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), 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

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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. . . . . ▶ [X]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
U.S. SILICA RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 029

1c Effective date of plan 12/31/1956

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
U. S. SILICA COMPANY

PO BOX 187
BERKLEY SPRINGS, WV 25411

106 SAND MINE ROAD
BERKLEY SPRINGS, WV 25411

2b Employer Identification Number (EIN)
23-0958670

2c Sponsor's telephone number
304-258-2500

2d Business code (see instructions)
212320

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.	09/23/2010	DEBORAH KEYSER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/22/2010	MICHAEL THOMPSON
	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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
U.S. SILICA RETIREMENT PLAN COMMITTEE

106 SAND MINE ROAD
BERKELEY SPRINGS, WV 25411

3b Administrator's EIN
22-3067233

3c Administrator's telephone number
304-258-2500

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:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	803
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	648
b	Retired or separated participants receiving benefits	**6b**	9
c	Other retired or separated participants entitled to future benefits	**6c**	93
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	750
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	751
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	664
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	7
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 Characteristic Codes in the instructions:
2E 2G 2J 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	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

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		___ **A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2009** **This Form is Open to Public Inspection.**

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
U.S. SILICA RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 029

C Plan sponsor's name as shown on line 2a of Form 5500
U. S. SILICA COMPANY

D Employer Identification Number (EIN)
23-0958670

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).. . . . . [X] 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 INV INST OPS CO

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)

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?
64 37 65 60	RECORDKEEPER	41264	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

(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.	
AF CAP WORLD BOND R5 - AMERICAN FUN 95-2566717	0.05%	

(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.	
AF GROWTH OF AMER R5 - AMERICAN FUN 95-2566717	0.05%	

(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.	
ALGER SMIDCAP GRTH A - BOSTON FINAN 04-2526037	0.60%	

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.
COL SM CAP VALUE I Z - COLUMBIA MAN 04-2838628	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.
DODGE AND COX INTL STK - BOSTON FIN 04-2526037	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.
DODGE AND COX STOCK - BOSTON FINAN 04-2526037	0.10%

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.
LAU INTL MKT MSTR SL - BOSTON FINAN 04-2526037	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.
MAINSTAY HI YD BND A - BOSTON FINAN 04-2526037	0.55%

(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

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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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
U.S. SILICA RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 029

C Plan sponsor's name as shown on line 2a of Form 5500
U. S. SILICA COMPANY

D Employer Identification Number (EIN)
23-0958670

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	46770	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	721421	964665
(9) Value of interest in common/collective trusts	1c(9)	16313609	15661251
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	21116655	28383867
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	38198455	45009783
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	9275	0
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	9275	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	38189180	45009783

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)	859353	
(B) Participants	2a(1)(B)	1880685	
(C) Others (including rollovers)	2a(1)(C)	454	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2740492
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	74863	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	50145	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		125008
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	567110	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		567110
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		90956
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		5257045
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		8780611
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1917300	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1917300
f Corrective distributions (see instructions)	2f		1278
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	41430	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		41430
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1960008
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		6820603
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

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) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: SMITH ELLIOTT KEARNS AND CO., LLC (2) EIN: 52-0783935

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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
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.)	**4a**		X	
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.)	**4b**		X	
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.)	**4c**		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.)	**4d**		X	
e	Was this plan covered by a fidelity bond?	**4e**	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		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?	**4g**		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?	**4h**		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.)	**4i**	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.)	**4j**		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?	**4k**		X	
l	Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		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.	**4n**		X	

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)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

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).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
U.S. SILICA RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 029

C Plan sponsor's name as shown on line 2a of Form 5500
U. S. SILICA COMPANY

D Employer Identification Number (EIN)
23-0958670

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** 0

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 of 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 **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 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(es). 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**

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 items 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 items 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 items 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 items 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 items 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 items 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 items 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 item 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 items (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 item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

U.S. SILICA RETIREMENT SAVINGS PLAN

FINANCIAL REPORT

DECEMBER 31, 2009

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Smith Elliott Kearns & Company, LLC
Certified Public Accountants & Consultants

