

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

**FORM 10-Q**

(Mark one)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For Quarter Ended **March 31, 2010**

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Owens-Illinois Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation or  
organization)

**33-13061**  
(Commission  
File No.)

**34-1559348**  
(IRS Employer  
Identification No.)

**One Michael Owens Way, Perrysburg, Ohio**  
(Address of principal executive offices)

**43551-2999**  
(Zip Code)

**567-336-5000**  
(Registrant's telephone number, including area code)

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 Web site, if any, every interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(do not check if a smaller reporting company)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Owens-Illinois Group, Inc. \$.01 par value common stock — 100 shares at March 31, 2010.

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Part I — FINANCIAL INFORMATION

**Item 1. Financial Statements.**

The Condensed Consolidated Financial Statements of Owens-Illinois Group, Inc. ("the Company") presented herein are unaudited but, in the opinion of management, reflect all adjustments necessary to present fairly such information for the periods and at the dates indicated. All adjustments are of a normal recurring nature. Because the following unaudited condensed consolidated financial statements have been prepared in accordance with Article 10 of Regulation S-X, they do not contain all information and footnotes normally contained in annual consolidated financial statements; accordingly, they should be read in conjunction with the Consolidated Financial Statements and notes thereto appearing in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2009.

OWENS-ILLINOIS GROUP, INC.  
CONDENSED CONSOLIDATED RESULTS OF OPERATIONS  
(Dollars in millions)

	Three months ended March 31,	
	2010	2009
Net sales	\$ 1,582.5	\$ 1,519.0
Manufacturing, shipping, and delivery expense	(1,271.7)	(1,222.2)
Gross profit	310.8	296.8
Selling and administrative expense	(121.0)	(118.5)
Research, development, and engineering expense	(13.9)	(13.9)
Interest expense	(55.6)	(48.1)
Interest income	4.4	8.5
Equity earnings	12.5	13.6
Royalties and net technical assistance	3.8	2.8
Other income	1.1	1.6
Other expense	(13.5)	(52.8)
Earnings from continuing operations before income taxes	128.6	90.0
Provision for income taxes	(34.2)	(31.2)
Net earnings	94.4	58.8
Earnings attributable to noncontrolling interests	(9.1)	(13.7)
Net earnings attributable to the Company	<u>\$ 85.3</u>	<u>\$ 45.1</u>

See accompanying notes.

3

OWENS-ILLINOIS GROUP, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(Dollars in millions)

	March 31, 2010	December 31, 2009	March 31, 2009
Assets			
Current assets:			
Cash and cash equivalents	\$ 521.4	\$ 811.7	\$ 362.3
Short-term investments, at cost which approximates market	0.6	0.9	15.9
Receivables, less allowances for losses and discounts (\$34.8 at March 31, 2010, \$36.5 at December 31, 2009, and \$35.2 at March 31, 2009)	1,048.0	1,004.2	945.5
Inventories	902.1	900.3	1,044.8
Prepaid expenses	64.6	79.6	48.4
Total current assets	2,536.7	2,796.7	2,416.9
Investments and other assets:			
Equity investments	116.3	114.3	105.3
Repair parts inventories	131.5	125.1	134.5
Prepaid pension	41.6	46.3	
Deposits, receivables, and other assets	502.4	521.7	478.2
Goodwill	2,346.7	2,381.0	2,130.3
Total other assets	3,138.5	3,188.4	2,848.3
Property, plant, and equipment, at cost	6,510.2	6,618.9	5,711.0
Less accumulated depreciation	3,813.7	3,876.6	3,224.6
Net property, plant, and equipment	2,696.5	2,742.3	2,486.4
Total assets	<u>\$ 8,371.7</u>	<u>\$ 8,727.4</u>	<u>\$ 7,751.6</u>

4

	March 31, 2010	December 31, 2009	March 31, 2009
<b>Liabilities and Share Owner's Equity</b>			
<b>Current liabilities:</b>			
Short-term loans and long-term debt due within one year	\$ 283.1	\$ 352.0	\$ 353.6
Accounts payable	825.6	863.2	754.4
Other liabilities	614.9	644.1	554.1
<b>Total current liabilities</b>	<b>1,723.6</b>	<b>1,859.3</b>	<b>1,662.1</b>
Long-term debt	3,184.9	3,257.5	2,964.0
Deferred taxes	175.1	186.3	138.6
Pension benefits	553.0	577.6	703.4
Nonpension postretirement benefits	268.4	266.7	234.4
Other liabilities	328.9	358.5	332.4
<b>Share owners' equity:</b>			
The Company's share owner's equity:			
Common stock, par value \$.01 per share 1,000 shares authorized, 100 shares issued and outstanding	—	—	—
Other contributed capital	612.6	782.8	915.3
Retained earnings	2,616.4	2,531.1	2,261.6
Accumulated other comprehensive loss	(1,300.8)	(1,290.6)	(1,700.4)
<b>Total share owner's equity of the Company</b>	<b>1,928.2</b>	<b>2,023.3</b>	<b>1,476.5</b>
Noncontrolling interests	209.6	198.2	240.2
<b>Total share owners' equity</b>	<b>2,137.8</b>	<b>2,221.5</b>	<b>1,716.7</b>
<b>Total liabilities and share owners' equity</b>	<b>\$ 8,371.7</b>	<b>\$ 8,727.4</b>	<b>\$ 7,751.6</b>

See accompanying notes.

OWENS-ILLINOIS GROUP, INC.  
CONDENSED CONSOLIDATED CASH FLOWS  
(Dollars in millions)

	<b>Three months ended March 31,</b>	
	<b>2010</b>	<b>2009</b>
<b>Cash flows from operating activities:</b>		
Net earnings	\$ 94.4	\$ 58.8
Net earnings attributable to noncontrolling interests	(9.1)	(13.7)
Non-cash charges (credits):		
Depreciation	90.0	88.4
Amortization of intangibles and other deferred items	6.2	4.3
Amortization of finance fees and debt discount	2.9	2.4
Deferred tax provision (benefit)	(0.8)	10.5
Restructuring and asset impairment		50.4
Other	58.5	32.8
Cash paid for restructuring activities	(18.9)	(20.2)
Change in non-current operating assets	(11.8)	(2.4)
Change in non-current liabilities	(13.1)	(31.3)
Change in components of working capital	(139.8)	(173.7)
<b>Cash provided by operating activities</b>	<b>58.5</b>	<b>6.3</b>
<b>Cash flows from investing activities:</b>		
Additions to property, plant, and equipment	(96.8)	(46.6)
Advances to equity affiliate - net		1.6
Acquisitions, net of cash paid	(25.8)	
Change in short-term investments	0.3	
Net cash proceeds from divestitures and asset sales	0.2	0.1
<b>Cash utilized in investing activities</b>	<b>(122.1)</b>	<b>(44.9)</b>
<b>Cash flows from financing activities:</b>		
Additions to long-term debt		274.9
Repayments of long-term debt	(4.2)	(183.6)
Decrease in short-term loans	(49.3)	(17.6)
Net receipts for hedging activity	12.0	4.4
Dividends paid to noncontrolling interests	(5.8)	(17.0)
Distributions to parent	(176.0)	(30.8)

Cash provided by (utilized in) financing activities	(223.3)	30.3
Effect of exchange rate fluctuations on cash	(3.4)	(8.9)
Increase in cash	(290.3)	(17.2)
Cash at beginning of period	811.7	379.5
Cash at end of period	<u>\$ 521.4</u>	<u>\$ 362.3</u>

See accompanying notes.

6

OWENS-ILLINOIS GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
Tabular data dollars in millions

**1. Basis of Presentation**

The Company is a 100%-owned subsidiary of Owens-Illinois, Inc. ("OI Inc."). Although OI Inc. does not conduct any operations, it has substantial obligations related to outstanding indebtedness and asbestos-related payments. OI Inc. relies primarily on distributions from its direct and indirect subsidiaries to meet these obligations.

