		(4,207.3)	(2,708.1)	11.9		(6,903.5)
Depreciation and amortization	(6.4)	(127.5)	(147.0)			(280.9)
Selling, general and administrative	(77.4)	(185.5)	(203.6)			(466.5)
Business consolidation and other activities	(11.2)	(66.6)	(2.7)			(80.5)
Equity in results of subsidiaries	470.2	265.4		(735.6)		
Intercompany	254.8	(215.8)	(39.0)			
	630.0	(4,537.3)	(3,100.4)	(723.7)		(7,731.4)
Earnings (loss) before interest and taxes	630.0	565.3	378.9	(735.6)		838.6
Interest expense	(150.0)	3.4	(13.3)			(159.9)
Debt refinancing and other costs	(33.1)					(33.1)
Total interest expense	(183.1)	3.4	(13.3)			(193.0)
Earnings (loss) before taxes	446.9	568.7	365.6	(735.6)		645.6
Tax (provision) benefit	23.1	(99.4)	(73.6)			(149.9)
Equity in results of affiliates, net of tax		1.2	1.1			2.3
Net earnings (loss)	470.0	470.5	293.1	(735.6)		498.0
Less net earnings attributable to noncontrolling interests			(28.0)			(28.0)
Net earnings (loss) attributable to Ball Corporation	\$ 470.0	\$ 470.5	\$ 265.1	\$ (735.6)	\$	470.0
Comprehensive earnings attributable to Ball Corporation	\$ 197.9	\$ 209.6	\$ 91.6	\$ (301.2)	\$	197.9

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(\$ in millions)	Condensed Consolidating Statement of Earnings For the Year Ended December 31, 2013					Consolidated Total
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments		
Net sales	\$	\$ 5,125.5	\$ 3,364.2	\$ (21.6)	\$	8,468.1
Cost and expenses						
Cost of sales (excluding depreciation and amortization)	0.1	(4,246.7)	(2,650.4)	21.6		(6,875.4)
Depreciation and amortization	(7.5)	(126.7)	(165.7)			(299.9)
Selling, general and administrative	(81.4)	(179.9)	(157.3)			(418.6)
Business consolidation and other activities	(0.7)	(88.5)	10.4			(78.8)
Equity in results of subsidiaries	426.9	248.4		(675.3)		
Intercompany	234.1	(188.3)	(45.8)			
	571.5	(4,581.7)	(3,008.8)	(653.7)		(7,672.7)
Earnings (loss) before interest and taxes	571.5	543.8	355.4	(675.3)		795.4
Interest expense	(172.0)	2.5	(14.3)			(183.8)
Debt refinancing and other costs	(27.9)		(0.1)			(28.0)
Total interest expense	(199.9)	2.5	(14.4)			(211.8)
Earnings (loss) before taxes	371.6	546.3	341.0	(675.3)		583.6
Tax (provision) benefit	35.2	(113.8)	(71.0)			(149.6)
Equity in results of affiliates, net of tax		0.4	0.2			0.6
Net earnings (loss) from continuing operations	406.8	432.9	270.2	(675.3)		434.6
Discontinued operations, net of tax		0.4				0.4
Net earnings (loss)	406.8	433.3	270.2	(675.3)		435.0
Less net earnings attributable to noncontrolling interests			(28.2)			(28.2)
Net earnings (loss) attributable to Ball Corporation	\$ 406.8	\$ 433.3	\$ 242.0	\$ (675.3)	\$	406.8
Comprehensive earnings attributable to Ball Corporation	\$ 519.0	\$ 533.2	\$ 261.3	\$ (794.5)	\$	519.0

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****23. Subsidiary Guarantees of Debt (continued)**