INDEPENDENT AUDITOR'S REPORT

Administrator
U.S. Silica Retirement Savings Plan
Berkeley Springs, West Virginia

We were engaged to audit the accompanying statements of net assets available for benefits of the U.S. Silica Retirement Savings Plan (formerly The BMAC Retirement Savings & Investment Plan) (Plan) as of December 31, 2009 and 2008, and the related statements of changes in net assets available for plan benefits for the years then ended and the supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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 information summarized in Note 4, which was certified by Fidelity Management Trust Company (2009 and 2008) and The Northern Trust Company (2008), the trustees of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustees hold the Plan's investment assets and execute investment transactions. The Plan administrator has obtained certifications from the trustees as of December 31, 2009 and 2008 and for the years then ended, that the information provided to the Plan administrator by the trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustees, has 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.

Smith Elliott Kearns & Company, LLC

Hagerstown, Maryland
September 10, 2010

U.S. SILICA RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2009 AND 2008

	2009	2008
ASSETS		
Investments, at fair value		
Common/collective trusts	$ 15,661,251	$ 16,114,825
Registered investment companies	28,383,867	21,116,655
Loans to participants	964,665	721,421
TOTAL INVESTMENTS	$ 45,009,783	$ 37,952,901
Non-interest bearing cash	-	46,770
TOTAL ASSETS	$ 45,009,783	$ 37,999,671
LIABILITIES		
Accrued fees	-	9,275
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	$ 45,009,783	$ 37,990,396
Adjustment from fair value to contract value for fully benefit-responsive investment contract	-	198,784
NET ASSETS AVAILABLE FOR PLAN BENEFITS	$ 45,009,783	$ 38,189,180

The Notes to Financial Statements are an integral part of these financial statements.

U.S. SILICA RETIREMENT SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
YEARS ENDED DECEMBER 31, 2009 AND 2008

	2009	2008
ADDITIONS TO NET ASSETS		
Employer contributions	$ 859,353	$ 1,254,440
Participant contributions	1,880,685	1,785,419
Rollover contributions	454	-
Net appreciation (depreciation) in fair value of investments	5,348,001	(10,105,239)
Net investment gain (loss) from U.S. Silica Defined Contribution Master Trust	-	(731,996)
Interest	125,008	84,468
Dividends	567,110	-
	$ 8,780,611	$ (7,712,908)
DEDUCTIONS FROM NET ASSETS		
Benefits paid to participants	$ 1,918,578	$ 3,626,341
Administrative expenses	41,430	48,175
	$ 1,960,008	$ 3,674,516
Transfer from BMAC 401(k) Plan	$ -	$ 12,456,034
NET INCREASE	$ 6,820,603	$ 1,068,610
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Beginning of year	38,189,180	37,120,570
End of year	$ 45,009,783	$ 38,189,180

The Notes to Financial Statements are an integral part of these financial statements.

Note 1. Plan Merger and Termination of Master Trust

On June 2, 2008, the BMAC 401(k) Plan was merged into the BMAC Retirement Savings & Investment Plan with BMAC Retirement Savings & Investment Plan being the surviving plan. Simultaneously, BMAC Retirement Savings & Investment Plan changed its name to the U.S. Silica Retirement Savings Plan (the Plan). Concurrent with the merger of the plans, the U.S. Silica Company Defined Contribution Master Trust (the "Master Trust") transferred all of its assets and liabilities to the U.S. Silica Retirement Savings Plan in trust under a service agreement (the "Trust") with Fidelity Management Trust Company (the "Trustee") and the Master Trust was terminated.

Note 2. Description of the Plan

The following description of the Plan provides only general information. Every employee becomes eligible to participate in the Plan immediately following the completion of one hour of service. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible salaried employees of U.S. Silica Company (the "Company") and its subsidiaries. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Master Trust

The Master Trust held the assets of the BMAC 401(k) Plan and the BMAC Retirement Savings and Investment Plan until June 2, 2008. Each Plan's investment in the Master Trust was based on the relative interest in the fair value of the assets held in such Master Trust. Each Plan's participation was measured at its value at the beginning of the valuation period plus net external cash flow (contributions, benefit payments, etc.). Interest and dividend income and net appreciation (depreciation) in the fair value of investments were allocated daily to each participating plan based upon the time weighted value of its accumulated balances in the Master Trust during the valuation period. The trustee of the Master Trust was The Northern Trust Company.