**2. Debt**

The following table summarizes the long-term debt of the Company:

	March 31, 2010	December 31, 2009	March 31, 2009
<b>Secured Credit Agreement:</b>			
Revolving Credit Facility:			
Revolving Loans	\$ —	\$ —	\$ 144.8
Term Loans:			
Term Loan A (160.0 million AUD at March 31, 2010)	146.3	143.9	154.2
Term Loan B	189.5	189.5	191.5
Term Loan C (110.8 million CAD at March 31, 2010)	108.7	105.4	87.8
Term Loan D (€189.5 million at March 31, 2010)	253.9	273.5	253.2
<b>Senior Notes:</b>			
8.25%, due 2013	459.7	460.4	460.0
6.75%, due 2014	400.0	400.0	400.0
6.75%, due 2014 (€225 million)	301.5	324.7	297.4
7.375%, due 2016	582.8	582.1	
6.875%, due 2017 (€300 million)	401.9	432.9	396.6
Payable to OI Inc.	278.1	278.3	507.5
Other	110.8	116.5	87.9
<b>Total long-term debt</b>	<u>3,233.2</u>	<u>3,307.2</u>	<u>2,980.9</u>
Less amounts due within one year	48.3	49.7	16.9
<b>Long-term debt</b>	<u>\$ 3,184.9</u>	<u>\$ 3,257.5</u>	<u>\$ 2,964.0</u>

On June 14, 2006, the Company's subsidiary borrowers entered into the Secured Credit Agreement (the "Agreement"). At March 31, 2010, the Agreement included a \$900.0 million revolving credit facility, a 160.0 million Australian dollar term loan, and a 110.8 million Canadian dollar term loan, each of which has a final maturity date of June 15, 2012. It also included a \$189.5 million term loan and a €189.5 million term loan, each of which has a final maturity date of June 14, 2013. At March 31, 2010, the Company's subsidiary borrowers had unused credit of \$766.1 million available under the Agreement.

The weighted average interest rate on borrowings outstanding under the Agreement at March 31, 2010 was 2.42%.

During October 2006, the Company entered into a €300 million European accounts receivable securitization program. The program extends through October 2011, subject to annual renewal of backup credit lines. In addition, the Company participates in a receivables financing program

7

in the Asia Pacific region with a revolving funding commitment of 10 million New Zealand dollars that expires November 2010.

Information related to the Company's accounts receivable securitization programs is as follows:

	March 31, 2010	December 31, 2009	March 31, 2009
Balance (included in short-term loans)	\$ 228.7	\$ 289.0	\$ 255.2
Weighted average interest rate	2.57%	2.52%	3.72%

The carrying amounts reported for the accounts receivable securitization programs, and certain long-term debt obligations subject to frequently redetermined interest rates, approximate fair value. Fair values for the Company's significant fixed rate debt obligations are generally based on published market quotations.

Fair values at March 31, 2010 of the Company's significant fixed rate debt obligations are as follows:

	Principal Amount (millions of dollars)	Indicated Market Price	Fair Value (millions of dollars)
<b>Senior Notes:</b>			
8.25%, due 2013	\$ 450.0	101.75	\$ 457.9
6.75%, due 2014	400.0	102.13	408.5
6.75%, due 2014 (€225 million)	301.5	102.37	308.7
7.375%, due 2016	600.0	105.00	630.0
6.875%, due 2017 (€300 million)	401.9	101.33	407.3
Payable to OI Inc.	278.1	104.42	290.4

### 3. Supplemental Cash Flow Information

	Three months ended March 31,	
	2010	2009
Interest paid in cash	\$ 44.6	\$ 27.2
Income taxes paid in cash	10.3	37.5

8

### 4. Share Owners' Equity

The activity in share owners' equity for the three months ended March 31, 2010 and 2009 is as follows:

	Share Owner's Equity of the Company				
	Total Share Owners' Equity	Other Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Non- controlling Interests
Balance on January 1, 2010	\$ 2,221.5	\$ 782.8	\$ 2,531.1	\$ (1,290.6)	\$ 198.2
Net distribution to parent	(170.2)	(170.2)			
Comprehensive income:					
Net earnings	94.4		85.3		9.1
Foreign currency translation adjustments	(35.8)			(36.0)	0.2
Pension and other postretirement benefit adjustments, net of tax	31.7			31.7	
Change in fair value of derivative instruments, net of tax	(5.9)			(5.9)	
Total comprehensive income	84.4				
Noncontrolling interests' share of acquisition	7.9				7.9
Dividends paid to noncontrolling interests on subsidiary common stock	(5.8)				(5.8)
Balance on March 31, 2010	<u>\$ 2,137.8</u>	<u>\$ 612.6</u>	<u>\$ 2,616.4</u>	<u>\$ (1,300.8)</u>	<u>\$ 209.6</u>

	Share Owner's Equity of the Company				
	Total Share Owners' Equity	Other Contributed Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non- controlling Interests
Balance on January 1, 2009	\$ 1,788.7	\$ 940.0	\$ 2,216.5	\$ (1,620.6)	\$ 252.8
Net distribution to parent	(24.7)	(24.7)			
Comprehensive income:					
Net earnings	58.8		45.1		13.7
Foreign currency translation adjustments	(93.6)			(84.3)	(9.3)
Pension and other postretirement benefit adjustments, net of tax	10.5			10.5	
Change in fair value of derivative instruments, net of tax	(6.0)			(6.0)	
Total comprehensive loss	(30.3)				
Dividends paid to noncontrolling interests on subsidiary common stock	(17.0)				(17.0)
Balance on March 31, 2009	<u>\$ 1,716.7</u>	<u>\$ 915.3</u>	<u>\$ 2,261.6</u>	<u>\$ (1,700.4)</u>	<u>\$ 240.2</u>

9

### 5. Inventories

Major classes of inventory are as follows:

	<u>March 31, 2010</u>	<u>December 31, 2009</u>	<u>March 31, 2009</u>
Finished goods	\$ 742.3	\$ 741.5	\$ 875.6
Raw materials	109.9	107.4	116.9
Operating supplies	<u>49.9</u>	<u>51.4</u>	<u>52.3</u>
	<u>\$ 902.1</u>	<u>\$ 900.3</u>	<u>\$ 1,044.8</u>

## 6. Contingencies

OI Inc. is one of a number of defendants in a substantial number of lawsuits filed in numerous state and federal courts by persons alleging bodily injury (including death) as a result of exposure to dust containing asbestos fibers. From 1948 to 1958, one of OI Inc.'s former business units commercially produced and sold approximately \$40 million of a high-temperature, calcium-silicate based pipe and block insulation material containing asbestos. OI Inc. exited the pipe and block insulation business in April 1958. The traditional asbestos personal injury lawsuits and claims relating to such production and sale of asbestos material typically allege various theories of liability, including negligence, gross negligence and strict liability and seek compensatory and in some cases, punitive damages in various amounts (herein referred to as "asbestos claims").

As of March 31, 2010, OI Inc. has determined that it is a named defendant in asbestos lawsuits and claims involving approximately 6,700 plaintiffs and claimants. Based on an analysis of the lawsuits pending as of December 31, 2009, approximately 79% of plaintiffs either do not specify the monetary damages sought, or in the case of court filings, claim an amount sufficient to invoke the jurisdictional minimum of the trial court. Approximately 20% of plaintiffs specifically plead damages of \$15 million or less, and fewer than 1% of plaintiffs specifically plead damages greater than \$15 million but less than \$100 million. Fewer than 1% of plaintiffs specifically plead damages \$100 million or greater but less than \$122 million.

As indicated by the foregoing summary, current pleading practice permits considerable variation in the assertion of monetary damages. OI Inc.'s experience resolving hundreds of thousands of asbestos claims and lawsuits over an extended period, demonstrates that the monetary relief which may be alleged in a complaint bears little relevance to a claim's merits or disposition value. Rather, the amount potentially recoverable is determined by such factors as the plaintiff's severity of disease, the product identification evidence against specific defendants, the defenses available to those defendants, the specific jurisdiction in which the claim is made, and the plaintiff's history of smoking or exposure to other possible disease-causative factors.

In addition to the pending claims set forth above, OI Inc. has claims-handling agreements in place with many plaintiffs' counsel throughout the country. These agreements require evaluation and negotiation regarding whether particular claimants qualify under the criteria established by such agreements. The criteria for such claims include verification of a compensable illness and a reasonable probability of exposure to a product manufactured by OI

10

Inc.'s former business unit during its manufacturing period ending in 1958. Some plaintiffs' counsel have historically withheld claims under these agreements for later presentation while focusing their attention on active litigation in the tort system. OI Inc. believes that as of March 31, 2010 there are approximately 800 claims against other defendants which are likely to be asserted some time in the future against OI Inc. These claims are not included in the pending "lawsuits and claims" totals set forth above.

OI Inc. is also a defendant in other asbestos-related lawsuits or claims involving maritime workers, medical monitoring claimants, co-defendants and property damage claimants. Based upon its past experience, OI Inc. believes that these categories of lawsuits and claims will not involve any material liability and they are not included in the above description of pending matters or in the following description of disposed matters.

Since receiving its first asbestos claim, OI Inc. as of March 31, 2010, has disposed of the asbestos claims of approximately 379,000 plaintiffs and claimants at an average indemnity payment per claim of approximately \$7,600. Certain of these dispositions have included deferred amounts payable over a number of years. Deferred amounts payable totaled approximately \$30.7 million at March 31, 2010 (\$36.3 million at December 31, 2009) and are included in the foregoing average indemnity payment per claim. OI Inc.'s indemnity payments for these claims have varied on a per claim basis, and are expected to continue to vary considerably over time. As discussed above, a part of OI Inc.'s objective is to achieve, where possible, resolution of asbestos claims pursuant to claims-handling agreements. Failure of claimants to meet certain medical and product exposure criteria in OI Inc.'s administrative claims handling agreements has generally reduced the number of marginal or suspect claims that would otherwise have been received. This may have the effect of increasing OI Inc.'s per-claim average indemnity payment over time.

