

MASCO CORP /DE/
Form 10-Q
October 29, 2009

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

FORM 10-Q

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

For the quarterly period ended September 30, 2009

Commission file number: 1-5794

Masco Corporation

(Exact name of Registrant as Specified in its Charter)

Delaware

38-1794485

(State or Other
Jurisdiction
of Incorporation)

(IRS Employer
Identification No.)

21001 Van Born Road, Taylor, Michigan

48180

(Address of Principal Executive Offices)

(Zip Code)

(313) 274-7400

(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 website, 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 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 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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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

| Class | Shares Outstanding at October 28, 2009 |
|--|--|
| Common stock, par value \$1.00 per share | 359,100,000 |

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MASCO CORPORATION

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)
September 30, 2009 and December 31, 2008
(In Millions, Except Share Data)

| | September 30, 2009 | December 31, 2008 |
|---------------------------------|-----------------------------------|----------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash investments | \$ 1,199 | \$ 1,028 |
| Receivables | 1,193 | 999 |
| Prepaid expenses and other | 325 | 332 |
| Inventories: | | |
| Finished goods | 426 | 483 |
| Raw material | 283 | 333 |
| Work in process | 89 | 125 |
| | 798 | 941 |
| Total current assets | 3,515 | 3,300 |
| Property and equipment, net | 2,007 | 2,136 |
| Goodwill | 3,387 | 3,371 |
| Other intangible assets, net | 293 | 299 |
| Other assets | 360 | 377 |
| Total assets | \$ 9,562 | \$ 9,483 |
| LIABILITIES | | |
| Current liabilities: | | |
| Notes payable | \$ 369 | \$ 71 |
| Accounts payable | 623 | 531 |
| Accrued liabilities | 867 | 945 |
| Total current liabilities | 1,859 | 1,547 |
| Long-term debt | 3,606 | 3,915 |
| Deferred income taxes and other | 1,028 | 1,040 |
| Total liabilities | 6,493 | 6,502 |
| Commitments and contingencies | | |

EQUITY

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Masco Corporation's shareholders' equity:

| | | |
|--|--------------|--------------|
| Common shares, par value \$1 per share Authorized shares: 1,400,000,000; issued and outstanding: 2009 350,400,000; 2008 351,400,000 | 350 | 351 |
| Preferred shares authorized: 1,000,000; issued and outstanding: 2009 None; 2008 None | | |
| Paid-in capital | 34 | |
| Retained earnings | 2,083 | 2,162 |
| Accumulated other comprehensive income | 421 | 308 |
| Total Masco Corporation's shareholders' equity | 2,888 | 2,821 |
| Noncontrolling interest | 181 | 160 |
| Total equity | 3,069 | 2,981 |
| Total liabilities and equity | \$ 9,562 | \$ 9,483 |

See notes to condensed consolidated financial statements.

MASCO CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
For the Three Months and Nine Months Ended September 30, 2009 and 2008
(In Millions Except Per Common Share Data)

| | Three Months Ended | | Nine Months Ended | |
|--|---------------------------|-------------|--------------------------|-------------|
| | September 30, | | September 30, | |
| | 2009 | 2008 | 2009 | 2008 |
| Net sales | \$ 2,094 | \$ 2,511 | \$ 5,923 | \$ 7,560 |
| Cost of sales | 1,524 | 1,863 | 4,392 | 5,592 |
| Gross profit | 570 | 648 | 1,531 | 1,968 |
| Selling, general and administrative expenses | 432 | 454 | 1,272 | 1,398 |
| Charge for defined-benefit plan curtailment | | | 8 | |
| Operating profit | 138 | 194 | 251 | 570 |
| Other income (expense), net: | | | | |
| Interest expense | (56) | (59) | (169) | (172) |
| Impairment charge for financial investments | | (1) | (10) | (30) |
| Other, net | 7 | 4 | 22 | 6 |
| | (49) | (56) | (157) | (196) |
| Income from continuing operations before income taxes | 89 | 138 | 94 | 374 |
| Income taxes | 26 | 92 | 35 | 207 |
| Income from continuing operations | 63 | 46 | 59 | 167 |
| (Loss) from discontinued operations, net | (23) | (2) | (30) | (15) |
| Net income | 40 | 44 | 29 | 152 |
| Less: Net income attributable to noncontrolling interest | 12 | 11 | 27 | 35 |
| Net income attributable to Masco Corporation | \$ 28 | \$ 33 | \$ 2 | \$ 117 |
| Earnings (loss) per common share attributable to Masco Corporation: | | | | |
| Basic: | | | | |
| Income from continuing operations | \$.14 | \$.09 | \$.09 | \$.36 |
| (Loss) from discontinued operations, net | (.06) | (.01) | (.08) | (.04) |
| Net income | \$.08 | \$.09 | \$.00 | \$.31 |

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Diluted:

| | | | | |
|--|--------|--------|--------|--------|
| Income from continuing operations | \$.14 | \$.09 | \$.09 | \$.36 |
| (Loss) from discontinued operations, net | (.06) | (.01) | (.08) | (.04) |
| Net income | \$.08 | \$.09 | \$.00 | \$.31 |

Amounts attributable to Masco Corporation:

| | | | | |
|--|-------|-------|-------|--------|
| Income from continuing operations | \$ 51 | \$ 35 | \$ 32 | \$ 132 |
| (Loss) from discontinued operations, net | (23) | (2) | (30) | (15) |
| Net income | \$ 28 | \$ 33 | \$ 2 | \$ 117 |

See notes to condensed consolidated financial statements.

MASCO CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
For the Nine Months Ended September 30, 2009 and 2008
(In Millions)

| | Nine Months Ended September 30, | |
|--|--|-------------|
| | 2009 | 2008 |
| CASH FLOWS FROM (FOR) OPERATING ACTIVITIES: | | |
| Cash provided by operations | \$ 384 | \$ 528 |
| (Increase) in receivables | (187) | (104) |
| Decrease (increase) in inventories | 149 | (5) |
| Increase in accounts payable and accrued liabilities, net | 69 | 98 |
| | | |
| Net cash from operating activities | 415 | 517 |
| | | |
| CASH FLOWS FROM (FOR) FINANCING ACTIVITIES: | | |
| Increase in debt | 4 | |
| Payment of debt | (12) | (22) |
| Purchase of Company common stock | (11) | (160) |
| Cash dividends paid | (139) | (251) |
| Dividend payment to noncontrolling interest | (16) | (22) |
| | | |
| Net cash (for) financing activities | (174) | (455) |
| | | |
| CASH FLOWS FROM (FOR) INVESTING ACTIVITIES: | | |
| Capital expenditures | (70) | (142) |
| Proceeds from disposition of: | | |
| Marketable securities | 4 | 10 |
| Other financial investments, net | 2 | 42 |
| Businesses, net of cash disposed | 3 | 179 |
| Property and equipment | 20 | 5 |
| Acquisition of businesses, net of cash acquired | (8) | (19) |
| Other, net | (25) | (19) |
| | | |
| Net cash (for) from investing activities | (74) | 56 |
| | | |
| Effect of exchange rate changes on cash and cash investments | 4 | (10) |
| | | |
| CASH AND CASH INVESTMENTS: | | |

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| | | |
|-------------------------|----------|----------|
| Increase for the period | 171 | 108 |
| At January 1 | 1,028 | 922 |
| At September 30 | \$ 1,199 | \$ 1,030 |

See notes to condensed consolidated financial statements.

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MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

- A. In the opinion of the Company, the accompanying unaudited condensed consolidated financial statements contain all adjustments, of a normal recurring nature, necessary to present fairly its financial position as at September 30, 2009 and the results of operations for the three months and nine months ended September 30, 2009 and 2008 and cash flows for the nine months ended September 30, 2009 and 2008. The condensed consolidated balance sheet at December 31, 2008 was derived from audited financial statements.

Certain prior-year amounts have been reclassified to conform to the 2009 presentation in the condensed consolidated financial statements. The results of operations related to 2009 and 2008 discontinued operations have been separately stated in the accompanying condensed consolidated statements of income for the three months and nine months ended September 30, 2009 and 2008. In the Company's condensed consolidated statements of cash flows for the nine months ended September 30, 2009 and 2008, cash flows of discontinued operations are not separately classified.

The Company has evaluated subsequent events through October 29, 2009, the date the Company's condensed consolidated financial statements were issued.

Recently Issued Accounting Pronouncements

In May 2009, the FASB issued new guidance regarding subsequent events. This new guidance requires the disclosure of the date through which an entity has evaluated subsequent events and whether that date represents the date the financial statements were issued or were available to be issued. The Company adopted the new guidance effective June 30, 2009; such adoption did not have an effect on its condensed consolidated financial statements.

