

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
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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 <u>U.S. SILICA RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶ <u>028</u> 1c Effective date of plan <u>07/01/1974</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>U.S. SILICA COMPANY</u> <u>8490 PROGRESS DRIVE, SUITE 300</u> <u>FREDERICK, MD 21701</u>	2b Employer Identification Number (EIN) <u>23-0958670</u> 2c Plan Sponsor's telephone number <u>301-682-0600</u> 2d Business code (see instructions) <u>212320</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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/06/2015</u>	<u>MICHAEL L. THOMPSON</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 U.S. SILICA RETIREMENT PLAN COMMITTEE 8490 PROGRESS DRIVE, SUITE 300 FREDERICK, MD 21701	3b Administrator's EIN 22-3067233
	3c Administrator's telephone number 301-682-0600
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 1131
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) 332
a(2) Total number of active participants at the end of the plan year	6a(2) 311
b Retired or separated participants receiving benefits	6b 474
c Other retired or separated participants entitled to future benefits.....	6c 85
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 870
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 218
f Total. Add lines 6d and 6e	6f 1088
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 0
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: 1B	
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) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ 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) ☒ 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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>2</u> 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 A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	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.S. SILICA RETIREMENT PLAN	B Three-digit plan number (PN) ►	028
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	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
VALLEY FORGE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
23-6200031	70211	U002126000	4	05/16/2014	05/16/2015

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions

7c(6)

d Total of balance and additions (add lines 7b and 7c(6))	7d	
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
▶			

(5) Total deductions

7e(5)

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2014 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014		
A Name of plan U.S. SILICA RETIREMENT PLAN	B Three-digit plan number (PN) ►	028
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	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier MANULIFE					
(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	70211	VARIOUS	4	01/01/2014	12/31/2014

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid			
(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid			

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
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c Additions: (1) Contributions deposited during the year	7c(1)		
(2) Dividends and credits	7c(2)		
(3) Interest credited during the year	7c(3)		
(4) Transferred from separate account	7c(4)		
(5) Other (specify below)	7c(5)		
▶			

(6) Total additions

7c(6)

d Total of balance and additions (add lines 7b and 7c(6))	7d	
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e Deductions:			
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
(2) Administration charge made by carrier	7e(2)		
(3) Transferred to separate account	7e(3)		
(4) Other (specify below)	7e(4)		
▶			

(5) Total deductions

7e(5)

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2014</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014	
Round off amounts to nearest dollar.	
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan U.S. SILICA RETIREMENT PLAN	B Three-digit plan number (PN) 028
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF U.S. SILICA COMPANY	D Employer Identification Number (EIN) 23-0958670
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 01 Day 01 Year 2014			
2	Assets:			
	a Market value	2a	89856138	
	b Actuarial value	2b	86579420	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
	a For retired participants and beneficiaries receiving payment	717	55442548	55442548
	b For terminated vested participants	87	3508661	3508661
	c For active participants	332	26815088	28700658
	d Total	1136	85766297	87651867
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
	a Funding target disregarding prescribed at-risk assumptions	4a		
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	6.42%	
6	Target normal cost	6	830398	

Statement by Enrolled Actuary	
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.	
SIGN HERE	
Signature of actuary	09/17/2015
ROBERT S. PRICE, JR.	Date
Type or print name of actuary	14-05794
HEWITT ASSOCIATES, LLC	Most recent enrollment number
Firm name	770-956-7777
3350 RIVERWOOD PARKWAY, SUITE 80 ATLANTA, GA 30339-3370	Telephone number (including area code)
Address of the firm	

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2382994
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	2274567
9 Amount remaining (line 7 minus line 8)	0	108427
10 Interest on line 9 using prior year's actual return of <u>10.12</u> %	0	10973
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3081499
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.59</u> %		53177
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		230186
c Total available at beginning of current plan year to add to prefunding balance		3364862
d Portion of (c) to be added to prefunding balance		3364862
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	3484262

Part III Funding Percentages		
14 Funding target attainment percentage	14	94.80 %
15 Adjusted funding target attainment percentage	15	94.80 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	93.60 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2015	1025000				
07/14/2015	1000000				
			Totals ►	18(b)	2025000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1855504
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	830398	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	4556709	2765965	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	3596363	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	3236728	3236728
36 Additional cash requirement (line 34 minus line 35).....	36	359635	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	1855504	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	1495869	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	1495869	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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.S. SILICA RETIREMENT PLAN	B Three-digit plan number (PN) ▶	028
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)..... ☒ 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	
NORTHERN TRUST CORPORATION	50 SOUTH LASALLE STREET CHICAGO, IL 60603
36-2723087	

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

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

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)

NORTHERN TRUST COMPANY

50 LASALLE STREET
CHICAGO, IL 60603

(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?
25	TRUSTEE	59654	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 ☐

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
(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.	
(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.	
(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:

<p>SCHEDULE D (Form 5500)</p> <p>Department of the Treasury Internal Revenue Service</p> <p>Department of Labor Employee Benefits Security Administration</p>	<p>DFE/Participating Plan Information</p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p>► File as an attachment to Form 5500.</p>	<p>OMB No. 1210-0110</p> <p>2014</p> <p>This Form is Open to Public Inspection.</p>
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: COLLECTIVE SHORT TERM INVESTMENT FD			
b Name of sponsor of entity listed in (a): NORTHERN TRUST COMPANY			
c EIN-PN	45-6138589-069	d Entity code	C
		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	1902522
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN		d Entity code	
		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN		d Entity code	
		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN		d Entity code	
		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN		d Entity code	
		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN		d Entity code	
		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN		d Entity code	
		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN		d Entity code	
		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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>U.S. SILICA RETIREMENT PLAN</u>		B Three-digit plan number (PN) ► <u>028</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>U.S. SILICA COMPANY</u>		D Employer Identification Number (EIN) <u>23-0958670</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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	4610000	2025000
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	770	5388
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)		
(9) Value of interest in common/collective trusts	1c(9)	5066793	1902522
(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)	80221681	88934615
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	67732	57444

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(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	89966976	92924969

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		5104
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	5104

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	89966976	92919865
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2025000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2025000

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

(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)	2663650	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2663650

(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	19	
(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)		19

(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)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		5447
(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)		4345435
c Other income.....	2c		-10288
d Total income. Add all income amounts in column (b) and enter total.....	2d		9029263

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	6016720	
(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)		6016720
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	59654	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		59654
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		6076374

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		2952889
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) ☒ 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: SMITH ELLIOTT KEARNS

(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 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	
4c			
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	
4d			
e Was this plan covered by a fidelity bond?	X		10000000
4e			
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	
4f			
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	
4g			
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	
4h			
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		
4i			
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		
4j			
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	
4k			
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
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			

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)

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

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 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>U.S. SILICA RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>028</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>U.S. SILICA COMPANY</u>	D Employer Identification Number (EIN) <u>23-0958670</u>

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	<u>0</u>
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): _____ 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	<u>0</u>

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

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: 52% Investment-Grade Debt: 41% High-Yield Debt: _____% Real Estate: 5% Other: 2%

- 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): _____

U.S. SILICA RETIREMENT PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
DECEMBER 31, 2014 AND 2013
AND THE YEARS ENDED DECEMBER 31, 2014 AND 2013

U.S. Silica Retirement Plan
Financial Statements and Supplemental Schedules
December 31, 2014 and 2013 and the Years Ended December 31, 2014 and 2013

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INDEPENDENT AUDITOR'S REPORT

Plan Administrator
U.S. Silica Retirement Plan
Frederick, Maryland

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the U.S. Silica Retirement Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years ended December 31, 2014 and 2013, 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 audits 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 information summarized in Note 4, which was certified by The Northern Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2014 and 2013 and for the years ended December 31, 2014 and 2013, that the information provided to the Plan administrator by the trustee 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.



Other Matter

The supplemental schedules, Schedule H, Line 4i –Schedule of Assets (Held at End of Year) and Schedule H, Line 4j – Schedule of Reportable Transactions as of and for the year ended December 31, 2014 are required by the Department of Labor’s (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

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 schedules, other than that derived from the information certified by the trustee, 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.

Smith Elliott Kearns & Company, LLC

Hagerstown, Maryland
September 28, 2015

U.S. Silica Retirement Plan
Statements of Net Assets Available for Benefits

	December 31,	
	2014	2013
Assets		
Investments, at fair value:		
Common/collective trusts	\$ 1,902,522	\$ 5,066,793
Mutual Funds	88,934,614	80,221,681
Life insurance contracts	57,445	67,732
	<u>90,894,581</u>	<u>85,356,206</u>
Receivables:		
Employer contributions	2,025,000	4,610,000
Accrued interest	5,388	770
	<u>2,030,388</u>	<u>4,610,770</u>
Total assets	<u>\$ 92,924,969</u>	<u>\$ 89,966,976</u>
Liabilities		
Due to broker for securities purchased	5,104	—
Total liabilities	<u>5,104</u>	<u>—</u>
Net assets available for benefits	<u><u>\$ 92,919,865</u></u>	<u><u>\$ 89,966,976</u></u>

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

U.S. Silica Retirement Plan
Statements of Changes in Net Assets Available for Benefits

	Year ended December 31,	
	2014	2013
Additions		
Investment income:		
Interest and dividend income	\$ 2,663,650	\$ 2,405,411
Net appreciation in fair value of investments	4,350,901	5,652,713
Net depreciation of life insurance contracts	(10,288)	(9,551)
	<u>7,004,263</u>	<u>8,048,573</u>
Employer contributions	2,025,000	4,610,000
Total additions	<u>9,029,263</u>	<u>12,658,573</u>
Deductions		
Benefits paid to participants	6,016,720	5,749,540
Administrative expenses	59,654	60,614
Total deductions	<u>6,076,374</u>	<u>5,810,154</u>
Net increase	2,952,889	6,848,419
Net assets available for benefits, beginning of year	89,966,976	83,118,557
Net assets available for benefits, end of year	<u><u>\$ 92,919,865</u></u>	<u><u>\$ 89,966,976</u></u>

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

U.S. Silica Retirement Plan
Notes to Financial Statements

NOTE 1. PLAN DESCRIPTION

The following description of the U.S. Silica Retirement Plan (the Plan), provides only general information about plan provisions. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions.

General

The Plan is a noncontributory defined benefit pension plan covering certain hourly and salaried employees of U.S. Silica Company (USS) as well as salaried employees of Better Materials Corporation (BMC), a previously affiliated company. As union contracts were renewed, USS eliminated the Plan for all new hires, the last being effective June 1, 2009. Non-union hourly new hires have not been admitted into the Plan since January 1, 2008. USS salaried participants in the Plan consist of employees who had attained the age of 40 and had more than 10 years of credited service as of December 31, 1997. Therefore, there cannot be any new entrants to the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The U.S. Silica Plan Committee (the Committee) is responsible for the general administration of the Plan. The Northern Trust Company (the Trustee), serves as the trustee of the Plan's assets. Actuarial services for the Plan are provided by AON Hewitt (the Actuary).

On November 25, 2014 and December 19, 2013, the Plan was amended to adjust the benefit accumulation rates for certain participants. See Note 10 for additional information regarding plan amendments.

Management has evaluated subsequent events for the Plan through September 28, 2015, the date the financial statements were available to be issued. See Note 11 for details regarding the subsequent event identified.

