

MASCO

MASCO CORPORATION

0028

July 30, 2002

**VIA FACSIMILE (202-942-9651)
and FEDERAL EXPRESS**

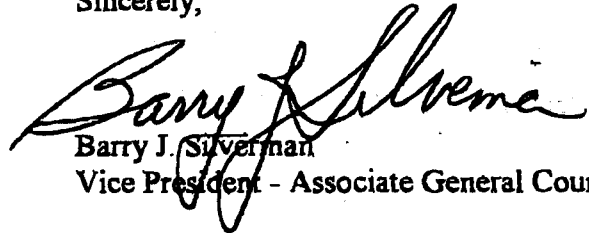
Mr. Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0609

Re: Order No. 4-460

Dear Mr. Katz:

Pursuant to the captioned Order, enclosed for filing are the sworn statements of Richard A. Manoogian and Timothy Wadhams, the principal executive officer and principal financial officer of Masco Corporation.

Sincerely,



Barry J. Silverman
Vice President - Associate General Counsel

BJS/cap

Enclosure

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STATEMENT UNDER OATH OF THE PRINCIPAL FINANCIAL OFFICER OF MASCO CORPORATION REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

0028

I, Timothy Wadhams, state and attest that:

- (2) To the best of my knowledge, based upon a review of the covered reports of Masco Corporation, and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (4) I have reviewed the contents of this statement with Masco Corporation's audit committee;
- (5) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - Annual Report on Form 10-K dated March 28, 2002 for the fiscal year ended December 31, 2001;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Masco Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

Timothy Wadhams

Timothy Wadhams

Dated: July 30, 2002

Subscribed and sworn to before me this 30th day of July 2002.

/s/ Gerry R. Przybylo
Notary Public

My Commission Expires: August 2, 2003

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