(\$ in millions)	Condensed Consolidating Balance Sheet December 31, 2015				
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
<b>Assets</b>					
Current assets					
Cash and cash equivalents	\$ 5.5	\$	\$ 218.5	\$	\$ 224.0
Receivables, net	39.6	224.3	621.5		885.4
Intercompany receivables	136.5	517.1	6.6	(660.2)	
Inventories, net	(0.3)	516.7	382.0		898.4
Deferred taxes and other current assets	48.8	83.5	43.9		176.2
Total current assets	230.1	1,341.6	1,272.5	(660.2)	2,184.0
Noncurrent assets					
Property, plant and equipment, net	13.8	1,026.4	1,645.7		2,685.9
Investment in subsidiaries	3,688.4	2,135.1	78.6	(5,902.1)	
Goodwill		966.5	1,210.0		2,176.5
Restricted cash	2,154.4				2,154.4
Intangibles and other assets, net	251.4	101.2	223.6		576.2
Total assets	\$ 6,338.1	\$ 5,570.8	\$ 4,430.4	\$ (6,562.3)	\$ 9,777.0
<b>Liabilities and Shareholders Equity</b>					
Current liabilities					
Short-term debt and current portion of long-term debt	\$ 0.7	\$ 0.2	\$ 76.4	\$	\$ 77.3
Accounts payable	19.4	791.8	689.6		1,500.8
Intercompany payables	105.1	0.5	554.3	(659.9)	
Accrued employee costs	16.0	133.4	80.0		229.4
Other current liabilities	145.4	60.0	128.7		334.1
Total current liabilities	286.6	985.9	1,529.0	(659.9)	2,141.6
Noncurrent liabilities					
Long-term debt	4,938.5		115.7		5,054.2
Employee benefit obligations	341.6	466.2	339.4		1,147.2
Deferred taxes and other liabilities	(479.9)	375.0	277.9	(0.3)	172.7
Total liabilities	5,086.8	1,827.1	2,262.0	(660.2)	8,515.7
Common stock					
Preferred stock			4.8	(4.8)	
Retained earnings	4,557.5	3,276.4	2,062.1	(5,338.5)	4,557.5
Accumulated other comprehensive earnings (loss)	(639.9)	(574.5)	(283.7)	858.2	(639.9)
Treasury stock, at cost	(3,628.0)				(3,628.0)
Total Ball Corporation shareholders equity	1,251.3	3,743.7	2,158.4	(5,902.1)	1,251.3
Noncontrolling interests			10.0		10.0
Total shareholders equity	1,251.3	3,743.7	2,168.4	(5,902.1)	1,261.3

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Total liabilities and shareholders equity	\$	6,338.1	\$	5,570.8	\$	4,430.4	\$	(6,562.3)	\$	9,777.0
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Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****23. Subsidiary Guarantees of Debt (continued)**

(\$ in millions)	Condensed Consolidating Balance Sheet December 31, 2014				
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminating Adjustments	Consolidated Total
<b>Assets</b>					
Current assets					
Cash and cash equivalents	\$ 1.5	\$ 0.4	\$ 189.5	\$	\$ 191.4
Receivables, net	43.7	241.3	672.1		957.1
Intercompany receivables	94.0	99.9	4.3	(198.2)	
Inventories, net		575.0	441.7		1,016.7
Deferred taxes and other current assets	3.1	75.1	70.1		148.3
Total current assets	142.3	991.7	1,377.7	(198.2)	2,313.5
Noncurrent assets					
Property, plant and equipment, net	15.1	968.0	1,447.6		2,430.7
Investment in subsidiaries	3,152.7	2,212.2	78.6	(5,443.5)	
Goodwill		931.0	1,323.5		2,254.5
Intangibles and other assets, net	232.4	93.5	246.4		572.3
Total assets	\$ 3,542.5	\$ 5,196.4	\$ 4,473.8	\$ (5,641.7)	\$ 7,571.0
<b>Liabilities and Shareholders Equity</b>					
Current liabilities					
Short-term debt and current portion of long-term debt					
	\$ 1.9	\$ 7.6	\$ 165.6	\$	\$ 175.1
Accounts payable	7.1	732.5	600.4		1,340.0
Intercompany payables	99.7	1.5	97.0	(198.2)	
Accrued employee costs	22.3	155.6	92.0		269.9
Other current liabilities	51.6	38.0	132.2		221.8
Total current liabilities	182.6	935.2	1,087.2	(198.2)	2,006.8
Noncurrent liabilities					
Long-term debt	2,750.0	0.2	243.6		2,993.8
Employee benefit obligations	329.4	432.7	416.2		1,178.3
Deferred taxes and other liabilities	(752.6)	601.8	303.3		152.5
Total liabilities	2,509.4	1,969.9	2,050.3	(198.2)	6,331.4
Common stock					
	1,131.3	2,293.5	534.0	(2,827.5)	1,131.3
Preferred stock			4.8	(4.8)	
Retained earnings	4,346.9	1,389.4	1,839.9	(3,229.3)	4,346.9
Accumulated other comprehensive earnings (loss)	(522.1)	(456.4)	(161.7)	618.1	(522.1)