Contributions

Participation is elective and is exercised by means of authorizing contributions to the Plan of not less than 1% and not more than 30% of compensation, as defined by the Plan. Catch-up contributions are permitted.

The Company may provide a discretionary matching contribution. For 2008 and from January 1, 2009 thru April 30, 2009 the Company matched 25% of employee contributions for an amount up to 8% of each employee's compensation. From May 1, 2009 thru December 31, 2009, the Company suspended the match.

Based on Company profitability, the Company may provide an optional profit sharing contribution up to 75% for every participant dollar contributed to the Plan, up to 8% of the employee’s contribution. Profit sharing contributions are made, if at all, each spring at the discretion of the Board of Directors. The employee must be employed on December 31 of the previous year in order to receive a profit sharing contribution. A profit sharing contribution was made in March 2009 and 2008 and is reflected in the statement of changes of net assets in the respective year.

Additionally, the Company contributes 4% of a participant’s compensation for those employees who are not currently accruing benefits as a participant in the Company's defined benefit pension plan.

Note 2. Description of the Plan (Continued)

The employee may also be eligible to contribute a portion of their gainsharing contribution based on the location's gainsharing program.

Allocations to Participant Accounts

A separate account is established and maintained for each participant. Each participant's account is credited with the employee's contribution and an allocation of (a) the Company's contribution and (b) Plan earnings. Allocations are based on a participant's earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the vested portion of the participant's account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Company contributions for the 4% of compensation for eligible employees are vested within one year of service. Gainsharing contributions are immediately 100% vested. Participants become vested in the Company matching and profit sharing contributions as follows:

	Percentage Vested in Company Matching and Profit Sharing Contributions
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5 or more	100%

Forfeitures

Forfeitures serve to reduce future employer contributions. Forfeitures were $21,865 and $18,341 at December 31, 2009 and 2008, respectively which were used to offset employer contributions in the respective year.

Payment of Benefits

Participants are entitled to a lump-sum payment of their vested account balance following termination, retirement, total disability or death. Benefits are recorded when paid.

Net Change in Fair Value of Investments

The Plan presents in the statement of changes in assets available for benefits the net changes in fair value of investments which consists of realized gains/losses on securities sold during the year and net appreciation/depreciation on investments held as of the end of the year.

Investment Options

Contributions are invested by the Trustee according to options elected by the participants. Participants can direct employee contributions in 1% increments in any of the following investment options.

Alger SMidCap Growth Fund. This fund is a domestic equity mutual fund that seeks long-term capital appreciation. The fund focuses on smallcap and midcap companies that the manager believes demonstrate promising growth potential.

Note 2. Description of the Plan (Continued)

American Funds Capital World Bond Fund. The fund is an income mutual fund that invests internationally with the goal to provide high long-term total return. It invests primarily in investment-grade debt obligations (bonds) denominated in various currencies.

American Funds The Growth Fund of America. A domestic equity mutual fund, this fund strives to increase the value of its investments over the long term through capital growth. The diversified portfolio consists primarily of common stocks; however, it may also invest in convertible securities, nonconvertible preferred stocks, and stocks of issuers outside the United States.

Blended Income Portfolios (Common/Collective Trusts). This option is the combination of a stable value fund and a money market mutual fund. Specifically, the underlying portfolios include the Northern Trust MFB Collective Stable Asset Fund and the Fidelity Short Term Investment Fund. These funds seek stability of principal and consistency of returns with minimal volatility. The Northern Trust MFB Collective Stable Asset Fund was liquidated by May 27, 2009.

Columbia Small Cap Value I Fund. This is a domestic equities mutual fund that seeks to provide long-term growth by investing in small capitalization stocks.

