STEPAN F QUINN
Form 4
November 30, 2018

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STEPAN F QUINN
(Last) (First) (Middle)
22 W. FRONTAGE ROAD
(Street)
NORTHFIELD, IL 60093
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
STEPAN CO [SCL]

3. Date of Earliest Transaction (Month/Day/Year)
10/26/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/26/2018		G	V	148,892	D	$ 0	126,681.833	D	
Common Stock								102.456	I	By Esop II Trust
Common Stock								170,269	I	By Spouse
Common Stock								505,222	I	Stepan Venture II Partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEPAN F QUINN 22 W. FRONTAGE ROAD NORTHFIELD, IL 60093	X			

Signatures

/s/ Matthew M. Rice, attorney-in-fact for F. Quinn Stepan	11/30/2018
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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Pro forma net income (loss)

$4,406 $976 $(715) $(1,387)

2. INVENTORIES

Inventories consist of the following:

(Dollars in thousands)	April 2, 2006	October 2, 2005
Inventories at FIFO cost		
Raw materials	$ 26,395	$ 28,999
Work-in-process	37,121	29,737
Finished goods	29,561	25,316
	93,077	84,052
LIFO reserve	(17,766)	(12,087)
Inventories, net	$ 75,311	$ 71,965

During the first six months of fiscal 2006, the LIFO reserve increased $5.7 million primarily as a result of changes in the cost of plastic resin.

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3. GOODWILL AND OTHER INTANGIBLES

The following table sets forth the change in goodwill by reportable segment during the first six months of fiscal 2006:

(Dollars in thousands)	**Metal Packaging**	**Plastics Packaging**	**Total**
Goodwill, October 2, 2005	$ 112,556	$ 106,662	$ 219,218
Correction related to the NAMPAC Acquisition		667	667
Goodwill, April 2, 2006	$ 112,556	$ 107,329	$ 219,885

During the implementation of an automated time keeping system in the first quarter of fiscal 2006 at facilities acquired in the NAMPAC Acquisition, we determined that the accrued vacation liability recorded as part of the purchase price allocation for the NAMPAC Acquisition was understated by approximately $0.7 million due to differences between actual pay practices and documentation provided and used to determine the purchase price allocation. We recorded an adjustment of $0.7 million to the accrued salaries and wages liability related to accrued vacation in the consolidated balance sheet as of January 1, 2006 with an offsetting increase to goodwill. Based on the amount of this adjustment and the impact on previously reported financial statements, management determined that such previously issued financial statements were not materially misstated.

The following table sets forth the identifiable intangible assets by major asset class:

	April 2, 2006			**October 2, 2005**		
(Dollars in thousands)	**Gross Carrying Amount**	**Accumulated Amortization**	**Net**	**Gross Carrying Amount**	**Accumulated Amortization**	**Net**
Amortized intangible assets						
Customer relationships (1)	$ 158,060	$ (27,525)	130,535	$ 158,060	$ (21,924)	$ 136,136
Tradenames (2)	22,833	(3,961)	18,872	22,833	(3,150)	19,683
Non-compete agreements (3)	401	(172)	229	401	(82)	319
Total amortized intangible assets	181,294	(31,658)	149,636	181,294	(25,156)	156,138
Unamortized intangible assets						
Technology	613		613	613		613
Total identifiable intangible assets	$ 181,907	$ (31,658)	$ 150,249	$ 181,907	$ (25,156)	$ 156,751

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(1) Useful lives range between 14 and 18 years.
(2) Useful lives range between 10 and 15 years.
(3) Useful lives range between 3 and 4 years.

We amortize finite-lived, identifiable intangible assets over their remaining useful lives, which range from 3 to 18 years. These finite-lived intangibles are amortized in proportion to the underlying cash flows that were used in determining their initial valuation. We periodically review the underlying cash flow assumptions to determine if they remain reasonable. The portion of these intangibles associated with the carryover basis from Predecessor (as defined in the Annual Report) continues to be amortized on a straight-line basis.

Expected amortization expense:

(Dollars in thousands)
Fiscal Year Ending

2006	$ 13,003
2007	13,405
2008	12,900
2009	12,510
2010	12,398
Thereafter	91,922
	$ 156,138

In the first six months of fiscal 2006, we recorded $6.5 million of the $13.0 million of amortization expense expected for fiscal year 2006. In the first six months of fiscal 2005, we recorded amortization expense of $5.9 million.

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4. LONG-TERM DEBT

Long-term debt consists of the following:

(Dollars in thousands)	April 2, 2006	October 2, 2005
10% Senior subordinated notes, due 2010	$ 200,000	$ 200,000
Senior credit facility: term loan	165,300	195,300
Total long-term debt	365,300	395,300
Less: current portion		(30,000)
Long-term debt, net of current portion	$ 365,300	$ 365,300

The current portion of long-term debt at October 2, 2005 represented a voluntary prepayment on the Term Loan made in the first quarter of fiscal 2006. Prepayments on the Term Loan reduce future scheduled payments. Our next scheduled repayment is due in December 2009.

Scheduled maturities of long-term debt as of April 2, 2006 are as follows:

(Dollars in thousands)	
Fiscal Year Ending	
2006	$
2007	
2008	
2009	
2010	40,975
Thereafter	324,325
	$ 365,300

Senior Subordinated Notes

10% Senior Notes Due 2010

The notes were issued on November 27, 2002 in a private offering of $200.0 million principal amount of 10% Senior Subordinated Notes due 2010. In December 2003, we exchanged the notes for new notes registered under the Securities Act in an equal principal amount (the Senior Notes). The Senior Notes mature on October 15, 2010. The Senior Notes are governed by an Indenture dated as of November 27, 2002 between BWAY Finance Corp. and The Bank of New York, as trustee, as assumed by BWAY Corporation on February 7, 2003 and as amended from time to time (the Indenture).

The Senior Notes are unsecured senior subordinated obligations of the Company and are effectively subordinated to all senior debt obligations (as defined in the Indenture) of the Company. Interest on the Notes is payable semi-annually in arrears on April 15 and October 15 of each year.

Except in certain cases following an equity offering, the Senior Notes cannot be redeemed until October 15, 2006. Thereafter, we may redeem some or all of these notes at the redemption prices specified in the Indenture (105.0% on October 15, 2006 declining annually to 100% on October 15, 2009), plus accrued and unpaid interest to the date of redemption. Upon the occurrence of a Change in Control (as defined in the Indenture) the holders of the Senior Notes could require us to repurchase the notes at 101% of the principal amount plus accrued and unpaid interest to the date of repurchase.

The Indenture contains covenants that, among other things, limit our ability (and some or all of our subsidiaries) to: incur additional debt, pay dividends or distributions on our capital stock or to repurchase our capital stock, make certain investments, create liens on our assets to secure

debt, engage in transactions with affiliates, merge or consolidate with another company and transfer and sell assets. These covenants are subject to a number of important limitations and exceptions. At April 2, 2006, we were in compliance with all applicable covenants contained in the Indenture.