In April 2009, the FASB issued new guidance regarding accounting for assets acquired and liabilities assumed in a business combination that arise from contingencies. This new guidance amends and clarifies the accounting, measurement and recognition provisions and the related disclosures arising from contingencies in a business combination. The new guidance is effective for the Company for any business combination that is completed subsequent to January 1, 2009.

In April 2009, the FASB issued new guidance regarding determining fair value when the volume and level of activity for the asset or liability have significantly decreased and identifying transactions that are not orderly. This new guidance provides additional guidance for estimating fair value when the volume and level of market activity for an asset or liability have significantly decreased when compared with normal market activity for the asset or liability. If there is a significant decrease in the volume and activity for the asset or liability, transactions or quoted prices may not be determinative of fair value in an orderly transaction and further analysis and adjustment of the transactions or quoted prices may be necessary. This new guidance was effective for the quarter ended June 30, 2009 and there were not any adjustments to the Company's estimates of fair value for assets and liabilities measured at fair value upon adoption.

In April 2009, the FASB issued new guidance regarding recognition and presentation of other-than-temporary impairments. This new guidance amends the method for determining whether an other-than-temporary impairment exists and the classification of the impairment charge for debt securities and the related disclosures. This new guidance was effective for the quarter ended June 30, 2009 and there were not any adjustments to the Company's condensed consolidated financial statements upon adoption.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note A concluded:

In April 2009, the FASB issued new guidance that requires interim disclosures about fair value of financial instruments. This new guidance was effective for the quarter ended June 30, 2009 and the Company has disclosed the fair value of financial instruments in Note J to the condensed consolidated financial statements.

- B. On July 31, 2009, the Company completed the sale of a European business unit in the Plumbing Products segment. The Company received cash of \$2 million and recognized a net loss of \$22 million for the sale of this business unit.

During the second quarter of 2009, the Company recorded income of \$1 million included in gain on disposal of discontinued operations related to cash received for a disposition completed in prior years.

During the first quarter of 2008, the Company determined that several European business units (previously included in the Plumbing Products segment and the Other Specialty Products segment) were not core to the Company's long-term growth strategy and, accordingly, embarked on a plan of disposition; the dispositions were completed in August 2008.

During the second quarter of 2008, the Company recorded income of \$6 million related to a previously recorded impairment charge.

The Company has accounted for the 2009 and 2008 dispositions as discontinued operations.

Selected financial information for these discontinued operations was as follows, in millions:

| | Three Months Ended | | Nine Months Ended | |
|--|---------------------------|-------------|--------------------------|-------------|
| | September 30 | | September 30 | |
| | 2009 | 2008 | 2009 | 2008 |
| Net sales | \$ 4 | \$ 24 | \$ 30 | \$ 162 |
| (Loss) income from discontinued operations | \$ (2) | \$ (4) | \$ (10) | \$ 7 |
| (Loss) gain on disposal of discontinued operations | (22) | (4) | (21) | 3 |
| Impairment of assets held for sale | | 6 | | (45) |
| (Loss) before income tax | (24) | (2) | (31) | (35) |
| Income tax benefit | 1 | | 1 | 20 |
| (Loss) from discontinued operations, net | \$ (23) | \$ (2) | \$ (30) | \$ (15) |

The unusual relationship between income taxes and loss before income taxes (excluding the impairment charge for assets held for sale) resulted primarily from certain losses providing no current tax benefit and from income not subject to taxes.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

- C. The Company's 2005 Long Term Stock Incentive Plan (the "2005 Plan") provides for the issuance of stock-based incentives in various forms to employees and non-employee Directors of the Company. At September 30, 2009, outstanding stock-based incentives were in the form of long-term stock awards, stock options, phantom stock awards and stock appreciation rights. Pre-tax compensation expense (income) and the related income tax benefit, for these stock-based incentives, were as follows, in millions:

| | Three Months Ended | | Nine Months Ended | |
|--|---------------------------|--------------|--------------------------|--------------|
| | September 30, | | September 30, | |
| | 2009 | 2008 | 2009 | 2008 |
| Long-term stock awards | \$ 7 | \$ 10 | \$ 28 | \$ 33 |
| Stock options | 6 | 10 | 21 | 28 |
| Phantom stock awards and stock appreciation rights | 3 | 1 | 5 | (2) |
| Total | \$ 16 | \$ 21 | \$ 54 | \$ 59 |
| | | | | |
| Income tax benefit | \$ 6 | \$ 8 | \$ 20 | \$ 22 |

In June 2009, the Company recognized \$6 million of accelerated stock compensation expense (for previously granted stock awards and options) related to the retirement from full-time employment of the Company's Executive Chairman of the Board of Directors; he will continue to serve as a non-executive, non-employee Chairman of the Board of Directors.

Long-Term Stock Awards

Long-term stock awards are granted to key employees and non-employee Directors of the Company and do not cause net share dilution inasmuch as the Company continues the practice of repurchasing and retiring an equal number of shares on the open market.

The Company's long-term stock award activity was as follows, shares in millions:

| | Nine Months Ended | |
|---|--------------------------|-------------|
| | September 30, | |
| | 2009 | 2008 |
| Unvested stock award shares at January 1 | 8 | 9 |
| Weighted average grant date fair value | \$26 | \$28 |
| | | |
| Stock award shares granted | 2 | 2 |
| Weighted average grant date fair value | \$ 8 | \$21 |
| | | |
| Stock award shares vested | 1 | 2 |
| Weighted average grant date fair value | \$26 | \$26 |
| | | |
| Stock award shares forfeited | | |
| Weighted average grant date fair value | \$25 | \$28 |
| | | |
| Unvested stock award shares at September 30 | 9 | 9 |

| | | |
|--|------|------|
| Weighted average grant date fair value | \$22 | \$26 |
|--|------|------|

At September 30, 2009 and 2008, there was \$135 million and \$172 million, respectively, of total unrecognized compensation expense related to unvested stock awards; such awards had a weighted average remaining vesting period of seven years at both dates.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note C continued:

The total market value (at the vesting date) of stock award shares which vested during the nine months ended September 30, 2009 and 2008 was \$16 million and \$29 million, respectively.

Stock Options

Stock options are granted to key employees and non-employee Directors of the Company. The exercise price equals the market price of the Company's common stock at the grant date. These options generally become exercisable (vest ratably) over five years beginning on the first anniversary from the date of grant and expire no later than 10 years after the grant date. The 2005 Plan does not permit the granting of restoration stock options, except for restoration options resulting from options previously granted under the 1991 Plan. Restoration stock options become exercisable six months from the date of grant.

The Company granted 5,757,700 of stock option shares in the nine months ended September 30, 2009 with a grant date exercise price approximating \$8 per share. In the first nine months of 2009, 1,058,800 stock option shares were forfeited (including options that expired unexercised).

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note C continued:

The Company's stock option activity was as follows, shares in millions:

| | Nine Months Ended September 30, | |
|---|------------------------------------|------------|
| | 2009 | 2008 |
| Option shares outstanding, January 1 | 31 | 26 |
| Weighted average exercise price | \$ 25 | \$ 27 |
| Option shares granted, including restoration options | 6 | 6 |
| Weighted average exercise price | \$ 8 | \$ 19 |
| Option shares exercised | | |
| Aggregate intrinsic value on date of exercise (A) | \$ million | \$ million |
| Weighted average exercise price | \$ | \$ 20 |
| Option shares forfeited | 1 | 1 |
| Weighted average exercise price | \$ 23 | \$ 27 |
| Option shares outstanding, September 30 | 36 | 31 |
| Weighted average exercise price | \$ 23 | \$ 25 |
| Weighted average remaining option term (in years) | 6 | 7 |
| Option shares vested and expected to vest, September 30 | 36 | 31 |
| Weighted average exercise price | \$ 23 | \$ 25 |
| Aggregate intrinsic value (A) | \$ 26million | \$ million |
| Weighted average remaining option term (in years) | 6 | 7 |
| Option shares exercisable (vested), September 30 | 21 | 17 |
| Weighted average exercise price | \$ 26 | \$ 26 |
| Aggregate intrinsic value (A) | \$ million | \$ million |
| Weighted average remaining option term (in years) | 4 | 5 |

(A) Aggregate intrinsic value is calculated using the Company's stock price at each respective date, less the exercise price (grant date price) multiplied by the number of shares.

At
September 30,
2009 and 2008,
there was
\$47 million and
\$68 million,
respectively, of
unrecognized
compensation
expense (using
the
Black-Scholes
option pricing
model) related
to unvested
stock options;
such options
had a weighted
average vesting
period of three
years in 2009
and 2008.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note C concluded:

The weighted average grant date fair value of option shares granted and the assumptions used to estimate those values using a Black-Scholes option pricing model, were as follows:

| | Nine Months Ended September 30, | |
|--|------------------------------------|---------|
| | 2009 | 2008 |
| Weighted average grant date fair value | \$ 2.23 | \$ 3.72 |
| Risk-free interest rate | 2.59% | 3.25% |
| Dividend yield | 3.73% | 4.96% |
| Volatility factor | 39.07% | 32.00% |
| Expected option life | 6 years | 6 years |

D. The Company sponsors qualified defined-benefit and defined-contribution retirement plans for most of its employees. In addition to the Company's qualified defined-benefit pension plans, the Company has unfunded non-qualified defined-benefit pension plans covering certain employees, which provide for benefits in addition to those provided by the qualified pension plans. Substantially all salaried employees participate in non-contributory defined-contribution retirement plans, to which payments are determined annually by the Organization and Compensation Committee of the Board of Directors.