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Treasury stock, at cost	(3,923.0)							(3,923.0)
Total Ball Corporation shareholders' equity	1,033.1	3,226.5	2,217.0	(5,443.5)	1,033.1			
Noncontrolling interests			206.5		206.5			
Total shareholders' equity	1,033.1	3,226.5	2,423.5	(5,443.5)	1,239.6			
Total liabilities and shareholders' equity	\$ 3,542.5	\$ 5,196.4	\$ 4,473.8	\$ (5,641.7)	\$ 7,571.0			

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****23. Subsidiary Guarantees of Debt (continued)**

(\$ in millions)	Condensed Consolidating Statement of Cash Flows For the Year Ended December 31, 2015			
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated Total
Cash provided by (used in) operating activities	\$ (13.2)	\$ 568.3	\$ 451.6	\$ 1,006.7
Cash flows from investing activities				
Capital expenditures	(7.8)	(193.7)	(326.4)	(527.9)
Business acquisition, net of cash acquired		(29.1)		(29.1)
(Increase) decrease in noncurrent restricted cash	(2,182.7)			(2,182.7)
Other, net	7.2	7.1	4.7	19.0
Cash provided by (used in) investing activities	(2,183.3)	(215.7)	(321.7)	(2,720.7)
Cash flows from financing activities				
Long-term borrowings	4,509.1		15.1	4,524.2
Repayments of long-term borrowings	(2,300.7)	(0.1)	(129.0)	(2,429.8)
Net change in short-term borrowings	(1.9)	(7.4)	(83.9)	(93.2)
Proceeds from issuances of common stock	36.0			36.0
Acquisitions of treasury stock	(135.5)			(135.5)
Common dividends	(71.8)			(71.8)
Intercompany	248.7	(340.8)	92.1	
Other, net	(73.3)	(1.7)	(17.8)	(92.8)
Cash provided by (used in) financing activities	2,210.6	(350.0)	(123.5)	1,737.1
Effect of exchange rate changes on cash	(10.1)	(3.0)	22.6	9.5
Change in cash and cash equivalents	4.0	(0.4)	29.0	32.6
Cash and cash equivalents beginning of period	1.5	0.4	189.5	191.4
Cash and cash equivalents end of period	\$ 5.5	\$	\$ 218.5	\$ 224.0



Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****23. Subsidiary Guarantees of Debt (continued)**

(\$ in millions)	Condensed Consolidating Statement of Cash Flows For the Year Ended December 31, 2014			
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated Total
Cash provided by (used in) continuing operating activities	\$ 68.3	\$ 367.8	\$ 576.4	\$ 1,012.5
Cash flows from investing activities				
Capital expenditures	(10.4)	(181.8)	(198.6)	(390.8)
Other, net	(7.9)	(10.3)	17.6	(0.6)
Cash provided by (used in) investing activities	(18.3)	(192.1)	(181.0)	(391.4)
Cash flows from financing activities				
Long-term borrowings	375.0		36.9	411.9
Repayments of long-term borrowings	(690.4)	(0.5)	(206.9)	(897.8)
Net change in short-term borrowings	1.9	(22.2)	88.5	68.2
Proceeds from issuances of common stock	37.2			37.2
Acquisitions of treasury stock	(397.3)			(397.3)
Common dividends	(72.7)			(72.7)
Intercompany	470.0	(152.9)	(317.1)	
Other, net	17.5		(12.3)	5.2
Cash provided by (used in) financing activities	(258.8)	(175.6)	(410.9)	(845.3)
Effect of exchange rate changes on cash	(8.3)		7.9	(0.4)
Change in cash and cash equivalents	(217.1)	0.1	(7.6)	(224.6)
Cash and cash equivalents beginning of period	218.6	0.3	197.1	416.0
Cash and cash equivalents end of period	\$ 1.5	\$ 0.4	\$ 189.5	\$ 191.4