Dodge & Cox International Stock Fund. This mutual fund's goal is to provide long-term growth of principal and income by investing in equities issued by non-U.S. companies from at least three different foreign countries, including emerging markets.

Dodge & Cox Stock Fund. The Dodge & Cox Stock Fund is a domestic equity mutual fund that seeks to provide long-term growth of principal and income. A secondary objective is to provide reasonable current income. The fund invests in companies that appear to be temporarily undervalued, but have a favorable outlook for long-term growth.

DWS RREEF Real Estate Securities Fund Class S. The Real Estate Securities Fund seeks to provide long-term capital appreciation and current income. This fund primarily invests under normal circumstances at least 80% of net assets in equity securities of real estate investment trusts (REITs) and real estate companies. The fund's manager will focus on companies whose stock has appreciation potential and a record of paying dividends.

Fidelity Balanced Fund. A balanced mutual fund, this fund seeks to provide income and capital growth consistent with reasonable risk. The fund primarily invests 60% of its assets in stocks and other equity securities, and the remainder in bonds and other debt securities.

Fidelity U. S. Bond Index Fund. This is an income mutual fund who's goal is to provide investment results that correspond to the total return of the bonds in the Lehman Brothers Aggregate Bond Index.

Laudus International Market Masters Fund. This fund is an international/global mutual fund that seeks long-term capital appreciation. The fund normally invests in equity securities of companies outside the United States across all market capitalizations. The fund typically focuses on developed markets, but may invest in companies from emerging markets as well.

Note 2. Description of the Plan (Continued)

Mainstay High Yield Corporate Bond Fund. A bond mutual fund, this fund seeks to provide maximum current income with capital appreciation as a secondary objective. The fund invests in high-yield corporate debt securities, including all types of high-yield domestic and foreign corporate debt securities that are rated below investment grade and which are ordinarily rated in the lower rating categories or that are unrated but that are considered by the sub advisor to be of comparable quality.

Spartan Extended Market Index Fund. As an index mutual fund, the fund seeks to provide investment results that correspond to the total returns of stocks of small to mid-cap U.S. companies as represented in the Wilshire 4500 Completion Index.

Spartan International Index Fund. This fund is an index mutual fund that seeks to provide investment results that correspond to the total returns of foreign stock markets. Normally it invests in stocks that comprise the Morgan Stanley Capital International Europe, Australia, Far East Index which represents the performance of developed stock markets outside the United States and Canada.

Spartan U.S. Equity Index Fund. An index mutual fund that seeks to provide investment results that correspond to the total return performance of common stocks publically traded in the United States. It invests in common stocks included in the S&P 500 Index.

U,S, Silica 401(k) Global 40 Model Investment Portfolio. The Model Investment Portfolio (MIP) seeks current income and long-term capital appreciation consistent with reduced volatility and relative stability of principal. The MIP seeks to achieve its objective by investing approximately 60% in fixed income mutual funds and the remaining 40% in stock mutual funds. It seeks to deliver a complete investment strategy in a single investment portfolio composed of the 401(k) plan's core investment choices.

U.S. Silica 401(k) Global 60 Model Investment Portfolio. The Model Investment Portfolio (MIP) seeks current income and long-term capital appreciation consistent with reduced volatility and relative stability of principal. The MIP seeks to achieve its objective by investing approximately 40% in fixed income mutual funds and the remaining 60% in stock mutual funds. It seeks to deliver a complete investment strategy in a single investment portfolio composed of the 401(k) plan's core investment choices.

U.S. Silica 401(k) Global 80 Model Investment Portfolio. The Model Investment Portfolio (MIP) seeks current income and long-term capital appreciation consistent with reduced volatility and relative stability of principal. The MIP seeks to achieve its objective by investing approximately 20% in fixed income mutual funds and the remaining 80% in stock mutual funds. It seeks to deliver a complete investment strategy in a single investment portfolio composed of the 401(k) plan's core investment choices.

