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Attorney-in-Fact for the Officers and Directors signing in the capacities indicated

II-5

Table of Contents

EXHIBIT INDEX

**Exhibit
Number**

- 1.1* Form of Underwriting Agreement (Debt Securities).
- 1.2* Form of Underwriting Agreement (Common Shares, Preferred Stock, Depositary Shares).
- 1.3* Form of Underwriting Agreement (Warrants).
- 4.1 Amended Articles of Incorporation of the Company, as adopted September 23, 1991 (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004).
- 4.2 Amendment to Article Fourth of Amended Articles of Incorporation (incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004).
- 4.3 Regulations of the Company, as amended effective April 27, 1992 (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004).
- 4.4 Amended and Restated Indenture dated September 28, 2004 (originally dated June 1, 1995) by and among The Lubrizol Corporation, all of The Lubrizol Corporation's wholly owned direct and indirect domestic subsidiaries, as guarantors, and J.P. Morgan Trust Company, National Association as successor trustee (incorporated by reference to Exhibit 99.1 to Form 8-K of the Company filed with the SEC on September 29, 2004).
- 4.5 Amended and Restated Indenture dated September 28, 2004 (originally dated November 25, 1998) by and among the Company, all of the Company's wholly owned direct and indirect domestic subsidiaries, as guarantors, and J.P. Morgan Trust Company, National Association, as successor trustee (incorporated by reference to Exhibit 99.2 of the Form 8-K of the Company filed with the SEC on September 29, 2004).
- 4.6 Form of Indenture for Debt Securities of the Company (incorporated by reference to Exhibit 4.2 to Amendment No. 2 to the Registration Statement on Form S-3 of the Company filed with the SEC on August 24, 2004).
- 4.7 Form of Indenture for Debt Securities.
- 4.8* Form of Debt Securities.
- 4.9* Form of Certificate of Designations of Preferred Stock.
- 4.10* Form of Preferred Stock Certificate.
- 4.11* Form of Depositary Agreement (including form of Depositary Receipt).
- 4.12* Form of Warrant Agreement (Stock) (including form of Warrant).

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- 4.13* Form of Warrant Agreement (Debt) (including form of Warrant).
- 5.1 Opinion of Joseph W. Bauer, Vice President and General Counsel of The Lubrizol Corporation, as to the legality of the securities registered.

II-6

Table of Contents

**Exhibit
Number**

- 12.1 Statement of Computation of Ratio of Earnings to Fixed Charges.
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of Joseph W. Bauer, Vice President and General Counsel (contained in his opinion filed as Exhibit 5 to this registration statement).
- 24.1 Power of Attorney.
- * To be filed, if necessary, as an exhibit to a post-effective amendment to this registration statement or as an exhibit to a Current Report on Form 8-K and incorporated herewith by reference.

II-7