Vesting

Participants become 100% vested after five years of service. There is no provision for partial vesting.

Benefits

Hourly

Upon reaching normal retirement age (65), USS hourly participants are entitled to a monthly pension benefit based on the applicable benefit rate times the years of credited service. The Plan permits early retirement at the attainment of age 55 and completion of 15 years of credited service. Unless a participant who is married at the time of his retirement elects otherwise, he receives an actuarially reduced pension benefit during his life with the provision that after his death, his spouse will receive one-half of the reduced pension benefit.

Salaried

Upon reaching normal retirement age (65), salaried employees, other than those of BMC, are entitled to an annual benefit equal to the sum of 1.35% of final average earnings below the covered compensation amount, plus 1.85% of final average earnings above the covered compensation amount, times the years of benefit service, up to 35 years. For purposes of this calculation, final average earnings means the highest 5 consecutive calendar year average earnings out of the last 10 calendar years of employment prior to retirement or termination. Covered compensation amount generally means the average amount of compensation which will be taken into account in Social Security calculations, excluding certain bonuses. This amount depends on the age and year of retirement. BMC employees who reach retirement age are entitled to an annual benefit equal to 0.65% of average earnings (including bonus) times years of benefit service up to 35 years. BMC employees may elect a single sum distribution within certain limitations.

U.S. Silica Retirement Plan
Notes to Financial Statements

The Plan generally permits early retirement at attainment of age 55 and completion of 10 years of credited service. A member who has not reached his normal retirement date, but who is 55 years of age and has completed 20 years of credited service is eligible to retire on an early retirement pension and receive a supplement of \$350 per month until the age of 62. Unless a participant who is married at the time of retirement elects otherwise, the benefit will be paid in the form of a joint and survivor annuity option. For active participants who have reached the earlier of age 65 or age 55 with 10 years of credited service, their beneficiary will receive 50% of the member's accrued pension at the date of death. A participant can elect a different survivor benefit at retirement date. Early retirement benefits for BMC employees are reduced by five-ninths of one percent (5/9%) for each month the early retirement date precedes the normal retirement age. The Plan also permits a lump-sum payment, regardless of value, based upon actuarially determined factors for certain BMC employees.

In the event a death of a married participant occurs after having met the vesting requirements, a preretirement death benefit shall become payable provided that the participant and the spouse have been married for at least one year on the participant's date of death. Such monthly death benefit is equal to the amount the participant would have received had he/she retired on the first day of the month preceding the date of death, assuming payments were made on a joint and survivor basis. If the participant was eligible to retire at the time of his/her death, payments begin on the first day of the month following the date of death; otherwise, payment can begin on the participant's early retirement date.

Disability

Active participants who become totally and permanently disabled after completion of 15 years of credited service receive a monthly disability pension benefit calculated in the same way as a normal pension benefit, based on credited service and benefit level at the time of disability. Active salaried employees who qualify as totally and permanently disabled may elect to receive retirement benefits at age 55; however, the years of benefit service is limited to the credited service years at time of disability, plus one year.

Contributions

All contributions to support the Plan are made by USS. USS contributes such amounts as necessary to provide assets sufficient to meet the benefits to be paid to participants and satisfy the ERISA minimum funding requirements. The yield, or return earned on plan assets (interest, dividends and net realized and unrealized gains and losses), serves to reduce, or offset, future contribution that would otherwise be required to provide for the defined level of benefits under the plan. For the years ended December 31, 2014 and 2013, the Plan has met the ERISA minimum funding requirements.

Plan Termination

Although it has not expressed an intention to do so, USS reserves the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination, the net assets of the Plan will be allocated for payment to the participants in an order of priority as prescribed by ERISA and its related regulations and the plan document.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at the time of termination, of the Plan's net assets to provide for accumulated plan benefits and may also depend on the financial condition of the Company and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC), as well as the priority of those benefits. Some benefits may be fully or partially provided for by the then-existing net asset of the Plan and the PBGC guarantee, while other benefits may not be provided at all.

U.S. Silica Retirement Plan
Notes to Financial Statements

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statement in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein; disclosure of contingent assets and liabilities; and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

Payments of Benefits

Benefits are recorded when paid.

Investment Valuation and Income Recognition

Investments held by the Plan are stated at fair value. Fair value is defined 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 (an exit price). The Plan Sponsor determines the Plan's valuation policies utilizing information provided by the investment advisers and trustee. See Note 5 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought or sold, as well as held during the year.

Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits (see Note 3) represent the actuarial present value of estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions for services rendered by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits are adjusted for early retirement, joint survivor annuity options, disability and death prior to retirement. Benefits payable under all circumstances – retirement, disability, death and termination of employment – are included to the extent they are deemed attributable to employee service rendered by the valuation date.

U.S. Silica Retirement Plan
Notes to Financial Statements

NOTE 3. ACCUMULATED BENEFIT PLAN OBLIGATION

Using the Projected Unit Credit Cost method, the Plan's Actuary estimated the actuarial present value of accumulated plan benefits, which is the amount that results from applying actuarial assumption to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

The Plan employs a building block approach in determining the long-term rate of return for plan assets with proper consideration of diversification and rebalancing. Historical markets are studied and long-term historical relationships between equities and fixed-income are preserved consistent with the widely accepted capital market principle that assets with higher volatility generate a greater return over the long run. Current market factors such as inflation and interest rates are evaluated before long-term capital market assumptions are determined. Peer data and historical returns are reviewed to check for reasonability and appropriateness.

The accumulated plan benefit information as of December 31, 2014 and 2013 are as follows:

	December 31,	
	2014	2013
Vested Benefits:		
Retired participants and beneficiaries currently receiving payments	\$ 73,081,390	\$ 61,505,531
Other participants	46,662,831	39,001,132
	<u>119,744,221</u>	<u>100,506,663</u>
Non-vested benefits	<u>2,080,157</u>	<u>2,097,451</u>
Total actuarial present value of accumulated benefits	<u><u>\$121,824,378</u></u>	<u><u>\$102,604,114</u></u>

The changes in accumulated plan benefits for the years ended December 31, 2014 and 2013 are as follows:

	December 31,	
	2014	2013
Actuarial present value of accumulated plan benefits, beginning of year	\$102,604,114	\$107,268,781
Increase (decrease) during the year attributed to:		
Benefits accumulated	1,396,204	4,814,105
Increase for interest due to decrease in discount period	4,782,280	4,176,888
Benefits paid ⁽¹⁾	(6,017,085)	(5,749,540)
Change in actuarial assumption	18,551,431	(8,462,580)
Changes in plan provisions	507,434	556,460
Net increase/(decrease)	<u>19,220,264</u>	<u>(4,664,667)</u>
Actuarial present value of accumulated plan benefits, end of year	<u><u>\$121,824,378</u></u>	<u><u>\$102,604,114</u></u>

⁽¹⁾ Benefits paid above differ from benefits paid to participants on the Statement of Changes in Net Assets Available for Benefits in the amount of \$365, which represents a reimbursement to the Trust for a participant overpayment.

U.S. Silica Retirement Plan
Notes to Financial Statements

Significant actuarial assumptions used in the valuation of the accumulated plan benefit obligation include:

- a) Interest rate of 4.05% (2014) and 4.80% (2013).
- b) Rate of return on invested assets of 7.00% (2014) and 7.50% (2013).
- c) Mortality rates for healthy lives are from the RP-2014 healthy annuitant mortality table projected with Scale MP-2014 (2014) and the 2014 static mortality table for annuitants and non-annuitants (2013).
- d) Mortality rates for disabled lives are from the RP-2014 disabled retiree mortality table projected with Scale MP-2014 (2014) and the RP-2000 disabled retiree mortality table (2013).
- e) Average retirement age is 65.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits. The computation of the actuarial present value of accumulated plan benefits were made as of January 1, 2015 and 2014. Had the valuations been performed as of December 31, there would be no material difference.

U.S. Silica Retirement Plan
Notes to Financial Statements

NOTE 4. INVESTMENTS

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, as amended, all of the investment and investment income information in the accompanying financial statements was derived from information certified as complete and accurate by the Trustee and was not subject to audit.

Individual investments as of December 31, 2014 and 2013 are as follows:

	December 31,	
	2014	2013
Common/Collective Trusts:		
Collective Short Term Investment Fund	\$ 1,902,522	\$ 5,066,793
Mutual Funds:		
Vanguard International Stock Index Admiral Fund*	8,136,294	7,753,021
Fidelity Spartan International Index Advantage Fund*	13,216,049	13,851,375
Fidelity Spartan 500 Index Advantage Fund*	19,662,301	17,803,801
iShares iBoxx Investment Grade Corporate Bond Fund*	16,624,499	16,819,592
Fidelity Spartan Extended Market Index Advantage Fund*	6,293,445	5,807,150
Vanguard Long Term Bond Index Institutional Fund*	17,097,145	14,410,786
Vanguard REIT Index Fund Admiral Shares*	4,844,195	—
Franklin Adjustable U.S. Government Securities Fund	2,450,291	—
Eaton Vance Floating Rate Fund	610,395	—
Vanguard REIT Index Signal Fund	—	3,775,956
Income Receivable	5,388	770
Assets certified by Trustee	90,842,524	85,289,244
Employer contribution receivable	2,025,000	4,610,000
Life Insurance contracts, at cash surrender value	57,445	67,732
Due to broker for securities purchased	(5,104)	—
Net assets available for benefits	\$92,919,865	\$89,966,976

* Represents 5% or more of net assets

U.S. Silica Retirement Plan
Notes to Financial Statements

The following table is a summary of the investment income information included in the summary of changes in net assets available for benefits for the years ended December 31, 2014 and 2013 that was derived from information certified as complete and accurate by the trustee and not subject to audit.

	December 31,	
	2014	2013
Investment Income:		
Interest and dividends	\$ 2,663,650	\$ 2,405,411
Net appreciation in fair value of investments	4,350,901	5,652,713
	<u>\$ 7,014,551</u>	<u>\$ 8,058,124</u>

The major investment categories and their relative percentage of the fair value of total certified plan assets as invested at December 31, 2014 and 2013 were as follows:

	December 31,	
	2014	2013
Equity securities	57.4%	57.5%
Debt securities	40.5%	36.6%
Cash and cash equivalents	2.1%	5.9%

NOTE 5. FAIR VALUE MEASUREMENTS

Fair value is defined 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 (i.e., an exit price). The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible to the reporting entity at the measurement date for identical assets and liabilities.

Level 2 – Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability. Level 2 inputs include the following:

- Quoted prices for similar assets and liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Observable inputs other than quoted prices that are used in the valuation of the assets or liabilities (e.g., interest rate and yield curve quotes at commonly quoted intervals)
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

Level 3 – Unobservable inputs for the asset or liability (i.e., supported by little or no market activity). Level 3 inputs include management's own assumption about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

U.S. Silica Retirement Plan
Notes to Financial Statements

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement in its entirety. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation techniques and inputs used for each major class of assets and liabilities measured at fair value. There have been no changes in methodologies used at December 31, 2014 and 2013.

Collective trust funds: Valued at net asset value (NAV), which is calculated by the investment manager or sponsor of the respective fund.