U.S. Silica 401(k) Global 100 Model Investment Portfolio. The Model Investment Portfolio (MIP) seeks current income and long-term capital appreciation consistent with reduced volatility and relative stability of principal. The MIP seeks to achieve its objective by investing at least 95% in stock mutual funds and the remaining balance in domestic high yield bond mutual funds.

Note 2. Description of the Plan (Continued)

Loans

Participants are permitted to borrow up to 50% of their vested account balance, excluding any amounts contributed by the Company. A participant's loan is further limited to a minimum of $1,000 and a maximum of $50,000. No more than one loan may be outstanding to any participant at any time. Interest, as determined by the Trustee or Predecessor Trustee, is charged on outstanding participant loans commensurate with interest rates charged by commercial lenders on similar loans. Interest rates charged range from 4.25% to 10.00%. Loans generally must be repaid over a period of 1 to 5 years.

Note 3. Summary of Significant Accounting Policies

Basis of Presentation

The Plan's financial statements are prepared under the accrual method of accounting in conformity with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are stated at fair value. Fair value is 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. See Note 7 for discussion of fair value measurements.

Investment income from the Trust and Master Trust includes interest, dividends and net appreciation (depreciation) in market value of investments. Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. The net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Note 3. Summary of Significant Accounting Policies (Continued)

Administrative Expenses

A significant portion of administrative expenses of the Plan are paid by the Company. Certain administrative expenses incurred by the Trustee or Predecessor Trustee, fund managers and recordkeeper are paid from the Plan's assets.

Termination Provision

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan and discontinue its contributions, subject to the provisions of ERISA. In the event the Plan is terminated, participants' accounts become fully vested. Any unallocated assets of the Plan shall be allocated to participants accounts and distributed in such a manner as the Company may determine.

Uncertain Tax Positions

The Plan follows the FASB Accounting Standards Codification, which provides guidance on accounting for uncertainty in income taxes recognized in a plan's financial statements. The guidance prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As of December 31, 2009, the Plan had no uncertain tax positions that qualify for either recognition or disclosure in the Plan's financial statements. The Plan's policy is to recognize interest and penalties on unrecognized tax matters in income tax expense in the financial statements. No interest and penalties were recorded during the year ended December 31, 2009. Generally, the tax years before 2006 are no longer subject to examination by federal, state or local taxing authorities.

Note 4. Information Certified by the Trustee

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, all of the investment and investment income information in the accompanying financial statements was derived from information certified as complete and accurate by either Fidelity Management Trust Company, as trustee, or The Northern Trust Company, as predecessor trustee, and was not subject to audit.

The Master Trust was terminated as of June 2, 2008 and the assets transferred to the U.S. Silica Retirement Savings Plan Trust.

Note 4. Information Certified by the Trustee (Continued)

Changes in net assets for the period from January 1, 2008 to June 2, 2008 for the Master Trust are as follows:

ADDITIONS TO NET ASSETS	
Participant contributions	$ 1,017,561
Employer contributions	1,018,938
Investment gain	(931,278)
	$ 1,105,221
DEDUCTIONS FROM NET ASSETS	
Benefits paid to participants	1,879,819
Administrative expenses	17,880
	$ 1,897,699
Transferred to new trustee	$ 48,633,042
NET INCREASE (DECREASE)	$ (49,425,520)
NET ASSETS AVAILABLE FOR PLAN BENEFITS	
Beginning of year	49,425,520
End of year	$ -

Note 4. Information Certified by the Trustee (Continued)

The assets and transactions of the US Silica Retirement Savings Plan Trust's investments that were certified as of December 31, 2009 and 2008 were as follows:

