

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2014
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan MASCO CORPORATION MASTER DEFINED CONTRIBUTION PLAN	1b Three-digit plan number (PN) ▶ <u>039</u> 1c Effective date of plan <u>07/01/1981</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) MASCO CORPORATION ATTN BENEFITS DEPARTMENT 21001 VAN BORN ROAD TAYLOR, MI 48180	2b Employer Identification Number (EIN) <u>38-1794485</u> 2c Plan Sponsor's telephone number <u>313-274-7400</u> 2d Business code (see instructions) <u>332510</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	<u>09/18/2015</u>	<u>STEPHEN ARMBRUSTER</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number) (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN	
a Sponsor's name		4c PN	
5 Total number of participants at the beginning of the plan year		5	7342
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	6010
a(2) Total number of active participants at the end of the plan year		6a(2)	6224
b Retired or separated participants receiving benefits		6b	17
c Other retired or separated participants entitled to future benefits.....		6c	1441
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	7682
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	41
f Total. Add lines 6d and 6e		6f	7723
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	5554
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	67
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2R 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1)	☐	Insurance	
(2)	☐	Code section 412(e)(3) insurance contracts	
(3)	☒	Trust	
(4)	☐	General assets of the sponsor	
(1)	☐	Insurance	
(2)	☐	Code section 412(e)(3) insurance contracts	
(3)	☒	Trust	
(4)	☐	General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1)	☒	(1)	☒
R (Retirement Plan Information)		H (Financial Information)	
(2)	☐	(2)	☐
MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		I (Financial Information – Small Plan)	
(3)	☐	(3)	☐
SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		A (Insurance Information)	
		(4)	☒
		C (Service Provider Information)	
		(5)	☐
		D (DFE/Participating Plan Information)	
		(6)	☐
		G (Financial Transaction Schedules)	

Part III**Form M-1 Compliance Information (to be completed by welfare benefit plans)**

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2014
		This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan <u>MASCO CORPORATION MASTER DEFINED CONTRIBUTION PLAN</u>	B Three-digit plan number (PN) ▶ <u>039</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MASCO CORPORATION</u>	D Employer Identification Number (EIN) <u>38-1794485</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	NONE	16146	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 50 64 65 71	NONE	11794	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BECKER VALUE EQUITY 1211 SW 5TH AVE PORTLAND, OR 97204	0.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIONEER MULTI ASST REAL RTN FD CL A 60 STATE STREET 17TH FL. BOSTON, MA 02109	0.40%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO INCOME FUND CL D 1633 BROADWAY NEW YORK, NY 10019	0.38%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
METROPOLITAN WEST LOW DURATION M 865 SOUTH FIGUEROA ST. #1400 LOS ANGELES, CA 90017		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
EATON VANCE FLTNGRTE HI INC FD CL A TWO INTERNATIONAL PLACE BOSTON, MA 02110		0.35%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF SM CAP VAL INST - BOSTON FINAN		0.04%
04-2526037		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARBOR CAP APPR INST - HARBOR SERV 34-1953399	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JPM MIDCAP VALUE IS - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIM TOTAL RT INST - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
THORNBURG INT VAL R5 - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WFA SM CAP VAL INST - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2014 This Form is Open to Public Inspection
For calendar plan year 2014 or fiscal plan year beginning <u>01/01/2014</u> and ending <u>12/31/2014</u>		
A Name of plan <u>MASCO CORPORATION MASTER DEFINED CONTRIBUTION PLAN</u>		B Three-digit plan number (PN) ► <u>039</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MASCO CORPORATION</u>		D Employer Identification Number (EIN) <u>38-1794485</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	7408727	7950927
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	13124503	17313016
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	6432215	6947623
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	90937735	93434165
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	81926	157106

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	539764	567046
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	118524870	126369883

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	118524870	126369883
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8020594	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8020594
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1290	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	216170	
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		217460
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7793480	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		7793480
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-957086
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		15074448

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	7190470	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		7190470
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	38965	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		38965
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7229435

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		7845013
l Transfers of assets:			
(1) To this plan.....	2l(1)		2518
(2) From this plan.....	2l(2)		2518

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
MASCO CORPORATION FUTURE SERVICE PROFIT SHARING PLAN	38-1794485	015