Table of Contents**Ball Corporation****Notes to the Consolidated Financial Statements****23. Subsidiary Guarantees of Debt (continued)**

(\$ in millions)	Condensed Consolidating Statement of Cash Flows For the Year Ended December 31, 2013			
	Ball Corporation	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated Total
Cash provided by (used in) continuing operating activities	\$ (50.5)	\$ 464.7	\$ 427.1	\$ 841.3
Cash provided by (used in) discontinued operating activities	0.2	(2.5)		(2.3)
Total cash provided by (used in) operating activities	(50.3)	462.2	427.1	839.0
<b>Cash flows from investing activities</b>				
Capital expenditures	(6.7)	(169.2)	(202.4)	(378.3)
Business acquisition, net of cash acquired		(12.5)	(1.7)	(14.2)
Other, net	(19.6)	(2.5)	35.5	13.4
Cash provided by (used in) investing activities	(26.3)	(184.2)	(168.6)	(379.1)
<b>Cash flows from financing activities</b>				
Long-term borrowings	1,373.0	1.0	269.1	1,643.1
Repayments of long-term borrowings	(882.7)		(412.2)	(1,294.9)
Net change in short-term borrowings	(25.0)	29.6	(62.2)	(57.6)
Proceeds from issuances of common stock	32.9			32.9
Acquisitions of treasury stock	(431.7)			(431.7)
Common dividends	(75.2)			(75.2)
Intercompany	316.5	(308.6)	(7.9)	
Other, net	(6.0)		(14.6)	(20.6)
Cash provided by (used in) financing activities	301.8	(278.0)	(227.8)	(204.0)
Effect of exchange rate changes on cash	(6.8)		(7.2)	(14.0)
Change in cash and cash equivalents	218.4		23.5	241.9
Cash and cash equivalents beginning of period	0.2	0.3	173.6	174.1
Cash and cash equivalents end of period	\$ 218.6	\$ 0.3	\$ 197.1	\$ 416.0

**24. Subsequent Events**

In January 2016, the company announced that its Aerospace and Technologies segment had acquired specialized engineering cyber firm Wavefront Technologies. This acquisition is not material to the company.



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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

There were no matters required to be reported under this item.

**Item 9A. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

We have established disclosure controls and procedures to seek to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to the officers who certify the company's financial reports and to other members of senior management and the board of directors. Based on their evaluation as of December 31, 2015, the chief executive officer and chief financial officer of the company have concluded that the company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were effective.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on our evaluation under the framework in Internal Control - Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2015.

The effectiveness of our internal control over financial reporting as of December 31, 2015, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which is included in Item 8, Financial Statements and Supplementary Data.

**Changes in Internal Control**

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information**

There were no matters required to be reported under this item.

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**Part III**

**Item 10. Directors, Executive Officers and Corporate Governance of the Registrant**

The executive officers of the company as of February 16, 2016, were as follows:

Charles E. Baker, 58, Vice President, General Counsel and Corporate Secretary since July 2011; Vice President, General Counsel and Assistant Corporate Secretary from 2004 to 2011; Associate General Counsel, 1999 to 2004; various other positions within the company, 1993 to 1999.

Shawn M. Barker, 48, Vice President and Controller since January 2010; Vice President, Operations Accounting, 2006 to 2009; Corporate Director, Financial Planning and Analysis, 2004 to 2006; Manager, Planning and Analysis, 2003 to 2004.

Erik Bouts, 54, Senior Vice President and Chief Operating Officer, Global Metal Beverage Packaging, since February 2015; President Europe, Owens-Illinois from 2013 to 2014; Chief Executive Officer, The Glidden Company from 2007 to 2012; and Chief Executive Officer, Philips Lighting Company from 2002 to 2006.