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 to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Life Insurance Contracts: Valued at the cash surrender value, which approximates fair value.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value:

Assets at Fair Value as of December 31, 2014				
	Level 1	Level 2	Level 3	Total
Common/Collective Trusts ^(a)	\$ —	\$ 1,902,522	\$ —	\$ 1,902,522
Mutual Funds:				
Diversified Emerging Markets	8,136,294	—	—	8,136,294
Foreign Large Blend	13,216,049	—	—	13,216,049
Large-Cap Blend	19,662,301	—	—	19,662,301
Long-Term Bonds	36,782,330	—	—	36,782,330
Mid-Cap Blend	6,293,445	—	—	6,293,445
Real Estate	4,844,195	—	—	4,844,195
Life Insurance Contracts	—	—	57,445	57,445
Total Investments	<u>\$ 88,934,614</u>	<u>\$ 1,902,522</u>	<u>\$ 57,445</u>	<u>\$ 90,894,581</u>

Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Common/Collective Trusts ^(a)	\$ —	\$ 5,066,793	\$ —	\$ 5,066,793
Mutual Funds:				
Diversified Emerging Markets	7,753,021	—	—	7,753,021
Foreign Large Blend	13,851,375	—	—	13,851,375
Large-Cap Blend	17,803,801	—	—	17,803,801
Long-Term Bonds	31,230,378	—	—	31,230,378
Mid-Cap Blend	5,807,150	—	—	5,807,150
Real Estate	3,775,956	—	—	3,775,956
Life Insurance Contracts	—	—	67,732	67,732
Total Investments	<u>\$ 80,221,681</u>	<u>\$ 5,066,793</u>	<u>\$ 67,732</u>	<u>\$ 85,356,206</u>

^(a) The collective trust funds are designed to deliver safety and stability by preserving principal and accumulating earnings. These funds are primarily invested in fixed maturities and equity-type investments. The fair value of this fund has been estimated based on the fair value of the underlying investment contracts in the fund as reported by the issuer of the fund. There are no unfunded commitments related to these funds. None are subject to withdrawal limitations and all can be redeemed on a daily basis.

U.S. Silica Retirement Plan
Notes to Financial Statements

The following table sets forth a summary of changes in the fair value of the plan's Level 3 assets for the years ended December 31, 2014 and 2013:

	December 31,	
	2014	2013
Balance, beginning of year	\$ 67,732	\$ 77,283
Realized settlement loss included in changes in net assets available for benefits	—	(1,128)
Unrealized loss included in changes in net assets available for benefits	(10,288)	(8,423)
Balance, end of year	<u>\$ 57,444</u>	<u>\$ 67,732</u>

The amount of total gains or losses for the period included in changes in net assets attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	<u>\$ (10,288)</u>	<u>\$ (8,423)</u>
---	--------------------	-------------------

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net depreciation of life insurance contracts in the statements of changes in net assets available for benefits.

NOTE 6. TAX STATUS

The IRS has determined and informed the Company by a letter dated May 28, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2011.

NOTE 7. RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

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 Trust, to the Trustee, for investment management services totaled \$59,654 and \$60,614 for 2014 and 2013, respectively. In accordance with the provisions of ERISA, this transaction is exempt from the prohibited party-in-interest transaction requirements.

NOTE 8. ADMINISTRATIVE EXPENSES

The Plan incurs administrative expenses directly related to the Plan which consists primarily of trustee fees and investment management fees. These expenses are reported on the statements of changes in net assets available for benefits, as administrative expenses. Expenses relating specifically to the purchases, sales or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate. All other administrative expenses are paid by the Company on behalf of the Plan.

U.S. Silica Retirement Plan
Notes to Financial Statements

NOTE 9. RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that those changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made, and the actuarial present value of accumulated plan benefits are reported on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumptions processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

NOTE 10. PLAN AMENDMENTS

Effective May 31, 2013, the plan was amended to allow a nonspouse designated beneficiary to roll over distributions to an individual retirement account or individual retirement annuity.

The plan was also amended on December 19, 2013 in several areas including the recognition of same-sex marriage as well as specific benefit increases at several plant facilities.

On November 25, 2014, the plan was amended again to increase specific pension benefits at several plant facilities.

NOTE 11. SUBSEQUENT EVENTS

Effective January 1, 2015, the plan was amended to allow eligible salaried and non-union hourly participants in the Plan to have the option to receive a lump sum form of payment, but only if the lump sum value of their total retirement benefit in the Plan does not exceed \$350,000.

U.S. Silica Retirement Plan
Plan No. 028 EIN 23-0958670
Schedule H, Line 4i Schedule of Assets (Held at End of Year)
Year Ended December 31, 2014

(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
*	Northern Trust Company	Collective Short Term Investments	\$ 1,902,522	\$ 1,902,522
	The Vanguard Group	Vanguard International Stock Index Admiral Fund	8,320,992	8,136,294
	Fidelity Investments	Fidelity Spartan International Index Advantage Fund	14,411,369	13,216,049
	Fidelity Investments	Fidelity Spartan 500 Index Advantage Fund	17,703,660	19,662,301
	Fidelity Investments	Fidelity Spartan Extended Market Index Advantage Fund	6,093,224	6,293,445
	The Vanguard Group	Vanguard Long Term Bond Index Institutional Fund	15,437,099	17,097,145
	Fidelity Investments	iShares iBoxx Investment Grade Corporate Bond Fund	15,900,545	16,624,499
	The Vanguard Group	Vanguard REIT Index Fund Admiral Shares	3,887,499	4,844,195
	Franklin Templeton Investments	Franklin Adjustable U.S. Government Securities Fund	2,461,527	2,450,291
	Eaton Vance Investments	Eaton Vance Floating Rate Fund	626,002	610,395
	Manulife	Insurance Policies	26,895	26,895
	CNA	Insurance Policies	30,550	30,550
Total Investments			<u>\$ 86,801,884</u>	<u>\$ 90,894,581</u>

* Identifies a party-in-interest

U.S. Silica Retirement Plan
Plan No. 028 EIN 23-0958670
Schedule H, Line 4j Schedule of Reportable Transactions
Year Ended December 31, 2014

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain/(loss)
Series of Transactions by Issue in Excess of 5%								
* Northern Trust Company	Collective Short Term Investments	\$ 6,352,323	\$ —	\$ —	\$ —	\$ 6,352,323	\$ 6,352,323	\$ —
* Northern Trust Company	Collective Short Term Investments	—	9,516,593	—	—	9,516,593	9,516,593	—

* Identifies a party-in-interest

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

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▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan U.S. Silica Company Retirement Plan	B Three-digit plan number (PN) ▶ 028
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF U.S. Silica Company	D Employer Identification Number (EIN) 23-0958670
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2014</u>			
2 Assets:			
a Market value	2a	89,856,138	
b Actuarial value	2b	86,579,420	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment.....	717	55,442,548	55,442,548
b For terminated vested participants.....	87	3,508,661	3,508,661
c For active participants.....	332	26,815,088	28,700,658
d Total.....	1,136	85,766,297	87,651,867
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	6.42 %	
6 Target normal cost	6	830,398	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<u>ROBERT S. PRICE JR RSP</u> Signature of actuary	<u>09/17/2015</u> Date
	<u>Robert S. Price, Jr.</u> Type or print name of actuary	<u>14-05794</u> Most recent enrollment number
	<u>Hewitt Associates, LLC</u> Firm name	<u>(770) 956-7777</u> Telephone number (including area code)
	<u>3350 Riverwood Parkway, Suite 80</u> Address of the firm	
	<u>Atlanta GA 30339-3370</u>	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2014
v. 140124

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	2,382,994
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	2,274,567
9 Amount remaining (line 7 minus line 8)	0	108,427
10 Interest on line 9 using prior year's actual return of <u>10.12%</u>	0	10973
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		3081499
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.5%</u>		53177
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		230,186
c Total available at beginning of current plan year to add to prefunding balance		3364862
d Portion of (c) to be added to prefunding balance		3364862
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	3484262

Part III Funding Percentages

14 Funding target attainment percentage	14	94.80 %
15 Adjusted funding target attainment percentage	15	94.80 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	93.60 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/14/2015	1,025,000				
07/14/2015	1,000,000				
Totals ►			18(b)	2,025,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,855,504

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.99 %	2nd segment: 6.32 %	3rd segment: 6.99 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 4
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....		27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	830,398
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		4,556,709	2,765,965
b Waiver amortization installment.....		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...		34	3,596,363
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	3,236,728	3,236,728
36 Additional cash requirement (line 34 minus line 35)	36		359,635
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37		1,855,504
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	1,495,869
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	1,495,869
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39		0
40 Unpaid minimum required contributions for all years	40		0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB Attachment (Form 5500)—2014 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2014

Date	Amount	Days to Discount to 1/1/2014 at 6.42%	Interest Adjusted Contribution
April 14, 2015	\$ 1,025,000	468	\$ 946,400
July 14, 2015	<u>1,000,000</u>	559	<u>909,104</u>
Total Contribution	\$ 2,025,000		\$ 1,855,504

Schedule SB Attachment (Form 5500)—2014 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

Former Retirement Plan I Participants

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	5.00%	1.0000	2.75
56	5.00%	0.9500	2.66
57	5.00%	0.9025	2.57
58	5.00%	0.8574	2.49
59	5.00%	0.8145	2.40
60	15.00%	0.7738	6.96
61	15.00%	0.6577	6.02
62	20.00%	0.5591	6.93
63	20.00%	0.4472	5.64
64	33.00%	0.3578	7.56
65	60.00%	0.2397	9.35
66	25.00%	0.0959	1.58
67	25.00%	0.0719	1.20
68	25.00%	0.0539	0.92
69	25.00%	0.0405	0.70
70	100.00%	0.0303	2.12
Weighted Average			61.85

Former Retirement Plan II Participants

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	2.00%	1.0000	1.10
56	2.00%	0.9800	1.10
57	2.00%	0.9604	1.09
58	2.00%	0.9412	1.09
59	5.00%	0.9224	2.72
60	5.00%	0.8762	2.63
61	10.00%	0.8324	5.08
62	30.00%	0.7492	13.93
63	25.00%	0.5244	8.26
64	20.00%	0.3933	5.03
65	40.00%	0.3147	8.18
66	25.00%	0.1888	3.12
67	25.00%	0.1416	2.37
68	25.00%	0.1062	1.81
69	25.00%	0.0796	1.37
70	100.00%	0.0597	4.18
Weighted Average			63.06

The weighted average of these two groups based on January 1, 2014 data is 62.99

Schedule SB Attachment (Form 5500)—2014 Plan Year
U.S. Silica Company Retirement Plan
EIN: 23-0958670 PN: 028

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2013), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA	
1st Segment Rate	4.99%	
2nd Segment Rate	6.32%	
3rd Segment Rate	6.99%	
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2013), without regard to interest rate stabilization	
1st Segment Rate	1.37%	
2nd Segment Rate	4.05%	
3rd Segment Rate	5.06%	
Salary Increases		
Minimum Funding Target Normal Cost	3.50%	
Maximum Tax Expected Benefit Increase	3.50%	
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 3.50% per year.	
Social Security COLA Increases	2.50%	
Optional Payment Form Election Percentage		
Former Retirement Plan I	40%—life annuity 60%—100% joint and survivor annuity	
Former Retirement Plan II	Ottawa	10%—life annuity 90%—55% joint and survivor annuity
	Mauricetown	40%—10-year certain and life annuity 60%—50% joint and survivor annuity
	Mill Creek	20%—life annuity 80%—100% joint and survivor annuity
	All Others	40%—life annuity 60%—50% joint and survivor annuity
Retirement Age		
Active Participants	See Tables 1–2	
Terminated Vested Participants	Age 65	