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>		<div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014					
A Name of plan MASCO CORPORATION MASTER DEFINED CONTRIBUTION PLAN				B Three-digit plan number (PN) ▶	039
C Plan sponsor's name as shown on line 2a of Form 5500 MASCO CORPORATION				D Employer Identification Number (EIN) 38-1794485	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....				1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No					
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.				Schedule R (Form 5500) 2014 v. 140124	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

MASCO CORPORATION MASTER DEFINED CONTRIBUTION PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value and Number of Shares Outstanding	(d) Cost*	(e) Current Value
	PIMCO Total Return Fund - Institutional Class	Bond Fund 423,846 shares	\$	4,518,203
	Artisan Mid Cap Fund - Institutional Class	Domestic Equity Fund 28,478 shares		1,364,370
	JP Morgan Mid Cap Value Fund -Institutional Class	Domestic Equity Fund 103,682 shares		3,851,785
	Vanguard Wellington Fund - Admiral Shares	Balanced Fund 256,072 shares		17,313,016
	American Beacon Small Cap Value Fund -Class Institutional	Domestic Equity Fund 40,048 shares		1,004,001
	Wells Fargo Advantage Small Cap Value Fund -Institutional Class	Domestic Equity Fund 32,130 shares		934,660
	Harbor Capital Appreciation Fund -Institutional Class	Domestic Equity Fund 23,558 shares		1,378,627
**	Fidelity® Money Market Trust Retirement Money Market Portfolio	Money Market Fund 12,265,721 shares		12,265,721
**	Fidelity® Independence Fund - Class K	Domestic Equity Fund 105,259 shares		4,060,909
**	Spartan® 500 Index Fund -Institutional Class	Domestic Equity Fund 74,951 shares		5,460,916
**	Fidelity® Low-Priced Stock Fund - Class K	Domestic Equity Fund 38,116 shares		1,913,445
**	Fidelity® Fund - Class K	Domestic Equity Fund 56,090 shares		2,402,355
**	Fidelity® Equity Dividend Income Fund - Class K	Domestic Equity Fund 78,183 shares		2,092,955
**	Fidelity® Emerging Markets Fund - Class K	International Fund 41,105 shares		999,268
**	Fidelity® Diversified International Fund - Class K	International Fund 84,101 shares		2,892,218
**	Fidelity Freedom K® Income Fund	Lifecycle Fund 79,083 shares		936,345

MASCO CORPORATION MASTER DEFINED CONTRIBUTION PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR), Concluded

December 31, 2014

	(b)	(c)	(d)	(e)
	Identity of Issue,	Description of Investment		Current
	Borrower or	Including Maturity Date,		Value
	Similar Party	Rate of Interest, Collateral,	Cost*	
(a)		Par or Maturity Value and		
		Number of Shares Outstanding		
**	Fidelity Freedom K® 2005 Fund	Lifecycle Fund 10,243 shares		132,858
**	Fidelity Freedom K® 2010 Fund	Lifecycle Fund 122,229 shares		1,613,420
**	Fidelity Freedom K® 2015 Fund	Lifecycle Fund 194,277 shares		2,642,169
**	Fidelity Freedom K® 2020 Fund	Lifecycle Fund 640,248 shares		9,117,124
**	Fidelity Freedom K® 2025 Fund	Lifecycle Fund 542,724 shares		8,064,876
**	Fidelity Freedom K® 2030 Fund	Lifecycle Fund 575,013 shares		8,722,945
**	Fidelity Freedom K® 2035 Fund	Lifecycle Fund 423,512 shares		6,611,028
**	Fidelity Freedom K® 2040 Fund	Lifecycle Fund 353,280 shares		5,528,837
**	Fidelity Freedom K® 2045 Fund	Lifecycle Fund 223,166 shares		3,584,040
**	Fidelity Freedom K® 2050 Fund	Lifecycle Fund 76,133 shares		1,231,066
**	Fidelity Freedom K® 2055 Fund	Lifecycle Fund 9,246 shares		110,024
	Masco Corporation Company Stock Fund	Company Stock Fund 65,859 shares		567,046
		** Masco Corporation Common Stock, \$557,500		
		Cash and Money Market \$9,546		
	Brokerage account	Brokerage Accounts 157,106 shares		157,106
**	Notes Receivable from Participants	Ranging 1-15 years maturity with Rates of Interest, 3.25% - 9.5%		6,947,623
				\$ 118,418,956

* Historical cost information is not required on the Schedule of Assets (Held at End of Year) for participant directed investments.

** These investments are with a party-in-interest.

MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN

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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.



REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Grant Thornton LLP
27777 Franklin Road, Suite 800
Southfield, MI 48034

To the Trustee and Participants of
Masco Corporation Master Defined Contribution Plan

T 248.262.1950
F 248.350.3581
www.GrantThornton.com

Report on the financial statements

We were engaged to audit the accompanying financial statements of Masco Corporation Master Defined Contribution Plan (the "Plan"), which comprise the statements of net assets available for benefits as of March 20, 2015, December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the period January 1, 2015 through March 20, 2015 and the year ended December 31, 2014, and the related notes to the financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note F, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of March 20, 2015, December 31, 2014 and 2013, and for the period January 1, 2015 through March 20, 2015 and the year ended December 31, 2014, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Supplementary information

The supplemental schedule of Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2014 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the certified information described in Note F, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Southfield, Michigan
September 15, 2015

MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN

STATEMENTS OF NET ASSETS AVAILABLE
FOR BENEFITS

ASSETS	<u>March 20, 2015</u>	<u>December 31, 2014</u>	<u>December 31, 2013</u>
Investments, at fair value:			
Mutual funds	\$ --	\$110,747,181	\$104,062,238
Company stock fund	--	567,046	539,764
Brokerage account	<u> --</u>	<u>157,106</u>	<u>81,926</u>
Total investments	--	111,471,333	104,683,928
Receivables:			
Notes receivable from participants	--	6,947,623	6,432,215
Employer contributions receivable	<u> --</u>	<u>7,950,927</u>	<u>7,408,727</u>
Total receivables	<u> --</u>	<u>14,898,550</u>	<u>13,840,942</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ --</u>	<u>\$126,369,883</u>	<u>\$118,524,870</u>

The accompanying notes are an integral part of the financial statements.

MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN

STATEMENTS OF CHANGES IN NET ASSETS
AVAILABLE FOR BENEFITS

	January 1 through March 20, 2015	Year Ended December 31, 2014
Additions:		
Investment activity:		
Net appreciation (depreciation) in fair value of investments	\$ 3,118,656	\$ (957,086)
Interest and dividend income	<u>47,108</u>	<u>7,794,770</u>
Total investment activity	3,165,764	6,837,684
Employer contributions	7,098	7,958,024
Employee rollovers	19,754	62,570
Interest income on notes receivable from participants	<u>51,773</u>	<u>216,170</u>
Total additions	3,244,389	15,074,448
Deductions:		
Benefit payments	(1,919,907)	(7,190,470)
Other, net	<u>(5,348)</u>	<u>(38,965)</u>
Total deductions	<u>(1,925,255)</u>	<u>(7,229,435)</u>
Transfers:		
Net transfers out of Plan (Note A)	<u>(127,689,017)</u>	<u>--</u>
Net (decrease) increase	(126,369,883)	7,845,013
Net assets available for benefits:		
Beginning of year	<u>126,369,883</u>	<u>118,524,870</u>
End of period	<u>\$ --</u>	<u>\$126,369,883</u>

The accompanying notes are an integral part of the financial statements.

MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN

NOTES TO FINANCIAL STATEMENTS

A. Description of Plan:

The following description of the Masco Corporation ("Company") Master Defined Contribution Plan ("Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

1. *General.* The Plan is a defined contribution plan covering eligible employees at various divisions and subsidiaries of the Company. Eligible employees participate in the Plan on January 1 following their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

2. *Contributions.* The annual Company contribution is determined by the Company's Board of Directors subject to certain limitations in accordance with the provisions of the Plan. The Plan does not permit participant contributions, with the exception of rollovers from another qualified retirement plan. Participants may direct employer contributions in one percent increments in any of the various investment options. These options are professionally managed mutual funds, the Masco Corporation Company Stock Fund, and a brokerage account which allows participants to buy, sell or trade most publicly listed common stocks, corporate and government bonds or certificates of deposit; these options vary in their respective strategies, risks and goals. Participants may change their investment options daily.

3. *Participant Accounts.* Each active participant's account is credited with an allocation of the (a) Company's contribution and (b) Plan earnings pursuant to the provisions of the Plan. Allocations are based on participants' earnings or account balances, as defined. Plan administrative expenses are paid by the Company and not charged to participants' accounts. Certain expenses may be incurred by individual participants for special services relating to their account. These costs are charged directly to the individual participant's account. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

4. *Vesting and Forfeited Employer Contributions.* Vesting is generally based on years of service. A participant is 100 percent vested only after three years of vesting service commencing on date of hire. In addition, a participant is 100 percent vested upon attainment of normal retirement age (age 65), death or disability as defined under the Plan. At December 31, 2014 and 2013, forfeited nonvested accounts totaled \$63,796 and \$728,300, respectively. All forfeited amounts were used to reduce the Company's contribution.