	December 31, 2009		December 31, 2008	
Non-Interest Bearing Cash	$ -		$ 46,770	**
Interest in Common/Collective Trusts:				
MFB Collective Stable Asset Fund	-		8,128,598	*
Fidelity Short Term Investment Fund	15,661,251	**	8,185,011	**
Interest in Registered Investment Companies:				
Fidelity Spartan International Index Inv.	158,834	**	56,979	**
Laudus International MarketMasters Sel	89,894	**	4,955	**
Dodge & Cox International Stock	2,351,696	**	1,502,688	**
MainStay High Yield Corporate Bond A	164,819	**	61,742	**
Fidelity U. S. Bond Index	3,454,317	**	2,791,386	**
Fidelity Spartan U.S. Equity Index	6,895,746	**	5,797,575	**
American Funds Growth Fund of Amer R5	2,883,730	**	2,117,226	**
Dodge & Cox Stock	3,026,460	**	1,962,407	**
Fidelity Spartan Extended Mkt Index Inv	998,708	**	686,726	**
Alger SMidCap Growth A	125,509	**	66,268	**
Fidelity Balanced	6,700,262	**	5,576,442	**
Columbia Small Cap Value I Z	308,355	**	200,663	**
American Funds Capital World Bond R5	384,053	**	291,598	**
DWS RREEF Real Estate Securities S	6,428	**	-	
Global 40 Model	274,214	**	-	
Global 60 Model	426,437	**	-	
Global 80 Model	133,735	**	-	
Global 100 Model	670	**	-	
Participant Loans	964,665	**	721,421	**
	$ 45,009,783		$ 38,198,455	

*Certified by The Northern Trust, asset custodian
**Certified by Fidelity Management Trust Company, asset custodian

	December 31, 2009	December 31, 2008
Net appreciation (depreciation) in fair value of investments	$ 5,348,001	$ (10,105,239)
Net Investment (loss) from U.S. Silica Defined Contribution Master Trust	-	(731,996)
Interest	125,008	84,468
Dividends	567,110	-
	$ 6,040,119	$ (10,752,767)

Note 5. Investments

Investments that represent 5 percent or more of the Plan's assets as of December 31, were identified as follows:

	Shares	Market Value
2009		
Fidelity Short Term Investment Fund	15,661,251	$ 15,661,251
Fidelity U.S. Bond Index	312,325	3,454,317
Fidelity Spartan U.S. Equity Index	174,886	6,895,746
American Funds Growth Fund of America R5	105,709	2,883,730
Dodge & Cox Stock	31,480	3,026,460
Fidelity Balanced	409,551	6,700,262
Dodge & Cox International Stock	73,837	2,351,696
2008		
MFB Collective Stable Asset Fund	8,128,598	$ 8,128,598
Fidelity Short Term Investment Fund	8,185,011	8,185,011
Fidelity U.S. Bond Index	258,701	2,791,386
Fidelity Spartan U.S. Equity Index	181,742	5,797,575
American Funds Growth Fund of America R5	103,582	2,117,226
Dodge & Cox Stock	26,387	1,962,407
Fidelity Balanced	425,034	5,576,442

Note 6. Investment Contract in MFB Collective Stable Asset Fund

Prior to May 27, 2009, the plan had a benefit-responsive investment contract with Northern Trust Company. Northern Trust maintained the contributions in a general account. The account was credited with earnings on the underlying investments and was charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer was contractually obligated to repay the principal and a specified interest rate that was guaranteed.

As described in Note 3, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the plan by Northern Trust, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

This investment matured and was fully redeemed by May 27, 2009 for total price of $8,218,309, representing the contract value at that date.

Note 7. Fair Value Measurements

The fair value of financial instruments classified as loans to participants approximate carrying value due to the nature and maturity of the instruments.

The accounting guidance for fair value measurement 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. This accounting guidance also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. Level 1 inputs are unadjusted quoted prices in active markets for identical assets and liabilities and have the highest priority. Level 2 inputs are inputs other than quoted prices within level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the financial asset or liability and have the lowest priority.