11

OI Inc. believes that its ultimate asbestos-related liability (i.e., its indemnity payments or other claim disposition costs plus related legal fees) cannot reasonably be estimated. Beginning with the initial liability of \$975 million established in 1993, OI Inc. has accrued a total of approximately \$3.65 billion through 2009, before insurance recoveries, for its asbestos-related liability. OI Inc.'s ability to reasonably estimate its liability has been significantly affected by the volatility of asbestos-related litigation in the United States, the inherent uncertainty of future disease incidence and claiming patterns, the expanding list of non-traditional defendants that have been sued in this litigation and found liable for substantial damage awards, the use of mass litigation screenings to generate new lawsuits, the large number of claims asserted or filed by parties who claim prior exposure to asbestos materials but have no present physical impairment as a result of such exposure, and the significant number of co-defendants that have filed for bankruptcy.

OI Inc. has continued to monitor trends that may affect its ultimate liability and has continued to analyze the developments and variables affecting or likely to affect the resolution of pending and future asbestos claims against OI Inc. The material components of OI Inc.'s accrued liability are based on amounts determined by OI Inc. in connection with its annual comprehensive review and consist of the following estimates, to the extent it is probable that such liabilities have been incurred and can be reasonably estimated: (i) the liability for asbestos claims already asserted against OI Inc.; (ii) the liability for preexisting but unasserted asbestos claims for prior periods arising under its administrative claims-handling agreements with various plaintiffs' counsel; (iii) the liability for asbestos claims not yet asserted against OI Inc., but which OI Inc. believes will be asserted in the next several years; and (iv) the legal defense costs likely to be incurred in connection with the foregoing types of claims.

The significant assumptions underlying the material components of OI Inc.'s accrual are:

- a) the extent to which settlements are limited to claimants who were exposed to OI Inc.'s asbestos-containing insulation prior to its exit from that business in 1958;
- b) the extent to which claims are resolved under OI Inc.'s administrative claims agreements or on terms comparable to those set forth in those agreements;
- c) the extent of decrease or increase in the incidence of serious disease cases and claiming patterns for such cases;
- d) the extent to which OI Inc. is able to defend itself successfully at trial;
- e) the extent to which courts and legislatures eliminate, reduce or permit the diversion of financial resources for unimpaired claimants

12

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and so-called forum shopping;

f) the extent to which additional defendants with substantial resources and assets are required to participate significantly in the resolution of future asbestos lawsuits and claims;

g) the number and timing of additional co-defendant bankruptcies; and

h) the extent to which co-defendant bankruptcy trusts direct resources to resolve claims that are also presented to OI Inc. and the timing of the payments made by the bankruptcy trusts.

As noted above, OI Inc. conducts a comprehensive review of its asbestos-related liabilities and costs annually in connection with finalizing and reporting its annual results of operations, unless significant changes in trends or new developments warrant an earlier review. If the results of an annual comprehensive review indicate that the existing amount of the accrued liability is insufficient to cover its estimated future asbestos-related costs, then OI Inc. will record an appropriate charge to increase the accrued liability. OI Inc. believes that a reasonable estimation of the probable amount of the liability for claims not yet asserted against the OI Inc. is not possible beyond a period of several years. Therefore, while the results of future annual comprehensive reviews cannot be determined, OI Inc. expects the addition of one year to the estimation period will result in an annual charge.

Other litigation is pending against the Company, in many cases involving ordinary and routine claims incidental to the business of the Company and in others presenting allegations that are non-routine and involve compensatory, punitive or treble damage claims as well as other types of relief. The Company records a liability for such matters when it is both probable that the liability has been incurred and the amount of the liability can be reasonably estimated. Recorded amounts are reviewed and adjusted to reflect changes in the factors upon which the estimates are based including additional information, negotiations, settlements, and other events.

The ultimate legal and financial liability of OI Inc. with respect to the lawsuits and proceedings referred to above, in addition to other pending litigation, cannot reasonably be estimated. OI Inc.'s reported results of operations for 2009 were materially affected by the \$180.0 million (pretax and after tax) fourth quarter charge for asbestos-related costs and asbestos-related

13

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payments continue to be substantial. Any future additional charge would likewise materially affect OI Inc.'s results of operations for the period in which it is recorded. Also, the continued use of significant amounts of cash for asbestos-related costs has affected and will continue to affect the Company's and OI Inc.'s cost of borrowing and the ability to pursue global or domestic acquisitions. However, the Company believes that its operating cash flows and other sources of liquidity will be sufficient to fund OI Inc.'s asbestos-related payments and to fund the Company's working capital and capital expenditure requirements on a short-term and long-term basis.

## 7. Segment Information

The Company has four reportable segments based on its four geographic locations: (1) Europe; (2) North America; (3) South America; (4) Asia Pacific. These four segments are aligned with the Company's internal approach to managing, reporting, and evaluating performance of its global glass operations. Certain assets and activities not directly related to one of the regions or to glass manufacturing are reported with Retained Corporate Costs and Other. These include licensing, equipment manufacturing, global engineering, and non-glass equity investments. Retained Corporate Costs and Other also includes certain headquarters administrative and facilities costs and certain incentive compensation and other benefit plan costs that are global in nature and are not allocable to the reportable segments.

The Company's measure of profit for its reportable segments is Segment Operating Profit, which consists of consolidated earnings from continuing operations before interest income, interest expense, and provision for income taxes and excludes amounts related to certain items that management considers not representative of ongoing operations as well as certain retained corporate costs. The Company's management uses Segment Operating Profit, in combination with net sales and selected cash flow information, to evaluate performance and to allocate resources.

Segment Operating Profit for reportable segments includes an allocation of some corporate expenses based on both a percentage of sales and direct billings based on the costs of specific services provided.

Financial information for the three-month periods ended March 31, 2010 and 2009 regarding the Company's reportable segments is as follows:

2010

2009

Net sales:			
Europe	\$	668.1	\$ 612.9
North America		443.7	494.3
South America		210.9	214.0
Asia Pacific		250.5	182.0
Reportable segment totals		1,573.2	1,503.2
Other		9.3	15.8
Net sales	\$	<u>1,582.5</u>	\$ <u>1,519.0</u>

14

	2010	2009
Segment Operating Profit:		
Europe	\$ 56.4	\$ 44.2
North America	63.3	62.7
South America	41.7	60.0
Asia Pacific	36.8	25.0
Reportable segment totals	198.2	191.9
Items excluded from Segment Operating Profit:		
Retained corporate costs and other	(18.4)	(11.9)
Restructuring and asset impairments	—	(50.4)
Interest income	4.4	8.5
Interest expense	(55.6)	(48.1)
Earnings before income taxes	\$ 128.6	\$ 90.0

Financial information regarding the Company's total assets is as follows:

	March 31, 2010	December 31, 2009	March 31, 2009
Total assets:			
Europe	\$ 3,617.7	\$ 3,852.3	\$ 3,487.6
North America	1,959.2	1,899.8	1,888.0
South America	875.4	855.9	925.9
Asia Pacific	1,683.4	1,683.0	1,245.1
Reportable segment totals	8,135.7	8,291.0	7,546.6
Other	236.0	436.4	205.0
Consolidated totals	\$ <u>8,371.7</u>	\$ <u>8,727.4</u>	\$ <u>7,751.6</u>

## 8. Other Expense

Other expense for the first quarter of 2010 includes approximately \$8 million of losses recognized by the Company to revalue its net monetary assets in Venezuela as the parallel market rate continued to devalue since December 31, 2009. See Note 13 for additional information.

During the first quarter of 2009, the Company recorded charges totaling \$50.4 million (\$47.7 million after tax amount attributable to the Company) for restructuring and asset impairment. The charges reflected the decisions reached in the Company's strategic review of its global manufacturing footprint. See Note 9 for additional information.

## 9. Restructuring Accruals

Beginning in 2007, the Company commenced a strategic review of its global profitability and manufacturing footprint. The combined 2007, 2008, and 2009 charges, amounting to \$401.3 million (\$333.1 million after tax amount attributable to the Company), reflect the decisions reached by the Company in its strategic review of its global manufacturing footprint. The related curtailment of plant capacity and realignment of selected operations will result in an overall reduction in the Company's workforce of approximately 3,250 jobs. Amounts recorded by the Company do not include any gains that may be realized upon the ultimate sale or disposition of closed facilities.

15

The Company's decisions to curtail selected production capacity have resulted in write downs of certain long-lived assets to the extent their carrying amounts exceeded fair value or fair value less cost to sell. The Company classified the significant assumptions used to determine the fair value of the impaired assets, which was not material, as Level 3 in the fair value hierarchy as set forth in the general accounting principles for fair value measurements.