5. *Voting Rights.* Each participant who has an interest in the Company Stock Fund is entitled to exercise voting rights attributable to the shares allocated to his or her Company Stock Fund account and is notified by the Trustee (Fidelity Management Trust Company ("Fidelity")) as defined by the Plan) prior to the time that such rights are to be exercised. If the Trustee does not receive timely instructions, the Trustee itself or by proxy shall vote all such shares in the same ratio as the shares with respect to which instructions were received from participants.

MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN

NOTES TO FINANCIAL STATEMENTS, Continued

A. Description of Plan, concluded:

6. *Notes Receivable from Participants.* Generally, participants may borrow from the nonforfeitable portion of their company profit sharing contribution accounts and any rollover contribution accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. Loan terms range from 1-15 years. The loans are collateralized by the balance in the participant's account and bear interest at a rate equal to the Prime Rate on the date of application for the loan. Principal and interest are paid ratably through monthly payroll deductions.

7. *Payment of Benefits.* After separation from service due to termination, death, disability, or retirement, generally a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a single lump-sum amount or in annual installments over a period not to exceed five years. In-service and hardship withdrawals, if applicable, are distributed in a single lump-sum payment.

8. *Transfers.* Effective March 20, 2015, the Plan was amended whereby all participants' accounts of the Plan were spun off and merged into the Masco Corporation 401(k) Plan ("401(k) Plan") and the Masco Corporation Hourly 401(k) Plan ("Hourly 401(k) Plan"). As a result, the Plan is completely merged into the 401(k) Plan and the Hourly 401(k) Plan. Total transfers of net assets out of the Plan amounted to approximately \$128 million, as a result of this amendment.

B. Summary of Significant Accounting Policies:

The following is a summary of significant accounting policies (in accordance with accounting principles generally accepted in the United States of America ("GAAP")) followed in the preparation of these financial statements.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of additions and deductions during the reporting period. Actual results could differ from these estimates and assumptions.

MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN

NOTES TO FINANCIAL STATEMENTS, Continued

B. Summary of Significant Accounting Policies, concluded:

Risks and Uncertainties

The Plan provides for various investments in mutual funds and other investment securities. Investments are exposed to various risks, including interest rate, market and credit risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits.

Investment Valuation and Income Recognition

Investments are stated at fair value as determined by Fidelity Pricing and Cash Management Services, Inc. using quoted closing market prices at March 20, 2015 and at December 31, 2014 and 2013.

Interest income is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Income from other securities is recorded as earned on an accrual basis. Investment transactions are reflected on a trade-date basis. Realized gains and losses on investments are based on average cost.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation (depreciation) of the investments.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is measured on the accrual basis. Delinquent notes receivable from participants are recorded as benefit payments based upon the terms of the Plan.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

**MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN**

NOTES TO FINANCIAL STATEMENTS, Continued

C. Investments:

The following investments represent five percent or more of the Plan's net assets at December 31, 2014 and 2013.

	<u>2014</u>	<u>2013</u>
Vanguard Wellington SM Fund - Admiral SM Shares	\$17,313,016	\$16,912,701
Fidelity [®] Money Market Trust Retirement Money Market Portfolio	\$12,265,721	\$13,124,503
Fidelity Freedom K [®] 2020 Fund	\$ 9,117,124	\$ 8,747,755
Fidelity Freedom K [®] 2030 Fund	\$ 8,722,945	\$ 8,020,586
Fidelity Freedom K [®] 2025 Fund	\$ 8,064,876	\$ 7,530,192
Fidelity Freedom K [®] 2035 Fund	\$ 6,611,028	\$ 6,043,896

During the period January 1 through March 20, 2015 and year ended December 31, 2014, the Plan's investments (including gains and losses on investments sold during the year, as well as held at year-end) appreciated (depreciated) in value as follows:

	<u>January 1 through March 20, 2015</u>	<u>Year Ended December 31, 2014</u>
Mutual Funds	\$ 3,086,229	\$ (998,747)
Masco Corporation Company Stock Fund	23,705	54,921
Brokerage accounts	8,722	(13,260)
	<u>\$ 3,118,656</u>	<u>\$ (957,086)</u>

At December 31, 2014 and 2013, the Masco Corporation Company Stock Fund is made up of Masco Corporation Common Stock totaling \$557,500 and \$527,601, respectively, and cash and money market investments of \$9,546 and \$12,163, respectively.