Under the terms of the Indenture and in connection with its guarantee of our Credit Facility, NAMPAC and its subsidiaries have fully and unconditionally guaranteed the Senior Notes. The Indenture requires any current or future subsidiary of the Company that guarantees certain indebtedness of the Company to guarantee the Senior Notes (see Note 9).

We incurred and have deferred approximately $8.0 million in financing costs related to the underwriting and registration of the Senior Notes. We are amortizing these deferred costs to interest expense over the term of the notes. At April 2, 2006 and October 2, 2005, approximately $4.7 million and $5.2 million, respectively, of these deferred costs were unamortized.

Credit Facility

The credit facility consists of (a) a $225.0 million term loan facility (the Term Loan), which matures June 30, 2011 (or April 15, 2010 under certain conditions) and (b) a $30.0 million revolving credit facility (the Revolver), which matures June 30, 2009 (the Term Loan and Revolver, collectively, the Credit Facility).

We made a voluntary prepayment on the Term Loan of $30.0 million in November 2005. As a result of prepayments, our next scheduled quarterly repayment becomes due in December 2009. Repayments permanently reduce the Term Loan.

Interest accrues on the Term Loan and the Revolver at an applicable margin plus either (a) a base rate (which is the higher of prime or 0.5% in excess of the overnight federal funds rate) or (b) a Eurodollar rate. For the Term Loan, the applicable margins were initially fixed at 1.25% for base rate loans and at 2.25% for Eurodollar rate loans, and can range down to 1.00% and

2.00%, respectively, based upon meeting specified consolidated leverage ratio targets. For the Revolver, the applicable margins were initially fixed at 1.75% for base rate loans and 2.75% for Eurodollar rate loans, and can range down to 1.00% and 2.00%, respectively, based upon meeting specified consolidated leverage ratio targets. Borrowing at the base rate or the Eurodollar rate is at our discretion. The effective borrowing rate on Term Loan borrowings outstanding at April 2, 2006 was approximately 6.8%.

The credit agreement contains covenants that, among other things, limit our ability (and the ability of some or all of our subsidiaries) to: incur additional debt, pay dividends or distributions on our capital stock or to repurchase our capital stock, make certain investments, create liens on our assets to secure debt, engage in transactions with affiliates, merge or consolidate with another company and transfer and sell assets. We are also required to maintain a minimum Consolidated Interest Coverage Ratio and to not exceed a Maximum Consolidated Total Leverage Ratio (each as defined in the credit agreement). These covenants are subject to a number of important limitations and exceptions. At April 2, 2006, we were in compliance with all applicable credit agreement covenants related to the Credit Facility.

BCO Holding and each of our direct and indirect subsidiaries have guaranteed our obligations under the Credit Facility. The Credit Facility is secured by substantially all of our assets and the assets of BCO Holding. In addition, we have pledged as collateral all of the issued and outstanding stock of our subsidiaries, which are wholly-owned by BWAY.

At April 2, 2006, we had $7.9 million in standby letter of credit commitments that reduced our available borrowings under the Revolver to $22.1 million. At April 2, 2006, we did not have any outstanding Revolver borrowings.

We incurred and have deferred approximately $6.7 million in financing costs related to the underwriting of the Credit Facility. The costs are being amortized to interest expense over the term of the loan primarily in proportion to the outstanding principal. At April 2, 2006 and October 2, 2005, approximately $4.8 million and $5.4 million, respectively, of these deferred costs were unamortized.

5. EMPLOYMENT BENEFIT OBLIGATIONS

The following table summarizes our employee benefit obligation liabilities:

(Dollars in thousands)	**April 2, 2006**	**October 2, 2005**
Defined benefit pension liability	$ 3,327	$ 3,475
Retiree medical and other postretirement benefits	4,963	5,024
Deferred compensation	6,362	6,200
	$ 14,652	$ 14,699

The following table summarizes the components of net periodic benefit cost. The defined benefit pension plan was frozen effective October 31, 2004.

	Defined Benefit Pension Plan				**Other Postretirement Benefits**			
	Three Months Ended		**Six Months Ended**		**Three Months Ended**		**Six Months Ended**	
(Dollars in thousands)	**April 2, 2006**	**April 3, 2005**	**April 2, 2006**	**April 3, 2005**	**April 2, 2006**	**April 3, 2005**	**April 2, 2006**	**April 3, 2005**
Components of net periodic benefit cost								
Service cost	$	$	$	$ 71	$ 1	$ 1	$ 3	$ 2
Interest cost	149	154	299	301	89	107	178	190

Expected return on plan assets	(150)	(144)	(301)	(294)				
Recognized net actuarial loss					13	17	26	28
Net periodic benefit cost	$ (1)	$ 10	$ (2)	$ 78	$ 103	$ 125	$ 207	$ 220

6. RESTRUCTURING LIABILITY

The following table sets forth changes in our restructuring liability from October 2, 2005 to April 2, 2006. The nature of the liability has not changed from that previously reported in the Annual Report. The restructuring liability is included in other current liabilities and relates to the Plastic Packaging segment.

(Dollars in millions)	**Balance October 2, 2005**	**Additions / (Adjustments)**	**Expenditures**	**Balance April 2, 2006**
Restructuring liability				
Severance costs	$ 0.4	$	$ (0.3)	$ 0.1
Facility closure costs	1.5	0.2	(0.8)	0.9
Total	$ 1.9	$ 0.2	$ (1.1)	$ 1.0

7. CONTINGENCIES

Environmental

We are subject to a broad range of federal, state and local environmental, health and safety laws, including those governing discharges to air, soil and water, the handling and disposal of hazardous substances and the investigation and remediation of

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contamination resulting from the release of hazardous substances. We believe that we are currently in compliance with all applicable environmental, health and safety laws, though future expenditures may be necessary in order to maintain such compliance, including compliance with air emission control requirements for volatile organic compounds. In addition, in the course of our operations we use, store and dispose of hazardous substances. Some of our current and former facilities are currently involved in environmental investigations and remediation resulting from the release of hazardous substances or the presence of other contaminants. While we do not believe that any investigation or identified remediation obligations will have a material adverse effect on our financial condition, results of operations or cash flows, there are no assurances that such obligations will not arise in the future. Many of our facilities have a history of industrial usage for which investigation and remediation obligations could arise in the future and which could have a material adverse effect on our financial condition, results of operations or cash flows. However, except to the extent otherwise disclosed herein, we believe it is remote that any such material losses could result from environmental remediation matters or environmental investigations relating to our current or former facilities.

We have incurred approximately $0.5 million of the estimated $1.6 million in capital expenditures we expect to incur to comply with federal Maximum Achievable Control Technology (MACT) regulations related to air emission control requirements for Hazardous Air Pollutants (HAP) and volatile organic compounds. We have until November 2006 to comply with the new regulations.