Michael W. Feldser, 65, Senior Vice President, Ball Corporation, and Chief Operating Officer, Global Metal Food and Household Products Packaging, since April 2013; President, Ball Metal Food & Household Products Packaging from 2007 to 2013; and President, Ball Aerosol & Specialty Packaging, 2006 to 2007. Mr. Feldser will retire from the company in March 2016.

John A. Hayes, 50, Chairman, President and Chief Executive Officer since April 2013; President and Chief Executive Officer, 2011 to 2013; President and Chief Operating Officer during 2010; Executive Vice President and Chief Operating Officer from 2008 to 2009; various other positions within the company, 1999 to 2008.

Jeffrey A. Knobel, 44, Vice President and Treasurer since April 2011; Treasurer from 2010 to 2011; Senior Director, Treasury, 2008 to 2010; Director, Treasury Operations, 2005 to 2008; various other positions within the company, 1997 to 2005.

Scott C. Morrison, 53, Senior Vice President and Chief Financial Officer since January 2010; Vice President and Treasurer from 2002 to 2009; and Treasurer, 2000 to 2002.

Lisa A. Pauley, 54, Senior Vice President, Human Resources and Administration, since July 2011; Vice President, Administration and Compliance, 2007 to 2011; Senior Director, Administration and Compliance, 2004 to 2007; various other positions within the company, 1981

to 2004.

James N. Peterson, 47, Senior Vice President, Ball Corporation, and Chief Operating Officer, Global Metal Food and Household Products Packaging, since December 2015; Vice President, Marketing and Corporate Affairs from January 2011 to December 2015; Vice President, Marketing and Corporate Relations, 2008 to 2011; Director, Marketing North America, 2006 to 2008; and Vice President, Marketing & Business Development, U.S. Can Company, 2004 to 2006.

Robert D. Strain, 59, Senior Vice President, Ball Corporation, and President, Ball Aerospace & Technologies Corp. since April 2013; Chief Operating Officer, Ball Aerospace & Technologies Corp. from 2012 to 2013; and Director at NASA Goddard Space Flight Center from 2008 to 2012.

Leroy J. Williams, Jr., 51, Vice President, Information Technology and Services, since April 2007; and Vice President, Information Systems, 2005 to 2007.

Other information required by Item 10 appearing under the caption **Director Nominees and Continuing Directors** and **Section 16(a) Beneficial Ownership Reporting Compliance**, of the company's proxy statement to be filed pursuant to Regulation 14A within 120 days after December 31, 2015, is incorporated herein by reference.

Table of Contents**Item 11. Executive Compensation**

The information required by Item 11 appearing under the caption "Executive Compensation" in the company's proxy statement, to be filed pursuant to Regulation 14A within 120 days after December 31, 2015, is incorporated herein by reference. Additionally, the Ball Corporation 2000 Deferred Compensation Company Stock Plan, the Ball Corporation 2005 Deferred Compensation Company Stock Plan, the Ball Corporation Deposit Share Program and the Ball Corporation Directors Deposit Share Program were created to encourage key executives and other participants to acquire a larger equity ownership interest in the company and to increase their interest in the company's stock performance. Nonemployee directors may also be a participant in the 2000 Deferred Compensation Company Stock Plan and the 2005 Deferred Compensation Company Stock Plan.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

The information required by Item 12 appearing under the caption "Voting Securities and Principal Shareholders," in the company's proxy statement to be filed pursuant to Regulation 14A within 120 days after December 31, 2015, is incorporated herein by reference.

Securities authorized for issuance under equity compensation plans are summarized below:

Plan Category	Equity Compensation Plan Information		Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A)) (C)
	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (A)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (B)	
Equity compensation plans approved by security holders	8,657,680	\$ 37.50	8,657,680
Equity compensation plans not security holders approved by security holders			
<b>Total</b>	<b>8,657,680</b>	<b>\$ 37.50</b>	<b>8,657,680</b>

**Item 13. Certain Relationships and Related Transactions**

The information required by Item 13 appearing under the caption "Ratification of the Appointment of Independent Registered Public Accounting Firm," in the company's proxy statement to be filed pursuant to Regulation 14A within 120 days after December 31, 2015, is incorporated herein by reference.