D. Fair Value Measurements:

Accounting Policy. The Plan follows fair value guidance (ASC 820) that defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The 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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at March 20, 2015 and at December 31, 2014 and 2013.

MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN

NOTES TO FINANCIAL STATEMENTS, Continued

D. Fair Value Measurements, concluded:

Common stocks: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Brokerage account: Participant directed investments that could include common stocks, mutual funds, corporate or government bonds or other investments that are actively traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2014 and 2013.

Assets at Fair Value as of December 31, 2014				
	Level 1	Level 2	Level 3	Total
Lifecycle funds	\$ 48,294,732	\$ --	\$ --	\$ 48,294,732
Domestic equity funds	24,464,023	--	--	24,464,023
Balanced fund	17,313,016	--	--	17,313,016
Money market fund	12,265,721	--	--	12,265,721
Bond fund	4,518,203	--	--	4,518,203
International funds	3,891,486	--	--	3,891,486
Company stock fund	567,046	--	--	567,046
Brokerage account	157,106	--	--	157,106
Total assets at fair value	<u>\$111,471,333</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$111,471,333</u>

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Lifecycle funds	\$ 44,557,976	\$ --	\$ --	\$ 44,557,976
Domestic equity funds	21,464,259	--	--	21,464,259
Balanced fund	16,912,701	--	--	16,912,701
Money market fund	13,124,502	--	--	13,124,502
Bond fund	4,220,497	--	--	4,220,497
International funds	3,782,303	--	--	3,782,303
Company stock fund	539,764	--	--	539,764
Brokerage account	81,926	--	--	81,926
Total assets at fair value	<u>\$104,683,928</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$104,683,928</u>

**MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN**

NOTES TO FINANCIAL STATEMENTS, Continued

E. Income Tax Status:

The Internal Revenue Service ("IRS") determined and informed the Company by a letter dated October 25, 2012 that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("Code"). The Plan has since been amended; however, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of March 20, 2015 and December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax period in progress.

F. Summary of Financial Data Certified by the Trustee:

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the following information was certified by the Fidelity Management Trust Company, the Trustee of the Plan, as complete and accurate and was not subjected to any auditing procedures performed by the independent auditors, except for comparing such information to the related information included in the financial statements and supplemental schedule.

- a. Total investments as shown on the accompanying statements of net assets available for benefits of \$0, \$111,471,333 and \$104,683,928 as of March 20, 2015, December 31, 2014 and December 31, 2013, respectively.
- b. Notes receivable from participants as shown on the accompanying statements of net assets available for benefits of \$0, \$6,947,623 and \$6,432,215 as of March 20, 2015, December 31, 2014 and December 31, 2013, respectively.
- c. Total investment activity (interest and dividend income and net appreciation (depreciation)) and interest income on notes receivable from participants as shown in the accompanying statements of changes in net assets available for benefits of \$3,217,537 and \$7,053,854 for the period January 1 through March 20, 2015 and the year ended December 31, 2014, respectively.
- d. Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2014.

MASCO CORPORATION MASTER DEFINED
CONTRIBUTION PLAN

NOTES TO FINANCIAL STATEMENTS, Concluded

G. Plan Termination:

The Company has the right under the Plan to discontinue contributions at any time and to terminate the Plan subject to the provisions of ERISA. At the date of termination, the accounts of all participants shall become 100 percent vested with termination expenses being prorated among the accounts. The Administrative Committee of the Masco Corporation Master Defined Contribution Plan shall then direct the Plan Trustee to distribute to the participants all remaining assets.

H. Related Party Transactions:

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity is also the Trustee as defined by the Plan and, therefore, the purchases and sales qualify as party-in-interest transactions. Notes receivable from participants are also considered party-in-interest transactions.

The Plan invests in Masco Corporation Common Stock Fund. At March 20, 2015, and December 31, 2014 and 2013, the value of Masco Corporation Common Stock Fund was \$0, \$567,046 and \$539,764, respectively.