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Mortality Rates Healthy and Disabled	2014 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Tables 3–4
Disability Rates	See Tables 5–6
Decrement Timing	Beginning of year decrements
Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.
Valuation Compensation	2013 Pensionable earnings rolled forward one year with the salary increase assumption
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$210,000 and the IRC section 401(a)(17) compensation limit of \$260,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.
Expected Return on Assets	
2012 Plan Year	8.00%, limited to 7.52%
2013 Plan Year	7.50%, limited to 7.16%
Trust Expenses Included in Target Normal Cost	None
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2014

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Table 1

Retirement Rates—Former Retirement Plan I Participants

<u>Age</u>	<u>Rate</u>
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	15.00%
61	15.00%
62	20.00%
63	20.00%
64	33.00%
65	60.00%
66	25.00%
67	25.00%
68	25.00%
69	25.00%
70+	100.00%

Table 2

Retirement Rates—Former Retirement Plan II Participants

<u>Age</u>	<u>Rate</u>
55	2.00%
56	2.00%
57	2.00%
58	2.00%
59	5.00%
60	5.00%
61	10.00%
62	30.00%
63	25.00%
64	20.00%
65	40.00%
66	25.00%
67	25.00%
68	25.00%
69	25.00%
70+	100.00%

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Withdrawal Rates—Former Retirement Plan I Participants

Age	Years of Service				
	0	1	2	3–4	5+
20	0.000%	20.200%	12.200%	8.400%	0.000%
21	0.000%	20.200%	12.200%	8.400%	0.000%
22	0.000%	20.200%	12.200%	8.400%	0.000%
23	0.000%	20.200%	12.200%	8.400%	0.000%
24	0.000%	20.200%	12.200%	8.400%	0.000%
25	0.000%	20.200%	12.200%	8.400%	11.174%
26	0.000%	20.200%	12.200%	8.400%	11.174%
27	0.000%	20.200%	12.200%	8.400%	11.174%
28	0.000%	20.200%	12.200%	8.400%	11.174%
29	0.000%	20.200%	12.200%	8.400%	11.174%
30	0.000%	20.200%	12.200%	8.400%	8.968%
31	0.000%	20.200%	12.200%	8.400%	8.968%
32	0.000%	20.200%	12.200%	8.400%	8.968%
33	0.000%	20.200%	12.200%	8.400%	8.968%
34	0.000%	20.200%	12.200%	8.400%	8.968%
35	0.000%	20.200%	12.200%	8.400%	6.863%
36	0.000%	20.200%	12.200%	8.400%	6.863%
37	0.000%	20.200%	12.200%	8.400%	6.863%
38	0.000%	20.200%	12.200%	8.400%	6.863%
39	0.000%	20.200%	12.200%	8.400%	6.863%
40	0.000%	20.200%	12.200%	8.400%	5.242%
41	0.000%	20.200%	12.200%	8.400%	5.242%
42	0.000%	20.200%	12.200%	8.400%	5.242%
43	0.000%	20.200%	12.200%	8.400%	5.242%
44	0.000%	20.200%	12.200%	8.400%	5.242%

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Withdrawal Rates—Former Retirement Plan I Participants

Age	Years of Service				
	0	1	2	3–4	5+
45	0.000%	20.200%	12.200%	8.400%	4.097%
46	0.000%	20.200%	12.200%	8.400%	4.097%
47	0.000%	20.200%	12.200%	8.400%	4.097%
48	0.000%	20.200%	12.200%	8.400%	4.097%
49	0.000%	20.200%	12.200%	8.400%	4.097%
50	0.000%	20.200%	12.200%	8.400%	3.315%
51	0.000%	20.200%	12.200%	8.400%	3.315%
52	0.000%	20.200%	12.200%	8.400%	3.315%
53	0.000%	20.200%	12.200%	8.400%	3.315%
54	0.000%	20.200%	12.200%	8.400%	3.315%
55	0.000%	20.200%	12.200%	8.400%	3.095%
56	0.000%	20.200%	12.200%	8.400%	3.095%
57	0.000%	20.200%	12.200%	8.400%	3.095%
58	0.000%	20.200%	12.200%	8.400%	3.095%
59	0.000%	20.200%	12.200%	8.400%	3.095%
60	0.000%	20.200%	12.200%	8.400%	3.095%
61	0.000%	20.200%	12.200%	8.400%	3.095%
62	0.000%	20.200%	12.200%	8.400%	3.095%
63	0.000%	20.200%	12.200%	8.400%	3.095%
64	0.000%	20.200%	12.200%	8.400%	3.095%
65+	0.000%	0.000%	0.000%	0.000%	0.000%

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Withdrawal Rates—Former Retirement Plan II Participants

Age	Years of Service					
	0	1	2	3	4	5+
20	20.000%	18.000%	15.000%	11.000%	9.000%	7.000%
21	20.000%	18.000%	15.000%	11.000%	9.000%	7.000%
22	20.000%	18.000%	15.000%	11.000%	9.000%	7.000%
23	20.000%	18.000%	15.000%	11.000%	9.000%	7.000%
24	20.000%	18.000%	15.000%	11.000%	9.000%	7.000%
25	20.000%	18.000%	15.000%	11.000%	9.000%	5.400%
26	20.000%	18.000%	15.000%	11.000%	9.000%	5.400%
27	20.000%	18.000%	15.000%	11.000%	9.000%	5.400%
28	20.000%	18.000%	15.000%	11.000%	9.000%	5.400%
29	20.000%	18.000%	15.000%	11.000%	9.000%	5.400%
30	20.000%	18.000%	15.000%	11.000%	9.000%	3.900%
31	20.000%	18.000%	15.000%	11.000%	9.000%	3.900%
32	20.000%	18.000%	15.000%	11.000%	9.000%	3.900%
33	20.000%	18.000%	15.000%	11.000%	9.000%	3.900%
34	20.000%	18.000%	15.000%	11.000%	9.000%	3.900%
35	20.000%	18.000%	15.000%	11.000%	9.000%	3.500%
36	20.000%	18.000%	15.000%	11.000%	9.000%	3.500%
37	20.000%	18.000%	15.000%	11.000%	9.000%	3.500%
38	20.000%	18.000%	15.000%	11.000%	9.000%	3.500%
39	20.000%	18.000%	15.000%	11.000%	9.000%	3.500%
40	20.000%	18.000%	15.000%	11.000%	9.000%	3.100%
41	20.000%	18.000%	15.000%	11.000%	9.000%	3.100%
42	20.000%	18.000%	15.000%	11.000%	9.000%	3.100%
43	20.000%	18.000%	15.000%	11.000%	9.000%	3.100%
44	20.000%	18.000%	15.000%	11.000%	9.000%	3.100%

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Withdrawal Rates—Former Retirement Plan II Participants

Age	Years of Service					
	0	1	2	3	4	5+
45	20.000%	18.000%	15.000%	11.000%	9.000%	2.700%
46	20.000%	18.000%	15.000%	11.000%	9.000%	2.700%
47	20.000%	18.000%	15.000%	11.000%	9.000%	2.700%
48	20.000%	18.000%	15.000%	11.000%	9.000%	2.700%
49	20.000%	18.000%	15.000%	11.000%	9.000%	2.700%
50	20.000%	18.000%	15.000%	11.000%	9.000%	2.000%
51	20.000%	18.000%	15.000%	11.000%	9.000%	2.000%
52	20.000%	18.000%	15.000%	11.000%	9.000%	2.000%
53	20.000%	18.000%	15.000%	11.000%	9.000%	2.000%
54	20.000%	18.000%	15.000%	11.000%	9.000%	2.000%
55	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
56	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
57	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
58	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
59	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
60	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
61	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
62	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
63	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
64	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
65+	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%

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Table 5

Disability Rates—Former Retirement Plan I Participants

Age	Rate	Age	Rate
20	0.030%	50	0.210%
21	0.030%	51	0.260%
22	0.030%	52	0.310%
23	0.030%	53	0.350%
24	0.030%	54	0.400%
25	0.030%	55	0.450%
26	0.030%	56	0.560%
27	0.030%	57	0.670%
28	0.030%	58	0.790%
29	0.030%	59	0.900%
30	0.030%	60	1.010%
31	0.030%	61	1.220%
32	0.030%	62	1.440%
33	0.030%	63	1.720%
34	0.030%	64	2.000%
35	0.030%	65	2.450%
36	0.030%	66	2.880%
37	0.030%	67	3.440%
38	0.040%	68	4.000%
39	0.040%	69	4.900%
40	0.040%	70	4.900%
41	0.050%	71	0.000%
42	0.060%	72	0.000%
43	0.060%	73	0.000%
44	0.070%	74	0.000%
45	0.080%		
46	0.110%		
47	0.130%		
48	0.160%		
49	0.180%		

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Table 6

Disability Rates—Former Retirement Plan II Participants

Age	Rate	Age	Rate
20	0.01%	50	0.80%
21	0.01%	51	0.80%
22	0.01%	52	0.80%
23	0.01%	53	0.80%
24	0.01%	54	0.80%
25	0.02%	55	1.10%
26	0.02%	56	1.10%
27	0.02%	57	1.10%
28	0.02%	58	1.10%
29	0.02%	59	1.10%
30	0.03%	60	1.50%
31	0.03%	61	1.50%
32	0.03%	62	1.50%
33	0.03%	63	1.50%
34	0.03%	64	1.50%
35	0.07%	65	1.50%
36	0.07%	66	1.50%
37	0.07%	67	1.50%
38	0.07%	68	1.50%
39	0.07%	69	1.50%
40	0.20%	70	0.00%
41	0.20%	71	0.00%
42	0.20%	72	0.00%
43	0.20%	73	0.00%
44	0.20%	74	0.00%
45	0.40%		
46	0.40%		
47	0.40%		
48	0.40%		
49	0.40%		

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Schedule SB, Part V—Summary of Plan Provisions

U.S. Silica Retirement Plan—Former Retirement Plan I

Plan Year	The plan year is the calendar year.
Eligibility	Plan is closed to new entrants.
Benefit Service	Benefit service begins at date of hire. Former Pennsylvania Glass Sand Retirement Plan participants are credited with service after July 1, 1975 only. Benefit accruals are frozen after the later of January 1, 2010 and 35 years of benefit service.
Vesting Service	Beginning with an employee's employment commencement date.
Final Average Earnings	Average compensation for the highest five consecutive calendar years out of the last 10 (frozen at the end of the calendar year in which employee reaches 35-year cap).
Normal Retirement Age	The first of the month coincident with or following the date the participant attains age 65.
Normal Retirement Benefit	<p>The sum of:</p> <ol style="list-style-type: none">1. 1.35% of final average earnings (FAE) below covered compensation (CC) times benefit service (BS) up to 35 years;2. 1.85% of FAE in excess of CC times BS up to 35 years;3. 1.80% of FAE times BS in excess of 35 years; and <p>For former Pennsylvania Glass Sand participants, the frozen accrued benefit as of July 1, 1975.</p>
Early Retirement Eligibility	Age 55 and 10 years of vesting service.
Early Retirement Benefit	Accrued normal retirement benefit reduced 5% per year prior to age 62. Supplement of \$350 per month prior to age 62 with 20 years of vesting service. Beginning January 1, 2012, highly compensated employees are no longer eligible for the supplement.
Deferred Retirement Eligibility	The first of the month coincident with or following termination after normal retirement age.

