

K&amp;L|GATES

K&L Gates LLP  
Hearst Tower, 47th Floor  
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Charlotte, NC 28202

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December 4, 2012

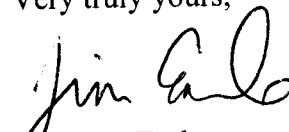
James E. Earle  
D 704.331.7530  
F 704.353.3230  
jim.earle@klgates.com**Certified Mail/Return Receipt Requested**Top Hat Plan Exemption  
Employee Benefits Security Administration  
Room N-1513  
United States Department of Labor  
200 Constitution Avenue, N.W.  
Washington, D.C. 20210RE: EnPro Industries, Inc.  
Our File Number 2826605-003012012 DEC 10 PM 4:20  
EBSA/PUBLIC AFFAIRS

Gentlemen:

On behalf of EnPro Industries, Inc. (EIN 01-0573945) enclosed is a Declaration of Plans Maintained for a Select Group of Management or Highly Compensated Employees under Department of Labor Regulation §2520.104-23.

If any further information is needed, please contact me.

Very truly yours,

James E. Earle  
For the Firm

Enclosure

cc: Robert P. McKinney  
EnPro Industries, Inc.

**DECLARATION OF PLANS MAINTAINED BY ENPRO INDUSTRIES, INC.  
FOR A SELECT GROUP OF MANAGEMENT  
OR HIGHLY COMPENSATED EMPLOYEES**

The undersigned administrator of the unfunded pension plans listed in Paragraph 3 below (referred to herein collectively as the "Plans"), hereby makes the following declaration pursuant to the Department of Labor Regulation § 2520.104-23:

1. The name, address and employer identification number of the employer sponsoring the Plans is:

EnPro Industries, Inc.  
5605 Carnegie Blvd.  
Charlotte, North Carolina 28209-4674  
EIN: 01-0573945

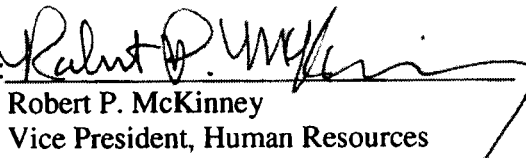
2. The sponsor maintains the Plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees of the sponsor and its participating subsidiaries.

3. The sponsor maintains seven (7) such Plans. Information on six (6) of such Plans has been previously filed with the Department of Labor. A new Plan has been adopted, and the name, effective date and number of participants for such Plan is:

| <u>Name of Plan</u>  | <u>Effective Date</u> | <u>Number of Participants</u> |
|--|-----------------------|-------------------------------|
| EnPro Industries, Inc. Management Stock Purchase Deferral Plan | October 29, 2012      | 76                            |

IN WITNESS WHEREOF, the undersigned has caused this Declaration to be executed by its duly authorized officer as of November 30, 2012.

ENPRO INDUSTRIES, INC.

By:   
Robert P. McKinney  
Vice President, Human Resources

James E. Earle

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CERTIFIED MAIL/RETURN  
RECEIPT REQUESTED

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Employee Benefits Security  
Administration  
Room N-1513  
United States Department of Labor  
200 Constitution Avenue, N.W.  
Washington, D.C. 20210

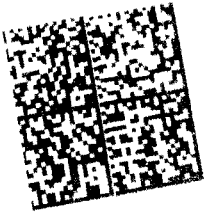
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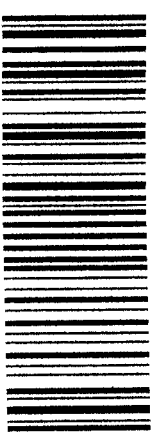
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