I. Subsequent Events:

The Plan has evaluated subsequent events through the date the financial statements were available to be issued. No events were identified that required disclosure within the financial statements.

MASCO CORPORATION MASTER DEFINED CONTRIBUTION PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2014

(a)	(b) Identity of Issue, Borrower or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value and Number of Shares Outstanding		(d) Cost*	(e) Current Value
	PIMCO Total Return Fund - Institutional Class	Bond Fund			
		423,846 shares		\$	4,518,203
	Artisan Mid Cap Fund - Institutional Class	Domestic Equity Fund			
		28,478 shares			1,364,370
	JP Morgan Mid Cap Value Fund -Institutional Class	Domestic Equity Fund			
		103,682 shares			3,851,785
	Vanguard Wellington Fund - Admiral Shares	Balanced Fund			
		256,072 shares			17,313,016
	American Beacon Small Cap Value Fund -Class Institutional	Domestic Equity Fund			
		40,048 shares			1,004,001
	Wells Fargo Advantage Small Cap Value Fund -Institutional Class	Domestic Equity Fund			
		32,130 shares			934,660
	Harbor Capital Appreciation Fund -Institutional Class	Domestic Equity Fund			
		23,558 shares			1,378,627
**	Fidelity® Money Market Trust Retirement Money Market Portfolio	Money Market Fund			
		12,265,721 shares			12,265,721
**	Fidelity® Independence Fund - Class K	Domestic Equity Fund			
		105,259 shares			4,060,909
**	Spartan® 500 Index Fund -Institutional Class	Domestic Equity Fund			
		74,951 shares			5,460,916
**	Fidelity® Low-Priced Stock Fund - Class K	Domestic Equity Fund			
		38,116 shares			1,913,445
**	Fidelity® Fund - Class K	Domestic Equity Fund			
		56,090 shares			2,402,355
**	Fidelity® Equity Dividend Income Fund - Class K	Domestic Equity Fund			
		78,183 shares			2,092,955
**	Fidelity® Emerging Markets Fund - Class K	International Fund			
		41,105 shares			999,268
**	Fidelity® Diversified International Fund - Class K	International Fund			
		84,101 shares			2,892,218
**	Fidelity Freedom K® Income Fund	Lifecycle Fund			
		79,083 shares			936,345

MASCO CORPORATION MASTER DEFINED CONTRIBUTION PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR), Concluded

December 31, 2014

	(b)	(c)		(e)
	Identity of Issue,	Description of Investment		Current
	Borrower or	Including Maturity Date,		Value
	Borrower or	Rate of Interest, Collateral,	(d)	
(a)	Similar Party	Par or Maturity Value and	Cost*	
		Number of Shares Outstanding		
**	Fidelity Freedom K® 2005 Fund	Lifecycle Fund 10,243 shares		132,858
**	Fidelity Freedom K® 2010 Fund	Lifecycle Fund 122,229 shares		1,613,420
**	Fidelity Freedom K® 2015 Fund	Lifecycle Fund 194,277 shares		2,642,169
**	Fidelity Freedom K® 2020 Fund	Lifecycle Fund 640,248 shares		9,117,124
**	Fidelity Freedom K® 2025 Fund	Lifecycle Fund 542,724 shares		8,064,876
**	Fidelity Freedom K® 2030 Fund	Lifecycle Fund 575,013 shares		8,722,945
**	Fidelity Freedom K® 2035 Fund	Lifecycle Fund 423,512 shares		6,611,028
**	Fidelity Freedom K® 2040 Fund	Lifecycle Fund 353,280 shares		5,528,837
**	Fidelity Freedom K® 2045 Fund	Lifecycle Fund 223,166 shares		3,584,040
**	Fidelity Freedom K® 2050 Fund	Lifecycle Fund 76,133 shares		1,231,066
**	Fidelity Freedom K® 2055 Fund	Lifecycle Fund 9,246 shares		110,024
	Masco Corporation Company Stock Fund	Company Stock Fund 65,859 shares		567,046
		** Masco Corporation Common Stock, \$557,500		
		Cash and Money Market \$9,546		
	Brokerage account	Brokerage Accounts 157,106 shares		157,106
**	Notes Receivable from Participants	Ranging 1-15 years maturity with Rates of Interest, 3.25% - 9.5%		6,947,623
				\$ 118,418,956

* Historical cost information is not required on the Schedule of Assets (Held at End of Year) for participant directed investments.

** These investments are with a party-in-interest.