The Company also recorded liabilities for certain employee separation costs to be paid under contractual arrangements and other exit costs.

### 2007

During the third and fourth quarters of 2007, the Company recorded charges totaling \$55.3 million (\$40.2 million after tax), for restructuring and asset impairment in Europe and North America. The curtailment of plant capacity resulted in elimination of approximately 560 jobs and a corresponding reduction in the Company's workforce.

### 2008



During 2008, the Company recorded charges totaling \$132.4 million (\$110.1 million after tax amount attributable to the Company), for restructuring and asset impairment across all segments as well as in Retained Corporate Costs and Other. The curtailment of plant capacity and realignment of selected operations resulted in elimination of approximately 1,240 jobs and a corresponding reduction in the Company's workforce.

#### 2009

During 2009, the Company recorded charges totaling \$213.6 million (\$182.8 million after tax amount attributable to the Company), for restructuring and asset impairment across all segments. The curtailment of plant capacity will result in elimination of approximately 1,450 jobs and a corresponding reduction in the Company's workforce.

As of December 31, 2009, the Company had concluded its global manufacturing footprint review. The Company expects that the majority of the remaining estimated cash expenditures related to the above charges will be paid out by the end of 2010.

Selected information related to the restructuring accrual is as follows:

16

	Employee Costs	Asset Impairment	Other	Total
2007 Charges	\$ 26.1	\$ 22.3	\$ 6.9	\$ 55.3
Write-down of assets to net realizable value	—	(22.3)	(2.4)	(24.7)
Balance at December 31, 2007	26.1	—	4.5	30.6
2008 charges	70.1	32.5	29.8	132.4
Write-down of assets to net realizable value	—	(32.5)	(4.7)	(37.2)
Net cash paid, principally severance and related benefits	(35.6)	—	(7.2)	(42.8)
Other, principally foreign exchange translation	(13.0)	—	(6.1)	(19.1)
Balance at December 31, 2008	47.6	—	16.3	63.9
2009 charges	116.3	78.7	18.6	213.6
Write-down of assets to net realizable value	—	(78.7)	—	(78.7)
Net cash paid, principally severance and related benefits	(60.8)	—	(7.5)	(68.3)
Other, principally foreign exchange translation	(8.8)	—	(1.6)	(10.4)
Balance at December 31, 2009	94.3	—	25.8	120.1
Net cash paid, principally severance and related benefits	(17.9)	—	(1.0)	(18.9)
Other, principally foreign exchange translation	(1.1)	—	—	(1.1)
Balance at March 31, 2010	\$ 75.3	\$ —	\$ 24.8	\$ 100.1

## 10. Derivative Instruments

The Company has certain derivative assets and liabilities which consist of interest rate swaps, natural gas forwards, and foreign exchange option and forward contracts. The Company records derivative assets and liabilities at fair value and classifies them as Level 2 in the fair value hierarchy.

### Interest Rate Swaps Designated as Fair Value Hedges

In the fourth quarter of 2003 and the first quarter of 2004, the Company entered into a series of interest rate swap agreements with a total notional amount of \$700 million that were to mature in 2010 and 2013. The swaps were executed in order to: (i) convert a portion of the senior notes and senior debentures fixed-rate debt into floating-rate debt; (ii) maintain a capital structure containing appropriate amounts of fixed and floating-rate debt; and (iii) reduce net interest payments and expense in the near-term.

The Company's fixed-to-floating interest rate swaps were accounted for as fair value hedges. Because the relevant terms of the swap agreements matched the corresponding terms of the notes, there was no hedge ineffectiveness. Accordingly, the Company recorded the net of the fair market values of the swaps as a long-term asset (liability) along with a corresponding net increase (decrease) in the carrying value of the hedged debt.

For derivative instruments that are designated and qualify as fair value hedges, the change in the fair value of the derivative instrument related to the future cash flows (gain or loss on the derivative) as well as the offsetting change in the fair value of the hedged item attributable to the hedged risk are recognized in current earnings. The Company includes the gain or loss on the hedged items (i.e. long-term debt) in the same line item (interest expense) as the offsetting loss or gain on the related interest rate swaps.

During the second quarter of 2009, the Company completed a tender offer for its \$250 million senior debentures due 2010. As a result of the tender offer, the Company extinguished \$221.9

17

million of the senior debentures and terminated the related interest rate swap agreements for proceeds of \$5.0 million. The Company recognized \$4.4 million of the proceeds as a reduction to interest expense upon the termination of the interest rate swap agreements, while the remaining \$0.6 million was recorded as an adjustment to debt and is being recognized as a reduction to interest expense over the remaining life of the outstanding senior debentures due 2010.

During the second quarter of 2009, the Company's interest rate swaps related to the \$450 million senior notes due 2013 were terminated. The Company received proceeds of \$12.4 million which were recorded as an adjustment to debt and will be recognized as a reduction to interest expense over the remaining life of the senior notes due 2013.

As of March 31, 2010, the balance of unamortized proceeds from terminated interest rate swaps included in long-term debt is \$9.7 million.

The effect of the interest rate swaps on the results of operations for the three months ended March 31, 2010 and 2009 is as follows:

	Amount of Gain (Loss) Recognized in Interest Expense	
	2010	2009
Interest Rate Swaps		\$ (4.0)
Related long-term debt		4.0
Amortization of terminated interest rate swaps	\$ 0.9	
Net impact on interest expense	\$ 0.9	\$ —

#### Commodity Futures Contracts Designated as Cash Flow Hedges

The Company enters into commodity futures contracts related to forecasted natural gas requirements, the objectives of which are to limit the effects of fluctuations in the future market price paid for natural gas and the related volatility in cash flows. The Company continually evaluates the natural gas market with respect to its forecasted usage requirements over the next twelve to twenty-four months and periodically enters into commodity futures contracts in order to hedge a portion of its usage requirements over that period. At March 31, 2010, the Company had entered into commodity futures contracts covering approximately 5,200,000 MM BTUs over that period. The volume of natural gas covered by commodity futures contracts is lower than prior periods because the renegotiation of several large customer contracts in North America reduced the Company's exposure to gas price volatility through provisions that pass the price of natural gas to the customer.

The Company accounts for the above futures contracts as cash flow hedges at March 31, 2010 and recognizes them on the balance sheet at fair value. The effective portion of changes in the fair value of a derivative that is designated as, and meets the required criteria for, a cash flow hedge is recorded in the Accumulated Other Comprehensive Income component of share owners' equity ("OCI") and reclassified into earnings in the same period or periods during which the underlying hedged item affects earnings. At March 31, 2010, an unrecognized loss of \$7.2 million (pretax and after tax) related to the commodity futures contracts was included in

18

Accumulated OCI, and will be reclassified into earnings over the next twelve to twenty-four months. Any material portion of the change in the fair value of a derivative designated as a cash flow hedge that is deemed to be ineffective is recognized in current earnings. The ineffectiveness related to these natural gas hedges for the three months ended March 31, 2010 and 2009 was not material.

The effect of the commodity futures contracts on the results of operations for the three months ended March 31, 2010 and 2009 is as follows:

Amount of Loss Recognized in OCI on Commodity Futures Contracts (Effective Portion)		Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (reported in manufacturing, shipping, and delivery) (Effective Portion)	
2010	2009	2010	2009
\$ (7.2)	\$ (19.3)	\$ (1.3)	\$ (13.3)

#### Senior Notes Designated as Net Investment Hedge

During December 2004, a U.S. subsidiary of the Company issued senior notes totaling €225 million. These notes were designated by the Company's subsidiary as a hedge of a portion of its net investment in a non-U.S. subsidiary with a Euro functional currency. Because the amount of the senior notes matches the hedged portion of the net investment, there is no hedge ineffectiveness. Accordingly, the Company recorded the impact of changes in the foreign currency exchange rate on the Euro-denominated notes in OCI. The amount recorded in OCI will be reclassified into earnings when the Company sells or liquidates its net investment in the non-U.S. subsidiary.

The effect of the net investment hedge on the results of operations for the three months ended March 31, 2010 and 2009 is as follows:

Amount of Gain Recognized in OCI		Location of Gain (Loss) Reclassified from Accumulated OCI into Income	Amount of Gain (Loss) Reclassified from Accumulated OCI into Income	
2010	2009		2010	2009
\$ 23.5	\$ 19.4	N/A	\$ —	\$ —

19

#### Forward Exchange Contracts not Designated as Hedging Instruments

The Company's subsidiaries may enter into short-term forward exchange or option agreements to purchase foreign currencies at set rates in the future. These agreements are used to limit exposure to fluctuations in foreign currency exchange rates for significant planned purchases of fixed assets or commodities that are denominated in currencies other than the subsidiaries' functional currency. Subsidiaries may also use forward exchange agreements to offset the foreign currency risk for receivables and payables, including intercompany receivables and payables, not denominated in, or indexed to, their functional currencies. The Company records these short-term forward exchange agreements on the balance sheet at fair value and changes in the fair value are recognized in current earnings.