In the third quarter of fiscal 2005, we joined a potentially responsible party (PRP) group related to a waste disposal site in Georgia. Our status as a PRP was based on documents indicating that waste materials were transported to the site from our Homerville, Georgia facility prior to our acquisition of the facility in 1989. We jointed the PRP group in order to reduce our exposure, which we estimate will approximate $0.1 million.

From time to time, we receive requests for information or are identified as a PRP pursuant to the Federal Comprehensive Environmental Response, Compensation and Liability Act or analogous state laws with respect to off-site waste disposal sites utilized by our current or former facilities or our predecessors in interest. We do not believe that any of these identified matters will have a material adverse effect on our financial condition, results of operations or cash flows.

We record reserves for environmental liabilities when environmental investigation and remediation obligations are probable and related costs are reasonably estimable. We had accrued liabilities of approximately $0.1 million and $0.3 million for environmental investigation and remediation obligations as of April 2, 2006 and October 2, 2005, respectively; however, future expenditures may exceed the amounts accrued.

Litigation

We are involved in legal proceedings from time to time in the ordinary course of business. We believe that the outcome of these proceedings will not have a material adverse effect on our financial condition, results of operations, or cash flows. At April 2, 2006 and October 2, 2005, we had accrued liabilities of approximately $0.8 million and $0.5 million, respectively, related to litigation matters.

Letters of Credit

At April 2, 2006, a bank had issued standby letters of credit on our behalf in the aggregate amount of $7.9 million primarily in favor of our workers compensation insurers and purchasing card vendor.

Commodity Risk

We are subject to various risks and uncertainties related to changing commodity prices for and the availability of the materials used in the manufacture of our products (primarily steel and resin).

8. BUSINESS SEGMENTS

Our operations are organized and reviewed by management along our product lines in two reportable segments Metal Packaging and Plastics Packaging. We operate these reportable segments as separate divisions and differentiate the segments based on the nature of the products and services they offer. The primary raw material and manufacturing process are unique for each segment. A further description of each business segment and of our Corporate services area follows:

Metal Packaging. Metal Packaging includes our metal packaging products, which include paint cans, aerosol containers, ammunition boxes and other general line containers made from steel. Metal Packaging is a separate division of the Company with management and production facilities and processes distinct from our Plastics Packaging Division.

Plastics Packaging. Plastics Packaging includes the plastics packaging products manufactured and distributed by NAMPAC. Principal products in this segment include open- and tight-head pails and drums and other multi-purpose rigid industrial plastic packaging. Plastics Packaging is a separate division of the Company with management and production facilities and processes distinct from our Metal Packaging Division.

Corporate. Corporate includes accounting and finance, information technology, payroll and human resources and various

other overhead charges, each to the extent not allocated to the divisions.

Segment assets include, among other things, inventories, property, plant and equipment, goodwill and other intangible assets. Consolidated total assets not allocated to the individual segments are included in the corporate services area. The accounting policies of our segments have not changed from those described in the Annual Report. There were no intersegment sales in the periods presented. Management s evaluation of segment performance is principally based on a measure of segment earnings before interest, taxes, depreciation and amortization.

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The following sets forth certain financial information attributable to our business segments for three and six months ended April 2, 2006 and April 3, 2005.

(Dollars in thousands)	Three Months Ended April 2, 2006	April 3, 2005	Six Months Ended April 2, 2006	April 3, 2005
Net sales				
Metal packaging	$ 134,890	$ 130,049	$ 252,297	$ 240,088
Plastics packaging	90,529	76,781	174,495	141,449
Consolidated net sales	$ 225,419	$ 206,830	$ 426,792	$ 381,537
Income (loss) before income taxes				
Metal packaging	$ 20,300	$ 23,104	$ 32,461	$ 35,634
Plastics packaging	8,780	3,720	10,238	7,137
Segment earnings before interest, taxes, depreciation and amortization	29,080	26,824	42,699	42,771
Less:				
Corporate undistributed expenses	2,480	2,948	4,715	4,322
Depreciation and amortization (see below)	10,385	13,093	20,337	23,193
Restructuring charge	61	527	195	878
Interest expense, net	8,290	8,068	16,511	15,773
Other expense (income), net	395	(86)	473	(653)
Consolidated income (loss) before income taxes	$ 7,469	$ 2,274	$ 468	$ (742)
Depreciation and amortization				
Metal packaging	$ 5,418	$ 5,911	$ 10,660	$ 11,033
Plastics packaging	4,508	6,670	8,701	11,139
Segment depreciation and amortization	9,926	12,581	19,361	22,172
Corporate	459	512	976	1,021
Consolidated depreciation and amortization	$ 10,385	$ 13,093	$ 20,337	$ 23,193

The following table sets forth total assets attributable to our business segments as of April 2, 2006 and October 2, 2005.

(Dollars in thousands)	April 2, 2006	October 2, 2005
Total assets		
Metal packaging	$ 307,922	$ 303,364
Plastics packaging	279,919	285,434
Segment assets	587,841	588,798
Corporate	151,149	183,196
Consolidated total assets	$ 738,990	$ 771,994

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9. SUPPLEMENTAL GUARANTOR SUBSIDIARIES INFORMATION

The Senior Notes and Term Loan are guaranteed on a full, unconditional joint and several basis by our wholly owned subsidiaries. The following condensed, consolidating financial information presents the consolidating financial statements of BWAY and its subsidiaries, all of which have guaranteed the Senior Notes and Term Loan, as of and for the three and six months ended April 2, 2006. Separate financial statements of the guarantor subsidiaries are not presented because we have determined that they would not be material to investors.

BWAY is the sole borrower under the Credit Facility and each of its subsidiaries is a guarantor. In addition, each of the subsidiaries has guaranteed the Senior Notes.

BWAY Corporation and Subsidiaries

Supplemental Condensed Consolidated Balance Sheet

April 2, 2006

(Dollars in thousands)	BWAY Corporation	Guarantor Subsidiaries	Eliminations	Consolidated
Assets				
Current assets				
Cash and cash equivalents	$ 17,096	$ 1,034	$	$ 18,130
Accounts receivable, net	61,650	44,754		106,404
Inventories, net	52,433	22,878		75,311
Deferred tax assets	9,309	1,132		10,441
Other	2,870	1,204		4,074
Total current assets	143,358	71,002		214,360
Property, plant and equipment, net	87,033	55,989		143,022
Other assets				
Goodwill	120,259	99,626		219,885
Other intangible assets, net	54,762	95,487		150,249
Deferred financing costs, net	9,526			9,526
Other	1,026	922		1,948
Investment in subsidiaries	220,127		(220,127)	
Total other assets	405,700	196,035	(220,127)	381,608
Total Assets	$ 636,091	$ 323,026	$ (220,127)	$ 738,990
Liabilities and Stockholder s Equity				
Current liabilities				
Accounts payable	$ 54,545	$ 53,750	$	$ 108,295
Accrued salaries and wages	6,965	4,372		11,337
Accrued interest	10,554			10,554
Accrued rebates	6,869	1,185		8,054
Income taxes payable	(5,314)	8,476		3,162
Other	15,330	1,023		16,353
Total current liabilities	88,949	68,806		157,755
Long-term debt	365,300			365,300
Other long-term liabilities				