Net periodic pension cost for the Company's defined-benefit pension plans was as follows, in millions:

| | Three Months ended September 30, | | | |
|------------------------------------|----------------------------------|---------------|-----------|---------------|
| | 2009 | | 2008 | |
| | Qualified | Non-Qualified | Qualified | Non-Qualified |
| Service cost | \$ 3 | \$ | \$ 4 | \$ |
| Interest cost | 7 | 2 | 12 | 3 |
| Expected return on plan assets | (5) | | (13) | |
| Amortization of prior service cost | | | | |
| Amortization of net loss | 3 | | | |
| Net periodic pension cost | \$ 8 | \$ 2 | \$ 3 | \$ 3 |

| | Nine Months ended September 30, | | | |
|------------------------------------|---------------------------------|---------------|-----------|---------------|
| | 2009 | | 2008 | |
| | Qualified | Non-Qualified | Qualified | Non-Qualified |
| Service cost | \$ 9 | \$ 1 | \$ 13 | \$ 1 |
| Interest cost | 26 | 5 | 40 | 7 |
| Expected return on plan assets | (18) | | (43) | |
| Amortization of prior service cost | | 1 | | |
| Recognized curtailment loss | 3 | 5 | | |
| Amortization of net loss | 10 | | 1 | 1 |
| Net periodic pension cost | \$ 30 | \$ 12 | \$ 11 | \$ 9 |

In March 2009, based on management's recommendation, the Board of Directors approved a plan to freeze all future benefit accruals under substantially all of the Company's domestic qualified and non-qualified defined-benefit pension plans. The freeze is effective January 1, 2010. As a result of this action, the liabilities for

the plans impacted by the freeze were remeasured and the Company recognized a curtailment charge of \$8 million in the first quarter of 2009. In addition, the Company expects net periodic pension costs related to the domestic defined-benefit pension plans that were remeasured to decrease by approximately \$14 million in 2009 to \$31 million from the original forecast of \$45 million at December 31, 2008.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note D concluded:

Assumptions

Major assumptions used in accounting for the Company's domestic defined-benefit pension plans that have been frozen were as follows:

| | At March 31, 2009 |
|---|------------------------------|
| Discount rate for obligations | 7.3% |
| Expected return on plan assets | 8.0% |
| Discount rate for net periodic pension cost | 6.1% |

The discount rate for obligations was based upon the expected duration of each defined-benefit pension plan's liabilities matched to the March 31, 2009 Citigroup Pension Discount Curve. Such rates for the Company's domestic defined-benefit pension plans that will be frozen ranged from 7.0 percent to 7.4 percent, with the most significant portion of the liabilities having a discount rate for obligations of 7.4 percent at March 31, 2009.

The Company determined the expected long-term rate of return on plan assets by reviewing an analysis of expected and historical rates of return of various asset classes based upon the current and long-term target asset allocation of the plan assets. The measurement date used to determine the defined-benefit pension expense was March 31.

E. The changes in the carrying amount of goodwill for the nine months ended September 30, 2009, by segment, were as follows, in millions:

| | At Dec. 31, 2008 | Additions (A) | Other(B) | At Sep. 30, 2009 |
|-----------------------------------|---------------------------------|--------------------------|-----------------|---------------------------------|
| Cabinets and Related Products | \$ 225 | \$ | \$ 2 | \$ 227 |
| Plumbing Products | 248 | 4 | 10 | 262 |
| Installation and Other Services | 1,768 | | | 1,768 |
| Decorative Architectural Products | 294 | | | 294 |
| Other Specialty Products | 836 | | | 836 |
| Total | \$ 3,371 | \$ 4 | \$ 12 | \$ 3,387 |

(A) Additions include acquisitions.

(B) Other principally includes the effect of foreign currency translation, reclassifications and purchase

price
adjustments
related to
prior-year
acquisitions.

Other indefinite-lived intangible assets were \$196 million and \$195 million at September 30, 2009 and December 31, 2008, respectively, and principally included registered trademarks. The carrying value of the Company's definite-lived intangible assets was \$97 million (net of accumulated amortization of \$64 million) at September 30, 2009 and \$104 million (net of accumulated amortization of \$56 million) at December 31, 2008, and principally included customer relationships and non-compete agreements.

F. Depreciation and amortization expense was \$190 million and \$179 million, respectively, for the nine months ended September 30, 2009 and 2008.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

- G. The Company has maintained investments in available-for-sale securities and a number of private equity funds, principally as part of its tax planning strategies, as any gains enhance the utilization of any current and future tax capital losses. Financial investments included in other assets were as follows, in millions:

| | September 30, 2009 | December 31, 2008 |
|--|-----------------------------------|----------------------------------|
| Asahi Tec Corporation common and preferred stock | \$ 74 | \$ 73 |
| TriMas Corporation | 13 | 3 |
| Auction rate securities | 22 | 22 |
| Marketable securities | | 3 |
| Private equity funds | 125 | 138 |
| Other investments | 9 | 10 |
| Total | \$ 243 | \$ 249 |

The Company's investments in available-for-sale securities at September 30, 2009 and December 31, 2008 (including marketable securities, auction rate securities, Asahi Tec Corporation common and preferred stock and TriMas Corporation) were as follows, in millions:

| | Cost Basis | Pre-tax Unrealized Gains | Pre-tax Unrealized Losses | Recorded Basis |
|--------------------|-----------------------|---|--|---------------------------|
| September 30, 2009 | \$ 72 | \$37 | \$ | \$109 |
| December 31, 2008 | \$ 75 | \$26 | \$ | \$101 |

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note G continued:

The Company's investments in private equity funds and other private investments are carried at cost. It is not practicable for the Company to estimate a fair value because the private equity funds have no quoted market price and sufficient information is not readily available for the Company to utilize a valuation model to determine the fair value for each fund. These investments are evaluated quarterly for potential other-than-temporary impairment when impairment indicators are present, or when an event or change in circumstances has occurred, that may have a significant adverse effect on the fair value of the investment. Impairment indicators the Company considers include the following: whether there has been a significant deterioration in earnings performance, asset quality or business prospects; a significant adverse change in the regulatory, economic or technological environment; a significant adverse change in the general market condition or geographic area in which the investment operates; industry and sector performance; current equity and credit market conditions; and any bona fide offers to purchase the investment for less than the carrying value. The Company also considers specific adverse conditions related to the financial health of and business outlook for the fund, including industry and sector performance. The significant assumptions utilized in analyzing a fund for potential other-than-temporary impairment include current economic conditions, market analysis for specific funds and performance indicators in the automotive and transportation, residential and commercial construction, bio-technology, health care and information technology sectors in which the applicable funds investments operate. Since there is no active trading market for these investments, they are for the most part illiquid. These investments, by their nature, can also have a relatively higher degree of business risk, including financial leverage, than other financial investments. Future changes in market conditions, the future performance of the underlying investments or new information provided by private equity fund managers could affect the recorded values of such investments and the amounts realized upon liquidation. During the nine months ended September 30, 2009, the Company determined that the decline in the estimated value of five private equity funds (with a carrying value of \$41 million prior to impairment) was other-than-temporary and, accordingly, recognized non-cash, pre-tax impairment charges of \$10 million for the nine months ended September 30, 2009.

The remaining private equity investments, with an aggregate carrying value of \$94 million and \$95 million at September 30, 2009 and December 31, 2008, respectively, were not evaluated for impairment, as there were no indicators of impairment or identified events or changes in circumstances that would have a significant adverse effect on the fair value of the investments.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note G concluded:

Income from financial investments, net, included in other, net, within other income (expense), net, and impairment charges for financial investments were as follows, in millions:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|--|--------|------------------------------------|---------|
| | 2009 | 2008 | 2009 | 2008 |
| Realized gains from marketable securities | \$ | \$ | \$ | \$ |
| Realized losses from marketable securities | | | | (3) |
| Dividend income from marketable securities | | | | |
| Income from other investments, net | | | | 3 |
| Dividend income from other investments | | | | |
| Income from financial investments, net | \$ | \$ | \$ | \$ |
| Impairment charges: | | | | |
| Marketable securities | \$ | \$ (1) | \$ | \$ (1) |
| Private equity funds | | | (10) | (7) |
| TriMas Corporation | | | | (22) |
| Impairment charges | \$ | \$ (1) | \$ (10) | \$ (30) |

H. During 2009 and 2008, the Company entered into foreign currency exchange contracts to hedge currency fluctuations related to intercompany loans denominated in non-functional currencies. At September 30, 2009 and December 31, 2008, the Company had recorded losses of \$1 million and \$16 million, respectively, on the foreign currency exchange contracts, which is more than offset by gains related to the translation of loans and accounts denominated in non-functional currencies. Gains (losses) related to these contracts are recorded in the Company's consolidated statements of income in other income (expense), net. For the three months and nine months ended September 30, 2009, the Company had recorded gains (losses) of \$2 million and \$(1) million, respectively, related to these foreign currency exchange contracts. For the three months and nine months ended September 30, 2008, the Company had recorded losses of \$14 million and \$18 million, respectively, related to these foreign currency exchange contracts.