At March 31, 2010, various subsidiaries of the Company had outstanding forward exchange and option agreements denominated in various currencies covering the equivalent of approximately \$590 million related primarily to intercompany transactions and loans.

The effect of the forward exchange contracts on the results of operations for the three months ended March 31, 2010 and 2009 is as follows:

Location of Gain (Loss) Recognized in Income on Forward Exchange Contracts	Amount of Gain (Loss) Recognized in Income on Forward Exchange Contracts	
	2010	2009
	Other expense	\$ 22.9

20

### Balance Sheet Classification

The Company records the fair values of derivative financial instruments on the balance sheet as follows: (1) receivables if the instrument has a positive fair value and maturity within one year, (2) deposits, receivables, and other assets if the instrument has a positive fair value and maturity after one year, (3) accounts payable and other current liabilities if the instrument has a negative fair value and maturity within one year, and (4) other liabilities if the instrument has a negative fair value and maturity after one year. The following table shows the amount and classification of the Company's derivatives as of March 31, 2010 and 2009:

	2010		2009	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Asset Derivatives:</b>				
Derivatives designated as hedging instruments				
Interest rate swaps		\$ —	Deposits, receivables, and other assets	\$ 25.4
Total derivatives designated as hedging instruments		—		25.4
Derivatives not designated as hedging instruments				
Foreign exchange contracts	Receivables	15.6	Receivables	25.5
Foreign exchange contracts			Deposits, receivables, and other assets	2.8
Total derivatives not designated as hedging instruments		15.6		28.3
Total asset derivatives		\$ 15.6		\$ 53.7
<b>Liability Derivatives:</b>				
Derivatives designated as hedging instruments				
Commodity futures contracts	Other liabilities (current)	\$ 7.2	Other liabilities (current)	\$ 42.5
Commodity futures contracts			Other liabilities	0.9
Total derivatives designated as hedging instruments		7.2		43.4
Derivatives not designated as hedging instruments				
Foreign exchange contracts	Other liabilities (current)	1.4	Receivables	0.2
Foreign exchange contracts			Other liabilities (current)	3.7
Foreign exchange contracts			Deposits, receivables, and other assets	2.8
Total derivatives not designated as hedging instruments		1.4		6.7
Total liability derivatives		\$ 8.6		\$ 50.1

21

### 11. Pensions Benefit Plans and Other Postretirement Benefits

The components of the net periodic pension cost for the three months ended March 31, 2010 and 2009 are as follows:

	2010	2009
Service cost	\$ 11.6	\$ 9.9
Interest cost	52.9	51.5
Expected asset return	(68.3)	(67.3)
<b>Amortization:</b>		
Prior service credit	(0.2)	(0.2)
Actuarial loss	22.8	10.9

Net amortization		22.6	10.7
Net periodic pension cost	\$	18.8	\$ 4.8

The components of the net postretirement benefit cost for the three months ended March 31, 2010 and 2009 are as follows:

	2010	2009
Service cost	\$ 0.6	\$ 0.4
Interest cost	4.0	4.0
Amortization:		
Prior service credit	(0.8)	(0.8)
Actuarial loss	1.3	1.0
Net amortization	0.5	0.2
Net postretirement benefit cost	\$ 5.1	\$ 4.6

In March 2010, the Patient Protection and Affordable Care Act and the Health Care Education and Affordability Reconciliation Act (the Acts) were signed into law. The Acts contain provisions which could impact the Company's accounting for retiree medical benefits in future periods. However, the extent of that impact, if any, cannot be determined until additional interpretations of the Acts become available. Based on the analysis to date, the impact of provisions in the Acts which are reasonably determinable is not expected to have a material impact on the Company's other postretirement benefit plans. Accordingly, a remeasurement of the Company's postretirement benefit obligation is not required at this time. The Company will continue to assess the provisions of the Acts and may consider plan amendments in future periods to better align these plans with the provisions of the Acts.

## 12. Business Combination

On March 11, 2010, the Company acquired the majority share of Cristalerias Rosario, a one-plant glass container manufacturer located in Rosario, Argentina. Cristalerias Rosario primarily produces wine and non-alcoholic beverage glass containers and employs approximately 230 people.

## 13. Venezuelan Operations

Beginning January 1, 2010, Venezuela's economy is considered to be highly inflationary for accounting purposes. Accordingly, the Company has adopted the U.S. dollar as the functional currency for its Venezuelan operations. All bolivar-denominated transactions, as well as monetary assets and liabilities, are remeasured at the end of each reporting period into U.S. dollars using the parallel market rate at that date. The Company has elected to use the parallel market rate to remeasure its Venezuelan operations due to the continued restrictions on currency exchange in Venezuela at the official rates.

The use of the parallel market rate for remeasurement in Venezuela resulted in a reduction to the South American segment operating profit compared to the first quarter of 2009 as bolivar-denominated revenues and costs of the Company's Venezuelan operations were translated into fewer U.S. dollars at the parallel market rate compared to the 2.15 official rate used for translation in 2009. Additionally, the adoption of the U.S. dollar as the functional currency in Venezuela decreased the South American segment operating profit as the remeasurement of the net monetary assets of the Company's Venezuelan operations was negatively impacted by a 17% devaluation of the parallel market rate during the first quarter of 2010.

## 14. Financial Information for Subsidiary Guarantors and Non-Guarantors

The following presents condensed consolidating financial information for the Company, segregating: (1) Owens-Illinois Group, Inc. (the "Parent"); (2) Owens-Brockway Glass Container Inc. (the "Issuer"); (3) those domestic subsidiaries that guarantee the 7 3/8%, 8 1/4%, 6 3/4%, 6 3/4% Euro Senior Notes of the Issuer (the "Guarantor Subsidiaries"); and (4) all other subsidiaries (the "Non-Guarantor Subsidiaries"). The Guarantor Subsidiaries are 100% owned direct and indirect subsidiaries of the Parent and their guarantees are full, unconditional and joint and several. The Parent is also a guarantor, and its guarantee is full, unconditional and joint and several.

100% owned subsidiaries of the Parent and of the Issuer are presented on the equity basis of accounting. Certain reclassifications have been made to conform all of the financial information to the financial presentation on a consolidated basis. The principal eliminations relate to investments in subsidiaries and intercompany balances and transactions.

	March 31, 2010					
	Parent	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
Balance Sheet						
Current assets:						
Accounts receivable	\$ —	\$ 104.2	\$ 72.3	\$ 871.6	\$ (0.1)	\$ 1,048.0
Inventories		154.3	0.5	747.9	(0.6)	902.1
Other current assets		59.1	44.8	482.5	0.2	586.6
Total current assets	—	317.6	117.6	2,102.0	(0.5)	2,536.7

Investments in and advances to subsidiaries	2,206.3	3,509.9	(315.9)		(5,400.3)	—
Goodwill		560.8	9.5	1,776.5	(0.1)	2,346.7
Other non-current assets		140.3	95.6	553.2	2.7	791.8
Total other assets	2,206.3	4,211.0	(210.8)	2,329.7	(5,397.7)	3,138.5
Property, plant and equipment, net		605.9	40.9	2,049.7		2,696.5
Total assets	<u>\$ 2,206.3</u>	<u>\$ 5,134.5</u>	<u>\$ (52.3)</u>	<u>\$ 6,481.4</u>	<u>\$ (5,398.2)</u>	<u>\$ 8,371.7</u>
Current liabilities :						
Accounts payable and accrued liabilities	\$ —	\$ 383.5	\$ 27.9	\$ 1,028.3	\$ 0.8	\$ 1,440.5
Short-term loans and long-term debt due within one year	28.1	0.1		255.0	(0.1)	283.1
Total current liabilities	28.1	383.6	27.9	1,283.3	0.7	1,723.6
Long-term debt	250.0	1,933.4	17.5	984.0		3,184.9
Other non-current liabilities		66.4	447.2	812.0	(0.2)	1,325.4
Investments by and advances from parent		2,751.1	(544.9)	3,192.5	(5,398.7)	—
Total share owners' equity of the Company	1,928.2					1,928.2
Noncontrolling interests				209.6		209.6
Total liabilities and share owner's equity	<u>\$ 2,206.3</u>	<u>\$ 5,134.5</u>	<u>\$ (52.3)</u>	<u>\$ 6,481.4</u>	<u>\$ (5,398.2)</u>	<u>\$ 8,371.7</u>