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Deferred Retirement Benefit	The greater of (i) or (ii): (i) Total accrued benefit using final average earnings and benefit service as of deferred retirement date. (ii) Normal retirement benefit increased on actuarially equivalent basis.
Termination Benefit Eligibility	100% vested after five years of vesting service.
Termination Benefit	Accrued normal retirement benefit payable at normal retirement age.
Death Benefit Eligibility	Five years of vesting service.
Death Benefit	Actuarially reduced 50% joint and survivor benefit. Company pays for coverage.
Disability Benefit Eligibility	Disabled while an eligible active employee.
Disability Benefit	Accrued normal retirement benefit payable at normal retirement age.
Optional Forms of Payment	Single life annuity; 50%, 60%, 75%, or 100% joint and survivor annuity; lump sum payment if present value is less than \$5,000.
Actuarial Equivalence	Based on an interest rate of 9% and the 1984 Unisex Pensioners Mortality Table.

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U.S. Silica Retirement Plan—Former Retirement Plan II

Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Non-Union Hourly (including Columbia, Montpelier, Dubberly, Hurtsboro, and Berkeley Special/Florissil)	Immediately for employees hired before 1/1/2008. Employees hired on or after 1/1/2008 are not eligible.	From date of hire. Credited service is later of date of hire and 11/10/1993 for Montpelier. Later of date of hire and 8/1/1987 for Hurtsboro.	<p>\$23.00 per month for each year of benefit service for Dubberly effective 1/1/2007; \$24.00 effective 1/1/2008; \$25.00 effective 1/1/2011; \$26.00 effective 1/1/2012; \$29.00 effective 1/1/2014.</p> <p>\$22.00 per month for each year of benefit service for Columbia effective 1/1/2007; \$23.00 effective 1/1/2008; \$24.00 effective 1/1/2010; \$25.00 effective 1/1/2011; \$26.00 effective 1/1/2012; \$29.00 effective 1/1/2014.</p> <p>\$23.00 per month for each year of benefit service for Montpelier effective 1/1/2007; \$24.00 effective 1/1/2008; \$25.00 effective 1/1/2012; \$28.00 effective 1/1/2014.</p> <p>\$18.00 per month for each year of benefit service for Hurtsboro effective 1/1/2007; \$19.00 effective 1/1/2008; \$21.00 effective 1/1/2010; \$22.00 effective 1/1/2011; \$24.00 effective 1/1/2012; \$27.00 effective 1/1/2014.</p> <p>\$33.00 per month for each year of benefit service for Berkeley Special/Florissil effective 1/1/2007; \$35.00 effective 1/1/2014.</p>
Mapleton Depot	Immediately for employees hired before 5/3/2009. Employees hired on or after 5/3/2009 are not eligible.	From date of hire if hired before 9/1/1996. Generally from 5/1/2004 if hired after 8/31/1996.	<p>\$29.00 per month for each year of benefit service effective 1/1/2007; \$31.00 effective 1/1/2008; \$33.00 effective 1/1/2013; \$35.00 effective 1/1/2014.</p>

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Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Berkeley Springs	Immediately for employees hired before 10/1/2008. Employees hired on or after 10/1/2008 are not eligible.	From date of hire.	\$34.00 per month for each year of benefit service effective 1/1/2008; \$35.00 effective 1/1/2009; \$36.00 effective 1/1/2010; \$37.50 effective 1/1/2011; \$38.00 effective 1/1/2012; \$39.00 effective 1/1/2013; \$40.00 effective 1/1/2014; \$41.00 effective 1/1/2015.
Mill Creek	Immediately for employees hired before 10/1/2006. Employees hired on or after 10/1/2006 are not eligible.	From date of hire.	\$29.00 per month for each year of benefit service effective 1/1/2008; \$30.00 effective 1/1/2009; \$31.00 effective 1/1/2010; \$32.00 effective 1/1/2011; \$33.50 effective 1/1/2013; \$35.00 effective 1/1/2014; \$36.50 effective 1/1/2015; \$38.00 effective at 1/1/2016.
Pacific	Immediately for employees hired before 8/1/1997. Employees hired on or after 8/1/1997 are not eligible.	Service prior to 5/7/1956 is not included. Benefit service frozen at 7/31/1997.	\$18.00 per month for each year of benefit service.
Ottawa	Immediately for employees hired before 6/16/2006. Employees hired on or after 6/16/2006 are not eligible.	From date of hire.	\$34.00 per month for each year of benefit service effective 1/1/2008; \$36.00 effective 1/1/2009; \$38.00 effective 1/1/2010; \$40.00 effective 1/1/2011; \$42.00 effective 1/1/2012; \$44.00 effective 1/1/2013; \$46.00 effective 1/1/2014; \$48.00 effective 1/1/2015.
Kosse	Immediately for employees hired before 5/5/2007. Employees hired on or after 5/5/2007 are not eligible.	From date of hire.	For benefit service prior to 1/1/2010, multiplier varies by hire date. \$30.00 per month for each year of benefit service effective 1/1/2010; \$32.00 effective 1/1/2011; \$33.00 effective 1/1/2012; \$35.00 effective 1/1/2014.

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Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Mauricetown	After completion of one year of service if hired before 5/1/2008. Employees hired on or after 5/1/2008 are not eligible.	From the later of date of hire or 4/1/1971.	\$23.50 per month for each year of benefit service effective 1/1/2006; \$25.50 effective 1/1/2008; \$26.50 effective 1/1/2009; \$27.50 effective 1/1/2010; \$28.50 effective 1/1/2011; \$29.50 effective 1/1/2012; \$30.50 effective 1/1/2013; \$31.50 effective 1/1/2014; \$32.50 effective 1/1/2015; \$33.50 effective 1/1/2016.

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Normal Retirement Benefits			Early Retirement Benefits	
Hourly Plan/Location	Eligibility	Amount of Benefit	Eligibility	Amount of Benefit
Non-Union Hourly	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m., first 60 months, 5/18% p.m. next 60 months prior to age 65.
Mapleton Depot	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m., first 60 months, 5/18% p.m. next 60 months prior to age 65.
Berkeley Springs	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m., first 60 months, 5/18% p.m. next 60 months prior to age 65.
Mill Creek	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m., first 60 months, 5/18% p.m. next 60 months prior to age 65.
Pacific	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m., first 60 months, 5/18% p.m. next 60 months prior to age 65.
Ottawa	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% per month prior to age 65.
			Age 62 and 10 years of vesting service and hired before 6/15/1996.	Double the accrued benefit for the lesser of three years or until Social Security retirement age.
			30 years of vesting service and hired before 6/15/1996.	Accrued benefit unreduced.

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Hourly Plan/Location	Eligibility	Amount of Benefit	Eligibility	Amount of Benefit
Kosse	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m. first 60 months, 5/18% p.m. next 60 months before 65.
Mauricetown	Age 65	Accrued benefit	Age 55 and 20 years of vesting service.	Actuarially equivalent to normal retirement benefit.

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Hourly Plan/Location	Deferred Retirement Benefits		Vesting	
	Eligibility	Amount of Benefit	Eligibility	Amount of Benefit
Non-Union Hourly	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Mapleton Depot	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Berkeley Springs	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Mill Creek	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age. Normal form is unreduced 100% joint and survivor starting in 2006.
Pacific	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Ottawa	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Kosse	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Mauricetown	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.

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Hourly Plan/Location	Death		Disability	
	Eligibility	Amount of Benefit	Eligibility	Amount of Benefit
Non-Union Hourly	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	15 years of vesting service.	Accrued benefit payable upon disability.
Mapleton Depot	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	10 years of vesting service.	Accrued benefit payable upon disability.
Berkeley Springs	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	10 years of vesting service.	Accrued benefit payable upon disability.
Mill Creek	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, unreduced 100% joint and survivor benefit. Company pays for coverage.	15 years of vesting service.	Accrued benefit payable upon disability.
Pacific	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	15 years of vesting service.	Accrued benefit payable upon disability.

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Hourly Plan/Location	Death		Disability	
	Eligibility	Amount of Benefit	Eligibility	Amount of Benefit
Ottawa	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	10 years of vesting service.	Accrued benefit payable upon disability until age 65. Accrued benefit payable at age 65 based on benefit level in effect at age 65.
Kosse	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	15 years of vesting service.	Accrued benefit payable upon disability until age 65. Accrued benefit payable at age 65 based on benefit level in effect at age 65.
Mauricetown	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit.	Age 50 and 10 years of vesting service.	Accrued benefit payable upon disability.

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Hourly Plan/Location	Optional Forms of Retirement Benefit	Actuarial Equivalence
Non-Union Hourly	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000.	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Mapleton Depot	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Berkeley Springs	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Mill Creek	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; joint and 100% annuitant option; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Pacific	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Ottawa	Joint and 55% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Kosse	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Mauricetown	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; 10 year certain and continuous annuity; Social Security level income option; lump sum if present value is below \$5,000.	Based on an interest rate of 7% and the 1984 Unisex Pensioners Mortality Table

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Plan Changes

The January 1, 2014 funding valuation reflected the following plan changes:

- An increase in the annual pay limit under IRC §401(a)(17) from \$255,000 in 2013 to \$260,000 in 2014.
- An increase in the annual maximum benefit under IRC §415 from \$205,000 in 2013 to \$210,000 in 2014.
- Berkeley Special/Florisil
 - The new monthly benefit level for all participants is \$35.00 effective January 1, 2014.
- Columbia
 - The new monthly benefit level for all participants is \$29.00 effective January 1, 2014.
- Dubberly
 - The new monthly benefit level for all participants is \$29.00 effective January 1, 2014.
 - The cap on credited service was removed.
- Hurtsboro
 - The new monthly benefit level for all participants is \$27.00 effective January 1, 2014.
- Kosse
 - The new monthly benefit level for all participants is \$35.00 effective January 1, 2014.
- Mauricetown
 - The new monthly benefit level for all participants is \$31.50 effective January 1, 2014; \$32.50 effective January 1, 2015, and \$33.50 effective January 1, 2016.
- Montpelier
 - The new monthly benefit level for all participants is \$28.00 effective January 1, 2014.

The January 1, 2013 funding valuation reflected the following plan changes:

- An increase in the annual pay limit under IRC §401(a)(17) from \$250,000 in 2012 to \$255,000 in 2013.
- An increase in the annual maximum benefit under IRC §415 from \$200,000 in 2012 to \$205,000 in 2013.
- Mapleton Depot
 - The new monthly benefit level for all participants is \$33.00 effective January 1, 2013; \$35.00 effective January 1, 2014.
- Berkeley Springs
 - The new monthly benefit level for all participants is \$39.00 effective January 1, 2013; \$40.00 effective January 1, 2014; \$41.00 effective January 1, 2015.