**Item 14. Principal Accountant Fees and Services**

The information required by Item 14 appearing under the caption "Certain Committees of the Board," in the company's proxy statement to be filed pursuant to Regulation 14A within 120 days after December 31, 2015, is incorporated herein by reference.

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**Part IV**

**Item 15. Exhibits, Financial Statement Schedules**

(a) (1) ***Financial Statements:***

The following documents are included in Part II, Item 8:

Report of independent registered public accounting firm

Consolidated statements of earnings Years ended December 31, 2015, 2014 and 2013

Consolidated statements of comprehensive earnings Years ended December 31, 2015, 2014 and 2013

Consolidated balance sheets December 31, 2015 and 2014

Consolidated statements of cash flows Years ended December 31, 2015, 2014 and 2013

Consolidated statements of shareholders equity Years ended December 31, 2015, 2014 and 2013

Notes to consolidated financial statements

(2) ***Financial Statement Schedules:***

Financial statement schedules have been omitted, as they are either not applicable, are considered insignificant or the required information is included in the consolidated financial statements or notes thereto.

(3) ***Exhibits:***

See the Index to Exhibits, which appears at the end of this document and is incorporated by reference herein.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BALL CORPORATION  
(Registrant)

By: /s/ John A. Hayes  
John A. Hayes  
Chairman, President and Chief Executive Officer  
February 16, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

(1) Principal Executive Officer:

/s/ John A. Hayes Chairman, President and Chief Executive Officer  
John A. Hayes February 16, 2016

(2) Principal Financial and Accounting Officer:

/s/ Scott C. Morrison Senior Vice President and Chief Financial Officer  
Scott C. Morrison February 16, 2016

(3) Controller:

/s/ Shawn M. Barker Vice President and Controller  
Shawn M. Barker February 16, 2016

(4) A Majority of the Board of Directors:

/s/ Robert W. Alspaugh \* Director  
Robert W. Alspaugh February 16, 2016

/s/ Michael J. Cave \* Director  
Michael J. Cave February 16, 2016

/s/ Hanno C. Fiedler \* Director  
Hanno C. Fiedler February 16, 2016

/s/ John A. Hayes \* Chairman of the Board and Director  
John A. Hayes February 16, 2016

/s/ R. David Hoover \* Director  
R. David Hoover February 16, 2016

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/s/ Georgia R. Nelson Georgia R. Nelson	*	Director February 16, 2016
/s/ George M. Smart George M. Smart	*	Director February 16, 2016
/s/ Theodore M. Solso Theodore M. Solso	*	Director February 16, 2016
/s/ Stuart A. Taylor II Stuart A. Taylor II	*	Director February 16, 2016

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\* By John A. Hayes as Attorney-in-Fact pursuant to a Limited Power of Attorney executed by the directors listed above, which Power of Attorney has been filed with the Securities and Exchange Commission.

BALL CORPORATION  
(Registrant)