24

	December 31, 2009					
	Parent	Issuer	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>Balance Sheet</b>						
Current assets:						
Accounts receivable	\$ —	\$ 73.1	\$ (8.7)	\$ 939.8	\$ —	\$ 1,004.2
Inventories		141.0	0.5	759.3	(0.5)	900.3
Other current assets		74.4	257.5	560.2	0.1	892.2
Total current assets	—	288.5	249.3	2,259.3	(0.4)	2,796.7
Investments in and advances to subsidiaries	2,301.4	3,483.0	(19.5)		(5,764.9)	—
Goodwill		560.8	9.5	1,810.7		2,381.0
Other non-current assets		137.4	88.7	578.8	2.5	807.4
Total other assets	2,301.4	4,181.2	78.7	2,389.5	(5,762.4)	3,188.4
Property, plant and equipment, net		606.2	40.6	2,095.5		2,742.3
Total assets	<u>\$ 2,301.4</u>	<u>\$ 5,075.9</u>	<u>\$ 368.6</u>	<u>\$ 6,744.3</u>	<u>\$ (5,762.8)</u>	<u>\$ 8,727.4</u>
Current liabilities :						
Accounts payable and accrued liabilities	\$ —	\$ 369.2	\$ 46.8	\$ 1,092.0	\$ (0.7)	\$ 1,507.3
Short-term loans and long-term debt due within one year	28.1	0.3		323.5	0.1	352.0
Total current liabilities	28.1	369.5	46.8	1,415.5	(0.6)	1,859.3
Long-term debt	250.0	1,956.7	17.7	1,033.1		3,257.5
Other non-current liabilities		79.6	474.7	834.9	(0.1)	1,389.1
Investments by and advances from parent		2,670.1	(170.6)	3,262.6	(5,762.1)	—
Total share owner's equity of the Company	2,023.3					2,023.3
Noncontrolling interests				198.2		198.2
Total liabilities and share owners' equity	<u>\$ 2,301.4</u>	<u>\$ 5,075.9</u>	<u>\$ 368.6</u>	<u>\$ 6,744.3</u>	<u>\$ (5,762.8)</u>	<u>\$ 8,727.4</u>

25

	Parent	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Balance Sheet</b>						
<b>Current assets:</b>						
Accounts receivable	\$ —	\$ 101.5	\$ 15.6	\$ 828.4	\$ —	\$ 945.5
Inventories		164.3	0.4	881.5	(1.4)	1,044.8
Other current assets		4.2	8.4	413.5	0.5	426.6
<b>Total current assets</b>	<b>—</b>	<b>270.0</b>	<b>24.4</b>	<b>2,123.4</b>	<b>(0.9)</b>	<b>2,416.9</b>
Investments in and advances to subsidiaries	1,976.5	2,921.3	(43.4)		(4,854.4)	—
Goodwill		560.7	9.5	1,560.1		2,130.3
Other non-current assets		155.2	86.9	476.4	(0.5)	718.0
<b>Total other assets</b>	<b>1,976.5</b>	<b>3,637.2</b>	<b>53.0</b>	<b>2,036.5</b>	<b>(4,854.9)</b>	<b>2,848.3</b>
Property, plant and equipment, net		632.4	43.6	1,810.4		2,486.4
<b>Total assets</b>	<b>\$ 1,976.5</b>	<b>\$ 4,539.6</b>	<b>\$ 121.0</b>	<b>\$ 5,970.3</b>	<b>\$ (4,855.8)</b>	<b>\$ 7,751.6</b>
<b>Current liabilities :</b>						
Accounts payable and accrued liabilities	\$ —	\$ 352.3	\$ 47.5	\$ 910.2	\$ (1.5)	\$ 1,308.5
Short-term loans and long-term debt due within one year		0.1		353.5		353.6
<b>Total current liabilities</b>	<b>—</b>	<b>352.4</b>	<b>47.5</b>	<b>1,263.7</b>	<b>(1.5)</b>	<b>1,662.1</b>
Long-term debt	500.0	1,404.5	18.0	1,041.5		2,964.0
Other non-current liabilities		51.2	570.3	791.2	(3.9)	1,408.8
Investments by and advances from parent		2,731.5	(514.8)	2,633.7	(4,850.4)	—
<b>Total share owners' equity of the Company</b>	<b>1,476.5</b>					<b>1,476.5</b>
Noncontrolling interests				240.2		240.2
<b>Total liabilities and share owners' equity</b>	<b>\$ 1,976.5</b>	<b>\$ 4,539.6</b>	<b>\$ 121.0</b>	<b>\$ 5,970.3</b>	<b>\$ (4,855.8)</b>	<b>\$ 7,751.6</b>

26

<b>Three months ended March 31, 2010</b>						
	Parent	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated
<b>Results of Operations</b>						
Net sales	\$ —	\$ 420.1	\$ —	\$ 1,187.0	\$ (24.6)	\$ 1,582.5
Manufacturing, shipping, and delivery		(347.9)	(1.1)	(959.8)	37.1	(1,271.7)
<b>Gross profit (loss)</b>	<b>—</b>	<b>72.2</b>	<b>(1.1)</b>	<b>227.2</b>	<b>12.5</b>	<b>310.8</b>
Research, engineering, selling, administrative, and other		(38.3)	(16.1)	(94.0)		(148.4)
Net intercompany interest	5.5	(13.0)	8.6	(1.1)		—
Other interest expense	(5.5)	(34.3)	(0.4)	(15.4)		(55.6)
Interest income				4.4		4.4
Equity (loss) earnings from subsidiaries	85.3	113.5	(29.6)		(169.2)	—
Other equity earnings		4.2	5.7	2.6		12.5
Other revenue		15.4	0.1	1.0	(11.6)	4.9
<b>Earnings (loss) before income taxes</b>	<b>85.3</b>	<b>119.7</b>	<b>(32.8)</b>	<b>124.7</b>	<b>(168.3)</b>	<b>128.6</b>
Provision for income taxes		(2.7)	0.1	(31.6)		(34.2)
<b>Net earnings (loss)</b>	<b>85.3</b>	<b>117.0</b>	<b>(32.7)</b>	<b>93.1</b>	<b>(168.3)</b>	<b>94.4</b>
Net earnings attributable to noncontrolling interests				(9.1)		(9.1)
<b>Net earnings (loss) attributable to the Company</b>	<b>\$ 85.3</b>	<b>\$ 117.0</b>	<b>\$ (32.7)</b>	<b>\$ 84.0</b>	<b>\$ (168.3)</b>	<b>\$ 85.3</b>

27

<b>Three months ended March 31, 2009</b>						
	Parent	Issuer	Guarantor Subsidiaries	Non- Guarantor Subsidiaries	Eliminations	Consolidated



Proceeds from sales				0.1		0.1
Cash provided by (utilized in) investing activities	—	(14.9)	1.6	(31.6)	—	(44.9)
Financing Activities:						
Net distribution to OI Inc.	(30.8)					(30.8)
Change in intercompany transactions	30.8	(36.4)	23.1	(13.8)	(3.7)	—
Change in short term debt				(17.6)		(17.6)
Payments of long term debt		(183.2)	(0.2)	(0.2)		(183.6)
Borrowings of long term debt		212.7		62.2		274.9
Dividends paid to noncontrolling interests				(17.0)		(17.0)
Net receipts for hedging activity		2.5		1.9		4.4
Cash provided by (utilized in) financing activities	—	(4.4)	22.9	15.5	(3.7)	30.3
Effect of exchange rate change on cash				(8.9)		(8.9)
Net change in cash	—	—	(3.1)	(12.9)	(1.2)	(17.2)
Cash at beginning of period			4.4	373.9	1.2	379.5
Cash at end of period	\$ —	\$ —	\$ 1.3	\$ 361.0	\$ —	\$ 362.3

30

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

Following are the Company's net sales by segment and Segment Operating Profit for the three months ended March 31, 2010 and 2009. The Company's measure of profit for its reportable segments is Segment Operating Profit, which consists of consolidated earnings from continuing operations before interest income, interest expense, and provision for income taxes and excludes amounts related to certain items that management considers not representative of ongoing operations as well as certain retained corporate costs. The segment data presented below is prepared in accordance with general accounting principles for segment reporting. The line titled 'reportable segment totals', however, is a non-GAAP measure when presented outside of the financial statement footnotes. Management has included 'reportable segment totals' below to facilitate the discussion and analysis of financial condition and results of operations. The Company's management uses Segment Operating Profit, in combination with net sales and selected cash flow information, to evaluate performance and to allocate resources.