Deferred tax liabilities	28,195	43,606		71,801
Intercompany	13,256	(13,256)		
Other	16,644	3,743		20,387
Total other long-term liabilities	58,095	34,093		92,188
Commitments and contingencies (Note 7)				
Stockholder s equity				
Common stock		1	(1)	
Additional paid-in capital	104,082	214,107	(214,107)	104,082
Retained earnings	20,012	6,366	(6,366)	20,012
Accumulated other comprehensive loss	(347)	(347)	347	(347)
Total stockholder s equity	123,747	220,127	(220,127)	123,747
Total Liabilities and Stockholder s Equity	$ 636,091	$ 323,026	$ (220,127)	$ 738,990

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BWAY Corporation and Subsidiaries

Supplemental Condensed Consolidated Balance Sheet

October 2, 2005

(Dollars in thousands)	BWAY Corporation	Guarantor Subsidiaries	Eliminations	Consolidated
Assets				
Current assets				
Cash and cash equivalents	$ 50,161	$ 1,728		$ 51,889
Accounts receivable, net	61,900	42,222		104,122
Inventories, net	41,776	30,189		71,965
Deferred tax assets	8,226	948		9,174
Other	2,925	825		3,750
Total current assets	164,988	75,912		240,900
Property, plant and equipment, net	90,594	51,882		142,476
Other assets				
Goodwill	120,259	98,959		219,218
Other intangible assets, net	58,042	98,709		156,751
Deferred financing costs, net	10,589			10,589
Other	1,138	922		2,060
Investment in subsidiaries	219,231		(219,231)	
Total other assets	409,259	198,590	(219,231)	388,618
Total Assets	$ 664,841	$ 326,384	$ (219,231)	$ 771,994
Liabilities and Stockholder s Equity				
Current liabilities				
Accounts payable	$ 48,311	$ 49,657		$ 97,968
Accrued salaries and wages	12,233	1,553		13,786
Accrued interest	10,803			10,803
Accrued rebates	9,458	646		10,104
Income taxes payable	4,117	3,876		7,993
Current portion of long-term debt	30,000			30,000
Other	15,292	1,245		16,537
Total current liabilities	130,214	56,977		187,191
Long-term debt	365,300			365,300
Other long-term liabilities				
Deferred tax liabilities	28,388	47,731		76,119
Intercompany	1,324	(1,324)		
Other	16,179	3,769		19,948
Total other long-term liabilities	45,891	50,176		96,067
Commitments and contingencies (Note 7)				
Stockholder s equity				

Common stock		1	(1)	
Additional paid-in capital	104,082	214,107	(214,107)	104,082
Retained earnings	19,701	5,470	(5,470)	19,701
Accumulated other comprehensive loss	(347)	(347)	347	(347)
Total stockholder s equity	123,436	219,231	(219,231)	123,436
Total Liabilities and Stockholder s Equity	$ 664,841	$ 326,384	$ (219,231)	$ 771,994

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BWAY Corporation and Subsidiaries

Supplemental Condensed Consolidating Statement of Operations

Three Months Ended April 2, 2006

(Dollars in thousands)	BWAY Corporation	Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	$ 134,888	$ 90,531	$	$ 225,419
Costs, expenses and other				
Cost of products sold (excluding depreciation and amortization)	112,938	80,907	(177)	193,668
Depreciation and amortization	5,705	4,680		10,385
Selling and administrative	4,185	842		5,027
Restructuring charge	61			61
Interest, net	8,294	(4)		8,290
Financial advisory fees	124			124
Other expense, net	150	68	177	395
Total costs, expenses and other	131,457	86,493		217,950
Income before income taxes and equity in earnings of subsidiaries	3,431	4,038		7,469
Provision for income taxes	1,189	1,363		2,552
Equity in earnings of subsidiaries	2,675		(2,675)	
Net income	$ 4,917	$ 2,675	$ (2,675)	$ 4,917

BWAY Corporation and Subsidiaries

Supplemental Condensed Consolidating Statement of Operations

Three Months Ended April 3, 2005

(Dollars in thousands)	BWAY Corporation	Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	$ 133,979	$ 72,851	$	$ 206,830
Costs, expenses and other				
Cost of products sold (excluding depreciation and amortization)	109,615	67,430	(177)	176,868
Depreciation and amortization	9,436	3,657		13,093
Selling and administrative	4,992	970		5,962
Restructuring charge	527			527
Interest, net	8,070	(2)		8,068
Financial advisory fees	124			124
Other (income) expense, net	(33)	(230)	177	(86)
Total costs, expenses and other	132,731	71,825		204,556
Income before income taxes and equity in earnings of subsidiaries	1,248	1,026		2,274
Provision for income taxes	472	382		854
Equity in earnings of subsidiaries	644		(644)	

Net income	$	1,420	$	644	$	(644)	$	1,420

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BWAY Corporation and Subsidiaries

Supplemental Condensed Consolidating Statement of Operations

Six Months Ended April 2, 2006

(Dollars in thousands)	BWAY Corporation	Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	$ 252,295	$ 174,497	$	$ 426,792
Costs, expenses and other				
Cost of products sold (excluding depreciation and amortization)	216,921	162,436	(355)	379,002
Depreciation and amortization	11,290	9,047		20,337
Selling and administrative	7,745	1,813		9,558
Restructuring charge	195			195
Interest, net	16,518	(7)		16,511
Financial advisory fees	248			248
Other expense (income), net	229	(111)	355	473
Total costs, expenses and other	253,146	173,178		426,324
(Loss) income before income taxes and equity in earnings of subsidiaries	(851)	1,319		468
(Benefit from) provision for income taxes	(266)	423		157
Equity in earnings of subsidiaries	896		(896)	
Net income	$ 311	$ 896	$ (896)	$ 311

BWAY Corporation and Subsidiaries

Supplemental Condensed Consolidating Statement of Operations

Six Months Ended April 3, 2005

(Dollars in thousands)	BWAY Corporation	Guarantor Subsidiaries	Eliminations	Consolidated
Net sales	$ 249,360	$ 132,177	$	$ 381,537
Costs, expenses and other				
Cost of products sold (excluding depreciation and amortization)	211,000	122,161	(355)	332,806
Depreciation and amortization	16,012	7,181		23,193
Selling and administrative	7,882	2,152		10,034
Restructuring charge	878			878
Interest, net	15,775	(2)		15,773
Financial advisory fees	248			248
Other (income) expense, net	(432)	(576)	355	(653)
Total costs, expenses and other	251,363	130,916		382,279
(Loss) income before income taxes and equity in earnings of subsidiaries	(2,003)	1,261		(742)
(Benefit from) provision for income taxes	(741)	468		(273)
Equity in earnings of subsidiaries	793		(793)	