The following tables set forth by level within the fair value hierarchy, the Company's assets and liabilities at fair value as of December 31, 2009 and 2008:

	Level 1	Level 2	Level 3	Total
December 31, 2009				
Common/Collective Trust	$ -	$ 15,661,251	$ -	$ 15,661,251
Registered investment companies:				
Foreign Large Blend	158,834	-	-	158,834
Foreign Large Growth	89,894	-	-	89,894
Foreign Large Value	2,351,696	-	-	2,351,696
High Yield Bond	164,819	-	-	164,819
Intermediate - Term Bond	3,454,317	-	-	3,454,317
Large Blend	7,730,802	-	-	7,730,802
Large Growth	2,883,730	-	-	2,883,730
Large Value	3,026,460	-	-	3,026,460
Mid-Cap Blend	998,708	-	-	998,708
Mid-Cap Growth	125,509	-	-	125,509
Moderate Allocation	6,700,262	-	-	6,700,262
Real Estate	6,428	-	-	6,428
Small Cap Value	308,355	-	-	308,355
World Bond	384,053	-	-	384,053
Participant loans	-	-	964,665	964,665
Total assets at fair value	$ 28,383,867	$ 15,661,251	$ 964,665	$ 45,009,783

Note 7. Fair Value Measurements (Continued)

	Level 1	Level 2	Level 3	Total
December 31, 2008				
Common/Collective Trusts	$ -	$ 16,104,516	$ 10,309	$ 16,114,825
Registered investment companies:				
Foreign Large Blend	56,979	-	-	56,979
Foreign Large Growth	4,955	-	-	4,955
Foreign Large Value	1,502,688	-	-	1,502,688
High Yield Bond	61,742	-	-	61,742
Intermediate - Term Bond	2,791,386	-	-	2,791,386
Large Blend	5,797,575	-	-	5,797,575
Large Growth	2,117,226	-	-	2,117,226
Large Value	1,962,407	-	-	1,962,407
Mid-Cap Blend	686,726	-	-	686,726
Mid-Cap Growth	66,268	-	-	66,268
Moderate Allocation	5,576,442	-	-	5,576,442
Small Cap Value	200,663	-	-	200,663
World Bond	291,598	-	-	291,598
Participant loans	-	-	721,421	721,421
Total assets at fair value	$ 21,116,655	$ 16,104,516	$ 731,730	$ 37,952,901

Note 7. Fair Value Measurements (Continued)

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)

	Participant Loans	Common/Collective Trusts
December 31, 2009		
Balance, beginning of year	$ 721,421	$ 10,309
Total gains and losses (realized and unrealized) included in changes in net assets available for benefits	1,343	-
Purchases, sales, issuances, and settlements (net)	241,901	(10,309)
Balance, end of year	$ 964,665	$ -
December 31, 2008		
Balance, beginning of year	$ -	$ -
Total gains and losses (realized and unrealized) included in changes in net assets available for benefits	-	-
Transfer from the U.S. Silica Company Defined Contribution Master Trust	814,621	10,309
Purchases, sales, issuances, and settlements (net)	(93,200)	-
Balance, end of year	$ 721,421	$ 10,309

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2009 are reported in net appreciation in fair value of investments.

Note 8. Tax Status

The Plan obtained a determination letter on February 22, 2006, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. In 2009, a new determination letter request has been started but not yet been finalized. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Note 9. Parties-in-Interest

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any Party rendering service to the Plan, the employer, and certain others. Fees paid by the Master Trust were allocated to the member Plans. Fees paid by the Master Trust to Northern Trust Company, the Plan Trustee totaled $10,380 for 2008. Fees paid by the Master Trust to Hewitt Associates, the third party administrator totaled $7,500 in 2008. Fees paid to Fidelity Management Trust Company by the Trust in 2009 and 2008 were $41,430 and $34,157, respectively, for investment advisory and recordkeeping services. The Plan investments are managed by the Trustee, or Predecessor Trustee, and, therefore, these transactions qualify as party-in-interest transactions.

Note 10. Risks and Uncertainties

The Plan provides for various investment options in collective trust funds and other investment securities. Investments of the Trust and Master Trust are, or were, exposed to various risks, such as interest rate, market, currency and credit risks. Due to the level or 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 would materially affect investment assets reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits, including amounts available for distribution for benefit payments.

In addition, recent economic uncertainty and market events have led to unprecedented volatility in currency, commodity, credit and equity markets culminating in failures of some banking and financial services firms and Government intervention to solidify others. These events underscore the level of investment risk associated with the current economic environment, and accordingly the level of risk in the Trust.