By: /s/ John A. Hayes  
John A. Hayes  
As Attorney-in-Fact  
February 16, 2016

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**Ball Corporation**

**Annual Report on Form 10-K**

**For the Year Ended December 31, 2015**

**Index to Exhibits**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.i	Amended Articles of Incorporation as of June 26, 2015 (Filed Herewith.)
3.ii	Bylaws of Ball Corporation as amended October 27, 2015 (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2015) filed October 30, 2015.
4.1(a)	Indenture, dated as of March 27, 2006, by and between Ball Corporation and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), as Trustee (filed by incorporation by reference to the Current Report on Form 8-K dated March 27, 2006) filed March 30, 2006.
4.1(b)	Seventh Supplemental Indenture, dated as of March 9, 2012, among Ball Corporation, the guarantors named therein and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.) (filed by incorporation by reference to the Current Report on Form 8-K dated March 8, 2012) filed March 9, 2012.
4.1(c)	Eighth Supplemental Indenture dated as of May 16, 2013, among Ball Corporation, the guarantors named therein and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.) (filed by incorporation by reference to Exhibit 4.2 of the Current Report on Form 8-K dated May 16, 2013) filed May 17, 2013.
4.1(d)	Tenth Supplemental Indenture, dated as of March 27, 2015, among Ball Corporation, the guarantors named therein and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.) (filed by incorporation by reference to Exhibit 4.2 of the Current Report on Form 8-K dated June 22, 2015) filed June 25, 2015.
4.1(e)	Indenture, dated as of November 27, 2015, by and between Ball Corporation and The Bank of New York Trust Company N.A. (filed by incorporation by reference to Exhibit 4.7 of the Registration Statement on Form S-3 dated November 27, 2015) filed November 27, 2015.
4.1(f)	First Supplemental Indenture, dated as of December 14, 2015, among Ball Corporation, the guarantors named therein and The Bank of New York Trust Company N.A. (filed by incorporation by reference to Exhibit 4.2 of the Current Report on Form 8-K dated December 14, 2015) filed December 16, 2015.
4.1(g)	Second Supplemental Indenture, dated as of December 14, 2015, among Ball Corporation, the guarantors named therein and The Bank of New York Trust Company N.A. (filed by incorporation by reference to Exhibit 4.4 of the Current Report on Form 8-K dated December 14, 2015) filed December 16, 2015.
4.1(h)	Third Supplemental Indenture, dated as of December 14, 2015, among Ball Corporation, the guarantors named therein and The Bank of New York Trust Company N.A. (filed by incorporation by reference to Exhibit 4.6 of the Current Report on Form 8-K dated December 14, 2015) filed December 16, 2015.
4.1(i)	Rights Agreement dated as of July 26, 2006, between Ball Corporation and Computershare Investor Services, LLC (filed by incorporation by reference to the Current Report on Form 8-K dated July 26, 2006) filed July 27, 2006.

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- 4.1(j) First Amendment to the Rights Agreement dated January 23, 2008, (filed by incorporation by reference to the Current Report on Form 8-K dated January 23, 2008) filed January 24, 2008.
- 10.1 Ball Corporation Deferred Incentive Compensation Plan (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1987) filed March 25, 1988. \*
- 10.2 Ball Corporation 1986 Deferred Compensation Plan, as amended July 1, 1994 (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed August 17, 1994. \*



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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.3	Ball Corporation 1988 Deferred Compensation Plan, as amended July 1, 1994 (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed August 17, 1994. *
10.4	Ball Corporation 1989 Deferred Compensation Plan, as amended July 1, 1994 (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended July 3, 1994) filed August 17, 1994. *
10.5	Amended and Restated Form of Severance Benefit Agreement that exists between the company and its executive officers, effective as of August 1, 1994, and as amended on January 24, 1996 (filed by incorporation by reference to the Quarterly Report on Form 10-Q for the quarter ended March 22, 1996) filed May 15, 1996, and as amended on December 17, 2008. *
10.6	Ball Corporation 1986 Deferred Compensation Plan for Directors, as amended October 27, 1987 (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1990) filed April 1, 1991. *
10.7	Ball Corporation Economic Value Added Incentive Compensation Plan dated January 1, 1994 (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 1994) filed March 29, 1995, and as amended on August 11, 2011, (filed by incorporation by reference to Exhibit 10.7 of the Annual Report on Form 10-K for the year ended December 31, 2013) filed February 24, 2014. *
10.8	Ball Corporation 1997 Stock Incentive Plan (filed by incorporation by reference to the Form S-8 Registration Statement, No. 333-26361) filed May 1, 1997. *
10.9	1993 Stock Option Plan (filed by incorporation by reference to the Form S-8 Registration Statement, No. 33-61986) filed April 30, 1993. *
10.10	Ball Corporation 2005 Deferred Compensation Plan, effective January 1, 2005 (filed by incorporation by reference to Exhibit 10.1 of the Current Report on Form 8-K dated December 23, 2005) filed December 23, 2005, and as amended and restated on January 1, 2013 (filed by incorporation by reference to Exhibit 10.10 of the Annual Report on Form 10-K for the year ended December 31, 2013) , filed February 24, 2014. *
10.11	Ball Corporation 2005 Deferred Compensation Company Stock Plan, effective January 1, 2005 (filed by incorporation by reference to Exhibit 10.2 of the Current Report on Form 8-K dated December 23, 2005) filed December 23, 2005, and as amended and restated on January 1, 2013 (filed by incorporation by reference to Exhibit 10.11 of the Annual Report on Form 10-K for the year ended December 31, 2013), filed February 24, 2014. *
10.12	Ball Corporation 2005 Deferred Compensation Plan for Directors, effective January 1, 2005 (filed by incorporation by reference to Exhibit 10.3 of the Current Report on Form 8-K dated December 23, 2005) filed December 23, 2005, and as amended and restated on January 1, 2013 (filed by incorporation by reference to Exhibit 10.12 of the Annual Report on Form 10-K for the year ended December 31, 2013), filed February 24, 2014. *
10.13	Ball Corporation 2005 Stock and Cash Incentive Plan filed by incorporation by reference to the Proxy Statement filed March 18, 2005. *
10.14	Ball Corporation 2010 Stock and Cash Incentive Plan filed by incorporation by reference to the Proxy Statement filed March 12, 2010. *
10.15	Ball Corporation 2013 Stock and Cash Incentive Plan filed by incorporation by reference to the Proxy Statement filed March 8, 2013. *