Net (loss) income	$	(469)	$	793	$	(793)	$	(469)

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BWAY Corporation and Subsidiaries

Supplemental Condensed Consolidating Statement of Cash Flows

Six Months Ended April 2, 2006

(Dollars in thousands)	BWAY Corporation	Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided by operating activities	$ 1,130	$ 9,445	$	$ 10,575
Cash flows from investing activities				
Capital expenditures	(4,743)	(10,139)		(14,882)
Other	667			667
Net cash used in investing activities	(4,076)	(10,139)		(14,215)
Cash flows from financing activities				
Repayments of term loan	(30,000)			(30,000)
Other	(119)			(119)
Net cash used in financing activities	(30,119)			(30,119)
Net decrease in cash and cash equivalents	(33,065)	(694)		(33,759)
Cash and cash equivalents, beginning of period	50,161	1,728		51,889
Cash and cash equivalents, end of period	$ 17,096	$ 1,034	$	$ 18,130

BWAY Corporation and Subsidiaries

Supplemental Condensed Consolidating Statement of Cash Flows

Six Months Ended April 3, 2005

(Dollars in thousands)	BWAY Corporation	Guarantor Subsidiaries	Eliminations	Consolidated
Net cash provided by (used in) operating activities	$ 15,366	$ (1,350)	$	$ 14,016
Cash flows from investing activities				
Capital expenditures	(4,082)	(4,445)		(8,527)
Other	480			480
Net cash used in investing activities	(3,602)	(4,445)		(8,047)
Cash flows from financing activities				
Repayments of term loan	(19,700)			(19,700)
Other	(660)	1,479		819
Net cash used in (provided by) financing activities	(20,360)	1,479		(18,881)
Net decrease in cash and cash equivalents	(8,596)	(4,316)		(12,912)

Cash and cash equivalents, beginning of period	22,800	4,525		27,325
Cash and cash equivalents, end of period	$ 14,204	$ 209	$	$ 14,413

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP, which often require the judgment of management in the selection and application of certain accounting principles and methods. We believe that the quality and reasonableness of our most critical policies enable the fair presentation of our financial position and results of operations. However, investors are cautioned that the sensitivity of financial statements to these methods, assumptions and estimates could create materially different results under different conditions or using different assumptions. The following discussion should be read in conjunction with our consolidated financial statements and related notes included in Item 1 of this report.

Results of Operations

Our operations are organized and reviewed by management along our product lines in two reportable segments Metal Packaging and Plastics Packaging. We operate these reportable segments as separate divisions and differentiate the segments based on the nature of the products and services they offer. The primary raw material and manufacturing process are unique for each segment. In addition to the business segments, we report certain items as corporate, which relate to corporate services including accounting and finance, information technology, payroll and human resources and various other overhead charges, each to the extent not allocated to the divisions.

Metal Packaging. Metal Packaging includes our metal packaging products, which include paint cans, aerosol containers, ammunition boxes and other general line containers made from steel. Metal Packaging is a separate division of the Company with management and production facilities and processes distinct from our Plastics Packaging Division.

Plastics Packaging. Plastics Packaging includes the plastics packaging products manufactured and distributed by NAMPAC. Principal products in this segment include open- and tight-head pails and drums and other multi-purpose rigid industrial plastic packaging. Plastics Packaging is a separate division of the Company with management and production facilities and processes distinct from our Metal Packaging Division.

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The following table sets forth changes in our statements of operations and line items as a percentage of net sales for the three months ended April 2, 2006 and April 3, 2005.

	Three Months Ended		Change		As a % of Net Sales Three Months Ended	
(Dollars in thousands)	April 2, 2006	April 3, 2005	$	%	April 2, 2006	April 3, 2005
Net sales	$ 225,419	$ 206,830	$ 18,589	9.0%	100.0%	100.0%
Cost of products sold (excluding depreciation and amortization)	193,668	176,868	16,800	9.5%	85.9%	85.5%
Gross margin	31,751	29,962	1,789	6.0%	14.1%	14.5%
Depreciation and amortization	10,385	13,093	(2,708)	(20.7)%	4.6%	6.3%
Selling and administrative expense	5,027	5,962	(935)	(15.7)%	2.2%	2.9%
Restructuring charge	61	527	(466)	(88.4)%	%	0.3%
Interest expense, net	8,290	8,068	222	2.8%	3.7%	3.9%
Financial advisory fees	124	124		%	0.1%	0.1%
Other expense (income), net	395	(86)	481	(559.3)%	0.2%	%
Income before income taxes	7,469	2,274	5,195	228.5%	3.3%	1.1%
Provision for income taxes	2,552	854	1,698	198.8%	1.1%	0.4%
Net income	$ 4,917	$ 1,420	$ 3,497	246.3%	2.2%	0.7%

The following table sets forth changes in our statements of operations and line items as a percentage of net sales for the six months ended April 2, 2006 and April 3, 2005.

	Six Months Ended		Change		As a % of Net Sales Six Months Ended	
(Dollars in thousands)	April 2, 2006	April 3, 2005	$	%	April 2, 2006	April 3, 2005
Net sales	$ 426,792	$ 381,537	$ 45,255	11.9%	100.0%	100.0%
Cost of products sold (excluding depreciation and amortization)	379,002	332,806	46,196	13.9%	88.8%	87.2%
Gross margin	47,790	48,731	(941)	(1.9)%	21.2%	23.6%
Depreciation and amortization	20,337	23,193	(2,856)	(12.3)%	4.8%	6.1%
Selling and administrative expense	9,558	10,034	(476)	(4.7)%	2.2%	2.6%
Restructuring charge	195	878	(683)	(77.8)%	%	0.2%
Interest expense, net	16,511	15,773	738	4.7%	3.9%	4.1%
Financial advisory fees	248	248		%	0.1%	0.1%
Other expense (income), net	473	(653)	1,126	(172.4)%	0.1%	(0.2)%
Income (loss) before income taxes	468	(742)	1,210	(163.1)%	0.2%	(0.4)%
Provision for (benefit from) income taxes	157	(273)	430	(157.5)%	%	(0.1)%
Net income (loss)	$ 311	$ (469)	$ 780	(166.3)%	0.1%	(0.2)%

Net Sales

Net Sales by Segment

(Dollars in thousands)	Three Months Ended April 2, 2006	Three Months Ended April 3, 2005	Change $	Change %	As a % of the Total Three Months Ended April 2, 2006	As a % of the Total Three Months Ended April 3, 2005
Metal packaging	$ 134,890	$ 130,049	$ 4,841	3.7%	59.8%	62.9%
Plastics packaging	90,529	76,781	13,748	17.9%	40.2%	37.1%
Consolidated net sales	$ 225,419	$ 206,830	$ 18,589	9.0%	100.0%	100.0%

(Dollars in thousands)	Six Months Ended April 2, 2006	Six Months Ended April 3, 2005	Change $	Change %	Six Months Ended April 2, 2006	Six Months Ended April 3, 2005
Metal packaging	$ 252,297	$ 240,088	$ 12,209	5.1%	59.1%	62.9%
Plastics packaging	174,495	141,449	33,046	23.4%	40.9%	37.1%
Consolidated net sales	$ 426,792	$ 381,537	$ 45,255	11.9%	100.0%	100.0%

The increase in metal packaging segment net sales in the three and six month periods ended April 2, 2006 over the comparable periods of fiscal 2005 is primarily related to both higher net volume and to higher selling prices.