	Three months ended March 31,	
	2010	2009
Net Sales:		
Europe	\$ 668.1	\$ 612.9
North America	443.7	494.3
South America	210.9	214.0
Asia Pacific	250.5	182.0
Reportable segment totals	1,573.2	1,503.2
Other	9.3	15.8
Net Sales	\$ 1,582.5	\$ 1,519.0

	Three months ended March 31,	
	2010	2009
Segment Operating Profit:		
Europe	\$ 56.4	\$ 44.2
North America	63.3	62.7
South America	41.7	60.0
Asia Pacific	36.8	25.0
Reportable segment totals	198.2	191.9
Items excluded from Segment Operating Profit:		
Retained corporate costs and other	(18.4)	(11.9)
Restructuring and asset impairments	—	(50.4)
Interest income	4.4	8.5
Interest expense	(55.6)	(48.1)
Earnings before income taxes	128.6	90.0
Provision for income taxes	(34.2)	(31.2)
Net earnings	94.4	58.8
Net earnings attributable to noncontrolling interests	(9.1)	(13.7)
Net earnings attributable to the Company	\$ 85.3	\$ 45.1

Note: All amounts excluded from reportable segment totals are discussed in the following applicable sections.

31



## Executive Overview — Quarters ended March 31, 2010 and 2009

Net sales were \$63.5 million higher than the prior year principally resulting from the favorable effect of foreign currency exchange rates, partially offset by the impact of cost pass-through provisions on certain customer contracts. The weaker U.S. dollar in the first quarter of 2010 compared to the first quarter of 2009 increased net sales by approximately \$146 million, but was partially offset by an approximate \$56 million unfavorable impact due to the translation of the Company's Venezuelan operations at the parallel market rate. Glass container shipments, in tonnes, were consistent with prior year levels.

Segment Operating Profit for reportable segments was \$6.3 million higher than the prior year. Segment Operating Profit benefited from an increase in sales due to improved price and product mix. The Company also recognized savings of approximately \$28 million from permanent curtailment of plant capacity and realignment of selected operations. Partially offsetting these benefits were higher unabsorbed fixed costs due to temporary production curtailments. Segment Operating Profit also decreased approximately \$2 million related to changes in foreign currency exchange rates. The favorable effects of foreign currency exchange rates from the Company's international operations excluding Venezuela increased Segment Operating Profit approximately \$23 million, but were more than offset by an approximate \$25 million unfavorable impact due to the translation of the Company's Venezuelan operations at the parallel market rate and the negative impact of remeasuring its net monetary assets in Venezuela as the parallel market rate continued to devalue in the first quarter.

Interest expense for the first quarter of 2010 was \$55.6 million compared with \$48.1 million for the first quarter of 2009. The increase is principally due to higher debt balances as a result of the Company's debt issuance in May 2009 and the termination of interest rate swaps during the second quarter of 2009.

Interest income for the first quarter of 2010 was \$4.4 million compared with \$8.5 million for the first quarter of 2009. The decrease is principally due to lower interest rates on investments, which more than offset the additional interest earned on the Company's higher cash balance.

Net earnings attributable to the Company for 2010 were \$85.3 million compared with \$45.1 million for 2009. Earnings in 2009 included items that management considered not representative of ongoing operations. These items decreased net earnings in 2009 by \$47.7 million.

Capital spending for property, plant and equipment was \$96.8 million for the first quarter of 2010 compared with \$46.6 million for the first quarter of 2009. The increase in 2010 is due to the intentional deferral of capital expenditures in the first half of 2009 until later in the year given the economic conditions in the market during 2009.

## Results of Operations — First Quarter of 2010 compared with First Quarter of 2009

### Net Sales

The Company's net sales in the first quarter of 2010 were \$1,582.5 million compared with \$1,519.0 million for the first quarter of 2009, an increase of \$63.5 million, or 4.2%. For further information, see Segment Information included in Note 7 to the Condensed Consolidated Financial Statements.

The change in net sales of reportable segments can be summarized as follows (dollars in millions):

Net sales - 2009		\$	1,503.2
Price			
Net effect of price and mix	\$	(5.8)	
Cost pass-through provisions		(14.1)	
Effects of changing foreign currency rates		89.9	
Total effect on net sales			70.0
Net sales - 2010		\$	<u>1,573.2</u>

Cost pass-through provisions include monthly or quarterly contractual provisions as well as the transfer of certain third-party costs, such as shipping, to customers, primarily in North America.

### Segment Operating Profit

Operating Profit of the reportable segments includes an allocation of some corporate expenses based on both a percentage of sales and direct billings based on the costs of specific services provided. Unallocated corporate expenses and certain other expenses not directly related to the reportable segments' operations are included in Retained Corporate Costs and Other. For further information, see Segment Information included in Note 7 to the Condensed Consolidated Financial Statements.

Segment Operating Profit of reportable segments in the first quarter of 2010 was \$198.2 million compared to \$191.9 million for the first quarter of 2009, an increase of \$6.3 million, or 3.3%.

The change in Segment Operating Profit of reportable segments can be summarized as follows (dollars in millions):

Segment Operating Profit - 2009		\$	191.9
Net effect of price and mix	\$	10.4	
Effects of changing foreign currency rates		(2.0)	
Manufacturing and delivery		0.9	
Operating expenses		1.5	
Other		(4.5)	
Total net effect on Segment Operating Profit			<u>6.3</u>

*Interest Expense*

Interest expense for the first quarter of 2010 was \$55.6 million compared with \$48.1 million for the first quarter of 2009. The increase is principally due to higher debt balances as a result of the Company's debt issuance in May 2009 and the termination of interest rate swaps during the second quarter of 2009.

33

*Interest Income*

Interest income for the first quarter of 2010 was \$4.4 million compared with \$8.5 million for the first quarter of 2009. The decrease is principally due to lower interest rates on investments, which more than offset the additional interest earned on the Company's higher cash balance.

*Provision for Income Taxes*

The Company's effective tax rate for the three months ended March 31, 2010 was 26.6%, compared with 34.7% for the first three months of 2009. Excluding the effects of pretax items in both periods for which taxes are separately calculated and recorded, the Company expects that the full year effective tax rate for 2010 will approximate the 26.5% effective tax rate for 2009.

*Net Earnings Attributable to Noncontrolling Interests*

Net earnings attributable to noncontrolling interests in the first quarter of 2010 were \$9.1 million compared with \$13.7 million in the first quarter of 2009. The decrease is primarily a result of lower segment operating profit in the Company's South American segment in the first quarter of 2010.

*Items Excluded from Reportable Segment Totals*Retained Corporate Costs and Other

Retained corporate costs and other for the first quarter of 2010 was \$18.4 million compared with \$11.9 million for the first quarter of 2009. The increased expense in 2010 is mainly attributable to increased employee benefit costs, primarily pension expense.

Restructuring and Asset Impairments

During the first quarter of 2009, the Company recorded charges totaling \$50.4 million (\$47.7 million after tax amount attributable to the Company), for restructuring and asset impairment. The charges reflected the decisions reached in the Company's strategic review of its global manufacturing footprint. See Note 9 to the Condensed Consolidated Financial Statements for additional information.

As of December 31, 2009, the Company had concluded this strategic review of its manufacturing footprint. On an ongoing basis, the Company will review its manufacturing operations, and it is possible that it will close selected facilities or production lines in the future.

**Capital Resources and Liquidity**

The Company's total debt at March 31, 2010 was \$3.47 billion, compared with \$3.61 billion at December 31, 2009 and \$3.32 billion at March 31, 2009.

On June 14, 2006, the Company's subsidiary borrowers entered into the Secured Credit Agreement (the "Agreement"). At March 31, 2010, the Agreement included a \$900.0 million revolving credit facility, a 160.0 million Australian dollar term loan, and a 110.8 million Canadian dollar term loan, each of which has a final maturity date of June 15, 2012. It also included a \$189.5 million term loan and a €189.5 million term loan, each of which has a final maturity date of June 14, 2013. At March 31, 2010, the Company's subsidiary borrowers had unused credit of \$766.1 million available under the Agreement.

34

The weighted average interest rate on borrowings outstanding under the Agreement at March 31, 2010 was 2.42%.

The Company assesses its capital raising and refinancing needs on an ongoing basis and may seek to issue debt securities in the domestic and international capital markets if market conditions are favorable.

During October 2006, the Company entered into a €300 million European accounts receivable securitization program. The program extends through October 2011, subject to annual renewal of backup credit lines. In addition, the Company participates in a receivables financing program in the Asia Pacific region with a revolving funding commitment of 10 million New Zealand dollars that expire November 2010.

Information related to the Company's accounts receivable securitization programs is as follows:

	<u>March 31, 2010</u>	<u>December 31, 2009</u>	<u>March 31, 2009</u>
Balance (included in short-term loans)	\$ 228.7	\$ 289.0	\$ 255.2
Weighted average interest rate	2.57%	2.52%	3.72%

For the three months ended March 31, 2010, cash provided by operating activities was \$58.5 million compared with cash provided by operating activities of \$6.3 million for the three months ended March 31, 2009. The increase in cash flows from operating activities was primarily due to continued improvements

in inventory management.