During 2009 and 2008, the Company, including certain European operations, also entered into foreign currency forward contracts to manage a portion of its exposure to currency fluctuations in the European euro and the U.S. dollar. At September 30, 2009, no gains had been recorded, based upon period-end market prices. At December 31, 2008, the Company had recorded gains of \$2 million on these contracts based upon period-end market prices. Gains (losses) related to these contracts are recorded in the Company's consolidated statements of income in other income (expense), net. For the three months and nine months ended September 30, 2009, the Company had recorded losses of \$1 million and \$2 million, respectively, related to these foreign currency exchange contracts. For the nine months ended September 30, 2008, the Company had recorded a gain of \$1 million related to these foreign currency exchange contracts.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note H concluded:

In the event that the counterparties fail to meet the terms of the foreign currency forward contracts, the Company's exposure is limited to the aggregate foreign currency rate differential with such institutions.

- I. At September 30, 2009 and December 31, 2008, there were outstanding \$108 million principal amount of Zero Coupon Convertible Senior Notes due 2031, with an accreted value of \$55 million and \$54 million, respectively. The Company adopted new FASB guidance regarding accounting for convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) effective January 1, 2009. The adoption of this new guidance will have no impact on 2009 results; the Company recorded a \$1 million cumulative effect of accounting change as of January 1, 2007 and the adoption had no impact on the Company's condensed consolidated financial statements for the periods ended September 30, 2009 and 2008.

At the Company's request, in late April 2009, the Company and its Bank Group modified the terms of its Five-Year Revolving Credit Facility, which expires February 2011. After reviewing its anticipated liquidity position, the Company requested that the maximum amount the Company could borrow under this facility be reduced to \$1.25 billion from \$2.0 billion; in addition, the debt to total capitalization ratio has been increased from 60 percent to 65 percent. The debt to total capitalization ratio and the minimum net worth covenant have also been amended to allow the add-back, if incurred, of up to the first \$500 million of certain non-cash charges, including goodwill and other intangible asset impairment charges that would negatively impact shareholders equity. Under the terms of the Amended Credit Facility, any outstanding Letters of Credit reduce the Company's borrowing capacity. At September 30, 2009, the Company had \$72 million of unused Letters of Credit; accordingly, the Company's remaining borrowing capacity is approximately \$1.2 billion. The Company incurred approximately \$2 million of fees and expenses associated with the Amendment. The Company, if the facility is utilized, will incur higher borrowing costs as a result of the Amendment.

At September 30, 2009, the Company was in compliance with the requirements of the Amended Five-Year Revolving Credit Facility.

- J. On January 1, 2008, the Company adopted FASB guidance that defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements for its financial assets and liabilities. On January 1, 2009, the Company adopted this guidance for its non-financial assets and liabilities; such adoption did not have a significant effect on its condensed consolidated financial statements. The FASB guidance defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Further, it defines a fair value hierarchy, as follows: Level 1 inputs as quoted prices in active markets for identical assets or liabilities; Level 2 inputs as observable inputs other than Level 1 prices, such as quoted market prices for similar assets or liabilities or other inputs that are observable or can be corroborated by market data; and Level 3 inputs as unobservable inputs that are supported by little or no market activity and that are financial instruments whose value is determined using pricing models or instruments for which the determination of fair value requires significant management judgment or estimation.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note J continued:

Financial investments that are available to be traded on readily accessible stock exchanges (domestic or foreign) are considered to have active markets and have been valued using Level 1 inputs. Financial investments that are not available to be traded on a public market or have limited secondary markets, or contain provisions that limit the ability to sell the investment are considered to have inactive markets and have been valued using Level 2 or 3 inputs. The Company incorporated credit risk into the valuations of financial investments by estimating the likelihood of non-performance by the counterparty to the applicable transactions. The estimate included the length of time relative to the contract, financial condition of the counterparty and current market conditions. The criteria for estimating if a market was active or inactive were based on the individual facts and circumstances.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note J continued:

Financial assets and (liabilities) measured at fair value on a recurring basis at each reporting period and the amounts for each level within the fair value hierarchy were as follows, in millions:

| | Sep. 30, 2009 | Fair Value Measurements Using | | |
|---|---------------------|--|---|--|
| | | Quoted Market Prices (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Asahi Tec Corporation: | | | | |
| Preferred stock | \$ 73 | \$ | \$ | \$ 73 |
| Common stock | 1 | 1 | | |
| Foreign currency exchange contracts (A) | (1) | | (1) | |
| Auction rate securities | 22 | | | 22 |
| TriMas Corporation | 13 | 13 | | |
| Total | \$ 108 | \$ 14 | \$ (1) | \$ 95 |

| | Dec. 31, 2008 | Fair Value Measurements Using | | |
|---|---------------------|--|---|--|
| | | Quoted Market Prices (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Asahi Tec Corporation: | | | | |
| Preferred stock | \$ 72 | \$ | \$ | \$ 72 |
| Common stock | 1 | 1 | | |
| Foreign currency exchange contracts (A) | (14) | | (14) | |
| Auction rate securities | 22 | | | 22 |
| Marketable securities | 3 | 3 | | |
| TriMas Corporation | 3 | 3 | | |
| Other investments | 3 | | 3 | |
| Total | \$ 90 | \$ 7 | \$ (11) | \$ 94 |

(A) The foreign currency exchange contracts include

contracts entered into to hedge currency fluctuations related to intercompany loans denominated in non-functional currencies and to manage exposure to currency fluctuations in the European euro and U.S. dollar. The loss on the foreign currency exchange contracts is more than offset by gains related to the translation of loans and accounts denominated in non-functional currencies.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note J continued:

The following table summarizes the changes in Level 3 financial assets measured at fair value on a recurring basis for the nine months ended September 30, 2009 and the year ended December 31, 2008, in millions:

| | Asahi Tec Preferred Stock | Auction Rate Securities | Total |
|--|--|--|--------------|
| Fair value January 1, 2009 | \$ 72 | \$ 22 | \$ 94 |
| Total losses included in earnings Unrealized (losses) | 1 | | 1 |
| Purchases, issuances, settlements | | | |
| Fair value at September 30, 2009 | \$ 73 | \$ 22 | \$ 95 |

| | Asahi Tec Preferred Stock | Auction Rate Securities | Total |
|---|--|--|--------------|
| Fair value January 1, 2008 | \$ 55 | \$ 22 | \$ 77 |
| Total losses included in earnings Unrealized gains | 17 | | 17 |
| Purchases, issuances, settlements | | | |
| Fair value at December 31, 2008 | \$ 72 | \$ 22 | \$ 94 |

The preferred stock of Asahi Tec has been valued primarily using a discounted cash flow model, because there are currently no observable prices in an active market for the same or similar securities. The significant inputs in the discounted cash flow model used to value the Asahi Tec preferred stock include: the present value of future dividends, present value of redemption rights, fair value of conversion rights and the discount rate based on credit spreads for Japanese-issued preferred securities and other market factors.

The fair values of the auction rate securities held by the Company have been estimated using a discounted cash flow model (Level 3 input). The significant inputs in the discounted cash flow model used to value the auction rate securities include: expected maturity of auction rate securities, discount rate used to determine the present value of expected cash flows and assumptions for credit defaults, since the auction rate securities are backed by credit default swap agreements.