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The January 1, 2012 funding valuation reflected the following plan changes:

- An increase in the annual pay limit under IRC §401(a)(17) from \$245,000 in 2011 to \$250,000 in 2012.
- An increase in the annual maximum benefit under IRC §415 from \$195,000 in 2011 to \$200,000 in 2012.
- For former Retirement Plan I participants, beginning January 1, 2012 highly compensated employees are no longer eligible for the early retirement benefit supplement.
- Hurtsboro
 - The new monthly benefit level for all participants is \$24.00 effective January 1, 2012.
- Columbia
 - The new monthly benefit level for all participants is \$26.00 effective January 1, 2012.
- Dubberly
 - The new monthly benefit level for all participants is \$26.00 effective January 1, 2012.
- Mill Creek
 - The new monthly benefit level for all participants is \$33.50 effective January 1, 2013; \$35.00 effective January 1, 2014; \$36.50 effective January 1, 2015; \$38.00 effective January 1, 2016.
- Montpelier
 - The new monthly benefit level for all participants is \$25.00 effective January 1, 2012.

The January 1, 2011 funding valuation reflected the following plan changes:

- Hurtsboro
 - The new monthly benefit level for all participants is \$22.00 effective January 1, 2011.
- Columbia
 - The new monthly benefit level for all participants is \$25.00 effective January 1, 2011.
- Dubberly
 - The new monthly benefit level for all participants is \$25.00 effective January 1, 2011.
- Ottawa
 - The new monthly benefit level for all participants is \$40.00 effective January 1, 2011; \$42.00 effective January 1, 2012; \$44.00 effective January 1, 2013; \$46.00 effective January 1, 2014; \$48.00 effective January 1, 2015.

The January 1, 2010 funding valuation reflected the following plan changes:

- Hurtsboro
 - The new monthly benefit level for all participants is \$21.00 effective January 1, 2010.
- Columbia
 - The new monthly benefit level for all participants is \$24.00 effective January 1, 2010.
- Effective January 1, 2010, benefit service for salaried employees is capped at 35 years of service. Compensation used in the final average earnings calculations will be frozen at the end of the calendar year in which the participant reaches the 35 year cap.

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Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Schedule SB Attachment (Form 5500)—2014 Plan Year
U.S. Silica Company Retirement Plan
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2014

Attained Age	Number of Participants Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29			8	1						
30-34			10	3	1					
35-39			12	2	3					
40-44			17	12	10	2				
45-49			9	12	3	2	5			
50-54			9	13	9	5	6	27	5	
55-59			7	2		4	8	27	28	3
60-64			4	5	2	3	9	7	17	4
65-69				1				1	5	7
70+					1					1

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Schedule SB Attachment (Form 5500)—2014 Plan Year
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Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 1,017,368	January 1, 2008	1	\$ 1,017,368
Shortfall	\$ 2,643,797	January 1, 2009	2	\$ 1,354,077
Shortfall	\$ 2,005,132	January 1, 2010	3	\$ 701,175
Shortfall	\$ 1,551,243	January 1, 2011	4	\$ 416,580
Shortfall	\$ (5,982,500)	January 1, 2012	5	\$ (1,315,768)
Shortfall	\$ 1,669,736	January 1, 2013	6	\$ 316,067
Shortfall	\$ 1,651,933	January 1, 2014	7	\$ 276,466

Schedule SB Attachment (Form 5500)—2014 Plan Year
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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2014

Date	Amount	Days to Discount to 1/1/2014 at 6.42%	Interest Adjusted Contribution
April 14, 2015	\$ 1,025,000	468	\$ 946,400
July 14, 2015	<u>1,000,000</u>	559	<u>909,104</u>
Total Contribution	\$ 2,025,000		\$ 1,855,504

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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

Former Retirement Plan I Participants

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	5.00%	1.0000	2.75
56	5.00%	0.9500	2.66
57	5.00%	0.9025	2.57
58	5.00%	0.8574	2.49
59	5.00%	0.8145	2.40
60	15.00%	0.7738	6.96
61	15.00%	0.6577	6.02
62	20.00%	0.5591	6.93
63	20.00%	0.4472	5.64
64	33.00%	0.3578	7.56
65	60.00%	0.2397	9.35
66	25.00%	0.0959	1.58
67	25.00%	0.0719	1.20
68	25.00%	0.0539	0.92
69	25.00%	0.0405	0.70
70	100.00%	0.0303	2.12
Weighted Average			61.85

Former Retirement Plan II Participants

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	2.00%	1.0000	1.10
56	2.00%	0.9800	1.10
57	2.00%	0.9604	1.09
58	2.00%	0.9412	1.09
59	5.00%	0.9224	2.72
60	5.00%	0.8762	2.63
61	10.00%	0.8324	5.08
62	30.00%	0.7492	13.93
63	25.00%	0.5244	8.26
64	20.00%	0.3933	5.03
65	40.00%	0.3147	8.18
66	25.00%	0.1888	3.12
67	25.00%	0.1416	2.37
68	25.00%	0.1062	1.81
69	25.00%	0.0796	1.37
70	100.00%	0.0597	4.18
Weighted Average			63.06

The weighted average of these two groups based on January 1, 2014 data is 62.99

Schedule SB Attachment (Form 5500)—2014 Plan Year
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2014

Attained Age	Number of Participants									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29			8	1						
30-34			10	3	1					
35-39			12	2	3					
40-44			17	12	10	2				
45-49			9	12	3	2	5			
50-54			9	13	9	5	6	27	5	
55-59			7	2		4	8	27	28	3
60-64			4	5	2	3	9	7	17	4
65-69				1				1	5	7
70+					1					1

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Schedule SB Attachment (Form 5500)—2014 Plan Year
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Schedule SB, line 32—Schedule of Amortization Bases

Type of Base	Present Value of Installment	Date Established	Years Remaining	Amortization Installment
Shortfall	\$ 1,017,368	January 1, 2008	1	\$ 1,017,368
Shortfall	\$ 2,643,797	January 1, 2009	2	\$ 1,354,077
Shortfall	\$ 2,005,132	January 1, 2010	3	\$ 701,175
Shortfall	\$ 1,551,243	January 1, 2011	4	\$ 416,580
Shortfall	\$ (5,982,500)	January 1, 2012	5	\$ (1,315,768)
Shortfall	\$ 1,669,736	January 1, 2013	6	\$ 316,067
Shortfall	\$ 1,651,933	January 1, 2014	7	\$ 276,466

Schedule SB Attachment (Form 5500)—2014 Plan Year
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Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2013), each adjusted as needed to fall within the 25-year average interest rate corridor under HATFA	
1st Segment Rate	4.99%	
2nd Segment Rate	6.32%	
3rd Segment Rate	6.99%	
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2013), without regard to interest rate stabilization	
1st Segment Rate	1.37%	
2nd Segment Rate	4.05%	
3rd Segment Rate	5.06%	
Salary Increases		
Minimum Funding Target Normal Cost	3.50%	
Maximum Tax Expected Benefit Increase	3.50%	
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 3.50% per year.	
Social Security COLA Increases	2.50%	
Optional Payment Form Election Percentage		
Former Retirement Plan I	40%—life annuity 60%—100% joint and survivor annuity	
Former Retirement Plan II	Ottawa	10%—life annuity 90%—55% joint and survivor annuity
	Mauricetown	40%—10-year certain and life annuity 60%—50% joint and survivor annuity
	Mill Creek	20%—life annuity 80%—100% joint and survivor annuity
	All Others	40%—life annuity 60%—50% joint and survivor annuity
Retirement Age		
Active Participants	See Tables 1–2	
Terminated Vested Participants	Age 65	

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Mortality Rates	
Healthy and Disabled	2014 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Tables 3–4
Disability Rates	See Tables 5–6
Decrement Timing	Beginning of year decrements
Surviving Spouse Benefit	It is assumed that 80% of males and 80% of females have an eligible spouse, and that males are three years older than their spouses.
Valuation Compensation	2013 Pensionable earnings rolled forward one year with the salary increase assumption
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$210,000 and the IRC section 401(a)(17) compensation limit of \$260,000.
Valuation of Plan Assets	Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.
Expected Return on Assets	
2012 Plan Year	8.00%, limited to 7.52%
2013 Plan Year	7.50%, limited to 7.16%
Trust Expenses Included in Target Normal Cost	None
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2014

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Table 1

Retirement Rates—Former Retirement Plan I Participants

Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	15.00%
61	15.00%
62	20.00%
63	20.00%
64	33.00%
65	60.00%
66	25.00%
67	25.00%
68	25.00%
69	25.00%
70+	100.00%

Table 2

Retirement Rates—Former Retirement Plan II Participants

Age	Rate
55	2.00%
56	2.00%
57	2.00%
58	2.00%
59	5.00%
60	5.00%
61	10.00%
62	30.00%
63	25.00%
64	20.00%
65	40.00%
66	25.00%
67	25.00%
68	25.00%
69	25.00%
70+	100.00%

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Withdrawal Rates—Former Retirement Plan I Participants

Age	Years of Service				
	0	1	2	3–4	5+
20	0.000%	20.200%	12.200%	8.400%	0.000%
21	0.000%	20.200%	12.200%	8.400%	0.000%
22	0.000%	20.200%	12.200%	8.400%	0.000%
23	0.000%	20.200%	12.200%	8.400%	0.000%
24	0.000%	20.200%	12.200%	8.400%	0.000%
25	0.000%	20.200%	12.200%	8.400%	11.174%
26	0.000%	20.200%	12.200%	8.400%	11.174%
27	0.000%	20.200%	12.200%	8.400%	11.174%
28	0.000%	20.200%	12.200%	8.400%	11.174%
29	0.000%	20.200%	12.200%	8.400%	11.174%
30	0.000%	20.200%	12.200%	8.400%	8.968%
31	0.000%	20.200%	12.200%	8.400%	8.968%
32	0.000%	20.200%	12.200%	8.400%	8.968%
33	0.000%	20.200%	12.200%	8.400%	8.968%
34	0.000%	20.200%	12.200%	8.400%	8.968%
35	0.000%	20.200%	12.200%	8.400%	6.863%
36	0.000%	20.200%	12.200%	8.400%	6.863%
37	0.000%	20.200%	12.200%	8.400%	6.863%
38	0.000%	20.200%	12.200%	8.400%	6.863%
39	0.000%	20.200%	12.200%	8.400%	6.863%
40	0.000%	20.200%	12.200%	8.400%	5.242%
41	0.000%	20.200%	12.200%	8.400%	5.242%
42	0.000%	20.200%	12.200%	8.400%	5.242%
43	0.000%	20.200%	12.200%	8.400%	5.242%
44	0.000%	20.200%	12.200%	8.400%	5.242%

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Withdrawal Rates—Former Retirement Plan I Participants

Age	Years of Service				
	0	1	2	3–4	5+
45	0.000%	20.200%	12.200%	8.400%	4.097%
46	0.000%	20.200%	12.200%	8.400%	4.097%
47	0.000%	20.200%	12.200%	8.400%	4.097%
48	0.000%	20.200%	12.200%	8.400%	4.097%
49	0.000%	20.200%	12.200%	8.400%	4.097%
50	0.000%	20.200%	12.200%	8.400%	3.315%
51	0.000%	20.200%	12.200%	8.400%	3.315%
52	0.000%	20.200%	12.200%	8.400%	3.315%
53	0.000%	20.200%	12.200%	8.400%	3.315%
54	0.000%	20.200%	12.200%	8.400%	3.315%
55	0.000%	20.200%	12.200%	8.400%	3.095%
56	0.000%	20.200%	12.200%	8.400%	3.095%
57	0.000%	20.200%	12.200%	8.400%	3.095%
58	0.000%	20.200%	12.200%	8.400%	3.095%
59	0.000%	20.200%	12.200%	8.400%	3.095%
60	0.000%	20.200%	12.200%	8.400%	3.095%
61	0.000%	20.200%	12.200%	8.400%	3.095%
62	0.000%	20.200%	12.200%	8.400%	3.095%
63	0.000%	20.200%	12.200%	8.400%	3.095%
64	0.000%	20.200%	12.200%	8.400%	3.095%
65+	0.000%	0.000%	0.000%	0.000%	0.000%