The Company contributed \$123.1 million to its non-U.S. defined benefit pension plans in 2009, including \$49.5 million of accelerated 2010 contributions. Based on current exchange rates, the Company expects to contribute approximately \$10 million to \$15 million to its non-U.S. defined benefit pension plans in 2010. The Company is not required to make cash contributions to the U.S. defined benefit pension plans during 2010. Depending on a number of factors, the Company may elect to contribute amounts in excess of minimum required amounts in order to improve the funded status of certain plans.

Capital spending for property, plant and equipment during the three months ended March 31, 2010 was \$96.8 million compared with \$46.6 million in the prior year. In addition, the Company capitalized \$0.8 million and \$9.5 million in 2010 and 2009, respectively, under capital lease obligations with the related financing recorded as long-term debt. Total capital spending for the full year 2009 was \$427.6 million. Based on current exchange rates, total capital spending for 2010 is expected to be up to \$500 million.

OI Inc. has substantial obligations related to semiannual interest payments on \$278.1 million of outstanding public debt securities. OI Inc. also makes, and expects in the future to make, substantial indemnity payments and payments for legal fees and expenses in connection with asbestos-related lawsuits and claims. OI Inc.'s asbestos-related payments were \$34.0 million

35

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and \$34.8 million for the three months ended March 31, 2010 and 2009, respectively. OI Inc. relies primarily on distributions from the Company to meet these obligations. Based on OI Inc.'s expectations regarding future payments for lawsuits and claims, and also based on the Company's expected operating cash flow, the Company believes that the payments to OI Inc. for any deferred amounts of previously settled or otherwise determined lawsuits and claims, and the resolution of presently pending and anticipated future lawsuits and claims associated with asbestos, will not have a material adverse effect upon the Company's liquidity on a short-term (twelve-months) or long-term basis.

As of March 31, 2010, the Company had \$521.4 million in cash and cash equivalents. The decrease from the December 31, 2009 balance of \$811.7 million largely represents capital spending of \$96.8 million and \$25.8 million paid for the acquisition of Cristalerias Rosario. Most of the cash is held in mature, liquid markets where the Company has operations, such as North America, Europe and Australia and is readily available to fund global liquidity requirements. Approximately 5% of the cash at March 31, 2010, is held in Venezuela where government restrictions on transfers of cash out of the country limit the Company's ability to immediately access cash at the government's official exchange rates. The Company is able to access its cash in Venezuela through the market-driven parallel exchange process.

The Company anticipates that cash flows from its operations and from utilization of credit available under the Agreement will be sufficient to fund its operating and seasonal working capital needs, debt service and other obligations on a short-term (twelve-months) and long-term basis, including payments to OI Inc., described above.

### **Critical Accounting Estimates**

The Company's analysis and discussion of its financial condition and results of operations are based upon its consolidated financial statements that have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. The Company evaluates these estimates and assumptions on an ongoing basis. Estimates and assumptions are based on historical and other factors believed to be reasonable under the circumstances at the time the financial statements are issued. The results of these estimates may form the basis of the carrying value of certain assets and liabilities and may not be readily apparent from other sources. Actual results, under conditions and circumstances different from those assumed, may differ from estimates.

The impact of, and any associated risks related to, estimates and assumptions are discussed within Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as in the Notes to the Condensed Consolidated Financial Statements, if applicable, where estimates and assumptions affect the Company's reported and expected financial results.

There have been no material changes in critical accounting estimates at March 31, 2010 from those described in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

36

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### **Forward Looking Statements**

This document contains "forward looking" statements within the meaning of Section 21E of the Securities Exchange Act of 1934 and Section 27A of the Securities Act of 1933. Forward-looking statements reflect the Company's current expectations and projections about future events at the time, and thus involve uncertainty and risk. It is possible the Company's future financial performance may differ from expectations due to a variety of factors including, but not limited to the following: (1) foreign currency fluctuations relative to the U.S. dollar, (2) changes in capital availability or cost, including interest rate fluctuations, (3) the general political, economic and competitive conditions in markets and countries where the Company has its operations,

37

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including disruptions in capital markets, disruptions in the supply chain, competitive pricing pressures, inflation or deflation, and changes in tax rates and laws, (4) consumer preferences for alternative forms of packaging, (5) fluctuations in raw material and labor costs, (6) availability of raw materials, (7) costs and availability of energy, (8) transportation costs, (9) the ability of the Company to raise selling prices commensurate with energy and other cost increases, (10) consolidation among competitors and customers, (11) the ability of the Company to integrate operations of acquired businesses and achieve expected synergies, (12) unanticipated expenditures with respect to environmental, safety and health laws, (13) the performance by customers of their obligations under

purchase agreements, and (14) the timing and occurrence of events which are beyond the control of the Company, including events related to OI Inc.'s asbestos-related claims. It is not possible to foresee or identify all such factors. Any forward looking statements in this document are based on certain assumptions and analyses made by the Company in light of its experience and perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. Forward-looking statements are not a guarantee of future performance and actual results or developments may differ materially from expectations. While the Company continually reviews trends and uncertainties affecting the Company's results of operations and financial condition, the Company does not assume any obligation to update or supplement any particular forward looking statements contained in this document.

### **Item 3. Quantitative and Qualitative Disclosure About Market Risk.**

There have been no material changes in market risk at March 31, 2010 from those described in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

### **Item 4. Controls and Procedures.**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Also, the Company has investments in certain unconsolidated entities. As the Company does not control or manage these entities, its disclosure controls and procedures with respect to such entities are necessarily substantially more limited than those maintained with respect to its consolidated subsidiaries.

As required by Rule 13a-15(b) of the Exchange Act, the Company carried out an evaluation, under the supervision and with the participation of management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of March 31, 2010.

38

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Management concluded that the Company's system of internal control over financial reporting was effective as of December 31, 2009. There has been no change in the Company's internal controls over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting. The Company is undertaking the phased implementation of a global Enterprise Resource Planning software system and believes it is maintaining and monitoring appropriate internal controls during the implementation period. The Company believes that the internal control environment will be enhanced as a result of implementation.

## **PART II — OTHER INFORMATION**

### **Item 1. Legal Proceedings.**

For further information on legal proceedings, see Note 6 to the Condensed Consolidated Financial Statements, "Contingencies," that is included in Part I of this Report and is incorporated herein by reference.

### **Item 1A. Risk Factors.**

There have been no material changes in risk factors at March 31, 2010 from those described in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

### **Item 6. Exhibits.**

Exhibit 12	Computation of Ratio of Earnings to Fixed Charges
Exhibit 31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
Exhibit 32.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350
Exhibit 32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350

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\* This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

39

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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.

Date April 29, 2010

By /s/ Edward C. White  
Edward C. White  
President and Chief Financial Officer  
(Principal Financial Officer)

40

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INDEX TO EXHIBITS

Exhibits

12	Computation of Ratio of Earnings to Fixed Charges
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
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\* This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

41

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OWENS-ILLINOIS GROUP, INC.  
 COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES  
 (Dollars in millions)

	<u>Three months ended March 31,</u>	
	<u>2010</u>	<u>2009</u>
Earnings from continuing operations before income taxes	\$ 128.6	\$ 90.0
Less: Equity earnings	(12.5)	(13.6)
Add: Total fixed charges deducted from earnings	57.9	49.6
Proportional share of pre-tax earnings of 50% owned associates	6.8	3.4
Dividends received from equity investees	18.0	6.9
Earnings available for payment of fixed charges	<u>\$ 198.8</u>	<u>\$ 136.3</u>
Fixed charges (including the Company's proportional share of 50% owned associates):		
Interest expense	\$ 53.4	\$ 45.7
Portion of operating lease rental deemed to be interest	1.6	1.5
Amortization of deferred financing costs and debt discount expense	2.9	2.4
Total fixed charges deducted from earnings and fixed charges	<u>\$ 57.9</u>	<u>\$ 49.6</u>
Ratio of earnings to fixed charges	3.4	2.7

## CERTIFICATIONS

I, Albert P.L. Stroucken, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Owens-Illinois Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting;

Date April 29, 2010

/s/ Albert P.L. Stroucken

Albert P.L. Stroucken  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

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## CERTIFICATIONS

I, Edward C. White, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Owens-Illinois Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting;

Date April 29, 2010

/s/ Edward C. White

Edward C. White

President and Chief Financial Officer

(Principal Financial Officer)

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## Certification of Principal Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Owens-Illinois Group, Inc. (the "Company") hereby certifies that to such officer's knowledge:

- (i) the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2010 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 29, 2010

/s/ Albert P.L. Stroucken

Albert P.L. Stroucken  
Chairman and Chief Executive Officer  
Owens-Illinois Group, Inc.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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## Certification of Principal Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Owens-Illinois Group, Inc. (the "Company") hereby certifies that to such officer's knowledge:

- (i) the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 2010 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 29, 2010

/s/ Edward C. White

Edward C. White

President

Owens-Illinois Group, Inc.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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