The Company also has investments in private equity funds and other private investments which are carried at cost and are evaluated for potential impairment when impairment indicators are present, or when an event or change in circumstances has occurred, that may have a significant adverse effect on the fair value of the investment. There is no active trading market for these investments and they are for the most part illiquid. Due to the significant unobservable inputs, the fair value measurements used to evaluate impairment are a Level 3 input.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note J concluded:

Financial investments measured at fair value on a non-recurring basis during the period and the amounts for each level within the fair value hierarchy were as follows, in millions:

| | Sep. 30, 2009 | Fair Value Measurements Using Significant | | | Total Gains (Losses) |
|----------------------|------------------|--|--|--|----------------------------|
| | | Quoted Market Prices (Level 1) | Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | |
| Private equity funds | \$31 | \$ | \$ | \$ 31 | \$(10) |

| | Dec. 31, 2008 | Fair Value Measurements Using Significant | | | Total Gains (Losses) |
|---------------------------|---------------------|--|--|--|----------------------------|
| | | Quoted Market Prices (Level 1) | Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | |
| Private equity funds | \$ 43 | \$ | \$ | \$ 43 | \$ (23) |
| Other private investments | 4 | | | 4 | (3) |
| | \$ 47 | \$ | \$ | \$ 47 | \$ (26) |

During 2009, the Company determined that the decline in the estimated value of several private equity fund investments was other-than-temporary and, accordingly, recognized non-cash, pre-tax impairment charges of \$10 million for the nine months ended September 30, 2009. During 2008, the Company determined that the decline in the estimated value of several private equity funds was other-than-temporary and, accordingly, recognized non-cash, pre-tax impairment charges of \$23 million for the year ended December 31, 2008.

The fair value of the Company's short-term and long-term fixed-rate debt instruments is based principally upon quoted market prices for the same or similar issues or the current rates available to the Company for debt with similar terms and remaining maturities. The aggregate estimated market value of short-term and long-term debt at September 30, 2009 was approximately \$3.7 billion, compared with the aggregate carrying value of \$4.0 billion. The aggregate estimated market value of short-term and long-term debt at December 31, 2008 was approximately \$3.0 billion, compared with the aggregate carrying value of \$3.9 billion.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

K. Effective January 1, 2009, the Company adopted new FASB guidance regarding noncontrolling interests in consolidated financial statements. At September 30, 2009 and December 31, 2008, the Company owns 68 percent of Hansgrohe AG. The new FASB guidance requires the reclassification of the Company's noncontrolling interest in Hansgrohe AG to shareholders' equity from deferred income taxes and other. At December 31, 2008, the Company did not have a balance in paid-in capital due to repurchases of Company common stock. The Company's activity in shareholders' equity was as follows, in millions:

| | Total | Common Shares | Paid-in- Capital | Retained Earnings | Accumulated Other Comprehensive Income | Noncontrolling Interest |
|---|----------|------------------|---------------------|----------------------|---|----------------------------|
| Balance, January 1, 2008 | \$ 4,142 | \$ 359 | \$ | \$ 2,969 | \$ 661 | \$ 153 |
| Net (loss) income | (352) | | | (391) | | 39 |
| Cumulative translation adjustments | (221) | | | | (210) | (11) |
| Unrealized gain on marketable securities, net of income tax of \$4 | 7 | | | | 7 | |
| Prior service cost and net loss, net of income tax benefit of \$86 | (150) | | | | (150) | |
| Total comprehensive (loss) income | (716) | | | | | |
| Shares issued | 1 | 1 | | | | |
| Shares retired: | | | | | | |
| Repurchased | (160) | (9) | (71) | (80) | | |
| Surrendered (non-cash) | (7) | | (7) | | | |
| Cash dividends declared | (357) | | | (336) | | (21) |
| Stock-based compensation | 78 | | 78 | | | |
| Balance, December 31, 2008 | \$ 2,981 | \$ 351 | \$ | \$ 2,162 | \$ 308 | \$ 160 |
| Net income | 29 | | | 2 | | 27 |
| Cumulative translation adjustments | 40 | | | | 30 | 10 |
| Unrealized gain on marketable securities, net of income tax of \$11 | 21 | | | | 21 | |
| Prior service cost and net loss, net of income tax of \$36 | 62 | | | | 62 | |
| Total comprehensive income | 152 | | | | | |

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| | | | | | | |
|--|----------|--------|-------|----------|--------|--------|
| Shares issued | | 2 | (2) | | | |
| Shares retired: | | | | | | |
| Repurchased | (11) | (2) | (9) | | | |
| Surrendered (non-cash) | (5) | (1) | (4) | | | |
| Cash dividends declared | (81) | | | (81) | | |
| Dividend payments to noncontrolling interest | (16) | | | | | (16) |
| Stock-based compensation | 49 | | 49 | | | |
| Balance, September 30, 2009 | \$ 3,069 | \$ 350 | \$ 34 | \$ 2,083 | \$ 421 | \$ 181 |

Noncontrolling interest includes accumulated other comprehensive income of \$35 million, \$25 million and \$36 million at September 30, 2009, and December 31, 2008 and January 1, 2008, respectively.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note K concluded:

The Company's total comprehensive income was as follows, in millions:

| | Three Months Ended September 30, 2009 | |
|---|--|----------------------------|
| | Attributable to Masco Corporation | Noncontrolling Interest |
| Net income | \$ 28 | \$ 12 |
| Other comprehensive income: | | |
| Cumulative translation adjustments | 18 | 6 |
| Unrealized gain on marketable securities, net | 16 | |
| Prior service cost and net loss, net | | |
| Total comprehensive income | \$ 62 | \$ 18 |

| | Three Months Ended September 30, 2008 | | Nine Months Ended September 30, 2008 | |
|---|--|----------------------------|--|----------------------------|
| | Attributable to Masco Corporation | Noncontrolling Interest | Attributable to Masco Corporation | Noncontrolling Interest |
| Net income | \$ 33 | \$ 11 | \$ 117 | \$ 35 |
| Other comprehensive (loss) income: | | | | |
| Cumulative translation adjustments | (143) | (15) | (46) | (1) |
| Unrealized gain on marketable securities, net | 2 | | 10 | |
| Prior service cost and net loss, net | | | 2 | |
| Total comprehensive (loss) income | \$ (108) | \$ (4) | \$ 83 | \$ 34 |

The unrealized gain on marketable securities, net, is net of income tax of \$8 million for the three months ended September 30, 2009, and \$1 million and \$6 million, respectively, for the three months and nine months ended September 30, 2008. The prior service cost and net loss, net, is net of income tax of \$1 million for the nine months ended September 30, 2008.

In the first quarter of 2009, the Company announced the reduction of its quarterly dividend to \$.075 per common share from \$.235 per common share. On the basis of amounts paid (declared), cash dividends per common share were \$.075 (\$.075) and \$.385 (\$.225) for the three months and nine months ended September 30, 2009, respectively. On the basis of amounts paid (declared), cash dividends per common share were \$.23 (\$.235) and \$.69 (\$.695) for the three months and nine months ended September 30, 2008, respectively.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

L. Information about the Company by segment and geographic area was as follows, in millions:

| | Three Months Ended September 30, | | | | Nine Months Ended September 30, | | | |
|---|----------------------------------|----------|----------------------------|--------|---------------------------------|----------|----------------------------|--------|
| | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 | 2009 | 2008 |
| | Net Sales(A) | | Operating Profit (Loss) | | Net Sales(A) | | Operating Profit (Loss) | |
| The Company's operations by segment were: | | | | | | | | |
| Cabinets and Related Products | \$ 434 | \$ 584 | \$ (16) | \$ 23 | \$ 1,248 | \$ 1,788 | \$ (56) | \$ 88 |
| Plumbing Products | 688 | 788 | 93 | 92 | 1,922 | 2,422 | 201 | 299 |
| Installation and Other Services | 332 | 492 | (34) | 10 | 961 | 1,486 | (104) | 8 |
| Decorative Architectural Products | 474 | 446 | 122 | 94 | 1,365 | 1,301 | 313 | 257 |
| Other Specialty Products | 166 | 201 | 16 | 16 | 427 | 563 | 16 | 37 |
| Total | \$ 2,094 | \$ 2,511 | \$ 181 | \$ 235 | \$ 5,923 | \$ 7,560 | \$ 370 | \$ 689 |
| The Company's operations by geographic area were: | | | | | | | | |
| North America | \$ 1,630 | \$ 1,975 | \$ 123 | \$ 193 | \$ 4,694 | \$ 5,935 | \$ 261 | \$ 542 |
| International, principally Europe | 464 | 536 | 58 | 42 | 1,229 | 1,625 | 109 | 147 |
| Total | \$ 2,094 | \$ 2,511 | 181 | 235 | \$ 5,923 | \$ 7,560 | 370 | 689 |
| General corporate expense, net | | | (36) | (32) | | | (96) | (110) |
| Charge for litigation settlement (B) | | | (7) | (9) | | | (7) | (9) |
| Charge for defined-benefit plan curtailment (C) | | | | | | | (8) | |
| Accelerated stock compensation expense (D) | | | | | | | (6) | |
| (Loss) on corporate fixed assets, net | | | | | | | (2) | |

| | | | | |
|--|-------|--------|-------|--------|
| Operating profit | 138 | 194 | 251 | 570 |
| Other income (expense), net | (49) | (56) | (157) | (196) |
| Income from continuing operations before income taxes | \$ 89 | \$ 138 | \$ 94 | \$ 374 |

- (A) Inter-segment sales were not material.
- (B) The charge for litigation settlement in 2009 relates to a business unit in the Cabinets and Related Products segment. The charge for litigation settlement in 2008 relates to a business unit in the Installation and Other Services segment.
- (C) In March 2009, the Company recognized a curtailment loss related to the plan to freeze all future benefit accruals beginning January 1, 2010 under substantially all of the Company's domestic qualified and non-qualified defined-benefit

pension plans.