Schedule SB Attachment (Form 5500)—2014 Plan Year
U.S. Silica Company Retirement Plan
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Table 4—Page 1 of 2

Withdrawal Rates—Former Retirement Plan II Participants

Age	Years of Service					
	0	1	2	3	4	5+
20	20.000%	18.000%	15.000%	11.000%	9.000%	7.000%
21	20.000%	18.000%	15.000%	11.000%	9.000%	7.000%
22	20.000%	18.000%	15.000%	11.000%	9.000%	7.000%
23	20.000%	18.000%	15.000%	11.000%	9.000%	7.000%
24	20.000%	18.000%	15.000%	11.000%	9.000%	7.000%
25	20.000%	18.000%	15.000%	11.000%	9.000%	5.400%
26	20.000%	18.000%	15.000%	11.000%	9.000%	5.400%
27	20.000%	18.000%	15.000%	11.000%	9.000%	5.400%
28	20.000%	18.000%	15.000%	11.000%	9.000%	5.400%
29	20.000%	18.000%	15.000%	11.000%	9.000%	5.400%
30	20.000%	18.000%	15.000%	11.000%	9.000%	3.900%
31	20.000%	18.000%	15.000%	11.000%	9.000%	3.900%
32	20.000%	18.000%	15.000%	11.000%	9.000%	3.900%
33	20.000%	18.000%	15.000%	11.000%	9.000%	3.900%
34	20.000%	18.000%	15.000%	11.000%	9.000%	3.900%
35	20.000%	18.000%	15.000%	11.000%	9.000%	3.500%
36	20.000%	18.000%	15.000%	11.000%	9.000%	3.500%
37	20.000%	18.000%	15.000%	11.000%	9.000%	3.500%
38	20.000%	18.000%	15.000%	11.000%	9.000%	3.500%
39	20.000%	18.000%	15.000%	11.000%	9.000%	3.500%
40	20.000%	18.000%	15.000%	11.000%	9.000%	3.100%
41	20.000%	18.000%	15.000%	11.000%	9.000%	3.100%
42	20.000%	18.000%	15.000%	11.000%	9.000%	3.100%
43	20.000%	18.000%	15.000%	11.000%	9.000%	3.100%
44	20.000%	18.000%	15.000%	11.000%	9.000%	3.100%

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Table 4—Page 2 of 2

Withdrawal Rates—Former Retirement Plan II Participants

Age	Years of Service					
	0	1	2	3	4	5+
45	20.000%	18.000%	15.000%	11.000%	9.000%	2.700%
46	20.000%	18.000%	15.000%	11.000%	9.000%	2.700%
47	20.000%	18.000%	15.000%	11.000%	9.000%	2.700%
48	20.000%	18.000%	15.000%	11.000%	9.000%	2.700%
49	20.000%	18.000%	15.000%	11.000%	9.000%	2.700%
50	20.000%	18.000%	15.000%	11.000%	9.000%	2.000%
51	20.000%	18.000%	15.000%	11.000%	9.000%	2.000%
52	20.000%	18.000%	15.000%	11.000%	9.000%	2.000%
53	20.000%	18.000%	15.000%	11.000%	9.000%	2.000%
54	20.000%	18.000%	15.000%	11.000%	9.000%	2.000%
55	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
56	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
57	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
58	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
59	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
60	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
61	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
62	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
63	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
64	20.000%	18.000%	15.000%	11.000%	9.000%	1.750%
65+	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%

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Table 5

Disability Rates—Former Retirement Plan I Participants

Age	Rate	Age	Rate
20	0.030%	50	0.210%
21	0.030%	51	0.260%
22	0.030%	52	0.310%
23	0.030%	53	0.350%
24	0.030%	54	0.400%
25	0.030%	55	0.450%
26	0.030%	56	0.560%
27	0.030%	57	0.670%
28	0.030%	58	0.790%
29	0.030%	59	0.900%
30	0.030%	60	1.010%
31	0.030%	61	1.220%
32	0.030%	62	1.440%
33	0.030%	63	1.720%
34	0.030%	64	2.000%
35	0.030%	65	2.450%
36	0.030%	66	2.880%
37	0.030%	67	3.440%
38	0.040%	68	4.000%
39	0.040%	69	4.900%
40	0.040%	70	4.900%
41	0.050%	71	0.000%
42	0.060%	72	0.000%
43	0.060%	73	0.000%
44	0.070%	74	0.000%
45	0.080%		
46	0.110%		
47	0.130%		
48	0.160%		
49	0.180%		

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Table 6

Disability Rates—Former Retirement Plan II Participants

Age	Rate	Age	Rate
20	0.01%	50	0.80%
21	0.01%	51	0.80%
22	0.01%	52	0.80%
23	0.01%	53	0.80%
24	0.01%	54	0.80%
25	0.02%	55	1.10%
26	0.02%	56	1.10%
27	0.02%	57	1.10%
28	0.02%	58	1.10%
29	0.02%	59	1.10%
30	0.03%	60	1.50%
31	0.03%	61	1.50%
32	0.03%	62	1.50%
33	0.03%	63	1.50%
34	0.03%	64	1.50%
35	0.07%	65	1.50%
36	0.07%	66	1.50%
37	0.07%	67	1.50%
38	0.07%	68	1.50%
39	0.07%	69	1.50%
40	0.20%	70	0.00%
41	0.20%	71	0.00%
42	0.20%	72	0.00%
43	0.20%	73	0.00%
44	0.20%	74	0.00%
45	0.40%		
46	0.40%		
47	0.40%		
48	0.40%		
49	0.40%		

Schedule SB Attachment (Form 5500)—2014 Plan Year
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Schedule SB, Part V—Summary of Plan Provisions

U.S. Silica Retirement Plan—Former Retirement Plan I

Plan Year	The plan year is the calendar year.
Eligibility	Plan is closed to new entrants.
Benefit Service	Benefit service begins at date of hire. Former Pennsylvania Glass Sand Retirement Plan participants are credited with service after July 1, 1975 only. Benefit accruals are frozen after the later of January 1, 2010 and 35 years of benefit service.
Vesting Service	Beginning with an employee's employment commencement date.
Final Average Earnings	Average compensation for the highest five consecutive calendar years out of the last 10 (frozen at the end of the calendar year in which employee reaches 35-year cap).
Normal Retirement Age	The first of the month coincident with or following the date the participant attains age 65.
Normal Retirement Benefit	<p>The sum of:</p> <ol style="list-style-type: none">1. 1.35% of final average earnings (FAE) below covered compensation (CC) times benefit service (BS) up to 35 years;2. 1.85% of FAE in excess of CC times BS up to 35 years;3. 1.80% of FAE times BS in excess of 35 years; and <p>For former Pennsylvania Glass Sand participants, the frozen accrued benefit as of July 1, 1975.</p>
Early Retirement Eligibility	Age 55 and 10 years of vesting service.
Early Retirement Benefit	Accrued normal retirement benefit reduced 5% per year prior to age 62. Supplement of \$350 per month prior to age 62 with 20 years of vesting service. Beginning January 1, 2012, highly compensated employees are no longer eligible for the supplement.
Deferred Retirement Eligibility	The first of the month coincident with or following termination after normal retirement age.

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Deferred Retirement Benefit	The greater of (i) or (ii): (i) Total accrued benefit using final average earnings and benefit service as of deferred retirement date. (ii) Normal retirement benefit increased on actuarially equivalent basis.
Termination Benefit Eligibility	100% vested after five years of vesting service.
Termination Benefit	Accrued normal retirement benefit payable at normal retirement age.
Death Benefit Eligibility	Five years of vesting service.
Death Benefit	Actuarially reduced 50% joint and survivor benefit. Company pays for coverage.
Disability Benefit Eligibility	Disabled while an eligible active employee.
Disability Benefit	Accrued normal retirement benefit payable at normal retirement age.
Optional Forms of Payment	Single life annuity; 50%, 60%, 75%, or 100% joint and survivor annuity; lump sum payment if present value is less than \$5,000.
Actuarial Equivalence	Based on an interest rate of 9% and the 1984 Unisex Pensioners Mortality Table.

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U.S. Silica Retirement Plan—Former Retirement Plan II

Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Non-Union Hourly (including Columbia, Montpelier, Dubberly, Hurtsboro, and Berkeley Special/Florisil)	Immediately for employees hired before 1/1/2008. Employees hired on or after 1/1/2008 are not eligible.	From date of hire. Credited service is later of date of hire and 11/10/1993 for Montpelier. Later of date of hire and 8/1/1987 for Hurtsboro.	\$23.00 per month for each year of benefit service for Dubberly effective 1/1/2007; \$24.00 effective 1/1/2008; \$25.00 effective 1/1/2011; \$26.00 effective 1/1/2012; \$29.00 effective 1/1/2014.
			\$22.00 per month for each year of benefit service for Columbia effective 1/1/2007; \$23.00 effective 1/1/2008; \$24.00 effective 1/1/2010; \$25.00 effective 1/1/2011; \$26.00 effective 1/1/2012; \$29.00 effective 1/1/2014.
			\$23.00 per month for each year of benefit service for Montpelier effective 1/1/2007; \$24.00 effective 1/1/2008; \$25.00 effective 1/1/2012; \$28.00 effective 1/1/2014.
			\$18.00 per month for each year of benefit service for Hurtsboro effective 1/1/2007; \$19.00 effective 1/1/2008; \$21.00 effective 1/1/2010; \$22.00 effective 1/1/2011; \$24.00 effective 1/1/2012; \$27.00 effective 1/1/2014.
			\$33.00 per month for each year of benefit service for Berkeley Special/Florisil effective 1/1/2007; \$35.00 effective 1/1/2014.
Mapleton Depot	Immediately for employees hired before 5/3/2009. Employees hired on or after 5/3/2009 are not eligible.	From date of hire if hired before 9/1/1996. Generally from 5/1/2004 if hired after 8/31/1996.	\$29.00 per month for each year of benefit service effective 1/1/2007; \$31.00 effective 1/1/2008; \$33.00 effective 1/1/2013; \$35.00 effective 1/1/2014.