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<b>Exhibit Number</b>	<b>Description of Exhibit</b>
10.16	Credit Agreement, dated as of February 19, 2015, among Ball Corporation, Deutsche Bank AG New York Branch and certain financial institutions party thereto as lenders and initial facing agents (filed by incorporation by reference to Exhibit 10.1 of the Current Report on Form 8-K dated February 19, 2015) filed February 19, 2015.
10.17	Bridge Loan Agreement, dated February 19, 2015, among Ball Corporation, Deutsche Bank AG Cayman Islands Branch and certain financial institutions party thereto as lenders (filed by incorporation by reference to Exhibit 10.2 of the Current Report on Form 8-K dated February 19, 2015) filed February 19, 2015.
11	Statement re: Computation of Earnings per Share (filed by incorporation by reference to the notes to the consolidated financial statements in Item 8, Financial Statements and Supplementary Data ).
12	Statement re: Computation of Ratio of Earnings to Fixed Charges. (Filed herewith.)
14	Ball Corporation Executive Officers and Board of Directors Business Ethics Statement, revised July 29, 2015, filed herewith.
18.1	Letter re: Change in Accounting Principles regarding change in pension plan valuation measurement date (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 2002) filed March 27, 2003.
18.2	Letter re: Change in Accounting Principles regarding the change in accounting for certain inventories (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 2006) filed February 22, 2007.
18.3	Letter re: Change in Accounting Principles regarding the change in testing date for potential impairment of goodwill (filed by incorporation by reference to the Annual Report on Form 10-K for the year ended December 31, 2010) filed February 25, 2011.
21	List of Subsidiaries of Ball Corporation. (Filed herewith.)
23	Consent of Independent Registered Public Accounting Firm. (Filed herewith.)
24	Limited Power of Attorney. (Filed herewith.)
31.1	Certifications pursuant to Rule 13a-14(a) or Rule 15d-14(a), by John A. Hayes, President and Chief Executive Officer of Ball Corporation. (Filed herewith.)
31.2	Certifications pursuant to Rule 13a-14(a) or Rule 15d-14(a), by Scott C. Morrison, Senior Vice President and Chief Financial Officer of Ball Corporation. (Filed herewith.)
32.1	Certifications pursuant to Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, by John A. Hayes, President and Chief Executive Officer of Ball Corporation. (Furnished herewith.)
32.2	Certifications pursuant to Rule 13a-14(b) or Rule 15d-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code, by Scott C. Morrison, Senior Vice President and Chief Financial Officer of Ball Corporation. (Furnished herewith.)
99	Cautionary statement for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, as amended. (Filed herewith.)
101	The following financial information from Ball Corporation's Annual Report on Form 10-K for the year ended December 31, 2015, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Earnings, (ii) the Consolidated Statements of Comprehensive Earnings, (iii) the Consolidated Balance Sheets, (iv) the Consolidated Statements of Cash Flows, (v) the Consolidated Statements of Shareholders' Equity and Comprehensive Earnings and (vi) Notes to the Consolidated Financial Statements. (Filed herewith.)

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\* Represents a management contract or compensatory plan or agreement.