- (D) See Note C to the condensed consolidated financial statements.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

M. Other, net, which is included in other income (expense), net, was as follows, in millions:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|------|------------------------------------|-------|
| | 2009 | 2008 | 2009 | 2008 |
| Income from cash and cash investments | \$ 2 | \$ 6 | \$ 6 | \$ 17 |
| Other interest income | 1 | 1 | 1 | 1 |
| Income from financial investments, net (Note G) | | | | |
| Other items, net | 4 | (3) | 15 | (12) |
| Total | \$ 7 | \$ 4 | \$ 22 | \$ 6 |

Other items, net, included \$5 million and \$14 million of currency gains for the three months and nine months ended September 30, 2009, respectively. Other items, net, included \$3 million and \$18 million of currency losses for the three months and nine months ended September 30, 2008, respectively.

N. Reconciliations of the numerators and denominators used in the computations of basic and diluted earnings per common share were as follows, in millions:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-------|------------------------------------|--------|
| | 2009 | 2008 | 2009 | 2008 |
| Numerator (basic and diluted): | | | | |
| Income from continuing operations | \$ 51 | \$ 35 | \$ 32 | \$ 132 |
| Allocation to unvested restricted stock awards | (1) | (2) | (2) | (6) |
| Income from continuing operations attributable to common shareholders | 50 | 33 | 30 | 126 |
| (Loss) from discontinued operations, net | (23) | (2) | (30) | (15) |
| Net income available to common shareholders | \$ 27 | \$ 31 | \$ | \$ 111 |
| Denominator: | | | | |
| Basic common shares (based upon weighted average) | 350 | 352 | 351 | 354 |
| Add: | | | | |
| Contingent common shares | | | | |
| Stock option dilution | 1 | | | |
| Diluted common shares | 351 | 352 | 351 | 354 |

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

Note N concluded:

Effective January 1, 2009, the Company adopted FASB guidance regarding determining whether instruments granted in share-based payment transactions are participating securities. This new FASB guidance clarifies that share-based payment awards that entitle their holders to receive non-forfeitable dividends prior to vesting should be considered participating securities. The Company has granted restricted stock awards that contain non-forfeitable rights to dividends on unvested shares; such unvested restricted stock awards are considered participating securities. As participating securities, the unvested shares are required to be included in the calculation of the Company's basic earnings per common share, using the two-class method. The two-class method of computing earnings per common share is an allocation method that calculates earnings per share for each class of common stock and participating security according to dividends declared and participation rights in undistributed earnings. Unvested restricted stock awards were previously included in the Company's diluted share calculation using the treasury stock method. For the three months and nine months ended September 30, 2009 and 2008, the Company allocated dividends and income to the unvested restricted stock awards (participating securities).

At September 30, 2009 and 2008, the Company did not include any common shares related to the Zero Coupon Convertible Senior Notes (Notes) in the calculation of diluted earnings per common share, as the price of the Company's common stock at September 30, 2009 and 2008 did not exceed the equivalent accreted value of the Notes.

Additionally, 35 million and 36 million common shares for the three months and nine months ended September 30, 2009, respectively, and 32 million common shares for both the three months and nine months ended September 30, 2008 related to stock options were excluded from the computation of diluted earnings per common share due to their antidilutive effect.

In the first nine months of 2009, the Company granted two million shares of long-term stock awards. In the first nine months of 2009, the Company also repurchased and retired approximately two million shares of Company common stock, for cash aggregating \$11 million to offset the dilutive impact of these long-term stock awards. At September 30, 2009, the Company had 30 million shares of its common stock remaining under the July 2007 Board of Directors repurchase authorization.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (continued)

- O. The Company is subject to lawsuits and pending or asserted claims with respect to matters generally arising in the ordinary course of business.

As previously disclosed, a lawsuit has been brought against the Company and a number of its insulation installation companies in the federal court in Atlanta, Georgia alleging that certain practices violate provisions of the federal antitrust laws. In February 2009, the federal court in Atlanta certified a class of 377 insulation contractors. Two additional lawsuits, seeking class action status and alleging anticompetitive conduct, were filed against the Company and a number of its insulation suppliers. One of these lawsuits was filed in a Florida state court and has been dismissed by the court with prejudice. The other lawsuit was filed in federal court in northern California and was subsequently transferred to federal court in Atlanta, Georgia. The Company is vigorously defending the pending cases. Based upon the advice of its outside counsel, the Company believes that the conduct of the Company and its insulation installation companies, which has been the subject of the above-described lawsuits, has not violated any antitrust laws. The Company is unable at this time to reliably estimate any potential liability which might occur from an adverse judgment. There cannot be any assurance that the Company will ultimately prevail in the remaining lawsuits, or, if unsuccessful, that the ultimate liability would not be material and would not have a material adverse effect on its businesses or the methods used by its insulation installation companies in doing business.

As previously disclosed, European governmental authorities are investigating possible anticompetitive business practices relating to the plumbing and heating industries in Europe. The investigations involve a number of European companies, including certain of the Company's European manufacturing divisions and a number of other large businesses. The Company believes that it will not incur material liability as a result of the matters that are subject to these investigations.

- P. Changes in the Company's warranty liability were as follows, in millions:

| | Nine Months Ended September 30, 2009 | Twelve Months Ended December 31, 2008 |
|--|---|--|
| Balance at January 1 | \$ 119 | \$ 133 |
| Accruals for warranties issued during the period | 23 | 42 |
| Accruals related to pre-existing warranties | 4 | 6 |
| Settlements made (in cash or kind) during the period | (32) | (53) |
| Other, net | (4) | (9) |
| Balance at end of period | \$ 110 | \$ 119 |

- Q. Because the Company's projected pre-tax income is near break-even, small changes in projected pre-tax income may cause large changes in the estimated annual effective tax rate thereby producing potentially unreliable estimates of tax expense. Since these small changes to pre-tax income are likely to occur, the Company recorded the tax expense for the first nine months of 2009 using the actual effective tax rate on the year-to-date pre-tax income and did not use the estimated annual effective tax rate.

MASCO CORPORATION

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (concluded)

Note Q concluded:

During the first nine months of 2009, the Company's liability for unrecognized tax benefits and accrued interest and penalties decreased by \$12 million and \$3 million, respectively, due primarily to a settlement with a tax authority on various unrecognized tax benefits. As a result of tax audit closings, settlements and expiration of applicable statutes of limitations in various jurisdictions within the next 12 months, the Company anticipates that it is reasonably possible that the liability for unrecognized tax benefits could be reduced by approximately \$8 million.

MASCO CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**THIRD QUARTER 2009 AND THE FIRST NINE MONTHS 2009 VERSUS
THIRD QUARTER 2008 AND THE FIRST NINE MONTHS 2008**

SALES AND OPERATIONS

The following table sets forth the Company's net sales and operating profit margins by business segment and geographic area, dollars in millions:

| | Three Months Ended | | Percent (Decrease) Increase 2009 vs. 2008 |
|-----------------------------------|--|-----------------|--|
| | September 30, 2009 | 2008 | |
| Net Sales: | | | |
| Cabinets and Related Products | \$ 434 | \$ 584 | (26%) |
| Plumbing Products | 688 | 788 | (13%) |
| Installation and Other Services | 332 | 492 | (33%) |
| Decorative Architectural Products | 474 | 446 | 6% |
| Other Specialty Products | 166 | 201 | (17%) |
| Total | \$ 2,094 | \$ 2,511 | (17%) |
| | | | |
| North America | \$ 1,630 | \$ 1,975 | (17%) |
| International, principally Europe | 464 | 536 | (13%) |
| Total | \$ 2,094 | \$ 2,511 | (17%) |
| | | | |
| | Nine Months Ended September 30, | | |
| | 2009 | 2008 | |
| Net Sales: | | | |
| Cabinets and Related Products | \$ 1,248 | \$ 1,788 | (30%) |
| Plumbing Products | 1,922 | 2,422 | (21%) |
| Installation and Other Services | 961 | 1,486 | (35%) |
| Decorative Architectural Products | 1,365 | 1,301 | 5% |
| Other Specialty Products | 427 | 563 | (24%) |
| Total | \$ 5,923 | \$ 7,560 | (22%) |
| | | | |
| North America | \$ 4,694 | \$ 5,935 | (21%) |
| International, principally Europe | 1,229 | 1,625 | (24%) |
| Total | \$ 5,923 | \$ 7,560 | (22%) |

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|-------------------------------------|-------|------------------------------------|-------|
| | 2009 | 2008 | 2009 | 2008 |
| Operating Profit (Loss) Margins: (A) | | | | |
| Cabinets and Related Products | (3.7%) | 3.9% | (4.5%) | 4.9% |
| Plumbing Products | 13.5% | 11.7% | 10.5% | 12.3% |
| Installation and Other Services | (10.2%) | 2.0% | (10.8%) | .5% |
| Decorative Architectural Products | 25.7% | 21.1% | 22.9% | 19.8% |
| Other Specialty Products | 9.6% | 8.0% | 3.7% | 6.6% |
| North America | 7.5% | 9.8% | 5.6% | 9.1% |
| International, principally Europe | 12.5% | 7.8% | 8.9% | 9.0% |
| Total | 8.6% | 9.4% | 6.2% | 9.1% |
| Total operating profit margin, as reported | 6.6% | 7.7% | 4.2% | 7.5% |

(A) Before general corporate expense, net, the accelerated stock compensation expense, the charge for the defined-benefit plan curtailment, the (loss) on corporate fixed assets, net, and the charge for litigation settlement; see Note L to the condensed consolidated financial statements.