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Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Berkeley Springs	Immediately for employees hired before 10/11/2008. Employees hired on or after 10/11/2008 are not eligible.	From date of hire.	\$34.00 per month for each year of benefit service effective 1/1/2008; \$35.00 effective 1/1/2009; \$36.00 effective 1/1/2010; \$37.50 effective 1/1/2011; \$38.00 effective 1/1/2012; \$39.00 effective 1/1/2013; \$40.00 effective 1/1/2014; \$41.00 effective 1/1/2015.
Mill Creek	Immediately for employees hired before 10/1/2006. Employees hired on or after 10/1/2006 are not eligible.	From date of hire.	\$29.00 per month for each year of benefit service effective 1/1/2008; \$30.00 effective 1/1/2009; \$31.00 effective 1/1/2010; \$32.00 effective 1/1/2011; \$33.50 effective 1/1/2013; \$35.00 effective 1/1/2014; \$36.50 effective 1/1/2015; \$38.00 effective at 1/1/2016.
Pacific	Immediately for employees hired before 8/1/1997. Employees hired on or after 8/1/1997 are not eligible.	Service prior to 5/7/1956 is not included. Benefit service frozen at 7/31/1997.	\$18.00 per month for each year of benefit service.
Ottawa	Immediately for employees hired before 6/16/2006. Employees hired on or after 6/16/2006 are not eligible.	From date of hire.	\$34.00 per month for each year of benefit service effective 1/1/2008; \$36.00 effective 1/1/2009; \$38.00 effective 1/1/2010; \$40.00 effective 1/1/2011; \$42.00 effective 1/1/2012; \$44.00 effective 1/1/2013; \$46.00 effective 1/1/2014; \$48.00 effective 1/1/2015.
Kosse	Immediately for employees hired before 5/5/2007. Employees hired on or after 5/5/2007 are not eligible.	From date of hire.	For benefit service prior to 1/1/2010, multiplier varies by hire date. \$30.00 per month for each year of benefit service effective 1/1/2010; \$32.00 effective 1/1/2011; \$33.00 effective 1/1/2012; \$35.00 effective 1/1/2014.

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Hourly Plan/Location	Eligibility Begins	Benefit Service Calculation	Accrued Benefit Amount of Benefit Paid as a Life Annuity
Mauricetown	After completion of one year of service if hired before 5/1/2008. Employees hired on or after 5/1/2008 are not eligible.	From the later of date of hire or 4/1/1971.	\$23.50 per month for each year of benefit service effective 1/1/2006; \$25.50 effective 1/1/2008; \$26.50 effective 1/1/2009; \$27.50 effective 1/1/2010; \$28.50 effective 1/1/2011; \$29.50 effective 1/1/2012; \$30.50 effective 1/1/2013; \$31.50 effective 1/1/2014; \$32.50 effective 1/1/2015; \$33.50 effective 1/1/2016.

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Hourly Plan/Location	Normal Retirement Benefits		Early Retirement Benefits	
	Eligibility	Amount of Benefit	Eligibility	Amount of Benefit
Non-Union Hourly	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m., first 60 months, 5/18% p.m. next 60 months prior to age 65.
Mapleton Depot	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m., first 60 months, 5/18% p.m. next 60 months prior to age 65.
Berkeley Springs	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m., first 60 months, 5/18% p.m. next 60 months prior to age 65.
Mill Creek	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m., first 60 months, 5/18% p.m. next 60 months prior to age 65.
Pacific	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m., first 60 months, 5/18% p.m. next 60 months prior to age 65.
Ottawa	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% per month prior to age 65.
			Age 62 and 10 years of vesting service and hired before 6/15/1996.	Double the accrued benefit for the lesser of three years or until Social Security retirement age.
			30 years of vesting service and hired before 6/15/1996.	Accrued benefit unreduced.

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Hourly Plan/Location	Eligibility	Amount of Benefit	Eligibility	Amount of Benefit
Kosse	Age 65	Accrued benefit	Age 55 and 15 years of vesting service.	Accrued benefit reduced 5/9% p.m. first 60 months, 5/18% p.m. next 60 months before 65.
Mauricetown	Age 65	Accrued benefit	Age 55 and 20 years of vesting service.	Actuarially equivalent to normal retirement benefit.

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Hourly Plan/Location	Deferred Retirement Benefits		Vesting	
	Eligibility	Amount of Benefit	Eligibility	Amount of Benefit
Non-Union Hourly	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Mapleton Depot	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Berkeley Springs	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Mill Creek	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age. Normal form is unreduced 100% joint and survivor starting in 2006.
Pacific	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Ottawa	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Kosse	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.
Mauricetown	After age 65	Accrued benefit	100% vested after 5 years of vesting service.	Accrued benefit payable at normal retirement age.

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Hourly Plan/Location	Death		Disability	
	Eligibility	Amount of Benefit	Eligibility	Amount of Benefit
Non-Union Hourly	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	15 years of vesting service.	Accrued benefit payable upon disability.
Mapleton Depot	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	10 years of vesting service.	Accrued benefit payable upon disability.
Berkeley Springs	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	10 years of vesting service.	Accrued benefit payable upon disability.
Mill Creek	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, unreduced 100% joint and survivor benefit. Company pays for coverage.	15 years of vesting service.	Accrued benefit payable upon disability.
Pacific	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	15 years of vesting service.	Accrued benefit payable upon disability.

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Hourly Plan/Location	Death		Disability	
	Eligibility	Amount of Benefit	Eligibility	Amount of Benefit
Ottawa	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	10 years of vesting service.	Accrued benefit payable upon disability until age 65. Accrued benefit payable at age 65 based on benefit level in effect at age 65.
Kosse	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit. Company pays for coverage.	15 years of vesting service.	Accrued benefit payable upon disability until age 65. Accrued benefit payable at age 65 based on benefit level in effect at age 65.
Mauricetown	5 years of vesting service. Payment deferred to participant's age 55	Early retirement amount, actuarially reduced 50% joint and survivor benefit.	Age 50 and 10 years of vesting service.	Accrued benefit payable upon disability.

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Hourly Plan/Location	Optional Forms of Retirement Benefit	Actuarial Equivalence
Non-Union Hourly	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000.	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Mapleton Depot	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Berkeley Springs	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Mill Creek	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; joint and 100% annuitant option; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Pacific	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Ottawa	Joint and 55% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Kosse	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; lump sum if present value is below \$5,000	Based on an interest rate of 6% and the 1984 Unisex Pensioners Mortality Table
Mauricetown	Joint and 50% annuitant option; joint and 75% annuitant option; single life annuity; 10 year certain and continuous annuity; Social Security level income option; lump sum if present value is below \$5,000.	Based on an interest rate of 7% and the 1984 Unisex Pensioners Mortality Table

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Plan Changes

The January 1, 2014 funding valuation reflected the following plan changes:

- An increase in the annual pay limit under IRC §401(a)(17) from \$255,000 in 2013 to \$260,000 in 2014.
- An increase in the annual maximum benefit under IRC §415 from \$205,000 in 2013 to \$210,000 in 2014.
- Berkeley Special/Florisl
 - The new monthly benefit level for all participants is \$35.00 effective January 1, 2014.
- Columbia
 - The new monthly benefit level for all participants is \$29.00 effective January 1, 2014.
- Dubberly
 - The new monthly benefit level for all participants is \$29.00 effective January 1, 2014.
 - The cap on credited service was removed.
- Hurtsboro
 - The new monthly benefit level for all participants is \$27.00 effective January 1, 2014.
- Kosse
 - The new monthly benefit level for all participants is \$35.00 effective January 1, 2014.
- Mauricetown
 - The new monthly benefit level for all participants is \$31.50 effective January 1, 2014; \$32.50 effective January 1, 2015, and \$33.50 effective January 1, 2016.
- Montpelier
 - The new monthly benefit level for all participants is \$28.00 effective January 1, 2014.

The January 1, 2013 funding valuation reflected the following plan changes:

- An increase in the annual pay limit under IRC §401(a)(17) from \$250,000 in 2012 to \$255,000 in 2013.
- An increase in the annual maximum benefit under IRC §415 from \$200,000 in 2012 to \$205,000 in 2013.
- Mapleton Depot
 - The new monthly benefit level for all participants is \$33.00 effective January 1, 2013; \$35.00 effective January 1, 2014.
- Berkeley Springs
 - The new monthly benefit level for all participants is \$39.00 effective January 1, 2013; \$40.00 effective January 1, 2014; \$41.00 effective January 1, 2015.

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The January 1, 2012 funding valuation reflected the following plan changes:

- An increase in the annual pay limit under IRC §401(a)(17) from \$245,000 in 2011 to \$250,000 in 2012.
- An increase in the annual maximum benefit under IRC §415 from \$195,000 in 2011 to \$200,000 in 2012.
- For former Retirement Plan I participants, beginning January 1, 2012 highly compensated employees are no longer eligible for the early retirement benefit supplement.
- Hurtsboro
 - The new monthly benefit level for all participants is \$24.00 effective January 1, 2012.
- Columbia
 - The new monthly benefit level for all participants is \$26.00 effective January 1, 2012.
- Dubberly
 - The new monthly benefit level for all participants is \$26.00 effective January 1, 2012.
- Mill Creek
 - The new monthly benefit level for all participants is \$33.50 effective January 1, 2013; \$35.00 effective January 1, 2014; \$36.50 effective January 1, 2015; \$38.00 effective January 1, 2016.
- Montpelier
 - The new monthly benefit level for all participants is \$25.00 effective January 1, 2012.

The January 1, 2011 funding valuation reflected the following plan changes:

- Hurtsboro
 - The new monthly benefit level for all participants is \$22.00 effective January 1, 2011.
- Columbia
 - The new monthly benefit level for all participants is \$25.00 effective January 1, 2011.
- Dubberly
 - The new monthly benefit level for all participants is \$25.00 effective January 1, 2011.
- Ottawa
 - The new monthly benefit level for all participants is \$40.00 effective January 1, 2011; \$42.00 effective January 1, 2012; \$44.00 effective January 1, 2013; \$46.00 effective January 1, 2014; \$48.00 effective January 1, 2015.

The January 1, 2010 funding valuation reflected the following plan changes:

- Hurtsboro
 - The new monthly benefit level for all participants is \$21.00 effective January 1, 2010.
- Columbia
 - The new monthly benefit level for all participants is \$24.00 effective January 1, 2010.
- Effective January 1, 2010, benefit service for salaried employees is capped at 35 years of service. Compensation used in the final average earnings calculations will be frozen at the end of the calendar year in which the participant reaches the 35 year cap.

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Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name U.S. Silica Retirement Plan
Plan Sponsor's Name U.S. Silica Company

EIN: 23-0958670
PN: 028

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
*	Northern Trust Company	Collective Short Term Investment Fund	1,902,522	1,902,522
	The Vanguard Group	Vanguard Emerging Markets Index Signal Fund	8,320,992	8,136,294
	Fidelity Investments	Fidelity International Index Advantage Fund	14,411,369	13,216,049
	Fidelity Investments	Fidelity Spartan 500 Index Advantage Fund	17,703,660	19,662,301
	Fidelity Investments	Fidelity Spartan Extended Market Index Advantage Fund	6,093,224	6,293,445

Attachment to 2014 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name U.S. Silica Retirement Plan
Plan Sponsor's Name U.S. Silica Company

EIN: 23-0958670
PN: 028

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	The Vanguard Group	Vanguard Long Term Bond Index Institutional Fund	15,437,099	17,097,145
	Fidelity Investments	iShares iBoxx Investment Grade Corporate Bond Fund	15,900,545	16,624,499
	The Vanguard Group	Vanguard REIT Index Fund Admiral Shares	3,887,499	4,844,195
	Franklin Templeton Investments	Franklin Adjustable U.S. Government Securities Fund	2,461,527	2,450,291
	Eaton Vance Investment Manager	Eaton Vance Floating Rate Fund	626,002	610,395
	Manulife	Insurance Policies	26,895	26,895
	CNA	Insurance Policies	30,550	30,550

Plan Name	U.S. Silica Retirement Plan
Plan Sponsor's Name	U.S. Silica Company

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