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The increase in plastics packaging segment net sales in the three and six month periods ended April 2, 2006 over the comparable periods of fiscal 2005 is primarily related to higher selling prices associated with the cost of plastic resin and, to a lesser extent, net increases in volume.

Cost of Products Sold

Cost of Products Sold by Segment

(excluding depreciation and amortization)

	Three Months Ended		Change		As a % of the Total Three Months Ended	
(Dollars in thousands)	April 2, 2006	April 3, 2005	$	%	April 2, 2006	April 3, 2005
Metal packaging	$ 112,711	$ 104,855	$ 7,856	7.5%	58.2%	59.3%
Plastics packaging	80,908	71,939	8,969	12.5%	41.8%	40.7%
Segment CPS	193,619	176,794	16,825	9.5%	100.0%	100.0%
Corporate undistributed expenses	49	74	(25)	(33.8)%	%	%
Consolidated CPS	$ 193,668	$ 176,868	$ 16,800	9.5%	100.0%	100.0%

	Six Months Ended		Change		Six Months Ended	
(Dollars in thousands)	April 2, 2006	April 3, 2005	$	%	April 2, 2006	April 3, 2005
Metal packaging	$ 216,469	$ 200,833	$ 15,636	7.8%	57.1%	60.3%
Plastics packaging	162,438	131,841	30,597	23.2%	42.9%	39.6%
Segment CPS	378,907	332,674	46,233	13.9%	100.0%	100.0%
Corporate undistributed expenses	95	132	(37)	(28.0)%	%	%
Consolidated CPS	$ 379,002	$ 332,806	$ 46,196	13.9%	100.0%	100.0%

The increase in cost of products sold, excluding depreciation and amortization, (CPS) for the metal packaging segment in each of the three and six month periods ended April 2, 2006 over the comparable periods of fiscal 2005 is primarily due to the net volume increase in segment net sales, as discussed above, changes in the mix of products sold and higher other non-steel material costs. Metal packaging segment CPS as a percentage of segment net sales increased to 83.6% in the second quarter of fiscal 2006 from 80.6% in the second quarter of fiscal 2005 and increased to 85.8% in the first six months of fiscal 2006 from 83.6% in the first six months of fiscal 2005, for the reasons previously discussed. CPS decreased approximately $2.4 million and $2.9 million in the three and six month periods ended April 2, 2006, respectively, over the comparable periods of fiscal 2005 related to a decrease in inventory costs as a result of our LIFO method of accounting.

The increase in CPS for the plastics packaging segment in each of the three and six month periods ended April 2, 2006 over the comparable periods of fiscal 2005 is primarily due to higher plastic resin costs. However, plastics packaging segment CPS as a percentage of segment net sales decreased to 89.4% in the second quarter of fiscal 2006 from 93.7% in the second quarter of fiscal 2005 primarily as a result of the favorable LIFO adjustment discussed below. Plastics packaging segment CPS as a percentage of segment net sales essentially remained unchanged at 93.1% in the first six months of fiscal 2006 from 93.2% in the first six months of fiscal 2005. Segment CPS increased approximately $1.9 million for first six months of fiscal 2006 over the comparable period of fiscal 2005 and decreased approximately $4.7 million in the second quarter of fiscal 2006 over the comparable period of fiscal 2005 related to fluctuations in inventory costs as a result of our LIFO method of accounting.

Depreciation and Amortization

Depreciation and Amortization by Segment

	Three Months Ended		Change		As a % of the Total Three Months Ended	
(Dollars in thousands)	April 2, 2006	April 3, 2005	$	%	April 2, 2006	April 3, 2005
Metal packaging	$ 5,418	$ 5,911	$ (493)	(8.3)%	52.2%	45.1%
Plastics packaging	4,508	6,670	(2,162)	(32.4)%	43.4%	50.9%
Segment depreciation and amortization	9,926	12,581	(2,655)	(21.1)%	95.6%	96.1%
Corporate	459	512	(53)	(10.4)%	4.4%	3.9%
Consolidated depreciation and amortization	$ 10,385	$ 13,093	(2,708)	(20.7)%	100.0%	100.0%

	Six Months Ended		Change		Six Months Ended	
(Dollars in thousands)	April 2, 2006	April 3, 2005	$	%	April 2, 2006	April 3, 2005
Metal packaging	$ 10,660	$ 11,033	$ (373)	(3.4)%	52.4%	47.6%
Plastics packaging	8,701	11,139	(2,438)	(21.9)%	42.8%	48.0%
Segment depreciation and amortization	19,361	22,172	(2,811)	(12.7)%	95.2%	95.6%
Corporate	976	1,021	(45)	(4.4)%	4.8%	4.4%
Consolidated depreciation and amortization	$ 20,337	$ 23,193	(2,856)	(12.3)%	100.0%	100.0%

The decrease in metal packaging segment depreciation and amortization expense (D&A) relates partially due to lower amortization of intangible assets and to the timing of fixed asset capitalizations. The decrease in plastics packaging segment D&A relates to additional depreciation of approximately $2.9 million and $3.9 million in the second quarter and first six months of fiscal 2005, respectively, associated with the shortened useful lives on certain assets (primarily equipment), which were subsequently disposed of in connection with the closure of certain of our plastics manufacturing facilities. This decrease was partially offset by higher depreciation associated with capital expenditures and to higher scheduled amortization of intangibles.

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Selling and Administrative Expenses

Selling and Administrative Expense by Segment

	Three Months Ended		Change		As a % of the Total Three Months Ended	
(Dollars in thousands)	**April 2, 2006**	**April 3, 2005**	**$**	**%**	**April 2, 2006**	**April 3, 2005**
Metal packaging	$ 1,879	$ 2,090	$ (211)	(10.1)%	37.4%	35.1%
Plastics packaging	841	1,122	(281)	(25.0)%	16.7%	18.8%
Segment selling and administrative expense	2,720	3,212	(492)	(15.3)%	54.1%	53.9%
Corporate undistributed administrative expense	2,307	2,750	(443)	(16.1)%	45.9%	46.1%
Consolidated selling and administrative expense	$ 5,027	$ 5,962	$ (935)	(15.7)%	100.0%	100.0%

	Six Months Ended		Change		Six Months Ended	
(Dollars in thousands)	**April 2, 2006**	**April 3, 2005**	**$**	**%**	**April 2, 2006**	**April 3, 2005**
Metal packaging	$ 3,367	$ 3,621	$ (254)	(7.0)%	35.2%	36.1%
Plastics packaging	1,819	2,471	(652)	(26.4)%	19.0%	24.6%
Segment selling and administrative expense	5,186	6,092	(906)	(14.9)%	54.3%	60.7%
Corporate undistributed administrative expense	4,372	3,942	430	10.9%	45.7%	39.3%
Consolidated selling and administrative expense	$ 9,558	$ 10,034	$ (476)	(4.7)%	100.0%	100.0%

The decrease in metal and plastics packaging segment selling and administrative expense (S&A) in the three and six months periods ended April 3, 2006 is primarily related to a lower bonus expense and to lower spending from the comparable periods of fiscal 2005.