MASCO CORPORATION**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The Company reports its financial results in accordance with generally accepted accounting principles (GAAP) in the United States. However, the Company believes that certain non-GAAP performance measures and ratios, used in managing the business, may provide users of this financial information with additional meaningful comparisons between current results and results in prior periods. Non-GAAP performance measures and ratios should be viewed in addition to, and not as an alternative for, the Company's reported results.

NET SALES

Net sales decreased for both the three-month and nine-month periods ended September 30, 2009 from the comparable periods of 2008. Excluding results from acquisitions and the effect of currency translation, net sales decreased 15 percent and 19 percent, respectively, for the three-month and nine-month periods ended September 30, 2009. The following table reconciles reported net sales to net sales, excluding acquisitions and the effect of currency translation, in millions:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|---|-------------|--|-------------|
| | 2009 | 2008 | 2009 | 2008 |
| Net sales, as reported | \$ 2,094 | \$ 2,511 | \$ 5,923 | \$ 7,560 |
| Acquisitions | | | (9) | |
| Net sales, excluding acquisitions | 2,094 | 2,511 | 5,914 | 7,560 |
| Currency translation | 38 | | 199 | |
| Net sales, excluding acquisitions and the effect of currency translation | \$ 2,132 | \$ 2,511 | \$ 6,113 | \$ 7,560 |

Net sales from North American operations decreased in 2009, primarily due to the decline in the new home construction market, which reduced sales by 11 percent and 13 percent, respectively, in the three-month and nine-month periods ended September 30, 2009 compared to the same periods of 2008 and a decline in consumer spending for home improvement products, which reduced sales by seven percent and ten percent, respectively, in the three-month and nine-month periods ended September 30, 2009 compared to the same periods of 2008. North American net sales for both the three-month and nine-month periods ended September 30, 2009 were negatively affected by lower sales volume of installation and other services, plumbing products, cabinets and windows. Such sales declines were partially offset by increased sales of paints and stains and increased selling prices for certain products in both periods.

In local currencies, net sales from International operations decreased seven percent and 13 percent, respectively, in the three-month and nine-month periods ended September 30, 2009, primarily due to lower sales volume of International plumbing products and cabinets, partially offset by selling price increases. Net sales from International operations decreased in 2009, due to a stronger U.S. dollar, which decreased International net sales by six percent and 11 percent in the three-month and nine-month periods ended September 30, 2009, respectively, compared to the same periods of 2008.

MASCO CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Net sales of Cabinets and Related Products decreased in 2009, due to lower sales volume of cabinets in the new home construction and retail markets, as well as a less favorable product mix, which, combined, reduced sales in this segment by 22 percent and 26 percent, respectively, in the three-month and nine-month periods ended September 30, 2009 compared to the same periods of 2008. A stronger U.S. dollar decreased sales by two percent and three percent, respectively, in the three-month and nine-month periods ended September 30, 2009 compared to the same periods of 2008. In local currencies, net sales of International operations reduced sales in this segment by three percent and four percent, respectively, in the three-month and nine-month periods ended September 30, 2009 compared to the same periods of 2008. Segment sales declines were partially offset by selling price increases.

Net sales of Plumbing Products decreased in 2009, due to lower sales volume to North American retailers and wholesalers, which reduced sales by nine percent and 12 percent, respectively, in the three-month and nine-month periods ended September 30, 2009 compared to the same periods of 2008. A stronger U.S. dollar decreased sales by three percent and five percent, respectively, in the three-month and nine-month periods ended September 30, 2009 compared to the same periods of 2008. In local currencies, net sales of International operations reduced sales in this segment by three percent and seven percent, respectively, in the three-month and nine-month periods ended September 30, 2009 compared to the same periods of 2008. Segment sales declines were partially offset by selling price increases.

Net sales of Installation and Other Services decreased for both the three-month and nine-month periods ended September 30, 2009, primarily due to significantly lower sales volume related to the slowdown in the new home construction market, as well as selling price decreases.

Net sales of Decorative Architectural Products increased for both the three-month and nine-month periods ended September 30, 2009, primarily due to increased retail sales volume of paints and stains, which offset lower retail sales volume of builders' hardware. Sales of paints and stains benefited from new product introductions and advertising and promotional activities. The nine-month period ended September 30, 2009 also benefited from late 2008 selling price increases related to paints and stains.

Net sales of Other Specialty Products decreased in 2009, primarily due to lower sales volume of windows in the western United States, and selling price decreases which, on a combined basis, decreased sales in this segment by nine percent and 14 percent, respectively, in the three-month and nine-month periods ended September 30, 2009 compared to the same periods of 2008. Net sales in this segment also decreased due to a decline in retail sales of staple gun tackers and other fastening tools by four percent and three percent, respectively, in the three-month and nine-month periods ended September 30, 2009, compared to the same periods in 2008. A stronger U.S. dollar decreased sales by three percent and five percent, respectively, in the three-month and nine-month periods ended September 30, 2009 compared to the same periods of 2008. Sales in this segment were also negatively affected by a less favorable product mix.

MASCO CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OPERATING MARGINS

The Company's gross profit margins were 27.2 percent and 25.8 percent, respectively, for the three-month and nine-month periods ended September 30, 2009 compared with 25.8 percent and 26.0 percent for the comparable periods of 2008. Selling, general and administrative expenses declined to \$432 million and \$1,272 million, respectively, for the three-month and nine-month periods ended September 30, 2009 from \$454 million and \$1,398 million, respectively, in the comparable periods of 2008; however, as a percentage of sales, such expenses were 20.6 percent and 21.5 percent, respectively, for the three-month and nine-month periods ended September 30, 2009 compared with 18.1 percent and 18.5 percent for the comparable periods of 2008, reflecting lower sales volume, as well as increased plant closure and system implementation costs. Results benefited from the improved relationship between selling prices and commodity costs, as well as the benefits associated with business rationalizations and other cost savings initiatives.

The Company has been focused on the strategic rationalization of its businesses, including business consolidations, plant closures, headcount reductions, system implementations and other initiatives. Operating profit for the three-month and nine-month periods ended September 30, 2009 includes \$21 million and \$67 million, respectively, of costs and charges related to the Company's business rationalizations and other initiatives. For the three-month and nine-month periods ended September 30, 2008, the Company incurred \$15 million and \$39 million, respectively, related to these initiatives. During the first nine months of 2009, the Company closed or sold three manufacturing facilities and reduced headcount by 4,000 employees. Based on current plans, the Company anticipates costs and charges related to the Company's business rationalizations and other initiatives to approximate \$92 million in 2009. The Company continues to evaluate its businesses and may implement additional rationalization programs based on changes in the Company's markets which could result in further costs and charges.

The operating loss in the Cabinets and Related Products segment in 2009 reflects lower sales volume in the new home construction and retail markets and the related under-absorption of fixed costs, as well as a less favorable product mix, which on a combined basis reduced operating margins by approximately ten percentage points and eight percentage points, respectively, for the three-month and nine-month periods ended September 30, 2009 compared to 2008. This segment was also negatively affected by the lower results of International operations, as well as increased severance and system implementation costs and costs to close or sell several plants in this segment. Such declines were partially offset by the improved relationship between selling prices and commodity costs as well as the benefits associated with business rationalizations and other cost savings initiatives.

The increase in operating profit margins in the Plumbing Products segment for the three-month period ended September 30, 2009 reflects a more favorable product mix, as well as the improved relationship between selling prices and commodity costs and the benefits associated with business rationalizations and other cost savings initiatives. The decrease in operating profit margins in the Plumbing Products segment for the nine-month period ended September 30, 2009 reflects lower sales volume and the related under-absorption of fixed costs, as well as a less favorable product mix of International plumbing products.

The operating loss in the Installation and Other Services segment for both the three-month and nine-month periods ended September 30, 2009 is primarily due to lower sales volume and the related under-absorption of fixed costs, as well as increased system implementation costs and selling price decreases.