Note 11. Subsequent Events

The Organization has evaluated events and transactions subsequent to December 31, 2009 through September 10, 2010 the date these financial statements were available to be issued. Based on the definitions and requirements of generally accepted accounting principles, management has not identified any events that have occurred subsequent to December 31, 2009 and through September 10, 2010 that require recognition or disclosure in the financial statements.

U.S. SILICA RETIREMENT SAVINGS PLAN

Form 5500 Schedule H Part IV Question 4i
For the fiscal plan year 1/1/09 through 12/31/09
Employer Identification Number 23-0958670; Plan 029

Schedule of Assets Held for Investment Purposes at Year End

(a)	(b) Identity of issue, borrower, lesser, or similar party	(c) Description of investment including rate of interest, collateral, par, and maturity value	(d) Cost	(e) Current Value
		Interest in Common/Collective Trusts:		
*	Fidelity Management Trust Company	Fidelity Short Term Investment Fund	**	$ 15,661,251
		Interest in Registered Investment Companies:	**	
*	Fidelity Management Trust Company	Fidelity Spartan International Index Inv.	**	158,834
*	Fidelity Management Trust Company	Fidelity U. S. Bond Index	**	3,454,317
*	Fidelity Management Trust Company	Fidelity Spartan U.S. Equity Index	**	6,895,746
*	Fidelity Management Trust Company	Fidelity Spartan Extended Mkt Index Inv	**	998,708
*	Fidelity Management Trust Company	Fidelity Balanced	**	6,700,262
	Alger	Alger SMidCap Growth A	**	125,509
	American Funds	American Funds Growth Fund of Amer R5	**	2,883,730
	American Funds	American Funds Capital World Bond R5	**	384,053
	Columbia	Columbia Small Cap Value I Z	**	308,355
	Dodge & Cox	Dodge & Cox International Stock	**	2,351,696
	Dodge & Cox	Dodge & Cox Stock	**	3,026,460
	DWS Investments	DWS RREEF Real Estate Securities S	**	6,428
	MainStay	MainStay High Yield Corporate Bond A	**	164,819
	Schwab Funds	Laudus International MarketMasters Sel	**	89,894
*	***	Global 40 Model	**	274,214
*	***	Global 60 Model	**	426,437
*	***	Global 80 Model	**	133,735
*	***	Global 100 Model	**	670
	Participant Loans	4.25%-10.00%	-	964,665
			$ -	$ 45,009,783

* Identifies a party-in-interest
** Cost is not to be reported as the plan is an individual account plan that a participant or beneficiary directed with respect to assets allocated to his or her account
*** A combination of the issuers of the above registered investment companies

U.S. SILICA RETIREMENT SAVINGS PLAN

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Schedule of Assets Held for Investment Purposes at Year End

(a)	(b) Identity of issue, borrower, lesser, or similar party	(c) Description of investment including rate of interest, collateral, par, and maturity value	(d) Cost	(e) Current Value
		Interest in Common/Collective Trusts:		
*	Fidelity Management Trust Company	Fidelity Short Term Investment Fund	**	$ 15,661,251
		Interest in Registered Investment Companies:	**	
*	Fidelity Management Trust Company	Fidelity Spartan International Index Inv.	**	158,834
*	Fidelity Management Trust Company	Fidelity U. S. Bond Index	**	3,454,317
*	Fidelity Management Trust Company	Fidelity Spartan U.S. Equity Index	**	6,895,746
*	Fidelity Management Trust Company	Fidelity Spartan Extended Mkt Index Inv	**	998,708
*	Fidelity Management Trust Company	Fidelity Balanced	**	6,700,262
	Alger	Alger SMidCap Growth A	**	125,509
	American Funds	American Funds Growth Fund of Amer R5	**	2,883,730
	American Funds	American Funds Capital World Bond R5	**	384,053
	Columbia	Columbia Small Cap Value I Z	**	308,355
	Dodge & Cox	Dodge & Cox International Stock	**	2,351,696
	Dodge & Cox	Dodge & Cox Stock	**	3,026,460
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			$ -	$ 45,009,783

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*** A combination of the issuers of the above registered investment companies