The increase in corporate undistributed administrative expenses relates for the first six months of fiscal 2006 over the comparable period of fiscal 2005 is primarily due to a recovery of approximately $0.6 million in the first quarter of fiscal 2005 of a previously written-off note receivable partially offset by lower spending. Corporate undistributed S&A decreased in the second quarter of fiscal 2006 over the comparable period of fiscal 2005 primarily due a decrease in bonus expense.

Interest, Taxes and Other

Interest Expense, Net. Interest expense, net, increased $0.2 million and $0.7 million in the second quarter and first six months of fiscal 2006, respectively, from the comparable periods of fiscal 2005 primarily as a result of higher interest rates on the variable rate Credit Facility partially offset by a decrease in average Credit Facility borrowings outstanding.

Provision for (Benefit from) Income Taxes. The effective tax rate decreased to 33.5% for the first six months of fiscal 2006 from 36.8% for the comparable period of fiscal 2005. The effective tax rate decreased primarily as a result of the benefit from the federal tax credit for possession corporations resulting from higher earnings from our operations in Puerto Rico.

Other Expense (Income), Net. Other expense (income), net, in the second quarter and first six months of fiscal 2006 relates primarily to the disposal of idled equipment in the second quarter. Other expense (income), net, in the first six months of fiscal 2005 relates primarily to gains on the sale in the first quarter of idled equipment and a vacant manufacturing facility in Dallas, Texas.

Liquidity and Capital Resources

Our cash requirements for operations and capital expenditures during the first six months of fiscal 2006 and the first six months of fiscal 2005 were primarily financed through internally generated cash flows. During the first six months of fiscal 2006, cash and cash equivalents decreased $33.8 million to $18.1 million primarily due to a $30.0 million repayment on the Term Loan during the period. During the first six months of fiscal 2005, cash and cash equivalents decreased $12.9 million to $14.4 million primarily due to $19.7 million repaid on the Term Loan. Long-term debt outstanding at April 2, 2006 and April 3, 2005 was $365.3 million and $395.3 million, respectively. There were no Revolver borrowings outstanding at April 2, 2006 or April 3, 2005.

At April 2, 2006, we had $22.1 million in revolving credit available after taking into consideration $7.9 million in standby letters of credit, which reduce available borrowings under the $30.0 million Revolver.

Interest accrues on the Term Loan and the Revolver at an applicable margin plus either (a) a base rate (which is the higher of prime or 0.5% in excess of the overnight federal funds rate) or (b) a Eurodollar rate. For the Term Loan, the applicable margins were initially fixed at 1.25% for base rate loans and at 2.25% for Eurodollar rate loans and can range down to 1.00% and 2.00%, respectively, based upon meeting specified consolidated leverage ratio targets. For the Revolver, the applicable margins are initially fixed at 1.75% for base rate loans and 2.75% for Eurodollar rate loans and can range down to 1.00% and 2.00%, respectively, based upon meeting specified consolidated leverage ratio targets. Borrowing at the base rate or the Eurodollar rate is at our discretion. The rate margins are subject to quarterly change based on our ratio of Consolidated Indebtedness to Consolidated EBITDA (earnings before interest, taxes, depreciation and amortization), each as defined in the underlying credit agreement. The weighted-average interest rate on outstanding Term Loan borrowings at April 2, 2006 was approximately 6.8%.

The following table presents financial information on our cash flows and changes in cash and cash equivalents for each of the six months ended April 2, 2006 and April 3, 2005.

	Six Months Ended		
(Dollars in thousands)	**April 2, 2006**	**April 3, 2005**	**Change**
Net cash provided by operating activities	$ 10,575	$ 14,016	$ (3,441)
Net cash used in investing activities	(14,215)	(8,047)	(6,168)
Net cash used in financing activities	(30,119)	(18,881)	(11,238)
Net decrease in cash and cash equivalents	$ (33,759)	$ (12,912)	$ (20,847)
Cash and cash equivalents , end of period	$ 18,130	$ 14,413	

Net income (loss), adjusted for depreciation, amortization of other intangible assets and deferred financing costs, loss/gain on disposition of property, plant and equipment and stock-based compensation expense, provided cash from operating activities of $22.6 million and $23.9 million in the first six months of fiscal 2006 and 2005, respectively. The net change in accounts receivable, inventories and accounts payable provided operating cash of $4.7 million and used operating cash of $9.7 million in the first six months of fiscal 2006 and 2005, respectively. Interest and income taxes paid in the first six months of fiscal 2006 were $15.7 million and $10.6 million compared to $14.7 million and $0.1 million in the first six months of fiscal 2005, respectively.

Net cash used in investing activities for capital expenditures was $14.9 million and $8.5 million in the first six months of fiscal 2006 and 2005, respectively. Net cash used in investing activities was partially offset in the first six months of fiscal 2006 and 2005 by proceeds of $0.7 million and $0.9 million, respectively, from the sale of property, plant and equipment and assets held for sale. We expect total capital expenditures in fiscal 2006 to exceed fiscal 2005 capital expenditures by approximately $3.0 to $6.0 million due to certain manufacturing improvement initiatives and for improvements required to meet certain environmental standards.

Net cash used in financing activities related to repayments on the Term Loan were $30.0 million and $19.7 million in the first six months of fiscal 2006 and fiscal 2005, respectively.

The Indenture contains covenants that, among other things, limit our ability (and the ability of some or all of our subsidiaries) to incur additional debt, pay dividends or distributions on our capital stock or to repurchase our capital stock, make certain investments, create liens on our assets to secure debt, engage in transactions with affiliates, merge or consolidate with another company and transfer and sell assets. These covenants are subject to a number of important limitations and exceptions.

At April 2, 2006, we were in compliance with all applicable covenants contained in each of the Indenture and the credit agreement related to the Senior Notes and the Credit Facility, respectively.

We expect that cash provided from operations and available borrowings under the Revolver will provide sufficient working capital to operate our business, to make expected capital expenditures and to meet foreseeable liquidity requirements, including debt service on the Senior Notes in the next 12 months. However, we cannot provide assurance that our business will generate sufficient cash flows or that future borrowings will be available in an amount sufficient to enable us to service our debt, including the Senior Notes, or to fund our other liquidity needs in the long term.