MASCO CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The increase in operating profit margins for the Decorative Architectural Products segment for the three-month and nine-month period ended September 30, 2009 is primarily due to increased sales volume of paints and stains, which more than offset lower sales volume of builders' hardware. The operating profit margins also benefited from the improved relationship between selling prices and commodity costs related to paints and stains and builders' hardware, as well as lower promotional activities related to builders' hardware.

The increase in operating profit margins in the Other Specialty Products segment for the three-month period ended September 30, 2009 reflects the increased benefits associated with business rationalizations and other cost savings initiatives. The decrease in operating profit margins for the Other Specialty Products segment for the nine-month period ended September 30, 2009 reflects lower sales volume of windows and staple gun tackers and other fastening tools and the related under-absorption of fixed costs, as well as a less favorable product mix, partially offset by the benefits associated with business rationalizations and other cost savings initiatives.

OTHER INCOME (EXPENSE), NET

Other items, net, for the three-month and nine-month periods ended September 30, 2009 included \$5 million and \$14 million, respectively, of currency gains.

For the nine-month period ended September 30, 2009, the Company recognized non-cash, pre-tax impairment charges of \$10 million related to financial investments in private equity funds.

Other, net, for the nine-month period ended September 30, 2008 included \$3 million of realized losses, net, from the sale of marketable securities and \$3 million of income from other investments, net. Other items, net, for the three-month and nine-month periods ended September 30, 2008 included \$3 million and \$18 million, respectively, of currency losses.

For the three-month and nine-month periods ended September 30, 2008, the Company recognized non-cash, pre-tax impairment charges of \$1 million and \$30 million, respectively, related to financial investments in private equity funds and marketable securities.

Interest expense decreased \$3 million for both the three-month and nine-month periods ended September 30, 2009 from the comparable periods of 2008 to \$56 million and \$169 million, respectively.

INCOME AND EARNINGS PER COMMON SHARE FROM CONTINUING OPERATIONS

Income from continuing operations (attributable to Masco Corporation) for the three-month and nine-month periods ended September 30, 2009 was \$51 million and \$32 million, respectively, compared with \$35 million and \$132 million, respectively, for the comparable periods of 2008. Diluted earnings per common share from continuing operations (attributable to Masco Corporation) for the three-month and nine-month periods ended September 30, 2009 were \$.14 per common share and \$.09 per common share, respectively, compared with \$.09 per common share and \$.36 per common share, respectively, for the comparable periods of 2008.

MASCO CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the three-month and nine-month periods ended September 30, 2009, the Company reported tax expense of \$26 million and \$35 million, respectively. A discrete calculation was used to report tax expense rather than an estimated annual tax rate, as the estimated range of the annual income for the Company in 2009 produces significant variability and makes it difficult to reasonably estimate the annual effective tax rate. While the Company expects full-year income (loss) from continuing operations to approximate break-even, the Company expects to have tax expense for the year primarily due to income tax liabilities in certain jurisdictions and losses in other jurisdictions that provide no tax benefit. The Company's effective tax rate was 67 percent and 55 percent, respectively, for the three-month and nine-month periods ended September 30, 2008.

OTHER FINANCIAL INFORMATION

The Company's current ratio was 1.9 to 1 and 2.1 to 1, respectively, at September 30, 2009 and December 31, 2008.

For the nine months ended September 30, 2009, cash of \$415 million was provided by operating activities. Net cash used for financing activities was \$174 million, and included \$139 million for the payment of cash dividends and \$11 million for the acquisition of Company common stock in open-market transactions to offset the dilutive impact of long-term stock awards granted in 2009. Net cash used for investing activities was \$74 million and included \$70 million for capital expenditures.

The Company's cash and cash investments increased to \$1.2 billion at September 30, 2009 from \$1.0 billion at December 31, 2008. The Company's cash and cash investments consist of overnight interest bearing money market demand and time deposit accounts, money market mutual funds and government securities. While the Company attempts to diversify these investments in a prudent manner to minimize risk, it is possible that future changes in the financial markets could result in failures of additional financial institutions or other events and thereby affect the security or availability of these investments.

At September 30, 2009, the Amended Five-Year Revolving Credit Agreement contains limitations on additional borrowings. Under the terms of the Amended Credit Facility, any outstanding Letters of Credit reduce the Company's borrowing capacity. At September 30, 2009, the Company had \$72 million of unused Letters of Credit; accordingly, the Company's remaining borrowing capacity is approximately \$1.2 billion. At September 30, 2009, the Amended Five-Year Revolving Credit Agreement also contains a requirement for maintaining a certain level of net worth; the Company's net worth exceeded such requirement by \$1.1 billion.

During 2009, the Company announced the reduction of its quarterly dividend to \$.075 per common share from \$.235 per common share.

The Company is subject to lawsuits and claims pending or asserted with respect to matters generally arising in the ordinary course of business. Note O to the condensed consolidated financial statements discusses certain specific claims pending against the Company.

MASCO CORPORATION

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company believes that its present cash balance, cash flows from operations and, to the extent necessary, bank borrowings and future financial market activities, are sufficient to fund its working capital and other investment needs.

OUTLOOK FOR THE COMPANY

Business conditions remain difficult in the Company's markets. The Company continues to estimate that 2009 housing starts will decline 40 percent to approximately 550,000 units. The Company also anticipates that consumer spending for home improvement products in North American and International markets will continue at depressed levels in the near term.

Although the Company is confident that the long-term fundamentals for the new home construction and home improvement markets are positive, the Company expects that market conditions will be challenging over the near-term as global economies recover.

The Company believes that its strong financial position (including cash of \$1.2 billion at September 30, 2009, its ability to generate positive cash flow during 2009 and unused bank lines) together with its current strategy of re-aligning its cost structure, investing in leadership brands, driving innovation and re-engineering its supply chains, will allow it to drive long-term growth and create value for its shareholders.

FORWARD-LOOKING STATEMENTS

Certain sections of this Quarterly Report contain statements reflecting the Company's views about its future performance which may constitute forward-looking statements under the Private Securities Litigation Reform Act of 1995. These views involve risks and uncertainties that are difficult to predict and the Company's results may differ materially from the results discussed in such forward-looking statements. For further information, readers should refer to the Company's most recent Annual Report on Form 10-K (Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections) and to any subsequent Quarterly Reports on Form 10-Q, all of which are on file with the Securities and Exchange Commission. The Company undertakes no obligation to update publicly any forward-looking statements as a result of new information, future events or otherwise.

MASCO CORPORATION

Item 4. CONTROLS AND PROCEDURES

a. Evaluation of Disclosure Controls and Procedures.

The Company's principal executive officer and principal financial officer have concluded, based on an evaluation of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) or 15d-15(e)), as required by paragraph (b) of Exchange Act Rules 13a-15 or 15d-15, that, as of September 30, 2009, the Company's disclosure controls and procedures were effective.

b. Changes in Internal Control Over Financial Reporting.

In connection with the evaluation of the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2009, which is required under the Securities Exchange Act of 1934 by paragraph (d) of Exchange Rules 13a-15 or 15d-15, (as defined in paragraph (f) of Rule 13a-15), management determined that, except as noted below, there was no change that has materially affected or is reasonably likely to materially affect internal control over financial reporting.

During the third quarter of 2009, the Company continued a phased deployment of new Enterprise Resource Planning (ERP) systems at Masco Builder Cabinet Group and Masco Contractor Services, two of the Company's larger business units. These new systems represent process improvement initiatives and are not in response to any identified deficiency or weakness in the Company's internal control over financial reporting. However, these business process initiatives are significant in scale and complexity and will result in modifications to certain internal controls. These systems are designed, in part, to enhance the overall system of internal control over financial reporting through further automation and integration of various business processes.

MASCO CORPORATION
PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Information regarding certain legal proceedings involving the Company is set forth in Note O to the Company's condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report.

Item 1A. Risk Factors

Information regarding risk factors of the Company is set forth in Item 1A, Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

Item 6. Exhibits

| | |
|-----|---|
| 12 | Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends |
| 31a | Certification by Chief Executive Officer Required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934 |
| 31b | Certification by Chief Financial Officer Required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934 |
| 32 | Certification Required by Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code |
| 101 | Interactive Data File |

MASCO CORPORATION
PART II. OTHER INFORMATION, concluded
SIGNATURE

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.

MASCO CORPORATION

By: /s/ John G. Sznewajs
Name:
John G. Sznewajs
Title: Vice President, Treasurer and Chief
Financial Officer

October 29, 2009

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**MASCO CORPORATION
EXHIBIT INDEX**

Exhibit

- Exhibit 12 Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
- Exhibit 31a Certification by Chief Executive Officer Required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
- Exhibit 31b Certification by Chief Financial Officer Required by Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934
- Exhibit 32 Certification Required by Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code
- Exhibit 101 Interactive Data File