Market Risk

Our cash flows and earnings are exposed to the market risk of interest rate changes resulting from variable rate borrowings under our Credit Facility. Borrowings under the Credit Facility bear interest on the outstanding Term Loan and the Revolver borrowings at an applicable margin (based on certain ratios contained in the credit agreement) plus a market rate of interest. At April 2, 2006, we had Term Loan borrowings of $165.0 million that were subject to interest rate risk. Each 100 basis point increase in interest rates relative to these borrowings would impact quarterly pretax earnings by approximately $0.4 million based on the April 2, 2006 debt level. There were no outstanding borrowings at April 2, 2006 under the Revolver.

The fair value of the Senior Notes is exposed to the market risk of interest rate changes.

Commodity Risk

We are subject to various risks and uncertainties related to changing commodity prices for and the availability of the materials used in the manufacture of our products (primarily steel and resin).

Critical Accounting Policies

For a summary of our critical accounting policies, see management s discussion and analysis in Item 7 of the Annual Report. Our critical accounting policies have not changed since October 2, 2005.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Contractual Obligations

For a summary of our significant contractual obligations, see the Contractual Obligations and Commercial Commitments section of Item 7 in the Annual Report. The nature of the obligations has not materially changed since October 2, 2005.

At April 2, 2006, a bank had issued standby letters of credit on our behalf in the aggregate amount of $7.9 million primarily in favor of our workers compensation insurers and purchasing card vendor.

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Environmental Matters

We are subject to a broad range of federal, state and local environmental, health and safety laws, including those governing discharges to air, soil and water, the handling and disposal of hazardous substances and the investigation and remediation of contamination resulting from the release of hazardous substances. We believe that we are currently in compliance with all applicable environmental, health and safety laws, though future expenditures may be necessary in order to maintain such compliance, including compliance with air emission control requirements for volatile organic compounds. In addition, in the course of our operations we use, store and dispose of hazardous substances. Some of our current and former facilities are currently involved in environmental investigations and remediation resulting from the release of hazardous substances or the presence of other contaminants. While we do not believe that any investigation or identified remediation obligations will have a material adverse effect on our financial condition, results of operations or cash flows, there are no assurances that such obligations will not arise in the future. Many of our facilities have a history of industrial usage for which investigation and remediation obligations could arise in the future and which could have a material adverse effect on our financial condition, results of operations or cash flows. However, except to the extent otherwise disclosed herein, we believe it is remote that any such material losses could result from environmental remediation matters or environmental investigations relating to our current or former facilities.

We have incurred approximately $0.5 million of the estimated $1.6 million in capital expenditures we expect to incur to comply with federal Maximum Achievable Control Technology (MACT) regulations related to air emission control requirements for Hazardous Air Pollutants (HAP) and volatile organic compounds. We have until November 2006 to comply with the new regulations.

In the third quarter of fiscal 2005, we joined a potentially responsible party (PRP) group related to a waste disposal site in Georgia. Our status as a PRP was based on documents indicating that waste materials were transported to the site from our Homerville, Georgia facility prior to our acquisition of the facility in 1989. We jointed the PRP group in order to reduce our exposure, which we estimate will approximate $0.1 million.

From time to time, we receive requests for information or are identified as a PRP pursuant to the Federal Comprehensive Environmental Response, Compensation and Liability Act or analogous state laws with respect to off-site waste disposal sites utilized by our current or former facilities or our predecessors in interest. We do not believe that any of these identified matters will have a material adverse effect on our financial condition, results of operations or cash flows.

We record reserves for environmental liabilities when environmental investigation and remediation obligations are probable and related costs are reasonably estimable. We had accrued liabilities of approximately $0.1 million and $0.3 million for environmental investigation and remediation obligations as of April 2, 2006 and October 2, 2005, respectively; however, future expenditures may exceed the amounts accrued.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We do not purchase, sell or hold derivatives or other market risk-sensitive instruments to hedge commodity price risk, interest rate risk or exchange rate risk or for trading purposes.

For a discussion of interest rate risk and its relation to our indebtedness, see Liquidity and Capital Resources in Item 2, which is incorporated herein by reference.

Our purchases from foreign suppliers in transactions denominated in foreign currencies are not significant and we do not believe we are exposed to a significant market risk of exchange rate changes related to fluctuations in the value of these foreign currencies in relation to the U.S. Dollar.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures: Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has concluded, based upon its evaluation as of the end of the period covered by this report, that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act)) are effective to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms.

Changes in Internal Control Over Financial Reporting: There have been no changes in our internal controls over financial reporting during the three months ended April 2, 2006 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings.

There are no events to report under this item for the quarter ended April 2, 2006.

Item 1A. Risk Factors.

There are no material changes to report under this item for the quarter ended April 2, 2006.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

There are no events to report under this item for the quarter ended April 2, 2006.

Item 3. Defaults Upon Senior Securities.

There are no events to report under this item for the quarter ended April 2, 2006.

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

There are no events to report under this item for the quarter ended April 2, 2006.

Item 5. Other Information.

There is no information to report under this item for the quarter ended April 2, 2006.

Item 6. Exhibits.

See Index to Exhibits.

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FORWARD-LOOKING STATEMENTS

This document contains forward-looking statements as encouraged by the Private Securities Litigation Reform Act of 1995. All statements contained in this document, other than historical information, are forward-looking statements. These statements represent management s current judgment on what the future holds. A variety of factors could cause business conditions and the Company s actual results to differ materially from those expected by the Company or expressed in the Company s forward-looking statements. These factors include, without limitation, competitive risks from substitute products and other container manufacturers, termination of the Company s customer contracts, loss or reduction of business from key customers, dependence on key personnel, changes in steel, resin and other raw material costs or availability, labor unrest, catastrophic loss of one of the Company s manufacturing facilities, environmental exposures, management s inability to identify or execute selective acquisitions, failures in the Company s computer systems, unanticipated expenses, delays in implementing cost reduction initiatives, potential equipment malfunctions and the other factors discussed in the Company s filings with the Securities and Exchange Commission. The Company takes no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrences of unanticipated events or changes to future results of operations.

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SIGNATURES

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

BWAY Corporation
(Registrant)

Date: May 16, 2006

By: /s/ Jean-Pierre M. Ergas
Jean-Pierre M. Ergas
Chairman and
Chief Executive Officer
(Principal Executive Officer)

Date: May 16, 2006

By: /s/ Kevin C. Kern
Kevin C. Kern
Vice President, Administration and Chief Financial Officer
(Principal Financial Officer and
Chief Accounting Officer)

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INDEX TO EXHIBITS

Exhibit Number	Description of Document
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a) (17 C.F.R. 240.13a-14(a)).
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a) (17 C.F.R. 240.13a-14(a)).
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.